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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.

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

<b>Use the IRS label. Otherwise, print or type. See Specific Instructions.</b>	Name of foundation  CONNIE FRANK FOUNDATION	<b>A Employer identification number</b>  95-4693739
	Number and street (or P O box number if mail is not delivered to street address)  47 BEVERLY PARK CIRCLE	<b>B Telephone number (see page 10 of the instructions)</b>  ( ) -
	City or town, state, and ZIP code  BEVERLY HILLS, CA 90210-1330	<b>C If exemption application is pending, check here . . . . .</b> ► <input type="checkbox"/>
		<b>D 1 Foreign organizations, check here . . . . .</b> ► <input type="checkbox"/> <b>2 Foreign organizations meeting the 85% test, check here and attach computation . . . . .</b> ► <input type="checkbox"/>

**H Check type of organization:**  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) ► \$ 2,156,263.** **J Accounting method:**  Cash  Accrual  
 Other (specify) \_\_\_\_\_

(Part I, column (d) must be on cash basis.)

**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 . . . . .** ►

**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))**

	<b>(a) Revenue and expenses per books</b>	<b>(b) Net investment income</b>	<b>(c) Adjusted net income</b>	<b>(d) Disbursements for charitable purposes (cash basis only)</b>
1 Contributions, gifts, grants, etc., received (attach schedule)	315,689			
2 Check ► <input type="checkbox"/> if the foundation is not required to attach Sch B.				
3 Interest on savings and temporary cash investments	1,114	1,114		ATCH 1
4 Dividends and interest from securities	7,173	7,173		ATCH 2
5a Gross rents				
b Net rental income or (loss)				
6a Net gain or (loss) from sale of assets not on line 10	302,215			
b Gross sales price for all assets on line 6a	893,000			
7 Capital gain net income (from Part IV, line 2)		302,215		
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	626,191	310,502		
13 Compensation of officers, directors, trustees, etc.		0		
14 Other employee salaries and wages				
15 Pension plans, employee benefit plans				
16a Legal fees (attach schedule)				
b Accounting fees (attach schedule)				
c Other professional fees (attach schedule)				
17 Interest				
18 Taxes (attach schedule) (see page 14 of the instructions) **	264	264		
19 Depreciation (attach schedule) and depletion				
20 Occupancy				
21 Travel, conferences, and meetings				
22 Printing and publications				
23 Other expenses (attach schedule) ATCH 4	46	11		
24 Total operating and administrative expenses.				
Add lines 13 through 23	310	275		
25 Contributions, gifts, grants paid	105,596			105,596
26 Total expenses and disbursements Add lines 24 and 25	105,906	275		105,596
27 Subtract line 26 from line 12.	520,285			
a Excess of revenue over expenses and disbursements				
b Net investment income (if negative, enter -0-)		310,227		
c Adjusted net income (if negative, enter -0-)			-0-	

Operating and Administrative Expenses

SCANNED JUL 01 2010

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<b>Part II Balance Sheets</b>		Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)		
		End of year		
		(a) Book Value	(b) Book Value	(c) Fair Market Value
	1 Cash - non-interest-bearing . . . . .			
	2 Savings and temporary cash investments . . . . .		59,613.	854,994.
	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 . . . . .			
Assets	10 a Investments - U S and state government obligations (attach schedule) . . . . .			
	b Investments - corporate stock (attach schedule) ATTACH 5 . . . . .	823,849.	368,926.	1,301,269.
	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 ►) . . . . .			
	16 Total assets (to be completed by all filers - see the instructions Also, see page 1, item I) . . . . .	883,462.	1,223,920.	2,156,263.
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 ► <input checked="" type="checkbox"/> and complete lines 24 through 26 and lines 30 and 31.			
	24 Unrestricted . . . . .	883,462.	1,223,920.	
	25 Temporarily restricted . . . . .			
	26 Permanently restricted . . . . .			
	Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. ► <input type="checkbox"/>			
	27 Capital stock, trust principal, or current funds . . . . .			
	28 Paid-in or capital surplus, or land, bldg , and equipment fund . . . . .			
	29 Retained earnings, accumulated income, endowment, or other funds . . . . .			
	30 Total net assets or fund balances (see page 17 of the instructions) . . . . .	883,462.	1,223,920.	
	31 Total liabilities and net assets/fund balances (see page 17 of the instructions) . . . . .	883,462.	1,223,920.	

**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	883,462.
2 Enter amount from Part I, line 27a . . . . .	2	520,285.
3 Other increases not included in line 2 (itemize) ►	3	
4 Add lines 1, 2, and 3 . . . . .	4	1,403,747.
5 Decreases not included in line 2 (itemize) ► ATTACHMENT 6	5	179,827.
6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30 . . . . .	6	1,223,920.

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**Part IV Capital Gains and Losses for Tax on Investment Income**

