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

OMB No 1545-0052

Department of the Treasury

		ar year 2012 or tax year beginning , a	and ending	un to s	dusty state to	portang requir	omorks	Libert to Public Inspection
	e of four	<del></del>				A Emplo	yer Identification number	****
M	IIXA	NE AND STUART FRANKEL						
F	OUNI	DATION				38	-3445379	
		street (or P O box number if mail is not delivered to street address)		Room	/suite	-	none number (see instructions	3)
_		MAPLELAWN DRIVE				24	<u>8-649-2924</u>	
		state, and ZIP code				C If exer	nption application is pending,	check here
	ROY	MI 48084					,, ,	<u>-</u>
G C	heck a		n of a former public	charit	ty	D 1. Fo	reign organizations, check he	ге 🕨 📘
		Final return Amended				2. Fo	reign organizations meeting ti	<b>л</b> е
		Address change Name cha	nge			85	% test, check here and attact	ocomputation •
H C	heck ty	/pe of organization: $\overline{X}$ Section 501(c)(3) exempt private	foundation		I	E if priva	ale foundation status was tem	nınated under
	ection	4947(a)(1) nonexempt charitable trust Other taxable	e private foundation			section	n 507(b)(1)(A), check here	. ▶ L
1 Fa	ir marl	ket value of all assets at J Accounting method.	X Cash A	ccrua	nt	F If the f	oundation is in a 60-month te	mination
en	d of ye	ar (from Part II, col. (c), Other (specify)				under	section 507(b)(1)(B), check h	ere 🕨
tını	e 16) 🕨	\$ 4,271,608 (Part I, column (d) must b	e on cash basis )	-				
Pa	rt l	Analysis of Revenue and Expenses (The total of	(a) Revenue and		(b) Net inve	cimoni	(a) Advented not	(d) Disbursements
		amounts in columns (b), (c), and (d) may not necessanly equal the amounts in column (a) (see instructions) )	expenses per books		incom		(c) Adjusted net income	for chantable purposes
				<del>.  </del> -				(cash basis only)
	1	Contributions, gifts, grants, etc., received (attach schedule)	5,100,00	10				
	2	Check ▶ ☐ if the foundation is not required to attach Sch B						
	3	Interest on savings and temporary cash investments	36,03	_		36,030	36,030	<del></del>
	4	Dividends and interest from secunties	100,07	/9	10	00,079	100,079	
	5a	Gross rents						
Pe	b	Net rental income or (loss)						ļ
Revenue	6a	Net gain or (loss) from sale of assets not on line 10	-28,53	36				
Š	b	Gross sales price for all assets on line 6a 896, 949						<b>‡</b>
ΩŽ	7	Capital gain net income (from Part IV, line 2)		_		0		<u> </u>
	8	Net short-term capital gain					C	
	9	Income modifications	••••••					
	10a	Gross sales less returns and attowances					***************************************	<u> </u>
	b	Less: Cost of goods sold	.,					
	С	Gross profit or (loss) (attach schedule)						
)	11	Other income (attach schedule)		_				······························
1	12	Total. Add lines 1 through 11	5,207,57	_	13	36,109	136,109	
S	13	Compensation of officers, directors, trustees, etc.		이				
enses	14	Other employee salaries and wages						
	15	Pension plans, employee benefits				DEC		
Exp	16a	Legal fees (attach schedule)				UEC	SIAGI)	<u> </u>
Ш	þ	Accounting fees (attach schedule)			-   -			
.≧	С	Other professional fees (attach schedule)			22	NOV.	8 2013	
Operating and Administrative	17	Interest					181	
ist	18	Taxes (attach schedule) (see instructions) STMT 1	4,77	70		202		20
흪	19	Depreciation (attach schedule) and depletion						
퉏	20	Occupancy						
۷ F	21	Travel, conferences, and meetings		_ _				
ű	22	Printing and publications						
Ö	23	Other expenses (att. sch.) STMT 2	5,100,00	00				
뜵	24	Total operating and administrative expenses.						
ā		Add lines 13 through 23	5,104,77	70		0	C	20
ğ	25	Contributions, gifts, grants paid	398,65	51		. ,	<u> </u>	398,65
_	26	Total expenses and disbursements. Add lines 24 and 25	5,503,42	21		0		398,67
	27	Subtract line 26 from line 12:				1.4		人,汉
	a	Excess of revenue over expenses and disbursements	-295,84	18	1	1		10 0 0 0 0 0 0 0 0 0 0 0 0 0 0 0 0 0 0
	b	Net investment income (if negative, enter -0-)	777		13	36,109	, , , ×	
	l c	Adjusted net income (if negative, enter -0-)	1000 1200		1.	1.5	136,109	355 35

