Form **990-PF**

Department of the Treasury
Internal Revenue Service

Return of Private Foundation

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

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

OMB No 1545-0052

2012

Open to Public Inspection

For calendar year 2012 or tax year beginning , 2012, and ending , 20

Name of foundation: HELEN FRANKENTHALER FOUNDATION INC

A Employer identification number: 13-3244308

Number and street (or P.O box number if mail is not delivered to street address): C/O HECHT AND COMPANY, P.C. 622 THIRD AVENUE

Room/suite: 8TH FL

B Telephone number (see instructions): (212) 819-8000

City or town, state, and ZIP code: NEW YORK, NY 10017

C If exemption application is pending, check here ▶ ☐

G Check all that apply: ☐ Initial return ☐ Initial return of a former public charity ☐ Final return ☐ Amended return ☐ Address change ☐ Name change

D 1. Foreign organizations, check here ▶ ☐
2. Foreign organizations meeting the 85% test, check here and attach computation ▶ ☐

H Check type of organization: [X] Section 501(c)(3) exempt private foundation ☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundation

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

I Fair market value of all assets at end of year *(from Part II, col. (c), line 16)* ▶ $ 22,328,342.

J Accounting method: [X] Cash ☐ Accrual ☐ Other (specify) *(Part I, column (d) must be on cash basis.)*

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

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))*

	Line	Description	(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1	Contributions, gifts, grants, etc , received (attach schedule)	4,249,806.			
	2	Check ▶ ☐ if the foundation is **not** required to attach Sch B				
	3	Interest on savings and temporary cash investments				
	4	Dividends and interest from securities	137,125.	137,125.		ATCH 1
	5a	Gross rents				
	b	Net rental income or (loss)				
	6a	Net gain or (loss) from sale of assets not on line 10	172,528.			
	b	Gross sales price for all assets on line 6a 1,550,580.				
	7	Capital gain net income (from Part IV, line 2)		218,347.		
	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	4,559,459.	355,472.		
Operating and Administrative Expenses	13	Compensation of officers, directors, trustees, etc	0			
	14	Other employee salaries and wages				
	15	Pension plans, employee benefits				
	16a	Legal fees (attach schedule)	24,369.			24,369.
	b	Accounting fees (attach schedule) ATCH 2	16,491.	8,245.		8,246.
	c	Other professional fees (attach schedule) *	81,655.	26,655.		55,000.
	17	Interest				
	18	Taxes (attach schedule) (see instructions) ATCH 4	1,376.			
	19	Depreciation (attach schedule) and depletion				
	20	Occupancy				
	21	Travel, conferences, and meetings				
	22	Printing and publications				
	23	Other expenses (attach schedule) ATCH 5	1,128.	248.		880.
	24	**Total operating and administrative expenses.** Add lines 13 through 23	125,019.	35,148.		88,495.
	25	Contributions, gifts, grants paid	50,000.			50,000.
	26	**Total expenses and disbursements.** Add lines 24 and 25	175,019.	35,148.	0	138,495.
	27	Subtract line 26 from line 12.				
	a	**Excess of revenue over expenses and disbursements**	4,384,440.			
	b	**Net investment income** (if negative, enter -0-)		320,324.		
	c	**Adjusted net income** (if negative, enter -0-)				

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JSA **For Paperwork Reduction Act Notice, see instructions.** *ATCH 3 Form **990-PF** (2012)
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Part II Balance Sheets

		Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)	Beginning of year (a) Book Value	End of year (b) Book Value	(c) Fair Market Value
Assets	1	Cash - non-interest-bearing	65,067.	16,701.	16,701.
	2	Savings and temporary cash investments	88,889.	278,943.	278,943.
	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			
	10 a	Investments - U S and state government obligations (attach schedule)			
	b	Investments - corporate stock (attach schedule) ATCH 6	2,152,230.	6,394,982.	7,032,698.
	c	Investments - corporate bonds (attach schedule)			
	11	Investments - land, buildings, and equipment basis ▶			
		Less accumulated depreciation (attach schedule) ▶			
	12	Investments - mortgage loans			
	13	Investments - other (attach schedule)			
	14	Land, buildings, and equipment basis ▶			
		Less accumulated depreciation (attach schedule) ▶			
	15	Other assets (describe ▶ ATCH 7)	15,000,000.	15,000,000.	15,000,000.
	16	**Total assets** (to be completed by all filers - see the instructions. Also, see page 1, item I)	17,306,186.	21,690,626.	22,328,342.
Liabilities	17	Accounts payable and accrued expenses			
	18	Grants payable			
	19	Deferred revenue			
	20	Loans from officers, directors, trustees, and other disqualified persons			
	21	Mortgages and other notes payable (attach schedule)			
	22	Other liabilities (describe ▶)			
	23	**Total liabilities** (add lines 17 through 22)	0	0	
Net Assets or Fund Balances		**Foundations that follow SFAS 117, check here ▶ ☐ 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. ▶ [X]			
	27	Capital stock, trust principal, or current funds			
	28	Paid-in or capital surplus, or land, bldg , and equipment fund			
	29	Retained earnings, accumulated income, endowment, or other funds	17,306,186.	21,690,626.	
	30	**Total net assets or fund balances** (see instructions)	17,306,186.	21,690,626.	
	31	**Total liabilities and net assets/fund balances** (see instructions)	17,306,186.	21,690,626.	

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	17,306,186.
2	Enter amount from Part I, line 27a	2	4,384,440.
3	Other increases not included in line 2 (itemize) ▶	3	
4	Add lines 1, 2, and 3	4	21,690,626.
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	21,690,626.

Part IV Capital Gains and Losses for Tax on Investment Income

	(a) List and describe the kind(s) of property sold (e g., real estate, 2-story brick warehouse, or common stock, 200 shs. MLC Co)	(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a	SEE PART IV SCHEDULE			
b				
c				
d				
e				

	(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a				
b				
c				
d				
e				

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69

	(i) 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	(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col (h))
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	218,347.
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))
2011	122,645.	2,535,793.	0.048366
2010	120,065.	2,436,556.	0.049277
2009	75,115.	2,225,114.	0.033758
2008	203,229.	2,212,972.	0.091835
2007	248,058.	2,387,211.	0.103911

2	**Total** of line 1, column (d)	2	0.327147
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	0.065429
4	Enter the net value of noncharitable-use assets for 2012 from Part X, line 5	4	6,761,939.
5	Multiply line 4 by line 3	5	442,427.
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	3,203.
7	Add lines 5 and 6	7	445,630.
8	Enter qualifying distributions from Part XII, line 4	8	138,495.