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co.)			(b) How acquired P-Purchase D-Donation	(c) Date acquired (mo, day, yr.)	(d) Date sold (mo, day, yr.)
1a SEE PART IV SCHEDULE					
b					
c					
d					
e					
(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)		
a					
b					
c					
d					
e					
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(I) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))		
(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					
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	302,215.	
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. . . . .	{ 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	158,207.	1,870,939.	0.084560
2007	112,201.	2,056,097.	0.054570
2006	106,276.	2,273,138.	0.046753
2005	102,669.	2,275,587.	0.045118
2004	71,700.	2,066,133.	0.034703
2 Total of line 1, column (d)			2 0.265704
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 0.053141
4 Enter the net value of noncharitable-use assets for 2009 from Part X, line 5			4 1,989,421.
5 Multiply line 4 by line 3			5 105,720.
6 Enter 1% of net investment income (1% of Part I, line 27b)			6 3,102.
7 Add lines 5 and 6			7 108,822.
8 Enter qualifying distributions from Part XII, line 4			8 105,596.
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 ► <input type="checkbox"/> and enter "N/A" on line 1 . . .	Date of ruling or determination letter _____ (attach copy of ruling letter if necessary - see instructions)	1	6,205.
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ► <input type="checkbox"/> and enter 1% of Part I, line 27b . . . . .			
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		6,205.
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-) . . . . .	4		0.
5	<b>Tax based on investment income.</b> Subtract line 4 from line 3. If zero or less, enter -0- . . . . .	5		6,205.
6	<b>Credits/Payments</b>			
a	2009 estimated tax payments and 2008 overpayment credited to 2009 . . . . .	6a	3,679.	
b	Exempt foreign organizations-tax withheld at source . . . . .	6b	0.	
c	Tax paid with application for extension of time to file (Form 8868) . . . . .	6c	9,000.	
d	Backup withholding erroneously withheld . . . . .	6d		
7	Total credits and payments. Add lines 6a through 6d . . . . .	7		12,679.
8	Enter any <b>penalty</b> for underpayment of estimated tax. Check here <input type="checkbox"/> if Form 2220 is attached . . . . .	8		
9	Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed . . . . .	9		
10	<b>Overpayment.</b> If line 7 is more than the total of lines 5 and 8, enter the amount overpaid . . . . .	10		6,474.
11	Enter the amount of line 10 to be: <b>Credited to 2010 estimated tax</b> ► <input type="checkbox"/> <b>Refunded</b> ► <input type="checkbox"/> . . . . .	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
1b	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
<i>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</i>			
1c	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 ► \$ _____ (2) On foundation managers ► \$ _____		
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ► \$ _____		
2	Has the foundation engaged in any activities that have not previously been reported to the IRS? . . . . .	2	X
<i>If "Yes," attach a detailed description of the activities</i>			
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? <i>If "Yes," attach a conformed copy of the changes</i> . . . . .	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	X
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? . . . . .	5	X
<i>If "Yes," attach the statement required by General Instruction T.</i>			
6	Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either:		
	● By language in the governing instrument, or	6	X
	● 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? . . . . .		
7	Did the foundation have at least \$5,000 in assets at any time during the year? <i>If "Yes," complete Part II, col (c), and Part XV.</i> . . . . .	7	X
8a	Enter the states to which the foundation reports or with which it is registered (see page 19 of the instructions) ► CA, . . . . .		
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 <i>General Instruction G</i> ? <i>If "No," attach explanation</i> . . . . .	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)? <i>If "Yes," complete Part XIV</i> . . . . .	9	X
10	Did any persons become substantial contributors during the tax year? <i>If "Yes," attach a schedule listing their names and addresses</i> . . . . .	10	X

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

11		X
12		X
13	X	

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) . . . . .

12 Did the foundation acquire a direct or indirect interest in any applicable insurance contract before August 17, 2008? . . . . .

13 Did the foundation comply with the public inspection requirements for its annual returns and exemption application? . . . . .  
Website address ► N/A

14 The books are in care of ► THE AYCO COMPANY, L.P. Telephone no. ► 518-640-5000  
Located at ► 25 BRITISH AMERICAN BLVD. ALBANY, NY ZIP + 4 ► 12212

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**

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

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

5a	During the year did the foundation pay or incur any amount to:	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? . . . . .		<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive? . . . . .		<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
(3) Provide a grant to an individual for travel, study, or other similar purposes? . . . . .		<input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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) . . . . .		<input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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? . . . . .		<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
b	If any answer is "Yes" to 5a(1)-(5), did <b>any</b> 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)? . . . . .	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		5b	
Organizations relying on a current notice regarding disaster assistance check here . . . . . ► <input type="checkbox"/>					
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? . . . . .	<input type="checkbox"/> Yes <input type="checkbox"/> 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? . . . . .	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		6b	X
b	Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? . . . . .	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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? . . . . .	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		7b	
b	If yes, did the foundation receive any proceeds or have any net income attributable to the transaction? . . . . .	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			

**Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors****1 List all officers, directors, trustees, foundation managers and their compensation (see 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 7		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 . . . . . ►

**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 PLEASE NOTE, THE FOUNDATION IS NOT INVOLVED IN ANY DIRECT CHARITABLE ACTIVITIES. ITS PRIMARY PURPOSE IS TO SUPPORT, BY CONTRIBUTIONS, OTHER CHARITABLE ORGANIZATIONS EXEMPT

2 UNDER INTERNAL REVENUE CODE SECTION 501(C)(3).

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 . . . . . ►**

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**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	1,329,490.
b	Average of monthly cash balances	1b	690,227.
c	Fair market value of all other assets (see page 24 of the instructions)	1c	0.
d	<b>Total</b> (add lines 1a, b, and c)	1d	2,019,717.
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	2,019,717.
4	Cash deemed held for charitable activities. Enter 1 1/2 % of line 3 (for greater amount, see page 25 of the instructions)	4	30,296.
5	<b>Net value of noncharitable-use assets.</b> Subtract line 4 from line 3. Enter here and on Part V, line 4	5	1,989,421.
6	<b>Minimum investment return.</b> Enter 5% of line 5	6	99,471.

**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	99,471.
2a	Tax on investment income for 2009 from Part VI, line 5	2a	6,205.
b	Income tax for 2009 (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	6,205.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	93,266.
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	93,266.
6	Deduction from distributable amount (see page 25 of the instructions)	6	
7	<b>Distributable amount</b> as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	93,266.

