Form **990-PF**

Department of the Treasury
Internal Revenue Service

Return of Private Foundation

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

▶ Do not enter Social Security numbers on this form as it may be made public.

▶ Information about Form 990-PF and its separate instructions is at *www.irs.gov/form990pf*.

OMB No 1545-0052

2013

Open to Public Inspection

For calendar year 2013 or tax year beginning , 2013, and ending , 20

Name of foundation: THE ROSENTHAL FAMILY FOUNDATION

A Employer identification number: 13-6104817

Number and street (or P O box number if mail is not delivered to street address): 2777 SUMMER STREET

Room/suite: 208B

B Telephone number (see instructions): (203) 325-9900

City or town, state or province, country, and ZIP or foreign postal code: STAMFORD, CT 06905

C If exemption application is pending, check here ▶ ☐

D 1 Foreign organizations, check here ▶ ☐

2 Foreign organizations meeting the 85% test, check here and attach computation ▶ ☐

E If private foundation status was terminated under section 507(b)(1)(A), check here ▶ ☐

F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ▶ ☐

G Check all that apply: ☐ Initial return ☐ Initial return of a former public charity ☐ Final return ☐ Amended return ☐ Address change ☐ Name change

H Check type of organization: ☒ Section 501(c)(3) exempt private foundation ☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundation

I Fair market value of all assets at end of year *(from Part II, col. (c), line 16)* ▶ $ 27,540,761.

J Accounting method ☒ Cash ☐ Accrual ☐ Other (specify) ________ *(Part I, column (d) must be on cash basis.)*

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)
Revenue	1	Contributions, gifts, grants, etc., received (attach schedule)	1,064,150.			
	2	Check ▶ ☐ if the foundation is **not** required to attach Sch B				
	3	Interest on savings and temporary cash investments	1.	1.		ATCH 1
	4	Dividends and interest from securities	409,898.	409,898.		ATCH 2
	5a	Gross rents				
	b	Net rental income or (loss) ______				
	6a	Net gain or (loss) from sale of assets not on line 10	371,118.			
	b	Gross sales price for all assets on line 6a 1,851,189.				
	7	Capital gain net income (from Part IV, line 2)		371,118.		
	8	Net short-term capital gain				
	9	Income modifications				
	10a	Gross sales less returns and allowances				
	b	Less Cost of goods sold				
	c	Gross profit or (loss) (attach schedule)				
	11	Other income (attach schedule) ATCH 3	-92,489.	-92,489.		
	12	**Total.** Add lines 1 through 11	1,752,678.	688,528.		
Operating and Administrative Expenses	13	Compensation of officers, directors, trustees, etc	60,000.	3,000.		57,000.
	14	Other employee salaries and wages				
	15	Pension plans, employee benefits				
	16a	Legal fees (attach schedule)				
	b	Accounting fees (attach schedule) ATCH 4	60,000.	20,000.		40,000.
	c	Other professional fees (attach schedule) *	281,566.	201,566.		80,000.
	17	Interest				
	18	Taxes (attach schedule) (see instructions) ATCH 6	21,754.	14,754.		
	19	Depreciation (attach schedule) and depletion				
	20	Occupancy				
	21	Travel, conferences, and meetings	35,104.			35,104.
	22	Printing and publications	725.			725.
	23	Other expenses (attach schedule) ATCH 7	1,765.	1,685.		
	24	**Total operating and administrative expenses.** Add lines 13 through 23	460,914.	241,005.		212,829.
	25	Contributions, gifts, grants paid	2,060,373.			2,060,373.
	26	**Total expenses and disbursements.** Add lines 24 and 25	2,521,287.	241,005.	0	2,273,202.
	27	Subtract line 26 from line 12				
	a	**Excess of revenue over expenses and disbursements**	-768,609.			
	b	**Net investment income** (if negative, enter -0-)		447,523.		
	c	**Adjusted net income** (if negative, enter -0-)				

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*ATCH 5

JSA **For Paperwork Reduction Act Notice, see instructions.**

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Part II Balance Sheets

		Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)	Beginning of year	End of year	
			(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1	Cash - non-interest-bearing			
	2	Savings and temporary cash investments	774,594.	837,312.	837,312.
	3	Accounts receivable ▶ 41.			
		Less allowance for doubtful accounts ▶	12.	41.	41.
	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) **	693,584.	525,393.	514,807.
	b	Investments - corporate stock (attach schedule)			
	c	Investments - corporate bonds (attach schedule) ATCH 9	1,441,672.	1,341,238.	1,290,621.
	11	Investments - land, buildings, and equipment basis ▶			
		Less accumulated depreciation (attach schedule) ▶			
	12	Investments - mortgage loans			
	13	Investments - other (attach schedule) ATCH 10	20,509,582.	19,924,834.	24,897,980.
	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)	23,419,444.	22,628,818.	27,540,761.
Liabilities	17	Accounts payable and accrued expenses	179,161.	157,144.	
	18	Grants payable			
	19	Deferred revenue			
	20	Loans from officers, directors, trustees, and other disqualified persons			
	21	Mortgages and other notes payable (attach schedule)			
	22	Other liabilities (describe ▶)			
	23	**Total liabilities** (add lines 17 through 22)	179,161.	157,144.	
Net Assets or Fund Balances		**Foundations that follow SFAS 117, check here ▶ ☐ 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.			
	27	Capital stock, trust principal, or current funds	765,328.	765,328.	
	28	Paid-in or capital surplus, or land, bldg , and equipment fund			
	29	Retained earnings, accumulated income, endowment, or other funds	22,474,955.	21,706,346.	
	30	**Total net assets or fund balances** (see instructions)	23,240,283.	22,471,674.	
	31	**Total liabilities and net assets/fund balances** (see instructions)	23,419,444.	22,628,818.	

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	23,240,283.
2	Enter amount from Part I, line 27a	2	-768,609.
3	Other increases not included in line 2 (itemize) ▶	3	
4	Add lines 1, 2, and 3	4	22,471,674.
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	22,471,674.

**ATCH 8

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) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
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	371,118.
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	-181,187.

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))
2012	2,494,123.	24,769,771.	0.100692
2011	1,991,258.	23,533,484.	0.084614
2010	1,516,104.	22,735,690.	0.066684
2009	1,019,644.	24,520,952.	0.041583
2008	959,173.	24,184,267.	0.039661

2 **Total** of line 1, column (d)	2	0.333234
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	0.066647
4 Enter the net value of noncharitable-use assets for 2013 from Part X, line 5	4	25,911,603.
5 Multiply line 4 by line 3	5	1,726,931.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	4,475.
7 Add lines 5 and 6	7	1,731,406.
8 Enter qualifying distributions from Part XII, line 4	8	2,335,112.

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

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

1a	Exempt operating foundations described in section 4940(d)(2), check here ▶ ☐ and enter "N/A" on line 1 Date of ruling or determination letter ________________ (attach copy of letter if necessary - see instructions)				
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ▶ ☒ and enter 1% of Part I, line 27b			1	4,475.
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	4,475.
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	4,475.
6	Credits/Payments				
a	2013 estimated tax payments and 2012 overpayment credited to 2013	6a	13,594.		
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	13,594.
8	Enter any **penalty** for underpayment of estimated tax. Check here ☐ 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	9,119.
11	Enter the amount of line 10 to be **Credited to 2014 estimated tax** ▶ 9,119. **Refunded** ▶			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?	1a		X
b	Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see Instructions for the 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 or distributed by the foundation in connection with the activities*			
c	Did the foundation file **Form 1120-POL** for this year?	1c		X
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year **(1)** On the foundation ▶ $ ____________ **(2)** On foundation managers ▶ $ ____________			
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ▶ $ ____________			
2	Has the foundation engaged in any activities that have not previously been reported to the IRS? *If "Yes," attach a detailed description of the activities*	2		X
3	Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? *If "Yes," attach a conformed copy of the changes*	3		X
4a	Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a		X
b	If "Yes," has it filed a tax return on **Form 990-T** for this year?	4b		
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? *If "Yes," attach the statement required by General Instruction T*	5		X
6	Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either • *By language in the governing instrument, or* • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	6	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*	7	X	
8a	Enter the states to which the foundation reports or with which it is registered (see instructions) ▶ NY,			
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.*	8b	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 2013 or the taxable year beginning in 2013 (see instructions for Part XIV)? *If "Yes," complete Part XIV*	9		X
10	Did any persons become substantial contributors during the tax year? *If "Yes," attach a schedule listing their names and addresses*	10		X

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Part VII-A Statements Regarding Activities *(continued)*

			Yes	No
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 ▶ NONE

14 The books are in care of ▶ ASSETS ADMIN & MANAGEMENT INC Telephone no ▶ 203-325-9900

Located at ▶ 2777 SUMMER STREET SUITE 208B STAMFORD, CT ZIP+4 ▶ 06905

15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of **Form 1041** - Check here ▶ ☐

and enter the amount of tax-exempt interest received or accrued during the year ▶ 15

			Yes	No
16	At any time during calendar year 2013, 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		X
	See the instructions for exceptions and filing requirements for Form TD F 90-22 1 If "Yes," enter the name of the foreign country ▶			

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

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

			Yes	No
1a	During the year did the foundation (either directly or indirectly)			
	(1) Engage in the sale or exchange, or leasing of property with a disqualified person? ☐ **Yes** ☒ **No**			
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? ☐ **Yes** ☒ **No**			
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? ☐ **Yes** ☒ **No**			
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? ☐ **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)? ☐ **Yes** ☒ **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) ☐ **Yes** ☒ **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 ▶ ☐			
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 2013?	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 2013, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2013? ☐ **Yes** ☒ **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? ☐ **Yes** ☒ **No**			
b	If "Yes," did it have excess business holdings in 2013 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 2013)*	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 2013?	4b		X

Part VII-B Statements Regarding Activities for Which Form 4720 May Be Required *(continued)*

5a During the year did the foundation pay or incur any amount to

(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? ☐ Yes ☒ No

(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive? ☐ Yes ☒ No

(3) Provide a grant to an individual for travel, study, or other similar purposes? ☐ Yes ☒ No

(4) Provide a grant to an organization other than a charitable, etc, organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see instructions) ☐ Yes ☒ No

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

b If any answer is "Yes" to 5a(1)-(5), did **any** of the transactions fail to qualify under the exceptions described in Regulations section 53 4945 or in a current notice regarding disaster assistance (see instructions)? **5b**

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

c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? ☐ Yes ☐ No

If "Yes," attach the statement required by Regulations section 53 4945-5(d)

6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract? ☐ Yes ☒ No

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? **6b** No: X

If "Yes" to 6b, file Form 8870

7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? ☐ Yes ☒ No

b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction? **7b**

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

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

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
ATCH 11		60,000.	0	0

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

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

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

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Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors *(continued)*

3 Five highest-paid independent contractors for professional services (see instructions). If none, enter "NONE."

(a) Name and address of each person paid more than $50,000	(b) Type of service	(c) Compensation
ATCH 12		180,000.
Total number of others receiving over $50,000 for professional services ▶		

Part IX-A Summary of Direct Charitable Activities

List the foundation's four largest direct charitable activities during the tax year Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc	Expenses
1 N/A	
2	
3	
4	

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

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2	Amount
1 MIDWAY - DOCUMENTARY EDUCATIONAL FILM	14,583.
2 MIGUEL LITTIN - DOCUMENTARY EDUCATIONAL FILM	30,000.
All other program-related investments See instructions 3 OTHER DOCUMENTARY EDUCATIONAL FILMS	17,327.
Total. Add lines 1 through 3 ▶	61,910.

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	25,960,071.
b	Average of monthly cash balances			1b	346,125.
c	Fair market value of all other assets (see instructions)			1c	
d	**Total** (add lines 1a, b, and c)			1d	26,306,196.
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	26,306,196.
4	Cash deemed held for charitable activities Enter 1 1/2 % of line 3 (for greater amount, see instructions)			4	394,593.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3 Enter here and on Part V, line 4			5	25,911,603.
6	**Minimum investment return.** Enter 5% of line 5			6	1,295,580.

Part XI Distributable Amount (see instructions) (Section 4942(j)(3) and (j)(5) private operating foundations and certain foreign organizations check here ▶ ☐ and do not complete this part.)

1	Minimum investment return from Part X, line 6			1	1,295,580.
2a	Tax on investment income for 2013 from Part VI, line 5	2a	4,475.		
b	Income tax for 2013. (This does not include the tax from Part VI.)	2b			
c	Add lines 2a and 2b			2c	4,475.
3	Distributable amount before adjustments. Subtract line 2c from line 1			3	1,291,105.
4	Recoveries of amounts treated as qualifying distributions			4	
5	Add lines 3 and 4			5	1,291,105.
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	1,291,105.

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	2,273,202.
b	Program-related investments - total from Part IX-B	1b	61,910.
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	2,335,112.
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	4,475.
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	2,330,637.

Note. The amount on line 6 will be used in Part V, column (b), in subsequent years when calculating whether the foundation qualifies for the section 4940(e) reduction of tax in those years.

Part XIII Undistributed Income (see instructions)

			(a) Corpus	(b) Years prior to 2012	(c) 2012	(d) 2013
1	Distributable amount for 2013 from Part XI, line 7					1,291,105.
2	Undistributed income, if any, as of the end of 2013					
a	Enter amount for 2012 only					
b	Total for prior years 20 11 ,20 10 ,20 09					
3	Excess distributions carryover, if any, to 2013					
a	From 2008					
b	From 2009					
c	From 2010	387,795.				
d	From 2011	831,276.				
e	From 2012	1,262,032.				
f	Total of lines 3a through e		2,481,103.			
4	Qualifying distributions for 2013 from Part XII, line 4 ▶ $ 2,335,112.					
a	Applied to 2012, 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 2013 distributable amount					1,291,105.
e	Remaining amount distributed out of corpus		1,044,007.			
5	Excess distributions carryover applied to 2013 *(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		3,525,110.			
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 2012 Subtract line 4a from line 2a Taxable amount - see instructions					
f	Undistributed income for 2013 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2014					
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 2008 not applied on line 5 or line 7 (see instructions)					
9	**Excess distributions carryover to 2014.** Subtract lines 7 and 8 from line 6a		3,525,110.			
10	Analysis of line 9					
a	Excess from 2009					
b	Excess from 2010	387,795.				
c	Excess from 2011	831,276.				
d	Excess from 2012	1,262,032.				
e	Excess from 2013	1,044,007.				

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 2013, enter the date of the ruling . . . . ▶

b Check box to indicate whether the foundation is a private operating foundation described in section ☐ 4942(j)(3) or ☐ 4942(j)(5)

	Tax year	Prior 3 years			
	(a) 2013	(b) 2012	(c) 2011	(d) 2010	(e) Total
2a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed					
b 85% of line 2a					
c Qualifying distributions from Part XII, line 4 for each year listed					
d Amounts included in line 2c not used directly for active conduct of exempt activities					
e Qualifying distributions made directly for active conduct of exempt activities Subtract line 2d from line 2c					
3 Complete 3a, b, or c for the alternative test relied upon a "Assets" alternative test - enter (1) Value of all assets					
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					
b "Endowment" alternative test-enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed					
c "Support" alternative test - enter (1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)					
(2) Support from general public and 5 or more exempt organizations as provided in section 4942 (j)(3)(B)(iii)					
(3) Largest amount of support from an exempt organization					
(4) Gross investment income					

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

1 **Information Regarding Foundation Managers:**

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

NONE

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

NONE

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

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

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

ATCH 13

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

NO SPECIFIC FORM

c Any submission deadlines

NO SPECIFIC DEADLINE

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

NO SPECIFIC RESTRICTIONS

Part XV Supplementary Information (continued)

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a *Paid during the year*				
ATCH 14				
Total . . . . ▶ 3a				2,060,373.
b *Approved for future payment*				
Total . . . . ▶ 3b				

Part XVI-A Analysis of Income-Producing Activities

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	1.	
4 Dividends and interest from securities			14	409,898.	
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			14	-92,489.	
8 Gain or (loss) from sales of assets other than inventory			18	371,118.	
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)				688,528.	

13 **Total.** Add line 12, columns (b), (d), and (e) . . . 13 688,528.