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

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

1a	Exempt operating foundations described in section 4940(d)(2), check here ▶ ☐ 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 ▶ ☐ and enter 1% of Part I, line 27b	1	6,406.
c	All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col (b).		
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	2	
3	Add lines 1 and 2	3	6,406.
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	6,406.
6	Credits/Payments:		
a	2012 estimated tax payments and 2011 overpayment credited to 2012 . . . 6a 2,400.		
b	Exempt foreign organizations - tax withheld at source . . . 6b		
c	Tax paid with application for extension of time to file (Form 8868) . . . 6c		
d	Backup withholding erroneously withheld . . . 6d		
7	Total credits and payments. Add lines 6a through 6d	7	2,400.
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	4,006.
10	**Overpayment** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ▶	10	
11	Enter the amount of line 10 to be: **Credited to 2013 estimated tax** ▶ **Refunded** ▶	11	

Part VII-A Statements Regarding Activities

			Yes	No
1a	During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	1a		X
b	Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see Instructions for the 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*			
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 ▶ $ 0 **(2)** On foundation managers. ▶ $ 0			
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. ▶ $ 0			
2	Has the foundation engaged in any activities that have not previously been reported to the IRS? *If "Yes," attach a detailed description of the activities.*	2		X
3	Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? *If "Yes," attach a conformed copy of the changes*	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? *If "Yes," attach the statement required by General Instruction T*	5		X
6	Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	6	X	
7	Did the foundation have at least $5,000 in assets at any time during the year? *If "Yes," complete Part II, col (c), and Part XV*	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 *General Instruction G? 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 2012 or the taxable year beginning in 2012 (see instructions for Part XIV)? *If "Yes," complete Part XIV*	9		X
10	Did any persons become substantial contributors during the tax year? *If "Yes," attach a schedule listing their names and addresses* ATCH 8	10	X	

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

			Yes	No
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 ▶ HECHT AND COMPANY, P.C. Telephone no. ▶ 212-819-8000			
	Located at ▶622 THIRD AVENUE NEW YORK, NY ZIP+4 ▶ 10017			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here ▶ ☐ and enter the amount of tax-exempt interest received or accrued during the year ▶ 15			
16	At any time during calendar year 2012, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country?	16		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 ▶			

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

	File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.		Yes	No
1a	During the year did the foundation (either directly or indirectly):			
	(1) Engage in the sale or exchange, or leasing of property with a disqualified person? ☐ Yes ☒ No			
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? ☐ Yes ☒ No			
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? ☐ Yes ☒ No			
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? ☒ Yes ☐ No			
	(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? ☐ Yes ☒ No			
	(6) Agree to pay money or property to a government official? (**Exception.** Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.) ☐ Yes ☒ No			
b	If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53 4941(d)-3 or in a current notice regarding disaster assistance (see instructions)?	1b		X
	Organizations relying on a current notice regarding disaster assistance check here ▶ ☐			
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 2012?	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 2012, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2012? ☐ Yes ☒ No			
	If "Yes," list the years ▶			
b	Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see instructions)	2b		
c	If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here ▶			
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? ☐ Yes ☒ No			
b	If "Yes," did it have excess business holdings in 2012 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 2012)*	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 2012?	4b		X

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

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

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

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

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

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

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

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

Organizations relying on a current notice regarding disaster assistance check here ▶ ☐

c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? ☐ Yes ☐ No

If "Yes," attach the statement required by Regulations section 53 4945-5(d)

6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract? ☐ Yes ☒ No

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? **6b** No: X

If "Yes" to 6b, file Form 8870

7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? ☐ Yes ☒ No

b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction? **7b**

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

1 List all officers, directors, trustees, foundation managers and their compensation (see 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
ATCH 9		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		0	0	0

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		0
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 THE WORK OF ART "MOUNTAINS AND SEA" WHICH WAS RECEIVED AS A GIFT FROM THE ARTIST HELEN FRANKENTHALER IS ON INDEFINITE LOAN TO THE NATIONAL GALLERY OF ART FOR PUBLIC EXHIBITION.	
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 NONE	
2	
All other program-related investments See instructions	
3 NONE	
Total. Add lines 1 through 3 ▶	

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	6,598,072.
b	Average of monthly cash balances	1b	266,841.
c	Fair market value of all other assets (see instructions)	1c	
d	**Total** (add lines 1a, b, and c)	1d	6,864,913.
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	6,864,913.
4	Cash deemed held for charitable activities. Enter 1 1/2 % of line 3 (for greater amount, see instructions)	4	102,974.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3. Enter here and on Part V, line 4	5	6,761,939.
6	**Minimum investment return.** Enter 5% of line 5	6	338,097.

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	338,097.
2a	Tax on investment income for 2012 from Part VI, line 5	2a	6,406.		
b	Income tax for 2012. (This does not include the tax from Part VI.)	2b			
c	Add lines 2a and 2b			2c	6,406.
3	Distributable amount before adjustments. Subtract line 2c from line 1			3	331,691.
4	Recoveries of amounts treated as qualifying distributions			4	
5	Add lines 3 and 4			5	331,691.
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	331,691.

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

1	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes.		
a	Expenses, contributions, gifts, etc. - total from Part I, column (d), line 26	1a	138,495.
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:		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	**Qualifying distributions.** Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	138,495.
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	0
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	138,495.

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 2011	(c) 2011	(d) 2012
1	Distributable amount for 2012 from Part XI, line 7				331,691.
2	Undistributed income, if any, as of the end of 2012				
a	Enter amount for 2011 only				
b	Total for prior years 20 10 ,20 09 ,20 08				
3	Excess distributions carryover, if any, to 2012:				
a	From 2007 191,399.				
b	From 2008 203,229.				
c	From 2009 75,118.				
d	From 2010 1,118.				
e	From 2011 122,645.				
f	Total of lines 3a through e	593,509.			
4	Qualifying distributions for 2012 from Part XII, line 4: ▶ $ 138,495.				
a	Applied to 2011, 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)	138,495.	ATCH 10		
d	Applied to 2012 distributable amount				
e	Remaining amount distributed out of corpus				
5	Excess distributions carryover applied to 2012 (*If an amount appears in column (d), the same amount must be shown in column (a).*)	331,691.			331,691.
6	**Enter the net total of each column as indicated below:**				
a	Corpus. Add lines 3f, 4c, and 4e. Subtract line 5	400,313.			
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 2011 Subtract line 4a from line 2a. Taxable amount - see instructions				
f	Undistributed income for 2012. Subtract lines 4d and 5 from line 1 This amount must be distributed in 2013				
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 2007 not applied on line 5 or line 7 (see instructions)				
9	**Excess distributions carryover to 2013.** Subtract lines 7 and 8 from line 6a	400,313.			
10	Analysis of line 9:				
a	Excess from 2008 62,937.				
b	Excess from 2009 75,118.				
c	Excess from 2010 1,118.				
d	Excess from 2011 122,645.				
e	Excess from 2012 138,495.				

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 2012, enter the date of the ruling . . . . ▶

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

	Tax year	Prior 3 years			(e) Total
	(a) 2012	(b) 2011	(c) 2010	(d) 2009	
2a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed					
b 85% of line 2a					
c Qualifying distributions from Part XII, line 4 for each year listed .					
d Amounts included in line 2c not used directly for active conduct of exempt activities					
e Qualifying distributions made directly for active conduct of exempt activities Subtract line 2d from line 2c					
3 Complete 3a, b, or c for the alternative test relied upon					
a "Assets" alternative test - enter					
(1) Value of all assets . . .					
(2) Value of assets qualifying under section 4942(j)(3)(B)(i).					
b "Endowment" alternative test-enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed . .					
c "Support" alternative test - enter					
(1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)					
(2) Support from general public and 5 or more exempt organizations as provided in section 4942 (j)(3)(B)(iii)					
(3) Largest amount of support from an exempt organization					
(4) Gross investment income .					

