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Form **990-PF**

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

OMB No 1545-0052

2009Department of the Treasury
Internal Revenue Service

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

For calendar year 2009, or tax year beginning **05/01/09**, and ending **04/30/10**

G Check all that apply:

☐ Initial return☐ Initial return of a former public charity☐ Final return☐ Amended return☐ Address change☐ Name changeUse the IRS
label.
Otherwise,
print
or type.
See Specific
Instructions.

Name of foundation

**HOWARD FRANKENTHAL FAMILY
FOUNDATION, LTD**

Number and street (or P O box number if mail is not delivered to street address)

9227 N. TENNYSON DRIVE

Room/suite

City or town, state, and ZIP code

BAYSIDE**WI 53217**

A Employer identification number

39-1642921

B Telephone number (see page 10 of the instructions)

414-241-7000C 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) **\$ 1,203,369**J Accounting method ☐ Cash ☒ Accrual☐ Other (specify)

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

Part I Analysis of Revenue and Expenses (Thetotal of amounts in columns (b), (c), and (d) may not necessarily equal
the amounts in column (a) (see page 11 of the instructions))(a) Revenue and
expenses per
books(b) Net investment
income(c) Adjusted net
income(d) Disbursements
for charitable
purposes
(cash basis only)

Revenue	1	Contributions, gifts, grants, etc., received (attach schedule)				
	2	Check <input checked="" type="checkbox"/> if the foundation is not required to attach Sch B				
	3	Interest on savings and temporary cash investments	867	867	867	
	4	Dividends and interest from securities	3,957	3,957	3,957	
	5a	Gross rents				
	b	Net rental income or (loss)				
	6a	Net gain or (loss) from sale of assets not on line 10 STMT 1	3,520			
	b	Gross sales price for all assets on line 6a 14,974				
	7	Capital gain net income (from Part IV, line 2)		1,393		
	8	Net short-term capital gain			0	
	9	Income modifications				
	10a	Gross sales less returns & allowances				
b	Less: Cost of goods sold					
c	Gross profit or (loss) (attach schedule)					
11	Other income (attach schedule)					
12	Total. Add lines 1 through 11	8,344	6,217	4,824		
Operating and Administrative Expenses	13	Compensation of officers, directors, trustees, etc				
	14	Other employee salaries and wages				
	15	Pension plans, employee benefits				
	16a	Legal fees (attach schedule)				
	b	Accounting fees (attach schedule) STMT 2	930	930		
	c	Other professional fees (attach schedule) STMT 3	1,768	1,768		
	17	Interest				
	18	Taxes (attach schedule) (see page 14 of the instructions) STMT 4	247	247		
	19	Depreciation (attach schedule) and depletion				
	20	Occupancy				
	21	Travel, conferences, and meetings				
	22	Printing and publications				
	23	Other expenses (att. sch) STMT 5	54	54		
	24	Total operating and administrative expenses. Add lines 13 through 23	2,999	2,999		0
	25	Contributions, gifts, grants paid	106,256			106,256
26	Total expenses and disbursements. Add lines 24 and 25	109,255	2,999	0	106,256	
27	Subtract line 26 from line 12					
a	Excess of revenue over expenses and disbursements	-100,911				
b	Net investment income (if negative, enter -0-)		3,218			
c	Adjusted net income (if negative, enter -0-)			4,824		

For Privacy Act and Paperwork Reduction Act Notice, see page 30 of the instructions.

Form **990-PF** (2009)

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Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)		Beginning of year	End of year	
				(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1	Cash—non-interest-bearing		16,815	910,697	910,697
	2	Savings and temporary cash investments		509,518	26,358	26,358
	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 (att. schedule) ▶ 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 (attach schedule)				
	b	Investments—corporate stock (attach schedule) SEE STMT 6		204,139	198,546	266,314
	c	Investments—corporate bonds (attach schedule)				
	11	Investments—land, buildings, and equipment basis ▶ Less: accumulated depreciation (attach sch.) ▶				
	12	Investments—mortgage loans				
	13	Investments—other (attach schedule)				
	14	Land, buildings, and equipment basis ▶ Less: accumulated depreciation (attach sch.) ▶				
	15	Other assets (describe ▶)				
	16	Total assets (to be completed by all filers—see the instructions. Also, see page 1, item I)		730,472	1,135,601	1,203,369
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)		0	0	
Net Assets or Fund Balances		Foundations that follow SFAS 117, check here ▶ <input type="checkbox"/> 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 ▶ <input checked="" type="checkbox"/> and complete lines 27 through 31.				
	27	Capital stock, trust principal, or current funds				
	28	Paid-in or capital surplus, or land, bldg., and equipment fund				
	29	Retained earnings, accumulated income, endowment, or other funds		735,472	1,135,601	
	30	Total net assets or fund balances (see page 17 of the instructions)		735,472	1,135,601	
	31	Total liabilities and net assets/fund balances (see page 17 of the instructions)		735,472	1,135,601	

