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

2012

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

For calendar year 2012 or tax year beginning

, and ending

Name of foundation

RATHMANN FAMILY FOUNDATION

Number and street (or P O box number if mail is not delivered to street address)

PMB #352, 1290 BAY DALE DRIVE

A Employer identification number

52-1757445

City or town, state, and ZIP code

ARNOLD, MD 21012

G Check all that apply: Initial return Initial return of a former public charity
 Final return Amended return
 Address change Name changeH Check type of organization: Section 501(c)(3) exempt private foundation Section 4947(a)(1) nonexempt charitable trust Other taxable private foundationI Fair market value of all assets at end of year **(\$ 40,791,660.)** (from Part II, col (c), line 16) J Accounting method: Cash Accrual
 Other (specify)

B Telephone number

410-349-2376

C If exemption application is pending, check here ► D 1. Foreign organizations, check here ► 2. Foreign organizations meeting the 85% test, check here and attach computation ► E If private foundation status was terminated under section 507(b)(1)(A), check here ► F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ►

Part I Analysis of Revenue and Expenses

(The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a))

| | | (a) Revenue and expenses per books | (b) Net investment income | (c) Adjusted net income | (d) Disbursements for charitable purposes (cash basis only) |
|---------|--|------------------------------------|---------------------------|-------------------------|---|
| Revenue | 1 Contributions, gifts, grants, etc., received | | | N/A | |
| | 2 Check ► <input checked="" type="checkbox"/> if the foundation is not required to attach Sch B Interest on savings and temporary cash investments | 241,363. | 241,363. | | STATEMENT 1 |
| | 3 Dividends and interest from securities | 622,655. | 622,655. | | STATEMENT 2 |
| | 5a Gross rents | | | | |
| | b Net rental income or (loss) | | | | |
| | 6a Net gain or (loss) from sale of assets not on line 10 Gross sales price for all assets on line 6a | 1,649,257. | | | |
| | 6b | 9,230,136. | | | |
| | 7 Capital gain net income (from Part IV, line 2) | | 1,649,257. | | |
| | 8 Net short-term capital gain | | | | |
| | 9 Income modifications Gross sales less returns and allowances | | | | |
| | 10a | | | | |
| | b Less Cost of goods sold | | | | |
| | c Gross profit or (loss) | | | | |
| | 11 Other income | 116,578. | 116,578. | | STATEMENT 3 |
| | 12 Total. Add lines 1 through 11 | 2,629,853. | 2,629,853. | | |
| | 13 Compensation of officers, directors, trustees, etc | 150,000. | 15,000. | | 135,000. |
| | 14 Other employee salaries and wages | | | | |
| | 15 Pension plans, employee benefits | 19,008. | 1,858. | | 17,150. |
| | 16a Legal fees | STMT 4 | 1,596. | | 1,596. |
| | b Accounting fees | STMT 5 | 12,168. | 3,042. | 9,126. |
| | c Other professional fees | STMT 6 | 135,322. | 99,900. | 35,422. |
| | 17 Interest | STMT 7 | 12,500. | 0. | 0. |
| | 18 Taxes | | | | |
| | 19 Depreciation and depletion | | | | |
| | 20 Occupancy | | | | |
| | 21 Travel, conferences, and meetings | 2,495. | 0. | | 2,495. |
| | 22 Printing and publications | | | | |
| | 23 Other expenses | STMT 8 | 150,094. | 34,981. | 115,113. |
| | 24 Total operating and administrative expenses. Add lines 13 through 23 | | 483,183. | 154,781. | 315,902. |
| | 25 Contributions, gifts, grants paid | | 1,639,889. | | 1,639,889. |
| | 26 Total expenses and disbursements. Add lines 24 and 25 | | 2,123,072. | 154,781. | 1,955,791. |
| | 27 Subtract line 26 from line 12: | | 506,781. | | |
| | a Excess of revenue over expenses and disbursements | | | | |
| | b Net investment income (if negative, enter -0-) | | 2,475,072. | | |
| | c Adjusted net income (if negative, enter -0-) | | | N/A | |

| Part II Balance Sheets | | Attached schedules and amounts in the description column should be for end-of-year amounts only | Beginning of year | End of year | |
|-----------------------------|--|---|-------------------|----------------|-----------------------|
| | | | (a) Book Value | (b) Book Value | (c) Fair Market Value |
| Assets | 1 Cash - non-interest-bearing | | | | |
| | 2 Savings and temporary cash investments | | 3,736,009. | 1,588,994. | 1,588,994. |
| | 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 | | | | |
| | 10a Investments - U.S. and state government obligations | STMT 9 | 13,814,872. | 16,808,447. | 20,113,032. |
| | b Investments - corporate stock | STMT 10 | 11,944,198. | 12,030,153. | 14,740,957. |
| | c Investments - corporate bonds | | | | |
| Liabilities | 11 Investments - land, buildings, and equipment basis ► | 2,328. | | | |
| | Less accumulated depreciation ► | 2,328. | | | |
| | 12 Investments - mortgage loans | | | | |
| | 13 Investments - other | STMT 11 | 6,600,557. | 6,174,823. | 4,348,677. |
| | 14 Land, buildings, and equipment basis ► | | | | |
| | Less accumulated depreciation ► | | | | |
| | 15 Other assets (describe ►) | | | | |
| | 16 Total assets (to be completed by all filers) | | 36,095,636. | 36,602,417. | 40,791,660. |
| | 17 Accounts payable and accrued expenses | | | | |
| | 18 Grants payable | | | | |
| Net Assets or Fund Balances | 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) | | 0. | 0. | |
| | Foundations that follow SFAS 117, check here ► <input checked="" type="checkbox"/> and complete lines 24 through 26 and lines 30 and 31. | | | | |
| | 24 Unrestricted | | 36,095,636. | 36,602,417. | |
| | 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 | | 36,095,636. | 36,602,417. | |
| | 31 Total liabilities and net assets/fund balances | | 36,095,636. | 36,602,417. | |

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 | 36,095,636. |
| 2 Enter amount from Part I, line 27a | 2 | 506,781. |
| 3 Other increases not included in line 2 (itemize) ► | 3 | 0. |
| 4 Add lines 1, 2, and 3 | 4 | 36,602,417. |
| 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 | 36,602,417. |

