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Form 990-PF

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. By law, the IRS cannot redact the information on the form.
- Information about Form 990-PF and its instructions is at www.irs.gov/form990pf.

2013

Open to Public Inspection

For calendar year 2013, or tax year beginning 01-01-2013, and ending 12-31-2013

Name of foundation THE ROTHSCHILD ART FOUNDATION INC		A Employer identification number 52-1301060						
Number and street (or P O box number if mail is not delivered to street address) 3408 OLD COURT ROAD		B Telephone number (see instructions) (410) 339-6990						
City or town, state or province, country, and ZIP or foreign postal code BALTIMORE, MD 21208		C If exemption application is pending, check here <input checked="" type="checkbox"/> <input type="checkbox"/>						
G Check all that apply <table border="0"> <tr> <td><input type="checkbox"/> Initial return</td> <td><input type="checkbox"/> Initial return of a former public charity</td> </tr> <tr> <td><input type="checkbox"/> Final return</td> <td><input type="checkbox"/> Amended return</td> </tr> <tr> <td><input type="checkbox"/> Address change</td> <td><input type="checkbox"/> Name change</td> </tr> </table>		<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	D 1. Foreign organizations, check here <input checked="" type="checkbox"/> <input type="checkbox"/> 2. Foreign organizations meeting the 85% test, check here and attach computation <input checked="" type="checkbox"/> <input type="checkbox"/>
<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 <table border="0"> <tr> <td><input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation</td> <td><input type="checkbox"/> Other taxable private foundation</td> </tr> <tr> <td><input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust</td> <td><input type="checkbox"/> Other taxable private foundation</td> </tr> </table>		<input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation	<input type="checkbox"/> Other taxable private foundation	<input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust	<input type="checkbox"/> Other taxable private foundation	E If private foundation status was terminated under section 507(b)(1)(A), check here <input checked="" type="checkbox"/> <input type="checkbox"/>		
<input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation	<input type="checkbox"/> Other taxable private foundation							
<input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust	<input type="checkbox"/> Other taxable private foundation							
I Fair market value of all assets at end of year (from Part II, col. (c), line 16) \$ 45,147,482		J Accounting method <table border="0"> <tr> <td><input checked="" type="checkbox"/> Cash</td> <td><input type="checkbox"/> Accrual</td> </tr> <tr> <td><input type="checkbox"/> Other (specify) _____</td> <td></td> </tr> </table> <i>(Part I, column (d) must be on cash basis.)</i>	<input checked="" type="checkbox"/> Cash	<input type="checkbox"/> Accrual	<input type="checkbox"/> Other (specify) _____		F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input checked="" type="checkbox"/> <input type="checkbox"/>	
<input checked="" type="checkbox"/> Cash	<input type="checkbox"/> Accrual							
<input type="checkbox"/> Other (specify) _____								

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)	0			
	2 Check <input checked="" type="checkbox"/> if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments	546	546		
	4 Dividends and interest from securities.	143,293	143,293		
	5a Gross rents				
	b Net rental income or (loss) _____				
	6a Net gain or (loss) from sale of assets not on line 10	2,377,756			
	b Gross sales price for all assets on line 6a 8,127,191				
	7 Capital gain net income (from Part IV, line 2)		2,377,756		
	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)	146,117	146,117	0	
	12 Total. Add lines 1 through 11	2,667,712	2,667,712	0	
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	0	0	0	0
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees (attach schedule)	2,509	0	0	0
	b Accounting fees (attach schedule)	8,385	6,708	0	0
	c Other professional fees (attach schedule)				
	17 Interest				
	18 Taxes (attach schedule) (see instructions)	28,575	4,175	0	0
	19 Depreciation (attach schedule) and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses (attach schedule)	218,318	161,690	0	56,628
	24 Total operating and administrative expenses.				
	Add lines 13 through 23	257,787	172,573	0	56,628
	25 Contributions, gifts, grants paid.	774,500			774,500
	26 Total expenses and disbursements. Add lines 24 and 25	1,032,287	172,573	0	831,128
	27 Subtract line 26 from line 12				
	a Excess of revenue over expenses and disbursements	1,635,425			
	b Net investment income (if negative, enter -0-)		2,495,139		
	c Adjusted net income (if negative, enter -0-)			0	

