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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.

2011

For calendar year 2011 or tax year beginning

, and ending

Name of foundation <b>RHODA &amp; HENRY FRANK FAMILY FOUNDATION</b>		A Employer identification number <b>36-3994549</b>
Number and street (or P.O. box number if mail is not delivered to street address) <b>800 NORTH MICHIGAN AVENUE, UNIT 3802</b>		B Telephone number <b>(312) 540-4993</b>
City or town, state, and ZIP code <b>CHICAGO, IL 60611</b>		C If exemption application is pending, check here <input type="checkbox"/>
G Check all that apply <input type="checkbox"/> Initial return <input type="checkbox"/> Final return <input type="checkbox"/> Address change <input type="checkbox"/> Initial return of a former public charity <input type="checkbox"/> Amended return <input type="checkbox"/> Name change		D 1. Foreign organizations, check here <input type="checkbox"/> 2. Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>
H Check type of organization: <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation		E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/>
I Fair market value of all assets at end of year (from Part II, col (c), line 16) <b>\$ 1,223,999.</b> (Part I, column (d) must be on cash basis)		F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>
J Accounting method: <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____		

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))		(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				N/A	
2 Check <input checked="" type="checkbox"/> if the foundation is not required to attach Sch. B					
3 Interest on savings and temporary cash investments		10,773.	10,773.		STATEMENT 1
4 Dividends and interest from securities		27,759.	25,088.		STATEMENT 2
5a Gross rents					
b Net rental income or (loss)					
6a Net gain or (loss) from sale of assets not on line 10		54,504.			
b Gross sales price for all assets on line 6a <b>285,347.</b>					
7 Capital gain net income (from Part IV, line 2)			54,504.		
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)					
11 Other income					
12 Total. Add lines 1 through 11		93,036.	90,365.		
13 Compensation of officers, directors, trustees, etc.		0.	0.		0.
14 Other employee salaries and wages					
15 Pension plans, employee benefits					
16a Legal fees					
b Accounting fees					
c Other professional fees					
17 Interest					
18 Taxes <b>STMT 3</b>		230.	180.		0.
19 Depreciation and depletion					
20 Occupancy					
21 Travel, conferences, and meetings					
22 Printing and publications					
23 Other expenses <b>STMT 4</b>		6,794.	6,108.		412.
24 Total operating and administrative expenses. Add lines 13 through 23		7,024.	6,288.		412.
25 Contributions, gifts, grants paid		139,013.			139,013.
26 Total expenses and disbursements. Add lines 24 and 25		146,037.	6,288.		139,425.
27 Subtract line 26 from line 12					
a Excess of revenue over expenses and disbursements		-53,001.			
b Net investment income (if negative, enter -0-)			84,077.		
c Adjusted net income (if negative, enter -0-)				N/A	

SCANNED NOV 30 2012

Revenue  
Operating and Administrative ExpensesRECEIVED  
NOV 21 2012  
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P 22

<b>Part II Balance Sheets</b> Attached schedules and amounts in the description column should be for end-of-year amounts only				Beginning of year	End of year	
				(a) Book Value	(b) Book Value	(c) Fair Market Value
<b>Assets</b>	1	Cash - non-interest-bearing			20,000.	20,000.
	2	Savings and temporary cash investments		156,586.	31,194.	31,194.
	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		3,750.	5,985.	5,985.
	7	Other notes and loans receivable ▶				
		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 STMT 5		286,286.	272,504.	275,404.
	b	Investments - corporate stock STMT 6		312,967.	352,118.	426,232.
	c	Investments - corporate bonds STMT 7		376,383.	394,778.	388,141.
11	Investments - land, buildings, and equipment basis ▶					
	Less: accumulated depreciation ▶					
12	Investments - mortgage loans					
13	Investments - other STMT 8		67,537.	74,199.	77,043.	
14	Land, buildings, and equipment: basis ▶					
	Less: accumulated depreciation ▶					
15	Other assets (describe ▶ STATEMENT 9 )		22.	0.	0.	
16	<b>Total assets (to be completed by all filers)</b>		1,203,531.	1,150,778.	1,223,999.	
<b>Liabilities</b>	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				
	22	Other liabilities (describe ▶ STATEMENT 10)		0.	248.	
23	<b>Total liabilities (add lines 17 through 22)</b>		0.	248.		
<b>Net Assets or Fund Balances</b>	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		0.	0.	
	28	Paid-in or capital surplus, or land, bldg., and equipment fund		0.	0.	
	29	Retained earnings, accumulated income, endowment, or other funds		1,203,531.	1,150,530.	
	30	<b>Total net assets or fund balances</b>		1,203,531.	1,150,530.	
31	<b>Total liabilities and net assets/fund balances</b>		1,203,531.	1,150,778.		

**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	1,203,531.
2	Enter amount from Part I, line 27a	2	-53,001.
3	Other increases not included in line 2 (itemize) ▶	3	0.
4	Add lines 1, 2, and 3	4	1,150,530.
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	1,150,530.

**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.)
<b>1a</b> CHARLES SCHWAB & CO. (2460) - SEE ATTACHED	P	VARIOUS	VARIOUS
<b>b</b> CHARLES SCHWAB & CO. (3357) - SEE ATTACHED	P	VARIOUS	VARIOUS
<b>c</b> CHARLES SCHWAB & CO. (3357) - SEE ATTACHED	P	VARIOUS	VARIOUS
<b>d</b> CAPITAL GAINS DIVIDENDS			
<b>e</b>			

(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)
<b>a</b> 141,536.		87,867.	53,669.
<b>b</b> 74,754.		75,866.	-1,112.
<b>c</b> 66,986.		67,110.	-124.
<b>d</b> 2,071.			2,071.
<b>e</b>			

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	
<b>a</b>			53,669.
<b>b</b>			-1,112.
<b>c</b>			-124.
<b>d</b>			2,071.
<b>e</b>			

<b>2</b> 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 }	<b>2</b>	54,504.
<b>3</b> 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) If (loss), enter -0- in Part I, line 8	{ }	<b>3</b>	N/A

**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 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	131,972.	1,327,095.	.099444
2009	93,504.	1,298,509.	.072009
2008	193,376.	1,647,747.	.117358
2007	137,721.	1,844,325.	.074673
2006	97,453.	1,710,954.	.056958

<b>2</b> Total of line 1, column (d)	<b>2</b>	.420442
<b>3</b> 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	<b>3</b>	.084088
<b>4</b> Enter the net value of noncharitable-use assets for 2011 from Part X, line 5	<b>4</b>	1,283,982.
<b>5</b> Multiply line 4 by line 3	<b>5</b>	107,967.
<b>6</b> Enter 1% of net investment income (1% of Part I, line 27b)	<b>6</b>	841.
<b>7</b> Add lines 5 and 6	<b>7</b>	108,808.
<b>8</b> Enter qualifying distributions from Part XII, line 4	<b>8</b>	139,425.

