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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 01-01-2012 , and ending 12-31-2012







Name of foundation RHODA & HENRY FRANK FAMILY FOUNDATION		A Employer identification number 36-3994549	
Number and street (or P O box number if mail is not delivered to street address) 800 NORTH MICHIGAN AVENUE UNIT 3802		Room/suite	B Telephone number (see instructions) (312) 540-4993
City or town, state, and ZIP code CHICAGO, IL 60611		C If exemption application is pending, check here <input type="checkbox"/>	
G Check all that apply <input type="checkbox"/> Initial return <input type="checkbox"/> Initial return of a former public charity <input type="checkbox"/> Final return <input type="checkbox"/> Amended return <input type="checkbox"/> Address change <input type="checkbox"/> Name change		D 1. Foreign organizations, check here <input type="checkbox"/> 2. Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>	
H Check type of organization <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation		E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/> F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>	
I Fair market value of all assets at end of year (from Part II, col. (c), line 16) <input checked="" type="checkbox"/> \$ 1,266,631		J Accounting method <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) <input type="checkbox"/> (Part I, column (d) must be on cash basis.)	

Part I Analysis of Revenue and Expenses <small>(The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions))</small>		(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 <input checked="" type="checkbox"/> if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments	13,079	13,079		
	4 Dividends and interest from securities.	24,114	21,829		
	5a Gross rents				
	b Net rental income or (loss) _____				
	6a Net gain or (loss) from sale of assets not on line 10	48,391			
	b Gross sales price for all assets on line 6a _____ 361,796				
	7 Capital gain net income (from Part IV , line 2)		48,391		
	8 Net short-term capital gain				
	9 Income modifications				
	10a Gross sales less returns and allowances				
Operating and Administrative Expenses	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	85,584	83,299		
	13 Compensation of officers, directors, trustees, etc	0	0		0
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees (attach schedule)	257	0		0
	b Accounting fees (attach schedule)				
	c Other professional fees (attach schedule)				
	17 Interest				
	18 Taxes (attach schedule) (see instructions)				
	19 Depreciation (attach schedule) and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses (attach schedule)	6,330	5,919		276
	24 Total operating and administrative expenses. Add lines 13 through 23	6,587	5,919		276
	25 Contributions, gifts, grants paid	70,131			70,131
	26 Total expenses and disbursements. Add lines 24 and 25	76,718	5,919		70,407
	27 Subtract line 26 from line 12				
	a Excess of revenue over expenses and disbursements	8,866			
	b Net investment income (if negative, enter -0-)		77,380		
	c Adjusted net income (if negative, enter -0-)				

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	20,000	19,324	19,324
	2	Savings and temporary cash investments	31,194	124,501	124,501
	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 page 15 of the instructions)	5,985	7,810	7,810
	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			
	10a	Investments—U S and state government obligations (attach schedule)	272,504	 287,785	287,822
	b	Investments—corporate stock (attach schedule)	352,118	 331,859	425,142
	c	Investments—corporate bonds (attach schedule).	394,778	 307,281	319,483
	11	Investments—land, buildings, and equipment basis ▶ _____ Less accumulated depreciation (attach schedule) ▶ _____			
	12	Investments—mortgage loans			
	13	Investments—other (attach schedule)	74,199	 81,026	82,549
	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)	1,150,778	1,159,586	1,266,631	
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 ▶ _____)	 248	 190	
	23	Total liabilities (add lines 17 through 22)	248	190	
Net Assets or Fund Balances		Foundations that follow SFAS 117, check here ▶ <input type="checkbox"/> and complete lines 24 through 26 and lines 30 and 31.			
	24	Unrestricted			
	25	Temporarily restricted			
	26	Permanently restricted			
		Foundations that do not follow SFAS 117, check here ▶ <input checked="" type="checkbox"/> and complete lines 27 through 31.			
	27	Capital stock, trust principal, or current funds	0	0	
	28	Paid-in or capital surplus, or land, bldg , and equipment fund	0	0	
	29	Retained earnings, accumulated income, endowment, or other funds	1,150,530	1,159,396	
	30	Total net assets or fund balances (see page 17 of the instructions)	1,150,530	1,159,396	
	31	Total liabilities and net assets/fund balances (see page 17 of the instructions)	1,150,778	1,159,586	

Part III

Analysis of Changes in Net Assets or Fund Balances

1	Total net assets or fund balances at beginning of year—Part II, column (a), line 30 (must agree with end-of-year figure reported on prior year’s return)	1	1,150,530
2	Enter amount from Part I, line 27a	2	8,866
3	Other increases not included in line 2 (itemize) ▶ _____	3	0
4	Add lines 1, 2, and 3	4	1,159,396
5	Decreases not included in line 2 (itemize) ▶ _____	5	0
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	1,159,396

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 Additional Data Table			
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	See Additional Data Table		
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	See Additional Data Table		
b			
c			
d			
e			

2	Capital gain net income or (net capital loss)	<div><div>If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7</div></div>	2	48,391
3	Net short-term capital gain or (loss) as defined in sections 1222(5) and (6) <div>If gain, also enter in Part I, line 8, column (c) (see instructions) If (loss), enter -0- in Part I, line 8</div>		3	

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 page 18 of 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	138,584	1,283,982	0 107933
2010	131,972	1,327,095	0 099444
2009	93,504	1,298,509	0 072009
2008	193,376	1,647,747	0 117358
2007	137,721	1,844,325	0 074673

2	Total of line 1, column (d).	2	0 471417
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 094283
4	Enter the net value of noncharitable-use assets for 2012 from Part X, line 5.	4	1,232,687
5	Multiply line 4 by line 3.	5	116,221
6	Enter 1% of net investment income (1% of Part I, line 27b).	6	774
7	Add lines 5 and 6.	7	116,995
8	Enter qualifying distributions from Part XII, line 4. 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	8	70,407

Part VIExcise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or 4948—see page 18 of the instructions)

1a		Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1			
		Date of ruling or determination letter _____ (attach copy of letter if necessary—see instructions)			
b		Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input type="checkbox"/> and enter 1% of Part I, line 27b		1	1,548
c		All other domestic foundations enter 2% of line 27b Exempt foreign organizations enter 4% of Part I, line 12, col (b)			
2		Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)		2	0
3		Add lines 1 and 2.		3	1,548
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	1,548
6		Credits/Payments			
a		2012 estimated tax payments and 2011 overpayment credited to 2012	6a		
b		Exempt foreign organizations—tax withheld at source	6b		
c		Tax paid with application for extension of time to file (Form 8868)	6c	4,500	
d		Backup withholding erroneously withheld	6d		
7		Total credits and payments Add lines 6a through 6d.		7	4,500
8		Enter any penalty for underpayment of estimated tax Check here <input type="checkbox"/> if Form 2220 is attached		8	19
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	2,933
11		Enter the amount of line 10 to be Credited to 2013 estimated tax <input type="checkbox"/> 2,933	Refunded <input type="checkbox"/>	11	0