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	425,722	444,813	444,813	
2	Savings and temporary cash investments	1,702,584			
3	Accounts receivable ►				
	Less allowance for doubtful accounts ►				
4	Pledges receivable ►				
	Less allowance for doubtful accounts ►				
5	Grants receivable				
6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)				
7	Other notes and loans receivable (attach schedule) ► 1,317	0	1,317	1,317	
	Less allowance for doubtful accounts ► 0				
8	Inventories for sale or use				
9	Prepaid expenses and deferred charges				
10a	Investments—U S and state government obligations (attach schedule)				
b	Investments—corporate stock (attach schedule)	3,872,513	186,960	216,900	
c	Investments—corporate bonds (attach schedule)				
11	Investments—land, buildings, and equipment basis ►				
	Less accumulated depreciation (attach schedule) ►				
12	Investments—mortgage loans				
13	Investments—other (attach schedule)	10,901,047	20,630,360	20,482,452	
14	Land, buildings, and equipment basis ►				
	Less accumulated depreciation (attach schedule) ►				
15	Other assets (describe ►)	3,823,437	3,823,437	24,002,000	
16	Total assets (to be completed by all filers—see the instructions Also, see page 1, item I)	20,725,303	25,086,887	45,147,482	
Liabilities					
17	Accounts payable and accrued expenses	2,812	2,812		
18	Grants payable				
19	Deferred revenue				
20	Loans from officers, directors, trustees, and other disqualified persons				
21	Mortgages and other notes payable (attach schedule)	298,054	298,054		
22	Other liabilities (describe ►)	10,000	10,000		
23	Total liabilities (add lines 17 through 22)	310,866	310,866		
Net Assets or Fund Balances					
24	Unrestricted				
25	Temporarily restricted				
26	Permanently restricted				
27	Foundations that follow SFAS 117, check here ► <input type="checkbox"/> and complete lines 24 through 26 and lines 30 and 31.				
28	Capital stock, trust principal, or current funds	3,836,659	3,836,659		
29	Paid-in or capital surplus, or land, bldg , and equipment fund	0	0		
30	Retained earnings, accumulated income, endowment, or other funds	16,577,778	20,939,362		
31	Total net assets or fund balances (see page 17 of the instructions)	20,414,437	24,776,021		
	Total liabilities and net assets/fund balances (see page 17 of the instructions)	20,725,303	25,086,887		

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	20,414,437
2	Enter amount from Part I, line 27a	2	1,635,425
3	Other increases not included in line 2 (itemize) ►	3	2,895,774
4	Add lines 1, 2, and 3	4	24,945,636
5	Decreases not included in line 2 (itemize) ►	5	169,615
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	24,776,021

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)
1 a	PUBLICLY TRADED SECURITIES - MANUFACTURERS & TRADERS TR CO	P		
b	ENTERPRISE PRODUCTS PARTNERS LP	P		
c	ROTHSCHILD CORNERSTONE FUND LP	P		
d	ROTHSCHILD INNOVATORS FUND LP	P		
e	CAPITAL GAINS DIVIDENDS	P		
(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	7,734,572		5,749,435	1,985,137
b	659			659
c	300,739			300,739
d	87,623			87,623
e	3,598			3,598
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				1,985,137
b				659
c				300,739
d				87,623
e				3,598
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	2,377,756
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	

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 page 18 of 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	1,014,684	18,601,871	0 054547
2011	887,677	17,646,835	0 050302
2010	840,565	16,441,400	0 051125
2009	783,603	25,832,951	0 030333
2008	53,779	26,196,505	0 002053
2			2 0 188360
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 037672
4	Enter the net value of noncharitable-use assets for 2013 from Part X, line 5.		4 19,508,833
5	Multiply line 4 by line 3.		5 734,937
6	Enter 1% of net investment income (1% of Part I, line 27b).		6 24,951
7	Add lines 5 and 6.		7 759,888
8	Enter qualifying distributions from Part XII, line 4.		8 831,128
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 page 18 of the 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)		1	24,951
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input checked="" type="checkbox"/> and enter 1% of Part I, line 27b		
c	All other domestic foundations enter 2% of line 27b Exempt foreign organizations enter 4% of Part I, line 12, col. (b)		
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)	2	0
3	Add lines 1 and 2.	3	24,951
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	24,951
6	Credits/Payments		
a	2013 estimated tax payments and 2012 overpayment credited to 2013	6a	13,910
b	Exempt foreign organizations—tax withheld at source	6b	
c	Tax paid with application for extension of time to file (Form 8868)	6c	16,000
d	Backup withholding erroneously withheld	6d	
7	Total credits and payments Add lines 6a through 6d.	7	29,910
8	Enter any penalty for underpayment of estimated tax Check here <input type="checkbox"/> if Form 2220 is attached	8	35
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	4,924
11	Enter the amount of line 10 to be Credited to 2014 estimated tax <input type="checkbox"/> 4,924 Refunded <input type="checkbox"/>	11	0