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

**Part VI Excise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or 4948 - see 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 checked="" type="checkbox"/> and enter 1% of Part I, line 27b	1	841.
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	841.
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	841.
6	Credits/Payments:		
a	2011 estimated tax payments and 2010 overpayment credited to 2011	6a	774.
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	774.
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	67.
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 checked="" type="checkbox"/>	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
1b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see 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
1c Did the foundation file Form 1120-POL for this year?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation. \$ 0. (2) On foundation managers \$ 0.		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers \$ 0.		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? 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
4b If "Yes," has it filed a tax return on Form 990-T for this year?		
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 instructions) <u>IL</u>		
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? 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 2011 or the taxable year beginning in 2011 (see instructions for Part XIV)? 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

N/A

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

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11		X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address <b>N/A</b>	13	X	
14	The books are in care of <b>HENRY FRANK</b> Telephone no. <b>(312) 540-4993</b> Located at <b>800 N. MICHIGAN AVENUE, UNIT 3802, CHICAGO, IL</b> ZIP+4 <b>60611</b>			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here and enter the amount of tax-exempt interest received or accrued during the year	15	N/A	
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? See the instructions for exceptions and filing requirements for Form TD F 90-22.1. If "Yes," enter the name of the foreign country	16	Yes	No
				X

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

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

	Yes	No
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 checked="" type="checkbox"/> Yes <input type="checkbox"/> No	
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
(6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.)	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
b If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? Organizations relying on a current notice regarding disaster assistance check here	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 2011?	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 2011, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2011? If "Yes," list the years	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
b Are there any years listed in 2a for which the foundation is <b>not</b> 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 instructions.)	N/A	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?	<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? (Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2011)	N/A	3b
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a	X
b Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2011?	4b	X

**Part VII-B** Statements Regarding Activities for Which Form 4720 May Be Required (continued)

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

(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?

☐ Yes ☒ 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)?

☐ Yes ☒ No

(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals?

☐ Yes ☒ No

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

N/A

5b

Organizations relying on a current notice regarding disaster assistance check here

☒

c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant?

N/A

☐ Yes ☐ No

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

6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?

☐ Yes ☒ No

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?

6b

X

If "Yes" to 6b, file Form 8870

7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?

☐ Yes ☒ No

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

N/A

7b

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

1 List all officers, directors, trustees, foundation managers and their compensation.

(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
HENRY FRANK	PRESIDENT / TREASURER			
800 N. MICHIGAN AVENUE, UNIT 3802	1.00	0.	0.	0.
CHICAGO, IL 60611				
RHODA LEA FRANK	VICE-PRESIDENT / SECRETARY			
800 N. MICHIGAN AVENUE, UNIT 3802	2.00	0.	0.	0.
CHICAGO, IL 60611				
JODY L. FRANK	NONE			
5437 BLUE SAGE DRIVE	1.00	0.	0.	0.
RALEIGH, NC 27606				
BETH ANN WAITE	NONE			
N27W30113 MAPLE AVENUE	1.00	0.	0.	0.
PEWAUKEE, WI 53072				

2 Compensation of five highest-paid employees (other than those included on line 1). 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
NOT APPLICABLE	0.00	0.	0.	0.

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

0





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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:		
a	Average monthly fair market value of securities	1a	977,955.
b	Average of monthly cash balances	1b	325,580.
c	Fair market value of all other assets	1c	
d	Total (add lines 1a, b, and c)	1d	1,303,535.
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	1,303,535.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	19,553.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	1,283,982.
6	Minimum investment return. Enter 5% of line 5	6	64,199.

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

1	Minimum investment return from Part X, line 6	1	64,199.
2a	Tax on investment income for 2011 from Part VI, line 5	2a	841.
b	Income tax for 2011. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	841.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	63,358.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	63,358.
6	Deduction from distributable amount (see instructions)	6	0.
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	63,358.

**Part XII Qualifying Distributions** (see instructions)

1	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes:		
a	Expenses, contributions, gifts, etc. - total from Part I, column (d), line 26	1a	139,425.
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	139,425.
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	5	841.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	138,584.

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

**Part XIII** Undistributed Income (see instructions)

	(a) Corpus	(b) Years prior to 2010	(c) 2010	(d) 2011
1 Distributable amount for 2011 from Part XI, line 7				63,358.
2 Undistributed income, if any, as of the end of 2011				
a Enter amount for 2010 only			0.	
b Total for prior years:		0.		
3 Excess distributions carryover, if any, to 2011:				
a From 2006				
b From 2007				
c From 2008				80,152.
d From 2009				93,504.
e From 2010				132,512.
f Total of lines 3a through e	306,168.			
4 Qualifying distributions for 2011 from Part XII, line 4: ▶ \$	139,425.			
a Applied to 2010, but not more than line 2a			0.	
b Applied to undistributed income of prior years (Election required - see instructions)		0.		
c Treated as distributions out of corpus (Election required - see instructions)	0.			
d Applied to 2011 distributable amount				63,358.
e Remaining amount distributed out of corpus	76,067.			
5 Excess distributions carryover applied to 2011 (If an amount appears in column (d), the same amount must be shown in column (a).)	0.			0.
6 Enter the net total of each column as indicated below:	382,235.			
a Corpus Add lines 3f, 4c, and 4e Subtract line 5				
b Prior years' undistributed income. Subtract line 4b from line 2b		0.		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		0.		
d Subtract line 6c from line 6b Taxable amount - see instructions		0.		
e Undistributed income for 2010. Subtract line 4a from line 2a. Taxable amount - see instr.			0.	
f Undistributed income for 2011. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2012				0.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3)	0.			
8 Excess distributions carryover from 2006 not applied on line 5 or line 7	0.			
9 Excess distributions carryover to 2012. Subtract lines 7 and 8 from line 6a	382,235.			
10 Analysis of line 9:				
a Excess from 2007				
b Excess from 2008				80,152.
c Excess from 2009				93,504.
d Excess from 2010				132,512.
e Excess from 2011				76,067.

**Part XIV Private Operating Foundations** (see instructions and Part VII-A, question 9)

N/A

- 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 2011, 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

**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.

- 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**

<b>Part XV</b>	<b>Supplementary Information (Complete this part only if the foundation had \$5,000 or more in assets at any time during the year-see instructions.)</b>
----------------	--

### 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).)

SEE STATEMENT 11

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

NONE

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

Check here ☐ 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 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:

SEE STATEMENT 12

**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
<b>a Paid during the year</b>				
SEE ATTACHED STATEMENT		PUBLIC	CHARITABLE - GENERAL SUPPORT	139,013.
<b>Total</b>			<b>3a</b>	139,013.
<b>b Approved for future payment</b>				
NONE				
<b>Total</b>			<b>3b</b>	0.