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

1 **Information Regarding Foundation Managers:**

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

N/A

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

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 or e-mail of the person to whom applications should be addressed.

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

c Any submission deadlines

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

Part XV Supplementary Information (continued)

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a Paid during the year				
ATCH 11				
Total ▶ 3a				50,000.
b Approved for future payment				
Total ▶ 3b				

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See instructions.)
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
1 Program service revenue:					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments					
4 Dividends and interest from securities			14	137,125.	
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					
8 Gain or (loss) from sales of assets other than inventory			18	172,528.	
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)				309,653.	

13 **Total.** Add line 12, columns (b), (d), and (e) . . . 13 309,653.

(See worksheet in line 13 instructions to verify calculations.)

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

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

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.

(a) Line no.	(b) Amount involved	(c) Name of noncharitable exempt organization	(d) Description of transfers, transactions, and sharing arrangements
	N/A		N/A

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

b If "Yes," complete the following schedule.

(a) Name of organization	(b) Type of organization	(c) Description of relationship

Sign Here

Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete. Declaration of preparer (other than taxpayer) is based on all information of which preparer has any knowledge

Signature of officer or trustee | Date 4/4/2013 | Title Treasurer

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

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check ☐ if self-employed	PTIN
STEVEN STERN		4/9/13		P00180118

Firm's name ▶ HECHT AND COMPANY, P.C. — Firm's EIN ▶ 13-2891505

Firm's address ▶ 622 THIRD AVENUE NEW YORK, NY 10017 — Phone no 212-819-8000

Schedule B
(Form 990, 990-EZ, or 990-PF)
Department of the Treasury
Internal Revenue Service

Schedule of Contributors

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

OMB No 1545-0047

2012

Name of the organization
HELEN FRANKENTHALER FOUNDATION INC

Employer identification number
13-3244308

Organization type (check one):

Filers of:	**Section:**
Form 990 or 990-EZ	☐ 501(c)( ) (enter number) organization
	☐ 4947(a)(1) nonexempt charitable trust **not** treated as a private foundation
	☐ 527 political organization
Form 990-PF	☒ 501(c)(3) exempt private foundation
	☐ 4947(a)(1) nonexempt charitable trust treated as a private foundation
	☐ 501(c)(3) taxable private foundation

Check if your organization is covered by the **General Rule** or a **Special Rule.**
Note. Only a section 501(c)(7), (8), or (10) organization can check boxes for both the General Rule and a Special Rule. See instructions

General Rule

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

Special Rules

☐ For a section 501(c)(3) organization filing Form 990 or 990-EZ that met the 33 1/3 % support test of the regulations under sections 509(a)(1) and 170(b)(1)(A)(vi) and received from any one contributor, during the year, a contribution of the greater of **(1)** $5,000 or **(2)** 2% of the amount on (i) Form 990, Part VIII, line 1h, or (ii) Form 990-EZ, line 1. Complete Parts I and II.

☐ For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, total contributions of more than $1,000 for use *exclusively* for religious, charitable, scientific, literary, or educational purposes, or the prevention of cruelty to children or animals. Complete Parts I, II, and III.

☐ For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, contributions for use *exclusively* for religious, charitable, etc., purposes, but these contributions did not total to more than $1,000 If this box is checked, enter here the total contributions that were received during the year for an *exclusively* religious, charitable, etc., purpose Do not complete any of the parts unless the **General Rule** applies to this organization because it received nonexclusively religious, charitable, etc , contributions of $5,000 or more during the year . . . . ▶ $______________

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

Name of organization HELEN FRANKENTHALER FOUNDATION INC

Employer identification number 13-3244308

Part I **Contributors** (see instructions). Use duplicate copies of Part I if additional space is needed.

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
1	ESTATE OF HELEN FRANKENTHALER C/O HECHT & CO 622 THIRD AVENUE NEW YORK, NY 10017	$ 94,475.	Person [X] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution.)
2	ESTATE OF HELEN FRANKENTHALER C/O HECHT & CO 622 THIRD AVENUE NEW YORK, NY 10017	$ 4,155,331.	Person [X] Payroll [ ] Noncash [X] (Complete Part II if there is a noncash contribution)
		$	Person [ ] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution)
		$	Person [ ] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution)
		$	Person [ ] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution.)
		$	Person [ ] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution)

Name of organization HELEN FRANKENTHALER FOUNDATION INC

Employer identification number 13-3244308

Part II **Noncash Property** (see instructions). Use duplicate copies of Part II if additional space is needed.

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
2	SECURITIES - SEE STATEMENT ATTACHED	$ 4,155,331.	02/01/2012

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		$	

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		$	

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		$	

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		$	

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		$	

Name of organization HELEN FRANKENTHALER FOUNDATION INC

Employer identification number 13-3244308

Part III ***Exclusively* religious, charitable, etc., individual contributions to section 501(c)(7), (8), or (10) organizations that total more than $1,000 for the year.** Complete columns **(a)** through **(e)** and the following line entry.

For organizations completing Part III, enter the total of *exclusively* religious, charitable, etc., contributions of **$1,000 or less** for the year. (Enter this information once. See instructions.) ▶ $

Use duplicate copies of Part III if additional space is needed.

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held

(e) Transfer of gift

Transferee's name, address, and ZIP + 4	Relationship of transferor to transferee

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held

(e) Transfer of gift

Transferee's name, address, and ZIP + 4	Relationship of transferor to transferee

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held

(e) Transfer of gift

Transferee's name, address, and ZIP + 4	Relationship of transferor to transferee

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held

(e) Transfer of gift

Transferee's name, address, and ZIP + 4	Relationship of transferor to transferee

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

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj. basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
		TOTAL CAPITAL GAIN DISTRIBUTIONS					3,428.	
		250 AMGEN INC PROPERTY TYPE: SECURITIES				P	11/17/2008	10/15/2012
21,194.		14,076.					7,118.	
		250 AMGEN INC PROPERTY TYPE: SECURITIES				P	03/13/2009	10/15/2012
21,194.		12,007.					9,187.	
		10 AMGEN INC PROPERTY TYPE: SECURITIES				P	06/02/2010	10/15/2012
848.		512.					336.	
		910 BALL CORP PROPERTY TYPE: SECURITIES				D	12/27/2011	10/22/2012
39,209.		32,674.					6,535.	
		520 BALL CORP PROPERTY TYPE: SECURITIES				P	06/08/2010	10/22/2012
22,405.		13,333.					9,072.	
		405 BB & T CORP PROPERTY TYPE: SECURITIES				P	01/26/2011	01/03/2012
10,137.		11,443.					-1,306.	
		370 BB & T CORP PROPERTY TYPE: SECURITIES				P	01/14/2011	01/03/2012
9,261.		9,824.					-563.	
		1350 BB & T CORP PROPERTY TYPE: SECURITIES				D	12/27/2011	02/24/2012
40,931.		34,250.					6,681.	
		41 BLACKROCK INC PROPERTY TYPE: SECURITIES				P	08/10/2011	03/21/2012
8,385.		6,629.					1,756.	
		44 BLACKROCK INC PROPERTY TYPE: SECURITIES				P	08/17/2011	03/21/2012
8,999.		7,129.					1,870.	
		155 BLACKROCK INC PROPERTY TYPE: SECURITIES				D	12/27/2011	03/21/2012
31,701.		27,651.					4,050.	
		300 COCA COLA CO.				P	03/05/2009	02/01/2012