Part VII-AStatements Regarding Activities

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?		Yes	No
		1a		No
b	Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see page 19 of the instructions for definition)?			No
	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		No
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year (1) On the foundation <input type="checkbox"/> \$ _____ 0 (2) On foundation managers <input type="checkbox"/> \$ _____ 0			
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers <input type="checkbox"/> \$ _____ 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		No
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		No
4a	Did the foundation have unrelated business gross income of \$1,000 or more during the year?.	4a		No
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		No
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	Yes	
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	Yes	
8a	Enter the states to which the foundation reports or with which it is registered (see instructions) <input type="checkbox"/> 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	Yes	
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		No
10	Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses	10		No

Part VII-A

Statements Regarding Activities *(continued)*

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions).	11		No
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		No
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	Yes	
Website address ▶N/A				
14	The books are in care of ▶HENRY FRANK Telephone no ▶(312) 540-4993 Located at ▶800 N MICHIGAN AVENUE UNIT 3802 CHICAGO IL ZIP +4 ▶60611			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 —Check here ▶ <input type="checkbox"/> 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		No
See 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? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No (2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?. <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No (3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No (4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No (5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)?. <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No (6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days). <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
b	If any answer is "Yes" to 1a(1)–(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see page 20 of the instructions)?. . . Organizations relying on a current notice regarding disaster assistance check here. ▶ <input type="checkbox"/>	1b		No
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		No
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?. <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No If "Yes," list the years ▶ 20____, 20____, 20____, 20____			
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 ▶ 20____, 20____, 20____, 20____			
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?. <input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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? (<i>Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2012.</i>).	3b		
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a		No
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		No

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))?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
	(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
	(3) Provide a grant to an individual for travel, study, or other similar purposes?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
	(4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see instructions).	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
	(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b	If any answer is "Yes" to 5a(1)–(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)?	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?	<input type="checkbox"/> Yes <input type="checkbox"/> No		
	<i>If "Yes," attach the statement required by Regulations section 53.4945–5(d).</i>			
6a	Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b	Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?	6b	No	
	<i>If "Yes" to 6b, file Form 8870.</i>			
7a	At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b	If yes, did the foundation receive any proceeds or have any net income attributable to the transaction?	7b		

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
HENRY FRANK 800 N MICHIGAN AVENUE UNIT 3802 CHICAGO,IL 60611	PRESIDENT/TREASURER 1 00	0	0	0
RHODA LEA FRANK 800 N MICHIGAN AVENUE UNIT 3802 CHICAGO,IL 60611	VICE-PRESIDENT/SECRETARY 2 00	0	0	0
JODY L FRANK 5437 BLUE SAGE DRIVE RALEIGH,NC 27606	NONE 1 00	0	0	0
BETH ANN WAITE N27W30113 MAPLE AVENUE PEWAUKEE,WI 53072	NONE 1 00	0	0	0

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

[illegible]

Total number of other employees paid over \$50,000.	0
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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.		0

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	0
2	
3	
4	

Part IX-B

Summary of Program-Related Investments (see instructions)

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2	Amount
1 NOT APPLICABLE	0
2	
All other program-related investments. See page 24 of the instructions.	
3	
Total. Add lines 1 through 3.	0

Part X

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc , purposes		
a	Average monthly fair market value of securities.	1a	932,233
b	Average of monthly cash balances.	1b	319,226
c	Fair market value of all other assets (see instructions).	1c	0
d	Total (add lines 1a, b, and c).	1d	1,251,459
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation).	1e	0
2	Acquisition indebtedness applicable to line 1 assets.	2	0
3	Subtract line 2 from line 1d.	3	1,251,459
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions).	4	18,772
5	Net value of noncharitable-use assets. Subtract line 4 from line 3 Enter here and on Part V, line 4	5	1,232,687
6	Minimum investment return. Enter 5% of line 5.	6	61,634

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	61,634
2a	Tax on investment income for 2012 from Part VI, line 5.	2a	1,548
b	Income tax for 2012 (This does not include the tax from Part VI).	2b	
c	Add lines 2a and 2b.	2c	1,548
3	Distributable amount before adjustments Subtract line 2c from line 1.	3	60,086
4	Recoveries of amounts treated as qualifying distributions.	4	0
5	Add lines 3 and 4.	5	60,086
6	Deduction from distributable amount (see instructions).	6	0
7	Distributable amount as adjusted Subtract line 6 from line 5 Enter here and on Part XIII, line 1.	7	60,086

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	70,407
b	Program-related investments—total from Part IX-B.	1b	0
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc , purposes.	2	
3	Amounts set aside for specific charitable projects that satisfy the		
a	Suitability test (prior IRS approval required).	3a	
b	Cash distribution test (attach the required schedule).	3b	
4	Qualifying distributions. Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	4	70,407
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	70,407
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				60,086
2 Undistributed income, if any, as of the end of 2012				
a Enter amount for 2011 only.			0	
b Total for prior years 20____, 20____, 20____		0		
3 Excess distributions carryover, if any, to 2012				
a From 2007.				
b From 2008.	80,152			
c From 2009.	93,504			
d From 2010.	132,512			
e From 2011.	76,067			
f Total of lines 3a through e.	382,235			
4 Qualifying distributions for 2012 from Part XII, line 4 ▶ \$ 70,407				
a Applied to 2011, but not more than line 2a			0	
b Applied to undistributed income of prior years (Election required—see instructions).		0		
c Treated as distributions out of corpus (Election required—see instructions).	0			
d Applied to 2012 distributable amount.				60,086
e Remaining amount distributed out of corpus	10,321			
5 Excess distributions carryover applied to 2012 (If an amount appears in column (d), the same amount must be shown in column (a).)	0			0
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	392,556			
b Prior years' undistributed income Subtract line 4b from line 2b.		0		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed.		0		
d Subtract line 6c from line 6b Taxable amount—see instructions		0		
e Undistributed income for 2011 Subtract line 4a from line 2a Taxable amount—see instructions			0	
f Undistributed income for 2012 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2013.				0
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions).	0			
8 Excess distributions carryover from 2007 not applied on line 5 or line 7 (see instructions). . .	0			
9 Excess distributions carryover to 2013. Subtract lines 7 and 8 from line 6a.	392,556			
10 Analysis of line 9				
a Excess from 2008. . . .	80,152			
b Excess from 2009. . . .	93,504			
c Excess from 2010. . . .	132,512			
d Excess from 2011. . . .	76,067			
e Excess from 2012. . . .	10,321			

