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## Return of Private Foundation

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

OMB No 1545-0052

2013

Open to Public Inspection

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► Information about Form 990-PF and its separate instructions is at [www.irs.gov/form990pf](http://www.irs.gov/form990pf).

For calendar year 2013 or tax year beginning

, and ending

Name of foundation

RATHMANN FAMILY FOUNDATION

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

PMB #352, 1290 BAY DALE DRIVE

A Employer identification number

52-1757445

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

ARNOLD, MD 21012

G Check all that apply:  Initial return  Initial return of a former public charity  
 Final return  Amended return  
 Address change  Name changeH Check type of organization:  Section 501(c)(3) exempt private foundation Section 4947(a)(1) nonexempt charitable trust  Other taxable private foundationI Fair market value of all assets at end of year J Accounting method:  Cash  Accrual  
(from Part II, col. (c), line 16)  Other (specify)   
► \$ 47,466,824. (Part I, column (d) must be on cash basis.)

| Part I Analysis of Revenue and Expenses<br>(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   |            |                                    |                           |                         |   |
| 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.  |
| RECEIVED   |            | 1,451,377.                         |                           |                         | 1,451,377.  |
| 25 Contributions, gifts, grants paid   |            |                                    |                           |                         |   |
| 26 Total expenses and disbursements. Add lines 24 and 25   | RSOS       | 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                     |   |

323501  
10-10-13 LHA For Paperwork Reduction Act Notice, see instructions.

Form 990-PF (2013)

SCANNED OCT 01 2014

10450902 786783 RFF

2013.04020 RATHMANN FAMILY FOUNDATION

RFF 1

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9A 75

| 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.            |
|                             | 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.           |
| Liabilities                 | 17 Accounts payable and accrued expenses   |   |                   |                |                       |
|                             | 18 Grants payable  |   |                   |                |                       |
|                             | 19 Deferred revenue  |   |                   |                |                       |
|                             | 20 Loans from officers, directors, trustees, and other disqualified persons                      |   |                   |                |                       |
|                             | 21 Mortgages and other notes payable   |   |                   |                |                       |
|                             | 22 Other liabilities (describe ► )   |   |                   |                |                       |
| Net Assets or Fund Balances | 23 Total liabilities (add lines 17 through 22)   |   | 0.                | 0.             |                       |
|                             | 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<br>(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<br>P - Purchase<br>D - Donation        | (c) Date acquired<br>(mo., day, yr.)   | (d) Date sold<br>(mo., day, yr.) |
|--|---|---|--|----------------------------------|
| <b>1a PUBLICLY TRADED SECURITIES</b>   |   | P   |  |                                  |
| <b>b PARTNERSHIP INVESTMENT K-1</b>  |   |   |  |                                  |
| <b>c CAPITAL GAINS DIVIDENDS</b>   |   |   |  |                                  |
| <b>d</b>   |   |   |  |                                  |
| <b>e</b>   |   |   |  |                                  |
| <b>(e) Gross sales price</b>   | <b>(f) Depreciation allowed<br/>(or allowable)</b>                                      | <b>(g) Cost or other basis<br/>plus expense of sale</b> | <b>(h) Gain or (loss)<br/>(e) plus (f) minus (g)</b>   |                                  |
| 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  |   |   | <b>(l) Gains (Col. (h) gain minus<br/>col. (k), but not less than -0-) or<br/>Losses (from col. (h))</b> |                                  |
| <b>(i) F.M V. as of 12/31/69</b>   | <b>(j) Adjusted basis<br/>as of 12/31/69</b>  | <b>(k) Excess of col. (i)<br/>over col. (j), if any</b> |  |                                  |
| a  |   |   | 908,963.   |                                  |
| b  |   |   | 263,449.   |                                  |
| c  |   |   | 77,046.  |                                  |
| d  |   |   |  |                                  |
| e  |   |   |  |                                  |
| <b>2 Capital gain net income or (net capital loss)</b>   | <b>If gain, also enter in Part I, line 7<br/>If (loss), enter -0- in Part I, line 7</b> |   | <b>2</b>   | <b>1,249,458.</b>                |
| <b>3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6):<br/>If gain, also enter in Part I, line 8, column (c).<br/>If (loss), enter -0- in Part I, line 8</b> |   |   | <b>3</b>   | <b>N/A</b>                       |

**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.

| <b>(a)<br/>Base period years<br/>Calendar year (or tax year beginning in)</b> | <b>(b)<br/>Adjusted qualifying distributions</b> | <b>(c)<br/>Net value of noncharitable-use assets</b> | <b>(d)<br/>Distribution ratio<br/>(col. (b) divided by col. (c))</b> |
|---|--|--|--|
| 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 ►  and enter "N/A" on line 1.

