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

OMB No 1545-0052

2010

Department of the Treasury
Internal Revenue Service

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

For calendar year 2010, or tax year beginning Jul 1, 2010, and ending Jun 30, 2011

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

Franke Family Charitable Foundation

A Employer identification number

36-3662848

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

400 North Michigan

Room/suite

300

B Telephone number (see the instructions)

(312) 464-9812

City or town

CHICAGO

State ZIP code

IL 60611

H Check type of organization

☒ Section 501(c)(3) exempt private foundation☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundationI Fair market value of all assets at end of year
(from Part II, column (c), line 16)

\$ 40,233,022.

J Accounting method ☐ Cash ☒ Accrual
☐ Other (specify) _____

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

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 ☐

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 Ck ☒ if the foundn is not req to att Sch B				
	3 Interest on savings and temporary cash investments				
	4 Dividends and interest from securities	871,602.	871,602.	873,183.	
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain/(loss) from sale of assets not on line 10	596,773.			
	b Gross sales price for all assets on line 6a	766,340.			
	7 Capital gain net income (from Part IV, line 2)		596,773.		
	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/(loss) (att sch)					
11 Other income (attach schedule)					
See Line 11 Stmt	599,360.	599,360.	599,360.		
12 Total. Add lines 1 through 11	2,067,735.	2,067,735.	2,069,256.		
ADMINISTRATIVE AND OPERATING EXPENSES	13 Compensation of officers, directors, trustees, etc				
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees (attach schedule)				
	b Accounting fees (attach sch) L-16b Stmt	3,775.	3,775.	3,775.	
	c Other prof fees (attach sch) L-16c Stmt	79,400.	61,700.	61,700.	17,700.
	17 Interest				
	18 Taxes (attach schedule)(see instr) See Line 18 Stmt	3,404.	3,089.	3,089.	315.
	19 Depreciation (attach sch) and depletion L-19 Stmt	309.			
	20 Occupancy	15,976.	7,988.	7,988.	7,988.
	21 Travel, conferences, and meetings	2,548.			2,548.
	22 Printing and publications				
	23 Other expenses (attach schedule) See Line 23 Stmt	9,428.	4,031.	4,031.	5,397.
	24 Total operating and administrative expenses. Add lines 13 through 23	114,840	80,583.	80,583.	33,948.
	25 Contributions, gifts, grants paid	1,138,650.			1,138,650.
26 Total expenses and disbursements. Add lines 24 and 25	1,253,490.	80,583.	80,583.	1,172,598.	
27 Subtract line 26 from line 12:					
a Excess of revenue over expenses and disbursements	814,245.				
b Net investment income (if negative, enter -0)		1,987,152.			
c Adjusted net income (if negative, enter -0)			1,988,673.		

G14 12

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				
	2	Savings and temporary cash investments		3,360,586.	2,494,651.	2,494,651.
	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)		1,589,346.	2,076,335.	2,076,335.
	b	Investments — corporate stock (attach schedule) L-10b Stmt		7,152,851.	7,238,740.	7,880,721.
	c	Investments — corporate bonds (attach schedule)				
LIABILITIES	11	Investments — land, buildings, and equipment basis				
		Less: accumulated depreciation (attach schedule)				
	12	Investments — mortgage loans				
	13	Investments — other (attach schedule) L-13 Stmt		26,151,918.	30,862,148.	27,777,182.
	14	Land, buildings, and equipment basis	9,291.			
		Less: accumulated depreciation (attach schedule) L-14 Stmt	5,158.	4,442.	4,133.	4,133.
	15	Other assets (describe)				
	16	Total assets (to be completed by all filers — see instructions Also, see page 1, item I)		38,259,143.	42,676,007.	40,233,022.
	17	Accounts payable and accrued expenses				
	18	Grants payable				
FUND ASSETS	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)				
		Foundations that follow SFAS 117, check here and complete lines 24 through 26 and lines 30 and 31.	☐			
	24	Unrestricted				
FUND BALANCES	25	Temporarily restricted				
	26	Permanently restricted				
		Foundations that do not follow SFAS 117, check here and complete lines 27 through 31.	☒			
	27	Capital stock, trust principal, or current funds				
	28	Paid-in or capital surplus, or land, building, and equipment fund				
	29	Retained earnings, accumulated income, endowment, or other funds		38,259,143.	42,676,007.	
	30	Total net assets or fund balances (see the instructions)		38,259,143.	42,676,007.	
	31	Total liabilities and net assets/fund balances (see the instructions)		38,259,143.	42,676,007.	

