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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

09/01, 2011, and ending

08/31, 2012

Name of foundation ERNST & ELFRIEDE FRANK FOUNDATION, INC	A Employer identification number 13-6106471								
	B Telephone number (see instructions) () -								
Number and street (or P O box number if mail is not delivered to street address) 112-01 QUEENS BLVD. APT. 11C		Room/suite							
City or town, state, and ZIP code QUEENS, NY 11375									
G Check all that apply <table border="1" style="display: inline-table; vertical-align: middle;"> <tr><td>Initial return</td><td>Initial return of a former public charity</td></tr> <tr><td>Final return</td><td>Amended return</td></tr> <tr><td>Address change</td><td>Name change</td></tr> </table>				Initial return	Initial return of a former public charity	Final return	Amended return	Address change	Name change
Initial return	Initial return of a former public charity								
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H Check type of organization <table border="1" style="display: inline-table; vertical-align: middle;"> <tr><td><input checked="" type="checkbox"/></td><td>Section 501(c)(3) exempt private foundation</td></tr> <tr><td><input type="checkbox"/></td><td>Section 4947(a)(1) nonexempt charitable trust</td></tr> <tr><td><input type="checkbox"/></td><td>Other taxable private foundation</td></tr> </table>				<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
<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								
I Fair market value of all assets at end of year (from Part II, col. (c), line 16) ► \$ 7,736,750.		J Accounting method <table border="1" style="display: inline-table; vertical-align: middle;"> <tr><td><input checked="" type="checkbox"/></td><td>Cash</td></tr> <tr><td><input type="checkbox"/></td><td>Accrual</td></tr> <tr><td colspan="2">Other (specify) _____</td></tr> </table> <i>(Part I, column (d) must be on cash basis)</i>		<input checked="" type="checkbox"/>	Cash	<input type="checkbox"/>	Accrual	Other (specify) _____	
<input checked="" type="checkbox"/>	Cash								
<input type="checkbox"/>	Accrual								
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) (see instructions))		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)				
1 Contributions, gifts, grants, etc., received (attach schedule)									
2 Check ► <input type="checkbox"/> if the foundation is not required to attach Sch B									
3 Interest on savings and temporary cash investments		97.	97.		ATCH 1				
4 Dividends and interest from securities		166,837.	166,837.		ATCH 2				
5a Gross rents									
b Net rental income or (loss)									
6a Net gain or (loss) from sale of assets not on line 10		346,480.							
b Gross sales price for all assets on line 6a		566,186.							
7 Capital gain net income (from Part IV, line 2)			346,480.						
8 Net short-term capital gain									
9 Income modifications									
10a Gross sales less returns and allowances									
b Less Cost of goods sold									
c Gross profit or (loss) (attach schedule)									
11 Other income (attach schedule)									
12 Total. Add lines 1 through 11		513,414.	513,414.						
13 Compensation of officers, directors, trustees, etc.		0							
14 Other employee salaries and wages									
15 Pension plans, employee benefits									
16a Legal fees (attach schedule)		8,234.			8,234.				
b Accounting fees (attach schedule)									
c Other professional fees (attach schedule)									
17 Interest									
18 Taxes (attach schedule) (see instructions)		12,643.	3,643.						
19 Depreciation (attach schedule) and depletion									
20 Occupancy									
21 Travel, conferences, and meetings									
22 Printing and publications									
23 Other expenses (attach schedule)		970.	470.		500.				
24 Total operating and administrative expenses		21,847.	4,113.		8,734.				
Add lines 13 through 23									
25 Contributions, gifts, grants paid		351,153.			351,153.				
26 Total expenses and disbursements Add lines 24 and 25		373,000.	4,113.	0	359,887.				
27 Subtract line 26 from line 12		140,414.							
a Excess of revenue over expenses and disbursements									
b Net investment income (if negative, enter -0-)		509,301.							
c Adjusted net income (if negative, enter -0-)									

SCANNED JUL 25 2013

Operating and Administrative Expenses

014

Part II	Balance Sheets	Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)	Beginning of year	End of year	
			(a) Book Value	(b) Book Value	(c) Fair Market Value
	1	Cash - non-interest-bearing	1,173.	110,079.	110,079.
	2	Savings and temporary cash investments	92,349.	80,625.	80,625.
	3	Accounts receivable ►			
		Less allowance for doubtful accounts ►			
	4	Pledges receivable ►			
		Less allowance for doubtful accounts ►			
	5	Grants receivable			
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)			
	7	Other notes and loans receivable (attach schedule) ►			
		Less allowance for doubtful accounts ►			
	8	Inventories for sale or use			
	9	Prepaid expenses and deferred charges			
Assets	10 a	Investments - U S and state government obligations (attach schedule)			
	b	Investments - corporate stock (attach schedule) ATCH 6	4,304,446.	4,345,941.	7,539,091.
	c	Investments - corporate bonds (attach schedule) ATCH 7	13,910.	13,910.	6,955.
	11	Investments - land, buildings, and equipment basis ►			
		Less accumulated depreciation ►			
	12	Investments - mortgage loans			
	13	Investments - other (attach schedule)			
	14	Land, buildings, and equipment basis ►			
		Less accumulated depreciation ►			
	15	Other assets (describe ►)			
	16	Total assets (to be completed by all filers - see the instructions Also, see page 1, item I)	4,411,878.	4,550,555.	7,736,750.
	17	Accounts payable and accrued expenses	1,737.		
	18	Grants payable			
	19	Deferred revenue			
	20	Loans from officers, directors, trustees, and other disqualified persons			
	21	Mortgages and other notes payable (attach schedule)			
Liabilities	22	Other liabilities (describe ►)			
	23	Total liabilities (add lines 17 through 22)	1,737.	0	
Net Assets or Fund Balances		Foundations that follow SFAS 117, check here ► <input type="checkbox"/> and complete lines 24 through 26 and lines 30 and 31.			
	24	Unrestricted			
	25	Temporarily restricted			
	26	Permanently restricted			
		Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. ► <input checked="" type="checkbox"/>			
	27	Capital stock, trust principal, or current funds	4,410,141.	4,550,555.	
	28	Paid-in or capital surplus, or land, bldg, and equipment fund			
	29	Retained earnings, accumulated income, endowment, or other funds			
	30	Total net assets or fund balances (see instructions)	4,410,141.	4,550,555.	
	31	Total liabilities and net assets/fund balances (see instructions)	4,411,878.	4,550,555.	

