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EXTENDED TO NOVEMBER 16, 2015

Form **990-PF****Return of Private Foundation**

OMB No 1545-0052

2014Department of the Treasury
Internal Revenue Service

Do not enter social security numbers on this form as it may be made public.

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

Open to Public Inspection

For calendar year 2014 or tax year beginning

, and ending

Name of foundation RATHMANN FAMILY FOUNDATION		A Employer identification number 52-1757445
Number and street (or P.O. box number if mail is not delivered to street address) PMB #352, 1290 BAY DALE DRIVE	Room/suite	B Telephone number 410-349-2376
City or town, state or province, country, and ZIP or foreign postal code ARNOLD, MD 21012		C If exemption application is pending, check here <input type="checkbox"/>
G Check all that apply. <input type="checkbox"/> Initial return <input type="checkbox"/> Final return <input type="checkbox"/> Address change <input type="checkbox"/> Initial return of a former public charity <input type="checkbox"/> Amended return <input type="checkbox"/> Name change		D 1. Foreign organizations, check here <input type="checkbox"/> 2. Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>
H Check type of organization: <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation		E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/>
I Fair market value of all assets at end of year (from Part II, col (c), line 16) \$ 49,310,111.	J Accounting method: <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____	F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>

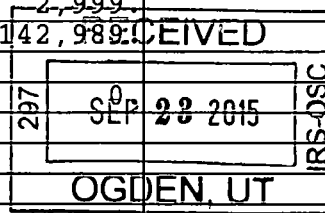
Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a))		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
1 Contributions, gifts, grants, etc., received				N/A	
2 Check <input checked="" type="checkbox"/> if the foundation is not required to attach Sch. B					
3 Interest on savings and temporary cash investments		275,546.	275,546.		STATEMENT 1
4 Dividends and interest from securities		710,655.	710,655.		STATEMENT 2
5a Gross rents					
b Net rental income or (loss)					
6a Net gain or (loss) from sale of assets not on line 10		1,716,970.			
b Gross sales price for all assets on line 6a 6,214,718.					
7 Capital gain net income (from Part IV, line 2)			1,716,970.		
8 Net short-term capital gain					
9 Income modifications					
10a Gross sales less returns and allowances					
b Less Cost of goods sold					
c Gross profit or (loss)					
11 Other income		90,403.	90,403.		STATEMENT 3
12 Total. Add lines 1 through 11		2,793,574.	2,793,574.		
13 Compensation of officers, directors, trustees, etc		166,000.	16,600.		149,400.
14 Other employee salaries and wages					
15 Pension plans, employee benefits		38,098.	3,810.		34,288.
16a Legal fees STMT 4		8,084.	0.		8,084.
b Accounting fees STMT 5		11,996.	2,999.		8,997.
c Other professional fees STMT 6		272,037.	142,989.		129,048.
17 Interest					
18 Taxes STMT 7		56,000.	0.		0.
19 Depreciation and depletion					
20 Occupancy					
21 Travel, conferences, and meetings					
22 Printing and publications					
23 Other expenses STMT 8		144,672.	0.		144,672.
24 Total operating and administrative expenses. Add lines 13 through 23		696,887.	166,398.		474,489.
25 Contributions, gifts, grants paid		1,602,000.			1,602,000.
26 Total expenses and disbursements. Add lines 24 and 25		2,298,887.	166,398.		2,076,489.
27 Subtract line 26 from line 12		494,687.			
a Excess of revenue over expenses and disbursements					
b Net investment income (if negative, enter -0-)			2,627,176.		
c Adjusted net income (if negative, enter -0-)				N/A	

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LHA For Paperwork Reduction Act Notice, see instructions.

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Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only		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		1,499,248.	1,582,586.	1,582,586.
	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		5,926,821.	6,238,936.	6,351,014.
	b	Investments - corporate stock STMT 10		17,482,543.	16,835,356.	29,530,148.
	c	Investments - corporate bonds STMT 11		1,356,370.	1,553,445.	1,533,435.
	Liabilities	11	Investments - land, buildings, and equipment basis ▶	2,328.		
		Less: accumulated depreciation ▶	2,328.			
12		Investments - mortgage loans				
13		Investments - other STMT 12		10,643,910.	11,193,256.	10,312,928.
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 I)		36,908,892.	37,403,579.	49,310,111.
17		Accounts payable and accrued expenses				
18		Grants payable				
Net Assets or Fund Balances	19	Deferred revenue				
	20	Loans from officers, directors, trustees, and other disqualified persons				
	21	Mortgages and other notes payable				
	22	Other liabilities (describe ▶)				
	23	Total liabilities (add lines 17 through 22)		0.	0.	
Net Assets or Fund Balances		Foundations that follow SFAS 117, check here ▶ <input checked="" type="checkbox"/>				
	24	Unrestricted		36,908,892.	37,403,579.	
	25	Temporarily restricted				
	26	Permanently restricted				
		Foundations that do not follow SFAS 117, check here ▶ <input type="checkbox"/>				
	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		36,908,892.	37,403,579.	
	31	Total liabilities and net assets/fund balances		36,908,892.	37,403,579.	

