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

Return of Private Foundation

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

Note: The foundation may be able to use a copy of this return to satisfy state reporting requirements.

OMB No 1545-0052

2009

For calendar year 2009, or tax year beginning , 2009, and ending , 20

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

Use the IRS label. Otherwise, print or type. See Specific Instructions.

Name of foundation: HELEN FRANKENTHALER FOUNDATION INC

Number and street (or P O box number if mail is not delivered to street address): C/O HECHT AND COMPANY, P.C. 622 THIRD AVENUE — Room/suite

City or town, state, and ZIP code: NEW YORK, NY 10017

A Employer identification number: 13-3244308

B Telephone number (see page 10 of the instructions): (212) 819-8000

C If exemption application is pending, check here ▶ ☐

D 1. Foreign organizations, check here ▶ ☐

2. Foreign organizations meeting the 85% test, check here and attach computation ▶ ☐

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

F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ▶ ☐

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

I Fair market value of all assets at end of year *(from Part II, col. (c), line 16)* ▶ $ 17,464,270.

J Accounting method: [X] Cash ☐ Accrual ☐ 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) (see page 11 of the instructions).)*

		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants, etc., received (attach schedule)				
	2 Check ▶ ☐ if the foundation is **not** required to attach Sch. B.				
	3 Interest on savings and temporary cash investments				
	4 Dividends and interest from securities	58,173.	58,173.		ATCH 2
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	-199,762.			
	b Gross sales price for all assets on line 6a 492,972.				
	7 Capital gain net income (from Part IV, line 2)				
	8 Net short-term capital gain				
	9 Income modifications				
	10a Gross sales less returns and allowances				
	b Less Cost of goods sold				
	c Gross profit or (loss) (attach schedule)				
	11 Other income (attach schedule)				
	12 **Total.** Add lines 1 through 11	-141,589.	58,173.		
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	0.			
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees (attach schedule) ATCH 3	1,248.	0.	0.	1,248.
	b Accounting fees (attach schedule) ATCH 4	8,594.	4,297.	0.	4,297.
	c Other professional fees (attach schedule) *	8,011.	8,011.		
	17 Interest				
	18 Taxes (attach schedule) (see page 14 of the instructions) **	300.			
	19 Depreciation (attach schedule) and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses (attach schedule) ATCH 7	931.	61.		870.
	24 **Total operating and administrative expenses.** Add lines 13 through 23	19,084.	12,369.	0.	6,415.
	25 Contributions, gifts, grants paid	68,700.			68,700.
	26 **Total expenses and disbursements.** Add lines 24 and 25	87,784.	12,369.	0.	75,115.
	27 Subtract line 26 from line 12:				
	a **Excess of revenue over expenses and disbursements**	-229,373.			
	b **Net investment income** (if negative, enter -0-)		45,804.		
	c **Adjusted net income** (if negative, enter -0-).			-0-	

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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 (a) Book Value	End of year (b) Book Value	End of year (c) Fair Market Value
Assets	1 Cash - non-interest-bearing	51,368.	21,595.	21,595.
	2 Savings and temporary cash investments	549,040.	69,639.	69,639.
	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 page 16 of the instructions)			
	7 Other notes and loans receivable (attach schedule) ▶			
	Less: allowance for doubtful accounts ▶			
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges			
	10 a Investments - U S. and state government obligations (attach schedule) **	50,055.	50,055.	51,170.
	b Investments - corporate stock (attach schedule) ATCH 9	1,899,881.	2,179,682.	2,321,866.
	c Investments - corporate bonds (attach schedule)			
	11 Investments - land, buildings, and equipment: basis ▶			
	Less accumulated depreciation (attach schedule) ▶			
	12 Investments - mortgage loans			
	13 Investments - other (attach schedule)			
	14 Land, buildings, and equipment: basis ▶			
	Less accumulated depreciation (attach schedule) ▶			
	15 Other assets (describe ▶ ATCH 10)	15,000,000.	15,000,000.	15,000,000.
	16 Total assets (to be completed by all filers - see the instructions. Also, see page 1, item I)	17,550,344.	17,320,971.	17,464,270.
Liabilities	17 Accounts payable and accrued expenses			
	18 Grants payable			
	19 Deferred revenue			
	20 Loans from officers, directors, trustees, and other disqualified persons			
	21 Mortgages and other notes payable (attach schedule)			
	22 Other liabilities (describe ▶)			
	23 Total liabilities (add lines 17 through 22)			
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ▶ ☐ and complete lines 24 through 26 and lines 30 and 31.			
	24 Unrestricted			
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. ▶ [X]			
	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	17,550,344.	17,320,971.	
	30 Total net assets or fund balances (see page 17 of the instructions)	17,550,344.	17,320,971.	
	31 Total liabilities and net assets/fund balances (see page 17 of the instructions)	17,550,344.	17,320,971.	

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	17,550,344.
2	Enter amount from Part I, line 27a	2	-229,373.
3	Other increases not included in line 2 (itemize) ▶	3	
4	Add lines 1, 2, and 3	4	17,320,971.
5	Decreases not included in line 2 (itemize) ▶	5	
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	17,320,971.

