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EXTENDED TO NOVEMBER 15, 2017

Return of Private Foundation

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

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

OMB No 1545-0052

2016

Open to Public Inspection

Form 990-PF

Department of the Treasury
Internal Revenue Service

For calendar year 2016 or tax year beginning

, and ending

Name of foundation RATHMANN FAMILY FOUNDATION		A Employer identification number 52-1757445	
Number and street (or P O box number if mail is not delivered to street address) PMB #352, 1290 BAY DALE DRIVE		Room/suite	B Telephone number 844-820-8400
City or town, state or province, country, and ZIP or foreign postal code ARNOLD, MD 21012		C If exemption application is pending, check here <input type="checkbox"/>	
G Check all that apply. <input type="checkbox"/> Initial return <input type="checkbox"/> Final return <input type="checkbox"/> Address change <input type="checkbox"/> Initial return of a former public charity <input type="checkbox"/> Amended return <input type="checkbox"/> Name change		D 1. Foreign organizations, check here <input type="checkbox"/> 2. Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>	
H Check type of organization. <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation		E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/>	
I Fair market value of all assets at end of year (from Part II, col (c), line 16) \$ 51,201,649.		F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>	
J Accounting method: <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____			
(Part I, column (d) must be on cash basis)			
Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a))		(a) Revenue and expenses per books	(b) Net investment income
		(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
1 Contributions, gifts, grants, etc., received			N/A
2 Check <input checked="" type="checkbox"/> if the foundation is not required to attach Sch B			
3 Interest on savings and temporary cash investments		99.	99.
4 Dividends and interest from securities		885,255.	885,255.
5a Gross rents			
b Net rental income or (loss)			
6a Net gain or (loss) from sale of assets not on line 10		808,096.	
b Gross sales price for all assets on line 6a 8,558,047.			
7 Capital gain net income (from Part IV, line 2)			808,096.
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		19,711.	1,575.
12 Total. Add lines 1 through 11		1,713,161.	1,695,025.
13 Compensation of officers, directors, trustees, etc		196,433.	19,943.
14 Other employee salaries and wages		110,000.	0.
15 Pension plans, employee benefits		52,901.	4,425.
16a Legal fees STMT 4		212,943.	0.
b Accounting fees STMT 5		12,236.	1,559.
c Other professional fees STMT 6		156,171.	140,319.
17 Interest			
18 Taxes STMT 7		27,242.	2,242.
19 Depreciation and depletion			
20 Occupancy			
21 Travel, conferences, and meetings		88.	0.
22 Printing and publications			
23 Other expenses STMT 8		73,462.	0.
24 Total operating and administrative expenses. Add lines 13 through 23		841,476.	168,488.
25 Contributions, gifts, grants paid		1,690,999.	
26 Total expenses and disbursements. Add lines 24 and 25		2,532,475.	168,488.
27 Subtract line 26 from line 12:			
a Excess of revenue over expenses and disbursements		<819,314.>	
b Net investment income (if negative, enter -0-)			1,526,537.
c Adjusted net income (if negative, enter -0-)			N/A

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Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only		Beginning of year	End of year	
				(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1	Cash - non-interest-bearing				
	2	Savings and temporary cash investments		4,045,345.	2,555,605.	2,555,605.
	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 10	7,043,555.	7,477,738.	7,664,571.
	b	Investments - corporate stock	STMT 11	16,549,951.	18,355,830.	31,317,676.
	c	Investments - corporate bonds	STMT 12	1,454,476.	1,410,811.	1,376,395.
	11	Investments - land, buildings, and equipment, basis		2,328.		
	Less: accumulated depreciation		2,328.			
12	Investments - mortgage loans					
13	Investments - other	STMT 13	10,712,887.	9,186,916.	8,287,402.	
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)		39,806,214.	38,986,900.	51,201,649.	
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 <input checked="" type="checkbox"/> and complete lines 24 through 26 and lines 30 and 31.					
	24	Unrestricted		39,806,214.	38,986,900.	
	25	Temporarily restricted				
	26	Permanently restricted				
	Foundations that do not follow SFAS 117, check here <input type="checkbox"/> and complete lines 27 through 31.					
	27	Capital stock, trust principal, or current funds				
	28	Paid-in or capital surplus, or land, bldg., and equipment fund				
	29	Retained earnings, accumulated income, endowment, or other funds				
	30	Total net assets or fund balances		39,806,214.	38,986,900.	
	31	Total liabilities and net assets/fund balances		39,806,214.	38,986,900.	

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	39,806,214.
2	Enter amount from Part I, line 27a	2	<819,314.>
3	Other increases not included in line 2 (itemize)	3	0.
4	Add lines 1, 2, and 3	4	38,986,900.
5	Decreases not included in line 2 (itemize)	5	0.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	38,986,900.

Form 990-PF (2016)

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 STATEMENT			
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 8,558,047.		7,779,745.	808,096.

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			808,096.

