Form **990-PF**

Department of the Treasury Internal Revenue Service

Return of Private Foundation

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

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

▶ 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 and ending

Name of foundation: THE MARION & ROBERT ROSENTHAL FAMILY FOUNDATION

A Employer identification number: 54-1740285

Number and street (or P O box number if mail is not delivered to street address) Room/suite: C/O DONALD BAVELY, 1902 ASSOCIATION DR.

B Telephone number: 703-553-4300

City or town, state or province, country, and ZIP or foreign postal code: RESTON, VA 20191

C If exemption application is pending, check here ▶ [ ]

G Check all that apply: [ ] Initial return [ ] Initial return of a former public charity [ ] Final return [ ] Amended return [ ] Address change [ ] Name change

D 1 Foreign organizations, check here ▶ [ ]

2 Foreign organizations meeting the 85% test, check here and attach computation ▶ [ ]

H Check type of organization: [X] Section 501(c)(3) exempt private foundation [ ] Section 4947(a)(1) nonexempt charitable trust [ ] Other taxable private foundation

E If private foundation status was terminated under section 507(b)(1)(A), check here ▶ [ ]

I Fair market value of all assets at end of year (from Part II, col (c), line 16) ▶ $ 7,084,542

J Accounting method: [X] Cash [ ] Accrual [ ] 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 ▶ [ ]

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)
Revenue	1 Contributions, gifts, grants, etc., received	500,053.		N/A	
	2 Check ▶ [ ] if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments				
	4 Dividends and interest from securities	123,298	108,916		STATEMENT 1
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	421,764.			
	b Gross sales price for all assets on line 6a 2,857,341				
	7 Capital gain net income (from Part IV, line 2)		421,764		
	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				
	12 Total. Add lines 1 through 11	1,051,115.	530,680.		
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	36,000.	0.		0.
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees				
	b Accounting fees STMT 2	4,000	0		0.
	c Other professional fees				
	17 Interest				
	18 Taxes STMT 3	125,004	0		0
	19 Depreciation and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses STMT 4	35,104	32,012		0.
	24 Total operating and administrative expenses. Add lines 13 through 23	200,108	32,012.		0.
	25 Contributions, gifts, grants paid	1,639,826			1,639,826
	26 Total expenses and disbursements. Add lines 24 and 25	1,839,934.	32,012		1,639,826
	27 Subtract line 26 from line 12:				
	a Excess of revenue over expenses and disbursements	-788,819.			
	b Net investment income (if negative, enter -0-)		498,668		
	c Adjusted net income (if negative, enter -0-)			N/A	

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Process Return.

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THE MARION & ROBERT ROSENTHAL FAMILY FOUNDATION

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	130,568.	185,114	185,114.
2	Savings and temporary cash investments	2,422,843.	566,268	566,268
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 5	2,310,259.	1,292,285.	1,306,602.
b	Investments - corporate stock STMT 6	1,456,958.	2,418,797.	3,318,284
c	Investments - corporate bonds STMT 7	153,405	925,816.	930,791.
11	Investments - land, buildings, and equipment basis ▶			
	Less accumulated depreciation ▶			
12	Investments - mortgage loans			
13	Investments - other STMT 8	596,075.	777,483	777,483.
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)	7,170,108	6,165,793	7,084,542
Liabilities 17	Accounts payable and accrued expenses			
18	Grants payable			
19	Deferred revenue			
20	Loans from officers, directors, trustees, and other disqualified persons			
21	Mortgages and other notes payable			
22	Other liabilities (describe ▶)			
23	Total liabilities (add lines 17 through 22)	0	0.	
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ▶ [ ] 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, check here ▶ [X] and complete lines 27 through 31			
27	Capital stock, trust principal, or current funds	0.	0	
28	Paid-in or capital surplus, or land, bldg., and equipment fund	0	0.	
29	Retained earnings, accumulated income, endowment, or other funds	7,170,108	6,165,793.	
30	Total net assets or fund balances	7,170,108	6,165,793.	
31	Total liabilities and net assets/fund balances	7,170,108	6,165,793.	