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	735,472
2	Enter amount from Part I, line 27a	2	-100,911
3	Other increases not included in line 2 (itemize) ▶ SEE STATEMENT 7	3	501,040
4	Add lines 1, 2, and 3	4	1,135,601
5	Decreases not included in line 2 (itemize) ▶	5	
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	1,135,601

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 CAP GAIN DIV ENRON				
b CAP GAIN DIV ENRON				
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 402			402
b 991			991
c			
d			
e			

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

(i) FMV as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
a			402
b			991
c			
d			
e			

2 Capital gain net income or (net capital loss)	<div> <div>If gain, also enter in Part I, line 7</div> <div>If (loss), enter -0- in Part I, line 7</div> </div>	2	1,393
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6) If gain, also enter in Part I, line 8, column (c) (see pages 13 and 17 of the instructions) If (loss), enter -0- in Part I, line 8		3	

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

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

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

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

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

1 Enter the appropriate amount in each column for each year, see page 18 of the instructions before making any entries

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col (b) divided by col (c))
2008	66,096	915,332	0.072210
2007	80,322	1,200,712	0.066895
2006	79,568	1,173,662	0.067795
2005	56,171	1,160,123	0.048418
2004	81,081	1,132,720	0.071581

2 Total of line 1, column (d)	2	0.326899
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	0.065380
4 Enter the net value of noncharitable-use assets for 2009 from Part X, line 5	4	950,325
5 Multiply line 4 by line 3	5	62,132
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	32
7 Add lines 5 and 6	7	62,164
8 Enter qualifying distributions from Part XII, line 4	8	106,256

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 letter if necessary—see instructions)		
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input checked="" type="checkbox"/> and enter 1% of Part I, line 27b	1	32
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	32
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	32
6	Credits/Payments:		
a	2009 estimated tax payments and 2008 overpayment credited to 2009	6a	500
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	500
8	Enter any penalty for underpayment of estimated tax. Check here <input type="checkbox"/> if Form 2220 is attached	8	
9	Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9	
10	Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	468
11	Enter the amount of line 10 to be Credited to 2010 estimated tax 468 Refunded ▶	11	

Part VII-A Statements Regarding Activities

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

N/A

Part VII-A Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see page 20 of the instructions)	11		X
12	Did the foundation acquire a direct or indirect interest in any applicable insurance contract before August 17, 2008?	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ► N/A	13	X	
14	The books are in care of ► HOWARD FRANKENTHAL 10535 N PORT WASHINGTON ROAD Located at ► MEQUON, WI	Telephone no ► 414-241-7000 ZIP+4 ► 53092		
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 ► <input type="checkbox"/>		

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

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

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

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

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

(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? ☐ Yes ☒ No

(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive? ☐ Yes ☒ No

(3) Provide a grant to an individual for travel, study, or other similar purposes? ☐ Yes ☒ No

(4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see page 22 of the instructions) ☐ Yes ☒ No

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

b If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see page 22 of the instructions)? **N/A** ☐ **5b**

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

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

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

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

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

If "Yes" to 6b, file Form 8870

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

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

Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors**1 List all officers, directors, trustees, foundation managers and their compensation (see 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
HOWARD M. FRANKENTHAL 10535 N PORT WASHINGTON RD MEQUON WI 53092	PRES/DIR/TRE 2.00	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 ▶**Part IX-A Summary of Direct Charitable Activities**

List the foundation's four largest direct charitable activities during the tax year. Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc.

	Expenses
1 N/A	
2	
3	
4	

Part IX-B Summary of Program-Related Investments (see page 24 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 N/A	
2	
All other program-related investments. See page 24 of the instructions	
3	

Total. Add lines 1 through 3 ▶

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes		
a	Average monthly fair market value of securities	1a	241,805
b	Average of monthly cash balances	1b	722,992
c	Fair market value of all other assets (see page 24 of the instructions)	1c	0
d	Total (add lines 1a, b, and c)	1d	964,797
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	964,797
4	Cash deemed held for charitable activities. Enter 1½ % of line 3 (for greater amount, see page 25 of the instructions)	4	14,472
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	950,325
6	Minimum investment return. Enter 5% of line 5	6	47,516

