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Form **990-PF**Department of the Treasury
Internal Revenue Service**Return of Private Foundation**

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

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

OMB No 1545-0052

2014

Open to Public Inspection

For calendar year 2014 or tax year beginning , 2014, and ending , 20

Name of foundation MITCHELL P. RALES FAMILY FOUNDATION		A Employer identification number 54-1739159
Number and street (or P O box number if mail is not delivered to street address)	Room/suite	B Telephone number (see instructions) (202) 828-0060
2200 PENNSYLVANIA AVENUE, NW, SUITE 800W		
City or town, state or province, country, and ZIP or foreign postal code WASHINGTON, DC 20037		C If exemption application is pending, check here <input type="checkbox"/>
G Check all that apply	Initial return <input type="checkbox"/> Initial return of a former public charity <input type="checkbox"/> Final return <input type="checkbox"/> Amended return <input type="checkbox"/> <input checked="" type="checkbox"/> Address change <input type="checkbox"/> Name change <input type="checkbox"/>	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	I Fair market value of all assets at end of year (from Part II, col (c), line 16) \$ 1,616,791.	E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/>
J Accounting method <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____	(Part I, column (d) must be on cash basis)	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) (see instructions))		(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 (attach schedule)	7,534,113.			
2	Check <input type="checkbox"/> if the foundation is not required to attach Sch B				
3	Interest on savings and temporary cash investments	4.	4.		ATCH 1
4	Dividends and interest from securities	605.	605.		ATCH 2
5a	Gross rents				
b	Net rental income or (loss)				
6a	Net gain or (loss) from sale of assets not on line 10	113,602.			
b	Gross sales price for all assets on line 6a 176,238.				
7	Capital gain net income (from Part IV, line 2)		113,602.		
8	Net short-term capital gain				
9	Income modifications				
10a	Gross sales less returns and allowances				
b	Less Cost of goods sold				
c	Gross profit or (loss) (attach schedule)				
11	Other income (attach schedule) ATCH 3	2,441.	-100.		
12	Total. Add lines 1 through 11	7,650,765.	114,111.		
13	Compensation of officers, directors, trustees, etc.	0			
14	Other employee salaries and wages				
15	Pension plans, employee benefits				
16a	Legal fees (attach schedule) ATCH 4	14,182.			14,182.
b	Accounting fees (attach schedule)				
c	Other professional fees (attach schedule)				
17	Interest ATCH 5	1.	1.		
18	Taxes (attach schedule) (see instructions) [6]	5.	5.		
19	Depreciation (attach schedule) and depletion				
20	Occupancy				
21	Travel, conferences, and meetings				
22	Printing and publications				
23	Other expenses (attach schedule) ATCH 7	2,335.	2,159.		176.
24	Total operating and administrative expenses. Add lines 13 through 23	16,523.	2,165.		14,358.
25	Contributions, gifts, grants paid	8,735,980.			8,735,980.
26	Total expenses and disbursements Add lines 24 and 25	8,752,503.	2,165.	0	8,750,338.
27	Subtract line 26 from line 12				
a	Excess of revenue over expenses and disbursements	-1,101,738.			
b	Net investment income (if negative, enter -0-)		111,946.		
c	Adjusted net income (if negative, enter -0-)				

JSA 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 (See instructions)	Beginning of year	End of year	
			(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1	Cash - non-interest-bearing	1,022,201.	239,007.	239,007.
	2	Savings and temporary cash investments		55,823.	55,823.
	3	Accounts receivable ▶ 28,120.		28,120.	28,120.
		Less allowance for doubtful accounts ▶			
	4	Pledges receivable ▶			
		Less allowance for doubtful accounts ▶			
	5	Grants receivable			
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)			
	7	Other notes and loans receivable (attach schedule) ▶			
		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 (attach schedule)			
	b	Investments - corporate stock (attach schedule) ATCH 8	1,102,171.	1,140,268.	1,140,268.
	c	Investments - corporate bonds (attach schedule)			
	11	Investments - land, buildings, and equipment basis ▶			
	Less accumulated depreciation ▶ (attach schedule)				
12	Investments - mortgage loans				
13	Investments - other (attach schedule) ATCH 9	341,169.	153,573.	153,573.	
14	Land, buildings, and equipment basis ▶				
	Less accumulated depreciation ▶ (attach schedule)				
15	Other assets (describe ▶)				
16	Total assets (to be completed by all filers - see the instructions Also, see page 1, item I)	2,465,541.	1,616,791.	1,616,791.	
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 (attach schedule)			
	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 type="checkbox"/> and complete lines 24 through 26 and lines 30 and 31.				
	24	Unrestricted			
	25	Temporarily restricted			
	26	Permanently restricted			
	Foundations that do not follow SFAS 117, . . . ▶ <input checked="" type="checkbox"/> check here 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	2,465,541.	1,616,791.	
	29	Retained earnings, accumulated income, endowment, or other funds			
	30	Total net assets or fund balances (see instructions)	2,465,541.	1,616,791.	
31	Total liabilities and net assets/fund balances (see instructions)	2,465,541.	1,616,791.		