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	7,170,108
2	Enter amount from Part I, line 27a	2	-788,819
3	Other increases not included in line 2 (itemize) ▶	3	0
4	Add lines 1, 2, and 3	4	6,381,289
5	Decreases not included in line 2 (itemize) ▶ COST BASIS ADJUSTMENT ON INVESTMENTS	5	215,496
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	6,165,793.

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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			
b SEE ATTACHED STATEMENTS			
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	2,857,341.		2,435,577.	421,764.

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				421,764.

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 } 2 421,764.

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	1,908,100.	8,408,699.	.226920
2012	1,527,302.	4,714,612.	.323951
2011	1,265,202.	3,418,140.	.370143
2010	940,985.	4,261,739.	.220798
2009	777,383.	3,908,841.	.198878

2 Total of line 1, column (d)	2	1.340690
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	.268138
4 Enter the net value of noncharitable-use assets for 2014 from Part X, line 5	4	7,024,161.
5 Multiply line 4 by line 3	5	1,883,444.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	4,987.
7 Add lines 5 and 6	7	1,888,431.
8 Enter qualifying distributions from Part XII, line 4	8	1,659,826.

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.

THE MARION & ROBERT ROSENTHAL FAMILY

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

1a Exempt operating foundations described in section 4940(d)(2), check here ▶ ☐ and enter "N/A" on line 1. Date of ruling or determination letter: (attach copy of letter if necessary-see instructions)			
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here ▶ ☐ and enter 1% of Part I, line 27b		1	9,973.
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	9,973
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	9,973
6 Credits/Payments:			
a 2014 estimated tax payments and 2013 overpayment credited to 2014	6a 16,571		
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	16,571.
8 Enter any penalty for underpayment of estimated tax. Check here ☒ 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	6,598.
11 Enter the amount of line 10 to be: Credited to 2015 estimated tax ▶ 6,598 Refunded ▶		11	0

Part VII-A | Statements Regarding Activities

		Yes	No
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	1a		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.*	1b		X
c Did the foundation file Form 1120-POL for this year?	1c		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.*	2		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*	3		X
4a Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a		X
b If "Yes," has it filed a tax return on Form 990-T for this year? N/A	4b		
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? *If "Yes," attach the statement required by General Instruction T.*	5		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?	6	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*	7	X	
8a Enter the states to which the foundation reports or with which it is registered (see instructions) ▶ VA, DE			
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*	8b	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*	9		X
10 Did any persons become substantial contributors during the tax year? *If "Yes," attach a schedule listing their names and addresses* STMT 9	10	X	

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Part VII-A Statements Regarding Activities (continued)

			Yes	No
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?	13	X	

Website address ▶ N/A

14 The books are in care of ▶ DONALD BAVELY Telephone no ▶ 703-553-4300

Located at ▶ 1902 ASSOCIATION DRIVE, RESTON, VA ZIP+4 ▶ 20191

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

			Yes	No
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?	16		X
	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?	☐ Yes ☒ No			
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	☐ Yes ☒ No			
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?	☐ Yes ☒ No			
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	☒ Yes ☐ 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)?	☐ Yes ☒ 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.)	☐ Yes ☒ 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)?		1b		X
	Organizations relying on a current notice regarding disaster assistance check here	▶ ☐			
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?	☐ Yes ☒ 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.)	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?	☐ Yes ☒ 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)? N/A | 5b |

Organizations relying on a current notice regarding disaster assistance check here ▶ ☐

c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? N/A ☐ Yes ☐ No

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

6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract? ☐ Yes ☒ No

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? | 6b | X

If "Yes" to 6b, file Form 8870.

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

b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction? N/A | 7b |

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

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

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
SEE STATEMENT 10		36,000.	0.	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
NONE		

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 N/A	
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	5,420,538
b	Average of monthly cash balances	1b	1,162,331.
c	Fair market value of all other assets	1c	548,259.
d	Total (add lines 1a, b, and c)	1d	7,131,128.
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	7,131,128.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	106,967
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	7,024,161
6	Minimum investment return. Enter 5% of line 5	6	351,208

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	351,208
2a	Tax on investment income for 2011 from Part VI, line 5 — 2a: 9,973		
b	Income tax for 2011. (This does not include the tax from Part VI.) — 2b:		
c	Add lines 2a and 2b	2c	9,973.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	341,235
4	Recoveries of amounts treated as qualifying distributions	4	0
5	Add lines 3 and 4	5	341,235.
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	341,235.

