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: JEROME FRANKEL FOUNDATION

A Employer identification number: 23-7110778

Number and street (or P O box number if mail is not delivered to street address): 1036 LAKE SHORE BOULEVARD

Room/suite:

B Telephone number (see instructions): (773) 564-5355

City or town, state, and ZIP code: EVANSTON, IL 60202

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 ☒ 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)* ▶ $ 405,814.

J Accounting method ☒ 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))*

		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants, etc , received (attach schedule)				
	2 Check ▶ ☒ if the foundation is **not** required to attach Sch B				
	3 Interest on savings and temporary cash investments				
	4 Dividends and interest from securities	11,842.	11,842.		ATCH 1
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	-685.			
	b Gross sales price for all assets on line 6a 36,470.				
	7 Capital gain net income (from Part IV, line 2)				
	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	11,157.	11,842.		
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) ATCH 2	225.	112.		113.
	b Accounting fees (attach schedule) ATCH 3	7,000.	3,500.		3,500.
	c Other professional fees (attach schedule) *	2,961.	2,961.		
	17 Interest				
	18 Taxes (attach schedule) (see instructions) ATCH 5	550.			
	19 Depreciation (attach schedule) and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses (attach schedule) ATCH 6	625.	600.		25.
	24 **Total operating and administrative expenses.** Add lines 13 through 23	11,361.	7,173.		3,638.
	25 Contributions, gifts, grants paid	18,808.			18,808.
	26 Total expenses and disbursements Add lines 24 and 25	30,169.	7,173.	0	22,446.
	27 Subtract line 26 from line 12				
	a Excess of revenue over expenses and disbursements	-19,012.			
	b **Net investment income** (if negative, enter -0-)		4,669.		
	c **Adjusted net income** (if negative, enter -0-)				

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*ATCH 4

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
Assets	1 Cash - non-interest-bearing	10,619.	4,012.	4,012.
	2 Savings and temporary cash investments	75,173.	8,826.	8,826.
	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 7	109,706.	113,955.	204,298.
	c Investments - corporate bonds (attach schedule) ATCH 8	129,594.	184,004.	183,008.
	11 Investments - land, buildings, and equipment basis ▶			
	Less accumulated depreciation (attach schedule) ▶			
	12 Investments - mortgage loans			
	13 Investments - other (attach schedule) ATCH 9	7,992.	3,275.	5,670.
	14 Land, buildings, and equipment basis ▶			
	Less accumulated depreciation (attach schedule) ▶			
	15 Other assets (describe ▶)			
	16 Total assets (to be completed by all filers - see the instructions Also, see page 1, item I)	333,084.	314,072.	405,814.
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	333,084.	314,072.	
	29 Retained earnings, accumulated income, endowment, or other funds			
	30 Total net assets or fund balances (see instructions)	333,084.	314,072.	
	31 Total liabilities and net assets/fund balances (see instructions)	333,084.	314,072.	

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	333,084.
2	Enter amount from Part I, line 27a	2	-19,012.
3	Other increases not included in line 2 (itemize) ▶	3	
4	Add lines 1, 2, and 3	4	314,072.
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	314,072.

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	-685.
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	15,605.	406,021.	0.038434
2010	20,138.	393,343.	0.051197
2009	20,843.	379,518.	0.054920
2008	24,069.	383,674.	0.062733
2007	18,628.	478,511.	0.038929

2	Total of line 1, column (d)	2	0.246213
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	0.049243
4	Enter the net value of noncharitable-use assets for 2012 from Part X, line 5	4	408,047.
5	Multiply line 4 by line 3	5	20,093.
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	47.
7	Add lines 5 and 6	7	20,140.
8	Enter qualifying distributions from Part XII, line 4	8	22,446.