**ATCH 8

Part IV Capital Gains and Losses for Tax on Investment Income

	(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co.)	(b) How acquired P-Purchase D-Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a	SEE PART IV SCHEDULE			
b				
c				
d				
e				

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

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

	(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
a				
b				
c				
d				
e				

2 Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 / If (loss), enter -0- in Part I, line 7 } **2** -41,757.

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 pages 13 and 17 of the 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 page 18 of 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))
2008	203,229.	2,212,972.	0.091835
2007	248,058.	2,387,211.	0.103911
2006	178,603.	1,981,057.	0.090155
2005	176,419.	1,447,965.	0.121839
2004	55,832.	1,256,002.	0.044452

2	**Total** of line 1, column (d)	2	0.452192
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	0.090438
4	Enter the net value of noncharitable-use assets for 2009 from Part X, line 5	4	2,225,114.
5	Multiply line 4 by line 3	5	201,235.
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	458.
7	Add lines 5 and 6	7	201,693.
8	Enter qualifying distributions from Part XII, line 4	8	75,115.

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 on page 18

Part VI Excise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or 4948 - see page 18 of the instructions)

1a	Exempt operating foundations described in section 4940(d)(2), check here ▶ ☐ and enter "N/A" on line 1 . . . Date of ruling or determination letter: ____________ (attach copy of ruling letter if necessary - see instructions)		
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ▶ ☐ and enter 1% of Part I, line 27b	1	916.
c	All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b)		
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	2	
3	Add lines 1 and 2	3	916.
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	916.
6	Credits/Payments:		
a	2009 estimated tax payments and 2008 overpayment credited to 2009 . . . 6a 814.		
b	Exempt foreign organizations-tax withheld at source . . . 6b 0.		
c	Tax paid with application for extension of time to file (Form 8868) . . . 6c 600.		
d	Backup withholding erroneously withheld . . . 6d		
7	Total credits and payments. Add lines 6a through 6d	7	1,414.
8	Enter any **penalty** for underpayment of estimated tax. Check here ☒ if Form 2220 is attached	8	4.
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	494.
11	Enter the amount of line 10 to be: **Credited to 2010 estimated tax** ▶ 494. **Refunded** ▶	11	

Part VII-A Statements Regarding Activities

			Yes	No
1a	During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	1a		X
b	Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see page 19 of the instructions for definition)?	1b		X
	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.			
c	Did the foundation file **Form 1120-POL** for this year?	1c		X
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation ▶ $ 0. (2) On foundation managers ▶ $ 0.			
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. ▶ $ 0.			
2	Has the foundation engaged in any activities that have not previously been reported to the IRS? *If "Yes," attach a detailed description of the activities.*	2		X
3	Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? *If "Yes," attach a conformed copy of the changes*	3		X
4a	Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a		X
b	If "Yes," has it filed a tax return on **Form 990-T** for this year?	4b		
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? *If "Yes," attach the statement required by General Instruction T.*	5		X
6	Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	6	X	
7	Did the foundation have at least $5,000 in assets at any time during the year? *If "Yes," complete Part II, col. (c), and Part XV.*	7	X	
8a	Enter the states to which the foundation reports or with which it is registered (see page 19 of the instructions) ▶ NY,			
b	If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by *General Instruction G? If "No," attach explanation*	8b	X	
9	Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2009 or the taxable year beginning in 2009 (see instructions for Part XIV on page 27)? *If "Yes," complete Part XIV*	9		X
10	Did any persons become substantial contributors during the tax year? *If "Yes," attach a schedule listing their names and addresses*	10		X

Part VII-A Statements Regarding Activities *(continued)*

		Line	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 page 20 of the instructions)	11		X
12	Did the foundation acquire a direct or indirect interest in any applicable insurance contract before August 17, 2008?	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	X	

Website address ▶ N/A

14 The books are in care of ▶ HECHT AND COMPANY, P.C. Telephone no. ▶ 212-819-8000
Located at ▶ 622 THIRD AVENUE NEW YORK, NY ZIP + 4 ▶ 10017

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

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.

			Line	Yes	No
1a	During the year did the foundation (either directly or indirectly):				
	(1) Engage in the sale or exchange, or leasing of property with a disqualified person?	☐ Yes ☒ No			
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	☐ Yes ☒ No			
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?	☐ Yes ☒ No			
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	☒ Yes ☐ No			
	(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)?	☐ Yes ☒ No			
	(6) Agree to pay money or property to a government official? (**Exception.** Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.)	☐ Yes ☒ No			
b	If any answer is "Yes" to 1a(1)-(6), did **any** of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see page 20 of the instructions)?		1b		X
	Organizations relying on a current notice regarding disaster assistance check here	▶ ☐			
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2009?		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 2009, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2009?	☐ Yes ☒ No			
	If "Yes," list the years ▶ ____, ____, ____, ____				
b	Are there any years listed in 2a for which the foundation is **not** applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to **all** years listed, answer "No" and attach statement - see page 20 of the instructions.)		2b		
c	If the provisions of section 4942(a)(2) are being applied to **any** of the years listed in 2a, list the years here. ▶ ____, ____, ____, ____				
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?	☐ Yes ☒ No			
b	If "Yes," did it have excess business holdings in 2009 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 2009.)*		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 2009?		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 509(a)(1), (2), or (3), or section 4940(d)(2)? (see page 22 of the 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 page 22 of the instructions)? **5b** X (No)

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

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

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

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

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? **6b** X (No)

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

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

b If yes, did the foundation receive any proceeds or have any net income attributable to the transaction? **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 page 22 of the 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
ATTACHMENT 11		0.	0.	0.

