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

OMB No 1545-0052

**2012**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**Open to Public Inspection****For calendar year 2012 or tax year beginning****, 2012, and ending****, 20**

Name of foundation <b>THE ROSENTHAL FAMILY FOUNDATION</b>		<b>A Employer identification number</b> 13-6104817
Number and street (or P O box number if mail is not delivered to street address)  2777 SUMMER STREET	Room/suite  208B	<b>B Telephone number (see instructions)</b>  (203) 325-9900
City or town, state, and ZIP code  STAMFORD, CT 06905		<b>C</b> If exemption application is pending, check here <input type="checkbox"/> <b>D</b> 1. Foreign organizations, check here <input type="checkbox"/> 2. Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/> <b>E</b> If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/> <b>F</b> If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>
<b>G</b> Check all that apply	<input type="checkbox"/> Initial return <input type="checkbox"/> Final return <input type="checkbox"/> Address change	
<b>H</b> 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	
<b>I</b> Fair market value of all assets at end of year (from Part II, col. (c), line 16) ▶ \$ 26,099,492.	<b>J</b> Accounting method: <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____ (Part I, column (d) must be on cash basis.)	

<b>Part I Analysis of Revenue and Expenses</b> (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions) )		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
<b>Revenue</b>	1 Contributions, gifts, grants, etc., received (attach schedule)	1,064,150.			
	2 Check <input type="checkbox"/> if the foundation is not required to attach Sch. B				
	3 Interest on savings and temporary cash investments	6.	6.		ATCH 1
	4 Dividends and interest from securities	430,694.	430,694.		ATCH 2
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	193,955.			
	b Gross sales price for all assets on line 6a	3,513,881.			
	7 Capital gain net income (from Part IV, line 2)		193,955.		
	8 Net short-term capital gain				
	9 Income modifications				
	10 a Gross sales less returns and allowances				
<b>Operating and Administrative Expenses</b>	b Less Cost of goods sold				
	c Gross profit or (loss) (attach schedule)				
	11 Other income (attach schedule) ATCH 3	-25,653.	-25,767.		
	12 Total. Add lines 1 through 11	1,663,152.	598,888.		
	13 Compensation of officers, directors, trustees, etc.	60,000.	3,000.		57,000.
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees (attach schedule) ATCH 4				
	b Accounting fees (attach schedule) ATCH 5	60,000.	20,000.		40,000.
	c Other professional fees (attach schedule) ATCH 6	369,276.	239,192.		80,000.
	17 Interest				
	18 Taxes (attach schedule) (see instructions) ATCH 7	24,542.	15,542.		
	19 Depreciation (attach schedule) and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings	54,420.			54,420.
	22 Printing and publications	695.			695.
	23 Other expenses (attach schedule) ATCH 8	1,284.	1,284.		
	24 Total operating and administrative expenses. Add lines 13 through 23	570,217.	279,018.		232,115.
	25 Contributions, gifts, grants paid	2,244,418.			2,244,418.
	26 Total expenses and disbursements. Add lines 24 and 25	2,814,635.	279,018.	0	2,476,533.
	27 Subtract line 26 from line 12	-1,151,483.			
	a Excess of revenue over expenses and disbursements		319,870.		
	b Net investment income (if negative, enter -0-)				
	c Adjusted net income (if negative, enter -0-)				

**Part II Balance Sheets**

Attached schedule and amounts in the description column should be for end-of-year amounts only (See instructions)

		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value
<b>Assets</b>	1 Cash - non-interest-bearing . . . . .			
	2 Savings and temporary cash investments . . . . .	640,304.	774,594.	774,594.
	3 Accounts receivable ▶ 12.			
	Less: allowance for doubtful accounts ▶	6.	12.	12.
	4 Pledges receivable ▶			
	Less: allowance for doubtful accounts ▶			
	5 Grants receivable . . . . .			
	6 Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions) . . . . .			
	7 Other notes and loans receivable (attach schedule) ▶			
	Less: allowance for doubtful accounts ▶			
	8 Inventories for sale or use . . . . .			
	9 Prepaid expenses and deferred charges . . . . .			
	10 a Investments - U S and state government obligations (attach schedule), **	1,091,631.	693,584.	689,346.
	b Investments - corporate stock (attach schedule)			
	c Investments - corporate bonds (attach schedule) ATCH 10	1,256,784.	1,441,672.	1,506,310.
	11 Investments - land, buildings, and equipment basis ▶			
Less: accumulated depreciation ▶ (attach schedule)				
12 Investments - mortgage loans . . . . .				
13 Investments - other (attach schedule) ATCH 11	21,596,525.	20,509,582.	23,129,230.	
14 Land, buildings, and equipment basis ▶				
Less: accumulated depreciation ▶ (attach schedule)				
15 Other assets (describe ▶ )				
16 <b>Total assets</b> (to be completed by all filers - see the instructions Also, see page 1, item I) . . . . .	24,585,250.	23,419,444.	26,099,492.	
<b>Liabilities</b>	17 Accounts payable and accrued expenses . . . . .	193,484.	179,161.	
	18 Grants payable . . . . .			
	19 Deferred revenue . . . . .			
	20 Loans from officers, directors, trustees, and other disqualified persons . . . . .			
	21 Mortgages and other notes payable (attach schedule) . . . . .			
	22 Other liabilities (describe ▶ )			
	23 <b>Total liabilities</b> (add lines 17 through 22) . . . . .	193,484.	179,161.	
<b>Net Assets or Fund Balances</b>	<b>Foundations that follow SFAS 117, check here ▶</b> <input type="checkbox"/>			
	<b>and complete lines 24 through 26 and lines 30 and 31.</b>			
	24 Unrestricted . . . . .			
	25 Temporarily restricted . . . . .			
	26 Permanently restricted . . . . .			
	<b>Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. ▶</b> <input checked="" type="checkbox"/>			
	27 Capital stock, trust principal, or current funds . . . . .	765,328.	765,328.	
	28 Paid-in or capital surplus, or land, bldg, and equipment fund . . . . .			
	29 Retained earnings, accumulated income, endowment, or other funds . . . . .	23,626,438.	22,474,955.	
30 <b>Total net assets or fund balances</b> (see instructions) . . . . .	24,391,766.	23,240,283.		
31 <b>Total liabilities and net assets/fund balances</b> (see instructions) . . . . .	24,585,250.	23,419,444.		

**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	24,391,766.
2 Enter amount from Part I, line 27a . . . . .	2	-1,151,483.
3 Other increases not included in line 2 (itemize) ▶	3	
4 Add lines 1, 2, and 3 . . . . .	4	23,240,283.
5 Decreases not included in line 2 (itemize) ▶	5	
6 <b>Total net assets or fund balances at end of year</b> (line 4 minus line 5) - Part II, column (b), line 30 . . . . .	6	23,240,283.

\*\*ATCH 9

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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.)
<b>1a</b> SEE PART IV SCHEDULE					
<b>b</b>					
<b>c</b>					
<b>d</b>					
<b>e</b>					
(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)		
<b>a</b>					
<b>b</b>					
<b>c</b>					
<b>d</b>					
<b>e</b>					
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69					
(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	(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))		
<b>a</b>					
<b>b</b>					
<b>c</b>					
<b>d</b>					
<b>e</b>					
<b>2</b> 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 }			<b>2</b>	193,955.	
<b>3</b> Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c) (see instructions) If (loss), enter -0- in Part I, line 8			<b>3</b>	0	

**Part V Qualification Under Section 4940(e) for Reduced Tax on Net Investment Income**

(For optional use by domestic private foundations subject to the section 4940(a) tax on net investment income.)

If section 4940(d)(2) applies, leave this part blank

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period?

☐ Yes ☒ No

If "Yes," the foundation does not qualify under section 4940(e). Do not complete this part

**1** Enter the appropriate amount in each column for each year, see the instructions before making any entries

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col. (b) divided by col. (c))
2011	1,991,258.	23,533,484.	0.084614
2010	1,516,104.	22,735,690.	0.066684
2009	1,019,644.	24,520,952.	0.041583
2008	959,173.	24,184,267.	0.039661
2007	1,083,286.	23,790,351.	0.045535
<b>2</b> Total of line 1, column (d)			<b>2</b> 0.278077
<b>3</b> 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			<b>3</b> 0.055615
<b>4</b> Enter the net value of noncharitable-use assets for 2012 from Part X, line 5			<b>4</b> 24,769,771.
<b>5</b> Multiply line 4 by line 3			<b>5</b> 1,377,571.
<b>6</b> Enter 1% of net investment income (1% of Part I, line 27b)			<b>6</b> 3,199.
<b>7</b> Add lines 5 and 6			<b>7</b> 1,380,770.
<b>8</b> 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			<b>8</b> 2,497,322.