(See worksheet in line 13 instructions to verify calculations)

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

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

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

			Yes	No
1	Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?			
a	Transfers from the reporting foundation to a noncharitable exempt organization of			
	(1) Cash	1a(1)		X
	(2) Other assets	1a(2)		X
b	Other transactions:			
	(1) Sales of assets to a noncharitable exempt organization	1b(1)		X
	(2) Purchases of assets from a noncharitable exempt organization	1b(2)		X
	(3) Rental of facilities, equipment, or other assets	1b(3)		X
	(4) Reimbursement arrangements	1b(4)		X
	(5) Loans or loan guarantees	1b(5)		X
	(6) Performance of services or membership or fundraising solicitations	1b(6)		X
c	Sharing of facilities, equipment, mailing lists, other assets, or paid employees	1c		X

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

(a) Line no	(b) Amount involved	(c) Name of noncharitable exempt organization	(d) Description of transfers, transactions, and sharing arrangements
	N/A		N/A

2a Is the foundation directly or indirectly affiliated with, or related to, one or more tax-exempt organizations described in section 501(c) of the Code (other than section 501(c)(3)) or in section 527? ☐ Yes ☒ No

b If "Yes," complete the following schedule

(a) Name of organization	(b) Type of organization	(c) Description of relationship

Sign Here

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

▶ Signature of officer or trustee

11/11/14 Date

▶ TRUSTEE Title

May the IRS discuss this return with the preparer shown below (see instructions)? ☒ Yes ☐ No

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check ☐ if self-employed	PTIN
ROBERT DEMMETT , CPA		NOV 07 2014		P00103809

Firm's name ▶ WITHUMSMITH+BROWN PC

Firm's EIN ▶ 22-2027092

Firm's address ▶ 1411 BROADWAY 9TH FLOOR
NEW YORK, NY 10018

Phone no 212-751-9100

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.**

▶ **Information about Schedule B (Form 990, 990-EZ, or 990-PF) and its instructions is at *www.irs gov/form990*.**

OMB No 1545-0047

2013

Name of the organization
THE ROSENTHAL FAMILY FOUNDATION

Employer identification number
13-6104817

Organization type (check one).

Filers of:	**Section:**
Form 990 or 990-EZ	☐ 501(c)( ) (enter number) organization
	☐ 4947(a)(1) nonexempt charitable trust **not** treated as a private foundation
	☐ 527 political organization
Form 990-PF	☒ 501(c)(3) exempt private foundation
	☐ 4947(a)(1) nonexempt charitable trust treated as a private foundation
	☐ 501(c)(3) taxable private foundation

Check if your organization is covered by the **General Rule** or a **Special Rule.**
Note. Only a section 501(c)(7), (8), or (10) organization can check boxes for both the General Rule and a Special Rule See instructions

General Rule

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

Special Rules

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

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

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

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

For Paperwork Reduction Act Notice, see the Instructions for Form 990, 990-EZ, or 990-PF. **Schedule B (Form 990, 990-EZ, or 990-PF) (2013)**

JSA
3E1251 1 000

Name of organization THE ROSENTHAL FAMILY FOUNDATION

Employer identification number 13-6104817

Part I **Contributors** (see instructions). Use duplicate copies of Part I if additional space is needed.

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
1	HINDA ROSENTHAL CHARITABLE LEAD TRUST I 2777 SUMMER STREET, SUITE 208B STAMFORD, CT 06905	$ 508,150.	Person ☒ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions)
2	HINDA ROSENTHAL CHARITABLE LEAD TRUST II 2777 SUMMER STREET, SUITE 208B STAMFORD, CT 06905	$ 556,000.	Person ☒ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions)
		$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions)
		$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions)
		$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions)
		$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions)

Name of organization THE ROSENTHAL FAMILY FOUNDATION

Employer identification number 13-6104817

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

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

Name of organization THE ROSENTHAL FAMILY FOUNDATION

Employer identification number 13-6104817

Part III ***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 the total of *exclusively* religious, charitable, etc., contributions of **$1,000 or less** for the year. (Enter this information once. See instructions.) ▶ $

Use duplicate copies of Part III if additional space is needed

(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 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 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 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

THE ROSENTHAL FAMILY FOUNDATION 13-6104817

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)	
		12,426 SHS MFC ISHARES MSCI ACWI ETF				P	12/09/2011	10/02/2013
		PROPERTY TYPE: SECURITIES						
649,745.		560,828.					88,917.	
		NORTHERN TRUST COMPANY BONDS ACCOUNT				P		
		PROPERTY TYPE: SECURITIES						
613,340.		609,039.					4,301.	
		NORTHERN TRUST COMPANY BONDS ACCOUNT				P		
		PROPERTY TYPE: SECURITIES						
588,104.		576,959.					11,145.	
		CERBERUS INTERNATIONAL LLC				P		
		PROPERTY TYPE: SECURITIES						
							73,854.	
		OZ OVERSEAS FUND II				P		
		PROPERTY TYPE: SECURITIES						
							9,726.	
		PERRY PARTNERS INTERNATIONAL INC				P		
		PROPERTY TYPE: SECURITIES						
							13,162.	
		THROUGH CERBERUS ASIA PARTNERS LP				P		
		PROPERTY TYPE: SECURITIES						
							4,634.	
		THROUGH COLCHESTER GLOBAL BOND FUND				P		
		PROPERTY TYPE: SECURITIES						
							-1,921.	
		THROUGH COLCHESTER GLOBAL BOND FUND				P		
		PROPERTY TYPE: SECURITIES						
							17,262.	
		THROUGH JUBILEE TAX EXEMPT PARTNERS LP				P		
		PROPERTY TYPE: SECURITIES						
							-685.	
		THROUGH JUBILEE TAX EXEMPT PARTNERS LP				P		
		PROPERTY TYPE: SECURITIES						
							71,377.	
		THROUGH TCV V LP				P		
		PROPERTY TYPE: SECURITIES						
							61,296.	

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

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
		THROUGH TCV VI LP PROPERTY TYPE: SECURITIES				P	11,970.	
		THROUGH TCV VI (CAYMAN) LP PROPERTY TYPE: SECURITIES				P	224.	
		THROUGH FLAG PRIVATE EQUITY III, LP PROPERTY TYPE: SECURITIES				P	-120.	
		THROUGH FLAG PRIVATE EQUITY III, LP PROPERTY TYPE: SECURITIES				P	17,983.	
		THROUGH FLAG VENTURE PARTNERS VI, LP PROPERTY TYPE: SECURITIES				P	625.	
		THROUGH FLAG VENTURE PARTNERS VI, LP PROPERTY TYPE: SECURITIES				P	36,985.	
		THROUGH NEXT GENERATION PARTNERS V, LP PROPERTY TYPE: SECURITIES				P	-267.	
		THROUGH NEXT GENERATION PARTNERS V, LP PROPERTY TYPE: SECURITIES				P	25,086.	
		THROUGH WELLINGTON TRUST COMPANY, NA PROPERTY TYPE: SECURITIES				P	-182,887.	
		THROUGH WELLINGTON TRUST COMPANY, NA PROPERTY TYPE: SECURITIES				P	108,727.	
		THROUGH TIFF PARTNERS II, LLC PROPERTY TYPE: SECURITIES				P	-737.	
		THROUGH WLR RECOVERY FUND V DSS AIV, LP PROPERTY TYPE: SECURITIES				P	1,044.	

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

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
		THROUGH WLR RECOVERY FUND V, LP PROPERTY TYPE: SECURITIES				P		
							-233.	
		THROUGH WLR RECOVERY FUND V, LP PROPERTY TYPE: SECURITIES				P		
							-350.	
TOTAL GAIN(LOSS)							371,118.	

ATTACHMENT 1

FORM 990PF, PART I - INTERESTON TEMPORARY CASH INVESTMENTS

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
INTEREST ON CHECKING ACCOUNT	1.	1.
TOTAL	1.	1.

ATTACHMENT 2

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

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
THROUGH CERBERUS ASIA PARTNERS, L.P.	457.	457.
THROUGH THE COLCHESTER GLOBAL BOND FUND	92,134.	92,134.
THROUGH FLAG VENTURE PARTNERS VI, LP	729.	729.
THROUGH JUBILEE TAX EXEMPT PARTNERS, L.P	3,649.	3,649.
THROUGH NEXT GENERATION PARTNERS V, L.P.	1,473.	1,473.
THROUGH TCV V, L.P.	1.	1.
THROUGH TCV VI, L.P.	234.	234.
THROUGH TCV VI (CAYMAN), L.P.	166.	166.
THROUGH WELLINGTON TRUST COMPANY, NA	62,121.	62,121.
DIVIDEND INCOME	193,317.	193,317.
INTEREST INCOME	43,937.	43,937.
THROUGH FLAG PRIVATE EQUITY III, L.P.	6,937.	6,937.
THROUGH TIFF PARTNERS II, LLC	4,743.	4,743.
TOTAL	409,898.	409,898.

FORM 990PF, PART I - OTHER INCOME

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
THROUGH CERBERUS ASIA PARTNERS, L.P.	7,037.	7,037.
THROUGH THE COLCHESTER GLOBAL BOND FUND	-84,229.	-84,229.
THROUGH FLAG VENTURE PARTNERS VI, L.P.	-812.	-812.
THROUGH NEXT GENERATION PARTNERS V, L.P.	-730.	-730.
THROUGH WELLINGTON TRUST COMPANY, NA	-10,708.	-10,708.
THROUGH DIPPER FILMS LLC	390.	390.
THROUGH 64TH STREET MEDIA LLC	-2,727.	-2,727.
LITIGATION SETTLEMENTS	9.	9.
THROUGH FLAG PRIVATE EQUITY III, L.P.	-261.	-261.
THROUGH TIFF PARTNERS II, LLC	170.	170.
THROUGH CENSORED VOICES LLC	-628.	-628.
TOTALS	-92,489.	-92,489.

ATTACHMENT 4

FORM 990PF, PART I - ACCOUNTING FEES

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

ATTACHMENT 5

FORM 990PF, PART I - OTHER PROFESSIONAL FEES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	CHARITABLE PURPOSES
PORTFOLIO MANAGEMENT/ADMINISTR	144,936.	144,936.	
GRANT & ADMINISTRATION EXPENSE	80,000.		80,000.
CAMBRIDGE ASSOCIATES FEES	51,630.	51,630.	
IMPACT PARTNERS CONSULTING FEE	5,000.	5,000.	
TOTALS	281,566.	201,566.	80,000.

ATTACHMENT 6

FORM 990PF, PART I - TAXES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
FOREIGN WITHHOLDING TAXES	14,754.	14,754.
FEDERAL EXCISE TAX	7,000.	
TOTALS	21,754.	14,754.

ATTACHMENT 7

FORM 990PF, PART I - OTHER EXPENSES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
FILING FEES	750.	750.
MISCELLANEOUS	935.	935.
NET NON DEDUCTIBLE EXPENSES	80.	
TOTALS	1,765.	1,685.

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

ATTACHMENT 8

DESCRIPTION	BEGINNING BOOK VALUE	ENDING BOOK VALUE	ENDING FMV
U.S. GOVERNMENT BONDS	595,153.	475,561.	473,427.
U.S. GOVERNMENT MORTGAGE BACKE	73,528.	49,832.	41,380.
HYDRO-QUEBEC GTD GLOBAL	24,903.		
US OBLIGATIONS TOTAL	693,584.	525,393.	514,807.

ATTACHMENT 9

FORM 990PF, PART II - CORPORATE BONDS

DESCRIPTION	BEGINNING BOOK VALUE	ENDING BOOK VALUE	ENDING FMV
U.S. GOVERNMENT AGENCY BONDS	408,794.	363,776.	364,940.
CORPORATE BONDS	1,032,033.	977,462.	925,681.
ASSET BACKED SECURITIES	845.		
TOTALS	1,441,672.	1,341,238.	1,290,621.

ATTACHMENT 10

FORM 990PF, PART II - OTHER INVESTMENTS

DESCRIPTION	BEGINNING BOOK VALUE	ENDING BOOK VALUE	ENDING FMV
CERBERUS ASIA PARTNERS, LTD	330,545.	330,545.	39,143.
CERBERUS INTL LTD	38,571.		150,053.
COLCHESTER GLOBAL BOND FUND	2,100,000.	2,100,000.	2,550,464.
CONTRARIAN OFFSHORE FUND	250,000.	250,000.	647,776.
DAVIDSON KEMPNER PARTNERS	250,000.	250,000.	544,213.
FIR TREE INTERNATAL VALUE FUND	300,000.	300,000.	752,844.
FLAG PRIVATE EQUITY III	346,000.	362,000.	333,256.
FLAG VENTURE CAPITAL VI	501,000.	549,000.	641,199.
GREENLIGHT MASTERS OFFSHORE	2,900,000.	2,900,000.	3,913,958.
ISHARES MCSI ACWI	7,184,053.	6,448,886.	8,335,603.
JUBILEE FUND	332,889.	332,889.	820,409.
LEXINGTON PARTNERS VII	85,686.	107,388.	97,024.
NEXT GENERATION PARTNERS V	480,000.	490,000.	507,857.
OZ OVERSEAS FUND	11,686.	11,686.	15,279.
PERRY PARTNERS INTERNATIONAL	35,245.	35,245.	8,887.
SIRIOS OVERSEAS FUND	300,000.	300,000.	646,696.
TECHNLGY CROSSOVR VENTURES III	90,471.	90,471.	13,655.
TECHNLGY CROSSOVER VENTURES V	487,128.	488,628.	269,117.
TECHNLGY CROSSOVER VENTURES VI	307,440.	309,690.	105,447.
TIFF PARTNERS II	180,486.	180,486.	8,207.
VIKING GLOBAL EQUITIES III	300,000.	300,000.	873,771.
WELLINGTON TRUST CO	3,637,392.	3,655,429.	3,498,180.
WLR RECOVERY FUND	40,201.	49,792.	42,243.
PROGRAM RELATED INVESTMENTS	20,789.	82,699.	82,699.
TOTALS	20,509,582.	19,924,834.	24,897,980.

THE ROSENTHAL FAMILY FOUNDATION 13-6104817

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

ATTACHMENT 11

NAME AND ADDRESS	TITLE AND AVERAGE HOURS PER WEEK DEVOTED TO POSITION	COMPENSATION
NANCY STEPHENS ROSENTHAL 255 N. SALTAIR, LOS ANGELES, CA 900	PRESIDENT & TRUSTEE 25.00	10,000.
JAMIE R. WOLF 812 N. FOOTHILL RD, BEVERLY HILLS	SECRETARY & TRUSTEE 25.00	10,000.
RICK ROSENTHAL 255 N. SALTAIR, LOS ANGELES, CA 900	TREASURER & TRUSTEE 15.00	10,000.
NOAH ROSENTHAL 2015 NICHOLS CANYON ROAD, LOS ANGEL	TRUSTEE 10.00	10,000.
DAVID M. WOLF 812 N. FOOTHILL RD, BEVERLY HILLS	TRUSTEE 10.00	10,000.
KATE WOLF 5031 MERIDIAN STREET, LOS ANGELES	TRUSTEE 10.00	10,000.
	GRAND TOTALS	60,000.

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

ATTACHMENT 12

NAME AND ADDRESS	TYPE OF SERVICE	COMPENSATION
ASSETS ADMINISTRATION & MANAGEMENT, INC. 2777 SUMMER STREET, SUITE 208B STAMFORD, CT 06905	MANAGEMENT SERVICES	180,000.
TOTAL COMPENSATION		180,000.

ATTACHMENT 13

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

NANCY STEPHENS
THE ROSENTHAL FAMILY FOUNDATION
203-325-9900

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

ATTACHMENT 14

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
SEE ATTACHED STATEMENT	N/A PUBLIC CHARITY	UNRESTRICTED GRANT	2,060,373.
		TOTAL CONTRIBUTIONS PAID	2,060,373.