Date of ruling or determination letter: \_\_\_\_\_ (attach copy of letter if necessary-see instructions)

b Domestic foundations that meet the section 4940(e) requirements in Part V, check here ►  and enter 1% of Part I, line 27b

c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b).

2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)

3 Add lines 1 and 2

4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)

5 Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-

6 Credits/Payments:

a 2013 estimated tax payments and 2012 overpayment credited to 2013

b Exempt foreign organizations - tax withheld at source

c Tax paid with application for extension of time to file (Form 8868)

d Backup withholding erroneously withheld

|    |         |
|----|---------|
| 6a | 49,247. |
| 6b |         |
| 6c | 56,000. |
| 6d |         |

7 Total credits and payments. Add lines 6a through 6d

8 Enter any penalty for underpayment of estimated tax. Check here  if Form 2220 is attached

9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed

10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid

11 Enter the amount of line 10 to be: Credited to 2014 estimated tax ►

61,528. | Refunded ►

11 0.

**Part VII-A Statements Regarding Activities**

1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?

|     |    |
|-----|----|
| Yes | No |
| 1a  | X  |
| 1b  | X  |

b 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*

c Did the foundation file Form 1120-POL for this year?

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

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

2 Has the foundation engaged in any activities that have not previously been reported to the IRS?

|   |   |
|---|---|
| 2 | X |
|---|---|

*If "Yes," attach a detailed description of the activities*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*

4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?

b If "Yes," has it filed a tax return on Form 990-T for this year?

5 Was there a liquidation, termination, dissolution, or substantial contraction during the year?

|    |   |
|----|---|
| 3  | X |
| 4a | X |

*If "Yes," attach the statement required by General Instruction T*

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?

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*

N/A

8a Enter the states to which the foundation reports or with which it is registered (see instructions) ►

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

|   |   |
|---|---|
| 6 | X |
| 7 | X |

|    |   |
|----|---|
| 8b | X |
| 9  | X |

|    |   |
|----|---|
| 10 | X |
|----|---|

Form 990-PF (2013)

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

|    |   |   |
|----|---|---|
| 11 |   | X   |
| 12 |   | X   |
| 13 | X   |   |
| 14 | The books are in care of ► THE FOUNDATION<br>Located at ► PMB #352, 1290 BAY DALE DRIVE, ARNOLD, MD   | Telephone no. ► 410-349-2376<br>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?<br>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<br>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):<br>(1) Engage in the sale or exchange, or leasing of property with a disqualified person?<br>(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?<br>(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?<br>(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?<br>(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)?<br>(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 X No<br><input type="checkbox"/> Yes X No<br><input checked="" type="checkbox"/> Yes <input type="checkbox"/> No<br><input checked="" type="checkbox"/> Yes <input type="checkbox"/> No<br><input type="checkbox"/> Yes X No<br><input type="checkbox"/> Yes X 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)?<br>Organizations relying on a current notice regarding disaster assistance check here ►   |  | 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));<br>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?<br>If "Yes," list the years ► _____, _____, _____, _____, _____<br>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.)<br>c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here.<br>► _____, _____, _____, _____ | <input type="checkbox"/> Yes X No  |                    |
| 3a | Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?<br>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 type="checkbox"/> Yes X No  | N/A                |
| 4a | Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?<br>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?   |  | 3b<br>4a X<br>4b X |

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

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

- (1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?
- (2) Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive?
- (3) Provide a grant to an individual for travel, study, or other similar purposes?
- (4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)?
- (5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals?

 Yes  No Yes  No Yes  No 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?

If "Yes" to 6b, file Form 8870

 Yes  No

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  |   |                  |   |                                       |
|   |   |                  |   |                                       |
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|   |   |                  |   |                                       |

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

► 0

Form 990-PF (2013)



**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 | <b>Net value of noncharitable-use assets.</b> Subtract line 4 from line 3. Enter here and on Part V, line 4 | 5  | 42,555,022. |
| 6 | <b>Minimum investment return.</b> 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  | <b>Distributable amount as adjusted.</b> 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 | <b>Qualifying distributions.</b> 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 | <b>Adjusted qualifying distributions.</b> 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.