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	4,410,141.
2	Enter amount from Part I, line 27a	2	140,414.
3	Other increases not included in line 2 (itemize) ►	3	
4	Add lines 1, 2, and 3	4	4,550,555.
5	Decreases not included in line 2 (itemize) ►	5	
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	4,550,555.

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Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co.)			(b) How acquired P-Purchase D-Donation	(c) Date acquired (mo, day, yr)	(d) Date sold (mo, day, yr)	
1a SEE PART IV SCHEDULE						
b						
c						
d						
e						
(e) Gross sales price		(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)		
a						
b						
c						
d						
e						
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69					(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))	
(i) F M V as of 12/31/69		(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any			
a						
b						
c						
d						
e						
2 Capital gain net income or (net capital loss)		{ If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 }		2	346,480.	
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6)		If gain, also enter in Part I, line 8, column (c) (see instructions) If (loss), enter -0- in Part I, line 8		3	0	

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

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

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

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

 Yes No

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

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col (b) divided by col (c))
2010	334,728.	7,480,228.	0.044748
2009	343,109.	6,943,129.	0.049417
2008	455,568.	6,487,683.	0.070220
2007	434,791.	9,404,810.	0.046231
2006	390,594.	8,796,776.	0.044402
2 Total of line 1, column (d)			2 0.255018
3 Average distribution ratio for the 5-year base period - divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years			3 0.051004
4 Enter the net value of noncharitable-use assets for 2011 from Part X, line 5			4 7,881,160.
5 Multiply line 4 by line 3			5 401,971.
6 Enter 1% of net investment income (1% of Part I, line 27b)			6 5,093.
7 Add lines 5 and 6			7 407,064.
8 Enter qualifying distributions from Part XII, line 4			8 359,887.
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)

a Exempt operating foundations described in section 4940(d)(2), check here ► <input type="checkbox"/>	and enter "N/A" on line 1 . . .	}
Date of ruling or determination letter _____ (attach copy of letter if necessary - see instructions)		
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here ► <input type="checkbox"/>	and enter 1% of Part I, line 27b	
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-) . . .		}
3 Add lines 1 and 2		
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-) . . .		
5 Tax based on investment income. Subtract line 4 from line 3 If zero or less, enter -0-		
6 Credits/Payments		
a 2011 estimated tax payments and 2010 overpayment credited to 2011	6a 3,309.	}
b Exempt foreign organizations - tax withheld at source	6b	
c Tax paid with application for extension of time to file (Form 8868)	6c 18,000.	
d Backup withholding erroneously withheld	6d	
7 Total credits and payments Add lines 6a through 6d		}
8 Enter any penalty for underpayment of estimated tax Check here <input checked="" type="checkbox"/> if Form 2220 is attached		
9 Tax due If the total of lines 5 and 8 is more than line 7, enter amount owed ►		
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid ►		
11 Enter the amount of line 10 to be Credited to 2012 estimated tax ►	10,991. Refunded ►	
1	10,186.	
2		
3	10,186.	
4	0	
5	10,186.	
6		
7	21,309.	
8	132.	
9		
10	10,991.	
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?	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
<i>If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities</i>		
c Did the foundation file Form 1120-POL for this year?	1c	X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year		
(1) On the foundation ► \$ _____ (2) On foundation managers ► \$ _____		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ► \$ _____		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS?	2	X
<i>If "Yes," attach a detailed description of the activities</i>		
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? <i>If "Yes," attach a conformed copy of the changes</i>	3	X
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?	4a	X
b If "Yes," has it filed a tax return on Form 990-T for this year?	4b	
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year?	5	X
<i>If "Yes," attach the statement required by General Instruction T</i>		
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either		
• By language in the governing instrument, or		
• By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	6	X
7 Did the foundation have at least \$5,000 in assets at any time during the year? <i>If "Yes," complete Part II, col (c), and Part XV</i>	7	X
8a Enter the states to which the foundation reports or with which it is registered (see instructions) ►		
NY, _____		
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by <i>General Instruction G</i> ? If "No," attach explanation	8b	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)? <i>If "Yes," complete Part XIV</i>	9	X
10 Did any persons become substantial contributors during the tax year? <i>If "Yes," attach a schedule listing their names and addresses</i>	10	X