	THE ROSENTHAL FAMILY FOUNDATION CONTRIBUTIONS, 2013			
	RECIPIENT OF CONTRIBUTION		AMT.PAID	
1	826 LA		800.00	
2	ADULT SKILLS CENTER(THE)		500.00	
3	AFRICAN MILLENIUM FOUNDATION		750.00	
4	ALLIANCE FOR CHILDREN'S RIGHTS		3,500.00	
5	ALZHEIMER'S ASSOCIATION OF LA		1,500.00	
6	AMERICAN CANCER SOCIETY		4,000.00	
7	AMER/ ACADEMY OF ARTS & LETTERS		24,000.00	
8	AMERICAN ASSOC: FOR CANCER RESEARCH INC.		17,762.00	
9	AMERICAN CINEMATHEQUE, THE		7,500.00	
10	AMERICAN COLLEGE OF PHYSICAN		2,148.50	
11	AMERICAN FILM INSTITUTE		30,000.00	
12	AMERICAN RIVERS		1,000.00	
13	AMERICANS FOR THE ARTS		40,000.00	
14	AMERICAN FRIENDS OF PARENTS CIRCLE		3,000.00	
15	AMERICAN MUSEUM OF NATURAL HISTORY		695.00	
16	AMNESTY INTERNATIONAL U.S.A.		1,000.00	

	THE ROSENTHAL FAMILY FOUNDATION CONTRIBUTIONS, 2013			
	RECIPIENT OF CONTRIBUTION		AMT.PAID	
17	ANN RICHARDS SCHOOL FOUNDATION		2,500.00	
18	ARETE SCHOLARSHIP FUND		3,000.00	
19	ARTS FOR ALL POOLED FUND *(Tides Center)*		10,000.00	
20	AUGUST OSAGE COUNTY for Children Mending Hearts		300.00	
21	BARD COLLEGE		5,000.00	
22	BARNARD COLLEGE		15,000.00	
23	BEST FRIENDS ANIMAL SOCIETY		2,500.00	
24	BILL FOUNDATION		5,000.00	
25	BLIND SPOT(PHOTO BASED ART)		1,500.00	
26	BOOKENDS		1,000.00	
27	BRAVE NEW FOUNDATION(BRAVE NEW FILMS)		1,000.00	
28	BRENTWOOD PRESBYTERIAN CHURCH		1,500.00	
29	BRENTWOOD VILLAGE TREE FDN		750.00	
30	BROOKLYN ACADEMY OF MUSIC		1,000.00	
31	CA COMMUNITY FDN		10,000.00	
32	CA INSTITUTE OF THE ARTS		30,000.00	
33	CA LEAGUE OF CONSERVATION VOTERS EDU.FUND		7,500.00	

	THE ROSENTHAL FAMILY FOUNDATION CONTRIBUTIONS, 2013			
	RECIPIENT OF CONTRIBUTION		AMT.PAID	
34	CA WOMEN'S LAW CENTER		1,000.00	
35	CANTEEN ARTS		2,500.00	
36	CAPILANO UNIVERSITY FOUNDATION		5,000.00	
37	CEMAR		5,000.00	
38	CENTER FOR EARLY EDUCATION		1,000.00	
39	CENTER FOR MEDIA & DEMOCRACY		7,500.00	
40	CENTER FOR SCIENCE IN THE PUBLIC INTEREST		250.00	
41	CHOATE ROSEMARY HALL FOUNDATION		2,500.00	
42	CHRYSALIS (Los Angeles, CA)		7,500.00	
43	CLASSIC STAGE COMPANY		2,000.00	
44	CODEPINK		3,000.00	
45	COMMON CAUSE		3,000.00	
46	COMMUNITY PARTNERS FBO COLLEGE MATCH		4,000.00	
47	COMMUNITY PARTNERS FBO California Participation Prpject		500.00	
48	CONNECTICUT COLLEGE		1,000.00	
49	CONSERVATION INTERNATIONAL		3,000.00	
50	COURAGE CAMPAIGN INSTITUTE		10,500.00	

	THE ROSENTHAL FAMILY FOUNDATION CONTRIBUTIONS, 2013			
	RECIPIENT OF CONTRIBUTION		AMT.PAID	
51	CREATIVE VISIONS FOUNDATION		52,854.85	
52	CYSTIC FIBROSIS		1,000.00	
53	DEATH PENALTY FOCUS		1,000 00	
54	DEFENDERS OF WILDLIFE		5,000.00	
55	DILLON HENRY FOUNDATION		1,000.00	
56	EARTHJUSTICE		200.00	
57	ELLA BAKER CENTER		3,000.00	
58	ENVIRONMENT CALIFORNIA Research & Policy Center		6,000.00	
59	EXCEPTIONAL CHILDREN'S FDN (FORMERLY KAYNE ERAS)		3,000.00	
60	FACING HISTORY AND OURSELVES		5,000.00	
61	FAIRFIELD COUNTY MEDICAL ASSOCIATION		5,614.16	
62	FAIRWARNING (MYRON LEVIN)		10,000.00	
63	FEMINIST MAJORITY FDN		2,500.00	
64	FERGUSON LIBRARY (CK TO HILDEN GALLERIES)		1,738.00	
65	FERGUSON LIBRARY(MAX)		6,631.80	
66	FESTIVAL OF NEW AMERICAN MUSIC THEATER		1,000.00	
67	FILM INDEPENDENT		90.00	

	THE ROSENTHAL FAMILY FOUNDATION CONTRIBUTIONS, 2013			
	RECIPIENT OF CONTRIBUTION		AMT.PAID	
68	FIRE STATION 19/BRENTWOOD		1,000.00	
69	FISH OF STAMFORD, INC		1,500.00	
70	FRACTURED ATLAS		38,500.00	
71	FREEDOM OF THE PRESS FDN		200.00	
72	FRIENDS OF ROBINSON GARDENS		10,000.00	
73	FRIENDS OF THE SABAN FREE CLINIC		10,000.00	
74	GABRIELLA AXELRAD EDUCATION FDN.		1,500.00	
75	GET LIT -WORDS IGNITE		500.00	
76	GLOBAL GIVING FDN-Cure Cervical Cancer		1,000.00	
77	GOOD DOG FOUNDATION,THE		1,000.00	
78	GRTR WEST HOLLYWD FOOD COAL:		10,000.00	
79	GUERNICA MAGAZINE		500.00	
80	GUGGENHEIM MUSEUM		1,835.00	
81	HAMMER MUSEUM		2,500.00	
82	HEAL THE BAY		1,000.00	
83	HEART PRODUCTIONS/FOUNDATION		5,000.00	
84	HIDDEN HARVEST		3,500.00	

	THE ROSENTHAL FAMILY FOUNDATION CONTRIBUTIONS, 2013			
	RECIPIENT OF CONTRIBUTION		AMT.PAID	
85	HIGH COUNTRY NEWS RESEARCH FUND		1,000.00	
86	HUMAN RIGHTS CAMPAIGN		2,500.00	
87	HUMAN RIGHTS WATCH		2,500.00	
88	IAVA (IRAQ & AFGHANISTAN VETERANS OF AMERICA		5,000.00	
89	ICP (INTERNATIONAL CENTER OF PHOTOGRAPHY)		100.00	
90	IDA Documentary		12,064.48	
91	IFP FISCAL SPONSORSHIP		16,000.00	
92	INSIGHT LA		20,000.00	
93	INSTITUTE FOR AMERICA'S FUTURE		5,000.00	
94	INTERFAITH POWER & LIGHT		500.00	
95	INTERNATIONAL RESCUE COMM		5,000.00	
96	JFK CENTER		200.00	
97	JACARANDRA FOUNDATION		4,000.00	
98	JACARANDA MUSIC AT THE EDGE		1,000.00	
99	JEWISH MUSEUM		1,000.00	
100	JHPIEGO		5,000.00	
101	KCRW-FM PUBLIC RADIO		2,500.00	

	THE ROSENTHAL FAMILY FOUNDATION CONTRIBUTIONS, 2013			
	RECIPIENT OF CONTRIBUTION		AMT.PAID	
102	KJAZZ 88.1		1,000.00	
103	KPCC FM		4,000.00	
104	L.A. THEATRE WORKS		1,500.00	
105	LANGE FOUNDATION		11,000.00	
106	LIBERTY HILL FDN		65,700.00	
107	LIBRARY FDN OF LOS ANGELES		2,095.00	
108	LINCOLN CENTER FOR THE PERFORMING ARTS, INC.		3,000.00	
109	LINCOLN CENTER THEATER		25,000.00	
110	LOS ANGELES CONSERVANCY		2,500.00	
111	L A COUNTY MUSEUM OF ART		2,500.00	
112	MADRE		500.00	
113	MAGNUM FOUNDATION,THE		40,000.00	
114	MANHATTAN THEATRE CLUB		8,028.00	
115	MASONIC CHARITY FDN OF CT TREE OF LIFE		1,500.00	
116	MAYSLES INSTITUTE		5,000.00	
117	MEDIA MATTERS FOR AMERICA		3,500.00	
118	MERCY CORPS		75.00	

	THE ROSENTHAL FAMILY FOUNDATION CONTRIBUTIONS, 2013			
	RECIPIENT OF CONTRIBUTION		AMT.PAID	
119	METROPOLITAN MUSEUM OF ART (New York)		1,300.00	
120	MOTHER JONES INVESTIGATIVE FUND		40,000.00	
121	MOVEMENT STRATEGY CENTER		25,000.00	
122	MS FOUN DATION FOR WOMEN		1,000.00	
123	MUSE FILM & TELEVISION INC		51,000.00	
124	MUSEUM OF MODERN ART (New York)		1,835.00	
125	MVP BASKETBALL CAMP		1,000.00	
126	MY FRIEND'S PLACE		1,000.00	
127	NARRATIVE MAGAZINE		500.00	
128	NATION INSTITUTE		3,000.00	
129	NATIONAL PARTNERSHIP FOR WOMEN & FAMILY		40,000.00	
130	NATIONAL TRUST FOR HISTORIC PRESERVATION		1,000.00	
131	NATURE CONSERVANCY OF WYOMING		25,000.00	
132	NATURAL RESOURCES DEFENSE COUNCIL		10,000.00	
133	NEVADA SHAKESPERE CO		2,500.00	
134	NETWORK FOR GOOD		250.00	
135	NEW CANAAN COUNTRY SCHOOL		1,000.00	

	THE ROSENTHAL FAMILY FOUNDATION CONTRIBUTIONS, 2013			
	RECIPIENT OF CONTRIBUTION		AMT.PAID	
136	NEW LEADERS COUNCIL		5,000.00	
137	NEW ROADS SCHOOL		11,000.00	
138	NEW YORK PUBLIC LIBRARY		1,500.00	
139	NMAI/ NAT. MUSE. AMER INDIAN/SMITHSONIAN		1,000.00	
140	NEW YORK THEATRE WORKSHOP		1,500.00	
141	NORTH EAST TREES		5,000.00	
142	OCEAN PARK COMMUNITY,CA		500.00	
143	OJAI FOUNDATION		1,500.00	
144	PARTNERS IN HEALTH		5,000.00	
145	PASADENA ARTS COUNCIL (LIBROS SCHMIBROS)		25,000.00	
146	PBS SOCal		3,000.00	
147	PEGASUS THERAPEUTIC RIDING INC.		500.00	
148	PEN CENTER USA		500,632.50	
149	PENTACLE		500.00	
150	PEOPLE FOR THE AMERICAN WAY(YP4)		20,000.00	
151	PESTICIDE ACTION NETWORK		500.00	
152	PETS ARE WONDERFUL (PAWS)		1,000.00	

	THE ROSENTHAL FAMILY FOUNDATION CONTRIBUTIONS, 2013			
	RECIPIENT OF CONTRIBUTION		AMT.PAID	
153	PETS FOR VETS		3,000.00	
154	PITZER COLLEGE		2,500.00	
155	PLANNED PARENTHOOD LOS ANGELES		5,000.00	
156	PLAYWRIGHTS HORIZONS, INC.		20,000.00	
157	PLOUGHSHARES FUND		5,000.00	
158	POETS AND WRITERS, INC.		1,000.00	
159	PROGRESSIVE MAGAZINE(EDUC ORG)		1,000.00	
160	PUBLIC CITIZEN		3,000.00	
161	PUBLIC INTEREST PICTURES INC		1,000.00	
162	RADCLIFFE COLLEGE/HARVARD UNIV		1,000.00	
163	RANDY UDALL MEMORIAL FUND THROUGH ALPINE BANK CARBONDALE		1,000.00	
164	RAPE FOUNDATION		1,000.00	
165	REALOGY CHARITABLE FDN		250.00	
166	REBIRTH(KICTSTARTER)		1,000.00	
167	REFUGEES INTERNATIONAL		5,000.00	
168	RICHLAND COUNTY FOUNDATION		500.00	
169	ROGUE MACHINE THEATER		5,450.00	

	THE ROSENTHAL FAMILY FOUNDATION CONTRIBUTIONS, 2013			
	RECIPIENT OF CONTRIBUTION		AMT.PAID	
170	ROUNDABOUT THEATRE		2,500.00	
171	RYMAN ARTS		1,000.00	
172	SALK INSTITUTE,THE		1,000.00	
173	SAN FRANCISCO FILM SOCIETY		10,200.00	
174	SMM0A (Santa Monica Museum of Art)		1,000.00	
175	SCHOOL OF LOST BORDERS		3,000.00	
176	SHELTER PARTNERSHIP (Los Angeles)		7,500.00	
177	SILVERMINE GUILD ARTS CENTER		1,500.00	
178	SOUTHERN POVERTY LAW CENTER		10,000.00	
179	STOP CANCER (WALK)		500.00	
180	SUNDANCE INSTITUTE		5,750.00	
181	TEAM RED AND BLUE, INC - RUN FOR VETS		538.46	
182	THEATER BREAKING THROUGH BARRIERS		5,000.00	
183	THREEPENNY REVIEW		5,000.00	
184	THE NICK BEGICH SCHOLARSHIP FUND		1,000.00	
185	TIDES CENTER-(TRIBES IN TRANSITION)		15,000.00	
186	TIKKUN MAGAZINE AND NSP		1,000.00	

	THE ROSENTHAL FAMILY FOUNDATION CONTRIBUTIONS, 2013			
	RECIPIENT OF CONTRIBUTION		AMT.PAID	
187	TREE PEOPLE		5,000.00	
188	TRUTHOUT		1,000.00	
189	TURNEFFE ATOLL TRUST		5,000.00	
190	UNICEF USA		1,000.00	
191	UNION OF CONCERNED SCIENTISTS		150,000.00	
192	UNITED REPUBLIC EDUCATION FUND PROGRAM(*Philipines Typhoon relief*)		20,000.00	
193	UCLA FOUNDATION#810360 - FRIENDS OF ENGLISH-CAROLYN SEE		750.00	
194	UCLA/MED.CTR. L. RIGLER CTR HEALTH SCIENCES		500.00	
195	UNIV. OF CA PRESS FOUNDATION		15,000.00	
196	UC RIVERSIDE FOUNDATION		150.00	
197	UN WORLD FOOD PROGRAM		1,000.00	
198	UNIVERSITY OF SOUTHERN CALIFORNIA		1,300.00	
199	UTAH FILM CENTER		67,500.00	
200	VENICE ARTS		500.00	
201	VIOLENCE POLICY CENTER		3,000.00	
202	VIRGINIA AVENUE PROJECT		3,500.00	
203	WARRIORS & QUIET WATERS FDN		5,000.00	

	THE ROSENTHAL FAMILY FOUNDATION CONTRIBUTIONS, 2013			
	RECIPIENT OF CONTRIBUTION		AMT.PAID	
204	WHITNEY MUSEUM OF AMERICAN ART		335.00	
205	WILDLIFE GUARDIANS(LION GUARDIANS PROJECT)		15,000.00	
206	WILDLIFE CONSERVANCY SOCIETY BRONX ZOO		750.00	
207	WITNESS		1,000.00	
208	WOMEN AGAINST GUN VIOLENCE		1,500.00	
209	WOMEN MAKE MOVIES		85,000.00	
210	WOMEN'S CAMPAIGN INTERNATIONAL		500.00	
211	WOMEN'S MEDIA CENTER,THE		2,500.00	
212	WORD THEATRE(see Theatre Insite)		5,000.00	
213	WRITERS BLOC PRESENTS		500.00	
214	WYOMING WILDERNESS ASSOCIATION		1,000.00	
	YEAR END TOTALS		2,060,372.75	

THE ROSENTHAL FAMILY FOUNDATON
Program Related Investments
Expenditure Responsibility Report – 2013

PRI Recipient	**Date of PRI**	**Purpose**	**Total Amount of PRI Commitment**	**Amount Expended in 2013**	**Amount Distributed by Foundation Since Inception**	**Knowledge of Diversion**	**Report Received**
The Fledging Fund Inc. 62 Fifth Avenue Site 901 New York, NY 10019	3/16/2012	The Genius of Marian - Documentary educational film about Alzheimer's disease	$16,667	$161	$16,134	No	4/8/2014
Sky Moo Films, LLC 1338 N. Alta Vista Blvd Los Angeles, CA 90046	4/30/2012	Midway - Documentary educational film about pollution on a remote Pacific island	$19,444	$14,583	$19,399	No	4/8/2014

Rada Film Group 254 Adelphi Street Brooklyn, NY 11205	1/31/2013	American Promise – Documentary educational film about two minority students attending prestigious New York City prep school	$5,755	$5,755	$5,755	No	4/8/2014
64th Street Media, LLC 325 East 64th Street Suite 510 New York, NY 10065	1/31/2013	Pride: Musharraf in Exile – Documentary educational film about the former premier of Pakistan	$13,909	$8,286	$8,286	No	4/8/2014
Dipper Films 214 Weirfield Street 3rd Floor Brooklyn, NY 11221	4/30/2014	Our Nixon – Documentary educational film about the former United States President	$2,715	$2,670	$2,670	No	4/8/2014
Censored Voices LLC 120 West 21st Street #804 New York, NY 10011	11/30/2013	Censored Voices – Documentary Educational film about the 1967 Arab Israeli War	$6,500	$3,125	$3,125	No	4/8/2014

KA Snyder Productions 170 West 74th Street #604 New York, NY 10023	2/20/2013	The Incredible Adventures of Miguel Littin – Documentary educational film about Chilean film director/author	$30,000	$30,000	$30,000	No	4/8/2014

SCHEDULE D
(Form 1041)

Department of the Treasury
Internal Revenue Service

Capital Gains and Losses

▶ Attach to Form 1041, Form 5227, or Form 990-T.
▶ Use Form 8949 to list your transactions for lines 1b, 2, 3, 8b, 9 and 10.
▶ Information about Schedule D and its separate instructions is at *www.irs.gov/form1041*.