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Part IV Capital Gains and Losses for Tax on Investment Income

| (a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co.) | | | (b) How acquired P - Purchase D - Donation | (c) Date acquired (mo., day, yr.) | (d) Date sold (mo., day, yr.) |
|---|---|---|--|---|----------------------------------|
| 1a PUBLICLY TRADED SECURITIES | | | P | | |
| b PARTNERSHIP INVESTMENT K-1 | | | | | |
| c CAPITAL GAINS DIVIDENDS | | | | | |
| 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 9,141,707. | | 8,257,694. | | 884,013. | |
| b | | | | 676,815. | |
| c 88,429. | | | | 88,429. | |
| d | | | | | |
| e | | | | | |
| Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69 | | | | (l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h)) | |
| (i) 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 | | | | 884,013. | |
| b | | | | 676,815. | |
| c | | | | 88,429. | |
| d | | | | | |
| e | | | | | |
| 2 Capital gain net income or (net capital loss) | { If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 | | 2 | | 1,649,257. |
| 3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c). If (loss), enter -0- in Part I, line 8 | { | | 3 | | N/A |

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

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

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

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

 Yes No

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

1 Enter the appropriate amount in each column for each year; see 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 | 1,890,027. | 39,833,768. | .047448 |
| 2010 | 1,460,749. | 37,137,898. | .039333 |
| 2009 | 1,387,853. | 34,450,100. | .040286 |
| 2008 | 1,920,027. | 36,770,678. | .052216 |
| 2007 | 2,315,882. | 42,285,218. | .054768 |

- 2 Total of line 1, column (d) 2 .234051
- 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 .046810
- 4 Enter the net value of noncharitable-use assets for 2012 from Part X, line 5 4 40,177,881.
- 5 Multiply line 4 by line 3 5 1,880,727.
- 6 Enter 1% of net investment income (1% of Part I, line 27b) 6 24,751.
- 7 Add lines 5 and 6 7 1,905,478.
- 8 Enter qualifying distributions from Part XII, line 4 8 1,955,791.

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

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

| | | | | |
|---|--|---|---------|---------|
| 1a | Exempt operating foundations described in section 4940(d)(2), check here ► <input type="checkbox"/> and enter "N/A" on line 1. | (attach copy of letter if necessary-see instructions) | 1 | 24,751. |
| Date of ruling or determination letter: _____ | | | | |
| 1b | 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 | | | |
| 1c | 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 | | | |
| 4 | Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-) | | | |
| 5 | Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0- | | | |
| 6 | Credits/Payments: | | | |
| 6a | 2012 estimated tax payments and 2011 overpayment credited to 2012 | 6a | 34,998. | |
| 6b | Exempt foreign organizations - tax withheld at source | | | |
| 6c | Tax paid with application for extension of time to file (Form 8868) | | | |
| 6d | Backup withholding erroneously withheld | | | |
| 7 | Total credits and payments. Add lines 6a through 6d | 7 | 34,998. | |
| 8 | Enter any penalty for underpayment of estimated tax. Check here <input type="checkbox"/> if Form 2220 is attached | | | |
| 9 | Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed | | | |
| 10 | Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid | | | |
| 11 | Enter the amount of line 10 to be: Credited to 2013 estimated tax ► 10,247. Refunded ► 0. | | | |

Part VII-A Statements Regarding Activities

| | | | |
|--|--|-----|---|
| 1a | During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign? | 1a | X |
| 1b | Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see instructions for definition)? | | |
| <i>If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.</i> | | | |
| 1c | Did the foundation file Form 1120-POL for this year? | 1c | X |
| d | Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation. ► \$ 0. (2) On foundation managers. ► \$ 0. | | |
| e | Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. ► \$ 0. | | |
| 2 | Has the foundation engaged in any activities that have not previously been reported to the IRS? <i>If "Yes," attach a detailed description of the activities.</i> | 2 | X |
| 3 | Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? <i>If "Yes," attach a conformed copy of the changes</i> | | |
| 4a | Did the foundation have unrelated business gross income of \$1,000 or more during the year? | | |
| b | If "Yes," has it filed a tax return on Form 990-T for this year? | N/A | X |
| 5 | Was there a liquidation, termination, dissolution, or substantial contraction during the year? <i>If "Yes," attach the statement required by General Instruction T.</i> | | |
| 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? | | |
| 7 | Did the foundation have at least \$5,000 in assets at any time during the year? <i>If "Yes," complete Part II, col. (c), and Part XV.</i> | 7 | X |
| 8a | Enter the states to which the foundation reports or with which it is registered (see instructions) ► _____ MD, WA | | |
| 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 | | |
| 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 | 9 | X |
| 10 | Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses | | |

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 ► N/A | | | |
| 14 | The books are in care of ► THE FOUNDATION Located at ► PMB #352, 1290 BAY DALE DRIVE, ARNOLD, MD | Telephone no. ► 410-349-2376 ZIP+4 ► 21012 | |
| 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 | ► N/A |
| 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 checked="" type="checkbox"/> Yes | <input type="checkbox"/> No |
| (4) | Pay compensation to, or pay or reimburse the expenses of, a disqualified person? | <input checked="" type="checkbox"/> Yes | <input 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 ► | 1b | X |
| 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? If "Yes," list the years ► | <input type="checkbox"/> Yes | <input checked="" type="checkbox"/> No |
| b | Are there any years listed in 2a for which the foundation is 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.) | 2b | N/A |
| 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 | |
| 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.) | 3b | N/A |
| 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 |

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))?
- (2) Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive?
- (3) Provide a grant to an individual for travel, study, or other similar purposes?
- (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)?
- (5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals?

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)?

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?

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?

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

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?