Part XII Qualifying Distributions (see instructions)

1	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes:		
a	Expenses, contributions, gifts, etc. - total from Part I, column (d), line 26	1a	1,639,826.
b	Program-related investments - total from Part IX-B	1b	0
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	1,639,826.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b	5	0
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	1,639,826.

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				341,235
2 Undistributed income, if any, as of the end of 2014				
a Enter amount for 2013 only			0	
b Total for prior years:		0		
3 Excess distributions carryover, if any, to 2014:				
a From 2009 — 584,719				
b From 2010 — 727,960.				
c From 2011 — 1,108,941.				
d From 2012 — 1,305,979.				
e From 2013 — 1,604,797.				
f Total of lines 3a through e	5,332,396.			
4 Qualifying distributions for 2014 from Part XII, line 4: ▶ $ 1,639,826.				
a Applied to 2013, but not more than line 2a			0	
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				341,235
e Remaining amount distributed out of corpus	1,298,591.			
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:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	6,630,987			
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				0
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	584,719			
9 Excess distributions carryover to 2015. Subtract lines 7 and 8 from line 6a	6,046,268			
10 Analysis of line 9:				
a Excess from 2010 — 727,960				
b Excess from 2011 — 1,108,941.				
c Excess from 2012 — 1,305,979				
d Excess from 2013 — 1,604,797				
e Excess from 2014 — 1,298,591				

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

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

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

1 **Information Regarding Foundation Managers:**

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

NONE

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

NONE

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

Check here ▶ [X] 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:

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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				
ADAS ISRAEL CONGREGATION 2850 QUEBEC STREET NW WASHINGTON, DC 20008	NONE	PUBLIC CHARITY	CONTRIBUTION	100,000.
ANTI-DEFAMATION LEAGUE 1100 CONNECTICUT AVENUE N W #1020 WASHINGTON, DC 20036	NONE	PUBLIC CHARITY	CONTRIBUTION	10,000.
CHILDREN S NATIONAL MEDICAL CENTER 111 MICHIGAN AVENUE N W WASHINGTON, DC 20010	NONE	PUBLIC CHARITY	CHILDREN S BALL AND PLEDGE 3 OF 4	250,000.
EGA[illegible] MAJ TIME INSTITUTE P O BOX 2923 [illegible] MA [illegible]	NONE	PUBLIC CHARITY	CONTRIBUTION	25,000.
EISENHOWER MEDICAL CENTER FOUNDATION 39000 BOB HOPE DRIVE RANCHO MIRAGE, CA 92270	NONE	PUBLIC CHARITY	ANNUAL CONTRIBUTION	20,000.
Total SEE CONTINUATION SHEET(S)			▶ 3a	[illegible],639,826.
b Approved for future payment				
NONE				
Total			▶ 3b	

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Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.	Unrelated business income (a) Business code	(b) Amount	Excluded by section 512, 513, or 514 (c) Exclusion code	(d) Amount	(e) Related or exempt function income
1 Program service revenue:					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments					
4 Dividends and interest from securities			14	129,298.	
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					
8 Gain or (loss) from sales of assets other than inventory			14	421,764.	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue:					
a					
b					
c					
d					
e					
12 Subtotal. Add columns (b), (d), and (e)		0.		551,062.	0.
13 Total. Add line 12, columns (b), (d), and (e)				13	551,062.

(See worksheet in line 13 instructions to verify calculations.)

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

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).
4	EXEMPT FUNCTION INCOME IS FEDERAL TAX-EXEMPT INCOME ONLY

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

			Yes	No
1	Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?			
a	Transfers from the reporting foundation to a noncharitable exempt organization of:			
	(1) Cash	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.

(a) Line no	(b) Amount involved	(c) Name of noncharitable exempt organization	(d) Description of transfers, transactions, and sharing arrangements
		N/A	

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.

