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### Form **990-PF**

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

2011

OMB No 1545-0052

Department of the Treasury Internal Revenue Service

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

		de Service Note. The foundation may be at	ore to use a copy of this return to	o dollary state in	sporting require	, , , , , , , , , , , , , , , , , , ,	<del></del>
			and ending			Id-alf-ast	
	ne of foui				A Emplo	yer identification number	
		NE AND STUART FRANKEL			20	-3445379	
		DATION street (or PO box number if mail is not delivered to street address)	Roc	om/suite		one number (see instructions)	
		MAPLELAWN DRIVE				3-649-2924	
		state, and ZIP code				nption application is pending, of	heck here
_T	ROY	MI 48084			l c ii exen	триот аррисавот is pending, (	AICON TIDIO
G C	heck a	all that apply Initial return Initial retur	n of a former public cha	rity	D 1. Fo	reign organizations, check her	e ▶
		Final return Amended	return		L	reign organizations meeting th	. ["
		Address change Name cha	nge		85	% test, check here and attach	computation
н с	heck t	ype of organization X Section 501(c)(3) exempt private	foundation		E If priva	ite foundation status was term	inated under
	Section	1 4947(a)(1) nonexempt charitable trust Other taxable	e private foundation		section	1 507(b)(1)(A), check here	▶
1 Fa	ır mar	ket value of all assets at J Accounting method	X Cash Accr	ual	4	oundation is in a 60-month ter	<b>.</b> .
	•	ear (from Part II, col. (c), Other (specify)			under	section 507(b)(1)(B), check he	ere 🕨
		▶ \$ 4,263,628 (Part I, column (d) must t	pe on cash basis )		l		(d) Debusements
Pa	irt l	Analysis of Revenue and Expenses (The total of	(a) Revenue and expenses per	(b) Net inv	restment	(c) Adjusted net	(d) Disbursements for chantable
		amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions))	books	inco	me .	income	purposes (cash basis only)
	1	Contributions, gifts, grants, etc., received (attach schedule)	710,000				
	2	Check ▶ ☐ If the foundation is <b>not</b> required to attach Sch B					
	3	Interest on savings and temporary cash investments	22,240		22,240	22,240	
	4	Dividends and interest from securities	58,857		58 <b>,</b> 857	58,857	
	5a	Gross rents					
Revenue	b	Net rental income or (loss)					
	6a	Net gain or (loss) from sale of assets not on line 10	9				
š	b	Gross sales price for all assets on line 6a 1,039,516					
8	7	Capital gain net income (from Part IV, line 2)			9		
	8	Net short-term capital gain				0	
	9	Income modifications				······································	
	10a	Gross sales less returns & allowances					<u> </u>
	Ь	Less Cost of goods sold					
	C	Gross profit or (loss) (attach schedule)				·	
	11	Other income (attach schedule)	791,106		81,106	81,097	
	13	Total. Add lines 1 through 11  Compensation of officers, directors, trustees, etc	791,100	<u> </u>	01,100	01,091	
es	14	Other employee salaries and wages				·	
enses	15	Pension plans, employee benefits	· · · · · · · · · · · · · · · · · · ·				
	16a	Legal fees (attach schedule)			DECI	EIVED	
Ω	b	Accounting fees (attach schedule)		-	ILLU		
<u>×</u>	С	Other professional fees (attach schedule)		70		DSC	
Operating and Administrative Exp	17	Interest		9-0	NOV 1	9 2012   S	
ist	18	Taxes (attach schedule) (see instructions) STMT 1	2,020	Ш		<u> </u>	20
ë	19	Depreciation (attach schedule) and depletion			OGDE	NIT	
Ę	20	Occupancy		<u> </u>		180	
φ	21	Travel, conferences, and meetings					
ä	22	Printing and publications					
Ď	23	Other expenses (att. sch.) STMT 2	710,000				
æ	24	Total operating and administrative expenses.				_	
ē	1.	Add lines 13 through 23	712,020		0	C	
Q	25	Contributions, gifts, grants paid	5,357,871				5,357,871
	26	Total expenses and disbursements. Add lines 24 and 25	6,069,891		0	C	5,357,891
	27	Subtract line 26 from line 12	5 070 705				
	a	Excess of revenue over expenses and disbursements	-5,278,785		01 100		
	b	Net investment income (if negative, enter -0-)			81,106		
	<u> </u>	Adjusted net income (if negative, enter -0-)	<u></u>	<u> </u>		81,097	<u> </u>

	art I	Balance Sheets Attached schedules and amounts in the description column	mn	Beginning of year	End of	year
	aiti	should be for end-of-year amounts only (See instruction	s)	(a) Book Value	(b) Book Value	(c) Fair Market Value
	1	Cash—non-interest-bearing		9,668	72,777	72,777
-	2	Savings and temporary cash investments		374,515	56,619	56,619
-	3	Accounts receivable ▶				
		Less allowance for doubtful accounts ▶				
-	4	Pledges receivable ▶				
Ì		Less allowance for doubtful accounts ▶				
	5	Grants receivable				
	6	Receivables due from officers, directors, trustees, and other				
		disqualified persons (attach schedule) (see				
		instructions)				_
	7	Other notes and loans receivable (att. schedule)				
		Less. allowance for doubtful accounts ▶	0			
S	8	Inventories for sale or use				
Assets	9	Prepaid expenses and deferred charges				
As	10a	Investments—U S and state government obligations (attach schedule)				
	b	Investments—corporate stock (attach schedule)				
	С	Investments—corporate bonds (attach schedule)		1		
	11	Investments—land, buildings, and equipment basis				
		Less accumulated depreciation (attach sch.)				
ı	12	Investments—mortgage loans				
	13	Investments—other (attach schedule) SEE STATEMENT	3	9,228,680	4,204,682	4,134,232
- 1	14	Land, buildings, and equipment basis				
- 1		Less accumulated depreciation (attach sch.)				
	15	Other assets (describe ▶	)			
	16	Total assets (to be completed by all filers—see the				
$\perp$		instructions Also, see page 1, item I)		9,612,863	4,334,078	4,263,628
	17	Accounts payable and accrued expenses		1,100	1,100	•
	18	Grants payable				
ies	19	Deferred revenue				
Liabilities	20	Loans from officers, directors, trustees, and other disqualified persons				
jab	21	Mortgages and other notes payable (attach schedule)				
ᅦ	22	Other liabilities (describe ▶	)			
$\perp$	23	Total liabilities (add lines 17 through 22)		1,100	1,100	
S		Foundations that follow SFAS 117, check here and complete lines 24 through 26 and lines 30 and 31.	▶ [			
nces	24	Unrestricted				
<u>a</u>	25	Temporarily restricted				
8	26	Permanently restricted				
or Fund Balan		Foundations that do not follow SFAS 117, check here and complete lines 27 through 31.	<b>▶</b> 🗓			
<u></u>	27	Capital stock, trust principal, or current funds				
Net Assets	28	Paid-in or capital surplus, or land, bldg, and equipment fund				
AS	29	Retained earnings, accumulated income, endowment, or other funds		9,611,763	4,332,978	
등	30	Total net assets or fund balances (see instructions)		9,611,763	4,332,978	
Z	31	Total liabilities and net assets/fund balances (see				
		instructions)		9,612,863	4,334,078	
!	Part I	Analysis of Changes in Net Assets or Fund Bala	nces		······································	
1	Total	net assets or fund balances at beginning of year-Part II, column (a), line	e 30 (must a	agree with		
		of-year figure reported on prior year's return)			1	9,611,763
		amount from Part I, line 27a			2	<u>-5,278,785</u>
3		r increases not included in line 2 (itemize) ▶			3	
4		ines 1, 2, and 3			4	4,332,978
5		eases not included in line 2 (itemize)			5	
_6	Total	net assets or fund balances at end of year (line 4 minus line 5)—Part II,	column (b),	line 30	6	4,332,978
						Form 990-PF (2011)