Part XIV

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

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 organization is a private operating foundation described in section 4942(j)(3) or 4942(j)(5)

☐ 4942(j)(3) or ☐ 4942(j)(5)

2a	Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed	Tax year	Prior 3 years			(e) Total
		(a) 2012	(b) 2011	(c) 2010	(d) 2009	
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 organization 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))

See Additional Data Table

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

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

HENRY FRANK
800 NORTH MICHIGAN AVENUE UNIT 3802
CHICAGO, IL 60611
(312) 540-4993

b

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

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

c

Any submission deadlines

THERE ARE NO SUBMISSION DEADLINES

d

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

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

Form 990-PF (2012)

Part XV

Supplementary Information (continued)

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a Paid during the year See Additional Data Table				
Total			3a	70,131
b Approved for future payment				
Total			3b	0

Enter gross amounts unless otherwise indicated

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

Form **990-PF** (2012)

1 Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?		Yes	No
a Transfers from the reporting foundation to a noncharitable exempt organization of			
(1) Cash.	1a(1)		No
(2) Other assets.	1a(2)		No
b Other transactions			
(1) Sales of assets to a noncharitable exempt organization.	1b(1)		No
(2) Purchases of assets from a noncharitable exempt organization.	1b(2)		No
(3) Rental of facilities, equipment, or other assets.	1b(3)		No
(4) Reimbursement arrangements.	1b(4)		No
(5) Loans or loan guarantees.	1b(5)		No
(6) Performance of services or membership or fundraising solicitations.	1b(6)		No
c Sharing of facilities, equipment, mailing lists, other assets, or paid employees.	1c		No
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			

[illegible]

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

b If "Yes," complete the following schedule

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

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

***** 2013-11-15 *****
 Signature of officer or trustee Date Title
 May the IRS discuss this return with the preparer shown below (see instr.)? ☒ Yes ☐ No

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

**Paid
Preparer
Use
Only**

Paid Preparer Use Only	Print/Type preparer's name	Preparer's Signature	Date	Check if self-employed <input checked="checked" type="checkbox"/>	PTIN P00038471
	LARRY BOBER	LARRY BOBER			
	Firm's name <input type="checkbox"/>	MCGLADREY LLP		Firm's EIN <input type="checkbox"/> 42-0714325	
		1 S WACKER DRIVE STE 800			
	Firm's address <input type="checkbox"/>	CHICAGO, IL 606063392		Phone no (312) 634-3400	

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d

(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)
45 SHS ADT CORP	P	2008-10-21	2012-11-19
135 SHS ADT CORP	P	2008-10-21	2012-11-19
55 SHS ADT CORP	P	2009-03-10	2012-11-19
100 SHS AUTOLIV INC	P	2009-05-13	2012-08-17
100 SHS BERKSHIRE HATHAWAY B	P	2003-07-10	2012-05-14
200 SHS BERKSHIRE HATHAWAY B	P	2003-07-25	2012-05-14
110 SHS CARNIVAL CORP	P	2009-01-28	2012-08-17
8 SHS CARNIVAL CORP	P	2009-05-04	2012-08-17
125 SHS CARNIVAL CORP	P	2009-05-29	2012-08-17
85 SHS INTL BUSINES MACHINES	P	2008-07-02	2012-05-14
55 SHS INTL BUSINES MACHINES	P	2008-12-01	2012-05-14
35 SHS INTL BUSINES MACHINES	P	2009-04-02	2012-05-14
925 069 SHS METROPOLITAN WEST TOTAL RETURN BOND M	P	2010-11-04	2012-08-17
850 SHS MFA FINANCIAL INC	P	2009-08-11	2012-11-19
0 7732 SHS PENTAIR LTD	P	2008-10-21	2012-10-01
85 6062 SHS PENTAIR LTD	P	2008-10-21	2012-11-19
26 3937 SHS PENTAIR LTD	P	2009-03-10	2012-11-19
0 50 SHS PHILLIPS 66	P	2008-12-23	2012-05-01
67 SHS PHILLIPS 66	P	2008-12-23	2012-08-17
3,823 28 SHS PIMCO TOTAL REUTN FUND CLASS D	P	2010-11-04	2012-05-14
699 3010 SHS VANGUARD INTER TERM TAX EXEMPT FUND	P	2010-11-04	2012-08-17
2,254 283 SHS VANGUARD TOTAL BOND MARKET INDEX FUND	P	2010-11-04	2012-08-17
FHLMC A9-7047 4 5%41	P	2011-02-11	2012-12-15
4,000 SHS FHLMC A9-7047 4 5%41	P	2011-02-11	2012-04-16
FHLMC G0-4688 5 5%38	P	2011-11-10	2012-11-15
2,000 SHS FHLMC G0-4688 5 5%38	P	2011-11-10	2012-11-28
FNMA PL AB1389 4 5%40	P	2011-02-02	2012-12-25
FNMA PL AE0115 5 5%35	P	2011-04-19	2012-11-25
7,000 SHS FNMA PL AE0115 5 5%35	P	2011-04-19	2012-11-28
6,000 SHS FNMA PL AE0115 5 5%35	P	2011-04-19	2012-11-28