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

- |   |   |       |     |
|---|---|-------|-----|
| 1 | Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?   |       | Yes |
| a | Transfers from the reporting foundation to a noncharitable exempt organization of:  |       |     |
|   | (1) Cash  | 1a(1) |     |
|   | (2) Other assets  | 1a(2) |     |
| b | Other transactions.   |       |     |
|   | (1) Sales of assets to a noncharitable exempt organization  | 1b(1) |     |
|   | (2) Purchases of assets from a noncharitable exempt organization  | 1b(2) |     |
|   | (3) Rental of facilities, equipment, or other assets  | 1b(3) |     |
|   | (4) Reimbursement arrangements  | 1b(4) |     |
|   | (5) Loans or loan guarantees  | 1b(5) |     |
|   | (6) Performance of services or membership or fundraising solicitations  | 1b(6) |     |
| c | Sharing of facilities, equipment, mailing lists, other assets, or paid employees  | 1c    |     |
| 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 |       |     |

	Yes	No
1a(1)		X
1a(2)		X
1b(1)		X
1b(2)		X
1b(3)		X
1b(4)		X
1b(5)		X
1b(6)		X
1c		X

[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
N/A		

**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) is based on all information of which preparer has any knowledge.

Signature of officer or trustee Henry A. Frank - Pres Date 11/13/12 Title OFFICER

May the IRS discuss this return with the preparer shown below (see instr.)?

☒ Yes ☐ No

**Paid  
Preparer  
Use Only**

Print/Type preparer s name

LARRY BOBER

Preparer's signature \_\_\_\_\_

Date \_\_\_\_\_

11/13/12

Check ☐ if  
self-employed

PTIN

P00038471

Firm's name ► MCGLADREY LLP

Firm's EIN ▶ 42-0714325

Firm's address ▶ 1 S. WACKER DRIVE, STE 800  
CHICAGO, IL 60606-3392

Phone no. 312-634-3400

## FORM 990-PF INTEREST ON SAVINGS AND TEMPORARY CASH INVESTMENTS STATEMENT 1

SOURCE	AMOUNT
CHARLES SCHWAB & CO. (2460) - BOND INTEREST	8.
CHARLES SCHWAB & CO. (3357) - BOND INTEREST	4,671.
CHARLES SCHWAB & CO. INC. (3357)	1.
LESS: ACCRUED PURCHASED INTEREST RECEIVED	-157.
US BANK, N.A.	6,250.
TOTAL TO FORM 990-PF, PART I, LINE 3, COLUMN A	10,773.

## FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 2

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
CHARLES SCHWAB & CO. (2460)	19,997.	2,071.	17,926.
CHARLES SCHWAB & CO. (2460) - TAX EXEMPT DIVIDENDS	2,671.	0.	2,671.
CHARLES SCHWAB & CO. (3357)	7,158.	0.	7,158.
NORTHERN TRUST MONEY MARKET FUND	4.	0.	4.
TOTAL TO FM 990-PF, PART I, LN 4	29,830.	2,071.	27,759.

## FORM 990-PF TAXES STATEMENT 3

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
FOREIGN TAXES	180.	180.		0.
FORM 990-PF FEDERAL TAX DUE	50.	0.		0.
TO FORM 990-PF, PG 1, LN 18	230.	180.		0.

## FORM 990-PF

## OTHER EXPENSES

STATEMENT 4

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
LICENSES AND FEES	297.	0.		297.
INVESTMENT FEES	6,108.	6,108.		0.
MISCELLANEOUS EXPENSES	249.	0.		0.
BANK SERVICE CHARGES	25.	0.		0.
ILLINOIS CHARITY FUND	115.	0.		115.
TO FORM 990-PF, PG 1, LN 23	6,794.	6,108.		412.

## FORM 990-PF

## U.S. AND STATE/CITY GOVERNMENT OBLIGATIONS

STATEMENT 5

DESCRIPTION	U.S. GOV'T	OTHER GOV'T	BOOK VALUE	FAIR MARKET VALUE
US TREASURY NOTE 4% DUE 02/15/15	X		0.	0.
US TREASURY NOTE 1.375% DUE 3/15/13	X		2,989.	3,043.
US TREASURY NOTE 1.50% DUE 07/31/16	X		6,124.	6,203.
US TREASURY NOTE 2.125% DUE 8/15/21	X		8,100.	8,200.
US TREASURY NOTE 2.375% DUE 10/31/14	X		0.	0.
US TREASURY NOTE 2.375% DUE 7/31/17	X		0.	0.
US TREASURY NOTE 2.5% DUE 6/30/17	X		0.	0.
US TREASURY NOTE 0.875% DUE 2/29/12	X		14,015.	14,017.
UST INFL IDX 3% DUE 07/15/12	X		10,294.	10,291.
UST INFL IDX 2.5% DUE 1/15/29	X		12,355.	14,061.
UST INFL IDX 2.375% DUE 04/15/11	X		0.	0.
UST INFL IDX 3.625% DUE 4/15/28	X		5,414.	6,241.
FEDERAL NATIONAL MORTGAGE DUE 12/18/13	X		6,911.	7,046.
U.S. BANK - CERTIFICATE OF DEPOSIT	X		206,302.	206,302.
TOTAL U.S. GOVERNMENT OBLIGATIONS			272,504.	275,404.
TOTAL STATE AND MUNICIPAL GOVERNMENT OBLIGATIONS				
TOTAL TO FORM 990-PF, PART II, LINE 10A			272,504.	275,404.



FORM 990-PF

CORPORATE STOCK

STATEMENT 6

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
BERKSHIRE HATHAWAY CLASS B	14,470.	22,890.
COLGATE PALMOLIVE CO	0.	0.
EXXON MOBIL CORPORATION	10,326.	21,614.
GOOGLE INC CLASS A	0.	0.
ACE LIMITED	12,776.	14,725.
CONOCOPHILLIPS	6,588.	9,837.
MARATHON OIL CORP	5,101.	10,830.
MARATHON PETE CORP	3,451.	6,159.
NORTHROP GRUMMAN CORP	3,591.	6,140.
KBR INC	6,530.	10,869.
TYCO INTERNATIONAL LTD	11,409.	21,954.
TIME WARNER INC	9,242.	15,721.
PFIZER INC	12,727.	16,987.
ACCENTURE PLC CL A	6,020.	7,985.
INT'L BUSINESS MACHINES	17,617.	31,260.
MOLEX INC	0.	0.
AT&T INC	16,228.	19,202.
WINDSTREAM CORPORATION	0.	0.
CENTERPOINT ENERGY INC	0.	0.
AUTOLIV INC.	2,242.	5,349.
CARNIVAL CORP	5,541.	7,932.
EMC CORP	4,469.	7,539.
HARRIS CORPORATION	0.	0.
METLIFE INC	8,265.	8,419.
MICRON TECHNOLOGY INC	0.	0.
REINSURANCE GP AMERICA	4,322.	7,315.
SYNNEX CORPORATION	0.	0.
TECH DATA CORP	7,772.	11,117.
WORLD FUEL SERVICES CORP	0.	0.
MFA FINANCIAL INC	6,413.	5,712.
MANNING & NAPIER WORLD OPPTY A	25,000.	18,857.
SCOUT INT'L FUND	25,000.	21,502.
ISHARES TR RUSSELL 2000	15,208.	13,127.
SPDR S&P 500 ETF TR	70,574.	66,688.
MATTHEWS ASIA DIVIDEND	41,236.	36,502.
TOTAL TO FORM 990-PF, PART II, LINE 10B	352,118.	426,232.

