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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.**2013**

Open to Public Inspection

For calendar year 2013 or tax year beginning

, and ending

Name of foundation RATHMANN FAMILY FOUNDATION		A Employer identification number 52-1757445
Number and street (or P.O. box number if mail is not delivered to street address) PMB #352, 1290 BAY DALE DRIVE		B Telephone number 410-349-2376
City or town, state or province, country, and ZIP or foreign postal code ARNOLD, MD 21012		C If exemption application is pending, check here <input type="checkbox"/>
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		D 1. Foreign organizations, check here <input type="checkbox"/> 2. Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>
H Check type of organization: <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation		E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/>
I Fair market value of all assets at end of year (from Part II, col (c), line 16) ▶ \$ 47,466,824.	J Accounting method: <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 type="checkbox"/>

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a).)		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
1 Contributions, gifts, grants, etc., received				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		301,582.	301,582.		STATEMENT 1
4 Dividends and interest from securities		516,749.	516,749.		STATEMENT 2
5a Gross rents					
b Net rental income or (loss)					
6a Net gain or (loss) from sale of assets not on line 10		1,249,458.			
b Gross sales price for all assets on line 6a 7,906,675.					
7 Capital gain net income (from Part IV, line 2)			1,249,458.		
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		278,828.	278,828.		STATEMENT 3
12 Total. Add lines 1 through 11		2,346,617.	2,346,617.		
13 Compensation of officers, directors, trustees, etc.		161,382.	16,138.		145,244.
14 Other employee salaries and wages					
15 Pension plans, employee benefits		42,012.	4,201.		37,811.
16a Legal fees STMT 4		8,413.	0.		8,413.
b Accounting fees STMT 5		10,427.	2,607.		7,820.
c Other professional fees STMT 6		198,821.	144,821.		54,000.
17 Interest					
18 Taxes STMT 7		22,049.	0.		0.
19 Depreciation and depletion					
20 Occupancy					
21 Travel, conferences, and meetings					
22 Printing and publications					
23 Other expenses STMT 8		145,661.	0.		145,661.
24 Total operating and administrative expenses. Add lines 13 through 23		588,765.	167,767.		398,949.
25 Contributions, gifts, grants paid		1,451,377.			1,451,377.
26 Total expenses and disbursements. Add lines 24 and 25		2,040,142.	167,767.		1,850,326.
27 Subtract line 26 from line 12:		306,475.			
a Excess of revenue over expenses and disbursements					
b Net investment income (if negative, enter -0-)			2,178,850.		
c Adjusted net income (if negative, enter -0-)				N/A	

9A 23

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				
	2	Savings and temporary cash investments		1,588,994.	1,499,248.	1,499,248.
	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				
	10a	Investments - U.S. and state government obligations STMT 9		16,808,447.	5,276,202.	5,400,147.
	b	Investments - corporate stock STMT 10		12,030,153.	17,482,543.	29,133,240.
	c	Investments - corporate bonds STMT 11		0.	2,006,989.	1,987,874.
	Liabilities	11	Investments - land, buildings, and equipment basis ▶	2,328.		
		Less: accumulated depreciation ▶	2,328.			
12		Investments - mortgage loans				
13		Investments - other STMT 12		6,174,823.	10,643,910.	9,446,315.
14		Land, buildings, and equipment basis ▶				
		Less: accumulated depreciation ▶				
15		Other assets (describe ▶)				
16		Total assets (to be completed by all filers - see the instructions. Also, see page 1, item 1)		36,602,417.	36,908,892.	47,466,824.
17		Accounts payable and accrued expenses				
18		Grants payable				
Net Assets or Fund Balances	19	Deferred revenue				
	20	Loans from officers, directors, trustees, and other disqualified persons				
	21	Mortgages and other notes payable				
	22	Other liabilities (describe ▶)				
23	Total liabilities (add lines 17 through 22)		0.	0.		
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		36,602,417.	36,908,892.	
	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		36,602,417.	36,908,892.		
31	Total liabilities and net assets/fund balances		36,602,417.	36,908,892.		

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	36,602,417.
2	Enter amount from Part I, line 27a	2	306,475.
3	Other increases not included in line 2 (itemize) ▶	3	0.
4	Add lines 1, 2, and 3	4	36,908,892.
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	36,908,892.

