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Department of the Treasury
Internal Revenue ServiceReturn of Private Foundation
or Section 4947(a)(1) Nonexempt Charitable Trust
Treated as a Private Foundation

OMB No 1545-0052

2010

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

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

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

Walter and Mary Frome Family Foundation
151 Kalmus Drive F2
Costa Mesa, CA 92626

A Employer identification number

20-0396894

B Telephone number (see the instructions)

714 641-1130

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, column (c), line 16)

\$ 5,367,332.

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 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 (att sch)				
	2	Ch <input checked="" type="checkbox"/> if the foundn is not req to att Sch B				
	3	Interest on savings and temporary cash investments				
	4	Dividends and interest from securities	70,202.	70,202.		
	5a	Gross rents				
	b	Net rental income or (loss)				
	6a	Net gain/(loss) from sale of assets not on line 10	361,259.			
	b	Gross sales price for all assets on line 6a	3,964,323.			
	7	Capital gain net income (from Part IV, line 2)		361,259.		
	8	Net short-term capital gain			16,762.	
	9	Income modifications				
	10a	Gross sales less returns and allowances				
b	Less Cost of goods sold					
c	Gross profit/(loss) (att sch)					
11	Other income (attach schedule)					
12	Total. Add lines 1 through 11	431,461.	431,461.	16,762.		
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 sch) See St 1	3,100.			
	c	Other prof fees (attach sch) See St 2	17,125.	17,125.		
	17	Interest				
	18	Taxes (attach schedule) (see instr) See Stm 3	-1,129.			
	19	Depreciation (attach sch) and depletion				
	20	Occupancy				
	21	Travel, conferences, and meetings	1,835.			
	22	Printing and publications				
	23	Other expenses (attach schedule)				
	24	Total operating and administrative expenses. Add lines 13 through 23	20,931.	17,125.		
	25	Contributions, gifts, grants paid Stmt 4	257,552.			257,552.
26	Total expenses and disbursements. Add lines 24 and 25	278,483.	17,125.	0.	257,552.	
27	Subtract line 26 from line 12:					
a	Excess of revenue over expenses and disbursements	152,978.				
b	Net investment income (if negative, enter -0-)		414,336.			
c	Adjusted net income (if negative, enter -0-)			16,762.		

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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	46,819.	45,474.	45,474.
	2 Savings and temporary cash investments	28,124.	48,635.	48,635.
	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 the instructions)			
	7 Other notes and loans receivable (attach sch)			
	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)	2,288,950.		
	c Investments — corporate bonds (attach schedule)	1,251,968.	590,000.	591,708.
	LIABILITIES	11 Investments — land, buildings, and equipment basis		
Less accumulated depreciation (attach schedule)				
12 Investments — mortgage loans				
13 Investments — other (attach schedule)		1,112,583.	4,197,313.	4,681,515.
14 Land, buildings, and equipment basis				
Less accumulated depreciation (attach schedule)				
15 Other assets (describe)				
16 Total assets (to be completed by all filers — see instructions. Also, see page 1, item I)		4,728,444.	4,881,422.	5,367,332.
17 Accounts payable and accrued expenses				
18 Grants payable				
19 Deferred revenue				
20 Loans from officers, directors, trustees, & 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.		
FUND ASSETS	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.	<input checked="" type="checkbox"/>		
	27 Capital stock, trust principal, or current funds			
	28 Paid-in or capital surplus, or land, building, and equipment fund			
	29 Retained earnings, accumulated income, endowment, or other funds	4,728,444.	4,881,422.	
	30 Total net assets or fund balances (see the instructions)	4,728,444.	4,881,422.	
31 Total liabilities and net assets/fund balances (see the instructions)	4,728,444.	4,881,422.		

Part III Analysis of Changes in Net Assets or Fund Balances

1 Total net assets or fund balances at beginning of year — Part II, column (a), line 30 (must agree with end-of-year figure reported on prior year's return)	1	4,728,444.
2 Enter amount from Part I, line 27a	2	152,978.
3 Other increases not included in line 2 (itemize)	3	
4 Add lines 1, 2, and 3	4	4,881,422.
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	4,881,422.

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 shares MLC Company)

(b) How acquired
P — Purchase
D — Donation(c) Date acquired
(month, day, year)(d) Date sold
(month, day, year)

1a See Statement 5			
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) Fair Market Value as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of column (i) over column (j), if any	(l) Gains (Column (h) gain minus column (k), but not less than -0-) or Losses (from column (h))
a			
b			
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	361,259.
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6)	<div> <div>If gain, also enter in Part I, line 8, column (c) (see the instructions) If (loss), enter -0- in Part I, line 8</div> </div>	3	16,762.

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 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 (column (b) divided by column (c))
2009	268,241.	4,813,533.	0.055726
2008	341,612.	5,833,100.	0.058564
2007	294,425.	6,591,003.	0.044671
2006	190,955.	6,148,777.	0.031056
2005	35,529.	3,728,228.	0.009530

2 Total of line 1, column (d)	2	0.199547
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	0.039909
4 Enter the net value of noncharitable-use assets for 2010 from Part X, line 5	4	5,102,221.
5 Multiply line 4 by line 3	5	203,625.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	4,143.
7 Add lines 5 and 6	7	207,768.
8 Enter qualifying distributions from Part XII, line 4	8	257,552.

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

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

1 a 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 instr.)			
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	4,143.
c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, column (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	4,143.
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	4,143.
6 Credits/Payments.			
a 2010 estimated tax pmts and 2009 overpayment credited to 2010	6a	1,091.	
b Exempt foreign organizations – tax withheld at source	6b		
c Tax paid with application for extension of time to file (Form 8868)	6c	8,500.	
d Backup withholding erroneously withheld	6d		
7 Total credits and payments. Add lines 6a through 6d	7	9,591.	
8 Enter any penalty for underpayment of estimated tax. Check here <input checked="" type="checkbox"/> if Form 2220 is attached	8	4.	
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9	0.	
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	5,444.	
11 Enter the amount of line 10 to be: Credited to 2011 estimated tax 5,444. Refunded	11	0.	