FORM 990-PF	CORPORATE BONDS	STATEMENT	7
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DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
FIXED INCOME SHARES SERIES C	67,266.	62,529.
FIXED INCOME SHARES SERIES M	57,512.	60,366.
METROPOLITAN WEST TOTAL BOND M	75,000.	72,081.
PIMCO TOTAL RETURN FUND CL D	45,000.	41,559.
VANGUARD INTER TERM TAX EXEMPT FUND	75,000.	76,195.
VANGUARD TOTAL BOND MARKET INDEX FUND	75,000.	75,411.
TOTAL TO FORM 990-PF, PART II, LINE 10C	394,778.	388,141.

FORM 990-PF	OTHER INVESTMENTS	STATEMENT	8
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DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
FHLMC A9-7047 4.5% DUE 02/01/41	COST	7,231.	7,622.
FHLMC G0-4688 5.5% DUE 09/01/38	COST	2,153.	2,168.
FNMA PL AB1389 4.5% DUE 08/01/40	COST	9,099.	9,542.
FNMA PL AD0227 5.5% DUE 05/01/34	COST	1,897.	1,905.
FNMA PL AE0115 5.5% DUE 12/01/35	COST	9,176.	9,305.
FNMA PL AE0984 4.5% DUE 02/01/41	COST	5,529.	5,799.
FNMA PL AD0440 6% DUE 10/01/39	COST	0.	0.
FNMA PL AH5583 4.5% DUE 02/01/41	COST	7,374.	7,799.
FNMA PL 190391 6% DUE 09/01/38	COST	0.	0.
FNMA PL 735580 5% DUE 6/01/35	COST	338.	354.
FNMA PL 745275 5% DUE 02/01/36	COST	9,773.	10,204.
FNMA PL 889579 6% DUE 05/01/38	COST	7,982.	8,297.
FNMA PL 889982 5.5% DUE 11/01/38	COST	9,114.	9,460.
FNMA PL 934231 5% DUE 01/01/39	COST	3,727.	3,753.
FNMA PL 986761 5.5% DUE 7/01/38	COST	438.	457.
FNMA PL 995018 5.5% DUE 06/01/38	COST	368.	378.
TOTAL TO FORM 990-PF, PART II, LINE 13		74,199.	77,043.

FORM 990-PF	OTHER ASSETS	STATEMENT	9
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DESCRIPTION	BEGINNING OF YR BOOK VALUE	END OF YEAR BOOK VALUE	FAIR MARKET VALUE
ACCRUED PURCHASED INTEREST	22.	0.	0.
TO FORM 990-PF, PART II, LINE 15	22.	0.	0.

FORM 990-PF	OTHER LIABILITIES	STATEMENT	10
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DESCRIPTION	BOY AMOUNT	EOY AMOUNT
ACCRUED PURCHASE INTEREST	0.	248.
TOTAL TO FORM 990-PF, PART II, LINE 22	0.	248.

FORM 990-PF	PART XV - LINE 1A LIST OF FOUNDATION MANAGERS	STATEMENT	11
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NAME OF MANAGER

HENRY FRANK  
RHODA LEA FRANK

FORM 990-PF

GRANT APPLICATION SUBMISSION INFORMATION  
PART XV, LINES 2A THROUGH 2D

STATEMENT 12

NAME AND ADDRESS OF PERSON TO WHOM APPLICATIONS SHOULD BE SUBMITTED

HENRY FRANK  
800 NORTH MICHIGAN AVENUE, UNIT 3802  
CHICAGO, IL 60611

TELEPHONE NUMBER

(312) 540-4993

FORM AND CONTENT OF APPLICATIONS

THERE IS NO STANDARD APPLICATION FORM. SUBMIT LETTER REQUESTING A  
CONTRIBUTION WITH COPY OF ORGANIZATION'S IRC SEC. 501 (C)(3) LETTER.

ANY SUBMISSION DEADLINES

THERE ARE NO SUBMISSION DEADLINES.

RESTRICTIONS AND LIMITATIONS ON AWARDS

ORGANIZATION MUST BE CHARITABLE, RELIGIOUS, EDUCATIONAL, LITERARY OR  
SCIENTIFIC AS DESCRIBED IN IRC SEC. 501 (C)(3).

ATTACHMENT TO PART XV, LINE 3a  
CONTRIBUTIONS PAID DURING THE YEAR  
FISCAL YEAR ENDING: DECEMBER 31, 2011

NAME OF GRANTEE ORGANIZATION	AMOUNT
98 7 WFMT FINE ARTS CIRCLE	1,522 00
AMERICAN HEART ASSOCIATION	500 00
AMERICAN TECHNION SOCIETY	100 00
BOSTON BAROQUE	250 00
BRAIN & BEHAVIOR RESEARCH FOUNDATION	250 00
CHICAGO CULTURAL CENTER FOUNDATION	250 00
CHICAGO HISTORY MUSEUM	250 00
CHICAGO LOOP SYNAGOGUE	8,900 00
CHICAGO OPERA THEATER	1,800 00
CHICAGO PUBLIC LIBRARY	100 00
CHICAGO SHAKESPEARE THEATRE	1,800 00
CONGREGATION KNESETH ISRAEL	200 00
DEPAUL SCHOOL OF MUSIC	500 00
DOCTORS WITHOUT BORDERS	100 00
DRAKE UNIVERSITY	10,990 00
GRANT PARK MUSIC FESTIVAL	1,750 00
GRANT PARK ORCHESTRAL ASSOCIATION	2,800 00
HARRIS THEATRE FOR MUSIC AND DANCE	200 00
HOUSTON JEWISH COMMUNITY FOUNDATION	250 00
HUMAN RIGHTS WATCH	100 00
ILLINOIS HOLOCAUST MUSEUM AND EDUCATION CENTER	250 00
JEWISH UNITED FUND OF METROPOLITAN CHICAGO	31,000 00
JOHN G. SHEDD AQUARIUM	1,801 00
JOLIET JEWISH CONGREGATION	200 00
JUDD GOLDMAN ADAPTIVE SAILING FOUNDATION	3,420 00
JUVENILE DIABETES RESEARCH FOUNDATION	1,000 00
LAKESHORE PUBLIC TELEVISION	760 00
LEAGUE OF THE CHICAGO SYMPHONY ORCHESTRA ASSOCIATION	2,050 00
LINCOLN PARK ZOO	472 00
LINCOLNWOOD JEWISH CONGREGATION A G BETH ISRAEL	500 00
LYRIC OPERA OF CHICAGO	24,457 00
MARCH OF DIMES	200 00
MERIT SCHOOL OF MUSIC	1,000 00
MESIFTA BETH SHRAGA	100 00
MILWAUKEE YOUTH SYMPHONY ORCHESTRA	500 00
MUSEUM OF SCIENCE AND INDUSTRY	930 00
MUSIC OF THE BAROQUE	750 00
OPERATION UNDERSTANDING DC	250 00
ORTHODOX UNION	100 00
SALVATION ARMY	300 00
SKYLIGHT OPERA THEATRE	150 00
SMITHSONIAN INSTITUTION NATIONAL MUSEUM OF NATURAL HISTORY	389 00
SPERTUS INSTITUTE OF JEWISH STUDIES	300 00
TEMPLE BETH OR	360 00
THE ART INSTITUTE OF CHICAGO - ARCHITECTURE & DESIGN SOCIETY	500 00
THE CHICAGO CHAMBER MUSIC SOCIETY	300 00
THE CHICAGO SYMPHONY ORCHESTRA ASSOCIATION	3,300 00
THE INSTITUTE FOR LEARNING, ACCESS AND TRAINING AT THE CSO	100 00
THE JEWISH WOMEN'S FOUNDATION OF METROPOLITAN CHICAGO	2,000 00
THE JOFFREY BALLET OF CHICAGO	1,500 00
THE METROPOLITAN OPERA	23,140 00
THE REGENTS OF THE UNIVERSITY OF MICHIGAN	1,000 00
THE SOLTI FOUNDATION U S	700 00
THE USO	200 00
TIGER CREEK WILDLIFE REFUGE	50 00
UNIVERSITY OF ST. FRANCIS	1,000 00
WAUKESHA AREA YOUTH ORCHESTRAS	1,000 00
WTTW CHANNEL 11	371 52
	<u>139,012 52</u>

