



See a Social Security Number? Say Something!
Report Privacy Problems to <https://public.resource.org/privacy>
Or call the IRS Identity Theft Hotline at 1-800-908-4490



Form 990-PF

Department of the Treasury
Internal Revenue ServiceReturn of Private Foundation
or Section 4947(a)(1) Nonexempt Charitable Trust
Treated as a Private Foundation

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

OMB No 1545-0052

2012

Open to public inspection

For calendar year 2012 or tax year beginning

, and ending

Name of foundation RATH FOUNDATION, INC.		A Employer identification number 39-1657654
Number and street (or P O box number if mail is not delivered to street address) P.O. BOX 80		B Telephone number (608) 754-9090
City or town, state, and ZIP code JANESVILLE, WI 53547		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) \$ 23,558,168. (Part I, column (d) must be on cash basis)		F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>
J Accounting method: <input type="checkbox"/> Cash <input checked="" type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____		

Part I 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		135,200.	135,200.		STATEMENT 1
4 Dividends and interest from securities		550,974.	550,974.		STATEMENT 2
5a Gross rents					
b Net rental income or (loss)					
6a Net gain or (loss) from sale of assets not on line 10		-1,440,868.			
b Gross sales price for all assets on line 6a 3,926,096.					
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		806.	1,593.		STATEMENT 3
12 Total Add lines 1 through 11		-753,888.	687,767.		
13 Compensation of officers, directors, trustees, etc.		112,000.	84,000.		28,000.
14 Other employee salaries and wages					
15 Pension plans, employee benefits					
16a Legal fees					
b Accounting fees STMT 4		45,335.	34,001.		11,334.
c Other professional fees STMT 5		30,000.	30,000.		0.
17 Interest					
18 Taxes STMT 6		6,330.	130.		0.
19 Depreciation and depletion		30.	23.		
20 Occupancy		21,360.	16,020.		5,340.
21 Travel, conferences, and meetings					
22 Printing and publications					
23 Other expenses STMT 7		916.	687.		229.
24 Total operating and administrative expenses. Add lines 13 through 23		215,971.	164,861.		44,903.
25 Contributions, gifts, grants paid		3,782,682.			4,157,690.
26 Total expenses and disbursements. Add lines 24 and 25		3,998,653.	164,861.		4,202,593.
27 Subtract line 26 from line 12:					
a Excess of revenue over expenses and disbursements		-4,752,541.			
b Net investment income (if negative, enter -0-)			522,906.		
c Adjusted net income (if negative, enter -0-)				N/A	

223501
12-05-12

LHA For Paperwork Reduction Act Notice, see instructions.

1

Form 990-PF (2012)

15390513 767590 527

2012.03050 RATH FOUNDATION, INC.

5271

SCANNED MAY 21 2013

RECEIVED

MAY 20 2013

ORDEN, UT

614

224

Part II Balance Sheets

Attached schedules and amounts in the description column should be for end-of-year amounts only

		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1 Cash - non-interest-bearing	131,796.	109,600.	109,600.
	2 Savings and temporary cash investments	191,039.	165,620.	165,620.
	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			
Liabilities	11 Investments - land, buildings, and equipment basis ▶			
	Less: accumulated depreciation ▶			
	12 Investments - mortgage loans			
	13 Investments - other STMT 9	23,491,693.	23,205,671.	23,205,671.
	14 Land, buildings, and equipment: basis ▶ 140,987.			
	Less: accumulated depreciation ▶ 88,551.	52,466.	52,436.	52,436.
	15 Other assets (describe ▶ STATEMENT 10)	18,409.	15,941.	15,941.
	16 Total assets (to be completed by all filers)	23,894,303.	23,558,168.	23,558,168.
	17 Accounts payable and accrued expenses			
	18 Grants payable	3,934,782.	3,559,774.	
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)	3,934,782.	3,559,774.		
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here <input checked="" type="checkbox"/> and complete lines 24 through 26 and lines 30 and 31			
	24 Unrestricted	19,959,521.	19,998,394.	
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here <input type="checkbox"/> and complete lines 27 through 31.			
	27 Capital stock, trust principal, or current funds			
	28 Paid-in or capital surplus, or land, bldg., and equipment fund			
	29 Retained earnings, accumulated income, endowment, or other funds			
30 Total net assets or fund balances	19,959,521.	19,998,394.		
31 Total liabilities and net assets/fund balances	23,894,303.	23,558,168.		

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	19,959,521.
2 Enter amount from Part I, line 27a	2	-4,752,541.
3 Other increases not included in line 2 (itemize) ▶ SEE STATEMENT 8	3	4,791,414.
4 Add lines 1, 2, and 3	4	19,998,394.
5 Decreases not included in line 2 (itemize) ▶	5	0.
6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	19,998,394.

Form 990-PF (2012)

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					
b SEE ATTACHED STATEMENT					
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					
b					
c					
d					
e 3,926,096.		5,366,964.	-1,440,868.		
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					
b					
c					
d					
e			-1,440,868.		
2 Capital gain net income or (net capital loss)		<div> <div> <div>If gain, also enter in Part I, line 7</div> <div>If (loss), enter -0- in Part I, line 7</div> </div> </div>		2	-1,440,868.
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6):		<div> <div>If gain, also enter in Part I, line 8, column (c).</div> <div>If (loss), enter -0- in Part I, line 8</div> </div>		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 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	4,029,533.	25,780,314.	.156303
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
2 Total of line 1, column (d)			2 .645902
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 .129180
4 Enter the net value of noncharitable-use assets for 2012 from Part X, line 5			4 23,364,508.
5 Multiply line 4 by line 3			5 3,018,227.
6 Enter 1% of net investment income (1% of Part I, line 27b)			6 5,229.
7 Add lines 5 and 6			7 3,023,456.
8 Enter qualifying distributions from Part XII, line 4			8 4,202,593.

If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate. See the Part VI instructions.

