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Form **990-PF**Department of the Treasury
Internal Revenue Service**Return of Private Foundation**
or Section 4947(a)(1) Nonexempt Charitable Trust
Treated as a Private Foundation

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

07/01, 2010, and ending

06/30, 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

THE SHARNA AND IRVIN FRANK FOUNDATION

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

Room/suite

3125-B S. YALE AVE.

City or town, state, and ZIP code

TULSA, OK 74135

H Check type of organization

☒ Section 501(c)(3) exempt private foundation☐ Section 4947(a)(1) nonexempt charitable trust☐ Other taxable private foundation

I Fair market value of all assets at end

of year (from Part II, col (c), line

16) \$ 28,248,455.

J Accounting method

☒ Cash☐ Accrual☐ Other (specify)

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

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see page 11 of the instructions))

(a) Revenue and expenses per books

(b) Net investment income

(c) Adjusted net income

(d) Disbursements for charitable purposes (cash basis only)

1 Contributions, gifts, grants, etc. received (attach schedule)

2,861,023.

2 Check ☐ if the foundation is not required to attach Sch B

3 Interest on savings and temporary cash investments

48.

48.

4 Dividends and interest from securities

617,810.

617,810.

5a Gross rents

b Net rental income or (loss)

6a Net gain or (loss) from sale of assets not on line 10

484,650.

b Gross sales price for all assets on line 6a

10,077,956.

7 Capital gain net income (from Part IV, line 2)

484,650.

8 Net short-term capital gain

9 Income modifications

10a Gross sales less returns and allowances

b Less Cost of goods sold

c Gross profit or (loss) (attach schedule)

11 Other income (attach schedule)

49,708.

-26,705.

12 Total. Add lines 1 through 11

4,013,239.

1,075,803.

13 Compensation of officers, directors, trustees, etc.

53,269.

13,317.

14 Other employee salaries and wages

23,974.

5,994.

15 Pension plans, employee benefits

36,140.

9,035.

16a Legal fees (attach schedule) ATCH 4

4,737.

0.

b Accounting fees (attach schedule) ATCH 5

14,500.

7,250.

c Other professional fees (attach schedule)

17 Interest

7.

7.

18 Taxes (attach schedule) (see page 14 of the instructions)

55,669.

21,606.

19 Depreciation (attach schedule) and depletion

14,623.

2,699.

20 Occupancy

16,908.

4,227.

21 Travel, conferences, and meetings

22 Printing and publications

63.

63.

23 Other expenses (attach schedule) ATCH 7

151,826.

129,932.

24 Total operating and administrative expenses. Add lines 13 through 23

371,716.

194,067.

25 Contributions, gifts, grants paid

1,188,776.

26 Total expenses and disbursements. Add lines 24 and 25

1,560,492.

194,067.

27 Subtract line 26 from line 12

2,452,747.

a Excess of revenue over expenses and disbursements

b Net investment income (if negative, enter -0-)

881,736.

c Adjusted net income (if negative, enter -0-)

Operating and Administrative Expenses

Revenue

SCANNED MAR 21 2012

RECEIVED

MAR 19 2012

JSA ** ATCH 6

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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		9,708.	39,265.	39,265.
	2	Savings and temporary cash investments		2,854,629.	4,990,707.	4,990,707.
	3	Accounts receivable ▶ Less allowance for doubtful accounts ▶				
	4	Pledges receivable ▶ Less allowance for doubtful accounts ▶				
	5	Grants receivable				
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see page 15 of the instructions)				
	7	Other notes and loans receivable (attach schedule) ▶ Less allowance for doubtful accounts ▶				
	8	Inventories for sale or use				
	9	Prepaid expenses and deferred charges				
	10 a	Investments - U S and state government obligations (attach schedule)	1,000,000.	1,000,000.	993,428.	
	b	Investments - corporate stock (attach schedule)	12,525,111.	10,785,189.	12,559,899.	
	c	Investments - corporate bonds (attach schedule) ATCH 8	4,669,735.	6,571,590.	6,644,700.	
	11	Investments - land, buildings, and equipment basis Less accumulated depreciation (attach schedule) ▶	15,397. 9,794.	8,082.	5,603.	5,603.
	12	Investments - mortgage loans				
	13	Investments - other (attach schedule) ATCH 9	1,068,363.	1,117,702.	1,355,853.	
	14	Land, buildings, and equipment basis Less accumulated depreciation (attach schedule) ▶	5,115. 678.	764.	4,437.	4,437.
15	Other assets (describe ▶ ATCH 10)	1,568,368.	1,643,240.	1,654,563.		
16	Total assets (to be completed by all filers - see the instructions. Also, see page 1, item I)	23,704,760.	26,157,733.	28,248,455.		
Liabilities	17	Accounts payable and accrued expenses	1,801.	2,026.		
	18	Grants payable				
	19	Deferred revenue				
	20	Loans from officers, directors, trustees, and other disqualified persons				
	21	Mortgages and other notes payable (attach schedule)				
	22	Other liabilities (describe ▶)				
23	Total liabilities (add lines 17 through 22)	1,801.	2,026.			
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ▶ ☐					
	Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. ▶ ☒					
	24	Unrestricted				
	25	Temporarily restricted				
	26	Permanently restricted				
	27	Capital stock, trust principal, or current funds				
	28	Paid-in or capital surplus, or land, bldg, and equipment fund				
	29	Retained earnings, accumulated income, endowment, or other funds	23,702,959.	26,155,707.		
	30	Total net assets or fund balances (see page 17 of the instructions)	23,702,959.	26,155,707.		
	31	Total liabilities and net assets/fund balances (see page 17 of the instructions)	23,704,760.	26,157,733.		

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	23,702,959.
2	Enter amount from Part I, line 27a	2	2,452,747.
3	Other increases not included in line 2 (itemize) ▶ ATTACHMENT 11	3	1.
4	Add lines 1, 2, and 3	4	26,155,707.
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	26,155,707.

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Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse; or common stock, 200 shs MLC Co.)			(b) How acquired P-Purchase D-Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a SEE PART IV SCHEDULE					
b					
c					
d					
e					
(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)		
a					
b					
c					
d					
e					
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(i) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))		
(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any			
a					
b					
c					
d					
e					
2 Capital gain net income or (net capital loss) $\left\{ \begin{array}{l} \text{If gain, also enter in Part I, line 7} \\ \text{If (loss), enter -0- in Part I, line 7} \end{array} \right\}$			2	484,650.	
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6) If gain, also enter in Part I, line 8, column (c) (see pages 13 and 17 of the instructions) If (loss), enter -0- in Part I, line 8.			3		

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

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

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

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period?

☐ Yes ☒ No

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

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col. (b) divided by col. (c))
2009	1,011,451.	20,869,238.	0.048466
2008	723,874.	14,552,127.	0.049744
2007	596,585.	11,251,470.	0.053023
2006	29,000.	611,891.	0.047394
2005	26,500.	575,675.	0.046033
2 Total of line 1, column (d)			2 0.244660
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 0.048932
4 Enter the net value of noncharitable-use assets for 2010 from Part X, line 5			4 26,716,401.
5 Multiply line 4 by line 3			5 1,307,287.
6 Enter 1% of net investment income (1% of Part I, line 27b)			6 8,817.
7 Add lines 5 and 6			7 1,316,104.
8 Enter qualifying distributions from Part XII, line 4. If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate. See the Part VI instructions on page 18.			8 1,305,866.

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

1a Exempt operating foundations described in section 4940(d)(2), check here ☐ and enter "N/A" on line 1 Date of ruling or determination letter _____ (attach copy of ruling letter if necessary - see instructions)		
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here ☐ and enter 1% of Part I, line 27b		1 17,635.
c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col (b).		
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)		2
3 Add lines 1 and 2		3 17,635.
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 17,635.
6 Credits/Payments		
a 2010 estimated tax payments and 2009 overpayment credited to 2010	6a 20,000.	
b Exempt foreign organizations-tax withheld at source	6b 0.	
c Tax paid with application for extension of time to file (Form 8868)	6c 15,000.	
d Backup withholding erroneously withheld	6d	
7 Total credits and payments. Add lines 6a through 6d	7 35,000.	
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 17,365.	
11 Enter the amount of line 10 to be Credited to 2011 estimated tax 17,365. Refunded	11	

Part VII-A Statements Regarding Activities

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

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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 page 20 of the instructions)	11		X
12	Did the foundation acquire a direct or indirect interest in any applicable insurance contract before August 17, 2008?	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	X	
Website address WWW.SIFRANKFOUNDATION.ORG				
14	The books are in care of MAY SHEEHAN Telephone no 918-583-3244			
Located at 3125-B S. YALE AVE.; TULSA, OK ZIP + 4 74135				
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here	15		
and enter the amount of tax-exempt interest received or accrued during the year				
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?	16	Yes	No
See page 20 of the instructions for exceptions and filing requirements for Form TD F 90-22.1 If "Yes," enter the name of the foreign country _____				

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

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

		Yes	No
1a	During the year did the foundation (either directly or indirectly):		
(1)	Engage in the sale or exchange, or leasing of property with a disqualified person? ☐ Yes ☒ No		
(2)	Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? ☐ Yes ☒ No		
(3)	Furnish goods, services, or facilities to (or accept them from) a disqualified person? ☒ Yes ☐ No		
(4)	Pay compensation to, or pay or reimburse the expenses of, a disqualified person? ☒ Yes ☐ No		
(5)	Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? ☐ Yes ☒ No		
(6)	Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days) ☐ Yes ☒ No		
b	If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see page 22 of the instructions)? ☐ Yes ☒ No	1b	X
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? ☐ Yes ☒ No	1c	X
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))		
a	At the end of tax year 2010, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2010? ☐ Yes ☒ No		
If "Yes," list the years _____			
b	Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see page 22 of the instructions)	2b	
c	If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here _____		
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? ☒ Yes ☐ No		
b	If "Yes," did it have excess business holdings in 2010 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969, (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest, or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? (Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2010)	3b	X
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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Part VII-B Statements Regarding Activities for Which Form 4720 May Be Required (continued)

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

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

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

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

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

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

b If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see page 22 of the instructions)? ☒ Yes ☐ No
Organizations relying on a current notice regarding disaster assistance check here ☒ X

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? ☐ Yes ☒ No
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? ☐ Yes ☒ No

Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors**1 List all officers, directors, trustees, foundation managers and their compensation (see page 22 of the instructions).**

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
ATTACHMENT 12		53,269.	13,750.	0.

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

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

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

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Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors (continued)**3** Five highest-paid independent contractors for professional services (see page 23 of the instructions). If none, enter "NONE."

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

Total number of others receiving over \$50,000 for professional services NONE

Part IX-A Summary of Direct Charitable Activities

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

	Expenses
1 NOT APPLICABLE	
2	
3	
4	

Part IX-B Summary of Program-Related Investments (see page 24 of the instructions)

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2

	Amount
1 NONE	
2	
All other program-related investments See page 24 of the instructions	
3 NONE	
Total. Add lines 1 through 3	

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:		
a	Average monthly fair market value of securities	1a	22,149,234.
b	Average of monthly cash balances	1b	3,310,803.
c	Fair market value of all other assets (see page 25 of the instructions)	1c	1,663,213.
d	Total (add lines 1a, b, and c)	1d	27,123,250.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	
2	Acquisition indebtedness applicable to line 1 assets	2	0.
3	Subtract line 2 from line 1d	3	27,123,250.
4	Cash deemed held for charitable activities. Enter 1 1/2 % of line 3 (for greater amount, see page 25 of the instructions)	4	406,849.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	26,716,401.
6	Minimum investment return. Enter 5% of line 5	6	1,335,820.

Part XI Distributable Amount (see page 25 of the instructions) (Section 4942(j)(3) and (j)(5) private operating foundations and certain foreign organizations check here ☐ and do not complete this part)

1	Minimum investment return from Part X, line 6	1	1,335,820.
2a	Tax on investment income for 2010 from Part VI, line 5	2a	17,635.
b	Income tax for 2010 (This does not include the tax from Part VI)	2b	
c	Add lines 2a and 2b	2c	17,635.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	1,318,185.
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	1,318,185.
6	Deduction from distributable amount (see page 25 of the instructions)	6	
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	1,318,185.

Part XII Qualifying Distributions (see page 25 of the instructions)

1	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes:		
a	Expenses, contributions, gifts, etc. - total from Part I, column (d), line 26	1a	1,305,866.
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	1,305,866.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b (see page 26 of the instructions)	5	N/A
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	1,305,866.

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

Part XIII Undistributed Income (see page 26 of the instructions)

	(a) Corpus	(b) Years prior to 2009	(c) 2009	(d) 2010
1 Distributable amount for 2010 from Part XI, line 7				1,318,185.
2 Undistributed income, if any, as of the end of 2010				
a Enter amount for 2009 only				
b Total for prior years 20 08, 20 07, 20 06				
3 Excess distributions carryover, if any, to 2010				
a From 2005				
b From 2006				
c From 2007				206,212.
d From 2008				1,198.
e From 2009				
f Total of lines 3a through e	207,410.			
4 Qualifying distributions for 2010 from Part XII, line 4 ▶ \$ 1,305,866.				
a Applied to 2009, but not more than line 2a				
b Applied to undistributed income of prior years (Election required - see page 26 of the instructions)				
c Treated as distributions out of corpus (Election required - see page 26 of the instructions)				
d Applied to 2010 distributable amount				1,305,866.
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).)	12,319.			12,319.
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	195,091.			
b Prior years' undistributed income Subtract line 4b from line 2b				
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed				
d Subtract line 6c from line 6b Taxable amount - see page 27 of the instructions				
e Undistributed income for 2009. Subtract line 4a from line 2a Taxable amount - see page 27 of the instructions				
f Undistributed income for 2010 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2011				
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see page 27 of the instructions)				
8 Excess distributions carryover from 2005 not applied on line 5 or line 7 (see page 27 of the instructions)				
9 Excess distributions carryover to 2011. Subtract lines 7 and 8 from line 6a	195,091.			
10 Analysis of line 9				
a Excess from 2006				
b Excess from 2007				193,893.
c Excess from 2008				1,198.
d Excess from 2009				
e Excess from 2010				

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

1 a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2010, enter the date of the ruling

b Check box to indicate whether the foundation is a private operating foundation described in section

4942(j)(3) or

4942(j)(5)

2 a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed

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

Part XV Supplementary Information (Complete this part only if the foundation had \$5,000 or more in assets at any time during the year - see page 28 of the instructions.)**1 Information Regarding Foundation Managers:**

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

N/A

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

N/A

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

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

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

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

c Any submission deadlines:

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

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount			
a Paid during the year ATTACHMENT 13							
Total	▶ 3a	1,188,776.	b Approved for future payment				
Total	▶ 3b						

Enter gross amounts unless otherwise indicated

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

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

[illegible]

Schedule of Contributors

OMB No 1545-0047

2010

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

Name of the organization

THE SHARNA AND IRVIN FRANK FOUNDATION

Employer identification number

73-1503704

Organization type (check one).