**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)			
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input checked="" type="checkbox"/> and enter 1% of Part I, line 27b . . . . .		1	3,199.
c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b).			
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-) . . . . .		2	
3 Add lines 1 and 2 . . . . .		3	3,199.
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-) . . . . .		4	0
5 Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0- . . . . .		5	3,199.
6 Credits/Payments:			
a 2012 estimated tax payments and 2011 overpayment credited to 2012 . . . . .	6a	9,793.	
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	9,793.	
8 Enter any penalty for underpayment of estimated tax. Check here <input 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	6,594.	
11 Enter the amount of line 10 to be Credited to 2013 estimated tax <input checked="" type="checkbox"/> 6,594. Refunded <input type="checkbox"/> 11	11		

**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 the definition)? . . . . .		X
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		
c Did the foundation file Form 1120-POL for this year? . . . . .		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation <input checked="" type="checkbox"/> \$ _____ (2) On foundation managers <input checked="" type="checkbox"/> \$ _____		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. <input checked="" type="checkbox"/> \$ _____		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? . . . . .		X
If "Yes," attach a detailed description of the activities.		
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? . . . . .		X
If "Yes," attach the statement required by General Instruction T		
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) <input checked="" type="checkbox"/> NEW YORK		
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 2012 or the taxable year beginning in 2012 (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?	13	X	
Website address <b>NONE</b>				
14	The books are in care of <b>ASSETS ADMIN &amp; MANAGEMENT INC</b>		Telephone no <b>203-325-9900</b>	
	Located at <b>2777 SUMMER STREET SUITE 208B STAMFORD, CT</b>		ZIP+4 <b>06905</b>	
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here <input type="checkbox"/> and enter the amount of tax-exempt interest received or accrued during the year <b>15</b>			
16	At any time during calendar year 2012, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country?	16	Yes	No X
See the instructions for exceptions and filing requirements for Form TD F 90-22.1. If "Yes," enter the name of the foreign country				

**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)?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
Organizations relying on a current notice regarding disaster assistance check here		
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 2012?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
2 Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))		
a At the end of tax year 2012, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2012?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
If "Yes," list the years		
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)	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
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 2012 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 2012.)	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
b Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2012?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	

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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)? (see instructions) ☐ Yes ☒ No
- (5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? ☐ Yes ☒ No

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

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?**7b****Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors****1** List all officers, directors, trustees, foundation managers and their compensation (see instructions).

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (if not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
ATCH 12		60,000.	0	0

**2** Compensation of five highest-paid employees (other than those included on line 1 - see instructions). If none, enter "NONE."

(a) Name and address of each employee paid more than \$50,000	(b) Title, and average hours per week devoted to position	(c) Compensation	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
ATCH 13		0	0	0

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

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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 (see instructions). If none, enter "NONE."**

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
ATCH 14		220,000.
Total number of others receiving over \$50,000 for professional services . . . . .		►

**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 (see instructions)**

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2	Amount
1 THE GENIUS OF MARIAN - DOCUMENTARY EDUCATIONAL FILM	
	15,973.
2 MIDWAY - DOCUMENTARY EDUCATIONAL FILM	
	4,816.
All other program-related investments See instructions	
3 NONE	
Total. Add lines 1 through 3 . . . . .	20,789.

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**Part X Minimum Investment Return** (All domestic foundations must complete this part. Foreign foundations, see instructions.)

<b>1</b>	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:		
<b>a</b>	Average monthly fair market value of securities	<b>1a</b>	24,849,486.
<b>b</b>	Average of monthly cash balances	<b>1b</b>	297,490.
<b>c</b>	Fair market value of all other assets (see instructions)	<b>1c</b>	
<b>d</b>	<b>Total</b> (add lines 1a, b, and c)	<b>1d</b>	25,146,976.
<b>e</b>	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	<b>1e</b>	
<b>2</b>	Acquisition indebtedness applicable to line 1 assets	<b>2</b>	
<b>3</b>	Subtract line 2 from line 1d	<b>3</b>	25,146,976.
<b>4</b>	Cash deemed held for charitable activities. Enter 1 1/2 % of line 3 (for greater amount, see instructions)	<b>4</b>	377,205.
<b>5</b>	<b>Net value of noncharitable-use assets.</b> Subtract line 4 from line 3. Enter here and on Part V, line 4	<b>5</b>	24,769,771.
<b>6</b>	<b>Minimum investment return.</b> Enter 5% of line 5	<b>6</b>	1,238,489.

**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.)

<b>1</b>	Minimum investment return from Part X, line 6	<b>1</b>	1,238,489.
<b>2a</b>	Tax on investment income for 2012 from Part VI, line 5	<b>2a</b>	3,199.
<b>b</b>	Income tax for 2012 (This does not include the tax from Part VI.)	<b>2b</b>	
<b>c</b>	Add lines 2a and 2b	<b>2c</b>	3,199.
<b>3</b>	Distributable amount before adjustments Subtract line 2c from line 1	<b>3</b>	1,235,290.
<b>4</b>	Recoveries of amounts treated as qualifying distributions	<b>4</b>	
<b>5</b>	Add lines 3 and 4	<b>5</b>	1,235,290.
<b>6</b>	Deduction from distributable amount (see instructions)	<b>6</b>	
<b>7</b>	<b>Distributable amount as adjusted</b> Subtract line 6 from line 5. Enter here and on Part XIII, line 1	<b>7</b>	1,235,290.

**Part XII Qualifying Distributions** (see instructions)

<b>1</b>	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes:		
<b>a</b>	Expenses, contributions, gifts, etc. - total from Part I, column (d), line 26	<b>1a</b>	2,476,533.
<b>b</b>	Program-related investments - total from Part IX-B	<b>1b</b>	20,789.
<b>2</b>	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	<b>2</b>	
<b>3</b>	Amounts set aside for specific charitable projects that satisfy the:		
<b>a</b>	Suitability test (prior IRS approval required)	<b>3a</b>	
<b>b</b>	Cash distribution test (attach the required schedule)	<b>3b</b>	
<b>4</b>	<b>Qualifying distributions.</b> Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	<b>4</b>	2,497,322.
<b>5</b>	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b (see instructions)	<b>5</b>	3,199.
<b>6</b>	<b>Adjusted qualifying distributions.</b> Subtract line 5 from line 4	<b>6</b>	2,494,123.

**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 2011	(c) 2011	(d) 2012
<b>1</b> Distributable amount for 2012 from Part XI, line 7 . . . . .				1,235,290.
<b>2</b> Undistributed income, if any, as of the end of 2012				
<b>a</b> Enter amount for 2011 only . . . . .				
<b>b</b> Total for prior years 20 <u>10</u> , 20 <u>09</u> , 20 <u>08</u> . . . . .				
<b>3</b> Excess distributions carryover, if any, to 2012.				
<b>a</b> From 2007 . . . . .				
<b>b</b> From 2008 . . . . .				
<b>c</b> From 2009 . . . . .				
<b>d</b> From 2010 . . . . . 387,795.				
<b>e</b> From 2011 . . . . . 831,276.				
<b>f</b> Total of lines 3a through e . . . . .	1,219,071.			
<b>4</b> Qualifying distributions for 2012 from Part XII, line 4 ▶ \$ <u>2,497,322.</u>				
<b>a</b> Applied to 2011, but not more than line 2a . . . . .				
<b>b</b> Applied to undistributed income of prior years (Election required - see instructions) . . . . .				
<b>c</b> Treated as distributions out of corpus (Election required - see instructions) . . . . .				
<b>d</b> Applied to 2012 distributable amount . . . . .				1,235,290.
<b>e</b> Remaining amount distributed out of corpus . . . . .	1,262,032.			
<b>5</b> Excess distributions carryover applied to 2012 . (If an amount appears in column (d), the same amount must be shown in column (a) )				
<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 . . . . .	2,481,103.			
<b>b</b> Prior years' undistributed income. Subtract line 4b from line 2b . . . . .				
<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 . . . . .				
<b>d</b> Subtract line 6c from line 6b. Taxable amount - see instructions . . . . .				
<b>e</b> Undistributed income for 2011. Subtract line 4a from line 2a. Taxable amount - see instructions . . . . .				
<b>f</b> Undistributed income for 2012. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2013 . . . . .				
<b>7</b> Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions) . . . . .				
<b>8</b> Excess distributions carryover from 2007 not applied on line 5 or line 7 (see instructions) . . . . .				
<b>9</b> Excess distributions carryover to 2013. Subtract lines 7 and 8 from line 6a . . . . .	2,481,103.			
<b>10</b> Analysis of line 9				
<b>a</b> Excess from 2008 . . . . .				
<b>b</b> Excess from 2009 . . . . .				
<b>c</b> Excess from 2010 . . . . . 387,795.				
<b>d</b> Excess from 2011 . . . . . 831,276.				
<b>e</b> Excess from 2012 . . . . . 1,262,032.				