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

1a Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1. 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	5,229.
c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b).			
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		2	0.
3 Add lines 1 and 2		3	5,229.
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	5,229.
6 Credits/Payments:			
a 2012 estimated tax payments and 2011 overpayment credited to 2012	6a	5,200.	
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	5,200.	
8 Enter any penalty for underpayment of estimated tax. Check here <input checked="" type="checkbox"/> if Form 2220 is attached	8	16.	
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9	45.	
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10		
11 Enter the amount of line 10 to be: Credited to 2013 estimated tax <input type="checkbox"/> Refunded <input checked="" type="checkbox"/>	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 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. <input type="checkbox"/> \$ 0. (2) On foundation managers. <input type="checkbox"/> \$ 0.		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. <input type="checkbox"/> \$ 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) <input type="checkbox"/> 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 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

Form 990-PF (2012)

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 ► <u>N/A</u>	13	X	
14	The books are in care of ► <u>JAMES DODSON</u> Telephone no. ► <u>608-754-9090</u> Located at ► <u>P.O. BOX 1990, JANESVILLE, WI</u> ZIP+4 ► <u>53547</u>			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here and enter the amount of tax-exempt interest received or accrued during the year ► 15 <u>N/A</u>			
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? 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 N/A ► <input type="checkbox"/>	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 2012?	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 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.) N/A	2b	
c	If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here. ► _____		
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) N/A	3b	
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a	X
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2012?	4b	X

Form 990-PF (2012)

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	PRESIDENT			
3140 BOX CANYON RD				
SANTA YNEZ, CA 93460	1.00	58,000.	0.	0.
JAMES R. SANGER	VICE PRES.			
P.O. BOX 1990				
JANESVILLE, WI 53547	15.00	58,000.	0.	0.
KATE M. FLEMING	SECRETARY			
100 E. WISCONSIN AVE				
MILWAUKEE, WI 53202	1.00	28,000.	0.	0.
ROBERT DODSON	VICE PRES.			
16111 CANARY AVE				
LA MIRADA, CA 90638	1.00	28,000.	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

Form 990-PF (2012)

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	23,220,979.
b	Average of monthly cash balances	1b	299,029.
c	Fair market value of all other assets	1c	200,305.
d	Total (add lines 1a, b, and c)	1d	23,720,313.
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	23,720,313.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	355,805.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	23,364,508.
6	Minimum investment return. Enter 5% of line 5	6	1,168,225.

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	1,168,225.
2a	Tax on investment income for 2012 from Part VI, line 5	2a	5,229.
b	Income tax for 2012. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	5,229.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	1,162,996.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	1,162,996.
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	1,162,996.

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	4,202,593.
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	4,202,593.
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	5,229.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	4,197,364.

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.

Form 990-PF (2012)

Part XIII Undistributed Income (see instructions)

	(a) Corpus	(b) Years prior to 2011	(c) 2011	(d) 2012
1 Distributable amount for 2012 from Part XI, line 7				1,162,996.
2 Undistributed income, if any, as of the end of 2012				
a Enter amount for 2011 only			0.	
b Total for prior years:		0.		
3 Excess distributions carryover, if any, to 2012:				
a From 2007	1,972,231.			
b From 2008	2,264,139.			
c From 2009	3,137,687.			
d From 2010	1,998,322.			
e From 2011	2,750,915.			
f Total of lines 3a through e	12,123,294.			
4 Qualifying distributions for 2012 from Part XII, line 4: ► \$ 4,202,593.				
a Applied to 2011, but not more than line 2a			0.	
b Applied to undistributed income of prior years (Election required - see instructions)		0.		
c Treated as distributions out of corpus (Election required - see instructions)	0.			
d Applied to 2012 distributable amount				1,162,996.
e Remaining amount distributed out of corpus	3,039,597.			
5 Excess distributions carryover applied to 2012 (If an amount appears in column (d), the same amount must be shown in column (a).)	0.			0.
6 Enter the net total of each column as indicated below:				
a Corpus. Add lines 3f, 4c, and 4e. Subtract line 5	15,162,891.			
b Prior years' undistributed income. Subtract line 4b from line 2b		0.		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		0.		
d Subtract line 6c from line 6b. Taxable amount - see instructions		0.		
e Undistributed income for 2011. Subtract line 4a from line 2a. Taxable amount - see instr.			0.	
f Undistributed income for 2012. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2013				0.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3)	0.			
8 Excess distributions carryover from 2007 not applied on line 5 or line 7	1,972,231.			
9 Excess distributions carryover to 2013. Subtract lines 7 and 8 from line 6a	13,190,660.			
10 Analysis of line 9:				
a Excess from 2008	2,264,139.			
b Excess from 2009	3,137,687.			
c Excess from 2010	1,998,322.			
d Excess from 2011	2,750,915.			
e Excess from 2012	3,039,597.			

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

N/A

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)

2 a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed

Tax year	Prior 3 years			(e) Total
(a) 2012	(b) 2011	(c) 2010	(d) 2009	

b 85% of line 2a

c Qualifying distributions from Part XII, line 4 for each year listed

d Amounts included in line 2c not used directly for active conduct of exempt activities

e Qualifying distributions made directly for active conduct of exempt activities.

Subtract line 2d from line 2c

3 Complete 3a, b, or c for the alternative test relied upon:

a "Assets" alternative test - enter:

(1) Value of all assets

(2) Value of assets qualifying under section 4942(j)(3)(B)(i)

b "Endowment" alternative test - enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed

c "Support" alternative test - enter:

(1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)

(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)

(3) Largest amount of support from an exempt organization

(4) Gross investment income

Part XV Supplementary Information (Complete this part only if the 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:

JAMES DODSON, 608-754-9090

P.O. BOX 1990, JANESVILLE, WI 53547

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

WRITTEN APPLICATION TO ABOVE ADDRESS. NO FORMAL APPLICATION AT THIS TIME.

c Any submission deadlines:

NONE

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

THE ORGANIZATION IS ORGANIZED AND SHALL OPERATE EXCLUSIVELY FOR CHARITABLE, SCIENTIFIC, LITERARY, AND/OR EDUCATIONAL PURPOSES.

