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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

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

OMB No 1545-0052

2011

For calendar year 2011, or tax year beginning 01-01-2011 , and ending 12-31-2011

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
REGINA BAUER FRANKENBERG FOUNDATION FOR
ANIMAL WELFARE P60633008

A Employer identification number
13-3741659

Number and street (or P O box number if mail is not delivered to street address)
JPMORGAN CHASE BANKPOBOX 3038

Room/suite

B Telephone number (see page 10 of the instructions)
(414) 977-1210

City or town, state, and ZIP code
MILWAUKEE, WI 53201

C If exemption application is pending, check here ☐

D 1. Foreign organizations, check here ☐

2. Foreign organizations meeting the 85% test, check here and attach computation ☐

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)**\$** 19,237,432

J Accounting method ☒ Cash ☐ Accrual
☐ Other (specify) _____
(Part I, column (d) must be on cash basis.)

E If private foundation status was terminated under section 507(b)(1)(A), check here ☐

F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ☐

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see page 11 of the instructions))		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants, etc , received (attach schedule)				
	2 Check <input checked="" type="checkbox"/> if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments	290	290		
	4 Dividends and interest from securities.	413,104	412,548		
	5a Gross rents				
	b Net rental income or (loss) _____				
	6a Net gain or (loss) from sale of assets not on line 10	897,860			
	b Gross sales price for all assets on line 6a _____ 11,130,900				
	7 Capital gain net income (from Part IV, line 2)		911,872		
	8 Net short-term capital gain				
	9 Income modifications				
	10a Gross sales less returns and allowances				
Operating and Administrative Expenses	b Less Cost of goods sold				
	c Gross profit or (loss) (attach schedule)				
	11 Other income (attach schedule)	1,586	4,621		
	12 Total. Add lines 1 through 11	1,312,840	1,329,331		
	13 Compensation of officers, directors, trustees, etc	192,815	173,533		19,282
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees (attach schedule).				
	b Accounting fees (attach schedule).				
	c Other professional fees (attach schedule)				
	17 Interest				
	18 Taxes (attach schedule) (see page 14 of the instructions)	40,654	6,916		0
	19 Depreciation (attach schedule) and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses (attach schedule).	2,351	11,538		2,350
	24 Total operating and administrative expenses.				
	Add lines 13 through 23	235,820	191,987		21,632
	25 Contributions, gifts, grants paid.	861,690			861,690
	26 Total expenses and disbursements. Add lines 24 and 25	1,097,510	191,987		883,322
	27 Subtract line 26 from line 12				
	a Excess of revenue over expenses and disbursements	215,330			
	b Net investment income (if negative, enter -0-)		1,137,344		
	c Adjusted net income (if negative, enter -0-)				

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Cat No 11289X

Form **990-PF** (2011)

Part II

Balance Sheets

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

Assets	1	Cash—non-interest-bearing	48,329	152,194	152,194	
	2	Savings and temporary cash investments	320,144	356,307	326,307	
	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				
	10a	Investments—U S and state government obligations (attach schedule)				
	b	Investments—corporate stock (attach schedule)	12,096,773	13,758,457	13,749,354	
	c	Investments—corporate bonds (attach schedule).	5,086,622	5,039,598	5,009,577	
	11	Investments—land, buildings, and equipment basis ▶ _____ Less accumulated depreciation (attach schedule) ▶ _____				
	12	Investments—mortgage loans				
	13	Investments—other (attach schedule)	1,536,376			
	Liabilities	14	Land, buildings, and equipment basis ▶ _____ Less accumulated depreciation (attach schedule) ▶ _____			
15		Other assets (describe ▶ _____)				
16		Total assets (to be completed by all filers—see the instructions Also, see page 1, item I)	19,088,244	19,306,556	19,237,432	
17		Accounts payable and accrued expenses				
18		Grants payable				
19		Deferred revenue				
20		Loans from officers, directors, trustees, and other disqualified persons				
21		Mortgages and other notes payable (attach schedule)				
22		Other liabilities (describe ▶ _____)				
23		Total liabilities (add lines 17 through 22)	0	0		
Net Assets or Fund Balances			Foundations that follow SFAS 117, check here ▶ <input type="checkbox"/> and complete lines 24 through 26 and lines 30 and 31.			
		24	Unrestricted			
		25	Temporarily restricted			
		26	Permanently restricted			
			Foundations that do not follow SFAS 117, check here ▶ <input checked="" type="checkbox"/> and complete lines 27 through 31.			
		27	Capital stock, trust principal, or current funds	19,088,244	19,306,556	
	28	Paid-in or capital surplus, or land, bldg , and equipment fund	0	0		
	29	Retained earnings, accumulated income, endowment, or other funds	0	0		
	30	Total net assets or fund balances (see page 17 of the instructions)	19,088,244	19,306,556		
31	Total liabilities and net assets/fund balances (see page 17 of the instructions)	19,088,244	19,306,556			