**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	105,596.
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	<b>Qualifying distributions.</b> Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	105,596.
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	<b>Adjusted qualifying distributions.</b> Subtract line 5 from line 4	6	105,596.

**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 . . . . .				93,266.
2 Undistributed income, if any, as of the end of 2009			35,815.	
a Enter amount for 2008 only . . . . .				
b Total for prior years 20 07, 20 06, 20 05				
3 Excess distributions carryover, if any, to 2009.				
a From 2004 . . . . .				
b From 2005 . . . . .				
c From 2006 . . . . .				
d From 2007 . . . . .				
e From 2008 . . . . .	0.			
f Total of lines 3a through e . . . . .	0.			
4 Qualifying distributions for 2009 from Part XII, line 4: ► \$ 105,596.			35,815.	
a Applied to 2008, but not more than line 2a . . . . .				
b Applied to undistributed income of prior years (Election required - see page 26 of the instructions) . . . . .				
c Treated as distributions out of corpus (Election required - see page 26 of the instructions) . . . . .				
d Applied to 2009 distributable amount . . . . .				69,781.
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))		0.		0.
6 Enter the net total of each column as indicated below:				
a Corpus. Add lines 3f, 4c, and 4e. Subtract line 5	0.			
b Prior years' undistributed income. Subtract line 4b from line 2b				
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed . . . . .				
d Subtract line 6c from line 6b. Taxable amount - see page 27 of the instructions . . . . .				
e Undistributed income for 2008. Subtract line 4a from line 2a. Taxable amount - see page 27 of the instructions . . . . .				
f Undistributed income for 2009. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2010. . . . .				23,485.
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.			0.	
Subtract lines 7 and 8 from line 6a . . . . .				
10 Analysis of line 9:				
a Excess from 2005 . . . . .				
b Excess from 2006 . . . . .				
c Excess from 2007 . . . . .				
d Excess from 2008 . . . . .				
e Excess from 2009 . . . . .	0.			

**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				►	4942(j)(3) or	4942(j)(5)
2a	Check box to indicate whether the foundation is a private operating foundation described in section						
	Tax year				Prior 3 years		(e) Total
	(a) 2009	(b) 2008	(c) 2007	(d) 2006			
2a	Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed						
2b	85% of line 2a						
2c	Qualifying distributions from Part XII, line 4 for each year listed						
2d	Amounts included in line 2c not used directly for active conduct of exempt activities						
2e	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)(ii)						
(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).)

CONSTANCE FRANK

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

NONE

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

Check here ►  if the foundation only makes contributions to preselected charitable organizations and does not accept unsolicited requests for funds. If the foundation makes gifts, grants, etc. (see 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
<b>a Paid during the year</b>				
ATTACHMENT 8				
<b>Total. ....</b>				► 3a 105,596.
<b>b Approved for future payment</b>				
<b>Total. ....</b>				► 3b

**Part XVI-A Analysis of Income-Producing Activities**

Enter gross amounts unless otherwise indicated.

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

(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.		

**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

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

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

true, correct, and complete Declaration of preparer (or  
*Constance Stark*  
ture of officer or trustee

(b) is based on all information of which prepared  
6-17-10  President

Signature of officer or trustee

Date

tle

<p>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.</p> <p><i>Constance Harp</i>   <i>6-17-10</i>   <i>President</i></p>				
Signature of officer or trustee		Date	Title	
Paid Preparer's Use Only	Preparer's signature	Date	Check if self-employed	Preparer's identifying number (See Signature on page 30 of the instructions)
	<i>David J. O'Neilson</i>	<i>6/15/10</i>	<input type="checkbox"/>	<i>A00227629</i>
Firm's name (or yours if self-employed), address, and ZIP code		THE PAYCO COMPANY, LP PO BOX 15014 ALBANY, NY	EIN	33-1187432
		12212-5014	Phone no	949-955-1544

## Schedule of Contributors

OMB No 1545-0047

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

**2009**

Name of the organization

CONNIE FRANK FOUNDATION

Employer identification number

95-4693739

Organization type (check one):

Filers of:

Section:

Form 990 or 990-EZ

501(c)( ) (enter number) organization

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

527 political organization

Form 990-PF

501(c)(3) exempt private foundation

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

501(c)(3) taxable private foundation

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

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

### General Rule

For an organization filing Form 990, 990-EZ, or 990-PF that received, during the year, \$5,000 or more (in money or property) from any one contributor. Complete Parts I and II.

### Special Rules

For a section 501(c)(3) organization filing Form 990 or 990-EZ that met the 33 1/3% support test of the regulations under sections 509(a)(1) and 170(b)(1)(A)(vi), and received from any one contributor, during the year, a contribution of the greater of (1) \$5,000 or (2) 2% of the amount on (i) Form 990, Part VIII, line 1h or (ii) Form 990-EZ, line 1. Complete Parts I and II

For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, aggregate contributions of more than \$1,000 for use *exclusively* for religious, charitable, scientific, literary, or educational purposes, or the prevention of cruelty to children or animals. Complete Parts I, II, and III.

For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, contributions for use *exclusively* for religious, charitable, etc., purposes, but these contributions did not aggregate to more than \$1,000. If this box is checked, enter here the total contributions that were received during the year for an *exclusively* religious, charitable, etc., purpose. Do not complete any of the parts unless the **General Rule** applies to this organization because it received nonexclusively religious, charitable, etc., contributions of \$5,000 or more during the year. ► \$ \_\_\_\_\_

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

For Privacy Act and Paperwork Reduction Act Notice, see the Instructions  
for Form 990, 990-EZ, or 990-PF.

