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

2010

For calendar year 2010, or tax year beginning , 2010, and ending , 20

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

Name of foundation

HELEN FRANKENTHALER FOUNDATION INC

A Employer identification number

13-3244308

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

C/O HECHT AND COMPANY, P.C.
622 THIRD AVENUE 8TH FL

B Telephone number (see page 10 of the instructions)

(212) 819-8000

City or town, state, and ZIP code

NEW YORK, NY 10017

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) ▶ $ 17,550,998.

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) (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)	0.			
	2 Check ▶ ☐ if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments				
	4 Dividends and interest from securities	58,574.	58,574.		ATCH 1
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	84,163.			
	b Gross sales price for all assets on line 6a 680,833.				
	7 Capital gain net income (from Part IV, line 2)		98,525.		
	8 Net short-term capital gain				
	9 Income modifications				
	10a Gross sales less returns and allowances				
	b Less Cost of goods sold				
	c Gross profit or (loss) (attach schedule)				
	11 Other income (attach schedule)				
	12 Total. Add lines 1 through 11	142,737.	157,099.		
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	0.			
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees (attach schedule)				
	b Accounting fees (attach schedule) ATCH 2	7,980.	3,990.	0.	3,990.
	c Other professional fees (attach schedule) *	8,882.	8,882.		
	17 Interest				
	18 Taxes (attach schedule) (see page 14 of the instructions) **	3,100.			
	19 Depreciation (attach schedule) and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses (attach schedule) ATCH 5	1,052.	177.		875.
	24 Total operating and administrative expenses. Add lines 13 through 23	21,014.	13,049.	0.	4,865.
	25 Contributions, gifts, grants paid	115,200.			115,200.
	26 Total expenses and disbursements. Add lines 24 and 25	136,214.	13,049.	0.	120,065.
	27 Subtract line 26 from line 12:				
	a Excess of revenue over expenses and disbursements	6,523.			
	b Net investment income (if negative, enter -0-)		144,050.		
	c Adjusted net income (if negative, enter -0-)				

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Part II Balance Sheets Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)

		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1 Cash - non-interest-bearing	21,595.	44,264.	44,264.
	2 Savings and temporary cash investments	69,639.	139,437.	139,437.
	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 15 of the instructions)			
	7 Other notes and loans receivable (attach schedule) ▶			
	Less allowance for doubtful accounts ▶			
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges			
	10 a Investments - U S and state government obligations (attach schedule) **	50,055.	0.	0.
	b Investments - corporate stock (attach schedule) ATCH 7	2,179,682.	2,143,793.	2,367,297.
	c Investments - corporate bonds (attach schedule)			
	11 Investments - land, buildings, and equipment basis ▶			
	Less accumulated depreciation (attach schedule) ▶			
	12 Investments - mortgage loans			
	13 Investments - other (attach schedule)			
	14 Land, buildings, and equipment basis ▶			
	Less accumulated depreciation (attach schedule) ▶			
	15 Other assets (describe ▶ ATCH 8)	15,000,000.	15,000,000.	15,000,000.
	16 **Total assets** (to be completed by all filers - see the instructions Also, see page 1, item I)	17,320,971.	17,327,494.	17,550,998.
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.	
Net Assets or Fund Balances	**Foundations that follow SFAS 117, check here ▶ ☐ and complete lines 24 through 26 and lines 30 and 31.**			
	24 Unrestricted			
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. ▶ [X]			
	27 Capital stock, trust principal, or current funds			
	28 Paid-in or capital surplus, or land, bldg , and equipment fund			
	29 Retained earnings, accumulated income, endowment, or other funds	17,320,971.	17,327,494.	
	30 **Total net assets or fund balances** (see page 17 of the instructions)	17,320,971.	17,327,494.	
	31 **Total liabilities and net assets/fund balances** (see page 17 of the instructions)	17,320,971.	17,327,494.	

Part III Analysis of Changes in Net Assets or Fund Balances

1	Total net assets or fund balances at beginning of year - Part II, column (a), line 30 (must agree with end-of-year figure reported on prior year's return)	1	17,320,971.
2	Enter amount from Part I, line 27a	2	6,523.
3	Other increases not included in line 2 (itemize) ▶	3	
4	Add lines 1, 2, and 3	4	17,327,494.
5	Decreases not included in line 2 (itemize) ▶	5	
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	17,327,494.

**ATCH 6

Part IV Capital Gains and Losses for Tax on Investment Income

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

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

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

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

2 Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 / If (loss), enter -0- in Part I, line 7 } **2** 98,525.

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))
2009	75,115.	2,225,114.	0.033758
2008	203,229.	2,212,972.	0.091835
2007	248,058.	2,387,211.	0.103911
2006	178,603.	1,981,057.	0.090155
2005	176,419.	1,447,965.	0.121839

2	**Total** of line 1, column (d)	2	0.441498
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	0.088300
4	Enter the net value of noncharitable-use assets for 2010 from Part X, line 5	4	2,436,556.
5	Multiply line 4 by line 3	5	215,148.
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	1,441.
7	Add lines 5 and 6	7	216,589.
8	Enter qualifying distributions from Part XII, line 4	8	120,065.

If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate. See the Part VI instructions on page 18.

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

1a	Exempt operating foundations described in section 4940(d)(2), check here ▶ ☐ and enter "N/A" on line 1 . . . Date of ruling or determination letter ____________ (attach copy of ruling letter if necessary - see instructions)		
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ▶ ☐ and enter 1% of Part I, line 27b	1	2,881.
c	All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b).		
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	2	
3	Add lines 1 and 2	3	2,881.
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	2,881.
6	Credits/Payments:		
a	2010 estimated tax payments and 2009 overpayment credited to 2010 — 6a: 2,994.		
b	Exempt foreign organizations-tax withheld at source — 6b: 0.		
c	Tax paid with application for extension of time to file (Form 8868) — 6c: 0.		
d	Backup withholding erroneously withheld — 6d:		
7	Total credits and payments. Add lines 6a through 6d	7	2,994.
8	Enter any **penalty** for underpayment of estimated tax. Check here ☐ if Form 2220 is attached	8	2.
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	111.
11	Enter the amount of line 10 to be **Credited to 2011 estimated tax** ▶ 111. **Refunded** ▶	11	