OMB No 1545-0092

2013

Name of estate or trust: THE ROSENTHAL FAMILY FOUNDATION

Employer identification number: 13-6104817

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

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

See instructions for how to figure the amounts to enter on the lines below. This form may be easier to complete if you round off cents to whole dollars.	(d) Proceeds (sales price)	(e) Cost (or other basis)	(g) Adjustments to gain or loss from Form(s) 8949, Part I, line 2, column (g)	(h) Gain or (loss) Subtract column (e) from column (d) and combine the result with column (g)
1a Totals for all short-term transactions reported on Form 1099-B for which basis was reported to the IRS and for which you have no adjustments (see instructions). However, if you choose to report all these transactions on Form 8949, leave this line blank and go to line 1b				
1b Totals for all transactions reported on Form(s) 8949 with **Box A** checked	613,340.	609,039.		4,301.
2 Totals for all transactions reported on Form(s) 8949 with **Box B** checked				
3 Totals for all transactions reported on Form(s) 8949 with **Box C** checked				-185,488.

4 Short-term capital gain or (loss) from Forms 4684, 6252, 6781, and 8824	4	
5 Net short-term gain or (loss) from partnerships, S corporations, and other estates or trusts	5	
6 Short-term capital loss carryover Enter the amount, if any, from line 9 of the 2012 Capital Loss Carryover Worksheet	6	( )
7 **Net short-term capital gain or (loss).** Combine lines 1a through 6 in column (h) Enter here and on line 17, column (3) on the back ▶	7	-181,187.

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

See instructions for how to figure the amounts to enter on the lines below This form may be easier to complete if you round off cents to whole dollars.	(d) Proceeds (sales price)	(e) Cost (or other basis)	(g) Adjustments to gain or loss from Form(s) 8949, Part II, line 2, column (g)	(h) Gain or (loss) Subtract column (e) from column (d) and combine the result with column (g)
8a Totals for all long-term transactions reported on Form 1099-B for which basis was reported to the IRS and for which you have no adjustments (see instructions) However, if you choose to report all these transactions on Form 8949, leave this line blank and go to line 8b				
8b Totals for all transactions reported on Form(s) 8949 with **Box D** checked	1,237,849.	1,137,787.		100,062.
9 Totals for all transactions reported on Form(s) 8949 with **Box E** checked				
10 Totals for all transactions reported on Form(s) 8949 with **Box F** checked				452,243.

11 Long-term capital gain or (loss) from Forms 2439, 4684, 6252, 6781, and 8824	11	
12 Net long-term gain or (loss) from partnerships, S corporations, and other estates or trusts	12	
13 Capital gain distributions	13	
14 Gain from Form 4797, Part I	14	
15 Long-term capital loss carryover. Enter the amount, if any, from line 14 of the 2012 Capital Loss Carryover Worksheet	15	( )
16 **Net long-term capital gain or (loss).** Combine lines 8a through 15 in column (h). Enter here and on line 18a, column (3) on the back ▶	16	552,305.

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

Part III **Summary of Parts I and II**
Caution: *Read the instructions* ***before*** *completing this part.*

		(1) Beneficiaries' (see instr)	(2) Estate's or trust's	(3) Total
17 **Net short-term gain or (loss)**	17			-181,187.
18 **Net long-term gain or (loss):**				
a Total for year	18a			552,305.
b Unrecaptured section 1250 gain (see line 18 of the wrksht)	18b			
c 28% rate gain	18c			
19 **Total net gain or (loss).** Combine lines 17 and 18a ▶	19			371,118.

Note: *If line 19, column (3), is a net gain, enter the gain on Form 1041, line 4 (or Form 990-T, Part I, line 4a) If lines 18a and 19, column (2), are net gains, go to Part V, and* ***do not*** *complete Part IV If line 19, column (3), is a net loss, complete Part IV and the* ***Capital Loss Carryover Worksheet,*** *as necessary*

Part IV **Capital Loss Limitation**

20 Enter here and enter as a (loss) on Form 1041, line 4 (or Form 990-T, Part I, line 4c, if a trust), the **smaller** of
a The loss on line 19, column (3) **or** **b** $3,000 . . . 20 ( )

Note: *If the loss on line 19, column (3), is more than $3,000,* ***or*** *if Form 1041, page 1, line 22 (or Form 990-T, line 34), is a loss, complete the* ***Capital Loss Carryover Worksheet*** *in the instructions to figure your capital loss carryover*

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

Form 1041 filers. Complete this part **only** if both lines 18a and 19 in column (2) are gains, or an amount is entered in Part I or Part II and there is an entry on Form 1041, line 2b(2), **and** Form 1041, line 22, is more than zero.

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

- *Either line 18b, col (2) or line 18c, col. (2) is more than zero, or*
- *Both Form 1041, line 2b(1), and Form 4952, line 4g are more than zero.*

Form 990-T trusts. Complete this part **only** if both lines 18a and 19 are gains, or qualified dividends are included in income in Part I of Form 990-T, **and** Form 990-T, line 34, is more than zero Skip this part and complete the **Schedule D Tax Worksheet** in the instructions if either line 18b, col (2) or line 18c, col (2) is more than zero

21 Enter taxable income from Form 1041, line 22 (or Form 990-T, line 34) . . . 21
22 Enter the **smaller** of line 18a or 19 in column (2) but not less than zero . . . 22
23 Enter the estate's or trust's qualified dividends from Form 1041, line 2b(2) (or enter the qualified dividends included in income in Part I of Form 990-T) . . 23
24 Add lines 22 and 23 . . . 24
25 If the estate or trust is filing Form 4952, enter the amount from line 4g, otherwise, enter -0- . . . ▶ 25
26 Subtract line 25 from line 24 If zero or less, enter -0- . . . 26
27 Subtract line 26 from line 21 If zero or less, enter -0- . . . 27
28 Enter the **smaller** of the amount on line 21 or $2,450 . . . 28
29 Enter the **smaller** of the amount on line 27 or line 28 . . . 29
30 Subtract line 29 from line 28. If zero or less, enter -0- This amount is taxed at 0% . . . ▶ 30
31 Enter the smaller of line 21 or line 26 . . . 31
32 Subtract line 30 from line 26 . . . 32
33 Enter the **smaller** of line 21 or $11,950 . . . 33
34 Add lines 27 and 30 . . . 34
35 Subtract line 34 from line 33 If zero or less, enter -0- . . . 35
36 Enter the **smaller** of line 32 or line 35 . . . 36
37 Multiply line 36 by 15% . . . ▶ 37
38 Enter the amount from line 31 . . . 38
39 Add lines 30 and 36 . . . 39
40 Subtract line 39 from line 38 If zero or less, enter -0- . . . 40
41 Multiply line 40 by 20% . . . ▶ 41
42 Figure the tax on the amount on line 27 Use the 2013 Tax Rate Schedule for Estates and Trusts (see the Schedule G instructions in the instructions for Form 1041) . . . 42
43 Add lines 37, 41, and 42 . . . 43
44 Figure the tax on the amount on line 21 Use the 2013 Tax Rate Schedule for Estates and Trusts (see the Schedule G instructions in the instructions for Form 1041) . . . 44
45 **Tax on all taxable income.** Enter the **smaller** of line 43 or line 44 here and on Form 1041, Schedule G, line 1a (or Form 990-T, line 36) . . . ▶ 45

Form **8949**

Department of the Treasury
Internal Revenue Service

Sales and Other Dispositions of Capital Assets

▶ **Information about Form 8949 and its separate instructions is at** *www.irs.gov/form8949.*

▶ **File with your Schedule D to list your transactions for lines 1b, 2, 3, 8b, 9, and 10 of Schedule D.**

OMB No 1545-0074

2013

Attachment Sequence No **12A**

Name(s) shown on return	**Social security number or taxpayer identification number**
THE ROSENTHAL FAMILY FOUNDATION	13-6104817

Most brokers issue their own substitute statement instead of using Form 1099-B They also may provide basis information (usually your cost) to you on the statement even if it is not reported to the IRS Before you check Box A, B, or C below, determine whether you received any statement(s) and, if so, the transactions for which basis was reported to the IRS Brokers are required to report basis to the IRS for most stock you bought in 2011 or later

Part I **Short-Term.** Transactions involving capital assets you held one year or less are short-term. For long-term transactions, see page 2

Note. You may aggregate all short-term transactions reported on Form(s) 1099-B showing basis was reported to the IRS and for which no adjustments or codes are required. Enter the total directly on Schedule D, line 1a; you are not required to report these transactions on Form 8949 (see instructions).

You ***must*** **check Box A, B,** ***or*** **C below. Check only one box.** If more than one box applies for your short-term transactions, complete a separate Form 8949, page 1, for each applicable box If you have more short-term transactions than will fit on this page for one or more of the boxes, complete as many forms with the same box checked as you need.

☒ **(A)** Short-term transactions reported on Form(s) 1099-B showing basis was reported to the IRS (see **Note** above)
☐ **(B)** Short-term transactions reported on Form(s) 1099-B showing basis was **not** reported to the IRS
☐ **(C)** Short-term transactions not reported to you on Form 1099-B

1 (a) Description of property (Example 100 sh XYZ Co)	(b) Date acquired (Mo , day, yr)	(c) Date sold or disposed (Mo , day, yr)	(d) Proceeds (sales price) (see instructions)	(e) Cost or other basis See the **Note** below and see *Column (e)* in the separate instructions	**Adjustment, if any, to gain or loss.** If you enter an amount in column (g), enter a code in column (f) **See the separate instructions.** (f) Code(s) from instructions	(g) Amount of adjustment	(h) **Gain or (loss)** Subtract column (e) from column (d) and combine the result with column (g)
NORTHERN TRUST COMPAN BONDS ACCOUNT			613,340.	609,039.			4,301.
2 Totals. Add the amounts in columns (d), (e), (g), and (h) (subtract negative amounts) Enter each total here and include on your Schedule D, **line 1b** (if **Box A** above is checked), **line 2** (if **Box B** above is checked), or **line 3** (if **Box C** above is checked) ▶			613,340.	609,039.			4,301.

Note. If you checked Box A above but the basis reported to the IRS was incorrect, enter in column (e) the basis as reported to the IRS, and enter an adjustment in column (g) to correct the basis See *Column (g)* in the separate instructions for how to figure the amount of the adjustment

For Paperwork Reduction Act Notice, see your tax return instructions.

2013 Tax Information Statement

THE NORTHERN TRUST COMPANY
P.O. BOX 803878
CHICAGO, IL 60680

Account Number: 26-88559
Recipient's Tax ID Number: XX-XXX4817

☐ **Corrected** ☐ **2nd TIN notice**

Recipient's Name and Address:
RICHARD & HINDA ROSENTHAL
FOUNDATION
C/O ARNOLD PAPERNO

THE ROSENTHAL FAMILY FOUNDATION
SHORT TERM CAPITAL GAINS – BOND ACCOUNT

2013 Proceeds from Broker and Barter Exchange Transactions

Sales are listed at Gross Proceeds less commissions and option premiums.

Cusip Quantity Sold	Description Date of Sale or Exchange	Date of Acquisition	Stock or Other Symbol Stocks, Bonds, etc.	Cost or Other Basis	Wash Sale Loss Disallowed	Net Gain or Loss	Federal Income Tax Withheld	State Tax Withheld
Short Term Sales								
912828TZ3	UTD STATES TREAS .25% DUE 11-30-2014							
50000.0000	01/14/2013	12/11/2012	50,013 51	50,002 12	0.00	11.39	0 00	0 00
68323ABK9	ONTARIO PROV CDA BD 2 45% DUE 06-29-2022REG							
25000 0000	01/18/2013	06/22/2012	25,290.50	24,903 25	0 00	387 25	0 00	0 00
83368RAC6	SOCIETE GENERALE 2 75 10-12-2017							
25000.0000	01/18/2013	10/04/2012	25,552 50	24,980.25	0 00	572 25	0 00	0 00
36202FYZ3	GNMA POOL #005228 3 5% 11-20-2026 BEO		GNMAII					
513 4200	01/22/2013	06/07/2012	513.42	548.88	0 00	-35.46	0 00	0 00
06406HBY4	BANK NEW YORK INC MEDIUM TERM SR NTS BOOK ENTRY 3 55 DUE 09-23-2021 BEO							
25000 0000	01/23/2013	02/13/2012	27,142.00	25,834.50	0 00	1,307 50	0.00	0.00
912828PR5	US TREAS NTS .625 DUE 01-31-2013							
25000 0000	01/31/2013	06/14/2012	25,000.00	25,068 44	0.00	-68 44	0 00	0.00
94974BFC9	WELLS FARGO & CO 3.5 DUE 03-08-2022							
25000.0000	02/06/2013	03/01/2012	26,030.75	24,945.50	0.00	1,085 25	0 00	0 00
064159BA3	BK NOVA SCOTIA B C 75% DUE 10-09-2015							
25000 0000	02/07/2013	10/03/2012	24,970.50	24,999 25	0 00	-28 75	0 00	0 00
36202FYZ3	GNMA POOL #005228 3 5% 11-20-2026 BEO		GNMAII					
542 7600	02/20/2013	06/07/2012	542.76	580 24	0 00	-37.48	0 00	0.00

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FOUNDATION
C/O ARNOLD PAPERNO

Sales are listed at Gross Proceeds less commissions and option premiums.

Cusip	Description		Stock or Other Symbol					
Quantity Sold	Date of Sale or Exchange	Date of Acquisition	Stocks Bonds, etc.	Cost or Other Basis	Wash Sale Loss Disallowed	Net Gain or Loss	Federal Income Tax Withheld	State Tax Withheld
064149C88	BANK N S HALIFAX 4.375% DUE 01-13-2021							
25000.0000	02/26/2013	02/07/2013	28,556 25	28,541.50	0.00	14 75	0 00	0 00
912828UG3	UNITED STATES TREAS NTS .375 DUE 01-15-2016							
30000.0000	02/26/2013	01/24/2013	30,024.51	30,008 30	0 00	16.21	0 00	0 00
767201AQ9	RIO TINTO FIN USA 3 75% DUE 09-20-2021							
25000 0000	03/01/2013	05/17/2012	26,737 50	26,506.50	0.00	231 00	0 00	0 00
36202FYZ3	GNMA POOL #005228 3.5% 11-20-2026 BEO		GNMAII					
400 8100	03/20/2013	06/07/2012	400 81	428 49	0 00	-27.68	0 00	0.00
05531FAM5	BB&T CORP SR MEDIUM TERM NTS BOOK ENTRY TRANCHE # TR 00012 1 45 01-12-2018		MTN1					
25000.0000	04/11/2013	11/14/2012	25,009 75	24,969 00	0 00	40 75	0 00	0.00
22160KAF2	COSTCO WHSL CORP 1 7% DUE 12-15-2019							
25000.0000	04/16/2013	11/28/2012	25,114 50	24,944.00	0.00	170 50	0 00	0 00
912828TU4	UNITED STATES TREAS NTS DTD 10/31/2012 25% DUE 10-31-2014 REG							
70000.0000	04/16/2013	Various	70,048.98	69,979 53	0.00	69 45	0 00	0 00
912828SV3	UTD STATES TREAS 1 75% DUE 05-15-2022 05-15-2022							
10000 0000	04/19/2013	07/06/2012	10,165.19	10,166 06	0 00	-0 87	0.00	0 00
36202FYZ3	GNMA POOL #005228 3.5% 11-20-2026 BEO		GNMAII					
635.6800	04/22/2013	06/07/2012	635.68	679.58	0 00	-43.90	0 00	0 00

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FOUNDATION
C/O ARNOLD PAPERNO

Sales are listed at Gross Proceeds less commissions and option premiums.