Schedule B (Form 990, 990-EZ, or 990-PF) (2009)

Name of organization CONNIE FRANK FOUNDATION

Employer identification number

95-4693739

**Part I** **Contributors** (see instructions)

(a) No.	(b) Name, address, and ZIP + 4	(c) Aggregate contributions	(d) Type of contribution
1	CONSTANCE FRANK 47 BEVERLY PARK CIRCLE BEVERLY HILLS, CA 90210-1330	\$ 259,188.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input checked="" type="checkbox"/> (Complete Part II if there is a noncash contribution.)
2	CONSTANCE FRANK 47 BEVERLY PARK CIRCLE BEVERLY HILLS, CA 90210-1330	\$ 28,297.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input checked="" type="checkbox"/> (Complete Part II if there is a noncash contribution.)
3	CONSTANCE FRANK 47 BEVERLY PARK CIRCLE BEVERLY HILLS, CA 90210-1330	\$ 28,204.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input checked="" type="checkbox"/> (Complete Part II if there is a noncash contribution.)
		\$ _____	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
		\$ _____	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
		\$ _____	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
		\$ _____	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)

Name of organization CONNIE FRANK FOUNDATION

Employer identification number

95-4693739

**Part II Noncash Property (see instructions)**

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
1	2,750 SHS GENENTECH, INC. STOCK	\$ 259,188.	03/23/2009
2	467 SHS HSBC HOLDINGS, PLC STOCK	\$ 28,297.	11/12/2009
3	1,662 SHS UBS AG STOCK	\$ 28,204.	11/12/2009
	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received

Application for Extension of Time To File an  
Exempt Organization Return

► File a separate application for each return.

- If you are filing for an **Automatic 3-Month Extension**, complete only **Part I** and check this box . . . . . ►
- 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 Form 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](http://www.irs.gov/efile) and click on e-file for Charities & Nonprofits.

Type or print	Name of Exempt Organization CONNIE FRANK FOUNDATION	Employer identification number 95-4693739
File by the due date for filing your return. See instructions	Number, street, and room or suite no. If a P.O. box, see instructions. 47 BEVERLY PARK CIRCLE	
	City, town or post office, state, and ZIP code. For a foreign address, see instructions BEVERLY HILLS, CA 90210-1330	

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

<input type="checkbox"/> Form 990	<input type="checkbox"/> Form 990-T (corporation)	<input type="checkbox"/> Form 4720
<input type="checkbox"/> Form 990-BL	<input type="checkbox"/> Form 990-T (sec. 401(a) or 408(a) trust)	<input type="checkbox"/> Form 5227
<input type="checkbox"/> Form 990-EZ	<input type="checkbox"/> Form 990-T (trust other than above)	<input type="checkbox"/> Form 6069
<input checked="" type="checkbox"/> Form 990-PF	<input type="checkbox"/> Form 1041-A	<input type="checkbox"/> Form 8870

- The books are in the care of ► THE AYCO COMPANY, L.P.

Telephone No. ► 518 640-5000 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.

►  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 \$ <u>12,679.</u>
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 \$ <u>3,679.</u>
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 \$ <u>9,000.</u>

**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)

**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			
893,000.		9,400 SHS GENENTECH, INC PROPERTY TYPE: SECURITIES 590,785.				D	VARIOUS 302,215.	04/24/2009
TOTAL GAIN(LOSS) .....							<u>302,215.</u>	

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

<u>DESCRIPTION</u>	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
CHASE CHECKING #307943	12.	12.
GOLDMAN SACHS #26621	1,102.	1,102.
TOTAL	<u><u>1,114.</u></u>	<u><u>1,114.</u></u>

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

<u>DESCRIPTION</u>	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
GOLDMAN SACHS #26621 - DIVIDEND INCOME	7,164.	7,164.
GOLDMAN SACHS #26621 - INTEREST INCOME	9.	9.
TOTAL	<u>7,173.</u>	<u>7,173.</u>

FORM 990PF, PART I - TAXES

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>
FOREIGN TAXES	264.	264.
TOTALS	<u>264.</u>	<u>264.</u>

FORM 990PF, PART I - OTHER EXPENSES

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>
ANNUAL REGISTRATION RENEWAL	25.	
CA FILING FEE - FTB	10.	
ACCOUNT FEES	11.	11.
TOTALS	<u><u>46.</u></u>	<u><u>11.</u></u>

ATTACHMENT 4

GS #26621 - INVESTMENTS -  
SEE ATTACHED

TOTALS

<u>DESCRIPTION</u>	<u>BOOK VALUE</u>	<u>ENDING FMV</u>
GS #26621 - INVESTMENTS - SEE ATTACHED	368,926.	1,301,269.
TOTALS	<u>368,926.</u>	<u>1,301,269.</u>