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a Paid during the year				
COMMUNITY FOUNDATION OF SOUTHERN WISCONSIN INC. 26 SOUTH JACKSON ST JANESVILLE, WI 53548	N/A	PUBLIC CHARITY	RATH FAMILY MERIT SCHOLARSHIP FUND	113,175.
MEDICAL COLLEGE OF WISCONSIN 8701 WATERTOWN PLANK ROAD MILWAUKEE, WI 53226	N/A	PUBLIC CHARITY	GENERAL PURPOSE	421,177.
UNIVERSITY OF OKLAHOMA FOUNDATION 100 TIMBERDELL RD NORMAN, OK 73019	N/A	PUBLIC CHARITY	GENERAL PURPOSE	658,966.
USC MARSHALL SCHOOL OF BUSINESS USC CITIGROUP CENTER LOS ANGELES, CA 90089	N/A	PUBLIC CHARITY	GENERAL PURPOSE	168,422.
UW EAU CLAIRE FOUNDATION 214 SCHOFIELD HALL, 105 GARFIELD AVE., PO BOX 4004 EAU CLAIRE, WI 54702	N/A	PUBLIC CHARITY	GENERAL PURPOSE	84,447.
Total			SEE CONTINUATION SHEET(S) ▶ 3a	4,157,690.
b Approved for future payment				
NONE				
Total			▶ 3b	

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 ST - SEE ATTACHED	P		
b	RBC LT - SEE ATTACHED	P		
c	ALTIVA FINL (MEGO) 636,000 SHARES	P	11/19/96	01/13/12
d	4-G INVESTMENT GROUP K-1 - LT			
e	4-G INVESTMENT GROUP K-1 - 1231 LOSS			
f	LITIGATION PROCEEDS		VARIOUS	04/05/12
g	LITIGATION PROCEEDS		VARIOUS	06/07/12
h	LITIGATION PROCEEDS		VARIOUS	10/22/12
i	CAPITAL GAINS DIVIDENDS			
j				
k				
l				
m				
n				
o				

(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 7,628.		7,623.	5.
b 3,896,491.		5,246,642.	-1,350,151.
c 20,241.		111,421.	-91,180.
d		1,277.	-1,277.
e		1.	-1.
f 66.			66.
g 363.			363.
h 24.			24.
i 1,283.			1,283.
j			
k			
l			
m			
n			
o			

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) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
a			5.
b			-1,350,151.
c			-91,180.
d			-1,277.
e			-1.
f			66.
g			363.
h			24.
i			1,283.
j			
k			
l			
m			
n			
o			

2 Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 If (loss), enter "-0-" in Part I, line 7 }	2	-1,440,868.
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 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 - GRADUATE BUSINESS 1848 UNIVERSITY AVENUE MADISON, WI 53726	N/A	PUBLIC CHARITY	GENERAL PURPOSE	254,042.
UW FOUNDATION - L&S 1848 UNIVERSITY AVENUE MADISON, WI 53726	N/A	PUBLIC CHARITY	GENERAL PURPOSE	254,042.
UW FOUNDATION - LAW SCHOOL 1848 UNIVERSITY AVENUE MADISON, WI 53726	N/A	PUBLIC CHARITY	GENERAL PURPOSE	254,042.
UW FOUNDATION - MEDICAL SCHOOL 1848 UNIVERSITY AVENUE MADISON, WI 53726	N/A	PUBLIC CHARITY	GENERAL PURPOSE	505,041.
UW FOUNDATION - UNDERGRADUATE BUSINESS 1848 UNIVERSITY AVENUE MADISON, WI 53726	N/A	PUBLIC CHARITY	GENERAL PURPOSE	254,042.
UW WHITEWATER FOUNDATION 800 WEST MAIN STREET WHITEWATER, WI 53190	N/A	PUBLIC CHARITY	GENERAL PURPOSE	83,985.
WI ASSOCIATION OF INDEPENDENT COLLEGES AND UNIVERSITIES 122 W. WASHINGTON AVE. SUITE 700 MADISON, WI 53703	N/A	PUBLIC CHARITY	GENERAL PURPOSE	710,026.
UW MILWAUKEE 2200 E. KENWOOD BOULEVARD MILWAUKEE, WI 53726	N/A	PUBLIC CHARITY	GENERAL PURPOSE	396,283.
Total from continuation sheets				2,711,503.

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

SOURCE	AMOUNT
INTEREST INCOME	135,200.
TOTAL TO FORM 990-PF, PART I, LINE 3, COLUMN A	135,200.

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 2

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
DIVIDEND INCOME	552,257.	1,283.	550,974.
TOTAL TO FM 990-PF, PART I, LN 4	552,257.	1,283.	550,974.

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	806.	1,593.	
TOTAL TO FORM 990-PF, PART I, LINE 11	806.	1,593.	

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	45,335.	34,001.		11,334.
TO FORM 990-PF, PG 1, LN 16B	45,335.	34,001.		11,334.

FORM 990-PF	OTHER PROFESSIONAL FEES	STATEMENT	5
-------------	-------------------------	-----------	---

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
CONSULTING FEES	30,000.	30,000.		0.
TO FORM 990-PF, PG 1, LN 16C	30,000.	30,000.		0.

FORM 990-PF	TAXES	STATEMENT	6
-------------	-------	-----------	---

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
FOREIGN TAXES	130.	130.		0.
FEDERAL EXCISE TAX	6,200.	0.		0.
TO FORM 990-PF, PG 1, LN 18	6,330.	130.		0.

FORM 990-PF	OTHER EXPENSES	STATEMENT	7
-------------	----------------	-----------	---

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
MISCELLANEOUS	916.	687.		229.
TO FORM 990-PF, PG 1, LN 23	916.	687.		229.

FORM 990-PF	OTHER INCREASES IN NET ASSETS OR FUND BALANCES	STATEMENT	8
-------------	--	-----------	---

DESCRIPTION	AMOUNT
INCREASE OF INVESTMENTS TO MARKET VALUE	4,791,414.
TOTAL TO FORM 990-PF, PART III, LINE 3	4,791,414.

FORM 990-PF	OTHER INVESTMENTS	STATEMENT	9
DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
ANTIQUES	COST	91,300.	91,300.
INVESTMENT IN 4-G INVESTMENT GROUP PARTNERSHIP	COST	31,912.	31,912.
DAIN RAUSCHER FUNDS	FMV	23,078,101.	23,078,101.
WILC PARTNERSHIP	COST	4,358.	4,358.
TOTAL TO FORM 990-PF, PART II, LINE 13		23,205,671.	23,205,671.

FORM 990-PF	OTHER ASSETS	STATEMENT	10
DESCRIPTION	BEGINNING OF YR BOOK VALUE	END OF YEAR BOOK VALUE	FAIR MARKET VALUE
PREPAID INCOME TAXES	6,663.	5,190.	5,190.
ACCRUED INTEREST RECEIVABLE	11,746.	10,751.	10,751.
TO FORM 990-PF, PART II, LINE 15	18,409.	15,941.	15,941.