\* EACH OF THE ABOVE CONTRIBUTIONS ARE FOR THE GENERAL  
FUND PURPOSES OF THE DONEES CHARITABLE ORGANIZATION

**CHARLES SCHWAB #5340-2460**

RHODA &amp; HENRY FRANK FAMILY FOUNDATION

FEIN 36-3994549

CAPITAL GAINS / (LOSSES)

FOR YEAR ENDED DECEMBER 31, 2011

LONG-TERM GAIN/(LOSS)						
DATE BOUGHT	DATE SOLD	SHARES	DESCRIPTION	SOLD AMOUNT	COST AMOUNT	GAIN (LOSS)
04/03/2008	05/10/2011	100 0000	CENTERPOINT ENERGY INC	1,931 96	1,484 24	447 72
04/03/2008	05/10/2011	100 0000	CENTERPOINT ENERGY INC	1,932 17	1,484 24	447 93
04/03/2008	05/10/2011	100 0000	CENTERPOINT ENERGY INC	1,932 28	1,484 24	448 04
04/03/2008	05/10/2011	200 0000	CENTERPOINT ENERGY INC	3,864 13	2,968 48	895 65
04/03/2008	05/10/2011	265 0000	CENTERPOINT ENERGY INC	5,119 97	3,933 24	1,186 73
07/25/2003	02/15/2011	100 0000	COLGATE-PALMOLIVE CO	7,821 13	5,546 00	2,275 13
07/25/2003	02/15/2011	200 0000	COLGATE-PALMOLIVE CO	15,641 90	11,092 00	4,549 90
02/04/2004	02/15/2011	100 0000	COLGATE-PALMOLIVE CO	7,820 95	5,349 44	2,471 51
08/15/2009	02/15/2011	35 0000	GOOGLE INC CLASS A	21,826 98	13,219 55	8,607 43
04/23/2009	05/10/2011	145 0000	HARRIS CORPORATION	7,171 85	4,182 64	2,989 21
11/19/2008	03/31/2011	0 5000	HUNTINGTON INGALLS INDS	19 72	10 96	8 76
11/19/2008	05/10/2011	17 0000	HUNTINGTON INGALLS INDS	684 92	372 62	312 30
05/29/2009	02/15/2011	100 0000	MICRON TECHNOLOGY, INC	1,165 98	494 18	671 80
05/29/2009	02/15/2011	245 0000	MICRON TECHNOLOGY, INC	2,856 80	1,210 74	1,646 06
05/29/2009	02/15/2011	300 0000	MICRON TECHNOLOGY, INC	3,498 23	1,482 54	2,015 69
05/29/2009	02/15/2011	300 0000	MICRON TECHNOLOGY, INC	3,498 23	1,482 54	2,015 69
12/19/2008	02/15/2011	280 0000	MOLEX CORPORATION	7,711 33	3,953 04	3,758 29
12/24/2008	02/15/2011	115 0000	MOLEX CORPORATION	3,167 16	1,534 40	1,632 76
09/04/2009	02/15/2011	70 0000	SYNNEX CORPORATION	2,404 52	2,151 75	252 77
09/04/2009	02/15/2011	100 0000	SYNNEX CORPORATION	3,435 03	3,073 93	361 10
11/05/2008	05/10/2011	545 0000	WINDSTREAM CORPORATION	7,199 86	4,703 79	2,496 07
11/10/2008	05/10/2011	520 0000	WINDSTREAM CORPORATION	6,869 59	4,495 35	2,374 24
07/09/2009	02/15/2011	330 0000	WORLD FUEL SERVICES CORP	13,164 11	6,267 97	6,896 14
07/09/2009	05/10/2011	20 0000	WORLD FUEL SERVICES CORP	719 81	379 88	339 93
07/16/2009	05/10/2011	80 0000	WORLD FUEL SERVICES CORP	2,879 22	1,574 18	1,305 04
07/16/2009	05/10/2011	100 0000	WORLD FUEL SERVICES CORP	3,599 13	1,967 72	1,631 41
07/16/2009	05/10/2011	100 0000	WORLD FUEL SERVICES CORP	3,599 13	1,967 72	1,631 41
				<b>141,536.09</b>	<b>87,867.38</b>	<b>53,668.71</b>

**CHARLES SCHWAB #2381-3357**

RHODA &amp; HENRY FRANK FAMILY FOUNDATION

FEIN 36-3994549

CAPITAL GAINS / (LOSSES)