ATTACHMENT 5



Statement Detail  
**CONNIE FRANK FOUNDATION**  
 Holdings

Period Ended December 31, 2009

**CASH, DEPOSITS & MONEY MARKET FUNDS**

	Quantity	Market Price	Market Value / Accrued Income	Unit Cost	Adjusted Cost / Original Cost	Unrealized Gain (Loss)	Yield to Maturity / Current Yield	Estimated Annual Income
<b>DEPOSITS &amp; MONEY MARKET FUNDS</b>								
<b>DEPOSITS</b>								
GOLDMAN SACHS BANK DEPOSIT (BDA) <sup>14</sup>	824,486.17	1,000.00	824,486.17	1,000.00	824,486.17	0.00	0.1182	974.26
<b>PUBLIC EQUITY</b>								
<b>US STOCKS</b>								
3M COMPANY CMN (MMM)	225.00	82,670.00	18,600.75	81,3522	18,304.25	296.50	2.4676	459.00
ABBOTT LABORATORIES CMN (ABT)	125.00	53,990.00	6,748.75	39,0700	4,883.75	1,865.00	2.9635	200.00
AIR PRODUCTS & CHEMICALS INC CMN (APD)	325.00	81,060.00	26,344.50	52,3146	17,002.25	9,342.25	2.2206	585.00
AMGEN INC CMN (AMGN)	14,700.00	56,570.00	831,579.00	0,1910	2,807.68	738,259.32 <sup>3</sup>		
BERKSHIRE HATHAWAY INC CLASS B (BRK-B)	6.00	3,286,000.00	19,716.00	2,977,8600	17,867.16	1,848.84		
BJ SERVICES CO CMN (BJS)	550.00	18,600.00	10,230.00	25,3836	13,961.00	(3,731.00)	1.0753	110.00
CITIGROUP INC CMN (C)	275.00	3,3100	910.25	49,6164	13,644.50	(12,734.25)	1.2085	11.00
CVS CAREMARK CORPORATION CMN (CVS)	600.00	32,2100	19,326.00	19,7900	11,874.00	7,452.00	0.9463	183.00
DELL INC CMN (DELL)	200.00	14,3600	2,872.00	32,3900	6,478.00	(3,606.00)		
DISCOVER FINANCIAL SERVICES CMN (DFS)	100.00	14,7100	1,471.00	18,6075	1,860.75	(389.75)	0.5438	8.00
EBAY INC CMN (EBAY)	175.00	23,5300	4,117.75	32,2700	5,647.25	(1,529.50)		
EMERSON ELECTRIC CO CMN (EMR)	350.00	42,6000	14,910.00	30,1429	10,550.00	4,360.00	3.1455	469.00
EXXON MOBIL CORPORATION CMN (XOM)	225.00	68,1900	15,342.75	42,8900	9,650.25	5,692.50	2.4637	378.00

<sup>3</sup> Indicates that Unrealized Gains were calculated using incomplete cost information

<sup>14</sup>This represents a bank deposit of an affiliated bank reflected here for your convenience and is not cash held in your brokerage or custody account. Please see the enclosed Bank Statement pages(s) for specific information related to your bank deposit

Not a Deposit. Not FDIC Insured. May Lose Value. Excluding Goldman Sachs Bank Deposit Account, Term Deposits and Certificates of Deposit.

Brokerage and securities services provided by Goldman, Sachs & Co. Bank Deposit Account, Certificate of Deposit Account and Term Deposit Account offered by Goldman Sachs Bank USA, Member FDIC

Portfolio No 027-26621-2  
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**CONNIE FRANK FOUNDATION**  
Holdings (Continued)

Statement Detail

Period Ended December 31, 2009

**PUBLIC EQUITY (Continued)**

	Quantity	Market Price Accrued Income	Market Value / Accrued Income	Unit Cost	Cost Basis	Unrealized Gain (Loss)	Dividend Yield	Estimated Annual Income
<b>US EQUITY</b>								
US STOCKS								
GENERAL ELECTRIC CO CMN (GE)	675 00	15 1300	10,212.75	32.0989	21,666.75	(11,454.00)	2.6438	270 00
INTEL CORPORATION CMN (INTC)	675 00	20 4000	13,770.00	25.5515	17,247.25	(3,477.25)	2.7451	378 00
KIMBERLY CLARK CORP CMN (KMB)	200 00	63 7100	12,742.00	62.8900	12,578.00	164.00	3.7671	480 00
KOHL'S CORP (WISCONSIN) CMN (KSS)	350 00	53 9300	18,875.50	44.9050	15,716.75	3,158.75		
MEDTRONIC INC CMN (MDT)	350 00	43 9800	15,393.00	48.9707	17,139.75	(1,746.75)	1.8645	287 00
MICROSOFT CORPORATION CMN (MSFT)	450 00	30 4800	13,716.00	26.4100	11,884.50	1,831.50	1.7060	234 00
MORGAN STANLEY CMN (MS)	200 00	29 6000	5,920.00	47.1113	9,422.25	(3,502.25)	0.6757	40 00
NEWS CORPORATION CMN CLASS A (NEWSA)	600 00	13 6900	8,214.00	16.1800	9,708.00	(1,494.00)	0.8766	72 00
NORTHERN TRUST CORP CMN (NTRS)	125 00	52 4000	6,550.00	43.9500	5,493.75	1,056.25	2.1374	140 00
PATRIOT COAL CORPORATION CMN (PCX)	120 00	15 4600	1,855.20	3.6450	437.40	1,417.80		
PEABODY ENERGY CORPORATION CMN (BTU)	600 00	45 2100	27,126.00	10.8793	6,527.60	20,598.40	0.6193	168 00
QUALCOMM INC CMN (QCOM)	475 00	46 2600	21,973.50	36.0300	17,114.25	4,859.25	1.4700	323 00
SCHLUMBERGER LTD CMN (SLB)	400 00	65 0900	26,036.00	31.8188	12,727.50	13,308.50	1.2905	336 00
WAL MART STORES INC CMN (WMT)	275 00	53 4500	14,698.75	59.5055	16,364.00	(1,665.25)	2.0393	299 75
WEATHERFORD INTERNATIONAL LTD CMN (WFT)	500 00	17 9100	8,955.00	10.6980	5,349.00	3,606.00		
WELLS FARGO & CO (NEW) CMN (WFC)	300 00	26 9900	8,097.00	29.0933	8,728.00	(631.00)	0.7410	60 00
<b>TOTAL US STOCKS</b>			1,186,303.45	322,635.59	773,155.86	1,8405	5,490.75	
<b>NON-US EQUITY</b>								
NON-US STOCKS								
BP PLC SPONSORED ADR CMN (BP)	100 00	57 9700	5,797.00	49.4200	4,942.00	855.00	5.7961	336 00
CANADIAN NATURAL RESOURCES CMN (CNR)	325 00	71 9500	23,383.75	28.9062	9,394.50	13,989.25	0.5564	130 10
HSBC HOLDINGS PLC SPONSORED ADR CMN (HBC)	467 00	57 0900	26,661.03	1.0061	469.83	26,191.20	2.9778	793 90
INGERSOLL RAND PLC CMN (IR)	400 00	35 7400	14,296.00	33.0825	13,233.00	1,063.00	0.7834	112 00