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	No
1b	Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see page 19 of the instructions for definition)?	1b	No
<i>If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.</i>			
c	Did the foundation file Form 1120-POL for this year?	1c	No
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year (1) On the foundation <input type="checkbox"/> \$ _____ 0 (2) On foundation managers <input type="checkbox"/> \$ _____ 0		
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers <input type="checkbox"/> \$ _____ 0		
2	Has the foundation engaged in any activities that have not previously been reported to the IRS? <i>If "Yes," attach a detailed description of the activities.</i>	2	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? <i>If "Yes," attach a conformed copy of the changes</i>	3	No
4a	Did the foundation have unrelated business gross income of \$1,000 or more during the year?	4a	No
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? <i>If "Yes," attach the statement required by General Instruction T.</i>	5	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?	6	Yes
7	Did the foundation have at least \$5,000 in assets at any time during the year? <i>If "Yes," complete Part II, col. (c), and Part XV.</i>	7	Yes
8a	Enter the states to which the foundation reports or with which it is registered (see instructions) <input type="checkbox"/> MD		
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? <i>If "No," attach explanation.</i>	8b	Yes
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)? <i>If "Yes," complete Part XIV</i>	9	No
10	Did any persons become substantial contributors during the tax year? <i>If "Yes," attach a schedule listing their names and addresses.</i>	10	No

Part VII-A Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions) <input checked="" type="checkbox"/>	11	Yes
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	No
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	Yes

Website address N/A

14	The books are in care of <input checked="" type="checkbox"/> STANFORD Z ROTHSCHILD JR Located at <input checked="" type="checkbox"/> 100 EAST PRATT STREET SUITE 2550 BALTIMORE MD	Telephone no <input checked="" type="checkbox"/> (410) 339-6990 ZIP +4 <input checked="" type="checkbox"/> 21202
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15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 —Check here <input checked="" type="checkbox"/> and enter the amount of tax-exempt interest received or accrued during the year <input checked="" type="checkbox"/> 15
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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	Yes
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See 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.

1a	During the year did the foundation (either directly or indirectly)		Yes	No
	(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 checked="" type="checkbox"/> Yes <input type="checkbox"/> No			
	(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
	(6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days). <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
b	If any answer is "Yes" to 1a(1)–(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see page 20 of the instructions)? <input checked="" type="checkbox"/> Organizations relying on a current notice regarding disaster assistance check here <input checked="" type="checkbox"/>	1b		No
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? <input checked="" type="checkbox"/>	1c		No
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 <input checked="" type="checkbox"/> 20____, 20____, 20____, 20____			
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) <input checked="" type="checkbox"/>	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 <input checked="" type="checkbox"/> 20____, 20____, 20____, 20____			
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). <input checked="" type="checkbox"/>	3b		
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes? <input checked="" type="checkbox"/>	4a		No
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? <input checked="" type="checkbox"/>	4b		No

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))?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
	(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
	(3) Provide a grant to an individual for travel, study, or other similar purposes?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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).	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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?	<input type="checkbox"/> Yes <input type="checkbox"/> No		
	<i>If "Yes," attach the statement required by Regulations section 53.4945–5(d).</i>			
6a	Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	6b	No
b	Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?			
	<i>If "Yes" to 6b, file Form 8870.</i>			
7a	At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		7b	
b	If yes, did the foundation receive any proceeds or have any net income attributable to the transaction?			

Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors**1 List all officers, directors, trustees, foundation managers and their compensation (see instructions).**

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
STANFORD Z ROTHSCHILD JR 100 EAST PRATT ST STE 2550 BALTIMORE, MD 21202	PRESIDENT/DIRECTOR 1 00	0	0	0
DAVID ROTHSCHILD 477 MADISON AVENUE 6TH FLOOR NEW YORK, NY 10022	SECRETARY/DIRECTOR 1 00	0	0	0

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

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

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

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

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

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 <hr/>	
2 <hr/>	
3 <hr/>	
4 <hr/>	

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 _____ _____	
2 _____ _____	

All other program-related investments See page 24 of the instructions

3 _____

Total. Add lines 1 through 3

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	18,393,558
b	Average of monthly cash balances.	1b	1,412,364
c	Fair market value of all other assets (see instructions).	1c	0
d	Total (add lines 1a, b, and c).	1d	19,805,922
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	19,805,922
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions).	4	297,089
5	Net value of noncharitable-use assets. Subtract line 4 from line 3 Enter here and on Part V, line 4	5	19,508,833
6	Minimum investment return. Enter 5% of line 5.	6	975,442

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	975,442
2a	Tax on investment income for 2013 from Part VI, line 5.	2a	24,951
b	Income tax for 2013 (This does not include the tax from Part VI).	2b	
c	Add lines 2a and 2b.	2c	24,951
3	Distributable amount before adjustments Subtract line 2c from line 1.	3	950,491
4	Recoveries of amounts treated as qualifying distributions.	4	0
5	Add lines 3 and 4.	5	950,491
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	950,491

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	831,128
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	3a	
a	Suitability test (prior IRS approval required).	3b	
b	Cash distribution test (attach the required schedule).	4	831,128
4	Qualifying distributions. Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	5	24,951
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).	6	806,177
6	Adjusted qualifying distributions. Subtract line 5 from line 4.		

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				950,491
2 Undistributed income, if any, as of the end of 2013			0	
a Enter amount for 2012 only.				
b Total for prior years 20____, 20____, 20____		0		
3 Excess distributions carryover, if any, to 2013				
a From 2008.				
b From 2009.				
c From 2010.	22,747			
d From 2011.	17,697			
e From 2012.	117,970			
f Total of lines 3a through e.	158,414			
4 Qualifying distributions for 2013 from Part XII, line 4 ► \$ _____ 831,128			0	
a Applied to 2012, but not more than line 2a				
b Applied to undistributed income of prior years (Election required—see instructions).		0		
c Treated as distributions out of corpus (Election required—see instructions).	0			
d Applied to 2013 distributable amount.				831,128
e Remaining amount distributed out of corpus	0			
5 Excess distributions carryover applied to 2013 (If an amount appears in column (d), the same amount must be shown in column (a).)	119,363			119,363
6 Enter the net total of each column as indicated below:	39,051			
a Corpus Add lines 3f, 4c, and 4e Subtract line 5				
b Prior years' undistributed income Subtract line 4b from line 2b.		0		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed.		0		
d Subtract line 6c from line 6b Taxable amount—see instructions		0		
e Undistributed income for 2012 Subtract line 4a from line 2a Taxable amount—see instructions			0	
f Undistributed income for 2013 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2014.				0
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions).	0			
8 Excess distributions carryover from 2008 not applied on line 5 or line 7 (see instructions)	0			
9 Excess distributions carryover to 2014. Subtract lines 7 and 8 from line 6a	39,051			
10 Analysis of line 9				
a Excess from 2009.				
b Excess from 2010.				
c Excess from 2011.				
d Excess from 2012.	39,051			
e Excess from 2013.				

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

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.			
1b	Check box to indicate whether the organization is a private operating foundation described in section <input type="checkbox"/> 4942(j)(3) or <input type="checkbox"/> 4942(j)(5)			
2a	Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed.			
2b	85% of line 2a.			
2c	Qualifying distributions from Part XII, line 4 for each year listed.			
2d	Amounts included in line 2c not used directly for active conduct of exempt activities.			
2e	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 organization 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))

STANFORD Z ROTHSCHILD JR

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

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 of the person to whom applications should be addressed

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

c Any submission deadlines

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

Part XV Supplementary Information (continued)**3 Grants and Contributions Paid During the Year or Approved for Future Payment**

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a Paid during the year See Additional Data Table				
Total			► 3a	774,500
b Approved for future payment				
Total			► 3b	0

