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 MAR 1, 2009 , and ending FEB 28, 2010

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
STANLEY AND JUDITH FRANKEL FAMILY FOUNDATION

Number and street (or P O box number if mail is not delivered to street address) Room/suite
2301 WEST BIG BEAVER ROAD, SUITE 900

City or town, state, and ZIP code
TROY, MI 48084

A Employer identification number
38-3531285

B Telephone number
(248) 649-2600

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 ☒ 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) ▶$ 5,431,088.

J Accounting method ☒ 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))

			(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	925,000.		N/A	
	2	Check ▶ ☐ if the foundation is not required to attach Sch B				
	3	Interest on savings and temporary cash investments				
	4	Dividends and interest from securities	80,451.	80,451.		STATEMENT 1
	5a	Gross rents				
	b	Net rental income or (loss)				
	6a	Net gain or (loss) from sale of assets not on line 10	-142,222.			
	b	Gross sales price for all assets on line 6a 715,998.				
	7	Capital gain net income (from Part IV, line 2)		0.		
	8	Net short-term capital gain				
	9	Income modifications				
	10a	Gross sales less returns and allowances				
	b	Less Cost of goods sold				
	c	Gross profit or (loss)				
	11	Other income	317.	317.		STATEMENT 2
	12	Total. Add lines 1 through 11	863,546.	80,768.		
Operating and Administrative Expenses	13	Compensation of officers, directors, trustees, etc	0.	0.		0.
	14	Other employee salaries and wages				
	15	Pension plans, employee benefits				
	16a	Legal fees				
	b	Accounting fees STMT 3	3,520.	0.		0.
	c	Other professional fees				
	17	Interest				
	18	Taxes STMT 4	-3,919.	0.		0.
	19	Depreciation and depletion				
	20	Occupancy				
	21	Travel, conferences, and meetings				
	22	Printing and publications				
	23	Other expenses STMT 5	24,390.	24,093.		0.
	24	Total operating and administrative expenses. Add lines 13 through 23	23,991.	24,093.		0.
	25	Contributions, gifts, grants paid	735,404.			735,404.
	26	Total expenses and disbursements. Add lines 24 and 25	759,395.	24,093.		735,404.
	27	Subtract line 26 from line 12				
	a	Excess of revenue over expenses and disbursements	104,151.			
	b	Net investment income (if negative, enter -0-)		56,675.		
	c	Adjusted net income (if negative, enter -0-)			N/A	

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02-02-10 LHA For Privacy Act and Paperwork Reduction Act Notice, see the instructions.

25

Part II	**Balance Sheets** Attached schedules and amounts in the description column should be for end-of-year amounts only	Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1 Cash - non-interest-bearing	368,477.	558,175.	558,175.
	2 Savings and temporary cash investments	124,428.	133,803.	133,803.
	3 Accounts receivable ▶			
	Less allowance for doubtful accounts ▶			
	4 Pledges receivable ▶			
	Less allowance for doubtful accounts ▶			
	5 Grants receivable			
	6 Receivables due from officers, directors, trustees, and other disqualified persons			
	7 Other notes and loans receivable ▶			
	Less allowance for doubtful accounts ▶			
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges			
	10a Investments - U S and state government obligations			
	b Investments - corporate stock STMT 6	2,537,706.	4,222,463.	4,739,110.
	c Investments - corporate bonds			
	11 Investments - land, buildings, and equipment basis ▶			
	Less accumulated depreciation ▶			
	12 Investments - mortgage loans			
	13 Investments - other	1,779,679.		
	14 Land, buildings, and equipment basis ▶			
	Less accumulated depreciation ▶			
	15 Other assets (describe ▶)			
	16 **Total assets** (to be completed by all filers)	4,810,290.	4,914,441.	5,431,088.
Liabilities	17 Accounts payable and accrued expenses			
	18 Grants payable			
	19 Deferred revenue			
	20 Loans from officers, directors, trustees, and other disqualified persons			
	21 Mortgages and other notes payable			
	22 Other liabilities (describe ▶)			
	23 **Total liabilities** (add lines 17 through 22)	0.	0.	
Net Assets or Fund Balances	**Foundations that follow SFAS 117, check here ▶ ☐ and complete lines 24 through 26 and lines 30 and 31.**			
	24 Unrestricted			
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here ▶ ☒ and complete lines 27 through 31.			
	27 Capital stock, trust principal, or current funds	0.	0.	
	28 Paid-in or capital surplus, or land, bldg , and equipment fund	0.	0.	
	29 Retained earnings, accumulated income, endowment, or other funds	4,810,290.	4,914,441.	
	30 **Total net assets or fund balances**	4,810,290.	4,914,441.	
	31 **Total liabilities and net assets/fund balances**	4,810,290.	4,914,441.	

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	4,810,290.
2 Enter amount from Part I, line 27a	2	104,151.
3 Other increases not included in line 2 (itemize) ▶	3	0.
4 Add lines 1, 2, and 3	4	4,914,441.
5 Decreases not included in line 2 (itemize) ▶	5	0.
6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	4,914,441.

Part IV Capital Gains and Losses for Tax on Investment Income

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

	(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a				
b				
c				
d				
e	715,998.		858,220.	-142,222.

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				-142,222.

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 -142,222.

3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6) If gain, also enter in Part I, line 8, column (c) If (loss), enter -0- in Part I, line 8 } 3 N/A

Part V Qualification Under Section 4940(e) for Reduced Tax on Net Investment Income

(For optional use by domestic private foundations subject to the section 4940(a) tax on net investment income)

If section 4940(d)(2) applies, leave this part blank

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period? ☐ Yes ☒ No

If "Yes," the foundation does not qualify under section 4940(e) Do not complete this part

1 Enter the appropriate amount in each column for each year, see 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	1,050,086.	5,039,030.	.208391
2007	828,753.	6,062,095.	.136711
2006	761,704.	5,450,370.	.139753
2005	944,513.	5,282,084.	.178814
2004	418,352.	5,195,585.	.080521

2	Total of line 1, column (d)	2	.744190
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	.148838
4	Enter the net value of noncharitable-use assets for 2009 from Part X, line 5	4	4,566,482.
5	Multiply line 4 by line 3	5	679,666.
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	567.
7	Add lines 5 and 6	7	680,233.
8	Enter qualifying distributions from Part XII, line 4	8	735,404.

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

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

1a	Exempt operating foundations described in section 4940(d)(2), check here ▶ ☐ and enter "N/A" on line 1 Date of ruling or determination letter ________ (attach copy of letter if necessary-see instructions)			
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ▶ ☒ and enter 1% of Part I, line 27b		1	567.
c	All other domestic foundations enter 2% of line 27b Exempt foreign organizations enter 4% of Part I, line 12, col (b)			
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)		2	0.
3	Add lines 1 and 2		3	567.
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	567.
6	Credits/Payments			
a	2009 estimated tax payments and 2008 overpayment credited to 2009	6a 760.		
b	Exempt foreign organizations - tax withheld at source	6b		
c	Tax paid with application for extension of time to file (Form 8868)	6c		
d	Backup withholding erroneously withheld	6d		
7	Total credits and payments Add lines 6a through 6d		7	760.
8	Enter any **penalty** for underpayment of estimated tax Check here ☐ if Form 2220 is attached		8	
9	**Tax due.** If the total of lines 5 and 8 is more than line 7, enter **amount owed** ▶		9	
10	**Overpayment.** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ▶		10	193.
11	Enter the amount of line 10 to be **Credited to 2010 estimated tax** ▶ 193. **Refunded** ▶		11	0.