Statement Detail  
**CONNIE FRANK FOUNDATION**  
Holdings (Continued)

Period Ended December 31, 2009

**PUBLIC EQUITY (Continued)**

	Quantity	Market Price	Market Value / Accrued Income	Unit Cost	Cost Basis	Unrealized Gain (Loss)	Dividend Yield	Estimated Annual Income
<b>NON-US EQUITY</b>								
NON-US STOCKS								
NOVARTIS AG-ADR SPONSORED ADR CMN (NVS)	350.00	54.4300	19,050.50	48.7200	17,052.00	1,998.50	2.6708	508.80
UBS AG CMN (UBS)	1,662.00	15.5100	25,777.62	0.7216	1,199.31	24,578.31		
<b>TOTAL NON-US STOCKS</b>					46,290.64	68,675.26	2.1088	1,880.80
<b>TOTAL PUBLIC EQUITY</b>			<b>1,301,269.35</b>		<b>368,926.23</b>	<b>841,831.12</b>	<b>1.9022</b>	<b>7,371.55</b>
		Market Value	Adjusted Cost / Original Cost		Unrealized Gain (Loss)		Estimated Annual Income	
<b>TOTAL PORTFOLIO</b>		<b>2,126,439.99</b>	<b>1,193,412.40</b>		<b>841,831.12</b>		<b>8,345.81</b>	

<sup>6</sup> Original Cost is price paid by purchaser adjusted for annual original issue discount payments and/or return of capital adjustments, if applicable. Adjusted Cost reflects adjustments to Original Cost for accretion and/or amortization. Adjusted cost for GMS Portfolios and Alternative Investments are determined by inception to date contributions minus inception to date distributions.

Portfolio No 027-26621-2

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ATTACHMENT 6FORM 990PF, PART III - OTHER DECREASES IN NET WORTH OR FUND BALANCES

<u>DESCRIPTION</u>	<u>AMOUNT</u>
--------------------	---------------

EXCESS OF FMV OVER COST OF DONATED STOCK	179,490.
PRIOR PERIOD ADJUSTMENT	337.
TOTAL	<u>179,827.</u>

ATTACHMENT 7

<u>NAME AND ADDRESS</u>	<u>TITLE AND AVERAGE HOURS PER WEEK DEVOTED TO POSITION</u>	<u>COMPENSATION</u>	<u>CONTRIBUTIONS TO EMPLOYEE BENEFIT PLANS</u>	<u>EXPENSE ACCT AND OTHER ALLOWANCES</u>
CONSTANCE FRANK 47 BEVERLY PARK CIRCLE BEVERLY HILLS, CA 90210-1330	TRUSTEE - AS NEEDED	0.	0.	0.
	GRAND TOTALS	0.	0.	0.

130200 7136 6/15/2010 8:55:22 AM V 09-6.4  
20081800

FORM 990FF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR

<u>RECIPIENT NAME AND ADDRESS</u>	<u>RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT</u>	<u>PURPOSE OF GRANT OR CONTRIBUTION</u>	<u>AMOUNT</u>
SEE ATTACHED SCHEDULE	NONE 501(C) (3)	FOR GENERAL NEEDS OF ORGANIZATION	105,596
		TOTAL CONTRIBUTIONS PAID	<u><u>105,596</u></u>