Cusip	Description		Stock or Other Symbol					
Quantity Sold	Date of Sale or Exchange	Date of Acquisition	Stocks Bonds, etc.	Cost or Other Basis	Wash Sale Loss Disallowed	Net Gain or Loss	Federal Income Tax Withheld	State Tax Withheld
63254AAC2	NATIONAL AUSTRALIA BK LIMITED 1 6 DUE 08-07-2015							
25000.0000	04/24/2013	08/06/2012	25,494 25	25,157.75	0 00	336 50	0 00	0 00
78011DAC8	ROYAL BK OF CDA 1.2 DUE 09-19-2017							
25000.0000	04/24/2013	09/12/2012	25,200.00	24,997.50	0 00	202 50	0 00	0 00
89153UAE1	TOTAL CAP CDA LTD GTD NT 1.45 01-15-2018							
20000 0000	04/24/2013	01/10/2013	20,267.00	19,980 80	0 00	286 20	0 00	0 00
912828SY7	UNITED STATES TREAS NTS DTD 00407 625% DUE 05-31-2017 REG							
15000 0000	05/15/2013	06/14/2012	15,003.47	14,926 81	0 00	76 66	0 00	0 00
36202FYZ3	GNMA POOL #005228 3.5% 11-20-2026 BEO		GNMAII					
794 1800	05/20/2013	06/07/2012	794 18	849 03	0 00	-54 85	0.00	0 00
89153UAE1	TOTAL CAP CDA LTD GTD NT 1.45 01-15-2018							
25000 0000	05/23/2013	01/10/2013	25,064.75	24,976.00	0.00	88 75	0 00	0 00
912828TK6	UNITED STATES TREAS NTS DTD 08/15/2012 .25% DUE 08-15-2015 REG							
50000.0000	06/25/2013	09/11/2012	49,767.41	49,882.98	0.00	-115.57	0 00	0.00
912828JW1	UNITED STATES TREAS NTS 1.5% DUE 12-31-2013 REG							
30000.0000	12/31/2013	07/22/2013	30,000.00	30,182 91	0 00	-182 91	0 00	0 00
Total Short Term Sales			**613,340.17**	**609,039.17**	**0.00**	**4,301.00**	**0.00**	**0.00**

Long Term Sales

2013 Tax Information Statement

THE NORTHERN TRUST COMPANY
P.O. BOX 803878
CHICAGO, IL 60680

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FOUNDATION
C/O ARNOLD PAPERNO

THE ROSENTHAL FAMILY FOUNDATION

LONG TERM CAPITAL GAINS — BOND ACCOUNT

Sales are listed at Gross Proceeds less commissions and option premiums.

Cusip Quantity Sold	Description Date of Sale or Exchange	Date of Acquisition	Stock or Other Symbol Stocks Bonds, etc.	Cost or Other Basis	Wash Sale Loss Disallowed	Net Gain or Loss	Federal Income Tax Withheld	State Tax Withheld
36207K6H8	GNMA POOL #434772 SER 2030 9% DUE 06-15-2030 REG		GNMA					
5.0800	01/15/2013	02/27/2001	5 08	5 31	0 00	-0 23	0.00	0 00
36211STW7	GNMA POOL #521765 SER 2030 8% DUE 01-15-2030 REG		GNMA					
8 0300	01/15/2013	01/21/2000	8 03	8.12	0.00	-0 09	0 00	0.00
36220PSF0	GNMA POOL #284118 10% 06-15-2020 BEO		GNMA					
7 2000	01/15/2013	04/25/2007	7.20	8 04	0 00	-0 84	0 00	0 00
36225A6A3	GNMA POOL #780865 SER 2017 9.5% DUE 11-15-2017 REG		GNMA					
71.1900	01/15/2013	02/15/2001	71.19	77.20	0.00	-6.01	0 00	0.00
36225ACX6	GNMA POOL #780086 SER 2017 8 5% DUE 11-15-2017 REG		GNMA					
56.2400	01/15/2013	03/07/2001	56.24	59.58	0 00	-3.34	0 00	0 00
36225ATD2	GNMA POOL #780548 SER 2017 8 5% DUE 12-15-2017 REG		GNMA					
123 5200	01/15/2013	02/15/2001	123.52	130.62	0 00	-7 10	0 00	0 00
36225BFZ6	GNMA POOL #781084 SER 2017 9% DUE 12-15-2017 REG		GNMA					
87.1400	01/15/2013	05/02/2001	87.14	94 30	0.00	-7 16	0 00	0 00
36202DM32	GNMAII POOL #003078 SER 2031 5.5% DUE 05-20-2031 REG		GNMAII					
17.4000	01/22/2013	04/25/2007	17.40	17.33	0.00	0 07	0 00	0 00
36202KHJ7	GNMAII POOL #008333 SER 2018 ADJ RT 03-20-2018		GNMAII					
73.2600	01/22/2013	04/25/2007	73.26	74.08	0.00	-0 82	0 00	0 00

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RICHARD & HINDA ROSENTHAL
FOUNDATION
C/O ARNOLD PAPERNO

Sales are listed at Gross Proceeds less commissions and option premiums.

Cusip	Description		Stock or Other Symbol					
Quantity Sold	Date of Sale or Exchange	Date of Acquisition	Stocks, Bonds, etc.	Cost or Other Basis	Wash Sale Loss Disallowed	Net Gain or Loss	Federal Income Tax Withheld	State Tax Withheld
36225CKZ8	GNMAII POOL #080311 SER 2029 ADJ RT 08-20-2029		GNMAII					
15.2100	01/22/2013	08/23/1999	15.21	14.99	0 00	0 22	0.00	0 00
161546FM3	CHASE FDG MTG LN 2003-3 ASSET BKD CTF CLIIA-2 VAR RATE 04-25-2033 REG		SPCL1					
15.1100	01/25/2013	04/25/2007	15.11	15.12	0.00	-0 01	0 00	0.00
31371HYB8	FNMA POOL #252806 7 5% DUE 10-01-2029 REG		FNMA					
37.5500	01/25/2013	01/03/2002	37.55	38.76	0 00	-1.21	0.00	0 00
31385HXT4	FNMA POOL #545290 7.5% DUE 10-01 2016 REG		FNMA					
90.2700	01/25/2013	04/25/2007	90.27	93.24	0 00	-2 97	0 00	0 00
31387YYY3	FNMA POOL #598427 6% DUE 02-01-2017 REG		FNMA					
66 3400	01/25/2013	04/25/2007	66.34	67.57	0 00	-1 23	0 00	0 00
31401CQZ9	FNMA POOL #704372 ADJ RT DUE 05-01-2033 REG		FNMA					
12.3200	01/25/2013	04/25/2007	12.32	12 20	0 00	0.12	0 00	0 00
912828PL8	UNITED STATES TREAS NTS DTD 00323 75% DUE 12-15-2013 REG							
20000.0000	02/14/2013	07/27/2011	20,096.81	20,121 94	0 00	-25 13	0 00	0 00
36207K6H8	GNMA POOL #434772 SER 2030 9% DUE 06-15-2030 REG		GNMA					
5 1200	02/15/2013	02/27/2001	5.12	5 35	0 00	-0.23	0.00	0 00
36211STW7	GNMA POOL #521765 SER 2030 8% DUE 01-15-2030 REG		GNMA					
1073 0900	02/15/2013	01/21/2000	1,073.09	1,084.99	0 00	-11 90	0 00	0 00

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2013 Tax Information Statement

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P.O. BOX 803878
CHICAGO, IL 60680

Account Number: 26-88559
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Recipient's Name and Address:
RICHARD & HINDA ROSENTHAL
FOUNDATION
C/O ARNOLD PAPERNO

Sales are listed at Gross Proceeds less commissions and option premiums.

Cusip	Description		Stock or Other Symbol					
Quantity Sold	Date of Sale or Exchange	Date of Acquisition	Stocks Bonds, etc.	Cost or Other Basis	Wash Sale Loss Disallowed	Net Gain or Loss	Federal Income Tax Withheld	State Tax Withheld
36220PSF0	GNMA POOL #284118 10% 06-15-2020 BEO		GNMA					
7 2600	02/15/2013	04/25/2007	7 26	8 11	0 00	-0 85	0 00	0 00
36225A6A3	GNMA POOL #780865 SER 2017 9.5% DUE 11-15-2017 REG		GNMA					
71.6100	02/15/2013	02/15/2001	71.61	77.65	0 00	-6 04	0 00	0 00
36225ACX6	GNMA POOL #780086 SER 2017 8 5% DUE 11-15-2017 REG		GNMA					
77 6800	02/15/2013	03/07/2001	77 68	82 29	0.00	-4.61	0 00	0 00
36225ATD2	GNMA POOL #780548 SER 2017 8.5% DUE 12-15-2017 REG		GNMA					
141 8700	02/15/2013	02/15/2001	141.87	150.03	0 00	-8 16	0 00	0 00
36225BFZ6	GNMA POOL #781084 SER 2017 9% DUE 12-15-2017 REG		GNMA					
131.8600	02/15/2013	05/02/2001	131.86	142 70	0 00	-10 84	0 00	0 00
36202DM32	GNMAII POOL #003078 SER 2031 5.5% DUE 05-20-2031 REG		GNMAII					
17.8300	02/20/2013	04/25/2007	17.83	17.75	0 00	0 08	0 00	0.00
36202KHJ7	GNMAII POOL #008333 SER 2018 ADJ RT 03-20-2018		GNMAII					
72.7100	02/20/2013	04/25/2007	72.71	73.53	0 00	-0 82	0 00	0 00
36225CKZ8	GNMAII POOL #080311 SER 2029 ADJ RT 08-20-2029		GNMAII					
60.1000	02/20/2013	08/23/1999	60.10	59.24	0.00	0 86	0 00	0.00
161546FM3	CHASE FDG MTG LN 2003-3 ASSET BKD CTF CLIIA-2 VAR RATE 04-25-2033 REG		SPCL1					
31.3800	02/25/2013	04/25/2007	31.38	31.39	0.00	-0.01	0 00	0.00

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Cusip	Description		Stock or Other Symbol					
Quantity Sold	Date of Sale or Exchange	Date of Acquisition	Stocks Bonds, etc.	Cost or Other Basis	Wash Sale Loss Disallowed	Net Gain or Loss	Federal Income Tax Withheld	State Tax Withheld
31371HYB8	FNMA POOL #252806 7 5% DUE 10-01-2029 REG		FNMA					
34 9700	02/25/2013	01/03/2002	34.97	36.10	0 00	-1 13	0 00	0 00
31385HXT4	FNMA POOL #545290 7.5% DUE 10-01-2016 REG		FNMA					
137.6500	02/25/2013	04/25/2007	137.65	142.18	0.00	-4 53	0 00	0 00
31387YYY3	FNMA POOL #598427 6% DUE 02-01-2017 REG		FNMA					
42 2700	02/25/2013	04/25/2007	42.27	43.05	0 00	-0.78	0 00	0 00
31401CQZ9	FNMA POOL #704372 ADJ RT DUE 05-01-2033 REG		FNMA					
20.3100	02/25/2013	04/25/2007	20.31	20.12	0 00	0 19	0.00	0 00
002799AJ3	ABBEY NATL TREAS 4% DUE 04-27-2016							
25000.0000	03/01/2013	Various	26,585.50	25,089.10	0 00	1,496.40	0 00	0 00
36207K6H8	GNMA POOL #434772 SER 2030 9% DUE 06-15-2030 REG		GNMA					
5 1600	03/15/2013	02/27/2001	5.16	5 39	0 00	-0 23	0.00	0 00
36211STW7	GNMA POOL #521765 SER 2030 8% DUE 01-15-2030 REG		GNMA					
5 5700	03/15/2013	01/21/2000	5 57	5 63	0.00	-0 06	0.00	0 00
36220PSF0	GNMA POOL #284118 10% 06-15-2020 BEO		GNMA					
7 3300	03/15/2013	04/25/2007	7.33	8 19	0 00	-0 86	0.00	0.00
36225A6A3	GNMA POOL #780865 SER 2017 9.5% DUE 11-15-2017 REG		GNMA					
53 2300	03/15/2013	02/15/2001	53.23	57.72	0.00	-4.49	0 00	0 00

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Cusip	Description		Stock or Other Symbol					
Quantity Sold	Date of Sale or Exchange	Date of Acquisition	Stocks, Bonds, etc.	Cost or Other Basis	Wash Sale Loss Disallowed	Net Gain or Loss	Federal Income Tax Withheld	State Tax Withheld
36225ACX6	GNMA POOL #780086 SER 2017 8.5% DUE 11-15-2017 REG		GNMA					
87.4400	03/15/2013	03/07/2001	87.44	92 63	0.00	-5.19	0.00	0 00
36225ATD2	GNMA POOL #780548 SER 2017 8.5% DUE 12-15-2017 REG		GNMA					
111.0100	03/15/2013	02/15/2001	111 01	117.39	0 00	-6.38	0 00	0.00
36225BFZ6	GNMA POOL #781084 SER 2017 9% DUE 12-15-2017 REG		GNMA					
86.8000	03/15/2013	05/02/2001	86 80	93.93	0 00	-7 13	0 00	0 00
36202DM32	GNMAII POOL #003078 SER 2031 5 5% DUE 05-20-2031 REG		GNMAII					
17 5800	03/20/2013	04/25/2007	17.58	17.51	0.00	0 07	0 00	0 00
36202KHJ7	GNMAII POOL #008333 SER 2018 ADJ RT 03-20-2018		GNMAII					
74.4600	03/20/2013	04/25/2007	74.46	75 30	0 00	-0 84	0 00	0 00
36225CKZ8	GNMAII POOL #080311 SER 2029 ADJ RT 08-20-2029		GNMAII					
32.4800	03/20/2013	08/23/1999	32.48	32 01	0 00	0 47	0.00	0 00
3134G3RL6	FEDERAL HOME LN MTG CORP 2 DUE 03-21-2019							
25000.0000	03/21/2013	02/23/2012	25,000.00	25,000.00	0.00	0 00	0 00	0 00
161546FM3	CHASE FDG MTG LN 2003-3 ASSET BKD CTF CLIIA-2 VAR RATE 04-25-2033 REG		SPCL1					
17 3400	03/25/2013	04/25/2007	17.34	17.35	0 00	-0 01	0 00	0 00
31371HYB8	FNMA POOL #252806 7 5% DUE 10-01-2029 REG		FNMA					
16 4100	03/25/2013	01/03/2002	16.41	16 94	0.00	-0.53	0 00	0.00

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THE NORTHERN TRUST COMPANY
P.O. BOX 803878
CHICAGO, IL 60680

Account Number: 26-88559
Recipient's Tax ID Number: XX-XXX4817

☐ **Corrected**　☐ **2nd TIN notice**

Recipient's Name and Address:
RICHARD & HINDA ROSENTHAL
FOUNDATION
C/O ARNOLD PAPERNO