**Part XIV Private Operating Foundations** (see instructions and Part VII-A, question 5)

NOT APPLICABLE

**1 a** If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2012, enter the date of the ruling . . . . .

**b** Check box to indicate whether the foundation is a private operating foundation described in section

4942(j)(3) or

4942(j)(5)

	Tax year	Prior 3 years			(e) Total
	(a) 2012	(b) 2011	(c) 2010	(d) 2009	
<b>2 a</b> Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed . . . . .					
<b>b</b> 85% of line 2a . . . . .					
<b>c</b> Qualifying distributions from Part XII, line 4 for each year listed . . . . .					
<b>d</b> Amounts included in line 2c not used directly for active conduct of exempt activities . . . . .					
<b>e</b> Qualifying distributions made directly for active conduct of exempt activities Subtract line 2d from line 2c . . . . .					
<b>3</b> Complete 3a, b, or c for the alternative test relied upon					
<b>a</b> "Assets" alternative test - enter					
<b>(1)</b> Value of all assets . . . . .					
<b>(2)</b> Value of assets qualifying under section 4942(j)(3)(B)(i). . . . .					
<b>b</b> "Endowment" alternative test - enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed . . . . .					
<b>c</b> "Support" alternative test - enter					
<b>(1)</b> Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties). . . . .					
<b>(2)</b> Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii). . . . .					
<b>(3)</b> Largest amount of support from an exempt organization . . . . .					
<b>(4)</b> Gross investment income . . . . .					

**Part XV Supplementary Information** (Complete this part only if the foundation had \$5,000 or more in assets at any time during the year - see instructions.)**1 Information Regarding Foundation Managers:**

**a** List any managers of the foundation who have contributed more than 2% of the total contributions received by the foundation before the close of any tax year (but only if they have contributed more than \$5,000). (See section 507(d)(2) )

NONE

**b** List any managers of the foundation who own 10% or more of the stock of a corporation (or an equally large portion of the ownership of a partnership or other entity) of which the foundation has a 10% or greater interest.

NONE

**2 Information Regarding Contribution, Grant, Gift, Loan, Scholarship, etc., Programs:**

Check here ☐ if the foundation only makes contributions to preselected charitable organizations and does not accept unsolicited requests for funds. If the foundation makes gifts, grants, etc. (see instructions) to individuals or organizations under other conditions, complete items 2a, b, c, and d.

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

ATCH 15

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

NO SPECIFIC FORM

**c** Any submission deadlines:

NO SPECIFIC DEADLINE

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

NO SPECIFIC RESTRICTIONS

**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>  ATCH 16				
<b>Total</b> . . . . .			<b>3a</b>	2,244,418.
<b>b Approved for future payment</b>				
<b>Total</b> . . . . .			<b>3b</b>	

**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)
		(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	Related or exempt function income (See instructions)
<b>1</b> Program service revenue						
a _____						
b _____						
c _____						
d _____						
e _____						
f _____						
g Fees and contracts from government agencies						
<b>2</b> Membership dues and assessments . . . . .						
<b>3</b> Interest on savings and temporary cash investments				14	6.	
<b>4</b> Dividends and interest from securities . . . . .				14	430,694.	
<b>5</b> Net rental income or (loss) from real estate:						
a Debt-financed property . . . . .						
b Not debt-financed property . . . . .						
<b>6</b> Net rental income or (loss) from personal property .						
<b>7</b> Other investment income . . . . .				14	-25,767.	
<b>8</b> Gain or (loss) from sales of assets other than inventory				18	193,955.	
<b>9</b> Net income or (loss) from special events . . .						
<b>10</b> Gross profit or (loss) from sales of inventory . .						
<b>11</b> Other revenue: a _____						
b ATCH 17 _____					114.	
c _____						
d _____						
e _____						
<b>12</b> Subtotal. Add columns (b), (d), and (e) . . . . .					599,002.	
<b>13</b> Total. Add line 12, columns (b), (d), and (e) . . . . .						599,002.

(See worksheet in line 13 instructions to verify calculations )

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

[illegible]



**Schedule B**(Form 990, 990-EZ,  
or 990-PF)  
Department of the Treasury  
Internal Revenue Service**Schedule of Contributors**

▶ Attach to Form 990, Form 990-EZ, or Form 990-PF.

OMB No 1545-0047

**2012**

Name of the organization

THE ROSENTHAL FAMILY FOUNDATION

Employer identification number

13-6104817

Organization type (check one)

Filers of:

Section:

Form 990 or 990-EZ

☐ 501(c)( ) (enter number) organization☐ 4947(a)(1) nonexempt charitable trust **not** treated as a private foundation☐ 527 political organization

Form 990-PF

☒ 501(c)(3) exempt private foundation☐ 4947(a)(1) nonexempt charitable trust treated as a private foundation☐ 501(c)(3) taxable private foundationCheck if your organization is covered by the **General Rule** or a **Special Rule**.**Note.** Only a section 501(c)(7), (8), or (10) organization can check boxes for both the General Rule and a Special Rule. See instructions.**General Rule**

- ☒
- For an organization filing Form 990, 990-EZ, or 990-PF that received, during the year, \$5,000 or more (in money or property) from any one contributor. Complete Parts I and II.

**Special Rules**

- ☐
- For a section 501(c)(3) organization filing Form 990 or 990-EZ that met the 33 1/3 % support test of the regulations under sections 509(a)(1) and 170(b)(1)(A)(vi) and received from any one contributor, during the year, a contribution of the greater of (1) \$5,000 or (2) 2% of the amount on (i) Form 990, Part VIII, line 1h, or (ii) Form 990-EZ, line 1. Complete Parts I and II.

- ☐
- For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, total contributions of more than \$1,000 for use
- exclusively*
- for religious, charitable, scientific, literary, or educational purposes, or the prevention of cruelty to children or animals. Complete Parts I, II, and III.

- ☐
- For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, contributions for use
- exclusively*
- for religious, charitable, etc., purposes, but these contributions did not total to more than \$1,000. If this box is checked, enter here the total contributions that were received during the year for an
- exclusively*
- religious, charitable, etc., purpose. Do not complete any of the parts unless the
- General Rule**
- applies to this organization because it received nonexclusively religious, charitable, etc., contributions of \$5,000 or more during the year . . . . . ▶ \$ \_\_\_\_\_

**Caution.** An organization that is not covered by the General Rule and/or the Special Rules does not file Schedule B (Form 990, 990-EZ, or 990-PF), but it **must** answer "No" on Part IV, line 2 of its Form 990; or check the box on line H of its Form 990-EZ or on Part I, line 2 of its Form 990-PF, to certify that it does not meet the filing requirements of Schedule B (Form 990, 990-EZ, or 990-PF).

For Paperwork Reduction Act Notice, see the Instructions for Form 990, 990-EZ, or 990-PF.

Schedule B (Form 990, 990-EZ, or 990-PF) (2012)

Name of organization THE ROSENTHAL FAMILY FOUNDATION

Employer identification number  
13-6104817**Part I Contributors** (see instructions). Use duplicate copies of Part I if additional space is needed.

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
1	HINDA ROSENTHAL CHARITABLE LEAD TRUST I 2777 SUMMER STREET, SUITE 208B NEW YORK, NY 06905	\$ 508,150.	Person <input checked="checked" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution )
2	HINDA ROSENTHAL CHARITABLE LEAD TRUST II 2777 SUMMER STREET, SUITE 208B STAMFORD, CT 06905	\$ 556,000.	Person <input checked="checked" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution )
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution )
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution )

Name of organization THE ROSENTHAL FAMILY FOUNDATION

Employer identification number

13-6104817

**Part II** Noncash Property (see instructions). Use duplicate copies of Part II if additional space is needed.

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
---	----- ----- ----- -----	\$-----	-----
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
---	----- ----- ----- -----	\$-----	-----
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
---	----- ----- ----- -----	\$-----	-----
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
---	----- ----- ----- -----	\$-----	-----
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
---	----- ----- ----- -----	\$-----	-----
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
---	----- ----- ----- -----	\$-----	-----
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
---	----- ----- ----- -----	\$-----	-----