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	38,259,143.
2	Enter amount from Part I, line 27a	2	814,245.
3	Other increases not included in line 2 (itemize) Unrealized gain on investments	3	3,602,619.
4	Add lines 1, 2, and 3	4	42,676,007.
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	42,676,007.

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 BC VII Private Investors, LLC K-1	P	12/31/09	12/31/10
b Bain Capital (Special Situations 2008-C) X, LP K-1	P	06/30/10	12/31/10
c Bain Capital Fund VI, LP K-1	P	12/31/09	12/31/10
d Bain Capital Mezzanine Grantor Trust	P	12/31/09	12/31/10
e See Columns (a) thru (d)			

(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 68,391.		0.	68,391.
b 17.		0.	17.
c 0.		10,966.	-10,966.
d 0.		6,144.	-6,144.
e See Columns (e) thru (h)		152,457.	545,475.

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(i) Gains (Column (h) gain minus column (k), but not less than -0-) or Losses (from column (h))
(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	
a			68,391.
b			17.
c			-10,966.
d			-6,144.
e See Columns (i) thru (l)			545,475.

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** 596,773.

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 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 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	530,192.	32,599,563.	0.016264
2008	3,729,860.	34,441,572.	0.108295
2007	2,688,478.	49,775,220.	0.054012
2006	2,558,080.	40,389,172.	0.063336
2005	2,144,330.	35,577,966.	0.060271

2 Total of line 1, column (d) **2** 0.302178

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** 0.060436

4 Enter the net value of noncharitable-use assets for 2010 from Part X, line 5 **4** 36,932,291.

5 Multiply line 4 by line 3 **5** 2,232,040.

6 Enter 1% of net investment income (1% of Part I, line 27b) **6** 19,872.

7 Add lines 5 and 6 **7** 2,251,912.

8 Enter qualifying distributions from Part XII, line 4 **8** 1,172,598.

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 ☐ and enter 'N/A' on line 1 Date of ruling or determination letter _____ (attach copy of letter if necessary – see instr.)		1	39,743.
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here ☐ and enter 1% of Part I, line 27b			
c All other domestic foundations enter 2% of line 27b Exempt foreign organizations enter 4% of Part I, line 12, 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	39,743.
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	39,743.
6 Credits/Payments.			
a 2010 estimated tax pmts and 2009 overpayment credited to 2010	6a	42,075.	
b Exempt foreign organizations – tax withheld at source	6b		
c Tax paid with application for extension of time to file (Form 8868)	6c		
d Backup withholding erroneously withheld	6d		
7 Total credits and payments Add lines 6a through 6d	7	42,075.	
8 Enter any penalty for underpayment of estimated tax Check here ☐ if Form 2220 is attached	8		
9 Tax due If the total of lines 5 and 8 is more than line 7, enter amount owed	9		
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	2,332.	
11 Enter the amount of line 10 to be: Credited to 2011 estimated tax ☐ 2,332. Refunded ☐	11		

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 ☐ \$ _____ (2) On foundation managers ☐ \$ _____		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ☐ \$ _____		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? <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?		X
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 XV</i>	X	
8 a Enter the states to which the foundation reports or with which it is registered (see the instructions) <u>IL - Illinois</u>		
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? <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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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> </u> ► "N/A"	13	X	
14	The books are in care of ► FRANKFAMILYCHARITABLEFOUNDATION Telephone no ► (312) 464-9812 Located at ► 400 N MICHIGAN - Suite 300, CHICAGO IL ZIP + 4 ► 60611			
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			
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 ►	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
1 a 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 the instructions)? Organizations relying on a current notice regarding disaster assistance check here ► ☐	1 b	
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?	1 c	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 ► 20__ , 20__ , 20__ , 20__ .		
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)	2 b	
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here ► 20__ , 20__ , 20__ , 20__		
3 a 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)	3 b	
4 a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4 a	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?	4 b	X

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Part VII-B Statements Regarding Activities for Which Form 4720 May Be Required (continued)**5a** During the year did the foundation pay or incur any amount to:

(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

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 ☒ 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

7b

b If yes, did the foundation receive any proceeds or have any net income attributable to the transaction?**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
<u>Richard J. Franke</u> 400 N Michigan - Suite 300 Chicago IL 60611	Trustee 5.00	0.	0.	0.
<u>Barbara E. Franke</u> 400 N Michigan - Suite 300 Chicago IL 60611	Trustee 5.00	0.	0.	0.
<u>Jane Franke-Molner</u> 400 N Michigan - Suite 300 Chicago IL 60611	Trustee 5.00	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
<u>None</u>				
<u>0</u>				
<u>0</u>				
<u>0</u>				
<u>0</u>				