Part VII-A Statements Regarding Activities

			Yes	No
1a	During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	1a		X
b	Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see page 19 of the instructions for definition)?	1b		X
	If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.			
c	Did the foundation file **Form 1120-POL** for this year?	1c		X
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation ▶ $ 0. (2) On foundation managers. ▶ $ 0.			
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. ▶ $ 0.			
2	Has the foundation engaged in any activities that have not previously been reported to the IRS? *If "Yes," attach a detailed description of the activities.*	2		X
3	Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? *If "Yes," attach a conformed copy of the changes*	3		X
4a	Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a		X
b	If "Yes," has it filed a tax return on Form 990-T for this year?	4b		
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? *If "Yes," attach the statement required by General Instruction T.*	5		X
6	Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	6	X	
7	Did the foundation have at least $5,000 in assets at any time during the year? *If "Yes," complete Part II, col. (c), and Part XV*	7	X	
8a	Enter the states to which the foundation reports or with which it is registered (see page 19 of the instructions) ▶ NY,			
b	If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by *General Instruction G? If "No," attach explanation*	8b	X	
9	Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2010 or the taxable year beginning in 2010 (see instructions for Part XIV on page 27)? *If "Yes," complete Part XIV*	9		X
10	Did any persons become substantial contributors during the tax year? *If "Yes," attach a schedule listing their names and addresses*	10		X

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

			Yes	No
11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see page 20 of the instructions)	11		X
12	Did the foundation acquire a direct or indirect interest in any applicable insurance contract before August 17, 2008?	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	X	

Website address ▶ N/A

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

15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here ▶ ☐
and enter the amount of tax-exempt interest received or accrued during the year ▶ 15

			Yes	No
16	At any time during calendar year 2010, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? See page 20 of the instructions for exceptions and filing requirements for Form TD F 90-22.1. If "Yes," enter the name of the foreign country ▶	16		

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 22 of the instructions)?	1b		X
	Organizations relying on a current notice regarding disaster assistance check here ▶ ☐			
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2010?	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 2010, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2010? ☐ Yes ☒ No If "Yes," list the years ▶			
b	Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see page 22 of the instructions.)	2b		
c	If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here. ▶			
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? ☐ Yes ☒ No			
b	If "Yes," did it have excess business holdings in 2010 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 2010.)*	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 2010?	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 [X] 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 [X] No

(3) Provide a grant to an individual for travel, study, or other similar purposes? . . . . . . [ ] Yes [X] 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 [X] 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 [X] No

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

Organizations relying on a current notice regarding disaster assistance check here . . . . . . ▶ [ ]

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

If "Yes," attach the statement required by Regulations section 53 4945-5(d).

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

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? . . . . . . 6b — 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 [X] No

b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction? 7b

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

1 List all officers, directors, trustees, foundation managers and their compensation (see page 22 of the instructions).

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
ATTACHMENT 9		0.	0.	0.

2 Compensation of five highest-paid employees (other than those included on line 1 - see page 23 of the instructions). If none, enter "NONE."

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

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

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

3 Five highest-paid independent contractors for professional services (see page 23 of the instructions). If none, enter "NONE."

(a) Name and address of each person paid more than $50,000	(b) Type of service	(c) Compensation
NONE		
Total number of others receiving over $50,000 for professional services ▶		NONE

Part IX-A Summary of Direct Charitable Activities

List the foundation's four largest direct charitable activities during the tax year Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc	Expenses
1 THE WORK OF ART "MOUNTAINS AND SEA" WHICH WAS RECEIVED AS A GIFT FROM THE ARTIST HELEN FRANKENTHALER IS ON INDEFINITE LOAN TO THE NATIONAL GALLERY OF ART FOR PUBLIC EXHIBITION.	NONE
2	
3	
4	

Part IX-B Summary of Program-Related Investments (see page 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 NONE	
2	
All other program-related investments See page 24 of the instructions.	
3 NONE	
Total. Add lines 1 through 3 ▶	

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:		
a	Average monthly fair market value of securities	1a	2,279,360.
b	Average of monthly cash balances	1b	194,301.
c	Fair market value of all other assets (see page 25 of the instructions)	1c	0.
d	**Total** (add lines 1a, b, and c)	1d	2,473,661.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation) — 1e		
2	Acquisition indebtedness applicable to line 1 assets	2	0.
3	Subtract line 2 from line 1d	3	2,473,661.
4	Cash deemed held for charitable activities. Enter 1 1/2 % of line 3 (for greater amount, see page 25 of the instructions)	4	37,105.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3. Enter here and on Part V, line 4	5	2,436,556.
6	**Minimum investment return.** Enter 5% of line 5	6	121,828.

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	121,828.
2a	Tax on investment income for 2010 from Part VI, line 5	2a	2,881.		
b	Income tax for 2010. (This does not include the tax from Part VI.)	2b			
c	Add lines 2a and 2b			2c	2,881.
3	Distributable amount before adjustments. Subtract line 2c from line 1			3	118,947.
4	Recoveries of amounts treated as qualifying distributions			4	
5	Add lines 3 and 4			5	118,947.
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	118,947.

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	120,065.
b	Program-related investments - total from Part IX-B	1b	0.
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	0.
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	0.
b	Cash distribution test (attach the required schedule)	3b	0.
4	**Qualifying distributions.** Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	120,065.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b (see page 26 of the instructions)	5	N/A
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	120,065.

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 2009	(c) 2009	(d) 2010
1	Distributable amount for 2010 from Part XI, line 7				118,947.
2	Undistributed income, if any, as of the end of 2010				
a	Enter amount for 2009 only			0.	
b	Total for prior years: 20 08 ,20 07 ,20 06		0.		
3	Excess distributions carryover, if any, to 2010:				
a	From 2005 .... 0.				
b	From 2006 .... 61,347.				
c	From 2007 .... 254,755.				
d	From 2008 .... 203,229.				
e	From 2009 .... 75,115.				
f	Total of lines 3a through e	594,446.			
4	Qualifying distributions for 2010 from Part XII, line 4: ▶ $ 120,065.				
a	Applied to 2009, but not more than line 2a			0.	
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)	120,065.	ATCH 10		
d	Applied to 2010 distributable amount				
e	Remaining amount distributed out of corpus	0.			
5	Excess distributions carryover applied to 2010 *(If an amount appears in column (d), the same amount must be shown in column (a).)*	118,947.			118,947.
6	**Enter the net total of each column as indicated below:**				
a	Corpus. Add lines 3f, 4c, and 4e. Subtract line 5	595,564.			
b	Prior years' undistributed income Subtract line 4b from line 2b		0.		
c	Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed				
d	Subtract line 6c from line 6b. Taxable amount - see page 27 of the instructions		0.		
e	Undistributed income for 2009. Subtract line 4a from line 2a Taxable amount - see page 27 of the instructions			0.	
f	Undistributed income for 2010. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2011				
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 2005 not applied on line 5 or line 7 (see page 27 of the instructions)				
9	**Excess distributions carryover to 2011.** Subtract lines 7 and 8 from line 6a	595,564.			
10	Analysis of line 9				
a	Excess from 2006 ... 61,347.				
b	Excess from 2007 ... 254,755.				
c	Excess from 2008 ... 203,229.				
d	Excess from 2009 ... 75,115.				
e	Excess from 2010 ... 1,118.				