Part VII-A Statements Regarding Activities

	Yes	No
1 a 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 the instructions for definition)? <i>If the answer is 'Yes' to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities</i>		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 \$ 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? <i>If 'Yes,' attach a detailed description of the activities.</i>		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? <i>If 'Yes,' attach a conformed copy of the changes</i>		X
4 a 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?		N/A
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? <i>If 'Yes,' attach the statement required by General Instruction T.</i>		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? <i>If 'Yes,' complete Part II, column (c), and Part XIV</i>	X	
8 a Enter the states to which the foundation reports or with which it is registered (see the instructions) CA		
b If the answer is 'Yes' to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by <i>General Instruction G</i> ? <i>If 'No,' attach explanation</i>	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)? <i>If 'Yes,' complete Part XIV</i>		X
10 Did any persons become substantial contributors during the tax year? <i>If 'Yes,' attach a schedule listing their names and addresses</i>		X

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Form 990-PF (2010)

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 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 <u>N/A</u>	13	X	
14	The books are in care of <u>Stanley Frome</u> Telephone no <u>714-641-1130</u> Located at <u>151 Kalmus Drive, F2 Costa Mesa CA</u> ZIP + 4 <u>92626</u>			
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 <u>N/A</u>	15		N/A
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 the instructions for exceptions and filing requirements for Form TD F 90-22.1. If 'Yes,' enter the name of the foreign country <u></u>	16	Yes	No
				X

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 the instructions)? Organizations relying on a current notice regarding disaster assistance check here <input type="checkbox"/>	1b	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 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? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No If 'Yes,' list the years <u>20__</u> , <u>20__</u> , <u>20__</u> , <u>20__</u>		
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 the instructions)	2b	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 <u>20__</u> , <u>20__</u> , <u>20__</u> , <u>20__</u>		
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 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	N/A
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

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Form 990-PF (2010)

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 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 instructions)?

5b N/A

Organizations relying on a current notice regarding disaster assistance check here

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

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

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

6b X

If 'Yes' to 6b, file Form 8870

7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?☐ Yes ☒ No**b** If yes, did the foundation receive any proceeds or have any net income attributable to the transaction?

N/A

7b

Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors**1** List all officers, directors, trustees, foundation managers and their compensation (see 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
Walter Frome 151 Kalmus Drive, F2 Costa Mesa, CA 92626	President & 0	0.	0.	0.
Mary Frome 151 Kalmus Drive, F2 Costa Mesa, CA 92626	CFO, Sec 0	0.	0.	0.

2 Compensation of five highest-paid employees (other than those included on line 1— see 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

0

Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors (continued)**3** Five highest-paid independent contractors for professional services (see instructions). If none, enter 'NONE'.

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
The Donovan Company 20 Pacifica, Suite 1430 Irvine, CA 92618	Tax Preparation	3,100.

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

Part IX-A Summary of Direct Charitable Activities

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

	Expenses
1 N/A	
2	
3	
4	

Part IX-B Summary of Program-Related Investments (see 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 instructions	
3	
Total. Add lines 1 through 3	0.

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Form 990-PF (2010)

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:		
a	Average monthly fair market value of securities	1a	5,084,076.
b	Average of monthly cash balances	1b	95,844.
c	Fair market value of all other assets (see instructions)	1c	
d	Total (add lines 1a, b, and c)	1d	5,179,920.
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	5,179,920.
4	Cash deemed held for charitable activities. Enter 1-1/2% of line 3 (for greater amount, see instructions)	4	77,699.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	5,102,221.
6	Minimum investment return. Enter 5% of line 5	6	255,111.

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

1	Minimum investment return from Part X, line 6	1	255,111.
2a	Tax on investment income for 2010 from Part VI, line 5	2a	4,143.
b	Income tax for 2010 (This does not include the tax from Part VI)	2b	
c	Add lines 2a and 2b	2c	4,143.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	250,968.
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	250,968.
6	Deduction from distributable amount (see instructions)	6	
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	250,968.

Part XII Qualifying Distributions (see instructions)

1	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes:		
a	Expenses, contributions, gifts, etc. — total from Part I, column (d), line 26	1a	257,552.
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	257,552.
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 instructions)	5	4,143.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	253,409.

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.

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Form 990-PF (2010)

Part XIII Undistributed Income (see instructions)

	(a) Corpus	(b) Years prior to 2009	(c) 2009	(d) 2010
1 Distributable amount for 2010 from Part XI, line 7				250,968.
2 Undistributed income, if any, as of the end of 2010:				
a Enter amount for 2009 only			239,475.	
b Total for prior years: 20____, 20____, 20____		0.		
3 Excess distributions carryover, if any, to 2010				
a From 2005				
b From 2006				
c From 2007				
d From 2008				
e From 2009				
f Total of lines 3a through e	0.			
4 Qualifying distributions for 2010 from Part XII, line 4: ▶ \$ 257,552.				
a Applied to 2009, but not more than line 2a			239,475.	
b Applied to undistributed income of prior years (Election required — see instructions)		0.		
c Treated as distributions out of corpus (Election required — see instructions)	0.			
d Applied to 2010 distributable amount				18,077.
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))	0.			0.
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	0.			
b Prior years' undistributed income. Subtract line 4b from line 2b		0.		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		0.		
d Subtract line 6c from line 6b. Taxable amount — see instructions		0.		
e Undistributed income for 2009 Subtract line 4a from line 2a. Taxable amount — see instructions			0.	
f Undistributed income for 2010 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2011				232,891.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)	0.			
8 Excess distributions carryover from 2005 not applied on line 5 or line 7 (see instructions)	0.			
9 Excess distributions carryover to 2011. Subtract lines 7 and 8 from line 6a	0.			
10 Analysis of line 9				
a Excess from 2006				
b Excess from 2007				
c Excess from 2008				
d Excess from 2009				
e Excess from 2010				

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				
Total			3a	
b Approved for future payment				
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 the instructions)
	(a) Business code	(b) Amount	(c) Exclu- sion 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	70,202.	
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					361,259.
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)				70,202.	361,259.
13 Total. Add line 12, columns (b), (d), and (e)				13 70,202.	431,461.

