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Form **990-PF**

Return of Private Foundation

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

Department of the Treasury
Internal Revenue Service

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

OMB No 1545-0052

2012

Open to Public Inspection

For calendar year 2012 or tax year beginning

, 2012, and ending

, 20

Name of foundation MITCHELL P. RALES FAMILY FOUNDATION		A Employer identification number 54-1739159
Number and street (or P O box number if mail is not delivered to street address) 8404 PARHAM COURT		B Telephone number (see instructions) (202) 828-0060
City or town, state, and ZIP code MCLEAN, VA 22102		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) \$ 2,652,203. J Accounting method: <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____ (Part I, column (d) must be on cash basis)		F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions).)		(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 (attach schedule)				
2	Check <input checked="" type="checkbox"/> if the foundation is not required to attach Sch B				
3	Interest on savings and temporary cash investments	377.	377.		ATCH 1
4	Dividends and interest from securities	1,947.	1,947.		ATCH 2
5a	Gross rents				
b	Net rental income or (loss)				
6a	Net gain or (loss) from sale of assets not on line 10	50,263.			
b	Gross sales price for all assets on line 6a	50,353.			
7	Capital gain net income (from Part IV, line 2)		50,353.		
8	Net short-term capital gain			21.	
9	Income modifications				
10a	Gross sales less returns and allowances				
b	Less: Cost of goods sold				
c	Gross profit or (loss) (attach schedule)				
11	Other income (attach schedule) ATCH 3	13,345.	7.		
12	Total. Add lines 1 through 11	65,932.	52,684.	21.	
13	Compensation of officers, directors, trustees, etc.	0			
14	Other employee salaries and wages				
15	Pension plans, employee benefits				
16a	Legal fees (attach schedule) ATCH 4	3,619.	1,810.		1,809.
b	Accounting fees (attach schedule) ATCH 5	1,643.	821.		822.
c	Other professional fees (attach schedule)				
17	Interest	17.	1.		
18	Taxes (attach schedule) (see instructions) ATCH 6	2,776.			
19	Depreciation (attach schedule) and depletion				
20	Occupancy				
21	Travel, conferences, and meetings				
22	Printing and publications				
23	Other expenses (attach schedule) ATCH 7	13,652.	8,877.		217.
24	Total operating and administrative expenses. Add lines 13 through 23	21,707.	11,509.		2,848.
25	Contributions, gifts, grants paid	2,456,940.			2,456,940.
26	Total expenses and disbursements. Add lines 24 and 25	2,478,647.	11,509.	0	2,459,788.
27	Subtract line 26 from line 12.				
a	Excess of revenue over expenses and disbursements	-2,412,715.			
b	Net investment income (if negative, enter -0-)		41,175.		
c	Adjusted net income (if negative, enter -0-)			21.	

JSA For Paperwork Reduction Act Notice, see instructions.

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54-1739159

Form 990-PF (2012)

PAGE 22

614

Part II Balance Sheets		Beginning of year	End of year	
			(a) Book Value	(b) Book Value
Assets	1 Cash - non-interest-bearing	233,748.	710,493.	710,493.
	2 Savings and temporary cash investments			
	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 (attach schedule) (see instructions)			
	7 Other notes and loans receivable (attach schedule) ▶			
	Less: allowance for doubtful accounts ▶			
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges			
	10 a Investments - U S and state government obligations (attach schedule),			
	b Investments - corporate stock (attach schedule) ATCH 8	4,298,782.	1,539,557.	1,539,557.
	c Investments - corporate bonds (attach schedule),			
	11 Investments - land, buildings, and equipment basis			
Liabilities	Less: accumulated depreciation ▶ (attach schedule)			
	12 Investments - mortgage loans			
	13 Investments - other (attach schedule) ATCH 9	440,902.	402,153.	402,153.
	14 Land, buildings, and equipment basis			
	Less: accumulated depreciation ▶ (attach schedule)			
	15 Other assets (describe ▶)			
	16 Total assets (to be completed by all filers - see the instructions. Also, see page 1, item I)	4,973,432.	2,652,203.	2,652,203.
	17 Accounts payable and accrued expenses			
	18 Grants payable			
	19 Deferred revenue			
Net Assets or Fund Balances	20 Loans from officers, directors, trustees, and other disqualified persons			
	21 Mortgages and other notes payable (attach schedule)			
	22 Other liabilities (describe ▶)			
	23 Total liabilities (add lines 17 through 22)	0	0	
	Foundations that follow SFAS 117, check here ▶ <input type="checkbox"/> and complete lines 24 through 26 and lines 30 and 31.			
	24 Unrestricted			
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. ▶ <input checked="" type="checkbox"/> X			
	27 Capital stock, trust principal, or current funds			
	28 Paid-in or capital surplus, or land, bldg, and equipment fund	4,973,432.	2,652,203.	
	29 Retained earnings, accumulated income, endowment, or other funds			
	30 Total net assets or fund balances (see instructions)	4,973,432.	2,652,203.	
	31 Total liabilities and net assets/fund balances (see instructions)	4,973,432.	2,652,203.	