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

1a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2010, 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) 2010	(b) 2009	(c) 2008	(d) 2007	(e) Total
2a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed					
b 85% of line 2a					
c Qualifying distributions from Part XII, line 4 for each year listed					
d Amounts included in line 2c not used directly for active conduct of exempt activities					
e Qualifying distributions made directly for active conduct of exempt activities Subtract line 2d from line 2c					
3 Complete 3a, b, or c for the alternative test relied upon					
a "Assets" alternative test - enter					
(1) Value of all assets					
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					
b "Endowment" alternative test-enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed					
c "Support" alternative test - enter					
(1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)					
(2) Support from general public and 5 or more exempt organizations as provided in section 4942 (j)(3)(B)(iii)					
(3) Largest amount of support from an exempt organization					
(4) Gross investment income					

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

1 Information Regarding Foundation Managers:

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

HELEN FRANKENTHALER

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

NONE

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

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

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

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

c Any submission deadlines:

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

Part XV Supplementary Information (continued)

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a *Paid during the year*				
ATTACHMENT 11				
Total . . . ▶ **3a**				115,200.
b *Approved for future payment*				
Total . . . ▶ **3b**				

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See page 28 of the instructions.)
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
1 Program service revenue.					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments					
4 Dividends and interest from securities			14	58,574.	
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	84,163.	
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)				142,737.	

13 Total. Add line 12, columns (b), (d), and (e) . . . . . 13 142,737.

(See worksheet in line 13 instructions on page 29 to verify calculations.)

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

Line No. ▼	Explain below how each activity for which income is reported in column (e) of Part XVI-A contributed importantly to the accomplishment of the foundation's exempt purposes (other than by providing funds for such purposes). (See page 29 of the instructions.)

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

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

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

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

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

b If "Yes," complete the following schedule.

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

Sign Here

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

Signature of officer or trustee: [signature] Date: 5/10/2011 Title: TREASURER

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check ☐ if self-employed	PTIN
P Guarratano	P Guarratano	5/9/11		P00283135

Firm's name ▶ HECHT AND COMPANY, P.C. Firm's EIN ▶ 13-2891505

Firm's address ▶ 622 THIRD AVENUE NEW YORK, NY 10017 Phone no. 212-819-8000

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

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj. basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
		545 SHS BANK OF AMERICA CORP NEW PROPERTY TYPE: SECURITIES				P	05/22/2009	01/27/2010
8,345.		5,461.					2,884.	
		25 SHS BANK OF AMERICA CORP NEW PROPERTY TYPE: SECURITIES				P	07/24/2009	01/27/2010
383.		303.					80.	
		210 SHS DEVON ENERGY PROPERTY TYPE: SECURITIES				P	05/01/2009	02/08/2010
14,825.		10,782.					4,043.	
		625 SHS BANK OF AMERICA CORP NEW PROPERTY TYPE: SECURITIES				P	07/24/2009	02/09/2010
9,370.		7,573.					1,797.	
		275 SHS AIR PRODUCTS & CHEMICALS PROPERTY TYPE: SECURITIES				P	11/17/2008	02/17/2010
18,775.		14,361.					4,414.	
		435 SHS HALLIBURTON CO COM USD2.5 PROPERTY TYPE: SECURITIES				P	11/09/2007	02/25/2010
13,504.		17,610.					-4,106.	
		855 SHS SYMANTEC PROPERTY TYPE: SECURITIES				P	09/08/2009	03/01/2010
14,177.		12,885.					1,292.	
		40 SHS INTL BUSINESS MACHINES PROPERTY TYPE: SECURITIES				D	12/10/1993	03/16/2010
5,049.		548.					4,501.	
		230 SHS INTL BUSINESS MACHINES PROPERTY TYPE: SECURITIES				P	06/21/2002	03/16/2010
29,030.		17,538.					11,492.	
		50 SHS JOHNSON&JOHNSON PROPERTY TYPE: SECURITIES				P	10/19/2007	03/16/2010
3,186.		3,253.					-67.	
		450 SHS MEDTRONIC INC PROPERTY TYPE: SECURITIES				P	01/12/2009	03/16/2010
19,798.		14,295.					5,503.	
		400 SHS STARBUCKS CORP PROPERTY TYPE: SECURITIES				P	04/16/2009	04/19/2010
9,816.		4,749.					5,067.	

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

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj. basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
		95 SHS JOHNSON&JOHNSON PROPERTY TYPE: SECURITIES				P	10/19/2007	04/20/2010
6,194.		6,181.					13.	
		375 SHS MERCK & CO PROPERTY TYPE: SECURITIES				P	04/09/2008	04/20/2010
13,642.		14,959.					-1,317.	
		200 SHS MERCK & CO PROPERTY TYPE: SECURITIES				P	03/13/2009	04/20/2010
7,276.		4,441.					2,835.	
		165 SHS BAXTER INTERNATIONAL PROPERTY TYPE: SECURITIES				P	04/20/2010	04/27/2010
8,201.		9,817.					-1,616.	
		200 SHS COMCAST CORP - SPECIAL CL A PROPERTY TYPE: SECURITIES				P	10/31/2007	05/03/2010
3,615.		4,202.					-587.	
		75 SHS J P MORGAN CHASE & CO PROPERTY TYPE: SECURITIES				P	10/31/2007	05/03/2010
3,227.		3,553.					-326.	
		525 SHS J P MORGAN CHASE & CO PROPERTY TYPE: SECURITIES				P	01/26/2009	05/03/2010
22,587.		10,606.					11,981.	
		600 SHS COMCAST CORP - SPECIAL CL A PROPERTY TYPE: SECURITIES				P	10/31/2007	05/04/2010
11,019.		12,606.					-1,587.	
		275 SHS COMCAST CORP - SPECIAL CL A PROPERTY TYPE: SECURITIES				P	11/09/2007	05/04/2010
5,050.		5,607.					-557.	
		200 SHS REPUBLIC SERVICES INC PROPERTY TYPE: SECURITIES				P	05/04/2009	05/04/2010
6,020.		4,154.					1,866.	
		700 SHS BP PLC SPONSORED ADR PROPERTY TYPE: SECURITIES				P	01/10/2002	05/05/2010
36,497.		32,095.					4,402.	
		175 SHS J P MORGAN CHASE & CO PROPERTY TYPE: SECURITIES				P	01/26/2009	05/05/2010
7,514.		3,535.					3,979.	