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

Gross sale price less expenses of sale	Depreciation allowed/ allowable	Kind of Property / Description (Cost or other basis)	FMV as of 12/31/69	Adj. basis as of 12/31/69	Excess of FMV over adj basis	P or D	Date acquired / Gain or (loss)	Date sold
		PROPERTY TYPE: SECURITIES						
20,261.		12,112.					8,149.	
		175 COCA COLA CO.				P	11/12/2010	02/01/2012
		PROPERTY TYPE: SECURITIES						
11,819.		10,928.					891.	
		200 COCA COLA CO.				P	11/12/2010	02/24/2012
		PROPERTY TYPE: SECURITIES						
13,788.		12,490.					1,298.	
		500 COCA COLA CO.				D	12/27/2011	02/24/2012
		PROPERTY TYPE: SECURITIES						
34,469.		35,003.					-534.	
		1100 COCA COLA CO.				D	12/27/2011	11/21/2012
		PROPERTY TYPE: SECURITIES						
40,133.		38,503.					1,630.	
		325 CONOCOPHILLIPS				P	11/17/2008	02/06/2012
		PROPERTY TYPE: SECURITIES						
23,144.		15,336.					7,808.	
		290 CONOCOPHILLIPS				P	06/10/2009	02/06/2012
		PROPERTY TYPE: SECURITIES						
20,651.		13,102.					7,549.	
		35 CONOCOPHILLIPS				P	08/25/2009	02/06/2012
		PROPERTY TYPE: SECURITIES						
2,492.		1,524.					968.	
		205 CONOCOPHILLIPS				D	12/27/2011	02/06/2012
		PROPERTY TYPE: SECURITIES						
14,598.		14,899.					-301.	
		95 CONOCOPHILLIPS				D	12/27/2011	02/06/2012
		PROPERTY TYPE: SECURITIES						
6,765.		6,905.					-140.	
		270 CONSOL ENERGY INC				P	04/04/2011	01/23/2012
		PROPERTY TYPE: SECURITIES						
9,169.		14,408.					-5,239.	
		175 CONSOL ENERGY INC				P	10/11/2011	01/23/2012
		PROPERTY TYPE: SECURITIES						
5,943.		6,163.					-220.	

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)	
		800 CONSOL ENERGY INC PROPERTY TYPE: SECURITIES				D	12/27/2011	02/24/2012
30,200.		30,224.					-24.	
		535 DEVON ENERGY PROPERTY TYPE: SECURITIES				D	12/27/2011	11/21/2012
27,867.		33,570.					-5,703.	
		300 DEVON ENERGY PROPERTY TYPE: SECURITIES				P	10/12/2011	11/21/2012
15,626.		17,280.					-1,654.	
		185 ENERGIZER HLDGS INC PROPERTY TYPE: SECURITIES				P	09/21/2011	08/07/2012
12,478.		13,329.					-851.	
		325 ENERGIZER HLDGS INC PROPERTY TYPE: SECURITIES				D	12/27/2011	08/07/2012
21,920.		25,020.					-3,100.	
		765 INTEL CORP PROPERTY TYPE: SECURITIES				D	07/20/1993	01/19/2012
19,299.		2,486.					16,813.	
		810 INTEL CORP PROPERTY TYPE: SECURITIES				D	07/20/1993	02/24/2012
22,042.		2,633.					19,409.	
		250 INTEL CORP PROPERTY TYPE: SECURITIES				P	05/24/2011	02/24/2012
6,803.		5,830.					973.	
		285 INTEL CORP PROPERTY TYPE: SECURITIES				D	12/27/2011	02/24/2012
7,756.		6,997.					759.	
		1055 INTEL CORP PROPERTY TYPE: SECURITIES				D	12/27/2011	10/22/2012
22,801.		25,900.					-3,099.	
		815 INTERNATIONAL GAME TECHNOLOGY PROPERTY TYPE: SECURITIES				P	05/12/2011	02/21/2012
12,245.		14,686.					-2,441.	
		1425 INTERNATIONAL GAME TECHNOLOGY PROPERTY TYPE: SECURITIES				D	12/27/2011	02/21/2012
21,410.		24,275.					-2,865.	

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)	
		150 J P MORGAN CHASE & CO PROPERTY TYPE: SECURITIES				P	01/26/2009	05/21/2012
5,426.		3,030.					2,396.	
		425 J P MORGAN CHASE & CO PROPERTY TYPE: SECURITIES				P	02/27/2009	05/21/2012
15,374.		8,466.					6,908.	
		210 J P MORGAN CHASE & CO PROPERTY TYPE: SECURITIES				P	02/04/2011	05/21/2012
7,596.		9,641.					-2,045.	
		1375 J P MORGAN CHASE & CO PROPERTY TYPE: SECURITIES				D	12/27/2011	05/21/2012
49,738.		45,870.					3,868.	
		21510.717 LAZARD INTL EQUITY FUND PROPERTY TYPE: SECURITIES				D	12/27/2011	03/20/2012
308,464.		268,023.					40,441.	
		1725 MERCK & CO PROPERTY TYPE: SECURITIES				D	12/27/2011	12/26/2012
72,692.		65,214.					7,478.	
		1100 MERCK & CO PROPERTY TYPE: SECURITIES				P	03/13/2009	12/26/2012
46,355.		24,428.					21,927.	
		905 ORACLE PROPERTY TYPE: SECURITIES				P	10/31/2007	01/03/2012
23,023.		19,240.					3,783.	
		295 ORACLE PROPERTY TYPE: SECURITIES				P	10/31/2007	02/24/2012
8,422.		6,272.					2,150.	
		550 ORACLE PROPERTY TYPE: SECURITIES				P	03/31/2011	02/24/2012
15,702.		17,959.					-2,257.	
		460 ORACLE PROPERTY TYPE: SECURITIES				P	07/26/2011	02/24/2012
13,133.		14,956.					-1,823.	
		225 ORACLE PROPERTY TYPE: SECURITIES				D	12/27/2011	02/24/2012
6,424.		5,823.					601.	

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)	
		845 ORACLE PROPERTY TYPE: SECURITIES				D	12/27/2011	03/22/2012
24,992.		21,869.					3,123.	
		325 PHILLIPS 66 PROPERTY TYPE: SECURITIES				D	12/27/2011	05/11/2012
9,526.		10,862.					-1,336.	
		220 PRUDENTIAL FINANCIAL INC PROPERTY TYPE: SECURITIES				P	03/02/2011	01/03/2012
10,910.		14,213.					-3,303.	
		385 PRUDENTIAL FINANCIAL INC PROPERTY TYPE: SECURITIES				D	12/27/2011	02/24/2012
23,612.		19,491.					4,121.	
		245 T ROWE PRICE ASSOC PROPERTY TYPE: SECURITIES				P	07/28/2011	09/04/2012
15,045.		14,713.					332.	
		435 T ROWE PRICE ASSOC PROPERTY TYPE: SECURITIES				D	12/27/2011	09/04/2012
26,713.		25,017.					1,696.	
		150 TJX COMPANIES INC PROPERTY TYPE: SECURITIES				P	04/19/2010	01/18/2012
9,811.		6,945.					2,866.	
		190 TJX COMPANIES INC PROPERTY TYPE: SECURITIES				P	05/25/2010	01/18/2012
12,427.		8,284.					4,143.	
		60 TJX COMPANIES INC PROPERTY TYPE: SECURITIES				P	05/25/2010	02/24/2012
2,103.		1,308.					795.	
		360 TJX COMPANIES INC PROPERTY TYPE: SECURITIES				P	05/24/2011	02/24/2012
12,618.		9,403.					3,215.	
		795 TJX COMPANIES INC PROPERTY TYPE: SECURITIES				D	12/27/2011	02/24/2012
27,864.		25,939.					1,925.	
		395 WELLS FARGO & CO PROPERTY TYPE: SECURITIES				P	07/24/2009	01/31/2012
11,570.		10,055.					1,515.	