Part IV Capital Gains	and Losses for Tax on Investme	ent Income				
	describe the kind(s) of property sold (e.g., real estate, k warehouse, or common stock, 200 shs. MLC Co.)		(b) How acquired P—Purchase D—Donation	(c) Date a (mo , da	•	(d) Date sold (mo , day, yr )
1a FPA NEW INCOME	MUTUAL FUND		P	12/23	3/09	03/31/11
b						
С						
d						
е		1	1			
(e) Gross sales price	(f) Depreciation allowed (or allowable)		or other basis ense of sale		(h) Gain (e) plus (f)	) minus (g)
a 1,039,51	6		1,039,507			9
b						
<u>c</u>		<u> </u>	<del></del>			
<u>d</u>				· · · · · · · · · · · · · · · · · · ·		
Complete only for assets show	Ing gain in column (h) and owned by the four	I ndation on 12/31/69				···
(i) F M V as of 12/31/69	(J) Adjusted basis	(k) Exce	ess of col (i)		(k), but not	(h) gain minus less than -0-) or om col (h))
	as of 12/31/69	over co	ol (j), if any	•		
<u>a</u> b						9
C		<del></del>				<del></del>
d						
e			··· · · · · · · · · · · · · · · · · ·			
2 Capital gain net income or (net	capital loss)  If gain, also enter in lift (loss), enter -0- in lift (loss)	<b>.</b>		2		9
3 Net short-term capital gain or (	loss) as defined in sections 1222(5) and (6)	. u., ,,		-		
, -	8, column (c) (see instructions) If (loss), ent	ter -0- in				
Part I, line 8				3		
Part V Qualification	Under Section 4940(e) for Reduc	ed Tax on Net	Investment Incor	ne		
	this part blank. ection 4942 tax on the distributable amount of ialify under section 4940(e). Do not complete	• •	se period?			Yes X No
1 Enter the appropriate amount i	n each column for each year; see the instruc	tions before making	any entries	-		·
(a) Base penod years	(b) Adjusted qualifying distributions	Net val	(c) ue of nonchantable-use asset:			(d) nbution ratio
Calendar year (or tax year beginnin	9,	,706	9,609,		(COI (D) (	0.015684
2009	4,127		8,376,			0.492808
2008	1,438		12,154,			0.118349
2007		,090	12,337,			0.050826
2006	2,200	,897	9,029,			0.243739
2 Total of line 1, column (d)				2		0.921406
3 Average distribution ratio for th	e 5-year base period—divide the total on line	e 2 by 5, or by the			T	
number of years the foundation	n has been in existence if less than 5 years			3	<del>                                     </del>	0.184281
4 Enter the net value of nonchar	table-use assets for 2011 from Part X, line 5	<b>;</b>		4	<del>                                     </del>	6,699,972
5 Multiply line 4 by line 3				5	igspace	1,234,678
6 Enter 1% of net investment inc	ome (1% of Part I, line 27b)			6		811
7 Add lines 5 and 6				7	<u></u>	1,235,489
8 Enter qualifying distributions from				8_	<u> </u>	5,357,891
If line 8 is equal to or greater the Part VI instructions	nan line 7, check the box in Part VI, line 1b, a	and complete that pa	art using a 1% tax rate	See the		

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Pa	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 ▶ 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	1			811
	here ▶ X and enter 1% of Part I, line 27b				
С	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			811
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			811
6	Credits/Payments			,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,	
а	2011 estimated tax payments and 2010 overpayment credited to 2011 6a 3, 975				
b	Exempt foreign organizations—tax withheld at source 6b				
C	Tax paid with application for extension of time to file (Form 8868)  6c 1,000				
d	Backup withholding erroneously withheld 6d	1			
7	Total credits and payments Add lines 6a through 6d	7		4,	<u>975</u>
8	Enter any penalty for underpayment of estimated tax. Check here if Form 2220 is attached	8			
9	Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed ▶	9			
10	Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10		4,	164
11	Enter the amount of line 10 to be Credited to 2012 estimated tax ▶ 4,164 Refunded ▶	11			
Pa	rt VII-A Statements Regarding Activities				
1a	During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it			Yes	No
	participate or intervene in any political campaign?		1a		X
b	Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see page 19				
	of the instructions for definition)?		1b		X
	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				
С	Did the foundation file Form 1120-POL for this year?		1c		X
ď	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year				
	(1) On the foundation ▶ \$ (2) On foundation managers ▶ \$	-			
е	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed				
_	on foundation managers. > \$				
2	Has the foundation engaged in any activities that have not previously been reported to the IRS?		2		X
	If "Yes," attach a detailed description of the activities				
3	Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of				
4-	incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes		3		X
4a	Did the foundation have unrelated business gross income of \$1,000 or more during the year?	NT / 70	4a	-	X
ь 5	If "Yes," has it filed a tax return on Form 990-T for this year?	N/A	4b		17
3	Was there a liquidation, termination, dissolution, or substantial contraction during the year?  If "Yos " attach the statement required by Constal Instruction T.		5		X
6	If "Yes," attach the statement required by General Instruction T  Are the requirements of section 50%(s) (release to sections 4041 through 4045) extrafact extraction				
O	Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either:  • By language in the governing instrument, or				
	· · · · · · · · · · · · · · · · · · ·				
	<ul> <li>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?</li> </ul>			v	
7			6	X	<u> </u>
, 8a	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	_^_	
oa	Enter the states to which the foundation reports or with which it is registered (see instructions) ► MI				
b	If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General				
J	·		0.	v	
9	(or designate) of each state as required by General Instruction G? If "No," attach explanation		8b	X	
3	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				v
10	·		9		<u> </u>
10	Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses				v
	Harries and addicesces		10	10 PE	(2011)
		F	om Ji	יט-ר ר	(2011)