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

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj. basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
		475 SHS REPUBLIC SERVICES INC PROPERTY TYPE: SECURITIES				P	05/04/2009	05/05/2010
14,811.		9,865.					4,946.	
		575 SHS COMCAST CORP - SPECIAL CL A PROPERTY TYPE: SECURITIES				P	11/09/2007	05/06/2010
11,053.		11,724.					-671.	
		400 SHS WELLS FARGO & CO PROPERTY TYPE: SECURITIES				P	11/17/2008	05/19/2010
12,840.		11,255.					1,585.	
		235 SHS EXXON MOBIL CORP PROPERTY TYPE: SECURITIES				P	12/11/2002	05/21/2010
14,724.		8,286.					6,438.	
		100 SHS GILEAD SCIENCES INC PROPERTY TYPE: SECURITIES				P	04/27/2009	05/25/2010
3,763.		4,674.					-911.	
		180 SHS GILEAD SCIENCES INC PROPERTY TYPE: SECURITIES				P	04/27/2009	05/25/2010
6,726.		8,413.					-1,687.	
		215 SHS JOHNSON&JOHNSON PROPERTY TYPE: SECURITIES				P	10/19/2007	06/02/2010
12,667.		13,988.					-1,321.	
		750 SHS CHARLES SCHWAB CORP NEW PROPERTY TYPE: SECURITIES				P	10/21/2009	06/08/2010
12,487.		13,665.					-1,178.	
		180 SHS DEVON ENERGY PROPERTY TYPE: SECURITIES				P	05/01/2009	06/10/2010
12,023.		9,242.					2,781.	
		285 SHS LIFE TECHNOLOGIES CORPORATION PROPERTY TYPE: SECURITIES				P	03/04/2009	06/10/2010
13,700.		8,410.					5,290.	
		100 SHS TALECRIS BIOTHERAPEUTICS HOLDING PROPERTY TYPE: SECURITIES				P	10/06/2009	06/10/2010
2,025.		2,002.					23.	
		100 SHS TALECRIS BIOTHERAPEUTICS HOLDING PROPERTY TYPE: SECURITIES				P	10/06/2009	06/11/2010
2,007.		1,904.					103.	

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

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj. basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
		325 SHS ANADARKO PETROLEUM PROPERTY TYPE: SECURITIES				P	03/17/2009	06/14/2010
14,027.		11,734.					2,293.	
		100 SHS TALECRIS BIOTHERAPEUTICS HOLDING PROPERTY TYPE: SECURITIES				P	10/06/2009	06/16/2010
2,145.		1,904.					241.	
		200 SHS TALECRIS BIOTHERAPEUTICS HOLDING PROPERTY TYPE: SECURITIES				P	10/06/2009	07/01/2010
4,255.		3,808.					447.	
		535 SHS EBAY INC PROPERTY TYPE: SECURITIES				P	03/16/2010	07/02/2010
10,681.		13,781.					-3,100.	
		125 SHS WAL MART STORES INC PROPERTY TYPE: SECURITIES				P	11/09/2007	08/03/2010
6,390.		5,544.					846.	
		425 SHS INTEL PROPERTY TYPE: SECURITIES				D	07/20/1993	08/10/2010
8,751.		1,381.					7,370.	
		225 SHS EOG RES INC PROPERTY TYPE: SECURITIES				P	03/17/2009	08/11/2010
21,891.		12,828.					9,063.	
		20 SHS EOG RES INC PROPERTY TYPE: SECURITIES				P	05/01/2009	08/11/2010
1,946.		1,272.					674.	
		625 SHS HEWLETT PACKARD CO PROPERTY TYPE: SECURITIES				P	03/04/2009	08/12/2010
26,861.		18,446.					8,415.	
		200 SHS HEWLETT PACKARD CO PROPERTY TYPE: SECURITIES				P	03/04/2009	08/13/2010
8,524.		5,903.					2,621.	
		50000 SHS U S TREAS NT DTD 8/15/05 PROPERTY TYPE: SECURITIES				P	09/04/2007	08/15/2010
50,000.		50,055.					-55.	
		50 SHS COMCAST CORP - SPECIAL CL A PROPERTY TYPE: SECURITIES				P	11/09/2007	09/27/2010
844.		1,020.					-176.	

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

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj. basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
		550 SHS COMCAST CORP - SPECIAL CL A PROPERTY TYPE: SECURITIES				P	04/09/2008	09/27/2010
9,288.		11,061.					-1,773.	
		40 SHS COMCAST CORP - SPECIAL CL A PROPERTY TYPE: SECURITIES				P	12/08/2009	09/27/2010
675.		605.					70.	
		775 SHS MICROSOFT PROPERTY TYPE: SECURITIES				P	01/18/2006	10/05/2010
19,017.		20,952.					-1,935.	
		215 SHS HALLIBURTON CO COM USD2.5 PROPERTY TYPE: SECURITIES				P	11/09/2007	11/02/2010
6,662.		8,704.					-2,042.	
		330 SHS HALLIBURTON CO COM USD2.5 PROPERTY TYPE: SECURITIES				P	05/04/2009	11/02/2010
10,225.		6,844.					3,381.	
		215 SHS MC DONALDS CORP PROPERTY TYPE: SECURITIES				P	09/30/2009	11/12/2010
17,021.		12,235.					4,786.	
		2425 SHS KEYCORP PROPERTY TYPE: SECURITIES				P	06/21/2010	11/16/2010
19,997.		20,407.					-410.	
		445 SHS SMART TECHNOLOGIES INC PROPERTY TYPE: SECURITIES				P	07/20/2010	11/16/2010
3,849.		7,518.					-3,669.	
		215 SHS VISA INC PROPERTY TYPE: SECURITIES				P	07/07/2010	12/21/2010
14,592.		15,245.					-653.	
		200 SHS TD AMERITRADE HOLDING CORPORATIO PROPERTY TYPE: SECURITIES				P	02/22/2010	12/23/2010
3,710.		3,525.					185.	
		340 SHS TD AMERITRADE HOLDING CORPORATIO PROPERTY TYPE: SECURITIES				P	02/22/2010	12/23/2010
6,306.		5,974.					332.	
		930 SHS TD AMERITRADE HOLDING CORPORATIO PROPERTY TYPE: SECURITIES				P	06/08/2010	12/23/2010
17,250.		17,020.					230.	
TOTAL GAIN(LOSS)		....					98,525.	