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	19,088,244
2	Enter amount from Part I, line 27a	2	215,330
3	Other increases not included in line 2 (itemize) ▶ _____	3	2,982
4	Add lines 1, 2, and 3	4	19,306,556
5	Decreases not included in line 2 (itemize) ▶ _____	5	0
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	19,306,556

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 Additional Data Table				
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 See Additional Data Table			
b			
c			
d			
e			

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) 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 See Additional Data Table			
b			
c			
d			
e			

2 Capital gain net income or (net capital loss)	{ If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 }	2	911,872
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))
2010	920,052	19,943,163	0 046134
2009	1,142,783	17,246,151	0 066263
2008	1,249,998	22,636,245	0 055221
2007	1,232,492	26,476,064	0 046551
2006	1,140,173	24,965,028	0 045671

2 Total of line 1, column (d).	2	0 259840
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 051968
4 Enter the net value of noncharitable-use assets for 2011 from Part X, line 5.	4	20,730,798
5 Multiply line 4 by line 3.	5	1,077,338
6 Enter 1% of net investment income (1% of Part I, line 27b).	6	11,373
7 Add lines 5 and 6.	7	1,088,711
8 Enter qualifying distributions from Part XII, line 4.	8	883,322

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

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

1a		Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1			
		Date of ruling or determination letter _____ (attach copy of letter if necessary—see instructions)			
b		Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input type="checkbox"/> and enter 1% of Part I, line 27b		1	22,747
c		All other domestic foundations enter 2% of line 27b Exempt foreign organizations enter 4% of Part I, line 12, col (b)			
2		Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)		2	0
3		Add lines 1 and 2.		3	22,747
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	22,747
6		Credits/Payments			
a		2011 estimated tax payments and 2010 overpayment credited to 2011	6a	14,960	
b		Exempt foreign organizations—tax withheld at source	6b		
c		Tax paid with application for extension of time to file (Form 8868)	6c		
d		Backup withholding erroneously withheld	6d		
7		Total credits and payments Add lines 6a through 6d.		7	14,960
8		Enter any penalty for underpayment of estimated tax Check here <input type="checkbox"/> if Form 2220 is attached		8	
9		Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed		9	7,787
10		Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid.		10	
11		Enter the amount of line 10 to be Credited to 2012 estimated tax <input type="checkbox"/>	Refunded <input type="checkbox"/>	11	

Part VII-AStatements Regarding Activities

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?		Yes	No
		1a		No
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)?			No
	If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.			
c	Did the foundation file Form 1120-POL for this year?	1c		No
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year (1) On the foundation <input type="checkbox"/> \$ 0 (2) On foundation managers <input type="checkbox"/> \$ 0			
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers <input type="checkbox"/> \$ 0			
2	Has the foundation engaged in any activities that have not previously been reported to the IRS? If "Yes," attach a detailed description of the activities.	2		No
3	Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes	3		No
4a	Did the foundation have unrelated business gross income of \$1,000 or more during the year?	4a	Yes	
b	If "Yes," has it filed a tax return on Form 990-T for this year?	4b	Yes	
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T.	5		No
6	Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	6	Yes	
7	Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col (c), and Part XV	7	Yes	
8a	Enter the states to which the foundation reports or with which it is registered (see page 19 of the instructions) <input type="checkbox"/> NY			
b	If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? If "No," attach explanation .	8b	Yes	
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 2011 or the taxable year beginning in 2011 (see instructions for Part XIV on page 27)? If "Yes," complete Part XIV	9		No
10	Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses	10		No

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		No
12	Did the foundation acquire a direct or indirect interest in any applicable insurance contract before August 17, 2008?	12		No
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	Yes	
Website address ▶N/A				
14	The books are in care of ▶JPMORGAN CHASE BANK NA Telephone no ▶(212) 464-2588 Located at ▶270 PARK AVENUE FL 27 NEW YORK NY ZIP +4 ▶10017			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 —Check here ▶ <input type="checkbox"/> and enter the amount of tax-exempt interest received or accrued during the year ▶	15		
16	At any time during calendar year 2011, 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 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? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No (2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?. <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No (3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No (4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No (5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)?. <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No (6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days). <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
b	If any answer is "Yes" to 1a(1)–(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see page 20 of the instructions)?. . . Organizations relying on a current notice regarding disaster assistance check here. ▶ <input type="checkbox"/>	1b		No
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 2011?.	1c		No
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 2011, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2011?. <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No If "Yes," list the years ▶ 20____, 20____, 20____, 20____			
b	Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement—see page 20 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 ▶ 20____, 20____, 20____, 20____			
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?. <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
b	If "Yes," did it have excess business holdings in 2011 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? (<i>Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2011.</i>).	3b		
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a		No
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 2011?	4b		No