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Pa	rt 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	1?		13	Χ	
	Website address ► N/A					
14	The books are in care of ▶ MAXINE & STUART FRANKEL Tele	ohone no 🕨	248-6	49-	292	4
	1334 MAPLELAWN DRIVE					
	Located at ▶ TROY MI	ZIP+4 ▶	48084			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041—Check here		_			▶ 🗌
	and enter the amount of tax-exempt interest received or accrued during the year	▶ _	15			
16	At any time during calendar year 2011, did the foundation have an interest in or a signature or other authority			_	Yes	No
	over a bank, securities, or other financial account in a foreign country?			16		X
	See the instructions for exceptions and filing requirements for Form TD F 90-22 1 If "Yes," enter the name of					,
	the foreign country					
Pa	rt VII-B Statements Regarding Activities for Which Form 4720 May Be Required	_				
	File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.				Yes	No
1a	During the year did the foundation (either directly or indirectly)					
	(1) Engage in the sale or exchange, or leasing of property with a disqualified person?	Yes	X No			
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a					
	disqualified person?	Yes	X No			
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?	Yes	X No			
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	Yes	X No			
	(5) Transfer any income or assets to a disqualified person (or make any of either available for	_	<del>_</del>			
	the benefit or use of a disqualified person)?	Yes	X No			
	(6) Agree to pay money or property to a government official? (Exception. Check "No" if the					
	foundation agreed to make a grant to or to employ the official for a period after					
	termination of government service, if terminating within 90 days)	Yes	X 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	 s				
	section 53 4941(d)-3 or in a current notice regarding disaster assistance (see instructions)?		N/A	1b		
	Organizations relying on a current notice regarding disaster assistance check here		▶ []			
С	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?		N/A	1c		
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))					
а	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?	Yes	X No			
	If "Yes," list the years ▶ 20 , 20 , 20 , 20					
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					
	<b>▶</b> 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?	Yes	X 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
				-om 99	0-PF	(2011)

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Pa	art VII-B Statements Regarding Activities for Which Form	4720 May Be R	equired (conti	nued)		
5a	During the year did the foundation pay or incur any amount to					
	(1), Carry on propaganda, or otherwise attempt to influence legislation (section 4	945(e))?		∕es X No		
	(2) Influence the outcome of any specific public election (see section 4955), or to	carry on,				
	directly or indirectly, any voter registration drive?		\ \	res 🗓 No		1
	(3) Provide a grant to an individual for travel, study, or other similar purposes?			∕es ∑ No		
	(4) Provide a grant to an organization other than a charitable, etc., organization of	described in				
	section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see instructions)		\ \ \\ \	∕es ∑ 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?		\ \	∕es ⊠ No		I
b	If any answer is "Yes" to 5a(1)–(5), did any of the transactions fail to qualify unde	r the exceptions desc	cnbed in			1
	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 her	re		▶ 📙		
C	If the answer is "Yes" to question 5a(4), does the foundation claim exemption from	m the tax	. —			1
	because it maintained expenditure responsibility for the grant?		N/A 📙 ነ	/es 🔲 No		
	If "Yes," attach the statement required by Regulations section 53.4945-5(d)					1
6a	Did the foundation, during the year, receive any funds, directly or indirectly, to pay	y premiums		<u></u>		1
	on a personal benefit contract?		<u> </u>	∕es ⊠ No		<b>!</b>
þ	Did the foundation, during the year, pay premiums, directly or indirectly, on a person	sonal benefit contract	?		6b	X
	If "Yes" to 6b, file Form 8870		<del></del>			1
	At any time during the tax year, was the foundation a party to a prohibited tax she			res X No		1
	If Yes, did the foundation receive any proceeds or have any net income attributat			N/A	7b	
Pá	art VIII Information About Officers, Directors, Trustees, Fo	oundation Mana	igers, Highly F	Paid Employe	es,	
	and Contractors	4. 4				<del></del>
7	List all officers, directors, trustees, foundation managers and their compens	sation (see instructi	ons).	<u> </u>	<del>,</del>	
		(b) Title, and average	(c) Compensation	(d) Contributions to employee benefit	(e) Exp	ense account,
	(a) Name and address	hours per week devoted to position	(if not paid, enter -0-)	plans and deferred		allowances
				compensation	1	
	AXINE FRANKEL TROY	PRESIDENT				
	MAPLELAWN DRIV MI 48084	1.00	0	0	<del> </del>	0
	TUART FRANKEL TROY	SECRETARY/TR				
13	MI 48084	1.00	0	0	1	0
		<b>\</b>				
					ļ	
		1			ł	
	Compensation of five highest-paid employees (other than those included of	n line 1—coe instri	uctions) If none	enter .	1	
-	"NONE."	on line 1—see msur	actions). Il fione,	entei		
		T		(d) Contributions to	1	
	(a) Name and address of each employee paid more than \$50,000	(b) Title, and average hours per week	(c) Compensation	employee benefit		ense account,
		devoted to position	,,,,,.	plans and deferred compensation	other	allowances
NC	DNE		1	· · · · · · · · · · · · · · · · · · ·		
		1				
					<del> </del>	
		1				
		1				
		1				
		1				
				· · · <del>- · -</del>		
		1				
Tota	I number of other employees paid over \$50,000		<del>- ,</del>	·	<b></b>	0
		·	<del> </del>		om 99	0-PF (2011)
						/

orm 990-PF (20	MAXINE AND STUART FRANKEL	38-3445379	Page 7
Part VIII	Information About Officers, Directors, Trustees, For	undation Managers, Highly Paid Em	
	and Contractors (continued)		,
3 Five high	est-paid independent contractors for professional services (see in	structions). 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		<b>&gt;</b>
Part IX-A	Summary of Direct Charitable Activities		
	s four largest direct chantable activities during the tax year. Include relevant statistical informatio ther beneficianes served, conferences convened, research papers produced, etc.	on such as the number of	Expenses
	mer beheirdaries served, comercies convened, research papers produced, etc		•
1 N/A			
2			
_			
_			
3			
			- <del></del>
4			
Part IX-B	Summary of Program-Related Investments (see in	etructions)	
	rgest program-related investments made by the foundation during the tax year on lines 1 and 2	Struction 3)	Amount
1 N/A			
2			
All other program-re	elated investments. See instructions	-	
3	The state of the s		

Total. Add lines 1 through 3

	rt X Minimum Investment Return (All domestic foundations must complete this part Foreign	foun	dations
	see instructions.)		dationo,
1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc.,		
	purposes	1	
а	Average monthly fair market value of securities	1a	5,162,884
b	Average of monthly cash balances	1b	1,639,118
С	Fair market value of all other assets (see instructions)	1c	0
đ	Total (add lines 1a, b, and c)	1d	6,802,002
е	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	6,802,002
4	Cash deemed held for charitable activities Enter 11/2% of line 3 (for greater amount, see		
	instructions)	4	102,030
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4.	5	6,699,972
6	Minimum investment return. Enter 5% of line 5	6	334,999
Pa	TXI 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	334,999
2a	Tax on investment income for 2011 from Part VI, line 5	- 1	
b	Income tax for 2011 (This does not include the tax from Part VI )	1	011
C	Add lines 2a and 2b	2c	811
3	Distributable amount before adjustments Subtract line 2c from line 1	3	334,188
4	Recoveries of amounts treated as qualifying distributions	4	224 100
5	Add lines 3 and 4	5	334,188
6	Deduction from distributable amount (see instructions)	6	·
7	Distributable amount as adjusted Subtract line 6 from line 5 Enter here and on Part XIII,	_	224 100
	line 1	7	334,188
Pa	art XII Qualifying Distributions (see instructions)		
1	Amounts paid (including administrative expenses) to accomplish chantable, etc., purposes.		
а	Expenses, contributions, gifts, etc —total from Part I, column (d), line 26	1a	5,357,891
b	Program-related investments—total from Part IX-B	1b	
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc.,		
	purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the	1	
а	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	5,357,891
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income		_
	Enter 1% of Part I, line 27b (see instructions)	5	811
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	5,357,080
	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		