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

 Yes No Yes No Yes No Yes No Yes No5b X Yes No Yes No6b X Yes No

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 |
|----------------------|---|---|---|---------------------------------------|
| SEE STATEMENT 12 | | 150,000. | 10,371. | 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 | 37,387,199. |
| b Average of monthly cash balances | 1b | 3,402,528. |
| c Fair market value of all other assets | 1c | |
| d Total (add lines 1a, b, and c) | 1d | 40,789,727. |
| 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 | 40,789,727. |
| 4 Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions) | 4 | 611,846. |
| 5 Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4 | 5 | 40,177,881. |
| 6 Minimum investment return. Enter 5% of line 5 | 6 | 2,008,894. |

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 | 2,008,894. |
| 2a Tax on investment income for 2012 from Part VI, line 5 | 2a | 24,751. |
| b Income tax for 2012. (This does not include the tax from Part VI.) | 2b | |
| c Add lines 2a and 2b | 2c | 24,751. |
| 3 Distributable amount before adjustments. Subtract line 2c from line 1 | 3 | 1,984,143. |
| 4 Recoveries of amounts treated as qualifying distributions | 4 | 0. |
| 5 Add lines 3 and 4 | 5 | 1,984,143. |
| 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 | 1,984,143. |

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 | 1,955,791. |
| 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 | 1,955,791. |
| 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 | 24,751. |
| 6 Adjusted qualifying distributions. Subtract line 5 from line 4 | 6 | 1,931,040. |

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 |
|--|---------------|----------------------------|-------------|-------------|
| 1 Distributable amount for 2012 from Part XI, line 7 | | | | 1,984,143. |
| 2 Undistributed income, if any, as of the end of 2012 | | | 1,800,811. | |
| a Enter amount for 2011 only | | | | |
| b Total for prior years: | | 0. | | |
| 3 Excess distributions carryover, if any, to 2012: | | | | |
| a From 2007 | | | | |
| b From 2008 | | | | |
| c From 2009 | | | | |
| d From 2010 | | | | |
| e From 2011 | | | | |
| f Total of lines 3a through e | 0. | | | |
| 4 Qualifying distributions for 2012 from Part XII, line 4: ► \$ 1,955,791. | | | 1,800,811. | |
| a Applied to 2011, but not more than line 2a | | | | |
| b Applied to undistributed income of prior years (Election required - see instructions) | | 0. | | |
| c Treated as distributions out of corpus (Election required - see instructions) | 0. | | | |
| d Applied to 2012 distributable amount | | | | 154,980. |
| e Remaining amount distributed out of corpus | 0. | | | |
| 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: | 0. | | | |
| a Corpus Add lines 3f, 4c, and 4e Subtract line 5 | | | | |
| 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 | | | | 1,829,163. |
| 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 | 0. | | | |
| 9 Excess distributions carryover to 2013. Subtract lines 7 and 8 from line 6a | 0. | | | |
| 10 Analysis of line 9: | | | | |
| a Excess from 2008 | | | | |
| b Excess from 2009 | | | | |
| c Excess from 2010 | | | | |
| d Excess from 2011 | | | | |
| e Excess from 2012 | | | | |

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)

| | | Tax year | Prior 3 years | | | (e) Total |
|---|---|----------|---------------|----------|----------|-----------|
| | | | (a) 2012 | (b) 2011 | (c) 2010 | |
| 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 | | | | | |
| | 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 | 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 \$6,000). (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:

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

c Any submission deadlines:

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

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) | | | | |
| <i>a Paid during the year</i> | | | | |
| SEE ATTACHED STATEMENT | NONE | N/A | GENERAL OPERATIONS | 1,639,889. |
| | | | | |
| | | | | |
| | | | | |
| | | | | |
| Total | | | ► 3a | 1,639,889. |
| <i>b Approved for future payment</i> | | | | |
| SEE ATTACHED STATEMENT | NONE | N/A | GENERAL OPERATIONS | 191,000. |
| | | | | |
| | | | | |
| | | | | |
| Total | | | ► 3b | 191,000. |

223611
12-05-12

Form 990-PF (2012)

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.

1 Program service revenue:

a _____
 b _____
 c _____
 d _____
 e _____
 f _____
 g Fees and contracts from government agencies _____

2 Membership dues and assessments**3 Interest on savings and temporary cash investments****4 Dividends and interest from securities****5 Net rental income or (loss) from real estate:**

a Debt-financed property _____
 b Not debt-financed property _____

6 Net rental income or (loss) from personal property**7 Other investment income****8 Gain or (loss) from sales of assets other than inventory****9 Net income or (loss) from special events****10 Gross profit or (loss) from sales of inventory****11 Other revenue:**

a _____
 b _____
 c _____
 d _____
 e _____

12 Subtotal. Add columns (b), (d), and (e)**13 Total. Add line 12, columns (b), (d), and (e)**

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

| | Unrelated business income | | (d) Amount | (e) Related or exempt function income |
|----|---------------------------|---------------|---------------|--|
| | (a) Business code | (b) Amount | | |
| 1 | | | | |
| 2 | | | | |
| 3 | | | 14 | 241,363. |
| 4 | | | 14 | 622,655. |
| 5 | | | | |
| 6 | | | | |
| 7 | | | 14 | 116,578. |
| 8 | | | 18 | 1,649,257. |
| 9 | | | | |
| 10 | | | | |
| 11 | | | | |
| 12 | | 0. | 2,629,853. | 0. |
| 13 | | | | 2,629,853. |

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

| | |
|------------|---|
| Line No. ▼ | Explain below how each activity for which income is reported in column (e) of Part XVI-A contributed importantly to the accomplishment of the foundation's exempt purposes (other than by providing funds for such purposes). |
| N/A | |

Part XVII **Information Regarding Transfers To and Transactions and Relationships With Noncharitable Exempt Organizations**

1 Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?

a Transfers from the reporting foundation to a noncharitable exempt organization of:

- (1) Cash
- (2) Other assets

b Other transactions:

- (1) Sales of assets to a noncharitable exempt organization
- (2) Purchases of assets from a noncharitable exempt organization
- (3) Rental of facilities, equipment, or other assets
- (4) Reimbursement arrangements
- (5) Loans or loan guarantees
- (6) Performance of services or membership or fundraising solicitations

c Sharing of facilities, equipment, mailing lists, other assets, or paid employees

d If the answer to any of the above is "Yes," complete the following schedule. Column (b) should always show the fair market value of the goods, other assets, or services given by the reporting foundation. If the foundation received less than fair market value in any transaction or sharing arrangement, show in column (d) the value of the goods, other assets, or services received.