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))?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
	(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
	(3) Provide a grant to an individual for travel, study, or other similar purposes?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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).	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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)? Organizations relying on a current notice regarding disaster assistance check here.	<input type="checkbox"/>	5b	
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? <i>If "Yes," attach the statement required by Regulations section 53.4945–5(d).</i>	<input type="checkbox"/> Yes <input type="checkbox"/> No		
6a	Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b	Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? <i>If "Yes" to 6b, file Form 8870.</i>		6b	No
7a	At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b	If yes, did the foundation receive any proceeds or have any net income attributable to the transaction?		7b	

Part VIII

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

1 List all officers, directors, trustees, foundation managers and their compensation (see page 22 of the instructions).				
(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
JPMORGAN CHASE BANK NA PO BOX 3038 MILWAUKEE, WI 53201	TRUSTEE 3 00	192,815	0	0
2 Compensation of five highest-paid employees (other than those included on line 1—see page 23 of the instructions). If none, enter "NONE."				
(a) Name and address of each employee paid more than \$50,000	(b) Title, and average hours per week devoted to position	(c) Compensation	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
NONE				
Total number of other employees paid over \$50,000.				0

Part VIII

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

3 Five highest-paid independent contractors for professional services (see 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.		0

Part IX-A

Summary of Direct Charitable Activities

List the foundation's four largest direct charitable activities during the tax year. Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc.	Expenses
1	
2	
3	
4	

Part IX-B

Summary of Program-Related Investments (see page 23 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	
2	
All other program-related investments. See page 24 of the instructions.	
3	
Total. Add lines 1 through 3.	0

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	20,430,688
b	Average of monthly cash balances.	1b	615,807
c	Fair market value of all other assets (see page 24 of the instructions).	1c	0
d	Total (add lines 1a, b, and c).	1d	21,046,495
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation).	1e	0
2	Acquisition indebtedness applicable to line 1 assets.	2	0
3	Subtract line 2 from line 1d.	3	21,046,495
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see page 25 of the instructions).	4	315,697
5	Net value of noncharitable-use assets. Subtract line 4 from line 3 Enter here and on Part V, line 4	5	20,730,798
6	Minimum investment return. Enter 5% of line 5.	6	1,036,540

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	1,036,540
2a	Tax on investment income for 2011 from Part VI, line 5.	2a	22,747
b	Income tax for 2011 (This does not include the tax from Part VI).	2b	2,653
c	Add lines 2a and 2b.	2c	25,400
3	Distributable amount before adjustments Subtract line 2c from line 1.	3	1,011,140
4	Recoveries of amounts treated as qualifying distributions.	4	0
5	Add lines 3 and 4.	5	1,011,140
6	Deduction from distributable amount (see page 25 of the instructions).	6	0
7	Distributable amount as adjusted Subtract line 6 from line 5 Enter here and on Part XIII, line 1.	7	1,011,140

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	883,322
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	
3	Amounts set aside for specific charitable projects that satisfy the		
a	Suitability test (prior IRS approval required).	3a	
b	Cash distribution test (attach the required schedule).	3b	
4	Qualifying distributions. Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	4	883,322
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	0
6	Adjusted qualifying distributions. Subtract line 5 from line 4.	6	883,322
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 2010	(c) 2010	(d) 2011
1	Distributable amount for 2011 from Part XI, line 7				1,011,140
2	Undistributed income, if any, as of the end of 2011				
a	Enter amount for 2010 only.			0	
b	Total for prior years 20____, 20____, 20____		0		
3	Excess distributions carryover, if any, to 2011				
a	From 2006.				
b	From 2007.				
c	From 2008.				
d	From 2009. 229,819				
e	From 2010.				
f	Total of lines 3a through e.	229,819			
4	Qualifying distributions for 2011 from Part XII, line 4 ▶ \$ 883,322				
a	Applied to 2010, but not more than line 2a			0	
b	Applied to undistributed income of prior years (Election required—see page 26 of the instructions)		0		
c	Treated as distributions out of corpus (Election required—see page 26 of the instructions). . .	0			
d	Applied to 2011 distributable amount.				883,322
e	Remaining amount distributed out of corpus	0			
5	Excess distributions carryover applied to 2011 (If an amount appears in column (d), the same amount must be shown in column (a).)	127,818			127,818
6	Enter the net total of each column as indicated below:				
a	Corpus Add lines 3f, 4c, and 4e Subtract line 5	102,001			
b	Prior years' undistributed income Subtract line 4b from line 2b.		0		
c	Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed.		0		
d	Subtract line 6c from line 6b Taxable amount—see page 27 of the instructions . . .		0		
e	Undistributed income for 2010 Subtract line 4a from line 2a Taxable amount—see page 27 of the instructions			0	
f	Undistributed income for 2011 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2011.				0
7	Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see page 27 of the instructions).	0			
8	Excess distributions carryover from 2006 not applied on line 5 or line 7 (see page 27 of the instructions).	0			
9	Excess distributions carryover to 2012. Subtract lines 7 and 8 from line 6a.	102,001			
10	Analysis of line 9				
a	Excess from 2007. . . .				
b	Excess from 2008. . . .				
c	Excess from 2009. . . . 102,001				
d	Excess from 2010. . . .				
e	Excess from 2011. . . .				