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	808,096.
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))
2015	2,257,713.	46,483,251.	.048570
2014	2,050,217.	46,586,220.	.044009
2013	1,850,326.	42,555,022.	.043481
2012	1,931,040.	40,177,881.	.048062
2011	1,890,027.	39,833,768.	.047448

2 Total of line 1, column (d)	2	.231570
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	.046314
4 Enter the net value of noncharitable-use assets for 2016 from Part X, line 5	4	49,483,485.
5 Multiply line 4 by line 3	5	2,291,778.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	15,265.
7 Add lines 5 and 6	7	2,307,043.
8 Enter qualifying distributions from Part XII, line 4	8	2,330,637.

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

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

1a	Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1. Date of ruling or determination letter, _____ (attach copy of letter if necessary-see instructions)		
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input checked="" type="checkbox"/> and enter 1% of Part I, line 27b	1	15,265.
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	15,265.
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	15,265.
6	Credits/Payments.		
a	2016 estimated tax payments and 2015 overpayment credited to 2016	6a	19,874.
b	Exempt foreign organizations - tax withheld at source	6b	
c	Tax paid with application for extension of time to file (Form 8868)	6c	5,000.
d	Backup withholding erroneously withheld	6d	
7	Total credits and payments. Add lines 6a through 6d	7	24,874.
8	Enter any penalty for underpayment of estimated tax. Check here <input checked="" type="checkbox"/> if Form 2220 is attached	8	
9	Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9	
10	Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	9,609.
11	Enter the amount of line 10 to be: Credited to 2017 estimated tax <input checked="" type="checkbox"/> 9,609. Refunded <input type="checkbox"/>	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?		X
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see instructions for the definition)? If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities		X
c Did the foundation file Form 1120-POL for this year?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation. \$ 0. (2) On foundation managers. \$ 0.		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. \$ 0.		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? If "Yes," attach a detailed description of the activities		X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes		X
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?	X	
b If "Yes," has it filed a tax return on Form 990-T for this year?	X	
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T		X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	X	
7 Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col (c), and Part XV	X	
8a Enter the states to which the foundation reports or with which it is registered (see instructions) <u>MD, WA, CA</u>		
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? If "No," attach explanation	X	
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2016 or the taxable year beginning in 2016 (see instructions for Part XIV)? If "Yes," complete Part XIV		X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses		X

Form 990-PF (2016)

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)		X
12 Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)		X
13 Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ► <u>RATHMANNFAMILYFOUNDATION.ORG</u>	X	
14 The books are in care of ► <u>THE FOUNDATION</u> Telephone no. ► <u>844-820-8400</u> Located at ► <u>PMB #352, 1290 BAY DALE DRIVE, ARNOLD, MD</u> ZIP+4 ► <u>21012</u>		
15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here and enter the amount of tax-exempt interest received or accrued during the year ► 15 N/A		
16 At any time during calendar year 2016, 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 ►		X

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

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

	Yes	No
1a During the year did the foundation (either directly or indirectly):		
(1) Engage in the sale or exchange, or leasing of property with a disqualified person?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?	<input checked="" type="checkbox"/> Yes <input type="checkbox"/> No	
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	<input checked="" type="checkbox"/> Yes <input type="checkbox"/> No	
(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
(6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.)	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
b If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? Organizations relying on a current notice regarding disaster assistance check here ► <input type="checkbox"/>	1b	X
c Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2016?	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 2016, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2016? If "Yes," list the years ► _____, _____, _____	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
b Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see instructions)	N/A	
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here ► _____, _____, _____	2b	
3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?	<input checked="" type="checkbox"/> Yes <input type="checkbox"/> No	
b If "Yes," did it have excess business holdings in 2016 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 2016)	3b	X
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 2016?	4b	X

Form 990-PF (2016)

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

6b

X

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

If "Yes" to 6b, file Form 8870

☐ Yes ☒ No

7b

7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?

N/A

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

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 14		196,433.	33,200.	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
SUZANNE E. BUSTA - PMB # 352, 1290 BAY DALE DRIVE, ARNOLD, MD 21012	DIR. OF OPERATIONS AND 26.00	110,000.	TECH. ASSIST 0.	0.

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

0

Form 990-PF (2016)

3 Five highest-paid independent contractors for professional services. If none, enter "NONE."

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

Expenses

Amount

Form **990-PF** (2016)

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:		
a	Average monthly fair market value of securities	1a	46,767,331.
b	Average of monthly cash balances	1b	3,469,710.
c	Fair market value of all other assets	1c	
d	Total (add lines 1a, b, and c)	1d	50,237,041.
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	50,237,041.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	753,556.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	49,483,485.
6	Minimum investment return. Enter 5% of line 5	6	2,474,174.

Part XI Distributable Amount (see instructions) (Section 4942(j)(3) and (j)(5) private operating foundations and certain foreign organizations check here ☐ and do not complete this part.)

1	Minimum investment return from Part X, line 6	1	2,474,174.
2a	Tax on investment income for 2016 from Part VI, line 5	2a	15,265.
b	Income tax for 2016. (This does not include the tax from Part VI.)	2b	95.
c	Add lines 2a and 2b	2c	15,360.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	2,458,814.
4	Recoveries of amounts treated as qualifying distributions	4	15,000.
5	Add lines 3 and 4	5	2,473,814.
6	Deduction from distributable amount (see instructions)	6	0.
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	2,473,814.

