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Form **990-PF**Department of the Treasury Internal Revenue Service

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

Treated as a Private Foundation

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

OMB No 1545-0052

2012

Open to public Inspection

For calendar year 2012 or tax year beginning and ending Name of foundation A Employer identification number THE MARION & ROBERT ROSENTHAL FAMILY 54-1740285 FOUNDATION Room/suite Number and street (or P O box number if mail is not delivered to street address) 8 Telephone number C/O DONALD BAVELY, 1902 ASSOCIATION DR. 703-553-4300 City or town, state, and ZIP code C If exemption application is pending, check here RESTON, VA 20191 G Check all that apply: Initial return Initial return of a former public charity D 1. Foreign organizations, check here Final return Amended return Foreign organizations meeting the 85% test, check here and attach computation Address change Name change H Check type of organization: Section 501(c)(3) exempt private foundation E If private foundation status was terminated Section 4947(a)(1) nonexempt charitable trust _____ Other taxable private foundation under section 507(b)(1)(A), check here I Fair market value of all assets at end of year | J Accounting method: | X Cash Accrual If the foundation is in a 60-month termination (from Part II, col. (c), line 16) Other (specify) under section 507(b)(1)(B), check here 7,253,603. (Part I, column (d) must be on cash basis.) ▶\$ Part | Analysis of Revenue and Expenses (d) Disbursements for charitable purposes (c) Adjusted net (a) Revenue and (b) Net investment (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a)) expenses per books income income (cash basis only) 3,926,069 N/A Contributions, gifts, grants, etc., received if the foundation is not required to attach Sch. B. 2 Interest on savings and temporary cash investments Dividends and interest from securities 75,636 52,724 STATEMENT 5a Gross rents b Net rental income or (loss) 713,550 6a Net gain or (loss) from sale of assets not on line 10 Gross sales price for all assets on line 6a 911,741. 713,550 Capital gain net income (from Part IV, line 2) Net short-term capital gain Income modifications 10a Gross sales less returns and allowances b Less Cost of goods sold c Gross profit or (loss) <8,877.> 11 Other income <8,877. STATEMENT 4,706,378 757,397. 12 Total. Add lines 1 through 11 33,000 0. 0. 13 Compensation of officers, directors, trustees, etc Other employee salaries and wage Pension plans, employee benefits 14 15 Expenses 16a Legal fees b Accounting teesp 2 4 2013 ST c Other-p ofessional fees 3 3,500 0. 0. Administrative 17 Interest OGDEN, UT 13,015 0. 0. 18 Taxes 19 Depreciation and depletion 20 Occupancy 21 Travel, conferences, and meetings 22 Printing and publications STMT 5 50,690 37,035 0. 23 Other expenses Operating 24 Total operating and administrative expenses. Add lines 13 through 23 100,205 37,035 1,534,506 1,534,506. 25 Contributions, gifts, grants paid 26 Total expenses and disbursements. 1,534,506. 1,634,711 37,035 Add lines 24 and 25 27 Subtract line 26 from line 12: 3,071,667 a Excess of revenue over expenses and disbursements 720,362. b Net investment income (if negative, enter -0-) N/A c Adjusted net income (if negative, enter -0-)

Form **990-PF** (2012)

THE MARION & ROBERT ROSENTHAL FAMILY FOUNDATION

1 Data invariance 1 Data Da	For	m <u>9</u> 9	0-PF (2012) FOUNDATION		54-1	L740285 Page 2
Cash - non-interest-bearing	P	art	Balance Sheets Attached schedules and amounts in the description	Beginning of year		
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	0	TOTA	thet assets of fund balances at end of year time 4 minus line 3) - Part it, con	unin (D), inte OO		Form 990-PF (2012)

54-1740285 Form 990-PF (2012) FOUNDATION Page 3 Capital Gains and Losses for Tax on Investment Income Part IV (b) How acquired (c) Date acquired (d) Date sold (a) List and describe the kind(s) of property sold (e.g., real estate, P - Purchase D - Donation (mo., day, yr.) 2-story brick warehouse; or common stock, 200 shs. MLC Co.) (mo., day, yr.) 1a SEE ATTACHED STATEMENT b C d (g) Cost or other basis (h) Gain or (loss) (f) Depreciation allowed (e) Gross sales price (or allowable) plus expense of sale (e) plus (f) minus (g) a b C d 713,550 911,741 198,191 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 (j) Adjusted basis (k) Excess of col. (I) Losses (from col. (h)) (i) F.M.V. as of 12/31/69 as of 12/31/69 over col. (j), if any а b C d 713,550. е If gain, also enter in Part I, line 7 713,550. 2 Capital gain net income or (net capital loss) If (loss), enter -0- in Part I, line 7 2 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). N/A If (loss), enter -0- in Part I, line 8 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. Yes X No Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period? If "Yes," the foundation does not qualify under section 4940(e). Do not complete this part. 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) (d)
Distribution ratio
(col. (b) divided by col. (c)) (c) Adjusted qualifying distributions Net value of noncharitable-use assets 3,418,140 1,265,202 .370143 2011 .220798 940,985. 4,261,739. 2010 3,908,841. 777,383. .198878 2009 5,410,276. 078,358. .199317 2008 944,886 12,807,371 .073777 2007 1.062913 2 2 Total of line 1, column (d) Average distribution ratio for the 5-year base period - divide the total on line 2 by 5, or by the number of years .212583 the foundation has been in existence if less than 5 years 3 4,714,612. Enter the net value of noncharitable-use assets for 2012 from Part X, line 5 4 1,002,246. Multiply line 4 by line 3 5 7,204. Enter 1% of net investment income (1% of Part I, line 27b) 6 1,009,450. 7 Add lines 5 and 6 7 1,534,506. Enter qualifying distributions from Part XII, line 4 8 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.