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	47,516
2a	Tax on investment income for 2009 from Part VI, line 5	2a	32
b	Income tax for 2009 (This does not include the tax from Part VI)	2b	
c	Add lines 2a and 2b	2c	32
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	47,484
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	47,484
6	Deduction from distributable amount (see page 25 of the instructions)	6	
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	47,484

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	106,256
b	Program-related investments—total from Part IX-B	1b	
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	106,256
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	32
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	106,224

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				47,484
2 Undistributed income, if any, as of the end of 2009:				
a Enter amount for 2008 only				
b Total for prior years 20____, 20____, 20____				
3 Excess distributions carryover, if any, to 2009:				
a From 2004	25,005			
b From 2005				
c From 2006	23,209			
d From 2007	21,622			
e From 2008	20,689			
f Total of lines 3a through e	90,525			
4 Qualifying distributions for 2009 from Part XII, line 4 ▶ \$ 106,256				
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				47,484
e Remaining amount distributed out of corpus	58,772			
5 Excess distributions carryover applied to 2009 (If an amount appears in column (d), the same amount must be shown in column (a))				
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e. Subtract line 5	149,297			
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				0
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see page 27 of the instructions)				
8 Excess distributions carryover from 2004 not applied on line 5 or line 7 (see page 27 of the instructions)	25,005			
9 Excess distributions carryover to 2010. Subtract lines 7 and 8 from line 6a	124,292			
10 Analysis of line 9:				
a Excess from 2005				
b Excess from 2006	23,209			
c Excess from 2007	21,622			
d Excess from 2008	20,689			
e Excess from 2009	58,772			

Part XIV Private Operating Foundations (see page 27 of the instructions and Part VII-A, question 9)

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

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

1 Information Regarding Foundation Managers:

a List any managers of the foundation who have contributed more than 2% of the total contributions received by the foundation before the close of any tax year (but only if they have contributed more than \$5,000). (See section 507(d)(2))

HOWARD M. FRANKENTHAL **\$500,000**

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

N/A

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

Check here ☐ if the foundation only makes contributions to preselected charitable organizations and does not accept unsolicited requests for funds. If the foundation makes gifts, grants, etc. (see 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

HOWARD FRANKENTHAL 414-241-7000
10535 N PORT WASHINGTON ROAD MEQUON WI 53092

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

NO SPECIFIC POLICY

c Any submission deadlines.

N/A

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

N/A

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

Recipient	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
Name and address (home or business)				
a Paid during the year SEE ATTACHED LIST				106,256
Total			▶ 3a	106,256
b Approved for future payment N/A				
Total			▶ 3b	

Part XVI-A * Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated

Enter gross amounts unless otherwise indicated	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See page 28 of the instructions)
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
1 Program service revenue					
a _____					
b _____					
c _____					
d _____					
e _____					
f _____					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments			14	867	
4 Dividends and interest from securities			14	3,957	
5 Net rental income or (loss) from real estate					
a Debt-financed property					
b Not debt-financed property					
6 Net rental income or (loss) from personal property					
7 Other investment income					
8 Gain or (loss) from sales of assets other than inventory			18	1,393	2,127
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		6,217	2,127
13 Total. Add line 12, columns (b), (d), and (e)				13	8,344

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

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

[illegible]