Part III Analysis of Changes in Net Assets or Fund Balances

1	Total net assets or fund balances at beginning of year - Part II, column (a), line 30 (must agree with end-of-year figure reported on prior year's return)	1	36,908,892.
2	Enter amount from Part I, line 27a	2	494,687.
3	Other increases not included in line 2 (itemize) ▶	3	0.
4	Add lines 1, 2, and 3	4	37,403,579.
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	37,403,579.

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Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co.)	(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a CHARLES SCHWAB	P	VARIOUS	VARIOUS
b PUBLICLY TRADED SECURITIES	P	VARIOUS	VARIOUS
c PARTNERSHIP INVESTMENT K-1			
d CAPITAL GAINS DIVIDENDS			
e			

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a 1,440,000.		769,024.	670,976.
b 4,583,478.		3,941,421.	642,057.
c			212,697.
d 191,240.			191,240.
e			

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	
a			670,976.
b			642,057.
c			212,697.
d			191,240.
e			

2 Capital gain net income or (net capital loss)	{ If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 }	2	1,716,970.
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6) If gain, also enter in Part I, line 8, column (c). If (loss), enter -0- in Part I, line 8	{ }	3	N/A

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

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

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

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

☐ Yes ☒ No

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

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col. (b) divided by col. (c))
2013	1,850,326.	42,555,022.	.043481
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

2 Total of line 1, column (d)	2	.218610
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	.043722
4 Enter the net value of noncharitable-use assets for 2014 from Part X, line 5	4	46,586,220.
5 Multiply line 4 by line 3	5	2,036,843.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	26,272.
7 Add lines 5 and 6	7	2,063,115.
8 Enter qualifying distributions from Part XII, line 4 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.	8	2,076,489.

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

1a Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1. Date of ruling or determination letter: _____ (attach copy of letter if necessary-see instructions)			
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input checked="" type="checkbox"/> and enter 1% of Part I, line 27b		1	26,272.
c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col (b).			
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		2	0.
3 Add lines 1 and 2		3	26,272.
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		4	0.
5 Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-		5	26,272.
6 Credits/Payments.			
a 2014 estimated tax payments and 2013 overpayment credited to 2014	6a	61,528.	
b Exempt foreign organizations - tax withheld at source	6b		
c Tax paid with application for extension of time to file (Form 8868)	6c	6,300.	
d Backup withholding erroneously withheld	6d		
7 Total credits and payments. Add lines 6a through 6d	7	67,828.	
8 Enter any penalty for underpayment of estimated tax. Check here <input type="checkbox"/> if Form 2220 is attached	8		
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9		
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	41,556.	
11 Enter the amount of line 10 to be Credited to 2015 estimated tax	11	41,556.	Refunded

Part VII-A Statements Regarding Activities

	Yes	No
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		X
1b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see instructions for the definition)? If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities		X
1c Did the foundation file Form 1120-POL for this year?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation <input type="checkbox"/> \$ 0. (2) On foundation managers. <input type="checkbox"/> \$ 0.		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. <input type="checkbox"/> \$ 0.		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? If "Yes," attach a detailed description of the activities		X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes		X
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		X
b If "Yes," has it filed a tax return on Form 990-T for this year?		
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T		X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	X	
7 Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col (c), and Part XV	X	
8a Enter the states to which the foundation reports or with which it is registered (see instructions) <input type="checkbox"/> MD, WA		
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? If "No," attach explanation	X	
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2014 or the taxable year beginning in 2014 (see instructions for Part XIV)? If "Yes," complete Part XIV		X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses		X

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Part VII-A Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11		X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address N/A	13	X	
14	The books are in care of THE FOUNDATION Located at PMB #352, 1290 BAY DALE DRIVE, ARNOLD, MD Telephone no. 410-349-2376 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 2014, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? See the instructions for exceptions and filing requirements for FinCEN Form 114, (formerly TD F 90-22.1). If "Yes," enter the name of the foreign country	16	Yes	No
				X

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

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

		Yes	No
1a	During the year did the foundation (either directly or indirectly)		
(1)	Engage in the sale or exchange, or leasing of property with a disqualified person?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
(2)	Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
(3)	Furnish goods, services, or facilities to (or accept them from) a disqualified person?	<input checked="" type="checkbox"/> Yes	<input type="checkbox"/> No
(4)	Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	<input checked="" type="checkbox"/> Yes	<input type="checkbox"/> No
(5)	Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
(6)	Agree to pay money or property to a government official? (Exception: Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days)	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
b	If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? Organizations relying on a current notice regarding disaster assistance check here	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 2014?	1c	X
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5)):		
a	At the end of tax year 2014, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2014? If "Yes," list the years	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
b	Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see instructions)	N/A	2b
c	If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here.		
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
b	If "Yes," did it have excess business holdings in 2014 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 2014)	N/A	3b
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a	X
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2014?	4b	X

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

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

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

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

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

(4) Provide a grant to an organization other than a charitable, etc., organization described in section 4945(d)(4)(A)? (see instructions) ☒ Yes ☐ No

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

b If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)? ☐ Yes ☒ No
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? **SEE STATEMENT 14** ☒ 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? ☐ Yes ☒ No
If "Yes" to 6b, file Form 8870

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

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

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		166,000.	32,276.	0.