(See worksheet in line 13 instructions to verify calculations)

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

[illegible]

Walter and Mary Frome Family Foundation

20-0396894

Statement 1
Form 990-PF, Part I, Line 16b
Accounting Fees

	(a) Expenses per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Charitable Purposes
Tax Preparation	\$ 3,100.			
Total	\$ 3,100.	\$ 0.	\$ 0.	\$ 0.

Statement 2
Form 990-PF, Part I, Line 16c
Other Professional Fees

	(a) Expenses per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Charitable Purposes
Investment Management Fees	\$ 17,125.	\$ 17,125.		
Total	\$ 17,125.	\$ 17,125.	\$ 0.	\$ 0.

Statement 3
Form 990-PF, Part I, Line 18
Taxes

	(a) Expenses per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Charitable Purposes
Excise Tax on Investment Income	\$ 800.			
California Taxes/Fees	70.			
Refund IRS Taxes	-1,999.			
Total	\$ -1,129.	\$ 0.	\$ 0.	\$ 0.

Statement 4
Form 990-PF, Part I, Line 25
Contributions, Gifts, and Grants

Cash Grants and Allocations

Class of Activity:	Social Services	
Donee's Name:	Casa Teresa	
Donee's Address:	P.O. Box 429	
	Orange, CA 92856	
Relationship of Donee:	None	
Organizational Status of Donee:	Public Charity	
Amount Given:		\$ 12,500.

Class of Activity:	Social Services
Donee's Name:	Mary's Shelter
Donee's Address:	P.O. Box 10433
	Santa Ana, CA 92711
Relationship of Donee:	None
Organizational Status of Donee:	Public Charity

Walter and Mary Frome Family Foundation

20-0396894

Statement 4 (continued)
Form 990-PF, Part I, Line 25
Contributions, Gifts, and Grants

Amount Given: \$ 2,000.

Class of Activity: Social Services
 Donee's Name: Mercy House
 Donee's Address: P.O. Box 1905
 Santa Ana, CA 92702

Relationship of Donee: None
 Organizational Status of Donee: Public Charity
 Amount Given: 5,000.

Class of Activity: Social Services
 Donee's Name: Orangewood Children's Found.
 Donee's Address: 1575 E. 17th St.
 Santa Ana, CA 92705

Relationship of Donee: None
 Organizational Status of Donee: Public Charity
 Amount Given: 6,000.

Class of Activity: Social Services
 Donee's Name: Special Olympics O.C.
 Donee's Address: 2080 N. Tustin Ave., Ste B
 Santa Ana, CA 92705

Relationship of Donee: None
 Organizational Status of Donee: Public Charity
 Amount Given: 15,000.

Class of Activity: Educational
 Donee's Name: SO. OC SCHOOL of the ARTS
 Donee's Address: 3333 Golden Lantern
 Dana Point, CA 92629

Relationship of Donee: None
 Organizational Status of Donee: Public Charity
 Amount Given: 2,500.

Class of Activity: Social Services
 Donee's Name: Human Options
 Donee's Address: P.O. Box 53745
 Irvine, CA 92619

Relationship of Donee: None
 Organizational Status of Donee: Public Charity
 Amount Given: 5,000.

Class of Activity: Social Services
 Donee's Name: OC Teen Challenge
 Donee's Address: P.O. Box 236
 Santa Ana, CA 92702

Relationship of Donee: None
 Organizational Status of Donee: Public Charity
 Amount Given: 2,000.

Class of Activity: Social Services
 Donee's Name: Goodwill Of Orange County
 Donee's Address: 410 N. Fairview St.
 Santa Ana, CA 92703

Relationship of Donee: None
 Organizational Status of Donee: Public Charity

Walter and Mary Frome Family Foundation

20-0396894

Statement 4 (continued)
Form 990-PF, Part I, Line 25
Contributions, Gifts, and Grants

Amount Given: \$ 23,500.

Class of Activity: Social Services
 Donee's Name: Juvenile Diabetes Research Fnd.
 Donee's Address: 17872 Mitchell North, Ste 100
 Irvine, CA 92614

Relationship of Donee: None
 Organizational Status of Donee: Public Charity
 Amount Given: 2,000.

Class of Activity: Medical Research
 Donee's Name: Hoag Hospital Foundation
 Donee's Address: One Hoag Drive
 Newport Beach, CA 92658

Relationship of Donee: None
 Organizational Status of Donee: Public Charity
 Amount Given: 1,500.

Class of Activity: Social Services
 Donee's Name: Salvation Army of the O.C.
 Donee's Address: 10200 Pioneer Road
 Tustin, CA 92872

Relationship of Donee: None
 Organizational Status of Donee: Public Charity
 Amount Given: 3,000.

Class of Activity: Social Services
 Donee's Name: Marion Homes
 Donee's Address: P.O. Box 120
 West Covina, CA 91793

Relationship of Donee: None
 Organizational Status of Donee: Public Charity
 Amount Given: 2,000.

Class of Activity: Social Services
 Donee's Name: Miracle For Kids
 Donee's Address: 3002 Dow Ave., Suite 502
 Tustin, CA 92780

Relationship of Donee: None
 Organizational Status of Donee: Public Charity
 Amount Given: 5,000.

Class of Activity: Social Services
 Donee's Name: Share Our Selves
 Donee's Address: 1550 Superior Ave.
 Costa Mesa, CA 92627

Relationship of Donee: None
 Organizational Status of Donee: Public Charity
 Amount Given: 5,000.

Class of Activity: Social Services
 Donee's Name: Taller San Jose
 Donee's Address: 801 North Broadway
 Santa Ana, CA 92701

Relationship of Donee: None
 Organizational Status of Donee: Public Charity

Walter and Mary Frome Family Foundation

20-0396894

Statement 4 (continued)
Form 990-PF, Part I, Line 25
Contributions, Gifts, and Grants

Amount Given: \$ 5,000.

Class of Activity: Social Services
 Donee's Name: Serving People in Need
 Donee's Address: 6449 Independence Ave.,
 Woodland Hills, CA 91367
 Relationship of Donee: None
 Organizational Status of Donee: Public Charity
 Amount Given: 5,000.