Filers of:

Section:

Form 990 or 990-EZ

☐ 501(c)() (enter number) organization

☐ 4947(a)(1) nonexempt charitable trust **not** treated as a private foundation

☐ 527 political organization

Form 990-PF

☒ 501(c)(3) exempt private foundation

☐ 4947(a)(1) nonexempt charitable trust treated as a private foundation

☐ 501(c)(3) taxable private foundation

Check if your organization is covered by the **General Rule** or a **Special Rule**.

Note. Only a section 501(c)(7), (8), or (10) organization can check boxes for both the General Rule and a Special Rule. See instructions.

General Rule

- ☒ For an organization filing Form 990, 990-EZ, or 990-PF that received, during the year, \$5,000 or more (in money or property) from any one contributor. Complete Parts I and II.

Special Rules

- ☐ For a section 501(c)(3) organization filing Form 990 or 990-EZ that met the 33 1/3 % support test of the regulations under sections 509(a)(1) and 170(b)(1)(A)(vi), and received from any one contributor, during the year, a contribution of the greater of (1) \$5,000 or (2) 2% of the amount on (i) Form 990, Part VIII, line 1h or (ii) Form 990-EZ, line 1. Complete Parts I and II.
- ☐ For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, aggregate contributions of more than \$1,000 for use *exclusively* for religious, charitable, scientific, literary, or educational purposes, or the prevention of cruelty to children or animals. Complete Parts I, II, and III.
- ☐ For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, contributions for use *exclusively* for religious, charitable, etc., purposes, but these contributions did not aggregate to more than \$1,000. If this box is checked, enter here the total contributions that were received during the year for an *exclusively* religious, charitable, etc., purpose. Do not complete any of the parts unless the **General Rule** applies to this organization because it received nonexclusively religious, charitable, etc., contributions of \$5,000 or more during the year. ▶ \$ _____

Caution. An organization that is not covered by the General Rule and/or the Special Rules does not file Schedule B (Form 990, 990-EZ, or 990-PF), but it **must** answer "No" on Part IV, line 2 of its Form 990, or check the box on line H of its Form 990-EZ, or on line 2 of its Form 990-PF, to certify that it does not meet the filing requirements of Schedule B (Form 990, 990-EZ, or 990-PF).

Name of organization THE SHARNA AND IRVIN FRANK FOUNDATION

Employer identification number

73-1503704

Part I Contributors (see instructions)

(a) No.	(b) Name, address, and ZIP + 4	(c) Aggregate contributions	(d) Type of contribution
1	IRVIN E. FRANK ESTATE 3125-B S. YALE AVENUE TULSA, OK 74135	\$ 2,861,023.	Person ☒ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)
			Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)
			Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)
			Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)
			Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)
			Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)
			Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)

ATTACHMENT 1FORM 990PF, PART I - INTEREST ON TEMPORARY CASH INVESTMENTS

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>
INTEREST ON SAVINGS/ TEMPORARY CASH INV.	48.	48.
TOTAL	<u>48.</u>	<u>48.</u>

ATTACHMENT 2FORM 990PF, PART I - DIVIDENDS AND INTEREST FROM SECURITIES

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>
DIVIDENDS - MUTUAL FUND & IND STOCKS	400,941.	400,941.
INTEREST - USGO	45,313.	45,313.
INTEREST & DIVIDENDS FROM TULSA-N TRUST	54.	54.
INTEREST INC - VARIOUS K-1	261.	261.
INTEREST INC - BOK INV	2,649.	2,649.
INTEREST INC - BONDS/CDS	98,574.	98,574.
INTEREST INC - ALBERTA LTD NR	8,742.	8,742.
INTEREST INC - BOK TAX EXEMPT	61,276.	61,276.
TOTAL	<u>617,810.</u>	<u>617,810.</u>

ATTACHMENT 3FORM 990PF, PART I - OTHER INCOME

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
FEE REBATE	1,225.	1,225.
TULSA-N TRUST	-41,687.	-27,934.
M&N VALVE JOINT VENTURE LP	2,546.	
STATE INCOME TAX REFUNDS	1,378.	
FEDERAL INCOME TAX REFUND	12,124.	
MISC INCOME	579.	579.
SUNBURST COMPANY, LLC	-146.	-146.
PORTOFINO COMPANY, LLC	-1,351.	
OIL & GAS WORKING INTEREST GROSS INCOME	75,469.	
FRANK & NEWMAN, LLC	-489.	-489.
OIL & GAS ROYALTY GROSS INCOME	60.	60.
TOTALS	<u>49,708.</u>	<u>-26,705.</u>

ATTACHMENT 4

FORM 990PF, PART I - LEGAL FEES

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>	<u>ADJUSTED NET INCOME</u>	<u>CHARITABLE PURPOSES</u>
LEGAL FEES	4,737.			4,737.
TOTALS	<u>4,737.</u>	<u>0.</u>	<u>0.</u>	<u>4,737.</u>

ATTACHMENT 5FORM 990PF, PART I - ACCOUNTING FEES

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>	<u>ADJUSTED NET INCOME</u>	<u>CHARITABLE PURPOSES</u>
TAX PREP FEES	14,500.	7,250.		7,250.
TOTALS	<u>14,500.</u>	<u>7,250.</u>	<u>0.</u>	<u>7,250.</u>

ATTACHMENT 6FORM 990PF, PART I - TAXES

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>	<u>CHARITABLE PURPOSES</u>
EXCISE TAXES	25,000.		
FEDERAL INCOME TAXES			
CALIFORNIA STATE INCOME TAXES	1,260.		
GEORGIA STATE INCOME TAXES	128.		
FOREIGN TAXES WITHHELD	9,672.	9,672.	
PAYROLL TAXES	5,867.	2,934.	
OIL & GAS GPT	2,120.		
REAL ESTATE TAXES	9,000.	9,000.	
AD VALOREM TAXES - O & G	1,739.		
KANSAS INCOME TAXES	590.		
NEBRASKA INCOME TAXES	293.		
TOTALS	<u>55,669.</u>	<u>21,606.</u>	<u>2,934.</u>

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

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
		TOTAL LONG-TERM COMMON TRUST FUND AND PARTNERSHIP, S CORPORATION, AND OTHER ESTATES OR TRUST GAIN OR LOSS					146,893.	
3,483,118.		SEE SCHEDULE D-1 PROPERTY TYPE: SECURITIES 2,764,598.				P	VAR	VAR
		CURRENCY EXCHANGE RATE LOSS PROPERTY TYPE: OTHER 99.				P	VAR	VAR
520.		FRANK & NEWMAN LLC PROPERTY TYPE: OTHER				D	02/18/2008	12/15/2011
		SEE SCHEDULE D-1 PROPERTY TYPE: SECURITIES 6,828,609.				P	VAR	VAR
6,447,425.							-381,184.	
TOTAL GAIN(LOSS)							<u>484,650.</u>	

ATTACHMENT 7FORM 990PF, PART I - OTHER EXPENSES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	CHARITABLE PURPOSES
CUSTODIAL/INVESTMENT FEES	126,873.	126,873.	
POSTAGE & FREIGHT	96.	24.	72.
OFFICE SUPPLIES/EXPENSE	886.	221.	665.
BOARD EXPENSES	159.		159.
DUES & SUBSCRIPTIONS	1,637.	409.	1,228.
OIL & GAS LOE	17,506.		
MISC INVESTMENT EXP - K-1S	1,700.	1,700.	
MISC. EXPENSES	642.	161.	481.
WEBSITE/LOGO	155.		155.
OFFICE COMPUTER EXPENSE	942.	236.	706.
OFFICE EQUIPMENT RENTAL	408.	102.	306.
WORKER'S COMPENSATION INSUR	822.	206.	616.
TOTALS	151,826.	129,932.	4,388.

ATTACHMENT 8

FORM 990PF, PART II - CORPORATE BONDS

<u>DESCRIPTION</u>	<u>ENDING BOOK VALUE</u>	<u>ENDING FMV</u>
CORPORATE BONDS/MUTUAL FDS	4,692,596.	4,747,721.
TE MUNI BDS/MUT FDS	1,878,994.	1,896,979.
TOTALS	<u>6,571,590.</u>	<u>6,644,700.</u>

ATTACHMENT 9

FORM 990PF, PART II - OTHER INVESTMENTS

<u>DESCRIPTION</u>	<u>ENDING BOOK VALUE</u>	<u>ENDING FMV</u>
ALTERNATIVE INVESTMENTS	1,117,702.	1,355,853.
TOTALS	<u>1,117,702.</u>	<u>1,355,853.</u>

ATTACHMENT 10FORM 990PF, PART II - OTHER ASSETS

<u>DESCRIPTION</u>	<u>ENDING BOOK VALUE</u>	<u>ENDING FMV</u>
TULSA "N" TRUST	110,011.	110,011.
C/S - 1362625 ALBERTA LTD	195.	195.
N/R - 1362625 ALBERTA	165,814.	165,814.
N/R - GRESTOVIC	173,572.	173,572.
N/R - INECHITI	173,571.	173,571.
FRANK FAMILY INV CO LLC	56,612.	56,616.
M&N VALVE JT VENTURE, LP		
UTILITY DEPOSITS	408.	408.
KEYSTONE PENINSULA LLC	500,413.	500,413.
VENTURE VII, LLC	8,243.	8,243.
FRANK & NEWMAN, LLC		
145TH E. AVE, LAND CO, LLC	154,841.	154,841.
SUNBURST CO., LLC	2,702.	2,702.
PORTOFINO CO, LLC	23,050.	23,051.
RISINGER ROAD TRUST	218,667.	218,667.
WORKING INTEREST LHC	74,411.	66,459.
ACCUMULATED DEPLETION	-19,270.	
TOTALS	<u>1,643,240.</u>	<u>1,654,563.</u>

ATTACHMENT 11FORM 990PF, PART III - OTHER INCREASES IN NET WORTH OR FUND BALANCESDESCRIPTIONAMOUNT

ROUNDING

1.

TOTAL

1.

THE SHARNA AND IRVIN FRANK FOUNDATION

73-1503704

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

ATTACHMENT 12

NAME AND ADDRESS	TITLE AND AVERAGE HOURS PER WEEK DEVOTED TO POSITION	COMPENSATION	CONTRIBUTIONS TO EMPLOYEE BENEFIT PLANS	EXPENSE ACCT AND OTHER ALLOWANCES
MAY SHEEHAN 3125-B S. YALE AVE. TULSA, OK 74135	PRESIDENT / TREASURER 25.00	53,269.	13,750.	0.
COLEMAN ROBISON 525 SOUTH MAIN, #700 TULSA, OK 74103	V. PRES. / SECRETARY / TRUSTEE 1.50	0.	0.	0.
JACOB HOWLAND 3171 S. MADISON TULSA, OK 74105	TRUSTEE 1.00	0.	0.	0.
DANIEL ZELIGSON 1840 E. 27TH TULSA, OK 74114	TRUSTEE 1.00	0.	0.	0.
JON STOLPER 3121 E. 86TH STREET TULSA, OK 74137	TRUSTEE 1.50	0.	0.	0.
SANFORD CARDIN 1722 E. 43RD STREET TULSA, OK 74105	TRUSTEE 1.00	0.	0.	0.
GRAND TOTALS		53,269.	13,750.	0.

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEARATTACHMENT 13

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND		PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
	FOUNDATION STATUS OF RECIPIENT			
EMERGENCY INFANT SERVICES 222 S. HOUSTON AVENUE TULSA, OK 74127	NONE 501 (C) (3)		OPERATIONS	20,000.
MAZON 1990 S. BUNDY, SUITE 260 LOS ANGELES, CA 90025	NONE 501 (C) (3)		GENERAL PURPOSE	10,000.
MEALS ON WHEELS OF METRO TULSA 12620 E. 31ST TULSA, OK 74146	NONE 501 (C) (3)		GENERAL PURPOSE	11,000.
NEIGHBOR FOR NEIGHBOR 505 EAST 36TH ST. NORTH TULSA, OK 74106	NONE 501 (C) (3)		OPERATIONS	30,000.
TULSA ADVOCATES FOR THE PROTECTION OF CHILDREN P.O. BOX 14044 TULSA, OK 74159-1044	NONE 501 (C) (3)		OPERATIONS	10,000.
AMERICAN FRIENDS OF MAGEN DAVID ADOM 3175 COMMERCIAL AVENUE NORTHBROOK, IL 60062	NONE 501 (C) (3)		GENERAL PURPOSE	2,500.

ATTACHMENT 13

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEARATTACHMENT 13 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT		PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
TULSA DAY CENTER FOR THE HOMELESS 415 W. ARCHER STREET TULSA, OK 74103	NONE	501(C) (3)	ID PROGRAM & CONTRIBUTION	15,000.
CHILD ABUSE NETWORK 2829 S SHERIDAN TULSA, OK 74129	NONE	501(C) (3)	OPERATIONS	7,000.
SHERWIN MILLER MUSEUM OF JEWISH ART 2021 E. 71ST STREET TULSA, OK 74136	NONE	501(C) (3)	2011 EXHIBITION SERIES	15,000.
COMMUNITY ACTION PROJECT 4606 S. GARNETT RD, SUITE 100 TULSA, OK 74146	NONE	501(C) (3)	TUESDAY TALES & RIF PROGRAMS	5,000.
SAN MIGUEL SCHOOL OF TULSA 2434 E. ADMIRAL BLVD TULSA, OK 74110	NONE	501(C) (3)	OPERATING & BUILDING CAMPAIGN	80,000.
DOCTORS WITHOUT BORDERS 333 7TH AVENUE, 2ND FLOOR NEW YORK, NY 10001-5004	NONE	501(C) (3)	GENERAL PROGRAM	5,000.