## FORM 990-PF - PART IV

## CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME

Kind of Property		Description				Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/allowable	Cost or other basis	FMV as of 12/31/69	Adj basis as of 12/31/69	Excess of FMV over adj basis	Gain or (loss)	
		THROUGH CERBERUS ASIA PARTNERS, L.P. PROPERTY TYPE: SECURITIES				61,041.	
900,376.		MFC ISHARES MSCI ACWI INDEX FUND PROPERTY TYPE: SECURITIES 925,678.				-25,302.	
1,698,041.		NORTHERN TRUST COMPANY BONDS ACCOUNT PROPERTY TYPE: SECURITIES 1,655,733.				42,308.	
832,619.		NORTHERN TRUST COMPANY BONDS ACCOUNT PROPERTY TYPE: SECURITIES 791,247.				41,372.	
1,724.		71 SHARES HOMEAWAY, INC. PROPERTY TYPE: SECURITIES 861.				10/23/2008 863.	03/08/2012
11,807.		365 SHARES ZILLOW, INC. PROPERTY TYPE: SECURITIES 1,789.				10/20/2005 10,018.	02/17/2012
14,577.		366 SHARES ZILLOW, INC. PROPERTY TYPE: SECURITIES 1,794.				10/20/2005 12,783.	07/17/2012
36,716.		30 SHARES GRUSS GLOBAL INVESTORS LTD PROPERTY TYPE: SECURITIES 35,000.				12/31/2009 1,716.	05/01/2012
3,847.		.01 SHARES CERBERUS INTERNATIONAL LTD PROPERTY TYPE: SECURITIES 7,960.				08/01/1998 -4,113.	04/02/2012
2,883.		.01 SHARES CERBERUS INTERNATIONAL LTD 7,960.				08/01/1998 -5,077.	05/01/2012
5,150.		OZ OVERSEAS FUND II PROPERTY TYPE: SECURITIES				5,150.	
6,141.		PERRY PARTNERS INTERNATIONAL INC. PROPERTY TYPE: SECURITIES				6,141.	

## FORM 990-PF - PART IV

## CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
		THROUGH THE COLCHESTER GLOBAL BOND FUND PROPERTY TYPE: SECURITIES				P	-7,758.	
		THROUGH THE COLCHESTER GLOBAL BOND FUND PROPERTY TYPE: SECURITIES				P	14,406.	
		THROUGH FLAG VENTURE PARTNERS VI, L.P. PROPERTY TYPE: SECURITIES				P	1,791.	
		THROUGH FLAG VENTURE PARTNERS VI, L.P. PROPERTY TYPE: SECURITIES				P	27,062.	
		THROUGH JUBILEE TAX EXEMPT PARTNERS, L.P. PROPERTY TYPE: SECURITIES				P	5,544.	
		THROUGH JUBILEE TAX EXEMPT PARTNERS, L.P. PROPERTY TYPE: SECURITIES				P	68,075.	
		THROUGH NEXT GENERATION PARTNERS V, L.P. PROPERTY TYPE: SECURITIES				P	770.	
		THROUGH NEXT GENERATION PARTNERS V, L.P. PROPERTY TYPE: SECURITIES				P	25,787.	
		THROUGH TCV III, L.P. PROPERTY TYPE: SECURITIES				P	-11,448.	
		THROUGH TCV V, L.P. PROPERTY TYPE: SECURITIES				P	24,427.	
		THROUGH TCV VI, L.P. PROPERTY TYPE: SECURITIES				P	17,896.	
		THROUGH TCV VI (CAYMAN), L.P. PROPERTY TYPE: SECURITIES				P	11,077.	

## FORM 990-PF - PART IV

## CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj. basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
		THROUGH WELLINGTON TRUST COMPANY, NA PROPERTY TYPE: SECURITIES				P	-12,903.	
		THROUGH WELLINGTON TRUST COMPANY, NA PROPERTY TYPE: SECURITIES				P	-168,779.	
		THROUGH WLR RECOVERY FUND V. L.P. PROPERTY TYPE: SECURITIES				P	1,312.	
		THROUGH FLAG PRIVATE EQUITY III, L.P. PROPERTY TYPE: SECURITIES				P	-236.	
		THROUGH FLAG PRIVATE EQUITY III, L.P. PROPERTY TYPE: SECURITIES				P	38,295.	
		THROUGH TIFF PARTNERS II, LLC PROPERTY TYPE: SECURITIES				P	-6.	
		THROUGH TIFF PARTNERS II, LLC PROPERTY TYPE: SECURITIES				P	-2,167.	
		THROUGH CERBERUS ASIA PROPERTY TYPE: SECURITIES				P	750.	
		THROUGH WLR RECOVERY FUND V, L.P. PROPERTY TYPE: SECURITIES				P	230.	
		THROUGH FIR TREE INTERNATIONAL VALUE FUN PROPERTY TYPE: SECURITIES				P	12,930.	
TOTAL GAIN (LOSS) .....							<u>193,955.</u>	

**THE ROSENTHAL FAMILY FOUNDATION**  
**Program Related Investments**  
**Expenditure Responsibility Report – 2012**

<b>PRI Recipient</b>	<b>Date of PRI</b>	<b>Purpose</b>	<b>Total Amount of PRI</b>	<b>Amount Expended in 2012</b>	<b>Amount Distributed by Foundation Since Inception</b>	<b>Knowledge of Diversion</b>	<b>Report Received</b>
The Fledging Fund Inc. 62 Fifth Avenue Site 901 New York, NY 10019	3/16/2012	The Genius of Marian - Documentary educational film about Alzheimer's disease	\$16,667	\$15,973	\$15,973	No	1/20/2013
Sky Moo Films, LLC 1338 N. Alta Vista Blvd Los Angeles, CA 90046	4/30/2012	Midway - Documentary educational film about pollution on a remote Pacific Island	\$19,444	\$4,816	\$4,816	No	3/29/2013

ATTACHMENT 1FORM 990PF, PART I - INTEREST ON TEMPORARY CASH INVESTMENTS

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>
INTEREST ON CHECKING ACCOUNT	6.	6.
TOTAL	<u>6.</u>	<u>6.</u>

ATTACHMENT 2FORM 990PF, PART I - DIVIDENDS AND INTEREST FROM SECURITIES

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>
THROUGH CERBERUS ASIA PARTNERS, L.P.	565.	565.
THROUGH THE COLCHESTER GLOBAL BOND FUND	97,166.	97,166.
THROUGH FLAG VENTURE PARTNERS VI, LP	1,747.	1,747.
THROUGH JUBILEE TAX EXEMPT PARTNERS, L.P	5,822.	5,822.
THROUGH NEXT GENERATION PARTNERS V, L.P.	1,212.	1,212.
THROUGH TCV V, L.P.	1.	1.
THROUGH TCV VI, L.P.	3,884.	3,884.
THROUGH TCV VI (CAYMAN), L.P.	1.	1.
THROUGH WELLINGTON TRUST COMPANY, NA	60,803.	60,803.
THROUGH WLR RECOVERY FUND V, L.P.	1.	1.
THROUGH WLR RECOVERY FUND V DSS AIV, L.P	4.	4.
DIVIDEND INCOME	184,812.	184,812.
INTEREST INCOME	63,723.	63,723.
THROUGH FLAG PRIVATE EQUITY III, L.P.	10,893.	10,893.
THROUGH FIR TREE INTL VALUE FUND(USTE)LP		
THROUGH TIFF PARTNERS II, LLC	60.	60.
TOTAL	<u>430,694.</u>	<u>430,694.</u>

ATTACHMENT 3FORM 990PF, PART I - OTHER INCOME

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
THROUGH CERBERUS ASIA PARTNERS, L.P.	1,565.	1,565.
THROUGH THE COLCHESTER GLOBAL BOND FUND	-22,092.	-22,092.
THROUGH FLAG VENTURE PARTNERS VI, L.P.	-148.	-148.
THROUGH NEXT GENERATION PARTNERS V, L.P.	3,167.	3,167.
THROUGH WELLINGTON TRUST COMPANY, NA	-11,774.	-11,774.
THROUGH WLR RECOVERY FUND V, L.P.	-863.	-863.
THROUGH WLR RECOVERY FUND V DSS AIV, L.P	-5.	-5.
LITIGATION SETTLEMENTS	1,207.	1,207.
THROUGH FLAG PRIVATE EQUITY III, L.P.	1,792.	1,678.
THROUGH TIFF PARTNERS II, LLC	259.	259.
THROUGH FIR TREE INTERNATIONAL FUND, LP	1,239.	1,239.
TOTALS	<u>-25,653.</u>	<u>-25,767.</u>

ATTACHMENT 4FORM 990PF, PART I - LEGAL FEES

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>
LEGAL FEES	
TOTALS	

ATTACHMENT 5

FORM 990PF, PART I - ACCOUNTING FEES

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>	<u>ADJUSTED NET INCOME</u>	<u>CHARITABLE PURPOSES</u>
TAX PREPARATION/PLANNING FEES	20,000.	20,000.		40,000.
ACCOUNTING/RECORD KEEPING	40,000.			
TOTALS	<u>60,000.</u>	<u>20,000.</u>		<u>40,000.</u>