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	2,465,541.
2	Enter amount from Part I, line 27a	2	-1,101,738.
3	Other increases not included in line 2 (itemize) ▶ ATCH 10	3	252,988.
4	Add lines 1, 2, and 3	4	1,616,791.
5	Decreases not included in line 2 (itemize) ▶	5	
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	1,616,791.

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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** SEE PART IV SCHEDULE

b

c

d

e

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a			
b			
c			
d			
e			

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69

(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	(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
a			
b			
c			
d			
e			

2 Capital gain net income or (net capital loss)

If gain, also enter in Part I, line 7
If (loss), enter -0- in Part I, line 7

2

113,602.

3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6)

If gain, also enter in Part I, line 8, column (c) (see instructions). If (loss), enter -0- in
Part I, line 8

3

0

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	2,775,823.	2,675,189.	1.037618
2012	2,459,376.	3,386,930.	0.726137
2011	1,467,704.	5,145,256.	0.285254
2010	2,639,895.	6,865,609.	0.384510
2009	18,601,640.	14,128,518.	1.316602

2 Total of line 1, column (d)

2

3.750121

3 Average distribution ratio for the 5-year base period - divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years

3

0.750024

4 Enter the net value of noncharitable-use assets for 2014 from Part X, line 5

4

1,813,346.

5 Multiply line 4 by line 3

5

1,360,053.

6 Enter 1% of net investment income (1% of Part I, line 27b)

6

1,119.

7 Add lines 5 and 6

7

1,361,172.

8 Enter qualifying distributions from Part XII, line 4

8

8,750,338.

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

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

1a	Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1 Date of ruling or determination letter _____ (attach copy of letter if necessary - see instructions)		
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input checked="" type="checkbox"/> and enter 1% of Part I, line 27b	1	1,119.
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	
3	Add lines 1 and 2	3	1,119.
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	1,119.
6	Credits/Payments		
a	2014 estimated tax payments and 2013 overpayment credited to 2014	6a	24,439.
b	Exempt foreign organizations - tax withheld at source	6b	
c	Tax paid with application for extension of time to file (Form 8868)	6c	
d	Backup withholding erroneously withheld	6d	
7	Total credits and payments. Add lines 6a through 6d	7	24,439.
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	23,320.
11	Enter the amount of line 10 to be Credited to 2015 estimated tax ▶ 23,320. Refunded ▶	11	

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
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		X
c 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 ▶ \$ 0 (2) On foundation managers ▶ \$ 0		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ▶ \$ 0		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? If "Yes," attach a detailed description of the activities		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?	X	
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) ▶ VA, _____		
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).			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).			X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?		X	
Website address N/A				
14	The books are in care of MICHAEL G. RYAN Telephone no 202-828-0060			
	Located at 2200 PENNSYLVANIA AVE NW SUITE 800W WASHINGTON, DC ZIP+4 20037			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here <input type="checkbox"/> and enter the amount of tax-exempt interest received or accrued during the year 15			
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?	Yes	No	
	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 			

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 type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days). <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? <input type="checkbox"/> 1b		
Organizations relying on a current notice regarding disaster assistance check here <input type="checkbox"/>		
c Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2014? <input type="checkbox"/> 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? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
If "Yes," list the years 		
b Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see instructions) <input type="checkbox"/> 2b		
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here 		
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) <input type="checkbox"/> 3b		
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes? <input type="checkbox"/> 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? <input type="checkbox"/> 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? ☐ 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? ☐ Yes ☒ No

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

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
ATCH 11		0	0	0

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

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

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

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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 (see instructions). If none, enter "NONE."**

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
NONE		0

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

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 FOUNDATION MADE CASH AND NONCASH CONTRIBUTIONS TO PRE-SELECTED CHARITABLE ORGANIZATIONS OF \$8,735,962.	
2	
3	
4	

Part IX-B Summary of Program-Related Investments (see instructions)

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

	Amount
1 NOT APPLICABLE	
2	
All other program-related investments. See instructions.	
3 NONE	
Total. Add lines 1 through 3 ▶	

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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	1,187,711.
b	Average of monthly cash balances	1b	426,840.
c	Fair market value of all other assets (see instructions).	1c	226,409.
d	Total (add lines 1a, b, and c)	1d	1,840,960.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	
2	Acquisition indebtedness applicable to line 1 assets	2	
3	Subtract line 2 from line 1d	3	1,840,960.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions).	4	27,614.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	1,813,346.
6	Minimum investment return. Enter 5% of line 5	6	90,667.

