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Form **990-PF**

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

OMB No 1545-0052

2015

Department of the Treasury
Internal Revenue Service

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

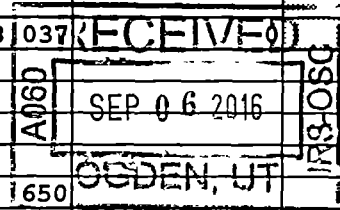
Open to Public Inspection

For calendar year 2015 or tax year beginning **09/01/15**, and ending **08/31/16**

Name of foundation THE CARYL ROTHMAN FOUNDATION		A Employer identification number 20-3773762
Number and street (or P O box number if mail is not delivered to street address) 939 ARTHUR GODFREY ROAD	Room/suite	B Telephone number (see instructions) 954-972-5505
City or town, state or province, country, and ZIP or foreign postal code MIAMI BEACH FL 33140		C If exemption application is pending, check here ▶ <input type="checkbox"/>
G Check all that apply <input type="checkbox"/> Initial return <input checked="" type="checkbox"/> Final return <input type="checkbox"/> Address change <input type="checkbox"/> Initial return of a former public charity <input type="checkbox"/> Amended return <input type="checkbox"/> Name change		D 1. Foreign organizations, check here ▶ <input type="checkbox"/> 2. Foreign organizations meeting the 85% test, check here and attach computation ▶ <input type="checkbox"/>
H Check type of organization <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Other taxable private foundation		E If private foundation status was terminated under section 507(b)(1)(A), check here ▶ <input type="checkbox"/>
I Fair market value of all assets at end of year (from Part II, col. (c), line 16) ▶ \$ 0	J Accounting method <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify)	F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ▶ <input type="checkbox"/>

Part I	Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (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)				
2	Check <input checked="" type="checkbox"/> if the foundation is not required to attach Sch. B				
3	Interest on savings and temporary cash investments				
4	Dividends and interest from securities	8,037	8,037		
5a	Gross rents				
b	Net rental income or (loss)				
6a	Net gain or (loss) from sale of assets not on line 10 Stmt 1	-16,415			
b	Gross sales price for all assets on line 6a 62,413				
7	Capital gain net income (from Part IV, line 2)		0		
8	Net short-term capital gain			0	
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)				
12	Total. Add lines 1 through 11	-8,378	8,037		
13	Compensation of officers, directors, trustees, etc	0			
14	Other employee salaries and wages				
15	Pension plans, employee benefits				
16a	Legal fees (attach schedule)				
b	Accounting fees (attach schedule) Stmt 2	1,300	1,650		
c	Other professional fees (attach schedule)				
17	Interest				
18	Taxes (attach schedule) (see instructions) Stmt 3	104			
19	Depreciation (attach schedule) and depletion				
20	Occupancy				
21	Travel, conferences, and meetings				
22	Printing and publications				
23	Other expenses (att. sch) Stmt 4	1,734	867		
24	Total operating and administrative expenses. Add lines 13 through 23	3,138	1,517	0	0
25	Contributions, gifts, grants paid	32,060			32,060
26	Total expenses and disbursements. Add lines 24 and 25	35,198	1,517	0	32,060
27	Subtract line 26 from line 12				
a	Excess of revenue over expenses and disbursements	-43,576			
b	Net investment income (if negative, enter -0-)		6,520		
c	Adjusted net income (if negative, enter -0-)			0	

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			
	2	Savings and temporary cash investments	57,737		
	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 (attach schedule) (see instructions)			
	7	Other notes and loans receivable (att schedule) ▶ Less: allowance for doubtful accounts ▶	0		
	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) See Stmt 5	2,196		
	c	Investments – corporate bonds (attach schedule) See Stmt 6	219,062		
	11	Investments – land, buildings, and equipment, basis ▶ Less: accumulated depreciation (attach sch) ▶			
	12	Investments – mortgage loans			
	13	Investments – other (attach schedule)			
	14	Land, buildings, and equipment, basis ▶ Less: accumulated depreciation (attach sch) ▶			
15	Other assets (describe ▶ See Statement 7)	146			
16	Total assets (to be completed by all filers – see the instructions. Also, see page 1, item I)	279,141	0	0	
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 ▶ See Statement 8)	416		
	23	Total liabilities (add lines 17 through 22)	416	0	
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here and complete lines 24 through 26 and lines 30 and 31. ▶ <input checked="" type="checkbox"/>				
	24	Unrestricted	278,725		
	25	Temporarily restricted			
	26	Permanently restricted			
	Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. ▶ <input type="checkbox"/>				
	27	Capital stock, trust principal, or current funds			
	28	Paid-in or capital surplus, or land, bldg., and equipment fund			
	29	Retained earnings, accumulated income, endowment, or other funds			
	30	Total net assets or fund balances (see instructions)	278,725	0	
31	Total liabilities and net assets/fund balances (see instructions)	279,141	0		