ATTACHMENT 6FORM 990PF, PART I - OTHER PROFESSIONAL FEES

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>	<u>CHARITABLE PURPOSES</u>
PORTFOLIO MANAGEMENT/ADMINISTR	188,695.	188,611.	
GRANT & ADMINISTRATION EXPENSE	80,000.		80,000.
CAMBRIDGE ASSOCIATES FEES	50,581.	50,581.	
IMPACT PARTNERS CONSULTING FEE	50,000.		
TOTALS	<u>369,276.</u>	<u>239,192.</u>	<u>80,000.</u>

ATTACHMENT 7

FORM 990PF, PART I - TAXES

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>
FOREIGN WITHHOLDING TAXES	15,542.	15,542.
FEDERAL EXCISE TAX	9,000.	
TOTALS	<u>24,542.</u>	<u>15,542.</u>

ATTACHMENT 8

FORM 990PF, PART I - OTHER EXPENSES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
FILING FEES	750.	750.
MISCELLANEOUS	534.	534.
TOTALS	<u>1,284.</u>	<u>1,284.</u>

FORM 990PF, PART II - U.S. AND STATE OBLIGATIONS

DESCRIPTION	BEGINNING BOOK VALUE	ATTACHMENT 9	
		ENDING BOOK VALUE	ENDING FMV
U.S. GOVERNMENT BONDS	998,027.	595,153.	595,958.
U.S. GOVERNMENT MORTGAGE BACKED HYDRO-QUEBEC GTD GLOBAL	68,609. 24,995.	73,528. 24,903.	68,061. 25,327.
US OBLIGATIONS TOTAL	1,091,631.	693,584.	689,346.

ATTACHMENT 10FORM 990PF, PART II - CORPORATE BONDS

<u>DESCRIPTION</u>	<u>BEGINNING BOOK VALUE</u>	<u>ENDING BOOK VALUE</u>	<u>ENDING FMV</u>
U.S. GOVERNMENT AGENCY BONDS	296,746.	408,794.	428,289.
CORPORATE BONDS	915,142.	1,032,033.	1,077,203.
COMMERCIAL MORTGAGE-BACKED SEC	41,181.		
ASSET BACKED SECURITIES	1,476.	845.	818.
NON-GOVERNMENT BACKED CMOS	2,239.		
TOTALS	<u>1,256,784.</u>	<u>1,441,672.</u>	<u>1,506,310.</u>

ATTACHMENT 11FORM 990PF, PART II - OTHER INVESTMENTS

<u>DESCRIPTION</u>	<u>BEGINNING BOOK VALUE</u>	<u>ENDING BOOK VALUE</u>	<u>ENDING FMV</u>
CERBERUS ASIA PARTNERS, LTD	330,545.	330,545.	69,209.
CERBERUS INTL LTD	54,491.	38,571.	257,052.
COLCHESTER GLOBAL BOND FUND	2,100,000.	2,100,000.	2,641,876.
CONTRARIAN OFFSHORE FUND	250,000.	250,000.	553,739.
DAVIDSON KEMPNER PARTNERS	250,000.	250,000.	483,692.
FIR TREE INTERNATAL VALUE FUND	300,000.	300,000.	642,005.
FLAG PRIVATE EQUITY III	326,000.	346,000.	332,582.
FLAG VENTURE CAPITAL VI	453,000.	501,000.	538,319.
GREENLIGHT MASTERS OFFSHORE	2,900,000.	2,900,000.	3,499,716.
ISHARES MCSI ACWI	8,315,503.	7,184,053.	7,551,733.
JUBILEE FUND	332,889.	332,889.	664,512.
LEXINGTON PARTNERS VII	56,175.	85,686.	73,012.
NEXT GENERATION PARTNERS V	450,000.	480,000.	455,521.
OZ OVERSEAS FUND	11,686.	11,686.	21,395.
PERRY PARTNERS INTERNATIONAL	35,245.	35,245.	20,366.
SIRIOS OVERSEAS FUND	300,000.	300,000.	502,166.
TECHNLGY CROSSOVER VENTURES II	92,291.	90,471.	13,777.
TECHNLGY CROSSOVR VENTURES III	90,471.	487,128.	265,210.
TECHNLGY CROSSOVER VENTURES V	481,378.	307,440.	100,307.
TECHNLGY CROSSOVER VENTURES VI	301,020.	180,486.	15,597.
TIFF PARTNERS II	180,486.	300,000.	713,661.
VIKING GLOBAL EQUITIES III	300,000.	3,637,392.	3,662,193.
WELLINGTON TRUST CO	3,616,353.	40,201.	30,801.
WLR RECOVERY FUND	33,992.	20,789.	20,789.
PROGRAM RELATED INVESTMENTS			
GRUSS GLOBAL INVESTORS	35,000.		
<b>TOTALS</b>	<u>21,596,525.</u>	<u>20,509,582.</u>	<u>23,129,230.</u>

## THE ROSENTHAL FAMILY FOUNDATION

13-6104817

FORM 990PF, PART VIII - LIST OF OFFICERS, DIRECTORS, AND TRUSTEESATTACHMENT 12

<u>NAME AND ADDRESS</u>	<u>TITLE AND AVERAGE HOURS PER WEEK DEVOTED TO POSITION</u>	<u>COMPENSATION</u>
NANCY STEPHENS ROSENTHAL 255 N. SALTBAIR, LOS ANGELES, CA 900	PRESIDENT & TRUSTEE 30.00	10,000. 0 0
JAMIE R. WOLF 812 N. FOOTHILL RD, BEVERLY HILLS	SECRETARY & TRUSTEE 20.00	10,000. 0 0
RICK ROSENTHAL 255 N. SALTBAIR, LOS ANGELES, CA 900	TREASURER & TRUSTEE 10.00	10,000. 0 0
NOAH ROSENTHAL 2015 NICHOLS CANYON ROAD, LOS ANGEL	TRUSTEE 10.00	10,000. 0 0
DAVID M. WOLF 812 N. FOOTHILL RD, BEVERLY HILLS	TRUSTEE 10.00	10,000. 0 0
KATE WOLF 5031 MERIDIAN STREET, LOS ANGELES	TRUSTEE 10.00	10,000. 0 0
GRAND TOTALS		<u>60,000.</u>

990PF, PART VIII - COMPENSATION OF THE FIVE HIGHEST PAID EMPLOYEES

ATTACHMENT 13

TITLE AND AVERAGE  
HOURS PER WEEK  
DEVOTED TO POSITION

NAME AND ADDRESS

ASSETS ADMIN. & MANAGEMENT, IN  
2777 SUMMER STREET, SUITE 208B  
STAMFORD, CT 06905  
ASSET MANAGEMENT

0

0

0

TOTAL COMPENSATION

990PF, PART VIII- COMPENSATION OF THE FIVE HIGHEST PAID PROFESSIONALSATTACHMENT 14

<u>NAME AND ADDRESS</u>	<u>TYPE OF SERVICE</u>	<u>COMPENSATION</u>
ASSETS ADMINISTRATION & MANAGEMENT, INC. 2777 SUMMER STREET, SUITE 208B STAMFORD, CT 06905	MANAGEMENT SERVICES	220,000.
TOTAL COMPENSATION		<u>220,000.</u>

FORM 990PF, PART XV - NAME, ADDRESS AND PHONE FOR APPLICATIONS

NANCY STEPHENS  
THE ROSENTHAL FAMILY FOUNDATION  
203-325-9900

FORM 990EF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR

ATTACHMENT 16

RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR

AND

FOUNDATION STATUS OF RECIPIENT

RECIPIENT NAME AND ADDRESS

PURPOSE OF GRANT OR CONTRIBUTION

AMOUNT

SEE ATTACHED STATEMENT

N/A

PUBLIC CHARITY

UNRESTRICTED GRANT

2,244,418.

TOTAL CONTRIBUTIONS PAID

2,244,418.