RATH FOUNDATION
JAMES DODSON DIRECTOR
3140 BOX CANYON RD
SANTA YNEZ CA 93460-9753

PAGE
9 of 16
RECIPIENT'S ACCOUNT NUMBER
307-23692

Schedule of Realized Gains and Losses

This section includes a summary of the short-term or long-term gain or loss from the sale of selected securities in this account. "Short-term" refers to securities held for one year or less; "long-term" refers to securities held more than one year. RBC provides the following Schedule of Realized Gains and Losses as a service to its clients; the information may not be accurate for tax reporting or other purposes and may rely on information, such as the original cost basis for a security, that you or another source at your direction provided to RBC. Cost basis information may reflect a change in the value of certain fixed income and other securities that return or amortize principal over time. In the case of bonds purchased at a premium, cost basis information may be amortized. In addition, cost basis information may reflect accretion for zero coupon and OID bonds. Please refer to IRS Publications 1212 and 550 or consult your tax advisor for additional information.

Please see Form 1099-B for information reported to the IRS.

Short-Term

QUANTITY	DESCRIPTION	NON- COVERED	OPEN DATE	CLOSE DATE	NET PROCEEDS	NET COST	REALIZED GAIN/LOSS
2,000,000.000*	MASTR ALTERNATIVE LOANS TRUST SERIES 2005-2 CLASS 1A3 6.500% DUE 03/25/2035 ADJUSTED QUANTITY: 7,627.680, ORIGINAL COST: 7,622.91, PURCHASE FACTOR: 0.00381384, SALE FACTOR: 0.00381384 CUSIP: 576434H98	<input checked="" type="checkbox"/>	03/16/11	02/25/12	7,627.68	7,622.91	4.77
Short-Term Subtotal					7,627.68		4.77

Long-Term

QUANTITY	DESCRIPTION	NON- COVERED	OPEN DATE	CLOSE DATE	NET PROCEEDS	NET COST	REALIZED GAIN/LOSS
30,000.000	CISCO SYSTEMS INC SYMBOL: CSCO, CUSIP: 17275R102	<input checked="" type="checkbox"/>	01/11/06	03/20/12	605,095.08	581,406.00	23,689.08
1,500.000	CITIGROUP INC COM NEW SYMBOL: C, CUSIP: 172967424	<input checked="" type="checkbox"/>	07/13/01	08/16/12	43,181.63	690,010.97	-646,829.34
375.000	CITIGROUP INC COM NEW SYMBOL: C, CUSIP: 172967424	<input checked="" type="checkbox"/>	07/13/01	08/16/12	10,795.41	172,502.74	-161,707.33
100.000	CITIGROUP INC COM NEW SYMBOL: C, CUSIP: 172967424	<input checked="" type="checkbox"/>	07/13/01	08/16/12	2,878.78	46,023.83	-43,145.05
330.000	CITIGROUP INC COM NEW SYMBOL: C, CUSIP: 172967424	<input checked="" type="checkbox"/>	08/24/95	08/16/12	9,499.96	26,203.29	-16,703.33
2,000,000.000*	COUNTRYWIDE HOME LOAN ALTERNATIVE LOAN TMTGPC/SERIES 2004-28CB3-A-1-FIXE 6.000% DUE 01/25/2035 ADJUSTED QUANTITY: 2,638.220, ORIGINAL COST: 2,598.65, PURCHASE FACTOR: 0.00131911, SALE FACTOR: 0.00131911 CUSIP: 12667FYS8	<input checked="" type="checkbox"/>	09/15/10	01/25/12	2,638.21	2,598.65	39.56
2,000,000.000*	COUNTRYWIDE HOME LOAN ALTERNATIVE LOAN TMTGPC/SERIES 2004-28CB3-A-1-FIXE 6.000% DUE 01/25/2035	<input checked="" type="checkbox"/>	09/15/10	02/25/12	967.08	952.57	14.51

KATH FOUNDATION
JAMES DODSON DIRECTOR
3140 BOX CANYON RD
SANTA YNEZ CA 93460-9753

PAGE
10 of 16
RECIPIENT'S ACCOUNT NUMBER
307-23692

Schedule of Realized Gains and Losses (cont)

Long-Term (cont)

QUANTITY	DESCRIPTION	NON- COVERED	OPEN DATE	CLOSE DATE	NET PROCEEDS	NET COST	REALIZED GAIN/LOSS
	ADJUSTED QUANTITY: 967 080, ORIGINAL COST 952.57, PURCHASE FACTOR 0.00048354, SALE FACTOR 0.00048354 CUSIP: 12667FYS8						
2,000,000.000*	COUNTRYWIDE HOME LOAN ALTERNATIVE LOAN TMTGPC/SERIES 2004-28CB3-A-1-FIXE 6.000% DUE 01/25/2035 ADJUSTED QUANTITY: 6,736.960, ORIGINAL COST: 6,635.91, PURCHASE FACTOR 0.00336848, SALE FACTOR: 0.00336848 CUSIP: 12667FYS8	<input checked="" type="checkbox"/>	09/15/10	03/25/12	6,736.95	6,635.91	101.04
2,000,000.000*	COUNTRYWIDE HOME LOAN ALTERNATIVE LOAN TMTGPC/SERIES 2004-28CB3-A-1-FIXE 6.000% DUE 01/25/2035 ADJUSTED QUANTITY: 3,560.600, ORIGINAL COST: 3,507.19, PURCHASE FACTOR 0.0017803, SALE FACTOR: 0.0017803 CUSIP: 12667FYS8	<input checked="" type="checkbox"/>	09/15/10	04/25/12	3,560.60	3,507.19	53.41
2,000,000.000*	COUNTRYWIDE HOME LOAN ALTERNATIVE LOAN TMTGPC/SERIES 2004-28CB3-A-1-FIXE 6.000% DUE 01/25/2035 ADJUSTED QUANTITY: 6,970.980, ORIGINAL COST: 6,866.42, PURCHASE FACTOR: 0.00348549, SALE FACTOR: 0.00348549 CUSIP: 12667FYS8	<input checked="" type="checkbox"/>	09/15/10	05/25/12	6,970.97	6,866.42	104.55
2,000,000.000*	COUNTRYWIDE HOME LOAN ALTERNATIVE LOAN TMTGPC/SERIES 2004-28CB3-A-1-FIXE 6.000% DUE 01/25/2035 ADJUSTED QUANTITY: 4,686.680, ORIGINAL COST: 4,616.38, PURCHASE FACTOR: 0.00234334, SALE FACTOR: 0.00234334 CUSIP: 12667FYS8	<input checked="" type="checkbox"/>	09/15/10	06/25/12	4,686.67	4,616.38	70.29
2,000,000.000*	COUNTRYWIDE HOME LOAN ALTERNATIVE LOAN TMTGPC/SERIES 2004-28CB3-A-1-FIXE 6.000% DUE 01/25/2035 ADJUSTED QUANTITY: 2,865.320, ORIGINAL COST: 2,822.34, PURCHASE FACTOR: 0.00143266, SALE FACTOR: 0.00143266 CUSIP: 12667FYS8	<input checked="" type="checkbox"/>	09/15/10	07/25/12	2,865.32	2,822.34	42.98
2,000,000.000*	COUNTRYWIDE HOME LOAN ALTERNATIVE LOAN TMTGPC/SERIES 2004-28CB3-A-1-FIXE 6.000% DUE 01/25/2035 ADJUSTED QUANTITY: 2,639.780, ORIGINAL COST: 2,600.18, PURCHASE FACTOR: 0.00131989, SALE FACTOR: 0.00131989 CUSIP: 12667FYS8	<input checked="" type="checkbox"/>	09/15/10	08/25/12	2,639.76	2,600.18	39.58
2,000,000.000*	COUNTRYWIDE HOME LOAN ALTERNATIVE LOAN TMTGPC/SERIES 2004-28CB3-A-1-FIXE 6.000% DUE 01/25/2035 ADJUSTED QUANTITY: 4,619.280, ORIGINAL COST: 4,549.99,	<input checked="" type="checkbox"/>	09/15/10	09/25/12	4,619.29	4,549.99	69.30