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	47.
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	47.
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	47.
6	Credits/Payments			
a	2012 estimated tax payments and 2011 overpayment credited to 2012	6a: 67.		
b	Exempt foreign organizations - tax withheld at source	6b		
c	Tax paid with application for extension of time to file (Form 8868)	6c: 300.		
d	Backup withholding erroneously withheld	6d		
7	Total credits and payments Add lines 6a through 6d		7	367.
8	Enter any **penalty** for underpayment of estimated tax Check here ☐ if Form 2220 is attached		8	
9	**Tax due.** If the total of lines 5 and 8 is more than line 7, enter **amount owed** ▶		9	
10	**Overpayment.** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ▶		10	320.
11	Enter the amount of line 10 to be **Credited to 2013 estimated tax** ▶ 320. **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 ▶ $ ______ **(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? *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) ▶ IL,			
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*	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 ▶ JEROME FRANKEL Telephone no ▶ 773-564-5355

Located at ▶ 1036 LAKE SHORE BOULEVARD EVANSTON, IL ZIP+4 ▶ 60202

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 |

			Yes	No
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		
	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 10		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 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	391,035.
b	Average of monthly cash balances	1b	23,226.
c	Fair market value of all other assets (see instructions)	1c	
d	**Total** (add lines 1a, b, and c)	1d	414,261.
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	414,261.
4	Cash deemed held for charitable activities Enter 1 1/2 % of line 3 (for greater amount, see instructions)	4	6,214.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3 Enter here and on Part V, line 4	5	408,047.
6	**Minimum investment return.** Enter 5% of line 5	6	20,402.

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	20,402.
2a	Tax on investment income for 2012 from Part VI, line 5	2a	47.		
b	Income tax for 2012 (This does not include the tax from Part VI)	2b			
c	Add lines 2a and 2b			2c	47.
3	Distributable amount before adjustments Subtract line 2c from line 1			3	20,355.
4	Recoveries of amounts treated as qualifying distributions			4	
5	Add lines 3 and 4			5	20,355.
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	20,355.

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	22,446.
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	22,446.
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	47.
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	22,399.

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				20,355.
2 Undistributed income, if any, as of the end of 2012				
a Enter amount for 2011 only			18,567.	
b Total for prior years 20 10 ,20 09 ,20 08				
3 Excess distributions carryover, if any, to 2012				
a From 2007				
b From 2008				
c From 2009				
d From 2010				
e From 2011				
f **Total** of lines 3a through e				
4 Qualifying distributions for 2012 from Part XII, line 4 ▶ $ 22,446.				
a Applied to 2011, but not more than line 2a			18,567.	
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 2012 distributable amount				3,879.
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).)*				
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 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				16,476.
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	0			
10 Analysis of line 9				
a Excess from 2008				
b Excess from 2009				
c Excess from 2010				
d Excess from 2011				
e Excess from 2012				

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))

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 ▶ [X] 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**				18,808.
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	11,842.	
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	-685.	
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)				11,157.	

13 **Total** Add line 12, columns (b), (d), and (e) . . . . 13 11,157.

(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

Jerome J Frankel | 10-31-13 | President

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	Preparer's signature	Date	Check ☐ if self-employed	PTIN
NANCY F. BUCKO	Nancy F. Bucko	10/28/13		P00242280

Firm's name ▶ FRIEDMAN & HUEY ASSOC LLP — Firm's EIN ▶ 36-3382360

Firm's address ▶ 1313 WEST 175TH STREET HOMEWOOD, IL 60430 — Phone no 708-799-6800

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)	
		PUBLICALLY TRADED SECURITIES				P	VAR	VAR
		PROPERTY TYPE: SECURITIES						
36,470.		37,155.					-685.	
TOTAL GAIN(LOSS)							-685.	

Trade Date

U.S. TRUST

Bank of America Private Wealth Management

Portfolio Detail

Account: 72-01-101-6486193 JEROME FRANKEL FOUNDATION KF-273

Dec. 01, 2012 through Dec. 31, 2012

Equities

(2)Industry Sector Codes

CND = Consumer Discretionary
CNS = Consumer Staples
ENR = Energy
FIN = Financials
HEA = Health Care
IND = Industrials
IFT = Information Technology
MAT = Materials
OEQ = Other Equities
TEL = Telecommunication Services
UTL = Utilities