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d

(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)
FNMA PL AE0984 4 5%41	P	2011-03-02	2012-04-25
6,000 SHS FNMA PL AE0984 4 5%41	P	2011-03-02	2012-04-05
FNMA PL AH5583 4 5%41	P	2011-02-09	2012-12-25
FNMA PL 735580 5%35	P	2010-01-11	2012-04-25
1,000 SHS FNMA PL 735580 5%35	P	2010-01-11	2012-04-05
FNMA PL 745275 5%36	P	2009-10-22	2012-12-25
5,000 SHS FNMA PL 745275 5%36	P	2009-10-22	2012-11-26
6,000 SHS FNMA PL 745275 5%36	P	2009-10-22	2012-11-26
1,000 SHS FNMA PL 745275 5%36	P	2009-10-22	2012-11-26
FNMA PL 889579 6%38	P	2009-10-22	2012-12-25
FNMA PL 889982 5 5%38	P	2009-10-22	2012-11-25
25,000 SHS FNMA PL 889982 5 5%38	P	2009-10-22	2012-11-28
FNMA PL 934231 5%39	P	2011-10-11	2012-10-25
10,000 SHS FNMA PL 934231 5%39	P	2011-10-11	2012-11-15
FNMA PL 934231 5%39	P	2011-10-11	2012-11-25
FNMA PL 986761 5 5%38	P	2010-01-13	2012-01-25
FNMA PL 986761 5 5%38	P	2010-01-13	2012-02-25
FNMA PL 986761 5 5%38	P	2010-01-13	2012-03-25
1,000 SHS FNMA PL 986761 5 5%38	P	2010-01-13	2012-04-18
FNMA PL 986761 5 5%38	P	2010-01-13	2012-04-25
FNMA PL 995018 5 5%38	P	2009-12-08	2012-01-25
FNMA PL 995018 5 5%38	P	2009-12-08	2012-02-25
FNMA PL 995018 5 5%38	P	2009-12-08	2012-03-25
1,000 SHS FNMA PL 995018 5 5%38	P	2009-12-08	2012-04-16
FNMA PL 995018 5 5%38	P	2009-12-08	2012-04-25
5,000 SHS FED NATL MTG 0 75% DUE 12/18/13	P	2011-01-11	2012-08-03
2,000 SHS FED NATL MTG 0 75% DUE 12/18/13	P	2011-03-29	2012-08-03
3,000 SHS US TREASURY NOTE 1 375% DUE 3/15/13	P	2010-04-29	2012-03-01
3,000 SHS US TREASURY NOTE 0 875% DUE 2/29/12	P	2010-02-26	2012-02-29
3,000 SHS US TREASURY NOTE 0 875% DUE 2/29/12	P	2010-03-26	2012-02-29

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d

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6,000 SHS US TREASURY NOTE 0 875% DUE 2/29/12	P	2010-05-27	2012-02-29
1,000 SHS US TREASURY NOTE 0 875% DUE 2/29/12	P	2010-06-29	2012-02-29
2,000 SHS US TREASURY NOTE 2 125% DUE 8/15/21	P	2011-09-13	2012-09-17
6,000 SHS US TREASURY NOTE 2 125% DUE 8/15/21	P	2011-09-13	2012-09-17
6,000 SHS UST INFL IDX 3% DUE 7/15/12	P	2009-10-22	2012-07-16
1,000 SHS UST INFL IDX 3% DUE 7/15/12	P	2010-05-26	2012-07-16
1,000 SHS UST INFL IDX 2 5% DUE 1/15/29	P	2010-10-27	2012-01-26
2,000 SHS UST INFL IDX 2 5% DUE 1/15/29	P	2010-12-08	2012-01-26
1,000 SHS UST INFL IDX 3 625% DUE 4/15/28	P	2010-09-29	2012-02-14
1,000 SHS UST INFL IDX 3 625% DUE 4/15/28	P	2010-10-27	2012-02-14
1,000 SHS UST INFL IDX 3 625% DUE 4/15/28	P	2010-12-08	2012-02-16
FHLMC A9-7047 4 5%41	P	2011-02-11	2012-01-15
FHLMC G0-4688 5 5%38	P	2011-11-10	2012-10-15
4,000 SHS FHLMC G0-4688 5 5%38	P	2011-11-10	2012-04-18
FNMA PL AB1389 4 5%40	P	2011-02-02	2012-01-25
FNMA PL AD0227 5 5%34	P	2011-07-11	2012-04-25
4,000 SHS FNMA PL AD0227 5 5%34	P	2011-07-11	2012-04-16
FNMA PL AE0115 5 5%35	P	2011-04-19	2012-03-25
FNMA PL AE0984 4 5%41	P	2011-03-02	2012-01-25
FNMA PL AE0984 4 5%41	P	2011-03-02	2012-02-25
FNMA PL AH5583 4 5%41	P	2011-02-09	2012-01-25
FNMA PL 934231 5%39	P	2011-10-11	2012-09-25
FHLMC A8-9385 4 5%39	P	2012-01-10	2012-04-15
4,000 SHS FHLMC A8-9385 4 5%39	P	2012-01-10	2012-04-16
FHLMC G0-5326 5%38	P	2012-07-10	2012-11-15
16,000 SHS FHLMC G0-5326 5%38	P	2012-07-10	2012-11-26
5,000 SHS FHLMC G0-5326 5%38	P	2012-07-10	2012-11-26
FNMA PL AB4119 4%41	P	2012-04-09	2012-12-25
FNMA PL AB4297 3 5%42	P	2012-01-10	2012-12-25
FNMA PL AB5468 3 5%42	P	2012-06-07	2012-12-25

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d

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FNMA PL AB6493 3%42	P	2012-11-07	2012-12-15
FNMA PL AB7079 3%42	P	2012-11-07	2012-12-15
1,000 SHS FNMA PL AE0609 5 5%37	P	2012-03-07	2012-04-05
2,000 SHS FNMA PL AE0609 5 5%37	P	2012-03-07	2012-04-16
FNMA PL AE0609 5 5%37	P	2012-03-07	2012-04-25
4,000 SHS FNMA PL AI4815	P	2012-03-07	2012-04-16
FNMA PL AI4815	P	2012-03-07	2012-04-25
FNMA PL AK5542 4%42	P	2012-07-13	2012-12-25
FNMA PL AP2077 3 5%42	P	2012-10-05	2012-11-25
FNMA PL AP2077 3 5%42	P	2012-10-05	2012-12-25
FNMA PL AP3667 3 5%42	P	2012-10-05	2012-11-25
FNMA PL AP3667 3 5%42	P	2012-10-05	2012-12-25
FNMA PL AP4795 3 5%42	P	2012-10-05	2012-11-25
FNMA PL AP4795 3 5%42	P	2012-10-05	2012-12-25
FNMA PL AP7488 3 5%42	P	2012-10-05	2012-11-25
FNMA PL AP7488 3 5%42	P	2012-10-05	2012-12-25
FNMA PL 738567 5% 33	P	2012-02-08	2012-03-25
7,000 SHS FNMA PL 738567 5% 33	P	2012-02-08	2012-04-16
FNMA PL 738567 5% 33	P	2012-02-08	2012-04-25
FNMA PL 932848 4%40	P	2012-09-07	2012-12-25
2,000 SHS FED HOME LN MTG 0 625% DUE 12/29/14	P	2012-02-16	2012-08-03
2,000 SHS FED HOME LN MTG 0 625% DUE 12/29/14	P	2012-03-14	2012-08-03
5,000 SHS US TREASURY NOTE 2% DUE 11/15/21	P	2012-01-26	2012-12-07
1,000 SHS US TREASURY NOTE 2% DUE 11/15/21	P	2012-01-27	2012-12-07
1,000 SHS US TREASURY NOTE 2% DUE 11/15/21	P	2012-01-27	2012-12-07
1,000 SHS US TREASURY NOTE 2% DUE 11/15/21	P	2012-01-31	2012-12-07
2,000 SHS US TREASURY NOTE 2% DUE 11/15/21	P	2012-02-16	2012-12-07
3,000 SHS US TREASURY NOTE 2% DUE 11/15/21	P	2012-02-16	2012-12-07
2,000 SHS US TREASURY NOTE 2% DUE 11/15/21	P	2012-03-06	2012-12-07
1,000 SHS US TREASURY NOTE 2% DUE 11/15/21	P	2012-07-02	2012-12-07