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	278,725
2	Enter amount from Part I, line 27a	2	-43,576
3	Other increases not included in line 2 (itemize) ▶	3	
4	Add lines 1, 2, and 3	4	235,149
5	Decreases not included in line 2 (itemize) ▶ See Statement 9	5	235,149
6	Total net assets or fund balances at end of year (line 4 minus line 5) – Part II, column (b), line 30	6	0

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 N/A			
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			(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(i) FMV as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
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
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

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))
2014	24,186	249,977	0.096753
2013	15,618	293,793	0.053160
2012	29,246	284,618	0.102755
2011	11,968	254,572	0.047012
2010	14,097	260,637	0.054087

2 Total of line 1, column (d)	2	0.353767
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	0.070753
4 Enter the net value of noncharitable-use assets for 2015 from Part X, line 5	4	149,239
5 Multiply line 4 by line 3	5	10,559
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	65
7 Add lines 5 and 6	7	10,624
8 Enter qualifying distributions from Part XII, line 4 If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate See the Part VI instructions	8	32,060

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	65
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	65
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	65
6	Credits/Payments:		
a	2015 estimated tax payments and 2014 overpayment credited to 2015	6a	
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	
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	65
10	Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	
11	Enter the amount of line 10 to be Credited to 2016 estimated tax <input type="checkbox"/> 0 Refunded <input type="checkbox"/>	11	

Part VII-A Statements Regarding Activities

	Yes	No
1a		X
b		X
c		X
d		
e		
2		X
3		X
4a		X
4b		
5		X
6	X	
7	X	
8a		
b	X	
9		X
10		X

N/A

Part VII-A Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11	Yes	No
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ▶ N/A	13	X	
14	The books are in care of ▶ WAXMAN & WAXMAN P.A. 2001 W SAMPLE RD Located at ▶ POMPANO BEACH FL ZIP+4 ▶ 33064	Telephone no ▶ 954-972-5505		
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			
16	At any time during calendar year 2015, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? See the instructions for exceptions and filing requirements for FinCEN Form 114. If "Yes," enter the name of the foreign country ▶	16	Yes	No
				X

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

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

		Yes	No
1a	During the year did the foundation (either directly or indirectly)		
(1)	Engage in the sale or exchange, or leasing of property with a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(2)	Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(3)	Furnish goods, services, or facilities to (or accept them from) a disqualified person? <input 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)? Organizations relying on a current notice regarding disaster assistance check here N/A <input type="checkbox"/>	1b	
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 2015? N/A	1c	
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 2015, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2015? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No If "Yes," list the years ▶ 20 , 20 , 20 , 20		
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. ▶ 20 , 20 , 20 , 20		
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 2015 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 2015) 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 2015?	4b	X

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

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

(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? 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** Yes No **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 (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
ARNOLD ROTHMAN 6655 ROXBURY LANE MIAMI BEACH FL 33141	TRUSTEE 1.00	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

0

Part VII 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		
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 (see instructions)

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		

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	132,503
b	Average of monthly cash balances	1b	19,009
c	Fair market value of all other assets (see instructions)	1c	0
d	Total (add lines 1a, b, and c)	1d	151,512
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	151,512
4	Cash deemed held for charitable activities. Enter 1½% of line 3 (for greater amount, see instructions)	4	2,273
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	149,239
6	Minimum investment return. Enter 5% of line 5	6	7,462

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	7,462
2a	Tax on investment income for 2015 from Part VI, line 5	2a	65
b	Income tax for 2015 (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	65
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	7,397
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	7,397
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	7,397