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	THE MARION & ROBERT ROSENTHAL FAMILY	- A 17A	120 E	,	O 4
	(0 1: 4040() 4040() 4040()	54-1740 348 - See			Page 4
		10 300		01101	,
1a	Exempt operating foundations described in section 4940(d)(2), check here and enter "N/A" on line 1.				
	Date of ruling or determination letter: (attach copy of letter if necessary-see instructions)			7 2	0.4
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here 🕨 🗶 and enter 1%	1		7,2	U4.
	of Part I, line 27b				
	All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b).				^
	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	2		7 0	<u>0.</u>
-	Add lines 1 and 2	3		7,2	
	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	4			<u>0.</u>
	Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-	5		7,2	04.
	Credits/Payments:				
a	2012 estimated tax payments and 2011 overpayment credited to 2012 6a 10,912.				
b	Exempt foreign organizations - tax withheld at source				
C	: Tax paid with application for extension of time to file (Form 8868) 6c 5,000.	1			
d	Backup withholding erroneously withheld		_		
	Total credits and payments. Add lines 6a through 6d	7	1	<u>5,9</u>	
	Enter any penalty for underpayment of estimated tax. Check here X if Form 2220 is attached	8			<u>5.</u>
	Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9			
	Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	_10		8,7	
	Enter the amount of line 10 to be: Credited to 2013 estimated tax 8,703. Refunded	11			0.
	art VII-A Statements Regarding Activities		T	130	
1a	During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene	.n		Yes	
	any political campaign?		1a		X
b	Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see instructions for definition)?		1b		X
	If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published	d or	}		
	distributed by the foundation in connection with the activities.		1		
-	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:		İ	ĺ	
	(1) On the foundation. ▶ \$ 0 . (2) On foundation managers. ▶ \$				
е	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?		2		X
	If "Yes," attach a detailed description of the activities.		1	İ	
3	Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, o	ſ	Ì		l
	bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes		3		X
	a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		4a		Х
	b If "Yes," has it filed a tax return on Form 990-T for this year?	N/A	4b	<u> </u>	
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year?		5		X
	If "Yes," attach the statement required by General Instruction T		1		
6	Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either:				ļ
	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?		6	X	
7	Did the foundation have at least \$5,000 in assets at any time during the year?		7	X	
	If "Yes," complete Part II, col. (c), and Part XV.				
88	a Enter the states to which the foundation reports or with which it is registered (see instructions) 🕨			1	

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)

year 2012 or the taxable year beginning in 2012 (see instructions for Part XIV)? If "Yes," complete Part XIV

10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses

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

of each state as required by General Instruction G? If "No," attach explanation

Form **990-PF** (2012)

8b

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	990-PF (2012) FOUNDATION 54-1740	<u>)285</u>	[Page 5
	rt 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		<u>X</u>
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		<u>X</u>
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 ▶ DONALD BAVELY Telephone no. ▶ 703-55		<u> 300</u>	
	Located at ► 1902 ASSOCIATION DRIVE, RESTON, VA ZIP+4 ►20	<u>)191</u>		
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here		<i>,</i> ▶	Ш
	and enter the amount of tax-exempt interest received or accrued during the year		/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,	1 1	Yes	No
	securities, or other financial account in a foreign country?	16		<u>X</u>
	See the instructions for exceptions and filing requirements for Form TD F 90-22.1. If "Yes," enter the name of the foreign			
De	country ► art VII-B Statements Regarding Activities for Which Form 4720 May Be Required	—		
Г	File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.	T	Yes	No
1.	During the year did the foundation (either directly or indirectly):			
14	(1) Engage in the sale or exchange, or leasing of property with a disqualified person?			
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from)			
	a disqualified person?			
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?	1		
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? X Yes 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)?			
	(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.)			
t	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		_X_
	Organizations relying on a current notice regarding disaster assistance check here			
(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		<u>X</u>
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)):			
6	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? Yes X No			
	If "Yes," list the years \blacktriangleright			
ı	Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect			
	valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach	,		
	statement - see instructions.) N/A	2b		
(c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here.			
2	a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time			
	during the year?			
	b If "Yes," did it have excess business holdings in 2012 as a result of (1) any purchase by the foundation or disqualified persons after			
•	May 26, 1969; (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose			
	of holdings acquired by gift or bequest; or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? (Use Schedule C,			
	Form 4720, to determine if the foundation had excess business holdings in 2012) N/A	3ь		
4:	a 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

THE MARION & ROBERT ROSENTHAL FAMILY 54-1740285 Form 990-PF (2012) FOUNDATION Page 6 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: Yes X No (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, Yes X No any voter registration drive? Yes X No (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 Yes X No 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 Yes X No 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)? N/A 5b Organizations relying on a current notice regarding disaster assistance check here c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? N/A __ Yes L 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 Yes X No a personal benefit contract? b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? 6b X If "Yes" to 6b, file Form 8870. Yes X No 7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? 7b b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction? Information About Officers. Directors. Trustees. Foundation Managers. Highly Paid Employees, and Contractors 1 List all officers, directors, trustees, foundation managers and their compensation. (c) Compensation (d) Contributions to employee benefit plans and deferred (b) Title, and average hours per week devoted to position (e) Expense account, other (If not paid, enter -0-) (a) Name and address allowances 0 0. 33,000 SEE STATEMENT 9 2 Compensation of five highest-paid employees (other than those included on line 1). If none, enter "NONE." (d) Contributions to employee benefit plans and deferred compensation (b) Title, and average (e) Expense account, other (a) Name and address of each employee paid more than \$50,000 hours per week devoted to position (c) Compensation allowances NONE

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

THE MARION & ROBERT ROSENTHAL FAMILY FOUNDATION

Form 990-PF (2012) FOUNDATION	54-1	1740285 Page 7
Part VIII Information About Officers, Directors, Trustees, Foundation Paid Employees, and Contractors (continued)	ition Managers, Highly	
3 Five highest-paid independent contractors for professional services. If none, ente	r "NONE."	
(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
NONE		
		
	_	
Total number of others receiving over \$50,000 for professional services Part IX-A Summary of Direct Charitable Activities		<u> </u>
List the foundation's four largest direct charitable activities during the tax year. Include relevant statis number of organizations and other beneficiaries served, conferences convened, research papers produced to the conference of the conferenc		Expenses
1N/A	,,,,,,	
2		
3		
-		
4		
Part IX-B Summary of Program-Related Investments		
Describe the two largest program-related investments made by the foundation during the tax year on	lines 1 and 2.	Amount
1 N/A		
		· <u>-</u> · · · ·
2		
All other program-related investments. See instructions. 3		
Total Add lines 1 through 3		0