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 PUBLICLY TRADED SECURITIES		P		
b PARTNERSHIP INVESTMENT K-1				
c CAPITAL GAINS DIVIDENDS				
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 7,829,629.		6,920,666.	908,963.
b			263,449.
c 77,046.			77,046.
d			
e			

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(i) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	
a			908,963.
b			263,449.
c			77,046.
d			
e			

2 Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 }		2	1,249,458.
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	1,931,040.	40,177,881.	.048062
2011	1,890,027.	39,833,768.	.047448
2010	1,460,749.	37,137,898.	.039333
2009	1,387,853.	34,450,100.	.040286
2008	1,920,027.	36,770,678.	.052216

2 Total of line 1, column (d)	2	.227345
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	.045469
4 Enter the net value of noncharitable-use assets for 2013 from Part X, line 5	4	42,555,022.
5 Multiply line 4 by line 3	5	1,934,934.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	21,789.
7 Add lines 5 and 6	7	1,956,723.
8 Enter qualifying distributions from Part XII, line 4	8	1,850,326.

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)		1	43,577.
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input type="checkbox"/> and enter 1% of Part I, line 27b		2	0.
c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b).		3	43,577.
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		4	0.
3 Add lines 1 and 2		5	43,577.
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		6a	49,247.
5 Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-		6b	
6 Credits/Payments:		6c	56,000.
a 2013 estimated tax payments and 2012 overpayment credited to 2013		6d	
b Exempt foreign organizations - tax withheld at source		7	105,247.
c Tax paid with application for extension of time to file (Form 8868)		8	142.
d Backup withholding erroneously withheld		9	
7 Total credits and payments. Add lines 6a through 6d		10	61,528.
8 Enter any penalty for underpayment of estimated tax. Check here <input checked="" type="checkbox"/> if Form 2220 is attached		11	0.
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 <input type="checkbox"/> 61,528. Refunded <input type="checkbox"/>			

Part VII-A Statements Regarding Activities

	Yes	No
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		X
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		X
1c Did the foundation file Form 1120-POL for this year?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation. <input 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? If "Yes," attach a detailed description of the activities		X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes		X
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		X
b If "Yes," has it filed a tax return on Form 990-T for this year?		
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T		X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	X	
7 Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col (c), and Part XV	X	
8a Enter the states to which the foundation reports or with which it is registered (see instructions) <input type="checkbox"/> MD, WA		
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? If "No," attach explanation	X	
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2013 or the taxable year beginning in 2013 (see instructions for Part XIV)? If "Yes," complete Part XIV		X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses		X

N/A

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Part VII-A Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11		X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ► N/A	13	X	
14	The books are in care of ► THE FOUNDATION Telephone no. ► 410-349-2376 Located at ► PMB #352, 1290 BAY DALE DRIVE, ARNOLD, MD ZIP+4 ► 21012			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here and enter the amount of tax-exempt interest received or accrued during the year	15	N/A	
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? See the instructions for exceptions and filing requirements for Form TD F 90-22.1. If "Yes," enter the name of the foreign country ►	16	Yes	No
				X

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

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

	Yes	No
1a During the year did the foundation (either directly or indirectly):		
(1) Engage in the sale or exchange, or leasing of property with a disqualified person?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?	<input checked="" type="checkbox"/> Yes <input 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 instructions)? Organizations relying on a current notice regarding disaster assistance check here ► <input type="checkbox"/>	1b	X
c Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2013?	1c	X
2 Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5)):		
a At the end of tax year 2013, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2013? If "Yes," list the years ► , , ,	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
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	2b
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here. ► , , ,		
3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
b If "Yes," did it have excess business holdings in 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	3b
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?		X
b Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2013?		X

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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)?

5b

X

Organizations relying on a current notice regarding disaster assistance check here

☐

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

☒ Yes ☐ No

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

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

☐ Yes ☒ No

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

6b

X

If "Yes" to 6b, file Form 8870

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

☐ Yes ☒ No

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

N/A

7b

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

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

(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
SEE STATEMENT 13		161,382.	33,198.	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
PHILANTHROPIC IMPACT, INC. 7525 MITCHELL RD., EDEN PRAIRIE, MN 5534-1958	ADVISORY SERVICES	65,800.

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 SEE ATTACHED STATEMENT	
	140,196.
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.