RATH FOUNDATION
JAMES DODSON DIRECTOR
3140 BOX CANYON RD
SANTA YNEZ CA 93460-9753

PAGE
11 of 16
RECIPIENT'S ACCOUNT NUMBER
307-23692

Schedule of Realized Gains and Losses (cont)

Long-Term (cont)

QUANTITY	DESCRIPTION	NON- COVERED	OPEN DATE	CLOSE DATE	NET PROCEEDS	NET COST	REALIZED GAIN/LOSS
	PURCHASE FACTOR: 0.00230964, SALE FACTOR: 0.00230964 CUSIP: 12667FYS8						
2,000,000.000*	COUNTRYWIDE HOME LOAN ALTERNATIVE LOAN TMTGPC/SERIES 2004-28CB3-A-1-FIXE 6.000% DUE 01/25/2035 ADJUSTED QUANTITY: 4,270.860, ORIGINAL COST: 4,206.80, PURCHASE FACTOR: 0.00213543, SALE FACTOR: 0.00213543 CUSIP: 12667FYS8	<input checked="" type="checkbox"/>	09/15/10	10/25/12	4,270.86	4,206.80	64.06
2,000,000.000*	COUNTRYWIDE HOME LOAN ALTERNATIVE LOAN TMTGPC/SERIES 2004-28CB3-A-1-FIXE 6.000% DUE 01/25/2035 ADJUSTED QUANTITY: 5,897.280, ORIGINAL COST: 5,808.82, PURCHASE FACTOR: 0.00294864, SALE FACTOR: 0.00294864 CUSIP: 12667FYS8	<input checked="" type="checkbox"/>	09/15/10	11/25/12	5,897.28	5,808.82	88.46
2,000,000.000*	COUNTRYWIDE HOME LOAN ALTERNATIVE LOAN TMTGPC/SERIES 2004-28CB3-A-1-FIXE 6.000% DUE 01/25/2035 ADJUSTED QUANTITY: 4,376.220, ORIGINAL COST: 4,310.58, PURCHASE FACTOR: 0.00218811, SALE FACTOR: 0.00218811 CUSIP: 12667FYS8	<input checked="" type="checkbox"/>	09/15/10	12/25/12	4,376.22	4,310.58	65.64
2,400,000.000*	CSFB MORTGAGE-BACKED PASS-THROUGH CERTIFMTGPC/SERIES 2 6.250% DUE 07/25/2035 ADJUSTED QUANTITY: 8,318.664, ORIGINAL COST: 8,193.88, PURCHASE FACTOR: 0.00346611, SALE FACTOR: 0.00346611 CUSIP: 225458UE6	<input checked="" type="checkbox"/>	12/07/10	01/25/12	8,318.66	8,193.88	124.78
2,400,000.000*	CSFB MORTGAGE-BACKED PASS-THROUGH CERTIFMTGPC/SERIES 2 6.250% DUE 07/25/2035 ADJUSTED QUANTITY: 4,582.800, ORIGINAL COST: 4,514.06, PURCHASE FACTOR: 0.0019095, SALE FACTOR: 0.0019095 CUSIP: 225458UE6	<input checked="" type="checkbox"/>	12/07/10	02/25/12	4,582.79	4,514.06	68.73
2,400,000.000*	CSFB MORTGAGE-BACKED PASS-THROUGH CERTIFMTGPC/SERIES 2 6.250% DUE 07/25/2035 ADJUSTED QUANTITY: 1,869.456, ORIGINAL COST: 1,841.41, PURCHASE FACTOR: 0.00077894, SALE FACTOR: 0.00077894 CUSIP: 225458UE6	<input checked="" type="checkbox"/>	12/07/10	03/25/12	1,869.46	1,841.41	28.05
2,400,000.000*	CSFB MORTGAGE-BACKED PASS-THROUGH CERTIFMTGPC/SERIES 2 6.250% DUE 07/25/2035 ADJUSTED QUANTITY: 1,711.032, ORIGINAL COST: 1,685.37, PURCHASE FACTOR: 0.00071293, SALE FACTOR: 0.00071293 CUSIP: 225458UE6	<input checked="" type="checkbox"/>	12/07/10	04/25/12	1,711.02	1,685.37	25.65

Mar 04 13 05.38p

p.12

RATH FOUNDATION
JAMES DODSON DIRECTOR
3140 BOX CANYON RD
SANTA YNEZ CA 93460-9753

PAGE
12 of 16
RECIPIENT'S ACCOUNT NUMBER
307-23692

Schedule of Realized Gains and Losses (cont)

Long-Term (cont)