Pa	rt XIII Undistributed Income	(see instructions)				
			(a)	(b)	(c)	(d)
1	Distributable amount for 2011 from Part X	1,	Corpus	Years pnor to 2010	2010	2011
	line 7					334,188
2	Undistributed income, if any, as of the end	l of 2011				
а	Enter amount for 2010 only				·	
b	Total for pnor years 20 , 20	, 20	4			
3	Excess distributions carryover, if any, to 2	011				
а	From 2006	1,695,630				
b	From 2007	267,240				
С	From 2008	840,932				
d	From 2009	3,710,418				
е	From 2010					
f	Total of lines 3a through e		6,514,220			
4	Qualifying distributions for 2011 from Part	XII,				
	line 4 $\triangleright$ \$ 5,357,891					
а	Applied to 2010, but not more than line 2a	ı		., , ,		
b	Applied to undistributed income of prior ye	ears				
	(Election required—see instructions)					
С	Treated as distributions out of corpus (Ele	ection				
	required—see instructions)		······		······································	
d	Applied to 2011 distributable amount					334,188
е	Remaining amount distributed out of corp	us	5,023,703			
5	Excess distributions carryover applied to 2	2011				
	(If an amount appears in column (d), the s	same				
	amount must be shown in column (a))					
6	Enter the net total of each column as					
	indicated below:					<b>‡</b>
а	Corpus Add lines 3f, 4c, and 4e Subtrac	t line 5	11,537,923			
b	Prior years' undistributed income Subtract	ct				
	line 4b from line 2b					
С	Enter the amount of prior years' undistribu	uted				
	income for which a notice of deficiency ha					
	been issued, or on which the section 4943	2(a)				
	tax has been previously assessed					
d	Subtract line 6c from line 6b Taxable					
	amount—see instructions		<del></del>			
е	Undistributed income for 2010 Subtract le	ine				
	4a from line 2a Taxable amount—see					
	instructions		·····			
f	Undistributed income for 2011 Subtract I					
	4d and 5 from line 1 This amount must b	e				
	distributed in 2012					0
7	Amounts treated as distributions out of co	· ·				
	to satisfy requirements imposed by section					
_	170(b)(1)(F) or 4942(g)(3) (see instruction	i i				
8	Excess distributions carryover from 2006		1 605 600			
_	applied on line 5 or line 7 (see instruction		1,695,630			
9	Excess distributions carryover to 2012	z.	0 040 000			<b></b>
	Subtract lines 7 and 8 from line 6a		9,842,293		<del></del>	<del></del>
10	Analysis of line 9.	1 000 000				Ī
a	Excess from 2007	267,240		Į		<b>‡</b>
b	Excess from 2008	840,932				
C	Excess from 2009	3,710,418		1		1
d	Excess from 2010	F 000 700		<b>[</b>		<b>!</b>
<u>e</u>	Excess from 2011	5,023,703		1		<b>!</b>

270	- 40
379	Page <b>10</b>

	rt XIV Private Operating Fou			VII-A question 9)	, ,	Tage To		
та	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							
р	Check box to indicate whether the foundat		ig foundation described		42(j)(3) or   4942	(J)(5)		
2a	Enter the lesser of the adjusted net	Tax year		Prior 3 years	·	(e) Total		
	income from Part I or the minimum	(a) 2011	(b) 2010	(c) 2009	(d) 2008			
	investment return from Part X for							
	each year listed							
b	85% of line 2a							
С	Qualifying distributions from Part XII,				j			
	line 4 for each year listed							
d	Amounts included in line 2c not used directly							
	for active conduct of exempt activities					_		
е	Qualifying distributions made directly							
•	for active conduct of exempt activities							
	Subtract line 2d from line 2c							
3								
3	Complete 3a, b, or c for the alternative test relied upon							
_	•							
а	"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					<del></del>		
С	"Support" alternative test—enter							
	(1) Total support other than gross							
	investment income (interest,			į.				
	dividends, rents, payments on				ł			
	securities loans (section							
	512(a)(5)), or royalties)							
	(2) Support from general public				ļ			
	and 5 or more exempt				ļ			
	organizations as provided in section 4942(j)(3)(B)(iii)							
	(3) Largest amount of support from							
	an exempt organization							
	· -							
Dr	(4) Gross investment income art XV Supplementary Inform	nation (Complete	this part only if t	he foundation had	1 \$5 000 or more	in accets at		
Г¢	any time during the ye		-	ne ioundation na	1 \$5,000 OI IIIOIE I	iii assets at		
			10115.)	<del></del>		- <del>-</del> .		
1	Information Regarding Foundation Ma	_			ha farradahan			
а	List any managers of the foundation who			-	ne toundation			
	before the close of any tax year (but only	if they have contributed	more than \$5,000) (S	ee section 507(d)(2))				
	SEE STATEMENT 4							
b	List any managers of the foundation who		•		rtion of the			
	ownership of a partnership or other entity	of which the foundatio	n has a 10% or greater	interest				
	N/A		<del></del>	·	···-			
2	Information Regarding Contribution, G							
	Check here $\blacktriangleright$ $X$ if the foundation only	makes contributions to	preselected charitable	organizations and does	s not accept			
	unsolicited requests for funds. If the found	dation makes gifts, gran	its, etc (see instruction	s) to individuals or orga	nizations under			
	other conditions, complete items 2a, b, c,	and d.						
a	The name, address, and telephone numb	er of the person to who	m applications should l	oe addressed				
	N/A	-						
b	The form in which applications should be	submitted and informat	ion and materials they	should include.				
_	N/A		•					
	Any submission deadlines					····		
·	N/A							
٦.	Any restrictions or limitations on awards,	such as by decorantics	al areas, charitable field	ls kinds of institutions	or other			
u	factors	Such as by geographica	a areas, criainable lielu	io, kindo di inolitulidilo	J. 30101			
	N/A							
	11/ 17			<del></del>				

Part XV Supplementary Information (co	ntinued)		7	
3 Grants and Contributions Paid During the		uture Payment	<del></del>	
Recipient	If recipient is an individual, show any relationship to any foundation manager	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)	or substantial contributor	теарит		·-··-
a Paid during the year SEE STATEMENT 5				5,357,871
				3,337,071
Total			<b>▶</b> 3a	5,357,871
b Approved for future payment		<u> </u>		3/33//0/1
N/A				
Total	<u>l</u>	1	<b>▶</b> 3b	