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEARATTACHMENT 13 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND		PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
	FOUNDATION STATUS OF RECIPIENT			
CLAL(CENTER FOR LEARNING AND LEADERSHIP) 440 PARK AVENUE SOUTH, 4TH FLOOR NEW YORK, NY 10016-8012	NONE	501 (C) (3)	GENERAL PROGRAM	2,500.
DUKE UNIVERSITY P.O. BOX 90600 DURHAM, NC 27708	NONE	501 (C) (3)	GENERAL PURPOSE	10,000.
COMMUNITY FOOD BANK OF EASTERN OKLAHOMA 1304 N. KENOSHA AVE TULSA, OK 74106-5901	NONE	501 (C) (3)	GENERAL PURPOSE	10,000.
CONGREGATION B'NAI EMUNAH P.O. BOX 52430 TULSA, OK 74152	NONE	501 (C) (3)	GENERAL PURPOSE	2,650.
JEWISH FEDERATION OF TULSA 2021 E 71ST STREET TULSA, OK 74135	NONE	501 (C) (3)	HOLOCAUST EDUCATION, LECTURE SERIES, AND GENERAL PURPOSE	34,600.
LOLLIPOPS & RAINBOWS 5103 S. SHERIDAN RD. #670 TULSA, OK 74145	NONE	501 (C) (3)	OPERATIONS	1,250.

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEARATTACHMENT 13 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT		PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
MARQUETTE RISE 1519 S. QUINCY TULSA, OK 74120	NONE 501(C) (3)		OPERATIONS	25,000.
OKLA CHAPTER NATIONAL MULTIPLE SCLEROSIS SOCIETY 1632 S TRENTON AVENUE TULSA, OK 74120	NONE 501(C) (3)		GENERAL PURPOSE	2,500.
PROJECT ELF, INC. 4606 E. 67TH, SUITE 206 TULSA, OK 74136	NONE 501(C) (3)		FUND ADMINISTRATIVE POSITION	30,000.
MIZEL JEWISH COMMUNITY DAY SCHOOL 2021 E. 71ST STREET TULSA, OK 74136	NONE 501(C) (3)		SCHOLARSHIPS FOR STUDENTS	22,500.
THE TRISTESSE GRIEF CENTER 3930 E. 31ST STREET TULSA, OK 74135	NONE 501(C) (3)		FUND EXEC. DIRECTOR POSITION	32,500.
OKLAHOMA ISRAEL EXCHANGE 710 WILSHIRE BLVD, SUITE C OKLAHOMA CITY, OK 73116	NONE 501(C) (3)		GENERAL PURPOSE	1,000.

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEARATTACHMENT 13 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
TULSA JEWISH RETIREMENT & HEALTH CARE CENTER 2025 E. 71ST STREET TULSA, OK 74136-5453	NONE 501(C) (3)	OPERATIONS	25,000.
TOWN & COUNTRY SCHOOL 5150 E. 101ST STREET TULSA, OK 74137	NONE 501(C) (3)	OPERATIONS	15,000.
GRANTS LESS THAN \$1,000	NONE 501(C) (3)		3,876.
TULSA COMMUNITY FOUNDATION - CHILD PROTECTION COAL 102 E. 22ND COURT OWASSO, OK 74055	NONE 501(C) (3)	CONTRIBUTION - CHILD PROTECTION COALITION	15,000.
TULSA COMMUNITY FOUNDATION-A WAY HOME FOR TULSA 7030 S. YALE AVENUE, SUITE 600 TULSA, OK 74136	NONE 501(C) (3)	A WAY HOME FOR TULSA CONTRIBUTION	50,000.
YOUTH SERVICES OF TULSA 311 S. MADISON AVENUE TULSA, OK 74120	NONE 501(C) (3)	TRANSITIONAL LIVING PROGRAM	50,000.

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEARATTACHMENT 13 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT		PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
AMERICAN JEWISH COMMITTEE (AJC) 165 EAST 56TH STREET NEW YORK, NY 10022	NONE 501(C)(3)		ACCESS PROGRAM	15,000.
AMERICAN PARDES FOUNDATION, INC. 5 WEST 37TH ST., SUITE 802 NEW YORK, NY 10018	NONE 501(C)(3)		ENVIRONMENTAL CLASSROOM	20,000.
BIG BROTHERS & BIG SISTERS OF OKLAHOMA 5151 E. 51ST STREET, SUITE 101 TULSA, OK 74135	NONE 501(C)(3)		AMACHI PROGRAM	10,000.
B'NAI B'RITH HILLEL FOUNDATION AT OU 494 ELM AVENUE NORMAN, OK 73069	NONE 501(C)(3)		OPERATIONS	5,000.
CAMPFIRE USA GREEN COUNTRY COUNCIL, INC. 706 S. BOSTON AVENUE TULSA, OK 74119-1610	NONE 501(C)(3)		OUTREACH AT RISK PROGRAM	5,000.
CROSSTOWN LEARNING CENTER 2501 E. ARCHER STREET TULSA, OK 74110	NONE 501(C)(3)		OPERATIONS	10,000.

FORM 990FE, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEARATTACHMENT 13 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
DAYSPRING VILLA WOMEN'S & CHILDREN'S SHELTER P.O. BOX 1588 SAND SPRINGS, OK 74063	NONE 501 (C) (3)	OPERATIONS	5,000.
GLOBAL GARDENS P.O. BOX 52034 TULSA, OK 74152	NONE 501 (C) (3)	OPERATIONS	10,000.
LEADERSHIP TULSA, INC. 1717 S. BOULDER AVENUE, STE 104 TULSA, OK 74119	NONE 501 (C) (3)	OPERATIONS	3,000.
OKLAHOMA ARTS INSTITUTE 2600 VAN BUREN, SUITE 2606 NORMAN, OK 73072	NONE 501 (C) (3)	SUMMER ARTS PROGRAM	5,000.
PHILBROOK MUSEUM OF ART 2727 ROCKFORD ROAD TULSA, OK 74114-4104	NONE 501 (C) (3)	GENERAL OPERATIONS	10,000.
REBUILDING TOGETHER TULSA P.O. BOX 52201 TULSA, OK 74152	NONE 501 (C) (3)	GENERAL OPERATIONS	20,000.

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEARATTACHMENT 13 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT		PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
RESONANCE CENTER FOR WOMEN, INC. 1608 S. ELWOOD AVENUE TULSA, OK 74119	NONE 501(C) (3)		GENERAL OPERATIONS	15,000.
ST. JOHN MEDICAL CENTER FOUNDATION 1923 S. UTICA AVENUE TULSA, OK 74104	NONE 501(C) (3)		GENERAL PURPOSE	2,500.
STREET SCHOOL 1135 S. YALE AVENUE TULSA, OK 74112	NONE 501(C) (3)		GENERAL OPERATIONS	10,000.
SWARTHMORE COLLEGE 500 COLLEGE AVENUE SWARTHMORE, PA 19081	NONE 501(C) (3)		GENERAL PROGRAM	500.
THE DREAM INSTITUTE P.O. BOX 52785 TULSA, OK 74152-0785	NONE 501(C) (3)		GENERAL OPERATIONS	5,000.
THE RIGHT PATH RIDING SCHOOL 16620 OLD SHAMROCK HWY. DRUMRIGHT, OK 74030	NONE 501(C) (3)		OPERATIONS	10,000.

FORM 990FE, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEARATTACHMENT 13 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND		PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
	FOUNDATION STATUS OF RECIPIENT			
TULSA AREA UNITED WAY P.O BOX 1859 TULSA, OK 74101-1859	NONE 501 (C) (3)		OPERATIONS	10,000.
TULSA BALLET 1212 E. 45TH PL. SOUTH TULSA, OK 74105	NONE 501 (C) (3)		LEAPS AHEAD PROGRAM	5,000.
TULSA COMMUNITY FOUNDATION FBO FAB LAB TULSA, INC P.O. BOX 14047 TULSA, OK 74159	NONE 501 (C) (3)		OPERATIONS	10,000.
TULSA OPERA, INC. 1610 S. BOULDER AVENUE TULSA, OK 74119-4479	NONE 501 (C) (3)		OUTREACH PROGRAMMING	10,000.
TULSA SYMPHONY ORCHESTRA 111 E. 1ST STREET, SUITE 1 TULSA, OK 74103-2817	NONE 501 (C) (3)		GENERAL OPERATIONS	12,000.
COMMUNITY SERVICE COUNCIL OF GREATER TULSA 16 E. 16TH ST., STE. 202 TULSA, OK 74119-4402	NONE 501 (C) (3)		DROPOUT PREVENTION & TACSI PROGRAMS	30,000.

FORM 990FF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEARATTACHMENT 13 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
ALS WORLDWIDE 125 N. HAMILTON STREET MADISON, WI 53703	NONE 501(C) (3)	OPERATIONS	32,000.
ALZHEIMER'S ASSOCIATION - OK & ARK CHAPTER 6465 S. YALE AVENUE, SUITE 312 TULSA, OK 74136	NONE 501(C) (3)	OPERATIONS	10,000.
AMERICAN JEWISH JOINT DISTRIBUTION COMMITTEE 711 THIRD AVENUE NEW YORK, NY 10017	NONE 501(C) (3)	OPERATIONS	15,000.
ANTI DEFAMATION LEAGUE 605 3RD AVENUE NEW YORK, NY 10158	NONE 501(C) (3)	GENERAL PURPOSE	1,000.
ARTS & HUMANITIES COUNCIL OF TULSA 2210 S. MAIN STREET TULSA, OK 74114	NONE 501(C) (3)	COMMUNITY ARTS PARTNERSHIP PROGRAM	7,500.
AYEKA, LTD 10630 TUXFORD DRIVE ALPHARETTA, GA 30022	NONE 501(C) (3)	OPERATIONS	60,000.

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEARATTACHMENT 13 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
BISHOP KELLEY HIGH SCHOOL 3905 S. HUDSON AVENUE TULSA, OK 74135-5699	NONE 501(C) (3)	SCHOLARSHIPS FOR SAN MIGUEL STUDENTS	10,000.
BLUE STAR MOTHERS OF SAND SPRINGS P.O. BOX 101 SAND SPRINGS, OK 74063	NONE 501(C) (3)	GENERAL PROGRAM	1,000.
CHAMBERS MUSIC TULSA 2210 S. MAIN TULSA, OK 74114	NONE 501(C) (3)	OPERATIONS	10,500.
CLAREHOUSE, INC. 7617 S. MINGO ROAD TULSA, OK 74133	NONE 501(C) (3)	OPERATIONS	10,000.
COMMUNITY HEALTH CONNECTION, INC. 9912 E. 21ST STREET TULSA, OK 74129	NONE 501(C) (3)	FUND PART-TIME DEVELOPMENT DIRECTOR POSITION	25,000.
DOMESTIC VIOLENCE INTERVENTION SERVICES 4300 S. HARVARD, SUITE 100 TULSA, OK 74135-2608	NONE 501(C) (3)	TEEN DATING VIOLENCE EDUCATION	10,000.

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEARATTACHMENT 13 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT		PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
DONORSCHOOSE 213 W. 35TH, 2ND FLOOR EAST NEW YORK, NY 10001	NONE 501(C) (3)		GENERAL PROGRAM	5,200.
FOLDS OF HONOR FOUNDATION 5800 N. PATRIOT DRIVE OWASSO, OK 74055	NONE 501(C) (3)		GENERAL PROGRAM	1,000.
1ST PRESBYTERIAN CHURCH 709 S. BOSTON AVENUE TULSA, OK 74119	NONE 501(C) (3)		TROOP 1 PROGRAM	8,000.
GREATER CORNERSTONE COMMUNITY DEV. PROJECT 5610 S. 41ST W. AVENUE TULSA, OK 74107	NONE 501(C) (3)		OPERATION ENDOWMENT FUND	25,000.
HOSPICE OF GREEN COUNTRY 2121 S. COLUMBIA AVENUE, SUITE 200 TULSA, OK 74114	NONE 501(C) (3)		FUND CLIENT SERVICES	2,500.
INDIAN NATIONS COUNCIL, BSA 4295 S. GARNETT ROAD TULSA, OK 74146	NONE 501(C) (3)		GENERAL PROGRAM	10,000.

FORM 990FE. PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR

ATTACHMENT 13 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND		PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
	FOUNDATION STATUS OF RECIPIENT			
JEWISH FEDERATION OF GREATER KANSAS CITY 5801 W. 115TH STREET, SUITE 201 OVERLAND PARK, KS 66211	NONE	501 (C) (3)	GENERAL PROGRAM	25,000.
JUNIOR ACHIEVEMENT OF OKLAHOMA, INC. 3947 S. 103RD E. AVENUE TULSA, OK 74146	NONE	501 (C) (3)	STEM MENTOR PROGRAM	5,000.
KIPP TULSA ACADEMY COLLEGE PREPARATORY, INC. 1661 E. VIRGIN STREET TULSA, OK 74106	NONE	501 (C) (3)	GENERAL OPERATIONS	7,700.
LEGAL AID SERVICES OF OKLAHOMA, INC. 907 S. DETROIT AVENUE, SUITE 725 TULSA, OK 74120	NONE	501 (C) (3)	MLPC PROGRAM	5,000.
MACCABI USA/SPORTS ISRAEL 3206 BART CONNOR DRIVE NORMAN, OK 73070-4166	NONE	501 (C) (3)	FUND NORMAN TRIALS	6,000.
MAKE-A-WISH FOUNDATION 5201 N. SHARTEL AVENUE OKLAHOMA CITY, OK 73118	NONE	501 (C) (3)	GENERAL PROGRAM	2,000.