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Page 8

P	Part X Minimum Investment Return (All domestic foundation	ns must o	omplete this p	oart Foreign four	ndations, s	ee instructions)
1	Fair market value of assets not used (or held for use) directly in carrying out chair	rıtable, etc.	purposes:			
a	and the state of t	•			1a	3,225,583.
b	Average of monthly cash balances				1b	687,614.
	Fair market value of all other assets				1c	873,211.
d	Total (add lines 1a, b, and c)				1d	4,786,408.
	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	4,786,408.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater am	ount, see ii	nstructions)		4	71,796.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here at		•		5	4,714,612.
6	Minimum investment return. Enter 5% of line 5		,		6	235,731.
	Part XI Distributable Amount (see instructions) (Section 4942(j)) foreign organizations check here and do not complete this		5) private opera	ing foundations ar	d certain	
1	Minimum investment return from Part X, line 6				1	235,731.
2a		2a		7,204.		
b		2b		•	.]	
					2c	7,204.
3	Distributable amount before adjustments. Subtract line 2c from line 1				3	228,527.
4	Recoveries of amounts treated as qualifying distributions				4	0.
5	Add lines 3 and 4				5	228,527.
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, I	ne 1		7	228,527.
Ρ	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	1,534,506.
b					1b	<u> </u>
2	Amounts paid to acquire assets used (or held for use) directly in carrying out ch	arıtable, et	., purposes		2	
3	Amounts set aside for specific charitable projects that satisfy the:					
a	Suitability test (prior IRS approval required)				3a	
þ	Cash distribution test (attach the required schedule)				3b	
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line	e 8, and Pai	t XIII, line 4		4	1,534,506.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net	t investmer	t			
	income. Enter 1% of Part I, line 27b				5	7,204.
6	Adjusted qualifying distributions. Subtract line 5 from line 4				6	1,527,302.
	Note. The amount on line 6 will be used in Part V. column (b), in subsequent ve	ars when d	alculating wheth	er the foundation (aualifies for	the section

4940(e) reduction of tax in those years.

Form 990-PF (2012)

FOUNDATION

54-1740285

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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				228,527.
2 Undistributed income, if any, as of the end of 2012				
a Enter amount for 2011 only			0.	
b Total for prior years:				
,,		0.		
3 Excess distributions carryover, if any, to 2012:				
a From 2007				
b From 2008 710,346.				
c From 2009 584,719.				
d From 2010 727,960.				
eFrom 2011 1,108,941.				
f Total of lines 3a through e	3,131,966.			
4 Qualifying distributions for 2012 from				
Part XII, line 4: ►\$ 1,534,506.				
a Applied to 2011, but not more than line 2a			0.	
b Applied to undistributed income of prior				
years (Election required - see instructions)		0.		
c Treated as distributions out of corpus				
(Election required - see instructions)	0.		,	
d Applied to 2012 distributable amount				228,527.
e Remaining amount distributed out of corpus	1,305,979.	·		
Excess distributions carryover applied to 2012 (If an amount appears in column (d), the same amount must be shown in column (a))	0.	· · · · · · · · · · · · · · · · · · ·		0.
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	4,437,945.			
b Prior years' undistributed income. Subtract	2,20.,520			
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		i		
the section 4942(a) tax has been previously assessed		0.		
d Subtract line 6c from line 6b. Taxable		<u>-</u>		
amount - see instructions		0.		
e Undistributed income for 2011. Subtract line				
4a from line 2a. Taxable amount - see instr.			0.	
f Undistributed income for 2012. Subtract				
lines 4d and 5 from line 1. This amount must				
be distributed in 2013				0.
7 Amounts treated as distributions out of				
corpus to satisfy requirements imposed by				
section 170(b)(1)(F) or 4942(g)(3)	0.		 	
8 Excess distributions carryover from 2007				
not applied on line 5 or line 7	0.			
9 Excess distributions carryover to 2013.				
Subtract lines 7 and 8 from line 6a	4,437,945.			
10 Analysis of line 9:				
a Excess from 2008 710,346.				
b Excess from 2009 584,719.				
c Excess from 2010 727,960.				
d Excess from 2011 1,108,941.				
e Excess from 2012 1,305,979.				

Part XIV Private Operating Foundations (see instructions and Part VII-A, question 9) N/A
toundation, and the ruling is effective for 2012, enter the date of the ruling b Check box to indicate whether the foundation is a private operating foundation described in section 4942(j)(3) or 4942(j)(5) 2 Enter the lesser of the adjusted ent income from Part I or the minimum investment return from Part X for each year listed b 55% of line 2a C Qualitying 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 Qualitying distributions made directly for active conduct of exempt activities C Qualitying distributions made directly for active conduct of exempt activities Subtract line 2d from line 2c Complete 3d, b, or c for the alternative test enter: (1) Value of all assets (2) Value of all assets (2) Value of all assets (2) Value of all assets (3) Value of all assets (4) Value of all assets (5) Support alternative test - enter: (1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section \$12(a)(5), or roystines) (2) Support alternative test - enter: (3) Total support direm than gross investment income (interest, dividends, rents, payments on securities loans (section \$12(a)(5), or roystines) (3) Support alternative test - enter: (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.) 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
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(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.) 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
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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
 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
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
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 X 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:

54-1740285 Form 990-PF (2012) FOUNDATION Page 11 Supplementary Information (continued) Part XV Grants and Contributions Paid During the Year or Approved for Future Payment If recipient is an individual, Recipient Purpose of grant or contribution Foundation show any relationship to Amount status of any foundation manager Name and address (home or business) or substantial contributor recipient a Paid during the year CHP 11-99 FOUNDATION NONE PUBLIC CHARITY ANNUAL CONTRIBUTION 2244 N STATE COLLEGE BLVD FULLERTON, CA 92831 500. PUBLIC CHARITY ANNUAL CONTRIBUTION FOUNDATION FOR THE ARTS & NONE PRESERVATION IN EMBASSIES 1725 I STREET NW, SUITE 300 WASHINGTON DC 20006 5,000. FRIENDS OF NANTUCKET HISTORIAL NONE PUBLIC CHARITY ANNUAL CONTRIBUTION ASSOCIATION P.O. BOX 1016 4,750. NANTUCKET MA 02554 NONE PUBLIC CHARITY ANNUAL CONTRIBUTION HEBREW HOME OF GREATER WASHINGTON 6121 MONTROSE ROAD 5,000. ROCKVILLE, MD 20852 EISENHOWER MEDICAL CENTER FOUNDATION PUBLIC CHARITY ANNUAL CONTRIBUTION NONE 39000 BOB HOPE DRIVE 5.000. RANCHO MIRAGE CA 92270 CONTINUATION SHEET(S) SEE ▶ 3a Total 1 534 506 **b** Approved for future payment NONE Total

					
er gross amounts unless otherwise indicated.		usiness income (b)	(c)	y section 512, 513, or 514 (d)	(e) Related or exempt
	(a) Business	Amount	Exclu- sion code	Amount	function income
Program service revenue:	code		Code	-	•
<u> </u>					
b	-				
C				-	
d	1		- -		
e	- 		 		
g Fees and contracts from government agencies	-				
Membership dues and assessments					
Interest on savings and temporary cash					
investments					
Dividends and interest from securities			14	75,636.	
Net rental income or (loss) from real estate:				,	
a Debt-financed property			1 1	·····	
b Not debt-financed property					
Net rental income or (loss) from personal					
property					
Other investment income			18	<8,877.>	•
Gain or (loss) from sales of assets other					
than inventory			14	713,550.	
Net income or (loss) from special events					
Gross profit or (loss) from sales of inventory					
Other revenue:					
a					
b	_				
C	_				
d	_				
e	_		_ _		
Subtotal. Add columns (b), (d), and (e)			0.	780,309.	500 00
Total Add line 12, columns (b), (d), and (e)				13	780,30
ee worksheet in line 13 instructions to verify calculations.)					
Part XVI-B Relationship of Activities	to the Accon	plishment of	Exempt Po	urposes	
ine No. Explain below how each activity for which inc	come is reported in a	olumn (e) of Part X\	VI-A contributed	importantly to the accomp	olishment of
the foundation's exempt purposes (other than	an by providing funds	s for such purposes)).		
EXEMPT FUNCTION INCOME	E IS FEDER	RAL TAX-E	XEMPT I	NCOME ONLY.	
				<u> </u>	
				···-	
				·	
					
		_ 		· · · · · · · · · · · · · · · · · · ·	

THE MARION & ROBERT ROSENTHAL FAMILY 54-1740285 Form 990-PF (2012) FOUNDATION Page 13 Information Regarding Transfers To and Transactions and Relationships With Noncharitable Part XVII **Exempt Organizations** Yes No 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: 1a(1) X 1a(2) (2) Other assets **b** Other transactions: (1) Sales of assets to a noncharitable exempt organization 1b(1) 16(2) (2) Purchases of assets from a noncharitable exempt organization 1b(3) (3) Rental of facilities, equipment, or other assets 1b(4) (4) Reimbursement arrangements 1b(5) (5) Loans or loan guarantees (6) Performance of services or membership or fundraising solicitations 1b(6) 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. (c) Name of noncharitable exempt organization (b) Amount involved (d) Description of transfers, transactions, and sharing arrangements (a) Line no N/A 2a Is the foundation directly or indirectly affiliated with, or related to, one or more tax-exempt organizations described X No Yes in section 501(c) of the Code (other than section 501(c)(3)) or in section 527? b If "Yes," complete the following schedule. (b) Type of organization (c) Description of relationship (a) Name of organization N/A Ang schedules and statements, and to the best of my knowledge Under penal based on all information of which preparer has any known of FOUNDATION May the IRS discuss this return with the preparer shown below (see instr)? Sign Here **MANAGER** X Yes Signature of officer or trustee Title Check [PTIN Preparer's signature Date Print/Type preparer's name

#100

Form **990-PF** (2012)

P00363512

301-712-9600

Firm's EIN \triangleright 42-0714325

self-employed

Phone no.

Paid

Preparer

Use Only

DANIEL L. WARD

Firm's name ► MCGLADREY LLP

Firm's address ▶ 5291 CORPORATE DR.

FREDERICK, MD 21703

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

Department of the Treasury Internal Revenue Service

Schedule of Contributors

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

OMB No 1545-0047

2012

Name of the organization

Employer identification number

THE MARION & ROBERT ROSENTHAL FAMILY FOUNDATION

54-1740285

Organization type (check one).				
Filers of:	Section:			
Form 990 or 99	D-EZ 501(c)() (enter number) organization			
	4947(a)(1) nonexempt charitable trust not treated as a private foundation			
	527 political organization			
Form 990-PF	X 501(c)(3) exempt private foundation			
	4947(a)(1) nonexempt charitable trust treated as a private foundation			
	501(c)(3) taxable private foundation			
•	ganization is covered by the General Rule or a Special Rule. ction 501(c)(7), (8), or (10) organization can check boxes for both the General Rule and a Special Rule. See instructions.			
General Rule				
	organization filing Form 990, 990-EZ, or 990-PF that received, during the year, \$5,000 or more (in money or property) from any one butor. Complete Parts I and II.			
Special Rules				
509(a)	section 501(c)(3) organization filing Form 990 or 990-EZ that met the 33 1/3% support test of the regulations under sections (1) and 170(b)(1)(A)(vi) and received from any one contributor, during the year, a contribution of the greater of (1) \$5,000 or (2) 2% amount on (i) Form 990, Part VIII, line 1h, or (ii) Form 990-EZ, line 1 Complete Parts I and II.			
total c	section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, ontributions of more than \$1,000 for use exclusively for religious, charitable, scientific, literary, or educational purposes, or evention of cruelty to children or animals. Complete Parts I, II, and III.			
contri If this purpo	section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, outrons for use exclusively for religious, charitable, etc., purposes, but these contributions did not total to more than \$1,000. box is checked, enter here the total contributions that were received during the year for an exclusively religious, charitable, etc., see. Do not complete any of the parts unless the General Rule applies to this organization because it received nonexclusively us, charitable, etc., contributions of \$5,000 or more during the year			
but it must and	ganization that is not covered by the General Rule and/or the Special Rules does not file Schedule B (Form 990, 990-EZ, or 990-PF), wer "No" on Part IV, line 2, of its Form 990, or check the box on line H of its Form 990-EZ or on Part I, line 2 of its Form 990-PF, to be not meet the filing requirements of Schedule B (Form 990, 990-EZ, or 990-PF)			