Part VII-A Statements Regarding Activities

			Yes	No
1a	During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	1a		X
b	Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see instructions for 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? N/A	4b		
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? *If "Yes," attach the statement required by General Instruction T.*	5		X
6	Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either ● By language in the governing instrument, or ● By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	6	X	
7	Did the foundation have at least $5,000 in assets at any time during the year? *If "Yes," complete Part II, col (c), and Part XV.*	7	X	
8a	Enter the states to which the foundation reports or with which it is registered (see instructions) ▶ MI			
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)? *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)*

			Yes	No
11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11		X
12	Did the foundation 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? N/A	13		

Website address ▶ N/A

14 The books are in care of ▶ STANLEY FRANKEL Telephone no ▶248-649-2600

Located at ▶2301 WEST BIG BEAVER ROAD SUITE 900, TROY, MI ZIP+4 ▶48084

15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here ▶ ☐

and enter the amount of tax-exempt interest received or accrued during the year ▶ 15 N/A

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

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

			Yes	No
1a	During the year did the foundation (either directly or indirectly)			
	(1) Engage in the sale or exchange, or leasing of property with a disqualified person? ☐ Yes ☒ No			
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? ☐ Yes ☒ No			
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? ☐ Yes ☒ No			
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? ☐ Yes ☒ No			
	(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? ☐ Yes ☒ No			
	(6) Agree to pay money or property to a government official? (**Exception.** Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days) ☐ Yes ☒ No			
b	If any answer is "Yes" to 1a(1)-(6), did **any** of the acts fail to qualify under the exceptions described in Regulations section 53 4941(d)-3 or in a current notice regarding disaster assistance (see page 20 of the instructions)? N/A	1b		
	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 instructions) N/A	2b		
c	If the provisions of section 4942(a)(2) are being applied to **any** of the years listed in 2a, list the years here. ▶ ______ , ______ , ______ , ______			
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? ☐ Yes ☒ No			
b	If "Yes," did it have excess business holdings in 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.)* N/A	3b		
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a		X
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 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)? ☐ Yes ☒ No

(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? ☐ Yes ☒ No

b If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53 4945 or in a current notice regarding disaster assistance (see instructions)? N/A **5b**

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

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

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

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

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

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

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

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

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

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

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
STANLEY FRANKEL 2301 WEST BIG BEAVER ROAD SUITE 900 TROY, MI 48084	PRESIDENT 1.00	0.	0.	0.
JUDITH FRANKEL 2301 WEST BIG BEAVER ROAD SUITE 900 TROY, MI 48084	VICE PRESIDENT 1.00	0.	0.	0.
ARTHUR WEISS 27777 FRANKLIN ROAD SUITE 2500 SOUTHFIELD, MI 48034	SECRETARY 0.00	0.	0.	0.

2 Compensation of five highest-paid employees (other than those included on line 1). If none, enter "NONE."

(a) Name and address of each employee paid more than $50,000	(b) Title, and average hours per week devoted to position	(c) Compensation	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
NONE				

Total number of other employees paid over $50,000 ▶ 0

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

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

(a) Name and address of each person paid more than $50,000	**(b)** Type of service	**(c)** Compensation
NONE		

Total number of others receiving over $50,000 for professional services ▶ 0

Part IX-A Summary of Direct Charitable Activities

List the foundation's four largest direct charitable activities during the tax year Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc	Expenses
1 N/A	
2	
3	
4	

Part IX-B Summary of Program-Related Investments

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2	Amount
1 N/A	
2	
All other program-related investments See instructions 3	
Total. Add lines 1 through 3 ▶	0.

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc , purposes		
a	Average monthly fair market value of securities	1a	4,283,586.
b	Average of monthly cash balances	1b	352,436.
c	Fair market value of all other assets	1c	
d	**Total** (add lines 1a, b, and c)	1d	4,636,022.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation) — 1e 0.		
2	Acquisition indebtedness applicable to line 1 assets	2	0.
3	Subtract line 2 from line 1d	3	4,636,022.
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	69,540.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3 Enter here and on Part V, line 4	5	4,566,482.
6	**Minimum investment return.** Enter 5% of line 5	6	228,324.

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

1	Minimum investment return from Part X, line 6	1	228,324.
2a	Tax on investment income for 2009 from Part VI, line 5 — 2a 567.		
b	Income tax for 2009 (This does not include the tax from Part VI) — 2b		
c	Add lines 2a and 2b	2c	567.
3	Distributable amount before adjustments Subtract line 2c from line 1	3	227,757.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	227,757.
6	Deduction from distributable amount (see instructions)	6	0.
7	**Distributable amount** as adjusted Subtract line 6 from line 5 Enter here and on Part XIII, line 1	7	227,757.

Part XII Qualifying Distributions (see instructions)

1	Amounts paid (including administrative expenses) to accomplish charitable, etc , purposes		
a	Expenses, contributions, gifts, etc - total from Part I, column (d), line 26	1a	735,404.
b	Program-related investments - total from Part IX-B	1b	0.
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc , purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	**Qualifying distributions.** Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	4	735,404.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income Enter 1% of Part I, line 27b	5	567.
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	734,837.

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

Part XIII Undistributed Income (see instructions)

		(a) Corpus	(b) Years prior to 2008	(c) 2008	(d) 2009
1 Distributable amount for 2009 from Part XI, line 7					227,757.
2 Undistributed income, if any, as of the end of 2009					
a Enter amount for 2008 only				0.	
b Total for prior years ______ , ______ , ______			0.		
3 Excess distributions carryover, if any, to 2009					
a From 2004	161,869.				
b From 2005	685,083.				
c From 2006	496,777.				
d From 2007	536,442.				
e From 2008	799,576.				
f **Total** of lines 3a through e		2,679,747.			
4 Qualifying distributions for 2009 from Part XII, line 4 ▶ $	735,404.				
a Applied to 2008, but not more than line 2a				0.	
b Applied to undistributed income of prior years (Election required - see instructions)			0.		
c Treated as distributions out of corpus (Election required - see instructions)		0.			
d Applied to 2009 distributable amount					227,757.
e Remaining amount distributed out of corpus		507,647.			
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		3,187,394.			
b Prior years' undistributed income Subtract line 4b from line 2b			0.		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed			0.		
d Subtract line 6c from line 6b Taxable amount - see instructions			0.		
e Undistributed income for 2008 Subtract line 4a from line 2a Taxable amount - see instr				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)		0.			
8 Excess distributions carryover from 2004 not applied on line 5 or line 7		161,869.			
9 **Excess distributions carryover to 2010.** Subtract lines 7 and 8 from line 6a		3,025,525.			
10 Analysis of line 9					
a Excess from 2005	685,083.				
b Excess from 2006	496,777.				
c Excess from 2007	536,442.				
d Excess from 2008	799,576.				
e Excess from 2009	507,647.				