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Quantity Sold	Date of Sale or Exchange	Date of Acquisition	Stocks Bonds, etc.	Cost or Other Basis	Wash Sale Loss Disallowed	Net Gain or Loss	Federal Income Tax Withheld	State Tax Withheld
31385HXT4	FNMA POOL #545290 7.5% DUE 10-01-2016 REG		FNMA					
115 4900	03/25/2013	04/25/2007	115.49	119 29	0 00	-3.80	0.00	0.00
31387YYY3	FNMA POOL #598427 6% DUE 02-01-2017 REG		FNMA					
124 5500	03/25/2013	04/25/2007	124 55	126 86	0.00	-2.31	0.00	0 00
31401CQZ9	FNMA POOL #704372 ADJ RT DUE 05-01-2033 REG		FNMA					
12 6000	03/25/2013	04/25/2007	12.60	12 48	0 00	0.12	0 00	0 00
36207K6H8	GNMA POOL #434772 SER 2030 9% DUE 06-15-2030 REG		GNMA					
5 2000	04/15/2013	02/27/2001	5.20	5.43	0 00	-0 23	0 00	0.00
36211STW7	GNMA POOL #521765 SER 2030 8% DUE 01-15-2030 REG		GNMA					
5 6100	04/15/2013	01/21/2000	5 61	5 67	0 00	-0.06	0 00	0 00
36220PSF0	GNMA POOL #284118 10% 06-15-2020 BEO		GNMA					
7.3900	04/15/2013	04/25/2007	7 39	8.25	0 00	-0.86	0 00	0.00
36225A6A3	GNMA POOL #780865 SER 2017 9 5% DUE 11-15-2017 REG		GNMA					
53.3700	04/15/2013	02/15/2001	53.37	57.87	0.00	-4 50	0.00	0 00
36225ACX6	GNMA POOL #780086 SER 2017 8.5% DUE 11-15-2017 REG		GNMA					
68.6500	04/15/2013	03/07/2001	68.65	72.73	0.00	-4.08	0 00	0 00
36225ATD2	GNMA POOL #780548 SER 2017 8.5% DUE 12-15-2017 REG		GNMA					
137.5400	04/15/2013	02/15/2001	137 54	145.45	0 00	-7.91	0 00	0.00

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36225BFZ6	GNMA POOL #781084 SER 2017 9% DUE 12-15-2017 REG		GNMA					
90.5800	04/15/2013	05/02/2001	90.58	98.02	0 00	-7.44	0.00	0 00
594918AJ3	MICROSOFT CORP 4.5 DUE 10-01-2040							
40000.0000	04/16/2013	09/23/2010	44,462 00	39,960 40	0.00	4,501 60	0 00	0.00
912828QW3	UNITED STATES TREAS NTS 0.375 7-31-2013							
10000.0000	04/16/2013	08/01/2011	10,009.34	10,001 21	0 00	8.13	0 00	0 00
36202DM32	GNMAII POOL #003078 SER 2031 5 5% DUE 05-20-2031 REG		GNMAII					
20.5200	04/22/2013	04/25/2007	20.52	20 43	0 00	0 09	0 00	0 00
36202KHJ7	GNMAII POOL #008333 SER 2018 ADJ RT 03-20-2018		GNMAII					
78.5500	04/22/2013	04/25/2007	78.55	79.43	0 00	-0.88	0.00	0.00
36225CKZ8	GNMAII POOL #080311 SER 2029 ADJ RT 08-20-2029		GNMAII					
18.4800	04/22/2013	08/23/1999	18.48	18.21	0 00	0 27	0 00	0 00
055451AP3	BHP BILLITON FIN 1 625% DUE 02-24-2017							
25000.0000	04/24/2013	02/21/2012	25,559 25	24,932.00	0 00	627.25	0.00	0 00
161546FM3	CHASE FDG MTG LN 2003-3 ASSET BKD CTF CLIIA-2 VAR RATE 04-25-2033 REG		SPCL1					
15.8700	04/25/2013	04/25/2007	15.87	15.88	0 00	-0.01	0 00	0.00
31371HYB8	FNMA POOL #252806 7.5% DUE 10-01-2029 REG		FNMA					
27.2500	04/25/2013	01/03/2002	27.25	28.13	0.00	-0.88	0.00	0 00

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Quantity Sold	Date of Sale or Exchange	Date of Acquisition	Stocks Bonds, etc.	Cost or Other Basis	Wash Sale Loss Disallowed	Net Gain or Loss	Federal Income Tax Withheld	State Tax Withheld
31385HXT4	FNMA POOL #545290 7 5% DUE 10-01-2016 REG		FNMA					
87.8800	04/25/2013	04/25/2007	87 88	90.77	0 00	-2 89	0 00	0 00
31387YYY3	FNMA POOL #598427 6% DUE 02-01-2017 REG		FNMA					
44.3500	04/25/2013	04/25/2007	44.35	45.17	0.00	-0.82	0 00	0 00
31401CQZ9	FNMA POOL #704372 ADJ RT DUE 05-01-2033 REG		FNMA					
290.9100	04/25/2013	04/25/2007	290.91	288.17	0 00	2 74	0 00	0 00
36207K6H8	GNMA POOL #434772 SER 2030 9% DUE 06-15-2030 REG		GNMA					
5.2400	05/15/2013	02/27/2001	5.24	5.48	0 00	-0.24	0 00	0 00
36211STW7	GNMA POOL #521765 SER 2030 8% DUE 01-15-2030 REG		GNMA					
5.6500	05/15/2013	01/21/2000	5.65	5.71	0.00	-0 06	0 00	0 00
36220PSF0	GNMA POOL #284118 10% 06-15-2020 BEO		GNMA					
7 4600	05/15/2013	04/25/2007	7.46	8.33	0.00	-0.87	0 00	0 00
36225A6A3	GNMA POOL #780865 SER 2017 9 5% DUE 11-15-2017 REG		GNMA					
58.6500	05/15/2013	02/15/2001	58.65	63.60	0.00	-4 95	0 00	0 00
36225ACX6	GNMA POOL #780086 SER 2017 8.5% DUE 11-15-2017 REG		GNMA					
83.8600	05/15/2013	03/07/2001	83.86	88 84	0 00	-4.98	0 00	0 00
36225ATD2	GNMA POOL #780548 SER 2017 8.5% DUE 12-15-2017 REG		GNMA					
99 8100	05/15/2013	02/15/2001	99.81	105 55	0.00	-5 74	0 00	0 00

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36225BFZ6	GNMA POOL #781084 SER 2017 9% DUE 12-15-2017 REG		GNMA					
122 3600	05/15/2013	05/02/2001	122.36	132 42	0 00	-10 06	0 00	0 00
36202DM32	GNMAII POOL #003078 SER 2031 5.5% DUE 05-20-2031 REG		GNMAII					
18 0800	05/20/2013	04/25/2007	18.08	18.00	0 00	0 08	0.00	0 00
36202KHJ7	GNMAII POOL #008333 SER 2018 ADJ RT 03-20-2018		GNMAII					
73.5900	05/20/2013	04/25/2007	73.59	74.42	0.00	-0 83	0 00	0.00
36225CKZ8	GNMAII POOL #080311 SER 2029 ADJ RT 08-20-2029		GNMAII					
132 4400	05/20/2013	08/23/1999	132 44	130.54	0.00	1.90	0 00	0 00
458140AK6	INTEL CORP 4.8% DUE 10-01-2041							
25000.0000	05/23/2013	09/15/2011	26,029.00	25,062.75	0 00	966 25	0 00	0 00
161546FM3	CHASE FDG MTG LN 2003-3 ASSET BKD CTF CLIIA-2 VAR RATE 04-25-2033 REG		SPCL1					
21.0100	05/28/2013	04/25/2007	21.01	21 02	0.00	-0.01	0.00	0 00
31371HYB8	FNMA POOL #252806 7 5% DUE 10-01-2029 REG		FNMA					
47.2200	05/28/2013	01/03/2002	47.22	48 74	0.00	-1 52	0 00	0.00
31385HXT4	FNMA POOL #545290 7.5% DUE 10-01-2016 REG		FNMA					
80 6400	05/28/2013	04/25/2007	80.64	83.29	0 00	-2.65	0 00	0 00
31387YYY3	FNMA POOL #598427 6% DUE 02-01-2017 REG		FNMA					
39 8200	05/28/2013	04/25/2007	39.82	40.56	0.00	-0 74	0 00	0 00

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Quantity Sold	Date of Sale or Exchange	Date of Acquisition	Stocks, Bonds, etc.	Cost or Other Basis	Wash Sale Loss Disallowed	Net Gain or Loss	Federal Income Tax Withheld	State Tax Withheld
31401CQZ9	FNMA POOL #704372 ADJ RT DUE 05-01-2033 REG		FNMA					
12.2300	05/28/2013	04/25/2007	12.23	12.11	0.00	0.12	0.00	0.00
36962G4R2	GENERAL ELEC CAP CORP MEDIUM TERM NTS BOOK ENTRY MTN 4 375% DUE 09-16-2020		MTN1					
20000.0000	06/14/2013	09/13/2010	21,766.20	19,843.40	0.00	1,922.80	0.00	0.00
36207K6H8	GNMA POOL #434772 SER 2030 9% DUE 06-15-2030 REG		GNMA					
5.2800	06/17/2013	02/27/2001	5.28	5.52	0.00	-0.24	0.00	0.00
36211STW7	GNMA POOL #521765 SER 2030 8% DUE 01-15-2030 REG		GNMA					
5.6900	06/17/2013	01/21/2000	5.69	5.75	0.00	-0.06	0.00	0.00
36220PSF0	GNMA POOL #284118 10% 06-15-2020 BEO		GNMA					
7.5200	06/17/2013	04/25/2007	7.52	8.40	0.00	-0.88	0.00	0.00
36225A6A3	GNMA POOL #780865 SER 2017 9.5% DUE 11-15-2017 REG		GNMA					
70.6000	06/17/2013	02/15/2001	70.60	76.56	0.00	-5.96	0.00	0.00
36225ACX6	GNMA POOL #780086 SER 2017 8.5% DUE 11-15-2017 REG		GNMA					
63.3300	06/17/2013	03/07/2001	63.33	67.09	0.00	-3.76	0.00	0.00
36225ATD2	GNMA POOL #780548 SER 2017 8.5% DUE 12-15-2017 REG		GNMA					
90.4800	06/17/2013	02/15/2001	90.48	95.68	0.00	-5.20	0.00	0.00
36225BFZ6	GNMA POOL #781084 SER 2017 9% DUE 12-15-2017 REG		GNMA					
89.5400	06/17/2013	05/02/2001	89.54	96.90	0.00	-7.36	0.00	0.00

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Quantity Sold	Date of Sale or Exchange	Date of Acquisition	Stocks Bonds, etc.	Cost or Other Basis	Wash Sale Loss Disallowed	Net Gain or Loss	Federal Income Tax Withheld	State Tax Withheld
36202DM32	GNMAII POOL #003078 SER 2031 5.5% DUE 05-20-2031 REG		GNMAII					
18.1800	06/20/2013	04/25/2007	18 18	18.10	0 00	0 08	0 00	0 00
36202FYZ3	GNMA POOL #005228 3.5% 11-20-2026 BEO		GNMAII					
550 6600	06/20/2013	06/07/2012	550.66	588 69	0 00	-38 03	0 00	0 00
36202KHJ7	GNMAII POOL #008333 SER 2018 ADJ RT 03-20-2018		GNMAII					
76.9000	06/20/2013	04/25/2007	76.90	77.77	0.00	-0 87	0 00	0 00
36225CKZ8	GNMAII POOL #080311 SER 2029 ADJ RT 08-20-2029		GNMAII					
14.3600	06/20/2013	08/23/1999	14.36	14.15	0 00	0.21	0 00	0 00
161546FM3	CHASE FDG MTG LN 2003-3 ASSET BKD CTF CLIIA-2 VAR RATE 04-25-2033 REG		SPCL1					
182 3400	06/25/2013	04/25/2007	182 34	182.42	0.00	-0 08	0 00	0 00
3135G0KM4	FANNIE MAE 0.5 .5 05-27-2015		FNMAB					
25000.0000	06/25/2013	05/16/2012	25,016.33	24,949.90	0.00	66.43	0 00	0.00
31371HYB8	FNMA POOL #252806 7.5% DUE 10-01-2029 REG		FNMA					
36 1700	06/25/2013	01/03/2002	36.17	37.34	0.00	-1 17	0.00	0 00
31385HXT4	FNMA POOL #545290 7 5% DUE 10-01-2016 REG		FNMA					
88 8100	06/25/2013	04/25/2007	88.81	91.73	0.00	-2.92	0 00	0.00
31387YYY3	FNMA POOL #598427 6% DUE 02-01-2017 REG		FNMA					
37 4300	06/25/2013	04/25/2007	37.43	38 12	0.00	-0 69	0 00	0.00

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31401CQZ9	FNMA POOL #704372 ADJ RT DUE 05-01-2033 REG		FNMA					
17.0900	06/25/2013	04/25/2007	17.09	16.93	0 00	0 16	0.00	0 00
912828SY7	UNITED STATES TREAS NTS DTD 00407 .625% DUE 05-31-2017 REG							
25000.0000	06/25/2013	06/14/2012	24,511 64	24,878 01	0.00	-366 37	0.00	0.00
912828QW3	UNITED STATES TREAS NTS 0.375 7-31-2013							
65000.0000	07/10/2013	08/01/2011	65,015.02	65,007 83	0 00	7 19	0 00	0 00
36207K6H8	GNMA POOL #434772 SER 2030 9% DUE 06-15-2030 REG		GNMA					
5 3300	07/15/2013	02/27/2001	5 33	5.57	0 00	-0.24	0 00	0 00
36211STW7	GNMA POOL #521765 SER 2030 8% DUE 01-15-2030 REG		GNMA					
5.7300	07/15/2013	01/21/2000	5 73	5 79	0 00	-0 06	0 00	0 00
36220PSF0	GNMA POOL #284118 10% 06-15-2020 BEO		GNMA					
7.5900	07/15/2013	04/25/2007	7.59	8 48	0 00	-0.89	0 00	0 00
36225A6A3	GNMA POOL #780865 SER 2017 9 5% DUE 11-15-2017 REG		GNMA					
54.4500	07/15/2013	02/15/2001	54.45	59.04	0 00	-4.59	0 00	0 00
36225ACX6	GNMA POOL #780086 SER 2017 8 5% DUE 11-15-2017 REG		GNMA					
58.2700	07/15/2013	03/07/2001	58.27	61.73	0.00	-3.46	0.00	0.00
36225ATD2	GNMA POOL #780548 SER 2017 8 5% DUE 12-15-2017 REG		GNMA					
91.6800	07/15/2013	02/15/2001	91.68	96.95	0.00	-5 27	0.00	0 00

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36225BFZ6	GNMA POOL #781084 SER 2017 9% DUE 12-15-2017 REG		GNMA					
97 2200	07/15/2013	05/02/2001	97.22	105.21	0.00	-7.99	0 00	0 00
36202DM32	GNMAII POOL #003078 SER 2031 5 5% DUE 05-20-2031 REG		GNMAII					
17.9500	07/22/2013	04/25/2007	17.95	17 87	0 00	0.08	0 00	0 00
36202FYZ3	GNMA POOL #005228 3.5% 11-20-2026 BEO		GNMAII					
413 3900	07/22/2013	06/07/2012	413.39	441 94	0 00	-28 55	0 00	0 00
36202KHJ7	GNMAII POOL #008333 SER 2018 ADJ RT 03-20-2018		GNMAII					
75.2200	07/22/2013	04/25/2007	75.22	76.07	0.00	-0 85	0 00	0 00
36225CKZ8	GNMAII POOL #080311 SER 2029 ADJ RT 08-20-2029		GNMAII					
57.0200	07/22/2013	08/23/1999	57.02	56.20	0.00	0 82	0 00	0 00
31371HYB8	FNMA POOL #252806 7 5% DUE 10-01-2029 REG		FNMA					
38 0500	07/25/2013	01/03/2002	38 05	39 28	0.00	-1.23	0 00	0 00
31385HXT4	FNMA POOL #545290 7 5% DUE 10-01-2016 REG		FNMA					
89 1600	07/25/2013	04/25/2007	89.16	92.09	0 00	-2 93	0 00	0.00
31387YYY3	FNMA POOL #598427 6% DUE 02-01-2017 REG		FNMA					
50.2800	07/25/2013	04/25/2007	50.28	51.21	0.00	-0.93	0 00	0 00
31401CQZ9	FNMA POOL #704372 ADJ RT DUE 05-01-2033 REG		FNMA					
12.0700	07/25/2013	04/25/2007	12 07	11 96	0 00	0 11	0 00	0 00

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3135G0BR3	FNMA PREASSIGN .5 08-09-2013		FNMAB					
25000.0000	08/09/2013	08/16/2011	25,000 00	25,094.75	0 00	-94.75	0.00	0 00
36207K6H8	GNMA POOL #434772 SER 2030 9% DUE 06-15-2030 REG		GNMA					
5.3700	08/15/2013	02/27/2001	5.37	5 61	0.00	-0.24	0 00	0 00
36211STW7	GNMA POOL #521765 SER 2030 8% DUE 01-15-2030 REG		GNMA					
5 9700	08/15/2013	01/21/2000	5 97	6 04	0.00	-0 07	0.00	0.00
36220PSF0	GNMA POOL #284118 10% 06-15-2020 BEO		GNMA					
7 6600	08/15/2013	04/25/2007	7 66	8.56	0 00	-0.90	0 00	0 00
36225A6A3	GNMA POOL #780865 SER 2017 9 5% DUE 11-15-2017 REG		GNMA					
127 0500	08/15/2013	02/15/2001	127 05	137 77	0.00	-10 72	0 00	0 00
36225ACX6	GNMA POOL #780086 SER 2017 8 5% DUE 11-15-2017 REG		GNMA					
66.9500	08/15/2013	03/07/2001	66.95	70.92	0.00	-3 97	0 00	0 00
36225ATD2	GNMA POOL #780548 SER 2017 8.5% DUE 12-15-2017 REG		GNMA					
207 8100	08/15/2013	02/15/2001	207.81	219.76	0.00	-11.95	0.00	0 00
36225BFZ6	GNMA POOL #781084 SER 2017 9% DUE 12-15-2017 REG		GNMA					
118.7400	08/15/2013	05/02/2001	118.74	128 50	0.00	-9 76	0 00	0 00
36202DM32	GNMAII POOL #003078 SER 2031 5.5% DUE 05-20-2031 REG		GNMAII					
18.0400	08/20/2013	04/25/2007	18.04	17.96	0 00	0 08	0 00	0 00

2013 Tax Information Statement

THE NORTHERN TRUST COMPANY
P.O. BOX 803878
CHICAGO, IL 60680

Account Number: 26-88559
Recipient's Tax ID Number: XX-XXX4817

☐ **Corrected** ☐ **2nd TIN notice**

Recipient's Name and Address:
RICHARD & HINDA ROSENTHAL
FOUNDATION
C/O ARNOLD PAPERNO

Sales are listed at Gross Proceeds less commissions and option premiums.