LHA For Paperwork Reduction Act Notice, see the Instructions for Form 990, 990-EZ, or 990-PF. Schedule B (Form 990, 990-EZ, or 990-PF) (2012)

Name of organization

Employer identification number

THE MARION & ROBERT ROSENTHAL FAMILY FOUNDATION

54-1740285

Part I	Contributors (see instructions). Use duplicate copies of Part I	if additional space is needed.	
(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
1	ROBERT & MARION ROSENTHAL 1902 ASSOCIATION DRIVE RESTON, VA 20191	\$\$\$\$	Person X Payroll
(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
2	ROBERT & MARION ROSENTHAL 1902 ASSOCIATION DRIVE RESTON, VA 20191	\$\$\$\$	Person Payroll Noncash X (Complete Part II if there is a noncash contribution.)
(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
		\$	Person Payroll Noncash (Complete Part II if there is a noncash contribution)
(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
NO.	Name, address, and Zir + 4	\$	Person Payroll Noncash (Complete Part II if there is a noncash contribution)
(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
		\$	Person Payroll Noncash (Complete Part II if there is a noncash contribution)
(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
		s	Person Payroll Noncash (Complete Part II if there is a noncash contribution)

Name of organization THE MARION & ROBERT ROSENTHAL FAMILY **Employer identification number**

FOUNDATION

54-1740285

Part II Noncash Property (see instructions). Use duplicate copies of Part II if additional space is needed.				
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received	
1	211,927 SHARES OF VIRGINIA COMMERCE BANCORP STOCK	_		
		\$ <u>2,006,949.</u>	12/20/12	
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received	
2	44,000 SHARES OF BB&T CORPORATION STOCK	-		
		\$ <u>1,319,120.</u>	10/19/12	
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received	
		- - - - - - - - - -	 	
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received	
		- - - - - - - - - - -		
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received	
		 \$		
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received	
			90, 990-EZ, or 990-PF) (2	

Page 4 Schedule B (Form 990, 990-EZ, or 990-PF) (2012) Employer identification number Name of organization THE MARION & ROBERT ROSENTHAL FAMILY 54-1740285 FOUNDATION Exclusively religious, charitable, etc., individual contributions to section 501(c)(7), (8), or (10) organizations that total more than \$1,000 for the year. Complete columns (a) through (e) and the following line entry. For organizations completing Part III, enter Part III the total of exclusively religious, charitable, etc., contributions of \$1,000 or less for the year. (Enter this information once) Use duplicate copies of Part III if additional space is needed. (a) No. from Part I (b) Purpose of gift (d) Description of how gift is held (e) Transfer of gift Transferee's name, address, and ZIP + 4 Relationship of transferor to transferee (a) No. from Part I (b) Purpose of gift (c) Use of gift (d) Description of how gift is held (e) Transfer of gift Transferee's name, address, and ZIP + 4 Relationship of transferor to transferee (a) No. from (c) Use of gift (d) Description of how gift is held (b) Purpose of gift Part (e) Transfer of gift Relationship of transferor to transferee Transferee's name, address, and ZIP + 4 (a) No. from (b) Purpose of gift (c) Use of gift (d) Description of how gift is held Part I (e) Transfer of gift

Relationship of transferor to transferee

Transferee's name, address, and ZIP + 4

Part IV | Capital Gains and Losses for Tax on Investment Income (b) How acquired P - Purchase D - Donation (c) Date acquired (a) List and describe the kind(s) of property sold, e.g., real estate, (d) Date sold 2-story brick warehouse; or common stock, 200 shs. MLC Co. (mo., day, yr.) (mo., day, yr.) 1a RECOVERY PAYMENT FROM MADOFF P 12/31/07|09/19/12 b TENNESSEE HSG DEV AGY 03/16/09|01<u>/03</u>/12 5,000 SHS c TENNESSEE HSG DEV 5,000 |03/16/09|04/03/12 AGY SHS d ALASKA HSG FIN CORP HOME MTG -60,000 SHS 11/18/0906/01/12 11/18/0908/01/12 e ALASKA HSG FIN CORP HOME MTG 15,000 SHS |11/18/09|10/01/12 f ALASKA HSG FIN CORP HOME MTG 60,000 SHS g TENNESSEE HSG DEV AGY -5.000 SHS |03/16/09|10/01/12 11/18/09|11/01/12 h ALASKA HSG FIN CORP HOME MTG -30,000 VIRGINIA COMMERCE BANCORP N/C - 13,547 SHS 10/16/8707/13/12 | VIRGINIA COMMERCE BANCORP N/C -10/16/8707/16/12 10,253 SHS P |01/01/12|12/31/12 k DEUTSCHE BANK PRIVATE EQUITY K-1 P 01/01/1112/31/12 | DEUTSCHE BANK PRIVATE EQUITY K-1 m п 0 (f) Depreciation allowed (g) Cost or other basis (h) Gain or (loss) (e) Gross sales price (or allowable) plus expense of sale (e) plus (f) minus (g) 453,006. 453,006. а 4,912. 5,000. 88. þ 4,912. 5,000. 88. C 61,477 <u>60,0</u>00. <1,477.> d 15,359. <359.> 15,000. е 61,393. 60,000 <1,393.> 5,000. 4,911. 89. g 30,686. 30,000. <686.> h 101,781. 109,814. 8,033. 1 6,080. 77,289. 83,369 <428.> 428 k 85,552 85,552. ١ m n 0 Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69 (I) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), (j) Adjusted basis (k) Excess of col. (i) but not less than "-0-") (i) F.M.V. as of 12/31/69 as of 12/31/69 over col. (j), if any 453,006. а 88. b 88. C <1,477.> d <359.> е <1,393.> 89. g <686.> h 101,781. 77,289. <428.> k 85,552. m n 0 If gain, also enter in Part I, line 7 2 Capital gain net income or (net capital loss) If (loss), enter "-0-" in Part I, line 7 2 *7*13,550. 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 N/A