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

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
DIVIDENDS	56,511.	56,511.
INTEREST - US TREASURY BONDS	2,063.	2,063.
TOTAL	58,574.	58,574.

FORM 990PF, PART I - ACCOUNTING FEES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	ADJUSTED NET INCOME	CHARITABLE PURPOSES
MAINTENANCE OF BOOKS AND RECORDS	3,990.	3,990.		
PREPARATION OF FORM 990-PF AND ANNUAL REPORT FOR ATTORNEY	3,990.			3,990.
TOTALS	7,980.	3,990.	0.	3,990.

FORM 990PF, PART I - OTHER PROFESSIONAL FEES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
INVESTMENT ADVISORY FEES	8,882.	8,882.
TOTALS	8,882.	8,882.

FORM 990PF, PART I - TAXES

DESCRIPTION		REVENUE AND EXPENSES PER BOOKS
FEDERAL EXCISE TAX		3,100.
	TOTALS	3,100.

FORM 990PF, PART I - OTHER EXPENSES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	CHARITABLE PURPOSES
FILING FEE	750.		750.
PUBLIC INSPECTION AD	125.		125.
BANK SERVICE FEES	177.	177.	
TOTALS	1,052.	177.	875.

HELEN FRANKENTHALER FOUNDATION INC 13-3244308

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

ATTACHMENT 6

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
50M US TREASURY NOTES DUE 8/10	0.	0.
US OBLIGATIONS TOTAL	0.	0.

ATTACHMENT 7

FORM 990PF, PART II - CORPORATE STOCK

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
SEE ATTACHED SCHEDULE	2,143,793.	2,367,297.
TOTALS	2,143,793.	2,367,297.

HELEN FRANKENTHALER FOUNDATION, INC
ID NO 13-3244308
FORM 990-PF, PART II - CORPORATE STOCK
DECEMBER 31, 2010

Quantity	Security	Total Cost	Market Value
COMMON STOCK			
560	AMGEN INC	29,244	30,744
120	APPLE INC.	23,896	38,707
750	AT&T	18,709	22,035
260	BALL CORP	13,333	17,693
275	CAREFUSION CORP	6,671	7,068
245	CATERPILLAR	13,761	22,947
425	CHEVRON CORP	33,479	38,781
900	CISCO SYSTEMS	25,272	18,207
395	CITY NATIONAL CORP	20,417	24,237
675	COCA COLA CO.	35,530	44,395
1,585	COMCAST CORP - SPECIAL CL A	23,965	32,984
650	CONOCOPHILLIPS	29,961	44,265
510	DOVER	19,989	29,810
1,300	EMC CORP (MASS) COM	21,168	29,770
825	EMERSON ELECTRIC CO.	31,581	47,165
70	EOG RES INC	4,451	6,399
515	EXXON MOBIL CORP	29,589	37,657
1,000	GAP	21,403	22,140
375	GENERAL MILLS INC	13,300	13,346
165	GOLDMAN SACHS GROUP INC	19,153	27,746
54	GOOGLE INC CL A	18,895	32,074
220	HALLIBURTON CO COM USD2.5	6,365	8,983
655	HONEYWELL INTERNATIONAL INC	25,361	34,820
415	ILLINOIS TOOL WORKS	21,217	22,161
1,575	INTEL	5,119	33,122
	Excess of book value over basis	45,823	
470	INTL BUSINESS MACHINES	46,617	68,977
1,350	ISHARES BARCLAY MBS BOND FD EFT	142,088	142,533
2,050	ISHARES TRUST-1-3 YR TREASURY INDEX FD	167,504	172,159
775	ISHARES TRUST-IBOXX$ INVESTOP CORP BOND FD	83,211	84,041
575	J P MORGAN CHASE & CO	11,497	24,392
440	JOHNSON&JOHNSON	28,626	27,214
140	LIFE TECHNOLOGIES CORPORATION	4,131	7,770
85	MASTERCARD INC - CL A	14,321	19,049
900	MATTEL	18,924	22,887
270	MC DONALDS CORP	18,801	20,725
300	MEDTRONIC INC	9,530	11,127
1,100	MERCK & CO	24,428	39,644
1,225	MICROSOFT	42,523	34,190
290	MOSAIC COMPANY	14,110	22,144
825	NEWELL RUBBERMAID INC	13,863	14,999
1,200	ORACLE	25,512	37,560
255	PARKER-HANNIFIN CORP	10,285	22,007
3,000	PFIZER	11,824	52,530
	Excess of book value over basis	66,052	

HELEN FRANKENTHALER FOUNDATION, INC
ID NO 13-3244308
FORM 990-PF, PART II - CORPORATE STOCK
DECEMBER 31, 2010

Quantity	Security	Total Cost	Market Value
330	PNC FINANCIAL SVCS GROUP	21,306	20,038
290	QUALCOMM	12,667	14,352
290	RAYTHEON COMPANY	13,673	13,439
200	SCHLUMBERGER LTD	13,829	16,700
205	T ROWE PRICE ASSOC	9,215	13,231
370	TJX COMPANIES INC	16,537	16,424
250	UNITED PARCEL SERVICE INC	13,049	18,145
520	UNITED TECHNOLOGIES CP	40,240	40,934
350	VALERO ENERGY CORP NEW	6,895	8,092
1,030	WAL MART STORES INC	49,665	55,548
1,200	WALGREEN CO	39,913	46,752
1,950	WELLS FARGO & C0	51,662	60,431
		1,600,148	1,835,288
MUTUAL FUNDS			
12,405	LAZARD CAP ALLOCATOR OPPORT STRAT PRT INST	126,029	123,550
12,778	LAZARD FDS INC INTL STRATEGIC EQUITY PORT	149,712	135,835
11,865	LAZARD HIGH YIELD PORTFOLIO INSTL	65,701	57,902
2,675	VANGUARD TOTAL BOND MARKET ETF	202,203	214,722
		543,644	532,009
Total securities		2,143,793	2,367,297