HOWARD FRANKENTHAL FAMILY FOUNDATION, LTD
TAX ID NUMBER 39-1642921
CONTRIBUTIONS FOR YEAR ENDED APRIL 30, 2010

RECIPIENT	ADDRESS	CITY & STATE	ZIP CODE	PURPOSE	AMOUNT
American Cancer Society	N19W24350 Riverwood Drive	Waukesha, WI	53188	General	\$300.00
Alzheimer's Association	225 N Michigan Avenue	Chicago, IL	60601	General	\$250.00
B'nai B'rith International	2020 K Street NW, 7th Floor	Washington, DC	20006	General	\$115.00
B'nai B'rith Youth Organization	6255 N Santa Monica Blvd.	Milwaukee, WI	53217	General	\$200.00
Big Brothers/Big Sisters-Milwaukee	788 North Jefferson Street	Milwaukee, WI	53202	General	\$100.00
Big Brothers/Big Sisters-Green Bay	1345 W. Mason Street	Green Bay, WI	54303	General	\$500.00
Big Brothers/Big Sisters-Ozaukee	885 Badger Circle	Grafton, WI	53024	General	\$100.00
Boys & Girls Club-Milwaukee	1558 North 6th Street	Milwaukee, WI	53212	General	\$500.00
Camp Ramah in Wisconsin	65 E Wacker Place, Suite 1200	Chicago, IL	60601	General	\$6,000.00
Capitol West Academy	3939 North 88th Street	Milwaukee, WI	53222	General	\$100.00
Children's Miracle Network	205 W 700 South	Salt Lake City, UT	84101	General	\$180.00
Children's Service Society of Wisconsin	1212 S 70th Street	Milwaukee, WI	53214	General	\$100.00
Coalition for Jewish Learning	6401 N Santa Monica Blvd.	Milwaukee, WI	53217	General	\$100.00
Congregation Beth Israel	6880 N Green Bay Avenue	Milwaukee, WI	53209	General	\$5,140.00
Congregation Emanu-EL B'Ne Jeshrum	2020 W Brown Deer Road	River Hills, WI	53217	General	\$1,670.00
Friedens Community Ministries	2114 W Mitchell Street	Milwaukee, WI	53215	General	\$200.00
Friends of Schlitz	111 E. Brown Deer Road	Milwaukee, WI	53217	General	\$250.00
Generation After	6580 N Atwahl Drive	Milwaukee, WI	53209	General	\$250.00
The GlobalGiving Foundation	1816 12th Street NW, 3rd Floor	Washington, DC	20009	General	\$2,500.00
Hillel Foundation-Madison WI	611 Langdon Street	Madison, WI	53703	General	\$2,250.00
Hillel Milwaukee	3053 N Stowell Avenue	Milwaukee, WI	53211	General	\$200.00
Hillel School of Tampa	2020 W Fletcher Avenue	Tampa, FL	33612	General	\$6,000.00
Hillel of Colorado	2390 S Race Street	Denver, CO	80210	General	\$500.00
Humane Society-Ozaukee	2073 Highway W	Grafton, WI	53024	General	\$250.00
Israel Education Fund	25 Broadway Suite, Suite 1700	New York, NY	10004	General	\$15,000.00
Jewish Community Pantry	6255 N Santa Monica Blvd.	Milwaukee, WI	53217	General	\$100.00
JFS/Jewish Family Services	1300 N Jackson Street	Milwaukee, WI	53202	General	\$250.00
Jewish Home and Care Center	1414 N Prospect Avenue	Milwaukee, WI	53202	General	\$2,000.00
Jewish National Fund	6270 N Port Washington Rd.	Milwaukee, WI	53217	General	\$180.00
Junior Achievement of Chicago	651 W Washington Blvd.	Chicago, IL	60661	General	\$300.00
Literacy Council of Brown County	424 S. Monroe, Room 3	Green Bay, WI	54301	General	\$250.00
Literacy Services of Wisconsin, Inc.	2724 W Wells Street	Milwaukee, WI	53208	General	\$100.00
MACC Fund	1000 Innovations Drive	Milwaukee, WI	53226	General	\$100.00
Milwaukee Jewish Federation	1360 N Prospect Ave.	Milwaukee, WI	53202	General	\$35,100.00
Milwaukee Jewish Day School	6401 Santa Monica Blvd.	Milwaukee, WI	53217	Education	\$20,050.00
Milwaukee Jewish Comm. Chorale C/O Donna Neubauer	8900 N Park Plaza Ct # 211	Brown Deer, WI	53223	General	\$100.00
Milwaukee Public Museum	800 West Wells Street	Milwaukee, WI	53233	General	\$100.00
Milwaukee Symphony Orchestra	700 North Water St/suite 700	Milwaukee, WI	53202	General	\$100.00
Milwaukee Youth Symphony Orchestra	325 Walnut Street	Milwaukee, WI	53212	General	\$100.00
Neighborhood House	2819 W Richardson Place	Milwaukee, WI	53208	General	\$100.00
Nicolet High School Foundation	6701 N Jean Nicolet Road	Glendale, WI	53217	Education	\$2,851.00
Ozaukee Family Services	885 Badger Circle	Grafton, WI	53024	General	\$100.00
Paul's Pantry/ST Vincent DePaul	1529 Leo Frigo Way	Green Bay, WI	54302	General	\$100.00
Penfield Children's Center	833 N 26th Street	Milwaukee, WI	53233	General	\$100.00
Rauach, Inc.	4900 W Burleigh Street	Milwaukee, WI	53210	General	\$180.00
Southern Door Fire Department	3388 Park Drive	Sturgeon, WI	54235	General	\$25.00
Teamsage Productions	1539 Platte Street	Denver, CO	80202	General	\$100.00
Torah Academy of Milwaukee	6789 N Green Bay Avenue	Glendale, WI	53209	Education	\$100.00
UPAF	929 North Water Street	Milwaukee, WI	53202	General	\$300.00
Wisconsin Council of the Blind	754 Williamson Street	Madison, WI	53703	Medical	\$100.00
Wisconsin Society for Jewish Learning	5225 North Iron Rr., Suite 120	Milwaukee, WI	53217	Education	\$100.00
Wisconsin Institute for Torah Study	3288 N Lake Drive	Milwaukee, WI	53211	General	\$100.00
Yeshiva Elementary School	5115 W Keefe Ave	Milwaukee, WI	53216	Education	\$100.00
YMCA-Schroeder Branch	9250 N Green Bay Rd.	Brown Deer, WI	53209	General	\$100.00
YMCA-West Suburban Branch	2420 N 124th Street	Milwaukee, WI	53226	General	\$100.00
Zoological Society	1005 W Blue Mound Road	Milwaukee, WI	53226	General	\$115.00