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Part VII-A Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11		X
12	Did the foundation 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?	13	X	
Website address ► N/A				
14	The books are in care of ► EVA-MARIA TAUSIG Located at ► 112-01 QUEENS BLVD QUEENS, NY	Telephone no ►	718-268-0298 ZIP + 4 ► 11375	
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 over a bank, securities, or other financial account in a foreign country? See the instructions for exceptions and filing requirements for Form TD F 90-221. 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 type="checkbox"/>	Yes <input checked="" type="checkbox"/> No
(3)	Furnish goods, services, or facilities to (or accept them from) a disqualified person?	<input type="checkbox"/>	Yes <input checked="" type="checkbox"/> No
(4)	Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	<input 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	
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 not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see instructions)	2b	
c	If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here ►		
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?	<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)	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	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?		<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive?		<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(3) Provide a grant to an individual for travel, study, or other similar purposes?		<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see instructions)		<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals?		<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b	If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	5b	
Organizations relying on a current notice regarding disaster assistance check here ► <input checked="" type="checkbox"/>				
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?	<input type="checkbox"/> Yes <input type="checkbox"/> 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?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	6b	X
b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?				
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?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	7b	X
b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction?				

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

1 List all officers, directors, trustees, foundation managers and their compensation (see instructions).

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (if not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
ATTACHMENT 8		0	0	0

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

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

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

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

3 Five highest-paid independent contractors for professional services (see instructions). If none, enter "NONE."

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

Total number of others receiving over \$50,000 for professional services

Part IX-A Summary of Direct Charitable Activities

List the foundation's four largest direct charitable activities during the tax year. Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc		Expenses
1	NOT APPLICABLE	
2		
3		
4		

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

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2		Amount
1	NOT APPLICABLE	
2		
3	All other program-related investments See instructions	
4	NONE	
Total. Add lines 1 through 3		►

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Part X Minimum Investment Return (All domestic foundations must complete this part. Foreign foundations, see 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	7,781,364.
b	Average of monthly cash balances	1b	219,814.
c	Fair market value of all other assets (see instructions)	1c	
d	Total (add lines 1a, b, and c)	1d	8,001,178.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	
2	Acquisition indebtedness applicable to line 1 assets	2	
3	Subtract line 2 from line 1d	3	8,001,178.
4	Cash deemed held for charitable activities Enter 1 1/2 % of line 3 (for greater amount, see instructions)	4	120,018.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3 Enter here and on Part V, line 4	5	7,881,160.
6	Minimum investment return. Enter 5% of line 5	6	394,058.

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	394,058.
2a	Tax on investment income for 2011 from Part VI, line 5	2a	10,186.
b	Income tax for 2011 (This does not include the tax from Part VI)	2b	
c	Add lines 2a and 2b	2c	10,186.
3	Distributable amount before adjustments Subtract line 2c from line 1	3	383,872.
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	383,872.
6	Deduction from distributable amount (see instructions)	6	
7	Distributable amount as adjusted Subtract line 6 from line 5 Enter here and on Part XIII, line 1	7	383,872.

Part XII Qualifying Distributions (see instructions)

1	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes	1a	359,887.
a	Expenses, contributions, gifts, etc - total from Part I, column (d), line 26	1b	
b	Program-related investments - total from Part IX-B	2	
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	3a	
3	Amounts set aside for specific charitable projects that satisfy the	3b	
a	Suitability test (prior IRS approval required)	4	359,887.
b	Cash distribution test (attach the required schedule)	5	
4	Qualifying distributions. Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	6	359,887.
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)		
6	Adjusted qualifying distributions. Subtract line 5 from line 4		

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				383,872.
2 Undistributed income, if any, as of the end of 2011			349,176.	
a Enter amount for 2010 only				
b Total for prior years 20 09 20 08 20 07				
3 Excess distributions carryover, if any, to 2011				
a From 2006				
b From 2007				
c From 2008				
d From 2009				
e From 2010				
f Total of lines 3a through e				
4 Qualifying distributions for 2011 from Part XII, line 4 ► \$ 359,887.			349,176.	
a Applied to 2010, but not more than line 2a				
b Applied to undistributed income of prior years (Election required - see instructions)				
c Treated as distributions out of corpus (Election required - see instructions)				
d Applied to 2011 distributable amount				10,711.
e Remaining amount distributed out of corpus				
5 Excess distributions carryover applied to 2011 (If an amount appears in column (d), the same amount must be shown in column (a))				
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5				
b Prior years' undistributed income Subtract line 4b from line 2b				
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed				
d Subtract line 6c from line 6b Taxable amount - see instructions				
e Undistributed income for 2010 Subtract line 4a from line 2a Taxable amount - see instructions				
f Undistributed income for 2011 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2012				373,161.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)				
8 Excess distributions carryover from 2006 not applied on line 5 or line 7 (see instructions)				
9 Excess distributions carryover to 2012.				
Subtract lines 7 and 8 from line 6a	0			
10 Analysis of line 9				
a Excess from 2007				
b Excess from 2008				
c Excess from 2009				
d Excess from 2010				
e Excess from 2011				

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

NOT APPLICABLE

1a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2011, enter the date of the ruling ►

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

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

1 Information Regarding Foundation Managers:

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

NONE

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

N/A

c Any submission deadlines

N/A

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

N/A

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a Paid during the year				
ATTACHMENT 9				
Total			► 3a	351,153.
b Approved for future payment				
Total			► 3b	