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

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

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

STANLEY FRANKEL

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 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*				
SEE STATEMENT 7				
Total			▶ 3a	735,404.
b *Approved for future payment*				
NONE				
Total			▶ 3b	0.

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
	(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	80,451.	
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			14	317.	
8 Gain or (loss) from sales of assets other than inventory			18	-142,222.	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue					
a					
b					
c					
d					
e					
12 Subtotal Add columns (b), (d), and (e)		0.		-61,454.	0.

13 Total. Add line 12, columns (b), (d), and (e) 13 -61,454.

(See worksheet in line 13 instructions to verify calculations)

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

Line No. ▼	Explain below how each activity for which income is reported in column (e) of Part XVI-A contributed importantly to the accomplishment of the foundation's exempt purposes (other than by providing funds for such purposes)

923621
02-02-10

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

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

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

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

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

b If "Yes," complete the following schedule

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

Sign Here

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

▶ Signature of officer or trustee | 5/19/10 Date | ▶ Title

Paid Preparer's Use Only

Preparer's signature ▶	Date 05/18/10	Check if self-employed ▶ ☐	Preparer's identifying number
Firm's name (or yours if self-employed), address, and ZIP code ▶ BERGER, GHERSI & LADUKE PLC 43940 WOODWARD AVE., SUITE 200 BLOOMFIELD HILLS, MI 48302-5026	EIN ▶ Phone no (248)333-3680	

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

Schedule of Contributors

▶ **Attach to Form 990, 990-EZ, or 990-PF.**

OMB No 1545-0047

2009

Name of the organization
STANLEY AND JUDITH FRANKEL FAMILY FOUNDATION

Employer identification number
38-3531285

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).

LHA **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)

Page 1 of 1 of Part I

Name of organization
STANLEY AND JUDITH FRANKEL FAMILY FOUNDATION

Employer identification number
38-3531285

Part I **Contributors** (see instructions)

(a) No.	(b) Name, address, and ZIP + 4	(c) Aggregate contributions	(d) Type of contribution
1	STANLEY FRANKEL 2301 WEST BIG BEAVER ROAD SUITE 900 TROY, MI 48084	$ 925,000.	Person ☒ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution.)

(a) No.	(b) Name, address, and ZIP + 4	(c) Aggregate contributions	(d) Type of contribution
		$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution.)

(a) No.	(b) Name, address, and ZIP + 4	(c) Aggregate contributions	(d) Type of contribution
		$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution.)

(a) No.	(b) Name, address, and ZIP + 4	(c) Aggregate contributions	(d) Type of contribution
		$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution.)

(a) No.	(b) Name, address, and ZIP + 4	(c) Aggregate contributions	(d) Type of contribution
		$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution.)

(a) No.	(b) Name, address, and ZIP + 4	(c) Aggregate contributions	(d) Type of contribution
		$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution.)

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	100 SHS DELTA PETROLEUM CORP	P	12/06/07	03/10/09
b	100 SHS DELTA PETROLEUM CORP	P	12/06/07	03/10/09
c	100 SHS DELTA PETROLEUM CORP	P	12/06/07	03/11/09
d	100 SHS EAST WEST BANCORP INC	P	08/23/05	03/02/09
e	100 SHS EAST WEST BANCORP INC	P	05/05/05	03/03/09
f	100 SHS EAST WEST BANCORP INC	P	05/02/05	03/04/09
g	300 SHS EAST WEST BANCORP INC	P	04/29/05	03/10/09
h	200 SHS EXELIXIS INC	P	05/23/06	03/06/09
i	500 SHS EXELIXIS INC	P	05/24/06	03/09/09
j	200 SHS JABIL CIRCUIT INC	P	08/14/07	03/10/09
k	200 SHS JABIL CIRCUIT INC	P	12/06/07	03/11/09
l	200 SHS JABIL CIRCUIT INC	P	12/06/07	03/12/09
m	600 SHS MICROSOFT CORP	P	03/23/07	03/31/09
n	100 SHS UNITED TECHNOLOGIES CORP	P	03/16/04	03/03/09
o	300 SHS WILLIAMS COS INC	P	10/23/08	03/26/09

	(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	99.		1,616.	-1,517.
b	99.		1,616.	-1,517.
c	125.		1,616.	-1,491.
d	630.		3,405.	-2,775.
e	547.		3,256.	-2,709.
f	493.		3,220.	-2,727.
g	1,139.		9,511.	-8,372.
h	865.		1,962.	-1,097.
i	2,116.		4,865.	-2,749.
j	643.		4,705.	-4,062.
k	651.		4,061.	-3,410.
l	689.		3,416.	-2,727.
m	11,086.		16,856.	-5,770.
n	3,915.		4,386.	-471.
o	3,590.		5,040.	-1,450.

	Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Losses (from col (h)) Gains (excess of col (h) gain over col (k), but not less than "-0-")
	(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
a				-1,517.
b				-1,517.
c				-1,491.
d				-2,775.
e				-2,709.
f				-2,727.
g				-8,372.
h				-1,097.
i				-2,749.
j				-4,062.
k				-3,410.
l				-2,727.
m				-5,770.
n				-471.
o				-1,450.

2	Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 / If (loss), enter "-0-" in Part I, line 7 }	2	
3	Net short-term capital gain or (loss) as defined in sections 1222(5) and (6). *If gain, also enter in Part I, line 8, column (c).* If (loss), enter "-0-" in Part I, line 8	3	

STANLEY AND JUDITH FRANKEL FAMILY
FOUNDATION

CONTINUATION FOR 990-PF, PART IV
38-3531285 PAGE 2 OF 11

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	100 SHS ZYMOGENETICS INC	P	03/21/06	03/06/09
b	200 SHS ZYMOGENETICS INC	P	03/16/06	03/09/09
c	100 SHS ZYMOGENETICS INC	P	12/22/05	03/10/09
d	100 SHS CONOCOPHILLIPS	P	07/03/07	04/20/09
e	400 SHS KRAFT FOODS INC CL A	P	12/11/07	04/17/09
f	158.97 SHS TIME WARNER CABLE INC	P	12/06/07	04/09/09
g	.33 SHS TIME WARNER INC	P	02/25/04	03/30/09
h	100 SHS ABBOTT LABORATORIES	P	07/01/08	05/15/09
i	200 SHS ABBOTT LABORATORIES	P	06/27/08	05/15/09
j	300 SHS ABBOTT LABORATORIES	P	03/26/08	05/18/09
k	100 SHS ABBOTT LABORATORIES	P	06/27/08	05/18/09
l	200 SHS AETNA INC	P	06/06/08	05/19/09
m	175 SHS BAKER HUGHES INC	P	12/06/07	05/18/09
n	300 SHS CAMPBELL SOUP CO	P	10/08/04	05/19/09
o	100 SHS CARNIVAL CORP COMMON PAIRED	P	02/22/08	05/19/09

	(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	354.		2,222.	-1,868.
b	662.		4,300.	-3,638.
c	331.		1,725.	-1,394.
d	3,790.		8,042.	-4,252.
e	9,067.		13,996.	-4,929.
f	4,344.		8,479.	-4,135.
g	7.		13.	-6.
h	4,395.		5,386.	-991.
i	8,740.		10,605.	-1,865.
j	12,924.		16,219.	-3,295.
k	4,308.		5,302.	-994.
l	5,080.		9,294.	-4,214.
m	6,422.		11,077.	-4,655.
n	8,143.		7,848.	295.
o	2,647.		4,078.	-1,431.

	Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Losses (from col (h)) Gains (excess of col (h) gain over col (k), but not less than "-0-")
	(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
a				-1,868.
b				-3,638.
c				-1,394.
d				-4,252.
e				-4,929.
f				-4,135.
g				-6.
h				-991.
i				-1,865.
j				-3,295.
k				-994.
l				-4,214.
m				-4,655.
n				295.
o				-1,431.

2 Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 / If (loss), enter "-0-" in Part I, line 7 }	2	
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6) If gain, also enter in Part I, line 8, column (c) If (loss), enter "-0-" in Part I, line 8	3	

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	200 SHS CARNIVAL CORP COMMON PAIRED	P	04/14/08	05/20/09
b	25 SHS FIRST SOLAR INC	P	02/26/09	05/26/09
c	100 SHS KIMBERLY-CLARK CORP	P	09/12/08	05/19/09
d	100 SHS KIMBERLY-CLARK CORP	P	08/12/08	05/19/09
e	100 SHS KIMBERLY-CLARK CORP	P	08/11/08	05/20/09
f	.24 SHS KINDER MORGAN MANAGEMENT LLC	P	02/25/04	05/15/09
g	100 SHS MCDONALDS CORP	P	11/03/05	05/21/09
h	200 SHS MICROSOFT CORP	P	03/23/07	05/21/09
i	300 SHS OMNICOM GROUP INC	P	03/16/04	05/18/09
j	100 SHS SARA LEE CORP	P	12/06/07	05/20/09
k	100 SHS SARA LEE CORP	P	12/06/07	05/26/09
l	100 SHS SARA LEE CORP	P	12/06/07	05/28/09
m	100 SHS SARA LEE CORP	P	07/31/06	05/28/09
n	100 SHS TIME WARNER INC	P	02/25/04	05/19/09
o	200 SHS TIME WARNER INC	P	12/06/07	05/19/09

	(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a	5,176.		8,024.	-2,848.
b	4,470.		2,619.	1,851.
c	5,156.		6,439.	-1,283.
d	5,160.		6,193.	-1,033.
e	5,173.		6,125.	-952.
f	10.		7.	3.
g	5,562.		3,301.	2,261.
h	3,931.		5,483.	-1,552.
i	9,463.		11,369.	-1,906.
j	967.		1,662.	-695.
k	937.		1,662.	-725.
l	897.		1,662.	-765.
m	899.		1,439.	-540.
n	2,472.		3,848.	-1,376.
o	4,833.		7,676.	-2,843.

	Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Losses (from col (h)) Gains (excess of col (h) gain over col (k), but not less than "-0-")
	(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
a				-2,848.
b				1,851.
c				-1,283.
d				-1,033.
e				-952.
f				3.
g				2,261.
h				-1,552.
i				-1,906.
j				-695.
k				-725.
l				-765.
m				-540.
n				-1,376.
o				-2,843.

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

3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6)
If gain, also enter in Part I, line 8, column (c)
If (loss), enter "-0-" in Part I, line 8 } 3

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	100 SHS UNITED PARCEL SERVICE INC CL B	P	05/11/07	05/19/09
b	100 SHS UNITED PARCEL SERVICE INC CL B	P	07/08/08	05/19/09
c	100 SHS UNITED PARCEL SERVICE INC CL B	P	05/11/07	05/20/09
d	100 SHS ALLERGAN INC	P	08/16/04	06/01/09
e	100 SHS ALLERGAN INC	P	08/16/04	06/03/09
f	25 SHS ALLERGAN INC	P	08/16/04	06/04/09
g	100 SHS BOEING CO	P	01/23/08	06/23/09
h	50 SHS EXXON MOBIL CORP	P	03/16/04	06/12/09
i	200 SHS MCDONALDS CORP	P	11/03/05	06/17/09
j	100 SHS OMNICOM GROUP INC	P	03/16/04	06/01/09
k	200 SHS PAYCHEX INC	P	12/06/07	06/17/09
l	100 SHS PAYCHEX INC	P	05/10/07	06/18/09
m	100 SHS SARA LEE CORP	P	07/31/06	06/01/09
n	100 SHS SARA LEE CORP	P	07/31/06	06/02/09
o	100 SHS SARA LEE CORP	P	07/31/06	06/03/09

	(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a	5,249.		7,358.	-2,109.
b	5,249.		5,965.	-716.
c	5,260.		7,069.	-1,809.
d	4,445.		4,149.	296.
e	4,509.		3,635.	874.
f	1,128.		909.	219.
g	4,365.		8,335.	-3,970.
h	3,687.		2,107.	1,580.
i	11,481.		5,846.	5,635.
j	3,221.		3,783.	-562.
k	5,377.		7,970.	-2,593.
l	2,669.		3,859.	-1,190.
m	904.		1,439.	-535.
n	919.		1,439.	-520.
o	909.		1,439.	-530.

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

	(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	(l) Losses (from col (h)) Gains (excess of col (h) gain over col (k), but not less than "-0-")
a				-2,109.
b				-716.
c				-1,809.
d				296.
e				874.
f				219.
g				-3,970.
h				1,580.
i				5,635.
j				-562.
k				-2,593.
l				-1,190.
m				-535.
n				-520.
o				-530.

2	Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 / If (loss), enter "-0-" in Part I, line 7 }	2	
3	Net short-term capital gain or (loss) as defined in sections 1222(5) and (6) If gain, also enter in Part I, line 8, column (c) If (loss), enter "-0-" in Part I, line 8	3	

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	100 SHS SARA LEE CORP	P	07/25/06	06/04/09
b	100 SHS SARA LEE CORP	P	06/23/06	06/11/09
c	100 SHS SARA LEE CORP	P	07/21/06	06/12/09
d	100 SHS SARA LEE CORP	P	07/11/06	06/18/09
e	200 SHS SARA LEE CORP	P	07/17/06	06/23/09
f	500 SHS SARA LEE CORP	P	07/14/06	06/24/09
g	100 SHS SARA LEE CORP	P	07/07/06	06/25/09
h	100 SHS UNION PACIFIC CORP	P	03/16/04	06/11/09
i	300 SHS HEINEKEN NV ADR	P	02/25/04	08/28/09
j	200 SHS HEINEKEN NV ADR	P	02/25/04	08/31/09
k	300 SHS ALLEGHENY TECHNOLOGIES INC	P	02/19/08	08/14/09
l	300 SHS CARDINAL HEALTH INC	P	11/06/08	08/03/09
m	100 SHS COCA-COLA CO	P	05/10/07	08/14/09
n	1500 SHS COMCAST CORP CL A (NEW)	P	10/12/04	08/07/09
o	100 SHS COSTCO WHOLESALE CORP	P	03/16/04	08/14/09

	(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	914.		1,429.	-515.
b	914.		1,422.	-508.
c	897.		1,415.	-518.
d	907.		1,409.	-502.
e	1,810.		2,810.	-1,000.
f	4,659.		7,005.	-2,346.
g	933.		1,375.	-442.
h	5,326.		3,079.	2,247.
i	6,310.		5,075.	1,235.
j	4,211.		3,383.	828.
k	8,536.		30,690.	-22,154.
l	9,967.		11,072.	-1,105.
m	4,820.		5,267.	-447.
n	22,712.		30,673.	-7,961.
o	4,837.		3,707.	1,130.

	Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Losses (from col. (h)) Gains (excess of col (h) gain over col (k), but not less than "-0-")
	(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col (j), if any	
a				-515.
b				-508.
c				-518.
d				-502.
e				-1,000.
f				-2,346.
g				-442.
h				2,247.
i				1,235.
j				828.
k				-22,154.
l				-1,105.
m				-447.
n				-7,961.
o				1,130.

2	Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 If (loss), enter "-0-" in Part I, line 7 }	2	
3	Net short-term capital gain or (loss) as defined in sections 1222(5) and (6) If gain, also enter in Part I, line 8, column (c) If (loss), enter "-0-" in Part I, line 8	3	

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	200 SHS EDISON INTERNATIONAL	P	01/16/09	08/14/09
b	300 SHS GENERAL ELECTRIC CO (USD)	P	02/03/06	08/14/09
c	100 SHS INTERNATIONAL BUSINESS MACHINES CORP	P	05/09/05	08/14/09
d	100 SHS JOHNSON & JOHNSON	P	05/19/09	08/14/09
e	100 SHS JPMORGAN CHASE & CO	P	04/04/08	08/14/09
f	.38 SHS KINDER MORGAN MANAGEMENT LLC	P	02/25/04	08/14/09
g	100 SHS KRAFT FOODS INC CL A	P	02/25/04	08/14/09
h	200 SHS MERCK & CO INC	P	06/03/09	08/14/09
i	100 SHS NESTLE NAM SPON ADR	P	02/25/04	08/14/09
j	100 SHS PEPSICO INC	P	08/10/05	08/14/09
k	100 SHS SOUTHWEST AIRLINES CO	P	02/25/04	08/14/09
l	100 SHS AT&T INC	P	12/06/07	09/16/09
m	200 SHS HEINEKEN NV ADR	P	02/25/04	09/01/09
n	150 SHS HEINEKEN NV ADR	P	02/25/04	09/02/09
o	300 SHS JOHNSON CONTROLS INC	P	02/28/08	09/21/09

	(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	6,368.		6,621.	-253.
b	4,137.		9,893.	-5,756.
c	11,770.		7,499.	4,271.
d	5,977.		5,590.	387.
e	4,203.		4,585.	-382.
f	17.		10.	7.
g	2,794.		3,318.	-524.
h	6,115.		5,374.	741.
i	3,938.		2,763.	1,175.
j	5,627.		5,262.	365.
k	892.		1,420.	-528.
l	2,649.		3,829.	-1,180.
m	4,170.		3,383.	787.
n	3,119.		2,537.	582.
o	7,855.		10,449.	-2,594.

	Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Losses (from col (h)) Gains (excess of col (h) gain over col (k), but not less than "-0-")
	(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col (j), if any	
a				-253.
b				-5,756.
c				4,271.
d				387.
e				-382.
f				7.
g				-524.
h				741.
i				1,175.
j				365.
k				-528.
l				-1,180.
m				787.
n				582.
o				-2,594.

2	Capital gain net income or (net capital loss)	{ If gain, also enter in Part I, line 7 If (loss), enter "-0-" in Part I, line 7 }	2	
3	Net short-term capital gain or (loss) as defined in sections 1222(5) and (6) If gain, also enter in Part I, line 8, column (c) If (loss), enter "-0-" in Part I, line 8		3	

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	200 SHS KINDER MORGAN MGT LLC	P	02/25/04	09/11/09
b	100 SHS KINDER MORGAN MGT LLC	P	02/25/04	09/14/09
c	40 SHS KINDER MORGAN MGT LLC	P	02/25/04	09/15/09
d	100 SHS VULCAN MATERIALS CO	P	04/01/08	09/16/09
e	100 SHS AETNA INC	P	09/16/09	10/08/09
f	100 SHS AETNA INC	P	09/16/09	10/12/09
g	100 SHS AETNA INC	P	09/17/09	10/13/09
h	100 SHS AETNA INC	P	09/17/09	10/15/09
i	100 SHS AETNA INC	P	09/17/09	10/20/09
j	25 SHS CANADIAN NATURAL RESOURCES LTD	P	03/07/07	10/02/09
k	100 SHS CANON INC ADR	P	02/25/04	10/02/09
l	75 SHS CERNER CORP	P	02/15/07	10/08/09
m	50 SHS CERNER CORP	P	02/15/07	10/21/09
n	200 SHS EBAY INC	P	05/18/07	10/05/09
o	200 SHS NORDSTROM INC	P	01/14/08	10/20/09

	(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	9,322.		5,516.	3,806.
b	4,641.		2,758.	1,883.
c	1,857.		1,103.	754.
d	6,041.		7,626.	-1,585.
e	2,589.		3,104.	-515.
f	2,642.		3,104.	-462.
g	2,573.		3,102.	-529.
h	2,565.		3,102.	-537.
i	2,559.		3,102.	-543.
j	1,580.		1,268.	312.
k	3,796.		3,228.	568.
l	6,045.		3,917.	2,128.
m	4,098.		2,454.	1,644.
n	4,588.		6,555.	-1,967.
o	7,057.		6,353.	704.

	Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Losses (from col (h)) Gains (excess of col (h) gain over col (k), but not less than "-0-")
	(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
a				3,806.
b				1,883.
c				754.
d				-1,585.
e				-515.
f				-462.
g				-529.
h				-537.
i				-543.
j				312.
k				568.
l				2,128.
m				1,644.
n				-1,967.
o				704.

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

3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6)
If gain, also enter in Part I, line 8, column (c)
If (loss), enter "-0-" in Part I, line 8 } 3

STANLEY AND JUDITH FRANKEL FAMILY FOUNDATION

CONTINUATION FOR 990-PF, PART IV
38-3531285 PAGE 8 OF 11

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	100 SHS NORDSTROM INC	P	01/14/08	10/21/09
b	200 SHS NORDSTROM INC	P	01/14/08	10/22/09
c	200 SHS NORDSTROM INC	P	01/15/08	10/22/09
d	100 SHS NORDSTROM INC	P	01/15/08	10/26/09
e	100 SHS NORDSTROM INC	P	01/15/08	10/27/09
f	200 SHS POLYCOM INC	P	10/08/07	10/02/09
g	800 SHS AT&T INC	P	01/22/08	11/20/09
h	250 SHS AT&T INC	P	07/29/04	11/23/09
i	400 SHS AT&T INC	P	02/25/04	11/23/09
j	100 SHS BIOGEN IDEC INC	P	02/04/09	11/02/09
k	100 SHS BIOGEN IDEC INC	P	02/04/09	11/03/09
l	100 SHS BIOGEN IDEC INC	P	02/05/09	11/04/09
m	200 SHS BIOGEN IDEC INC	P	02/05/09	11/05/09
n	100 SHS BIOGEN IDEC INC	P	04/20/09	11/06/09
o	100 SHS FLUOR CORP (NEW)	P	02/25/04	11/05/09

	(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	3,497.		3,160.	337.
b	6,878.		6,320.	558.
c	6,868.		6,171.	697.
d	3,396.		3,026.	370.
e	3,248.		3,026.	222.
f	5,139.		5,130.	9.
g	20,800.		27,595.	-6,795.
h	6,600.		6,203.	397.
i	10,580.		9,748.	832.
j	4,290.		5,324.	-1,034.
k	4,314.		5,293.	-979.
l	4,286.		5,287.	-1,001.
m	8,812.		10,575.	-1,763.
n	4,489.		4,835.	-346.
o	4,544.		2,011.	2,533.

	Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Losses (from col (h)) Gains (excess of col (h) gain over col (k), but not less than "-0-")
	(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
a				337.
b				558.
c				697.
d				370.
e				222.
f				9.
g				-6,795.
h				397.
i				832.
j				-1,034.
k				-979.
l				-1,001.
m				-1,763.
n				-346.
o				2,533.

2	Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 / If (loss), enter "-0-" in Part I, line 7 }	2	
3	Net short-term capital gain or (loss) as defined in sections 1222(5) and (6) If gain, also enter in Part I, line 8, column (c) If (loss), enter "-0-" in Part I, line 8	3	

STANLEY AND JUDITH FRANKEL FAMILY FOUNDATION

CONTINUATION FOR 990-PF, PART IV
38-3531285 PAGE 9 OF 11

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	400 SHS KRAFT FOODS INC CL A	P	12/18/07	11/18/09
b	300 SHS KRAFT FOODS INC CL A	P	12/18/07	11/19/09
c	100 SHS MERCURY GENERAL CORP	P	03/31/08	11/25/09
d	100 SHS MERCURY GENERAL CORP	P	03/27/08	11/27/09
e	100 SHS MERCURY GENERAL CORP	P	03/26/08	11/30/09
f	200 SHS SAP AG SPON ADR	P	10/04/06	11/19/09
g	100 SHS SOUTHWEST AIRLINES CO	P	02/25/04	11/05/09
h	200 SHS SOUTHWEST AIRLINES CO	P	02/25/04	11/05/09
i	500 SHS SOUTHWEST AIRLINES CO	P	12/06/07	11/06/09
j	400 SHS SOUTHWEST AIRLINES CO	P	01/11/08	11/06/09
k	30 SHS AOL INC	P	12/06/07	12/17/09
l	.27 SHS AOL INC	P	08/24/04	12/18/09
m	100 SHS HANESBRANDS INC	P	12/06/07	12/31/09
n	100 SHS BEST BUY INC	P	10/15/07	01/07/10
o	50 SHS COSTCO WHOLESALE CORP	P	05/17/04	01/15/10

	(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	10,881.		13,262.	-2,381.
b	8,094.		9,923.	-1,829.
c	3,696.		4,420.	-724.
d	3,658.		4,410.	-752.
e	3,641.		4,405.	-764.
f	9,670.		10,010.	-340.
g	835.		1,420.	-585.
h	1,667.		2,841.	-1,174.
i	4,220.		7,015.	-2,795.
j	3,377.		5,324.	-1,947.
k	702.		850.	-148.
l	7.		8.	-1.
m	2,440.		2,891.	-451.
n	4,146.		4,962.	-816.
o	2,937.		1,781.	1,156.

	Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Losses (from col (h)) Gains (excess of col (h) gain over col (k), but not less than "-0-")
	(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
a				-2,381.
b				-1,829.
c				-724.
d				-752.
e				-764.
f				-340.
g				-585.
h				-1,174.
i				-2,795.
j				-1,947.
k				-148.
l				-1.
m				-451.
n				-816.
o				1,156.

2 Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 / If (loss), enter "-0-" in Part I, line 7 }	2	
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6) If gain, also enter in Part I, line 8, column (c) If (loss), enter "-0-" in Part I, line 8	3	

STANLEY AND JUDITH FRANKEL FAMILY FOUNDATION

CONTINUATION FOR 990-PF, PART IV
38-3531285 PAGE 10 OF 11

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	100 SHS ECOLAB INC	P	12/04/08	01/05/10
b	100 SHS HANESBRANDS INC	P	07/31/06	01/08/10
c	87 SHS HANESBRAND INC	P	07/17/06	01/14/10
d	300 SHS HEWLETT-PACKARD CO	P	11/18/08	01/27/10
e	200 SHS NOKIA CORP SPONSORED ADR	P	10/04/06	01/28/10
f	200 SHS SAP AG SPON ADR	P	10/04/06	01/26/10
g	300 SHS THE WALT DISNEY CO	P	02/04/08	01/08/10
h	100 SHS THE WALT DISNEY CO	P	02/04/08	01/08/10
i	200 SHS THE WALT DISNEY CO	P	01/13/06	01/25/10
j	75 SHS UNITED PARCEL SERVICE INC CL B	P	04/15/05	01/04/10
k	175 SHS CONCOPHILLIPS	P	10/28/08	04/20/09
l	600 SHS AGILENT TECHNOLOGIES INC	P	02/21/08	02/12/10
m	200 SHS AGILENT TECHNOLOGIES INC	P	02/22/08	02/16/10
n	300 SHS AMERICAN MEDICAL SYS HLDGS	P	12/06/07	02/16/10
o	150 SHS BERKSHIRE HATHAWAY INC	P	10/23/08	02/19/10

	(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	4,446.		3,543.	903.
b	2,466.		1,988.	478.
c	2,112.		1,697.	415.
d	14,644.		8,481.	6,163.
e	2,801.		3,900.	-1,099.
f	9,226.		9,172.	54.
g	9,502.		9,245.	257.
h	3,174.		3,082.	92.
i	5,987.		5,066.	921.
j	4,363.		5,203.	-840.
k	6,633.		8,238.	-1,605.
l	17,990.		19,392.	-1,402.
m	6,025.		6,250.	-225.
n	5,495.		4,212.	1,283.
o	11,498.		11,394.	104.

	Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Losses (from col (h)) Gains (excess of col (h) gain over col (k), but not less than "-0-")
	(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col (j), if any	
a				903.
b				478.
c				415.
d				6,163.
e				-1,099.
f				54.
g				257.
h				92.
i				921.
j				-840.
k				-1,605.
l				-1,402.
m				-225.
n				1,283.
o				104.