2 Compensation of five highest-paid employees (other than those included on line 1 - see page 23 of the 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 ▶ NONE

Part VIII **Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors** *(continued)*

3 Five highest-paid independent contractors for professional services (see page 23 of the 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 ▶ NONE

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 THE WORK OF ART "MOUNTAINS AND SEA" WHICH WAS RECEIVED AS A GIFT FROM THE ARTIST HELEN FRANKENTHALER IS ON INDEFINITE LOAN TO THE NATIONAL GALLERY OF ART FOR PUBLIC EXHIBITION.	NONE
2	
3	
4	

Part IX-B **Summary of Program-Related Investments** (see page 23 of the instructions)

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2	Amount
1 NONE	
2	
All other program-related investments See page 24 of the instructions	
3 NONE	
Total. Add lines 1 through 3 ▶	

Part X **Minimum Investment Return** (All domestic foundations must complete this part. Foreign foundations, see page 24 of the instructions.)

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:		
a	Average monthly fair market value of securities	1a	1,977,795.
b	Average of monthly cash balances	1b	281,204.
c	Fair market value of all other assets (see page 24 of the instructions)	1c	0.
d	**Total** (add lines 1a, b, and c)	1d	2,258,999.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation) 1e		
2	Acquisition indebtedness applicable to line 1 assets	2	0.
3	Subtract line 2 from line 1d	3	2,258,999.
4	Cash deemed held for charitable activities. Enter 1 1/2 % of line 3 (for greater amount, see page 25 of the instructions)	4	33,885.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3. Enter here and on Part V, line 4	5	2,225,114.
6	**Minimum investment return.** Enter 5% of line 5	6	111,256.

Part XI **Distributable Amount** (see page 25 of the 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	111,256.
2a	Tax on investment income for 2009 from Part VI, line 5	2a	916.		
b	Income tax for 2009. (This does not include the tax from Part VI.)	2b			
c	Add lines 2a and 2b			2c	916.
3	Distributable amount before adjustments. Subtract line 2c from line 1			3	110,340.
4	Recoveries of amounts treated as qualifying distributions			4	
5	Add lines 3 and 4			5	110,340.
6	Deduction from distributable amount (see page 25 of the instructions)			6	
7	**Distributable amount** as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1			7	110,340.

Part XII **Qualifying Distributions** (see page 25 of the 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	75,115.
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	0.
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	0.
b	Cash distribution test (attach the required schedule)	3b	0.
4	**Qualifying distributions.** Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	75,115.
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 page 26 of the instructions)	5	N/A
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	75,115.

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 page 26 of the instructions)

	(a) Corpus	(b) Years prior to 2008	(c) 2008	(d) 2009
1 Distributable amount for 2009 from Part XI, line 7				110,340.
2 Undistributed income, if any, as of the end of 2009				
a Enter amount for 2008 only			0.	
b Total for prior years: 20____,20____,20____				
3 Excess distributions carryover, if any, to 2009:				
a From 2004 ... 0.				
b From 2005 ... 0.				
c From 2006 ... 171,687.				
d From 2007 ... 254,755.				
e From 2008 ... 203,229.				
f Total of lines 3a through e	629,671.			
4 Qualifying distributions for 2009 from Part XII, line 4: ▶ $ 75,115.				
a Applied to 2008, but not more than line 2a			0.	
b Applied to undistributed income of prior years (Election required - see page 26 of the instructions)		0.		
c Treated as distributions out of corpus (Election required - see page 26 of the instructions)	75,115.	ATCH 12		
d Applied to 2009 distributable amount				
e Remaining amount distributed out of corpus	0.			
5 Excess distributions carryover applied to 2009 (If an amount appears in column (d), the same amount must be shown in column (a).)	110,340.			110,340.
6 **Enter the net total of each column as indicated below:**				
a Corpus. Add lines 3f, 4c, and 4e. Subtract line 5	594,446.			
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				
d Subtract line 6c from line 6b. Taxable amount - see page 27 of the instructions		0.		
e Undistributed income for 2008. Subtract line 4a from line 2a. Taxable amount - see page 27 of the instructions			0.	
f Undistributed income for 2009. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2010				0.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see page 27 of the instructions)				
8 Excess distributions carryover from 2004 not applied on line 5 or line 7 (see page 27 of the instructions)				
9 **Excess distributions carryover to 2010.** Subtract lines 7 and 8 from line 6a	594,446.			
10 Analysis of line 9:				
a Excess from 2005 ... 0.				
b Excess from 2006 ... 61,347.				
c Excess from 2007 ... 254,755.				
d Excess from 2008 ... 203,229.				
e Excess from 2009 ... 75,115.				