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEARATTACHMENT 13 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT		PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
MARQUETTE SCHOOL 1519 S. QUINCY TULSA, OK 74120	NONE 501(C) (3)		GENERAL PROGRAM	5,000.
OKLAHOMA CENTER FOR COMMUNITY & JUSTICE 100 W. 5TH STREET, LL1030 TULSA, OK 74103	NONE 501(C) (3)		GENERAL PROGRAM	5,000.
OKLAHOMA CENTER FOR NON-PROFITS 1145 S. UTICA AVENUE, SUITE 110 TULSA, OK 74104	NONE 501(C) (3)		OPERATIONS	10,000.
OKLAHOMANS FOR EQUALITY P.O. BOX 2687 TULSA, OK 74101	NONE 501(C) (3)		OPERATIONS	2,500.
PARENT CHILD CENTER OF TULSA 1421 S. BOSTON TULSA, OK 74119	NONE 501(C) (3)		OPERATIONS	10,000.
PROJECT SUNSHINE 108 W. 39TH STREET, SUITE 725 NEW YORK, NY 10018	NONE 501(C) (3)		GENERAL PROGRAM	1,000.

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEARATTACHMENT 13 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
RECESS 3315 E. 33RD STREET TULSA, OK 74135	NONE 501(C)(3)	OPERATIONS	5,000.
SUSAN G. KOMAN RACE FOR THE CURE P.O. BOX 650309 DALLAS, TX 75265-0309	NONE 501(C)(3)	GENERAL PURPOSE	1,000.
THE BIRTHRIGHT ISRAEL FOUNDATION 33 E. 33RD STREET, 7TH FLOOR NEW YORK, NY 10016	NONE 501(C)(3)	OPERATIONS	20,000.
THE LITTLE LIGHT HOUSE 5120 E. 36TH STREET TULSA, OK 74135-5228	NONE 501(C)(3)	OPERATIONS	10,000.
THE PRESENTENSE GROUP 131 W. 86TH ST., 7TH FLOOR, ROOM 2 NEW YORK, NY 10024	NONE 501(C)(3)	GENERAL PURPOSE	1,000.
TULSA GIRLS ART SCHOOL PROJECT ADMIRAL BLVD TULSA, OK 74110	NONE 501(C)(3)	OPERATIONS	5,000.

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEARATTACHMENT 13 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT		PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
TULSA SCHOOL OF ARTS & SCIENCES FND FOR ACAD EXCEL 5155 E. 51ST STREET, SUITE 200 TULSA, OK 74133	NONE 501(C)(3)		OPERATIONS	10,000.
UNITED STATES HOLOCAUST MEMORIAL MUSEUM P.O. BOX 7022 ALBERT LEA, MN 56007-8022	NONE 501(C)(3)		GENERAL PROGRAM	1,000.
URJ DISASTER RELIEF FUND C/O TEMPLE ISRAEL 2004 E. 22ND PLACE TULSA, OK 74114	NONE 501(C)(3)		GENERAL PROGRAM	10,000.
UNION FOR REFORM JUDAISM 633 3RD AVENUE NEW YORK, NY 10017	NONE 501(C)(3)		GENERAL PROGRAM	10,000.
VISITING NURSE ASSOCIATION 7875 E. 51ST STREET TULSA, OK 74145	NONE 501(C)(3)		GENERAL PURPOSE	1,000.
VOICES OF OKLAHOMA 4310 E. 79TH STREET TULSA, OK 74136	NONE 501(C)(3)		OPERATIONS	5,000.
TOTAL CONTRIBUTIONS PAID				<u>1,188,776.</u>

THE SHARNA AND IRVIN FRANK FOUNDATION

73-1503704

FORM 990-PF, PART XVI-A - ANALYSIS OF OTHER REVENUE

ATTACHMENT 14

DESCRIPTION	BUSINESS CODE	EXCLUSION		RELATED OR EXEMPT FUNCTION INCOME	
		AMOUNT	CODE	AMOUNT	
FEE REBATE					
M&N VALVE JOINT VENTURE, LP			14	1,225.	
TULSA-N-TRUST	423000	2,546.			
STATE TAX REFUND	423000	-13,753.	16	-27,934.	
FEDERAL TAX REFUND				1,378.	
SUNBURST CO, LLC				12,124.	
PORTOFINO COMPANY, LLC				-146.	
OIL & GAS WORKING INTEREST					
FRANK & NEWMAN, LLC	211110	-1,351.		-489.	
OIL & GAS ROYALTY GROSS INCOME		75,469.		60.	
MISC INCOME				579.	
TOTALS		62,911.		-13,203.	

**SCHEDULE D
(Form 1041)**

Department of the Treasury
Internal Revenue Service

Capital Gains and Losses

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

OMB No 1545-0092

2010

Name of estate or trust

Employer identification number

THE SHARNA AND IRVIN FRANK FOUNDATION

73-1503704

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

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

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

b Enter the short-term gain or (loss), if any, from Schedule D-1, line 1b **1b** -381,283.

2 Short-term capital gain or (loss) from Forms 4684, 6252, 6781, and 8824 **2**

3 Net short-term gain or (loss) from partnerships, S corporations, and other estates or trusts **3**

4 Short-term capital loss carryover Enter the amount, if any, from line 9 of the 2009 Capital Loss
Carryover Worksheet **4** ()

5 Net short-term gain or (loss). Combine lines 1a through 4 in column (f) Enter here and on line 13,
column (3) on the back **5** -381,283.

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

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

b Enter the long-term gain or (loss), if any, from Schedule D-1, line 6b **6b** 719,040.

7 Long-term capital gain or (loss) from Forms 2439, 4684, 6252, 6781, and 8824 **7**

8 Net long-term gain or (loss) from partnerships, S corporations, and other estates or trusts **8** 146,893.

9 Capital gain distributions **9**

10 Gain from Form 4797, Part I **10**

11 Long-term capital loss carryover Enter the amount, if any, from line 14 of the 2009 Capital Loss
Carryover Worksheet **11** ()

12 Net long-term gain or (loss). Combine lines 6a through 11 in column (f) Enter here and on line 14a,
column (3) on the back **12** 865,933.

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

Schedule D (Form 1041) 2010

Part III Summary of Parts I and II		(1) Beneficiaries' (see instr.)	(2) Estate's or trust's	(3) Total
Caution: Read the instructions before completing this part.				
13	Net short-term gain or (loss)	13		-381,283.
14	Net long-term gain or (loss):			
a	Total for year	14a		865,933.
b	Unrecaptured section 1250 gain (see line 18 of the wrksht)	14b		
c	28% rate gain	14c		
15	Total net gain or (loss). Combine lines 13 and 14a ▶	15		484,650.

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

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

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

Part V Tax Computation Using Maximum Capital Gains Rates	
Form 1041 filers. Complete this part only if both lines 14a and 15 in column (2) are gains, or an amount is entered in Part I or Part II and there is an entry on Form 1041, line 2b(2), and Form 1041, line 22, is more than zero.	
Caution: Skip this part and complete the worksheet on page 8 of the instructions if: • Either line 14b, col (2) or line 14c, col (2) is more than zero, or • Both Form 1041, line 2b(1), and Form 4952, line 4g are more than zero.	
Form 990-T trusts. Complete this part only if both lines 14a and 15 are gains, or qualified dividends are included in income in Part I of Form 990-T, and Form 990-T, line 34, is more than zero. Skip this part and complete the worksheet on page 8 of the instructions if either line 14b, col (2) or line 14c, col (2) is more than zero.	

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

Schedule D (Form 1041) 2010

Employer identification number

[illegible]

6b Total. Combine the amounts in column (f) Enter here and on Schedule D, line 6b	719,040.
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Description	Units	Acquisition Date	Disposition Date	Proceeds	Basis	Gain (Loss)
SEI INSTL S&P 500 IDX FD-E FD#0179	18,896 436	12/5/2008	2/3/2011	676,303 44	814,949 09	(138,645 65)
AMER BEACON INT'L EQ-INST FD#0067	17,595.818	12/23/2010	2/3/2011	308,806 61	343,558 40	(34,751.79)
AMERICAN GRTH FD OF AMER F2 FD#0605	9,490 333	12/19/2007	2/3/2011	297,901.55	329,340 55	(31,439 00)
PUERTO RICO COMWLTH PUB IMPT G O	350,000 000	2/18/2008	7/1/2010	350,000 00	368,550 00	(18,550 00)
CELGENE CORP	500 000	8/6/2008	2/8/2011	24,959 97	38,318 00	(13,358 03)
BANK OF AMERICA CORP	1,135 000	4/1/2010	5/13/2011	13,903 48	25,260 24	(11,356 76)
SCHWAB (CHARLES) CORP	4,200 000	2/18/2008	2/8/2011	74,234 83	85,470 00	(11,235 17)
BANK OF AMERICA CORP	1,271 000	5/28/2010	10/25/2010	14,857.86	29,477 87	(14,620 01)
BANK OF AMERICA CORP	1,000 000	10/21/2008	2/8/2011	14,300 42	24,589 20	(10,288 78)
WEATHERFORD INTL LTD	2,826 000	5/28/2010	1/6/2011	64,263 28	59,996 56	4,266 72
MITSUBISHI UFJ FINL GRP-ADR	9,043 000	5/28/2010	1/6/2011	48,831 36	55,432 02	(6,600 66)
BUNGE LIMITED	160 000	4/11/2008	9/13/2010	8,938 51	16,584 00	(7,645 49)
AIR PRODUCTS & CHEMICALS INC	499 000	4/1/2010	7/2/2010	32,685 69	42,544 62	(9,858 93)
CVS CAREMARK CORP	1,000 000	2/18/2008	2/8/2011	32,610 37	39,720 00	(7,109 63)
EXXON MOBIL CORP	2,112 000	2/18/2008	2/8/2011	175,060 31	181,885 44	(6,825 13)
ELI LILLY & CO	1,380 000	5/28/2010	1/6/2011	48,285 38	53,995 70	(5,710 32)
OAO GAZPROM- SPON ADS	361 000	9/22/2008	2/3/2011	9,538 37	15,896 38	(6,358 01)
VANGUARD EXPLORER FD-ADM #5024	1,372 167	12/18/2007	2/3/2011	95,681 20	101,774.44	(6,093 24)
ZIONS BANCORPORATION	2,733 000	12/28/2010	1/6/2011	68,679 12	71,290 76	(2,611 64)
LAZARD EMRG MKTS-INST FD#0638	3,673 094	4/11/2008	4/18/2011	80,000 00	85,179 05	(5,179 05)
MATTHEWS INTL CORP-CL A	549 000	4/5/2010	1/3/2011	19,252.11	24,238 62	(4,986.51)
SAFeway INC	2,039 000	5/28/2010	1/6/2011	45,816 78	50,910 59	(5,093 81)
L'OREAL - UNSPONSORED ADR	2,796 000	5/28/2010	8/23/2010	56,060 81	60,220 52	(4,159 71)
BAXTER INTERNATIONAL INC	1,292 000	5/28/2010	1/6/2011	65,294 24	66,934.63	(1,640 39)
MICROSOFT CORP	1,503 000	5/28/2010	5/27/2011	36,294 64	41,427 98	(5,133 34)
CISCO SYSTEMS INC	724 000	5/28/2010	5/27/2011	11,735 81	17,212 35	(5,476 54)
SWISS REINSURANCE CO-SP ADR	173 000	5/28/2010	3/22/2011	9,473 31	12,856 80	(3,383 49)
AETNA INC	400 000	6/23/2008	2/8/2011	12,999 75	16,591 20	(3,591 45)
NOKIA CORP-SPON ADR	1,083 000	4/1/2010	10/19/2010	11,861 26	16,162 55	(4,301 29)
FLUOR CORP	269 000	5/28/2010	10/25/2010	13,341 58	15,783 13	(2,441 55)
J C PENNEY CO INC	1,305 000	5/28/2010	1/6/2011	43,085 02	42,380.03	704 99
CHINA REAL ESTATE INFORMATION	463 000	11/9/2009	12/20/2010	4,096 68	6,764 87	(2,668 19)
KOMATSU LTD -SPONS ADR	340 000	4/11/2008	7/16/2010	6,531 12	9,099.25	(2,568 13)
MOLEX INC -CL A	736 000	4/11/2008	1/6/2011	14,079 29	16,632 35	(2,553 06)
QUANTA SERVICES INC	697 000	5/28/2010	10/6/2010	13,194 97	15,810 29	(2,615.32)
BOEING CO	683 000	5/28/2010	1/6/2011	45,411 90	48,108 80	(2,696 90)
WAL-MART STORES	100,000 000	5/21/2008	7/1/2010	100,000 00	102,264 00	(2,264 00)
CENOVUS ENERGY INC	205 000	4/11/2008	8/10/2010	5,777 42	7,810 83	(2,033 41)
SPIRIT AEROSYSTEMS HOLDINGS INC-CL A	748 000	5/28/2010	11/19/2010	13,587 65	16,498 83	(2,911.18)
ISHARES RUSSELL 2000 FD	760 000	4/21/2007	2/8/2011	60,418 91	62,341 70	(1,922 79)
JP MORGAN CHASE	100,000 000	5/21/2008	1/18/2011	100,000 00	101,860 00	(1,860 00)
JANUS CAPITAL GROUP INC	1,706 000	10/22/2010	5/3/2011	20,562 36	21,388 50	(826 14)
MERCK & CO INC/NJ	800 000	8/6/2008	2/8/2011	26,231 57	27,870 40	(1,638 83)
FRONTIER COMM CORP	777 000	8/6/2008	8/10/2010	5,804 71	7,250 39	(1,445 68)
DBS GROUP HOLDINGS-SPON ADR	204 000	6/5/2009	8/16/2010	8,590 02	10,025 77	(1,435 75)
NORTHROP GRUMMAN CORP	1,002 000	5/28/2010	1/6/2011	65,211.26	65,040.01	171 25
LONZA GROUP AG	423 000	10/20/2008	8/30/2010	3,407 96	4,758 75	(1,350 79)
PEABODY ENERGY CORP	321 000	5/28/2010	10/25/2010	16,680 77	16,301 23	379 54
VODAFONE GROUP PLC - SP ADR	2,009 000	5/28/2010	1/6/2011	52,936 65	48,805 00	4,131 65
DIAGEO PLC-SPONSORED ADR	847 000	5/28/2010	1/6/2011	63,075 10	59,108 88	3,966 22
TESCO PLC-SPONSORED ADR	263 000	4/11/2008	3/31/2011	4,881 59	6,127 90	(1,246 31)
ALLIANZ SE	331 000	6/24/2008	3/14/2011	4,777 63	5,996.13	(1,218 50)
BANCO ESPIRITO SANTO-ADR	494 000	4/23/2009	8/23/2010	2,204 93	3,335 34	(1,130 41)
BANCO SANTANDER S A-ADR	5,279 000	11/10/2010	1/6/2011	55,851 40	59,129 27	(3,277 87)
VESTAS WIND SYSTEMS-UNSP ADR	199 000	5/28/2010	7/7/2010	2,762 52	4,110 81	(1,348 29)
UNILEVER PLC-SPONSORED ADR	138 000	4/11/2008	8/27/2010	3,589 71	4,587 12	(997 41)
TELEKOMUNIK INDONESIA-SP ADR	376 000	4/1/2010	11/23/2010	13,916 84	14,690 85	(774 01)
ATLAS COPCO AB-SPONS ADR A	595 000	4/11/2008	7/23/2010	9,272 36	10,115 00	(842 64)
CONAGRA FOODS INC	2,518 000	5/28/2010	1/4/2011	56,801 84	60,457.20	(3,655 36)
PHILIPS ELECTRONICS-NY SHR	83 000	4/11/2008	8/24/2010	2,408 83	3,121 63	(712 80)
ICON PLC - SPONSORED ADR	125 000	4/1/2010	10/25/2010	2,608 72	3,314 73	(706 01)
SCHLUMBERGER LTD	286 000	5/28/2010	3/2/2011	26,297 90	21,433 38	4,864 52
VODAFONE GROUP PLC - SP ADR	98 000	5/12/2008	9/27/2010	2,521 74	3,120 32	(598 58)
CONOCOPHILLIPS	55 000	4/11/2008	1/6/2011	3,754 78	4,341 15	(586 37)
CUTERA INC	230 000	4/1/2010	7/28/2010	1,752 56	2,584 42	(831 86)
VINCI S A -ADR	139 000	5/23/2008	6/10/2011	2,147 49	2,710 50	(563 01)
NEXTERA ENERGY INC	1,047 000	5/28/2010	1/6/2011	54,725 87	53,598 13	1,127 74
STRAYER EDUCATION INC	4 000	4/22/2010	4/28/2011	479 35	998 16	(518 81)
HOSPITALITY PROPERTIES TRUST REIT	179 000	2/1/2011	6/7/2011	4,186 44	4,706 54	(520 10)
MICROSOFT CORP	145 000	4/14/2008	10/25/2010	3,643 84	4,103 50	(459 66)
LOUISIANA PUB FACS AUTH COL WTR REV	140,000 000	2/18/2008	8/2/2010	140,000 00	140,421 40	(421 40)
LANDSTAR SYSTEM INC	38 000	4/11/2008	12/29/2010	1,545 09	1,938 76	(393 67)
FIRST COMMONWEALTH FINL CORP	380 000	4/1/2010	7/29/2010	1,945 69	2,581.59	(635 90)
GENZYME CORP	93 000	4/11/2008	12/20/2010	6,530 31	6,851 31	(321 00)
TAIWAN SEMICONDUCTOR-SP ADR	750 000	4/11/2008	8/12/2010	7,458 87	7,758 20	(299 33)
CHEUNG KONG HLDGS-UNSPON ADR	217 000	4/11/2008	6/28/2011	2,998 89	3,265 85	(266 96)
THORATEC CORP	266 000	5/28/2010	11/19/2010	6,769 15	8,367 57	(1,598 42)