U.S. Large Cap

150.000	COLGATE PALMOLIVE CO Ticker: CL	194162103 CNS	$15,681.00 104.540	$0.00	$7,567.48 50.450	$8,113.52	$372.00	2.37%
300.000	COMCAST CORP NEW CL A SPL COM Ticker. CMCS K	20030N200 CND	10,776.00 35.920	48.75	6,258.00 20.860	4,518.00	195.00	1.81
200.000	EXXON MOBIL CORP Ticker: XOM	30231G102 ENR	17,310.00 86.550	0.00	715.22 3.576	16,594.78	456.00	2.63
250 000	GENERAL ELEC CO Ticker: GE	369604103 IND	5,247 50 20.990	47 50	8,231.50 32.926	-2,984.00	190.00	3.62
300.000	JOHNSON & JOHNSON Ticker: JNJ	478160104 HEA	21,030.00 70.100	0.00	12,028.12 40.094	9,001.88	732.00	3.48

77271612300

Trade Date

Portfolio Detail

Account: 72-01-101-6486193 JEROME FRANKEL FOUNDATION KF-273

Dec. 01, 2012 through Dec. 31, 2012

Units	Description	CUSIP / Sector (2)	Market Value(1)/ Market Price	Accrued Income	Tax Cost/ Average Unit Cost	Unrealized Gain/Loss	Estimated Annual Income	Cur Yld/ YTM
Equities (cont)								
U.S. Large Cap (cont)								
200 000	MERCK & CO INC NEW COM Ticker: MRK	58933Y105 HEA	8,188 00 40.940	86 00	416 99 2.085	7,771.01	344 00	4 20
300 000	METLIFE INC Ticker: MET	59156R108 FIN	9,882.00 32.940	0.00	10,452.69 34 842	-570 69	222.00	2.24
500 000	PFIZER INC Ticker PFE	717081103 HEA	12,539.65 25.079	0.00	2,058.33 4.117	10,481 32	480.00	3 82
250 000	QUALCOMM INC Ticker: QCOM	747525103 IFT	15,464.90 61 860	0 00	9,253 33 37.013	6,211 57	250.00	1.61
200 000	3M CO Ticker MMM	88579Y101 IND	18,570 00 92.850	0.00	9,122.50 45.613	9,447 50	472 00	2.54
	Total U.S. Large Cap		**$134,689.05**	**$182.25**	**$66,104.16**	**$68,584.89**	**$3,713.00**	**2.75%**
U.S. Mid Cap								
251 000	AGL RES INC Ticker: GAS	001204106 UTL	$10,032.47 39.970	$0 00	$4,258.46 16 966	$5,774.01	$461.84	4 60%
70.000	SPDR S&P MIDCAP 400 ETF TR UNIT SER 1 STANDARD & POORS Ticker: MDY	78467Y107 OEQ	12,999.70 185 710	57 09	9,950.20 142.146	3,049.50	148 40	1.14
	Total U.S. Mid Cap		**$23,032.17**	**$57.09**	**$14,208.66**	**$8,823.51**	**$610.24**	**2.65%**
International Developed								
187 000	ENI S P A SPONSORED ADR ITALY Ticker: E	26874R108 ENR	$9,189.18 49.140	$0.00	$3,540 53 18 933	$5,648.65	$401.12	4.36%
200 000	NATIONAL GRID PLC SPONSORED ADR NEW UNITED KINGDOM Ticker NGG	636274300 UTL	11,488.00 57 440	229.94	9,523.04 47.615	1,964.96	633.20	5.51