Part XII Qualifying Distributions (see instructions)

1	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes:		
a	Expenses, contributions, gifts, etc. - total from Part I, column (d), line 26	1a	2,330,637.
b	Program-related investments - total from Part IX-B	1b	0.
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	2,330,637.
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	15,265.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	2,315,372.

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.

Form 990-PF (2016)

Part XIII Undistributed Income (see instructions)

	(a) Corpus	(b) Years prior to 2015	(c) 2015	(d) 2016
1 Distributable amount for 2016 from Part XI, line 7				2,473,814.
2 Undistributed income, if any, as of the end of 2016				
a Enter amount for 2015 only			2,307,816.	
b Total for prior years.		0.		
3 Excess distributions carryover, if any, to 2016:				
a From 2011				
b From 2012				
c From 2013				
d From 2014				
e From 2015				
f Total of lines 3a through e	0.			
4 Qualifying distributions for 2016 from Part XII, line 4: ► \$ 2,330,637.				
a Applied to 2015, but not more than line 2a			2,307,816.	
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 2016 distributable amount				22,821.
e Remaining amount distributed out of corpus	0.			
5 Excess distributions carryover applied to 2016 (If an amount appears in column (d), the same amount must be shown in column (a).)	0.			0.
6 Enter the net total of each column as indicated below:	0.			
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	0.			
b Prior years' undistributed income. Subtract line 4b from line 2b		0.		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		0.		
d Subtract line 6c from line 6b. Taxable amount - see instructions		0.		
e Undistributed income for 2015. Subtract line 4a from line 2a. Taxable amount - see instr.			0.	
f Undistributed income for 2016. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2017				2,450,993.
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 2011 not applied on line 5 or line 7	0.			
9 Excess distributions carryover to 2017. Subtract lines 7 and 8 from line 6a	0.			
10 Analysis of line 9:				
a Excess from 2012				
b Excess from 2013				
c Excess from 2014				
d Excess from 2015				
e Excess from 2016				

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a Paid during the year				
SEE ATTACHED STATEMENT	NONE	N/A	AS NOTED IN ATTACHED SCHEDULE	1,690,999.
Total			3a	1,690,999.
b Approved for future payment				
BUZZARDS BAY COALITION, INC. 114 FRONT STREET NEW BEDFORD	NONE	501C3	2016-2020 WESTPORT ACTION PLAN	225,000.
UNIVERSITY OF MINNESOTA MCNAMARA ALUMNI CENTER MINNEAPOLIS 55455-2010	NONE	501C3	UMN CHORAL ENGAGEMENT PROGRAM 2015-2017	7,000.
VISION TO LEARN 11611 SAN VICENTE BLVD., SUITE 500 LOS ANGELES, CA	NONE	501C3	OPERATING SUPPORT	100,000.
Total			3b	348,167.
SEE CONTINUATION SHEET(S)				

Form 990-PF (2016)

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. | | |

[illegible]

- 2a** Is the foundation directly or indirectly affiliated with, or related to, one or more tax-exempt organizations described in section 501(c) of the Code (other than section 501(c)(3)) or in section 527? ☐ Yes ☒ No
- b** If "Yes," complete the following schedule.

(a) Name of organization	(b) Type of organization	(c) Description of relationship
N / A		

**Sign
Here**

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

Signature of officer or trustee

Date _____

Title

May the IRS discuss this return with the preparer shown below (see instr 1)?

☒ Yes ☐ No

**Paid
Preparer
Use Only**

Print/Type preparer's name

Preparer's signature

Date _____

Check ☐ self-employed

TP TIN

FRANK H. SMITH

Frank H. Smith

09/11/17

P00639053

Firm's name ► RAFFA, P.C.

Firm's EIN ▶ 52-1511275

Firm's address ► 1899 I. STREET, NW, SUITE 950
WASHINGTON, DC 20036

Phone no. 202-822-5000

RATHMANN FAMILY FOUNDATION

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	SALE OF PARTNERSHIP INVESTMENT-DLJ GROSVENOR	P		
b	PUBLICLY TRADED SECURITIES-CHARLES SCHWAB	P		
c	PUBLICLY TRADED SECURITIES-US BANK	P		
d	PUBLICLY TRADED SECURITIES- US BANK	P		
e	MS- POWERSHARES DB COMM. STOCK	P		
f	MS- POWERSHARES DB COMM. STOCK	P		
g	SALE OF PARTNERSHIP INVESTMENT-OLD WESTBURY VENTU	P		
h	TRINITY INVESTMENT	P		
i	PARTNERSHIP INVESTMENT K-1'S	P		
j	CAPITAL GAINS DIVIDENDS			
k				
l				
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 160,456.		14,349.	146,107.
b 2,875,931.		2,510,281.	365,650.
c 894,794.		986,246.	<91,452.>
d 4,140,620.		3,672,936.	467,684.
e 229,064.		199,328.	29,736.
f 191,642.		325,576.	<133,934.>
g 736.		21,029.	<20,293.>
h		50,000.	<50,000.>
i			29,794.
j 64,804.			64,804.
k			
l			
m			
n			
o			