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	90,667.
2a	Tax on investment income for 2014 from Part VI, line 5	2a	1,119.
b	Income tax for 2014. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	1,119.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	89,548.
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	89,548.
6	Deduction from distributable amount (see instructions).	6	
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	89,548.

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	8,750,338.
b	Program-related investments - total from Part IX-B	1b	
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	8,750,338.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b (see instructions)	5	1,119.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	8,749,219.

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

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Part XIII Undistributed Income (see instructions)

	(a) Corpus	(b) Years prior to 2013	(c) 2013	(d) 2014
1 Distributable amount for 2014 from Part XI, line 7				89,548.
2 Undistributed income, if any, as of the end of 2014				
a Enter amount for 2013 only				
b Total for prior years 20 12 , 20 11 , 20 10				
3 Excess distributions carryover, if any, to 2014				
a From 2009	17,920,933.			
b From 2010	2,297,119.			
c From 2011	1,210,441.			
d From 2012	2,290,853.			
e From 2013	2,685,488.			
f Total of lines 3a through e	26,404,834.			
4 Qualifying distributions for 2014 from Part XII, line 4 ▶ \$ 8,750,338				
a Applied to 2013, but not more than line 2a				
b Applied to undistributed income of prior years (Election required - see instructions)				
c Treated as distributions out of corpus (Election required - see instructions)				
d Applied to 2014 distributable amount				89,548.
e Remaining amount distributed out of corpus	8,660,790.			
5 Excess distributions carryover applied to 2014 (If an amount appears in column (d), the same amount must be shown in column (a))				
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	35,065,624.			
b Prior years' undistributed income Subtract line 4b from line 2b				
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				
d Subtract line 6c from line 6b Taxable amount - see instructions				
e Undistributed income for 2013 Subtract line 4a from line 2a Taxable amount - see instructions				
f Undistributed income for 2014 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2015				
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)				
8 Excess distributions carryover from 2009 not applied on line 5 or line 7 (see instructions)	17,920,933.			
9 Excess distributions carryover to 2015. Subtract lines 7 and 8 from line 6a	17,144,691.			
10 Analysis of line 9				
a Excess from 2010	2,297,119.			
b Excess from 2011	1,210,441.			
c Excess from 2012	2,290,853.			
d Excess from 2013	2,685,488.			
e Excess from 2014	8,660,790.			

Form 990-PF (2014)

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

NOT APPLICABLE

1a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2014, 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)

	Tax year	Prior 3 years			(e) Total
	(a) 2014	(b) 2013	(c) 2012	(d) 2011	
2a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed					
b 85% of line 2a					
c Qualifying distributions from Part XII, line 4 for each year listed					
d Amounts included in line 2c not used directly for active conduct of exempt activities					
e Qualifying distributions made directly for active conduct of exempt activities. Subtract line 2d from line 2c					
3 Complete 3a, b, or c for the alternative test relied upon					
a "Assets" alternative test - enter					
(1) Value of all assets					
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					
b "Endowment" alternative test - enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed					
c "Support" alternative test - enter					
(1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)					
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)					
(3) Largest amount of support from an exempt organization					
(4) Gross investment income					

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))

MITCHELL P. RALES

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 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 ATTACHMENT 13				8,735,980.
Total			3a	8,735,980.
b Approved for future payment ATCH 12				
Total			3b	1,299,458.

Enter gross amounts unless otherwise indicated

Enter gross amounts unless otherwise indicated		Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See instructions)
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount		
1 Program service revenue						
a _____						
b _____						
c _____						
d _____						
e _____						
f _____						
g Fees and contracts from government agencies						
2 Membership dues and assessments						
3 Interest on savings and temporary cash investments			14	4.		
4 Dividends and interest from securities			14	605.		
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	900099	2,541.	14	-100.		
8 Gain or (loss) from sales of assets other than inventory			18	113,602.		
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)		2,541.		114,111.		
13 Total. Add line 12, columns (b), (d), and (e)						

Line No. ▼	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) (See instructions.)
---------------	--

[illegible]