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	32,060
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	32,060
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	65
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	31,995

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

Part XIII Undistributed Income (see instructions)

	(a) Corpus	(b) Years prior to 2014	(c) 2014	(d) 2015
1 Distributable amount for 2015 from Part XI, line 7				7,397
2 Undistributed income, if any, as of the end of 2015:				
a Enter amount for 2014 only				
b Total for prior years: 20____, 20____, 20____				
3 Excess distributions carryover, if any, to 2015				
a From 2010				1,194
b From 2011				
c From 2012				15,293
d From 2013				1,115
e From 2014				11,895
f Total of lines 3a through e	29,497			
4 Qualifying distributions for 2015 from Part XII, line 4: ▶ \$ <u>32,060</u>				
a Applied to 2014, 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 2015 distributable amount				7,397
e Remaining amount distributed out of corpus	24,663			
5 Excess distributions carryover applied to 2015 (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	54,160			
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 2014 Subtract line 4a from line 2a. Taxable amount – see instructions				
f Undistributed income for 2015 Subtract lines 4d and 5 from line 1. This amount must be distributed in 2016				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)				
8 Excess distributions carryover from 2010 not applied on line 5 or line 7 (see instructions)	1,194			
9 Excess distributions carryover to 2016. Subtract lines 7 and 8 from line 6a	52,966			
10 Analysis of line 9				
a Excess from 2011				
b Excess from 2012				15,293
c Excess from 2013				1,115
d Excess from 2014				11,895
e Excess from 2015				24,663

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

1a	If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2015, enter the date of the ruling				
b	Check box to indicate whether the foundation is a private operating foundation described in section <input type="checkbox"/> 4942(j)(3) or <input type="checkbox"/> 4942(j)(5)				
2a	Tax year	Prior 3 years			(e) Total
	(a) 2015	(b) 2014	(c) 2013	(d) 2012	
	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).)
N/A
- 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.
N/A
- 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:
N/A
- b** The form in which applications should be submitted and information and materials they should include:
N/A
- c** Any submission deadlines.
N/A
- d** Any restrictions or limitations on awards, such as by geographical areas, charitable fields, kinds of institutions, or other factors:
N/A

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				
MIAMI BEACH KOLLEL	NONE	EXEMPT	CONTRIBUTION	1,500
FRIENDS OF LUBAVITCH	NONE	EXEMPT	CONTRIBUTION	10,000
CHABAD OF NORTH BROWARD	NONE	EXEMPT	CONTRIBUTION	500
TALMUDIC UNIVERSITY	NONE	EXEMPT	CONTRIBUTION	3,700
LUBAVITCH EDUCATION CENTER	NONE	EXEMPT	CONTRIBUTION	360
MT SINAI MED CTR FOUNDATION	NONE	EXEMPT	CONTRIBUTION	15,000
GREATER MIAMI JEWISH FEDERATION	NONE	EXEMPT	CONTRIBUTION	1,000
Total			▶ 3a	32,060
b Approved for future payment N/A				
Total			▶ 3b	

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... a Transfers from the reporting foundation to a noncharitable exempt organization of: (1) Cash, (2) Other assets, b Other transactions: (1) Sales of assets to a noncharitable exempt organization, (2) Purchases of assets from a noncharitable exempt organization, (3) Rental of facilities, equipment, or other assets, (4) Reimbursement arrangements, (5) Loans or loan guarantees, (6) Performance of services or membership or fundraising solicitations, c Sharing of facilities, equipment, mailing lists, other assets, or paid employees, d If the answer to any of the above is "Yes," complete the following schedule.

Table with 3 columns: Question ID, Yes, No. Rows include 1a(1), 1a(2), 1b(1) through 1b(6), and 1c.

Table with 4 columns: (a) Line no, (b) Amount involved, (c) Name of noncharitable exempt organization, (d) Description of transfers, transactions, and sharing arrangements. Content is 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

Table with 3 columns: (a) Name of organization, (b) Type of organization, (c) Description of relationship. Content is 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. Signature of officer or trustee, Date 8-29-16, Title TRUSTEE.