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(i) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	
a			146,107.
b			365,650.
c			<91,452.>
d			467,684.
e			29,736.
f			<133,934.>
g			<20,293.>
h			<50,000.>
i			29,794.
j			64,804.
k			
l			
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	808,096.
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

Rathmann Family Foundation
Form 990-PF, Part XV, Line 3 Contributions
Year Ended December 31, 2016

52-1757445

Organization Name	Address	City	State	Type	Project Name	Payment Amount
Abilities United	525 E Charleston	Palo Alto	CA	PC	Operating Support	\$ 5,000.00
Achieve! Minneapolis	111 Third Ave S	Minneapolis	MN	PC	Edison High School France Trip 2017	15,000.00
African Parks Foundation of America	21 West 46th Street	New York	NY	PC	Operating Support	25,000.00
Alam High for High School	P O Box 410715	San Francisco	CA	PC	Operating Support	1,000.00
Alzheimer's Disease and Related Disorders Association, Inc	225 N Michigan Avenue, Fl 17	Chicago	IL	PC	Alzheimer's and Dementia Care Relief Grant Program to support respite for caregivers	15,000.00
Alzheimer's Disease and Related Disorders Association, Inc	225 N Michigan Avenue, Fl 17	Chicago	IL	PC	Alzheimer's Association International Research Grant Program	15,000.00
American Friends of the Lebanon Mountain Trail	1300 Wilson Blvd	Arlington	VA	PC	Operating Support	5,000.00
American Society for the Prevention of Cruelty to Animals	520 8th Avenue, 7th Floor	New York	NY	PC	ASPCA Saving Farm Animals in Westport, MA	5,000.00
American University of Beirut	13 Dag Hammarskjöld Plaza	New York	NY	PC	Stanford Summer Internship Program	25,000.00
Artis—Naples, Inc	5833 Pelican Bay Boulevard	Naples	FL	PC	Operating Support	25,000.00
Audubon Society	711 University Avenue	Anaheim	CA	PC	Corkscrew Swamp Sanctuary Marsh and Prairie Rehabilitation	25,000.00
Best Friends Animal Society	5001 Angel Canyon Road	Kanab	UT	PC	Operating Support	10,000.00
Broward Education Foundation	600 SE 3rd Avenue	Fort Lauderdale	FL	PC	Tools for Schools Broward	5,000.00
Brown University	110 Elm Street	Providence	RI	PC	Operating Support - Scholarships	15,000.00
Buzzards Bay Coalition, Inc	114 Front Street	New Bedford	MA	PC	2016-2020 Westport Action Plan	75,000.00
California Bar Foundation	180 Howard Street	San Francisco	CA	PC	Daniel S. Goodman Scholarship Fund	8,000.00
California Family Foundation	150 Terminal Avenue	Menlo Park	CA	PC	Operating Support	2,000.00
Care 2 Communities f k a Containers 2 Clinics	711 Atlantic Ave, Lower Level	Boston	MA	PC	Operating Support	2,000.00
Chesapeake Bay Foundation, Inc	Philip Merrill Environmental Center	Annapolis	MD	PC	Restoring the Chesapeake Bay's Native Oyster	5,000.00
Chesapeake Rivers Association, Inc	329 Riverview Trail	Annapolis	MD	PC	Muddy Creek Stream Restoration Evaluation	30,000.00
Churchill Crew, Inc	P O Box 59807	Potomac	MD	PC	Operating Support	8,000.00
Clemson University Foundation	185 Old Greenville Hwy, Unit 105	Clemson	SC	PC	Operating Support for Call Me MISTER Program at Clemson University	10,000.00
Counseling and Support Services for Youth	544 Valley Way	Milpitas	CA	PC	Operating Support	5,000.00
Dharma Voyage, Inc	5 Drift Rd	Westport	MA	PC	Operating Support	10,000.00
Doctors Without Borders	333 Seventh Avenue, 2nd Floor	New York	NY	PC	General operating support	6,000.00
End Rape on Campus, Inc	811 9th Street	Durham	NC	PC	Operating Support	38,000.00
Environmental Volunteers Inc	2560 Embarcadero Road	Palo Alto	CA	PC	Operating Support	1,000.00
Exponent Philanthropy f k a Association of Small Foundations	1720 N Street NW	Washington	DC	PC	20th Anniversary Campaign	2,500.00
Exponent Philanthropy f k a Association of Small Foundations	1720 N Street NW	Washington	DC	PC	Operating Support	2,500.00

