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Return of Private Foundation

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

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

For calendar year 2013 or tax year beginning

, and ending

Name of foundation

RATH FOUNDATION, INC.

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

P.O. BOX 80

A Employer identification number

39-1657654

City or town, state or province, country, and ZIP or foreign postal code

JANESVILLE, WI 53547

G Check all that apply:

<input type="checkbox"/> Initial return	<input type="checkbox"/> Initial return of a former public charity
<input type="checkbox"/> Final return	<input type="checkbox"/> Amended return
<input type="checkbox"/> Address change	<input type="checkbox"/> 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)

J Accounting method: Cash Accrual

► \$ 24,380,058. (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))

		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants, etc., received			N/A	
	2 Check ► <input checked="" type="checkbox"/> if the foundation is not required to attach Sch. B				
	3 Interest on savings and temporary cash investments	121,167.	121,167.		STATEMENT 1
	4 Dividends and interest from securities	607,021.	607,021.		STATEMENT 2
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	1,027,419.			
	b Gross sales price for all assets on line 6a	3,612,125.			
	7 Capital gain net income (from Part IV, line 2)		1,027,419.		
	8 Net short-term capital gain				
	9 Income modifications				
	10a Gross sales less returns and allowances				
	b Less Cost of goods sold				
	c Gross profit or (loss)				
	11 Other income	-11,808.	-11,808.		STATEMENT 3
	12 Total. Add lines 1 through 11	1,743,799.	1,743,799.		
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	112,000.	84,000.		28,000.
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees	4,819.	3,614.		1,205.
	b Accounting fees	42,800.	32,100.		10,700.
	c Other professional fees	30,000.	30,000.		0.
	17 Interest				
	18 Taxes	16,235.	468.		0.
	19 Depreciation and depletion	30.	23.		
	20 Occupancy	21,360.	16,020.		5,340.
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses	9,131.	883.		8,248.
	24 Total operating and administrative expenses. Add lines 13 through 23	236,375.	167,108.		53,493.
	25 Contributions, gifts, grants paid	3,901,228.			3,485,775.
	26 Total expenses and disbursements.	4,137,603.	167,108.		3,539,268.
	27 Subtract line 26 from line 12:	-2,393,804.			
	a Excess of revenue over expenses and disbursements				
	b Net investment income (if negative, enter -0-)		1,576,691.		
	c Adjusted net income (if negative, enter -0-)			N/A	

Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only	Beginning of year	End of year	
			(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1	Cash - non-interest-bearing	109,600.	48,906.	48,906.
	2	Savings and temporary cash investments	165,620.	280,562.	280,562.
	3	Accounts receivable ►			
		Less: allowance for doubtful accounts ►			
	4	Pledges receivable ►			
		Less: allowance for doubtful accounts ►			
	5	Grants receivable			
	6	Receivables due from officers, directors, trustees, and other disqualified persons			
	7	Other notes and loans receivable ►			
		Less: allowance for doubtful accounts ►			
	8	Inventories for sale or use			
	9	Prepaid expenses and deferred charges	8,900.	8,900.	8,900.
	10a	Investments - U.S. and state government obligations			
	b	Investments - corporate stock			
	c	Investments - corporate bonds			
	11	Investments - land, buildings, and equipment: basis ►			
		Less accumulated depreciation ►			
	12	Investments - mortgage loans			
	13	Investments - other	STMT 10	23,205,671.	23,975,221.
	14	Land, buildings, and equipment: basis ►	140,987.	88,581.	52,436.
		Less accumulated depreciation			
	15	Other assets (describe ►	STATEMENT 11)	15,941.	14,063.
	16	Total assets (to be completed by all filers - see the instructions. Also, see page 1, item 1)		23,558,168.	24,380,058.
Liabilities	17	Accounts payable and accrued expenses			
	18	Grants payable	3,559,774.	3,975,228.	
	19	Deferred revenue			
	20	Loans from officers, directors, trustees, and other disqualified persons			
	21	Mortgages and other notes payable			
	22	Other liabilities (describe ► ACCRUED EXCISE TAX)	45.	10,737.	
	23	Total liabilities (add lines 17 through 22)	3,559,819.	3,985,965.	
Net Assets or Fund Balances		Foundations that follow SFAS 117, check here ► <input checked="" type="checkbox"/> and complete lines 24 through 26 and lines 30 and 31.			
	24	Unrestricted	19,998,349.	20,394,093.	
	25	Temporarily restricted			
	26	Permanently restricted			
		Foundations that do not follow SFAS 117, check here ► <input type="checkbox"/> and complete lines 27 through 31.			
	27	Capital stock, trust principal, or current funds			
	28	Paid-in or capital surplus, or land, bldg., and equipment fund			
	29	Retained earnings, accumulated income, endowment, or other funds			
	30	Total net assets or fund balances	19,998,349.	20,394,093.	
	31	Total liabilities and net assets/fund balances	23,558,168.	24,380,058.	

Part III Analysis of Changes in Net Assets or Fund Balances

1	Total net assets or fund balances at beginning of year - Part II, column (a), line 30 (must agree with end-of-year figure reported on prior year's return)	1	19,998,349.
2	Enter amount from Part I, line 27a	2	-2,393,804.
3	Other increases not included in line 2 (itemize) ►	3	2,789,548.
4	Add lines 1, 2, and 3	4	20,394,093.
5	Decreases not included in line 2 (itemize) ►	5	0.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	20,394,093.

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Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co.)			(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a					
b	SEE ATTACHED STATEMENT				
c					
d					
e					
(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)		
a					
b					
c					
d					
e	3,612,125.	2,584,706.			1,027,419.
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(I) Gains (Col. (h)) gain minus col. (k), but not less than -0- or Losses (from col. (h))		
(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any			
a					
b					
c					
d					
e					1,027,419.
2 Capital gain net income or (net capital loss)	{ If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 }			2	1,027,419.
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c). If (loss), enter -0- in Part I, line 8				3	N/A

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

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

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

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

 Yes No

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

1 Enter the appropriate amount in each column for each year; see the instructions before making any entries.

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col. (b) divided by col. (c))
2012	4,197,364.	23,364,508.	.179647
2011	4,029,533.	25,780,314.	.156303
2010	3,403,572.	28,303,041.	.120255
2009	4,484,110.	27,170,179.	.165038
2008	4,025,407.	35,523,873.	.113316
2 Total of line 1, column (d)			.734559
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			.146912
4 Enter the net value of noncharitable-use assets for 2013 from Part X, line 5			23,604,595.
5 Multiply line 4 by line 3			3,467,798.
6 Enter 1% of net investment income (1% of Part I, line 27b)			15,767.
7 Add lines 5 and 6			3,483,565.
8 Enter qualifying distributions from Part XII, line 4			3,539,268.