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	No
a Transfers from the reporting foundation to a noncharitable exempt organization of			
(1) Cash	1a(1)		X
(2) Other assets	1a(2)		X
b Other transactions			
(1) Sales of assets to a noncharitable exempt organization	1b(1)		X
(2) Purchases of assets from a noncharitable exempt organization	1b(2)		X
(3) Rental of facilities, equipment, or other assets	1b(3)		X
(4) Reimbursement arrangements	1b(4)		X
(5) Loans or loan guarantees	1b(5)		X
(6) Performance of services or membership or fundraising solicitations	1b(6)		X
c Sharing of facilities, equipment, mailing lists, other assets, or paid employees	1c		X
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			

[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

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.

**Sign
Here**

Signature of officer or trustee: Michael M. Ryan Date: 11/13/15 Title: President

May the IRS discuss this return with the preparer shown below (see instructions)? ☒ Yes ☐ No

**Paid
Preparer
Use Only**

Print/Type preparer's name

TRAVIS L PATTON

Preparer's signature _____

Date	
------	--

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Check <input type="checkbox"/>	self-employed
--------------------------------	---------------

PTIN

P00369623

Firm's name ► PRICEWATERHOUSECOOPERS LLP

Firm's EIN ▶ 13-4008324

Firm's address ► 600 13TH STREET NW, SUITE 1000

20005

Phone no 202-414-1000

Form **990-PF** (2014)

FORM 990-PF - PART IV

CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
171.		GAIN ON WYETH PROPERTY TYPE: SECURITIES				P	VARIOUS 171.	VARIOUS
129.		GAIN ON MOTOROLA INC. PROPERTY TYPE: SECURITIES				P	VARIOUS 129.	VARIOUS
171.		GAIN ON WACHOVIA PROPERTY TYPE: SECURITIES				P	VARIOUS 171.	VARIOUS
78.		GAIN ON BROADCOM CORP PROPERTY TYPE: SECURITIES				P	VARIOUS 78.	VARIOUS
69.		GAIN ON CITIGROUP INC. PROPERTY TYPE: SECURITIES				P	VARIOUS 69.	VARIOUS
297.		GAIN ON COUNTRYWIDE FINANCIAL CORP				P	VARIOUS 297.	VARIOUS
33.		GAIN ON MOTOROLA, INC. PROPERTY TYPE: SECURITIES				P	VARIOUS 33.	VARIOUS
297.		GAIN ON DELL INC. PROPERTY TYPE: SECURITIES				P	VARIOUS 297.	VARIOUS
2,394.		GAIN ON AIG PROPERTY TYPE: SECURITIES				P	VARIOUS 2,394.	VARIOUS
692.		GAIN ON FANNIE MAE PROPERTY TYPE: SECURITIES				P	VARIOUS 692.	VARIOUS
64.		FROM K-1 - ACCOLADE PARTNERS LP PROPERTY TYPE: SECURITIES				P	VARIOUS 64.	VARIOUS
1,385.		FROM K-1 - ACCOLADE PARTNERS LP PROPERTY TYPE: SECURITIES				P	VARIOUS 1,385.	VARIOUS

FORM 990-PF - PART IV**CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME**

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
170,458.		SALE OF 76,160 UNITS OF JUST SALAD LLC PROPERTY TYPE: OTHER 62,636.				P	VARIOUS 107,822.	12/01/2014
TOTAL GAIN(LOSS)							<u>113,602.</u>	

ATTACHMENT 1FORM 990PF, PART I - INTEREST ON TEMPORARY CASH INVESTMENTS

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>
INTEREST INCOME - GOLDMAN SACHS	4.	4.
TOTAL	<u>4.</u>	<u>4.</u>

ATTACHMENT 2FORM 990PF, PART I - DIVIDENDS AND INTEREST FROM SECURITIES

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>
FROM K-1 - ACCOLADE PARTNERS LP	313.	313.
FROM K-1 - ACCOLADE PARTNERS LP	231.	231.
FROM K-1 - JUST SALAD LLC	24.	24.
MORGAN STANLEY SMITH BARNEY	37.	37.
TOTAL	<u>605.</u>	<u>605.</u>

ATTACHMENT 3

FORM 990PF, PART I - OTHER INCOME

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
PARTNERSHIP INCOME-ACCOLADE PARTNERS LP	841.	-100.
PARTNERSHIP INCOME-JUST SALAD LLC	1,600.	
TOTALS	<u>2,441.</u>	<u>-100.</u>