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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	41,773,849.
b	Average of monthly cash balances	1b	1,429,219.
c	Fair market value of all other assets	1c	
d	Total (add lines 1a, b, and c)	1d	43,203,068.
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	43,203,068.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	648,046.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	42,555,022.
6	Minimum investment return. Enter 5% of line 5	6	2,127,751.

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	2,127,751.
2a	Tax on investment income for 2013 from Part VI, line 5	2a	43,577.
b	Income tax for 2013. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	43,577.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	2,084,174.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	2,084,174.
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	2,084,174.

Part XII**Qualifying Distributions** (see instructions)

1	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes:		
a	Expenses, contributions, gifts, etc. - total from Part I, column (d), line 26	1a	1,850,326.
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	1,850,326.
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	0.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	1,850,326.

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.

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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				2,084,174.
2 Undistributed income, if any, as of the end of 2013				
a Enter amount for 2012 only			1,829,163.	
b Total for prior years:		0.		
3 Excess distributions carryover, if any, to 2013:				
a From 2008				
b From 2009				
c From 2010				
d From 2011				
e From 2012				
f Total of lines 3a through e	0.			
4 Qualifying distributions for 2013 from Part XII, line 4 ▶ \$ 1,850,326.				
a Applied to 2012, but not more than line 2a			1,829,163.	
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				21,163.
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).)	0.			0.
6 Enter the net total of each column as indicated below:	0.			
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				2,063,011.
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	0.			
9 Excess distributions carryover to 2014. Subtract lines 7 and 8 from line 6a	0.			
10 Analysis of line 9				
a Excess from 2009				
b Excess from 2010				
c Excess from 2011				
d Excess from 2012				
e Excess from 2013				

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

N/A

1 a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2013, enter the date of the ruling

b Check box to indicate whether the foundation is a private operating foundation described in section

☐ 4942(j)(3) or ☐ 4942(j)(5)

2 a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed

b 85% of line 2a

c Qualifying distributions from Part XII, line 4 for each year listed

d Amounts included in line 2c not used directly for active conduct of exempt activities

e Qualifying distributions made directly for active conduct of exempt activities.

Subtract line 2d from line 2c

3 Complete 3a, b, or c for the alternative test relied upon:

a "Assets" alternative test - enter:

(1) Value of all assets

(2) Value of assets qualifying under section 4942(j)(3)(B)(i)

b "Endowment" alternative test - enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed

c "Support" alternative test - enter:

(1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)

(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)

(3) Largest amount of support from an exempt organization

(4) Gross investment income

Tax year

(a) 2013

(b) 2012

Prior 3 years

(c) 2011

(d) 2010

(e) Total

Part XV Supplementary Information (Complete this part only if the foundation had \$5,000 or more in assets at any time during the year-see instructions.)**1 Information Regarding Foundation Managers:**

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

NONE

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

NONE

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

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

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

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 ATTACHED STATEMENT	NONE	N/A	AS NOTED IN ATTACHED SCHEDULE	1,451,377.
Total			3a	1,451,377.
b Approved for future payment				
CARBON CYCLE INSTITUTE PO BOX 107 NICASIO, CA 94946	NONE	501C3 PENDING	GENERAL OPERATING	155,000.
COALITION FOR BUZZARDS BAY 114 FRONT STREET NEW BEDFORD, MA 02740	NONE	501C3	WESTPORT RIVER	50,000.
MINNESOTA LANDSCAPE ARBORETUM 3675 ARBORETUM CHASKA, MN 55318	NONE	501C3	DOG COMMONS POLICIES	4,000.
Total	SEE CONTINUATION SHEET(S)			3b 304,000.

3 Grants and Contributions Approved for Future Payment (Continuation)	
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05-01-13

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
INVESTMENT ACCOUNTS	301,582.	301,582.	
TOTAL TO PART I, LINE 3	301,582.	301,582.	

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
INVESTMENT ACCOUNTS	593,795.	77,046.	516,749.	516,749.	
TO PART I, LINE 4	593,795.	77,046.	516,749.	516,749.	

FORM 990-PF OTHER INCOME STATEMENT 3

DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
PARTNERSHIP INCOME	278,828.	278,828.	
TOTAL TO FORM 990-PF, PART I, LINE 11	278,828.	278,828.	

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	8,413.	0.		8,413.
TO FM 990-PF, PG 1, LN 16A	8,413.	0.		8,413.