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

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

1a	Exempt operating foundations described in section 4940(d)(2), check here ► <input type="checkbox"/> and enter "N/A" on line 1.	Date of ruling or determination letter: _____ (attach copy of letter if necessary-see instructions) b Domestic foundations that meet the section 4940(e) requirements in Part V, check here ► <input checked="" type="checkbox"/> and enter 1% of Part I, line 27b 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-) 3 Add lines 1 and 2 4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-) 5 Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0- 6 Credits/Payments: a 2013 estimated tax payments and 2012 overpayment credited to 2013 b Exempt foreign organizations - tax withheld at source c Tax paid with application for extension of time to file (Form 8868) d Backup withholding erroneously withheld 7 Total credits and payments. Add lines 6a through 6d 8 Enter any penalty for underpayment of estimated tax. Check here <input checked="" type="checkbox"/> if Form 2220 is attached 9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed 10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid 11 Enter the amount of line 10 to be: Credited to 2014 estimated tax ►	1	15,767.
6a	5,229.		2	0.
6b			3	15,767.
6c	20,000.		4	0.
6d			5	15,767.
7	25,229.		7	25,229.
8	199.		8	199.
9			9	
10	9,263.		10	9,263.
11	0.		11	0.

Part VII-A Statements Regarding Activities

1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign? Yes No

1b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see instructions for the definition)?
If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities. Yes No

1c Did the foundation file Form 1120-POL for this year? Yes No

d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year:
 (1) On the foundation. ► \$ 0. (2) On foundation managers. ► \$ 0.

e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. ► \$ 0.

2 Has the foundation engaged in any activities that have not previously been reported to the IRS?
If "Yes," attach a detailed description of the activities. Yes No

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.* Yes No

4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?
 b If "Yes," has it filed a tax return on Form 990-T for this year? Yes No

5 Was there a liquidation, termination, dissolution, or substantial contraction during the year?
If "Yes," attach the statement required by General Instruction T. Yes No

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? Yes No

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* Yes No

8a Enter the states to which the foundation reports or with which it is registered (see instructions) ► _____ Yes No
WI

b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? *If "No," attach explanation.* Yes No

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* Yes No

10 Did any persons become substantial contributors during the tax year? *If "Yes," attach a schedule listing their names and addresses* Yes No

Part VII-A Statements Regarding Activities (continued)

11		X
12		X
13	X	
Website address ► N/A		
14	The books are in care of ► JIM SANGER	Telephone no. ► 608-754-9090
Located at ► P.O. BOX 1990, JANEVILLE, WI		
ZIP+4 ► 53547		
15	► 15	N/A
16	Yes	No
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

	Yes	No
1a During the year did the foundation (either directly or indirectly):		
(1) Engage in the sale or exchange, or leasing of property with a disqualified person?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
(6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.)	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
b If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)?	N/A	
Organizations relying on a current notice regarding disaster assistance check here	► <input type="checkbox"/>	
c Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2013?	1c	
X	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?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
If "Yes," list the years ► _____, _____, _____, _____		
b Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see instructions.)	N/A	
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here.	► _____, _____, _____, _____	
3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
b If "Yes," did it have excess business holdings in 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.)	N/A	
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	3b	
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?	4a	
	X	
	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)? Yes No

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

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

Organizations relying on a current notice regarding disaster assistance check here

N/A



5b

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

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

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

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

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

7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?

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

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

1 List all officers, directors, trustees, foundation managers and their compensation.

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
JAMES D. DODSON 3140 BOX CANYON RD SANTA YNEZ, CA 93460	PRESIDENT 1.00	58,000.	0.	0.
JAMES R. SANGER P.O. BOX 1990 JANESVILLE, WI 53547	VICE PRES. 15.00	58,000.	0.	0.
KATE M. FLEMING 100 E. WISCONSIN AVE MILWAUKEE, WI 53202	SECRETARY 1.00	28,000.	0.	0.
ROBERT DODSON 16111 CANARY AVE LA MIRADA, CA 90638	VICE PRES. 1.00	28,000.	0.	0.

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

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

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



0

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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. If none, enter "NONE."

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
NONE		

Total number of others receiving over \$50,000 for professional services ► 0

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

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

	Amount
1 N/A	
2	
All other program-related investments. See instructions.	
3	
Total. Add lines 1 through 3	► 0.

Part X**Minimum Investment Return** (All domestic foundations must complete this part Foreign foundations, see instructions.)

1 Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:		
a Average monthly fair market value of securities	1a	23,468,283.
b Average of monthly cash balances	1b	302,345.
c Fair market value of all other assets	1c	193,428.
d Total (add lines 1a, b, and c)	1d	23,964,056.
e Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	0.
2 Acquisition indebtedness applicable to line 1 assets	2	0.
3 Subtract line 2 from line 1d	3	23,964,056.
4 Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	359,461.
5 Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	23,604,595.
6 Minimum investment return. Enter 5% of line 5	6	1,180,230.

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	1,180,230.
2a Tax on investment income for 2013 from Part VI, line 5	2a	15,767.
b Income tax for 2013. (This does not include the tax from Part VI.)	2b	
c Add lines 2a and 2b	2c	15,767.
3 Distributable amount before adjustments. Subtract line 2c from line 1	3	1,164,463.
4 Recoveries of amounts treated as qualifying distributions	4	0.
5 Add lines 3 and 4	5	1,164,463.
6 Deduction from distributable amount (see instructions)	6	0.
7 Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	1,164,463.

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	3,539,268.
b Program-related investments - total from Part IX-B	1b	0.
2 Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	
3 Amounts set aside for specific charitable projects that satisfy the:		
a Suitability test (prior IRS approval required)	3a	
b Cash distribution test (attach the required schedule)	3b	
4 Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	3,539,268.
5 Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b	5	15,767.
6 Adjusted qualifying distributions. Subtract line 5 from line 4	6	3,523,501.