Part XIV Private Operating Foundations (see page 27 of the instructions and Part VII-A, question 9) NOT APPLICABLE

1a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2009, enter the date of the ruling ▶

b Check box to indicate whether the foundation is a private operating foundation described in section ☐ 4942(j)(3) or ☐ 4942(j)(5)

	Tax year	Prior 3 years			
	(a) 2009	(b) 2008	(c) 2007	(d) 2006	(e) Total
2a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed					
b 85% of line 2a					
c Qualifying distributions from Part XII, line 4 for each year listed					
d Amounts included in line 2c not used directly for active conduct of exempt activities					
e Qualifying distributions made directly for active conduct of exempt activities Subtract line 2d from line 2c					
3 Complete 3a, b, or c for the alternative test relied upon.					
a "Assets" alternative test - enter					
(1) Value of all assets					
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					
b "Endowment" alternative test-enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed					
c "Support" alternative test - enter					
(1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)					
(2) Support from general public and 5 or more exempt organizations as provided in section 4942 (j)(3)(B)(iii)					
(3) Largest amount of support from an exempt organization					
(4) Gross investment income					

Part XV Supplementary Information (Complete this part only if the foundation had $5,000 or more in assets at any time during the year - see page 28 of the 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).)

HELEN FRANKENTHALER

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

NONE

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

Check here ▶ [X] if the foundation only makes contributions to preselected charitable organizations and does not accept unsolicited requests for funds. If the foundation makes gifts, grants, etc. (see page 28 of the instructions) to individuals or organizations under other conditions, complete items 2a, b, c, and d.

a The name, address, and telephone number of the person to whom applications should be addressed.

b The form in which applications should be submitted and information and materials they should include:

c Any submission deadlines.

d Any restrictions or limitations on awards, such as by geographical areas, charitable fields, kinds of institutions, or other factors:

Part XV Supplementary Information (continued)

3 Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a *Paid during the year*				
ATTACHMENT 13				
Total . . . . ▶ **3a**				68,700.
b *Approved for future payment*				
Total . . . . ▶ **3b**				NONE

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See page 28 of the instructions.)
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
1 Program service revenue.					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments					
4 Dividends and interest from securities			14	58,173.	
5 Net rental income or (loss) from real estate:					
a Debt-financed property					
b Not debt-financed property					
6 Net rental income or (loss) from personal property					
7 Other investment income					
8 Gain or (loss) from sales of assets other than inventory			18	-199,762.	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue: a					
b					
c					
d					
e					
12 Subtotal. Add columns (b), (d), and (e)				-141,589.	

13 **Total.** Add line 12, columns (b), (d), and (e) . . . . . 13 -141,589.

(See worksheet in line 13 instructions on page 28 to verify calculations.)

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

Line No. ▼	Explain below how each activity for which income is reported in column (e) of Part XVI-A contributed importantly to the accomplishment of the foundation's exempt purposes (other than by providing funds for such purposes). (See page 29 of the instructions.)
	NOT APPLICABLE

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

			Yes	No
1	Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?			
a	Transfers from the reporting foundation to a noncharitable exempt organization of:			
	(1) Cash	1a(1)		X
	(2) Other assets	1a(2)		X
b	Other transactions:			
	(1) Sales of assets to a noncharitable exempt organization	1b(1)		X
	(2) Purchases of assets from a noncharitable exempt organization	1b(2)		X
	(3) Rental of facilities, equipment, or other assets	1b(3)		X
	(4) Reimbursement arrangements	1b(4)		X
	(5) Loans or loan guarantees	1b(5)		X
	(6) Performance of services or membership or fundraising solicitations	1b(6)		X
c	Sharing of facilities, equipment, mailing lists, other assets, or paid employees	1c		X

d If the answer to any of the above is "Yes," complete the following schedule. Column (b) should always show the fair market value of the goods, other assets, or services given by the reporting foundation. If the foundation received less than fair market value in any transaction or sharing arrangement, show in column (d) the value of the goods, other assets, or services received.

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

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

b If "Yes," complete the following schedule.

(a) Name of organization	(b) Type of organization	(c) Description of relationship

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 or fiduciary) is based on all information of which preparer has any knowledge.

Signature of officer or trustee — Date: 7/14/10 — Title: Treasurer

Paid Preparer's Use Only

Preparer's signature	Date 7/15/10	Check if self-employed ☐ / Preparer's identifying number (See Signature on page 30 of the instructions)
Firm's name (or yours if self-employed), address, and ZIP code	HECHT AND COMPANY, P.C. 622 THIRD AVENUE NEW YORK, NY 10017	EIN 13-2891505 / Phone no 212 819-8000

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

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj. basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
		SEE PART IV SCHEDULE PROPERTY TYPE: SECURITIES				P	VAR	VAR
188,705.		163,870.					24,835.	
		SEE PART IV SCHEDULE PROPERTY TYPE: SECURITIES				P	VAR	VAR
304,267.		370,859.					-66,592.	
TOTAL GAIN(LOSS)							-41,757.	