**Part XIII Undistributed Income** (see instructions)

|  | (a)<br>Corpus | (b)<br>Years prior to 2012 | (c)<br>2012 | (d)<br>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  |               |                            | 1,829,163.  |             |
| a Enter amount for 2012 only   |               |                            |             |             |
| 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.  |               |                            | 1,829,163.  |             |
| 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   |               |                            |             | 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  |               |                            |             |             |
| 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)

|   |   | Prior 3 years |          |          |          | (e) Total |
|---|---|---------------|----------|----------|----------|-----------|
|   |   | Tax year      | (a) 2013 | (b) 2012 | (c) 2011 |           |
| 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 | 3 Complete 3a, b, or c for the alternative test relied upon   |               |          |          |          |           |
|   | a "Assets" alternative test - enter:  |               |          |          |          |           |
|   | (1) Value of all assets   |               |          |          |          |           |
|   | (2) Value of assets qualifying under section 4942(j)(3)(B)(i)   |               |          |          |          |           |
|   | b "Endowment" alternative test - enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed                              |               |          |          |          |           |
|   | c "Support" alternative test - enter:   |               |          |          |          |           |
|   | (1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties) |               |          |          |          |           |
|   | (2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)                                      |               |          |          |          |           |
|   | (3) Largest amount of support from an exempt organization   |               |          |          |          |           |
|   | (4) Gross investment income   |               |          |          |          |           |

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

## 1 Information Regarding Foundation Managers:

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

**NONE**

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

**NONE**

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

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

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

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

## Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.

|   | Unrelated business income |               | Excluded by section 512, 513, or 514 |               | (e)<br>Related or exempt<br>function income |
|---|---------------------------|---------------|--------------------------------------|---------------|---|
|   | (a)<br>Business<br>code   | (b)<br>Amount | (c)<br>Exclu-<br>sion<br>code        | (d)<br>Amount |   |
| 1 Program service revenue:                                      |                           |               |                                      |               |   |
| a   |                           |               |                                      |               |   |
| b   |                           |               |                                      |               |   |
| c   |                           |               |                                      |               |   |
| d   |                           |               |                                      |               |   |
| e   |                           |               |                                      |               |   |
| f   |                           |               |                                      |               |   |
| g Fees and contracts from government agencies                   |                           |               |                                      |               |   |
| 2 Membership dues and assessments                               |                           |               |                                      |               |   |
| 3 Interest on savings and temporary cash investments            |                           |               | 14                                   | 301,582.      |   |
| 4 Dividends and interest from securities                        |                           |               | 14                                   | 516,749.      |   |
| 5 Net rental income or (loss) from real estate                  |                           |               |                                      |               |   |
| a Debt-financed property  |                           |               |                                      |               |   |
| b Not debt-financed property                                    |                           |               |                                      |               |   |
| 6 Net rental income or (loss) from personal property            |                           |               |                                      |               |   |
| 7 Other investment income                                       |                           |               | 14                                   | 278,828.      |   |
| 8 Gain or (loss) from sales of assets other than inventory      |                           |               | 18                                   | 1,249,458.    |   |
| 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.            |                                      | 2,346,617.    | 0.  |
| 13 Total. Add line 12, columns (b), (d), and (e)                |                           |               | 13                                   |               | 2,346,617.                                  |
| (See worksheet in line 13 instructions to verify calculations.) |                           |               |                                      |               |   |

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

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

- (1) Cash
- (2) Other assets

**b Other transactions:**

- (1) Sales of assets to a noncharitable exempt organization
- (2) Purchases of assets from a noncharitable exempt organization
- (3) Rental of facilities, equipment, or other assets
- (4) Reimbursement arrangements
- (5) Loans or loan guarantees
- (6) Performance of services or membership or fundraising solicitations

**c Sharing of facilities, equipment, mailing lists, other assets, or paid employees**

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

**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 |
|--------------------------|--------------------------|---------------------------------|
| N/A                      |                          |                                 |
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**Sign  
Here**

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

19/10/14

## Executive Director

May the IRS discuss this return with the preparer shown below (see instr.)?