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				1,164,463.
2 Undistributed income, if any, as of the end of 2013			0.	
a Enter amount for 2012 only			0.	
b Total for prior years:		0.		
3 Excess distributions carryover, if any, to 2013:				
a From 2008	2,264,139.			
b From 2009	3,137,687.			
c From 2010	1,998,322.			
d From 2011	2,750,915.			
e From 2012	3,039,597.			
f Total of lines 3a through e	13,190,660.			
4 Qualifying distributions for 2013 from Part XII, line 4: ► \$ 3,539,268.			0.	
a Applied to 2012, but not more than line 2a			0.	
b Applied to undistributed income of prior years (Election required - see instructions)		0.		
c Treated as distributions out of corpus (Election required - see instructions)	0.			
d Applied to 2013 distributable amount	2,374,805.			1,164,463.
e Remaining amount distributed out of corpus	0.			0.
5 Excess distributions carryover applied to 2013 (If an amount appears in column (d), the same amount must be shown in column (a))	0.			
6 Enter the net total of each column as indicated below:	15,565,465.			
a Corpus Add lines 3f, 4c, and 4e Subtract line 5		0.		
b Prior years' undistributed income. Subtract line 4b from line 2b		0.		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		0.		
d Subtract line 6c from line 6b. Taxable amount - see instructions		0.		
e Undistributed income for 2012. Subtract line 4a from line 2a. Taxable amount - see instr.		0.		
f Undistributed income for 2013. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2014			0.	0.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3)	0.			
8 Excess distributions carryover from 2008 not applied on line 5 or line 7	2,264,139.			
9 Excess distributions carryover to 2014. Subtract lines 7 and 8 from line 6a	13,301,326.			
10 Analysis of line 9:				
a Excess from 2009	3,137,687.			
b Excess from 2010	1,998,322.			
c Excess from 2011	2,750,915.			
d Excess from 2012	3,039,597.			
e Excess from 2013	2,374,805.			

Part XV Supplementary Information (continued)

3 Grants and Contributions Paid During the Year or Approved for Future Payment				
Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a Paid during the year				
COMMUNITY FOUNDATION OF SOUTHERN WISCONSIN INC. 26 SOUTH JACKSON ST JANESVILLE, WI 53548	N/A	PUBLIC CHARITY	RATH FAMILY MERIT SCHOLARSHIP FUND	75,375.
MEDICAL COLLEGE OF WISCONSIN 8701 WATERTOWN PLANK ROAD MILWAUKEE, WI 53226	N/A	PUBLIC CHARITY	GENERAL PURPOSE	421,177.
UNIVERSITY OF OKLAHOMA FOUNDATION 100 TIMBERDELL RD NORMAN, OK 73019	N/A	PUBLIC CHARITY	GENERAL PURPOSE	547,158.
USC MARSHALL SCHOOL OF BUSINESS USC CITIGROUP CENTER LOS ANGELES, CA 90089	N/A	PUBLIC CHARITY	GENERAL PURPOSE	168,422.
UW EAU CLAIRE FOUNDATION 214 SCHOFIELD HALL, 105 GARFIELD AVE., PO BOX 4004 EAU CLAIRE, WI 54702	N/A	PUBLIC CHARITY	GENERAL PURPOSE	84,447.
Total	SEE CONTINUATION SHEET(S)			► 3a 3,485,775.
b Approved for future payment				
NONE				
Total				► 3b 0

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.

Enter gross amounts unless otherwise indicated.		Unrelated business income		Excluded by section 512, 513, or 514	(e) Related or exempt function income
		(a) Business code	(b) Amount	(c) Exclu- sion code	
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	121,167.
4 Dividends and interest from securities				14	607,021.
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	-11,808.
8 Gain or (loss) from sales of assets other than inventory				18	1,027,419.
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)			0.		1,743,799.
13 Total. Add line 12, columns (b), (d), and (e)				13	1,743,799.
(See worksheet in line 13 instructions to verify calculations.)					

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

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

SOURCE	(A) REVENUE PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME
INTEREST INCOME	121,167.	121,167.	
TOTAL TO PART I, LINE 3	121,167.	121,167.	

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 2

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
DIVIDEND INCOME	668,877.	61,856.	607,021.	607,021.	
TO PART I, LINE 4	668,877.	61,856.	607,021.	607,021.	

FORM 990-PF OTHER INCOME STATEMENT 3

DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
OTHER INCOME FROM PARTNERSHIPS	-11,808.	-11,808.	
TOTAL TO FORM 990-PF, PART I, LINE 11	-11,808.	-11,808.	

FORM 990-PF LEGAL FEES STATEMENT 4

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
LEGAL FEES	4,819.	3,614.		1,205.
TO FM 990-PF, PG 1, LN 16A	4,819.	3,614.		1,205.

FORM 990-PF

ACCOUNTING FEES

STATEMENT 5

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
PROFESSIONAL FEES	42,800.	32,100.		10,700.
TO FORM 990-PF, PG 1, LN 16B	42,800.	32,100.		10,700.

FORM 990-PF

OTHER PROFESSIONAL FEES

STATEMENT 6

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

FORM 990-PF

TAXES

STATEMENT 7

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
FOREIGN TAXES	468.	468.		0.
FEDERAL EXCISE TAX	15,767.	0.		0.
TO FORM 990-PF, PG 1, LN 18	16,235.	468.		0.

FORM 990-PF

OTHER EXPENSES

STATEMENT 8

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
MISCELLANEOUS OTHER CONTRIBUTION EXPENSE	1,177. 7,954.	883. 0.		294. 7,954.
TO FORM 990-PF, PG 1, LN 23	9,131.	883.		8,248.

RATH FOUNDATION, INC.

39-1657654

FORM 990-PF OTHER INCREASES IN NET ASSETS OR FUND BALANCES STATEMENT 9

DESCRIPTION	AMOUNT
INCREASE OF INVESTMENTS TO MARKET VALUE	2,789,548.
TOTAL TO FORM 990-PF, PART III, LINE 3	2,789,548.

FORM 990-PF OTHER INVESTMENTS STATEMENT 10

DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
ANTIQUES	COST	91,300.	91,300.
INVESTMENT IN 4-G INVESTMENT GROUP PARTNERSHIP	COST	24,759.	24,759.
DAIN RAUSCHER FUNDS	FMV	23,858,465.	23,858,465.
WILC PARTNERSHIP	COST	697.	697.
TOTAL TO FORM 990-PF, PART II, LINE 13		23,975,221.	23,975,221.