FORM 990PF, PART II - OTHER ASSETS

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

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

ATTACHMENT 9

NAME AND ADDRESS	TITLE AND AVERAGE HOURS PER WEEK DEVOTED TO POSITION	COMPENSATION	CONTRIBUTIONS TO EMPLOYEE BENEFIT PLANS	EXPENSE ACCT AND OTHER ALLOWANCES
HELEN FRANKENTHALER C/O HECHT AND COMPANY PC 622 THIRD AVENUE NEW YORK, NY 10017	PRESIDENT/DIRECTOR 0.00	0.	0.	0.
MAUREEN ST. ONGE C/O HECHT AND COMPANY PC 622 THIRD AVENUE NEW YORK, NY 10017	SECRETARY/DIRECTOR 1.00	0.	0.	0.
MICHAEL HECHT 622 THIRD AVENUE NEW YORK, NY 10017	TREASURER/DIRECTOR 1.00	0.	0.	0.
STEPHEN DUBRUL C/O HECHT AND COMPANY PC 622 THIRD AVENUE NEW YORK, NY 10017	VICE PRESIDENT/DIR 1.00	0.	0.	0.
CLIFFORD ROSS C/O HECHT & COMPANY PC 622 THIRD AVENUE NEW YORK, NY 10017	DIRECTOR 1.00	0.	0.	0.

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

ATTACHMENT 9 (CONT'D)

NAME AND ADDRESS	TITLE AND AVERAGE HOURS PER WEEK DEVOTED TO POSITION	COMPENSATION	CONTRIBUTIONS TO EMPLOYEE BENEFIT PLANS	EXPENSE ACCT AND OTHER ALLOWANCES
FREDERICK J. ISEMAN CAXTON-ISEMAN CAPITAL, INC. 500 PARK AVENUE, 8TH FLOOR NEW YORK, NY 10022	DIRECTOR 1.00	0.	0.	0.
LISE MOTHERWELL C/O HECHT AND COMPANY PC 622 THIRD AVENUE NEW YORK, NY 10017	DIRECTOR 1.00	0.	0.	0.
	GRAND TOTALS	0.	0.	0.

ATTACHMENT 10

FORM 990PF, PART XIII - DISTRIBUTION FROM CORPUS ELECTION

THE HELEN FRANKENTHALER FOUNDATION, INC. HEREBY ELECTS TO TREAT $120,065 OF THE QUALIFYING DISTRIBUTIONS OF THE FOUNDATION FOR THE YEAR ENDED DECEMBER 31, 2009 AS BEING MADE OUT OF CORPUS IN ACCORDANCE WITH REGULATION 53.4942(A)-3(D)(2).

5/10/2011
DATE

Treasurer
FOUNDATION MANAGER

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

ATTACHMENT 11

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
SEE ATTACHED SCHEDULE	NONE PUBLIC CHARITY		115,200.
		TOTAL CONTRIBUTIONS PAID	115,200.

Helen Frankenthaler Foundation, Inc.
ID No 13-3244308
Schedule of Contributions
December 31, 2010

All grants to public charities for unrestricted charitable purposes

The Foundation of Cultural Review	2,000	New York, NY
Smithsonian Instution Archives	1,500	Washington, DC
Westchester Ballet Company	5,000	Westchester, NY
Concert Artists Guild	3,000	New York, NY
Hospital for Special Surgery	1,000	New York, NY
American Parkinson Disease	200	Staten Island, NY
Darien Emergency Medical Services	100	Darien, CT
Darien Fire Department	200	Darien, CT
Brearley School	500	New York, NY
ADNY/Creative Classrooms	500	New York, NY
The Metropolitan Museum of Art	500	New York, NY
Skowhegan School of Painting	500	Skowhegan, Maine
The Drawing Center	500	New York, NY
New York Studio School	1,000	New York, NY
Thirteen/WNET New York	100	New York, NY
Darien Police Association Inc.	100	Darien, CT
National Academy Museum	500	New York, NY
Bennington College	75,000	Bennington, VT
Bennington College	7,500	Bennington, VT
Center for Contemporary Printmaking	5,000	Norwalk, CT
The Dalton School	2,500	New York, NY
Greenwich Hospital	5,000	Greenwich, CT
The New School	1,000	New York, NY
City Meals on Wheels	500	New York, NY
Century Association Archives Fd	500	New York, NY
Boston Museum of Fine Arts	1,000	Boston, MA
	115,200	

SCHEDULE D (Form 1041)

Department of the Treasury Internal Revenue Service

Capital Gains and Losses

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

OMB No 1545-0092

2010

Name of estate or trust: HELEN FRANKENTHALER FOUNDATION INC

Employer identification number: 13-3244308

Note: *Form 5227 filers need to complete only Parts I and II.*

Part I Short-Term Capital Gains and Losses - Assets Held One Year or Less

(a) Description of property (Example 100 shares 7% preferred of "Z" Co)	(b) Date acquired (mo , day, yr)	(c) Date sold (mo , day, yr)	(d) Sales price	(e) Cost or other basis (see instructions)	(f) Gain or (loss) for the entire year Subtract (e) from (d)
1a					

b	Enter the short-term gain or (loss), if any, from Schedule D-1, line 1b	1b	2,967.
2	Short-term capital gain or (loss) from Forms 4684, 6252, 6781, and 8824	2	
3	Net short-term gain or (loss) from partnerships, S corporations, and other estates or trusts	3	
4	Short-term capital loss carryover. Enter the amount, if any, from line 9 of the 2009 Capital Loss Carryover Worksheet	4	( )
5	**Net short-term gain or (loss).** Combine lines 1a through 4 in column (f). Enter here and on line 13, column (3) on the back ▶	5	2,967.