Paid Preparer Use Only Preparer's name: MICHAEL WAXMAN, Preparer's signature, Date: 08/22/16, Firm's name: WAXMAN & WAXMAN, P.A., Firm's address: 2001 W. SAMPLE ROAD, SUITE 404, POMPANO BEACH, FL 33064, PTIN: P01348367, Firm's EIN: 65-0691589, Phone no: 954-972-5505.

Form 990-PF - General Footnote

Description

ON AUGUST 1, 2016, THE FOUNDATION EXECUTED A TRUST MERGER AGREEMENT WHEREBY THE CARYL ROTHMAN FOUNDATION WAS MERGED INTO THE CARYL AND NORMAN ROTHMAN FOUNDATION (TIN 22-6905449) WHICH HAS A NOVEMBER 30 FISCAL YEAR END. A COPY OF THE TRUST MERGER AGREEMENT IS ATTACHED TO THIS TAX RETURN.

THIS FORM 990-PF IS THE FINAL TAX FILING FOR CARYL ROTHMAN FOUNDATION.

Federal Statements

Statement 1 - Form 990-PF, Part I, Line 6a - Sale of Assets

Whom Sold	Description	Date Acquired	Date Sold	How Received	Sale Price	Cost	Expense	Depreciation	Net Gain / Loss
CHESAPEAKE ENERGY		1/07/16	3/15/16	Purchase	\$ 5,000	4,894	\$	\$	106
CHESAPEAKE ENERGY		1/07/16	2/10/16	Purchase	4,310	4,894			-584
CLIFF'S NATURAL RESOURCES		7/23/13	7/11/16	Purchase	4,818	4,864			-46
CLIFF'S NATURAL RESOURCES		7/23/13	3/14/16	Purchase	2,043	4,864			-2,821
NATURAL RESOURCE PARTNERS		4/12/15	5/09/16	Purchase	6,900	9,788			-2,888
US AIRWAYS		10/22/14	2/29/16	Purchase	10,360	10,270			90
ALLY FINANCIAL		9/17/13	12/01/15	Purchase	9,955	9,940			15
ALLY FINANCIAL		9/16/13	12/01/15	Purchase	14,932	15,000			-68
LINN ENERGY		5/15/14	9/28/15	Purchase	2,810	10,395			-7,585
PEABODY ENERGY		5/05/15	9/28/15	Purchase	1,285	3,919			-2,634
Total					\$ 62,413	\$ 78,828	\$ 0	\$ 0	\$ -16,415

Statement 2 - Form 990-PF, Part I, Line 16b - Accounting Fees

Description	Total	Net Investment	Adjusted Net	Charitable Purpose
Indirect Accounting Fees	\$ 1,300	\$ 650	\$	\$
Total	\$ 1,300	\$ 650	\$ 0	\$ 0

Federal Statements

Statement 3 - Form 990-PF, Part I, Line 18 - Taxes

Description	Total	Net Investment	Adjusted Net	Charitable Purpose
990-PF	\$ 104	\$	\$	\$
Total	\$ 104	\$ 0	\$ 0	\$ 0

Statement 4 - Form 990-PF, Part I, Line 23 - Other Expenses

Description	Total	Net Investment	Adjusted Net	Charitable Purpose
Expenses	\$	\$	\$	\$
INVESTMENT ADVISORY FEES	1,734	867		
Total	\$ 1,734	\$ 867	\$ 0	\$ 0

Statement 5 - Form 990-PF, Part II, Line 10b - Corporate Stock Investments

Description	Beginning of Year	End of Year	Basis of Valuation	Fair Market Value
EME REORG TR UNIT	\$ 2,196	\$	Cost	\$
PROSHARES TR SHORT 20+ YR	\$	\$	Cost	\$
Total	\$ 2,196	\$ 0		\$ 0

Statement 6 - Form 990-PF, Part II, Line 10c - Corporate Bond Investments

Description	Beginning of Year	End of Year	Basis of Valuation	Fair Market Value
MASSEY ENERGY 3.25% 8/1/15	\$ 28,318	\$	Cost	\$
PENNEY JC 7.65% 8/15/16	10,116		Cost	
ISTAR FIN 5.85% 3/15/17	10,113		Cost	
ISTAR FIN 7.125% 2/15/18	20,697		Cost	
RRI ENERGY 7.875% 6/15/17	10,236		Cost	