FORM 990-PF OTHER ASSETS STATEMENT 11

DESCRIPTION	BEGINNING OF YR BOOK VALUE	END OF YEAR BOOK VALUE	FAIR MARKET VALUE
PREPAID INCOME TAXES	5,190.	4,925.	4,925.
ACCRUED INTEREST RECEIVABLE	10,751.	9,138.	9,138.
TO FORM 990-PF, PART II, LINE 15	15,941.	14,063.	14,063.

RATH FOUNDATION, INC.

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold, e.g., real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co.			(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a RBC LT - SEE ATTACHED			P	VARIOUS	12/11/13
b LITIGATION PROCEEDS			P	VARIOUS	08/01/13
c LITIGATION PROCEEDS			P	VARIOUS	10/08/13
d RBC ST CAPITAL GAINS			P	VARIOUS	12/31/13
e 4-G INVESTMENT GROUP K-1 - LT			P		
f CAPITAL GAINS DIVIDENDS					
g					
h					
i					
j					
k					
l					
m					
n					
o					
(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)		
a 3,535,356.		2,584,706.	950,650.		
b 52.			52.		
c 21.			21.		
d 11,570.			11,570.		
e 3,270.			3,270.		
f 61,856.			61,856.		
g					
h					
i					
j					
k					
l					
m					
n					
o					
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(i) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")		
(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any			
a			950,650.		
b			52.		
c			21.		
d			11,570.		
e			3,270.		
f			61,856.		
g					
h					
i					
j					
k					
l					
m					
n					
o					
2 Capital gain net income or (net capital loss)	{ If gain, also enter in Part I, line 7 If (loss), enter "-0-" in Part I, line 7 }		2	1,027,419.	
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c). If (loss), enter "-0-" in Part I, line 8	}		3	N/A	

Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
UW FOUNDATION - GRADUATE BUSINESS 1848 UNIVERSITY AVENUE <u>MADISON, WI 53726</u>	N/A	PUBLIC CHARITY	GENERAL PURPOSE	<u>211,154.</u>
UW FOUNDATION - L&S 1848 UNIVERSITY AVENUE <u>MADISON, WI 53726</u>	N/A	PUBLIC CHARITY	GENERAL PURPOSE	<u>211,154.</u>
UW FOUNDATION - LAW SCHOOL 1848 UNIVERSITY AVENUE <u>MADISON, WI 53726</u>	N/A	PUBLIC CHARITY	GENERAL PURPOSE	<u>211,154.</u>
UW FOUNDATION - MEDICAL SCHOOL 1848 UNIVERSITY AVENUE <u>MADISON, WI 53726</u>	N/A	PUBLIC CHARITY	GENERAL PURPOSE	<u>419,779.</u>
UW FOUNDATION - UNDERGRADUATE BUSINESS 1848 UNIVERSITY AVENUE <u>MADISON, WI 53726</u>	N/A	PUBLIC CHARITY	GENERAL PURPOSE	<u>211,154.</u>
UW MILWAUKEE 2200 E. KENWOOD BOULEVARD <u>MILWAUKEE, WI 53726</u>	N/A	PUBLIC CHARITY	GENERAL PURPOSE	<u>209,273.</u>
UW WHITEWATER FOUNDATION 800 WEST MAIN STREET <u>WHITEWATER, WI 53190</u>	N/A	PUBLIC CHARITY	GENERAL PURPOSE	<u>83,985.</u>
UW STOUT 712 SOUTH BROADWAY ST <u>MENOMONIE, WI 54751</u>	N/A	PUBLIC CHARITY	GENERAL PURPOSE	<u>84,385.</u>
UNIVERSITY OF CHICAGO FOUNDATION 5801 SOUTH ELLIS AVENUE <u>CHICAGO, IL 60637</u>	N/A	PUBLIC CHARITY	GENERAL PURPOSE	<u>547,158.</u>
Total from continuation sheets				<u>2,189,196.</u>

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

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Schedule of Realized Gains and Losses

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

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

Long-Term

QUANTITY	DESCRIPTION	NON-COVERED	OPEN DATE	CLOSE DATE	NET PROCEEDS	NET COST	REALIZED GAIN/LOSS
2,000,000.000*	COUNTRYWIDE HOME LOAN ALTERNATIVE LOAN TMTGPC/SERIES 2004-28CB3-A-1-FIXE 6 000% DUE 01/25/2035 ADJUSTED QUANTITY: 7,498 600, ORIGINAL COST: 7,386 12, PURCHASE FACTOR: 0 0037493, SALE FACTOR: 0 0037493 CUSIP: 12667FYS8	<input checked="" type="checkbox"/>	09/15/10	01/25/13	7,498.59	7,386.12	112.47
2,000,000.000*	COUNTRYWIDE HOME LOAN ALTERNATIVE LOAN TMTGPC/SERIES 2004-28CB3-A-1-FIXE 6.000% DUE 01/25/2035 ADJUSTED QUANTITY 2,173 180, ORIGINAL COST 2,140.58, PURCHASE FACTOR: 0 00108659, SALE FACTOR: 0 00108659 CUSIP: 12667FYS8	<input checked="" type="checkbox"/>	09/15/10	02/25/13	2,173.18	2,140.58	32.60
2,000,000.000*	COUNTRYWIDE HOME LOAN ALTERNATIVE LOAN TMTGPC/SERIES 2004-28CB3-A-1-FIXE 6.000% DUE 01/25/2035 ADJUSTED QUANTITY 1,957 420, ORIGINAL COST 1,928.06, PURCHASE FACTOR: 0 00097871, SALE FACTOR: 0 00097871 CUSIP: 12667FYS8	<input checked="" type="checkbox"/>	09/15/10	03/25/13	1,957.41	1,928.06	29.35
2,000,000.000*	COUNTRYWIDE HOME LOAN ALTERNATIVE LOAN TMTGPC/SERIES 2004-28CB3-A-1-FIXE 6.000% DUE 01/25/2035 ADJUSTED QUANTITY 6,571 940, ORIGINAL COST 6,473.36, PURCHASE FACTOR: 0 00328597, SALE FACTOR: 0 00328597 CUSIP: 12667FYS8	<input checked="" type="checkbox"/>	09/15/10	04/25/13	6,571.94	6,473.36	98.58
2,000,000.000*	COUNTRYWIDE HOME LOAN ALTERNATIVE LOAN TMTGPC/SERIES 2004-28CB3-A-1-FIXE 6 000% DUE 01/25/2035 ADJUSTED QUANTITY: 4,441 500, ORIGINAL COST: 4,374 88, PURCHASE FACTOR: 0.00222075, SALE FACTOR: 0 00222075 CUSIP: 12667FYS8	<input checked="" type="checkbox"/>	09/15/10	05/25/13	4,441.51	4,374.88	66.63
2,000,000.000*	COUNTRYWIDE HOME LOAN ALTERNATIVE LOAN TMTGPC/SERIES 2004-28CB3-A-1-FIXE 6 000% DUE 01/25/2035	<input checked="" type="checkbox"/>	09/15/10	06/25/13	3,693.54	3,638.14	55.40