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

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

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

0

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Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors (continued)**3** Five highest-paid independent contractors for professional services. If none, enter "NONE."

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
PHILANTHROPIC IMPACT, INC. 7525 MITCHELL RD., EDEN PRAIRIE, MN 5534-1958	ADVISORY SERVICES	111,539.
ANDREW RATHMANN-NOONAN - PMB # 352, 1290 BAY DALE DRIVE, ARNOLD, MD 21012	TECHNICAL ASSISTANCE	83,160.

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

0

Part IX-A Summary of Direct Charitable Activities

List the foundation's four largest direct charitable activities during the tax year. Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc.

	Expenses
1 SEE ATTACHED STATEMENT	
	137,468.
2	
3	
4	

Part IX-B Summary of Program-Related Investments

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

	Amount
1 N/A	
2	
All other program-related investments. See instructions.	
3	

Total. Add lines 1 through 3

0.

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes.		
a	Average monthly fair market value of securities	1a	46,257,092.
b	Average of monthly cash balances	1b	1,038,563.
c	Fair market value of all other assets	1c	
d	Total (add lines 1a, b, and c)	1d	47,295,655.
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	47,295,655.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	709,435.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	46,586,220.
6	Minimum investment return. Enter 5% of line 5	6	2,329,311.

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	2,329,311.
2a	Tax on investment income for 2014 from Part VI, line 5	2a	26,272.
b	Income tax for 2014. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	26,272.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	2,303,039.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	2,303,039.
6	Deduction from distributable amount (see instructions)	6	0.
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	2,303,039.

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

1	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes		
a	Expenses, contributions, gifts, etc. - total from Part I, column (d), line 26	1a	2,076,489.
b	Program-related investments - total from Part IX-B	1b	0.
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	2,076,489.
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	26,272.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	2,050,217.

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

Part XIII Undistributed Income (see instructions)

	(a) Corpus	(b) Years prior to 2013	(c) 2013	(d) 2014
1 Distributable amount for 2014 from Part XI, line 7				2,303,039.
2 Undistributed income, if any, as of the end of 2014				
a Enter amount for 2013 only			2,063,011.	
b Total for prior years:		0.		
3 Excess distributions carryover, if any, to 2014:				
a From 2009				
b From 2010				
c From 2011				
d From 2012				
e From 2013				
f Total of lines 3a through e	0.			
4 Qualifying distributions for 2014 from Part XII, line 4 ▶ \$ 2,076,489.				
a Applied to 2013, but not more than line 2a			2,063,011.	
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 2014 distributable amount				13,478.
e Remaining amount distributed out of corpus	0.			
5 Excess distributions carryover applied to 2014 (If an amount appears in column (d), the same amount must be shown in column (a).)	0.			0.
6 Enter the net total of each column as indicated below:	0.			
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	0.			
b Prior years' undistributed income. Subtract line 4b from line 2b		0.		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		0.		
d Subtract line 6c from line 6b Taxable amount - see instructions		0.		
e Undistributed income for 2013 Subtract line 4a from line 2a. Taxable amount - see instr.			0.	
f Undistributed income for 2014. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2015				2,289,561.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (Election may be required - see instructions)	0.			
8 Excess distributions carryover from 2009 not applied on line 5 or line 7	0.			
9 Excess distributions carryover to 2015. Subtract lines 7 and 8 from line 6a	0.			
10 Analysis of line 9:				
a Excess from 2010				
b Excess from 2011				
c Excess from 2012				
d Excess from 2013				
e Excess from 2014				

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a Paid during the year				
SEE ATTACHED STATEMENT	NONE	N/A	AS NOTED IN ATTACHED SCHEDULE	1,602,000.
Total			3a	1,602,000.
b Approved for future payment				
FIRST CONGREGATIONAL CHURCH 1985 LOUIS ROAD PALO ALTO, CA 94303	NONE	501C3	CAPITAL CAMPAIGN	60,000.
AMHERST COLLEGE PO BOX 5000 AMHERST, MA 01002	NONE	501C3	ENDOWMENT	30,000.
MINNESOTA LANDSCAPE ARBORETUM 3675 ARBORETUM CHASKA, MN 55318	NONE	501C3	ANIMAL-ASSISTED INTERACTIONS	6,000.
Total			3b	111,000.
SEE CONTINUATION SHEET(S)				

Form 990-PF (2014)