CLIENT COPY

Signature of officer or trustee: [signature] Date: 11/3/15 Title: FOUNDATION MANAGER

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

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check ☐ if self-employed	PTIN
JEREMY DAVIS				P00403930

Firm's name ▶ RSM US LLP — Firm's EIN ▶ 42-0714325

Firm's address ▶ 5291 CORPORATE DR #100 FREDERICK, MD 21703 — Phone no. 301-712-9600

Form 990-PF (2014)

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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	RECOVERY FROM MADOFF INVESTMENT	P	12/31/07	12/31/14
b	SAN FRAN CA PUB UTIL BLD AMERICA - 300000 SHARES	P	09/26/13	06/25/14
c	BAXTER INTERNATIONAL - 94 SHARES	P	03/18/14	06/19/14
d	CATERPILLAR TRACTOR - 94 SHARES	P	07/23/13	06/19/14
e	MOSAIC CO - 40 SHARES	P	08/29/13	06/19/14
f	CATERPILLAR TRACTOR - 481 SHARES	P	07/23/13	06/25/14
g	MOSAIC CO - 1460 SHARES	P	08/29/13	06/25/14
h	BAXTER INTERNATIONAL - 706 SHARES	P	03/18/14	06/25/14
i	TRANSOCEAN LTD - 1500 SHARES	P	04/22/14	11/10/14
j	FREEPORT-MCMORAN INC - 2500 SHARES	P	03/18/14	12/26/14
k	UBIQUITI NETWORKS - 500 SHARES	P	11/13/14	12/26/14
l	NEW YORK NY SER F2 - 115000 SHARES	P	12/18/03	01/21/14
m	TENN HSG DEV AGY -HOMEOWNERSHIP - 5000 SHARES	P	06/06/07	04/01/14
n	FEDERAL HOME LOAN BANK - 300000 SHARES	P	01/30/14	04/30/14
o	ATLANTA GA ARPT REVENUE - 150000 SHARES	P	06/10/04	07/01/14

	(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	59,721			59,721.
b	328,845		325,355.	3,490
c	6,946		6,341.	605.
d	10,078		8,134	1,944.
e	2,011		1,712	299.
f	51,702.		41,620	10,082
g	73,291.		62,475.	10,816.
h	51,883		47,628	4,255
i	43,619		60,914.	-17,295
j	59,352		74,431	-15,079
k	15,630		14,732.	898
l	115,000		115,000	0.
m	5,000.		4,912	88
n	300,000.		300,000	0.
o	150,000.		150,000.	0.

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) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
a				59,721
b				3,490
c				605.
d				1,944
e				299
f				10,082
g				10,816.
h				4,255
i				-17,295
j				-15,079.
k				898
l				0
m				88
n				0
o				0

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

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

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THE MARION & ROBERT ROSENTHAL FAMILY FOUNDATION — CONTINUATION FOR 990 PF, PART IV — 54-1740285 — PAGE 2 OF 2

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	TENN HSG DEV AGY -HOMEOWNERSHIP - 5000 SHARES	P	06/06/07	06/02/14
b	LYONDELL BASELL INDUSTRIES - 975 SHARES	P	05/15/13	09/11/14
c	SALES TAX ASSET RECEIVABLES - 750000 SHARES	P	11/01/04	10/15/14
d	ROSWELL GA HSG AUTH MULITFAMILY REV 100000 SHAR	P	08/22/94	10/16/14
e	BB&T - 6800 SHARES	P	08/25/11	11/10/14
f	QUALCOMM INC - 925 SHARES	P	05/15/13	11/10/14
g	TENN HSG DEV AGY -HOMEOWNERSHIP - 5000 SHARES	P	06/06/07	12/01/14
h	SAUL CENTERS INC - 1600 SHARES	P	02/01/07	12/12/14
i	APPLE INC - 689 SHARES	P	03/15/13	12/26/14
j	CHECKPOINT SOFTWARE 250 SHARES	P	05/15/13	12/26/14
k	DEUTSCHE BANK PRIVATE EQUITY K-1	P	02/28/07	12/31/14
l	DEUTSCHE BANK PRIVATE EQUITY K-1	P	02/28/07	12/31/14
m				
n				
o				

	(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	5,000		4,912.	88.
b	110,190		59,127.	51,063
c	750,000		750,000	0
d	100,000		100,000	0.
e	260,627.		147,349	113,278
f	64,407.		59,700	4,707.
g	5,000		4,912	88
h	10,649.		40,000	649
i	77,814		44,237.	33,577.
j	20,022.		12,086.	7,936.
k	4,875.			4,875
l	145,679			145,679.
m				
n				
o				

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) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than -0-)
a			88
b			51,063
c			0
d			0.
e			113,278
f			4,707
g			88
h			649.
i			33,577.
j			7,936.
k			4,875.
l			145,679
m			
n			
o			

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 — 421,764.