U.S. TRUST
Bank of America Private Wealth Management

Portfolio Detail

Account: 72-01-101-6486193 JEROME FRANKEL FOUNDATION KF-273

Dec. 01, 2012 through Dec. 31, 2012

Units	Description	CUSIP Sector (2)	Market Value(1)/ Market Price	Accrued Income	Tax Cost/ Average Unit Cost	Unrealized Gain/Loss	Estimated Annual Income	Cur Yld/ YTM
Equities (cont)								
International Developed (cont)								
500.000	VODAFONE GROUP PLC SPONSORED ADR NEW UNITED KINGDOM Ticker: VOD	92857W209 TEL	12,595 00 25.190	259 64	11,080 00 22.160	1,515.00	750.00	5.95
	Total International Developed		**$33,272.18**	**$489.58**	**$24,143.57**	**$9,128.61**	**$1,784.32**	**5.36%**
Emerging Markets								
300.000	ISHARES MSCI EMERGING MKTS INDEX FUND Ticker: EEM	464287234 OEQ	$13,305.00 44.350	$0.00	$9,499.00 31.663	$3,806.00	$223.50	1.68%
	Total Emerging Markets		**$13,305.00**	**$0.00**	**$9,499.00**	**$3,806.00**	**$223.50**	**1.68%**
Total Equities			**$204,298.40**	**$728.92**	**$113,955.39**	**$90,343.01**	**$6,331.06**	**3.09%**
Fixed Income								
Investment Grade Taxable								
25,000.000	***2013*** PACCAR FINL CORP MEDIUM TERM SR NT DTD 06/16/10 2 050% DUE 06/17/13 Moody's: A1 S&P: A+	69371RJ98	$25,187.50 100.750	$19.93	$25,559.25 102.237	-$371 75	$512.50	2.03% 0.44
25,000.000	***2014*** BB&T CORP SR MEDIUM TERM NT C1/28/14 @100 DTD 04/28/11 2.050% DUE 04/28/14 Moody's: A2 S&P: A-	05531FAH6	25,472 50 101.890	89.68	25,020.25 100.081	452.25	512.50	2.01 0.65
25,000.000	YALE UNIVERSITY MTN SER B DTD 11/10/09 2.900% DUE 10/15/14 Moody's: AAA S&P AAA	98458PAB1	26,086.50 104.346	153.06	26,398.50 105.594	-312.00	725.00	2.77 0.48

77281613300

Trade Date

Portfolio Detail

Account: 72-01-101-6486193 JEROME FRANKEL FOUNDATION KF-273

Dec. 01, 2012 through Dec. 31, 2012

Units	Description	CUSIP Sector (2)	Market Value(1)/ Market Price	Accrued Income	Tax Cost/ Average Unit Cost	Unrealized Gain/Loss	Estimated Annual Income	Cur Yld/ YTM
Fixed Income (cont)								
Investment Grade Taxable (cont)								
25,000 000	***2015*** GENERAL ELEC CAP CORP MTN DTD 03/04/05 4 875% DUE 03/04/15 Moody's: A1 S&P: AA+	36962GP65	27,073 00 108.292	396 09	27,328.50 109.314	-255 50	1,218.75	4.50 0.97
25,000 000	TOYOTA MTR CR CORP MTN DTD 06/17/10 3.200% DUE 06/17/15 Moody's: AA3 S&P: AA-	89233P4B9	26,510.25 106 041	31.11	26,460.00 105.840	50.25	800.00	3 01 0.75
	Total Investment Grade Taxable		**$130,329.75**	**$689.87**	**$130,766.50**	**-$436.75**	**$3,768.75**	**2.89%**
International Developed Bonds								
25,000.000	***2015*** DIAGEO FIN BV CO GTD NT NETHERLANDS DTD 11/06/09 3.250% DUE 01/15/15 Moody's A3 S&P A-	25244SAF8	$26,258 25 105 033	$374 65	$26,598.50 106.394	-$340.25	$812 50	3.09% 0.67
25,000 000	***2016*** VODAFONE GROUP PLC NEW NT UNITED KINGDOM DTD 03/16/11 2.875% DUE 03/16/16 Moody's: A3 S&P A-	92857WAW0	26,420 00 105.680	209.63	26,639.00 106.556	-219.00	718.75	2.72 1 11
	Total International Developed Bonds		**$52,678.25**	**$584.28**	**$53,237.50**	**-$559.25**	**$1,531.25**	**2.90%**
Total Fixed Income			**$183,008.00**	**$1,274.15**	**$184,004.00**	**-$996.00**	**$5,300.00**	**2.89%**
Real Estate								
Public REITs								
1,000.000	KITE RLTY GROUP TR REITS	49803T102	$5,590.00 5.590	$0.00	$3,195 20 3.195	$2,394.80	$240.00	4.29%
	Total Public REITs		**$5,590.00**	**$0.00**	**$3,195.20**	**$2,394.80**	**$240.00**	**4.29%**