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated

Part XVI-A Analysis of Income-Producing Activities	Enter gross amounts unless otherwise indicated				(e) Related or exempt function income (See instructions)
	Unrelated business income		Excluded by section 512, 513, or 514		
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
1 Program service revenue					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments			14	97.	
4 Dividends and interest from securities			14	166,837.	
5 Net rental income or (loss) from real estate					
a Debt-financed property					
b Not debt-financed property					
6 Net rental income or (loss) from personal property					
7 Other investment income			18	346,480.	
8 Gain or (loss) from sales of assets other than inventory					
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue a					
b					
c					
d					
e					
12 Subtotal Add columns (b), (d), and (e)				513,414.	
13 Total. Add line 12, columns (b), (d), and (e)				13	513,414.
(See worksheet in line 13 instructions to verify calculations)					

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

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

		Yes	No
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?		
a	Transfers from the reporting foundation to a noncharitable exempt organization of		
(1)	Cash	1a(1)	X
(2)	Other assets	1a(2)	X
b	Other transactions		
(1)	Sales of assets to a noncharitable exempt organization	1b(1)	X
(2)	Purchases of assets from a noncharitable exempt organization	1b(2)	X
(3)	Rental of facilities, equipment, or other assets	1b(3)	X
(4)	Reimbursement arrangements	1b(4)	X
(5)	Loans or loan guarantees	1b(5)	X
(6)	Performance of services or membership or fundraising solicitations	1b(6)	X
c	Sharing of facilities, equipment, mailing lists, other assets, or paid employees	1c	X
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		

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

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.

Sign
Here

Signature of officer or trustee

Date _____

Title

May the IRS discuss this return
with the preparer shown below
(see instructions)? Yes No

Paid Preparer Use Only	Print/Type preparer's name STUART RACHLIN	Preparer's signature 	Date 6/28/13	Check <input type="checkbox"/> if self-employed	PTIN P00966323
	Firm's name ► BERDON LLP	Firm's EIN ► 13-0485070			
	Firm's address ► 360 MADISON AVE NEW YORK, NY	10017	Phone no 212-832-0400		

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

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
151,351.		SEE ATTACHED STATEMENT A PROPERTY TYPE: SECURITIES 7,349.				P	VAR -7,349.	VAR
414,835.		SEE ATTACHED STATEMENT B PROPERTY TYPE: SECURITIES 34,338.				P	VAR 117,013.	VAR
		SEE ATTACHED STATEMENT C PROPERTY TYPE: SECURITIES 178,019.				P	VAR 236,816.	VAR
TOTAL GAIN(LOSS)							<u>346,480.</u>	

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

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>
WELLS FARGO	16.	16.
FIDELITY	79.	79.
FIDELITY #617	2.	2.
TOTAL	<u>97.</u>	<u>97.</u>

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

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>
WELLS FARGO - DIVIDEND	62,984.	62,984.
SCHWAB - DIVIDEND	9,035.	9,035.
FIDELITY - DIVIDEND	88,732.	88,732.
FIDELITY #6117-DIVIDEND	6,086.	6,086.
TOTAL	<u><u>166,837.</u></u>	<u><u>166,837.</u></u>

FORM 990PF, PART I - ACCOUNTING FEES

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>	<u>ADJUSTED NET INCOME</u>	<u>CHARITABLE PURPOSES</u>
ACCOUNTING FEES	8,234.			8,234.
TOTALS	<u>8,234.</u>			<u>8,234.</u>

FORM 990PF, PART I - TAXES

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>
FOREIGN TAX WITHHELD	3,643.	3,643.
FEDERAL TAX	9,000.	
TOTALS	<u>12,643.</u>	<u>3,643.</u>

ATTACHMENT 4

FORM 990PF, PART I - OTHER EXPENSES

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>	<u>CHARITABLE PURPOSES</u>
AD FEE	250.		250.
FILING FEES	250.		250.
INVESTMENT EXPENSES	470.	470.	
TOTALS	<u>970.</u>	<u>470.</u>	<u>500.</u>

FORM 990PF, PART II - CORPORATE STOCK

<u>DESCRIPTION</u>	<u>BEGINNING BOOK VALUE</u>	<u>ENDING BOOK VALUE</u>	<u>ENDING FMV</u>
WELLS FARGO	875,853.	961,976.	2,042,142.
CHARLES SCHWAB	722,610.		
FIDELITY INVESTMENTS	2,406,759.	2,372,422.	4,405,321.
GUARDIAN FUND	299,224.	299,224.	231,002.
FIDELITY INVESTMENTS#6117	712,319.	712,319.	860,626.
TOTALS	<u>4,304,446.</u>	<u>4,345,941.</u>	<u>7,539,091.</u>

FORM 990PF, PART II - CORPORATE BONDS

DESCRIPTIONBEGINNING
BOOK VALUEENDING
BOOK VALUEENDING
FMV

WELLS FARGO

13,910.

6,955.

TOTALS

13,910.

6,955.