SEE ATTACHED SCHEDULE

RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR

AND

FOUNDATION STATUS OF RECIPIENT

ATTACHMENT 8

**CHARITABLE CONTRIBUTION LIST**  
**For the Year Ended 12/31/2009**

Date	Check Number	Description	Amount
03/05/09	621	Relay for Life, Los Angeles, CA	\$ 200.00
10/08/09	623	Westside Guild of Childrens Hospital, LA, Los Angeles, CA	\$ 150.00
09/09/09	622	4 Sight 4 Children UCSD, San Diego, CA	\$ 2,500.00
11/16/09	625	Temple Beth Hillel, Valley Village, CA	\$ 5,000.00
11/13/09	626	Project Angel Food, Los Angeles, CA	\$ 5,000.00
11/20/09	630	Temple Beth Hillel Brotherhood, Valley Village, CA	\$ 250.00
11/20/09	629	Buckley School, Sherman Oaks, CA	\$ 2,500.00
12/15/09	631	Parkinson's Disease Foundation, New York, NY	\$ 4,160.00
12/15/09	632	Juvenile Diabetes Research Foundation, New York, NY	\$ 4,160.00
12/15/09	633	Prevent Cancer Foundation, Alexandria, VA	\$ 4,160.00
12/15/09	634	Laurence School Annual Fund, Van Nuys, CA	\$ 1,000.00
12/15/09	635	Alzheimer's Association, Chicago, IL	\$ 4,160.00
12/15/09	636	Temple Beth Hillel, Valley Village, CA	\$ 220.00
12/15/09	637	Laurence School Annual Fund, Van Nuys, CA	\$ 220.00
12/15/09	638	Save the Children, Westport, CT	\$ 336.00
12/15/09	640	Cancer Research Institute, New York, NY	\$ 2,500.00
12/15/09	641	Autism Speaks, Los Angeles, CA	\$ 2,500.00
12/15/09	642	Operation Smile, Norfolk, VA	\$ 2,000.00
12/15/09	643	4 Sight 4 Children UCSD, San Diego, CA	\$ 2,500.00
12/15/09	644	Buckley School, Sherman Oaks, CA	\$ 2,500.00
12/15/09	645	Michael J. Fox Foundation - Parkinson's Research, New York, NY	\$ 2,000.00
12/15/09	646	Lyn Stacie Getz Foundation, Baltimore, MD	\$ 1,500.00
12/15/09	647	Children's Hospital Los Angeles, Los Angeles, CA	\$ 2,500.00
12/15/09	648	Children's Hospital Los Angeles, Los Angeles, CA	\$ 300.00
12/15/09	649	4 Sight 4 Children UCSD, San Diego, CA	\$ 400.00
12/15/09	650	Buckley School, Sherman Oaks, CA	\$ 300.00
12/15/09	651	Children's Hospital Los Angeles, Los Angeles, CA	\$ 300.00
12/15/09	652	Buckley School, Sherman Oaks, CA	\$ 200.00
12/15/09	653	4 Sight 4 Children UCSD, San Diego, CA	\$ 500.00
12/15/09	654	Temple Beth Hillel, Valley Village, CA	\$ 360.00
12/14/09	655	Laurence School Annual Fund, Van Nuys, CA	\$ 500.00
12/15/09	656	Twin Towers Orphan Fund, Bakersfield, CA	\$ 2,000.00
12/15/09	657	Midnight Mission, Los Angeles, CA	\$ 1,000.00
12/15/09	658	SOVA Community Food & Resource Program, Van Nuys, CA	\$ 2,500.00
12/15/09	659	Good Shepherd Shelter, Los Angeles, CA	\$ 1,000.00
12/15/09	660	4 Sight 4 Children UCSD, San Diego, CA	\$ 1,500.00
12/15/09	661	Anti-Defamation League, Los Angeles, CA	\$ 2,500.00
12/15/09	663	Laurence School Annual Fund, Van Nuys, CA	\$ 2,500.00
12/15/09	665	USCF Foundation, San Francisco, CA	\$ 10,000.00
12/15/09	666	Temple Beth Hillel, Valley Village, CA	\$ 10,000.00
11/03/09	624	Bridges to Prosperity, Yorktown, VA	\$ 500.00
12/15/09	639	St. Jude's Children's Research Hospital, Memphis, TN	\$ 220.00
12/15/09	662	Northwestern University, Evanston, IL	\$ 2,500.00
12/30/09	667	Intrepid Fallen Heroes, New York, NY	\$ 5,000.00
12/30/09	668	Music Academy of the West, Santa Barbara, CA	\$ 9,500.00

**Total Contributions Paid**

**\$ 105,596.00**

**SCHEDULE D  
(Form 1041)**Department of the Treasury  
Internal Revenue Service**Capital Gains and Losses**

OMB No 1545-0092

► Attach to Form 1041, Form 5227, or Form 990-T. See the instructions for Schedule D (Form 1041) (also for Form 5227 or Form 990-T, if applicable).

**2009**

Name of estate or trust

CONNIE FRANK FOUNDATION

Employer identification number

95-4693739

**Note: Form 5227 filers need to complete only Parts I and II.****Part I Short-Term Capital Gains and Losses - Assets Held One Year or Less**

(a) Description of property (Example 100 shares 7% preferred of "Z" Co )	(b) Date acquired (mo , day, yr )	(c) Date sold (mo , day, yr )	(d) Sales price	(e) Cost or other basis (see page 4 of the instructions)	(f) Gain or (loss) for the entire year Subtract (e) from (d)
1a					
b Enter the short-term gain or (loss), if any, from Schedule D-1, line 1b . . . . .	1b				
2 Short-term capital gain or (loss) from Forms 4684, 6252, 6781, and 8824 . . . . .	2				
3 Net short-term gain or (loss) from partnerships, S corporations, and other estates or trusts . . . . .	3				
4 Short-term capital loss carryover. Enter the amount, if any, from line 9 of the 2008 Capital Loss Carryover Worksheet . . . . .	4	( )			
5 Net short-term gain or (loss). Combine lines 1a through 4 in column (f). Enter here and on line 13, column (3) on the back . . . . . ► 5					

**Part II Long-Term Capital Gains and Losses - Assets Held More Than One Year**

(a) Description of property (Example 100 shares 7% preferred of "Z" Co )	(b) Date acquired (mo , day, yr )	(c) Date sold (mo , day, yr )	(d) Sales price	(e) Cost or other basis (see page 4 of the instructions)	(f) Gain or (loss) for the entire year Subtract (e) from (d)
6a					
b Enter the long-term gain or (loss), if any, from Schedule D-1, line 6b . . . . .	6b				302,215.
7 Long-term capital gain or (loss) from Forms 2439, 4684, 6252, 6781, and 8824 . . . . .	7				
8 Net long-term gain or (loss) from partnerships, S corporations, and other estates or trusts . . . . .	8				
9 Capital gain distributions . . . . .	9				
10 Gain from Form 4797, Part I . . . . .	10				
11 Long-term capital loss carryover. Enter the amount, if any, from line 14 of the 2008 Capital Loss Carryover Worksheet . . . . .	11	( )			
12 Net long-term gain or (loss). Combine lines 6a through 11 in column (f). Enter here and on line 14a, column (3) on the back . . . . . ► 12					302,215.