54-1740285 FOUNDATION Part XV Supplementary Information Grants and Contributions Paid During the Year (Continuation) If recipient is an individual, Recipient Foundation show any relationship to Purpose of grant or Amount any foundation manager status of contribution Name and address (home or business) or substantial contributor recipient NONE PUBLIC CHARITY GALA CONTRIBUTION LIFE WITH CANCER 8411 PENNELL STREET FAIRFAX, VA 22031 95,600. NANTUCKET HISTORICAL ASSOCIATION NONE PUBLIC CHARITY ANNUAL CONTRIBUTION 15 BROAD STREET NANTUCKET, MA 02554 1,000. MCCALLUM THEATRE FOUNDATION, INC. NONE PUBLIC CHARITY PLEDGE PAYMENT 73000 FRED WARING DR PALM DESERT CA 92260 15,000. NANTUCKET ATHENEUM NONE PUBLIC CHARITY ANNUAL CONTRIBUTION 1 INDIA STREET, P.O. BOX 808 AND DANCE FESTIVAL NANTUCKET, MA 02554 6,480. NONE PUBLIC CHARITY ANNUAL CONTRIBUTION NANTUCKET COTTAGE HOSPITAL 57 PROSPECT STREET 1,000. NANTUCKET, MA 02554 SANKATY HEAD FOUNDATION AND CAMP NONE PUBLIC CHARITY ANNUAL CONTRIBUTION P.O. BOX 875 NANTUCKET MA 02554 10,000. NONE PUBLIC CHARITY ANNUAL CONTRIBUTION SASHA BRUCE YOUTHWORK 741 8TH STREET 15,000. WASHINGTON, DC 20003 PUBLIC CHARITY PLEDGE PAYMENT SMITHSONIAN INSTITUTION NATIONAL AIR NONE AND SPACE MUSEUM PO BOX 37012-MRC 321 WASHINGTON, DC 20013 25,000, SUSAN G. KOMEN BREAST CANCER NONE PUBLIC CHARITY ANNUAL CONTRIBUTION FOUNDATION, INC. 5005 LBJ FREEWAY, SUITE 250 DALLAS, TX 75244 23,360. TEMPLE UNIVERSITY NONE PUBLIC CHARITY FINAL PLEDGE PAYMENT 1801 NORTH BROAD STREET 200,000. PHILADELPHIA, PA 19122

1 514 256.

Total from continuation sheets

THE MARION & ROBERT ROSENTHAL FAMILY FOUNDATION

54-1740285

Supplementary Information Grants and Contributions Paid During the Year (Continuation) If recipient is an individual, Recipient Foundation Purpose of grant or show any relationship to Amount any foundation manager status of contribution Name and address (home or business) or substantial contributor recipient PUBLIC CHARITY ANNUAL CONTRIBUTION NONE NATIONAL GALLERY OF ART 2000B SOUTH CLUB DRIVE 500,000. LANDOVER, MD 20785 THE JOHN F. KENNEDY CENTER FOR THE NONE PUBLIC CHARITY PLEDGE PAYMENT AND PERFORMING ARTS GALA CONTRIBUTION 2700 F STREET, NW 132,895, WASHINGTON, DC 20566 PUBLIC CHARITY 2ND PAYMENT OF 4 YEAR THE PHILLIPS COLLECTION NONE PLEDGE 1600 21ST STREET, NW 50,000. WASHINGTON, DC 20009 THE TRUSTEES OF RESERVATIONS NONE PUBLIC CHARITY ANNUAL CONTRIBUTION 572 ESSEX STREET 1,000. BEVERLY, MA 01915 PUBLIC CHARITY ANNUAL CONTRIBUTION THE VIRGINIA COLLEGE FUND NONE 3122 W. MARSHALL STREET 5,000, RICHMOND, VA 23230 NONE PUBLIC CHARITY ANNUAL CONTRIBUTION THE WASHINGTON BALLET 3515 WISCONSIN AVENUE, NW 25,000. WASHINGTON, DC 20016 UNITED STATES DEPARTMENT OF STATE PUBLIC CHARITY ANNUAL CONTRIBUTION NONE 2201 C. STREET, NW 1,000. WASHINGTON, DC 20520 VIRGINIA FOUNDATION FOR INDEPENDENT NONE PUBLIC CHARITY ANNUAL CONTRIBUTION COLLEGES 8010 RIDGE ROAD, SUITE B 2,500. RICHMOND, VA 23229 PUBLIC CHARITY ANNUAL CONTRIBUTION NONE VIRGINIA MUSEUM OF FINE ARTS 200 N. BOULEVARD 5_000. RICHMOND VA 23220 PUBLIC CHARITY ANNUAL CONTRIBUTION NONE WASHINGTON HEBREW CONGREGATION 3935 MACOMB STREET, NW WASHINGTON, DC 20016 4.621. Total from continuation sheets