Class of Activity: Educational
 Donee's Name: Homeward
 Donee's Address: P.O. Box 1600
 San Juan Capistrano, CA 92693
 Relationship of Donee: None
 Organizational Status of Donee: Public Charity
 Amount Given: 5,000.

Class of Activity: Youth Activities
 Donee's Name: Young Life
 Donee's Address: P.O. Box 734
 Corona del Mar, CA 92625
 Relationship of Donee: None
 Organizational Status of Donee: Public Charity
 Amount Given: 4,000.

Class of Activity: Social Services
 Donee's Name: Laura's House
 Donee's Address: 999 Corporate Dr., Ste 225
 Ladera Ranch, CA 92694
 Relationship of Donee: None
 Organizational Status of Donee: Public Charity
 Amount Given: 3,000.

Class of Activity: Social Services
 Donee's Name: Kidsworld
 Donee's Address: 1902 W. Chestnut Ave.
 Santa Ana, CA 92703
 Relationship of Donee: None
 Organizational Status of Donee: Public Charity
 Amount Given: 5,000.

Class of Activity: Medical Research
 Donee's Name: Alzheimers Assoc. of OC
 Donee's Address: 17771 Cowan, Ste 200
 Irvine, CA 92614
 Relationship of Donee: None
 Organizational Status of Donee: Public Charity
 Amount Given: 3,000.

Class of Activity: Educational
 Donee's Name: Our Lady Queen of Angels School
 Donee's Address: 2046 Mar Vista Drive
 Newport Beach, CA 92660
 Relationship of Donee: None
 Organizational Status of Donee: Public Charity

Walter and Mary Frome Family Foundation

20-0396894

Statement 4 (continued)
Form 990-PF, Part I, Line 25
Contributions, Gifts, and Grants

Amount Given: \$ 3,000.

Class of Activity: Youth Activities
 Donee's Name: Save Our Youth (SOY)
 Donee's Address: 661 Hamilton
 Costa Mesa, CA 92627

Relationship of Donee: None
 Organizational Status of Donee: Public Charity
 Amount Given: 2,500.

Class of Activity: Social Services
 Donee's Name: Second Harvest Food Bank of OC
 Donee's Address: 8014 Marine Way
 Irvine, CA 92618

Relationship of Donee: None
 Organizational Status of Donee: Public Charity
 Amount Given: 2,500.

Class of Activity: Medical Research
 Donee's Name: Pediatric Cancer Research Found.
 Donee's Address: 9272 Jeronimo Road Ste 107-A
 Irvine, CA 92618

Relationship of Donee: None
 Organizational Status of Donee: Public Charity
 Amount Given: 3,000.

Class of Activity: Educational
 Donee's Name: Mater DEI High School
 Donee's Address: 1202 W. Edinger Ave.
 Santa Ana, CA 92707

Relationship of Donee: None
 Organizational Status of Donee: Public Charity
 Amount Given: 13,000.

Class of Activity: Educational
 Donee's Name: Corp. of Fine Arts Museum
 Donee's Address: 50 Hagiwara Tea Garden Drive
 San Francisco, CA 94118

Relationship of Donee: None
 Organizational Status of Donee: Public Charity
 Amount Given: 1,000.

Class of Activity: Medical Research
 Donee's Name: UCLA Department Of Urology
 Donee's Address: P.O. Box 951738, 66-113CHS
 Los Angeles, CA 90095

Relationship of Donee: None
 Organizational Status of Donee: Public Charity
 Amount Given: 10,000.

Class of Activity: Social Services
 Donee's Name: Big Brothers Big Sisters of O.C.
 Donee's Address: 14131 Yorba Street, Suite 200
 Tustin, CA 92780

Relationship of Donee: None
 Organizational Status of Donee: Public Charity

Walter and Mary Frome Family Foundation

20-0396894

Statement 4 (continued)
Form 990-PF, Part I, Line 25
Contributions, Gifts, and Grants

Amount Given: \$ 5,000.

Class of Activity: Social Services
 Donee's Name: Boys Hope Girls Hope of So Cal
 Donee's Address: 1041 W. 18th St., Suite A 101
 Costa Mesa, CA 92627

Relationship of Donee: None
 Organizational Status of Donee: Public Charity
 Amount Given: 4,000.

Class of Activity: Medical Research
 Donee's Name: CHOC Foundation for Children
 Donee's Address: 455 S. Main Street
 Orange, CA 92868

Relationship of Donee: None
 Organizational Status of Donee: Public Charity
 Amount Given: 3,000.

Class of Activity: Social Services
 Donee's Name: Corpus Christi Catholic Church
 Donee's Address: 27231 Aliso Viejo Parkway
 Aliso Viejo, CA 92656

Relationship of Donee: None
 Organizational Status of Donee: Public Charity
 Amount Given: 5,000.

Class of Activity: Social Services
 Donee's Name: Court Appointed Special Advoc. CASA
 Donee's Address: 1615 East 17th St, Suite 100
 Santa Ana, CA 92705

Relationship of Donee: None
 Organizational Status of Donee: Public Charity
 Amount Given: 5,000.

Class of Activity: Social Services
 Donee's Name: El Viento Foundation
 Donee's Address: PO Box 3897
 Huntington Beach, CA 92605

Relationship of Donee: None
 Organizational Status of Donee: Public Charity
 Amount Given: 3,000.

Class of Activity: Social Services
 Donee's Name: Glenwood Foundation
 Donee's Address: 9070 Irvine Center, Suite 280
 Irvine, CA 92618

Relationship of Donee: None
 Organizational Status of Donee: Public Charity
 Amount Given: 3,000.