FORM 990-PF	ACCOUNTING FEES	STATEMENT	5
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DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ACCOUNTING FEES	10,427.	2,607.		7,820.
TO FORM 990-PF, PG 1, LN 16B	10,427.	2,607.		7,820.

FORM 990-PF	OTHER PROFESSIONAL FEES	STATEMENT	6
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DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
GRANTS MANAGEMENT	13,055.	0.		13,055.
INVESTMENT FEES	144,821.	144,821.		0.
GRANT CONSULTING FEES	23,800.	0.		23,800.
PAYROLL ADMINISTRATION	645.	0.		645.
TECHNICAL ASSISTANCE FEES	16,500.	0.		16,500.
TO FORM 990-PF, PG 1, LN 16C	198,821.	144,821.		54,000.

FORM 990-PF	TAXES	STATEMENT	7
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DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
EXCISE TAXES	22,049.	0.		0.
TO FORM 990-PF, PG 1, LN 18	22,049.	0.		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
DUES AND SUBSCRIPTIONS	1,193.	0.		1,193.
INSURANCE	775.	0.		775.
LICENSES AND FEES	2,255.	0.		2,255.
DIRECT CHARITABLE EXPENSES	140,196.	0.		140,196.
POSTAGE, SUPPLIES, BANK CHARGES	1,242.	0.		1,242.
TO FORM 990-PF, PG 1, LN 23	145,661.	0.		145,661.

FORM 990-PF U.S. AND STATE/CITY GOVERNMENT OBLIGATIONS STATEMENT 9

DESCRIPTION	U.S. GOV'T	OTHER GOV'T	BOOK VALUE	FAIR MARKET VALUE
US BANK- GOVERNMENT BONDS	X		196,707.	205,094.
US BANK- MUNICIPAL BONDS		X	5,079,495.	5,195,053.
TOTAL U.S. GOVERNMENT OBLIGATIONS			196,707.	205,094.
TOTAL STATE AND MUNICIPAL GOVERNMENT OBLIGATIONS			5,079,495.	5,195,053.
TOTAL TO FORM 990-PF, PART II, LINE 10A			5,276,202.	5,400,147.

FORM 990-PF CORPORATE STOCK STATEMENT 10

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
US BANK- EQUITY FUNDS	10,427,846.	16,862,594.
SCHWAB- EQUITY FUNDS	6,769,326.	11,585,213.
ALNYLAM PHARMACEUTICALS INC.-MS	8,498.	115,033.
AMGEN INC-MS	276,873.	570,400.
TOTAL TO FORM 990-PF, PART II, LINE 10B	17,482,543.	29,133,240.

FORM 990-PF

CORPORATE BONDS

STATEMENT 11

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
US BANK- BONDS	650,619.	667,872.
SCHWAB- BOND FUNDS	1,356,370.	1,320,002.
TOTAL TO FORM 990-PF, PART II, LINE 10C	2,006,989.	1,987,874.

FORM 990-PF

OTHER INVESTMENTS

STATEMENT 12

DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
US BANK- OTHER INVESTMENTS	COST	828,693.	805,305.
SCHWAB- OTHER INVESTMENTS	COST	3,559,988.	3,931,761.
LUCENT MEDICAL	COST	51,000.	8,160.
ARCH VENTURE FUND IV	COST	139,284.	12,502.
ARCH VENTURE FUND IVA	COST	22,943.	6,012.
ARCH VENTURE FUND V	COST	1,009,992.	330,609.
BOULDER VENTURES III	COST	120,835.	119,082.
CISTHERA	COST	25,000.	1,250.
DLJ	COST	175,396.	374,575.
FFC EXECUTIVE PARTNERS II	COST	41,546.	50,682.
FFC PARTNERS II	COST	681,567.	309,879.
IMMUNOMIC THERAPEUTICS	COST	325,000.	331,969.
NUGEN	COST	399,223.	295,630.
OLD WESTBURY VENTURE CAPITAL FUND	COST	304,645.	255,516.
PRESIDO	COST	276,786.	1,000.
SYMPHONY STRATEGIC PARTNERS, LLC	COST	112,330.	72,185.
TEACH TOWN	COST	75,000.	700.
TRINITY	COST	50,000.	1,000.
TIFF	COST	2,444,682.	2,538,498.
TOTAL TO FORM 990-PF, PART II, LINE 13		10,643,910.	9,446,315.