Part XIV

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

1a

If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2011, enter the date of the ruling.

b

Check box to indicate whether the organization is a private operating foundation described in section 4942(j)(3) or 4942(j)(5)

☐ 4942(j)(3) or ☐ 4942(j)(5)

2a	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) 2011	(b) 2010	(c) 2009	(d) 2008	
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 organization had \$5,000 or more in assets at any time during the year—see page 27 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))

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

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

JACKIE ELIAS VP JPMORGAN CHASE BANK
270 PARK AVE 16TH FLOOR
NEW YORK, NY 100172014
(212) 464-2439

b

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

NO MANDATORY FORMAT, INCLUDE COPY OF 501(C) IRS LETTER

c

Any submission deadlines

SEPTEMBER 30TH

d

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

ORGANIZATIONS MUST BE EXCLUSIVELY FOR THE CARE OF ANIMALS

Part XV

Supplementary Information (continued)

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a Paid during the year See Additional Data Table				
Total			3a	861,690
b Approved for future payment				
Total			3b	0

Enter gross amounts unless otherwise indicated		Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See page 28 of the instructions)
		(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
1	Program service revenue					
a	_____					
b	_____					
c	_____					
d	_____					
e	_____					
f	_____					
g	Fees and contracts from government agencies					
2	Membership dues and assessments. . . .					
3	Interest on savings and temporary cash investments			14	290	
4	Dividends and interest from securities. . . .			14	413,104	
5	Net rental income or (loss) from real estate					
a	Debt-financed property.					
b	Not debt-financed property.					
6	Net rental income or (loss) from personal property					
7	Other investment income.			14	1,586	
8	Gain or (loss) from sales of assets other than inventory			18	897,860	
9	Net income or (loss) from special events					
10	Gross profit or (loss) from sales of inventory. .					
11	Other revenue a _____					
b	_____					
c	_____					
d	_____					
e	_____					
12	Subtotal. Add columns (b), (d), and (e). .		0		1,312,840	0
13	Total. Add line 12, columns (b), (d), and (e).			13		1,312,840

[illegible]

Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?		Yes	No
a Transfers from the reporting foundation to a noncharitable exempt organization of			
(1) Cash.			No
(2) Other assets.			No
b Other transactions			
(1) Sales of assets to a noncharitable exempt organization.			No
(2) Purchases of assets from a noncharitable exempt organization.			No
(3) Rental of facilities, equipment, or other assets.			No
(4) Reimbursement arrangements.			No
(5) Loans or loan guarantees.			No
(6) Performance of services or membership or fundraising solicitations.			No
c Sharing of facilities, equipment, mailing lists, other assets, or paid employees.			No
d If the answer to any of the above is "Yes," complete the following schedule. Column (b) should always show the fair market value of the goods, other assets, or services given by the reporting foundation. If the foundation received less than fair market value in any transaction or sharing arrangement, show in column (d) the value of the goods, other assets, or services received			

[illegible]

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

b If "Yes," complete the following schedule

(a) Name of organization		(b) Type of organization		(c) Description of relationship		
Sign Here	Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete Declaration of preparer (other than taxpayer or fiduciary) is based on all information of which preparer has any knowledge					
	<div><div></div>Signature of officer or trustee</div>		<div>2012-05-09</div> <div>Date</div>		<div><div></div>Title</div>	
	Paid Preparer's Use Only	<div>Preparer's Signature</div> <div></div>		Date	<div>Check if self-employed</div> <div><div></div></div>	PTIN
		Firm's name			Firm's EIN	
		Firm's address			Phone no	

May the IRS discuss this return with the preparer shown above? See instructions ☐ Yes ☒ No