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Schedule of Realized Gains and Losses (cont)

Long-Term (cont)

QUANTITY	DESCRIPTION	NON-COVERED	OPEN DATE	CLOSE DATE	NET PROCEEDS	NET COST	REALIZED GAIN/LOSS
	ADJUSTED QUANTITY 3,693 540, ORIGINAL COST: 29,105 09, PURCHASE FACTOR 0 00184677, SALE FACTOR 0 00184677 CUSIP 12667FYS8						
2,000,000.000*	COUNTRYWIDE HOME LOAN ALTERNATIVE LOAN TMTGPC/SERIES 2004-28CB3-A-1-FIXE 6 000% DUE 01/25/2035 ADJUSTED QUANTITY: 5,451 300, ORIGINAL COST: 5,369 53, PURCHASE FACTOR: 0.00272565, SALE FACTOR: 0 00272565 CUSIP 12667FYS8	<input checked="" type="checkbox"/>	09/15/10	07/25/13	5,451.29	5,369.53	81.76
2,000,000.000*	COUNTRYWIDE HOME LOAN ALTERNATIVE LOAN TMTGPC/SERIES 2004-28CB3-A-1-FIXE 6 000% DUE 01/25/2035 ADJUSTED QUANTITY 5,503 020, ORIGINAL COST: 5,420.47, PURCHASE FACTOR 0 00275151, SALE FACTOR: 0 00275151 CUSIP 12667FYS8	<input checked="" type="checkbox"/>	09/15/10	08/25/13	5,503.02	5,420.47	82.55
2,000,000.000*	COUNTRYWIDE HOME LOAN ALTERNATIVE LOAN TMTGPC/SERIES 2004-28CB3-A-1-FIXE 6.000% DUE 01/25/2035 ADJUSTED QUANTITY 5,498 600, ORIGINAL COST: 5,416 12, PURCHASE FACTOR 0 0027493, SALE FACTOR: 0.0027493 CUSIP 12667FYS8	<input checked="" type="checkbox"/>	09/15/10	09/25/13	5,498.59	5,416.12	82.47
2,000,000.000*	COUNTRYWIDE HOME LOAN ALTERNATIVE LOAN TMTGPC/SERIES 2004-28CB3-A-1-FIXE 6 000% DUE 01/25/2035 ADJUSTED QUANTITY 2,444 940, ORIGINAL COST: 2,408.27, PURCHASE FACTOR 0 00122247, SALE FACTOR: 0 00122247 CUSIP 12667FYS8	<input checked="" type="checkbox"/>	09/15/10	10/25/13	2,444.94	2,408.27	36.67
2,000,000.000*	COUNTRYWIDE HOME LOAN ALTERNATIVE LOAN TMTGPC/SERIES 2004-28CB3-A-1-FIXE 6 000% DUE 01/25/2035 ADJUSTED QUANTITY: 3,717 480, ORIGINAL COST: 3,661 72, PURCHASE FACTOR 0 00185874, SALE FACTOR: 0 00185874 CUSIP 12667FYS8	<input checked="" type="checkbox"/>	09/15/10	11/25/13	3,717.48	3,661.72	55.76
2,000,000.000*	COUNTRYWIDE HOME LOAN ALTERNATIVE LOAN TMTGPC/SERIES 2004-28CB3-A-1-FIXE 6 000% DUE 01/25/2035 ADJUSTED QUANTITY 2,422 320, ORIGINAL COST: 2,385 99, PURCHASE FACTOR 0 00121116, SALE FACTOR: 0 00121116 CUSIP 12667FYS8	<input checked="" type="checkbox"/>	09/15/10	12/25/13	2,422.32	2,385.99	36.33
2,400,000.000*	CSFB MORTGAGE-BACKED PASS-THROUGH CERTIFMTGPC/SERIES 2 6 250% DUE 07/25/2035 ADJUSTED QUANTITY 8,102 256, ORIGINAL COST: 7,980 72,	<input checked="" type="checkbox"/>	12/07/10	01/25/13	8,102.27	7,980.72	121.55

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Schedule of Realized Gains and Losses (cont)

Long Term (cont)