Total number of other employees paid over \$50,000

None

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
Susan O. Kelty 625 William, River Forest, IL 60305	Office Administration	61,700.
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 None	0.
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 None	0.
2	
All other program-related investments. See instructions.	
3	
Total. Add lines 1 through 3	None

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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	9,081,537.
b Average of monthly cash balances	1b	2,927,619.
c Fair market value of all other assets (see instructions)	1c	25,485,556.
d Total (add lines 1a, b, and c)	1d	37,494,712.
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	
3 Subtract line 2 from line 1d	3	37,494,712.
4 Cash deemed held for charitable activities. Enter 1-1/2% of line 3 (for greater amount, see instructions)	4	562,421.
5 Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	36,932,291.
6 Minimum investment return. Enter 5% of line 5	6	1,846,615.

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	1,846,615.
2a Tax on investment income for 2010 from Part VI, line 5	2a	39,743.	
b Income tax for 2010 (This does not include the tax from Part VI.)	2b		
c Add lines 2a and 2b		2c	39,743.
3 Distributable amount before adjustments. Subtract line 2c from line 1		3	1,806,872.
4 Recoveries of amounts treated as qualifying distributions		4	
5 Add lines 3 and 4		5	1,806,872.
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	1,806,872.

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	1,172,598.
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	1,172,598.
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	0.
6 Adjusted qualifying distributions. Subtract line 5 from line 4	6	1,172,598.

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

Part XIII Undistributed Income (see instructions)

	(a) Corpus	(b) Years prior to 2009	(c) 2009	(d) 2010
1 Distributable amount for 2010 from Part XI, line 7				1,806,872.
2 Undistributed income, if any, as of the end of 2010				
a Enter amount for 2009 only			0.	
b Total for prior years. 20____, 20____, 20____				
3 Excess distributions carryover, if any, to 2010				
a From 2005	441,120.			
b From 2006	606,603.			
c From 2007	416,031.			
d From 2008	2,047,981.			
e From 2009	0.			
f Total of lines 3a through e	3,511,735.			
4 Qualifying distributions for 2010 from Part XII, line 4 ▶ \$ 1,172,598.				
a Applied to 2009, but not more than line 2a				
b Applied to undistributed income of prior years (Election required — see instructions)				
c Treated as distributions out of corpus (Election required — see instructions)				
d Applied to 2010 distributable amount				1,172,598.
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))	634,274.			634,274.
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	2,877,461.			
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 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				0.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)				
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	2,877,461.			
10 Analysis of line 9				
a Excess from 2006	413,449.			
b Excess from 2007	416,031.			
c Excess from 2008	2,047,981.			
d Excess from 2009	0.			
e Excess from 2010	0.			

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)				
<i>a Paid during the year</i> Cash Contributions See attached schedule #1		Exempt	Unrestricted	
Total			3 a	
<i>b Approved for future payment</i>				
Total			3 b	

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	871,602.	
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			14	596,773.	
9	Net income or (loss) from special events					
10	Gross profit or (loss) from sales of inventory					
11	Other revenue					
a	Partnership Investments			14	769,433.	
b						
c						
d						
e						
12	Subtotal. Add columns (b), (d), and (e)				2,237,808.	
13	Total. Add line 12, columns (b), (d), and (e)				13	2,237,808.

(See worksheet in line 13 instructions to verify calculations)

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

[illegible]