ATTACHMENT 7

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

ATTACHMENT 8

NAME AND ADDRESS	TITLE AND AVERAGE HOURS PER WEEK DEVOTED TO POSITION	COMPENSATION	CONTRIBUTIONS	EXPENSE ACCT TO EMPLOYEE AND OTHER ALLOWANCES
			BENEFIT PLANS	
ERNEST H. FRANK 863 KERRY DOWNS CIRCLE MELBOURNE, FL 32940	V.P., TREAS. AS REQ'D	0	0	0
EVA MARIA TAUSIG 112-01 QUEENS BLVD. APT. 11C QUEENS, NY 11375	PRES. AS REQ'D	0	0	0
SYBIL ANN BRENNAN 22151 N.E. 151 LANE SALT SPRINGS, FL 32134	V.P., SECY AS REQ'D	0	0	0
SAMANTHA STARR 505 POMEROY RD FRANKLIN, NY 13775	MEMBER	0	0	0
JEPHTHA TAUSIG EDWARDS 210 WEST 93 ST NEW YORK, NY 10025	MEMBER	0	0	0
KASARA GAGE 74 SADDLE TRAIL DRIVE DOVER, NH 03820	MEMBER	0	0	0
	GRAND TOTALS	0	0	0

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

ATTACHMENT 9

RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR
AND

FOUNDATION STATUS OF RECIPIENT

PUBLIC

RECIPIENT NAME AND ADDRESS

SEE SCHEDULE ATTACHED

PURPOSE OF GRANT OR CONTRIBUTION

GENERAL CHARITABLE

TOTAL CONTRIBUTIONS PAID

351,153.

SCHEDULE D
(Form 1041)

Department of the Treasury
Internal Revenue Service

Capital Gains and Losses

OMB No. 1545-0092

2011

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

Name of estate or trust

ERNST & ELFRIEDE FRANK FOUNDATION, INC

Employer identification number

13-6106471

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

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

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

b Enter the short-term gain or (loss), if any, from Schedule D-1, line 1b	1b
2 Short-term capital gain or (loss) from Forms 4684, 6252, 6781, and 8824	2
3 Net short-term gain or (loss) from partnerships, S corporations, and other estates or trusts	3
4 Short-term capital loss carryover Enter the amount, if any, from line 9 of the 2010 Capital Loss Carryover Worksheet	4 ()
5 Net short-term gain or (loss). Combine lines 1a through 4 in column (f) Enter here and on line 13, column (3) on the back ►	5

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

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

b Enter the long-term gain or (loss), if any, from Schedule D-1, line 6b	6b	346,480.
7 Long-term capital gain or (loss) from Forms 2439, 4684, 6252, 6781, and 8824	7	
8 Net long-term gain or (loss) from partnerships, S corporations, and other estates or trusts	8	
9 Capital gain distributions	9	
10 Gain from Form 4797, Part I	10	
11 Long-term capital loss carryover Enter the amount, if any, from line 14 of the 2010 Capital Loss Carryover Worksheet	11 ()	
12 Net long-term gain or (loss). Combine lines 6a through 11 in column (f) Enter here and on line 14a, column (3) on the back ►	12	346,480.

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

Schedule D (Form 1041) 2011

Part III Summary of Parts I and II		(1) Beneficiaries' (see instr)	(2) Estate's or trust's	(3) Total
13	Net short-term gain or (loss)	13		
14	Net long-term gain or (loss):			
a	Total for year	14a		346,480.
b	Unrecaptured section 1250 gain (see line 18 of the wrksht)	14b		
c	28% rate gain	14c		
15	Total net gain or (loss). Combine lines 13 and 14a ►	15		346,480.

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

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

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

Part V Tax Computation Using Maximum Capital Gains Rates	
Form 1041 filers.	Complete this part only if both lines 14a and 15 in column (2) are gains, or an amount is entered in Part I or Part II and there is an entry on Form 1041, line 2b(2), and Form 1041, line 22, is more than zero.

Caution: Skip this part and complete the **Schedule D Tax Worksheet** in the instructions if

- Either line 14b, col (2) or line 14c, col (2) is more than zero, or
- Both Form 1041, line 2b(1), and Form 4952, line 4g are more than zero

Form 990-T trusts. Complete this part only if both lines 14a and 15 are gains, or qualified dividends are included in income in Part I of Form 990-T, and Form 990-T, line 34, is more than zero. Skip this part and complete the **Schedule D Tax Worksheet** in the instructions if either line 14b, col (2) or line 14c, col (2) is more than zero

17	Enter taxable income from Form 1041, line 22 (or Form 990-T, line 34) . . .	17		
18	Enter the smaller of line 14a or 15 in column (2) but not less than zero.	18		
19	Enter the estate's or trust's qualified dividends from Form 1041, line 2b(2) (or enter the qualified dividends included in income in Part I of Form 990-T) . . .	19		
20	Add lines 18 and 19	20		
21	If the estate or trust is filing Form 4952, enter the amount from line 4g, otherwise, enter -0- ►	21		
22	Subtract line 21 from line 20 If zero or less, enter -0-	22		
23	Subtract line 22 from line 17 If zero or less, enter -0-	23		
24	Enter the smaller of the amount on line 17 or \$2,300	24		
25	Is the amount on line 23 equal to or more than the amount on line 24?			
	<input type="checkbox"/> Yes. Skip lines 25 and 26, go to line 27 and check the "No" box	25		
	<input type="checkbox"/> No. Enter the amount from line 23	26		
26	Subtract line 25 from line 24	26		
27	Are the amounts on lines 22 and 26 the same?			
	<input type="checkbox"/> Yes. Skip lines 27 thru 30 go to line 31	27		
	<input type="checkbox"/> No. Enter the smaller of line 17 or line 22	28		
28	Enter the amount from line 26 (If line 26 is blank, enter -0-)	28		
29	Subtract line 28 from line 27	29		
30	Multiply line 29 by 15% (15)	30		
31	Figure the tax on the amount on line 23 Use the 2011 Tax Rate Schedule for Estates and Trusts (see the Schedule G instructions in the instructions for Form 1041)	31		
32	Add lines 30 and 31	32		
33	Figure the tax on the amount on line 17 Use the 2011 Tax Rate Schedule for Estates and Trusts (see the Schedule G instructions in the instructions for Form 1041)	33		
34	Tax on all taxable income. Enter the smaller of line 32 or line 33 here and on Form 1041, Schedule G, line 1a (or Form 990-T, line 36)	34		