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a Paid during the year				
AFRICAN WILDLIFE FOUNDATION 1400 SIXTEENTH STREET NW SUITE 120 WASHINGTON,DC 20036	NONE	PUBLIC CHARITY	PROGRAM SUPPORT	45,000
FRIENDS OF ANIMALS INC777 POST ROAD DARIEN,CT 06820	NONE	PUBLIC CHARITY	PROGRAM SUPPORT	100,000
HUMANE SOCIETY OF THE UNITED STATES2100 L STREET NW WASHINGTON,DC 20037	NONE	PUBLIC CHARITY	PROGRAM SUPPORT	100,000
MAYOR'S ALLIANCE FOR NYC'S ANIMALS INC244 FIFTH AVE STE R290 NEWYORK,NY 10001	NONE	PUBLIC CHARITY	PROGRAM SUPPORT	150,000
NORTHERN ROCKIES CONSERVATION COOPERATIVEPO BOX 2705 JACKSON,WY 83001	NONE	PUBLIC CHARITY	PROGRAM SUPPORT	40,000
SNOW LEOPARD TRUST4649 SUNNYSIDE AVENUE NORTH SEATTLE,WA 98103	NONE	PUBLIC CHARITY	PROGRAM SUPPORT	40,000
THE XERCES SOCIETY4828 SE HAWTHORNE BLVD PORTLAND,OR 97215	NONE	PUBLIC CHARITY	PROGRAM SUPPORT	40,000
UNIVERSITY OF MONTANA FOUNDATION600 CONNELL AVE MISSOULA,MT 59812	NONE	PUBLIC CHARITY	PROGRAM SUPPORT	50,000
HUMANE RESEARCH COUNCILPO BOX 6476 OLYMPIA,WA 98507	NONE	PUBLIC CHARITY	PROGRAM SUPPORT	10,000
FAUNA AND FLORA INTERNATIONAL INC1720 N STREET NW WASHINGTON,DC 20036	NONE	PUBLIC CHARITY	PROGRAM SUPPORT	50,000
HUMANE SOCIETY OF NEW YORK 306 E 59TH STREET NEWYORK,NY 10022	NONE	PUBLIC CHARITY	PROGRAM SUPPORT	50,000
BIDE- A-WEE INC3300 BELTAGH AVENUE WANTAGH,NY 11793	NONE	PUBLIC CHARITY	PROGRAM SUPPORT	50,000
NORTH SHORE ANIMAL LEAGUE AMERICALEWYT STREET PORT WASHINGTON,NY 11050	NONE	PUBLIC CHARITY	PROGRAM SUPPORT	40,000
AFRICAN PEOPLE AND WILDLIFE FUNDPO BOX 624 BERNARDSVILLE,NJ 07924	NONE	PUBLIC CHARITY	PROGRAM SUPPORT	30,000
ENVIRONMENTAL GRANTMAKERS ASSOCIATION55 EXCHANGE PLACE 405 NEWYORK,NY 10005	NONE	PUBLIC CHARITY	PROGRAM SUPPORT	1,690
ALLIANCE FOR CONTRACEPTION IN CATS14245 NW BELLE CT PORTLAND,OR 97229	NONE	PUBLIC CHARITY	PROGRAM SUPPORT	25,000
TURTLE ISLAND RESTORATION NETWORKPO BOX 370 FOREST KNOLLS,CA 94933	NONE	PUBLIC CHARITY	PROGRAM SUPPORT	40,000
Total  3a				861,690

**TY 2011 Investments Corporate
Bonds Schedule**

Name: REGINA BAUER FRANKENBERG FOUNDATION FOR
ANIMAL WELFARE P60633008

EIN: 13-3741659

Name of Bond	End of Year Book Value	End of Year Fair Market Value
EATON VANCE MUT FDS TR FLT RT CL I - 96654.841 SHS	862,148	851,529
JPM HIGH YIELD FD - SEL - 103464.327 SHS	781,206	788,398
JPM SHORT DURATION BOND FD - SEL - 196963.363 SHS	2,124,373	2,156,749
DREYFUS/LAUREL FDS TR PRM EMRGN MK I - 26807.113 SHS	389,053	352,782
JPM STR INC OPP FD - 18149.666 SHS	207,995	205,636
JPM INTL CURRENCY INCOME FD - 33353.216 SHS	362,549	361,215
DB 95% PPN FX BASKET 2/1/13 - 165000 SHS	163,534	152,493
BARC 93% PPN CURRENCY BASKET 9/13/13 - 150000 SHS	148,740	140,775