Date	Donee	Check #	Address	Amount
7/6/2010	University of Chicago - Philip Gosse	3573	Chicago, IL	10,000 00
7/20/2010	Chicago Humanities Festival	3586	Chicago, IL	15,000 00
9/13/2010	American Cancer Society	3589	New York, NY	10,000 00
9/13/2010	Court Theater	3590	Chicago, IL	500 00
10/4/2010	Yale Alumni Fund	3596	New Haven, CT	5,000 00
10/4/2010	University of Chicago	3599	Chicago, IL	10,000 00
10/4/2010	Chicago Symphony Orchestra	3600	Chicago, IL	10,000 00
10/4/2010	Kohl's Children's Museum	3597	Chicago, IL	5,000 00
10/6/2010	Golden Apple Foundation	3601	Chicago, IL	10,000 00
10/27/2010	Hackley School	3552	Tarrytown, NY	10,000 00
11/9/2010	Juvenile Diabetes Research Founda	3602	Chicago, IL	1,000 00
11/9/2010	Colorado College	3603	Colorado Springs, CO	5,000 00
11/9/2010	New Beginnings	3604	New York, NY	2,000 00
11/9/2010	Community Food Pantry	3606	Utica, NY	2,000 00
11/11/2010	Shimer College	3549	Chicago, IL	2,500 00
12/6/2010	Greater Chicago Food Depository	3619	Chicago, IL	10,000 00
12/6/2010	The Salvation Army	3620	Chicago, IL	10,000 00
12/13/2010	Art Institute of Chicago - Sustaining	3622	Chicago, IL	50,000 00
12/13/2010	Art Institute of Chicago - Textile Dep	3623	Chicago, IL	5,000 00
12/13/2010	Art Institute - Library	3624	Chicago, IL	5,000 00
12/13/2010	Court Theater	3625	Chicago, IL	25,000 00
12/13/2010	University of Chicago - Women's Bc	3626	Chicago, IL	5,000 00
12/13/2010	Northwestern University	3627	Evanston, IL	5,000 00
12/13/2010	Harris Theater	3628	Chicago, IL	5,000 00
12/13/2010	Chicago Foundation for Education	3629	Chicago, IL	500 00
12/14/2010	New York Community Trust	3609	New York, NY	75,000 00
12/15/2010	Smart Museum - Joseph Shapira	3630	Chicago, IL	2,200 00
12/15/2010	Golden Apple Foundation	3610	Chicago, IL	9,500 00
12/15/2010	Chicago Public Radio	3611	Chicago, IL	5,000 00
12/20/2010	Kids' Club	3613	New York, NY	5,000 00
12/20/2010	North Shore Country Day	3614	Winnetka, IL	1,000 00
12/20/2010	Open Door Family Center	3615	Ossining, NY	1,000 00
12/20/2010	Keewaydin Foundation	3616	Salisbury, VT	1,000 00
1/4/2011	Art Institute of Chicago - 4th install	3618	Chicago, IL	200,000 00
1/4/2011	Yale University - Science & Human	3631	New Haven, CT	500,000 00
1/19/2011	Starlight Starbright Foundation	3632	New York, NY	500 00
1/20/2011	Harvard Business School	3637	Cambridge, MA	2,000 00
1/20/2011	The Elizabethan Club of Yale Unive	3638	New Haven, CT	500 00
1/31/2011	Desert Foothills Library	3642	Cave Creek, AZ	500 00
2/21/2011	North Avenue Day Nursery	3633	Chicago, IL	100 00
2/22/2011	Court Theater	3643	Chicago, IL	10,000 00
2/22/2011	Court Theater	3634	Chicago, IL	14,000 00
3/2/2011	Leukemia & Lymphoma Society	3644	New Haven, CT	100 00
3/8/2011	Illinois Humanities Council	3645	Chicago, IL	1,000 00
3/16/2011	Teach for America	3646	New Haven, CT	250 00
3/22/2011	J Paul Getty Museum	3652	Los Angeles, CA	5,000 00
3/22/2011	Huntington Library	3653	Los Angeles, CA	5,000 00
3/23/2011	Chicago Shakespeare Theater	3647	Chicago, IL	25,000 00
3/30/2011	Chicago Humanities Festival	3651	Chicago, IL	25,000 00
4/9/2011	American Academy of Arts & Scienc	3655	Cambridge, MA	5,000 00
4/9/2011	Children's Oncology Services	3656	Chicago, IL	1,500 00
4/9/2011	Lyrnc Opera of Chicago	3657	Chicago, IL	25,000 00
	Total Cash Contributions:			\$1,138,650

Depreciation and Amortization
(Including Information on Listed Property)

OMB No 1545-0172

2010Attachment
Sequence No **67**

Name(s) shown on return

Franke Family Charitable Foundation

Identifying number

36-3662848

Business or activity to which this form relates

Form **990-PF** page **1****Part I Election To Expense Certain Property Under Section 179**

Note: If you have any listed property, complete Part V before you complete Part I