FORM 990-PF

PART VIII - LIST OF OFFICERS, DIRECTORS
TRUSTEES AND FOUNDATION MANAGERS

STATEMENT 13

NAME AND ADDRESS	TITLE AND AVRG HRS/WK	COMPEN- SATION	EMPLOYEE BEN PLAN CONTRIB	EXPENSE ACCOUNT
RICHARD G. RATHMANN PMB # 352, 1290 BAY DALE DRIVE ARNOLD, MD 21012	PRESIDENT 35.00	161,382.	33,198.	0.
ALEXANDRA JOY RATHMANN-NOONAN PMB # 352, 1290 BAY DALE DRIVE ARNOLD, MD 21012	VICE-PRESIDENT 1.00	0.	0.	0.
JAMES LOUIS RATHMANN PMB # 352, 1290 BAY DALE DRIVE ARNOLD, MD 21012	CHAIRPERSON 1.00	0.	0.	0.
MARGARET CROSBY RATHMANN PMB # 352, 1290 BAY DALE DRIVE ARNOLD, MD 21012	VICE-CHAIR 1.00	0.	0.	0.
LAURA JEAN RATHMANN PMB # 352, 1290 BAY DALE DRIVE ARNOLD, MD 21012	TREASURER 1.00	0.	0.	0.
SALLY RATHMANN KADIFA PMB # 352, 1290 BAY DALE DRIVE ARNOLD, MD 21012	SECRETARY 1.00	0.	0.	0.
TOTALS INCLUDED ON 990-PF, PAGE 6, PART VIII		161,382.	33,198.	0.

EXPENDITURE RESPONSIBILITY REPORT [FINAL]

Name and Address of Grantee: SustainaFest, 222 Severn Avenue, Suite 48, Annapolis, MD 21403, www.SustainaFest.org

Date and Amount of Grant: December 11, 2013 for \$10,000

Purpose of the Grant: To help support SustainaFests' continued growth as an organization, assisting the organization in hiring a part-time organizational director who can continue to advance the organizations objectives and grow its brand and recognition amongst our community members. That person will also engage in the development of: communications tools, conduct constituent development activities, and program development to design and implement educational programming, such as our 2014 Student Innovation for Sustainable Living program, and events that result in discrete, measurable impacts on our target communities.

Amounts expended by the grantee (based on the most recent report received from the grantee): \$10,000

Whether, to the knowledge of the grantor private foundation, the grantee has diverted any funds from the purpose of the grant: To the Foundation's knowledge, no funds were diverted.

Dates of any reports received from the grantee: A report was received in May, 2014 summarizing the use of funds and indicating all funds were expended. SustainaFest has now received its 501c3 Letter of Determination from the IRS.

Date and results of any verification of the grantee's reports undertaken by or at the direction of the grantor private foundation: Members of the Foundation receive regular bulletins and progress reports from the organization as to their activities. The IRS Letter of Determination is now on file.

A COPY OF THE EXPENDITURE RESPONSIBILITY AGREEMENT SIGNED WITH THIS ORGANIZATION IS AVAILABLE FOR REVIEW AS ARE ALL REPORTS FILED BY THIS ORGANIZATION.

EXPENDITURE RESPONSIBILITY REPORT [INTERIM]

Name and Address of Grantee: Carbon Cycle Institute, PO Box 107, Nicasio, California 94946; www.carboncycle.org.

Date and Amount of Grant: September 18, 2013 (\$32,833); October 9, 2013 (\$17,933); December 3, 2013 (\$50,000) for total of \$100,766 in 2013.

Purpose of the Grant: As noted in the Description of Direct Charitable Activities, the purpose of CCI is to teach and disseminate educational material to the public, including but not limited to, developing and replicating working models and strategies that positively impact the earth's carbon cycles and climate while also providing sound economics for agriculture, which produces our food, fuel, and fiber. It is also to be the standard bearer for these models and provide the stamp of approval via branding for the proper implementation of the CCI protocols. The research and studies have established a number of scientifically validated best management practices (BMP's) for soil carbon management that, if applied globally, could have far-reaching effects on our planet and are beneficial to Earth's climate. The work has spawned, among other things, a local pilot program to enhance soil carbon through application of organic soil amendments as a means to mitigate GHG emissions from new development projects. The CCI has applied for its 501c3 status but has not yet received its letter of determination.