QUANTITY	DESCRIPTION	NON-COVERED	OPEN DATE	CLOSE DATE	NET PROCEEDS	NET COST	REALIZED GAIN/LOSS
	PURCHASE FACTOR: 0 00337594, SALE FACTOR 0 00337594 CUSIP: 225458UE6						
2,400,000.000*	CSFB MORTGAGE-BACKED PASS-THROUGH CERTIFMTGPC/SERIES 2 6 250% DUE 07/25/2035 ADJUSTED QUANTITY 3,327 192, ORIGINAL COST 3,277 28, PURCHASE FACTOR 0.00138633, SALE FACTOR. 0 00138633 CUSIP. 225458UE6	<input checked="" type="checkbox"/>	12/07/10	02/25/13	3,327.18	3,277.28	49.90
2,400,000.000*	CSFB MORTGAGE-BACKED PASS-THROUGH CERTIFMTGPC/SERIES 2 6 250% DUE 07/25/2035 ADJUSTED QUANTITY 32,953 464, ORIGINAL COST 32,459 16, PURCHASE FACTOR 0.01373061, SALE FACTOR: 0 01373061 CUSIP 225458UE6	<input checked="" type="checkbox"/>	12/07/10	03/25/13	32,953.48	32,459.16	494.32
2,400,000.000*	CSFB MORTGAGE-BACKED PASS-THROUGH CERTIFMTGPC/SERIES 2 6 250% DUE 07/25/2035 ADJUSTED QUANTITY 3,925.944, ORIGINAL COST 3,867 05, PURCHASE FACTOR 0 00163581, SALE FACTOR: 0 00163581 CUSIP 225458UE6	<input checked="" type="checkbox"/>	12/07/10	04/25/13	3,925.95	3,867.05	58.90
2,400,000.000*	CSFB MORTGAGE-BACKED PASS-THROUGH CERTIFMTGPC/SERIES 2 6 250% DUE 07/25/2035 ADJUSTED QUANTITY 15,137.136, ORIGINAL COST: 14,910.08, PURCHASE FACTOR 0 00630714, SALE FACTOR 0 00630714 CUSIP. 225458UE6	<input checked="" type="checkbox"/>	12/07/10	05/25/13	15,137.12	14,910.08	227.04
2,400,000.000*	CSFB MORTGAGE-BACKED PASS-THROUGH CERTIFMTGPC/SERIES 2 6 250% DUE 07/25/2035 ADJUSTED QUANTITY 4,445 064, ORIGINAL COST 35,027 10, PURCHASE FACTOR 0 00185211, SALE FACTOR 0 00185211 CUSIP. 225458UE6	<input checked="" type="checkbox"/>	12/07/10	06/25/13	4,445.08	4,378.39	66.69
2,400,000.000*	CSFB MORTGAGE-BACKED PASS-THROUGH CERTIFMTGPC/SERIES 2 6 250% DUE 07/25/2035 ADJUSTED QUANTITY 6,041 544, ORIGINAL COST 5,950 92, PURCHASE FACTOR 0 00251731, SALE FACTOR 0 00251731 CUSIP 225458UE6	<input checked="" type="checkbox"/>	12/07/10	07/25/13	6,041.54	5,950.92	90.62
2,400,000.000*	CSFB MORTGAGE-BACKED PASS-THROUGH CERTIFMTGPC/SERIES 2 6 250% DUE 07/25/2035 ADJUSTED QUANTITY 10,560 480, ORIGINAL COST 10,402 07, PURCHASE FACTOR 0 0044002, SALE FACTOR: 0 0044002 CUSIP 225458UE6	<input checked="" type="checkbox"/>	12/07/10	08/25/13	10,560.48	10,402.07	158.41

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Schedule of Realized Gains and Losses (cont)

Long-Term (cont)

QUANTITY	DESCRIPTION	NON-COVERED	OPEN DATE	CLOSE DATE	NET PROCEEDS	NET COST	REALIZED GAIN/LOSS
2,400,000.000*	CSFB MORTGAGE-BACKED PASS-THROUGH CERTIFMTGPC/SERIES 2 6 250% DUE 07/25/2035 ADJUSTED QUANTITY: 15,059 592, ORIGINAL COST: 14,833 70, PURCHASE FACTOR: 0.00627483, SALE FACTOR: 0 00627483 CUSIP: 225458UE6	<input checked="" type="checkbox"/>	12/07/10	09/25/13	15,059.60	14,833.70	225.90
2,400,000.000*	CSFB MORTGAGE-BACKED PASS-THROUGH CERTIFMTGPC/SERIES 2 6 250% DUE 07/25/2035 ADJUSTED QUANTITY 13,542.192, ORIGINAL COST 13,339 06, PURCHASE FACTOR 0 00564258, SALE FACTOR 0 00564258 CUSIP: 225458UE6	<input checked="" type="checkbox"/>	12/07/10	10/25/13	13,542.18	13,339.06	203.12
2,400,000.000*	CSFB MORTGAGE-BACKED PASS-THROUGH CERTIFMTGPC/SERIES 2 6 250% DUE 07/25/2035 ADJUSTED QUANTITY: 4,781 808, ORIGINAL COST: 4,710.08, PURCHASE FACTOR 0.00199242, SALE FACTOR 0 00199242 CUSIP: 225458UE6	<input checked="" type="checkbox"/>	12/07/10	11/25/13	4,781.82	4,710.08	71.74
2,400,000.000*	CSFB MORTGAGE-BACKED PASS-THROUGH CERTIFMTGPC/SERIES 2 6 250% DUE 07/25/2035 ADJUSTED QUANTITY: 11,960 544, ORIGINAL COST 11,781 14, PURCHASE FACTOR 0 00498356, SALE FACTOR: 0 00498356 CUSIP: 225458UE6	<input checked="" type="checkbox"/>	12/07/10	12/25/13	11,960.54	11,781.14	179.40
806,000.000*	CSFB MORTGAGE-BACKED PASS-THROUGH CERTIFMTGPC/SERIES 2 5.500% DUE 07/25/2035 ADJUSTED QUANTITY 977 130, ORIGINAL COST 975.91, PURCHASE FACTOR 0 00121232, SALE FACTOR 0.00121232 CUSIP: 225458XM5	<input checked="" type="checkbox"/>	09/07/10	01/25/13	977.12	975.91	1.21
806,000.000*	CSFB MORTGAGE-BACKED PASS-THROUGH CERTIFMTGPC/SERIES 2 5.500% DUE 07/25/2035 ADJUSTED QUANTITY: 1,008 411, ORIGINAL COST: 1,007.15, PURCHASE FACTOR: 0.00125113, SALE FACTOR: 0 00125113 CUSIP: 225458XM5	<input checked="" type="checkbox"/>	09/07/10	02/25/13	1,008.41	1,007.15	1.26
806,000.000*	CSFB MORTGAGE-BACKED PASS-THROUGH CERTIFMTGPC/SERIES 2 5.500% DUE 07/25/2035 ADJUSTED QUANTITY 987 060, ORIGINAL COST 985 83, PURCHASE FACTOR: 0 00122464, SALE FACTOR: 0 00122464 CUSIP: 225458XM5	<input checked="" type="checkbox"/>	09/07/10	03/25/13	987.06	985.83	1.23
806,000.000*	CSFB MORTGAGE-BACKED	<input checked="" type="checkbox"/>	09/07/10	04/25/13	991.99	990.75	1.24