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)	
		100 WELLS FARGO & CO PROPERTY TYPE: SECURITIES				P	11/17/2008	06/22/2012
3,307.		2,814.					493.	
		70 WELLS FARGO & CO PROPERTY TYPE: SECURITIES				P	07/24/2009	06/22/2012
2,315.		1,782.					533.	
		510 WELLS FARGO & CO PROPERTY TYPE: SECURITIES				P	08/07/2009	06/22/2012
16,866.		13,757.					3,109.	
		450 WELLS FARGO & CO PROPERTY TYPE: SECURITIES				P	08/24/2009	06/22/2012
14,882.		11,821.					3,061.	
		140 WELLS FARGO & CO PROPERTY TYPE: SECURITIES				P	03/09/2010	06/22/2012
4,630.		3,989.					641.	
		285 WELLS FARGO & CO PROPERTY TYPE: SECURITIES				P	07/02/2010	06/22/2012
9,425.		7,443.					1,982.	
		530 WELLS FARGO & CO PROPERTY TYPE: SECURITIES				D	12/27/2011	06/22/2012
17,528.		14,708.					2,820.	
		24 WELLS FARGO & CO PROPERTY TYPE: SECURITIES				D	12/27/2011	07/31/2012
821.		676.					145.	
		61 WELLS FARGO & CO PROPERTY TYPE: SECURITIES				D	12/27/2011	07/31/2012
2,073.		1,706.					367.	
		78 WELLS FARGO & CO PROPERTY TYPE: SECURITIES				D	12/27/2011	07/31/2012
2,639.		2,172.					467.	
		81 WELLS FARGO & CO PROPERTY TYPE: SECURITIES				D	12/27/2011	07/31/2012
2,727.		2,244.					483.	
		85 WELLS FARGO & CO PROPERTY TYPE: SECURITIES				D	12/27/2011	07/31/2012
2,873.		2,364.					509.	

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)	
		87 WELLS FARGO & CO PROPERTY TYPE: SECURITIES				D	12/27/2011	07/31/2012
2,932.		2,413.					519.	
		89 WELLS FARGO & CO PROPERTY TYPE: SECURITIES				D	12/27/2011	07/31/2012
2,991.		2,461.					530.	
		123 WELLS FARGO & CO PROPERTY TYPE: SECURITIES				D	12/27/2011	07/31/2012
4,150.		3,415.					735.	
		134 WELLS FARGO & CO PROPERTY TYPE: SECURITIES				D	12/27/2011	07/31/2012
4,515.		3,715.					800.	
		206 WELLS FARGO & CO PROPERTY TYPE: SECURITIES				D	12/27/2011	07/31/2012
6,932.		5,704.					1,228.	
		237 WELLS FARGO & CO PROPERTY TYPE: SECURITIES				D	12/27/2011	07/31/2012
7,980.		6,568.					1,412.	
		1165 WELLS FARGO & CO PROPERTY TYPE: SECURITIES				D	12/27/2011	10/17/2012
39,644.		32,329.					7,315.	
		CLASS ACTION SETTLEMENT PROPERTY TYPE: OTHER				P	VAR	VAR
439.							439.	
TOTAL GAIN(LOSS)							218,347.	

Helen Frankenthaler Foundation
Contributions Received
December 31, 2012

Shares	Security	Date Acq	Mean Value Date of Contrib.	Book Basis
275	AMER EXPRESS CO	3/16/2011	47.885	13,168
300	AMER EXPRESS CO	3/15/2011	47 885	14,366
60	AMGEN	6/7/2010	64.005	3,840
100	AMGEN	6/2/2010	64.005	6,401
95	AMGEN	5/27/2010	64.005	6,080
365	AMGEN	3/10/2009	64.005	23,362
175	AMGEN	11/12/2008	64.005	11,201
110	AMGEN	10/23/2008	64 005	7,041
55	APPLE INC	2/24/2010	406.055	22,333
40	APPLE INC	2/17/2010	406.055	16,242
105	APPLE INC	2/3/2010	406.055	42,636
850	AT&T INC	3/17/2009	30	25,500
43	AUTOZONE INC	8/9/2011	330.45	14,209
910	BALL CORP	6/3/2010	35.905	32,674
700	BB&T CORP	1/21/2011	25.37	17,759
120	BB&T CORP	1/13/2011	25.37	3,044
530	BB&T CORP	1/12/2011	25.37	13,446
82	BLACKROCK INC	8/12/2011	178.395	14,628
73	BLACKROCK INC	8/5/2011	178.395	13,023
325	BOEING CO	9/1/2011	73 93	24,027
390	BOEING CO	8/9/2011	73.93	28,833
875	BRISTOL MYERS	8/3/2011	35.165	30,769
275	CHEVRON CORP	9/19/2008	107.875	29,666
375	CHEVRON CORP	5/5/2005	107.875	40,453
1,350	CISCO SYS INC	7/16/2008	18.55	25,043
1,250	CISCO SYS INC	8/3/2006	18.55	23,188
800	COCA COLA CO	11/8/2010	70.005	56,004
250	COCA COLA CO	3/2/2009	70.005	17,501
1,975	COMCAST A SPL	12/3/2009	23.59	46,590
650	COMCAST A SPL	2/1/2008	23.59	15,334
205	CONOCOPHILLIPS	8/20/2009	72.68	14,899
440	CONOCOPHILLIPS	6/5/2009	72.68	31,979
305	CONOCOPHILLIPS	1/12/2006	72.68	22,167
330	CONSOL ENERGY	10/5/2011	37.78	12,467
470	CONSOL ENERGY	3/30/2011	37.78	17,757
635	CVS CAREMARK CO	9/12/2011	40.95	26,003
535	DEVON ENERGY CO	10/6/2011	62.7475	33,570