Farm Sanctuary	3100 Alkens Road	Watkins Glen	NY	PC	Operating Support	5,000 00
First Congregational Church of Palo Alto - Capital Campaign 2014	1985 Louis Rd	Palo Alto	CA	PC	Capital Campaign 2014	18,000 00
Friends of Hekeli Community Charter School	403 Concord Ave	Bronx	NY	PC	Saturday Academy	5,000 00
Friends of the Palo Alto Junior Museum and Zoo	1451 Middlefield Road	Palo Alto	CA	PC	Operating Support	5,000 00
Girl Scouts of Northern California	1650 Harbor Bay Parkway, Suite 100	Alameda	CA	PC	Camp Improvement Camp Hidden Falls	50,000 00
Great River Greening	35 West Water Street	Saint Paul	MN	PC	Monarch Butterfly Partnership	5,000 00
Great River Greening	35 West Water Street	Saint Paul	MN	PC	Operating Support	5,000 00
Guthrie Theater Foundation - Development	818 South 2nd Street	Minneapolis	MN	PC	Operating Support	10,000 00
Health & Education Alliance of Louisiana, The f k a	1700 Josephine Street, Suite 200	New Orleans	LA	PC	Operating Support	5,000 00
Childhood and Family Learning Foundation	630 12th Avenue South	Hopkins	MN	PC	Operating Support	12,000 00
Helping Paws, Inc						
Historic Annapolis, Inc	James Brice House	Annapolis	MD	PC	General Operating Support	5,000 00
History Theatre, Inc	30 E Tenth St	St Paul	MN	PC	Operating Support	5,000 00
Hope House	PO Box 60682	Washington	DC	PC	Operating Support	5,000 00
Hope House	PO Box 60682	Washington	DC	PC	Operating Support	5,000 00
Innocence Project, Inc	40 Worth Street, Suite 701	New York	NY	PC	Operating Support	10,000 00
International Medical Corps	12400 Wilshire Blvd	Los Angeles	CA	PC	Responding to the Humanitarian Crisis in Yemen	15,000 00
International Medical Corps	12400 Wilshire Blvd	Los Angeles	CA	PC	Meeting Urgent Refugee Needs in Greece	15,000 00
LifeMoves f k a InVision Shelter Network	181 Constitution Drive	Menlo Park	CA	PC	Operating Support	5,000 00
MacPhail Center for Music	501 South Second Street	Minneapolis	MN	PC	Operating Support	3,000 00
Math for America	915 Broadway, 16th Floor	New York	NY	PC	Operating Support	18,333 00
Mercy Corps	45 SW Ankeny St	Portland	OR	PC	Syria Crisis Response Fund	40,000 00
Minnesota Landscape Arboretum Foundation	3675 Arboretum Drive	Chaska	MN	PC	SPEAKI Conference Support	5,000 00
Minnesota Public Radio	460 Cedar Street	Saint Paul	MN	PC	General Operating Support for Fiscal Year 2017	10,000 00
National Science and Technology Medals Foundation	3222 N Street NW STE 300	Washington	DC	PC	Operating Support	175,180 66
Palo Alto High School Performing Arts Boosters	50 Embarcadero Road	Palo Alto	CA	PC	To purchase equipment and furnishings for the new Performing Arts Center at Palo Alto High School	10,000 00
Palo Alto Partners in Education	P O Box 1557	Palo Alto	CA	PC	Operating Support	30,000 00
Palo Alto Unified School District	25 Churchill Avenue	Palo Alto	CA	NC	Palo Alto High School Aquatics Center Renovation	30,000 00
Paly Interdisciplinary Experience	50 Embarcadero Road	Palo Alto	CA	PC	Operating Support	2,000 00
Partners In Health, a non-profit corporation	888 Commonwealth Ave	Boston	MA	PC	Operating Support	15,000 00
Penninsula Open Space Trust	222 High Street	Palo Alto	CA	PC	Operating Support	5,000 00
Planned Parenthood Federation of America	123 William Street	New York	NY	PC	Operating Support	50,000 00
Pro Publica Inc	155 Avenue of the Americas	New York	NY	PC	Operating Support	5,000 00