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Schedule of Realized Gains and Losses (cont)

Long-Term (cont)

QUANTITY	DESCRIPTION	NON-COVERED	OPEN DATE	CLOSE DATE	NET PROCEEDS	NET COST	REALIZED GAIN/LOSS
	PASS-THROUGH CERTIFMTGPC/SERIES 2 5 500% DUE 07/25/2035 ADJUSTED QUANTITY 991 993, ORIGINAL COST 990 75, PURCHASE FACTOR 0 00123076, SALE FACTOR 0 00123076 CUSIP 225458XM5						
806,000.000*	CSFB MORTGAGE-BACKED PASS-THROUGH CERTIFMTGPC/SERIES 2 5.500% DUE 07/25/2035 ADJUSTED QUANTITY 996.949, ORIGINAL COST 995.70, PURCHASE FACTOR: 0 00123691, SALE FACTOR 0 00123691 CUSIP 225458XM5	<input checked="" type="checkbox"/>	09/07/10	05/25/13	996.95	995.70	1.25
806,000.000*	CSFB MORTGAGE-BACKED PASS-THROUGH CERTIFMTGPC/SERIES 2 5.500% DUE 07/25/2035 ADJUSTED QUANTITY 29,650 959, ORIGINAL COST 236,911.16, PURCHASE FACTOR 0 03678779, SALE FACTOR 0.03678779 CUSIP. 225458XM5	<input checked="" type="checkbox"/>	09/07/10	06/25/13	29,650.96	29,613.90	37.06
806,000.000*	CSFB MORTGAGE-BACKED PASS-THROUGH CERTIFMTGPC/SERIES 2 5 500% DUE 07/25/2035 ADJUSTED QUANTITY 926 602, ORIGINAL COST. 925 44, PURCHASE FACTOR 0 00114963, SALE FACTOR 0 00114963 CUSIP 225458XM5	<input checked="" type="checkbox"/>	09/07/10	07/25/13	926.60	925.44	1.16
806,000.000*	CSFB MORTGAGE-BACKED PASS-THROUGH CERTIFMTGPC/SERIES 2 5 500% DUE 07/25/2035 ADJUSTED QUANTITY. 944.398, ORIGINAL COST. 943 22, PURCHASE FACTOR: 0.00117171, SALE FACTOR 0.00117171 CUSIP 225458XM5	<input checked="" type="checkbox"/>	09/07/10	08/25/13	944.40	943.22	1.18
806,000.000*	CSFB MORTGAGE-BACKED PASS-THROUGH CERTIFMTGPC/SERIES 2 5 500% DUE 07/25/2035 ADJUSTED QUANTITY 962 283, ORIGINAL COST 961.08, PURCHASE FACTOR. 0 0011939, SALE FACTOR 0 0011939 CUSIP 225458XM5	<input checked="" type="checkbox"/>	09/07/10	09/25/13	962.28	961.08	1.20
806,000.000*	CSFB MORTGAGE-BACKED PASS-THROUGH CERTIFMTGPC/SERIES 2 5 500% DUE 07/25/2035 ADJUSTED QUANTITY 980 257, ORIGINAL COST 979 03, PURCHASE FACTOR 0 0012162, SALE FACTOR 0 0012162 CUSIP. 225458XM5	<input checked="" type="checkbox"/>	09/07/10	10/25/13	980.26	979.03	1.23
806,000.000*	CSFB MORTGAGE-BACKED PASS-THROUGH CERTIFMTGPC/SERIES 2 5 500% DUE 07/25/2035 ADJUSTED QUANTITY 1,169.89, ORIGINAL COST 1,168.43 PURCHASE FACTOR 0 00123692, SALE FACTOR 0 00123692 CUSIP 225458XM5	<input checked="" type="checkbox"/>	09/07/10	11/25/13	1,169.89	1,168.43	1.46

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Schedule of Realized Gains and Losses (cont)

Long-Term (cont)

QUANTITY	DESCRIPTION	NON-COVERED	OPEN DATE	CLOSE DATE	NET PROCEEDS	NET COST	REALIZED GAIN/LOSS
	CERTIFMTGPC/SERIES 2 5.500% DUE 07/25/2035 ADJUSTED QUANTITY 1,169 893, ORIGINAL COST 1,168 43, PURCHASE FACTOR 0 00145148, SALE FACTOR 0 00145148 CUSIP: 225458XM5						
806,000,000*	CSFB MORTGAGE BACKED PASS-THROUGH CERTIFMTGPC/SERIES 2 5 500% DUE 07/25/2035 ADJUSTED QUANTITY: 47,114.303, ORIGINAL COST 47,055.41, PURCHASE FACTOR. 0 05845447, SALE FACTOR 0 05845447 CUSIP 225458XM5		09/07/10	12/25/13	47,114.30	47,055.41	58.89
10,000,000	LENNAR CORP CLA SYMBOL: LEN, CUSIP: 526057104		11/17/05	12/11/13	348,062.23	571,248.29	-223,186.06
2,000,000,000*	MASTR ALTERNATIVE LOANS TRUST SERIES 2005-2 CLASS 1A3 6 500% DUE 03/25/2035 ADJUSTED QUANTITY 5,305 920, ORIGINAL COST 5,302 60, PURCHASE FACTOR 0 00265296, SALE FACTOR: 0 00265296 CUSIP 576434H98		03/16/11	01/25/13	5,305.93	5,302.60	3.33
2,000,000,000*	MASTR ALTERNATIVE LOANS TRUST SERIES 2005-2 CLASS 1A3 6 500% DUE 03/25/2035 ADJUSTED QUANTITY 2,592.040, ORIGINAL COST 2,590 42, PURCHASE FACTOR: 0 00129602, SALE FACTOR 0 00129602 CUSIP: 576434H98		03/16/11	02/25/13	2,592.04	2,590.42	1.62
2,000,000,000*	MASTR ALTERNATIVE LOANS TRUST SERIES 2005-2 CLASS 1A3 6 500% DUE 03/25/2035 ADJUSTED QUANTITY 1,184 200, ORIGINAL COST 1,183 46, PURCHASE FACTOR 0 0005921, SALE FACTOR 0.0005921 CUSIP 576434H98		03/16/11	03/25/13	1,184.20	1,183.46	0.74
2,000,000,000*	MASTR ALTERNATIVE LOANS TRUST SERIES 2005-2 CLASS 1A3 6 500% DUE 03/25/2035 ADJUSTED QUANTITY: 7,533.940, ORIGINAL COST 7,529 23, PURCHASE FACTOR 0 00376697, SALE FACTOR: 0 00376697 CUSIP. 576434H98		03/16/11	04/25/13	7,533.93	7,529.23	4.70
2,000,000,000*	MASTR ALTERNATIVE LOANS TRUST SERIES 2005-2 CLASS 1A3 6 500% DUE 03/25/2035 ADJUSTED QUANTITY 7,335 760, ORIGINAL COST 7,331 18, PURCHASE FACTOR 0.00366788, SALE FACTOR 0 00366788 CUSIP. 576434H98		03/16/11	05/25/13	7,335.77	7,331 18	4.59
2,000,000,000*	MASTR ALTERNATIVE LOANS TRUST SERIES 2005-2 CLASS 1A3 6 500% DUE 03/25/2035 ADJUSTED QUANTITY. 4,927.140, ORIGINAL COST 39,392 48, PURCHASE FACTOR 0 00246357, SALE FACTOR 0.00246357 CUSIP 576434H98		03/16/11	06/25/13	4,927.14	4,924.06	3.08