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	4,973,432.
2 Enter amount from Part I, line 27a	2	-2,412,715.
3 Other increases not included in line 2 (itemize) ▶ ATCH 10	3	91,486.
4 Add lines 1, 2, and 3	4	2,652,203.
5 Decreases not included in line 2 (itemize) ▶	5	
6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	2,652,203.

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 SEE PART IV SCHEDULE					
b					
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					
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					
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	50,353.	
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) (see instructions) If (loss), enter -0- in Part I, line 8			3	21.	

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	1,467,704.	5,145,256.	0.285254
2010	2,639,895.	6,865,609.	0.384510
2009	18,601,640.	14,128,518.	1.316602
2008	20,754,825.	43,984,430.	0.471868
2007	3,439,140.	64,798,633.	0.053074
2 Total of line 1, column (d)			2 2.511308
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 0.502262
4 Enter the net value of noncharitable-use assets for 2012 from Part X, line 5			4 3,386,930.
5 Multiply line 4 by line 3			5 1,701,126.
6 Enter 1% of net investment income (1% of Part I, line 27b)			6 412.
7 Add lines 5 and 6			7 1,701,538.
8 Enter qualifying distributions from Part XII, line 4 If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate. See the Part VI instructions.			8 2,459,788.

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		1	412.
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			
c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b)			
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		2	
3 Add lines 1 and 2		3	412.
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	412.
6 Credits/Payments			
a 2012 estimated tax payments and 2011 overpayment credited to 2012	6a 11,563.		
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	11,563.
8 Enter any penalty for underpayment of estimated tax. Check here <input type="checkbox"/> if Form 2220 is attached		8	
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed		9	
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid		10	11,151.
11 Enter the amount of line 10 to be. Credited to 2013 estimated tax <input checked="" type="checkbox"/> 11,151. Refunded <input 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 the definition)?		X
If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities		
c Did the foundation file Form 1120-POL for this year?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation <input checked="" type="checkbox"/> \$ _____ (2) On foundation managers <input checked="" type="checkbox"/> \$ _____		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers <input checked="" type="checkbox"/> \$ _____		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS?		X
If "Yes," attach a detailed description of the activities.		
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes		X
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?	X	
b If "Yes," has it filed a tax return on Form 990-T for this year?	X	
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? ATCH 11	X	
If "Yes," attach the statement required by General Instruction T		
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	X	
7 Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col. (c), and Part XV	X	
8a Enter the states to which the foundation reports or with which it is registered (see instructions) <input checked="" type="checkbox"/> VA, _____		
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?	13	X	
Website address ▶ N/A				
14	The books are in care of ▶ MICHAEL G. RYAN	Telephone no ▶	202-828-0060	
Located at ▶ 8404 PARHAM COURT MCLEAN, VA		ZIP+4 ▶	22102	
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here	15		
and enter the amount of tax-exempt interest received or accrued during the year ▶				
16	At any time during calendar year 2012, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country?	16	Yes	No
See the instructions for exceptions and filing requirements for Form TD F 90-22.1 If "Yes," enter the name of the foreign country ▶				

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

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

		Yes	No
1a	During the year did the foundation (either directly or indirectly)		
(1)	Engage in the sale or exchange, or leasing of property with a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(2)	Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(3)	Furnish goods, services, or facilities to (or accept them from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(4)	Pay compensation to, or pay or reimburse the expenses of, a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(5)	Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(6)	Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days) <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b	If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)?	1b	
Organizations relying on a current notice regarding disaster assistance check here ▶ <input type="checkbox"/>			
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)	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)	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)? (see instructions) ☐ Yes ☒ No
- (5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? ☐ Yes ☒ No

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

Organizations relying on a current notice regarding disaster assistance check here ☐

5b

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

☐ Yes ☐ No

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

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

☐ Yes ☒ No

6b

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

If "Yes" to 6b, file Form 8870.