		11) MAXINE AND STUART FRA			-3445375	<u> </u>	Page 12				
	art XVI-A	······································	T - "	Unrelated business income Excluded by section 512, 513, or 514							
nt	er gross amou	unts unless otherwise indicated	Unrelated t	business income	Excluded by	section 512, 513, or 514	(e)				
	•		(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	Related or exempt function income (See instructions)				
1	Program sen	vice revenue	<u> </u>	<del></del>	<del></del>	<del></del>					
			-								
	•		-								
	·		— <del>                                    </del>	,							
					+ +						
			- <del>                                    </del>		<del></del>		<del>.</del>				
	f	I asstracts from assuranment agencies	- <del> </del> -								
2	-	d contracts from government agencies		<del>- i- n</del>	<del></del>						
	-	dues and assessments avings and temporary cash investments	<u> </u>		14	22,240					
		d interest from securities	<u> </u>		14	58,857					
		come or (loss) from real estate									
•		anced property									
		-financed property				<del></del>					
6		come or (loss) from personal property									
	Other investr						~ · · · ·				
		) from sales of assets other than inventory			18	9					
		or (loss) from special events									
		or (loss) from sales of inventory									
		ue a									
			_								
	е										
12	Subtotal Ad	d columns (b), (d), and (e)			0	81,106	C				
13	Total. Add Is	ne 12, columns (b), (d), and (e)				13	81,106				
		n line 13 instructions to verify calculations)					<del></del>				
F	Part XVI-B	Relationship of Activities to the									
	Line No.	Explain below how each activity for which incom	ie is reported in colur	nn (e) of Part XVI	-A contributed i	mportantly to the					
	<b>▼</b>	accomplishment of the foundation's exempt pur	poses (other than by	providing tunds to	r such purpose	es) (See instructions	<u> </u>				
	N/A		-			<del></del>					
							<del></del>				
			· · · · · · · · · · · · · · · · · · ·								
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_		-				*					
		<u></u>									

Part XVII	-		nsfers To and	Transaction	s and Relationships	With None	charitable		
1 Did the ore	Exempt Organization directly or indirectly		in any of the follow	ung with any othe	r organization described			Yes	No
					on 527, relating to political				<u> </u>
organizati		triair oconori	oo i(o)(o) oigainza		,,, oz,, tolomig to pointoz.				ĺ
•	from the reporting founda	tion to a non-	chantable exempt of	organization of					ĺ
(1) Cash				3			1a(1)		X
(2) Other	assets						1a(2)		X
<b>b</b> Other tran									
(1) Sales	of assets to a noncharital	ble exempt o	rganization				1b(1)		X
(2) Purch	ases of assets from a nor	ncharitable ex	kempt organization				1b(2)		X
(3) Renta	l of facilities, equipment, o	or other asse	ts				1b(3)		X
(4) Reiml	oursement arrangements						1b(4)	<b></b>	X
(5) Loans	or loan guarantees						1b(5)	<b> </b>	X
• •	mance of services or me	-	-				1b(6)	<b>  </b>	X
•	f facilities, equipment, ma	-	•	· •			_1c		X
					(b) should always show the				
					foundation received less the				
(a) Line no	(b) Amount involved		, SNOW IN COIUMN (0 e of nonchantable exemp		goods, other assets, or se		, and sharing arrangemen	ats.	
V/A	(b) Amount involved	(c) Nam	e of noncialitable exemp	t organization	(d) Description of the	isiors, dansactions	, and staring arrangemen		
N/A		<u> </u>	<del></del>						
		· . <u>-</u>			· · · · · · · · · · · · · · · · · · ·		···············		
<del></del>	<del></del>		······ ,						
					<del></del>				
			<u></u>						
					·				
		ļ				·			
	ndation directly or indirect	•					XY	م.	7 No
	I in section 501(c) of the Complete the following sch		ian section 50 f(c)(-	3)) of itt section (	)21,		[23]	- L	] 140
D II Tes, C	(a) Name of organization	edule	(b) Type of o	rganization	lo	:) Description of rela	ationship		
S&J FI	<del></del>	ARTS		FOUNDAT	COMMON MANAC	<del></del>			
540 11	111111111111111111111111111111111111111	11(10		<u> </u>		<del></del>			
M&S FI	RANKEL ARTS I	OUND	PRIVATE	FOUNDAT	COMMON MANAG	SER			
				<del></del>	-				
<del></del>	· · · · · · · · · · · · · · · · · · ·								
Under	penalties of perjury, I declare the	at I have examin	ed this return, including a	accompanying sched	ules and statements, and to the be nich preparer has any knowledge	st of my knowledg	je and belief, it is true,		
Correct	t, and complete Declaration of p	reparer (other u	ian taxpayer) is based of	i air inioi inauon oi wi	ical preparer has any knowledge		May the IRS discuss this r		
			4				with the preparer shown b (see instructions)?	elow Yes	¬ №
Sign	1.1/1/1/1/1/1/	Ken	111		1/han	L			
lere -	Jung	rung	ar			PRESIDEN	<u>VT</u>		
s	ignature of officer or trustee			Date	Title				
	Type preparer's name			Preparer's signatur	× //1 a		Date	Check	r
Paid					/// _con	_	11/15/17	self-em	nployed
· —	IN E. KLEIN, C		2000	$\bot$	M	1	D00E3	T .	
-		ON ADV			200	PTIN	P00539		
Fum			LONG LAKE		200	Firm's I	240 05		
L	TROY	, IVI 1	18098-6319	· · · · · · · · · · · · · · · · · · ·		Phone			F (2011)
							roini <b>J</b>		• (4UII)

Schedule B (Form 990, 990-EZ, or 990-PF)

Department of the Treasury Internal Revenue Service

Name of the organization

### **Schedule of Contributors**

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

OMB No 1545-0047

**Employer identification number** 

2011

FOUNDATION .	STUART FRANKEL	38-3445379
Organization type (check	one)	
Filers of:	Section:	
Form 990 or 990-EZ	501(c)( ) (enter number) organization	
	4947(a)(1) nonexempt chantable trust not treated as a private foundation	
	527 political organization	
Form 990-PF	X 501(c)(3) exempt private foundation	
	4947(a)(1) nonexempt charitable trust treated as a private foundation	
	501(c)(3) taxable private foundation	
	is covered by the <b>General Rule</b> or a <b>Special Rule</b> . c)(7), (8), or (10) organization can check boxes for both the General Rule and a Special Rule	See
General Rule		
	on filing Form 990, 990-EZ, or 990-PF that received, during the year, \$5,000 or more (in mone) one contributor. Complete Parts I and II	y or
Special Rules		
under sections 50	(c)(3) organization filing Form 990 or 990-EZ that met the 33 1/3% support test of the regulation $9(a)(1)$ and $170(b)(1)(A)(vi)$ and received from any one contributor, during the year, a contribution or (2) 2% of the amount on (i) Form 990, Part VIII, line 1h, or (ii) Form 990-EZ, line 1 and II	
during the year, to	(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributed tall contributions of more than \$1,000 for use exclusively for religious, charitable, scientific, literposes, or the prevention of cruelty to children or animals. Complete Parts I, II, and III	
during the year, c not total to more t year for an exclus	(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributions for use exclusively for religious, chantable, etc., purposes, but these contributions han \$1,000. If this box is checked, enter here the total contributions that were received during lively religious, charitable, etc., purpose. Do not complete any of the parts unless the General anization because it received nonexclusively religious, charitable, etc., contributions of \$5,000 ear.	did the Rule
Caution. An organization 990-EZ, or 990-PF), but it	that is not covered by the General Rule and/or the Special Rules does not file Schedule B (Fomust answer "No" on Part IV, line 2, of its Form 990, or check the box on line H of its Form 990-PF, to certify that it does not meet the filing requirements of Schedule B (Form 990, 990-E)	orm 990, 90-EZ or on
For Paperwork Reduction Act N	otice, see the instructions for Form 990, 990-EZ, or 990-PF.	Schedule B (Form 990, 990-EZ, or 990-PF) (2011)

Schedule B (Form 990, 990-EZ, or 990-PF) (2011)	Page_	1	of	1 of Part I
Name of organization	Employer id	entific	cation	number
MAXINE AND STUART FRANKEL	38-3 <u>44</u>	<u>537</u>	9	