ATTACHMENT 4FORM 990PF, PART I - LEGAL FEES

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>	<u>ADJUSTED NET INCOME</u>	<u>CHARITABLE PURPOSES</u>
HOGAN LOVELLS US LLP	14,182.			14,182.
TOTALS	<u>14,182.</u>			<u>14,182.</u>

ATTACHMENT 5FORM 990PF, PART I - INTEREST EXPENSE

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>
INTEREST EXPENSE	1.	1.
TOTALS	<u>1.</u>	<u>1.</u>

ATTACHMENT 6FORM 990PF, PART I - TAXES

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>
FOREIGN TAX	5.	5.
TOTALS	<u>5.</u>	<u>5.</u>

ATTACHMENT 7FORM 990PF, PART I - OTHER EXPENSES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	CHARITABLE PURPOSES
PORTFOLIO DEDUCTIONS	1,984.	1,984.	
OTHER EXPENSE	351.	175.	176.
TOTALS	<u>2,335.</u>	<u>2,159.</u>	<u>176.</u>

ATTACHMENT 8FORM 990PF, PART II - CORPORATE STOCK

<u>DESCRIPTION</u>	<u>ENDING BOOK VALUE</u>	<u>ENDING FMV</u>
GOLDMAN DISTRESSED FUND	956,043.	956,043.
DUNE CAPITAL LTD	80,597.	80,597.
NET RETURN FUND LTD	103,628.	103,628.
TOTALS	<u>1,140,268.</u>	<u>1,140,268.</u>

FORM 990PF, PART II - OTHER INVESTMENTSATTACHMENT 9

<u>DESCRIPTION</u>	<u>ENDING BOOK VALUE</u>	<u>ENDING FMV</u>
ACCOLADE PARTNERS LP	122,318.	122,318.
JUST SALAD LLC	31,255.	31,255.
TOTALS	<u>153,573.</u>	<u>153,573.</u>

ATTACHMENT 10FORM 990PF, PART III - OTHER INCREASES IN NET WORTH OR FUND BALANCES

<u>DESCRIPTION</u>	<u>AMOUNT</u>
CHANGE IN MARKET VALUE OF INVESTMENTS	239,572.
SCHEDULE M-1S FROM PARTNERSHIPS	13,416.
TOTAL	<u>252,988.</u>

FORM 990PF, PART VIII - LIST OF OFFICERS, DIRECTORS, AND TRUSTEESATTACHMENT 11

<u>NAME AND ADDRESS</u>	<u>TITLE AND AVERAGE HOURS PER WEEK DEVOTED TO POSITION</u>	<u>COMPENSATION</u>	<u>CONTRIBUTIONS TO EMPLOYEE BENEFIT PLANS</u>	<u>EXPENSE ACCT AND OTHER ALLOWANCES</u>
MITCHELL P. RALES 2200 PENNSYLVANIA AVE. NW, STE 800W WASHINGTON, DC 20037	CHAIRMAN/DIRECTOR 1.00	0	0	0
MICHAEL G. RYAN 2200 PENNSYLVANIA AVE. NW, STE 800W WASHINGTON, DC 20037	PRESIDENT 1.00	0	0	0
JOSEPH O. BUNTING, III 2200 PENNSYLVANIA AVE. NW, STE 800W WASHINGTON, DC 20037	VICE PRESIDENT 1.00	0	0	0
TERESA L.C. BALDWIN 2200 PENNSYLVANIA AVE. NW, STE 800W WASHINGTON, DC 20037	SECRETARY/TREASURER 1.00	0	0	0
GRAND TOTALS		0	0	0