1	Maximum amount (see instructions)	1	
2	Total cost of section 179 property placed in service (see instructions)	2	
3	Threshold cost of section 179 property before reduction in limitation (see instructions)	3	
4	Reduction in limitation Subtract line 3 from line 2. If zero or less, enter -0-	4	
5	Dollar limitation for tax year. Subtract line 4 from line 1. If zero or less, enter -0-. If married filing separately, see instructions	5	
6	(a) Description of property	(b) Cost (business use only)	(c) Elected cost
7	Listed property. Enter the amount from line 29	7	
8	Total elected cost of section 179 property. Add amounts in column (c), lines 6 and 7	8	
9	Tentative deduction. Enter the smaller of line 5 or line 8	9	
10	Carryover of disallowed deduction from line 13 of your 2009 Form 4562	10	
11	Business income limitation. Enter the smaller of business income (not less than zero) or line 5 (see instrs)	11	
12	Section 179 expense deduction. Add lines 9 and 10, but do not enter more than line 11	12	
13	Carryover of disallowed deduction to 2011. Add lines 9 and 10, less line 12	13	

Note: Do not use Part II or Part III below for listed property. Instead, use Part V

Part II Special Depreciation Allowance and Other Depreciation (Do not include listed property) (See instructions)

14	Special depreciation allowance for qualified property (other than listed property) placed in service during the tax year (see instructions)	14	
15	Property subject to section 168(f)(1) election	15	
16	Other depreciation (including ACRS)	16	0.

Part III MACRS Depreciation (Do not include listed property) (See instructions)**Section A**

17	MACRS deductions for assets placed in service in tax years beginning before 2010	17	309.
18	If you are electing to group any assets placed in service during the tax year into one or more general asset accounts, check here ☐		

Section B - Assets Placed in Service During 2010 Tax Year Using the General Depreciation System

(a) Classification of property	(b) Month and year placed in service	(c) Basis for depreciation (business/investment use only - see instructions)	(d) Recovery period	(e) Convention	(f) Method	(g) Depreciation deduction
19a 3-year property						
b 5-year property						
c 7-year property						
d 10-year property						
e 15-year property						
f 20-year property						
g 25-year property			25 yrs		S/L	
h Residential rental property			27.5 yrs	MM	S/L	
			27.5 yrs	MM	S/L	
i Nonresidential real property			39 yrs	MM	S/L	
				MM	S/L	

Section C - Assets Placed in Service During 2010 Tax Year Using the Alternative Depreciation System

20a Class life					S/L	
b 12-year			12 yrs		S/L	
c 40-year			40 yrs	MM	S/L	

Part IV Summary (See instructions)

21	Listed property. Enter amount from line 28	21	
22	Total. Add amounts from line 12, lines 14 through 17, lines 19 and 20 in column (g), and line 21. Enter here and on the appropriate lines of your return. Partnerships and S corporations - see instructions	22	309.
23	For assets shown above and placed in service during the current year, enter the portion of the basis attributable to section 263A costs	23	

Part V Listed Property (Include automobiles, certain other vehicles, certain computers, and property used for entertainment, recreation, or amusement.)

Note: For any vehicle for which you are using the standard mileage rate or deducting lease expense, complete **only** 24a, 24b, columns (a) through (c) of Section A, all of Section B, and Section C if applicable

Section A – Depreciation and Other Information (Caution: See the instructions for limits for passenger automobiles.)

24 a Do you have evidence to support the business/investment use claimed?				☐ Yes	☐ No	24 b If 'Yes,' is the evidence written?				☐ Yes	☐ No
(a) Type of property (list vehicles first)	(b) Date placed in service	(c) Business/investment use percentage	(d) Cost or other basis	(e) Basis for depreciation (business/investment use only)	(f) Recovery period	(g) Method/Convention	(h) Depreciation deduction	(i) Elected section 179 cost			
25 Special depreciation allowance for qualified listed property placed in service during the tax year and used more than 50% in a qualified business use (see instructions)								25			
26 Property used more than 50% in a qualified business use											
27 Property used 50% or less in a qualified business use											
28 Add amounts in column (h), lines 25 through 27. Enter here and on line 21, page 1								28			
29 Add amounts in column (i), line 26. Enter here and on line 7, page 1								29			

Section B – Information on Use of Vehicles

Complete this section for vehicles used by a sole proprietor, partner, or other 'more than 5% owner,' or related person. If you provided vehicles to your employees, first answer the questions in Section C to see if you meet an exception to completing this section for those vehicles.