FOUNDATION 54-1740285

Part XV Supplementary Information 3 Grants and Contributions Paid During the				
Recipient	If recipient is an individual, show any relationship to	Foundation	Purpose of grant or	
Name and address (home or business)	any foundation manager or substantial contributor	status of recipient	contribution	Amount
THE WASHINGTON CHORUS	NONE	PUBLIC CHARITY	ANNUAL CONTRIBUTION	
2801 UPTON STREET, NW				30
WASHINGTON, DC 20008				301
JS AGAINST ALZHEIMER'S NETWORK	NONE	PUBLIC CHARITY	ANNUAL CONTRIBUTION	
1101 K STREET, NW, SUITE 400				
WASHINGTON, DC 20005				5,000
ADAS ISRAEL CONGREGATION	NONE	PUBLIC CHARTTY	CONTRIBUTION AND	
2850 QUEBEC STREET, NW	NONE	CODDIC CHARTIT	PLEDGE 1 OF 5	
WASHINGTON, DC 20008				125,000
CHILDREN'S NATIONAL MEDICAL CENTER 111 MICHIGAN AVENUE, N.W.	NONE	PUBLIC CHARITY	CHILDREN'S BALL AND PLEDGE 1 OF 4	
WASHINGTON, DC 20010				258,50
SIASCONSET BEACH PRESERVATION FUND	NONE	PUBLIC CHARITY	ANNUAL CONTRIBUTION	
18 SESAPANA ROAD				
NANTUCKET MA 02554				1,000
TEACH FOR AMERICA - DC REGION 1411 K STREET, NW, 12TH FLOOR	NONE	PUBLIC CHARITY	ANNUAL CONTRIBUTION	
WASHINGTON, DC 20005				5,00
Total from continuation sheets			1	

FORM 990-PF 1	DIVIDENDS	AND	INTER	EST	FROM	SECU	RITIES	5	STATEMENT	1
SOURCE			GROSS	AMO	TNUC		TAL (COLUMN (A	.)
BRANCH BANKING AND TRUST CO. #1766 DEUTSCHE BANK ALEX BROWN				30,	971.			0. 0.	30,9	71. 8.
DEUTSCHE BANK PRIVATE GLOBAL SELECT FUND IV	FOOTTY			44	657.			0.	44,657	
TOTAL TO FM 990-PF, PART I, LN 4				75,636. 0.			0.	75,636.		
FORM 990-PF		O	THER I	NCOL	1E				STATEMENT	2
DESCRIPTION			:	REV	(A) /ENUE BOOKS		NET I	3) NVEST- INCOME	(C) ADJUSTE NET INCO	
DEUTSCHE BANK PRIVATE SELECT FUND IV	EQUITY G	LOBAI	. —		<8,8	377 . >		<8,877.	>	
TOTAL TO FORM 990-PF,	PART I,	LINE	11		<8,8	877.>		<8,877.	>	
FORM 990-PF ACCOUNTING FEES					STATEMENT	3				
DESCRIPTION		EXPE	A) NSES BOOKS		(B) INVI IT IN	EST-	AD	(C) JUSTED INCOME		
ACCOUNTING FEES		;	3,500.			0.				0.
TO FORM 990-PF, PG 1,	LN 16B	:	3,500.			0.			_	0.

FORM 990-PF	TAX	ES	·	STATEMENT 4			
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOM				
TAX PAYMENTS FOREIGN TAX	13,000.	0.		0.			
TO FORM 990-PF, PG 1, LN 18 =	13,015.	0.	•	0.			
FORM 990-PF	OTHER E	XPENSES		STATEMENT 5			
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOM				
BB&T INVESTMENT FEES DEUTSCHE BANK PRIVATE EQUITY K-1 CT CORPORATION & STATE LICENSE FEES MISCELLANEOUS	11,272. 26,678. 345. 12,395.	26,669. 345.		0. 0. 0. 0.			
TO FORM 990-PF, PG 1, LN 23	50,690.	37,035.		0.			
FORM 990-PF	CORPORAT	E STOCK		STATEMENT 6			
DESCRIPTION		во	OOK VALUE	FAIR MARKET VALUE			
CORPORATE STOCKS			1,154,301.	5,101,183.			
TOTAL TO FORM 990-PF, PART II	1,154,301.	5,101,183.					

FORM 990-PF	ORPORATE BONDS	STATEMENT 7
DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
CORPORATE BONDS	864,136	878,006.
TOTAL TO FORM 990-PF, PART II, L	NE 10C 864,136	878,006.
FORM 990-PF C	HER INVESTMENTS	STATEMENT 8
DESCRIPTION	VALUATION METHOD BOOK VALUE	FAIR MARKET VALUE
PRIVATE EQUITY GLOBAL SELECT FUN	FMV 739,834	766,459.
TOTAL TO FORM 990-PF, PART II, L	NE 13 739,834	766,459.

	PART VIII - LIST OF OFFICERS, DIRECTORS TRUSTEES AND FOUNDATION MANAGERS				
NAME AND ADDRESS	TITLE AND AVRG HRS/WK		EMPLOYEE BEN PLAN CONTRIB	EXPENSE ACCOUNT	
ROBERT M. ROSENTHAL 1902 ASSOCIATION DRIVE RESTON, VA 20191	PRESIDENT/DIRE	CTOR 0.	0.	0.	
MARION ROSENTHAL 1902 ASSOCIATION DRIVE RESTON, VA 20191	VICE PRESIDENT	C/DIRECTOR 0.	0.	0.	
JANE R. CAFRITZ 1902 ASSOCIATION DRIVE RESTON, VA 20191	VICE PRESIDENT	T/DIRECTOR 11,000.	0.	0.	
BROOKE R. PETERSON 1902 ASSOCIATION DRIVE RESTON, VA 20191	TREASURER/DIRE	ECTOR 11,000.	0.	0.	
NANCY ROSENTHAL 1902 ASSOCIATION DRIVE RESTON, VA 20191	SECRETARY/DIRE	ECTOR 11,000.	0.	0.	
TOTALS INCLUDED ON 990-PF, PAGE 6	, PART VIII	33,000.	0.	0.	