Trade Date

U.S. TRUST

Bank of America Private Wealth Management

Portfolio Detail

Dec 01, 2012 through Dec. 31, 2012

Account: 72-01-101-6486193 JEROME FRANKEL FOUNDATION KF-273

Units	Description	CUSIP Sector (2)	Market Value(1)/ Market Price	Accrued Income	Tax Cost/ Average Unit Cost	Unrealized Gain/Loss	Estimated Annual Income	Cur Yld/ YTM
Real Estate (cont)								
Public REITs (cont)								
Total Real Estate			**$5,590.00**	**$0.00**	**$3,195.20**	**$2,394.80**	**$240.00**	**4.29%**
Total Portfolio			**$401,722.44**	**$2,003.14**	**$309,980.63**	**$91,741.81**	**$11,871.06**	**2.95%**

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

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
BANK OF AMERICA - INTEREST	3,757.	3,757.
BANK OF AMERICA - DIVIDENDS	8,085.	8,085.
TOTAL	11,842.	11,842.

FORM 990PF, PART I - LEGAL FEES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	ADJUSTED NET INCOME	CHARITABLE PURPOSES
LEGAL FEES	225.	112.		113.
TOTALS	225.	112.		113.

FORM 990PF, PART I - ACCOUNTING FEES

DESCRIPTION		REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	ADJUSTED NET INCOME	CHARITABLE PURPOSES
FRIEDMAN & HUEY		7,000.	3,500.		3,500.
	TOTALS	7,000.	3,500.		3,500.

FORM 990PF, PART I - OTHER PROFESSIONAL FEES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
GOFEN & GLOSSBERG INVESTMENT F	2,961.	2,961.
TOTALS	2,961.	2,961.

ATTACHMENT 5

FORM 990PF, PART I - TAXES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS
EXCISE TAX PAYMENTS - 2011	300.
EXCISE TAX PAYMENTS - 2010	250.
TOTALS	550.

FORM 990PF, PART I - OTHER EXPENSES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	CHARITABLE PURPOSES
FILING FEE	25.		25.
BANK FEES	600.	600.	
TOTALS	625.	600.	25.

ATTACHMENT 7

FORM 990PF, PART II - CORPORATE STOCK

DESCRIPTION		BEGINNING BOOK VALUE	ENDING BOOK VALUE	ENDING FMV
SEE ATTACHED DETAIL		109,706.	113,955.	204,298.
	TOTALS	109,706.	113,955.	204,298.

ATTACHMENT 8

FORM 990PF, PART II - CORPORATE BONDS

DESCRIPTION	BEGINNING BOOK VALUE	ENDING BOOK VALUE	ENDING FMV
SEE ATTACHED DETAIL	129,594.	184,004.	183,008.
TOTALS	129,594.	184,004.	183,008.

ATTACHMENT 9

FORM 990PF, PART II - OTHER INVESTMENTS

DESCRIPTION	BEGINNING BOOK VALUE	ENDING BOOK VALUE	ENDING FMV
SEE ATTACHED DETAIL	7,992.	3,195.	5,590.
ACCRUED PURCHASE INTEREST		80.	80.
TOTALS	7,992.	3,275.	5,670.

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

ATTACHMENT 10

NAME AND ADDRESS	TITLE AND AVERAGE HOURS PER WEEK DEVOTED TO POSITION			
JEROME J FRANKEL 1036 LAKE SHORE BOULEVARD EVANSTON, IL 60202	PRESIDENT - PART TIME	0	0	0
LAURA FRANKEL 1036 LAKE SHORE BOULEVARD EVANSTON, IL 60202	DIRECTOR - PART TIME	0	0	0
STANLEY FRANKEL 1036 LAKE SHORE BOULEVARD EVANSTON, IL 60202	DIRECTOR - PART TIME	0	0	0
DAVID FRANKEL 1036 LAKE SHORE BOULEVARD EVANSTON, IL 60202	DIRECTOR - PART TIME	0	0	0
RHODA FRANKEL 1036 LAKE SHORE BOULEVARD EVANSTON, IL 60202	DIRECTOR - PART TIME	0	0	0
	GRAND TOTALS			