	(a) Vehicle 1		(b) Vehicle 2		(c) Vehicle 3		(d) Vehicle 4		(e) Vehicle 5		(f) Vehicle 6	
30 Total business/investment miles driven during the year (do not include commuting miles)												
31 Total commuting miles driven during the year												
32 Total other personal (noncommuting) miles driven												
33 Total miles driven during the year. Add lines 30 through 32												
	Yes	No	Yes	No	Yes	No	Yes	No	Yes	No	Yes	No
34 Was the vehicle available for personal use during off-duty hours?												
35 Was the vehicle used primarily by a more than 5% owner or related person?												
36 Is another vehicle available for personal use?												

Section C – Questions for Employers Who Provide Vehicles for Use by Their Employees

Answer these questions to determine if you meet an exception to completing Section B for vehicles used by employees who are not more than 5% owners or related persons (see instructions).

	Yes	No
37 Do you maintain a written policy statement that prohibits all personal use of vehicles, including commuting, by your employees?		
38 Do you maintain a written policy statement that prohibits personal use of vehicles, except commuting, by your employees? See the instructions for vehicles used by corporate officers, directors, or 1% or more owners.		
39 Do you treat all use of vehicles by employees as personal use?		
40 Do you provide more than five vehicles to your employees, obtain information from your employees about the use of the vehicles, and retain the information received?		
41 Do you meet the requirements concerning qualified automobile demonstration use? (See instructions.)		

Note: If your answer to 37, 38, 39, 40, or 41 is 'Yes,' do not complete Section B for the covered vehicles.

Part VI Amortization

(a) Description of costs	(b) Date amortization begins	(c) Amortizable amount	(d) Code section	(e) Amortization period or percentage	(f) Amortization for this year
42 Amortization of costs that begins during your 2010 tax year (see instructions)					
43 Amortization of costs that began before your 2010 tax year				43	
44 Total. Add amounts in column (f). See the instructions for where to report				44	

Form 990-PF, Page 1, Part I, Line 11

Line 11 Stmt

Other income:	Rev/Exp Book	Net Inv Inc	Adj Net Inc
Venture Investment Associates II	-113.	-113.	-113.
Venture Investment Associates II	3,786.	3,786.	3,786.
Venture Investment Associates IV	45,872.	45,872.	45,872.
Farallon FCIP, Ltd	3,530.	3,530.	3,530.
Farallon Capital Institutional P	715,484.	715,484.	715,484.
Bain Capital Fund X, LP K-1	15.	15.	15.
Bain Capital (Special Situations	859.	859.	859.
Bain Capital Fund X, LP K-1	-59,455.	-59,455.	-59,455.
BC VII Private Investors, LLC K-1	-8,844.	-8,844.	-8,844.
Bain Capital (Special Situations	-47.	-47.	-47.
Bain Capital Fund VI, LP K-1	-533.	-533.	-533.
Venture Investment Associates, L	-148.	-148.	-148.
Venture Investment Associates II	-545.	-545.	-545.
Venture Investment Associates II	-5,924.	-5,924.	-5,924.
Venture Investment Associates IV	-42,151.	-42,151.	-42,151.
Farallon FCIP, Ltd	-535.	-535.	-535.
Bain Capital Mezzanine Grantor T	-44.	-44.	-44.
Farallon Capital Institutional K	-51,847.	-51,847.	-51,847.
Total	599,360.	599,360.	599,360.

Form 990-PF, Page 1, Part I, Line 18

Line 18 Stmt

Taxes (see the instructions)	Rev/Exp Book	Net Inv Inc	Adj Net Inc	Charity Disb
Illinois Charity Bureau	315.			315.
Federal Taxes Paid	426.	426.	426.	
Foreign Taxes Paid	2,663.	2,663.	2,663.	
Total	3,404.	3,089.	3,089.	315.

Form 990-PF, Page 1, Part I, Line 23

Line 23 Stmt

Other expenses:	Rev/Exp Book	Net Inv Inc	Adj Net Inc	Charity Disb
Office Supplies	2,025.	1,013.	1,013.	1,012.
Telephone	1,634.	817.	817.	817.
Postage & Delivery	1,237.			1,237.
Information Technology	1,785.	893.	893.	892.
Insurance	238.	119.	119.	119.
Dues & Fees	100.	100.	100.	
Bank Fees	1,466.	733.	733.	733.
Equipment Rental	399.	200.	200.	199.
Repairs & Maintenance	276.	138.	138.	138.
Dues & Subscriptions	18.	18.	18.	
Miscellaneous	250.			250.
Total	9,428.	4,031.	4,031.	5,397.