The Marion & Robert Rosenthal Family Foundation EIN # 54-1740285
Stocks Held as of 12/31/12

Security Name	Shares Owned	Cost Basis	Fair Market Value
BB&T Corp	44,000.00	929,366	1,280,840
Virginia Commerce Bancorp	426,854.00	224,935	3,820,343
		1,154,301	5,101,183

The Marion & Robert Rosenthal Family Foundation EIN # 54-1740285 Bonds Held as of 12/31/12

Company	Date Purchased	Cost Basis	Fair Market Value
150,000 AMERICAN NATL RED CROSS 5 567% 11/15/17	11/23/2009	153,405	159,729
45,000 NEW HAMPSHIRE ST HSG FIN 5 55% 01/01/2031-2012	2/2/2009	45,000	45,077
200,000 NEW YORK NY SER F2 GO DTD 12/18/03 4 55%	1/11/2012	206,792	207,218
300,000 ROSWELL GA HSG AUTH MULTIFAMILY 0 13%	8/6/2012	300,000	300,000
60,000 TENNESSEE HSG DEV AGY 5 25% 07/01/2038	5/20/2009	58,939	63,182
4,000 Saul Centers Inc 8% Preferred Stock	11/7/2003	100,000	102,800
	_	864,136	878,006

Form 8868 (Rev. 1-2013)					Page 2		
If you are filing for an Additional (Not Automatic) 3-Month Ex	tension, c	complete only Part II and check this	box		▶ X		
Note. Only complete Part II if you have already been granted an a	utomatic	3-month extension on a previously fi	led Form 8	3868			
If you are filing for an Automatic 3-Month Extension, complet							
Part II Additional (Not Automatic) 3-Month E	xtensio	n of Time. Only file the origin	al (no co	pies neede	: d).		
	identifyin	dentifying number, see instructions					
Type or Name of exempt organization or other filer, see instructions					Employer identification number (EIN) or		
print THE MARION & ROBERT ROSENTHAL FAMILY							
File by the FOUNDATION				54-174	0285		
Number, street, and room or suite no. If a P.O box, see instructions.			Social sec	curity number	(SSN)		
return See C/O DONALD BAVELY, 1902 ASSO	OCIAT:	ION DR.					
instructions City, town or post office, state, and ZIP code For a fo	oreign add	ress, see instructions.					
RESTON, VA 20191							
							
Enter the Return code for the return that this application is for (file	e a separa	te application for each return)			0 4		
Application	Return	Application			Return		
ls For	Code	Is For			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	l an autor	natic 3-month extension on a prev	iously file	<u>d Form 8868.</u>			
DONALD BAVELY							
 The books are in the care of ➤ 1902 ASSOCIATION 	ON DR		0191				
Telephone No ► 703-553-4300		FAX No.					
 If the organization does not have an office or place of business 				•	▶ ∟		
 If this is for a Group Return, enter the organization's four digit 							
box 🕨 🔲 . If it is for part of the group, check this box 🕨			all memb	ers the extens	on is for		
4 I request an additional 3-month extension of time until	NOVEM						
5 For calendar year 2012 , or other tax year beginning		, and endin					
6 If the tax year entered in line 5 is for less than 12 months, or	heck reas	on: Initial return	Final r	eturn			
Change in accounting period							
7 State in detail why you need the extension							
ADDITIONAL TIME IS NEEDED TO	FILE .	A COMPLETE AND ACC	URATE	RETURN	•		
			1				
8a If this application is for Form 990-BL, 990-PF, 990-T, 4720,	or 6069, e	enter the tentative tax, less any			15 010		
nonrefundable credits See instructions			8a	\$	15,912.		
b If this application is for Form 990-PF, 990-T, 4720, or 6069,							
tax payments made Include any prior year overpayment al	lowed as	a credit and any amount paid			15,912.		
previously with Form 8868.			8b	\$	15,914.		
c Balance due. Subtract line 8b from line 8a Include your pa		th this form, it required, by using	0-		0.		
EFTPS (Electronic Federal Tax Payment System). See instru	uctions.	st be completed for Part II	8c	\$			
				f my knowladaa	and heliof		
Under penalties of perjury, I declare that I have examined this form, includit is true, correct, and complete, and that I am authorized to prepare this form	any accomi orm.	panying scriedules and statements, and t	o me dest 0	i iliy kilowledge	and bellet,		
			Data	_			
Signature Title			Date				

Form 8868 (Rev 1-2013)

The Marion & Robert Rosenthal Family Foundation EIN # 54-1740285 Capital Gain/(Loss) Schedule

12/31/2012

88 (1,477) (359) (1,393) 88 (3,650) (428) 85,552 85,124 101,781 77,289 179,070 453,006 628,426 713,550 Realized Gain/Loss Realized Gam/Loss 4,912 4,912 61,477 15,359 61,393 4,912 4,912 30,686 183,650 8,033 6,080 14,113 428 428 198,191 Cost Basis 5,000 6,000 15,000 60,000 60,000 3,000 180,000 109,814 83,369 193,183 453,006 826,189 85,552 85,552 911,741 Proceeds VARIOUS VARIOUS Purchase Date Sold Date Sold 08/01/12 10/01/12 10/01/12 11/01/12 07/13/12 07/16/12 04/03/12 06/01/12 01/03/12 09/26/12 Purchase Date VARIOUS VARIOUS 03/16/09 03/16/09 11/18/09 11/18/09 03/16/09 10/16/87 10/16/87 12/31/07 5,000 000 TENNESSEE HSG DEV AGY
5,000 000 TENNESSEE HSG DEV AGY
60,000 000 ALASKA HSG FIN CORP HOME MTG
15,000 000 ALASKA HSG FIN CORP HOME MTG
60,000 000 ALASKA HSG FIN CORP HOME MTG
5,000 000 TENNESSEE HSG DEV AGY
30,000 000 ALASKA HSG FIN CORP HOME MTG DEUTSCHE BANK PRIVATE EQUITY K-1 DEUTSCHE BANK PRIVATE EQUITY K-1 TOTAL OTHER GAINS AND LOSSES 13,547 000 VIRGINIA COMMERCE BANCORP N/C 10,253 000 VIRGINIA COMMERCE BANCORP N/C TOTAL SHORT TERM GAIN/(LOSS) TOTAL LONG TERM GAIN/(LOSS) MADOFF RECOVERY PAYMENT Description Description TOTAL CAPITAL GAIN/(LOSS) Short Term Gains/(Losses) SUBTOTAL SUBTOTAL Long Term Gains/(Losses) Other Gains/(Losses) # of Shares NONE IN 2012 # of Shares