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

(a) Description of property (Example 100 shares 7% preferred of "Z" Co)	(b) Date acquired (mo , day, yr)	(c) Date sold (mo , day, yr)	(d) Sales price	(e) Cost or other basis (see instructions)	(f) Gain or (loss) for the entire year Subtract (e) from (d)
6a					

b	Enter the long-term gain or (loss), if any, from Schedule D-1, line 6b	6b	95,558.
7	Long-term capital gain or (loss) from Forms 2439, 4684, 6252, 6781, and 8824	7	
8	Net long-term gain or (loss) from partnerships, S corporations, and other estates or trusts	8	
9	Capital gain distributions	9	
10	Gain from Form 4797, Part I	10	
11	Long-term capital loss carryover. Enter the amount, if any, from line 14 of the 2009 Capital Loss Carryover Worksheet	11	( )
12	**Net long-term gain or (loss).** Combine lines 6a through 11 in column (f). Enter here and on line 14a, column (3) on the back ▶	12	95,558.

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

Part III **Summary of Parts I and II** **Caution:** *Read the instructions before completing this part.*		(1) Beneficiaries' (see instr.)	(2) Estate's or trust's	(3) Total
13 **Net short-term gain or (loss)**	13			2,967.
14 **Net long-term gain or (loss):**				
a Total for year	14a			95,558.
b Unrecaptured section 1250 gain (see line 18 of the wrksht.)	14b			
c 28% rate gain	14c			
15 **Total net gain or (loss).** Combine lines 13 and 14a ▶	15			98,525.

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

Part IV **Capital Loss Limitation**

16 Enter here and enter as a (loss) on Form 1041, line 4 (or Form 990-T, Part I, line 4c, if a trust), the **smaller** of:
a The loss on line 15, column (3) **or** b $3,000 .... 16 ( )

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

Part V **Tax Computation Using Maximum Capital Gains Rates**

Form 1041 filers. Complete this part **only** if both lines 14a and 15 in column (2) are gains, or an amount is entered in Part I or Part II and there is an entry on Form 1041, line 2b(2), **and** Form 1041, line 22, is more than zero.

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

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

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

17 Enter taxable income from Form 1041, line 22 (or Form 990-T, line 34)	17	
18 Enter the **smaller** of line 14a or 15 in column (2) but not less than zero	18	
19 Enter the estate's or trust's qualified dividends from Form 1041, line 2b(2) (or enter the qualified dividends included in income in Part I of Form 990-T)	19	
20 Add lines 18 and 19	20	
21 If the estate or trust is filing Form 4952, enter the amount from line 4g; otherwise, enter -0- ▶	21	
22 Subtract line 21 from line 20. If zero or less, enter -0-	22	
23 Subtract line 22 from line 17. If zero or less, enter -0-	23	
24 Enter the **smaller** of the amount on line 17 or $2,300	24	
25 Is the amount on line 23 equal to or more than the amount on line 24? ☐ **Yes.** Skip lines 25 and 26; go to line 27 and check the "No" box. ☐ **No.** Enter the amount from line 23	25	
26 Subtract line 25 from line 24	26	
27 Are the amounts on lines 22 and 26 the same? ☐ **Yes.** Skip lines 27 thru 30, go to line 31 ☐ **No.** Enter the **smaller** of line 17 or line 22	27	
28 Enter the amount from line 26 (If line 26 is blank, enter -0-)	28	
29 Subtract line 28 from line 27	29	
30 Multiply line 29 by 15% (.15)	30	
31 Figure the tax on the amount on line 23. Use the 2010 Tax Rate Schedule for Estates and Trusts (see the Schedule G instructions in the instructions for Form 1041)	31	
32 Add lines 30 and 31	32	
33 Figure the tax on the amount on line 17. Use the 2010 Tax Rate Schedule for Estates and Trusts (see the Schedule G instructions in the instructions for Form 1041)	33	
34 **Tax on all taxable income.** Enter the **smaller** of line 32 or line 33 here and on Form 1041, Schedule G, line 1a (or Form 990-T, line 36)	34	

SCHEDULE D-1 (Form 1041)

Department of the Treasury Internal Revenue Service

Continuation Sheet for Schedule D (Form 1041)

▶ See instructions for Schedule D (Form 1041).

▶ Attach to Schedule D to list additional transactions for lines 1a and 6a.

OMB No 1545-0092

2010

Name of estate or trust: HELEN FRANKENTHALER FOUNDATION INC

Employer identification number: 13-3244308

Part I Short-Term Capital Gains and Losses - Assets Held One Year or Less

(a) Description of property (Example. 100 sh 7% preferred of "Z" Co)	(b) Date acquired (mo , day, yr)	(c) Date sold (mo , day, yr.)	(d) Sales price (see page 4 of the instructions)	(e) Cost or other basis (see page 4 of the instructions)	(f) Gain or (loss) Subtract (e) from (d)
1a 545 SHS BANK OF AMERICA CORP NEW	05/22/2009	01/27/2010	8,345.	5,461.	2,884.
25 SHS BANK OF AMERICA CORP NEW	07/24/2009	01/27/2010	383.	303.	80.
210 SHS DEVON ENERGY	05/01/2009	02/08/2010	14,825.	10,782.	4,043.
625 SHS BANK OF AMERICA CORP NEW	07/24/2009	02/09/2010	9,370.	7,573.	1,797.
855 SHS SYMANTEC	09/08/2009	03/01/2010	14,177.	12,885.	1,292.
165 SHS BAXTER INTERNATION AL	04/20/2010	04/27/2010	8,201.	9,817.	-1,616.
200 SHS REPUBLIC SERVICES INC	05/04/2009	05/04/2010	6,020.	4,154.	1,866.
750 SHS CHARLES SCHWAB CORP NEW	10/21/2009	06/08/2010	12,487.	13,665.	-1,178.
100 SHS TALECRIS BIOTHERAPEUTICS HOLDINGS	10/06/2009	06/10/2010	2,025.	2,002.	23.
100 SHS TALECRIS BIOTHERAPEUTICS HOLDINGS	10/06/2009	06/11/2010	2,007.	1,904.	103.
100 SHS TALECRIS BIOTHERAPEUTICS HOLDINGS	10/06/2009	06/16/2010	2,145.	1,904.	241.
200 SHS TALECRIS BIOTHERAPEUTICS HOLDINGS	10/06/2009	07/01/2010	4,255.	3,808.	447.
535 SHS EBAY INC	03/16/2010	07/02/2010	10,681.	13,781.	-3,100.
40 SHS COMCAST CORP - SPECIAL CL A	12/08/2009	09/27/2010	675.	605.	70.
2425 SHS KEYCORP	06/21/2010	11/16/2010	19,997.	20,407.	-410.
445 SHS SMART TECHNOLOGIES INC	07/20/2010	11/16/2010	3,849.	7,518.	-3,669.
215 SHS VISA INC	07/07/2010	12/21/2010	14,592.	15,245.	-653.
200 SHS TD AMERITRADE HOLDING CORPORATION	02/22/2010	12/23/2010	3,710.	3,525.	185.
340 SHS TD AMERITRADE HOLDING CORPORATION	02/22/2010	12/23/2010	6,306.	5,974.	332.
930 SHS TD AMERITRADE HOLDING CORPORATION	06/08/2010	12/23/2010	17,250.	17,020.	230.