|  |                                  |                       |                               |   |      |
|--|----------------------------------|-----------------------|-------------------------------|---|------|
| Signature of officer or trustee  |                                  | Date                  | Date                          |   |      |
| <b>Paid<br/>Preparer<br/>Use Only</b>  | Print/Type preparer's name       | Preparer's signature  | Date                          | Check <input type="checkbox"/> if self-employed | PTIN |
|  | <b>FRANK H. SMITH</b>            | <i>Frank H. Smith</i> | 09/02/14                      | <b>P00639053</b>                                |      |
|  | Firm's name ► <b>RAFFA, P.C.</b> |                       |                               | Firm's EIN ► <b>52-1511275</b>                  |      |
| Firm's address ► <b>1899 L STREET NW, SUITE 900<br/>WASHINGTON, DC 20036</b> |                                  |                       | Phone no. <b>202-822-5000</b> |   |      |

RATHMANN FAMILY FOUNDATION

52-1757445

## Part XV      Supplementary Information

### 3 Grants and Contributions Approved for Future Payment (Continuation)

323635  
05-01-13

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

| SOURCE                  | (A)<br>REVENUE<br>PER BOOKS | (B)<br>NET INVESTMENT<br>INCOME | (C)<br>ADJUSTED<br>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<br>AMOUNT | CAPITAL<br>GAINS<br>DIVIDENDS | (A)<br>REVENUE<br>PER BOOKS | (B)<br>NET INVEST-<br>MENT INCOME | (C)<br>ADJUSTED<br>NET INCOME |
|------------------------|-----------------|-------------------------------|-----------------------------|-----------------------------------|-------------------------------|
| INVESTMENT<br>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)<br>REVENUE<br>PER BOOKS | (B)<br>NET INVEST-<br>MENT INCOME | (C)<br>ADJUSTED<br>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)<br>EXPENSES<br>PER BOOKS | (B)<br>NET INVEST-<br>MENT INCOME | (C)<br>ADJUSTED<br>NET INCOME | (D)<br>CHARITABLE<br>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 |
|-------------|-----------------|-----------|---|
|-------------|-----------------|-----------|---|

| DESCRIPTION                  | (A)<br>EXPENSES<br>PER BOOKS | (B)<br>NET INVEST-<br>MENT INCOME | (C)<br>ADJUSTED<br>NET INCOME | (D)<br>CHARITABLE<br>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 |
|-------------|-------------------------|-----------|---|
|-------------|-------------------------|-----------|---|

| DESCRIPTION                  | (A)<br>EXPENSES<br>PER BOOKS | (B)<br>NET INVEST-<br>MENT INCOME | (C)<br>ADJUSTED<br>NET INCOME | (D)<br>CHARITABLE<br>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 |
|-------------|-------|-----------|---|
|-------------|-------|-----------|---|