For Paperwork Reduction Act Notice, see the Instructions for Form 1041.

Schedule D (Form 1041) 2009

<b>Part III Summary of Parts I and II</b>		<b>(1) Beneficiaries' (see page 5)</b>	<b>(2) Estate's or trust's</b>	<b>(3) Total</b>
<b>13</b>	<b>Net short-term gain or (loss)</b>	<b>13</b>		
<b>14</b>	<b>Net long-term gain or (loss):</b>			
a	Total for year	<b>14a</b>		302,215.
b	Unrecaptured section 1250 gain (see line 18 of the wrksht.)	<b>14b</b>		
c	28% rate gain	<b>14c</b>		
<b>15</b>	<b>Total net gain or (loss). Combine lines 13 and 14a ►</b>	<b>15</b>		302,215.

**Note:** If line 15, column (3), is a net gain, enter the gain on Form 1041, line 4 (or Form 990-T, Part I, line 4a). If lines 14a and 15, column (2), are net gains, go to Part V, and do not complete Part IV. If line 15, column (3), is a net loss, complete Part IV and the Capital Loss Carryover Worksheet, as necessary.

<b>Part IV Capital Loss Limitation</b>	
16	Enter here and enter as a (loss) on Form 1041, line 4 (or Form 990-T, Part I, line 4c, if a trust), the smaller of:
a The loss on line 15, column (3) or b \$3,000	

**Note:** If the loss on line 15, column (3), is more than \$3,000, or if Form 1041, page 1, line 22 (or Form 990-T, line 34), is a loss, complete the Capital Loss Carryover Worksheet on page 7 of the instructions to figure your capital loss carryover.

<b>Part V Tax Computation Using Maximum Capital Gains Rates</b>	
<b>Form 1041 filers.</b> Complete this part only if both lines 14a and 15 in column (2) are gains, or an amount is entered in Part I or Part II and there is an entry on Form 1041, line 2b(2), and Form 1041, line 22, is more than zero.	

**Caution:** Skip this part and complete the worksheet on page 8 of the instructions if:

- Either line 14b, col. (2) or line 14c, col. (2) is more than zero, or
- Both Form 1041, line 2b(1), and Form 4952, line 4g are more than zero.

**Form 990-T trusts.** Complete this part only if both lines 14a and 15 are gains, or qualified dividends are included in income in Part I of Form 990-T, and Form 990-T, line 34, is more than zero. Skip this part and complete the worksheet on page 8 of the instructions if either line 14b, col. (2) or line 14c, col. (2) is more than zero.

17	Enter taxable income from Form 1041, line 22 (or Form 990-T, line 34) . . .	17	
18	Enter the smaller of line 14a or 15 in column (2) but not less than zero . . .	18	
19	Enter the estate's or trust's qualified dividends from Form 1041, line 2b(2) (or enter the qualified dividends included in income in Part I of Form 990-T) . . .	19	
20	Add lines 18 and 19 . . .	20	
21	If the estate or trust is filing Form 4952, enter the amount from line 4g; otherwise, enter -0- ►	21	
22	Subtract line 21 from line 20. If zero or less, enter -0- . . .	22	
23	Subtract line 22 from line 17. If zero or less, enter -0- . . .	23	
24	Enter the smaller of the amount on line 17 or \$2,300 . . .	24	
25	Is the amount on line 23 equal to or more than the amount on line 24?		
	<input type="checkbox"/> Yes. Skip lines 25 and 26; go to line 27 and check the "No" box.	25	
	<input type="checkbox"/> No. Enter the amount from line 23.	26	
26	Subtract line 25 from line 24 . . .	26	
27	Are the amounts on lines 22 and 26 the same?	27	
	<input type="checkbox"/> Yes. Skip lines 27 thru 30, go to line 31	28	
	<input type="checkbox"/> No. Enter the smaller of line 17 or line 22	29	
28	Enter the amount from line 26 (If line 26 is blank, enter -0-) . . .	28	
29	Subtract line 28 from line 27 . . .	29	
30	Multiply line 29 by 15% (.15) . . .	30	
31	Figure the tax on the amount on line 23. Use the 2009 Tax Rate Schedule for Estates and Trusts (see the Schedule G instructions in the instructions for Form 1041) . . .	31	
32	Add lines 30 and 31 . . .	32	
33	Figure the tax on the amount on line 17. Use the 2009 Tax Rate Schedule for Estates and Trusts (see the Schedule G instructions in the instructions for Form 1041) . . .	33	
34	<b>Tax on all taxable income.</b> Enter the smaller of line 32 or line 33 here and on Form 1041, Schedule G, line 1a (or Form 990-T, line 36) . . .	34	

**Name of estate or trust as shown on Form 1041. Do not enter name and employer identification number if shown on the other side.**

**Employer identification number**

## CONNIE FRANK FOUNDATION

95-4693739

## Part II Long-Term Capital Gains and Losses - Assets Held More Than One Year

**6b Total.** Combine the amounts in column (f). Enter here and on Schedule D, line 6b . . . . .

302,215.

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**Schedule D-1 (Form 1041) 2009**

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