7b

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?

Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors

1 List all officers, directors, trustees, foundation managers and their compensation (see instructions).

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

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

(a) Name and address of each employee paid more than \$50,000	(b) Title, and average hours per week devoted to position	(c) Compensation	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
NONE		0	0	0

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

Form 990-PF (2012)

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

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
NONE		0
Total number of others receiving over \$50,000 for professional services		

Part IX-A Summary of Direct Charitable Activities

List the foundation's four largest direct charitable activities during the tax year. Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc.

	Expenses
1 FOUNDATION MAKES CASH CONTRIBUTIONS TO PRE-SELECTED CHARITABLE ORGANIZATIONS	2,456,925.
2	
3	
4	

Part IX-B Summary of Program-Related Investments (see instructions)

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

	Amount
1 NOT APPLICABLE	
2	
All other program-related investments See instructions	
3 NONE	
Total. Add lines 1 through 3	

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	1,505,233.
b	Average of monthly cash balances	1b	1,511,748.
c	Fair market value of all other assets (see instructions)	1c	421,527.
d	Total (add lines 1a, b, and c)	1d	3,438,508.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	
2	Acquisition indebtedness applicable to line 1 assets	2	
3	Subtract line 2 from line 1d	3	3,438,508.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	51,578.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	3,386,930.
6	Minimum investment return. Enter 5% of line 5	6	169,347.

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	169,347.
2a	Tax on investment income for 2012 from Part VI, line 5	2a	412.
b	Income tax for 2012 (This does not include the tax from Part VI)	2b	
c	Add lines 2a and 2b	2c	412.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	168,935.
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	168,935.
6	Deduction from distributable amount (see instructions)	6	
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	168,935.

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	2,459,788.
b	Program-related investments - total from Part IX-B	1b	
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	2,459,788.
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 (see instructions)	5	412.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	2,459,376.

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)

Page 9

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				168,935.
2 Undistributed income, if any, as of the end of 2012				
a Enter amount for 2011 only				
b Total for prior years 20 10 20 09 20 08				
3 Excess distributions carryover, if any, to 2012				
a From 2007				308,388.
b From 2008				18,558,753.
c From 2009				17,920,933.
d From 2010				2,297,119.
e From 2011				1,210,441.
f Total of lines 3a through e	40,295,634.			
4 Qualifying distributions for 2012 from Part XII, line 4. ► \$ 2,459,788.				
a Applied to 2011, but not more than line 2a				
b Applied to undistributed income of prior years (Election required - see instructions)				
c Treated as distributions out of corpus (Election required - see instructions)				
d Applied to 2012 distributable amount				168,935.
e Remaining amount distributed out of corpus	2,290,853.			
5 Excess distributions carryover applied to 2012 (If an amount appears in column (d), the same amount must be shown in column (a))				
6 Enter the net total of each column as indicated below:				
a Corpus. Add lines 3f, 4c, and 4e. Subtract line 5	42,586,487.			
b Prior years' undistributed income Subtract line 4b from line 2b				
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed				
d Subtract line 6c from line 6b Taxable amount - see instructions				
e Undistributed income for 2011 Subtract line 4a from line 2a. Taxable amount - see instructions				
f Undistributed income for 2012 Subtract lines 4d and 5 from line 1. This amount must be distributed in 2013				
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)				
8 Excess distributions carryover from 2007 not applied on line 5 or line 7 (see instructions)	308,388.			
9 Excess distributions carryover to 2013. Subtract lines 7 and 8 from line 6a	42,278,099.			
10 Analysis of line 9:				
a Excess from 2008	18,558,753.			
b Excess from 2009	17,920,933.			
c Excess from 2010	2,297,119.			
d Excess from 2011	1,210,441.			
e Excess from 2012	2,290,853.			

Form 990-PF (2012)

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

NOT APPLICABLE

1a 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)

2a 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))

MITCHELL P. RALES

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

3 Grants and Contributions Paid During the Year or Approved for Future Payment

Form 990-PF (2012)

Enter gross amounts unless otherwise indicated

Enter gross amounts unless otherwise indicated		Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See instructions)
		(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
1 Program service revenue:						
a _____						
b _____						
c _____						
d _____						
e _____						
f _____						
g Fees and contracts from government agencies						
2 Membership dues and assessments						
3 Interest on savings and temporary cash investments				14	377.	
4 Dividends and interest from securities				14	1,947.	
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		900099	13,338.	14	7.	
8 Gain or (loss) from sales of assets other than inventory		900099	-90.	18	50,353.	
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)			13,248.		52,684.	
13 Total. Add line 12, columns (b), (d), and (e)						65,932.