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated

Line	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							
4 Dividends and interest from securities.					14	546	
5 Net rental income or (loss) from real estate	a Debt-financed property.				14	143,293	
	b Not debt-financed property.						
6 Net rental income or (loss) from personal property.							
7 Other investment income.					18	146,117	
8 Gain or (loss) from sales of assets other than inventory					18	2,377,756	
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		2,667,712	
13 Total. Add line 12, columns (b), (d), and (e).					13		2,667,712

Part XII-B: Relationship of Activities to the Accomplishment of Exempt Purposes

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

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

a Transfers from the reporting foundation to a noncharitable exempt organization or

(2) Other assets. 1a(2)

b Other transactions

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

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

b If "Yes," complete the following schedule

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

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 or fiduciary) is based on all information of which preparer has any knowledge.

* * * * *

2014-11-14

* * * * *

May the IRS discuss this return with the preparer shown below (see instr.)? Yes No

Paid Preparer Use Only	PATRICIA MARSHALL CPA		Employed by	10015115
	Firm's name ► CLIFTONLARSONALLEN LLP		Firm's EIN ► 41-0746749	
	Firm's address ► 1966 GREENSPRING DRIVE SUITE 300 TIMONIUM, MD 210934161		Phone no (410) 453-0900	

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a Paid during the year				
AMERICAN BORDER PATROL 2160 E FRY BLVD 426 SIERRA VISTA, AZ 85635		PC	TO SUPPORT ORGANIZATION	500
AMERICANS FOR PROSPERITY FOUNDATION 2111 WILSON BLVD SUITE 350 ARLINGTON, VA 22201		PC	TO SUPPORT ORGANIZATION	115,000
ASCENSION SCHOOL 220 WEST 108TH STREET NEW YORK, NY 10025		PC	TO SUPPORT ORGANIZATION	2,500
BALTIMORE COMMUNITY FOUNDATION 2 E READ ST 9TH FL BALTIMORE, MD 21202		PC	TO SUPPORT ORGANIZATION	250,000
BALTIMORE HEBREW CONGREGATION 7401 PARK HEIGHTS AVENUE BALTIMORE, MD 21208		PC	TO SUPPORT ORGANIZATION	1,000
CAPITAL RESEARCH CENTER 1513 15TH ST NW WASHINGTON, DC 20036		PC	TO SUPPORT ORGANIZATION	1,500
CHAPIN SCHOOL 100 EAST END AVENUE NEW YORK, NY 10028		PC	TO SUPPORT ORGANIZATION	7,500
COMMITTEE FOR A CONSTRUCTIVE TOMORROW PO BOX 65722 WASHINGTON, DC 20035		PC	TO SUPPORT ORGANIZATION	25,000
COMPETITIVE ENTERPRISE INSTITUTE 1899 L ST NW FL 12 WASHINGTON, DC 20036		PC	TO SUPPORT ORGANIZATION	35,000
DAVID HOROWITZ FREEDOM CENTER 14148 MAGNOLIA BLVD SUITE 103 SHERMAN OAKS, CA 91423		PC	TO SUPPORT ORGANIZATION	10,000
DISABLED VETERANS NATIONAL FOUNDATION 1020 19TH STREET NW SUITE 475 WASHINGTON, DC 20036		PC	TO SUPPORT ORGANIZATION	500
FOUNDATION FIGHTING BLINDNESS 7168 COLUMBIA GATEWAY DRIVE COLUMBIA, MD 21045		PC	TO SUPPORT ORGANIZATION	25,000
FREEDOM ALLIANCE 22570 MARKEY COURT SUITE 240 DULLES, VA 20166		PC	TO SUPPORT ORGANIZATION	6,000
FRIENDS OF RODEPH SHOLOM SCHOOL 10 W 84TH ST NEW YORK, NY 10024		PC	TO SUPPORT ORGANIZATION	7,500
GUILD INCORPORATED 130 SOUTH WABASHA ST STE 90 ST PAUL, MN 55107		PC	TO SUPPORT ORGANIZATION	2,500
Total				774,500
			► 3a	