Class of Activity: Social Services
 Donee's Name: O.C. Ronald McDonald House
 Donee's Address: 383 South Batavia Street
 Orange, CA 92868

Relationship of Donee: None
 Organizational Status of Donee: Public Charity

Walter and Mary Frome Family Foundation

20-0396894

Statement 4 (continued)
Form 990-PF, Part I, Line 25
Contributions, Gifts, and Grants

Amount Given:		\$	2,000.
Class of Activity:	Arts		
Donee's Name:	Peninsula Youth Theater		
Donee's Address:	2500 Old Middlefield Way Mountain View, CA 94043		
Relationship of Donee:	None		
Organizational Status of Donee:	Public Charity		
Amount Given:			1,000.
Class of Activity:	Educational		
Donee's Name:	Providence Speech & Hearing		
Donee's Address:	1301 Providence Ave Orange, CA 92868		
Relationship of Donee:	None		
Organizational Status of Donee:	Public Charity		
Amount Given:			4,000.
Class of Activity:	Social Services		
Donee's Name:	Someone Cares Soup Kitchen		
Donee's Address:	720 W 19th Street Costa Mesa, CA 92627		
Relationship of Donee:	None		
Organizational Status of Donee:	Public Charity		
Amount Given:			2,000.
Class of Activity:	Educational		
Donee's Name:	St. Anne School		
Donee's Address:	32451 Bear Brand Road Laguna Niguel, CA 92677		
Relationship of Donee:	None		
Organizational Status of Donee:	Public Charity		
Amount Given:			5,000.
Class of Activity:	Social Services		
Donee's Name:	Heart of Jesus Retreat Center		
Donee's Address:	P.O. Box 27722 Santa Ana, CA 92799		
Relationship of Donee:	None		
Organizational Status of Donee:	Public Charity		
Amount Given:			2,500.
Class of Activity:	Social Services		
Donee's Name:	Literacy Project		
Donee's Address:	3334 E. Coast Hwy, Suite 177 Corona del Mar, CA 92625		
Relationship of Donee:	None		
Organizational Status of Donee:	Public Charity		
Amount Given:			2,500.
Class of Activity:	Social Services		
Donee's Name:	O.C. Boy Scouts of America		
Donee's Address:	1211 East Dyer Road Santa Ana, CA 92705		
Relationship of Donee:	None		
Organizational Status of Donee:	Public Charity		

Walter and Mary Frome Family Foundation

20-0396894

Statement 4 (continued)
Form 990-PF, Part I, Line 25
Contributions, Gifts, and Grants

Amount Given: \$ 1,000.

Class of Activity: Social Services
 Donee's Name: Assistance League of Santa Ana
 Donee's Address: 1037 First Street
 Santa Ana, CA 92703
 Relationship of Donee: None
 Organizational Status of Donee: Public Charity
 Amount Given: 5,000.

Class of Activity: Social Services
 Donee's Name: Bethlehem A.D.
 Donee's Address: 1305 Middlefield Road
 Redwood City, CA 94063
 Relationship of Donee: None
 Organizational Status of Donee: Public Charity
 Amount Given: 1,000.

Class of Activity: Social Services
 Donee's Name: Irrelevant Week
 Donee's Address: 3723 Birch, Suite 11
 Newport Beach, CA 92660
 Relationship of Donee: None
 Organizational Status of Donee: Public Charity
 Amount Given: 3,000.

Class of Activity: Social Services
 Donee's Name: The Wooden Floor
 Donee's Address: 1810 North Main Street
 Santa Ana, CA 92706
 Relationship of Donee: None
 Organizational Status of Donee: Public Charity
 Amount Given: 5,000.

Class of Activity: Conservation
 Donee's Name: Mission San Juan Capistrano
 Donee's Address: 26801 Ortega Highway
 San Juan Capistrano, CA 92626
 Relationship of Donee: None
 Organizational Status of Donee: Public Charity
 Amount Given: 5,000.

Class of Activity: Social Services
 Donee's Name: O.C. Performing Arts
 Donee's Address: 600 Town Center Drive
 Costa Mesa, CA 92626
 Relationship of Donee: None
 Organizational Status of Donee: Public Charity
 Amount Given: 5,000.

Class of Activity: Medical Research
 Donee's Name: Hoag Hospital
 Donee's Address: 500 E. Superior Ave. #350
 Newport Beach, CA 92663
 Relationship of Donee: None
 Organizational Status of Donee: Public Charity

Walter and Mary Frome Family Foundation

20-0396894

Statement 4 (continued)
Form 990-PF, Part I, Line 25
Contributions, Gifts, and Grants

Amount Given: \$ 5,000.

Class of Activity: Social Services
Donee's Name: Royal Family Kid's Camp
Donee's Address: 3000 W. MacArthur, Suite 412
Santa Ana, CA 92704

Relationship of Donee: None
Organizational Status of Donee: Public Charity
Amount Given: 4,000.

Class of Activity: Educational
Donee's Name: Corona del Mar High School Foundation
Donee's Address: 1280 Bison Ave., Suite b-9-437
Newport Beach, CA 92660

Relationship of Donee: None
Organizational Status of Donee: Public Charity
Amount Given: 3,000.

Class of Activity: Educational
Donee's Name: Charles Armstrong School
Donee's Address: 1405 Solana Drive
Belmont, CA 94002

Relationship of Donee: None
Organizational Status of Donee: Public Charity
Amount Given: 1,500.

Class of Activity: Educational
Donee's Name: Castilleja School
Donee's Address: 1310 Bryant Street
Palo Alto, CA 94301

Relationship of Donee: None
Organizational Status of Donee: Public Charity
Amount Given: 1,500.

Class of Activity: Medical Research
Donee's Name: Hoag Hospital Foundation
Donee's Address: 500 E. Superior Ave., Suite 350
Newport Beach, CA 92663

Relationship of Donee: None
Organizational Status of Donee: Public Charity
Amount Given: 10,552.

Class of Activity: Medical Research
Donee's Name: Hoag Hospital Foundation/Circle 1000
Donee's Address: 500 E. Superior Ave., Suite 350
Newport Beach, CA 92663

Relationship of Donee: None
Organizational Status of Donee: Public Charity
Amount Given: 3,000.

Total \$ 257,552.