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

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). (See instructions)
▼	

[illegible]

- If you are filing for an **Additional (Not Automatic) 3-Month Extension**, complete only **Part II** and check this box ☒ **X**
- 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).

Type or print File by the due date for filing your return. See instructions	Enter filer's identifying number, see instructions	
	Name of exempt organization or other filer, see instructions	Employer identification number (EIN) or
	MITCHELL P. RALES FAMILY FOUNDATION	54-1739159
	Number, street, and room or suite no. If a P.O. box, see instructions.	Social security number (SSN)
	8404 PARHAM COURT	
	City, town or post office, state, and ZIP code. For a foreign address, see instructions.	
	MCLEAN, VA 22102	

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.**MICHAEL G. RYAN**

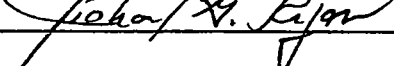
- The books are in the care of **8404 PARHAM COURT, MCLEAN, VA - 22102**
Telephone No. **202-828-0060** FAX No. _____
- If the organization does not have an office or place of business in the United States, check this box ☐
- If this is for a Group Return, enter the organization's four digit Group Exemption 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.

- I request an additional 3-month extension of time until **NOVEMBER 15, 2013.**
- For calendar year **2012**, or other tax year beginning _____, and ending _____
- If the tax year entered in line 5 is for less than 12 months, check reason: ☐ Initial return ☐ Final return
☐ Change in accounting period
- State in detail why you need the extension
ADDITIONAL TIME IS NEEDED TO GATHER INFORMATION NECESSARY TO FILE A COMPLETE AND ACCURATE 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	\$	0.
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	\$	11,563.
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  Title **PRESIDENT** Date **8/14/13**

Form 8868 (Rev. 1-2013)

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FORM 990-PF - PART IV
CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
3,286.		GAIN ON JUNIPER NETWORKS SECURITIES PROPERTY TYPE: SECURITIES				P	01/01/2011	02/22/2012
							3,286.	
108.		GAIN ON APPLE PROPERTY TYPE: SECURITIES				P	01/01/2011	10/19/2012
							108.	
46,938.		FROM PARTNERSHIP-ACCOLADE PARTNERS PROPERTY TYPE: SECURITIES				P	01/01/2011	12/31/2012
							46,938.	
21.		FROM PARTNERSHIP-ACCOLADE PARTNERS PROPERTY TYPE: SECURITIES				P	01/01/2012	06/30/2012
							21.	
TOTAL GAIN (LOSS)							<u>50,353.</u>	

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

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>
FROM PARTNERSHIP K-1 - ACCOLADE	337.	337.
FROM PARTNERSHIP K-1 - JUST SALAD	31.	31.
INTEREST INCOME - GOLDMAN SACHS	9.	9.
TOTAL	<u>377.</u>	<u>377.</u>

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

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>
FROM PARTNERSHIP K-1 - ACCOLADE MORGAN STANLEY	1,801. 146.	1,801. 146.
TOTAL	<u>1,947.</u>	<u>1,947.</u>

ATTACHMENT 3

FORM 990PF, PART I - OTHER INCOME

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
PARTNERSHIP INCOME - ACCOLADE	-257.	7.
PARTNERSHIP INCOME - JUST SALAD	13,602.	
TOTALS	<u>13,345.</u>	<u>7.</u>

ATTACHMENT 4FORM 990PF, PART I - LEGAL FEES

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>	<u>ADJUSTED NET INCOME</u>	<u>CHARITABLE PURPOSES</u>
DLA PIPER LLP	3,619.	1,810.		1,809.
TOTALS	<u>3,619.</u>	<u>1,810.</u>		<u>1,809.</u>

ATTACHMENT 5FORM 990PF, PART I - ACCOUNTING FEES

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>	<u>ADJUSTED NET INCOME</u>	<u>CHARITABLE PURPOSES</u>
ALVAREZ & MARSAL TAXAND LLC	1,643.	821.		822.
TOTALS	<u>1,643.</u>	<u>821.</u>		<u>822.</u>

ATTACHMENT 6FORM 990PF, PART I - TAXES

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>
INCOME TAX	2,774.
FOREIGN TAX	2.
TOTALS	<u>2,776.</u>