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d

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3,000 SHS US TREASURY NOTE 2% DUE 2/15/22	P	2012-02-28	2012-09-14
2,000 SHS US TREASURY NOTE 2% DUE 2/15/22	P	2012-02-29	2012-09-14
1,000 SHS US TREASURY NOTE 2% DUE 2/15/22	P	2012-03-01	2012-09-14
6,000 SHS US TREASURY NOTE 1 5% DUE 7/31/16	P	2011-08-08	2012-03-01
1,000 SHS US TREASURY NOTE 0 875% DUE 2/29/12	P	2011-08-16	2012-02-29
1,000 SHS US TREASURY NOTE 2 125% DUE 8/15/21	P	2012-03-20	2012-09-17
1,000 SHS UST INFL IDX 3% DUE 7/15/12	P	2011-07-26	2012-07-16
1,000 SHS UST INFL IDX 2 5% DUE 1/15/29	P	2011-07-12	2012-01-26
1,000 SHS UST INFL IDX 2 5% DUE 1/15/29	P	2011-07-12	2012-01-27
2,000 SHS UST INFL IDX 2 5% DUE 1/15/29	P	2011-07-27	2012-02-28
1,000 SHS UST INFL IDX 2 5% DUE 1/15/29	P	2011-07-27	2012-01-31
2,000 SHS UST INFL IDX 2 5% DUE 1/15/29	P	2011-07-27	2012-02-29
CAPITAL GAINS DIVIDENDS	P		

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h

(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)
1,867		762	1,105
5,601		2,287	3,314
2,282		660	1,622
6,225		2,242	3,983
8,060		4,878	3,182
16,120		9,592	6,528
3,766		2,195	1,571
274		223	51
4,279		3,123	1,156
16,940		10,181	6,759
9,965		3,923	6,042
6,975		3,513	3,462
10,000		9,982	18
7,031		6,413	618
33		15	18
3,905		1,653	2,252
1,204		361	843
16		11	5
2,856		1,498	1,358
43,050		45,000	-1,950
10,000		9,657	343
25,000		24,662	338
1,216		1,224	-8
3,464		3,266	198
22		23	-1
437		438	-1
3,232		3,285	-53
1,878		1,968	-90
3,547		3,480	67
3,040		2,983	57

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h

(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)
216		220	-4
5,395		5,131	264
1,716		1,730	-14
40		41	-1
311		297	14
3,380		3,502	-122
1,291		1,235	56
1,549		1,482	67
258		247	11
2,913		3,094	-181
3,349		3,519	-170
5,776		5,596	180
164		176	-12
1,878		1,869	9
168		181	-13
10		11	-1
10		10	0
18		19	-1
403		387	16
10		11	-1
10		11	-1
9		10	-1
11		12	-1
334		323	11
12		13	-1
5,033		4,942	91
2,013		1,969	44
3,036		2,989	47
3,000		3,004	-4
3,000		2,992	8

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h

(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)
6,000		6,008	-8
1,000		1,006	-6
2,081		2,025	56
6,244		6,075	169
7,674		7,702	-28
1,279		1,284	-5
1,426		1,238	188
2,852		2,299	553
2,126		1,821	305
2,126		1,858	268
2,109		1,735	374
128		129	-1
426		460	-34
1,241		1,231	10
257		261	-4
253		276	-23
1,632		1,621	11
638		688	-50
98		100	-2
77		78	-1
136		137	-1
1,397		1,501	-104
253		269	-16
2,587		2,573	14
1,249		1,354	-105
5,160		5,208	-48
1,613		1,628	-15
3,069		3,246	-177
1,473		1,519	-46
740		776	-36

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h

(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)
26		27	-1
2		2	0
715		713	2
1,430		1,425	5
54		59	-5
3,352		3,332	20
120		128	-8
436		473	-37
24		26	-2
18		19	-1
7		7	0
7		7	0
16		17	-1
40		43	-3
26		28	-2
55		59	-4
69		75	-6
1,764		1,753	11
60		65	-5
87		120	-33
2,013		2,004	9
2,013		1,997	16
5,238		5,023	215
1,048		1,007	41
1,048		1,007	41
1,048		1,016	32
2,095		2,008	87
3,143		3,013	130
2,095		2,017	78
1,048		1,045	3

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h

(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)
3,060		3,028	32
2,040		2,001	39
1,020		996	24
6,187		6,124	63
1,000		1,004	-4
1,041		985	56
1,279		1,308	-29
1,426		1,255	171
1,425		1,255	170
2,872		2,523	349
1,443		1,261	182
2,850		2,523	327
2,114			2,114

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
			1,105
			3,314
			1,622
			3,983
			3,182
			6,528
			1,571
			51
			1,156
			6,759
			6,042
			3,462
			18
			618
			18
			2,252
			843
			5
			1,358
			-1,950
			343
			338
			-8
			198
			-1
			-1
			-53
			-90
			67
			57

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
			-4
			264
			-14
			-1
			14
			-122
			56
			67
			11
			-181
			-170
			180
			-12
			9
			-13
			-1
			0
			-1
			16
			-1
			-1
			-1
			-1
			11
			-1
			91
			44
			47
			-4
			8

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
			-8
			-6
			56
			169
			-28
			-5
			188
			553
			305
			268
			374
			-1
			-34
			10
			-4
			-23
			11
			-50
			-2
			-1
			-1
			-104
			-16
			14
			-105
			-48
			-15
			-177
			-46
			-36

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
			-1
			0
			2
			5
			-5
			20
			-8
			-37
			-2
			-1
			0
			0
			-1
			-3
			-2
			-4
			-6
			11
			-5
			-33
			9
			16
			215
			41
			41
			32
			87
			130
			78
			3

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
			32
			39
			24
			63
			-4
			56
			-29
			171
			170
			349
			182
			327
			2,114

Form 990PF Part XV Line 1a - 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).