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


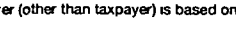
- | | | |
|----------|--|--------------|
| 1 | Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations? | Yes |
| a | Transfers from the reporting foundation to a noncharitable exempt organization of: | |
| | (1) Cash | 1a(1) |
| | (2) Other assets | 1a(2) |
| b | Other transactions: | |
| | (1) Sales of assets to a noncharitable exempt organization | 1b(1) |
| | (2) Purchases of assets from a noncharitable exempt organization | 1b(2) |
| | (3) Rental of facilities, equipment, or other assets | 1b(3) |
| | (4) Reimbursement arrangements | 1b(4) |
| | (5) Loans or loan guarantees | 1b(5) |
| | (6) Performance of services or membership or fundraising solicitations | 1b(6) |
| | (c) Sharing of facilities, equipment, mailing lists, other assets, or paid employees | 1c |
| 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. | |

	Yes	No
1a(1)		X
1a(2)		X
1b(1)		X
1b(2)		X
1b(3)		X
1b(4)		X
1b(5)		X
1b(6)		X
1c		X

[illegible]

- 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		

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.			May the IRS discuss this return with the preparer shown below (see instr.)? <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No
	Signature of officer or trustee 	Date 9/12/15	Title Executive Director	
Paid Preparer Use Only	Print/Type preparer's name FRANK H. SMITH	Preparer's signature 	Date 09/09/15	Check <input type="checkbox"/> if self-employed PTIN P00639053
	Firm's name ▶ RAFFA, P.C.			Firm's EIN ▶ 52-1511275
	Firm's address ▶ 1899 L STREET, NW, SUITE 900 WASHINGTON, DC 20036			Phone no. 202-822-5000

52-1757445

3 Grants and Contributions Approved for Future Payment (Continuation)

423635
05-01-14

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

SOURCE	(A) REVENUE PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME
INVESTMENT ACCOUNTS	275,546.	275,546.	
TOTAL TO PART I, LINE 3	275,546.	275,546.	

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 2

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
INVESTMENT ACCOUNTS	901,895.	191,240.	710,655.	710,655.	
TO PART I, LINE 4	901,895.	191,240.	710,655.	710,655.	

FORM 990-PF OTHER INCOME STATEMENT 3

DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
PARTNERSHIP INCOME	15,397.	15,397.	
MORGAN STANLEY	6.	6.	
USBANK	75,000.	75,000.	
TOTAL TO FORM 990-PF, PART I, LINE 11	90,403.	90,403.	

FORM 990-PF	LEGAL FEES	STATEMENT	4
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DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
LEGAL FEES	8,084.	0.		8,084.
TO FM 990-PF, PG 1, LN 16A	8,084.	0.		8,084.

FORM 990-PF	ACCOUNTING FEES	STATEMENT	5
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DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ACCOUNTING FEES	11,996.	2,999.		8,997.
TO FORM 990-PF, PG 1, LN 16B	11,996.	2,999.		8,997.

FORM 990-PF	OTHER PROFESSIONAL FEES	STATEMENT	6
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DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
GRANTS MANAGEMENT	19,084.	0.		19,084.
INVESTMENT FEES	142,989.	142,989.		0.
GRANT CONSULTING FEES	16,650.	0.		16,650.
PAYROLL ADMINISTRATION	522.	0.		522.
TECHNICAL ASSISTANCE FEES	90,370.	0.		90,370.
ADMINISTRATION SUPPORT	1,100.	0.		1,100.
COMPUTER SERVICE & STORAGE	1,322.	0.		1,322.
TO FORM 990-PF, PG 1, LN 16C	272,037.	142,989.		129,048.

FORM 990-PF	TAXES		STATEMENT		7
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES	
EXCISE TAXES	56,000.	0.		0.	
TO FORM 990-PF, PG 1, LN 18	56,000.	0.		0.	

FORM 990-PF	OTHER EXPENSES		STATEMENT		8
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES	
DUES AND SUBSCRIPTIONS	1,705.	0.		1,705.	
MARKETING	266.	0.		266.	
INSURANCE	1,962.	0.		1,962.	
LICENSES AND FEES	2,090.	0.		2,090.	
DIRECT CHARITABLE EXPENSES	137,468.	0.		137,468.	
POSTAGE, SUPPLIES, BANK CHARGES	1,181.	0.		1,181.	
TO FORM 990-PF, PG 1, LN 23	144,672.	0.		144,672.	

FORM 990-PF	U.S. AND STATE/CITY GOVERNMENT OBLIGATIONS		STATEMENT		9
DESCRIPTION	U.S. GOV'T	OTHER GOV'T	BOOK VALUE	FAIR MARKET VALUE	
US BANK- BONDS	X		500,000.	499,340.	
US BANK- MUNICIPAL BONDS		X	5,738,936.	5,851,674.	
TOTAL U.S. GOVERNMENT OBLIGATIONS			500,000.	499,340.	
TOTAL STATE AND MUNICIPAL GOVERNMENT OBLIGATIONS			5,738,936.	5,851,674.	
TOTAL TO FORM 990-PF, PART II, LINE 10A			6,238,936.	6,351,014.	