HELEN FRANKENTHALER FOUNDATION INC
EIN 13-3244308
FORM 990-PF, PART IV - CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME
DECEMBER 31, 2009

DATE ACQUIRED	DATE SOLD	# OF SHARES	SECURITY	P or D	COST BASIS	SALES PRICE	GAIN OR (LOSS)
SHORT TERM:							
11/17/2008	03/17/2009	200	CONOCOPHILLIPS	P	9,437	7,385	(2,052)
11/17/2008	03/17/2009	75	CONOCOPHILLIPS	P	3,539	2,761	(778)
02/11/2009	04/08/2009	300	ALLSTATE	P	6,615	6,177	(438)
02/27/2009	04/09/2009	60	GOLDMAN SACHS GROUP INC	P	4,971	7,022	2,051
11/17/2008	05/01/2009	900	ARCH COAL INC	P	13,634	11,492	(2,142)
02/11/2009	05/11/2009	475	CHARLES SCHWAB CORP NEW	P	6,661	8,900	2,239
01/12/2009	08/14/2009	500	KRAFT FOODS INC CLA	P	13,934	14,307	373
12/11/2008	09/21/2009	800	ANALOG DEVICES	P	14,883	22,196	7,313
03/20/2009	09/30/2009	600	APPLIED MATERIALS INC	P	6,268	7,779	1,511
12/08/2008	10/02/2009	375	PARKER-HANNIFIN CORP	P	14,596	19,962	5,366
01/26/2009	10/02/2009	20	PARKER-HANNIFIN CORP	P	807	1,065	258
05/11/2009	10/16/2009	800	BANK OF AMERICA CORP NEW	P	9,505	14,008	4,503
05/15/2009	10/16/2006	800	BANK OF NEW YORK MELLON CORP	P	23,015	22,453	(562)
04/16/2009	11/10/2009	650	CVS CAREMARK	P	19,454	18,615	(839)
04/16/2009	11/16/2009	375	STARBUCKS CORP	P	4,452	7,939	3,487
05/11/2009	11/19/2009	955	BANK OF AMERICA CORP NEW	P	11,347	15,432	4,085
05/22/2009	11/19/2009	75	BANK OF AMERICA CORP NEW	P	752	1,212	460
			TOTAL SHORT TERM		163,870	188,705	24,835
LONG TERM:							
01/30/2007	01/28/2009	400	TEXTRON INC	P	18,582	4,866	(13,716)
01/18/2006	02/03/2009	1,000	BANK OF AMERICA CORP NEW	P	45,810	6,941	(38,869)
01/10/2006	02/10/2009	1,000	MASCO CORP	P	30,688	8,004	(22,684)
11/21/2005	02/10/2009	2,000	MASCO CORP	P	58,076	16,008	(42,068)
01/01/1990	03/05/2009	500	GENERAL ELECTRIC CO	D	538	3,777	3,239
05/16/1994	03/05/2009	2,000	GENERAL ELECTRIC CO	D	2,150	15,109	12,959
12/11/2002	03/17/2009	250	EXXON MOBIL CORP	P	8,815	16,615	7,800
12/10/1993	03/20/2009	160	INTL BUSINESS MACHINES	D	2,190	14,521	12,331
06/19/2007	04/03/2009	167	TIME WARNER CABLE INC	P	10,324	4,129	(6,195)
10/31/2007	04/07/2009	1,025	J P MORGAN CHASE & CO	P	48,554	29,151	(19,403)
10/31/2007	05/04/2009	875	WYETH	P	42,901	36,964	(5,937)
04/09/2008	07/15/2009	200	BOEING CO USD5 COMMON	P	15,167	7,873	(7,294)
01/01/1960	07/24/2009	1,200	PROCTER & GAMBLE	D	2,716	66,625	63,909
04/09/2008	08/07/2009	1,175	EMC CORP (MASS) COM	P	17,508	17,957	449
06/19/2007	10/02/2009	666	TIME WARNER	P	31,332	19,487	(11,845)
09/27/2005	10/23/2009	960	HONEYWELL INTERNATIONAL INC	P	35,508	36,208	700
	VARIOUS	CLASS ACTION PROCEEDS		P	-	10	10
	VARIOUS	CASH-IN-LIEU		P	-	22	22
			TOTAL LONG TERM		370,859	304,267	(66,592)
			TOTAL SHORT AND LONG TERM		534,729	492,972	(41,757)

D = DONATED SECURITIES

P = PURCHASED SECURITIES

ATTACHMENT 2

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

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
DIVIDENDS	55,138.	55,138.
INTEREST - US TREASURY BONDS	3,035.	3,035.
TOTAL	58,173.	58,173.

FORM 990PF, PART I - LEGAL FEES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	ADJUSTED NET INCOME	CHARITABLE PURPOSES
LEGAL FEES	1,248.			1,248.
TOTALS	1,248.	0.	0.	1,248.