Description	Units	Acquisition Date	Disposition Date	Proceeds	Basis	Gain (Loss)
NATIONAL GRID PLC - SPON ADR	49 000	5/28/2010	5/4/2011	2,507 76	2,703 72	(195 96)
NATIONAL AUSTRALIA BK-SP ADR	158 000	5/28/2010	2/7/2011	3,889 87	4,104 14	(214 27)
LOUISIANA PUB FACS AUTH COL WTR REV	110,000 000	2/18/2008	2/1/2011	110,000 00	110,213.60	(213 60)
FRONTIER COMM CORP	129 000	12/8/2009	7/13/2010	928 21	1,150 34	(222 13)
ONYX PHARMACEUTICALS INC	65 000	9/29/2009	8/6/2010	1,730 29	2,001 18	(270 89)
RUE21 INC	34 000	4/22/2010	4/28/2011	1,013 86	1,167 73	(153 87)
ACCOR SA	423 000	5/28/2010	10/13/2010	3,239 75	3,862 02	(622 27)
MASIMO CORPORATION	18 000	4/3/2009	7/27/2010	403 19	535 86	(132 67)
VIVENDI-SPON ADR	274 000	5/28/2010	12/23/2010	7,510 20	7,480 58	29 62
AMEDISYS INC	120 000	4/1/2010	7/16/2010	3,229 79	5,136 60	(1,906 81)
AEROVIROMENT INC	13 000	10/8/2009	10/27/2010	296 78	369 36	(72 58)
CAPGEMINI SA ADR	165 000	5/28/2010	11/1/2010	4,146 52	4,181 04	(34 52)
INTUITIVE SURGICAL INC	3 000	4/11/2008	7/27/2010	949.78	994 98	(45 20)
SPIRIT AEROSYSTEMS HOLDINGS INC-CL A	12 000	4/11/2008	10/27/2010	259 55	300 96	(41 41)
RESOURCES CONNECTION INC	8 000	4/1/2010	4/28/2011	116 79	154 39	(37 60)
ULTRA PETROLEUM CORP	3 000	9/29/2009	10/27/2010	124 58	146 76	(22 18)
QUANTA SERVICES INC	7 000	4/11/2008	7/27/2010	152 59	170 59	(18 00)
GENZYME CORP	7 000	4/11/2008	10/27/2010	505 95	515 69	(9 74)
CHINA REAL ESTATE INFORMATION	1,180 000	10/22/2010	1/25/2011	9,997 83	11,163 88	(1,166 05)
JANUS CAPITAL GROUP INC	2 000	4/14/2010	4/28/2011	24.63	30 52	(5 89)
HUMAN GENOME SCIENCES INC	2 000	4/1/2010	4/28/2011	57 21	61 32	(4 11)
PHILIPS ELECTRONICS-NY SHR	0 393	4/11/2008	5/11/2011	11 70	14 78	(3 08)
FRONTIER COMM CORP	0.729	2/18/2008	7/16/2010	5 20	6 92	(1 72)
AIR LIQUIDE-ADR	0 199	4/11/2008	7/15/2010	4 23	5 17	(0 94)
BANCO SANTANDER S A-ADR	0.833	7/9/2009	11/19/2010	9 42	9 67	(0 25)
SMART TECHNOLOGIES INC	3 000	7/20/2010	7/27/2010	48 17	48 93	(0 76)
ATHENAHEALTH	7 000	10/19/2010	10/27/2010	257 38	212 94	44 44
BRIGHAM EXPLORATION CO	362 000	4/25/2011	5/3/2011	11,890.19	8,083 45	3,806 74
NBTY INC	245 000	7/13/2010	7/22/2010	13,082 77	8,670 77	4,412 00
NORTHERN TRUST CORP	783.000	12/28/2010	1/6/2011	43,847 73	43,539 42	308 31
YOUKU COM IN-ADR	121 000	4/25/2011	5/4/2011	7,260 92	5,153 04	2,107 88
CONTANGO ORE INC	0 200	12/20/2010	12/30/2010	2 22	1 00	1 22
ARM HOLDINGS PLC-SPONS ADR	19 000	7/14/2010	7/27/2010	271 31	279 26	(7 95)
NOVARTIS AG-ADR	0 677	4/12/2011	4/25/2011	37 94	37 66	0 28
BRIGHAM EXPLORATION CO	20 000	10/13/2010	10/27/2010	416 79	422.00	(5 21)
NUVASIVE INC	399 000	10/22/2010	11/9/2010	9,732 28	15,508 22	(5,775 94)
PITNEY BOWES INC	189 000	7/22/2010	8/11/2010	3,888 84	4,148 07	(259 23)
CONTANGO ORE INC	33 000	12/20/2010	1/10/2011	295 33	165 33	130 00
VENOCO INC	705 000	10/4/2010	10/27/2010	11,174 13	13,448 93	(2,274 80)
PACCAR INC	302 000	1/3/2011	1/31/2011	17,049 90	17,503 62	(453 72)
PARKER HANNIFIN CORP	218 000	1/3/2011	1/31/2011	19,259 30	19,137.80	121 50
CISCO SYSTEMS INC	881 000	2/25/2011	3/30/2011	15,205 86	17,527 38	(2,321 52)
KELLOGG CO	377.000	1/3/2011	2/9/2011	20,153 88	19,193 04	960 84
NUVASIVE INC	16 000	6/15/2010	7/27/2010	523 51	641 64	(118 13)
CARMAX INC	11 000	9/14/2010	10/27/2010	323 39	261 14	62 25
NORTHERN TRUST CORP	313.000	12/28/2010	2/9/2011	16,237 34	17,404 65	(1,167 31)
WABTEC CORP	47 000	5/28/2010	7/12/2010	1,818 86	2,010 05	(191.19)
AVALONBAY COMMUNITIES INC REIT	76 000	1/3/2011	2/22/2011	8,833 32	8,663.94	169 38
INTEL CORP	687 000	1/3/2011	2/22/2011	14,838 91	14,351 01	487 90
PUBLIC SERVICE ENTERPRISE GP	473 000	1/3/2011	2/22/2011	15,155 95	15,088 70	67 25
ROGERS COMMUNICATIONS -CL B	384 000	1/3/2011	2/22/2011	13,615 92	13,355 52	260 40
THE TRAVELERS COMPANIES INC	266 000	1/3/2011	2/22/2011	15,786 80	14,877.35	909 45
VORNADO REALTY TRUST REIT	276 000	1/3/2011	2/22/2011	24,517 58	23,611 77	905 81
AVAGO TECHNOLOGIES LTD	52 000	5/28/2010	7/19/2010	1,177 76	1,095 16	82 60
AVAGO TECHNOLOGIES LTD	11 000	5/28/2010	7/19/2010	248 03	227 48	20 55
AVAGO TECHNOLOGIES LTD	91 000	5/28/2010	7/19/2010	2,042 93	1,851 00	191 93
HUNTINGTON INGALLS INDUSTRIES	47 000	2/25/2011	4/18/2011	1,783 62	1,854 48	(70 86)
HEARTWARE INTERNATIONAL INC	35 000	12/10/2010	2/2/2011	3,057 74	2,983 73	74 01
FOSSIL INC	1.000	3/4/2011	4/28/2011	96 16	80 42	15 74
T ROWE PRICE GROUP INC	7 000	6/2/2010	7/27/2010	345 51	345 24	0 27
APACHE CORP	48 000	1/3/2011	3/2/2011	5,866 45	5,812 24	54 21
HEWLETT-PACKARD CO	99.000	1/3/2011	3/2/2011	4,230 46	4,246 10	(15 64)
KIMBERLY-CLARK CORP	302 000	1/3/2011	3/2/2011	19,595 68	18,953 49	642 19
OCCIDENTAL PETROLEUM CORP	41 000	1/3/2011	3/2/2011	4,208 16	4,023 74	184 42
TYCO INTERNATIONAL LTD	365 000	1/3/2011	3/2/2011	16,335 01	15,454 10	880 91
WAL-MART STORES INC	137 000	1/3/2011	3/2/2011	7,067 75	7,503 48	(435 73)
JANUS CAPITAL GROUP INC	314 000	3/29/2011	5/27/2011	3,127 46	3,813 97	(686 51)
CARBO CERAMICS INC	4 000	2/23/2011	4/28/2011	551 11	464 16	86 95
PLAINS EXPLORATION & PRODUCT	24 000	5/19/2010	7/27/2010	527 75	542 33	(14.58)
LIFE PARTNERS HOLDINGS INC	825 000	12/21/2010	3/2/2011	6,675 54	13,102 60	(6,427 06)
GOOGLE INC-CL A	95 000	5/28/2010	8/9/2010	47,693 42	54,233 13	(6,539 71)
MEDCO HEALTH SOLUTIONS INC	767 000	5/28/2010	8/9/2010	36,484 80	43,398 60	(6,913 80)
NORDSTROM INC	1,511.000	10/25/2010	1/6/2011	65,489 56	57,447 16	8,042 40
TEVA PHARMACEUTICAL-SP ADR	556 000	5/28/2010	8/9/2010	27,694 84	32,340 01	(4,645 17)
WESTERN DIGITAL CORP	1,118 000	5/28/2010	8/9/2010	30,112 82	45,063 14	(14,950 32)
AMERICAN ELECTRIC POWER	370.000	1/3/2011	3/18/2011	12,951.56	13,444 62	(493 06)
CATERPILLAR INC	179.000	1/3/2011	3/18/2011	18,104 64	16,902 95	1,201 69