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a Paid during the year				
HAMMER RESIDENCES 1909 E WAYZATA BLVD WAYZATA, MN 55391		PC	TO SUPPORT ORGANIZATION	2,500
HERITAGE FOUNDATION 214 MASSACHUSETTS AVE NE WASHINGTON, DC 20002		PC	TO SUPPORT ORGANIZATION	10,000
INSTITUTE FOR ENERGY RESEARCH 1155 15TH STREET NW WASHINGTON, DC 20005		PC	TO SUPPORT ORGANIZATION	20,000
JOHNS HOPKINS UNIVERSITY 1101 E 33RD STREET TERRACE LEVEL STE EO BALTIMORE, MD 21218		PC	TO SUPPORT ORGANIZATION	10,000
JUDICIAL WATCH 425 THIRD STREET SW SUITE 800 WASHINGTON, DC 20024		PC	TO SUPPORT ORGANIZATION	25,000
LEADERSHIP INSTITUTE 1101 N HIGHLAND STREET ARLINGTON, VA 22201		PC	TO SUPPORT ORGANIZATION	30,000
MARYLAND PUBLIC POLICY INSTITUTE ONE RESEARCH COURT STE 450 ROCKVILLE, MD 20850		PC	TO SUPPORT ORGANIZATION	5,000
MCDONOUGH SCHOOL PO BOX 380 OWINGS MILLS, MD 21117		PC	TO SUPPORT ORGANIZATION	85,000
MEDIA RESEARCH CENTER 325 PATRICK STREET ALEXANDRIA, VA 22314		PC	TO SUPPORT ORGANIZATION	25,000
MERCATUS CENTER INC 3351 NORTH FAIRFAX DRIVE 4TH FL ARLINGTON, VA 22201		PC	TO SUPPORT ORGANIZATION	10,000
MINNEAPOLIS CRISIS NURSERY 4544 4TH AVENUE SOUTH MINNEAPOLIS, MN 55419		PC	TO SUPPORT ORGANIZATION	2,500
MINNEAPOLIS HEART INSTITUTE FOUNDATION 920 EAST 28TH STREET SUITE 100 MINNEAPOLIS, MN 55407		PC	TO SUPPORT ORGANIZATION	2,500
NATIONAL CENTER FOR PUBLIC POLICY RESEARCH 501 CAPITOL CT NE SUITE 200 WASHINGTON, DC 20006		PC	TO SUPPORT ORGANIZATION	5,000
NORTHSIDE ACHIEVEMENT ZONE 2123 WEST BROADWAY AVE 3NUE 100 MINNEAPOLIS, MN 55411		PC	TO SUPPORT ORGANIZATION	2,500
PERSPECTIVES (REACH FOR THE STARS) 3381 GORHAM AVENUE ST LOUIS PARK, MN 55426		PC	TO SUPPORT ORGANIZATION	2,500
Total				774,500
			► 3a	

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a Paid during the year				
STAGES THEATER COMPANY 1111 MAIN STREET HOPKINS, MN 55343		PC	TO SUPPORT ORGANIZATION	2,500
THE LEGACY FOUNDATION 600 FOURTH STREET SUITE 360 SIOUX CITY, IA 51101		PC	TO SUPPORT ORGANIZATION	20,000
THE LOFT INC 1011 WASHINGTON AVENUE SOUTH MINNEAPOLIS, MN 55415		PC	TO SUPPORT ORGANIZATION	2,500
THE MINNESOTA OPERA - RESIDENT ARTIST PROGRAM 620 NORTH FIRST ST MINNEAPOLIS, MN 55401		PC	TO SUPPORT ORGANIZATION	2,500
TRUE FRIENDS MINNESOTA 10509 108TH ST NW ANNANDALE, MN 55302		PC	TO SUPPORT ORGANIZATION	2,500
URBAN SQUASH TWIN CITIES 123 HARVARD ST SE STE 144 MINNEAPOLIS, MN 55455		PC	TO SUPPORT ORGANIZATION	2,500
WILMER EYE INSTITUTE AT JOHNS HOPKINS HOSPITAL 600 NORTH WOLFE STREET BALTIMORE, MD 21218		PC	TO SUPPORT ORGANIZATION	5,000
WORLD WILDLIFE FUND 1250 24TH STREET NW WASHINGTON, DC 20090		PC	TO SUPPORT ORGANIZATION	10,000
Total			► 3a	774,500

TY 2013 Accounting Fees Schedule

Name: THE ROTHSCHILD ART FOUNDATION INC

EIN: 52-1301060

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
ACCOUNTING EXPENSES	8,385	6,708	0	0