Regents of the University of Minnesota Reset Foundation, The	600 McNamara Alumni Center 1500 Mission Street PO Box 13009	Minneapolis San Francisco Sacramento	MN CA CA	PC PC PC	Boynton PAWS Operating Support Operating Support	6,500.00 2,000.00 5,000.00
Sierra Service Project	PO Box 13009					
Smithsonian Institution	1000 Jefferson Drive SW	Washington DC	DC	PC	Evaluating the water quality benefits of stream restoration in a suburban watershed	40,000.00
Solid Ground f k a East Metro Women's Council	3521 Century Ave N	White Bear Lake	MN	PC	Operating Support	10,000.00
The Advocates for Human Rights	The Advocates for Human Rights	Minneapolis	MN	PC	Operating Support	3,000.00
The Key School	534 Hillmere Drive	Annapolis	MD	PC	The Key School	50,000.00
The Key School	534 Hillmere Drive	Annapolis	MD	PC	Annual Fund	10,000.00
The Minnesota Opera	620 North 1st Street	Minneapolis	MN	PC	Minnesota Opera 2014-2015 & 2015-2016 Season of Activities	3,000.00
The Regents of the University of California - Environmental Science, Policy, and Management	130 Mulford Hall #3114	Berkeley	CA	PC	Carbon Sequestration in California Rangeland Soils	150,000.00
The Regents of the University of California - Environmental Science, Policy, and Management	130 Mulford Hall #3114	Berkeley	CA	PC	Carbon sequestration potential of rangeland soils	60,152.00
Thread	PO Box 1584	Baltimore	MD	PC	Operating Support	10,000.00
Thread	PO Box 1584	Baltimore	MD	PC	Operating Support	14,000.00
Thread	PO Box 1584	Baltimore	MD	PC	Operating Support	5,000.00
Trustees of Trinity College - Advancement	300 Summit Street	Hartford	CT	PC	Trinity Annual Fund	30,000.00
UC San Diego Foundation - Parent and Family Giving (Annual Giving)	9500 Gilman Drive #0083	La Jolla	CA	PC	Operating Support-Parents Fund	10,000.00
Univ of CA, The Regents of - Lawrence Berkeley National Laboratory	One Cyclotron Road	Berkeley	CA	PC	An irrevocable gift to be used to pursue the examination of microbial mechanisms of carbon sequestra	50,000.00
University of Colorado Foundation f b o Univ of CO Boulder	1800 Grant Street	Denver	CO	PC	Operating Support	10,000.00
University of Minnesota Foundation - School of Music - College of Liberal Arts at the University of Minnesota	McNamara Alumni Center	Minneapolis	MN	PC	UMN Choral Engagement Program - 2015-2017	13,000.00
University of Minnesota Foundation f b o Center for Spirituality & Healing	420 Delaware Street SE MMC505	Minneapolis	MN	PC	Boynton Pet Away Worry and Stress (PAWS)	2,500.00
University of Minnesota Foundation f b o Coll Of Education and Human Development	McNamara Alumni Center	Minneapolis	MN	PC	CEHD Global Discovery Scholarship	30,000.00
University of Minnesota Foundation f b o Coll Of Education and Human Development	McNamara Alumni Center	Minneapolis	MN	PC	CEHD Global Engagement Scholarship	40,000.00
University of Minnesota Foundation f b o Coll Of Education and Human Development	McNamara Alumni Center	Minneapolis	MN	PC	CEHD Global Graduate Grant	5,000.00
Vision To Learn	11611 San Vicente Blvd, Suite 500	Los Angeles	CA	PC	Operating Support	100,000.00
Volunteers of Legal Service	40 Worth Street	New York	NY	PC	Dream Not Deferred Project	25,000.00
Westport Historical Society	25 Drift Road	Westport	MA	PC	Handy House	10,000.00
Westport Youth Athletic Association	PO Box 1567	Westport	MA	PC	Fields on the Farm	10,000.00
Winthrop Arts, Inc	P O Box 2638	Brandon	FL	PC	Fabrics and Sewing Class	500.00
World Bicycle Relief	1000 W Fulton Market	Chicago	IL	PC	Operating Support	6,833.33

TOTAL CONTRIBUTIONS GIVEN

\$ 1,690,999

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

SOURCE	(A) REVENUE PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME
MORGAN STANLEY-CHECKING	99.	99.	
TOTAL TO PART I, LINE 3	99.	99.	

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 2

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
INVESTMENT ACCOUNTS	928,268.	64,804.	863,464.	863,464.	
PARTNERHSIP INVESTMENTS K-1	21,791.	0.	21,791.	21,791.	
TO PART I, LINE 4	950,059.	64,804.	885,255.	885,255.	

FORM 990-PF OTHER INCOME STATEMENT 3

DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
PARTNERSHIP INCOME	1,406.	1,406.	
PARTNERSHIP INCOME - UBI	3,136.	0.	
MORGAN STANLEY	169.	169.	
RECOVERY OF PY GRANT	15,000.	0.	
TOTAL TO FORM 990-PF, PART I, LINE 11	19,711.	1,575.	

FORM 990-PF	LEGAL FEES	STATEMENT	4
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DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
LEGAL FEES	212,943.	0.		212,943.
TO FM 990-PF, PG 1, LN 16A	212,943.	0.		212,943.

FORM 990-PF	ACCOUNTING FEES	STATEMENT	5
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DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ACCOUNTING FEES	12,236.	1,559.		10,677.
TO FORM 990-PF, PG 1, LN 16B	12,236.	1,559.		10,677.

FORM 990-PF	OTHER PROFESSIONAL FEES	STATEMENT	6
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DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
GRANTS MANAGEMENT	850.	0.		0.
INVESTMENT FEES	140,319.	140,319.		0.
GRANT CONSULTING FEES	300.	0.		300.
PAYROLL ADMINISTRATION	792.	0.		792.
ADMINISTRATION SUPPORT	250.	0.		250.
TECHNICAL ASSISTANCE	6,160.	0.		6,160.
OTHER PROFESSIONAL FEES	7,500.	0.		0.
TO FORM 990-PF, PG 1, LN 16C	156,171.	140,319.		7,502.

FORM 990-PF	TAXES	STATEMENT	7
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DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
FEDERAL TAX DEPOSIT	25,000.	0.		0.
FOREIGN TAXES	2,242.	2,242.		0.
TO FORM 990-PF, PG 1, LN 18	27,242.	2,242.		0.

FORM 990-PF	OTHER EXPENSES	STATEMENT	8
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DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
DUES AND SUBSCRIPTIONS	5,707.	0.		5,707.
MARKETING	464.	0.		464.
INSURANCE	8,164.	0.		8,164.
LICENSES AND FEES	2,986.	0.		2,986.
DIRECT CHARITABLE EXPENSES	53,593.	0.		53,593.
POSTAGE AND SUPPLIES	206.	0.		206.
REGISTERED AGENT	497.	0.		497.
TELEPHONE	1,665.	0.		1,665.
E-MAIL HOSTING	180.	0.		180.
TO FORM 990-PF, PG 1, LN 23	73,462.	0.		73,462.