2a Is the foundation directly or indirectly affiliated with, or related to, one or more tax-exempt organizations described

in section 501(c) of the Code (other than section 501(c)(3)) or in section 527?

Yes No

b If "Yes," complete the following schedule.

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

**Sign
Here**

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

Date _____

Date _____ Title _____

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

| | | | | | |
|--|----------------------------|----------------------|------------------------|---|------|
| Signature of owner or trustee | | Date | File | | |
| Paid Preparer Use Only | Print/Type preparer's name | Preparer's signature | Date | Check <input type="checkbox"/> if self-employed | PTIN |
| | FRANK H. SMITH | Frank H. Smith | 10/17/13 | P00639053 | |
| | Firm's name ► RAFFA, P.C. | | | Firm's EIN ► 52-1511275 | |
| Firm's address ► 1899 L STREET NW, SUITE 900 WASHINGTON, DC 20036 | | | Phone no. 202-822-5000 | | |

RATHMANN FAMILY FOUNDATION

52-1757445

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

| SOURCE | AMOUNT |
|--|----------|
| INVESTMENT ACCOUNTS | 241,363. |
| TOTAL TO FORM 990-PF, PART I, LINE 3, COLUMN A | 241,363. |

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 2

| SOURCE | GROSS AMOUNT | CAPITAL GAINS DIVIDENDS | COLUMN (A) AMOUNT |
|----------------------------------|--------------|-------------------------|-------------------|
| INVESTMENT ACCOUNTS | 711,084. | 88,429. | 622,655. |
| TOTAL TO FM 990-PF, PART I, LN 4 | 711,084. | 88,429. | 622,655. |

FORM 990-PF OTHER INCOME STATEMENT 3

| DESCRIPTION | (A) REVENUE PER BOOKS | (B) NET INVEST- MENT INCOME | (C) ADJUSTED NET INCOME |
|---------------------------------------|-----------------------------|-----------------------------------|-------------------------------|
| PARTNERSHIP INCOME | 59,590. | 59,590. | |
| MISCELLANEOUS | 56,988. | 56,988. | |
| TOTAL TO FORM 990-PF, PART I, LINE 11 | 116,578. | 116,578. | |

FORM 990-PF LEGAL FEES STATEMENT 4

| DESCRIPTION | (A) EXPENSES PER BOOKS | (B) NET INVEST- MENT INCOME | (C) ADJUSTED NET INCOME | (D) CHARITABLE PURPOSES |
|----------------------------|------------------------------|-----------------------------------|-------------------------------|-------------------------------|
| LEGAL FEES | 1,596. | 0. | | 1,596. |
| TO FM 990-PF, PG 1, LN 16A | 1,596. | 0. | | 1,596. |

| FORM 990-PF | ACCOUNTING FEES | STATEMENT | 5 |
|-------------|-----------------|-----------|---|
|-------------|-----------------|-----------|---|

| DESCRIPTION | (A) EXPENSES PER BOOKS | (B) NET INVEST- MENT INCOME | (C) ADJUSTED NET INCOME | (D) CHARITABLE PURPOSES |
|------------------------------|------------------------------|-----------------------------------|-------------------------------|-------------------------------|
| ACCOUNTING FEES | 12,168. | 3,042. | | 9,126. |
| TO FORM 990-PF, PG 1, LN 16B | 12,168. | 3,042. | | 9,126. |

| FORM 990-PF | OTHER PROFESSIONAL FEES | STATEMENT | 6 |
|-------------|-------------------------|-----------|---|
|-------------|-------------------------|-----------|---|

| DESCRIPTION | (A) EXPENSES PER BOOKS | (B) NET INVEST- MENT INCOME | (C) ADJUSTED NET INCOME | (D) CHARITABLE PURPOSES |
|------------------------------|------------------------------|-----------------------------------|-------------------------------|-------------------------------|
| GRANTS MANAGEMENT | 6,401. | 0. | | 6,401. |
| INVESTMENT FEES | 99,900. | 99,900. | | 0. |
| GRANT CONSULTING FEES | 25,421. | 0. | | 25,421. |
| SALARY ANALYSIS FEES | 3,600. | 0. | | 3,600. |
| TO FORM 990-PF, PG 1, LN 16C | 135,322. | 99,900. | | 35,422. |

| FORM 990-PF | TAXES | STATEMENT | 7 |
|-------------|-------|-----------|---|
|-------------|-------|-----------|---|

| DESCRIPTION | (A) EXPENSES PER BOOKS | (B) NET INVEST- MENT INCOME | (C) ADJUSTED NET INCOME | (D) CHARITABLE PURPOSES |
|-----------------------------|------------------------------|-----------------------------------|-------------------------------|-------------------------------|
| EXCISE TAXES | 12,500. | 0. | | 0. |
| TO FORM 990-PF, PG 1, LN 18 | 12,500. | 0. | | 0. |

| FORM 990-PF | OTHER EXPENSES | STATEMENT | 8 | |
|------------------------------------|------------------------------|-----------------------------------|-------------------------------|-------------------------------|
| DESCRIPTION | (A) EXPENSES PER BOOKS | (B) NET INVEST- MENT INCOME | (C) ADJUSTED NET INCOME | (D) CHARITABLE PURPOSES |
| DUES AND SUBSCRIPTIONS | 1,570. | 0. | | 1,570. |
| INSURANCE | 775. | 0. | | 775. |
| PARTNERSHIP EXPENSES | 34,981. | 34,981. | | 0. |
| LICENSES AND FEES | 959. | 0. | | 959. |
| DIRECT CHARITABLE EXPENSES | 110,415. | 0. | | 110,415. |
| POSTAGE, SUPPLIES, BANK CHARGES | 1,394. | 0. | | 1,394. |
| TO FORM 990-PF, PG 1, LN 23 | 150,094. | 34,981. | | 115,113. |

| FORM 990-PF | U.S. AND STATE/CITY GOVERNMENT OBLIGATIONS | STATEMENT | 9 |
|--|--|----------------|----------------------|
| DESCRIPTION | U.S. GOV'T | OTHER GOV'T | FAIR MARKET VALUE |
| US BANK - GOVERNMENT | X | 16,808,447. | 20,113,032. |
| TOTAL U.S. GOVERNMENT OBLIGATIONS | | 16,808,447. | 20,113,032. |
| TOTAL STATE AND MUNICIPAL GOVERNMENT OBLIGATIONS | | | |
| TOTAL TO FORM 990-PF, PART II, LINE 10A | | 16,808,447. | 20,113,032. |

| FORM 990-PF | CORPORATE STOCK | STATEMENT | 10 |
|---|-----------------|----------------------|----|
| DESCRIPTION | BOOK VALUE | FAIR MARKET VALUE | |
| SCHWAB EQUITIES | 11,744,782. | 14,277,308. | |
| MSSB- AMGEN AND ALNYLAM PHAR. | 285,371. | 463,649. | |
| TOTAL TO FORM 990-PF, PART II, LINE 10B | 12,030,153. | 14,740,957. | |