MITCHELL P. RALES FAMILY FOUNDATION

54-1739159

FORM 990PF, PART XV - CONTRIBUTIONS APPROVED FOR FUTURE PAYMENT

ATTACHMENT 12

RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR

AND

FOUNDATION STATUS OF RECIPIENT

RECIPIENT NAME AND ADDRESS

AMOUNT

PURPOSE OF GRANT OR CONTRIBUTION

THE JOHNS HOPKINS UNIVERSITY SCHOOL OF MEDICINE

NONE

RESEARCH FUNDING

1,299,458

733 N BROADWAY

PC

BALTIMORE, MD 21205

TOTAL CONTRIBUTIONS APPROVED

1,299,458

Mitchell P. Raes Family Foundation
54-1739159
12/31/14

ATTACHMENT 13

Part XV - 3 (a)
Part I Col (a) - Contributions, Gifts and Grants Paid

<u>Name</u>	<u>Class of Activity or Purpose</u>	<u>Descr of Property</u>	<u>Relationship</u>	<u>Status</u>	<u>Cost or FMV</u>	<u>Date</u>
NATIONAL GALLERY OF ART 2000B SOUTH CLUB DRIVE LANDOVER, MD 20785	SUPPORT THE ARTS	65,714 SHARES OF DANAHER CORPORATION	NONE	PC	5,011,350	1/7/14
THE SEED FOUNDATION 1776 MASSACHUSETTS AVENUE NW WASHINGTON, DC 20036	EDUCATIONAL SUPPORT	26,286 SHARES OF DANAHER CORPORATION	NONE	PC	2,004,570	1/7/14
UNIVERSITY OF MARYLAND 4603 CALVERT ROAD CALVERT PARK, MD 20740	EDUCATIONAL SUPPORT	CASH	NONE	PC	1,000	1/17/14
NATIONAL GALLERY OF ART 2000B SOUTH CLUB DRIVE LANDOVER, MD 20785	SUPPORT THE ARTS	CASH	NONE	PC	30,000	1/20/14
THE FRICK COLLECTION 1 EAST 70TH STREET NEW YORK NY 10021	SUPPORT THE ARTS	CASH	NONE	PC	5,000	2/6/14
HEBREW HOME OF GREATER WASHINGTON 6121 MONTROSE ROAD ROCKVILLE, MD 20852	GENERAL SUPPORT	CASH	NONE	PC	500	2/10/14
BETA THETA PI FOUNDATION 5134 BONHAM ROAD PO BOX 6277 OXFORD, OH 45056	EDUCATIONAL SUPPORT	CASH	NONE	PC	10,000	2/11/14
FIRST BAPTIST CHURCH OF ANNAPOLIS 31 WEST WASHINGTON STREET ANNAPOLIS, MD 21401	RELIGIOUS SUPPORT	CASH	NONE	PC	5,000	3/11/14
JUVENILE DIABETES RESEARCH FOUNDATION 560 SYLVAN AVENUE ENGLEWOOD CLIFFS, NJ 07632	GENERAL SUPPORT	CASH	NONE	PC	5,000	4/3/14
GLEN ECHO PARK PARTNERSHIP FOR ART & CULTURE 7300 MACARTHUR BOULEVARD GLEN ECHO, MD 20812	GENERAL SUPPORT	CASH	NONE	PC	2,500	4/14/14
THE JOHNS HOPKINS UNIVERSITY SCHOOL OF MEDICINE 733 N BROADWAY BALTIMORE, MD 21205	RESEARCH FUNDING	CASH	NONE	PC	700,542	4/24/14

Mitchell P Rales Family Foundation
54-1739159
12/31/14

Part XV - 3 (a)
Part I Col (a) - Contributions, Gifts and Grants Paid

<u>Name</u>	<u>Class of Activity or Purpose</u>	<u>Descr of Property</u>	<u>Relationship</u>	<u>Status</u>	<u>Cost or FMV</u>	<u>Date</u>
SOLOMON R GUGGENHEIM MUSEUM AND FOUNDATION 1071 FIFTH AVENUE NEW YORK, NY 10128	SUPPORT THE ARTS	ARTWORK	NONE	PC	120,000	5/7/14
COLLEGE OF THE ATLANTIC 105 EDEN STREET BAR HARBOR, ME 04609	EDUCATIONAL SUPPORT	CASH	NONE	PC	10,000	6/3/14
FRIENDS OF ACADIA 43 COTTAGE STREET PO BOX 45 BAR HARBOR, ME 04609	GENERAL SUPPORT	CASH	NONE	PC	10,000	6/3/14
MAINE COAST HERITAGE TRUST 1 BOWDOIN MILL ISLAND, SUITE 201 TOPSHAM, ME 04086	GENERAL SUPPORT	CASH	NONE	PC	5,000	6/3/14
MOUNT DESERT ISLAND HOSPITAL 10 WAYMAN LANE PO BOX 8 BAR HARBOR, ME 04609	MEDICAL RESEARCH/GENERAL SUPPORT	CASH	NONE	PC	10,000	6/3/14
MOUNT DESERT LAND & GARDEN PRESERVE PO BOX 208 SEAL HARBOR, ME 04675	GENERAL SUPPORT	CASH	NONE	PC	2,500	6/3/14
MOUNT DESERT FIRE & RESCUE ASSOCIATION PO BOX 814 NORTHEAST HARBOR, ME 04662	GENERAL SUPPORT	CASH	NONE	PC	2,500	6/3/14
MOUNT DESERT POLICE ASSOCIATION 21 SEA STREET PO BOX 248 NORTHEAST HARBOR, ME 04662	GENERAL SUPPORT	CASH	NONE	PC	2,500	6/3/14
NORTHEAST HARBOR LIBRARY PO BOX 279 NORTHEAST HARBOR, ME 04662	GENERAL SUPPORT	CASH	NONE	PC	5,000	6/3/14
THE NEIGHBORHOOD HOUSE PO BOX 332 NORTHEAST HARBOR, ME 04662	GENERAL SUPPORT	CASH	NONE	PC	2,500	6/3/14