FOOTNOTES	STATEMENT	9
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FORM 990-PF U.S. AND STATE/CITY GOVERNMENT OBLIGATIONS STATEMENT 10

DESCRIPTION	U.S. GOV'T	OTHER GOV'T	BOOK VALUE	FAIR MARKET VALUE
US BANK- BONDS	X		969,366.	983,333.
US BANK- MUNICIPAL BONDS		X	6,508,372.	6,681,238.
TOTAL U.S. GOVERNMENT OBLIGATIONS			969,366.	983,333.
TOTAL STATE AND MUNICIPAL GOVERNMENT OBLIGATIONS			6,508,372.	6,681,238.
TOTAL TO FORM 990-PF, PART II, LINE 10A			7,477,738.	7,664,571.

FORM 990-PF CORPORATE STOCK STATEMENT 11

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
US BANK- EQUITY FUNDS	9,540,564.	16,797,529.
DFA EMERGING MKTS PORT	1,342,050.	1,418,347.
DFA INTL SAML CO PORT	398,000.	631,116.
DFA INTL VALUE PORT	584,525.	730,412.
DFA REAL ESTATE	285,656.	315,696.
DFA US CORE EQTY 1 PORT	3,966,375.	8,473,584.
ALNYLAM PHARMACEUTICALS INC.-MS	8,498.	66,980.
AMGEN INC-MS	276,873.	731,050.
VANGUARD TTL STK MKT	649,543.	716,829.
K2M GROUP HOLDINGS	3,584.	7,755.
ALERIAN MLP	149,696.	175,140.
ENERGY SEL SECT SPDR	199,620.	260,005.
SPDR DJ WILSHIRE INTL RE	59,998.	52,857.
SPDR DJ WILSHIRE REIT ETF	90,232.	91,016.
VANGUARD INTL EQUITY INDEX	800,616.	849,360.
TOTAL TO FORM 990-PF, PART II, LINE 10B	18,355,830.	31,317,676.

FORM 990-PF	CORPORATE BONDS	STATEMENT 12
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DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
DFA FIVE YEAR GLBL FIXED	397,312.	383,500.
DFA WORLD EX US GOVT	307,471.	296,257.
VANGUARD SHORT-TERM	706,028.	696,638.
TOTAL TO FORM 990-PF, PART II, LINE 10C	1,410,811.	1,376,395.

FORM 990-PF	OTHER INVESTMENTS	STATEMENT 13
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DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
US BANK- OTHER INVESTMENTS	COST	0.	0.
ISHARES CORE US	COST	1,680,326.	1,695,124.
VANGUARE FTSE DEVELOPED	COST	1,507,457.	1,566,908.
LUCENT MEDICAL	COST	48,000.	8,160.
ARCH VENTURE FUND IV	COST	52,472.	25,875.
ARCH VENTURE FUND IVA	COST	6,835.	5,078.
ARCH VENTURE FUND V	COST	881,880.	314,816.
BROADOAK	COST	303,248.	304,441.
CISTHERA	COST	25,000.	1,250.
DLJ- GROSVENOR	COST	0.	0.
EXICURE INC.	COST	450,000.	382,500.
FFC EXECUTIVE PARTNERS III	COST	35,418.	73,044.
FFC PARTNERS II	COST	276,555.	27,843.
IMMUNOMIC THERAPEUTICS	COST	418,748.	1,153,896.
NUGEN	COST	537,140.	262,497.
OLD WESTBURY VENTURE CAPITAL FUND	COST	0.	0.
PRESIDO	COST	276,786.	1,000.
SYMPHONY STRATEGIC PARTNERS, LLC	COST	106,072.	79,706.
TEACH TOWN	COST	75,000.	700.
TRINITY	COST	0.	0.
TIFF	COST	2,505,979.	2,384,564.
TOTAL TO FORM 990-PF, PART II, LINE 13		9,186,916.	8,287,402.

FORM 990-PF

PART VIII - LIST OF OFFICERS, DIRECTORS
TRUSTEES AND FOUNDATION MANAGERS

STATEMENT 14

NAME AND ADDRESS	TITLE AND AVRG HRS/WK	COMPEN- SATION	EMPLOYEE BEN PLAN CONTRIB	EXPENSE ACCOUNT
MARGARET CROSBY RATHMANN PMB # 352, 1290 BAY DALE DRIVE ARNOLD, MD 21012	PRESIDENT 2.00	0.	0.	0.
RICHARD G. RATHMANN PMB # 352, 1290 BAY DALE DRIVE ARNOLD, MD 21012	VICE-PRESIDENT 35.00	196,433.	33,200.	0.
SALLY RATHMANN KADIFA PMB # 352, 1290 BAY DALE DRIVE ARNOLD, MD 21012	VICE-PRESIDENT 1.00	0.	0.	0.
ALEXANDRA JOY RATHMANN-NOONAN PMB # 352, 1290 BAY DALE DRIVE ARNOLD, MD 21012	SECRETARY 3.00	0.	0.	0.
ROBIN WYNN RATHMANN-NOONAN PMB # 352, 1290 BAY DALE DRIVE ARNOLD, MD 21012	TREASURER 3.00	0.	0.	0.
LAURA JEAN RATHMANN PMB # 352, 1290 BAY DALE DRIVE ARNOLD, MD 21012	CHAIR 3.00	0.	0.	0.
JAMES LOUIS RATHMANN PMB # 352, 1290 BAY DALE DRIVE ARNOLD, MD 21012	VICE-CHAIR & RATHMANN CHALLENGE CHAIR 5.00	0.	0.	0.
TOTALS INCLUDED ON 990-PF, PAGE 6, PART VIII		196,433.	33,200.	0.