Description	Units	Acquisition Date	Disposition Date	Proceeds	Basis	Gain (Loss)
P G & E CORP	248 000	1/3/2011	3/18/2011	10,707 44	11,797 33	(1,089 89)
STAPLES INC	646 000	1/3/2011	3/18/2011	12,855 15	15,128 93	(2,273 78)
GLEACHER & CO INC	620 000	5/4/2010	7/19/2010	1,686 37	3,176 39	(1,490 02)
HUNTINGTON INGALLS INDUSTRIES	0 167	1/26/2011	4/12/2011	6 38	6 64	(0 26)
KENNAMETAL INC	619 000	5/28/2010	8/13/2010	16,859 79	16,960 92	(101 13)
MERCADOLIBRE INC	68 000	5/28/2010	8/13/2010	4,543 11	3,528 08	1,015 03
E-COMMERCE C-ADR	219 000	2/10/2011	5/4/2011	5,171 24	5,834 48	(663 24)
VERTEX PHARMACEUTICALS INC	2 000	5/4/2010	7/27/2010	66.09	76.83	(10 74)
BEST BUY CO INC	531 000	1/3/2011	3/30/2011	15,251 25	18,340 74	(3,089.49)
SUCCESSFACTORS INC	12 000	2/1/2011	4/28/2011	477 47	365.05	112 42
CITIGROUP INC	0 200	2/16/2011	5/16/2011	8 59	9 94	(1 35)
WHITING PETROLEUM CORP	85 000	4/1/2010	7/1/2010	7,098 04	5,316 44	1,781 60
PLAINS EXPLORATION & PRODUCT	30.000	10/22/2010	1/24/2011	1,026 57	695 25	331 32
SMART TECHNOLOGIES INC	1,721 000	10/22/2010	1/24/2011	16,613 69	25,024 48	(8,410 79)
MERCADOLIBRE INC	131 000	5/28/2010	8/31/2010	8,545 74	5,659 60	2,886 14
AMYLIN PHARMACEUTICALS INC	23 000	7/22/2010	10/27/2010	258 97	408 39	(149 42)
HEWLETT-PACKARD CO	602 000	1/3/2011	4/11/2011	24,739 86	25,819 72	(1,079 86)
MERCK & CO INC/NJ	232 000	1/3/2011	4/11/2011	7,723 15	8,379.82	(656 67)
RESEARCH IN MOTION	306 000	1/3/2011	4/11/2011	17,015 54	18,062 82	(1,047 28)
TARGET CORP	269 000	1/3/2011	4/11/2011	13,705 82	16,411 66	(2,705 84)
QLIK TECHNOLOGIES	7 000	1/19/2011	4/28/2011	207 54	179 67	27 87
VERTEX PHARMACEUTICALS INC	9 000	1/19/2011	4/28/2011	430 64	357 99	72 65
UNIT CORP	50 000	4/1/2010	7/13/2010	2,068 47	2,368.75	(300 28)
WABTEC CORP	157 000	4/1/2010	7/15/2010	6,340 21	5,622 27	717 94
AKAMAI TECHNOLOGIES	37 000	4/1/2010	7/19/2010	1,618.76	1,153.12	465 64
AVAGO TECHNOLOGIES LTD	29 000	4/1/2010	7/19/2010	649 91	588 93	60 98
CUMMINS INC	232 000	4/1/2010	7/19/2010	17,401 72	11,116 76	6,284 96
RITCHIE BROS AUCTIONEERS	185 000	4/1/2010	7/19/2010	3,482 57	4,319 75	(837 18)
CREE INC	480 000	5/28/2010	9/15/2010	23,101 63	31,842 12	(8,740.49)
MCKESSON CORP	522 000	5/28/2010	9/15/2010	31,108 11	31,852 02	(743 91)
FORD MOTOR CO	2,832 000	11/5/2010	2/28/2011	41,800.08	38,662 13	3,137.95
AVAGO TECHNOLOGIES LTD	6 000	4/1/2010	7/27/2010	136 43	121 85	14 58
DEAN FOODS CO	775 000	7/21/2010	11/15/2010	6,765 70	9,122 61	(2,356 91)
NORTHWEST BANCSHARES INC	8 000	4/1/2010	7/27/2010	91.67	94.47	(2 80)
ROBERT HALF INTL INC	6 000	4/1/2010	7/27/2010	153 23	182 51	(29 28)
VOLCANO CORP	7.000	4/1/2010	7/27/2010	156 23	164 63	(8.40)
ISHARES RUSSELL 2000 VALUE FD	262 000	5/21/2010	9/17/2010	15,890 02	16,149 46	(259 44)
AMGEN INC	76 000	1/3/2011	5/4/2011	4,256 68	4,227 08	29 60
COVIDIEN PLC	82 000	1/3/2011	5/4/2011	4,584 55	3,896 63	687 92
ERICSSON (LM) TEL-SP ADR	1,097 000	1/3/2011	5/4/2011	16,659 71	12,928 91	3,730 80
MCDONALD'S CORP	88 000	1/3/2011	5/4/2011	6,871 80	6,759 28	112 52
METLIFE INC	144 000	1/3/2011	5/4/2011	6,670 77	6,660 22	10 55
PEABODY ENERGY CORP	290 000	1/3/2011	5/4/2011	19,181 94	18,771 33	410.61
PRUDENTIAL FINANCIAL INC	191 000	1/3/2011	5/4/2011	12,071.62	11,622 33	449 29
US BANCORP	502 000	1/3/2011	5/4/2011	12,839 66	13,604 05	(764 39)
JSR CORP-UNSP ADR	101 000	5/13/2010	9/13/2010	1,557 54	1,991 41	(433 87)
JSR CORP-UNSP ADR	266 000	5/13/2010	9/14/2010	4,123 62	5,244 71	(1,121 09)
NORTHWEST BANCSHARES INC	1,150 000	6/8/2010	10/13/2010	12,911 87	13,230 89	(319 02)
AVAGO TECHNOLOGIES LTD	771 000	4/1/2010	8/9/2010	17,000 34	13,534 27	3,466 07
GOLDCORP INC	493 000	4/1/2010	8/9/2010	19,794 01	17,054.58	2,739 43
NESTLE SA-SPONS ADR FOR REG	349 000	1/3/2011	5/13/2011	21,379 78	20,706 17	673 61
UNITED STATES STEEL CORP	389 000	1/3/2011	5/13/2011	18,055 75	23,499 49	(5,443 74)
ONYX PHARMACEUTICALS INC	90 000	4/1/2010	8/10/2010	2,421 67	2,666 20	(244 53)
AKAMAI TECHNOLOGIES	804 000	11/5/2010	3/18/2011	28,117 99	40,282 38	(12,164 39)
E-COMMERCE C-ADR	196 000	12/14/2010	4/28/2011	5,064 74	6,005 28	(940 54)
SENIOR HOUSING PROP TRUST REIT	201.000	2/1/2011	6/16/2011	4,562 62	4,673 61	(110 99)
AIXTRON AG-SPONSORED ADR	410 000	5/28/2010	10/14/2010	11,569 55	13,207 13	(1,637 58)
ACORDA THERAPEUTICS INC	365 000	6/7/2010	10/25/2010	9,683 48	13,176 86	(3,493 38)
MARVELL TECHNOLOGY GROUP LTD	513 000	7/30/2010	12/17/2010	9,783 05	8,746 64	1,036 41
EAST WEST BANCORP INC	1,555 000	8/18/2010	1/6/2011	30,664 07	26,211 09	4,452 98
EBAY INC	2,554 000	8/18/2010	1/6/2011	73,133 32	58,285 86	14,847 46
GREEN DOT CORP	5 000	12/6/2010	4/28/2011	226 89	315 60	(88 71)
AMYLIN PHARMACEUTICALS INC	719 000	6/15/2010	11/9/2010	9,171.77	12,481 57	(3,309 80)
T ROWE PRICE GROUP INC	2 000	6/2/2010	10/27/2010	109 87	98 64	11 23
GILDAN ACTIVEWEAR INC	7 000	11/23/2010	4/28/2011	252 34	203 09	49.25
CF INDUSTRIES HOLDINGS INC	24 000	5/12/2010	10/19/2010	2,822 86	1,761 90	1,060.96
KELLOGG CO	770 000	6/2/2010	11/10/2010	37,777 17	42,177 98	(4,400 81)
E-COMMERCE C-ADR	234 000	12/22/2010	6/6/2011	4,603 49	5,808 24	(1,204 75)
CF INDUSTRIES HOLDINGS INC	2 000	5/12/2010	10/27/2010	232 75	146 83	85 92
AIR PRODUCTS & CHEMICALS INC	200 000	1/3/2011	6/23/2011	18,208 21	18,119 96	88 25
AVALONBAY COMMUNITIES INC REIT	76 000	1/3/2011	6/23/2011	9,998 02	8,663 94	1,334 08
EXXON MOBIL CORP	107 000	1/3/2011	6/23/2011	8,498 41	8,000 38	498 03
GENERAL DYNAMICS CORP	125 000	1/3/2011	6/23/2011	9,084.83	8,764 54	320 29
MERCK & CO INC/NJ	230 000	1/3/2011	6/23/2011	8,197 04	8,307 58	(110 54)
NESTLE SA-SPONS ADR FOR REG	114 000	1/3/2011	6/23/2011	7,090 49	6,763 62	326 87
WAL-MART STORES INC	160 000	1/3/2011	6/23/2011	8,468 89	8,763 18	(294 29)
WASTE MANAGEMENT INC	538 000	1/3/2011	6/23/2011	20,007 62	19,857 53	150 09

Description	Units	Acquisition Date	Disposition Date	Proceeds	Basis	Gain (Loss)
CF INDUSTRIES HOLDINGS INC	18 000	5/12/2010	11/1/2010	2,161 33	1,321.42	839 91
VERTEX PHARMACEUTICALS INC	2 000	5/4/2010	10/27/2010	72 49	76 83	(4 34)
ARM HOLDINGS PLC-SPONS ADR	22 000	10/22/2010	4/28/2011	682 64	406 34	276 30
IRONWOOD PHARMACEUTICALS INC	20 000	10/22/2010	4/28/2011	300 19	218 19	82 00
SEI INVESTMENTS COMPANY	19 000	4/22/2010	10/27/2010	415 33	423 11	(7 78)
HESS CORP	342 000	6/28/2010	1/6/2011	26,487 48	18,060 81	8,426 67
ARM HOLDINGS PLC-SPONS ADR	85 000	10/22/2010	5/4/2011	2,679 23	1,313 12	1,366 11
MAN SE-UNSPONSORED ADR	275 000	5/28/2010	12/8/2010	3,441 15	2,448.01	993 14
FNMA STP RT DUE 05/12/2020	500,000 000	4/28/2010	11/12/2010	500,000 00	499,500 00	500 00
GENZYME CORP	35 000	7/22/2010	2/10/2011	2,593 82	1,848 49	745 33
HESS CORP	94 000	6/28/2010	1/31/2011	7,436 59	4,964 08	2,472 51
MARVELL TECHNOLOGY GROUP LTD	12 000	3/22/2010	10/27/2010	211 79	248 16	(36 37)
FRONTIER COMM CORP	0 622	12/8/2009	7/16/2010	4 44	5 35	(0 91)
DOW CHEMICAL	2,018 000	5/28/2010	1/6/2011	70,629 00	56,940 12	13,688 88
HJ HEINZ CO	1,163 000	5/28/2010	1/6/2011	57,730.45	53,018.40	4,712 05
SPX CORP	866 000	5/28/2010	1/6/2011	62,197 83	50,538 96	11,658 87
TIME WARNER INC	1,830 000	5/28/2010	1/6/2011	59,163 07	55,287.77	3,875 30
CARMAX INC	25 000	9/14/2010	4/28/2011	826 48	593 50	232 98
LAS VEGAS SANDS CORP	1,107.000	8/4/2010	3/18/2011	40,990 87	31,985 88	9,004 99
CHICO'S FAS INC	260 000	5/4/2010	12/22/2010	3,119 94	3,887 64	(767 70)
ABBOTT LABORATORIES	138 000	5/17/2010	1/6/2011	6,596 14	6,649 25	(53 11)
GENERAL MILLS INC	1,146 000	6/2/2010	1/27/2011	41,642 09	42,415 52	(773 43)
T ROWE PRICE GROUP INC	22 000	6/2/2010	1/27/2011	1,455.70	1,085 06	370 64
PLAINS EXPLORATION & PRODUCT	55 000	5/19/2010	1/27/2011	1,821 40	1,242 85	578 55
MARVELL TECHNOLOGY GROUP LTD	186.000	4/1/2010	12/13/2010	3,718 08	3,840 74	(122 66)
MARVELL TECHNOLOGY GROUP LTD	387 000	4/1/2010	12/15/2010	7,567 13	7,879 72	(312 59)
CHOICE HOTELS INTL INC	75 000	4/13/2010	12/31/2010	2,932 52	2,725 65	206 87
ABBOTT LABORATORIES	308 000	5/17/2010	2/9/2011	14,164 70	14,840.37	(675 67)
SANDISK CORP	776 000	8/4/2010	4/29/2011	39,218 67	35,537.46	3,681 21
GENZYME CORP	142 000	5/28/2010	2/22/2011	10,697 05	7,329 19	3,367 86
PLAINS EXPLORATION & PRODUCT	157 000	6/3/2010	3/1/2011	6,007.61	3,488 96	2,518 65
PLAINS EXPLORATION & PRODUCT	149 000	5/19/2010	2/17/2011	5,700 27	3,366 98	2,333 29
INTL BUSINESS MACHINES CORP	48 000	5/28/2010	3/2/2011	7,762 43	6,118 98	1,643 45
CHINA REAL ESTATE INFORMATION	74 000	10/21/2009	7/27/2010	694 10	1,146 63	(452 53)
NETFLIX INC	210 000	6/2/2010	3/18/2011	43,840 33	23,004 58	20,835 75
AKAMAI TECHNOLOGIES	21 000	9/29/2009	7/27/2010	926.71	425 43	501 28
JANUS CAPITAL GROUP INC	103.000	4/14/2010	2/15/2011	1,360 60	1,571 80	(211 20)
MGIC INVESTMENT CORP	420 000	4/22/2010	2/24/2011	3,898 14	5,045 44	(1,147 30)
PINNACLE ENTERTAINMENT INC	400 000	6/4/2010	4/8/2011	5,613 37	4,720 05	893 32
LOGITECH INTERNATIONAL SA	456 000	8/10/2010	6/21/2011	5,479 73	7,450 70	(1,970 97)
PLAINS EXPLORATION & PRODUCT	1 000	6/3/2010	4/28/2011	34 80	21 36	13 44
PLAINS EXPLORATION & PRODUCT	401.000	6/3/2010	5/20/2011	13,074 80	8,443 45	4,631 35
TOTAL SHORT-TERM CAPITAL GAIN (LOSS)				6,447,425 15	6,828,608 97	(381,183 82)
CAPELLA EDUCATION CO	1.000	9/29/2009	10/27/2010	67 31	66 84	0 47
CLEAN HARBORS INC	1 000	4/11/2008	7/27/2010	63 25	62 17	1 08
MASIMO CORPORATION	11 000	4/3/2009	10/27/2010	329 33	327 47	1 86
WASTE CONNECTIONS INC	0 500	4/11/2008	11/24/2010	13 12	10 10	3 02
C H ROBINSON WORLDWIDE INC	1 000	7/17/2008	7/27/2010	59 21	55 85	3 36
MSCI INC-A	1.000	4/11/2008	7/27/2010	31 39	27 95	3 44
STEVEN MADDEN LTD	0 500	3/26/2010	6/10/2011	17 16	10 98	6 18
AEROVIROMENT INC	9 000	4/30/2009	7/27/2010	214 01	207 24	6 77
ANSYS INC	2 000	10/8/2009	10/27/2010	90 55	83 00	7 55
ULTRA PETROLEUM CORP	2.000	6/26/2009	7/27/2010	90 03	81 16	8 87
SYSCO CORP	431 000	5/28/2010	3/3/2011	12,003 68	12,266 93	(263 25)
MSCI INC-A	2 000	9/29/2009	10/27/2010	73.27	60 24	13 03
CF INDUSTRIES HOLDINGS INC	3 000	7/17/2009	7/27/2010	235 73	221 19	14 54
CONTANGO OIL & GAS	7 000	9/29/2009	10/27/2010	370 50	355 46	15 04
ROLLS-ROYCE GROUP-SPONS ADR	83 000	5/15/2008	7/6/2010	3,501 66	3,486 35	15 31
ANSYS INC	2 000	4/22/2010	4/28/2011	106.47	90 48	15 99
MYLAN INC	3 000	4/11/2008	7/27/2010	53 18	36 75	16 43
INTUITIVE SURGICAL INC	3 000	4/11/2008	7/19/2010	1,015 68	994 98	20 70
ROCKWELL AUTOMATION INC	1 000	6/30/2009	7/27/2010	53 26	32 02	21 24
EXPEDITORS INTL WASH INC	3 000	6/29/2009	7/27/2010	121 91	99.74	22 17
ACE LTD	4 000	9/29/2009	10/27/2010	240 95	214 20	26 75
EXPEDITORS INTL WASH INC	2.000	9/29/2009	10/27/2010	98.71	70 46	28 25
CONTANGO OIL & GAS	8 000	7/8/2009	7/27/2010	356 31	325 27	31 04
HUMAN GENOME SCIENCES INC	3 000	7/21/2009	7/27/2010	75 56	44 13	31 43
C H ROBINSON WORLDWIDE INC	3 000	10/19/2009	10/27/2010	216 98	183 74	33 24
THORATEC CORP	12 000	9/29/2009	10/27/2010	419 87	370 92	48 95
C H ROBINSON WORLDWIDE INC	3 000	4/22/2010	4/28/2011	235 01	184 56	50 45
MCGRATH RENTCORP	511 000	4/5/2010	3/31/2011	13,372 97	12,767 93	605 04
MYLAN INC	17 000	9/29/2009	10/27/2010	328 26	275 89	52 37
NESTLE SA-SPONS ADR FOR REG	42 000	4/11/2008	8/25/2010	2,108 50	2,052 12	56 38
BLACKROCK INC	270 000	2/18/2008	2/8/2011	52,925 57	52,860 60	64 97
CONTANGO OIL & GAS	28 000	9/29/2009	10/18/2010	1,488 61	1,421 84	66 77