FORM 990-PF

OTHER INVESTMENTS

STATEMENT 11

| DESCRIPTION | VALUATION METHOD | BOOK VALUE | FAIR MARKET VALUE |
|--|---------------------|------------|----------------------|
| LUCENT MEDICAL | COST | 60,000. | 8,160. |
| ARCH VENTURE FUND IV | COST | 139,387. | 5,098. |
| ARCH VENTURE FUND IVA | COST | 23,020. | 1,649. |
| ARCH VENTURE FUND V | COST | 1,144,258. | 173,071. |
| BOULDER VENTURES III | COST | 121,260. | 11,564. |
| CISTHERA | COST | 25,000. | 8,750. |
| DLJ | COST | 350,772. | 460,261. |
| FFC EXECUTIVE PARTNERS II | COST | 43,463. | 34,272. |
| FFC PARTNERS II | COST | 775,536. | 534,599. |
| IMMUNOMIC THERAPEUTICS | COST | 25,000. | 110,639. |
| NUGEN | COST | 399,223. | 295,630. |
| OLD WESTBURY VENTURE CAPITAL FUND | COST | 444,046. | 292,936. |
| PRESIDO | COST | 76,786. | 53,750. |
| SYMPHONY STRATEGIC PARTNERS, LLC | COST | 223,793. | 119,296. |
| TEACH TOWN | COST | 75,000. | 10,080. |
| TRINITY | COST | 50,000. | 2,500. |
| HEALTHCARE DISPARITIES | COST | 0. | 0. |
| TIFF | COST | 2,198,279. | 2,226,422. |
| TOTAL TO FORM 990-PF, PART II, LINE 13 | | 6,174,823. | 4,348,677. |

FORM 990-PF

PART VIII - LIST OF OFFICERS, DIRECTORS
TRUSTEES AND FOUNDATION MANAGERS

STATEMENT 12

| NAME AND ADDRESS | TITLE AND AVRG HRS/WK | COMPEN- SATION | EMPLOYEE BEN PLAN CONTRIB | EXPENSE ACCOUNT |
|--|--------------------------|-------------------|---------------------------------|--------------------|
| FRANCES JOY RATHMANN PMB # 352, 1290 BAY DALE DRIVE ARNOLD, MD 21012 | CHAIRPERSON 1.00 | 0. | 0. | 0. |
| RICHARD G. RATHMANN PMB # 352, 1290 BAY DALE DRIVE ARNOLD, MD 21012 | PRESIDENT 35.00 | 150,000. | 10,371. | 0. |
| JAMES LOUIS RATHMANN PMB # 352, 1290 BAY DALE DRIVE ARNOLD, MD 21012 | SECRETARY 1.00 | 0. | 0. | 0. |
| GEORGE B. RATHMANN PMB # 352, 1290 BAY DALE DRIVE ARNOLD, MD 21012 | TREASURER 1.00 | 0. | 0. | 0. |
| SALLY RATHMANN KADIFA PMB # 352, 1290 BAY DALE DRIVE ARNOLD, MD 21012 | VICE-PRESIDENT 1.00 | 0. | 0. | 0. |
| MARGARET CROSBY RATHMANN PMB # 352, 1290 BAY DALE DRIVE ARNOLD, MD 21012 | VICE-PRESIDENT 1.00 | 0. | 0. | 0. |
| LAURA JEAN RATHMANN PMB # 352, 1290 BAY DALE DRIVE ARNOLD, MD 21012 | VICE-CHAIR 1.00 | 0. | 0. | 0. |
| TOTALS INCLUDED ON 990-PF, PAGE 6, PART VIII | | 150,000. | 10,371. | 0. |

Rathmann Family Foundation
 Form 990-PF: Part XV-Grants and Contributions Paid during the Year
 Year ended December 31, 2012

52-1757445

| Organization Name | Street Address | City Address | State | Zip Code | Rel. Status | AmtPd | Grant Purpose |
|---|-------------------------------------|---------------|-------|------------|-------------|----------|------------------------------------|
| Abilities United | 525 E. Charleston Road | Palo Alto | CA | 94306 | N/A 501c3 | \$5,000 | general support |
| Ada's Café | 839 Northampton Drive | Palo Alto | CA | 94303 | N/A 501c3 | \$15,000 | opening at Mitchell Park |
| Aim High | PO Box 410715 | San Francisco | CA | 94141 | N/A 501c3 | \$1,000 | general operating |
| Alzheimer's Association | PO Box 464 | Timonium | MD | 21094-0464 | N/A 501c3 | \$5,000 | education and outreach |
| American Bird Conservancy | 4249 Loudoun Avenue | The Plains | VA | 20198 | N/A 501c3 | \$1,000 | general support |
| American Friends of the Lebanon Mtn Trail | 1800 N Kent St. Ste 1260 | Arlington | VA | 22209 | N/A 501c3 | \$5,000 | general support |
| American Red Cross | 2025 E Street N.W. | Washington | DC | 20006 | N/A 501c3 | \$25,000 | Hurricane Sandy relief |
| American Red Cross | 2025 E Street N.W. | Washington | DC | 20006 | N/A 501c3 | \$25,000 | Hurricane Sandy relief |
| American University of Beirut | 3 Dag Hammarskjold Plaza, 8th Floor | New York | NY | 10017-2303 | N/A 501c3 | \$25,000 | Stanford Summer Internship |
| Amherst College | P O Box 5000 | Amherst | MA | 01002-5000 | N/A 501c3 | \$10,000 | Annual Fund |
| Amherst College | P.O. Box 5000 | Amherst | MA | 01002-5000 | N/A 501c3 | \$10,000 | Summer Study at AUB |
| Anne Arundel Community College | 101 College Parkway | Arnold | MD | 21012-1895 | N/A 501c3 | \$3,000 | general operations |
| Anne Arundel Medical Center | 2001 Medical Parkway | Annapolis | MD | 21401 | N/A 501c3 | \$50,000 | NICU Nurse Navigation Program |
| Association of Small Foundations | 4905 Del Rey Avenue, Suite 200 | Bethesda | MD | 20814 | N/A 501c3 | \$1,000 | general support |
| Baltimore Symphony Orchestra | 1212 Cathedral Street | Baltimore | MD | 21201 | N/A 501c3 | \$1,000 | general support |
| Broadneck Area Youth Sports Inc (BAYS) | P.O Box 732 | Arnold | MD | 21012 | N/A 501c3 | \$3,000 | accessible playground equipment |
| Brown University | Controller's Office Box J | Providence | RI | 02912 | N/A 501c3 | \$15,000 | scholarship aid |
| California Bar Foundation | 180 Howard Street | San Francisco | CA | 94105 | N/A 501c3 | \$5,000 | Daniel S. Goodman Scholarship Fund |
| California Family Foundation | 3201 Ash Street | Palo Alto | CA | 94306 | N/A 501c3 | \$5,000 | Beechwood School |