	THE ROSENTHAL FAMILY FOUNDATION CONTRIBUTIONS, 2012			
	<u>RECIPIENT OF CONTRIBUTION</u>		<u>AMT. PAID</u>	
1	AFRICAN MILLENIUM FOUNDATION		750.00	
2	AMERICAN CANCER SOCIETY		1,500.00	
3	AMER/ ACADEMY OF ARTS & LETTERS		24,000.00	
4	AMERICAN ASSOC: FOR CANCER RESEARCH INC.		19,442.00	
5	AMERICAN CINEMATHEQUE, THE		2,500.00	
6	AMERICAN COLLEGE OF PHYSICAN		13,086.00	
7	AMERICAN FED.FOR AGING RESEARCH		37,500.00	
8	AMERICAN FILM INSTITUTE-FADIMAN		30,000.00	
9	AMERICANS FOR THE ARTS		40,000.00	
10	AMERICAN FOUNDATION FOR EQUAL RIGHTS		2,000.00	
11	AMERICAN FRIENDS OF PARENTS CIRCLE		3,000.00	
12	AMERICAN MUSEUM OF NATURAL HISTORY		600.00	
13	AMNESTY INTERNATIONAL U.S.A.		1,000.00	
14	ANN RICHARDS SCHOOL FOUNDATION		2,500.00	
15	ARTISTS FOR A NEW SOUTH AFRICIA		1,000.00	

	THE ROSENTHAL FAMILY FOUNDATION CONTRIBUTIONS, 2012			
	<u>RECIPIENT OF CONTRIBUTION</u>		<u>AMT. PAID</u>	
16	AUTISM SPEAKS (FR: CURE AUTISM NOW)		5,000.00	
17	BARD COLLEGE		5,000.00	
18	BARNARD COLLEGE		15,000.00	
19	BIOSPHERE FOUNDATION		5,000.00	
20	BILL FOUNDATION		5,000.00	
21	BOOKENDS		500.00	
22	BRAVE NEW FOUNDATION(BRAVE NEW FILMS)		5,000.00	
23	BRENTWOOD VILLAGE TREE FDN		750.00	
24	BROOKLYN ACADEMY OF MUSIC		1,000.00	
25	CA INSTITUTE OF THE ARTS		20,000.00	
26	CA LEAGUE OF CONSERVATION VOTERS EDU.FUND		7,500.00	
27	CANTEEN ARTS		2,500.00	
28	CAPILANO UNIVERSITY FOUNDATION		5,000.00	
29	CEMAR		5,000.00	
30	CENTER FOR EARLY EDUCATION		1,000.00	
31	CENTER FOR SCIENCE IN THE PUBLIC INTEREST		200.00	

	THE ROSENTHAL FAMILY FOUNDATION CONTRIBUTIONS, 2012			
	<u>RECIPIENT OF CONTRIBUTION</u>		<u>AMT. PAID</u>	
32	CHIMP HAVEN, INC		500.00	
33	CHOATE ROSEMARY HALL FOUNDATION		2,500.00	
34	CHRYSALIS (Los Angeles, CA)		5,000.00	
35	CLASSIC STAGE COMPANY		2,000.00	
36	CODEPINK		3,000.00	
37	COMMON CAUSE		5,000.00	
38	COMMUNITY MEDIA PROJECT		27,000.00	
39	COMMUNITY PARTNERS FBO COLLEGE MATCH		2,000.00	
40	COMMUNITY PARTNERS FBO GEENA DAVIS INSTITUTE ON GENDER IN MEDIA		1,000.00	
41	CONNECTICUT COLLEGE		1,000.00	
42	COURAGE CAMPAIGN INSTITUTE		10,000.00	
43	CUSROM INTERIORS SHOP(FERG.LIB)		600.00	
44	DEATH PENALTY FOCUS		1,000.00	
45	DEFENDERS OF WILDLIFE		5,000.00	
46	DILLON HENRY FOUNDATION		1,000.00	
47	ELLA BAKER CENTER		5,000.00	

	THE ROSENTHAL FAMILY FOUNDATION CONTRIBUTIONS, 2012			
	<u>RECIPIENT OF CONTRIBUTION</u>		<u>AMT. PAID</u>	
48	ENVIRONMENT CALIFORNIA		3,500.00	
49	EXCEPTIONAL CHILDREN'S FDN (FORMERLY KAYNE ERAS)		3,000.00	
50	FAIRFIELD COUNTY MEDICAL ASSOCIATION		5,600.10	
51	FAIRWARNING (MYRON LEVIN)		5,000.00	
52	FEMINIST MAJORITY FDN		5,000.00	
53	FERGUSON LIBRARY (CK TO HILDEN GALLERIES)		25,186.18	
54	FESTIVAL OF NEW AMERICAN MUSIC		1,000.00	
55	FILM FORUM, INC (AFRICAN DEEP)		250,000.00	
56	FILM INDEPENDENT		90 00	
57	FIRE STATION 19/BRENTWOOD		1,000.00	
58	FISH OF STAMFORD, INC		1,500.00	
59	FDN FOR NATIONAL PROGRESS/MOTHER JONES		4,000.00	
60	FRACTURED ATLAS)BORN THIS WAY)		20,000.00	
61	FRACTURED ATLAS)BORN THIS WAY)		15,000.00	
62	FRIENDS OF ROBINSON GARDENS		10,000.00	
63	FRIENDS OF THE SABAN FREE CLINIC		10,000.00	

	THE ROSENTHAL FAMILY FOUNDATION CONTRIBUTIONS, 2012			
	<u>RECIPIENT OF CONTRIBUTION</u>		<u>AMT. PAID</u>	
64	GABRIELLA AXELRAD EDUCATION FDN.		1,500.00	
65	GET LIT -WORDS IGNITE		750.00	
66	GOOD DOG FOUNDATION,THE		1,000.00	
67	GRTR WEST HOLLYWD FOOD COAL:		10,000.00	
68	GUERNICA MAGAZINE		500.00	
69	GUGGENHEIM MUSEUM		1,750.00	
70	HAMMER MUSEUM		3,700.00	
71	HEAL THE BAY		1,000.00	
72	HIDDEN HARVEST		3,500.00	
73	HUMAN ARTS ASSOCIATION (Regular Guys- Jackie Ochs)		1,000.00	
74	HUMAN RIGHTS CAMPAIGN		5,000.00	
75	IFP FISCAL SPONSORSHIP		1,000.00	
76	INSIGHT LA		20,000.00	
77	INTERFAITH POWER & LIGHT		1,000.00	
78	JACARANDRA FOUNDATION		4,000.00	
79	JACARANDA MUSIC AT THE EDGE		1,000.00	

	THE ROSENTHAL FAMILY FOUNDATION CONTRIBUTIONS, 2012			
	<u>RECIPIENT OF CONTRIBUTION</u>		<u>AMT. PAID</u>	
80	JEWISH MUSEUM		1,000.00	
81	KCRW-FM PUBLIC RADIO		2,500.00	
82	KJAZZ 88.1		1,000.00	
83	KPCC FM		2,500.00	
84	LANGE FOUNDATION		11,000.00	
85	LATINO HEATER COMPANY		2,500.00	
86	LEAGUE OF CONSERVATION VOTERS FD.- EDUC FD		5,000.00	
87	LIBERTY HILL FDN - BERTHA WOLF		55,700.00	
88	LIBRARY FDN OF LOS ANGELES		1,200.00	
89	LINCOLN CENTER FOR THE PERFORMING ARTS, INC.		3,000.00	
90	LINCOLN CENTER THEATER VIVIAN BEAUMONT THEATRE, INC		20,000.00	
91	LOS ANGELES CONSERVANCY		6,000.00	
92	LA COUNTY ARTS COMMISSION		5,000.00	
93	L A COUNTY MUSEUM OF ART		4,000.00	
94	LOS ANGELES MUSEUM OF THE HOLOCAUST		500.00	
95	MADRE		500.00	

	THE ROSENTHAL FAMILY FOUNDATION CONTRIBUTIONS, 2012			
	<u>RECIPIENT OF CONTRIBUTION</u>		<u>AMT. PAID</u>	
96	MAGNUM FOUNDATION, THE		30,500.00	
97	MANHATTAN THEATRE CLUB		7,500.00	
98	MASONIC CHARITY FDN OF CT TREE OF LIFE		1,500.00	
99	MEANINGFUL MEDIA		10,000.00	
100	MEDIA MATTERS FOR AMERICA		3,500.00	
101	METROPOLITAN MUSEUM OF ART (New York)		1,200.00	
102	MICHIGAN STATE UNIVERSITY		40,000.00	
103	MOTHER JONES INVESTIGATIVE FUND		55,000.00	
104	MOVEMENT STRATEGY CENTER		20,000.00	
105	MUSEUM OF CONTEMPORARY ART(MOCA)		500.00	
106	MUSEUM OF MODERN ART (New York)		1,750.00	
107	MVP BASKETBALL CAMP		1,000.00	
108	MY FRIEND'S PLACE		1,000.00	
109	NARAL FOUNDATION		5,000.00	
110	NARRATIVE MAGAZINE		500.00	
111	NATION INSTITUTE		3,000.00	

	THE ROSENTHAL FAMILY FOUNDATION CONTRIBUTIONS, 2012			
	<u>RECIPIENT OF CONTRIBUTION</u>		<u>AMT. PAID</u>	
112	NATIONAL PARTNERSHIP FOR WOMEN & FAMILY		20,000.00	
113	NATIONAL TRUST FOR HISTORIC PRESERVATION		1,000.00	
114	NATURAL RESOURCES DEFENSE COUNCIL		10,000.00	
115	NEW CANAAN COUNTRY SCHOOL		5,000.00	
116	NEW ROADS SCHOOL		26,500.00	
117	NEW YORK PUBLIC LIBRARY		1,500.00	
118	NMAI/ NAT. MUSE. AMER INDIAN/SMITHSONIAN		1,000.00	
119	NORTH EAST TREES		5,000.00	
119	OCEAN PARK COMMUNITY, CA		500.00	
120	OJAI FOUNDATION		1,500.00	
121	PARTNERS IN HEALTH		5,000.00	
122	PASADENA ARTS COUNCIL		31,000.00	
123	PBS SOCal		3,000.00	
124	PEACE OVER VIOLENCE		1,500.00	
125	PEGASUS THERAPEUTIC RIDING INC.		500.00	
126	PEN CENTER USA		476,500.00	