2	Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 If (loss), enter "-0-" in Part I, line 7 }	2	
3	Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c) If (loss), enter "-0-" in Part I, line 8	3	

STANLEY AND JUDITH FRANKEL FAMILY FOUNDATION

CONTINUATION FOR 990-PF, PART IV
38-3531285 PAGE 11 OF 11

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	200 SHS COCA-COLA CO	P	07/23/08	02/05/10
b	200 SHS ENERGIZER HOLDINGS INC	P	05/01/08	02/11/10
c	100 SHS MCDONALDS CORP	P	02/25/04	02/18/10
d	50 SHS UNILEVER NV	P	02/25/04	02/24/10
e	CAPITAL GAINS DIVIDENDS			
f				
g				
h				
i				
j				
k				
l				
m				
n				
o				

	(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a	10,586.		10,484.	102.
b	11,006.		16,064.	-5,058.
c	6,444.		2,797.	3,647.
d	1,526.		1,222.	304.
e	646.			646.
f				
g				
h				
i				
j				
k				
l				
m				
n				
o				

	Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Losses (from col (h)) Gains (excess of col (h) gain over col (k), but not less than "-0-")
	(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
a				102.
b				-5,058.
c				3,647.
d				304.
e				646.
f				
g				
h				
i				
j				
k				
l				
m				
n				
o				

2	Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 / If (loss), enter "-0-" in Part I, line 7 }	2	-142,222.
3	Net short-term capital gain or (loss) as defined in sections 1222(5) and (6). If gain, also enter in Part I, line 8, column (c) If (loss), enter "-0-" in Part I, line 8	3	N/A

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 1

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
CAPITAL GUARDIAN	80,093.	646.	79,447.
UBS FINANCIAL SERVICES	1,004.	0.	1,004.
TOTAL TO FM 990-PF, PART I, LN 4	81,097.	646.	80,451.

FORM 990-PF OTHER INCOME STATEMENT 2

DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
LITIGATION SETTLEMENT	317.	317.	
TOTAL TO FORM 990-PF, PART I, LINE 11	317.	317.	

FORM 990-PF ACCOUNTING FEES STATEMENT 3

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
	3,520.	0.		0.
TO FORM 990-PF, PG 1, LN 16B	3,520.	0.		0.

FORM 990-PF TAXES STATEMENT 4

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
FEDERAL EXCISE	-3,919.	0.		0.
TO FORM 990-PF, PG 1, LN 18	-3,919.	0.		0.

FORM 990-PF OTHER EXPENSES STATEMENT 5

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
INVESTMENT FEES	24,093.	24,093.		0.
STATE FILING FEES	20.	0.		0.
BANK CHARGES	277.	0.		0.
TO FORM 990-PF, PG 1, LN 23	24,390.	24,093.		0.

FORM 990-PF CORPORATE STOCK STATEMENT 6

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
5000 SHS JP MORGAN CHASE & CO	139,267.	209,850.
400 SHS SPECTRA ENERGY CORP	6,559.	8,720.
200 SHS FEDEX CORP	13,744.	16,952.
300 SHS BEST BUY INC	9,924.	7,300.
650 SHS DAVITA INC	19,453.	40,047.
400 SHS GENPACT LTD	6,406.	6,036.
500 SHS LOOPNET INC	5,729.	4,725.
300 SHS NATIONAL INSTRUMENTS CORP	9,319.	9,486.
275 SHS EOG RESOURCES, INC.	17,503.	25,864.
550 SH MARATHON OIL CORP	27,793.	15,923.
175 SHS SUNCOR ENERGY, INC.	2,180.	5,059.
550 SHS AIR PRODUCTS & CHEMICAL, INC.	26,468.	37,719.
1000 SHS ALLEGHENY TECHNOLOGIES	34,468.	43,660.
900 SHS BARRICK GOLD CORP	29,444.	33,894.
500 SHS NUCOR CORP	16,609.	20,700.
200 SHS POTASH CORP	5,210.	22,092.
20 SHS RIO TINTO PLC	1,998.	4,156.
400 SHS TITANIUM METALS CORP	3,279.	4,716.
125 SHS FIRST SOLAR, INC.	13,552.	13,219.
950 SHS ILLINOIS TOOL WORKS, INC.	37,061.	43,244.
2800 SHS LOWES COMPANIES	72,744.	66,388.
400 SHS LUXOTTICA GRP ADR	6,319.	10,424.
975 SHS TARGET CORP	53,913.	50,232.
500 SHS URBAN OUTFITTERS	8,253.	16,100.
200 SHS WALGREEN CO	7,292.	7,048.
700 SHS BAXTER INTL	36,061.	39,851.
575 SHS CELGENE CORP	34,920.	34,224.
600 SHS MAXIM INTEGRATED PRODS, INC.	7,905.	11,112.
700 SHS MICROCHIP TECNOLOGY, INC.	21,692.	18,942.
700 SHS AMERICAN TOWER CORP	29,450.	29,862.
400 SHS HUDSON CITY BANCORP	7,212.	5,408.
1700 SHS PROGRESSIVE CORP	34,077.	29,155.

500 SHS BROADCOM CORP	8,712.	15,660.
800 SHS BROCADE COMMUNICATION SYS	2,976.	4,656.
2000 SHS CISCO SYSTEMS, INC.	47,228.	48,660.
100 SHS GOOGLE, INC.	43,457.	52,680.
375 SHS INTERNATIONAL BUSINESS MACHINE	30,242.	47,685.
100 SHS FLOUR	2,011.	4,280.
200 SHS COCA COLA	9,426.	10,544.
150 SHS COSTCO WHOLESALE CORP	5,342.	9,146.
1200 PAYCHEX INC	44,038.	35,928.
300 SHS SAP AG	12,373.	13,374.
1100 SHS CAMECO CORP	23,057.	30,228.
275 SHS CHEVRON CORP	12,162.	12,653.
200 SHS EXXON MOBIL CORP	8,428.	13,000.
850 SHS ROYAL DUTCH SHELL	43,271.	46,529.
725 SHS SCHULMBERGER	28,050.	44,298.
375 SHS ECOLAB, INC	11,770.	15,803.
450 SHS VULCAN MATERIALS CO	23,486.	19,535.
500 SHS BAE SYSTEMS PLC	12,816.	11,397.
200 SHS BOEING	9,930.	12,632.
450 SHS DANAHER	30,680.	33,287.
850 SHS EMERSON SOLAR, INC	26,765.	40,239.
1800 SHS GENERAL ELECTRIC CO	55,720.	28,908.
1325 SHS IRON MOUNTAIN, INC.	30,042.	34,291.
575 SHS UNION PACIFIC	19,029.	38,738.
175 SHS UNITED PARCEL SERVICE, INC.	11,884.	10,280.
150 SHS UNITED TECHNOLOGIES CO.	6,578.	10,298.
175 SHS CARNIVAL CORP	6,729.	6,113.
350 SHS COMCAST CORP	6,799.	5,754.
250 SHS MCDONALDS CORP	6,993.	15,963.
1000 SHS NORDSTROM, INC.	3,026.	3,694.
200 SHS OMNICOM GROUP, INC.	7,563.	7,324.
800 SHS THE WALT DISNEY CO	17,768.	24,992.
100 SHS ENERGIZER HOLDINGS, INC.	7,873.	5,795.
500 SHS KRAFT FOODS, INC.	16,221.	14,215.
475 SHS NESTLE NAM	12,696.	23,666.
300 SHS PHILLIP MORRIS INTL	14,814.	14,694.
650 SHS UNILEVER	15,405.	19,559.
775 SHS CERNER CORP	33,402.	64,286.
625 SHS MEDTRONICS, INC.	27,056.	27,125.
700 SHS SHIRE LTD ADR	29,921.	45,164.
1800 SHS MICROSOFT CORP	47,219.	51,606.
300 SHS NINTENDO CO LTD	10,784.	10,199.
200 SHS POLYCOM, INC.	4,610.	5,222.
850 SHS QUALCOMM, INC.	37,815.	31,180.
50 SHS AT&T, INC.	1,219.	1,241.
600 SHS EDISON INTERNATIONAL	19,656.	19,578.
34787 SHS EUROPACIFIC GROWTH FUND	1,276,558.	1,256,870.
14617 SHS NEW WORLD FUND, INC	538,268.	666,836.
250 SHS BERKSHIRE HATHAWAY,INC. CL B	13,631.	20,033.
420 SHS GOLDMAN SACHS GROUP	55,248.	65,667.
1475 SHS JPMORGAN CHASE	59,426.	61,906.
200 SHS AGILENT TECHNOLOGIES	6,194.	6,292.
90 SHS APPLE, INC.	12,593.	18,416.
150 SHS CANON, INC	4,842.	6,222.