HENRY FRANK
RHODA LEA FRANK

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
987 WFMT FINE ARTS CIRCLE 5400 NORTH ST LOUIS AVE CHICAGO,IL 60625		PUBLIC	CHARITABLE - GENERAL SUPPORT	890
AMERICAN FRIENDS OF THE HEBREW UNIVERSITY PO BO 2035 NEW YORK,NY 10021		PUBLIC	CHARITABLE - GENERAL SUPPORT	100
AMERICAN RED CROSS 2200 W HARRISON STREET CHICAGO,IL 60612		PUBLIC	CHARITABLE - GENERAL SUPPORT	100
ANSHE EMET SYNAGOGUE 3751 NORTH BROADWAY CHICAGO,IL 60613		PUBLIC	CHARITABLE - GENERAL SUPPORT	100
ANTI-DEFAMATION LEAGUE 605 THIRD AVENUE NEW YORK,NY 10158		PUBLIC	CHARITABLE - GENERAL SUPPORT	350
ARTHRITIS FOUNDATION 35 EAST WACKER DRIVE 2260 CHICAGO,IL 60601		PUBLIC	CHARITABLE - GENERAL SUPPORT	300
ASPEN MUSIC FESTIVAL AND SCHOOL 2 MUSIC SCHOOL ROAD ASPEN,CO 81611		PUBLIC	CHARITABLE - GENERAL SUPPORT	350
BOSTON BAROQUE 10 GUEST STREET STE 290 BOSTON,MA 02135		PUBLIC	CHARITABLE - GENERAL SUPPORT	150
CHICAGO HISTORY MUSEUM 1601 N CLARK STREET CHICAGO,IL 60614		PUBLIC	CHARITABLE - GENERAL SUPPORT	300
CHICAGO LOOP SYNAGOGUE 16 SOUTH CLARK STREET CHICAGO,IL 60603		PUBLIC	CHARITABLE - GENERAL SUPPORT	9,400
CHICAGO MARITIME MUSEUM 310 SOUTH RACINE 6N CHICAGO,IL 60607		PUBLIC	CHARITABLE - GENERAL SUPPORT	265
CHICAGO OPERA THEATER 70 E LAKE STREET 815 CHICAGO,IL 60601		PUBLIC	CHARITABLE - GENERAL SUPPORT	2,300
CHICAGO SHAKESPEARE THEATRE 800 EAST GRAND AVENUE CHICAGO,IL 60611		PUBLIC	CHARITABLE - GENERAL SUPPORT	1,000
CHILDREN'S MEMORIAL FOUNDATION 2300 CHILDRENS PLAZA BOX 4 CHICAGO,IL 60614		PUBLIC	CHARITABLE - GENERAL SUPPORT	1,000
CONGREGATION KNESETH ISRAEL 330 DIVISION STREET ELGIN,IL 60120		PUBLIC	CHARITABLE - GENERAL SUPPORT	2,250

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
DEPAUL UNIVERSITY SCHOOL OF MUSIC 1 EAST JACKSON BLVD CHICAGO,IL 60604		PUBLIC	CHARITABLE - GENERAL SUPPORT	850
DOCTORS WITHOUT BORDERS 333 7TH AVENUE NEWYORK,NY 10001		PUBLIC	CHARITABLE - GENERAL SUPPORT	100
DRAKE UNIVERSITY 2507 UNIVERSITY AVENUE DES MOINES,IA 50311		PUBLIC	CHARITABLE - GENERAL SUPPORT	1,500
FRIENDS OF THE SMITHSONIAN PO BOX 37012 MRC 712 WASHINGTON,DC 20013		PUBLIC	CHARITABLE - GENERAL SUPPORT	875
GALAPAGOS CONSERVANCY 11150 FAIRFAX BLVD FAIRFAX,VA 22030		PUBLIC	CHARITABLE - GENERAL SUPPORT	300
GRANT PARK MUSIC FESTIVAL 205 EAST RANDOLPH STREET CHICAGO,IL 60601		PUBLIC	CHARITABLE - GENERAL SUPPORT	2,500
GRANT PARK ORCHESTRAL ASSOCIATION 205 EAST RANDOLPH STREET CHICAGO,IL 60601		PUBLIC	CHARITABLE - GENERAL SUPPORT	2,450
HADASSAH WOMEN'S ORGANIZATION 4711 WEST GOLF ROAD STE 600 SKOKIE,IL 60076		PUBLIC	CHARITABLE - GENERAL SUPPORT	100
ILLINOIS HOLOCAUST MUSEUM & EDUCATION CENTER 9603 WOODS DRIVE SKOKIE,IL 60077		PUBLIC	CHARITABLE - GENERAL SUPPORT	100
INTEGRATIVE TOUCH FOR KIDS 8340 N THORNYDALE ROAD 110-153 TUCSON,AZ 85741		PUBLIC	CHARITABLE - GENERAL SUPPORT	250
JEWISH FAMILY SERVICE - JEWISH CHAPLAINCY PROGRAM 4131 S BRAESWOOD BLVD HOUSTON,TX 77025		PUBLIC	CHARITABLE - GENERAL SUPPORT	1,000
JEWISH UNITED FUND OF METROPOLITAN CHICAGO 30 SOUTH WELLS STREET CHICAGO,IL 60606		PUBLIC	CHARITABLE - GENERAL SUPPORT	6,000
JEWISH WOMEN'S FOUNDATION 30 SOUTH WELLS STREET CHICAGO,IL 60606		PUBLIC	CHARITABLE - GENERAL SUPPORT	2,000
JOHN G SHEDD AQUARIUM 1200 S LAKE SHORE DRIVE CHICAGO,IL 60605		PUBLIC	CHARITABLE - GENERAL SUPPORT	3,600
JOLIET JEWISH CONGREGATION 250 NORTH MIDLAND AVE JOLIET,IL 60435		PUBLIC	CHARITABLE - GENERAL SUPPORT	100


Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
JUDD GOLDMAN ADAPTIVE SAILING FOUNDATION 875 N MICHIGAN AVE STE 3718 CHICAGO,IL 60611		PUBLIC	CHARITABLE - GENERAL SUPPORT	2,790
KEYSTONE FOUNDATION AND GLENKIRK 3504 COMMERCIAL AVENUE NORTHBROOK,IL 60062		PUBLIC	CHARITABLE - GENERAL SUPPORT	100
LAKESHORE PUBLIC TELEVISION 8625 INDIANA PLACE MERRILLVILLE,IN 46410		PUBLIC	CHARITABLE - GENERAL SUPPORT	1,600
LAMBS FARM 14245 W ROCKLAND ROAD LIBERTYVILLE,IL 60048		PUBLIC	CHARITABLE - GENERAL SUPPORT	100
LEAGUE OF THE CHICAGO SYMPHONY ORCHESTRA ASSOCIATION 220 S MICHIGAN AVENUE CHICAGO,IL 60604		PUBLIC	CHARITABLE - GENERAL SUPPORT	700
LINCOLN PARK ZOO PO BOX 14903 CHICAGO,IL 60614		PUBLIC	CHARITABLE - GENERAL SUPPORT	969
LINCOLNWOOD JEWISH CONGREGATION 7117 N CRAWFORD AVE LINCOLNWOOD,IL 60712		PUBLIC	CHARITABLE - GENERAL SUPPORT	100
LYRIC OPERA OF CHICAGO 20 N WACKER DRIVE CHICAGO,IL 60606		PUBLIC	CHARITABLE - GENERAL SUPPORT	1,000
MARCH OF DIMES 111 W JACKSON BLVD STE 1650 CHICAGO,IL 60604		PUBLIC	CHARITABLE - GENERAL SUPPORT	50
MIDDLE CREEK HIGH SCHOOL TREATRE BOOSTERS 123 MIDDLE CREEK PARK AVE APEX,NC 27539		PUBLIC	CHARITABLE - GENERAL SUPPORT	500
MILWAUKEE YOUTH SYMPHONY ORCHESTRA 325 W WALNUT STREET MILWAUKEE,WI 53212		PUBLIC	CHARITABLE - GENERAL SUPPORT	500
MUSEUM OF SCIENCE AND INDUSTRY 57TH STREET CHICAGO,IL 60637		PUBLIC	CHARITABLE - GENERAL SUPPORT	911
MUSIC OF THE BAROQUE 111 NORTH WABASH AVE STE 810 CHICAGO,IL 60602		PUBLIC	CHARITABLE - GENERAL SUPPORT	2,000
NA'AMAT USA GREATER CHICAGO COUNCIL 10024 N SKOKIE BLVD 216 SKOKIE,IL 60077		PUBLIC	CHARITABLE - GENERAL SUPPORT	100
NATIONAL MULTIPLE SCLEROSIS SOCIETY 525 WEST MONROE STREET CHICAGO,IL 60661		PUBLIC	CHARITABLE - GENERAL SUPPORT	100

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
NORTHWESTERN MEMORIAL FOUNDATION 251 EAST HURON ST STE 3-200 CHICAGO,IL 60611		PUBLIC	CHARITABLE - GENERAL SUPPORT	100
NORTHWESTERN UNIVERSITY 633 CLARK STREET EVANSTON,IL 60208		PUBLIC	CHARITABLE - GENERAL SUPPORT	300
ORTHODOX UNION ELEVEN BROADWAY NEW YORK,NY 10004		PUBLIC	CHARITABLE - GENERAL SUPPORT	200
RONALD MCDONALD HOUSE CHARITIES ONE KROC DRIVE OAK BROOK,IL 60523		PUBLIC	CHARITABLE - GENERAL SUPPORT	200
SAINT ANDREWS 1710 W ADDISON STREET CHICAGO,IL 60613		PUBLIC	CHARITABLE - GENERAL SUPPORT	200
SCLERODERMA FOUNDATION 134 N LASALLE STREET 1360 CHICAGO,IL 60602		PUBLIC	CHARITABLE - GENERAL SUPPORT	500
SHALOM FOUNDATION 3610 PHILLIPS PARKWAY SAINT LOUIS PARK,MN 55426		PUBLIC	CHARITABLE - GENERAL SUPPORT	200
SKYLIGHT OPERA THEATRE 158 NORTH BROADWAY MILWAUKEE,WI 53202		PUBLIC	CHARITABLE - GENERAL SUPPORT	200
SPERTUS INSTITUTE OF JEWISH STUDIES 610 S MICHIGAN AVENUE CHICAGO,IL 60605		PUBLIC	CHARITABLE - GENERAL SUPPORT	300
ST JUDES CHILDREN'S RESEARCH 262 DANNY THOMAS PLACE MEMPHIS,TN 38105		PUBLIC	CHARITABLE - GENERAL SUPPORT	100
SUMMERSTAGE OF DELAFIELD INC PO BOX 180404 DELAFIELD,WI 53018		PUBLIC	CHARITABLE - GENERAL SUPPORT	100
THE ARK 6450 N CALIFORNIA AVE CHICAGO,IL 60645		PUBLIC	CHARITABLE - GENERAL SUPPORT	350
THE CHICAGO CHAMBER MUSIC SOCIETY 180 N STETSON AVENUE CHICAGO,IL 60601		PUBLIC	CHARITABLE - GENERAL SUPPORT	500
THE CHICAGO SYMPHONY ORCHESTRA ASSOCIATION 220 S MICHIGAN AVENUE CHICAGO,IL 60604		PUBLIC	CHARITABLE - GENERAL SUPPORT	1,000
THE FIELD MUSEUM OF NATURAL HISTORY 1400 S LAKE SHORE DRIVE CHICAGO,IL 60605		PUBLIC	CHARITABLE - GENERAL SUPPORT	600

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
THE JOFFREY BALLET OF CHICAGO 10 EAST RANDOLPH STREET CHICAGO,IL 60601		PUBLIC	CHARITABLE - GENERAL SUPPORT	2,000
THE METROPOLITAN OPERA LINCOLN CENTER NEW YORK,NY 10023		PUBLIC	CHARITABLE - GENERAL SUPPORT	3,910
THE MUSEUM OF CONTEMPORARY ART 220 EAST CHICAGO AVENUE CHICAGO,IL 60611		PUBLIC	CHARITABLE - GENERAL SUPPORT	960
THE NIGHT MINISTRY 4711 N RAVENSWOOD AVE CHICAGO,IL 60640		PUBLIC	CHARITABLE - GENERAL SUPPORT	100
THE SALVATION ARMY 900 JAMES M WOOD BLVD LOS ANGELES,CA 90015		PUBLIC	CHARITABLE - GENERAL SUPPORT	600
THE SOLTI FOUNDATION US 1490 CHICAGO AVENUE EVANSTON,IL 60201		PUBLIC	CHARITABLE - GENERAL SUPPORT	300
THE UNIVERSITY OF TEXAS MD ANDERSON CANCER CENTER PO BOX 4464 HOUSTON,TX 77210		PUBLIC	CHARITABLE - GENERAL SUPPORT	1,100
THE WAGNER SOCIETY OF AMERICA PO BOX 514 WILMETTE,IL 60091		PUBLIC	CHARITABLE - GENERAL SUPPORT	50
TOURO SYNAGOGUE FOUNDATION 85 TOURO STREET NEWPORT,RI 02840		PUBLIC	CHARITABLE - GENERAL SUPPORT	300
UNITARIAN CHURCH OF HINSDALE 17 WEST MAPLE STREET HINSDALE,IL 60521		PUBLIC	CHARITABLE - GENERAL SUPPORT	2,000
UNITED STATES OLYMPIC COMMITTEE 27 SOUTH TEJON COLORADO SPRINGS,CO 80903		PUBLIC	CHARITABLE - GENERAL SUPPORT	100
WORLD WILDLIFE FUND PO BOX 97180 WASHINGTON,DC 20090		PUBLIC	CHARITABLE - GENERAL SUPPORT	100
WTTW CHANNEL 11 5400 NORTH ST LOUIS AVE CHICAGO,IL 60625		PUBLIC	CHARITABLE - GENERAL SUPPORT	1,661
Total  3a				70,131