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

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Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

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
FRIENDS OF NANTUCKET HISTORICAL ASSOCIATION P O BOX 1016 NANTUCKET, MA 02554	NONE	PUBLIC CHARITY	ANNUAL CONTRIBUTION	2,000.
[illegible] GREATER WASHINGTON 512 [illegible] ROAD ROCKVILLE, MD 2085[illegible]	NONE	PUBLIC CHARITY	ANNUAL CONTRIBUTION	5,000.
JOHNS HOPKINS UNIVERSITY 3400 N CHARLES STREET BALTIMORE, MD 21218-2695	NONE	PUBLIC CHARITY	PLEDGE 3 OF 4	500,000.
LIFE WITH CANCER 8411 PENNELL STREET FAIRFAX, VA 2203[illegible]	NONE	PUBLIC CHARITY	HISAORA GALA CONTRIBUTION	10,000.
MCCALLUM THEATRE FOUNDATION INC 73000 FRED WARING DR PALM DESERT, CA 92260	NONE	PUBLIC CHARITY	CONTRIBUTION	25,000.
NANTUCKET COTTAGE HOSPITAL 57 PROSPECT STREET NANTUCKET, MA 02554	NONE	PUBLIC CHARITY	ANNUAL CONTRIBUTION	100,000.
NANTUCKET DREAMLAND FOUNDATION 17 SOUTH WATER STREET NANTUCKET, MA 02554-3654	NONE	PUBLIC CHARITY	CONTRIBUTION	15,000.
NANTUCKET HISTORICAL ASSOCIATION 15 BROAD STREET NANTUCKET, MA 02554	NONE	PUBLIC CHARITY	ANNUAL CONTRIBUTION	1,000.
OPEN SPACE INSTITUTE INC 1350 BROADWAY [illegible] NEW YORK, NY 1[illegible]	NONE	PUBLIC CHARITY	CONTRIBUTION	25,000.
SANKATY HEAD FOUNDATION AND CAMP P O BOX 975 NANTUCKET, MA 02554	NONE	PUBLIC CHARITY	ANNUAL CONTRIBUTION & CADDIE CAMP	20,000.
Total from continuation sheets				[illegible]34,82[illegible].

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THE MARION & ROBERT ROSENTHAL FAMILY FOUNDATION 54-1740285

Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

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
SUSAN G KOMEN BREAST CANCER FOUNDATION INC 5005 LBJ FREEWAY SUITE 250 DALLAS, TX 75244	NONE	PUBLIC CHARITY	ANNUAL CONTRIBUTION	25,000.
TEMPLE UNIVERSITY 1801 NORTH BROAD STREET PHILADELPHIA, PA 19122	NONE	PUBLIC CHARITY	PLEDGE 2 OF 5	200,000.
THE JOHN F KENNEDY CENTER FOR THE PERFORMING ARTS 2700 F STREET NW WASHINGTON, DC 20566	NONE	PUBLIC CHARITY	PLEDGE AND GALA CONTRIBUTION	136,000.
THE LONGEVITY FOUNDATION 218 SOUTH WABASH AVENUE #240 CHICAGO, IL 60604	NONE	PUBLIC CHARITY	CONTRIBUTION	10,000.
THE PHILLIPS COLLECTION 1600 21ST STREET NW WASHINGTON, DC 20009	NONE	PUBLIC CHARITY	3RD PAYMENT OF 4 YEAR PLEDGE	50,000.
THE VIRGINIA COLLEGE FUND 3122 W MARSHALL STREET RICHMOND, VA 23230	NONE	PUBLIC CHARITY	ANNUAL CONTRIBUTION	5,000.
THE WASHINGTON BALLET 3515 WISCONSIN AVENUE NW WASHINGTON, DC 20016	NONE	PUBLIC CHARITY	ANNUAL CONTRIBUTION	25,000.
UNITED STATES DEPARTMENT OF STATE 2201 C STREET NW WASHINGTON, DC 20520	NONE	PUBLIC CHARITY	ANNUAL CONTRIBUTION	10,000
US AGAINST ALZHEIMER'S NETWORK 1101 14TH STREET NW SUITE 40 WASHINGTON, DC 20005	NONE	PUBLIC CHARITY	ANNUAL CONTRIBUTION	25,000.
WASHINGTON HEBREW CONGREGATION 3935 MACOMB STREET NW WASHINGTON, DC 20016	NONE	PUBLIC CHARITY	ANNUAL CONTRIBUTION	1,826.
Total from continuation sheets				