FOR YEAR ENDED DECEMBER 31, 2011

**SHORT-TERM GAIN/(LOSS)**

DATE BOUGHT	DATE SOLD	SHARES	ISSUE	SOLD AMOUNT	COST AMOUNT	GAIN (LOSS)
08/13/2010	02/04/2011	8,000	US TREASURY NOTE 2 375% 17	7,766 26	8,156 25	(389 99)
08/17/2010	02/04/2011	4,000	US TREASURY NOTE 2 375% 17	3,883 12	4,084 69	(201 57)
08/13/2010	02/09/2011	3,000	US TREASURY NOTE 2 5% 06/17	2,928 04	3,091 88	(163 84)
08/17/2010	02/09/2011	1,000	US TREASURY NOTE 2 5% 06/17	976 02	1,043 28	(67 26)
04/08/2010	02/10/2011	1,000	US TREASURY NOTE 2 375% 14	1,023 75	995 74	28 01
05/26/2010	02/10/2011	1,000	US TREASURY NOTE 2 375% 14	1,023 75	1,019 10	4 65
06/29/2010	02/10/2011	2,000	US TREASURY NOTE 2 375% 14	2,047 50	2,064 37	(16 87)
09/09/2010	02/10/2011	3,000	US TREASURY NOTE 2 375% 14	3,071 25	3,133 01	(61 76)
02/11/2011	03/15/2011		FHLMC A9-7047 4 5%41	12 16	12 24	(0 08)
02/02/2011	03/25/2011		FNMA PL AB1389 4 5%40	79 20	80 49	(1 29)
02/09/2011	03/25/2011		FNMA PL AH5583 4 5% 41	16 20	16 33	(0 13)
02/11/2011	04/15/2011		FHLMC A9-7047 4 5%41	16 42	16 54	(0 12)
05/13/2010	04/15/2011	1,000	UST INFL IDX 2 375% 04	1,112 06	1,123 33	(11 27)
02/02/2011	04/25/2011		FNMA PL AB1389 4 5%40	27 67	28 13	(0 46)
03/02/2011	04/25/2011		FNMA PL AE0984 4 5%41	14 71	31 87	(17 16)
02/09/2011	04/25/2011		FNMA PL AH5583 4 5% 41	31 44	31 69	(0 25)
02/11/2011	05/15/2011		FHLMC A9-7047 4 5%41	18 54	18 66	(0 12)
02/02/2011	05/25/2011		FNMA PL AB1389 4 5%40	47 83	48 61	(0 78)
04/19/2011	05/25/2011		FNMA PL AE0115 5 5%35	199 61	215 26	(15 65)
03/02/2011	05/25/2011		FNMA PL AE0984 4 5%41	25 72	26 12	(0 40)
02/09/2011	05/25/2011		FNMA PL AH5583 4 5% 41	22 95	23 13	(0 18)
03/10/2011	05/31/2011	18,000	US TREASURY BILL 0% 09/11	17,997 55	17,987 78	9 77
02/11/2011	06/15/2011		FHLMC A9-7047 4 5%41	32 03	32 24	(0 21)
02/02/2011	06/25/2011		FNMA PL AB1389 4 5%40	49 78	50 58	(0 80)
04/19/2011	06/25/2011		FNMA PL AE0115 5 5%35	169 75	183 06	(13 31)
03/02/2011	06/25/2011		FNMA PL AE0984 4 5%41	22 11	22 47	(0 36)
02/09/2011	06/25/2011		FNMA PL AH5583 4 5% 41	31 76	32 01	(0 25)
05/17/2011	07/11/2011	9,000	US TREASURY BILL 0% 08/11	8,999 86	8,999 31	0 55
05/31/2011	07/11/2011	18,000	US TREASURY BILL 0% 08/11	17,999 72	17,998 15	1 57
02/11/2011	07/15/2011		FHLMC A9-7047 4 5%41	48 18	48 50	(0 32)
02/02/2011	07/25/2011		FNMA PL AB1389 4 5%40	88 72	90 17	(1 45)
04/19/2011	07/25/2011		FNMA PL AE0115 5 5%35	210 11	226 58	(16 47)
03/02/2011	07/25/2011		FNMA PL AE0984 4 5%41	38 16	38 78	(0 62)
02/09/2011	07/25/2011		FNMA PL AH5583 4 5% 41	35 07	35 34	(0 27)
02/11/2011	08/15/2011		FHLMC A9-7047 4 5%41	42 82	43 10	(0 28)
02/02/2011	08/25/2011		FNMA PL AB1389 4 5%40	77 55	78 82	(1 27)
07/11/2011	08/25/2011		FNMA PL AD0227 5 5% 34	94 98	103 52	(8 54)
04/19/2011	08/25/2011		FNMA PL AE0115 5 5%35	197 36	212 83	(15 47)
03/02/2011	08/25/2011		FNMA PL AE0984 4 5%41	58 01	58 94	(0 93)
02/09/2011	08/25/2011		FNMA PL AH5583 4 5% 41	63 54	64 03	(0 49)
02/11/2011	09/15/2011		FHLMC A9-7047 4 5%41	86 68	87 25	(0 57)
02/02/2011	09/25/2011		FNMA PL AB1389 4 5%40	115 18	117 06	(1 88)
07/11/2011	09/25/2011		FNMA PL AD0227 5 5% 34	49 12	53 53	(4 41)
04/19/2011	09/25/2011		FNMA PL AE0115 5 5%35	205 71	221 84	(16 13)
03/02/2011	09/25/2011		FNMA PL AE0984 4 5%41	45 99	46 72	(0 73)
02/09/2011	09/25/2011		FNMA PL AH5583 4 5% 41	77 34	77 94	(0 60)
02/11/2011	10/15/2011		FHLMC A9-7047 4 5%41	179 81	181 00	(1 19)
02/02/2011	10/25/2011		FNMA PL AB1389 4 5%40	401 23	407 78	(6 55)
07/11/2011	10/25/2011		FNMA PL AD0227 5 5% 34	59 25	64 57	(5 32)
04/19/2011	10/25/2011		FNMA PL AE0115 5 5%35	193 20	208 34	(15 14)
03/02/2011	10/25/2011		FNMA PL AE0984 4 5%41	111 96	113 76	(1 80)
02/09/2011	10/25/2011		FNMA PL AH5583 4 5% 41	115 99	116 91	(0 92)
02/11/2011	11/15/2011		FHLMC A9-7047 4 5%41	199 24	200 57	(1 33)
10/11/2011	11/25/2011		FNMA PL 934231 5%39	135 24	145 23	(9 99)
02/02/2011	11/25/2011		FNMA PL AB1389 4 5%40	392 81	399 22	(6 41)
07/11/2011	11/25/2011		FNMA PL AD0227 5 5% 34	89 62	97 67	(8 05)

**CHARLES SCHWAB #2381-3357**

RHODA &amp; HENRY FRANK FAMILY FOUNDATION

FEIN 36-3994549

CAPITAL GAINS / (LOSSES)

FOR YEAR ENDED DECEMBER 31, 2011

SHORT-TERM GAIN/(LOSS)						
DATE BOUGHT	DATE SOLD	SHARES	ISSUE	SOLD AMOUNT	COST AMOUNT	GAIN (LOSS)
08/13/2010	02/04/2011	8,000	US TREASURY NOTE 2 375% 17	7,766 26	8,156 25	(389 99)
04/19/2011	11/25/2011		FNMA PL AE0115 5 5%35	212 30	228 94	(16 64)
03/02/2011	11/25/2011		FNMA PL AE0984 4 5%41	105 50	107 20	(1 70)
02/09/2011	11/25/2011		FNMA PL AH5583 4 5% 41	154 42	155 63	(1 21)
02/11/2011	12/15/2011		FHLMC A9-7047 4 5%41	180 29	181 47	(1 18)
11/10/2011	12/15/2011		FHLMC G0-4688 5 5%38	69 12	74 60	(5 48)
10/11/2011	12/25/2011		FNMA PL 934231 5%39	164 91	177 10	(12 19)
02/02/2011	12/25/2011		FNMA PL AB1389 4 5%40	309 73	314 79	(5 06)
07/11/2011	12/25/2011		FNMA PL AD0227 5 5% 34	38 82	42 31	(3 49)
04/19/2011	12/25/2011		FNMA PL AE0115 5 5%35	204 90	220 96	(16 06)
03/02/2011	12/25/2011		FNMA PL AE0984 4 5%41	120 05	121 98	(1 93)
02/09/2011	12/25/2011		FNMA PL AH5583 4 5% 41	134 04	135 09	(1 05)
				<u>74,753.71</u>	<u>75,866 39</u>	<u>(1,112 68)</u>



**CHARLES SCHWAB #2381-3357**

RHODA &amp; HENRY FRANK FAMILY FOUNDATION

FEIN 36-3994549

CAPITAL GAINS / (LOSSES)