FORM 990PF, PART I - ACCOUNTING FEES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	ADJUSTED NET INCOME	CHARITABLE PURPOSES
MAINTENANCE OF BOOKS AND RECORDS	4,297.	4,297.		
PREPARATION OF FORM 990-PF AND ANNUAL REPORT FOR ATTORNEY GENERAL	4,297.			4,297.
TOTALS	8,594.	4,297.	0.	4,297.

FORM 990PF, PART I - OTHER PROFESSIONAL FEES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
INVESTMENT ADVISORY FEES	8,011.	8,011.
TOTALS	8,011.	8,011.

ATTACHMENT 6

FORM 990PF, PART I - TAXES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS
FEDERAL EXCISE TAX	300.
TOTALS	300.

FORM 990PF, PART I - OTHER EXPENSES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	CHARITABLE PURPOSES
FILING FEE	750.		750.
PUBLIC INSPECTION AD	120.		120.
BANK SERVICE FEES	61.	61.	
TOTALS	931.	61.	870.

FORM 990PF, PART II - U.S. AND STATE OBLIGATIONS

ATTACHMENT 8

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
50M US TREASURY NOTES 4.125% DUE 8/15/10	50,055.	51,170.
US OBLIGATIONS TOTAL	50,055.	51,170.

HELEN FRANKENTHALER FOUNDATION, INC.
EIN: 13-3244308
FORM 990-PF, PART II, LINE 10 B, INVESTMENTS - CORPORATE STOCK
DECEMBER 31, 2009

# OF SHARES		BOOK VALUE	FMV
	CORPORATE STOCKS:		
275	AIR PRODUCTS & CHEMICALS	14,361	22,291
500	AMGEN INC	26,084	28,285
325	ANADARKO PETROLEUM	11,734	20,286
750	AT&T	18,709	21,023
1,195	BANK OF AMERICA CORP NEW	13,337	17,997
700	BP PLC SPONSORED ADR	32,095	40,579
750	CHARLES SCHWAB CORP NEW	13,665	14,115
900	CISCO SYSTEMS	25,272	21,546
300	COCA COLA CO	12,112	17,100
3,875	COMCAST CORP - SPECIAL CL A	70,789	62,039
650	CONOCOPHILLIPS	29,961	33,196
390	DEVON ENERGY	20,024	28,665
510	DOVER	19,989	21,221
825	EMC CORP (MASS) COM	12,293	14,413
825	EMERSON ELECTRIC CO	31,581	35,145
315	EOG RES INC	18,551	30,650
750	EXXON MOBIL CORP	37,875	51,141
280	GILEAD SCIENCES INC	13,086	12,118
112	GOLDMAN SACHS GROUP INC	11,261	18,910
45	GOOGLE INC CL A	13,644	27,899
1,075	HALLIBURTON CO	35,385	32,347
825	HEWLETT PACKARD CO	24,349	42,496
540	HONEYWELL INTERNATIONAL INC	20,190	21,168
2,000	INTEL	64,688	40,800
500	INTL BUSINESS MACHINES	38,125	65,450
40	INTL BUSINESS MACHINES	3,837	5,236
1,350	ISHARES BARCLAY MBS BOND FD EFT	142,088	143,073
2,050	ISHARES TRUST-1-3 YR TREASURY INDEX FUND	167,504	170,068
775	ISHARES TRUST-IBOXX$INVESTOR CORP BOND	83,211	80,716
1,350	J P MORGAN CHASE & CO	29,191	56,254
800	JOHNSON&JOHNSON	52,048	51,528
425	LIFE TECHNOLOGIES COPR	12,541	22,198
85	MASTERCARD INC CL A	14,321	21,758
235	MC DONALDS CORP	13,374	14,673
750	MEDTRONIC INC	23,824	32,985
1,675	MERCK & CO	43,828	61,205
2,000	MICROSOFT	63,475	60,980
160	MOSAIC COMPANY	8,231	9,557
1,200	ORACLE	25,512	29,436
255	PARKER-HANNIFIN CORP	10,285	13,739
3,000	PFIZER	77,876	54,570
290	RAYTHEON COMPANY	13,673	14,941

HELEN FRANKENTHALER FOUNDATION, INC.
EIN: 13-3244308
FORM 990-PF, PART II, LINE 10 B, INVESTMENTS - CORPORATE STOCK
DECEMBER 31, 2009

# OF SHARES		BOOK VALUE	FMV
	CORPORATE STOCKS:		
675	REPUBLIC SERVICES INC	14,018	19,109
400	STARBUCKS CORP	4,749	9,224
855	SYMANTEC	12,885	15,296
500	TALECRIS BIOTHERAPEUTICS HOLDINGS CORP	9,617	11,135
250	UNITED PARCEL SERVICE INC	13,049	14,343
520	UNITED TECHNOLOGIES	40,240	36,093
350	VALERO ENERGY CORP NEW	6,895	5,863
1,000	WAL MART STORES INC	46,952	53,450
900	WALGREEN CO	29,376	33,048
1,925	WELLS FARGO & CO	51,484	51,956
	TOTAL CORPORATE STOCKS	1,643,244	1,833,314
	MUTUAL FUNDS:		
12,254	LAZARD CAP ALLOCATOR OPPORT STRAT PRT INST	124,539	107,833
12,614	LAZARD INTL STRATEGIC EQUITY PORTFOLIO	148,030	118,701
11,019	LAZARD HIGH YIELD PORTFOLIO INSTL	61,666	51,790
2,675	VANGUARD TOTAL BOND MARKET ETF	202,203	210,228
	TOTAL MUTUAL FUNDS	536,438	488,552
	TOTALS	2,179,682	2,321,866

FORM 990PF, PART II - OTHER ASSETS

ATTACHMENT 10

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
WORK OF ART BY H.FRANKENTHALER "MOUNTAINS & SEA" (1952)	15,000,000.	15,000,000.
TOTALS	15,000,000.	15,000,000.