FORM 990-PF	CORPORATE STOCK	STATEMENT 10
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DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
US BANK- EQUITY FUNDS	10,406,569.	17,653,386.
SCHWAB- EQUITY FUNDS	6,105,326.	10,804,835.
ALNYLAM PHARMACEUTICALS INC.-MS	8,498.	173,533.
AMGEN INC-MS	276,873.	796,450.
OMEROS CORP COM-MS	38,090.	101,944.
TOTAL TO FORM 990-PF, PART II, LINE 10B	16,835,356.	29,530,148.

FORM 990-PF	CORPORATE BONDS	STATEMENT 11
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DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
SCHWAB- BOND FUNDS	1,553,445.	1,533,435.
TOTAL TO FORM 990-PF, PART II, LINE 10C	1,553,445.	1,533,435.

FORM 990-PF	OTHER INVESTMENTS	STATEMENT 12
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DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
US BANK- OTHER INVESTMENTS	COST	894,743.	854,366.
SCHWAB- OTHER INVESTMENTS	COST	3,984,326.	4,226,209.
LUCENT MEDICAL	COST	51,000.	8,160.
ARCH VENTURE FUND IV	COST	114,509.	33,112.
ARCH VENTURE FUND IVA	COST	13,752.	6,775.
ARCH VENTURE FUND V	COST	899,427.	386,378.
AURASENSE	COST	150,000.	105,000.
BOULDER VENTURES III	COST	7,099.	6,033.
CISTHERA	COST	25,000.	1,250.
DLJ- GROSVENOR	COST	65,217.	215,514.
FFC EXECUTIVE PARTNERS III	COST	42,344.	64,764.
FFC PARTNERS II	COST	674,287.	639,225.
IMMUNOMIC THERAPEUTICS	COST	475,000.	610,656.
NUGEN	COST	399,223.	295,630.
OLD WESTBURY VENTURE CAPITAL FUND	COST	261,069.	198,858.
PRESIDO	COST	276,786.	1,000.
SYMPHONY STRATEGIC PARTNERS, LLC	COST	114,439.	94,348.
TEACH TOWN	COST	75,000.	700.
TRINITY	COST	50,000.	1,000.

RATHMANN FAMILY FOUNDATION

52-1757445

TIFF	COST	2,620,035.	2,563,950.
TOTAL TO FORM 990-PF, PART II, LINE 13		11,193,256.	10,312,928.

FORM 990-PF PART VIII - LIST OF OFFICERS, DIRECTORS TRUSTEES AND FOUNDATION MANAGERS STATEMENT 13

NAME AND ADDRESS	TITLE AND AVRG HRS/WK	COMPEN- SATION	EMPLOYEE BEN PLAN CONTRIB	EXPENSE ACCOUNT
RICHARD G. RATHMANN PMB # 352, 1290 BAY DALE DRIVE ARNOLD, MD 21012	PRESIDENT 35.00	166,000.	32,276.	0.
ALEXANDRA JOY RATHMANN-NOONAN PMB # 352, 1290 BAY DALE DRIVE ARNOLD, MD 21012	VICE-PRESIDENT 1.00	0.	0.	0.
ROBIN WYNN RATHMANN-NOONAN PMB # 352, 1290 BAY DALE DRIVE ARNOLD, MD 21012	VICE-PRESIDENT 1.00	0.	0.	0.
JAMES LOUIS RATHMANN PMB # 352, 1290 BAY DALE DRIVE ARNOLD, MD 21012	CHAIRPERSON 1.00	0.	0.	0.
MARGARET CROSBY RATHMANN PMB # 352, 1290 BAY DALE DRIVE ARNOLD, MD 21012	VICE-CHAIR 1.00	0.	0.	0.
LAURA JEAN RATHMANN PMB # 352, 1290 BAY DALE DRIVE ARNOLD, MD 21012	TREASURER 1.00	0.	0.	0.
SALLY RATHMANN KADIFA PMB # 352, 1290 BAY DALE DRIVE ARNOLD, MD 21012	SECRETARY 1.00	0.	0.	0.
TOTALS INCLUDED ON 990-PF, PAGE 6, PART VIII		166,000.	32,276.	0.

FORM 990-PF

EXPENDITURE RESPONSIBILITY STATEMENT
PART VII-B, LINE 5C

STATEMENT 14

GRANTEE'S NAME

CARBON CYCLE INSTITUTE

GRANTEE'S ADDRESS

PO BOX 107
NICASIO, CA 94946

GRANT AMOUNT	DATE OF GRANT	AMOUNT EXPENDED
47,500.	07/25/14	0.

PURPOSE OF GRANT

THE PURPOSE OF THE FOUNDATION'S WORK TO HELP FOUND THE CARBON CYCLE INSTITUTE IN 2013 WAS 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. THE PURPOSE OF THIS GRANT WAS TO FUND THE CCI'S WORK ON THE THERMOPILE PROJECT (SEE WWW.CARBONCYCLE.ORG). THE CCI RECEIVED ITS 501(C) 3 LETTER OF DETERMINATION DURING 2014 SO THIS IS THE FINAL REPORT.