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Long-Term (cont)

QUANTITY	DESCRIPTION	NON-COVERED	OPEN DATE	CLOSE DATE	NET PROCEEDS	NET COST	REALIZED GAIN/LOSS
2,000,000.000*	MASTR ALTERNATIVE LOANS TRUST SERIES 2005-2 CLASS 1A3 6 500% DUE 03/25/2035 ADJUSTED QUANTITY: 2,047 360, ORIGINAL COST 2,046.08, PURCHASE FACTOR 0.00102368, SALE FACTOR: 0.00102368 CUSIP 576434H98	<input checked="" type="checkbox"/>	03/16/11	07/25/13	2,047.36	2,046.08	1.28
2,000,000.000*	MASTR ALTERNATIVE LOANS TRUST SERIES 2005-2 CLASS 1A3 6.500% DUE 03/25/2035 ADJUSTED QUANTITY: 872.940, ORIGINAL COST 872.39, PURCHASE FACTOR 0.00043647, SALE FACTOR 0.00043647 CUSIP 576434H98	<input checked="" type="checkbox"/>	03/16/11	08/25/13	872.95	872.39	0.56
2,000,000.000*	MASTR ALTERNATIVE LOANS TRUST SERIES 2005-2 CLASS 1A3 6.500% DUE 03/25/2035 ADJUSTED QUANTITY: 9,762.880, ORIGINAL COST 9,756.78, PURCHASE FACTOR: 0.00488144, SALE FACTOR: 0.00488144 CUSIP: 576434H98	<input checked="" type="checkbox"/>	03/16/11	09/25/13	9,762.87	9,756.78	6.09
2,000,000.000*	MASTR ALTERNATIVE LOANS TRUST SERIES 2005-2 CLASS 1A3 6 500% DUE 03/25/2035 ADJUSTED QUANTITY 2,632 140, ORIGINAL COST 2,630.49, PURCHASE FACTOR 0.00131607, SALE FACTOR 0.00131607 CUSIP 576434H98	<input checked="" type="checkbox"/>	03/16/11	10/25/13	2,632.14	2,630.49	1.65
2,000,000.000*	MASTR ALTERNATIVE LOANS TRUST SERIES 2005-2 CLASS 1A3 6 500% DUE 03/25/2035 ADJUSTED QUANTITY 6,470 040, ORIGINAL COST 6,466 00, PURCHASE FACTOR 0.00323502, SALE FACTOR 0.00323502 CUSIP 576434H98	<input checked="" type="checkbox"/>	03/16/11	11/25/13	6,470.03	6,466.00	4.03
2,000,000.000*	MASTR ALTERNATIVE LOANS TRUST SERIES 2005-2 CLASS 1A3 6 500% DUE 03/25/2035 ADJUSTED QUANTITY: 1,492 980, ORIGINAL COST 1,492 05, PURCHASE FACTOR: 0.00074649, SALE FACTOR: 0.00074649 CUSIP 576434H98	<input checked="" type="checkbox"/>	03/16/11	12/25/13	1,492.98	1,492.05	0.93
340,000	SPDR S&P 500 ETF TRUST SYMBOL SPY, CUSIP: 78462F103	<input checked="" type="checkbox"/>	10/03/03	12/11/13	60,928.33	35,458.86	25,469.47
5,875,000	SPDR S&P 500 ETF TRUST SYMBOL SPY, CUSIP 78462F103	<input checked="" type="checkbox"/>	11/07/03	12/11/13	1,052,805.70	624,987.20	427,818.50

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Schedule of Realized Gains and Losses (cont)

Long-Term (cont)

QUANTITY	DESCRIPTION	NON-COVERED	OPEN DATE	CLOSE DATE	NET PROCEEDS	NET COST	REALIZED GAIN/LOSS
9,785.000	SPDR S&P 500 ETF TRUST SYMBOL SPY, CUSIP 78462F103	<input checked="" type="checkbox"/>	09/17/04	12/11/13	1,753,481.49	1,035,792.19	717,689.30
	Long-Term Subtotal				3,535,356.36		950,650.34
	Total Gains and Losses				3,535,356.36		950,650.34
	Short-Term						0.00
	Long-Term						950,650.34
	Term Unknown						0.00

* Return of principal. Quantity represents face value.

- 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. RATH FOUNDATION, INC.	Employer identification number (EIN) or 39-1657654
	Number, street, and room or suite no. If a P.O. box, see instructions. P.O. BOX 80	Social security number (SSN)
	City, town or post office, state, and ZIP code. For a foreign address, see instructions. JANESVILLE, WI 53547	

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.

JIM SANGER

4 I request an additional 3-month extension of time until NOVEMBER 15, 2014.
5 For calendar year 2013, or other tax year beginning _____, and ending _____.
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
TAXPAYER NEEDS ADDITIONAL TIME TO ASSEMBLE THE NECESSARY INFORMATION TO
FILE A COMPLETE AND ACCURATE TAX RETURN.

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	\$	25 , 229 .
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	\$	25 , 229 .
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 ► CPA

Date ►

Form 8868 (Rev. 1-2014)