Schedule D (Form 1041) 2011

Name of estate or trust as shown on Form 1041. Do not enter name and employer identification number if shown on the other side.

Employer identification number
13-6106471

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

(a) Description of property (Example 100 sh 7% preferred of "Z" Co)	(b) Date acquired (mo , day, yr)	(c) Date sold (mo , day, yr)	(d) Sales price	(e) Cost or other basis (see instructions)	(f) Gain or (loss) Subtract (e) from (d)
6a SEE ATTACHED STATEMENT A	VAR	VAR		7,349.	-7,349.
SEE ATTACHED STATEMENT B	VAR	VAR	151,351.	34,338.	117,013.
SEE ATTACHED STATEMENT C	VAR	VAR	414,835.	178,019.	236,816.

6b Total. Combine the amounts in column (f) Enter here and on Schedule D, line 6b 346,480.

Schedule D-1 (Form 1041) 2011

REALIZED GAINS AND LOSSES - SETTLED TRADES

Ernst & Elfriede Frank Foundation

EIN # 13-6106471

From 08-31-11 Through 08-31-12

Open Date	Close Date	Quantity	Security	Cost Basis	Amort. or Accretion	Proceeds	Gain Or Loss	
							Short Term	Long Term
10-16-00	05-29-12	72.000	Divine InterVentures	4,877.33		0.00		-4,877.33
10-16-00	05-29-12	36.000	Divine InterVentures	2,471.25		0.00		-2,471.25
TOTAL GAINS							0.00	0.00
TOTAL LOSSES							0.00	-7,348.58
				7,348.58	0.00	0.00	0.00	-7,348.58
TOTAL REALIZED GAIN/LOSS -7,348.58								

Statement A

REALIZED GAINS AND LOSSES - SETTLED TRADES

Ernst & Elfriede Frank Foundation

EIN # 13-6106471

From 08-31-11 Through 08-31-12

Open Date	Close Date	Quantity	Security	Cost Basis	Amort. or Accretion	Proceeds	Gain Or Loss	
							Short Term	Long Term
09-27-01	07-10-12	700.000	Akamai Tech Inc	2,324.56		22,086.42		19,761.86
10-19-93	07-10-12	1,000.000	Chubb Corp	20,351.00		72,563.42		52,212.42
06-30-92	07-10-12	500.000	Pepsico Inc	8,663.84		35,211.26		26,547.41
12-29-99	07-10-12	300.000	Teradata Corp	2,998.49		21,489.59		18,491.10
TOTAL GAINS							0.00	117,012.79
TOTAL LOSSES							0.00	0.00
				34,337.90	0.00	151,350.69	0.00	117,012.79
TOTAL REALIZED GAIN/LOSS 117,012.79								

Statement B

REALIZED GAINS AND LOSSES - SETTLED TRADES

Ernst & Elfriede Frank Foundation

EIN # 13-6106471

From 08-31-11 Through 08-31-12

Open Date	Close Date	Quantity	Security	Cost Basis	Amort. or Accretion	Proceeds	Gain Or Loss	
							Short Term	Long Term
02-09-93	09-28-11	500.000	Nextera Energy	9,612.85		26,844.08		17,231.23
02-20-92	09-28-11	300.000	Royal Dutch Shell	5,678.86		18,171.45		12,492.59
08-02-93	10-12-11	2,830.000	Bank of New York Mel	20,940.52		50,638.29		29,697.77
10-13-95	01-30-12	325.000	Automatic Data Pro	5,585.51		17,721.85		12,136.33
04-30-92	01-30-12	1,000.000	Baxter Intl	15,107.66		55,058.94		39,951.28
03-04-02	01-30-12	175.000	IBM Corp	17,439.84		33,596.00		16,156.16
04-11-02	01-30-12	125 000	IBM Corp	10,955.06		23,997.15		13,042.09
12-10-92	01-30-12	225.000	Proctor & Gamble	2,978.47		14,145.61		11,167.14
02-20-92	01-30-12	260.000	Royal Dutch Shell	4,921.68		18,282.69		13,361.01
03-08-01	01-31-12	888.445	Pennichuck Corp	13,855.36		25,764.90		11,909.54
03-08-01	01-31-12	355.555	Pennichuck Corp	5,850.13		10,311.10		4,460.97
06-21-96	02-29-12	1,200.000	Hewlett Packard Co	22,497.00		31,463.71		8,966.71
11-15-07	04-16-12	510.000	Petroleo Bras SA	24,356.10		12,366.67		-11,989.43
06-19-91	04-16-12	765.000	Berkshire Hathaway B	13,240.85		60,363.08		47,122.23
02-09-93	04-16-12	260.000	Nextera Energy	4,998.68		16,109.34		11,110.66
TOTAL GAINS							0.00	248,805.72
TOTAL LOSSES							0.00	-11,989 43
TOTAL REALIZED GAIN/LOSS				178,018.57	0.00	414,834.86	0.00	236,816.29