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
TEMPLE SHOLOM 3480 NORTH LAKE SHORE DRIVE CHICAGO, IL 60657	NONE PUBLIC	GENERAL FUNDS	5,750
CHICAGO BOTANIC GARDEN 1000 LAKE COOK ROAD GLENCOE, IL 60022	NONE PUBLIC	GENERAL FUNDS	110
AARP FOUNDATION 601 E STREET, NW WASHINGTON, DC 20049	NONE PUBLIC	GENERAL FUNDS	25
NATIONAL LAW ENFORCEMENT OFFICERS MEMORIAL FUND PO BOX 5006 HAGERSTOWN, MD 21741	NONE PUBLIC	GENERAL FUNDS	13.
UNIVERSITY OF CHICAGO- SSA FUND 5801 SOUTH ELLIS CHICAGO, IL 60637	NONE PUBLIC	GENERAL FUNDS	50
UNIVERSITY OF MICHIGAN 3003 SOUTH STATE ST, SUITE 8000 ANN ARBOR, MI 48109	NONE PUBLIC	GENERAL FUNDS	50

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

ATTACHMENT 11 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
WFMT 5400 N ST LOUIS AVENUE CHICAGO, IL 60625	NONE PUBLIC	GENERAL FUNDS	200
ALZHEIMER'S ASSN GREATER IL CHAPTER 8430 WEST BRYN MAWR, SUITE 800 CHICAGO, IL 60631	NONE PUBLIC	GENERAL FUNDS	44
NAOMI RUTH COHEN INSTITUTE FOR MENTAL HEALTH ED 350 N ORLEANS, SUITE 1050 CHICAGO, IL 60654	NON PUBLIC	GENERAL FUNDS	100
HAITIAN PICNIC UNDER THE SUN 1993 DODGE AVENUE EVANSTON, IL 60202	NONE PUBLIC	GENERAL FUNDS	200
NASW FOUNDATION 750 FIRST STREET, NE, SUITE 700 WASHINTON, DC 20002	NONE PUBLIC	GENERAL FUNDS	30
AMERICAN CANCER SOCIETY 225 NORTH MICHIGAN AVENUE #1210 CHICAGO, IL 60601	NONE PUBLIC	GENERAL FUNDS	150

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

ATTACHMENT 11 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
ART INSTITUTE OF CHICAGO 111 SOUTH MICHIGAN AVE CHICAGO, IL 60603	NONE PUBLIC	GENERAL FUNDS	2,310.
INSTITUTE OF MEDICINE OF CHICAGO 515 N STATE ST CHICAGO, IL 60654	NONE PUBLIC	GENERAL FUNDS	175
PARALYZED VETERANS OF AMERICA 2212 WEST TAYLOR STREET CHICAGO, IL 60612	NONE PUBLIC	GENERAL FUNDS	15
DISABLED VETERANS NATIONAL FOUNDATION 1634 I ST NW #750 WASHINGTON, DC 20006	NONE PUBLIC	GENERAL FUNDS	18
AMERICAN INDIAN FOUNDATION 216 E 45TH STREET, 7TH FLOOR NEW YORK, NY 10017	NONE PUBLIC	GENERAL FUNDS	50
RESURRECTION DEVELOPMENT FOUNDATION 7435 W TALCOTT AVE #233 CHICAGO, IL 60631	NONE PUBLIC	GENERAL FUNDS	100

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

ATTACHMENT 11 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
ILLINOIS HOLOCAUST MUSEUM 9603 WOODS DR SKOKIE, IL 60077	NONE PUBLIC	GENERAL FUNDS	75
LAKEVIEW PANTRY 3831 N BROADWAY ST CHICAGO, IL 60613	NONE PUBLIC	GENERAL FUNDS	248
AGAHOZO - SHALOM YOUTH VILLAGE 498 SEVENTH AVENUE NEW YORK, NY 10018	NONE PUBLIC	GENERAL FUNDS	50
UNIVERSITY OF ILLINOIS FOUNDATION 1305 WEST GREEN STREET URBANA, IL 61801	NONE PUBLIC	GENERAL FUNDS	6,000
ANSHE EMET SYNAGOGUE 3571 N BROADWAY ST CHICAGO, IL 60613	NONE PUBLIC	GENERAL FUNDS	50
FRIENDS OF ELNET 400 SKOKIE BLVD STE 800 NORTHBROOK, IL 60062	NONE PUBLIC	GENERAL FUNDS	250.