1b Total. Combine the amounts in column (f) Enter here and on Schedule D, line 1b . . . . 2,967.

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

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

(a) Description of property (Example: 100 sh 7% preferred of "Z" Co)	(b) Date acquired (mo, day, yr)	(c) Date sold (mo, day, yr)	(d) Sales price (see page 4 of the instructions)	(e) Cost or other basis (see page 4 of the instructions)	(f) Gain or (loss) Subtract (e) from (d)
6a 275 SHS AIR PRODUCTS & CHEMICALS	11/17/2008	02/17/2010	18,775.	14,361.	4,414.
435 SHS HALLIBURTON CO COM USD2.5	11/09/2007	02/25/2010	13,504.	17,610.	-4,106.
40 SHS INTL BUSINESS MACHINES	12/10/1993	03/16/2010	5,049.	548.	4,501.
230 SHS INTL BUSINESS MACHINES	06/21/2002	03/16/2010	29,030.	17,538.	11,492.
50 SHS JOHNSON&JOHNSON	10/19/2007	03/16/2010	3,186.	3,253.	-67.
450 SHS MEDTRONIC INC	01/12/2009	03/16/2010	19,798.	14,295.	5,503.
400 SHS STARBUCKS CORP	04/16/2009	04/19/2010	9,816.	4,749.	5,067.
95 SHS JOHNSON&JOHNSON	10/19/2007	04/20/2010	6,194.	6,181.	13.
375 SHS MERCK & CO	04/09/2008	04/20/2010	13,642.	14,959.	-1,317.
200 SHS MERCK & CO	03/13/2009	04/20/2010	7,276.	4,441.	2,835.
200 SHS COMCAST CORP - SPECIAL CL A	10/31/2007	05/03/2010	3,615.	4,202.	-587.
75 SHS J P MORGAN CHASE & CO	10/31/2007	05/03/2010	3,227.	3,553.	-326.
525 SHS J P MORGAN CHASE & CO	01/26/2009	05/03/2010	22,587.	10,606.	11,981.
600 SHS COMCAST CORP - SPECIAL CL A	10/31/2007	05/04/2010	11,019.	12,606.	-1,587.
275 SHS COMCAST CORP - SPECIAL CL A	11/09/2007	05/04/2010	5,050.	5,607.	-557.
700 SHS BP PLC SPONSORED ADR	01/10/2002	05/05/2010	36,497.	32,095.	4,402.
175 SHS J P MORGAN CHASE & CO	01/26/2009	05/05/2010	7,514.	3,535.	3,979.
475 SHS REPUBLIC SERVICES INC	05/04/2009	05/05/2010	14,811.	9,865.	4,946.
575 SHS COMCAST CORP - SPECIAL CL A	11/09/2007	05/06/2010	11,053.	11,724.	-671.
400 SHS WELLS FARGO & CO	11/17/2008	05/19/2010	12,840.	11,255.	1,585.
235 SHS EXXON MOBIL CORP	12/11/2002	05/21/2010	14,724.	8,286.	6,438.
100 SHS GILEAD SCIENCES INC	04/27/2009	05/25/2010	3,763.	4,674.	-911.
180 SHS GILEAD SCIENCES INC	04/27/2009	05/25/2010	6,726.	8,413.	-1,687.
215 SHS JOHNSON&JOHNSON	10/19/2007	06/02/2010	12,667.	13,988.	-1,321.
180 SHS DEVON ENERGY	05/01/2009	06/10/2010	12,023.	9,242.	2,781.

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

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

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

(a) Description of property (Example 100 sh 7% preferred of "Z" Co)	(b) Date acquired (mo , day, yr)	(c) Date sold (mo , day, yr)	(d) Sales price (see page 4 of the instructions)	(e) Cost or other basis (see page 4 of the instructions)	(f) Gain or (loss) Subtract (e) from (d)
6a 285 SHS LIFE TECHNOLOGIES CORPORATION	03/04/2009	06/10/2010	13,700.	8,410.	5,290.
325 SHS ANADARKO PETROLEUM	03/17/2009	06/14/2010	14,027.	11,734.	2,293.
125 SHS WAL MART STORES INC	11/09/2007	08/03/2010	6,390.	5,544.	846.
425 SHS INTEL	07/20/1993	08/10/2010	8,751.	1,381.	7,370.
225 SHS EOG RES INC	03/17/2009	08/11/2010	21,891.	12,828.	9,063.
20 SHS EOG RES INC	05/01/2009	08/11/2010	1,946.	1,272.	674.
625 SHS HEWLETT PACKARD CO	03/04/2009	08/12/2010	26,861.	18,446.	8,415.
200 SHS HEWLETT PACKARD CO	03/04/2009	08/13/2010	8,524.	5,903.	2,621.
50000 SHS U S TREAS NT DTD 8/15/05	09/04/2007	08/15/2010	50,000.	50,055.	-55.
50 SHS COMCAST CORP - SPECIAL CL A	11/09/2007	09/27/2010	844.	1,020.	-176.
550 SHS COMCAST CORP - SPECIAL CL A	04/09/2008	09/27/2010	9,288.	11,061.	-1,773.
775 SHS MICROSOFT	01/18/2006	10/05/2010	19,017.	20,952.	-1,935.
215 SHS HALLIBURTON CO COM USD2.5	11/09/2007	11/02/2010	6,662.	8,704.	-2,042.
330 SHS HALLIBURTON CO COM USD2.5	05/04/2009	11/02/2010	10,225.	6,844.	3,381.
215 SHS MC DONALDS CORP	09/30/2009	11/12/2010	17,021.	12,235.	4,786.

6b Total. Combine the amounts in column (f). Enter here and on Schedule D, line 6b . . . . 95,558.