| | | | | | | | |
|--|--|---------------|----|------------|-----|-------|---|
| Camphill Village Minnesota Inc. | 15136 Celtic Drive | Sauk Centre | MN | 56378 | N/A | 501c3 | \$7,000 general support |
| Carnegie Institute of Washington | 3520 San Martin Drive | Baltimore | MD | 21218 | N/A | 501c3 | \$7,000 BioEYES |
| Charities Review Council | 2610 University Avenue West, Suite 375 | St Paul | MN | 55114-2007 | N/A | 501c3 | \$9,000 general operating |
| Chemical Heritage Foundation | 315 Chestnut Street | Philadelphia | PA | 19106-2702 | N/A | 501c3 | \$7,000 women in chemistry |
| Chesapeake Bay Foundation | 6 Herndon Avenue | Annapolis | MD | 21403 | N/A | 501c3 | \$15,000 general operating |
| Chesapeake Ctr for Youth Development | 301 E Patapsco Ave | Baltimore | MD | 21225 | N/A | 501c3 | \$5,000 operating support |
| Chesapeake Rivers Association | 329 Riverview Trail | Annapolis | MD | 21401 | N/A | 501c3 | \$50,000 river monitor program |
| CISAC, Stanford | 2700 Sand Hill Road | Menlo Park | CA | 94025 | N/A | 501c3 | \$10,000 general support |
| Coalition for Buzzards Bay | 114 Front Street | New Bedford | MA | 02740 | N/A | 501c3 | \$50,000 Westport River |
| Conservation Northwest | 1208 Bay Street, Suite 201 | Bellingham | WA | 98225 | N/A | 501c3 | \$10,000 general operating |
| Containers 2 Clinics | 53 Yorkshire Road | Dover | MA | 02030 | N/A | 501c3 | \$2,000 general support |
| Counseling and Support Services for Youth | 555 Bryant Street #126 | Palo Alto | CA | 94301 | N/A | 501c3 | \$5,000 general operations |
| Dana Farber Cancer Institute | 44 Binney Street, Ste BP600 | Boston | MA | 02115 | N/A | 501c3 | \$5,000 Claudia Adams Barr Program - Killeen's Campaign |
| Dana Farber Cancer Institute | 44 Binney Street, Ste BP600 | Boston | MA | 02115 | N/A | 501c3 | \$20,000 brain tumor and multiple myeloma Noonan family memorials |
| First Congregational Church | 1985 Louis Road | Palo Alto | CA | 94303-3499 | N/A | 501c3 | \$10,000 sacred grounds café |
| Franklin Institute | 222 North 20th Street | Philadelphia | PA | 19103-1194 | N/A | 501c3 | \$60,000 Rathmann Science Hall |
| Friends of Heketi Inc | 423 E 138th Street, 2nd Floor | Bronx | NY | 10454 | N/A | 501c3 | \$5,000 summer school intervention program |
| Friends of the Palo Alto Junior Museum and Zoo | 1451 Middlefield Road | Palo Alto | CA | 94301 | N/A | 501c3 | \$5,000 general operating |
| Garlough Elementary Magnet School | 1740 Charlton Street | West St Paul | MN | 55118 | N/A | govt | \$5,551 canine-assist program |
| Garlough Elementary Magnet School | 1740 Charlton Street | West St. Paul | MN | 55118 | N/A | govt | \$800 canine-assist program |
| Garlough Elementary Magnet School | 1740 Charlton Street | West St. Paul | MN | 55118 | N/A | govt | \$1,428 canine-assist program |