Amounts expended by the grantee (based on the most recent report received from the grantee): \$100,766 (the full amount)

Whether, to the knowledge of the grantor private foundation, the grantee has diverted any funds from the purpose of the grant: To the Foundation's knowledge, no funds were diverted.

Dates of any reports received from the grantee: Written reports were received on October 9, 2013, and January 9, 2014. In addition, there are continuous verbal reports as members of the Rathmann Family Foundation are in close contact with the activities of the Carbon Cycle Institute [see notes regarding verification below].

Date and results of any verification of the grantee's reports undertaken by or at the direction of the grantor private foundation: Foundation Members John Wick and Peggy Rathmann were founders of CCI. Much of the experimental work and controlled studies that provided the scientific underpinnings for the CCI were conducted and continue to be conducted on rangeland owned by Mr. Wick and Ms. Rathmann. John Wick serves on the CCI Board of Directors as a volunteer and continues to be one of CCI's primary spokespersons.

A COPY OF THE EXPENDITURE RESPONSIBILITY AGREEMENT WITH THIS ORGANIZATION IS AVAILABLE FOR REVIEW AS ARE ALL REPORTS FILED BY THIS ORGANIZATION.

Rathmann Family Foundation

Form 990-PF, Part IX-A- Summary of Direct Charitable Activities

Year Ended December 31, 2013

52-1757445

In addition to its grants to various non-profits, the Foundation continued to conduct its charitable activity directly with respect to the funding of the Carbon Cycle Institute. The Foundation initiated a second direct charitable activity in 2013 entitled the Rathmann Innovation Center.

1) Carbon Cycle Institute

The Foundation funded the research and studies necessary to establish the basis for and the underlying science behind the creation of a non-profit public charity entitled the Carbon Cycle Institute (CCI). The CCI has now been formed and is awaiting its 501c3 letter of determination. The purpose of CCI is to teach and disseminate educational material to the public, including but not limited to, developing and replicating working models and strategies that positively impact the earth's carbon cycles and climate while also providing sound economics for agriculture, which produces our food, fuel, and fiber. It is also to be the standard bearer for these models and provide the stamp of approval via branding for the proper implementation of the CCI protocols. The research and studies have established a number of scientifically validated best management practices (BMP's) for soil carbon management that, if applied globally, could have far-reaching effects on our planet and are beneficial to Earth's climate. The work has spawned, among other things, a local pilot program to enhance soil carbon through application of organic soil amendments as a means to mitigate GHG emissions from new development projects.

2) The Rathmann Innovation Center (and the Rathmann Award and Challenge)

The Foundation has undergone substantial changes in membership the last two years as the first generation is no longer represented on the Board of Directors and two members of the third generation have now joined. The Rathmann Innovation Center (RIC) is a mechanism designed to address those changes as it seeks to inspire the third generation while serving the first generation's legacy: the entrepreneurial ethos, directed passion and innovative spirit to make a positive difference in the world.

The RIC is built on an enterprise grade software platform used by multiple well-known private companies to review and consider ideas which might better the organization as they are put forth from all levels of personnel within that organization. Modified for the Foundation's purposes, the software will serve as a new and dynamic forum with a robust public interface used to seek, review, and fund original grant opportunities.

The Rathmann Award and Challenge (RAC) is the Foundation's first program under this new format and it is preparing for roll-out in January 2015. The RAC's focus for 2015 is the field of Education. The RAC offers a \$100,000 Award through a competitive application process for an outstanding organization which has demonstrated success in addressing the basic needs of preK-12 students so that they can be fully present in class and ready to learn. Such basic needs may include provisions for food, clothing, classroom supplies, shelter, personal care, dental, medical, mental health and legal support (e.g. immigration, juvenile and custodial issues). The Awardee will then receive an exclusive opportunity to apply for a \$200,000 Challenge to scale up its program over the following two years.