Walter and Mary Frome Family Foundation

20-0396894

Statement 5
Form 990-PF, Part IV, Line 1
Capital Gains and Losses for Tax on Investment Income

Item	(a) Description	(b) How Acquired	(c) Date Acquired	(d) Date Sold
1	Artisan Int'l	Purchased	12/17/2009	11/24/2010
2	Eaton Vance Internation	Purchased	12/30/2009	11/24/2010
3	Ridgeworth Seix High	Purchased	4/22/2009	1/15/2010
4	Ridgeworth Seix High	Purchased	4/22/2009	3/23/2010
5	Ridgeworth Seix High	Purchased	10/29/2010	11/24/2010
6	Vanguard Intermed Term	Purchased	10/29/2010	11/24/2010
7	Artisan Int'l Fund	Purchased	12/17/2008	11/24/2010
8	Eaton Vance Internation	Purchased	4/22/2009	11/24/2010
9	Ridgeworth Seix High	Purchased	4/22/2009	6/10/2010
10	Ridgeworth Seix High	Purchased	4/22/2009	7/22/2010
11	Ridgeworth Seix High	Purchased	4/22/2009	10/06/2010
12	Ridgeworth Seix High	Purchased	4/22/2009	11/03/2010
13	Ridgeworth Seix High	Purchased	10/30/2009	11/24/2010
14	Stralem Equity Fund	Purchased	10/27/2009	11/24/2010
15	Vanguard Intermed Term	Purchased	10/30/2009	11/24/2010
16	Vanguard Intermed Term	Purchased	3/14/2007	11/24/2010
17	Vanguard Intermed Term	Purchased	11/18/2005	11/24/2010
18	Align Technology Inc	Purchased	5/04/2009	2/22/2010
19	Allscripts Healthcare	Purchased	5/04/2009	4/19/2010
20	Allscripts Healthcare	Purchased	5/04/2009	4/20/2010
21	Athenahealth Inc	Purchased	5/20/2010	11/24/2010
22	Career Ed Corp Com	Purchased	4/29/2010	11/24/2010
23	Corinthian Colleges Inc	Purchased	6/28/2010	11/24/2010
24	Cree Resh Inc	Purchased	5/04/2009	3/10/2010
25	Dealertrack Hldgs Inc	Purchased	2/19/2010	11/24/2010
26	FTI Consulting Inc	Purchased	9/30/2010	11/24/2010
27	Formfactor Inc	Purchased	9/01/2010	11/24/2010
28	Haemonetics Corp	Purchased	5/14/2010	11/24/2010
29	Icon Plc	Purchased	9/30/2010	11/24/2010
30	Monster Worldwide Inc	Purchased	9/07/2010	11/24/2010
31	Techne Corp Com	Purchased	5/04/2010	11/24/2010
32	VCA Antech Inc	Purchased	10/25/2010	11/24/2010
33	WMS Industries	Purchased	5/04/2009	
34	Adtran inc	Purchased	5/04/2009	11/24/2010
35	Align Technology Inc	Purchased	5/04/2009	11/24/2010
36	American Medical Systems	Purchased	5/04/2009	11/24/2010
37	Ameristar Casinos Inc	Purchased	5/04/2009	11/24/2010
38	Amylin Pharmaceuticals Inc	Purchased	9/29/2009	11/24/2010
39	Cabot Microelectronics	Purchased	5/04/2009	11/24/2010
40	Career Ed Corp Com	Purchased	9/02/2009	11/24/2010
41	Charles Riv Laboratories	Purchased	5/04/2009	11/24/2010
42	Christopher & Banks Corp	Purchased	5/04/2009	11/10/2010
43	Christopher & Banks Corp	Purchased	5/04/2009	11/24/2010
44	Ciena Corp	Purchased	10/22/2009	11/24/2010
45	Coldwater Creek Inc	Purchased	5/04/2009	11/05/2010
46	Coldwater Creek Inc	Purchased	5/04/2009	11/24/2010
47	Corinthian Colleges Inc	Purchased	5/04/2009	11/24/2010
48	Corporate executive	Purchased	5/12/2009	11/24/2010
49	Costar Group Inc	Purchased	5/04/2009	11/24/2010
50	Dealertrack Hldgs Inc	Purchased	5/29/2009	11/24/2010
51	Devry Inc	Purchased	5/04/2009	11/24/2010
52	Diebold Inc	Purchased	8/26/2009	11/24/2010
53	Dolby Laboratories Inc	Purchased	5/04/2009	5/12/2010
54	Dolby Laboratories Inc	Purchased	5/04/2009	11/24/2010
55	Fairchild Semicon Intl	Purchased	5/04/2009	11/24/2010
56	F5 Networks Inc	Purchased	5/04/2009	5/27/2010

Walter and Mary Frome Family Foundation

20-0396894

Statement 5 (continued)
Form 990-PF, Part IV, Line 1
Capital Gains and Losses for Tax on Investment Income

Item	(a) Description	(b) How Acquired	(c) Date Acquired	(d) Date Sold
57	Firstservices Corp	Purchased	5/04/2009	11/24/2010
58	Formfactor Inc	Purchased	5/04/2009	11/24/2010
59	Furiex Pharmaceuticals	Purchased	5/04/2009	6/21/2010
60	Furiex Pharmaceuticals	Purchased	5/04/2009	11/09/2010
61	Gentex Corp Com	Purchased	5/04/2009	11/24/2010
62	Heidrick & Struggles Intl	Purchased	5/04/2009	11/24/2010
63	Hexcel Corp New	Purchased	7/23/2009	11/24/2010
64	ITT Edcational Services	Purchased	5/04/2009	11/24/2010
65	Internap Network Services	Purchased	5/04/2009	11/24/2010
66	The Knot Inc	Purchased	5/04/2009	11/24/2010
67	Korn/Ferry International	Purchased	5/04/2009	11/24/2010
68	Life Time Fitness	Purchased	5/04/2009	11/24/2010
69	Mks Instruments Inc	Purchased	5/04/2009	11/24/2010
70	MSCI Inc	Purchased	5/04/2009	6/03/2010
71	Manhattan Assoc Inc	Purchased	5/04/2009	11/24/2010
72	Marketaxess Holdings Inc	Purchased	5/04/2009	11/24/2010
73	Medicis Pharmaceutical	Purchased	5/04/2009	10/05/2010
74	Medicis Pharmaceutical	Purchased	5/04/2009	11/24/2010
75	Monster Worldwide Inc	Purchased	8/24/2009	11/24/2010
76	Morningstar Inc	Purchased	5/04/2009	11/24/2010
77	Natl Instrs Corp	Purchased	5/04/2009	11/24/2010
78	Navigant Consulting Inc	Purchased	5/04/2009	10/08/2010
79	Navigant Consulting Inc	Purchased	5/29/2009	11/24/2010
80	Neustar Inc	Purchased	5/04/2009	11/24/2010
81	Oxford Industries Inc	Purchased	5/04/2009	11/24/2010
82	P F Changs China	Purchased	5/04/2009	11/24/2010
83	PAA World Med Inc	Purchased	5/04/2009	11/24/2010
84	Panera Bread Company	Purchased	5/04/2009	11/24/2010
85	Phaarneacetical Prod	Purchased	5/04/2009	11/24/2010
86	Semtech Corp	Purchased	5/04/2009	11/24/2010
87	Trimble Nav	Purchased	5/04/2009	9/14/2010
88	Universal Technical	Purchased	5/04/2009	11/24/2010
89	Valmont Industries Inc	Purchased	10/26/2009	11/24/2010
90	WMS Industries	Purchased	5/04/2009	11/24/2010
91	Waddell & Reed Finl Inc	Purchased	5/04/2009	11/04/2010
92	Waddell & Reed Finl Inc	Purchased	5/04/2009	11/24/2010
93	Wright Medical Group Inc	Purchased	5/04/2009	11/24/2010