QUANTITY	DESCRIPTION	NON- COVERED	OPEN DATE	CLOSE DATE	NET PROCEEDS	NET COST	REALIZED GAIN/LOSS
2,400,000.000*	CSFB MORTGAGE-BACKED PASS-THROUGH CERTIFMTGPC/SERIES 2 6 250% DUE 07/25/2035 ADJUSTED QUANTITY: 1,857.912, ORIGINAL COST: 1,830.04, PURCHASE FACTOR: 0.00077413, SALE FACTOR: 0.00077413 CUSIP: 225458UE6	<input checked="" type="checkbox"/>	12/07/10	05/25/12	1,857.92	1,830.04	27.88
2,400,000.000*	CSFB MORTGAGE-BACKED PASS-THROUGH CERTIFMTGPC/SERIES 2 6 250% DUE 07/25/2035 ADJUSTED QUANTITY: 964.008, ORIGINAL COST: 949.55, PURCHASE FACTOR: 0.00040167, SALE FACTOR: 0.00040167 CUSIP: 225458UE6	<input checked="" type="checkbox"/>	12/07/10	06/25/12	963.99	949.55	14.44
2,400,000.000*	CSFB MORTGAGE-BACKED PASS-THROUGH CERTIFMTGPC/SERIES 2 6 250% DUE 07/25/2035 ADJUSTED QUANTITY: 9,102.984, ORIGINAL COST: 8,966.44, PURCHASE FACTOR: 0.00379291, SALE FACTOR: 0.00379291 CUSIP: 225458UE6	<input checked="" type="checkbox"/>	12/07/10	07/25/12	9,103.00	8,966.44	136.56
2,400,000.000*	CSFB MORTGAGE-BACKED PASS-THROUGH CERTIFMTGPC/SERIES 2 6.250% DUE 07/25/2035 ADJUSTED QUANTITY: 1,833.552, ORIGINAL COST: 1,806.05, PURCHASE FACTOR: 0.00076398, SALE FACTOR: 0.00076398 CUSIP: 225458UE6	<input checked="" type="checkbox"/>	12/07/10	08/25/12	1,833.53	1,806.05	27.48
2,400,000.000*	CSFB MORTGAGE-BACKED PASS-THROUGH CERTIFMTGPC/SERIES 2 6 250% DUE 07/25/2035 ADJUSTED QUANTITY: 3,125.976, ORIGINAL COST: 3,079.09, PURCHASE FACTOR: 0.00130249, SALE FACTOR: 0.00130249 CUSIP: 225458UE6	<input checked="" type="checkbox"/>	12/07/10	09/25/12	3,125.98	3,079.09	46.89
2,400,000.000*	CSFB MORTGAGE-BACKED PASS-THROUGH CERTIFMTGPC/SERIES 2 6.250% DUE 07/25/2035 ADJUSTED QUANTITY: 9,047.880, ORIGINAL COST: 8,912.16, PURCHASE FACTOR: 0.00376995, SALE FACTOR: 0.00376995 CUSIP: 225458UE6	<input checked="" type="checkbox"/>	12/07/10	10/25/12	9,047.88	8,912.16	135.72
2,400,000.000*	CSFB MORTGAGE-BACKED PASS-THROUGH CERTIFMTGPC/SERIES 2 6 250% DUE 07/25/2035 ADJUSTED QUANTITY: 12,563.352, ORIGINAL COST: 12,374.90, PURCHASE FACTOR: 0.00523473, SALE FACTOR: 0.00523473 CUSIP: 225458UE6	<input checked="" type="checkbox"/>	12/07/10	11/25/12	12,563.36	12,374.90	188.46
2,400,000.000*	CSFB MORTGAGE-BACKED	<input checked="" type="checkbox"/>	12/07/10	12/25/12	2,287.49	2,253.20	34.29

RATH FOUNDATION
JAMES DODSON DIRECTOR
3140 BOX CANYON RD
SANTA YNEZ CA 93460-9753

PAGE
13 of 16
RECIPIENT'S ACCOUNT NUMBER
307-23692

Schedule of Realized Gains and Losses (cont)

Long-Term (cont)

QUANTITY	DESCRIPTION	NON- COVERED	OPEN DATE	CLOSE DATE	NET PROCEEDS	NET COST	REALIZED GAIN/LOSS
	PASS-THROUGH CERTIFMTGPC/SERIES 2 6.250% DUE 07/25/2035 ADJUSTED QUANTITY: 2,287.512, ORIGINAL COST: 2,253.20, PURCHASE FACTOR: 0.00095313, SALE FACTOR: 0.00095313 CUSIP: 225458UE6						
806,000.000*	CSFB MORTGAGE-BACKED PASS-THROUGH CERTIFMTGPC/SERIES 2 5.500% DUE 07/25/2035 ADJUSTED QUANTITY: 1,443.683, ORIGINAL COST: 1,441.88, PURCHASE FACTOR: 0.00179117, SALE FACTOR: 0.00179117 CUSIP: 225458XM5	<input checked="" type="checkbox"/>	09/07/10	01/25/12	1,443.68	1,441.88	1.80
806,000.000*	CSFB MORTGAGE-BACKED PASS-THROUGH CERTIFMTGPC/SERIES 2 5.500% DUE 07/25/2035 ADJUSTED QUANTITY: 1,429.264, ORIGINAL COST: 1,427.48, PURCHASE FACTOR: 0.00177328, SALE FACTOR: 0.00177328 CUSIP: 225458XM5	<input checked="" type="checkbox"/>	09/07/10	02/25/12	1,429.26	1,427.48	1.78
806,000.000*	CSFB MORTGAGE-BACKED PASS-THROUGH CERTIFMTGPC/SERIES 2 5.500% DUE 07/25/2035 ADJUSTED QUANTITY: 1,455.354, ORIGINAL COST: 1,453.53, PURCHASE FACTOR: 0.00180565, SALE FACTOR: 0.00180565 CUSIP: 225458XM5	<input checked="" type="checkbox"/>	09/07/10	03/25/12	1,455.35	1,453.53	1.82
806,000.000*	CSFB MORTGAGE-BACKED PASS-THROUGH CERTIFMTGPC/SERIES 2 5.500% DUE 07/25/2035 ADJUSTED QUANTITY: 1,481.476, ORIGINAL COST: 1,479.62, PURCHASE FACTOR: 0.00183806, SALE FACTOR: 0.00183806 CUSIP: 225458XM5	<input checked="" type="checkbox"/>	09/07/10	04/25/12	1,481.47	1,479.62	1.85
806,000.000*	CSFB MORTGAGE-BACKED PASS-THROUGH CERTIFMTGPC/SERIES 2 5.500% DUE 07/25/2035 ADJUSTED QUANTITY: 1,463.994, ORIGINAL COST: 1,462.16, PURCHASE FACTOR: 0.00181637, SALE FACTOR: 0.00181637 CUSIP: 225458XM5	<input checked="" type="checkbox"/>	09/07/10	05/25/12	1,463.99	1,462.16	1.83
806,000.000*	CSFB MORTGAGE-BACKED PASS-THROUGH CERTIFMTGPC/SERIES 2 5.500% DUE 07/25/2035 ADJUSTED QUANTITY: 21,539.673, ORIGINAL COST: 21,512.75, PURCHASE FACTOR: 0.02672416, SALE FACTOR: 0.02672416 CUSIP: 225458XM5	<input checked="" type="checkbox"/>	09/07/10	06/25/12	21,539.67	21,512.75	26.92
806,000.000*	CSFB MORTGAGE-BACKED PASS-THROUGH	<input checked="" type="checkbox"/>	09/07/10	07/25/12	4,885.96	4,879.86	6.10