Rathmann Family Foundation
Form 990-PF, Part IX-A- Summary of Direct Charitable Activities
Year Ended December 31, 2016 52-1757445

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

The Rathmann Innovation Center and the Rathmann Challenge

(Total 2016 direct and tracked indirect expenditures: \$95,176)

(Total 2016 volunteer hours: 507 hours)

During the past five years and the foreseeable future, RFF has undergone and will continue to undergo substantial changes in membership with respect to its Board of Directors. The Rathmann Innovation Center www.rathmanninnovation.org is a grant program requiring significant involvement to implement including, among other things, an open application process. With this program, the Foundation has transitioned away from the direct participation of its founding generation by: 1) inspiring future generations of philanthropists through the identification and analysis of timely issues, 2) leveraging and making available RFF's substantial governance, legal, accounting, and operational experience in both for-profit and non-profit settings to applicants, and 3) honoring the legacy of the founding generation and its entrepreneurial ethos, directed passion and innovative spirit to make a positive difference in the world.

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

philanthropic and education-based journals where it received nationwide exposure and tens of thousands of views.

There are several additional aspects which make the Challenge unique in the realm of grant-making prize philanthropy and as a grant-making platform in general. The Challenge is a hybrid funding mechanism where the funds are divided between \$100,000 for past accomplishments and the opportunity for \$200,000 for future promise in devising and putting forth an “Even Bigger Idea” (EBI) that will allow past successes or a new idea to achieve scale. Additionally, a peer review process is included such that, after the field is narrowed, participants are required to constructively critique their fellow participants – a process which challenges the traditional cloistering and “silo-ing” of ideas amongst grant writers and the institutions they represent. Literature designed to provoke a thoughtful analysis regarding the ultimate goals of the organization or “endgame” is also distributed during this process to facilitate a thoughtful and constructive communication between the applicants. And lastly, feedback is provided to each of the finalists from the site visits that are conducted and the results of an independent tax return analysis is shared. The 2015 Challenge process received universal praise from both the reviewers and applicant organizations, with many of the latter stating the application itself had prompted productive and never-before held strategic meetings about the future goals of the applicant organization. For more background on the genesis of the Challenge, please see <http://ric.rathmannfamilyfoundation.org/ric-images/uploads/2016-11-15-PND.pdf> and <http://ric.rathmannfamilyfoundation.org/ric-images/uploads/2016-11-21-PND.pdf>.

In November 2015, RFF was pleased to announce Vision to Learn (VTL) was the 2015 Challenge Recipient (\$100,000) along with three Honorable Mentions (\$5,000 each). <http://www.rathmanninnovation.org/ric/challenge/recipients>

The 2015 Challenge sought to address the most basic needs of school age children. VTL’s work to deliver access to quality vision care for the 2 million children nationwide who lack the glasses they need to see the board, read a book, study math or participate in class, fully satisfied the Challenge objectives. Starting with one mobile clinic in one city, VTL now has a whole fleet of mobile clinics in 180 cities from Honolulu to Baltimore. VTL has helped screen close to 500,000 kids, examined more than 90,000 kids, and provided glasses to over 70,000 kids all free of charge. By providing a critical educational tool to children in low-income communities, VTL improves students’ ability to succeed in school, and in life. As the 2015 Recipient, VTL earned an exclusive opportunity to work with RFF to

devise a means of scaling its operations through its EBI for an additional \$200,000 grant (over two years) to pursue that goal. In early 2016, discussions began with respect to VTL's EBI. The Challenge used an iterative process in assessing and critiquing the EBI wherein RFF's years of experience were brought to bear on the proposed course of action. The resulting EBI was what both VTL and the Challenge believed to be the best means to extend the reach of the Recipient's past successes to positively impact the maximum number of children possible and in late 2016, VTL became the first recipient of the \$200,000 EBI award.

Throughout 2016, preparations continued for the 2017 Challenge entitled, "Mitigating Climate Change by Expanding the Use of Compost." See <http://www.rathmanninnovation.org/ric/challenge/rathmann-challenge>. Marketing efforts included ad buys in soil and compost journals as well as a physical presence at one of the industry's major annual conferences. The result was nearly 20,000 website views and thousands of website sessions with 6,000 unique visitors. Although several changes were made to enhance operational efficiency, the essence of the Challenge remained intact and attracted an exceptional applicant pool for the 2017 Challenge. The Challenge is excited to continue its process throughout 2017 to identify and then announce the 2017 Challenge's Top Honor and Honorable Mentions in late 2017.