	THE ROSENTHAL FAMILY FOUNDATION CONTRIBUTIONS, 2012			
	<u>RECIPIENT OF CONTRIBUTION</u>		<u>AMT. PAID</u>	
127	PEOPLE FOR THE AMERICAN WAY(YP4)		20,000.00	
128	PESTICIDE ACTION NETWORK		1,000.00	
129	PET SMART CHARITIES		3,000.00	
130	PETS ARE WONDERFUL (PAWS)		1,000.00	
131	PETS FOR VETS		3,000.00	
132	PHOTO BASED ART INC(BLIND SPOT)		1,500.00	
133	PITZER COLLEGE		3,500.00	
134	PLANNED PARENTHOOD LOS ANGELES		5,000.00	
135	PLAYWRIGHTS HORIZONS, INC.		20,000.00	
136	PLOUGHSHARES FUND		5,000.00	
137	POETS AND WRITERS, INC.		1,000.00	
138	PROGRESSIVE MAGAZINE(EDUC ORG)		500.00	
139	PUBLIC CITIZEN		1,000.00	
140	RADCLIFFE COLLEGE/HARVARD UNIV		1,000.00	
141	RAPE FOUNDATION		700.00	
142	REAL NEWS PROJECT		5,000.00	

	THE ROSENTHAL FAMILY FOUNDATION CONTRIBUTIONS, 2012			
	<u>RECIPIENT OF CONTRIBUTION</u>		<u>AMT. PAID</u>	
143	REDCAT(CAL ARTS)		5,000.00	
144	REFUGEES INTERNATIONAL		5,000.00	
145	REPRISE		500.00	
146	RICHLAND COUNTY FOUNDATION		500.00	
147	ROGUE MACHINE THEATER		1,000.00	
148	ROUNABOUT THEATRE		2,500.00	
149	RYMAN ARTS		1,000.00	
150	SALK INSTITUTE,THE		1,000.00	
151	SAN FRANCISCO FILM SOCIETY		5,000.00	
152	SMMOA (Santa Monica Museum of Art)		1,000.00	
153	SCHOOL OF LOST BORDERS		3,000.00	
154	SHELTER PARTNERSHIP (Los Angeles)		7,500.00	
155	SILVERMINE GUILD ARTS CENTER		1,500.00	
156	SOUTHERN POVERTY LAW CENTER		10,000.00	
157	SUNDANCE INSTITUTE		3,000.00	
158	TEACH FOR AMERICA		5,000.00	

	THE ROSENTHAL FAMILY FOUNDATION CONTRIBUTIONS, 2012			
	<u>RECIPIENT OF CONTRIBUTION</u>		<u>AMT. PAID</u>	
159	THREEPENNY REVIEW		5,000.00	
160	TIDES CENTER-(TRIBES IN TRANSITION)		15,000.00	
161	TIKKUN MAGAZINE AND NSP		1,000.00	
162	TREE PEOPLE		5,210.00	
163	TRUTHOUT		1,600.00	
164	TURNÉFFÉ ATOLL TRUST		1,000.00	
165	UNICEF USA		500.00	
166	UNION OF CONCERNED SCIENTISTS		150,000.00	
167	UNITED REPUBLIC EDUCATION FUND		10,000.00	
168	UCLA FOUNDATION#810360 - FRIENDS OF ENGLISH-CAROLYN SEE		750.00	
169	UCLA/MED.CTR. L. RIGLER CTR HEALTH SCIENCES		500.00	
170	UNIV. OF CA PRESS FOUNDATION		15,000.00	
171	UC RIVERSIDE FOUNDATION		40,000.00	
172	UNIVERSITY OF MANITOBA/FINAN.AIDS & AWARDS		1,053.60	
173	UNIVERSITY OF SOUTHERN CALIFORNIA		1,000.00	
174	UTAH FILM CENTER		115,000.00	

	THE ROSENTHAL FAMILY FOUNDATION CONTRIBUTIONS, 2012			
	<u>RECIPIENT OF CONTRIBUTION</u>		<u>AMT. PAID</u>	
175	VENICE ARTS		1,000.00	
176	VIOLENCE POLICY CENTER		3,000.00	
177	VIRGINIA AVENUE PROJECT		3,500.00	
178	VOTER PARTICIPATION CENTER		15,000.00	
179	WHITNEY MUSEUM OF AMERICAN ART		250.00	
180	WILDLIFE GUARDIANS(LION GUARDIANS PROJECT)		15,000.00	
181	WITNESS		1,000.00	
182	WOMEN AGAINST GUN VIOLENCE		1,000.00	
183	WOMEN MAKE MOVIES		65,000.00	
184	WOMEN'S MEDIA CENTER,THE		2,500.00	
185	WORD THEATRE(see Theatre Insite)		5,000.00	
186	WOUNDED WARRIOR		500.00	
187	WYOMING WILDERNESS ASSOCIATION		500.00	
188	ZENO MOUNTAIN FARM		500.00	
	YEAR END TOTALS		2,244,417.88	

FORM 990-PF, PART XVI-A - ANALYSIS OF OTHER REVENUE

ATTACHMENT 17

DESCRIPTION	BUSINESS CODE	AMOUNT	EXCLUSION CODE	AMOUNT	RELATED OR EXEMPT FUNCTION INCOME
NON TAXABLE INCOME THROUGH FLAG PRIVATE EQUITY III			14		114.
TOTALS				114.	

**SCHEDULE D  
(Form 1041)**

Department of the Treasury  
Internal Revenue Service

# Capital Gains and Losses

► Attach to Form 1041, Form 5227, or Form 990-T.  
► Information about Schedule D (Form 1041) and its separate instructions is at  
[www.irs.gov/form1041](http://www.irs.gov/form1041).

OMB No 1545-0092

**2012**

Name of estate or trust

THE ROSENTHAL FAMILY FOUNDATION

Employer identification number

13-6104817

**Note:** Form 5227 filers need to complete *only* Parts I and II

**Part I Short-Term Capital Gains and Losses - Assets Held One Year or Less**

(a) Description of property (Example 100 shares 7% preferred of "Z" Co)	(b) Date acquired (mo., day, yr.)	(c) Date sold (mo., day, yr.)	(d) Sales price	(e) Cost or other basis (see instructions)	(f) Gain or (loss) for the entire year Subtract (e) from (d)
<b>1a</b>					

<b>b</b> Enter the short-term gain or (loss), if any, from Schedule D-1, line 1b	<b>1b</b>	31,572.
<b>2</b> Short-term capital gain or (loss) from Forms 4684, 6252, 6781, and 8824	<b>2</b>	
<b>3</b> Net short-term gain or (loss) from partnerships, S corporations, and other estates or trusts	<b>3</b>	
<b>4</b> Short-term capital loss carryover. Enter the amount, if any, from line 9 of the 2011 Capital Loss Carryover Worksheet	<b>4</b>	( )
<b>5</b> <b>Net short-term gain or (loss).</b> Combine lines 1a through 4 in column (f). Enter here and on line 13, column (3) on the back	<b>5</b>	31,572.

**Part II Long-Term Capital Gains and Losses - Assets Held More Than One Year**

(a) Description of property (Example 100 shares 7% preferred of "Z" Co)	(b) Date acquired (mo., day, yr.)	(c) Date sold (mo., day, yr.)	(d) Sales price	(e) Cost or other basis (see instructions)	(f) Gain or (loss) for the entire year Subtract (e) from (d)
<b>6a</b>					

<b>b</b> Enter the long-term gain or (loss), if any, from Schedule D-1, line 6b	<b>6b</b>	162,383.
<b>7</b> Long-term capital gain or (loss) from Forms 2439, 4684, 6252, 6781, and 8824	<b>7</b>	
<b>8</b> Net long-term gain or (loss) from partnerships, S corporations, and other estates or trusts	<b>8</b>	
<b>9</b> Capital gain distributions	<b>9</b>	
<b>10</b> Gain from Form 4797, Part I	<b>10</b>	
<b>11</b> Long-term capital loss carryover. Enter the amount, if any, from line 14 of the 2011 Capital Loss Carryover Worksheet	<b>11</b>	( )
<b>12</b> <b>Net long-term gain or (loss).</b> Combine lines 6a through 11 in column (f). Enter here and on line 14a, column (3) on the back	<b>12</b>	162,383.