TY 2011 Investments Corporate
Stock Schedule

Name: REGINA BAUER FRANKENBERG FOUNDATION FOR
ANIMAL WELFARE P60633008
EIN: 13-3741659

Name of Stock	End of Year Book Value	End of Year Fair Market Value
ABBOTT LABORATORIES - 95 SHS	4,246	5,342
ALLERGAN INC - 35 SHS	3,016	3,071
AMAZON COM INC - 58 SHS	8,008	10,040
ANADARKO PETROLEUM CORP - 70 SHS	5,092	5,343
APPLE INC. - 71 SHS	9,656	28,755
AUTOZONE INC - 11 SHS	3,154	3,575
BAKER HUGHES INC - 50 SHS	2,859	2,432
CVS CAREMARK CORP - 80 SHS	2,033	3,262
CAMPBELL SOUP COMPANY - 115 SHS	4,123	3,823
CAPITAL ONE FINANCIAL CORP - 95 SHS	4,331	4,018
CARDINAL HEALTH INC - 155 SHS	4,602	6,295
CELGENE CORPORATION - 85 SHS	3,654	5,746
CISCO SYSTEMS INC - 494 SHS	5,228	8,932
CITRIX SYSTEMS INC - 35 SHS	2,020	2,125
COCA-COLA CO - 65 SHS	4,445	4,548
COLGATE PALMOLIVE CO - 45 SHS	3,535	4,158
DARDEN RESTAURANTS INC - 45 SHS	1,911	2,051
E I DU PONT DE NEMOURS & CO - 227 SHS	8,365	10,392
E M C CORP MASS - 175 SHS	3,597	3,770
EMERSON ELECTRIC CO - 87 SHS	4,701	4,053
FREEPORT-MCMORAN COPPER & GOLD INC CL B - 94 SHS	2,205	3,458
GENERAL ELECTRIC CO - 260 SHS	4,229	4,657
GENERAL MILLS INC - 110 SHS	4,053	4,445
HOME DEPOT INC - 75 SHS	2,534	3,153
HUMANA INC - 80 SHS	6,174	7,009
JOHNSON & JOHNSON - 135 SHS	8,497	8,853
JOHNSON CONTROLS INC - 330 SHS	5,792	10,316
LAM RESEARCH CORP - 30 SHS	1,316	1,111
THE ESTEE LAUDER COMPANIES INC CL A - 28 SHS	2,840	3,145
LENNAR CORP - 140 SHS	2,098	2,751

Name of Stock	End of Year Book Value	End of Year Fair Market Value
LOWES COMPANIES INC - 353 SHS	7,609	8,959
MICROS SYSTEMS INC - 30 SHS	1,505	1,397
MICROSOFT CORP - 716 SHS	13,112	18,587
NIKE INC B - 60 SHS	3,578	5,782
NORFOLK SOUTHERN CORP - 175 SHS	6,914	12,751
OCCIDENTAL PETROLEUM CORP - 140 SHS	7,475	13,118
ORACLE CORP - 300 SHS	6,885	7,695
PACCAR INC - 155 SHS	3,552	5,808
PFIZER INC - 545 SHS	6,637	11,794
PIONEER NATURAL RESOURCES CO - 20 SHS	1,488	1,790
PROCTER & GAMBLE CO - 165 SHS	5,780	11,007
QUALCOMM INC - 150 SHS	5,188	8,205
T ROWE PRICE INTL FUNDS INC NEW ASIA FUND - 11178.306 SHS	158,844	155,490
SPDR S&P 500 ETF TRUST - 1806 SHS	190,976	226,653
SCHLUMBERGER LTD - 151 SHS	12,537	10,315
SOUTHWESTERN ENERGY CO - 41 SHS	1,618	1,310
UNITED TECHNOLOGIES CORP - 160 SHS	4,625	11,694
VERTEX PHARMACEUTICALS INC - 70 SHS	2,195	2,325
WILLIAMS COMPANIES INC - 177 SHS	5,376	5,845
XILINX CORP - 157 SHS	4,709	5,033
COGNIZANT TECHNOLOGY SOLUTIONS CORP CL A - 93 SHS	5,073	5,981
WELLS FARGO & CO - 492 SHS	8,927	13,560
THORNBURG VALUE FUND FD CL I - 18244.124 SHS	557,727	545,317
BANK OF AMERICA CORP - 501 SHS	2,336	2,786
GOLDMAN SACHS GROUP INC - 60 SHS	4,665	5,426
DEVON ENERGY CORP - 30 SHS	1,881	1,860
EOG RESOURCES INC - 30 SHS	1,841	2,955
HONEYWELL INTL INC - 114 SHS	4,742	6,196
DOMINION RESOURCES INC VA - 60 SHS	3,024	3,185
TARGET CORP - 85 SHS	4,032	4,354