FOR YEAR ENDED DECEMBER 31, 2011

LONG-TERM GAIN/(LOSS)						
DATE BOUGHT	DATE SOLD	SHARES	ISSUE	SOLD AMOUNT	COST AMOUNT	GAIN (LOSS)
01/13/2010	01/25/2011		FNMA PL AD440 6%39	33 85	36 30	(2 45)
10/29/2009	01/25/2011		FNMA PL 190391 6%38	234 61	249 55	(14 94)
01/11/2010	01/25/2011		FNMA PL 735580 5%35	15 08	15 60	(0 52)
10/22/2009	01/25/2011		FNMA PL 745275 5%36	443 96	459 98	(16 02)
10/22/2009	01/25/2011		FNMA PL 889579 6%38	968 02	1,028 18	(60 16)
10/22/2009	01/25/2011		FNMA PL 889982 5 5%38	501 33	526 68	(25 35)
01/13/2010	01/25/2011		FNMA PL 986761 5 5%38	21 52	22 73	(1 21)
12/08/2009	01/25/2011		FNMA PL 995018 5 5%38	17 37	18 46	(1 09)
10/22/2009	02/02/2011	8,000	US TREASURY NOTE 4% 02/15	8,755 00	8,593 78	161 22
10/29/2009	02/02/2011	1,000	US TREASURY NOTE 4% 02/15	1,094 37	1,073 44	20 93
12/31/2009	02/02/2011	1,000	US TREASURY NOTE 4% 02/15	1,094 38	1,062 03	32 35
10/22/2009	02/08/2011	40,000	FNMA PL 889579 6%38	16,952 38	16,686 66	265 72
01/13/2010	02/10/2011	2,000	FNMA PL AD440 6%39	1,494 25	1,475 97	18 28
10/29/2009	02/10/2011	12,000	FNMA PL 190391 6%38	5,396 71	5,305 04	91 67
11/12/2009	02/10/2011	3,000	FNMA PL 190391 6%38	1,349 19	1,333 27	15 92
10/22/2009	02/10/2011	6,000	FNMA PL 889579 6%38	2,547 09	2,503 00	44 09
01/13/2010	02/25/2011		FNMA PL AD440 6%39	31 15	33 41	(2 26)
10/29/2009	02/25/2011		FNMA PL 190391 6%38	229 44	244 03	(14 59)
01/11/2010	02/25/2011		FNMA PL 735580 5%35	10 41	10 77	(0 36)
10/22/2009	02/25/2011		FNMA PL 745275 5%36	332 29	344 27	(11 98)
10/22/2009	02/25/2011		FNMA PL 889579 6%38	824 76	876 02	(51 26)
10/22/2009	02/25/2011		FNMA PL 889982 5 5%38	395 16	415 14	(19 98)
01/13/2010	02/25/2011		FNMA PL 986761 5 5%38	20 59	21 76	(1 17)
12/08/2009	02/25/2011		FNMA PL 995018 5 5%38	15 24	16 20	(0 96)
01/11/2010	03/25/2011		FNMA PL 735580 5%35	8 58	8 87	(0 29)
10/22/2009	03/25/2011		FNMA PL 745275 5%36	265 30	274 86	(9 56)
10/22/2009	03/25/2011		FNMA PL 889579 6%38	275 10	292 20	(17 10)
10/22/2009	03/25/2011		FNMA PL 889982 5 5%38	301 89	317 15	(15 26)
01/13/2010	03/25/2011		FNMA PL 986761 5 5%38	19 63	20 75	(1 12)
12/08/2009	03/25/2011		FNMA PL 995018 5 5%38	12 84	13 65	(0 81)
10/22/2009	04/15/2011	14,000	UST INFL IDX 2 375% 04	15,568 84	15,730 68	(161 84)
01/06/2010	04/15/2011	1,000	UST INFL IDX 2 375% 04	1,112 06	1,125 79	(13 73)
01/11/2010	04/25/2011		FNMA PL 735580 5%35	7 47	7 73	(0 26)
10/22/2009	04/25/2011		FNMA PL 745275 5%36	220 00	227 95	(7 95)
10/22/2009	04/25/2011		FNMA PL 889579 6%38	298 01	316 53	(18 52)
10/22/2009	04/25/2011		FNMA PL 889982 5 5%38	291 66	306 41	(14 75)
01/13/2010	04/25/2011		FNMA PL 986761 5 5%38	9 18	9 69	(0 51)
12/08/2009	04/25/2011		FNMA PL 995018 5 5%38	13 04	13 86	(0 82)
01/11/2010	05/25/2011		FNMA PL 735580 5%35	7 14	7 39	(0 25)
10/22/2009	05/25/2011		FNMA PL 745275 5%36	188 33	195 11	(6 78)
10/22/2009	05/25/2011		FNMA PL 889579 6%38	256 73	272 69	(15 96)
10/22/2009	05/25/2011		FNMA PL 889982 5 5%38	258 19	271 25	(13 06)
01/13/2010	05/25/2011		FNMA PL 986761 5 5%38	12 35	13 06	(0 71)
12/08/2009	05/25/2011		FNMA PL 995018 5 5%38	11 08	11 79	(0 71)
01/11/2010	06/25/2011		FNMA PL 735580 5%35	5 71	5 91	(0 20)
10/22/2009	06/25/2011		FNMA PL 745275 5%36	186 60	193 32	(6 72)
10/22/2009	06/25/2011		FNMA PL 889579 6%38	236 21	250 89	(14 68)
10/22/2009	06/25/2011		FNMA PL 889982 5 5%38	240 93	253 10	(12 17)
01/13/2010	06/25/2011		FNMA PL 986761 5 5%38	10 38	10 97	(0 59)
12/08/2009	06/25/2011		FNMA PL 995018 5 5%38	10 24	10 88	(0 64)
01/11/2010	07/25/2011		FNMA PL 735580 5%35	6 97	7 21	(0 24)
10/22/2009	07/25/2011		FNMA PL 745275 5%36	204 75	212 12	(7 37)
10/22/2009	07/25/2011		FNMA PL 889579 6%38	232 09	246 52	(14 43)
10/22/2009	07/25/2011		FNMA PL 889982 5 5%38	248 40	260 96	(12 56)

**CHARLES SCHWAB #2381-3357**

RHODA &amp; HENRY FRANK FAMILY FOUNDATION

FEIN 36-3994549

CAPITAL GAINS / (LOSSES)