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

Columns (a) thru (d)

(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)
Venture Investment Associates, LP K-1	P	12/31/09	12/31/10
Venture Investment Associates II, LP K-1	P	12/31/09	12/31/10
Venture Investment Associates III, LP K-1	P	06/30/10	12/31/10
Venture Investment Associates III, LP K-1	P	12/31/09	12/31/10
Venture Investment Associates IV, LP K-1	P	06/30/10	12/31/10
Venture Investment Associates IV, LP K-1	P	12/31/09	12/31/10
Farallon FCIP, Ltd	P	06/30/10	12/31/10
Farallon FCIP, Ltd	P	12/31/09	12/31/10
Farallon Capital Institutional Partners, LP K-1	P	06/30/10	12/31/10
Farallon Capital Institutional Partners, LP K-1	P	12/31/09	12/31/10
Farallon Capital Institutional Partners, LP K-1	P	12/31/09	12/31/10
Farallon Capital Institutional Partners, LP K-1	P	06/30/10	12/31/10
Farallon Capital Institutional Partners, LP K-1	P	12/31/09	12/31/10
Miscellaneous Gains	P	12/31/09	12/31/10

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

Columns (e) thru (h)

(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)
0.		362.	-362.
0.		6,823.	-6,823.
0.		2,001.	-2,001.
8,455.		0.	8,455.
0.		6,211.	-6,211.
110,003.		0.	110,003.
182.		0.	182.
0.		73,344.	-73,344.
18,901.		0.	18,901.
554,563.		0.	554,563.
5,762.		0.	5,762.
0.		25,486.	-25,486.
0.		38,230.	-38,230.
66.		0.	66.
Total		152,457.	545,475.

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

Columns (i) thru (l)

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))
			-362.
			-6,823.
			-2,001.

Form 990-PF, Part IV, Capital Gains and Losses for Tax on Investment Income
Columns (i) thru (l)

Continued

Complete only for assets showing gain in column (h) and owned
by the foundation on 12/31/69(l) Gains (column (h)
gain minus column (k),
but not less than -0-)
or losses (from
column (h))

(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	
			8,455.
			-6,211.
			110,003.
			182.
			-73,344.
			18,901.
			554,563.
			5,762.
			-25,486.
			-38,230.
			66.
Total			545,475.

Form 990-PF, Page 10, Part XV, Line 2

Information Regarding Contribution, Grant, Gift, Loan, Scholarship, etc, Programs

Name Richard J. FrankeAddress 400 N Michigan - Suite 300City, St, Zip, Phone Chicago IL 60611 (312) 464-9812

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

Written Narrative. Submit proof that the organization is 501(c)(3) qualified.

Any submission deadlines:

NoneAny restrictions or limitations on awards, such as by geographical areas, charitable fields, kinds of
institutions, or other factors:**None**

Name _____

Address _____

City, St, Zip, Phone _____

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

Any submission deadlines:

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

Form 990-PF, Page 1, Part I

Line 16b - Accounting Fees

Name of Provider	Type of Service Provided	Amount Paid Per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
Thomas J. Dwyer, Att	Tax Preparation & Plan	3,775.	3,775.		

Total 3,775. 3,775.

Form 990-PF, Page 1, Part I

Line 16c - Other Professional Fees

Name of Provider	Type of Service Provided	Amount Paid Per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
Karee McBride	Consulting Fees	16,500.			
Susan Kelty	Consulting Fees	61,700.			
Tyler Griffith	Consulting Fees	1,200.			

Total 79,400.

Form 990-PF, Line 19

Allocated Depreciation

Description	Date Acquire	Cost or Basis	Prior Yr Depr	Mthd	Life	Current Depr	Net Invest Income	Adjusted Net Income
COMPUTER EQUIP.	03/01/94	3919	3919	SL	5.00	0		
COMPUTER EQUIP.	04/01/97	1461	1461	SL	5.00	0		
2005 Computers	01/10/06	5372	5063	200DB	5.00	309		

Total

Form 990-PF, Page 2, Part II, Line 10b

L-10b Stmt

Line 10b - Investments - Corporate Stock:	End of Year	
	Book Value	Fair Market Value
Cisco Systems	11,330.	2,747.
Dodge & Cox Stock Fund	5,007,019.	5,475,037.
Domino's Pizza	210,237.	305,429.
Nuveen Preferred Shares	425,000.	425,000.
Nuveen Funds	1,563,757.	1,630,930.
Innophos Holdings, Inc	21,397.	41,578.
Total	<u>7,238,740.</u>	<u>7,880,721.</u>