Federal Statements

Statement 6 - Form 990-PF, Part II, Line 10c - Corporate Bond Investments (continued)

Description	Beginning of Year	End of Year	Basis of Valuation	Fair Market Value
TOYS R US PPTY CO II 8.50% 12/1/17	\$ 10,217		Cost	\$
ALPHA NAT RES 9.75% 4/15/18	20,665		Cost	
US AIRWAYS 6.125% 6/1/18	10,327		Cost	
ISTAR FIN 4.875% 7/1/18	9,837		Cost	
ALLY FIN 4.70% 9/15/18	24,940		Cost	
ALLY FIN 4.60% 10/15/18	10,000		Cost	
LINN ENERGY 6.50% 5/15/19	10,403		Cost	
ISTAR FIN 4.00% 11/1/17	19,758		Cost	
CLIFF'S NAT RES 5.95% 1/15/18	9,728		Cost	
NATURAL RES PTRS LP 9.125% 10/1/18	9,788		Cost	
PEABODY ENERGY 6.00% 11/15/18	3,919		Cost	
Total	\$ 219,062	\$ 0		\$ 0

Federal Statements**Statement 7 - Form 990-PF, Part II, Line 15 - Other Assets**

Description	Beginning of Year	End of Year	Fair Market Value
ACCRUED INTEREST PAID, NOT REC'D	\$ 146	\$	\$
Total	\$ 146	\$ 0	\$ 0

Statement 8 - Form 990-PF, Part II, Line 22 - Other Liabilities

Description	Beginning of Year	End of Year
DUE TO NR	\$ 416	\$
Total	\$ 416	\$ 0

Statement 9 - Form 990-PF, Part III, Line 5 - Other Decreases

Description	Amount
TRANSFER TO 501(C)(3) ORG: CARYL AND NORMAN ROTHMAN FOUNDATION	\$ 235,149
Total	\$ 235,149

20-3773762

Federal Statements

FYE: 8/31/2016

Taxable Dividends from Securities

<u>Description</u>	<u>Amount</u>	<u>Unrelated Business Code</u>	<u>Exclusion Code</u>	<u>Postal Code</u>	<u>US Obs (\$ or %)</u>
DIVIDEND INCOME	\$ 1,221				
INTEREST INCOME	7,747				
PREMIUM AMORT-SEC 171 ELECTED	-931				
Total	<u>\$ 8,037</u>				

Trust Merger Agreement

THIS TRUST MERGER AGREEMENT is entered into as of August 1, 2016, by and between ARNOLD ROTHMAN, not individually but solely as Trustee (the "Surviving Trustee"), of the Caryl and Norman Rothman Charitable Foundation (the "Surviving Trust"), and ARNOLD ROTHMAN, not individually but solely as Trustee (the "Merging Trustee") of the Caryl Rothman Foundation (the "Merging Trust").

WITNESSETH:

WHEREAS, the Surviving Trustee is authorized to merge the Surviving Trust with the Merging Trusts pursuant to Section II.B. of the Trust Agreement establishing the Surviving Trust and pursuant to Section 736.0417 of the Florida Trust Code;

WHEREAS, the Merging Trustee is authorized to merge the Merging Trust with the Surviving Trust pursuant to Section II.B. of the Trust Agreement establishing the Merging Trust and pursuant to Section 736.0417 of the Florida Trust Code; and

WHEREAS, the Surviving Trustee and the Merging Trustee have determined that it is in the best interests of the beneficiaries of the Trusts to merge the Merging Trust into the Surviving Trust (the "Merger") on the terms and conditions herein contained in order to create a single trust organized under the laws of the State of Florida.