MAXI	NE AND STUART FRANKEL	38	<u>-3445379</u>
Part I	Contributors (see instructions). Use duplicate copies of Pa	nt I if additional space is nee	eded.
(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
1	SAM & JEAN FRANKEL FINE ARTS FOUNDAT 1334 MAPLELAWN DR TROY MI 48084	\$ 710,000	Person X Payroll Noncash (Complete Part II if there is a noncash contribution)
(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
NO.	Name, address, and ZIP + 4	\$	Person Payroll Noncash (Complete Part II if there is a noncash contribution)
(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
		\$	Person Payroll Noncash (Complete Part II if there is a noncash contribution)
(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
No.	Name, address, and En . 4	\$	Person Payroll Noncash (Complete Part II if there is a noncash contribution)
(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
		\$	Person Payroll Noncash (Complete Part II if there is a noncash contribution)
(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
		\$	Person Payroll Noncash (Complete Part II if there is a noncash contribution)

Adjusted Net Adjusted Net Statement 2 - Form 990-PF, Part I, Line 23 - Other Expenses Statement 1 - Form 990-PF, Part I, Line 18 - Taxes Ś Investment Investment Federal Statements Set Net S 2,000 2,020 710,000 710,000 Total Total ረን S 17072 MAXINE AND STUART FRANKEL EXPENSES
CONTRIBUTIONS ON BEHALF SAM & FRANKEL FINE ARTS FOUNDATION UNIVERSITY OF MICHIGAN EXCISE TAX MICHIGAN ANNUAL RETURN Description Description FYE: 12/31/2011 38-3445379 TOTAL TOTAL

20

Charitable Purpose Charitable Purpose

<sub>የ</sub>

38-3445379 FYE: 12/31/2011

### Federal Statements

# Statement 3 - Form 990-PF, Part II, Line 13 - Other Investments

Fair Market Value	\$ 2,427,222 52,000 1,655,010	\$ 4,134,232
Basis of Valuation	COST COST COST COST	
End of Year	\$ 2,475,192 52,000 1,677,490	\$ 4,204,682
Beginning of Year	\$ 7,228,376 1,698,000 302,000	\$ 9,228,680
Description	MERRILL LYNCH COMERICA CD'S COMERICA SECURITIES OTHER INVESTMENTS	TOTAL

38-3445379

### **Federal Statements**

FYE: 12/31/2011

### Statement 4 - Form 990-PF, Part XV, Line 1a - Managers Who Contributed Over 2% or \$5,000

Name of Manager	Amount
SAM AND JEAN FRANKEL TRUST	\$
SAM AND JEAN FINE ARTS FOUNDATION	710,000
TOTAL	\$ 710,000

38-3445379

FYE: 12/31/2011

### Federal Statements

Statement 5 - Form 990-PF, Part XV, Line 3a - Grants and Contributions Paid During the Year

March   Marc	Name	Address	91170	G	A discontinut
OF DETROIT  223 FISHER, 3011 W GRAND 501(C)(3) GENERAL 501(C)(3) GENERAL 1410 S. TELEGRAPH RD 501(C)(3) GENERAL 501(C)(3) GENERAL 501(C)(3) GENERAL 501(C)(3) GENERAL 501(C)(3) GENERAL 500 WOODWARD AVE 501(C)(3) GENERAL 500 WOODWARD AVE 501(C)(3) GENERAL 500 WOODWARD AVE 501(C)(3) GENERAL 510N 501(C)(3) GENERAL 510N 501(C)(3) GENERAL 510N 501(C)(3) GENERAL 5100 GREENFIELD RD 501(C)(3) GENERAL 511 GENERAL	۲ ر	OODWARD		AI. CHABITABLE	200
OF DETROIT  31731 NORTWESTERN HIGHWAY MI 48202  1410 S. TELEGRAPH RD 501(C)(3) GENERAL 501(C)(3) GENERAL 501(C)(3) GENERAL 501(C)(3) GENERAL 501(C)(3) GENERAL 500 WOODWARD AVE 501(C)(3) GENERAL 510N 510N 510N 510N 511 WOODWARD AVE 501(C)(3) GENERAL	CH DETROIT MI 48202	223 FISHER , 301 501(C)	1 W GRAND (3) GENER	AL CHARITABLE	250
HILLS MI 48302  HILLS MI 48302  MI 48009  MI 48009  A8201  BOX 801  GENERAL  48202  Y ORCHESTRA  Y ORCHESTRA  48238  ST  48238  A8238  A8238  A8238  A8238  A8238  A8238  A8238  A8201  A8201  A8202  II 48073  BOX 801  BO	OF MI 4	31731 NORTWESTER 501(C)	N HIGHWAY (3) GENER		5,000
MI 48009  26 PETERBORO  48201  HILLS MI 48303  EDX 801  501(C)(3)  GENERAL  5200 WOODWARD AVE  48202  TELEVISION  1 CLOVER COURT  501(C)(3)  GENERAL  501(C)(3)  GENERAL  1 CLOVER COURT  501(C)(3)  GENERAL  1 48201  1 48073  2 131 BEAUFAIT  48208  1 48207  3517 ROCHESTER RD  501(C)(3)  GENERAL  501(C)(3)  GENERAL  501(C)(3)  GENERAL  501(C)(3)  GENERAL  501(C)(3)  GENERAL  48208  3511 GRAND RIVER AVE  501(C)(3)  GENERAL  48208  1071 FIFTH AVE  501(C)(3)  GENERAL  601(C)(3)  601(C)(3)  GENERAL  601(C)(3)  601(	HILLS MI	. S	 		25,000
BOX 801  501(C)(3)  501(C)(3)  5200 WOODWARD AVE  501(C)(3)  1 CLOVER COURT  501(C)(3)  3711 WOODWARD AVE  501(C)(3)  1400 OAKMAN BLVD  501(C)(3)	MUNITY HOUSE BIRMINGHAM MI 48009	HIOOS	3		250
501 (C) (3) GENERAL 5200 WOODWARD AVE 501 (C) (3) GENERAL 1 CLOVER COURT 501 (C) (3) GENERAL 3711 WOODWARD AVE 501 (C) (3) GENERAL 1400 OAKMAN BLVD 501 (C) (3) GENERAL 21800 GREENFIELD RD 501 (C) (3) GENERAL 3517 ROCHESTER RD 501 (C) (3) GENERAL	DETROIT MI	reienbor			250
1 CLOVER COURT 501(C)(3) GENERAL 3711 WOODWARD AVE 501(C)(3) GENERAL 1400 OAKMAN BLVD 501(C)(3) GENERAL 21800 GREENFIELD RD 501(C)(3) GENERAL 3517 ROCHESTER RD 501(C)(3) GENERAL 2131 BEAUFAIT 501(C)(3) GENERAL 3111 GRAND RIVER AVE 501(C)(3) 35 E HURON STREET 501(C)(3) GENERAL	MI	501 (C)		AL CHARITABLE	5,067,171
501(C)(3) 3711 WOODWARD AVE 501(C)(3) 1400 OAKMAN BLVD 501(C)(3) 21800 GREENFIELD RD 501(C)(3) 3517 ROCHESTER RD 501(C)(3) 2131 BEAUFAIT 501(C)(3) 3111 GRAND RIVER AVE 501(C)(3) 3517 ROCHESTER RD 501(C)(3) GENERAL	DETROIT MI 48202	501 (C)			4,500
3/11 WOODWARD AVE 501(C)(3) GENERAL 1400 OAKMAN BLVD 501(C)(3) GENERAL 21800 GREENFIELD RD 501(C)(3) GENERAL 3517 ROCHESTER RD 501(C)(3) GENERAL 2131 BEAUFAIT 501(C)(3) GENERAL 3111 GRAND RIVER AVE 501(C)(3) GENERAL 501(C)(3) GENERAL 501(C)(3) GENERAL 501(C)(3) GENERAL 501(C)(3) GENERAL 501(C)(3) GENERAL 501(C)(3) GENERAL	WIXOM MI 48393	501 (C)	(3)		2,500
501(C) (3) GENERAL 21800 GREENFIELD RD 501(C) (3) GENERAL 3517 ROCHESTER RD 501(C) (3) GENERAL 2131 BEAUFAIT 501(C) (3) GENERAL 3111 GRAND RIVER AVE 501(C) (3) GENERAL	ROIT SYMPHONY ORCHESTRA DETROIT MI 48201	3/11 WOODWAKD AV 501(C)	(3)	AL CHARITABLE	15,000
501(C) (3) 501(C) (3) 3517 ROCHESTER RD 501(C) (3) C131 BEAUFAIT 501(C) (3) GENERAL 3111 GRAND RIVER AVE 501(C) (3) S5 E HURON STREET 501(C) (3) GENERAL	OS MOFE DETROIT MI 48238	1400 OMMIN BEVO 501(C)	(3)		1,000
13	GOILEN MANYESI OAK PARK MI 48237		(3) (3)		1,000
2131 BEAUFALI 501(C)(3) GENERAL 3111 GRAND RIVER AVE 501(C)(3) GENERAL 501(C)(3) GENERAL 1071 FIFTH AVE 501(C)(3) GENERAL 501(C)(3)	ROYAL OAK MI 48073		(3)		250
3111 GRAND KIVER AVE 501(C)(3) GENERAL 35 E HURON STREET 501(C)(3) GENERAL 1071 FIFTH AVE	OIT MI	BEAUFA	- C		250
35 E HOKON SIREET 501(C)(3) GENERAL 1071 FIFTH AVE 501(C)(3) GENERAL	DETROIT MI 48208	GRAND	ı]		225
.0128 10/1 FIFIN AVE 501(C) (3)	CE CENTERS OF HOPE PONTIAC MI 48342	E HOKON			300
	GENALIM MOSEOM NEW YORK NY 10128	U 1 3 1 4		AL CHARITABLE	250