Form 990-PF, Page 2, Part II, Line 13

L-13 Stmt

Line 13 - Investments - Other:	End of Year	
	Book Value	Fair Market Value
Absolute Return Cayman	1,471,421.	1,324,279.
Bain Capital Fund VI	48,310.	43,479.
Bain Capital Fund VII	164,161.	147,745.
Bain Capital Fund X	2,027,133.	1,824,420.
Bain Capital Mezzanine	8,728.	7,855.
Farallon Capital	24,482,992.	22,034,693.
Sankaty Middle Market	158,384.	142,546.
SRI Nine REIT	1,207,399.	1,086,659.
SRI Ten REIT	-1,387.	0.
Venture Investments I	105,733.	95,160.
Venture Investments II	67,287.	60,558.
Venture Investments III	222,100.	199,890.
Venture Investments IV	899,887.	809,898.
Total	<u>30,862,148.</u>	<u>27,777,182.</u>

Form 990-PF, Page 2, Part II, Line 14

L-14 Stmt

Line 14b - Description of Land, Buildings, and Equipment	(a) Cost/Other Basis	(b) Accumulated Depreciation	(c) Book Value
Equipment	9,291.	5,158.	4,133.
Total	<u>9,291.</u>	<u>5,158.</u>	<u>4,133.</u>

Supporting Statement of:

Form 990-PF, p1/Line 4(c)

Description	Amount
From Column A	871,602.
Deutsche Bank Alex Brown Tax Exempt	75.
Barclays Tax Exempt	12.
RBC Dain Tax Exempt	99.
Mesirow Tax Exempt	1,335.
Total	873,123.

Supporting Statement of:

Form 990-PF, p12/Line 4 Column (d)

Description	Amount
Bain Capital Fund X, LP K-1 - Interest	4,854.
Bain Capital Fund X, LP K-1 - Dividends	3,195.
Bain Capital (CCD) X, LP K-1 - Dividends	4,759.
BC VII Private Investors, LLC K-1 - Interest	2.
BC VII Private Investors, LLC K-1 - Dividends	469.
Bain Capital (Special Situations 2008-C) X, LP K-1 - Interest	161.
Bain Capital Fund VI, LP K-1 - Interest	10.
Bain Capital Mezzanine Grantor Trust - Interest	2.
Venture Investment Associates, LP K-1 - Interest	9.
Venture Investment Associates, LP K-1 - Dividends	21.
Venture Investment Associates II, LP K-1 - Interest	44.
Venture Investment Associates II, LP K-1 - Dividends	690.
Venture Investment Associates III, LP K-1 - Interest	189.
Venture Investment Associates III, LP K-1 - Dividends	1,759.
Venture Investment Associates IV, LP K-1 - Interest	18,727.
Venture Investment Associates IV, LP K-1 - Dividends	4,879.
Farallon FCIP, Ltd - Interest	4,757.
Farallon Capital Institutional Partners, LP K-1 - Interest	36,618.
Farallon Capital Institutional Partners, LP K-1 - Dividends	112,973.
Merrill Lynch Interest	3.
Deutsche Bank Alex Brown US Interest	2.
Treasury Direct US Interest	17,726.
Deutsche Bank Alex Brown Interest	262.
Dodge & Cox Dividends	69,289.
Innophos Holdings Dividends	648.
Nuveen Equity Premium Advantage Dividends	41,280.
Nuveen Core Equity Alpha Dividends	36,079.
Nuveen Equity Premium & Growth Dividends	33,936.
John Hancock Pref Income Dividends	2.
SRI Nine REIT - Dividends	478,257.
Total	871,602.

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

OMB No 1545-1709

Department of the Treasury
Internal Revenue Service► **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
	Franke Family Charitable Foundation	36-3662848
	Number, street, and room or suite number. If a P.O. box, see instructions	
	400 North Michigan, #300	
City, town or post office, state, and ZIP code. For a foreign address, see instructions		
CHICAGO		IL 60611

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 ► **FRANKE FAMILY CHARITABLE FOUNDATION**

Telephone No ► **(312) 464-9812** 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 **Feb 15**, 20 **12**, to file the exempt organization return for the organization named above. The extension is for the organization's return for

- ☐ calendar year 20 ____ or
- ☒ tax year beginning **Jul 1**, 20 **10**, and ending **Jun 30**, 20 **11**

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	\$	36,037.
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	\$	42,075.
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	\$	0.

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)