DATES OF REPORTS BY GRANTEE

JUNE 25, 2015

ANY DIVERSION BY GRANTEE

NONE

RESULTS OF VERIFICATION

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 ORIGINAL FOUNDERS OF CCI. MUCH OF THE EXPERIMENTAL WORK AND CONTROLLED STUDIES THAT PROVIDED THE SCIENTIFIC UNDERPINNINGS FOR THE CCI WERE CONDUCTED ON RANGELAND OWNED BY MR. WICK AND MS. RATHMANN. JOHN WICK FORMERLY SERVED ON THE CCI BOARD OF DIRECTORS AS A VOLUNTEER BUT HAS SINCE LEFT THAT POSITION.

52-1757445

Organization Name	Street Address	City Address	State	Relationship	Status	Grant Purpose	AmPd
Abilities United	525 E Charleston Road	Palo Alto	CA	N/A	501c3	United for the Future Campaign	5,000
Aim High	PO Box 410715	San Francisco	CA	N/A	501c3	Summer 2015 program	1,000
American Friends of the Lebanon Mtn Trail	1800 N Kent St. Ste 1260	Arlington	VA	N/A	501c3	LMT Signage, Website Enhancement	5,000
American University of Beirut	3 Dag Hammarskjold Plaza, 8th Floor	New York	NY	N/A	501c3	Stanford Summer Internship	25,000
Amherst College	P O Box 5000	Amherst	MA	N/A	501c3	Annual Fund	2,000
Amherst College	P O Box 5000	Amherst	MA	N/A	501c3	Endowment	95,000
Artis-Naples, Inc	5833 Pelican Bay Boulevard	Naples	FL	N/A	501c3	General Operating	10,000
Brown University	Controller's Office Box J	Providence	RI	N/A	501c3	Scholarship Support	15,000
Brown University	Controller's Office Box J	Providence	RI	N/A	501c3	Nitrogen cycle	100,000
California Family Foundation	3201 Ash Street	Palo Alto	CA	N/A	501c3	Beachwood School Capital Campaign	2,000
Carbon Cycle Institute	PO Box 107	Nicasio	CA	N/A	501c3	Thermophile Waste Collection System	47,500
Carbon Cycle Institute	PO Box 107	Dover	MA	N/A	501c3	General Operating	155,000
Care 2 Clinics (former Containers 2 Clinics)	53 Yorkshire Road	Baltimore	MD	N/A	501c3	BioEyes	5,000
Carnegie Institute of Washington	3520 San Martin Drive	Annapolis	MD	N/A	501c3	General Operating	4,500
Chesapeake Bay Foundation	6 Herndon Avenue	Annapolis	MD	N/A	501c3	Innovation to Protect Landscapes	5,000
Chesapeake Conservancy	716 Giddings Avenue	Annapolis	MD	N/A	501c3	Saving the Severn	10,000
Chesapeake Rivers Association	329 Riverview Trail	Annapolis	MD	N/A	501c3	Angeline Brook Conservation	50,000
Coalition for Buzzards Bay	114 Front Street	New Bedford	MA	N/A	501c3	Dune Restoration Point of Rocks Westport	50,000
Coalition for Buzzards Bay	114 Front Street	New Bedford	MA	N/A	501c3	Westport River	50,000
Coalition for Buzzards Bay	1170 Campus Delivery	Fort Collins	CO	N/A	170b1Au	DayCent Model Grazing Analysis	12,000
Colorado State University	555 Bryant Street #126	Palo Alto	CA	N/A	501c3	General Operating	5,000
Counseling and Support Services for Youth	2560 Embarcadero Road	Palo Alto	CA	N/A	501c3	General Operating	1,000
Environmental Volunteers	1985 Louis Road	Palo Alto	CA	N/A	501c3	Capital Campaign	15,000
First Congregational Church	1985 Louis Road	Palo Alto	CA	N/A	501c3	Annual Fund 2014	15,000
First Congregational Church	39 Broadway, 10th Floor	New York	NY	N/A	501c3	General Operating	25,000
Food Bank for New York City	423 E 138th Street, 2nd Floor	Bronx	NY	N/A	501c3	Saturday Academy	5,000
Friends of Heketi Inc	1451 Middlefield Road	Palo Alto	CA	N/A	501c3	General Operating	5,000
Friends of the Palo Alto Junior Museum and Zoo	35 West Water Street, Suite 201	Santa Monica	CA	N/A	501c3	Campaign for Forests and Freshwater	5,000
Great River Greening	Vineyard Place	Minneapolis	MN	N/A	501c3	Dowling Legacy Champions	15,000
Guthrie Theater	P O Box 634	Hopkins	MN	N/A	501c3	Paws to Celebrate	12,000
Helping Paws	2 Astor Place	New York	NY	N/A	501c3	Saturday Programming	8,000
Hetrick-Martin Institute (HMI)	1450 Chapin Avenue, 2nd Floor	Burlingame	CA	N/A	501c3	General Operating	5,000
InnVision Shelter Network	1919 Santa Monica Blvd, Ste 400	Santa Monica	CA	N/A	501c3	Ebola West Africa	25,000
International Medical Corps	534 Hillsmere Drive	Annapolis	MD	N/A	501c3	10k Annual Fund, 25k Endowment	35,000
Key School, The	160 Fifth Avenue, 8th Floor	Minneapolis	MN	N/A	501c3	General Operating	3,000
MacPhail Center for the Arts	99 Saint Germain Avenue	New York	NY	N/A	501c3	MIA Master Teachers of Science Fellowship Program	25,000
Math for America	99 Saint Germain Avenue	San Francisco	CA	N/A	501c3	The Phoenix Project - SF Mayors' Conference	12,000
Matter of Trust	99 Saint Germain Avenue	San Francisco	CA	N/A	501c3	Organizational Capacity	35,000
Matter of Trust	13675 Arborescent Drive	Chaska	CA	N/A	501c3	Haunted Eeeeko Center	5,000
Minnesota Landscape Arboretum Fdn	3675 Arborescent Drive	Chaska	MN	N/A	501c3	PAWS, Animal Assisted Interactions	7,000
Minnesota Landscape Arboretum Fdn	3675 Arborescent Drive	Chaska	MN	N/A	501c3	Dog Commons Policies	4,000
Minnesota Landscape Arboretum Fdn	3675 Arborescent Drive	Chaska	MN	N/A	501c3	Animal-Assisted Interactions	4,000
Minnesota Landscape Arboretum Fdn	620 North First Street	Minneapolis	MN	N/A	501c3	2014 Nature-Based Therapeutics Conference	3,000
Minnesota Opera	45 East Seventh Street	Minneapolis	MN	N/A	501c3	Minnesota Opera 2013-14 Season	2,000
Minnesota Public Radio	1818 N St NW	Washington	DC	N/A	501c3	General Operating	8,000
National Science and Technology Medals Foundation	1818 N St NW	Washington	DC	N/A	501c3	General Operating	50,000
National Science and Technology Medals Foundation	633 Clark Street	Evansston	IL	N/A	501c3	eMuseum & Website	227,000
Northwestern University	P O Box 1557	Palo Alto	CA	N/A	501c3	Annual Support	10,000
Partners in Education	P O Box 845578	Boston	MA	N/A	501c3	Annual Campaign	30,000
Partners in Health	222 High Street	Palo Alto	CA	N/A	501c3	Health Systems in Haiti	25,000
Peninsula Open Space Trust	649 Mission Street	San Francisco	CA	N/A	non-501c3	General Operating	5,000
Reset Foundation	615 First Avenue Northeast, Suite 125	Minneapolis	MN	N/A	501c3	SF Pilot Campus	2,000
Search Institute	P O Box 992	Carmichael	CA	N/A	501c3	Striving to be Your Best	5,000
Sierra Service Project	2440 West El Camino Real	Mountain View	CA	N/A	501c3	General Operating	1,000
Silicon Valley Community Fdn						SVCFC Holiday Fund	2,000