Name of Stock	End of Year Book Value	End of Year Fair Market Value
UNITEDHEALTH GROUP INC - 110 SHS	4,626	5,575
ISHARES S&P MIDCAP 400 INDEX FUND - 4500 SHS	327,547	394,245
VERIZON COMMUNICATIONS INC - 195 SHS	5,154	7,823
MFS INTL VALUE-I - 10623.333 SHS	275,463	262,503
GLOBAL PAYMENTS INC - 50 SHS	2,435	2,369
US BANCORP DEL - 150 SHS	2,278	4,058
DODGE & COX INTL STOCK - 12984.787 SHS	312,958	379,675
YUM BRANDS INC - 175 SHS	5,872	10,327
CENTERPOINT ENERGY INC - 314 SHS	5,388	6,308
COMCAST CORP CL A - 180 SHS	3,181	4,268
CARNIVAL CORPORATION - 130 SHS	4,164	4,243
ARBITRAGE FUNDS - I CL I - 24753.209 SHS	325,010	324,267
ASTON OPTIMUM MID CAP FUND I - 19873.738 SHS	622,145	595,616
JPM LARGE CAP GROWTH FD - SEL - 24441.686 SHS	520,025	524,519
JPM US REAL ESTATE FD - SEL - 25135.161 SHS	298,857	406,938
JPM INTREPID AMERICA FD - SEL - 18512.48 SHS	373,212	420,418
JPM MARKET EXPANSION INDEX FD - SEL - 47352.452 SHS	492,932	457,898
JPM ASIA EQU FD - SEL - 11736.09 SHS	393,237	337,530
VANGUARD MSCI EMERGING MRKTS ETF - 8000 SHS	353,752	305,680
JPM US LRGE CAP CORE PLUS FD - SEL - 30312.157 SHS	580,000	598,362
AT&T INC - 210 SHS	7,413	6,350
CBS CORP CLASS B W/I - 221 SHS	5,980	5,998
JPM TR I GROWTH ADVANTAGE FD - SEL - 47675.539 SHS	422,882	414,300
CAMERON INTL CORPORATION - 45 SHS	2,360	2,214
AP ALTERNATIVE ASSETS FUND LP - 21840 SHS	426,376	184,548
POWERSHARES DB COMMODITY INDEX TRACKING FUND - 8700 SHS	186,473	233,508
HARTFORD CAPITAL APPRECIATION FUND - 16038.598 SHS	472,189	462,072
MANNING & NAPIER FUND INC WORLD OPPS SERIES FUND - 72204.447 SHS	631,067	478,715
EATON VANCE MUT FDS TR GLOBAL MACRO - I - 35264.032 SHS	363,886	346,293
INVESCO LTD - 210 SHS	4,100	4,219

Name of Stock	End of Year Book Value	End of Year Fair Market Value
GATEWAY FUND - Y - 11624.641 SHS	299,102	306,774
BLACKSTONE PARTNERS OFFSHORE FUND LTD. CLASS H2 703.37 SHS	750,000	798,628
NETAPP INC - 40 SHS	1,426	1,451
K2 OVERSEAS LONG SHORT FUND LTD. CLASS B (ERISA INVT) - 360 SHS	360,000	337,812
SPDR GOLD TRUST - 650 SHS	61,568	98,794
ACE LTD NEW - 75 SHS	3,816	5,259
TYCO INTERNATIONAL LTD - 120 SHS	4,666	5,605
TIME WARNER INC NEW - 385 SHS	7,986	13,914
MERCK AND CO INC - 400 SHS	11,939	15,080
HIGHBRIDGE DYNAMIC COMM STRG FD -SEL - 32015.632 SHS	472,778	548,428
NEXTERA ENERGY INC - 70 SHS	3,998	4,262
SG REN SPX 2/23/12 - 325000 SHS	321,750	312,813
CS BREN EAFE 2/29/12 - 200000 SHS	198,000	173,400
COVIDIEN PLC NEW - 113 SHS	4,606	5,086
DB PALLDIUM COUPON NOTE 4/13/12- 200000 SHS	198,000	173,180
CS BREN EAFE 05/02/18 - 225000 SHS	222,750	191,475
CITIGROUP INC NEW - 195 SHS	6,984	5,130
BARC BREN EAFE 06/27/12 - 225000 SHS	222,750	196,830
BNP BREN ASIA BASKET 07/25/12 225000 SHS	222,750	185,360
BNP CONT BUFF EQ SPX 08/01/12- 350000 SHS	346,500	333,554
BARC BREN EAFE 08/29/12 - 210000 SHS	207,900	200,487
GS CONT BUFF EQ SPX 08/27/12 - 400000 SHS	396,000	432,744
HSBC CONT BUFF EQ SPX 10/17/12- 300000 SHS	297,000	323,460
DB CONT BUFF EQ SPX 12/10/12 - 275000 SHS	272,250	292,243
BROADCOM CORP CL A - 50 SHS	1,662	1,468
JUNIPER NETWORKS INC - 270 SHS	5,562	5,511
EXXON MOBIL CORP - 165 SHS	3,280	13,985
METLIFE INC - 215 SHS	6,788	6,704
MONSANTO CO - 33 SHS	2,257	2,312
KRAFT FOODS INC CLASS A - 209 SHS	7,214	7,808