KATH FOUNDATION
JAMES DODSON DIRECTOR
3140 BOX CANYON RD
SANTA YNEZ CA 93460-9753

PAGE
14 of 16
RECIPIENT'S ACCOUNT NUMBER
307-23692

Schedule of Realized Gains and Losses (cont)

Long-Term (cont)

QUANTITY	DESCRIPTION	NON- COVERED	OPEN DATE	CLOSE DATE	NET PROCEEDS	NET COST	REALIZED GAIN/LOSS
	CERTIFMTGPC/SERIES 2 5 500% DUE 07/25/2035 ADJUSTED QUANTITY: 4,885 972, ORIGINAL COST 4,879 86, PURCHASE FACTOR 0.006062, SALE FACTOR 0.006062 CUSIP: 225458XM5						
806,000.000*	CSFB MORTGAGE-BACKED PASS-THROUGH CERTIFMTGPC/SERIES 2 5 500% DUE 07/25/2035 ADJUSTED QUANTITY: 4,910.208, ORIGINAL COST: 4,904.07, PURCHASE FACTOR: 0.00609207, SALE FACTOR: 0.00609207 CUSIP: 225458XM5	<input checked="" type="checkbox"/>	09/07/10	08/25/12	4,910.20	4,904.07	6.13
806,000.000*	CSFB MORTGAGE-BACKED PASS-THROUGH CERTIFMTGPC/SERIES 2 5 500% DUE 07/25/2035 ADJUSTED QUANTITY: 1,214.835, ORIGINAL COST: 1,213.32, PURCHASE FACTOR: 0.00150724, SALE FACTOR: 0.00150724 CUSIP: 225458XM5	<input checked="" type="checkbox"/>	09/07/10	09/25/12	1,214.83	1,213.32	1.51
806,000.000*	CSFB MORTGAGE-BACKED PASS-THROUGH CERTIFMTGPC/SERIES 2 5.500% DUE 07/25/2035 ADJUSTED QUANTITY: 1,186.835, ORIGINAL COST: 1,185.35, PURCHASE FACTOR: 0.0014725, SALE FACTOR: 0.0014725 CUSIP: 225458XM5	<input checked="" type="checkbox"/>	09/07/10	10/25/12	1,186.83	1,185.35	1.48
806,000.000*	CSFB MORTGAGE-BACKED PASS-THROUGH CERTIFMTGPC/SERIES 2 5.500% DUE 07/25/2035 ADJUSTED QUANTITY: 12,475.598, ORIGINAL COST 12,460.00, PURCHASE FACTOR: 0.01547841, SALE FACTOR: 0.01547841 CUSIP: 225458XM5	<input checked="" type="checkbox"/>	09/07/10	11/25/12	12,475.59	12,460.00	15.59
806,000.000*	CSFB MORTGAGE-BACKED PASS-THROUGH CERTIFMTGPC/SERIES 2 5.500% DUE 07/25/2035 ADJUSTED QUANTITY: 972.262, ORIGINAL COST: 971.05, PURCHASE FACTOR: 0.00120628, SALE FACTOR: 0.00120628 CUSIP: 225458XM5	<input checked="" type="checkbox"/>	09/07/10	12/25/12	972.26	971.05	1.21
16,000.000	LENNAR CORP CLA SYMBOL: LEN, CUSIP: 526057104	<input checked="" type="checkbox"/>	10/05/04	12/10/12	584,905.90	720,511.60	-135,605.70
4,000.000	LENNAR CORP CLA SYMBOL: LEN, CUSIP: 526057104	<input checked="" type="checkbox"/>	11/17/05	12/10/12	146,226.47	228,499.31	-82,272.84
1,000.000	LENNAR CORP CLA SYMBOL: LEN, CUSIP: 526057104	<input checked="" type="checkbox"/>	09/07/05	12/10/12	36,556.62	62,404.20	-25,847.58

Mar 04 13 05:39p

p.15

RATH FOUNDATION
JAMES DODSON DIRECTOR
3140 BOX CANYON RD
SANTA YNEZ CA 93460-9753

PAGE
15 of 16
RECIPIENT'S ACCOUNT NUMBER
307-23692

Schedule of Realized Gains and Losses (cont)