Cusip Quantity Sold	Description Date of Sale or Exchange	Date of Acquisition	Stock or Other Symbol Stocks Bonds, etc	Cost or Other Basis	Wash Sale Loss Disallowed	Net Gain or Loss	Federal Income Tax Withheld	State Tax Withheld
36202FYZ3	GNMA POOL #005228 3.5% 11-20-2026 BEO		GNMAII					
385.7600	08/20/2013	06/07/2012	385.76	412.40	0 00	-26.64	0 00	0 00
36202KHJ7	GNMAII POOL #008333 SER 2018 ADJ RT 03-20-2018		GNMAII					
211.8300	08/20/2013	04/25/2007	211 83	214.21	0.00	-2 38	0.00	0 00
36225CKZ8	GNMAII POOL #080311 SER 2029 ADJ RT 08-20-2029		GNMAII					
53.2800	08/20/2013	08/23/1999	53.28	52.51	0 00	0.77	0 00	0 00
31371HYB8	FNMA POOL #252806 7.5% DUE 10-01-2029 REG		FNMA					
9 6400	08/26/2013	01/03/2002	9.64	9 95	0.00	-0.31	0.00	0.00
31385HXT4	FNMA POOL #545290 7.5% DUE 10-01-2016 REG		FNMA					
82.2300	08/26/2013	04/25/2007	82.23	84.93	0.00	-2.70	0 00	0 00
31387YYY3	FNMA POOL #598427 6% DUE 02-01-2017 REG		FNMA					
81.5600	08/26/2013	04/25/2007	81.56	83.07	0 00	-1.51	0 00	0 00
31401CQZ9	FNMA POOL #704372 ADJ RT DUE 05-01-2033 REG		FNMA					
41.9200	08/26/2013	04/25/2007	41.92	41.53	0.00	0.39	0 00	0 00
313374Y61	FHLB BD .5 08-28-2013		FHLB1					
25000.0000	08/28/2013	08/16/2011	25,000 00	25,098 10	0 00	-98 10	0 00	0 00
36207K6H8	GNMA POOL #434772 SER 2030 9% DUE 06-15-2030 REG		GNMA					
5 4100	09/16/2013	02/27/2001	5 41	5.65	0.00	-0.24	0.00	0 00

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Quantity Sold	Date of Sale or Exchange	Date of Acquisition	Stocks, Bonds, etc.	Cost or Other Basis	Wash Sale Loss Disallowed	Net Gain or Loss	Federal Income Tax Withheld	State Tax Withheld
36211STW7	GNMA POOL #521765 SER 2030 8% DUE 01-15-2030 REG		GNMA					
6.0800	09/16/2013	01/21/2000	6 08	6.15	0 00	-0.07	0 00	0 00
36220PSF0	GNMA POOL #284118 10% 06-15-2020 BEO		GNMA					
7 7200	09/16/2013	04/25/2007	7.72	8.62	0.00	-0.90	0 00	0 00
36225A6A3	GNMA POOL #780865 SER 2017 9 5% DUE 11-15-2017 REG		GNMA					
54 1300	09/16/2013	02/15/2001	54.13	58.70	0.00	-4.57	0 00	0.00
36225ACX6	GNMA POOL #780086 SER 2017 8 5% DUE 11-15-2017 REG		GNMA					
61 0300	09/16/2013	03/07/2001	61.03	64.65	0 00	-3.62	0 00	0 00
36225ATD2	GNMA POOL #780548 SER 2017 8.5% DUE 12-15-2017 REG		GNMA					
154 8800	09/16/2013	02/15/2001	154 88	163 79	0 00	-8 91	0 00	0 00
36225BFZ6	GNMA POOL #781084 SER 2017 9% DUE 12-15-2017 REG		GNMA					
120.4100	09/16/2013	05/02/2001	120.41	130.31	0 00	-9 90	0 00	0 00
31359MGK3	FNMA DTD 11/03/2000 6.625 11-15-2030		FNMAB					
25000.0000	09/17/2013	Various	32,724.83	29,669 50	0 00	3,055.33	0 00	0.00
36202DM32	GNMAII POOL #003078 SER 2031 5 5% DUE 05-20-2031 REG		GNMAII					
20 6300	09/20/2013	04/25/2007	20 63	20.54	0.00	0 09	0 00	0 00
36202FYZ3	GNMA POOL #005228 3.5% 11-20-2026 BEO		GNMAII					
322 3600	09/20/2013	06/07/2012	322.36	344 62	0.00	-22 26	0.00	0 00

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Cusip	Description		Stock or Other Symbol					
Quantity Sold	Date of Sale or Exchange	Date of Acquisition	Stocks Bonds, etc.	Cost or Other Basis	Wash Sale Loss Disallowed	Net Gain or Loss	Federal Income Tax Withheld	State Tax Withheld
36202KHJ7	GNMAII POOL #008333 SER 2018 ADJ RT 03-20-2018		GNMAII					
72.8900	09/20/2013	04/25/2007	72.89	73.71	0 00	-0 82	0 00	0 00
36225CKZ8	GNMAII POOL #080311 SER 2029 ADJ RT 08-20-2029		GNMAII					
36.1000	09/20/2013	08/23/1999	36 10	35.58	0 00	0 52	0 00	0 00
31371HYB8	FNMA POOL #252806 7 5% DUE 10-01-2029 REG		FNMA					
14.6100	09/25/2013	01/03/2002	14.61	15.08	0 00	-0.47	0 00	0 00
31385HXT4	FNMA POOL #545290 7.5% DUE 10-01-2016 REG		FNMA					
74.2600	09/25/2013	04/25/2007	74 26	76.70	0 00	-2 44	0 00	0 00
31387YYY3	FNMA POOL #598427 6% DUE 02-01-2017 REG		FNMA					
66.4300	09/25/2013	04/25/2007	66.43	67.66	0 00	-1 23	0 00	0.00
31401CQZ9	FNMA POOL #704372 ADJ RT DUE 05-01-2033 REG		FNMA					
11.7600	09/25/2013	04/25/2007	11.76	11.65	0 00	0 11	0 00	0 00
31359MTG8	FNMA NT 4.625 10-15-2013		FNMAB					
40000.0000	10/15/2013	11/14/2007	40,000.00	40,094 84	0.00	-94 84	0.00	0 00
36207K6H8	GNMA POOL #434772 SER 2030 9% DUE 06-15-2030 REG		GNMA					
5 4500	10/15/2013	02/27/2001	5.45	5 70	0 00	-0 25	0 00	0 00
36211STW7	GNMA POOL #521765 SER 2030 8% DUE 01-15-2030 REG		GNMA					
6 1300	10/15/2013	01/21/2000	6.13	6.20	0.00	-0.07	0.00	0 00

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Cusip	Description		Stock or Other Symbol					
Quantity Sold	Date of Sale or Exchange	Date of Acquisition	Stocks, Bonds, etc.	Cost or Other Basis	Wash Sale Loss Disallowed	Net Gain or Loss	Federal Income Tax Withheld	State Tax Withheld
36220PSF0	GNMA POOL #284118 10% 06-15-2020 BEO		GNMA					
7 7900	10/15/2013	04/25/2007	7 79	8.70	0.00	-0 91	0.00	0 00
36225A6A3	GNMA POOL #780865 SER 2017 9 5% DUE 11-15-2017 REG		GNMA					
58.9900	10/15/2013	02/15/2001	58.99	63 97	0 00	-4 98	0 00	0 00
36225ACX6	GNMA POOL #780086 SER 2017 8 5% DUE 11-15-2017 REG		GNMA					
61 1200	10/15/2013	03/07/2001	61 12	64 75	0.00	-3.63	0 00	0.00
36225ATD2	GNMA POOL #780548 SER 2017 8.5% DUE 12-15-2017 REG		GNMA					
83 1400	10/15/2013	02/15/2001	83.14	87 92	0.00	-4 78	0 00	0 00
36225BFZ6	GNMA POOL #781084 SER 2017 9% DUE 12-15-2017 REG		GNMA					
100.8300	10/15/2013	05/02/2001	100 83	109.12	0.00	-8.29	0.00	0 00
912828SG6	UNITED STATES TREAS NTS 0.25 DUE 02-28-2014							
50000.0000	10/17/2013	03/15/2012	50,025.22	49,886 89	0.00	138.33	0 00	0 00
912828SL5	UNITED STATES TREAS NTS 25 DUE 03-31-2014 REG							
40000.0000	10/17/2013	04/09/2012	40,023 30	39,947.01	0 00	76.29	0 00	0 00
36202DM32	GNMAII POOL #003078 SER 2031 5 5% DUE 05-20-2031 REG		GNMAII					
18 2500	10/21/2013	04/25/2007	18.25	18 17	0 00	0 08	0 00	0 00
36202FYZ3	GNMA POOL #005228 3.5% 11-20-2026 BEO		GNMAII					
344.5400	10/21/2013	06/07/2012	344.54	368.33	0 00	-23 79	0.00	0.00

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Cusip	Description		Stock or Other Symbol					
Quantity Sold	Date of Sale or Exchange	Date of Acquisition	Stocks Bonds, etc.	Cost or Other Basis	Wash Sale Loss Disallowed	Net Gain or Loss	Federal Income Tax Withheld	State Tax Withheld
36202KHJ7	GNMAII POOL #008333 SER 2018 ADJ RT 03-20-2018		GNMAII					
88.1900	10/21/2013	04/25/2007	88.19	89.18	0 00	-0 99	0 00	0.00
36225CKZ8	GNMAII POOL #080311 SER 2029 ADJ RT 08-20-2029		GNMAII					
34.6600	10/21/2013	08/23/1999	34.66	34.16	0 00	0.50	0 00	0 00
31371HYB8	FNMA POOL #252806 7.5% DUE 10-01-2029 REG		FNMA					
10 9300	10/25/2013	01/03/2002	10.93	11.28	0 00	-0.35	0 00	0 00
31385HXT4	FNMA POOL #545290 7.5% DUE 10-01-2016 REG		FNMA					
88 7800	10/25/2013	04/25/2007	88.78	91.70	0.00	-2 92	0 00	0 00
31387YYY3	FNMA POOL #598427 6% DUE 02-01-2017 REG		FNMA					
40.8600	10/25/2013	04/25/2007	40 86	41.62	0.00	-0.76	0 00	0 00
31401CQZ9	FNMA POOL #704372 ADJ RT DUE 05-01-2033 REG		FNMA					
11.7900	10/25/2013	04/25/2007	11.79	11.68	0 00	0.11	0.00	0.00
161546FM3	CHASE FDG MTG LN 2003-3 ASSET BKD CTF CLIIA-2 VAR RATE 04-25-2033 REG		SPCL1					
561 6900	10/29/2013	Various	449.36	561 92	0.00	-112 56	0 00	0 00
36207K6H8	GNMA POOL #434772 SER 2030 9% DUE 06-15-2030 REG		GNMA					
1421 4200	10/29/2013	02/27/2001	1,353.91	1,485 42	0 00	-131.51	0 00	0.00
36225ACX6	GNMA POOL #780086 SER 2017 8 5% DUE 11-15-2017 REG		GNMA					
1789 0100	10/29/2013	03/07/2001	1,699 56	1,895.21	0 00	-195.65	0 00	0 00

2013 Tax Information Statement

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CHICAGO, IL 60680

Account Number: 26-88559
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FOUNDATION
C/O ARNOLD PAPERNO

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Cusip Quantity Sold	Description Date of Sale or Exchange	 Date of Acquisition	Stock or Other Symbol Stocks, Bonds, etc.	 Cost or Other Basis	 Wash Sale Loss Disallowed	 Net Gain or Loss	 Federal Income Tax Withheld	 State Tax Withheld
36207K6H8	GNMA POOL #434772 SER 2030 9% DUE 06-15-2030 REG		GNMA					
.0500	10/31/2013	02/27/2001	0.05	0.05	0 00	0 00	0.00	0 00
161546FM3	CHASE FDG MTG LN 2003-3 ASSET BKD CTF CLIIA-2 VAR RATE 04-25-2033 REG		SPCL1					
.0100	11/04/2013	04/25/2007	0.01	0 01	0.00	0 00	0 00	0.00
31371HYB8	FNMA POOL #252806 7.5% DUE 10-01-2029 REG		FNMA					
1544 3600	11/06/2013	01/03/2002	1,544.36	1,594.18	0.00	-49.82	0 00	0 00
31385HXT4	FNMA POOL #545290 7.5% DUE 10-01-2016 REG		FNMA					
1315 1800	11/06/2013	Various	1,275.73	1,358.45	0.00	-82 72	0 00	0 00
31387YYY3	FNMA POOL #598427 6% DUE 02-01-2017 REG		FNMA					
1154 5600	11/06/2013	04/25/2007	1,119.93	1,175.94	0 00	-56 01	0 00	0 00
36220PSF0	GNMA POOL #284118 10% 06-15-2020 BEO		GNMA					
765.8800	11/06/2013	Various	719 93	855.46	0 00	-135.53	0.00	0.00
36211STW7	GNMA POOL #521765 SER 2030 8% DUE 01-15-2030 REG		GNMA					
6 1700	11/15/2013	01/21/2000	6 17	6 24	0 00	-0 07	0 00	0 00
36220PSF0	GNMA POOL #284118 10% 06-15-2020 BEO		GNMA					
7 7700	11/15/2013	04/25/2007	7 77	8.68	0 00	-0 91	0 00	0 00
36225A6A3	GNMA POOL #780865 SER 2017 9.5% DUE 11-15-2017 REG		GNMA					
55 3800	11/15/2013	02/15/2001	55.38	60.05	0.00	-4 67	0 00	0 00