Helen Frankenthaler Foundation
Contributions Received
December 31, 2012

Shares	Security	Date Acq	Mean Value Date of Contrib	Book Basis
280	DOVER CORP	10/20/2009	58 825	16,471
100	DOVER CORP	9/30/2009	58.825	5,883
900	EMC CORP	3/11/2010	21.745	19,571
1,275	EMC CORP	11/10/2008	21.745	27,725
325	ENERGIZER HOLD	9/16/2011	76.985	25,020
850	EXXON MOBIL	4/25/2003	85 29	72,497
425	FREEPORT CL-B	10/5/2011	38.0508	16,172
650	GENERAL MLS INC	8/24/2010	40.65	26,423
33	GOOGLE INC CL A	3/11/2010	638.245	21,062
62	GOOGLE INC CL A	10/8/2008	638.245	39,571
25	HALLIBURTON CO	4/28/2010	34.05	851
200	HALLIBURTON CO	4/28/2010	34.05	6,810
175	HALLIBURTON CO	8/20/2009	34.05	5,959
225	HONEYWELL INTL	5/17/2010	54.9	12,353
660	HONEYWELL INTL	7/10/2009	54 9	36,234
115	HONEYWELL INTL	6/9/2009	54.9	6,314
435	INTEL CORP	5/19/2011	24.55	10,679
800	INTEL CORP	8/10/2007	24.55	19,640
900	INTEL CORP	3/14/2007	24.55	22,095
1,050	INTEL CORP	4/16/2004	24.55	25,778
90	INTL BUS MACH	5/18/2010	185.12	16,661
85	INTL BUS MACH	5/14/2010	185 12	15,735
170	INTL BUS MACH	5/12/2010	185.12	31,470
35	INTL BUS MACH	9/8/2006	185.12	6,479
1,425	INTL GAME TECHN	5/9/2011	17.035	24,275
5,400	ISHR 1-3 TREAS	4/19/2004	84.41	455,814
1,150	ISHR IBOXX INV	4/19/2004	112.785	129,703
2,350	ISHR MTG BACKED	6/25/2009	107.67	253,025
150	JOHN & JOHN COM	2/1/2008	66.1075	9,916
550	JOHN & JOHN COM	10/14/2003	66.1075	36,359
365	JPMORGAN CHASE	2/1/2011	33.36	12,176
625	JPMORGAN CHASE	2/24/2009	33.36	20,850
385	JPMORGAN CHASE	1/21/2009	33.36	12,844
6	LFI CAP ALL OSI	8/9/2011	9.66	63
154	LFI CAP ALL OSI	12/28/2010	9.66	1,483
4	LFI CAP ALL OSI	8/9/2010	9.66	35
173	LFI CAP ALL OSI	12/29/2009	9.66	1,670
456	LFI CAP ALL OSI	12/22/2008	9.66	4,400
12,136	LFI CAP ALL OSI	4/4/2008	9.66	117,233
112	LFI HIGH YIELD	11/30/2011	4.77	532
107	LFI HIGH YIELD	10/31/2011	4.77	510
115	LFI HIGH YIELD	9/30/2011	4.77	548
112	LFI HIGH YIELD	8/31/2011	4.77	536
104	LFI HIGH YIELD	7/29/2011	4.77	495
108	LFI HIGH YIELD	6/30/2011	4.77	513
101	LFI HIGH YIELD	5/31/2011	4.77	484
103	LFI HIGH YIELD	4/29/2011	4.77	492
101	LFI HIGH YIELD	3/31/2011	4.77	480
107	LFI HIGH YIELD	2/28/2011	4.77	509
102	LFI HIGH YIELD	1/31/2011	4 77	485

Helen Frankenthaler Foundation
Contributions Received
December 31, 2012

Shares	Security	Date Acq	Mean Value Date of Contrib.	Book Basis
102	LFI HIGH YIELD	12/31/2010	4.77	485
103	LFI HIGH YIELD	11/30/2010	4.77	490
101	LFI HIGH YIELD	10/29/2010	4 77	483
103	LFI HIGH YIELD	9/30/2010	4.77	489
111	LFI HIGH YIELD	8/31/2010	4.77	530
102	LFI HIGH YIELD	7/30/2010	4.77	485
103	LFI HIGH YIELD	6/30/2010	4.77	493
109	LFI HIGH YIELD	5/28/2010	4.77	521
103	LFI HIGH YIELD	4/30/2010	4.77	493
98	LFI HIGH YIELD	3/31/2010	4.77	466
100	LFI HIGH YIELD	2/26/2010	4.77	478
102	LFI HIGH YIELD	1/29/2010	4.77	486
97	LFI HIGH YIELD	12/31/2009	4.77	464
99	LFI HIGH YIELD	11/30/2009	4.77	472
104	LFI HIGH YIELD	10/30/2009	4.77	494
102	LFI HIGH YIELD	9/30/2009	4.77	487
101	LFI HIGH YIELD	8/31/2009	4.77	480
100	LFI HIGH YIELD	7/31/2009	4 77	476
308	LFI HIGH YIELD	6/30/2009	4.77	1,467
348	LFI HIGH YIELD	5/29/2009	4.77	1,660
358	LFI HIGH YIELD	4/30/2009	4 77	1,710
376	LFI HIGH YIELD	3/31/2009	4.77	1,793
374	LFI HIGH YIELD	2/27/2009	4 77	1,782
360	LFI HIGH YIELD	1/30/2009	4 77	1,717
414	LFI HIGH YIELD	12/31/2008	4.77	1,976
423	LFI HIGH YIELD	11/28/2008	4.77	2,015
400	LFI HIGH YIELD	10/31/2008	4.77	1,906
343	LFI HIGH YIELD	9/30/2008	4.77	1,634
321	LFI HIGH YIELD	8/29/2008	4.77	1,532
315	LFI HIGH YIELD	7/31/2008	4.77	1,501
320	LFI HIGH YIELD	6/30/2008	4.77	1,527
293	LFI HIGH YIELD	5/30/2008	4.77	1,397
299	LFI HIGH YIELD	4/30/2008	4 77	1,428
309	LFI HIGH YIELD	3/31/2008	4.77	1,476
317	LFI HIGH YIELD	2/29/2008	4.77	1,513
298	LFI HIGH YIELD	1/31/2008	4 77	1,424
315	LFI HIGH YIELD	12/31/2007	4.77	1,501
6,000	LFI HIGH YIELD	2/28/2006	4 77	28,621
250	LFI HIGH YIELD	1/31/2006	4.77	1,191
280	LFI HIGH YIELD	12/30/2005	4.77	1,336
320	LFI HIGH YIELD	11/30/2005	4.77	1,526
253	LFI HIGH YIELD	10/31/2005	4.77	1,208
257	LFI HIGH YIELD	9/30/2005	4.77	1,226
230	LFI HIGH YIELD	8/31/2005	4.77	1,096
256	LFI HIGH YIELD	7/29/2005	4.77	1,223
242	LFI HIGH YIELD	6/30/2005	4.77	1,155
269	LFI HIGH YIELD	5/31/2005	4.77	1,285
239	LFI HIGH YIELD	4/29/2005	4.77	1,141
234	LFI HIGH YIELD	3/31/2005	4 77	1,115
222	LFI HIGH YIELD	2/28/2005	4.77	1,060
554	LFI INTL EQTY	8/9/2011	12.46	6,902
570	LFI INTL EQTY	8/9/2010	12.46	7,101
8	LFI INTL EQTY	8/24/2009	12.46	96
830	LFI INTL EQTY	12/22/2008	12.46	10,342
548	LFI INTL EQTY	12/26/2007	12.46	6,827
72	LFI INTL EQTY	8/27/2007	12 46	896