Schedule B
(Form 990, 990-EZ, or 990-PF)
Department of the Treasury
Internal Revenue Service

Schedule of Contributors

▶ 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.

OMB No 1545-0047

2014

Name of the organization: THE MARION & ROBERT ROSENTHAL FAMILY FOUNDATION

Employer identification number: 54-1740285

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	[X] 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

[X] 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 for 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
THE MARION & ROBERT ROSENTHAL FAMILY FOUNDATION

Employer identification number
54-1740285

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
1	ROBERT ROSENTHAL 1902 ASSOCIATION DRIVE RESTON, VA 20191	$ 500,053.	Person [ ] Payroll [ ] Noncash [X] (Complete Part II for noncash contributions)
		$	Person [ ] Payroll [ ] Noncash [ ] (Complete Part II for noncash contributions)
		$	Person [ ] Payroll [ ] Noncash [ ] (Complete Part II for noncash contributions)
		$	Person [ ] Payroll [ ] Noncash [ ] (Complete Part II for noncash contributions)
		$	Person [ ] Payroll [ ] Noncash [ ] (Complete Part II for noncash contributions)
		$	Person [ ] Payroll [ ] Noncash [ ] (Complete Part II for noncash contributions)

Name of organization

THE MARION & ROBERT ROSENTHAL FAMILY FOUNDATION

Employer identification number

54-1740285

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	4439 SHARES OF APPLE STOCK	$ 500,053	12/19/14

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		$	

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		$	

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		$	

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		$	

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		$	

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Name of organization: THE MARION & ROBERT ROSENTHAL FAMILY FOUNDATION

Employer identification number: 54-1740285

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 info. once.) ▶ $

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

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FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 1

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	(A) REVENUE PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME
BRANCH BANKING AND TRUST CO #1766	115,842.	0	115,842	95,460	
DEUTSCHE BANK ALEX BROWN	38	0	38	38	
DEUTSCHE BANK PRIVATE EQUITY GLOBAL SELECT FUND	13,418	0	13,418	13,418	
TO PART I, LINE 4	129,298	0.	129,298.	108,916.	

FORM 990-PF ACCOUNTING FEES STATEMENT 2

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ACCOUNTING FEES	4,000.	0.		0.
TO FORM 990-PF, PG 1, LN 16B	4,000	0.		0.

FORM 990-PF TAXES STATEMENT 3

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
TAX PAYMENTS	125,000	0		0
FOREIGN TAX	4	0.		0.
TO FORM 990-PF, PG 1, LN 18	125,004	0		0

FORM 990-PF	OTHER EXPENSES			STATEMENT 4
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
BB&T INVESTMENT FEES	19,846	16,809.		0.
DEUTSCHE BANK PRIVATE EQUITY K-1	14,854	14,854		0
CT CORPORATION & STATE LICENSE FEES	349.	349		0.
MISCELLANEOUS	55.	0.		0
TO FORM 990-PF, PG 1, LN 23	35,104	32,012		0

FORM 990-PF	U.S. AND STATE/CITY GOVERNMENT OBLIGATIONS			STATEMENT 5
DESCRIPTION	U.S GOV'T	OTHER GOV'T	BOOK VALUE	FAIR MARKET VALUE
US GOVERNMENT OBGLIATIONS	X		539,572	542,481.
STATE AND MUNICIPAL GOVERNMENT OBLIGATIONS		X	752,713	764,121.
TOTAL U.S. GOVERNMENT OBLIGATIONS			539,572.	542,481.
TOTAL STATE AND MUNICIPAL GOVERNMENT OBLIGATIONS			752,713.	764,121
TOTAL TO FORM 990-PF, PART II, LINE 10A			1,292,285.	1,306,602