\$106,256.00

Federal Statements

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

Whom Sold	Description	Date Acquired	Date Sold	How Received		Cost	Expense	Depreciation	Net Gain / Loss
				Sale Price	PURCHASE				
HARRIS NETWORKS		6/09/09	8/31/09	\$	946 \$	860 \$	\$	\$	86
STATE OF ISRAEL BOND		10/19/99	12/18/09		PURCHASE 5,000	5,000			
OSHKOSH TRUCK		9/13/04	3/09/10		PURCHASE 7,635	5,594			2,041
TOTAL				\$	13,581 \$	11,454 \$	0 \$	0 \$	2,127

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

Description	Total	Net Investment	Adjusted Net	Charitable Purpose
ANDERSON TACKMAN & CO PLC	\$ 930	\$ 930	\$	\$
TOTAL	\$ 930	\$ 930	0	0

Statement 3 - Form 990-PF, Part I, Line 16c - Other Professional Fees

Description	Total	Net Investment	Adjusted Net	Charitable Purpose
INVESTMENT EXPENSE	\$ 1,768	\$ 1,768	\$	\$
TOTAL	\$ 1,768	\$ 1,768	0	0

Federal Statements**Statement 4 - Form 990-PF, Part I, Line 18 - Taxes**

Description	Total	Net Investment	Adjusted Net	Charitable Purpose
FEDERAL INCOME TAXES	\$ 180	\$ 180	\$	\$
FOREIGN TAXES WITHHELD	67	67		
TOTAL	\$ 247	\$ 247	\$ 0	\$ 0

Statement 5 - Form 990-PF, Part I, Line 23 - Other Expenses

Description	Total	Net Investment	Adjusted Net	Charitable Purpose
EXPENSES				
OFFICE SUPPLIES	44	44	\$	
WI ANNUAL FEE	10	10		
TOTAL	\$ 54	\$ 54	\$ 0	\$ 0

Federal Statements

FYE; 4/30/2010

Statement 6 - Form 990-PF, Part II, Line 10b - Corporate Stock Investments

<u>Description</u>	<u>Beginning of Year</u>	<u>End of Year</u>	<u>Basis of Valuation</u>	<u>Fair Market Value</u>
550 SHS ABBOTT LABS COM	\$ 28,791	\$ 28,791	MARKET	\$ 28,138
335S APPLE COMPUTER	20,291	20,291	MARKET	63,967
310 SHS BAXTER INTL	18,979	18,979	MARKET	14,638
300 CSHS CELGENE CORP COM	19,365	19,366	MARKET	18,597
645S HARRIS CORP DEL COM	14,489	14,489	MARKET	33,205
800 SHS OSHKOSH TRUCK	22,443	16,849	MARKET	30,896
590 SHS TEVA PHARMACEUTICALS	26,926	26,926	MARKET	34,651
700S VERIZON COMMUNICATIONS COM	28,275	28,275	MARKET	20,230
410 SHS WALMART	24,580	24,580	MARKET	21,992
TOTAL	\$ <u>204,139</u>	\$ <u>198,546</u>		\$ <u>266,314</u>

Statement 7 - Form 990-PF, Part III, Line 3 - Other Increases

<u>Description</u>	<u>Amount</u>
CONTRIBUTIONS	\$ 500,000
PRIOR PERIOD ADJ	1,040
TOTAL	\$ <u>501,040</u>

61670 HOWARD FRANKENTHAL FAMILY

39-1642921

Federal Statements

FYE: 4/30/2010

Form 990-PF, Part XV, Line 1a - Managers Who Contributed Over 2% or \$5,000

<u>Name of Manager</u>	<u>Amount</u>
HOWARD M. FRANKENTHAL	\$ 500,000
TOTAL	<u>\$ 500,000</u>

Form 990-PF, Part XV, Line 2b - Application Format and Required Contents

<u>Description</u>
NO SPECIFIC POLICY