Mitchell P. Rales Family Foundation
54-1739159
12/31/14

Part XV - 3 (a)
Part I Col (a) - Contributions, Gifts and Grants Paid

<u>Name</u>	<u>Class of Activity or Purpose</u>	<u>Descr of Property</u>	<u>Relationship</u>	<u>Status</u>	<u>Cost or FMV</u>	<u>Date</u>
DC2024 2200 PENNSYLVANIA AVENUE NW WASHINGTON, DC 20037	GENERAL SUPPORT	CASH	NONE	PC	125,000	7/7/14
MIAMI UNIVERSITY FOUNDATION 725 EAST CHESTNUT STREET OXFORD, OH 45056	EDUCATIONAL SUPPORT	6,300 SHARES OF DANAHER CORPORATION	NONE	PC	493,353	7/8/14
LUPUS THERAPEUTICS 2000 L STREET NW, SUITE 410 WASHINGTON, DC 20036	GENERAL SUPPORT	CASH	NONE	PC	5,000	7/9/14
MIAMI UNIVERSITY FOUNDATION 725 EAST CHESTNUT STREET OXFORD, OH 45056	EDUCATIONAL SUPPORT	CASH	NONE	PC	6,647	7/10/14
VIRGINIA ATHLETICS FOUNDATION PO BOX 400833 CHARLOTTESVILLE, VA 22904	EDUCATIONAL SUPPORT	CASH	NONE	PC	35,000	7/17/14
ALPINE CHILDREN'S CHARITY 748 FOREST DRIVE BARRINGTON, IL 60010	GENERAL SUPPORT	CASH	NONE	PC	1,000	7/28/14
FOUNDATION FOR PRADER-WILLI RESEARCH 5455 WILSHIRE BOULEVARD, SUITE 2020 LOS ANGELES, CA 90036	MEDICAL RESEARCH	CASH	NONE	PC	25,000	7/29/14
UNIVERSITY OF VIRGINIA 400 RAY C. HUNT DRIVE PO BOX 400807 CHARLOTTESVILLE, VA 22904	EDUCATIONAL SUPPORT	CASH	NONE	PC	10,000	8/7/14
GOODWILL OF GREATER WASHINGTON 2200 SOUTH DAKOTA AVENUE, NE WASHINGTON, DC 20018	GENERAL SUPPORT	CASH	NONE	PC	6,000	8/15/14
MOUNT DESERT ISLAND YMCA 21 PARK STREET BAR HARBOR, ME 04609	GENERAL SUPPORT	CASH	NONE	PC	1,000	9/5/14

Mitchell P. Rales Family Foundation
54-1739159
12/31/14

ATTACHMENT 13

Part XV - 3 (a)
Part I Col (a) - Contributions, Gifts and Grants Paid

Name	Class of Activity or Purpose	Descr of Property	Relationship	Status	Cost or FMV	Date
NORTHEAST HARBOR LIBRARY PO BOX 279 NORTHEAST HARBOR, ME 04662	GENERAL SUPPORT	CASH	NONE	PC	7,500	9/26/14
BREAST CANCER MEDICINE SERVICE - MSKCC 1275 YORK AVENUE NEW YORK, NY 10065	MEDICAL RESEARCH/GENERAL SUPPORT	CASH	NONE	PC	75,000	12/9/14
FROM K-1S	TOTAL				18 8,735,980	

Schedule of Contributors

OMB No 1545-0047

2014

▶ Attach to Form 990, Form 990-EZ, or Form 990-PF.

▶ Information about Schedule B (Form 990, 990-EZ, or 990-PF) and its instructions is at www.irs.gov/form990.

Name of the organization

MITCHELL P. RALES FAMILY FOUNDATION

Employer identification number

54-1739159

Organization type (check one)

Filers of:

Section:

Form 990 or 990-EZ

☐ 501(c)() (enter number) organization

☐ 4947(a)(1) nonexempt charitable trust not treated as a private foundation

☐ 527 political organization

Form 990-PF

☒ 501(c)(3) exempt private foundation

☐ 4947(a)(1) nonexempt charitable trust treated as a private foundation

☐ 501(c)(3) taxable private foundation

Check if your organization is covered by the General Rule or a Special Rule.