Rathmann Family Foundation
Form 990-PF, Part XV-Grants and Contributions Paid
Year Ended December 31, 2013

52-1757445

Organization Name	Street Address	City Address	State	Rel	Foundation Status	Purpose	Amount
Abilities United	525 E Charleston Road	Palo Alto	CA	N/A	501c3	United for Future Campaign	\$ 10,000
Achieve Minneapolis	111 Third Avenue South	Minneapolis	MN	N/A	501c3	French Immersion	15,000
Aim High	PO Box 410715	San Francisco	CA	N/A	501c3	Summer Program	1,000
American Friends of the Lebanon Mtn	1800 N Kent St Ste 126C	Arlington	VA	N/A	501c3	General Support	5,000
American Red Cross	2025 E Street N W	Washington	DC	N/A	501c3	International Disaster Relief	25,000
American University of Beirut	3 Dag Hammarskjold Plaza, 8th Floor	New York	NY	N/A	501c3	Stanford Summer Internship	25,000
Amherst College	P O Box 5000	Amherst	MA	N/A	501c3	Summer Study at AUB	12,000
Amherst College	P O Box 5000	Amherst	MA	N/A	501c3	Annual Fund	10,000
Anne Arundel Medical Center	2001 Medical Parkway	Annapolis	MD	N/A	501c3	General Operating	2,000
Boston Scholar Athletics	65 Allerton Street	Boston	MA	N/A	501c3	Boston Neighborhood Basketball	15,000
Brown University	Controller's Office Box J	Providence	RI	N/A	501c3	Annual Fund -- Scholarship Support	15,000
Brown University	Controller's Office Box J	Providence	RI	N/A	501c3	Nitrogen cycle manure mgmt	45,611
California Bar Foundation	180 Howard Street	San Francisco	CA	N/A	501c3	Daniel S Goodman Scholarship Fund	5,000
California Family Foundation	3201 Ash Street	Palo Alto	CA	N/A	501c3	Beechwood School	20,000
Carbon Cycle Institute	PO Box 107	Nicasio	CA	N/A	501c3 pending	Carbon Solutions for Environment	32,833
Carbon Cycle Institute	PO Box 107	Nicasio	CA	N/A	501c3 pending	General Operating	5,000
Carbon Cycle Institute	PO Box 107	Nicasio	CA	N/A	501c3 pending	General Operating	45,000
Carbon Cycle Institute	PO Box 107	Nicasio	CA	N/A	501c3 pending	Scaling Carbon Solutions	17,933
Charities Review Council	2610 University Avenue West, Suite 375	St Paul	MN	N/A	501c3	General Operating	9,000
Chemical Heritage Foundation	315 Chestnut Street	Philadelphia	PA	N/A	501c3	women in chemistry	6,000
Chesapeake Bay Foundation	6 Herndon Avenue	Annapolis	MD	N/A	501c3	General Operating	10,000
Chesapeake Rivers Association	329 Riverview Trail	Annapolis	MD	N/A	501c3	Severn Riverkeeper program	15,000
Coalition for Buzzards Bay	114 Front Street	New Bedford	MA	N/A	501c3	Westport River	50,000
Coalition for Buzzards Bay	114 Front Street	New Bedford	MA	N/A	501c3	General Operating & Staff	50,000
Coalition for Buzzards Bay	114 Front Street	New Bedford	MA	N/A	501c3	Point of Rocks Bay Discovery Site	20,000
Containers 2 Clinics	53 Yorkshire Road	Dover	MA	N/A	501c3	General Operating	2,000
Counseling and Support Services for Youth	555 Bryant Street #126	Palo Alto	CA	N/A	501c3	General Operating	5,000
First Congregational Church	1985 Louis Road	Palo Alto	CA	N/A	501c3	Capital Campaign 2014	25,000
Food Bank for New York City	39 Broadway, 10th Floor	New York	NY	N/A	501c3	General Operating	25,000
Friends of Heketi Inc	423 E 138th Street, 2nd Floor	Bronx	NY	N/A	501c3	Saturday Academy	5,000
Friends of the Palo Alto Junior Museum	1451 Middlefield Road	Palo Alto	CA	N/A	501c3	General Operating	5,000
Great River Greening	35 West Water Street, Suite 201	Saint Paul	MN	N/A	501c3	Campaign for Forests & Freshwater	1,000
Guthrie Theater	Vineland Place	Minneapolis	MN	N/A	501c3	General Operating	8,000
Helping Paws	P O Box 634	Hopkins	MN	N/A	501c3	Service Dogs for independent individuals	10,000
InnVision Shelter Network	1450 Chapin Avenue, 2nd Floor	Burlingame	CA	N/A	501c3	General Operating	5,000
Key School, The	534 Hillsmere Drive	Annapolis	MD	N/A	501c3	The Peace Initiative	1,000
Key School, The	534 Hillsmere Drive	Annapolis	MD	N/A	501c3	endowment, annual fund, fields	65,000
Las Lomas Education Fdn	P O Box 7282	Menlo Park	CA	N/A	501c3	Annual Giving Campaign	2,000
Lucile Packard Children's Hospital	400 Hamilton Avenue, Suite 340	Palo Alto	CA	N/A	501c3	Stanford Alliance for Food Allergy	5,000
MacPhail Center for the Arts		Minneapolis	MN	N/A	501c3	General Operating	3,000
Marrin Link	5800 Northgate Mall Suite 250	San Rafael	CA	N/A	501c3	Carbon Cycle Institute	20,000
Math for America	160 Fifth Avenue, 8th Floor	New York	NY	N/A	501c3	Master Teachers of Science	25,000
Minnesota Landscape Arboretum Fdn	3675 Arboretum Drive	Chaska	MN	N/A	501c3	Dog Commons Policies	15,000
Minnesota Landscape Arboretum Fdn	3675 Arboretum Drive	Chaska	MN	N/A	501c3	Animal-Assisted Interactions	1,000
Minnesota Opera	620 North First Street	Minneapolis	MN	N/A	501c3	General Operating	2,000