Helen Frankenthaler Foundation
Contributions Received
December 31, 2012

Shares	Security	Date Acq	Mean Value Date of Contrib.	Book Basis
438	LFI INTL EQTY	12/27/2006	12.46	5,452
600	LFI INTL EQTY	8/28/2006	12.46	7,473
475	LFI INTL EQTY	8/29/2005	12.46	5,913
70	LFI INTL EQTY	12/15/2004	12.46	872
319	LFI INTL EQTY	8/11/2004	12.46	3,980
14	LFI INTL EQTY	12/31/2003	12.46	173
78	LFI INTL EQTY	12/16/2003	12.46	975
191	LFI INTL EQTY	8/19/2003	12.46	2,385
89	LFI INTL EQTY	8/20/2002	12.46	1,105
136	LFI INTL EQTY	8/10/2001	12.46	1,694
0	LFI INTL EQTY	8/10/2001	12.46	4
46	LFI INTL EQTY	8/10/2001	12.46	569
351	LFI INTL EQTY	12/15/2000	12.46	4,379
2,616	LFI INTL EQTY	12/15/2000	12.46	32,592
194	LFI INTL EQTY	8/4/2000	12.46	2,417
283	LFI INTL EQTY	8/4/2000	12.46	3,527
342	LFI INTL EQTY	8/4/2000	12.46	4,257
855	LFI INTL EQTY	12/17/1999	12.46	10,649
1,304	LFI INTL EQTY	12/17/1999	12.46	16,252
270	LFI INTL EQTY	12/17/1999	12.46	3,369
101	LFI INTL EQTY	8/13/1999	12.46	1,254
48	LFI INTL EQTY	8/13/1999	12.46	603
1,269	LFI INTL EQTY	12/18/1998	12 46	15,811
223	LFI INTL EQTY	12/18/1998	12 46	2,782
290	LFI INTL EQTY	12/18/1998	12.46	3,608
45	LFI INTL EQTY	8/7/1998	12.46	565
92	LFI INTL EQTY	8/7/1998	12.46	1,152
132	LFI INTL EQTY	12/17/1997	12.46	1,641
746	LFI INTL EQTY	12/17/1997	12.46	9,295
793	LFI INTL EQTY	12/17/1997	12.46	9,878
608	LFI INTL EQTY	12/17/1997	12.46	7,579
191	LFI INTL EQTY	5/5/1997	12.46	2,381
371	LFI INTL EQTY	12/23/1996	12.46	4,629
974	LFI INTL EQTY	12/23/1996	12.46	12,137
109	LFI INTL EQTY	12/23/1996	12.46	1,354
3,356	LFI INTL EQTY	7/3/1996	12.46	41,812
108	LFI INTL EQTY	4/25/1996	12.46	1,352
802	LFI INTL EQTY	1/19/1996	12.46	9,988

Helen Frankenthaler Foundation
Contributions Received
December 31, 2012

Shares	Security	Date Acq	Mean Value Date of Contrib.	Book Basis
975	LOWES COS INC	1/19/2011	25.4325	24,797
100	MASTERCARD INC	6/9/2009	377.735	37,774
1,075	MERCK & CO INC	3/10/2009	37 805	40,640
650	MERCK & CO INC	4/25/2008	37 805	24,573
975	MICROSOFT CORP	3/28/2008	26.035	25,384
360	MONSANTO CO	10/5/2011	70.975	25,551
230	MOSAIC CO	5/27/2010	52.225	12,012
235	MOSAIC CO	10/16/2009	52.225	12,273
460	NEWMONT MINING	3/31/2011	61.65	28,359
890	ORACLE CORP	7/21/2011	25.88	23,033
500	ORACLE CORP	3/28/2011	25.88	12,940
1,275	ORACLE CORP	11/10/2008	25.88	32,997
1,060	ORACLE CORP	4/25/2002	25.88	27,433
1,150	PFIZER INC	8/4/2009	21.81	25,082
1,400	PFIZER INC	4/29/2009	21 81	30,534
1,125	PFIZER INC	1/12/2007	21.81	24,536
425	PFIZER INC	4/25/2003	21.81	9,269
385	PRUDENTIAL FIN	2/25/2011	50.625	19,491
390	QUALCOMM INC	7/21/2011	54.5	21,255
190	QUALCOMM INC	12/7/2010	54.5	10,355
300	QUALCOMM INC	9/1/2010	54.5	16,350
620	ROSS STORES INC	7/7/2011	48.6212	30,145
360	SCHLUMBERGER LT	10/26/2010	69.08	24,869
790	SYSCO CORP	5/9/2011	29.495	23,301
435	T ROWE PRICE GR	7/21/2011	57.51	25,017
310	TJX COMPANIES	5/19/2011	65.255	20,229
385	TJX COMPANIES	5/20/2010	65 255	25,123
265	TJX COMPANIES	4/14/2010	65.255	17,293
400	UNION PAC CORP	10/17/2011	105.735	42,294
500	UNITED TECHNOLO	1/24/2000	74.185	37,093
300	UNITED TECHNOLO	1/13/1998	74.185	22,256
6,000	VANGUARD BONDS	11/4/2008	83.065	498,390
310	WAL-MART STORES	10/14/2010	59.82	18,544
490	WAL-MART STORES	12/8/2009	59.82	29,312
400	WAL-MART STORES	1/24/2008	59.82	23,928
525	WAL-MART STORES	5/8/2007	59 82	31,406
495	WELLS FARGO CO	6/29/2010	27 75	13,736
315	WELLS FARGO CO	3/4/2010	27.75	8,741
760	WELLS FARGO CO	8/19/2009	27.75	21,090
875	WELLS FARGO CO	8/4/2009	27.75	24,281
455	WELLS FARGO CO	7/21/2009	27.75	12,626
				4,155,331
	Cash			94,475
				4,249,806

ATTACHMENT 1

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

DESCRIPTION		REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
DIVIDENDS		137,125.	137,125.
	TOTAL	137,125.	137,125.

FORM 990PF, PART I - ACCOUNTING FEES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	ADJUSTED NET INCOME	CHARITABLE PURPOSES
MAINTENANCE OF BOOKS AND RECORDS	8,245.	8,245.		
PREPARATION OF FORM 990-PF AND ANNUAL REPORT FOR ATTORNEY GENERAL	8,246.			8,246.
TOTALS	16,491.	8,245.		8,246.

FORM 990PF, PART I - OTHER PROFESSIONAL FEES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	CHARITABLE PURPOSES
INVESTMENT ADVISORY FEES	26,655.	26,655.	
EXECUTIVE SEARCH FEE	55,000.		55,000.
TOTALS	81,655.	26,655.	55,000.

ATTACHMENT 4

FORM 990PF, PART I - TAXES

DESCRIPTION		REVENUE AND EXPENSES PER BOOKS
FEDERAL EXCISE TAX		1,376.
	TOTALS	1,376.

FORM 990PF, PART I - OTHER EXPENSES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	CHARITABLE PURPOSES
FILING FEE	750.		750.
PUBLIC INSPECTION AD	130.		130.
BANK SERVICE FEES	248.	248.	
TOTALS	1,128.	248.	880.