### Federal Statements

38-3445379 FYE: 12/31/2011 Statement 5 - Form 990-PF, Part XV, Line 3a - Grants and Contributions Paid During the Year (continued)

Name	Address	SS	!		
Address	Relationship	Status		Purpose	Amount
	PO BOX 431045			C	C C
PONTIAC MI 48343	) TOS (1 4 44 47 40 0603	501(C)(3)	GENERAL	GENERAL CHARLTABLE	002
HADASSAH WEST BLOOMFIELD MI 48301	3030 ORCHARD DANE RU 501(C)(3)	501 (C) (3)	GENERAL	CHARITABLE	1,000
HEBREW FREE LOAN	6735 TELEGRAPH RD	RD			1
	501 (	501 (C) (3)	GENERAL	CHARITABLE	250
THE HENRY FORD DEARBORN MI 48124	20900 OAKWOOD BLVD 501(C)(3	5LVD C) (3)	GENERAL	CHARITABLE	250
HENRY FORD HEALTH SYSTEM	1 FORD PLACE, 5A	5A			1
DETROIT MI 48202	501(C)(3)	C) (3)	GENERAL	CHARITABLE	1,000
HILLEL DAY SCHOOL FARMINGTON HILLS MI 48334	3200 MIDDLEBEL 501(	SBELT RD 501(C)(3)	GENERAL	CHARITABLE	200
INDEPENDENT CURATORS INTERNATIONAL	401 BROADWA	·			
('')		501(C)(3)	GENERAL	CHARITABLE	2,000
JARC	30301 NORTHWESTERN #100	rern #10(			1
FARMINGTON HILLS MI 48334		501(C)(3)	GENERAL	CHARITABLE	2,000
	6555 W MAPLE ROAD	OAD			1
WEST BLOOMFIELD MI 48322	501 (	501(C)(3)	GENERAL	GENERAL CHARITABLE	200
KADIMA	15999 W. 12 MI	LE RD			•
SOUTHFIELD MI 48076	501 (C) (3)	(C) (3)	GENERAL	GENERAL CHARITABLE	1,000
MASS MOCA	1040 MASS MOCA	WAY			•
NORTH ADAMS MA 01247	501 (	501(C)(3)	GENERAL	GENERAL CHARITABLE	2,500
MICHIGAN OPERA	1526 BROADWAY				1
DETROIT MI 48226	501 (	501(C)(3)	GENERAL	GENERAL CHARITABLE	2,000
MOSAIC YOUTH THEATRE OF DETROIT	1510 FISHER BUILDING	ILDING		; ; ; ;	(
DETROIT MI 48202	l	501(C)(3)	GENERAL	GENERAL CHARITABLE	3,400
MUSEUM OF MODERN ART	11 WEST 53RD STREET	TREET			4 4 4
NEW YORK NY 10019		501(C)(3)	GENERAL	CHARITABLE	1,000
SYMPHONY	500 17TH STREET	E4			•
MIAMI BEACH FL 33139	501 (	501(C)(3)	GENERAL	CHARITABLE	2,500
	32-37 VERNON BLVD	[VD	1		( )
LONG ISLAND CITY NY 11106	501 (	(3) (4)	GENERAL	CHARITABLE	13,600
CAKLAND FAMILY SERVICES	II4 OKCHAKU LAKE	J LAKE KU	CFNFPAT	CENEBAL CHARITE	005
	100	(0) (0)			

38-3445379 FYE: 12/31/2011

### Federal Statements

Statement 5 - Form 990-PF, Part XV, Line 3a - Grants and Contributions Paid During the Year (continued)