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

ATTACHMENT 11

NAME AND ADDRESS	TITLE AND AVERAGE HOURS PER WEEK DEVOTED TO POSITION	COMPENSATION	CONTRIBUTIONS TO EMPLOYEE BENEFIT PLANS	EXPENSE ACCT AND OTHER ALLOWANCES
HELEN FRANKENTHALER 19 CONTENTMENT ISLAND RD DARIEN, CT 06820	PRESIDENT/DIRECTOR 1.00	0.	0.	0.
MAUREEN ST. ONGE 19 CONTENTMENT ISLAND RD DARIEN, CT 06820	SECRETARY/DIRECTOR 1.00	0.	0.	0.
MICHAEL HECHT, CPA 622 THIRD AVENUE NEW YORK, NY 10017	TREASURER/DIRECTOR 1.00	0.	0.	0.
STEPHEN DUBRUL 19 CONTENTMENT ISLAND RD DARIEN, CT 06820	VICE PRESIDENT/DIR 1.00	0.	0.	0.
CLIFFORD ROSS 19 CONTENTMENT ISLAND RD DARIEN, CT 06820	DIRECTOR 1.00	0.	0.	0.
FREDERICK J. ISEMAN CAXTON-ISEMAN CAPITAL, INC. 500 PARK AVENUE, 8TH FLOOR NEW YORK, NY 10022	DIRECTOR 1.00	0.	0.	0.

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

ATTACHMENT 11 (CONT'D)

NAME AND ADDRESS	TITLE AND AVERAGE HOURS PER WEEK DEVOTED TO POSITION	COMPENSATION	CONTRIBUTIONS TO EMPLOYEE BENEFIT PLANS	EXPENSE ACCT AND OTHER ALLOWANCES
LISE MOTHERWELL 19 CONTENTMENT ISLAND RD DARIEN, CT 06820	DIRECTOR 1.00	0.	0.	0.
	GRAND TOTALS	0.	0.	0.

FORM 990PF, PART XIII - DISTRIBUTION FROM CORPUS ELECTION

THE HELEN FRANKENTHALER FOUNDATION, INC. HEREBY ELECTS TO TREAT $75,115 OF THE QUALIFYING DISTRIBUTIONS OF THE FOUNDATION FOR THE YEAR ENDED DECEMBER 31, 2009 AS BEING MADE OUT OF CORPUS IN ACCORDANCE WITH REGULATION 53.4942(A)-3(D)(2).

7/21/2010

DATE

FOUNDATION MANAGER

V-P.

HELEN FRANKENTHALER FOUNDATION, INC.
EIN: 13-3244308
FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID
DECEMBER 31, 2009

ADNY/CREATIVE CLASSROOMS	$ 500
AMERICAN PARKINSON DISEASE ASSOCIATION	200
ARCHIVES OF AMERICAN ART	500
BENNINGTON COLLEGE	50,000
CENTURY ASSOCIATION ARCHIVES FDN	500
CITY MEALS ON WHEELS	1,200
DARIEN FIRE DEPARTMENT FUND DRIVE	200
DARIEN LIBRARY	100
DARIEN POLICE ASSOCIATION	100
GREENWICH HOSPITAL	5,000
HOSPITAL FOR SPECIAL SURGERY FUND	1,000
MARILYN NEOFFAT CHANGE IN PHYSICAL THERAPY	1,000
NATIONAL ACADEMY MUSEUM	500
NEW YORK STUDIO SCHOOL	1,000
PRATT INSTITUTE	500
SKOWHEGAN SCHOOL OF PAINTING & SCULPTURE	300
THE BREARLY ANNUAL FUND	1,000
THE DALTON SCHOOL	1,000
THE DRAWING CENTER	500
THE FOUNDATION OF CULTURAL REVIEW	2,000
THE METROPOLITAN MUSEUM OF ART	500
THE NEW SCHOOL	1,000
THIRTEEN	100
TOTAL GRANTS AND CONTRIBUTIONS	68,700

NOTE:

ALL RECIPIENTS ARE NOT RELATED TO ANY FOUNDATION MANAGER OR SUBSTANTIAL CONTRIBUTOR.

ALL RECIPIENTS ARE EXEMPT AND THE PURPOSE OF THE GRANTS AND CONTRIBUTIONS ARE FOR UNRESTRICTED CHARITABLE PURPOSES.