		Long-Term (cont)					REALIZED GAIN/LOSS
QUANTITY	DESCRIPTION	NON- COVERED	OPEN DATE	CLOSE DATE	NET PROCEEDS	NET COST	
2,000.000	LENNAR CORP CLA SYMBOL: LEN, CUSIP: 526057104	<input checked="" type="checkbox"/>	10/05/04	12/10/12	73,113.24	90,064.70	-16,951.46
15,000.000	MARKET VECTORS ETF TR SEMICONDUCTOR ETF SYMBOL: SMH, CUSIP: 57060U233	<input checked="" type="checkbox"/>	01/04/07	10/24/12	459,135.69	490,449.38	-31,313.69
6,000.000	MARKET VECTORS ETF TR SEMICONDUCTOR ETF SYMBOL: SMH, CUSIP: 57060U233	<input checked="" type="checkbox"/>	03/01/05	10/24/12	183,654.28	194,985.58	-11,331.30
1,500.000	MARKET VECTORS ETF TR SEMICONDUCTOR ETF SYMBOL: SMH, CUSIP: 57060U233	<input checked="" type="checkbox"/>	03/01/05	10/24/12	45,913.57	48,746.39	-2,832.82
2,000,000.000*	MASTR ALTERNATIVE LOANS TRUST SERIES 2005-2 CLASS 1A3 6.500% DUE 03/25/2035 ADJUSTED QUANTITY: 3,872.440, ORIGINAL COST: 3,870.02, PURCHASE FACTOR 0.00193622, SALE FACTOR: 0.00193622 CUSIP: 576434H98	<input checked="" type="checkbox"/>	03/16/11	03/25/12	3,872.44	3,870.02	2.42
2,000,000.000*	MASTR ALTERNATIVE LOANS TRUST SERIES 2005-2 CLASS 1A3 6.500% DUE 03/25/2035 ADJUSTED QUANTITY: 2,647.580, ORIGINAL COST: 2,645.93, PURCHASE FACTOR 0.00132379, SALE FACTOR: 0.00132379 CUSIP: 576434H98	<input checked="" type="checkbox"/>	03/16/11	04/25/12	2,647.57	2,645.93	1.64
2,000,000.000*	MASTR ALTERNATIVE LOANS TRUST SERIES 2005-2 CLASS 1A3 6 500% DUE 03/25/2035 ADJUSTED QUANTITY: 4,240.500, ORIGINAL COST: 4,237.85, PURCHASE FACTOR: 0.00212025, SALE FACTOR: 0.00212025 CUSIP: 576434H98	<input checked="" type="checkbox"/>	03/16/11	05/25/12	4,240.50	4,237.85	2.65
2,000,000.000*	MASTR ALTERNATIVE LOANS TRUST SERIES 2005-2 CLASS 1A3 6.500% DUE 03/25/2035 ADJUSTED QUANTITY: 6,685.200, ORIGINAL COST: 6,681.02, PURCHASE FACTOR: 0.0033426, SALE FACTOR: 0.0033426 CUSIP: 576434H98	<input checked="" type="checkbox"/>	03/16/11	06/25/12	6,685.19	6,681.02	4.17
2,000,000.000*	MASTR ALTERNATIVE LOANS TRUST SERIES 2005-2 CLASS 1A3 6 500% DUE 03/25/2035 ADJUSTED QUANTITY: 2,628.620, ORIGINAL COST: 2,626.98, PURCHASE FACTOR: 0.00131431, SALE FACTOR: 0.00131431 CUSIP: 576434H98	<input checked="" type="checkbox"/>	03/16/11	07/25/12	2,628.61	2,626.98	1.63
2,000,000.000*	MASTR ALTERNATIVE LOANS TRUST SERIES 2005-2 CLASS 1A3 6.500% DUE 03/25/2035 ADJUSTED QUANTITY: 330.400, ORIGINAL COST: 330.19, PURCHASE FACTOR: 0.0001652, SALE FACTOR: 0.0001652 CUSIP: 576434H98	<input checked="" type="checkbox"/>	03/16/11	08/25/12	330.40	330.19	0.21
2,000,000.000*	MASTR ALTERNATIVE LOANS TRUST	<input checked="" type="checkbox"/>	03/16/11	09/25/12	3,883.83	3,881.41	2.42

Mar 04 13 05:40p

p.16

KATH FOUNDATION
JAMES DODSON DIRECTOR
3140 BOX CANYON RD
SANTA YNEZ CA 93460-9753

PAGE
16 of 16
RECIPIENT'S ACCOUNT NUMBER
307-23692

Schedule of Realized Gains and Losses (cont)

Long-Term (cont)

QUANTITY	DESCRIPTION	NON- COVERED	OPEN DATE	CLOSE DATE	NET PROCEEDS	NET COST	REALIZED GAIN/LOSS
	SERIES 2005-2 CLASS 1A3 6.500% DUE 03/25/2035 ADJUSTED QUANTITY 3,883.840, ORIGINAL COST. 3,881.41, PURCHASE FACTOR: 0.00194192, SALE FACTOR: 0.00194192 CUSIP: 576434H98						
2,000,000.000*	MASTR ALTERNATIVE LOANS TRUST SERIES 2005-2 CLASS 1A3 6.500% DUE 03/25/2035 ADJUSTED QUANTITY 715.320, ORIGINAL COST. 714.87, PURCHASE FACTOR: 0.00035766, SALE FACTOR: 0.00035766 CUSIP: 576434H98	<input checked="" type="checkbox"/>	03/16/11	10/25/12	715.32	714.87	0.45
2,000,000.000*	MASTR ALTERNATIVE LOANS TRUST SERIES 2005-2 CLASS 1A3 6.500% DUE 03/25/2035 ADJUSTED QUANTITY: 693.580, ORIGINAL COST 693.15, PURCHASE FACTOR 0.00034679, SALE FACTOR: 0.00034679 CUSIP: 576434H98	<input checked="" type="checkbox"/>	03/16/11	11/25/12	693.57	693.15	0.42
2,000,000.000*	MASTR ALTERNATIVE LOANS TRUST SERIES 2005-2 CLASS 1A3 6.500% DUE 03/25/2035 ADJUSTED QUANTITY: 2,923.680, ORIGINAL COST: 2,921.85, PURCHASE FACTOR: 0.00146184, SALE FACTOR: 0.00146184 CUSIP: 576434H98	<input checked="" type="checkbox"/>	03/16/11	12/25/12	2,923.68	2,921.85	1.83
20,000.000	MICROSOFT CORP SYMBOL: MSFT, CUSIP: 594918104	<input checked="" type="checkbox"/>	04/10/00	05/17/12	601,984.09	869,980.00	-267,995.91
3,000.000	MICROSOFT CORP SYMBOL: MSFT, CUSIP: 594918104	<input checked="" type="checkbox"/>	04/10/00	05/17/12	90,297.61	130,497.50	-40,199.89
3,000.000	MICROSOFT CORP SYMBOL: MSFT, CUSIP: 594918104	<input checked="" type="checkbox"/>	02/26/01	05/17/12	90,297.61	88,966.25	1,331.36
20,000.000	MICROSOFT CORP SYMBOL: MSFT, CUSIP: 594918104	<input checked="" type="checkbox"/>	02/26/01	05/17/12	601,984.09	593,105.00	8,879.09
4,000.000	MICROSOFT CORP SYMBOL: MSFT, CUSIP: 594918104	<input checked="" type="checkbox"/>	08/24/95	05/17/12	120,396.82	23,531.00	96,865.82
Long-Term Subtotal					3,896,491.34		-1,350,272.72
Total Gains and Losses					3,904,119.02		-1,350,267.95
Short-Term							4.77
Long-Term							-1,350,272.72
Term Unknown							0.00

* Return of principal. Quantity represents face value.