Item	(e) Gross Sales	(f) Deprec. Allowed	(g) Cost Basis	(h) Gain (Loss)	(i) FMV 12/31/69	(j) Adj. Bas. 12/31/69	(k) Excess (i) - (j)	(l) Gain (Loss)
1	5,518.		5,234.	284.				\$ 284.
2	7,229.		7,246.	-17.				-17.
3	25,000.		21,277.	3,723.				3,723.
4	50,000.		42,463.	7,537.				7,537.
5	36,838.		35,344.	1,494.				1,494.
6	17,299.		16,770.	529.				529.
7	455,465.		574,408.	-118,943.				-118,943.
8	425,081.		300,000.	125,081.				125,081.
9	50,000.		44,053.	5,947.				5,947.
10	50,000.		42,418.	7,582.				7,582.
11	90,000.		73,620.	16,380.				16,380.
12	60,000.		48,338.	11,662.				11,662.
13	189,204.		156,672.	32,532.				32,532.
14	487,697.		354,529.	133,168.				133,168.

Walter and Mary Frome Family Foundation

20-0396894

Statement 5 (continued)
Form 990-PF, Part IV, Line 1
Capital Gains and Losses for Tax on Investment Income

Item	(e) Gross Sales	(f) Deprec. Allowed	(g) Cost Basis	(h) Gain (Loss)	(i) FMV 12/31/69	(j) Adj. Bas. 12/31/69	(k) Excess (i) - (j)	(l) Gain (Loss)
15	406,254.		370,760.	35,494.				\$ 35,494.
16	942,000.		879,818.	62,182.				62,182.
17	523,010.		520,180.	2,830.				2,830.
18	1,343.		921.	422.				422.
19	2,113.		1,191.	922.				922.
20	536.		298.	238.				238.
21	2,996.		2,509.	487.				487.
22	468.		744.	-276.				-276.
23	334.		784.	-450.				-450.
24	1,729.		715.	1,014.				1,014.
25	461.		377.	84.				84.
26	1,823.		1,881.	-58.				-58.
27	691.		528.	163.				163.
28	1,474.		1,425.	49.				49.
29	1,495.		1,899.	-404.				-404.
30	2,101.		1,355.	746.				746.
31	1,504.		1,615.	-111.				-111.
32	2,192.		2,276.	-84.				-84.
33	1,271.		801.	470.				470.
34	3,148.		2,074.	1,074.				1,074.
35	3,942.		2,763.	1,179.				1,179.
36	2,782.		1,886.	896.				896.
37	1,828.		2,047.	-219.				-219.
38	2,264.		2,100.	164.				164.
39	3,009.		2,189.	820.				820.
40	2,340.		2,659.	-319.				-319.
41	2,499.		2,106.	393.				393.
42	151.		145.	6.				6.
43	763.		867.	-104.				-104.
44	1,531.		1,342.	189.				189.
45	351.		406.	-55.				-55.
46	1,284.		1,521.	-237.				-237.
47	1,003.		3,437.	-2,434.				-2,434.
48	2,522.		1,224.	1,298.				1,298.
49	1,304.		926.	378.				378.
50	1,383.		1,046.	337.				337.
51	2,200.		1,934.	266.				266.
52	1,601.		1,510.	91.				91.
53	1,711.		951.	760.				760.
54	1,619.		951.	668.				668.
55	1,332.		638.	694.				694.
56	1,792.		702.	1,090.				1,090.
57	1,990.		834.	1,156.				1,156.
58	691.		1,371.	-680.				-680.
59	3.		3.	0.				0.
60	97.		67.	30.				30.
61	2,667.		1,670.	997.				997.
62	1,078.		863.	215.				215.
63	2,099.		1,155.	944.				944.
64	1,488.		2,276.	-788.				-788.
65	844.		532.	312.				312.
66	1,129.		1,179.	-50.				-50.
67	2,186.		1,291.	895.				895.

Statement 5 (continued)
Form 990-PF, Part IV, Line 1
Capital Gains and Losses for Tax on Investment Income

	(e)	(f)	(g)	(h)	(i)	(j)	(k)	(l)
Item	Gross Sales	Deprec. Allowed	Cost Basis	Gain (Loss)	FMV 12/31/69	Adj. Bas. 12/31/69	Excess (i) - (j)	Gain (Loss) \$
68	4,966.		2,376.	2,590.				\$ 2,590.
69	3,649.		2,715.	934.				934.
70	761.		535.	226.				226.
71	3,133.		1,682.	1,451.				1,451.
72	2,297.		1,226.	1,071.				1,071.
73	1,511.		782.	729.				729.
74	1,348.		782.	566.				566.
75	1,576.		1,156.	420.				420.
76	2,468.		2,156.	312.				312.
77	2,581.		1,651.	930.				930.
78	869.		1,082.	-213.				-213.
79	659.		1,016.	-357.				-357.
80	2,619.		1,931.	688.				688.
81	2,431.		1,019.	1,412.				1,412.
82	5,138.		3,172.	1,966.				1,966.
83	2,134.		1,474.	660.				660.
84	4,977.		2,902.	2,075.				2,075.
85	2,552.		1,916.	636.				636.
86	3,546.		2,187.	1,359.				1,359.
87	783.		563.	220.				220.
88	1,508.		1,035.	473.				473.
89	2,011.		1,892.	119.				119.
90	5,428.		4,006.	1,422.				1,422.
91	770.		583.	187.				187.
92	3,107.		2,331.	776.				776.
93	1,744.		1,780.	-36.				-36.
							Total	\$ 361,259.