TY 2013 Investments Corporate Stock Schedule

Name: THE ROTHSCHILD ART FOUNDATION INC

EIN: 52-1301060

Name of Stock	End of Year Book Value	End of Year Fair Market Value
CORPORATE EQUITIES	186,960	216,900

TY 2013 Investments - Other Schedule

Name: THE ROTHSCHILD ART FOUNDATION INC**EIN:** 52-1301060

Category / Item	Listed at Cost or FMV	Book Value	End of Year Fair Market Value
ROTHSCHILD CORNERSTONE FD LP (FKA ROTHSCHILD CAP PTNRS LP)	AT COST	12,865,132	13,073,790
ENTERPRISE PRODUCTS	AT COST	0	0
ROTHSCHILD INNOVATORS FUND LP	AT COST	7,765,228	7,408,662

TY 2013 Legal Fees Schedule

Name: THE ROTHSCHILD ART FOUNDATION INC

EIN: 52-1301060

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
LEGAL FEES	2,509	0	0	0

TY 2013 Other Assets Schedule

Name: THE ROTHSCHILD ART FOUNDATION INC**EIN:** 52-1301060

Description	Beginning of Year - Book Value	End of Year - Book Value	End of Year - Fair Market Value
PAINTINGS	3,823,437	3,823,437	24,002,000

TY 2013 Other Decreases Schedule

Name: THE ROTHSCHILD ART FOUNDATION INC**EIN:** 52-1301060

Description	Amount
NONDEDUCTIBLE EXPENSES FROM PASSTHROUGHS	104
PASS THROUGH ENTITIES - BOOK/TAX DIFFERENCES	169,511

TY 2013 Other Expenses Schedule

Name: THE ROTHSCHILD ART FOUNDATION INC

EIN: 52-1301060

Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
SECURITY	7,131	0	0	7,131
MANAGEMENT FEES	44,635	35,708	0	8,927
ROTHSCHILD CORNERSTONE FD LP - INVMT EXP	103,554	103,554	0	0
ROTHSCHILD INNOVATORS FD LP - INVMT EXP	22,202	22,202	0	0
BANK FEES	226	226	0	0
INSURANCE	40,570	0	0	40,570

TY 2013 Other Income Schedule

Name: THE ROTHSCHILD ART FOUNDATION INC**EIN:** 52-1301060

Description	Revenue And Expenses Per Books	Net Investment Income	Adjusted Net Income
ENTERPRISE PRODUCTS PARTNERS LP	189,776	189,776	
ROTHSCHILD CORNERSTONE FUND LP	-43,659	-43,659	

TY 2013 Other Increases Schedule

Name: THE ROTHSCHILD ART FOUNDATION INC**EIN:** 52-1301060

Description	Amount
UNREALIZED GAIN ON INVESTMENTS	2,562,383
DIVIDEND REPORTING DIFFERENCES BETWEEN 1099 AND M&T STMTS	14,380
STOCK BASIS DIFFERENCES	16,680
OTHER ADJUSTMENTS	1,555
STOCK SALE SETTLED IN 2013, REPORTED IN 2012	297,528
NONTAXABLE INCOME - PASSTHROUGH ENTITY	1,840
RETURN OF CAPITAL DISTRIBUTIONS	1,408

TY 2013 Other Liabilities Schedule

Name: THE ROTHSCHILD ART FOUNDATION INC**EIN:** 52-1301060

Description	Beginning of Year - Book Value	End of Year - Book Value
ART DEPOSIT	10,000	10,000

TY 2013 Taxes Schedule

Name: THE ROTHSCHILD ART FOUNDATION INC**EIN:** 52-1301060

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
FOREIGN TAXES	4,175	4,175	0	0
FEDERAL EXCISE TAXES	24,400	0	0	0

TY 2013

TransfersToControlledEntities

Name: THE ROTHSCHILD ART FOUNDATION INC**EIN:** 52-1301060

Name	US / Foreign Address	EIN	Description	Amount
ROTHSCHILD INNOVATORS FUND LP	477 MADISON AVE 6TH FLOOR NEW YORK, NY 10022	46-2986964	CASH CONTRIBUTION TO POOLED INVESTMENT FUND	7,374,129
Total				7,374,129