Note. Only a section 501(c)(7), (8), or (10) organization can check boxes for both the General Rule and a Special Rule. See instructions.

General Rule

- ☒ For an organization filing Form 990, 990-EZ, or 990-PF that received, during the year, contributions totaling \$5,000 or more (in money or property) from any one contributor. Complete Parts I and II. See instructions for determining a contributor's total contributions.

Special Rules

- ☐ For an organization described in section 501(c)(3) filing Form 990 or 990-EZ that met the 33 1/3 % support test of the regulations under sections 509(a)(1) and 170(b)(1)(A)(vi), that checked Schedule A (Form 990 or 990-EZ), Part II, line 13, 16a, or 16b, and that received from any one contributor, during the year, total contributions of the greater of (1) \$5,000 or (2) 2% of the amount on (i) Form 990, Part VIII, line 1h, or (ii) Form 990-EZ, line 1. Complete Parts I and II.
- ☐ For an organization described in section 501(c)(7), (8), or (10) filing Form 990 or 990-EZ that received from any one contributor, during the year, total contributions of more than \$1,000 *exclusively* for religious, charitable, scientific, literary, or educational purposes, or the prevention of cruelty to children or animals. Complete Parts I, II, and III.
- ☐ For an organization described in section 501(c)(7), (8), or (10) filing Form 990 or 990-EZ that received from any one contributor, during the year, contributions *exclusively* for religious, charitable, etc., purposes, but no such contributions totaled more than \$1,000. If this box is checked, enter here the total contributions that were received during the year for an *exclusively* religious, charitable, etc., purpose. Do not complete any of the parts unless the **General Rule** applies to this organization because it received *nonexclusively* religious, charitable, etc., contributions totaling \$5,000 or more during the year ▶ \$ _____

Caution. An organization that is not covered by the General Rule and/or the Special Rules does not file Schedule B (Form 990, 990-EZ, or 990-PF), but it must answer "No" on Part IV, line 2, of its Form 990; or check the box on line H of its Form 990-EZ or on its Form 990-PF, Part I, line 2, to certify that it does not meet the filing requirements of Schedule B (Form 990, 990-EZ, or 990-PF).

Name of organization **MITCHELL P. RALES FAMILY FOUNDATION**Employer identification number
54-1739159**Part I** Contributors (see instructions) Use duplicate copies of Part I if additional space is needed.

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
<u>1</u>	MITCHELL P. RALES 12002 GLEN ROAD POTOMAC, MD 20854	\$ 7,040,760.	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input checked="" type="checkbox"/> (Complete Part II for noncash contributions)
<u>2</u>	MITCHELL P. RALES 12002 GLEN ROAD POTOMAC, MD 20854	\$ 493,353.	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input checked="" type="checkbox"/> (Complete Part II for noncash contributions)
			Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
			Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
			Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
			Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
			Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)

Name of organization MITCHELL P. RALES FAMILY FOUNDATION

Employer identification number

54-1739159

Part II Noncash Property (see instructions) Use duplicate copies of Part II if additional space is needed.

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
1	92,000 SHARES OF DANAHER CORPORATION COMMON STOCK	\$ 7,040,760	01/06/2014
2	6,300 SHARES OF DANAHER CORPORATION COMMON STOCK	\$ 493,353	07/08/2014
		\$	
		\$	
		\$	
		\$	
		\$	
		\$	

Name of organization MITCHELL P. RALES FAMILY FOUNDATION

Employer identification number

54-1739159

Part III Exclusively religious, charitable, etc., contributions to organizations described in section 501(c)(7), (8), or (10) that total more than \$1,000 for the year from any one contributor. Complete columns (a) through (e) and the following line entry. For organizations completing Part III, enter the total of exclusively religious, charitable, etc., contributions of \$1,000 or less for the year. (Enter this information once. See instructions.) ▶ \$ _____

Use duplicate copies of Part III if additional space is needed

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
---	----- ----- -----	----- ----- -----	----- ----- -----
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee
	----- ----- -----	----- ----- -----	
(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
---	----- ----- -----	----- ----- -----	----- ----- -----
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee
	----- ----- -----	----- ----- -----	
(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
---	----- ----- -----	----- ----- -----	----- ----- -----
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee
	----- ----- -----	----- ----- -----	
(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
---	----- ----- -----	----- ----- -----	----- ----- -----
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee
	----- ----- -----	----- ----- -----	