**Application for Extension of Time To File an
Exempt Organization Return**

OMB No. 1545-1709

▶ **File a separate application for each return.**

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

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

Electronic filing (e-file). You can electronically file Form 8868 if you need a 3-month automatic extension of time to file (6 months for a corporation required to file Form 990-T), or an additional (not automatic) 3-month extension of time. You can electronically file Form 8868 to request an extension of time to file any of the forms listed in Part I or Part II with the exception of Form 8870, Information Return for Transfers Associated With Certain Personal Benefit Contracts, which must be sent to the IRS in paper format (see instructions). For more details on the electronic filing of this form, visit www.irs.gov/efile and click on *e-file for Charities & Nonprofits*.

Part I Automatic 3-Month Extension of Time. Only submit original (no copies needed).A corporation required to file Form 990-T and requesting an automatic 6-month extension — check this box and complete Part I only ☐*All other corporations (including 1120-C filers), partnerships, REMICS, and trusts must use Form 7004 to request an extension of time to file income tax returns*

Type or print File by the due date for filing your return. See instructions.	Name of exempt organization	Employer identification number
	Walter and Mary Frome Family Foundation	20-0396894
	Number, street, and room or suite number. If a P.O. box, see instructions.	
	151 Kalmus Drive F2	
	City, town or post office, state, and ZIP code. For a foreign address, see instructions.	
	Costa Mesa, CA 92626	

Enter the Return code for the return that this application is for (file a separate application for each return)

04

Application Is For	Return Code	Application Is For	Return Code
Form 990	01	Form 990-T (corporation)	07
Form 990-BL	02	Form 1041-A	08
Form 990-EZ	03	Form 4720	09
Form 990-PF	04	Form 5227	10
Form 990-T (section 401(a) or 408(a) trust)	05	Form 6069	11
Form 990-T (trust other than above)	06	Form 8870	12

- The books are in the care of ▶ Stanley Frome

Telephone No. ▶ 714-641-1130 FAX No. ▶ _____

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

1 I request an automatic 3-month (6 months for a corporation required to file Form 990-T) extension of time until 8/15, 20 11, to file the exempt organization return for the organization named above.

The extension is for the organization's return for

- ▶ ☒ calendar year 20 10 or
- ▶ ☐ tax year beginning _____, 20 _____, and ending _____, 20 _____.

2 If the tax year entered in line 1 is for less than 12 months, check reason ☐ Initial return ☐ Final return ☐ Change in accounting period

3a If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions.	3a	\$	9,591.
b If this application is for Form 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit.	3b	\$	1,091.
c Balance due. Subtract line 3b from line 3a. Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions.	3c	\$	8,500.

Caution. If you are going to make an electronic fund withdrawal with this Form 8868, see Form 8453-EO and Form 8879-EO for payment instructions.**BAA For Paperwork Reduction Act Notice, see Instructions.**Form **8868** (Rev. 1-2011)

- If you are filing for an **Additional (Not Automatic) 3-Month Extension**, complete only **Part II** and check this box ☒

Note. Only complete Part II if you have already been granted an automatic 3-month extension on a previously filed Form 8868

- If you are filing for an **Automatic 3-Month Extension**, complete only **Part I** (on page 1)

Part II Additional (Not Automatic) 3-Month Extension of Time. Only file the original (no copies needed).

Type or print	Name of exempt organization		Employer identification number
	Walter and Mary Frome Family Foundation		20-0396894
	Number, street, and room or suite number If a P O box, see instructions		
	The Donovan Company 20 Pacifica, Suite 1430		
File by the extended due date for filing the return See instructions	City, town or post office state, and ZIP code For a foreign address, see instructions		
	Irvine, CA 92618		

Enter the Return code for the return that this application is for (file a separate application for each return)

04

Application Is For	Return Code	Application Is For	Return Code
Form 990	01		
Form 990-BL	02	Form 1041-A	08
Form 990-EZ	03	Form 4720	09
Form 990-PF	04	Form 5227	10
Form 990-T (section 401(a) or 408(a) trust)	05	Form 6069	11
Form 990-T (trust other than above)	06	Form 8870	12

STOP! Do not complete Part II if you were not already granted an automatic 3-month extension on a previously filed Form 8868.

- The books are in care of Stanley Frome
Telephone No. 714-641-1130 FAX No. _____
- If the organization does not have an office or place of business in the United States, check this box ☐
- If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) _____ If this is for the whole group, check this box ☐ If it is for part of the group, check this box ☐ and attach a list with the names and EINs of all members the extension is for

4 I request an additional 3-month extension of time until 11/15, 20 11

5 For calendar year 2010, or other tax year beginning _____, 20____, and ending _____, 20____

6 If the tax year entered in line 5 is for less than 12 months, check reason: ☐ Initial return ☐ Final return
☐ Change in accounting period

7 State in detail why you need the extension The Private Foundation is a partner in a partnership. The K-1 from the partnership is on extension and has not yet been received by the taxpayer. Once the K-1 is received the taxpayer will arrange to file the return.

8a If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits See instructions	8a	\$	10,000.
b If this application is for Form 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made Include any prior year overpayment allowed as a credit and any amount paid previously with Form 8868	8b	\$	291.
c Balance due. Subtract line 8b from line 8a. Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System) See instructions	8c	\$	9,709.

Signature and Verification

Under penalties of perjury, I declare that I have examined this form, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true correct, and complete and that I am authorized to prepare this form

Signature [Signature] Title CPA Date 8/12/2011
BAA FIF20502L 11/15/10 Form 8868 (Rev 1-2011)