Description	Units	Acquisition Date	Disposition Date	Proceeds	Basis	Gain (Loss)
ROCKWELL AUTOMATION INC	2 000	4/1/2010	4/28/2011	188 49	113 34	75 15
ACE LTD	15 000	7/15/2008	7/27/2010	791 39	712 38	79 01
SCANA CORP	126 000	7/22/2010	6/16/2011	4,901 99	4,819 96	82 03
STRAYER EDUCATION INC	2 000	4/11/2008	7/27/2010	436 69	348 24	88 45
INVESCO REAL ESTATE-INST FD#4725	25 782	3/30/2010	4/18/2011	585 00	493 98	91 02
BRITISH SKY BROADCAST - SP ADR	188 000	4/11/2008	10/27/2010	8,258 42	8,165 03	93 39
CAVIUM NETWORKS INC	14 000	9/29/2009	10/27/2010	401.51	302 81	98 70
SALESFORCE COM INC	3 000	4/11/2008	7/27/2010	288 23	185 94	102.29
ALLIANCE DATA SYSTEMS CORP	12 000	9/29/2009	2/3/2011	854 97	744 12	110 85
MCGRATH RENTCORP	457 000	4/11/2008	1/24/2011	11,938.49	11,824 14	114 35
VMWARE INC- CL A	5 000	4/11/2008	7/27/2010	379 19	262 60	116 59
HUMAN GENOME SCIENCES INC	10 000	7/21/2009	10/27/2010	264 49	147 08	117 41
CONOCOPHILLIPS	79 000	4/11/2008	4/11/2011	6,357 03	6,235 47	121 56
BAIDU INC SPONS ADR REPSTG ORD SHS	2 000	12/12/2008	7/27/2010	147 69	22 54	125 15
CAPELLA EDUCATION CO	4 000	6/1/2009	7/27/2010	333 97	208 12	125 85
SALESFORCE COM INC	3 000	4/11/2008	10/27/2010	324 20	185 94	138 26
MERCADOLIBRE INC	5 000	7/9/2008	7/27/2010	299 34	155 39	143 95
ROCKWELL AUTOMATION INC	8 000	9/29/2009	10/27/2010	500 71	347 12	153 59
RITCHIE BROS AUCTIONEERS	140 000	9/29/2009	7/19/2010	2,596 96	2,705 24	(108 28)
NESTLE SA-SPONS ADR FOR REG	46 000	4/1/2010	3/16/2011	2,543 75	2,290 50	253 25
CTRIPO COM INTERNATIONAL-ADR	20 000	4/1/2010	4/28/2011	980 78	805 40	175 38
MASIMO CORPORATION	605 000	6/8/2010	2/22/2011	18,577 97	14,929 48	3,648 49
CTRIPO COM INTERNATIONAL-ADR	10 000	9/29/2009	10/27/2010	509 19	305 15	204 04
WPP PLC	66 000	4/11/2008	3/15/2011	4,175 11	3,945 80	229 31
SALESFORCE COM INC	4 000	4/1/2010	4/28/2011	551 79	300 16	251 63
CAVIUM NETWORKS INC	49 000	7/3/2008	7/7/2010	1,266 13	1,003 37	262.76
SIEMENS AG-SPONS ADR	18 000	4/11/2008	1/27/2011	2,205 45	1,932 01	273 44
VMWARE INC- CL A	12 000	4/11/2008	10/27/2010	908 98	630 24	278 74
AKAMAI TECHNOLOGIES	10 000	9/29/2009	10/27/2010	475 99	196 23	279 76
ON SEMICONDUCTOR CORPORATION	1,000 000	4/1/2010	10/14/2010	7,009 88	7,045 70	(35 82)
NESTLE SA-SPONS ADR FOR REG	44 000	4/11/2008	1/27/2011	2,435 37	2,149 84	285 53
CLEAN HARBORS INC	65 000	4/11/2008	10/1/2010	4,342 30	4,041 24	301 06
CHOICE HOTELS INTL INC	60 000	4/13/2010	12/20/2010	2,275 18	1,940 92	334 26
SIEMENS AG-SPONS ADR	17 000	4/11/2008	3/22/2011	2,147 89	1,824 67	323 22
ROLLS-ROYCE GROUP-SPONS ADR	41 000	4/11/2008	1/27/2011	2,043 53	1,703 55	339 98
BRITISH SKY BROADCAST - SP ADR	23 000	4/1/2010	6/28/2011	1,224 95	883 50	341 45
SIEMENS AG-SPONS ADR	18 000	4/11/2008	3/16/2011	2,275 32	1,932 01	343 31
MERCADOLIBRE INC	61 000	5/28/2010	8/3/2010	3,732 50	2,915 42	817 08
ALCON INC	71 000	4/11/2008	11/29/2010	11,377.86	10,970 11	407 75
NOVARTIS AG-ADR	40 000	4/11/2008	11/3/2010	2,315 23	1,905 20	410 03
BAIDU INC SPONS ADR REPSTG ORD SHS	6 000	9/29/2009	10/27/2010	651 28	235 84	415 44
COINSTAR INC	150 000	4/1/2010	8/4/2010	6,639 12	4,684.69	1,954 43
SUCCESSFACTORS INC	66 000	3/12/2010	6/29/2011	1,805 07	1,347 30	457 77
HUTCHISON WHAMPOA -UNSP ADR	42 000	4/11/2008	1/25/2011	2,492 20	2,030 70	461 50
ANSYS INC	56 000	4/11/2008	8/4/2010	2,496 27	1,998 08	498 19
ALLIANCE DATA SYSTEMS CORP	23 000	3/22/2010	4/4/2011	1,961 21	1,450 59	510 62
VITAL IMAGES INC	140 000	4/1/2010	5/3/2011	2,602 68	2,080 36	522 32
NESTLE SA-SPONS ADR FOR REG	96 000	4/11/2008	10/27/2010	5,217 87	4,690 56	527 31
SALESFORCE COM INC	15 000	4/11/2008	8/3/2010	1,475 51	929 70	545 81
ADECCO SA REG UNSPON ADR	119 000	4/1/2010	4/11/2011	3,926 92	3,345 06	581 86
CORE LABORATORIES N V	20 000	4/11/2008	2/15/2011	1,898 96	1,316 90	582 06
TAXABLE MERGER WITH NOVARTIS AG	56 000	4/1/2010	4/13/2011	9,404 61	8,812 55	592 06
CAVIUM NETWORKS INC	55 000	7/3/2008	7/29/2010	1,720 41	1,126 24	594 17
SUEZ ENVIRONNEMENT-UNSPON ADR	382 000	5/28/2010	5/10/2011	4,236 31	3,535 66	700 65
C H ROBINSON WORLDWIDE INC	48 000	10/19/2009	11/1/2010	3,419 41	2,798 87	620 54
ADECCO SA REG UNSPON ADR	87 000	6/5/2009	10/26/2010	2,544 71	1,918 93	625 78
VMWARE INC- CL A	26 000	4/11/2008	8/3/2010	2,010 02	1,365.52	644 50
MUNICH RE GROUP ADR	444 000	5/28/2010	6/8/2011	6,642 08	5,996 72	645 36
MASIMO CORPORATION	191 000	10/8/2009	11/30/2010	6,025 17	5,355 40	669 77
HCP INC	100 000	10/19/2009	5/12/2011	3,745 74	3,054 84	690 90
LINCARE HOLDINGS INC	210 000	4/1/2010	9/15/2010	4,768 42	4,370 75	397 67
AMERICAN MEDICAL SYS HLDGS	465 000	4/1/2010	9/16/2010	8,606 46	7,754 68	851 78
NATIONWIDE HEALTH PTYS INC REIT	132 000	2/1/2011	3/8/2011	5,372 56	4,625 38	747 18
NOVO-NORDISK A/S-SPONS ADR	54 000	4/11/2008	7/16/2010	4,550 19	3,802 49	747 70
SALESFORCE COM INC	20 000	4/11/2008	7/29/2010	1,992 16	1,239 60	752 56
MARVELL TECHNOLOGY GROUP LTD	2,020 000	5/28/2010	1/27/2011	40,262.07	39,247 49	1,014 58
ALLSCRIPTS HEALTHCARE SOLUT	235 000	9/29/2009	11/12/2010	4,441.42	3,614 94	826 48
CLEAN HARBORS INC	191 000	5/28/2010	10/22/2010	13,161 84	11,231 44	1,930 40
VMWARE INC- CL A	21 000	4/22/2010	5/5/2011	1,970 39	1,129 38	841 01
CAVIUM NETWORKS INC	50 000	12/23/2009	3/31/2011	2,051.91	1,207 90	844 01
CAVIUM NETWORKS INC	44 000	2/2/2010	4/4/2011	1,878.86	1,022 13	856 73
CHECK POINT SOFTWARE TECH	62 000	4/11/2008	8/30/2010	2,201 58	1,341 06	860 52
SALESFORCE COM INC	18 000	4/11/2008	8/25/2010	1,989.25	1,115 64	873 61
ALLIANCE DATA SYSTEMS CORP	33 000	3/3/2010	4/5/2011	2,809.57	1,935 94	873 63
BAYERISCHE MOTOREN WERKE AG ADR	91 000	12/21/2009	1/25/2011	2,261 63	1,380 56	881 07
HALLIBURTON CO	794 000	5/28/2010	3/2/2011	37,159 05	27,309 05	9,850 00
SAGE GROUP PLC	294 000	5/28/2010	5/11/2011	5,427 13	4,357 96	1,069 17