HELEN FRANKENTHALER FOUNDATION INC
ID NO 13-3244308
FORM 990 PF, PART II - CORPORATE STOCK
DECEMBER 31, 2012

Quantity	Security	Total Cost	Market Value
	COMMON STOCK		
580	ABBOTT LABORATORIES	41,120	37,990
1,900	AMERICAN EXPRESS	92,333	109,212
1,165	AMERIPRISE FINL INC	59,458	72,964
955	AMGEN INC	60,573	82,321
320	APPLE INC.	105,107	170,295
1,600	AT&T	44,209	53,936
67	AUTOZONE	20,784	23,747
610	BAXTER INTERNATIONAL	41,262	40,663
1,120	BOEING CO	78,506	84,403
1,360	BRISTOL MYERS SQUIBB	44,348	44,322
735	CAPITAL ONE FINANCIAL	40,265	42,579
470	CATERPILLAR	39,088	42,116
1,075	CHEVRON CORP	103,597	116,251
5,910	CISCO SYSTEMS	122,214	116,128
5,165	CITIGROUP INC	165,968	204,327
4,210	COMCAST CORP - SPECIAL CL A	85,888	151,223
650	CONOCOPHILLIPS	36,380	37,694
1,775	CVS CAREMARK	72,699	85,821
600	DOVER	31,121	39,426
3,475	EMC CORP (MASS) COM	68,463	87,918
1,365	EXXON MOBIL CORP	102,085	118,141
660	FREEPORT MCMORAN COPPER & GOLI	23,891	22,572
1,025	GENERAL MILLS INC	39,722	41,431
600	GILEAD SCIENCES INC	27,829	44,070
149	GOOGLE INC CL A	79,528	105,400
790	HALLIBURTON CO COM USD2.5	25,647	27,405
1,655	HONEYWELL INTERNATIONAL INC	80,261	105,043
1,845	INTEL CORP	45,295	38,044
595	INTL BUSINESS MACHINES	97,518	113,972
3,700	ISHARES BARCLAY MBS BOND FD EFT	395,112	399,563
7,450	ISHARES TRUST-1-3 YR TREASURY INDE	623,318	628,929
1,925	ISHARES TRUST-IBOXX$ INVESTOP COR	212,914	232,906
1,140	JOHNSON&JOHNSON	74,902	79,914
1,525	LOWES COS	38,264	54,168
1,590	MACY'S INC	56,836	62,042
1,275	MARATHON OIL CORP	39,189	39,092
185	MASTERCARD INC - CL A	52,095	90,887
413	MCKESSON CORP	40,829	40,044
1,535	MICROSOFT CORPORATION	45,791	40,999
560	MONSANTO CO	38,589	53,004
755	MOSAIC COMPANY	38,394	42,756
725	NEWMONT MINING CORP	42,880	33,669

HELEN FRANKENTHALER FOUNDATION INC
ID NO 13-3244308
FORM 990 PF, PART II - CORPORATE STOCK
DECEMBER 31, 2012

Quantity	Security	Total Cost	Market Value
745	OCCIDENTAL PETROLEUM CORP	76,729	57,074
3,885	ORACLE	107,397	129,448
655	PARKER-HANNIFIN CORP	59,166	55,714
7,100	PFIZER	101,245	178,063
	Excess of book value over basis	66,052	
960	PNC FINANCIAL SVCS GROUP	60,571	55,978
1,375	QUALCOMM	72,323	85,057
1,475	REPUBLIC SERVICES INC	41,964	43,262
970	ROSS STORES	44,286	52,467
1,050	SCHLUMBERGER LTD	75,372	72,764
1,240	SYSCO	37,453	39,258
1,150	TEXAS INSTRUMENTS	38,163	35,524
1,125	TJX COMPANIES INC	36,706	47,756
620	UNION PACIFIC CORP	61,967	77,946
1,320	UNITED TECHNOLOGIES CP	99,588	108,253
710	VERTEX PHARMACEUTICALS INC	38,575	29,749
1,200	VIACOM INC - CL B	57,861	63,288
2,755	WAL MART STORES INC	152,855	187,974
	MUTUAL FUNDS		
26,553	LAZARD CAP ALLOCATOR OPPORT STR/	257,566	266,331
42,080	LAZARD FDS INC INTL STRATEGIC EQUI'	466,190	492,755
33,471	LAZARD HIGH YIELD PORTFOLIO INSTL	168,088	167,692
8,675	VANGUARD TOTAL BOND MARKET ETF	700,593	728,960
		6,394,982	7,032,698

ATTACHMENT 6

ATTACHMENT 7

FORM 990PF, PART II - OTHER ASSETS

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
WORK OF ART BY H.FRANKENTHALER "MOUNTAINS & SEA" (1952)	15,000,000.	15,000,000.
TOTALS	15,000,000.	15,000,000.

FORM 990PF, PART VII-A, LINE 10 - NEW SUBSTANTIAL CONTRIBUTORS

ATTACHMENT 8

NAME AND ADDRESS	DATE	DIRECT PUBLIC SUPPORT
ESTATE OF HELEN FRANKENTHALER C/O HECHT & CO 622 THIRD AVENUE NEW YORK, NY 10017	02/01/2012	94,475.
ESTATE OF HELEN FRANKENTHALER C/O HECHT & CO 622 THIRD AVENUE NEW YORK, NY 10017	02/01/2012	4,155,331.
TOTAL CONTRIBUTION AMOUNTS		4,249,806.

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

ATTACHMENT 9

NAME AND ADDRESS	TITLE AND AVERAGE HOURS PER WEEK DEVOTED TO POSITION	COMPENSATION	CONTRIBUTIONS TO EMPLOYEE BENEFIT PLANS	EXPENSE ACCT AND OTHER ALLOWANCES
LISE MOTHERWELL C/O HECHT AND COMPANY PC 622 THIRD AVENUE NEW YORK, NY 10017	DIRECTOR 2.00	0	0	0
MAUREEN ST. ONGE C/O HECHT AND COMPANY PC 622 THIRD AVENUE NEW YORK, NY 10017	SECRETARY/DIRECTOR 2.00	0	0	0
MICHAEL HECHT 622 THIRD AVENUE NEW YORK, NY 10017	TREASURER/DIRECTOR 2.00	0	0	0
CLIFFORD ROSS C/O HECHT & COMPANY PC 622 THIRD AVENUE NEW YORK, NY 10017	CHAIRMAN 2.00	0	0	0
FREDERICK J. ISEMAN FJI KENT, INC. 500 PARK AVENUE, 8TH FLOOR NEW YORK, NY 10022	PRESIDENT 2.00	0	0	0
	GRAND TOTALS	0	0	0

ATTACHMENT 10

FORM 990PF, PART XIII - DISTRIBUTION FROM CORPUS ELECTION

FORM 990PF, PART XIII - DISTRIBUTION FROM CORPUS ELECTION
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THE HELEN FRANKENTHALER FOUNDATION, INC. HEREBY ELECTS TO TREAT $138,495 OF THE QUALIFYING DISTRIBUTIONS OF THE FOUNDATION FOR THE YEAR ENDED DECEMBER 31, 2012 AS BEING MADE OUT OF CORPUS IN ACCORDANCE WITH REGULATION 53.4942(A)-3(D) (2).

FOUNDATION MANAGER

5/2/2013
DATE

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

ATTACHMENT 11

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
BENNINGTON COLLEGE ONE COLLEGE DRIVE BENNINGTON, VT 05201	NONE PUBLIC CHARITY	UNRESTRICTED CHARITABLE PURPOSES	50,000.
		TOTAL CONTRIBUTIONS PAID	50,000.