	Purpose Amount		200		000'9		17,500		300		20,000		35,000		2,000		2,000		25,900		2,000		40,675		200		500
ı	Pur		GENERAL CHARITABLE		GENERAL CHARITABLE	Z.	GENERAL CHARITABLE	1	GENERAL CHARITABLE		GENERAL CHARITABLE		GENERAL CHARITABLE		GENERAL CHARITABLE		GENERAL CHARITABLE		GENERAL CHARITABLE		GENERAL CHARITABLE		GENERAL CHARITABLE		GENERAL CHARITABLE		GENERAL CHARITABLE
Address	Status	50	501(C)(3)	10125 EAST JEFFERSON AVE	501(C)(3) GE	5259, 32-01 VERNO	(C) (3)		501(C)(3)		501(C)(3)			<u>-</u>		>		3003 SOUTH STATE STREET		REET		MEMORIAL TOWER	C) (3)				501(C)(3)
	Relationship	6735 TEI		10125 EA		PO BOX (		431 N MAIN ST		400 REN		PO BOX 2		1212 GR		4191 SAN		3003 SOI				BURTON N		1 CLOVER COURT		Z850 W	
Name	Address	ORT	BLOOMFIELD HILLS MI 48301	PEWABIC POTTERY	DETROIT MI 48214	SOCRATES SCULPTURE PARK	LONG ISLAND CITY NY 11106	SOUTH OAKLAND SHELTER	ROYAL OAK MI 48067	SPHINX ORGANIZATION	DETROIT MI 48243	STORM KING ART CENTER	MOUNTAINVILLE NY 10953	UNITED WAY	DETROIT MI 48226	UNIVERSITY OF MARYLAND	COLLEGE PARK MD 20742	UNIVERSITY OF MICHIGAN	ANN ARBOR MI 48109	UNIVERSITY OF MI MUSEUM OF ART	ANN ARBOR MI 48109	UNIVERSITY MUSICAL SOCIETY	ANN ARBOR MI 48109	WRCJ 90.9 FM	WIXOM MI 48393	YAD EZRA	BERKLEY MI 48072

Form

Denartment of the Treasury

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

OMB No 1545-1709

File a separate application for each return. Internal Revenue Service If you are filing for an Automatic 3-Month Extension, complete only Part I and check this box If you are filing for an Additional (Not Automatic) 3-Month Extension, complete only Part II (on page 2 of this form) Do not complete Part II unless you have already been granted an automatic 3-month extension on a previously filed Form 8868 Electronic filing (e-file). You can electronically file Form 8868 if you need a 3-month automatic extension of time to file (6 months for a corporation required to file Form 990-T), or an additional (not automatic) 3-month extension of time. You can electronically file Form 8868 to request an extension of time to file any of the forms listed in Part I or Part II with the exception of Form 8870, Information Return for Transfers Associated With Certain Personal Benefit Contracts, which must be sent to the IRS in paper format (see instructions) For more details on the electronic filing of this form, visit www irs gov/efile and click on e-file for Charities & Nonprofits 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 Enter filer's identifying number, see instructions Employer identification number (EIN) or Type or Name of exempt organization or other filer, see instructions MAXINE AND STUART FRANKEL print X 38-3445379 FOUNDATION File by the due date for Number, street, and room or suite no. If a P.O. box, see instructions Social security number (SSN) filing your 1334 MAPLELAWN DRIVE return See City, town or post office, state, and ZIP code. For a foreign address, see instructions instructions 48084 TROY MΙ 04 Enter the Return code for the return that this application is for (file a separate application for each return) Return **Application** Return **Application** Code Is For Code ls For 07 Form 990 01 Form 990-T (corporation) Form 1041-A 80 Form 990-BL 02 09 Form 4720 01 Form 990-EZ Form 5227 10 Form 990-PF 04 11 Form 990-T (sec 401(a) or 408(a) trust) 05 Form 6069 Form 8870 12 Form 990-T (trust other than above) MAXINE & STUART FRANKEL 1334 MAPLELAWN DRIVE MΙ 48084 The books are in the care of ▶ TROY Telephone No ▶ 248-649-2924 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 If it is for part of the group, check this box and attach for the whole group, check this box a list with the names and EiNs of all members the extension is for I request an automatic 3-month (6 months for a corporation required to file Form 990-T) extension of time until 08/15/12, to file the exempt organization return for the organization named above. The extension is for the organization's return for. ► X calendar year 2011 or tax year beginning , and ending Final return If the tax year entered in line 1 is for less than 12 months, check reason. Initial return Change in accounting period 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 If this application is for Form 990-PF, 990-T, 4720, or 6069, enter any refundable credits and 5,596 estimated tax payments made. Include any prior year overpayment allowed as a credit 3b

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

EFTPS (Electronic Federal Tax Payment System) See instructions

Balance due. Subtract line 3b from line 3a Include your payment with this form, if required, by using

Form 8868 (F	Rev 1-2012)					Page <b>2</b>
• If you are	filing for an Additional (Not Automatic) 3-Month E	xtension, co	omplete only Part II and check this box	<b>(</b>		<b>▶</b> [X]
Note. Only co	omplete Part II if you have already been granted an a	iutomatic 3-n	nonth extension on a previously filed Fo	8868 mrs		
<ul> <li>If you are</li> </ul>	filing for an Automatic 3-Month Extension, compl					
Part II	Additional (Not Automatic) 3-Month E	xtension				
	· · · · · · · · · · · · · · · · · · ·		Enter filer'	1		, see instructions
Type or	Name of exempt organization or other filer, see in			Emplo	yer identificati	on number (EIN) or
print	MAXINE AND STUART FRANKE	L				. – .
File by the	FOUNDATION	··· · · ·			<u>-34453</u>	
due date for	Number, street, and room or suite no If a P O bo	x, see instru	ctions	Social	secunty numb	per (SSN)
filing your	1334 MAPLELAWN DRIVE			Ш		
return See instructions	City, town or post office, state, and ZIP code For	-				
	TROY M	I 48084	<u> </u>			
F D	harmond for the setum that the earliest or of (Ele		and in the second second			04
Enter the Ret	turn code for the return that this application is for (file	a separate a	application for each return)			[ 04
Annliestic	n	Return	Application		<del></del>	Return
Application Is For	!!	Code	Is For			Code
Form 990		01	15 7 01	<del></del>		Code
Form 990-I	RI	02	Form 1041-A	·····		08
Form 990-I		01	Form 4720			09
Form 990-I		04	Form 5227			10
	T (sec 401(a) or 408(a) trust)	05	Form 6069			11
	T (trust other than above)	06	Form 8870			12
	ot complete Part II if you were not already granted					•
<ul><li>If the org</li><li>If this is for the whole</li></ul>	- · ·	Group Exem	ed States, check this box aption Number (GEN)If this	is attach a		▶ □
	names and EINs of all members the extension is for each an additional 3-month extension of time until $11$	/15/12				
	lendar year 2011, or other tax year beginning		, and ending			
	ax year entered in line 5 is for less than 12 months, c					
7 State i	n detail why you need the extension					
	ITIONAL TIME IS REQUESTED ACCURATE RETURN.	TO GAT	HER INFORMATION TO	PREPA	ARE A	COMPLETE
	application is for Form 990-BL, 990-PF, 990-T, 4720, undable credits. See instructions.	or 6069, ent	er the tentative tax, less any	0.0	\$	0
	application is for Form 990-PF, 990-T, 4720, or 6069,	enter any re	fundable credits and	8a	-	0
	ated tax payments made Include any prior year overp	-				
	nt paid previously with Form 8868	ayment anov	ved as a credit and any	8b	s	6,596
	ce due. Subtract line 8b from line 8a Include your pa	wment with t	his form if required by using EETDS			0,330
	ronic Federal Tax Payment System) See instructions		ins form, if required, by using Li TPS	8c	s	0
(2,500		•			1	
	Signature and Verifi ties of perfery odeclare that I have examined this for and belief it is rue correct, and complete, and that I	m, including		•	the best of	my / i
			· ~ Zes			درايدان
Signature	7.14	T	itle		Date	2000
	<b>*(</b> ) <b>*(</b> )				For	m <b>8868</b> (Rev 1-2012)

MOB may 8/1/12-