| DESCRIPTION                 | (A)<br>EXPENSES<br>PER BOOKS | (B)<br>NET INVEST-<br>MENT INCOME | (C)<br>ADJUSTED<br>NET INCOME | (D)<br>CHARITABLE<br>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)<br>EXPENSES<br>PER BOOKS | (B)<br>NET INVEST-<br>MENT INCOME | (C)<br>ADJUSTED<br>NET INCOME | (D)<br>CHARITABLE<br>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<br>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.<br>GOV'T | OTHER<br>GOV'T | BOOK VALUE | FAIR MARKET<br>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<br>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<br>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<br>AVRG HRS/WK | COMPEN-<br>SATION | EMPLOYEE<br>BEN PLAN<br>CONTRIB | EXPENSE<br>ACCOUNT |
|---|--------------------------|-------------------|---------------------------------|--------------------|
| RICHARD G. RATHMANN<br>PMB # 352, 1290 BAY DALE DRIVE<br>ARNOLD, MD 21012           | PRESIDENT<br>35.00       | 161,382.          | 33,198.                         | 0.                 |
| ALEXANDRA JOY RATHMANN-NOONAN<br>PMB # 352, 1290 BAY DALE DRIVE<br>ARNOLD, MD 21012 | VICE-PRESIDENT<br>1.00   | 0.                | 0.                              | 0.                 |
| JAMES LOUIS RATHMANN<br>PMB # 352, 1290 BAY DALE DRIVE<br>ARNOLD, MD 21012          | CHAIRPERSON<br>1.00      | 0.                | 0.                              | 0.                 |
| MARGARET CROSBY RATHMANN<br>PMB # 352, 1290 BAY DALE DRIVE<br>ARNOLD, MD 21012      | VICE-CHAIR<br>1.00       | 0.                | 0.                              | 0.                 |
| LAURA JEAN RATHMANN<br>PMB # 352, 1290 BAY DALE DRIVE<br>ARNOLD, MD 21012           | TREASURER<br>1.00        | 0.                | 0.                              | 0.                 |
| SALLY RATHMANN KADIFA<br>PMB # 352, 1290 BAY DALE DRIVE<br>ARNOLD, MD 21012         | SECRETARY<br>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](http://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 organization's 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](http://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    | Ref            | Foundation Status                              | Purpose             | Amount |
|---|--|--------------------------|----------|----------------|--|---------------------|--------|
| Abilities United                          | 523 E Charleston Road<br>1111 Third Avenue South | Palo Alto<br>Minneapolis | CA<br>MN | 501c3<br>501c3 | United for Future Campaign<br>French Immersion | \$ 10,000<br>15,000 |        |
| Achieve Minneapolis                       | PO Box 410715                                    | San Francisco            | CA       | 501c3          | Summer Program                                 | 1,000               |        |
| Am High                                   | 1800 N Kent St, Ste 126C                         | Arlington                | VA       | 501c3          | General Support                                | 5,000               |        |
| American Friends of the Lebanon Min       | 205 E Street N W                                 | Washington               | DC       | 501c3          | International Disaster Relief                  | 25,000              |        |
| American Red Cross                        | 3 Dag Hammarskjold Plaza, 8th Floor              | New York                 | NY       | 501c3          | Stanford Summer Internship                     | 25,000              |        |
| American University of Beirut             | P O Box 5000                                     | Amherst                  | MA       | 501c3          | Summer Study at AUB                            | 12,000              |        |
| Amherst College                           | P O Box 5000                                     | Amherst                  | MA       | 501c3          | Annual Fund                                    | 10,000              |        |
| Anne Arundel Medical Center               | 2001 Medical Parkway                             | Annapolis                | MD       | 501c3          | General Operating                              | 2,000               |        |
| Boston Scholar Athletes                   | 65 Allerton Street                               | Boston                   | MA       | 501c3          | Boston Neighborhood Basketball                 | 15,000              |        |
| Brown University                          | Controller's Office, Box J                       | Providence               | RI       | 501c3          | Annual Fund -- Scholarship Support             | 15,000              |        |
| Brown University                          | Controller's Office, Box J                       | Providence               | RI       | 501c3          | Nitrogen cycle manure mgmt                     | 45,611              |        |
| California Bar Foundation                 | 180 Howard Street                                | San Francisco            | CA       | 501c3          | Daniel S. Goodman Scholarship Fund             | 5,000               |        |
| California Family Foundation              | 3201 Ash Street                                  | Palo Alto                | CA       | 501c3          | Beechwood School                               | 20,000              |        |
| Carbon Cycle Institute                    | PO Box 107                                       | Nicessio                 | CA       | 501c3 pending  | Carbon Solutions for Environment               | 32,833              |        |
| Carbon Cycle Institute                    | PO Box 107                                       | Nicessio                 | CA       | 501c3 pending  | General Operating                              | 5,000               |        |
| Carbon Cycle Institute                    | PO Box 107                                       | Nicessio                 | CA       | 501c3 pending  | General Operating                              | 45,000              |        |
| Carbon Cycle Institute                    | PO Box 107                                       | Nicessio                 | CA       | 501c3 pending  | Scaling Carbon Solutions                       | 17,933              |        |
| Charities Review Council                  | 2610 University Avenue West, Suite 375           | St. Paul                 | MN       | 501c3          | General Operating                              | 9,000               |        |
| Chemical Heritage Foundation              | 3115 Chestnut Street                             | Philadelphia             | PA       | 501c3          | women in chemistry                             | 6,000               |        |
| Chesapeake Bay Foundation                 | 6 Herndon Avenue                                 | Annapolis                | MD       | 501c3          | General Operating                              | 10,000              |        |