**TY 2012 Investments Corporate
Bonds Schedule****Name:** RHODA & HENRY FRANK FAMILY FOUNDATION**EIN:** 36-3994549

Name of Bond	End of Year Book Value	End of Year Fair Market Value
FIXED INCOME SHARES SERIES C	67,266	67,694
FIXED INCOME SHARES SERIES M	59,315	67,040
METROPOLITAN WEST TOTAL BOND M	65,019	65,681
PIMCO TOTAL RETURN FUND CL D	0	0
VANGUARD INTER TERM TAX EXEMPT FUND	65,343	68,040
VANGUARD TOTAL BOND MARKET INDEX FUND	50,338	51,028

TY 2012 Investments Corporate
Stock Schedule

Name: RHODA & HENRY FRANK FAMILY FOUNDATION
EIN: 36-3994549

Name of Stock	End of Year Book Value	End of Year Fair Market Value
BERKSHIRE HATHAWAY CLASS B	0	0
EXXON MOBIL CORPORATION	10,326	22,070
ACE LIMITED	12,776	16,758
CONOCOPHILLIPS	5,078	7,829
MARATHON OIL CORP	5,101	11,344
MARATHON PETE CORP	3,451	11,655
NORTHROP GRUMMAN CORP	3,591	7,096
KBR INC	6,530	11,669
TYCO INTERNATIONAL LTD	5,671	13,748
TIME WARNER INC	9,242	20,806
PFIZER INC	12,727	19,687
ACCENTURE PLC CL A	6,020	9,975
INT'L BUSINESS MACHINES	0	0
AT&T INC	16,228	21,406
AUTOLIV INC.	0	0
CARNIVAL CORP	0	0
EMC CORP	4,469	8,855
METLIFE INC	8,265	8,894
REINSURANCE GP AMERICA	4,322	7,493
TECH DATA CORP	7,772	10,244
MFA FINANCIAL INC	0	0
MANNING & NAPIER WORLD OPPTY A	25,000	22,042
SCOUT INT'L FUND	25,000	25,638
ISHARES TR RUSSELL 2000	15,208	15,009
SPDR S&P 500 ETF TR	87,212	92,771
MATTHEWS ASIA DIVIDEND	42,893	44,399
WISDOMTREE INTL DIVIDEND	14,977	15,754

TY 2012 Investments Government Obligations Schedule

Name: RHODA & HENRY FRANK FAMILY FOUNDATION

EIN: 36-3994549

**US Government Securities - End of
Year Book Value:**

287,785

**US Government Securities - End of
Year Fair Market Value:**

287,822

**State & Local Government
Securities - End of Year Book
Value:**

0

**State & Local Government
Securities - End of Year Fair
Market Value:**

0

TY 2012 Investments - Other Schedule

Name: RHODA & HENRY FRANK FAMILY FOUNDATION
 EIN: 36-3994549

Category/ Item	Listed at Cost or FMV	Book Value	End of Year Fair Market Value
FHLMC A9-7047 4.5% DUE 02/01/41	AT COST	2,612	2,790
FHLMC G0-4688 5.5% DUE 09/01/38	AT COST	0	0
FNMA PL AB1389 4.5% DUE 08/01/40	AT COST	5,554	5,913
FNMA PL AB4119 4% DUE 12/01/41	AT COST	9,737	9,894
FNMA PL AB4297 3.5% DUE 01/01/42	AT COST	7,748	8,010
FNMA PL AB5468 3.5% DUE 06/01/42	AT COST	7,596	7,715
FNMA PL AB6493 3% DUE 10/01/42	AT COST	8,382	8,331
FNMA PL AB7079 3% DUE 11/01/42	AT COST	1,052	1,046
FNMA PL AD0227 5.5% DUE 05/01/34	AT COST	0	0
FNMA PL AE0115 5.5% DUE 12/01/35	AT COST	0	0
FNMA PL AE0984 4.5% DUE 02/01/41	AT COST	0	0
FNMA PL AH5583 4.5% DUE 02/01/41	AT COST	5,508	5,917
FNMA PL AK5542 4% DUE 03/01/42	AT COST	896	900
FNMA PL AL1948 4% DUE 01/01/42	AT COST	9,408	9,247
FNMA PL AP2077 3.5% DUE 08/01/42	AT COST	3,145	3,126
FNMA PL AP3667 3.5% DUE 10/01/42	AT COST	1,057	1,051
FNMA PL AP4795 3.5% DUE 09/01/42	AT COST	5,297	5,260
FNMA PL AP7488 3.5% DUE 09/01/42	AT COST	4,171	4,147
FNMA PL 735580 5% DUE 6/01/35	AT COST	0	0
FNMA PL 745275 5% DUE 02/01/36	AT COST	3,307	3,478
FNMA PL 889579 6% DUE 05/01/38	AT COST	4,888	5,031
FNMA PL 889982 5.5% DUE 11/01/38	AT COST	0	0
FNMA PL 932848 4% DUE 12/01/40	AT COST	668	693
FNMA PL 934231 5% DUE 01/01/39	AT COST	0	0
FNMA PL 986761 5.5% DUE 7/01/38	AT COST	0	0
FNMA PL 995018 5.5% DUE 06/01/38	AT COST	0	0

TY 2012 Legal Fees Schedule

Name: RHODA & HENRY FRANK FAMILY FOUNDATION

EIN: 36-3994549

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
LEGAL FEES	257	0		0

TY 2012 Other Expenses Schedule**Name:** RHODA & HENRY FRANK FAMILY FOUNDATION**EIN:** 36-3994549

Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
LICENSES AND FEES	276	0		276
INVESTMENT FEES	5,919	5,919		0
MISCELLANEOUS EXPENSES	60	0		0
BANK SERVICE CHARGES	75	0		0

TY 2012 Other Liabilities Schedule

Name: RHODA & HENRY FRANK FAMILY FOUNDATION

EIN: 36-3994549

Description	Beginning of Year - Book Value	End of Year - Book Value
ACCRUED PURCHASE INTEREST	248	190