HELEN FRANKENTHALER FOUNDATION, INC.
EPTL FILE #03-57-25
YEAR ENDED DECEMBER 31, 2009

PUBLIC INSPECTION ADVERTISEMENT

STATE OF NEW YORK
County of New York, s:

Jennifer Hannafey, being duly sworn, says that she is the PRINCIPAL CLERK of the Publisher of the **NEW YORK LAW JOURNAL**, a Daily Newspaper; that the Advertisement hereto annexed has been published in the said **NEW YORK LAW JOURNAL***one time* on the 26th day of April, 2010.

THE ANNUAL RETURN OF THE HELEN FRANKENTHALER FOUNDATION INC for the calendar year ended December 31, 2009 is available at its principal office located at c/o Hecht and Company, P.C., 622 Third Avenue, New York, NY 10017 for inspection during regular business hours by any citizen who requests it within 180 days hereof. Principal Manager of the Foundation is HELEN FRANKENTHALER.
1460667 a26

TO WIT : APRIL 26, 2010

SWORN BEFORE ME, this 26th day
Of April, 2010.

Cynthia Byrd
Notary Public, State of New York
No. 01BY6056945
Qualified in Kings County
Commission Expires April 09, 2011

PUBLIC INSPECTION ADVERTISEMENT

Form **8868**
(Rev April 2009)
Department of the Treasury
Internal Revenue Service

Application for Extension of Time To File an Exempt Organization Return

▶ File a separate application for each return.

OMB No. 1545-1709

- If you are filing for an **Automatic 3-Month Extension, complete only Part I** and check this box . . . . ▶ [X]
- If you are filing for an **Additional (Not Automatic) 3-Month Extension, complete only Part II** (on page 2 of this form).

Do not complete Part II unless you have already been granted an automatic 3-month extension on a previously filed Form 8868.

Part I **Automatic 3-Month Extension of Time.** Only submit original (no copies needed).

A corporation required to file Form 990-T and requesting an automatic 6-month extension - check this box and complete Part I only . . . . ▶ [ ]

All other corporations (including 1120-C filers), partnerships, REMICs, and trusts must use Form 7004 to request an extension of time to file income tax returns

Electronic Filing *(e-file)* Generally, you can electronically file Form 8868 if you want a 3-month automatic extension of time to file one of the returns noted below (6 months for a corporation required to file Form 990-T). However, you cannot file Form 8868 electronically if (1) you want the additional (not automatic) 3-month extension or (2) you file Forms 990-BL, 6069, or 8870, group returns, or a composite or consolidated From 990-T Instead, you must submit the fully completed and signed page 2 (Part II) of Form 8868. For more details on the electronic filing of this form, visit *www irs gov/efile* and click on *e-file for Charities & Nonprofits.*

Type or print File by the due date for filing your return See instructions	Name of Exempt Organization HELEN FRANKENTHALER FOUNDATION INC	Employer identification number 13-3244308
	Number, street, and room or suite no If a P O box, see instructions. C/O HECHT AND COMPANY, P.C. 622 THIRD AVENUE	
	City, town or post office, state, and ZIP code For a foreign address, see instructions. NEW YORK, NY 10017	

Check type of return to be filed (file a separate application for each return):

[ ] Form 990	[ ] Form 990-T (corporation)	[ ] Form 4720
[ ] Form 990-BL	[ ] Form 990-T (sec 401(a) or 408(a) trust)	[ ] Form 5227
[ ] Form 990-EZ	[ ] Form 990-T (trust other than above)	[ ] Form 6069
[X] Form 990-PF	[ ] Form 1041-A	[ ] Form 8870

- The books are in the care of ▶ HECHT AND COMPANY, P.C.

Telephone No ▶ 212 819-8000 FAX No ▶

- If the organization does not have an office or place of business in the United States, check this box . . . . ▶ [ ]
- If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) ______ If this is for the whole group, check this box . ▶ [ ] If it is for part of the group, check this box . . ▶ [ ] and attach a list with the names and EINs of all members the extension will cover.

1 I request an automatic 3-month (6 months for a corporation required to file Form 990-T) extension of time until 08/15 , 2010 , to file the exempt organization return for the organization named above. The extension is for the organization's return for

▶ [X] calendar year 2009 or
▶ [ ] tax year beginning ______ , ______, and ending ______ , ______

2 If this tax year is for less than 12 months, check reason [ ] Initial return [ ] Final return [ ] Change in accounting period

3a	If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions.	3a	$ 1,400.
b	If this application is for Form 990-PF or 990-T, enter any refundable credits and estimated tax payments made Include any prior year overpayment allowed as a credit	3b	$ 800.
c	**Balance Due.** Subtract line 3b from line 3a Include your payment with this form, or, if required, deposit with FTD coupon or, if required, by using EFTPS (Electronic Federal Tax Payment System) See instructions	3c	$ 600.

Caution. If you are going to make an electronic fund withdrawal with this Form 8868, see Form 8453-EO and Form 8879-EO for payment instructions.

For Privacy Act and Paperwork Reduction Act Notice, see Instructions. Form **8868** (Rev 4-2009)