TOTAL REALIZED GAIN/LOSS 236,816.29

Statement C

Ernst & Elfriede Frank Foundation EIN #13-6106471

	Name	Under 1K	Over 1K
12-7	Adelphi University	500	
12-7	All Newton Music School	250	
12-7	Alzheimers Disease Assoc	500	
11-10	American Museum of Nat'l H		1,000
12-7	American Parkinson Dis As	500	
12-7	American Recorder Society	200	
12-1	Anthracite Philharmonic	500	
12-7	Anti-Defamation League	100	
11-9	Appalachian Mountain Club		1,500
12-7	Artists Association of Nan		3,000
12-8	Artists' Association of Nant		2,000
12-7	Bascom Palmer Eye Inst.		1,000
11-12	Bay Area Food Bank		6,000
12-8	Berwick Academy		2,500
12-8	Bolivian Quaker Educ.Fund		6,000
12-5	Bottomless Closet	500	
12-8	Brigham & Women's Hosp.	250	
11-10	Brooklyn Botanic Gardens	500	
11-12	Bucky Beaver Preschool		1,000
12-8	Camp to Belong	500	
12-3	Catskill Fly Fishing C&Mus	500	
12-7	Center for Coastal Studies	300	
12-8	Center for Elder Affairs, Inc.	500	
12-7	Center for Jewish History	100	
12-8	Change the World Kids	300	
12-8	Chef's Collaborative	250	
12-6	Childrens Aid Society		3,000
12-8	Children's Health Fund		2,000
12-3	Colonial Williamsburg		5,000
12-8	Colonial Williamsburg Fdn		30,000
12-8	Colored Pencil Project, The	250	
11-12	Common School, The		3,000
12-7	Congregation Shirat Ha Yam	500	
12-7	Death with Dignity	200	
12-8	Demarest Public Library	500	
12-6	Demarest Vol Ambulance	500	
12-8	Doctors without Borders		2,000
12-8	Elder Services of CC & Isls	500	

12-7	Eye-Bank for Sight Restor.	500	
12-4	Family & Children's Services		5,000
12-7	Fountain House	500	
11-10	Frick Collection, The	500	
12-8	Friends of Akim	500	
12-8	Friends of Carnegie	500	
12-8	Friends of Richmond Hill Lib	200	
12-8	Friends of the Rollinsford P L		1,000
12-7	Garden Conservancy		1,500
11-12	GEAC		1,000
11-9	Grapes for Humanity Global		5,250
11-10	Green America		10,000
12-7	Green Decade Coalition	250	
11-9	Grolier Club, The		1,460
11-11	Grosvenor Neighborhood Hous	490	
11-10	Guggenheim Foundation	400	
12-8	Guiding Eyes for the Blind		1,000
12-8	Habitat for Humanity/Nant.		1,000
12-7	Harvard Museum of Nat'l H.	250	
12-8	Historic New England/SPNEA	300	
12-8	Hole in the Wall Gang	500	
12-8	Homestead of Nantucket	500	
12-8	Injured Marine Semper Fi F		1,000
12-4	Institute for Comtemp Psych		1,000
12-8	Jewish Museum, The	125	
12-8	Juvenile Diabetes Res F		1,000
11-12	Laura Ingalls Wilder Elem.PT		1,500
12-7	League of Women Voters	400	
12-8	Leo Baeck Institute	500	
11-12	Louisa May Alcott Elem. PTSA		1,000
12-5	Maria Mitchell Assoc.	300	
12-7	Marine Mammal Center	250	
11-11	Mason-Rice School	500	
12-8	Mass Audubon Society	500	
11-10	Metropolitan Museum of Art	890	
11-10	Metropolitan Museum of Art		1,000
11-10	Metropolitan Museum of Art		3,662
11-11	Metropolitan Museum of Art	700	
12-1	Metropolitan Opera	250	
12-8	Metropolitan Opera		15,000
12-3	Metropolitan Opera Guild		1,300

12-8	Miramachi Salmon	500
12-7	Morgan Library	1,945
12-1	Mount Sinai (Aux)	5,000
12-2	Mount Sinai School of Med.	1,000
11-9	Mt. Sinai Hospital	430
11-10	Mt. Sinai Hospital	150
11-10	Mt. Sinai Hospital	230
12-4	Mt. Sinai Hospital	600
12-7	Museum of Fine Arts	500
11-10	Museum of Modern Art	500
12-8	Museum of Moving Image	250
12-7	Museum of Science	300
12-8	Musicians Foundation	10,000
12-8	Nant. Community Music Cen.	2,000
12-8	Nantucket Aids Network	500
12-8	Nantucket Athenaeum	1,500
12-8	Nantucket Boys & Girls Club	500
11-10	Nantucket Community Sail	2,000
12-7	Nantucket Community Sail	1,680
12-8	Nantucket Community Sail	6,900
12-8	Nantucket Community Sail	750
12-8	Nantucket Community Sail	800
12-7	Nantucket Conservation Fdn	20,000
12-8	Nantucket Cottage Hospital	1,000
12-8	Nantucket Firemen's Assoc.	250
12-8	Nantucket Historical Assoc	5,000
12-8	Nantucket Ice	500
12-8	Nantucket Lightship Bask. M	3,000
11-9	Nantucket Lightship Basket	
12-6	Nantucket Lightship Basket	200
12-7	Nantucket Lightship Basket	300
12-7	Nantucket Musical Arts Soc	5,000
12-8	Nantucket Preservation Trust	1,000
12-8	Nantucket Shipwreck & Life	500
12-8	Nantucket Yacht Club Fdn	1,000
12-8	National Audubon Society	300
11-9	National Dance Institute	10,000
12-4	National Dance Institute	1,700
12-5	National Dance Institute	850
12-8	National Dance Institute	10,000
12-8	National Yiddish Book Cen.	200