FOR YEAR ENDED DECEMBER 31, 2011

LONG-TERM GAIN/(LOSS)						
DATE BOUGHT	DATE SOLD	SHARES	ISSUE	SOLD AMOUNT	COST AMOUNT	GAIN (LOSS)
01/13/2010	07/25/2011		FNMA PL 986761 5 5%38	8 78	9 27	(0 49)
12/08/2009	07/25/2011		FNMA PL 995018 5 5%38	10 25	10 89	(0 64)
01/11/2010	08/25/2011		FNMA PL 735580 5%35	7 29	7 54	(0 25)
10/22/2009	08/25/2011		FNMA PL 745275 5%36	209 37	216 92	(7 55)
10/22/2009	08/25/2011		FNMA PL 889579 6%38	212 45	225 65	(13 20)
10/22/2009	08/25/2011		FNMA PL 889982 5 5%38	222 68	233 94	(11 26)
01/13/2010	08/25/2011		FNMA PL 986761 5 5%38	9 78	10 34	(0 56)
12/08/2009	08/25/2011		FNMA PL 995018 5 5%38	9 34	9 93	(0 59)
01/11/2010	09/25/2011		FNMA PL 735580 5%35	8 61	8 91	(0 30)
10/22/2009	09/25/2011		FNMA PL 745275 5%36	229 53	237 81	(8 28)
10/22/2009	09/25/2011		FNMA PL 889579 6%38	213 47	226 74	(13 27)
10/22/2009	09/25/2011		FNMA PL 889982 5 5%38	249 57	262 19	(12 62)
01/13/2010	09/25/2011		FNMA PL 986761 5 5%38	14 25	15 07	(0 82)
12/08/2009	09/25/2011		FNMA PL 995018 5 5%38	9 58	10 18	(0 60)
01/11/2010	10/25/2011		FNMA PL 735580 5%35	8 48	8 77	(0 29)
10/22/2009	10/25/2011		FNMA PL 745275 5%36	248 52	257 48	(8 96)
10/22/2009	10/25/2011		FNMA PL 889579 6%38	194 75	206 85	(12 10)
10/22/2009	10/25/2011		FNMA PL 889982 5 5%38	260 39	273 56	(13 17)
01/13/2010	10/25/2011		FNMA PL 986761 5 5%38	10 36	10 95	(0 59)
12/08/2009	10/25/2011		FNMA PL 995018 5 5%38	9 80	10 41	(0 61)
01/11/2010	11/25/2011		FNMA PL 735580 5%35	10 42	10 78	(0 36)
10/22/2009	11/25/2011		FNMA PL 745275 5%36	270 91	280 69	(9 78)
10/22/2009	11/25/2011		FNMA PL 889579 6%38	196 97	209 21	(12 24)
10/22/2009	11/25/2011		FNMA PL 889982 5 5%38	256 09	269 03	(12 94)
01/13/2010	11/25/2011		FNMA PL 986761 5 5%38	13 55	14 32	(0 77)
12/08/2009	11/25/2011		FNMA PL 995018 5 5%38	9 94	10 57	(0 63)
01/11/2010	12/25/2011		FNMA PL 735580 5%35	9 65	9 98	(0 33)
10/22/2009	12/25/2011		FNMA PL 745275 5%36	300 84	311 69	(10 85)
10/22/2009	12/25/2011		FNMA PL 889579 6%38	187 87	199 54	(11 67)
10/22/2009	12/25/2011		FNMA PL 889982 5 5%38	263 16	276 47	(13 31)
01/13/2010	12/25/2011		FNMA PL 986761 5 5%38	11 58	12 24	(0 66)
12/08/2009	12/25/2011		FNMA PL 995018 5 5%38	9 75	10 35	(0 60)
				<b>66,985 83</b>	<b>67,109.83</b>	<b>(124.00)</b>

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

OMB No. 1545-1709

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

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

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

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

## **Part I Automatic 3-Month Extension of Time.** Only submit original (no copies needed).

A corporation required to file Form 990-T and requesting an automatic 6-month extension - check this box and complete Part I only ☐

All other corporations (including 1120-C filers), partnerships, REMICs, and trusts must use Form 7004 to request an extension of time to file income tax returns

Type or print	Name of exempt organization or other filer, see instructions.	Employer identification number (EIN) or
	<b>RHODA &amp; HENRY FRANK FAMILY FOUNDATION</b>	<input checked="" type="checkbox"/> <b>36-3994549</b>
	Number, street, and room or suite no. If a P.O. box, see instructions. <b>800 NORTH MICHIGAN AVENUE, UNIT 3802</b>	Social security number (SSN) <input type="checkbox"/>
File by the due date for filing your return. See instructions	City, town or post office, state, and ZIP code. For a foreign address, see instructions. <b>CHICAGO, IL 60611</b>	

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-T (corporation)	07
Form 990-BL	02	Form 1041-A	08
Form 990-EZ	01	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

**HENRY FRANK**

- The books are in the care of ► **800 N. MICHIGAN AVENUE, UNIT 3802 - CHICAGO, IL 60611**  
Telephone No. ► **(312) 540-4993** FAX No. ►
- If the organization does not have an office or place of business in the United States, check this box ☐
- If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) . If this is for the whole group, check this box ☐ . If it is for part of the group, check this box ☐ and attach a list with the names and EINs of all members the extension is for.

1 I request an automatic 3-month (6 months for a corporation required to file Form 990-T) extension of time until **AUGUST 15, 2012**, to file the exempt organization return for the organization named above. The extension is for the organization's return for  
► ☒ calendar year **2011** or  
► ☐ tax year beginning , and ending .

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

3a If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions.	3a	\$	<b>774.</b>
b If this application is for Form 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit.	3b	\$	<b>774.</b>
c Balance due. Subtract line 3b from line 3a. Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions.	3c	\$	<b>0.</b>

**Caution.** If you are going to make an electronic fund withdrawal with this Form 8868, see Form 8453-EO and Form 8879-EO for payment instructions.

LHA For Privacy Act and Paperwork Reduction Act Notice, see Instructions.

Form 8868 (Rev. 1-2012)

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

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

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

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

Enter filer's identifying number, see instructions

Type or print  File by the due date for filing your return. See instructions.	Name of exempt organization or other filer, see instructions	Employer identification number (EIN) or
	RHODA & HENRY FRANK FAMILY FOUNDATION	<input checked="" type="checkbox"/> 36-3994549
	Number, street, and room or suite no. If a P.O. box, see instructions. 800 NORTH MICHIGAN AVENUE, UNIT 3802	Social security number (SSN) <input type="checkbox"/>
	City, town or post office, state, and ZIP code. For a foreign address, see instructions CHICAGO, IL 60611	

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

04

Application Is For	Return Code	Application Is For	Return Code
Form 990	01		
Form 990-BL	02	Form 1041-A	08
Form 990-EZ	01	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.**

HENRY FRANK

- The books are in the care of ☒ 800 N. MICHIGAN AVENUE, UNIT 3802 - CHICAGO, IL 60611  
Telephone No. ☒ (312) 540-4993 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 NOVEMBER 15, 2012

5 For calendar year 2011, or other tax year beginning                     , and ending                     

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

**AN ATTEMPT TO OBTAIN INFORMATION NECESSARY FOR FILING A RETURN WAS REQUESTED IN A TIMELY FASHION, BUT THE INFORMATION NECESSARY TO COMPLETE AND ACCURATELY FILE THE RETURN IS NOT YET FULLY AVAILABLE.**

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	\$	774.
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	\$	774.
c <b>Balance due.</b> 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	\$	0.

**Signature and Verification must be completed for Part II only.**

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 ☒ Jennifer Frank

Date ☒ 8/3/12

Form 8868 (Rev. 1-2012)