ATTACHMENT 7FORM 990PF, PART I - OTHER EXPENSES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	CHARITABLE PURPOSES
PORTFOLIO DEDUCTIONS	8,661.	8,660.	
OTHER EXPENSE	434.	217.	
FROM K-1 - SECTION 179	4,557.		217.
TOTALS	<u>13,652.</u>	<u>8,877.</u>	<u>217.</u>

FORM 990PF, PART II - CORPORATE STOCKATTACHMENT 8

<u>DESCRIPTION</u>	<u>ENDING BOOK VALUE</u>	<u>ENDING FMV</u>
GOLDMAN DISTRESSED FUN	863,872.	863,872.
DUNE CAPITAL LTD	527,227.	527,227.
NET RETURN FUND LTD	148,458.	148,458.
TOTALS	<u>1,539,557.</u>	<u>1,539,557.</u>

ATTACHMENT 9FORM 990PF, PART II - OTHER INVESTMENTS

<u>DESCRIPTION</u>	<u>ENDING BOOK VALUE</u>	<u>ENDING FMV</u>
ACCOLADE PARTNERS	191,113.	191,113.
INVESTMENT IN ARTWORK	120,000.	120,000.
JER REAL ESTATE PARTNERS II		
JUST SALAD LLC	91,040.	91,040.
TOTALS	<u>402,153.</u>	<u>402,153.</u>

ATTACHMENT 10FORM 990PF, PART III - OTHER INCREASES IN NET WORTH OR FUND BALANCES

<u>DESCRIPTION</u>	<u>AMOUNT</u>
CHANGE IN MARKET VALUE OF INVESTMENTS	88,497.
SCHEDULE M-1S FROM PARTNERSHIPS	2,989.
TOTAL	<u>91,486.</u>

ATTACHMENT 11FORM 990PF, PART VII-A - LIQUIDATION, TERMINATION, ETC. STATEMENT

THE ASSETS HAVE DECREASED AS PART OF THE NORMAL ACTIVITIES OF THE FOUNDATION. THE FOUNDATION EXPECTS TO CONTINUE OPERATING IN THE FUTURE.

MITCHELL P. RALES FAMILY FOUNDATION

54-1739159

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

<u>NAME AND ADDRESS</u>	<u>TITLE AND AVERAGE HOURS PER WEEK DEVOTED TO POSITION</u>	<u>COMPENSATION</u>	<u>CONTRIBUTIONS TO EMPLOYEE BENEFIT PLANS</u>	<u>EXPENSE ACCT AND OTHER ALLOWANCES</u>
MITCHELL P. RALES 2200 PENNSYLVANIA AVE. NW, STE 800W WASHINGTON, DC 20037	CHAIRMAN/DIRECTOR 1.00	0	0	0
MICHAEL G. RYAN 2200 PENNSYLVANIA AVE. NW, STE 800W WASHINGTON, DC 20037	PRESIDENT 1.00	0	0	0
JOSEPH O. BUNTING, III 2200 PENNSYLVANIA AVE. NW, STE 800W WASHINGTON, DC 20037	VICE PRESIDENT 1.00	0	0	0
TERESA L.C. BALDWIN 2200 PENNSYLVANIA AVE. NW, STE 800W WASHINGTON, DC 20037	SECRETARY/TREASURER 1.00	0	0	0
GRAND TOTALS		0	0	0

Part XV - 3 (a)