Organization	Address	City	State	Zip	Phone	Amount	Comments
Solid Ground (formerly East Metro Women's Council)	3521 Century Avenue North	White Bear Lake	MN	501c3		10,000	General Operating
Stanford University	2700 Sand Hill Road	Menlo Park	CA	501c3		2,000	Center for International Security & Cooperation
SustainaFest	3285 Christland Drive	Annapolis	MD	501c3		15,000	Organizational Capacity Building
The Advocates for Human Rights	330 South Second Avenue, Suite 800	Minneapolis	MN	501c3		3,000	General Operating
The History Theatre	30 East Tenth Street	Saint Paul	MN	501c3		5,000	General Operating
Trinity College	300 Summit Street	Hartford	CT	501c3		15,000	Trinity Annual Fund
U S Fund for UNICEF	P O Box 27780	Newark	NJ	501c3		35,000	Ebola in West Africa
University of Colorado	4740 Walnut Street	Boulder	CO	501c3		50,000	Caruthers Endowed Chair Biofrontiers
University of Minnesota	200 Oak Street SE	Minneapolis	MN	501c3		5,000	School of Music
University of Minnesota	200 Oak Street SE	Minneapolis	MN	501c3		15,000	School of Music
University of Minnesota	200 Oak Street SE	Minneapolis	MN	501c3		10,000	College of Education & Human Development
University of Minnesota	200 Oak Street SE	Minneapolis	MN	501c3		60,000	CEHD Global Engagement Scholarship (10k long term)
University of Minnesota	200 Oak Street SE	Minneapolis	MN	501c3		30,000	CEHD Global Engagement Scholarships (8k short term)
University of Minnesota	200 Oak Street SE	Minneapolis	MN	501c3		15,000	School of Music
Volunteers of Legal Service	281 Park Avenue South, 5th Floor	New York	NY	501c3		30,000	Dream Not Deferred Project
Westport Youth Athletic Association	PO Box 1567	Westport	MA	501c3		10,000	WYAA Fields on the Farm
TOTAL CONTRIBUTIONS GIVEN						\$ 1,602,000	