Minnesota Public Radio	45 East Seventh Street	Saint Paul	MN	N/A	501C3	General Operating	8,000
National Science and Technology Medals	1818 N St NW	Washington	DC	N/A	501C3	General Operating	50,000
National Science and Technology Medals	1818 N St NW	Washington	DC	N/A	501C3	General Operating	375,000
Northwestern University	633 Clark Street	Evanston	IL	N/A	501C3	Parents' Fund	10,000
Page Education Foundation	P O Box 581254	Minneapolis	MN	N/A	501C3	Scholarships	30,000
Partners in Education	P O Box 1557	Palo Alto	CA	N/A	501C3	Annual Campaign	20,000
Partners in Health	P O Box 845578	Boston	MA	N/A	501C3	Strengthening Health Systems in Haiti	25,000
Peninsula Open Space Trust	222 High Street	Palo Alto	CA	N/A	501C3	General Operating	5,000
Sierra Service Project	P O Box 992	Carmichael	CA	N/A	501C3	General Operating	1,000
Silicon Valley Community Fdn	2440 West El Camino Real	Mountain View	CA	N/A	501C3	Palo Alto Weekly Holiday Fund	2,000
Smith College	Stoddard Annex, Level 1	Northampton	MA	N/A	501C3	Scholarship Aid	15,000
Stanford University	2700 Sand Hill Road	Menlo Park	CA	N/A	501C3	AP Biolabs for High School	5,000
Stanford University	2700 Sand Hill Road	Menlo Park	CA	N/A	501C3	Department of Medicine, Nephrology	5,000
SustainaFest	3285 Christland Drive	Annapolis	MD	N/A	501C3 pending	General Operating/Capacity Building	10,000
The Advocates for Human Rights	330 South Second Avenue, Suite 800	Minneapolis	MN	N/A	501C3	General Operating	2,000
The History Theatre	30 East Tenth Street	Saint Paul	MN	N/A	501C3	General Operating	2,000
University of California - Berkeley	2150 Shattuck Avenue, Suite 313	Berkeley	CA	N/A	501C3	Cal Parents Fund -- Annual Giving	10,000
University of California - Berkeley	2150 Shattuck Avenue, Suite 313	Berkeley	CA	N/A	501C3	CCI research mitigation potential	20,000
University of Colorado	4740 Walnut Street	Boulder	CO	N/A	501C3	Caruthers Endowed Chair Biofrontiers	50,000
University of Minnesota	200 Oak Street SE	Minneapolis	MN	N/A	501C3	College of Education & Human	40,000
University of Minnesota	200 Oak Street SE	Minneapolis	MN	N/A	501C3	College of Education & Human	20,000
University of Minnesota	200 Oak Street SE	Minneapolis	MN	N/A	501C3	School of music	5,000
University of Minnesota	200 Oak Street SE	Minneapolis	MN	N/A	501C3	School of Music	15,000
Volunteers of Legal Service	281 Park Avenue South, 5th Floor	New York	NY	N/A	501C3	Dream Not Deferred Project	30,000

TOTAL CONTRIBUTIONS GIVEN

\$ 1,451,377