For Paperwork Reduction Act Notice, see the Instructions for Form 1041.

Schedule D (Form 1041) 2012

<b>Part III Summary of Parts I and II</b>		(1) Beneficiaries' (see instr)	(2) Estate's or trust's	(3) Total
<b>Caution: Read the instructions before completing this part.</b>				
<b>13</b>	<b>Net short-term gain or (loss)</b> . . . . .	<b>13</b>		31,572.
<b>14</b>	<b>Net long-term gain or (loss):</b>			
a	Total for year . . . . .	<b>14a</b>		162,383.
b	Unrecaptured section 1250 gain (see line 18 of the wrksht) . . . . .	<b>14b</b>		
c	28% rate gain . . . . .	<b>14c</b>		
<b>15</b>	<b>Total net gain or (loss).</b> Combine lines 13 and 14a . . . . .	<b>15</b>		193,955.

**Note:** If line 15, column (3), is a net gain, enter the gain on Form 1041, line 4 (or Form 990-T, Part I, line 4a). If lines 14a and 15, column (2), are net gains, go to Part V, and do not complete Part IV. If line 15, column (3), is a net loss, complete Part IV and the **Capital Loss Carryover Worksheet**, as necessary.

### Part IV Capital Loss Limitation

<b>16</b>	Enter here and enter as a (loss) on Form 1041, line 4 (or Form 990-T, Part I, line 4c, if a trust), the smaller of a The loss on line 15, column (3) or b \$3,000	<b>16</b>	( )
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**Note:** If the loss on line 15, column (3), is more than \$3,000, or if Form 1041, page 1, line 22 (or Form 990-T, line 34), is a loss, complete the **Capital Loss Carryover Worksheet** in the instructions to figure your capital loss carryover.

### Part V Tax Computation Using Maximum Capital Gains Rates

**Form 1041 filers.** Complete this part **only** if both lines 14a and 15 in column (2) are gains, or an amount is entered in Part I or Part II and there is an entry on Form 1041, line 2b(2), and Form 1041, line 22, is more than zero.

**Caution:** Skip this part and complete the **Schedule D Tax Worksheet** in the instructions if

- Either line 14b, col (2) or line 14c, col (2) is more than zero, or
- Both Form 1041, line 2b(1), and Form 4952, line 4g are more than zero.

**Form 990-T trusts.** Complete this part **only** if both lines 14a and 15 are gains, or qualified dividends are included in income in Part I of Form 990-T, and Form 990-T, line 34, is more than zero. Skip this part and complete the **Schedule D Tax Worksheet** in the instructions if either line 14b, col (2) or line 14c, col (2) is more than zero.

<b>17</b>	Enter taxable income from Form 1041, line 22 (or Form 990-T, line 34) . . . . .	<b>17</b>	
<b>18</b>	Enter the <b>smaller</b> of line 14a or 15 in column (2) but not less than zero . . . . .	<b>18</b>	
<b>19</b>	Enter the estate's or trust's qualified dividends from Form 1041, line 2b(2) (or enter the qualified dividends included in income in Part I of Form 990-T) . . . . .	<b>19</b>	
<b>20</b>	Add lines 18 and 19 . . . . .	<b>20</b>	
<b>21</b>	If the estate or trust is filing Form 4952, enter the amount from line 4g, otherwise, enter -0- . . . . .	<b>21</b>	
<b>22</b>	Subtract line 21 from line 20. If zero or less, enter -0- . . . . .	<b>22</b>	
<b>23</b>	Subtract line 22 from line 17. If zero or less, enter -0- . . . . .	<b>23</b>	
<b>24</b>	Enter the <b>smaller</b> of the amount on line 17 or \$2,400 . . . . .	<b>24</b>	
<b>25</b>	Is the amount on line 23 equal to or more than the amount on line 24? <input type="checkbox"/> <b>Yes.</b> Skip lines 25 and 26, go to line 27 and check the "No" box. <input type="checkbox"/> <b>No.</b> Enter the amount from line 23 . . . . .	<b>25</b>	
<b>26</b>	Subtract line 25 from line 24 . . . . .	<b>26</b>	
<b>27</b>	Are the amounts on lines 22 and 26 the same? <input type="checkbox"/> <b>Yes.</b> Skip lines 27 thru 30, go to line 31 <input type="checkbox"/> <b>No.</b> Enter the smaller of line 17 or line 22 . . . . .	<b>27</b>	
<b>28</b>	Enter the amount from line 26 (If line 26 is blank, enter -0-) . . . . .	<b>28</b>	
<b>29</b>	Subtract line 28 from line 27 . . . . .	<b>29</b>	
<b>30</b>	Multiply line 29 by 15% ( 15) . . . . .	<b>30</b>	
<b>31</b>	Figure the tax on the amount on line 23. Use the 2012 Tax Rate Schedule for Estates and Trusts (see the Schedule G instructions in the instructions for Form 1041) . . . . .	<b>31</b>	
<b>32</b>	Add lines 30 and 31 . . . . .	<b>32</b>	
<b>33</b>	Figure the tax on the amount on line 17. Use the 2012 Tax Rate Schedule for Estates and Trusts (see the Schedule G instructions in the instructions for Form 1041) . . . . .	<b>33</b>	
<b>34</b>	<b>Tax on all taxable income.</b> Enter the <b>smaller</b> of line 32 or line 33 here and on Form 1041, Schedule G, line 1a (or Form 990-T, line 36) . . . . .	<b>34</b>	

Schedule D (Form 1041) 2012

**Continuation Sheet for Schedule D  
(Form 1041)**

2012

► Information about Schedule D (Form 1041) and its separate instructions is at [www.irs.gov/form1041](http://www.irs.gov/form1041).

Employer identification number

13-6104817

[illegible]

**1b Total.** Combine the amounts in column (f). Enter here and on Schedule D, line 1b ..... 31,572.

Schedule D-1 (Form 1041) 2012

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Name of estate or trust as shown on Form 1041 Do not enter name and employer identification number if shown on the other side

Employer identification number

**Part II Long-Term Capital Gains and Losses - Assets Held More Than One Year**

(a) Description of property (Example 100 sh 7% preferred of "Z" Co)	(b) Date acquired (mo., day, yr.)	(c) Date sold (mo., day, yr.)	(d) Sales price	(e) Cost or other basis (see instructions)	(f) Gain or (loss) Subtract (e) from (d)
<b>6a</b> THROUGH CERBERUS ASIA PARTNERS, L.P.					61,041.
MFC ISHARES MSCI ACWI INDEX FUND			900,376.	925,678.	-25,302.
NORTHERN TRUST COMPANY BONDS ACCOUNT			832,619.	791,247.	41,372.
71 SHARES HOMEAWAY, INC.	10/23/2008	03/08/2012	1,724.	861.	863.
365 SHARES ZILLOW, INC.	10/20/2005	02/17/2012	11,807.	1,789.	10,018.
366 SHARES ZILLOW, INC.	10/20/2005	07/17/2012	14,577.	1,794.	12,783.
30 SHARES GRUSS GLOBAL INVESTORS LTD	12/31/2009	05/01/2012	36,716.	35,000.	1,716.
.01 SHARES CERBERUS INTERNATIONAL LTD	08/01/1998	04/02/2012	3,847.	7,960.	-4,113.
.01 SHARES CERBERUS INTERNATIONAL LTD	08/01/1998	05/01/2012	2,883.	7,960.	-5,077.
OZ OVERSEAS FUND II			5,150.		5,150.
PERRY PARTNERS INTERNATION AL INC.			6,141.		6,141.
THROUGH THE COLCHESTER GLOBAL BOND FUND					14,406.
THROUGH FLAG VENTURE PARTNERS VI, L.P.					27,062.
THROUGH JUBILEE TAX EXEMPT PARTNERS, L.P.					68,075.
THROUGH NEXT GENERATION PARTNERS V, L.P.					25,787.
THROUGH TCV III, L.P.					-11,448.
THROUGH TCV V, L.P.					24,427.
THROUGH TCV VI, L.P.					17,896.
THROUGH TCV VI (CAYMAN), L.P.					11,077.
THROUGH WELLINGTON TRUST COMPANY, NA					-168,779.
THROUGH FLAG PRIVATE EQUITY III, L.P.					38,295.
THROUGH TIFF PARTNERS II, LLC					-2,167.
THROUGH WLR RECOVERY FUND V, L.P.					230.
THROUGH FIR TREE INTERNATIONAL VALUE FUND,					12,930.
<b>6b Total.</b> Combine the amounts in column (f). Enter here and on Schedule D, line 6b . . . . .					162,383.

Schedule D-1 (Form 1041) 2012