Part I Col (a) - Contributions, Gifts and Grants Paid

Name	Class of Activity or Purpose	Descr of Property	Relationship	Status	Cost or FMV	Date
BREAST CANCER MEDICINE SERVICE - MSKCC	Medical Research/General Support	Cash	None	Public Charity, § 170(b)(1)(A)(iii)	75,000.00	1/5/12
VIRGINIA ATHLETICS FOUNDATION	Educational Support	Cash	None	Public Charity, § 170(b)(1)(A)(vi)	5,000.00	1/27/12
REHABILITATION INSTITUTE OF CHICAGO	Medical Research/General Support	Cash	None	Public Charity, § 170(b)(1)(A)(iii)	1,000.00	2/20/12
THE SEED FOUNDATION	Educational Support	Cash	None	Public Charity, § 170(b)(1)(A)(vi)	500.00	2/24/12
JUVENILE DIABETES RESEARCH FOUNDATION	Medical Research/General Support	Cash	None	Public Charity, § 170(b)(1)(A)(vi)	5,000.00	4/6/12
MOUNT DESERT ISLAND HOSPITAL	Medical Research/General Support	Cash	None	Public Charity, § 170(b)(1)(A)(iii)	50,000.00	4/13/12
MIAMI UNIVERSITY FOUNDATION	Medical Research/General Support	Cash	None	Public Charity, § 170(b)(1)(A)(iv)	28,000.00	4/13/12
RIDE ACROSS MARYLAND FOUNDATION, INC.	Educational Support	Cash	None	Public Charity, § 170(b)(1)(A)(vi)	1,000.00	4/27/12
FRIENDS OF ACADIA	General Support	Cash	None	Public Charity, § 170(b)(1)(A)(vi)	10,000.00	5/11/12
THE SEED FOUNDATION	Educational Support	Cash	None	Public Charity, § 170(b)(1)(A)(vi)	1,000,000.00	5/10/12
MIAMI UNIVERSITY FOUNDATION	Educational Support	Cash	None	Public Charity, § 170(b)(1)(A)(iv)	1,000,000.00	6/5/12
FRIENDS OF ACADIA	General Support	Cash	None	Public Charity, § 170(b)(1)(A)(vi)	1,000.00	6/8/12
UMUNT EDUCATION FUND	General Support	Cash	None	Public Charity, § 170(b)(1)(A)(vi)	5,000.00	7/9/12
MOUNT DESERT ISLAND HISTORICAL SOCIETY	General Support	Cash	None	Public Charity, § 170(b)(1)(A)(vi)	125.00	7/9/12
COLLEGE OF THE ATLANTIC	Educational Support	Cash	None	Public Charity, § 170(b)(1)(A)(ii)	2,500.00	7/9/12
ISLAND HOUSING TRUST	General Support	Cash	None	Public Charity, § 509(a)(2)	10,000.00	7/9/12
THE NEIGHBORHOOD HOUSE	General Support	Cash	None	Public Charity, § 170(b)(1)(A)(vi)	2,500.00	7/9/12
NORTHEAST HARBOR LIBRARY	General Support	Cash	None	Public Charity, § 170(b)(1)(A)(vi)	5,000.00	7/9/12
MAINE COAST HERITAGE TRUST	General Support	Cash	None	Public Charity, § 170(b)(1)(A)(vi)	5,000.00	7/9/12
MOUNT DESERT FIRE & RESCUE ASSOCIATIO	General Support	Cash	None	Public Charity, § 170(b)(1)(A)(vi)	2,500.00	7/9/12
MOUNT DESERT POLICE ASSOCIATION	General Support	Cash	None	Public Charity, § 509(a)(2)	2,500.00	7/9/12
SUPER LEADERS	General Support	Cash	None	Public Charity	5,000.00	7/25/12
ALPINE CHILDREN'S CHARITY	General Support	Cash	None	Public Charity, § 170(b)(1)(A)(vi)	1,000.00	8/31/12
GOODWILL OF GREATER WASHINGTON	General Support	Cash	None	Public Charity, § 509(a)(2)	5,500.00	8/6/12
NATIONAL GALLERY OF ART	Support the Arts	Cash	None	Public Charity, § 170(b)(1)(A)(vi)	30,000.00	8/14/12
VIRGINIA ATHLETICS FOUNDATION	Educational Support	Cash	None	Public Charity, § 170(b)(1)(A)(vi)	40,000.00	8/27/12
UNIVERSITY OF VIRGINIA	Educational Support	Cash	None	Public Charity, § 170(b)(1)(A)(iv)	15,000.00	9/5/12
MOUNT DESERT ISLAND HOSPITAL	Medical Research/General Support	Cash	None	Public Charity, § 170(b)(1)(A)(iii)	10,000.00	9/5/12
FIGHT FOR CHILDREN	General Support	Cash	None	Public Charity, § 170(b)(1)(A)(vi)	23,800.00	9/19/12
JOHNS HOPKINS UNIVERSITY	Medical Research/General Support	Cash	None	Public Charity, § 170(b)(1)(A)(ii)	20,000.00	10/11/12
MIAMI UNIVERSITY FOUNDATION	Educational Support	Cash	None	Public Charity, § 170(b)(1)(A)(iv)	20,000.00	12/10/12
BREAST CANCER MEDICINE SERVICE - MSKCC	Medical Research/General Support	Cash	None	Public Charity, § 170(b)(1)(A)(iii)	75,000.00	12/17/12
FROM K-1					15.00	

TOTAL

2.456.940