| | | | | | | | |
|---|---------------------------------|---------------------|----|------------|-----|-------|--|
| Garlough Elementary Magnet School | 1740 Charlton Street | West St. Paul | MN | 55118 | N/A | govt | \$5,110 canine-assist program |
| Great River Greening | 35 West Water Street, Suite 201 | Saint Paul | MN | 55107 | N/A | 501c3 | \$1,000 campaign for forests and freshwaters |
| Guthrie Theater | Vineland Place | Minneapolis | MN | 55403 | N/A | 501c3 | \$8,000 general operating |
| Helping Paws | P.O. Box 634 | Hopkins | MN | 55343 | N/A | 501c3 | \$10,000 general operating |
| Herrick-Martin Institute (HMI) | 2 Astor Place | New York | NY | 10003 | N/A | 501c3 | \$5,000 job readiness/career exploration |
| InnVision Shelter Network | 1450 Chapin Avenue, 2nd Floor | Burlingame | CA | 94010 | N/A | 501c3 | \$5,000 general operating |
| Key School, The | 534 Hillsmere Drive | Annapolis | MD | 21403 | N/A | 501c3 | \$12,000 Annual Fund |
| Key School, The | 534 Hillsmere Drive | Annapolis | MD | 21403 | N/A | 501c3 | \$25,000 Endowment |
| Marin Agricultural Land Trust | 520 Mesa Road | Point Reyes Station | CA | 94956 | N/A | 501c3 | \$12,000 Marin Carbon Project |
| Maryland Hall for the Creative Arts | 801 Chase Street | Annapolis | MD | 21401 | N/A | 501c3 | \$5,000 general support |
| Math for America | 160 Fifth Avenue, 8th Floor | New York | NY | 10010 | N/A | 501c3 | new fellowships for NYC Science teachers |
| Minnesota Opera | 620 North First Street | Minneapolis | MN | 55401 | N/A | 501c3 | \$2,000 general support |
| Minnesota Public Radio | 45 East Seventh Street | Saint Paul | MN | 55101-2274 | N/A | 501c3 | \$8,000 general operating |
| National Aquarium in Baltimore | Pier 3 / 501 East Pratt Street | Baltimore | MD | 21202-3194 | N/A | 501c3 | \$3,000 general support |
| National Science and Technology Medals Foundation | 1818 N St. NW | Washington | DC | 20036 | N/A | 501c3 | \$500,000 gala endowment |
| National Science and Technology Medals Foundation | 1818 N St. NW | Washington | DC | 20036 | N/A | 501c3 | \$50,000 gala endowment |
| Northwestern University | 633 Clark Street | Evanston | IL | 60208-1100 | N/A | 501c3 | \$10,000 Northwestern Parents' Fund |
| Page Education Foundation | P O Box 581254 | Minneapolis | MN | 55458-1254 | N/A | 501c3 | \$50,000 10k operating, 60k scholarships |
| Partners in Education | P.O. Box 1557 | Palo Alto | CA | 94302 | N/A | 501c3 | \$30,000 matching grant |
| Partners in Health | P.O. Box 845578 | Boston | MA | 02284 | N/A | 501c3 | \$25,000 Strengthening Health Systems in Haiti |
| Peninsula Open Space Trust | 222 High Street | Palo Alto | CA | 94301 | N/A | 501c3 | \$5,000 operating support |

| | | | | | | | |
|---|------------------------------------|------------------|----|------------|-----|-----------|--|
| Science Museum of Minnesota | 120 W Kellogg Blvd | St. Paul | MN | 55102 | N/A | 501c3 | \$15,000 Lee and Rose Warner Nature Ctr |
| Skidmore College | 815 N Broadway | Saratoga Springs | NY | 12866 | N/A | 501c3 | \$10,000 Annual Fund |
| Stanford University | 2700 Sand Hill Road | Menlo Park | CA | 94025 | N/A | 501c3 | \$17,000 Department of Nephrology |
| Sustainafest | 3285 Christland Drive | Annapolis | MD | 21403 | N/A | Non-501c3 | \$15,000 Organizational launch and initial events |
| The Advocates for Human Rights | 330 South Second Avenue, Suite 800 | Minneapolis | MN | 55401-2211 | N/A | 501c3 | \$2,000 general operating support |
| The History Theatre | 30 East Tenth Street | Saint Paul | MN | 55101 | N/A | 501c3 | \$2,000 general operating |
| The Mayor's Fund to Advance New York City | 253 Broadway, 8th Floor | New York | NY | 10007 | N/A | 501c3 | \$30,000 Hurricane Relief and Restoration |
| The Mayor's Fund to Advance New York City | 253 Broadway, 8th Floor | New York | NY | 10007 | N/A | 501c3 | \$30,000 Hurricane Relief and Restoration |
| Trinity College | 300 Summit Street | Hartford | CT | 06106 | N/A | 501c3 | \$15,000 Annual Fund |
| Trustees of Reservations | 572 Essex Street | Beverly | MA | 01915 | N/A | 501c3 | \$50,000 Cold Water Stream Protection Westport area |
| University of California - Berkeley | 2150 Shattuck Avenue, Suite 313 | Berkeley | CA | 94704 | N/A | 501c3 | \$25,000 Cal Parents Fund |
| University of Minnesota | 200 Oak Street SE | Minneapolis | MN | 55455-2010 | N/A | 501c3 | \$50,000 CEHD Global Engagement Scholarship |
| University of Minnesota | 200 Oak Street SE | Minneapolis | MN | 55455-2010 | N/A | 501c3 | \$20,000 CEHD Global Discovery Scholarship |
| University School of Milwaukee | 2100 West Fairy Chasm Road | Milwaukee | WI | 53217 | N/A | 501c3 | \$5,000 Annual Fund |
| Volunteers of Legal Service | 281 Park Avenue South, 5th Floor | New York | NY | 10010 | N/A | 501c3 . | \$25,000 Dream Not Deferred Project |
| Youth in Arts | 917 C Street | San Rafael | CA | 94901 | N/A | 501c3 | \$3,000 technical expertise for photosynthesis performance |
| Youth in Arts | 917 C Street | San Rafael | CA | 94901 | N/A | 501c3 | \$30,000 photosynthesis performance |
| Total Contributions Paid | | | | | | | <u><u>\$ 1,639,889</u></u> |

Rathmann Family Foundation
Form 990-PF: Part XV-Grants and Contributions Approved for Future payment
Year ended December 31, 2012