| Chesapeake Rivers Association             | 329 Riverview Trail                              | Annapolis                | MD       | 501c3          | Severn Riverkeeper program                     | 15,000              |        |
| Coalition for Buzzards Bay                | 114 Front Street                                 | New Bedford              | MA       | 501c3          | Westport River                                 | 50,000              |        |
| Coalition for Buzzards Bay                | 114 Front Street                                 | New Bedford              | MA       | 501c3          | General Operating & Staff                      | 50,000              |        |
| Coalition for Buzzards Bay                | 114 Front Street                                 | New Bedford              | MA       | 501c3          | Point of Rocks Bay Discovery Site              | 20,000              |        |
| Containers 2 Clinics                      | 53 Yorkshire Road                                | Dover                    | MA       | 501c3          | General Operating                              | 2,000               |        |
| Counseling and Support Services for Youth | 555 Bryant Street #126                           | Palo Alto                | CA       | 501c3          | General Operating                              | 5,000               |        |
| First Congregational Church               | 1985 Louis Road                                  | Palo Alto                | CA       | 501c3          | Capital Campaign 2014                          | 25,000              |        |
| Food Bank for New York City               | 39 Broadway, 10th Floor                          | New York                 | NY       | 501c3          | General Operating                              | 25,000              |        |
| Friends of Heketi Inc                     | 423 E. 138th Street, 2nd Floor                   | Bronx                    | NY       | 501c3          | Saturday Academy                               | 5,000               |        |
| Friends of the Palo Alto Junior Museum    | 1451 Middlefield Road                            | Palo Alto                | CA       | 501c3          | General Operating                              | 5,000               |        |
| Great River Greening                      | 35 West Water Street, Suite 201                  | Saint Paul               | MN       | 501c3          | Campaign for Forests & Freshwater              | 1,000               |        |
| Guthrie Theater                           | Vineland Place                                   | Minneapolis              | MN       | 501c3          | General Operating                              | 8,000               |        |
| Helping Paws                              | P O Box 634                                      | Hopkins                  | MN       | 501c3          | Service Dogs for independent individuals       | 10,000              |        |
| InnVision Shelter Network                 | 1450 Chapin Avenue, 2nd Floor                    | Burlingame               | CA       | 501c3          | General Operating                              | 5,000               |        |
| Key School, The                           | 534 Hillsmere Drive                              | Anapolis                 | MD       | 501c3          | The Peace Initiative                           | 1,000               |        |
| Key School, The                           | 534 Hillsmere Drive                              | Anapolis                 | MD       | 501c3          | endowment, annual fund, fields                 | 65,000              |        |
| Las Lomitas Education Fdn                 | P O Box 7282                                     | Menlo Park               | CA       | 501c3          | Annual Giving, Campaign                        | 2,000               |        |
| Lucile Packard Children's Hospital,       | 400 Hamilton Avenue, Suite 340                   | Palo Alto                | CA       | 501c3          | Stanford Alliance for Food Allergy             | 5,000               |        |
| Machall Center for the Arts               | Minneapolis                                      | Minneapolis              | MN       | 501c3          | General Operating                              | 3,000               |        |
| Marin Link                                | 5800 Northgate Mall Suite 250                    | San Rafael               | CA       | 501c3          | Carbon Cycle Institute                         | 20,000              |        |
| Math for America                          | 160 Fifth Avenue, 8th Floor                      | New York                 | NY       | 501c3          | Master Teachers of Science                     | 25,000              |        |
| Minnesota Landscape Arboretum Edn         | 3675 Arboretum Drive                             | Chaska                   | MN       | 501c3          | Dog Commons Policies                           | 15,000              |        |
| Minnesota Landscape Arboretum Edn         | 3675 Arboretum Drive                             | Chaska                   | MN       | 501c3          | Animal Assisted Interactions                   | 1,000               |        |
| Minnesota Opera                           | 620 North First Street                           | Minneapolis              | MN       | 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         | General Operating                     | 10,000  |
| Page Education Foundation              | P.O. Box 581254                    | Minneapolis   | MN | N/A | 501c3         | Parents' Fund                         | 20,000  |
| Partners in Education                  | P.O. Box 1557                      | Palo Alto     | CA | N/A | 501c3         | Scholarships                          | 30,000  |
| Partners in Health                     | P.O. Box 845578                    | Boston        | MA | N/A | 501c3         | Annual Campaign                       | 25,000  |
| Peninsula Open Space Trust             | 222 High Street                    | Palo Alto     | CA | N/A | 501c3         | Strengthening Health Systems in Haiti | 5,000   |
| Sierra Service Project                 | P.O. Box 992                       | Carmichael    | CA | N/A | 501c3         | General Operating                     | 1,000   |
| Silicon Valley Community Edn           | 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              | Ann Arbor     | MI | 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                    | 301 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                | 1200 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            | 283 Park Avenue South, 5th Floor   | New York      | NY | N/A | 501c3         | Dream Not Deferred Project            | 30,000  |

TOTAL CONTRIBUTIONS GIVEN

\$ 1,451,377