NOW, THEREFORE, in consideration of the foregoing recitals, which are hereby incorporated by reference into this Agreement and the mutual agreements hereinafter set forth, it is agreed by and among the parties as follows:

1. Merger. The Merging Trust shall be merged with and into the Surviving Trust.
2. Trustee. Following the Merger, the Surviving Trustee shall continue to act as Trustee of the Surviving Trust.
3. Effective Date. Upon the execution of this Trust Merger Agreement by all of the parties hereto, this Merger Agreement shall become effective as of the date shown above.
4. Surviving Trust. The Surviving Trust shall survive the Merger contemplated in this Merger Agreement and shall continue to be governed by the laws of the State of Florida, but the separate existence of the Merging Trust shall cease upon the Effective Date, or as soon thereafter as is reasonably possible.
5. Trust Agreement. The present Trust Agreement establishing the Surviving Trust shall continue to be the Trust Agreement governing the activities of the Surviving Trust following the Effective Date. Immediately following the Merger, the Surviving Trust will continue to be known by its current designation and will use the taxpayer identification number 22-6905449.
6. Transfer of Assets and Liabilities. As of the Effective Date, by virtue of the Merger, and without any further action on the part of the Surviving Trustee or the Merging Trustee, the assets and liabilities of

the Merging Trust shall become part and parcel of the assets and liabilities of the Surviving Trust, and every other interest of the Surviving Trust and of the Merging Trust shall be as effectively the property of the Surviving Trust as they previously were of the Surviving Trust and the Merging Trust, respectively. The Merging Trustee hereby agrees from time to time as and when requested by the Surviving Trustee or by its successors or assigns, to execute and deliver or cause to be executed and delivered all such deeds and instruments and to take or cause to be taken such further or other actions as the Surviving Trustee may deem necessary or desirable in order to vest in, and confirm to, the Surviving Trust, title to and possession of any and all property of such Merging Trust acquired or to be acquired by reason or as a result of the Merger herein provided for and otherwise to carry out all of the intents and purposes hereof. The Merging Trustee and the Surviving Trustee are hereby fully authorized in the name of the Merging Trust and Surviving Trust, respectively, to take any and all such actions on behalf of the respective Trusts. The Surviving Trustee, not individually, but solely as Trustees of the Surviving Trust, assumes and agrees to pay all of the liabilities of the Merging Trust.

7. Representations of the Merging Trustee and the Surviving Trustee. Each of the Merging Trustee and the Surviving Trustee hereby represents and warrants that he is not a party, jointly or severally, to any contract or agreement, the terms of which would be violated or breached by the respective Trusts or Trustees upon execution and consummation of this Trust Merger Agreement, such that this Trust Merger Agreement is enforceable against each of the respective Trusts in accordance with its terms.

8. Survival of Representations. All representations and warranties of the Merging Trustee and of the Surviving Trustee contained in this or any other instrument delivered by or on behalf of any of them are true and correct now, will be true and correct on the Effective Date with the same force and effect as if made on and as of said date, and will survive the Effective throughout the life of the Surviving Trust.

9. Entire Agreement. This Trust Merger Agreement constitutes the entire agreement by and among the parties hereto with respect to the matters contemplated in this instrument. This Trust Merger Agreement supersedes all previous agreements, negotiations and commitments in respect to the matters contemplated in this instrument. This Trust Merger Agreement shall not be changed or modified in any manner, except by mutual consent in a writing of subsequent date signed by the Surviving Trustee and Merging Trustee.

10. Binding Effect. This Trust Merger Agreement shall be binding upon and inure to the benefit of all the parties hereto and their respective successors in interest.

11. Headings. Paragraph headings do not form a part of this Trust Merger Agreement, but are for convenience of reference only and shall not limit or affect in any way the meaning or interpretation of this instrument.

12. Waiver. The failure of any party to enforce any of the provisions of this Trust Merger Agreement shall not waive or limit the right of such party thereafter to strictly enforce such provision, or of the right of such party thereafter to enforce each and every provision of this instrument.

13. Service of Process. The Surviving Trustee hereby agrees that it may be served with process in the State of Florida in any proceeding for the enforcement of any obligation of the Merging Trusts.

14. Counterparts. This Trust Merger Agreement may be executed in counterparts, each of which shall be deemed to constitute an original and all of which shall be deemed to constitute the same instrument.

15. Governing Law. This Trust Merger Agreement shall be governed by and interpreted under the laws of the State of Florida.

IN WITNESS WHEREOF, the parties hereto have caused this Trust Merger Agreement to be executed as of the date first written above.



Arnold Rothman, not individually but solely as Trustee
of the Merging Trust



Arnold Rothman, not individually but solely as Trustee
of the Surviving Trust