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

ATTACHMENT 11 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF PECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
OKLAHOMA UNIVERSITY COLLEGE OF MEDICINE 700 N E 13TH ST OKLAHOMA CITY, OK 73104	NONE PUBLIC	GENERAL FUNDS	2,000
WORLD WILDLIFE FUND 1250 24TH ST WASHINGTON, DC 20037	NONE PUBLIC	GENERAL FUNDS	25
HABITAT FOR HUMANITY 180 W JOE ORR RD CHICAGO HEIGHTS, IL 60411	NONE PUBLIC	GENERAL FUNDS	25
JEWISH FEDERATION OF METRO CHICAGO 30 S WELLS ST CHICAGO, IL 60606	NONE PUBLIC	GENERAL FUNDS	200
OVER THE RAINBOW FOUNDATION 2040 BROWN AVE EVANSTON, IL 60201	NONE PUBLIC	GENERAL FUNDS	450
THE FIELD MUSEUM 1400 S LAKE SHORE DR CHICAGO, IL 60605	NONE PUBLIC	GENERAL FUNDS	20

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

ATTACHMENT 11 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
PAWS 1997 N CLYBOURN AVE CHICAGO, IL 60614	NONE PUBLIC	GENERAL FUNDS	25
		TOTAL CONTRIBUTIONS PAID	18,808.

Form **8868** (Rev January 2013) Department of the Treasury Internal Revenue Service

Application for Extension of Time To File an Exempt Organization Return

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

OMB No 1545-1709

- If you are filing for an **Automatic 3-Month Extension, complete only Part I** and check this box . . . . . . ▶ [X]
- 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	Name of exempt organization or other filer, see instructions JEROME FRANKEL FOUNDATION	Employer identification number (EIN) or 23-7110778
File by the due date for filing your return See instructions	Number, street, and room or suite no If a P O box, see instructions 1036 LAKE SHORE BOULEVARD	Social security number (SSN)
	City, town or post office, state, and ZIP code For a foreign address, see instructions EVANSTON, IL 60202	

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 or Form 990-EZ	01	Form 990-T (corporation)	07
Form 990-BL	02	Form 1041-A	08
Form 4720- (individual)	03	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 ▶ JEROME FRANKEL

Telephone No ▶ 773 564-5355 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 08/15, 20 13, to file the exempt organization return for the organization named above The extension is for the organization's return for

▶ [X] calendar year 2012 or

▶ [ ] tax year beginning ________, 20 ___, and ending ________, 20 ___

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**	$ 367.
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**	$ 67.
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**	$ 300.

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

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

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	Name of exempt organization or other filer, see instructions JEROME FRANKEL FOUNDATION	Employer identification number (EIN) or 23-7110778
File by the due date for filing your return See instructions	Number, street, and room or suite no If a P O box, see instructions 1036 LAKE SHORE BOULEVARD	Social security number (SSN)
	City, town or post office, state, and ZIP code For a foreign address, see instructions EVANSTON, IL 60202	

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 or Form 990-EZ	01		
Form 990-BL	02	Form 1041-A	08
Form 4720 (individual)	03	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 ▶ JEROME FRANKEL

  Telephone No ▶ 773 564-5355 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 11/15, 20 13

5 For calendar year 2012, or other tax year beginning ______, 20 ___, and ending ______, 20 ___

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 INFORMATION FROM THIRD PARTIES NECESSARY TO COMPLETE THE RETURN HAS NOT YET BEEN RECEIVED.

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	$ 367.
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	$ 367.
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 ▶