Description	Units	Acquisition Date	Disposition Date	Proceeds	Basis	Gain (Loss)
VMWARE INC- CL A	26 000	5/28/2010	6/3/2011	2,519 89	1,492 96	1,026 93
QUALITY SYSTEMS INC	65 000	9/29/2009	10/12/2010	4,215 17	3,075 24	1,139 93
HCP INC	146 000	2/1/2011	5/13/2011	5,486 85	4,287 62	1,199 23
PEARSON PLC - SPONSORED ADR	165 000	10/10/2008	3/23/2011	2,805 09	1,608 70	1,196 39
HUNTSMAN CORP	188 000	9/29/2009	12/15/2010	2,978 62	1,766 86	1,211 76
ARES CAPITAL CORP	364 000	4/11/2008	9/27/2010	5,398 04	4,147 27	1,250 77
CF INDUSTRIES HOLDINGS INC	43 000	7/17/2009	9/29/2010	4,307 83	3,056 46	1,251 37
INVESCO REAL ESTATE-INST FD#4725	262 000	12/17/2009	2/4/2011	5,808 54	4,550 94	1,257 60
SHANGHAI ELECTRIC GROUP CO LTD	162 000	4/1/2009	12/6/2010	2,225 28	966 28	1,259 00
AMERICAN AXLE & MFG HOLDINGS	555 000	4/1/2010	6/27/2011	5,980 35	4,715 29	1,265 06
CAVIUM NETWORKS INC	60 000	4/1/2010	4/28/2011	2,777 94	1,501 70	1,276 24
INTEL CORP	1,000 000	2/18/2008	2/8/2011	21,429 78	20,110 00	1,319 78
CF INDUSTRIES HOLDINGS INC	31 000	5/12/2010	10/18/2010	3,659 57	2,246 99	1,412 58
CHINA TELECOM CORP LTD-ADR	166 000	6/1/2009	4/5/2011	10,026 22	8,665 23	1,360 99
SALESFORCE.COM INC	25 000	4/11/2008	9/15/2010	2,924 48	1,549 50	1,374 98
BRITISH SKY BROADCAST - SP ADR	80 000	5/28/2010	6/28/2011	4,257 54	2,879 03	1,378 51
ALLIANCE DATA SYSTEMS CORP	44 000	4/22/2010	5/5/2011	4,230 05	2,848 84	1,381 21
CHECK POINT SOFTWARE TECH	73 000	4/1/2010	5/11/2011	3,953 59	2,565 95	1,387 64
PHILIP MORRIS INTERNATIONAL	500 000	8/6/2008	2/8/2011	28,904 74	27,503 50	1,401 24
COCA-COLA CO/THE	75 000	1/7/2009	1/7/2011	4,811 54	3,374 71	1,436 83
GENZYME CORP	105 000	2/2/2010	1/24/2011	7,554 78	6,044 44	1,510 34
WOLSELEY PLC ADR	1,487 000	5/28/2010	3/16/2011	4,862 39	2,983 17	1,879 22
BRAMBLES LIMITED	315 000	5/28/2010	2/1/2011	4,554 81	2,909 18	1,645 63
COCA-COLA CO/THE	67 000	12/15/2008	5/12/2011	4,481 45	3,002 76	1,478 69
CONTANGO OIL & GAS	297 000	5/28/2010	12/7/2010	17,064 86	14,664 95	2,399 91
NORDEA BANK AB ADR	402 000	5/28/2010	2/7/2011	4,838 48	2,999 38	1,839 10
LANDAUER INC	133 000	1/26/2010	3/17/2011	9,146 26	7,490 18	1,656 08
BAIDU INC SPONS ADR REPSTG ORD SHS	27 000	12/31/2008	7/19/2010	2,019 29	342 31	1,676 98
RIVERBED TECHNOLOGY INC	90 000	4/1/2010	4/12/2011	2,962 76	1,279 35	1,683 41
WALMART DE MEXICO S.A.B. DE C.V.	221 000	4/11/2008	4/1/2011	6,421 29	4,718 35	1,702 94
DOMINION RESOURCES INC/VA	1,447 000	5/28/2010	10/28/2010	64,398 95	59,108 18	5,290 77
REGENERON PHARMACEUTICALS	74 000	4/1/2010	5/9/2011	3,582 40	1,813 79	1,768 61
LUFKIN INDUSTRIES INC	28 000	9/29/2009	4/1/2011	2,530 02	749 70	1,780 32
TIBCO SOFTWARE INC	165 000	9/29/2009	12/17/2010	3,383 05	1,577 24	1,805 81
CHECK POINT SOFTWARE TECH	63 000	10/23/2008	3/16/2011	3,013 25	1,139 67	1,873 58
ROCKWELL AUTOMATION INC	67 000	9/29/2009	12/21/2010	4,805 17	2,907 13	1,898 04
PIMCO COMMOD RR STRAT-INS FD#0045	972 533	3/30/2010	4/18/2011	9,560 00	7,661 21	1,898 79
NETEZZA CORP	180 000	4/1/2010	10/21/2010	4,834 72	2,008 33	2,826 39
KUBOTA CORP-SPONS ADR	346 000	4/1/2010	8/20/2010	14,285 66	12,521 71	1,763 95
QUESTAR CORP	2,054 000	11/18/2010	1/6/2011	35,842 09	31,945 83	3,896 26
BAIDU INC SPONS ADR REPSTG ORD SHS	32 000	12/12/2008	8/3/2010	2,547 80	360 60	2,187 20
FOMENTO ECONOMICO MEX-SP ADR	392 000	5/28/2010	3/4/2011	22,164 00	17,797 57	4,366 43
ENTERTAINMENT PROPERTIES TR REIT	235 000	3/26/2009	9/29/2010	10,282 76	8,006 07	2,276 69
SCHWAB (CHARLES) CORP	1,892 000	5/28/2010	1/6/2011	32,977 00	30,316 08	2,660 92
ROCKWELL AUTOMATION INC	58 000	9/29/2009	12/27/2010	4,192 97	1,902 57	2,290 40
TAIWAN SEMICONDUCTOR-SP ADR	780 000	4/1/2010	5/23/2011	10,559 76	8,228 27	2,331 49
MCDONALD'S CORP	130 000	10/9/2009	1/7/2011	9,702 66	7,364 77	2,337 89
NETEZZA CORP	205 000	4/1/2010	9/30/2010	5,526 73	2,186 89	3,339 84
ROVI CORP	86 000	9/29/2009	1/13/2011	5,187 56	2,724 01	2,463 55
CHEVRON CORP	74 000	8/5/2009	3/8/2011	7,706 52	5,213 49	2,493 03
TYCO INTERNATIONAL LTD	458 000	2/18/2008	2/8/2011	20,948 56	18,439 07	2,509 49
COVIDIEN PLC	1,000 000	10/21/2008	2/8/2011	49,099 15	46,575 50	2,523 65
ABBOTT LABORATORIES	690 000	5/28/2010	6/23/2011	35,782 09	33,240 76	2,541 33
COLGATE-PALMOLIVE CO	358 000	5/28/2010	9/15/2010	26,900 60	25,099 34	1,801 26
NETAPP INC	218 000	12/17/2009	3/18/2011	9,986 24	7,383 35	2,602 89
BAYERISCHE MOTOREN WERKE AG ADR	181 000	5/28/2010	6/15/2011	5,487 81	2,863 17	2,624 64
NEWMONT MINING CORP	403 000	5/28/2010	3/18/2011	20,643 44	18,158 94	2,484 50
IVY ASSET STRATEGY FD - I FD#0473	785 933	3/30/2010	4/18/2011	20,450 00	17,707 07	2,742 93
APPLE INC COM	202 000	5/28/2010	1/6/2011	66,555 87	48,694 46	17,861 41
ALCON INC	208 000	5/28/2010	1/27/2011	33,989 96	30,052 22	3,937 74
FEDERATED S-T MUNI TRUST-IS FD#0024	26,871 401	2/18/2008	9/23/2010	274,625 72	271,669 86	2,955 86
JPMORGAN CHASE & CO	1,320 000	2/18/2008	2/8/2011	59,558 17	56,588 40	2,969 77
BRIGHAM EXPLORATION CO	150 000	1/29/2010	3/28/2011	5,100 05	2,097 50	3,002 55
ROCKWELL AUTOMATION INC	61 000	6/30/2009	1/24/2011	4,529 00	1,458 05	3,070 95
CHEVRON CORP	82 000	8/5/2009	5/12/2011	8,529 71	5,454 70	3,075 01
CHECK POINT SOFTWARE TECH	124 000	10/23/2008	1/27/2011	5,527 41	2,335 20	3,192 21
TIBCO SOFTWARE INC	181 000	9/29/2009	3/31/2011	4,702 46	1,389 07	3,313 39
AKAMAI TECHNOLOGIES	99 000	8/28/2009	9/20/2010	5,102 15	1,788 30	3,313 85
IVY ASSET STRATEGY FD - I FD#0473	1,128 000	12/17/2009	2/4/2011	28,121 04	24,749 24	3,371 80
NOVO-NORDISK A/S-SPONS ADR	75 000	7/17/2008	2/8/2011	8,339 10	4,834 85	3,504 25
TEXAS INSTRUMENTS INC	2,006 000	5/28/2010	1/6/2011	65,615 15	52,535 33	13,079 82
SALESFORCE.COM INC	51 000	4/11/2008	11/24/2010	6,846 19	3,160 98	3,685 21
ROVI CORP	90 000	4/14/2009	2/23/2011	5,335 90	1,541 67	3,794 23
BAIDU INC SPONS ADR REPSTG ORD SHS	55 000	9/29/2009	11/10/2010	5,973 87	2,154 68	3,819 19
FISERV INC	390 000	2/18/2008	2/8/2011	24,133 55	20,198 10	3,935 45
OCCIDENTAL PETROLEUM CORP	427 000	5/28/2010	8/9/2010	33,730 93	30,385 79	3,345 14
MERCK & CO INC/NJ	705 000	5/28/2010	12/9/2010	24,698 48	20,547 97	4,150 51

<u>Description</u>	<u>Units</u>	<u>Acquisition Date</u>	<u>Disposition Date</u>	<u>Proceeds</u>	<u>Basis</u>	<u>Gain (Loss)</u>
LVMH MOET HENNESSY LOU-ADR	443 000	8/5/2009	9/24/2010	12,166 32	7,836 41	4,329 91
UNILEVER N V -NY SHARES	1,649 000	5/28/2010	1/6/2011	52,190 13	45,225 13	6,965.00
QEP RESOURCES INC	1,059 000	5/28/2010	1/6/2011	38,621 07	28,901 68	9,719 39
DEERE & CO	877 000	5/28/2010	1/6/2011	73,364 98	57,281 91	16,083.07
AKAMAI TECHNOLOGIES	348 000	8/4/2010	3/3/2011	13,484 46	7,993 37	5,491 09
ROPER INDUSTRIES INC	349 000	4/5/2010	9/24/2010	22,741 57	16,350 33	6,391 24
HOSPIRA INC	1,044 000	5/28/2010	1/6/2011	57,229 12	50,696 10	6,533 02
HERSHEY CO/THE	1,102 000	5/28/2010	1/6/2011	51,538 13	44,908 58	6,629 55
ALLIANCE DATA SYSTEMS CORP	183 000	7/16/2010	6/20/2011	15,930 39	8,135 10	7,795.29
BROADCOM CORP-CL A	486.000	9/29/2009	2/28/2011	19,499 16	13,195 00	6,304 16
M & T BANK CORP	677 000	10/6/2010	1/6/2011	59,439 72	49,171 19	10,268 53
CARBO CERAMICS INC	68 000	3/26/2009	3/3/2011	8,385 70	2,039 18	6,346 52
HOME DEPOT INC	1,836 000	5/28/2010	1/6/2011	64,825 67	56,510 75	8,314 92
LVMH MOET HENNESSY LOU-ADR	369.000	3/18/2009	2/2/2011	11,547 83	4,738 92	6,808.91
VERIZON COMMUNICATIONS INC	3,240.000	8/6/2008	2/8/2011	117,807 05	110,740 22	7,066.83
GENTEX CORP	2,113.000	5/28/2010	10/13/2010	42,965.86	34,889 35	8,076 51
INTL BUSINESS MACHINES CORP	340 000	4/1/2010	1/6/2011	50,201 03	40,669 24	9,531 79
PIMCO COMMOD RR STRAT-INS FD#0045	4,973 000	12/30/2009	2/4/2011	46,945 12	38,488 05	8,457 07
BROADCOM CORP-CL A	926 000	5/28/2010	4/29/2011	37,416 99	27,107.12	10,309 87
VARIAN SEMICONDUCTOR EQUIP	300.000	4/1/2010	5/16/2011	18,336.03	8,008 60	10,327 43
NIKE INC -CL B	500 000	8/6/2008	2/8/2011	41,839.39	30,499 50	11,339 89
EXPRESS SCRIPTS INC	824 000	5/28/2010	3/18/2011	42,679 99	31,001 08	11,678 91
CIA SIDERURGICA NAEL-SP ADR	2,434 000	5/28/2010	11/10/2010	43,380 45	30,234 26	13,146 19
INTUIT INC	1,397 000	5/28/2010	1/6/2011	69,512 15	45,287 87	24,224 28
EMC CORP MASS	3,619 000	5/28/2010	1/6/2011	83,670 22	60,775 01	22,895 21
TEMPUR-PEDIC INTERNATIONAL	370 000	4/5/2010	6/30/2011	24,238 75	10,476 63	13,762 12
PRECISION CASTPARTS CORP	345 000	5/28/2010	2/28/2011	48,559 06	32,473 48	16,085 58
ORACLE CORP	2,487 000	5/28/2010	1/6/2011	78,588 11	54,734 85	23,853 26
LUBRIZOL CORP	373 000	5/28/2010	3/18/2011	49,933 07	30,539 91	19,393 16
INFOSYS LTD	682 000	5/28/2010	4/29/2011	45,016 25	27,558 17	17,458 08
TECK COMINCO LTD - CLASS B	1,102 000	5/28/2010	2/28/2011	58,231 98	34,738 59	23,493.39
BAIDU INC SPONS ADR REPSTG ORD SHS	184 000	9/29/2009	2/28/2011	21,462 45	4,606 03	16,856 42
EMERSON ELECTRIC CO	2,400.000	2/18/2008	2/8/2011	143,759 16	125,622 00	18,137 16
POLO RALPH LAUREN CORP	616 000	5/28/2010	1/6/2011	68,744 56	40,452.07	28,292 49
APPLE INC COM	129 000	9/29/2009	11/17/2010	40,720 41	20,027.08	20,693.33
OCCIDENTAL PETROLEUM CORP	850 000	2/18/2008	2/8/2011	82,720 92	60,962 00	21,758 92
TOTAL LONG-TERM CAPITAL GAIN (LOSS)				3,483,118 35	2,764,597 98	718,520 37
TOTAL CAPITAL GAIN (LOSS)				9,930,543 50	9,593,206 95	337,336 55

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

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 File by the extended due date for filing your return. See instructions.	Name of exempt organization THE SHARNA AND IRVIN FRANK FOUNDATION	Employer identification number 73-1503704
	Number, street, and room or suite no. If a P.O. box, see instructions 3125-B S. YALE AVE.	
	City, town or post office, state, and ZIP code. For a foreign address, see instructions TULSA, OK 74135	

Enter the Return code for the return that this application is for (file a separate application for each return) 0 4

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 (sec. 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.

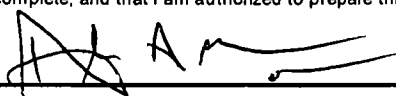
- The books are in the care of **MAY SHEEHAN**
Telephone No **918 583-3244** FAX No
- If the organization does not have an office or place of business in the United States, check this box ☐
- If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) If this is for 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 05/15, 20 12
- 5 For calendar year , or other tax year beginning 07/01, 20 10, and ending 06/30, 20 11
- 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 TAXPAYER RESPECTFULLY REQUESTS ADDITIONAL TIME TO ANALYSIS THE INFORMATION NECESSARY TO COMPILE AN COMPLETE AND ACCURATE 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 \$	27,124.
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 \$	27,124.
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 \$	

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 

Title **CPA**

Date **2/14/12**

Form 8868 (Rev. 1-2011)

FEB 14 2012