52-1757445

| Organization Name | To Be Pd | Street Address | City Address | State | Zip Code | Rel. Status | Grant Purpose | Amt Approved |
|--|-------------------------------|----------------|--------------|------------|----------|-------------|--------------------|------------------|
| University of Minnesota | 15-Jan-13 200 Oak Street SE | Minneapolis | MN | 55455-2010 | N/A | 501c3 | School of Music | \$15,000 |
| Page Education Foundation | 15-Jan-13 P.O. Box 581254 | Minneapolis | MN | 55458-1254 | N/A | 501c3 | scholarships | \$20,000 |
| Amherst College | 31-Jan-13 P.O. Box 5000 | Amherst | MA | 01002-5000 | N/A | 501c3 | Annual Fund | \$10,000 |
| Chemical Heritage Foundation | 31-Jan-13 315 Chestnut Street | Philadelphia | PA | 19106-2702 | N/A | 501c3 | women in chemistry | \$6,000 |
| University of Minnesota | 15-Jul-13 200 Oak Street SE | Minneapolis | MN | 55455-2010 | N/A | 501c3 | school of music | \$5,000 |
| Coalition for Buzzards Bay | 11-Dec-13 114 Front Street | New Bedford | MA | 02740 | N/A | 501c3 | Westport River | \$50,000 |
| University of Minnesota | 15-Jan-14 200 Oak Street SE | Minneapolis | MN | 55455-2010 | N/A | 501c3 | School of Music | \$15,000 |
| University of Minnesota | 15-Jul-14 200 Oak Street SE | Minneapolis | MN | 55455-2010 | N/A | 501c3 | School of Music | \$5,000 |
| Coalition for Buzzards Bay | 11-Dec-14 114 Front Street | New Bedford | MA | 02740 | N/A | 501c3 | Westport River | \$50,000 |
| University of Minnesota | 15-Jan-15 200 Oak Street SE | Minneapolis | MN | 55455-2010 | N/A | 501c3 | School of Music | \$15,000 |
| Total Approved for future payment | | | | | | | | \$191,000 |

EXPENDITURE RESPONSIBILITY REPORT [FINAL]

Name and Address of Grantee: SustainaFest, 222 Severn Avenue, Suite 48, Annapolis, MD 21403, www.SustainaFest.org

Date and Amount of Grant: September 22, 2012 for \$15,000

Purpose of the Grant: To assist SustainaFest's launch events on October 6, 2012 with a charitable mission to leverage the power of art and entertainment to educate and engage people of all ages and interests to take action in their everyday lives to strengthen our community, improve our environment, and support our local economy.

Amounts expended by the grantee (based on the most recent report received from the grantee): \$15,000

Whether, to the knowledge of the grantor private foundation, the grantee has diverted any funds from the purpose of the grant: To the Foundation's knowledge, no funds were diverted.

Dates of any reports received from the grantee: November 29, 2012 via email summarizing the event and indicating all funds were expended.

Date and results of any verification of the grantee's reports undertaken by or at the direction of the grantor private foundation: Members of the Foundation attended the launch events and witnessed firsthand the numerous successful activities ~~as reflected in the attached summary~~ of the event.

A COPY OF THE EXPENDITURE RESPONSIBILITY AGREEMENT SIGNED WITH THIS ORGANIZATION IS AVAILABLE FOR REVIEW AS ARE ALL REPORTS FILED BY THIS ORGANIZATION.

Rathmann Family Foundation
Form 990-PF, Part IX-A- Summary of Direct Charitable Activities
Year Ended December 31, 2012 **52-1757445**

In addition to its grants to various non-profits, the Foundation continued to conduct one charitable activity directly during 2012: the research and studies necessary to establish the basis for and the underlying science behind the creation of a non-profit public charity entitled the Carbon Cycle Institute (CCI). The research and studies have established a number of scientifically validated best management practices (BMP's) for soil carbon management that, if applied globally, could have far-reaching effects on our planet and are beneficial to Earth's climate. The work has spawned, among other things, a local pilot program to enhance soil carbon through application of organic soil amendments as a means to mitigate GHG emissions from new development projects.

The purpose of CCI is to teach and disseminate educational material to the public, including but not limited to, developing and replicating working models and strategies that positively impact the earth's carbon cycles and climate while also providing sound economics for agriculture, which produces our food, fuel, and fiber. It is also to be the standard bearer for these models and provide the stamp of approval via branding for the proper implementation of the CCI protocols.

- If you are filing for an **Additional (Not Automatic) 3-Month Extension**, complete only Part II and check this box.
- Note. Only complete Part II if you have already been granted an automatic 3-month extension on a previously filed Form 8868.
- If you are filing for an **Automatic 3-Month Extension**, complete only Part I (on page 1).

Part II Additional (Not Automatic) 3-Month Extension of Time. Only file the original (no copies needed).

Enter filer's identifying number, see instructions

| | | |
|---|---|--|
| Type or print File by the due date for filing your return. See instructions. | Name of exempt organization or other filer, see instructions RATHMANN FAMILY FOUNDATION | Employer identification number (EIN) or 52-1757445 |
| | Number, street, and room or suite no. If a P.O. box, see instructions. PMB #352, 1290 BAY DALE DRIVE | Social security number (SSN) |
| | City, town or post office, state, and ZIP code. For a foreign address, see instructions. ARNOLD, MD 21012 | |
| | | |

Enter the Return code for the return that this application is for (file a separate application for each return)

0 4

| Application Is For | Return Code | Application Is For | Return Code |
|--|-------------|--------------------|-------------|
| Form 990 or Form 990-EZ | 01 | | |
| Form 990-BL | 02 | Form 1041-A | 08 |
| Form 4720 (Individual) | 03 | Form 4720 | 09 |
| Form 990-PF | 04 | Form 5227 | 10 |
| Form 990-T (sec. 401(a) or 408(a) trust) | 05 | Form 6069 | 11 |
| Form 990-T (trust other than above) | 06 | Form 8870 | 12 |

STOP! Do not complete Part II if you were not already granted an automatic 3-month extension on a previously filed Form 8868.

THE FOUNDATION

- The books are in the care of ► PMB #352, 1290 BAY DALE DRIVE - ARNOLD, MD 21012
Telephone No. ► 410-349-2376 FAX No. ► _____
- If the organization does not have an office or place of business in the United States, check this box ►
- If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) _____. If this is for the whole group, check this box ► . If it is for part of the group, check this box ► and attach a list with the names and EINs of all members the extension is for.

ADDITIONAL TIME IS NEEDED TO FILE A COMPLETE AND ACCURATE TAX RETURN.

| | | | | |
|-----------|---|-----------|----|----------------|
| 8a | If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions. | 8a | \$ | 17,323. |
| b | If this application is for Form 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit and any amount paid previously with Form 8868. | 8b | \$ | 34,998. |
| c | Balance due. Subtract line 8b from line 8a. Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions. | 8c | \$ | 0. |

Signature and Verification must be completed for Part II only.

Under penalties of perjury, I declare that I have examined this form, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete, and that I am authorized to prepare this form.

Signature ► R H SA Title ► CPA

Date ► 8-12-13

Form 8868 (Rev. 1-2013)