Name of Stock	End of Year Book Value	End of Year Fair Market Value
PRUDENTIAL FINANCIAL INC - 100 SHS	2,239	5,012
CONOCOPHILLIPS - 119 SHS	5,664	8,672
BIOGEN IDEC INC - 59 SHS	4,589	6,493
BAIDU INC SPONS ADR - 20 SHS	1,841	2,329
INTERCONTINENTAL EXCHANGE INC - 14 SHS	1,562	1,688
TD AMERITRADE HOLDING CORP - 140 SHS	2,158	2,191
MASTERCARD INC - CLASS A - 9 SHS	1,621	3,355
GENERAL MOTORS CO - 160 SHS	5,474	3,243
GS BREN EEM 11/07/12 - 210000 SHS	207,900	209,727
FAIR MARKET VALUE NET ADJUSTMENT	0	28,441

TY 2011 Other Expenses Schedule

Name: REGINA BAUER FRANKENBERG FOUNDATION FOR
ANIMAL WELFARE P60633008

EIN: 13-3741659

Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
NEW YORK ATTORNEY GENERAL FILING FEE	750	0		750
ANIMAL GRANTMAKERS ASSOCIATION - ANNUAL DUES	1,600	0		1,600
ADR FEE	1	0		0
POWERSHARES DB COMMODITY TRACKING INDEX FD	0	2,135		0
AP ALTERNATIVE ASSETS LP- INVESTMENT INTEREST	0	2,091		0
AP ALTERNATIVE ASSETS LP- PORTFOLIO EXPENSES	0	7,312		0

TY 2011 Other Income Schedule

Name: REGINA BAUER FRANKENBERG FOUNDATION FOR
ANIMAL WELFARE P60633008

EIN: 13-3741659

Description	Revenue And Expenses Per Books	Net Investment Income	Adjusted Net Income
OID INCOME	1,586	1,586	1,586
APOLLO ASIA OPPORTUNITY OFFSHORE	0	765	0
AAA SENIOR LOAN (FC) LLC	0	161	0
RCIV HOLDINGS (LU) SARL	0	807	0
GERONA SECURITIZATION SARL	0	39	0
LAS ROZAS FUNDING HOLDING SARL	0	659	0
BRATISLAVA GREENFIELDS MGMT LTD	0	1	0
AI EUROPEAN FUNDING 2006-1 P C	0	603	0

TY 2011 Other Increases Schedule

Name: REGINA BAUER FRANKENBERG FOUNDATION FOR
ANIMAL WELFARE P60633008

EIN: 13-3741659

Description	Amount
ROUNDING	1
RETURN OF CAPITAL ADJUSTMENT	2,981

TY 2011 Taxes Schedule

Name: REGINA BAUER FRANKENBERG FOUNDATION FOR
ANIMAL WELFARE P60633008

EIN: 13-3741659

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
ESTIMATED EXCISE TAX PAID - CURRENT YEAR	0	0		0
EXCISE TAX PAID - PRIOR YEAR	29,338	0		0
FOREIGN TAXES PAID	5,967	5,967		0
CT-13 STATE INCOME TAXES	949	949		0
990T ESTIMATED TAX PAID - CURRENT YEAR	4,400	0		0

Additional Data

Software ID:
Software Version:
EIN: 13-3741659
Name: REGINA BAUER FRANKENBERG FOUNDATION FOR
ANIMAL WELFARE P60633008

Form 990PF - Special Condition Description:

Special Condition Description

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d

(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)
PUBLICLY TRADED SECURITIES			
POWERSHARES DB COMMODITY TRANCKING INDEX FUND- ST CAP LOSS	P		2011-12-31
POWERSHARES DB COMMODITY TRANCKING INDEX FUND- LT CAP LOSS	P		2011-12-31
POWERSHARES DB COMMODITY TRANCKING INDEX FUND- SEC 1256 CAP GAINS	P		2011-12-31
AP ALTERNATIVE ASSETS, L P	P		2011-12-31
AP ALTERNATIVE ASSETS, L P	P		2011-12-31
APOLLO STRATEGIC VALUE OFFSHORE FD, LTD	P		2011-12-31
APOLLO EUROPEAN PRINCIPAL FINANCE FD, LP	P		2011-12-31
AI EUROPEAN FUNDING 2006-1 PLC	P		2011-12-31
CAPITAL GAINS DIVIDENDS	P		

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
11,019,808		10,233,040	786,768
			-1,177
			5,653
			1,884
			389
			2,559
			1,073
			1,229
			2,402
111,092			111,092

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

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) 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	
			786,768
			-1,177
			5,653
			1,884
			389
			2,559
			1,073
			1,229
			2,402
			111,092