11-12	New England Aquarium	10,000
12-7	New England Wildflower S	250
12-8	New School University	500
11-10	New York Botanical Garden	700
12-8	New York Foundation for EC	3,000
12-8	New York Grand Opera	3,000
11-11	New York Junior League	1,795.50
11-12	New York Junior League	510
12-1	New York Junior League	210
12-6	New York Junior League	1,000
12-8	New York Public Library	500
12-8	New York Restoration Proj.	500
12-6	New York Road Runners	500
12-8	New York University	750
12-7	Newton Conservators	250
12-7	Newton Free Library	250
12-8	NORC -Self Help Com.Ser.	2,000
11-11	Overlake School, The	1,000
11-11	Overlake School, The	1,000
12-5	P. A. W. S.	3,000
11-11	P. S. 101Q Parent's Assoc	250
11-12	Paley Center for Media	500
12-8	Paley Center for Media	500
12-5	Palliative & Supportive Care	2,500
12-7	Parker Jewish Geriatric Inst	500
12-8	Professional Children's School	5,000
12-5	Professional Children's	15,000
11-10	Rare Book School	1,000
12-8	Rare Book School	20,000
12-7	Recording for the Blind	500
12-7	Rosie's Place	300
12-8	Safe Place, A	1,000
12-4	Sail to Prevail	500
12-8	Salvation Army of Grtr NY	1,000
11-11	Seamen's Church Institute	400
12-7	Second Step, The	300
12-7	Simon Wiesenthal Center	100
12-7	Small Friends on Nantucket	175
12-1	St. Casimir's Guild	500
12-8	St. Casimir's Guild	500
12-8	Statue of Liberty/Ellis Island	1,000

12-8	Strafford Rivers Conservancy	2,000
12-8	Thomas Jefferson Fdn	500
11-11	Treadwell VF Dept	500
12-6	Trinity School	5,000
12-5	Trout Unlimited	1,250
12-8	Trustees of Reservations	2,000
12-8	UCSB	300
12-8	Union of Concerned Scientists	250
12-8	Unite to Light	5,000
12-8	Visiting Nurse Service of NY	500
12-7	WBUR - 90.9 FM	500 add
12-8	WGBH	2,000
11-10	Wildlife Conservation Soc.	500
12-8	WNET Thirteen + WLIW	3,000
12-1	Women's City Club	400
12-4	Women's City Club	780
12-7	Women's City Club	3,820
12-8	Woods Hole Research Center	250
12-7	World Jewish Congress	100
12-7	World Music	250

TOTAL CONTRIBUTIONS	351,153
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Application for Extension of Time To File an
Exempt Organization Return

► File a separate application for each return

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

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

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

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

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

Part I only ►

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

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
	ERNST & ELFRIEDE FRANK FOUNDATION, INC	<input checked="" type="checkbox"/> 13-6106471
	Number, street, and room or suite no. If a P O box, see instructions	Social security number (SSN)
	112-01 QUEENS BLVD. APT. 11C	<input type="checkbox"/>
City, town or post office, state, and ZIP code. For a foreign address, see instructions		
QUEENS, NY 11375		

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

- The books are in the care of ► EVA MARIA TAUSIG

Telephone No ► 718 268-0298

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 04/15, 2013, to file the exempt organization return for the organization named above. The extension is for the organization's return for
 ► calendar year 20 . . . or
 ► tax year beginning 09/01, 2011, and ending 08/31, 2012

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 \$	21,309.
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 \$	3,309.
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 \$	18,000.

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

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 ERNST & ELFRIEDE FRANK FOUNDATION, INC	Employer identification number (EIN) or <input checked="" type="checkbox"/> 13-6106471
	Number, street, and room or suite no. If a P O box, see instructions 112-01 QUEENS BLVD. APT. 11C	Social security number (SSN) <input type="checkbox"/>
	City, town or post office, state, and ZIP code. For a foreign address, see instructions QUEENS, NY 11375	

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

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

- The books are in the care of ► EVA MARIA TAUSIG
Telephone No ► 718 268-0298 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 07/15, 2013
 5 For calendar year _____, or other tax year beginning 09/01, 2011, and ending 08/31, 2012
 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 ADDITIONAL TIME IS REQUIRED TO GATHER AND
 COMPILE INFORMATION, INCLUDING INFORMATION FROM THIRD PARTIES,
 NECESSARY TO PREPARE AND FILE A COMPLETE AND ACCURATE TAX RETURN.

8a If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions	8a \$ 21,309.
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 \$ 21,309.
c Balance Due. Subtract line 8b from line 8a. Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions	8c \$

Signature and Verification 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 ►

Title ►

Date ►

Form 8868 (Rev. 1-2012)