**Rathmann Family Foundation
Form 990-PF, Part IX-A- Summary of Direct Charitable Activities
Year Ended December 31, 2014**

52-1757445

In addition to its grants to various non-profits, the Rathmann Family Foundation (RFF) continued to conduct its charitable activity by supporting work directly in the following two areas:

Land Use and Carbon Sequestration

Since 2005, RFF has been funding studies designed to better understand agricultural land use while helping to devise practices which positively impact the environment. RFF has studied rotational and other grazing practices, weed abatement through livestock grazing preferences, the use of microarray technology to monitor and better understand the source of water contaminants, and the composition and mechanism of action of compost creation and its utility as an organic soil supplement. RFF's work provides a scientific basis that rangeland management practices can increase the capture and storage of carbon from the atmosphere through photosynthetic mechanisms and that a thin, one-time application of compost can change the carbon flow of many agricultural lands for what well-respected scientists in the field believes is thirty or more years. During this time, RFF was integral to the formation of two non-profit organizations; the Marin Carbon Project and most recently the Carbon Cycle Institute. RFF's work continued in this area last year by funding a project in conjunction with Colorado State University and the USDA for the creation of the COMET Planner (see www.comet-planner.com). The Planner serves as an iterative planning tool and decision support system for guiding policy makers while potentially facilitating financial support for adoption of Green House Gas (GHG)-friendly conservation agriculture in California and elsewhere in the U.S. It is currently in use by a number of counties in California for devising shovel-ready plans for AB32 funding.

The Rathmann Innovation Center (and the Rathmann Challenge)

During the past three years, RFF has undergone substantial changes in membership with respect to its Board of Directors. The Rathmann Innovation Center is a "significant involvement grant program" designed to address those changes as the Foundation seeks to: 1) interest and inspire the next generation to develop a passion for philanthropy, 2) leverage RFF's substantial governance, legal, accounting, and operational experience in both for-profit and non-profit settings, and 3) serve the first generation's legacy of entrepreneurial ethos, directed passion and innovative spirit to make a positive difference in the world.

The Rathmann Challenge is the Foundation's first program under this supplemental grant-making platform. The focus for 2015 is the Provisions for Personal Necessities for Preparation in Learning or, simply put, addressing basic needs so children can be fully present and ready to learn in the classroom. The scope and focus of the Challenge was determined by consulting subject matter experts within the education field. Second, an enterprise grade software platform used by many for-profit companies was identified and then tailored to the application process to engage the applicants and reviewers alike. Third, the Rules and Guidelines and Terms and Conditions of the Challenge were crafted to facilitate transparency and protect all involved. Fourth, a thoughtful, value-added grant application was devised to not only ascertain important historical context and participant credentials but also challenge the applicants to focus on past assessments and future indicators of success. Fifth, the messaging and public interface for the Challenge were designed around RFF's core principles and ease of use with the websites receiving over 44,000 views. And, finally, the Challenge opportunity was announced in philanthropic and education-based journals where it received nationwide exposure and tens of thousands of views.

There are several additional aspects which make the Challenge unique in the realm of grant-making prize philanthropy and as a grant-making platform in general. The Challenge is a hybrid funding mechanism where the funds are divided between \$100,000 for past accomplishments and \$200,000 for future promise in devising and putting forth an "Even Bigger Idea" (EBI) that will allow past

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successes to achieve scale. Additionally, a peer review process is included such that each finalist is required to constructively critique their fellow finalists – a process which challenges the traditional cloistering and siloing of ideas amongst grant-writers and the institutions they represent. Literature designed to provoke a thoughtful analysis regarding the ultimate goals of the organization or “Endgame” is also distributed during this process to facilitate a thoughtful and constructive communication between the applicants. And lastly, feedback is provided to each of the finalists from the site visits that are conducted and the results of the tax return analysis that is performed. The 2015 Challenge process received universal praise from both the reviewers and the applicant organizations, with many of the latter stating the application itself had prompted productive and never-before held strategic meetings about the future goals of the applicant organization

The Recipient of the Challenge (\$100,000) along with three Honorable Mentions (\$5,000 each) will be announced by November 2, 2015. Over the six months that follow, the Recipient will have an exclusive opportunity to work with RFF to devise a means of scaling operations through its EBI for an additional \$200,000 grant (over two years) to pursue that goal. The Challenge anticipates its role to be significant in assessing and critiquing the EBI through an iterative process wherein RFF's years of experience are brought to bear on the proposed course of action. The hope is to find the best means to extend the reach of the Recipient's past successes to positively impact the maximum number of children possible