FORM 990-PF	CORPORATE STOCK	STATEMENT 6
DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
LAS VEGAS SANDS CORP	72,728.	58,160
STARBUCKS CORP	71,353	82 050
TJX COMPANIES	60,200.	68,580
YUM BRANDS INC	65,120	65,565
COLGATE PALMOLIVE COMPANY	68,537	69,190
PROCTOR & GAMBLE	90,610.	91,090
WHOLE FOODS MARKET	64,905	60,504
ANADARK PETE CORP	78,706.	82,500
CALIFORNIA RESOURCES CORP	2,772.	1,983
KINDER MORGAN INC	62,800	84,620.
OCCIDENTAL PETROLEUM CO	76,746	72,549

SCHLUMBERGER LTD	74,122	64,058
BB&T CORP	736,552	1,361,150
GLADSTONE COMMERICAL CORP	61,232	60,095.
AG ENT TECHNOLOGIES	82,632	81,880
CE ENE CORP	59 838	80,539
DANAHER CORP	60,204.	83,567.
APPLE INC	240,770	413 925
UBIQUITI NETWORKS INC	58,926	59,280
CHECKPOINT SOFTWARE TECHNOLOGY COMMON	48,344	78,570.
AMERICAN INTERNATIONAL GROUP	63,748	73,860
ISHARES S&P MIDCAP	159,221	159,670.
CATEPILLER TRACTOR COMPANY	0	0
QUALCOMM INC	0	0
THE MOSAIC CO	0	0.
LYONDELL BASELL INDUSTRIES	0	0
BROOKFIELD INFRASTRUCTURE	59,231.	64,839.
TOTAL TO FORM 990-PF, PART II, LINE 10B	2,118 797	3,318,284.

FORM 990-PF CORPORATE BONDS STATEMENT 7

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
100,000 AMERICAN EXPRESS CENTURION 2% 11/28/2018	100,000.	98,651
150,000 AMERICAN NATL RED CROSS 5 567% 11/15/17	152,934.	165,133.
50 000 BROWN UNIVERSITY 4.57% 09/01/2019	557,809	552,665
10 ,000 KRAFT FOODS GROUP INC 6.125% 08/23/2018	115,103.	114,342
TOTAL TO FORM 990-PF, PART II, LINE 10C	925,840.	930,791

FORM 990-PF OTHER INVESTMENTS STATEMENT 8

DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
PRIVATE EQUITY GLOBAL SELECT FUND IV IV	FMV	527,425	527,425
BROADTSONE NET LEASE INC	FMV	250,058.	250,058
TOTAL TO FORM 990-PF, PART II, LINE 13		777,483	777,483

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FORM 990-PF LIST OF SUBSTANTIAL CONTRIBUTORS STATEMENT 9
PART VII-A, LINE 10

NAME OF CONTRIBUTOR	ADDRESS
ROBERT & MARION ROSENTHAL	1902 ASSOCIATION DRIVE RESTON, VA 20191

FORM 990-PF PART VIII - LIST OF OFFICERS, DIRECTORS STATEMENT 10
TRUSTEES AND FOUNDATION MANAGERS

NAME AND ADDRESS	TITLE AND AVRG HRS/WK	COMPEN-SATION	EMPLOYEE BEN PLAN CONTRIB	EXPENSE ACCOUNT
ROBERT M ROSENTHAL 1902 ASSOCIATION DRIVE RESTON, VA 20191	PRESIDENT/DIRECTOR 1.00	0.	0	0.
MARION ROSENTHAL 1902 ASSOCIATION DRIVE RESTON VA 20191	VICE PRESIDENT/DIRECTOR 1.00	0.	0	0.
JA R. CAPPITZ 1902 ASSOCIATION DRIVE RESTON, VA 20191	VICE PRESIDENT/DIRECTOR 1 00	12,000.	0.	0.
BROOKE R PETERSON 1902 ASSOCIATION DRIVE RESTON, VA 20191	TREASURER/DIRECTOR 1 00	12,000	0	0
NANCY ROSENTHAL 1902 ASSOCIATION DRIVE RESTON, VA 20191	SECRETARY/DIRECTOR 1 00	12,000	0.	0.
TOTALS INCLUDED ON 990-PF, PAGE 6, PART VIII		36,000	0	0