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Cusip	Description		Stock or Other Symbol					
Quantity Sold	Date of Sale or Exchange	Date of Acquisition	Stocks, Bonds, etc	Cost or Other Basis	Wash Sale Loss Disallowed	Net Gain or Loss	Federal Income Tax Withheld	State Tax Withheld
36225ATD2	GNMA POOL #780548 SER 2017 8.5% DUE 12-15-2017 REG		GNMA					
80.5700	11/15/2013	02/15/2001	80.57	85.20	0 00	-4 63	0 00	0 00
36225BFZ6	GNMA POOL #781084 SER 2017 9% DUE 12-15-2017 REG		GNMA					
111.7700	11/15/2013	05/02/2001	111.77	120 96	0 00	-9.19	0 00	0 00
36202DM32	GNMAII POOL #003078 SER 2031 5.5% DUE 05-20-2031 REG		GNMAII					
18 5000	11/20/2013	04/25/2007	18.50	18 42	0 00	0.08	0 00	0.00
36202FYZ3	GNMA POOL #005228 3.5% 11-20-2026 BEO		GNMAII					
449.4600	11/20/2013	06/07/2012	449 46	480 50	0 00	-31 04	0 00	0 00
36202KHJ7	GNMAII POOL #008333 SER 2018 ADJ RT 03-20-2018		GNMAII					
72.7800	11/20/2013	04/25/2007	72.78	73 60	0 00	-0 82	0 00	0 00
36225CKZ8	GNMAII POOL #080311 SER 2029 ADJ RT 08-20-2029		GNMAII					
43 8300	11/20/2013	08/23/1999	43.83	43.20	0.00	0 63	0 00	0 00
31371HYB8	FNMA POOL #252806 7.5% DUE 10-01-2029 REG		FNMA					
26.3100	11/25/2013	01/03/2002	26.31	27.16	0.00	-0.85	0 00	0.00
31385HXT4	FNMA POOL #545290 7 5% DUE 10-01-2016 REG		FNMA					
76.0800	11/25/2013	04/25/2007	76.08	78.58	0.00	-2 50	0 00	0 00
31387YYY3	FNMA POOL #598427 6% DUE 02-01-2017 REG		FNMA					
65.2500	11/25/2013	04/25/2007	65.25	66.46	0 00	-1.21	0 00	0 00

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Cusip	Description		Stock or Other Symbol					
Quantity Sold	Date of Sale or Exchange	Date of Acquisition	Stocks-Bonds, etc.	Cost or Other Basis	Wash Sale Loss Disallowed	Net Gain or Loss	Federal Income Tax Withheld	State Tax Withheld
31401CQZ9	FNMA POOL #704372 ADJ RT DUE 05-01-2033 REG		FNMA					
351.0100	11/25/2013	04/25/2007	351 01	347 71	0 00	3 30	0 00	0 00
31387YYY3	FNMA POOL #598427 6% DUE 02-01-2017 REG		FNMA					
0200	11/27/2013	04/25/2007	0.02	0.02	0.00	0 00	0 00	0 00
36211STW7	GNMA POOL #521765 SER 2030 8% DUE 01-15-2030 REG		GNMA					
6.2200	12/16/2013	01/21/2000	6 22	6 29	0 00	-0 07	0.00	0 00
36225A6A3	GNMA POOL #780865 SER 2017 9.5% DUE 11-15-2017 REG		GNMA					
64 8800	12/16/2013	02/15/2001	64.88	70.35	0 00	-5 47	0 00	0 00
36225ATD2	GNMA POOL #780548 SER 2017 8.5% DUE 12-15-2017 REG		GNMA					
93.2000	12/16/2013	02/15/2001	93.20	98.56	0.00	-5.36	0.00	0 00
36225BFZ6	GNMA POOL #781084 SER 2017 9% DUE 12-15-2017 REG		GNMA					
82.9800	12/16/2013	05/02/2001	82.98	89.80	0.00	-6.82	0 00	0.00
912828PL8	UNITED STATES TREAS NTS DTD 00323 .75% DUE 12-15-2013 REG							
40000.0000	12/16/2013	Various	40,000.00	39,715 26	0 00	284 74	0 00	0 00
36202DM32	GNMAII POOL #003078 SER 2031 5 5% DUE 05-20-2031 REG		GNMAII					
18 4400	12/20/2013	04/25/2007	18 44	18.36	0.00	0 08	0 00	0.00
36202FYZ3	GNMA POOL #005228 3 5% 11-20-2026 BEO		GNMAII					
373.8400	12/20/2013	06/07/2012	373.84	399 66	0 00	-25 82	0 00	0 00

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36202KHJ7	GNMAII POOL #008333 SER 2018 ADJ RT 03-20-2018		GNMAII					
79.9600	12/20/2013	04/25/2007	79.96	80.86	0 00	-0.90	0 00	0.00
36225CKZ8	GNMAII POOL #080311 SER 2029 ADJ RT 08-20-2029		GNMAII					
40 2200	12/20/2013	08/23/1999	40.22	39.64	0 00	0 58	0.00	0 00
31401CQZ9	FNMA POOL #704372 ADJ RT DUE 05-01-2033 REG		FNMA					
10 7800	12/26/2013	04/25/2007	10.78	10.68	0.00	0 10	0 00	0.00
Total Long Term Sales			**588,103.68**	**576,958.44**	**0.00**	**11,145.24**	**0.00**	**0.00**

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Form **8949**

Department of the Treasury
Internal Revenue Service

Sales and Other Dispositions of Capital Assets

▶Information about Form 8949 and its separate instructions is at *www.irs gov/form8949.*

▶File with your Schedule D to list your transactions for lines 1b, 2, 3, 8b, 9, and 10 of Schedule D.

OMB No 1545-0074

2013

Attachment Sequence No **12A**

Name(s) shown on return: THE ROSENTHAL FAMILY FOUNDATION

Social security number or taxpayer identification number: 13-6104817

Most brokers issue their own substitute statement instead of using Form 1099-B They also may provide basis information (usually your cost) to you on the statement even if it is not reported to the IRS Before you check Box A, B, or C below, determine whether you received any statement(s) and, if so, the transactions for which basis was reported to the IRS Brokers are required to report basis to the IRS for most stock you bought in 2011 or later

Part I **Short-Term.** Transactions involving capital assets you held one year or less are short-term. For long-term transactions, see page 2.

Note. You may aggregate all short-term transactions reported on Form(s) 1099-B showing basis was reported to the IRS and for which no adjustments or codes are required. Enter the total directly on Schedule D, line 1a; you are not required to report these transactions on Form 8949 (see instructions).

You *must* check Box A, B, *or* C below. Check only one box. If more than one box applies for your short-term transactions, complete a separate Form 8949, page 1, for each applicable box If you have more short-term transactions than will fit on this page for one or more of the boxes, complete as many forms with the same box checked as you need.

☐ **(A)** Short-term transactions reported on Form(s) 1099-B showing basis was reported to the IRS (see **Note** above)

☐ **(B)** Short-term transactions reported on Form(s) 1099-B showing basis was **not** reported to the IRS

☒ **(C)** Short-term transactions not reported to you on Form 1099-B

1 (a) Description of property (Example 100 sh XYZ Co)	(b) Date acquired (Mo , day, yr)	(c) Date sold or disposed (Mo , day, yr)	(d) Proceeds (sales price) (see instructions)	(e) Cost or other basis See the **Note** below and see *Column (e)* in the separate instructions	Adjustment, if any, to gain or loss. If you enter an amount in column (g), enter a code in column (f) See the separate instructions. (f) Code(s) from instructions	(g) Amount of adjustment	(h) **Gain or (loss).** Subtract column (e) from column (d) and combine the result with column (g)
THROUGH COLCHESTER GLOBAL BOND FUND							
THROUGH JUBILEE TAX EXEMPT PARTNERS LP							
THROUGH FLAG PRIVATE EQUITY III, LP							
THROUGH FLAG VENTURE PARTNERS VI, LP							
THROUGH NEXT GENERATIO PARTNERS V, LP							
THROUGH WELLINGTON TRUST COMPANY, NA							
THROUGH WLR RECOVERY FUND V, LP							
2 Totals. Add the amounts in columns (d), (e), (g), and (h) (subtract negative amounts) Enter each total here and include on your Schedule D, **line 1b** (if **Box A** above is checked), **line 2** (if **Box B** above is checked), or **line 3** (if **Box C** above is checked)▶							

Note. If you checked Box A above but the basis reported to the IRS was incorrect, enter in column (e) the basis as reported to the IRS, and enter an adjustment in column (g) to correct the basis See *Column (g)* in the separate instructions for how to figure the amount of the adjustment

For Paperwork Reduction Act Notice, see your tax return instructions.

JSA
3X2615 2 000

Form **8949** (2013)

Name(s) shown on return (Name and SSN or taxpayer identification no not required if shown on other side)	**Social security number or taxpayer identification number**
THE ROSENTHAL FAMILY FOUNDATION	13-6104817

Most brokers issue their own substitute statement instead of using Form 1099-B They also may provide basis information (usually your cost) to you on the statement even if it is not reported to the IRS Before you check Box D, E, or F below, determine whether you received any statement(s) and, if so, the transactions for which basis was reported to the IRS Brokers are required to report basis to the IRS for most stock you bought in 2011 or later.

Part II **Long-Term.** Transactions involving capital assets you held more than one year are long term. For short-term transactions, see page 1.

Note. You may aggregate all long-term transactions reported on Form(s) 1099-B showing basis was reported to the IRS and for which no adjustments or codes are required. Enter the total directly on Schedule D, line 8a; you are not required to report these transactions on Form 8949 (see instructions).

You *must* check Box D, E, *or* F below. Check only one box. If more than one box applies for your long-term transactions, complete a separate Form 8949, page 2, for each applicable box If you have more long-term transactions than will fit on this page for one or more of the boxes, complete as many forms with the same box checked as you need.

☒ **(D)** Long-term transactions reported on Form(s) 1099-B showing basis was reported to the IRS (see **Note** above)

☐ **(E)** Long-term transactions reported on Form(s) 1099-B showing basis was **not** reported to the IRS

☐ **(F)** Long-term transactions not reported to you on Form 1099-B

1 (a) Description of property (Example 100 sh XYZ Co)	(b) Date acquired (Mo , day, yr)	(c) Date sold or disposed (Mo , day, yr)	(d) Proceeds (sales price) (see instructions)	(e) Cost or other basis See the **Note** below and see *Column (e)* in the separate instructions	**Adjustment, if any, to gain or loss** If you enter an amount in column (g), enter a code in column (f) **See the separate instructions.**		(h) **Gain or (loss).** Subtract column (e) from column (d) and combine the result with column (g)
					(f) Code(s) from instructions	(g) Amount of adjustment	
12,426 SHS MFC ISHARES MSCI ACWI ETF	12/09/2011	10/02/2013	649,745.	560,828.			88,917.
NORTHERN TRUST COMPANY BONDS ACCOUNT			588,104.	576,959.			11,145.
2 Totals. Add the amounts in columns (d), (e), (g), and (h) (subtract negative amounts) Enter each total here and include on your Schedule D, **line 8b** (if **Box D** above is checked), **line 9** (if **Box E** above is checked), or **line 10** (if **Box F** above is checked) ▶			1,237,849	1137787.			100,062.

Note. If you checked Box D above but the basis reported to the IRS was incorrect, enter in column (e) the basis as reported to the IRS, and enter an adjustment in column (g) to correct the basis See *Column (g)* in the separate instructions for how to figure the amount of the adjustment

Name(s) shown on return (Name and SSN or taxpayer identification no not required if shown on other side)
THE ROSENTHAL FAMILY FOUNDATION

Social security number or taxpayer identification number
13-6104817

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You *must* check Box D, E, *or* F below. Check only one box. If more than one box applies for your long-term transactions, complete a separate Form 8949, page 2, for each applicable box. If you have more long-term transactions than will fit on this page for one or more of the boxes, complete as many forms with the same box checked as you need.

☐ **(D)** Long-term transactions reported on Form(s) 1099-B showing basis was reported to the IRS (see **Note** above)
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1 (a) Description of property (Example 100 sh XYZ Co)	(b) Date acquired (Mo , day, yr)	(c) Date sold or disposed (Mo , day, yr)	(d) Proceeds (sales price) (see instructions)	(e) Cost or other basis See the **Note** below and see *Column (e)* in the separate instructions	Adjustment, if any, to gain or loss. If you enter an amount in column (g), enter a code in column (f) **See the separate instructions.** (f) Code(s) from instructions	(g) Amount of adjustment	(h) Gain or (loss). Subtract column (e) from column (d) and combine the result with column (g)
CERBERUS INTERNATIONAL LLC							
OZ OVERSEAS FUND II							
PERRY PARTNERS INTERNATIONAL INC							
THROUGH CERBERUS ASIA PARTNERS LP							
THROUGH COLCHESTER GLOBAL BOND FUND							
THROUGH JUBILEE TAX EXEMPT PARTNERS LP							
THROUGH TCV V LP							
THROUGH TCV VI LP							
THROUGH TCV VI (CAYMAN LP							
THROUGH FLAG PRIVATE EQUITY III, LP							
THROUGH FLAG VENTURE PARTNERS VI, LP							
THROUGH NEXT GENERATIO PARTNERS V, LP							
THROUGH WELLINGTON TRUST COMPANY, NA							
THROUGH TIFF PARTNERS II, LLC							
2 Totals. Add the amounts in columns (d), (e), (g), and (h) (subtract negative amounts) Enter each total here and include on your Schedule D, **line 8b** (if **Box D** above is checked), **line 9** (if **Box E** above is checked), or **line 10** (if **Box F** above is checked) ▶							

Note. If you checked Box D above but the basis reported to the IRS was incorrect, enter in column (e) the basis as reported to the IRS, and enter an adjustment in column (g) to correct the basis See *Column (g)* in the separate instructions for how to figure the amount of the adjustment

Name(s) shown on return (Name and SSN or taxpayer identification no not required if shown on other side)	**Social security number or taxpayer identification number**
THE ROSENTHAL FAMILY FOUNDATION	13-6104817

Most brokers issue their own substitute statement instead of using Form 1099-B They also may provide basis information (usually your cost) to you on the statement even if it is not reported to the IRS Before you check Box D, E, or F below, determine whether you received any statement(s) and, if so, the transactions for which basis was reported to the IRS Brokers are required to report basis to the IRS for most stock you bought in 2011 or later.

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1 (a) Description of property (Example 100 sh XYZ Co)	(b) Date acquired (Mo , day, yr)	(c) Date sold or disposed (Mo , day, yr)	(d) Proceeds (sales price) (see instructions)	(e) Cost or other basis See the **Note** below and see *Column (e)* in the separate instructions	**Adjustment, if any, to gain or loss.** If you enter an amount in column (g), enter a code in column (f) **See the separate instructions.** (f) Code(s) from instructions	(g) Amount of adjustment	(h) **Gain or (loss).** Subtract column (e) from column (d) and combine the result with column (g)
THROUGH WLR RECOVERY FUND V DSS AIV, LP							
THROUGH WLR RECOVERY FUND V, LP							
2 Totals. Add the amounts in columns (d), (e), (g), and (h) (subtract negative amounts). Enter each total here and include on your Schedule D, **line 8b** (if **Box D** above is checked), **line 9** (if **Box E** above is checked), or **line 10** (if **Box F** above is checked) ▶							

Note. If you checked Box D above but the basis reported to the IRS was incorrect, enter in column (e) the basis as reported to the IRS, and enter an adjustment in column (g) to correct the basis See *Column (g)* in the separate instructions for how to figure the amount of the adjustment

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

Note. Only complete Part II if you have already been granted an automatic 3-month extension on a previously filed Form 8868

- If you are filing for an **Automatic 3-Month Extension, complete only Part I** (on page 1).

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

Enter filer's identifying number, see instructions

Type or print File by the due date for filing your return See instructions	Name of exempt organization or other filer, see instructions THE ROSENTHAL FAMILY FOUNDATION	Employer identification number (EIN) or 13-6104817
	Number, street, and room or suite no If a P O box, see instructions 2777 SUMMER STREET	Social security number (SSN)
	City, town or post office, state, and ZIP code For a foreign address, see instructions STAMFORD, CT 06905	

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 (other than individual)	09
Form 990-PF	04	Form 5227	10
Form 990-T (sec 401(a) or 408(a) trust)	05	Form 6069	11
Form 990-T (trust other than above)	06	Form 8870	12

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

- The books are in the care of ▶ ASSETS ADMIN & MANAGEMENT INC, 2777 SUMMER STREET SUITE 208B STAMFORD,
  Telephone No ▶ 203 325-9900 Fax No ▶ 203 353-9677 .
- 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

4 I request an additional 3-month extension of time until 11/15 , 20 14 .

5 For calendar year 2013 , or other tax year beginning ________ , 20 ____ , and ending ________ , 20 ____ .

6 If the tax year entered in line 5 is for less than 12 months, check reason ☐ Initial return ☐ Final return ☐ Change in accounting period

7 State in detail why you need the extension FORM K-1S FROM OUTSIDE INVESTMENTS HAVE NOT BEEN RECEIVED.

8a	If this application is for Forms 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions.	**8a**	$ 4,475.
b	If this application is for Forms 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**	$ 13,594.
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 ▶ Date ▶