700 SHS EBAY, INC.	20,788.	16,114.
200 SHS HEWLETT-PACKARD	4,287.	10,158.
300 SHS VISA, INC.	19,379.	25,584.
750 SHS PEPSICO	39,066.	46,853.
333 SHS TIME WARNER, INC.	11,719.	9,670.
675 SHS ALLERGAN, INC.	24,210.	39,440.
200 SHS CENOVUS ENERGY, INC.	5,299.	4,900.
50 SHS DIAMOND OFFSHORE DRILLING, INC.	4,765.	4,366.
50 SHS TRANSOCEAN LTD	3,709.	3,991.
200 SHS MONSANTO CO	17,135.	14,130.
250 SHS 3M COMPANY	19,810.	20,038.
225 SHS STANLEY WORKS	12,089.	12,881.
200 SHS DISCOVERY COMM, INC.	4,328.	6,230.
775 SHS DREAMWORKS ANIMATION SKG, INC.	30,398.	33,682.
300 SHS SCRIPPS NETWORK INTERACTIVE	10,700.	11,874.
80 SHS STRAYER ED., INC.	15,915.	18,146.
1000 SHS ALBERTA CULVER CO	27,548.	27,720.
125 SHS COLGATE-PALMOLIVE CO	8,210.	10,368.
500 SHS GENERAL MILLS, INC.	31,941.	36,005.
500 SHS PROCTORS & GAMBLE CO	26,803.	31,640.
250 SHS WAL-MART STORES, INC.	13,023.	13,518.
1050 SHS BRISTOL MYERS SQUIBB CO	25,305.	25,736.
600 SHS JOHNSON & JOHNSON	33,939.	37,800.
1150 SHS MERCK & CO., INC,	33,984.	42,412.
100 SHS NOVO NORDISK A/S	7,230.	7,112.
600 SHS UNITED HEALTH GROUP	16,698.	20,316.
650 SHS ALLSTATE CORP	17,658.	20,313.
1900 SHS CHARLES SCHWAB	34,330.	34,789.
500 SHS ADOBE SYSTEMS, INC.	17,220.	17,325.
200 SHS JUNIPER NETWORKS, INC.	4,681.	5,596.
500 SHS TYCO ELECTRONICS LTD	8,956.	12,815.
200 SHS VERIZON COMM.	6,344.	5,786.
2100 SHS AMERICAN WATER WORKS	40,455.	46,746.
200 SHS NATIONAL GRID PLC	10,985.	9,954.
275 SHS CANADIAN NATRUAL RESOURCES	13,950.	18,653.
TOTAL TO FORM 990-PF, PART II, LINE 10B	4,222,463.	4,739,110.

FORM 990-PF

GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR

STATEMENT 7

RECIPIENT NAME AND ADDRESS	RECIPIENT RELATIONSHIP AND PURPOSE OF GRANT	RECIPIENT STATUS	AMOUNT
ADAT SHALOM SYNAGOGUE 29901 MIDDLEBELT ROAD FARMINGTON HILLS, MI 48331	NONE RABBI BERGMAN DISCRETIONARY FUND	170 (C)	18,000.
JEWISH HISTORICAL SOCIETY OF MICHIGAN 6600 W. MAPLE RD. WEST BLOOMFIELD, MI 48322	NONE EDUCATIONAL	170 (C)	2,500.
AKIVA HEBREW DAY SCHOOL 21100 W. 12 MILE ROAD SOUTHFIELD, MI 48076	NONE EDUCATIONAL AND RELIGIOUS	170 (C)	20,000.
JEWISH FEDRATION OF METRO DETROIT 6735 TELEGRAPH RD. BLOOMFIELD HILLS, MI 48301	ANNUAL SUPPORT	170 (C)	20,000.
NCSY 11 BROADWAY NEW YORK, NY 10004	NONE EDUCATIONAL AND RELIGIOUS	170 (C)	1,800.
DETROIT PUBLIC TELEVISION 1 CLOVER COURT WIXOM, MI 48393	NONE RANDOM ACTS OF MUSIC PROGRAM	170 (C)	36,124.
DETROIT PUBLIC TELEVISION 1 CLOVER COURT WIXOM, MI 48393	ANNUAL SUPPORT	170 (C)	40,000.
HILLEL DAY SCHOOL OF METRO DETROIT 32200 MIDDLEBELT ROAD FARMINGTON HILLS, MI 48334	NONE PATRON CAMPAIGN	170 (C)	25,000.

NATIONAL TRANSPLANT ASSISTANCE FUND 150 N. RADNOR CHESTER RD. RADNOR , PA 19087	NONE MEDICAL	170 (C)	100.
PROJECT JUDACIA FOUNDATION, INC. 1010 WISCONSIN AVE. NW STE 345 WASHINGTON, DC 20007	NONE EDUCATIONAL	170 (C)	10,000.
U OF M HILLEL 1429 HILL STREET ANN ARBOR, MI 48104	NONE EDUCATIONAL AND RELIGIOUS	170 (C)	25,000.
YESHIVA BETH YEHUDAH 15751 LINCOLN DRIVE SOUTHFIELD, MI 48075	NONE EDUCATIONAL AND RELIGIOUS	170 (C)	508,000.
YOUNG ISRAEL OF SOUTHFIELD 27705 LAHSER ROAD SOUTHFIELD, MI 48076	NONE RABBI MORRIS DISCRETIONARY FUND	170 (C)	3,600.
MICHIGAN PSYCHOANALYTIC FOUNDATION 32841 MIDDLEBELT ROAD #411 FARMINGTON HILLS, MI 48334	EDUCATIONAL	170 (C)	280.
UNIVERSITY OF MICHIGAN 3003 S. STATE STREET ANN ARBOR, MI 48109	NONE EDUCATIONAL	170 (C)	10,000.
DETROIT SYMPHONY ORCHESTRA 3711 WOODWARD AVE. DETROIT, MI 48201	NONE MUSICAL PROGRAMS	170 (C)	5,000.
THE WASHINGTON INSTITUTE FOR NEAR EAST POLICY 1828 L STREET NW STE 1050 WASHINGTON, DC 20036	EDUCATIONAL	170 (C)	10,000.
TOTAL TO FORM 990-PF, PART XV, LINE 3A			735,404.