ĺź	årt II	Balance Sheets Attached schedules and amounts in the description column	Beginning of year	End of	year
	-art 11	should be for end-of-year amounts only (See instructions)	(a) Book Value	(b) Book Value	(c) Fair Market Value
Т	1	Cash – non-interest-bearing	72,777		
1		Savings and temporary cash investments	56,619	33,859	33,859
ı	3	Accounts receivable	2 7 2	7 7 %	
1	3	Less: allowance for doubtful accounts	f I	• †	
-		· ···			<del></del>
	4	Pledges receivable ▶		[	\$4
-		Less: allowance for doubtful accounts ▶			
ı	5	Grants receivable			
ı	6	Receivables due from officers, directors, trustees, and other		ŀ	
		disqualified persons (attach schedule) (see			
1		instructions)			
	7	Other notes and loans receivable (att. schedule)			
ı		Less allowance for doubtful accounts ▶ 0			
ø	8	Inventories for sale or use			
Assets	9	Prepaid expenses and deferred charges			
Ş	10a	Investments – U.S. and state government obligations (attach schedule)			
1	b	Investments – corporate stock (attach schedule)			
-	c	Investments – corporate bonds (attach schedule)			•
			ļ	- <del></del>	······································
1	11	Investments – land, buildings, and equipment. basis	1	· †	
-		Less. accumulated depreciation (attach sch.)			
-	12	Investments – mortgage loans	4 204 600	4 004 271	4 007 740
	13	Investments – other (attach schedule) SEE STATEMENT 3	4,204,682	4,004,371	4,237,749
	14	Land, buildings, and equipment: basis	. 1	ŧ	
		Less accumulated depreciation (attach sch.)			
	15	Other assets (describe ▶ )			····
- 1	16	Total assets (to be completed by all filers – see the			
4		ınstructions Also, see page 1, item I)	4,334,078	4,038,230	4,271,608
	17	Accounts payable and accrued expenses	1,100	1,100	
	18	Grants payable	•		
<u>ië</u>	19	Deferred revenue			,
Liabilities	20	Loans from officers, directors, trustees, and other disqualified persons			
圁	21	Mortgages and other notes payable (attach schedule)			,
ᅦ	22	Other liabilities (describe ▶ )			
-	23	Total liabilities (add lines 17 through 22)	1,100	1,100	
٦		Foundations that follow SFAS 117, check here			,
S		and complete lines 24 through 26 and lines 30 and 31.			,
nces	24	Unrestricted			
<u>a</u>	25	Temporarily restricted			
Ba	26	Permanently restricted			
뎸		Foundations that do not follow SFAS 117, check here			
교		and complete lines 27 through 31.			
Net Assets or Fund Balai	27	Capital stock, trust principal, or current funds	1		
ţ	28	Paid-in or capital surplus, or land, bldg., and equipment fund			,
SSe		Retained earnings, accumulated income, endowment, or other funds	4,332,978	4,037,130	
ĕ	29	Total net assets or fund balances (see instructions)	4,332,978	4,037,130	
Set	30		4,332,370	4,037,130	
	31	Total liabilities and net assets/fund balances (see	4 224 070	4,038,230	
ہے	24-63	instructions)	4,334,078	4,030,230	
	Part I	······································	agrae with	<del></del>	<del></del>
1		net assets or fund balances at beginning of year – Part II, column (a), line 30 (must	agree willi		4,332,978
_		of-year figure reported on prior year's return)		.   1	-295,848
		amount from Part I, line 27a		2	-233,040
		r increases not included in line 2 (itemize)		. 3	4 027 120
4		ines 1, 2, and 3		. 4	4,037,130
5		eases not included in line 2 (itemize)		5	4 027 120
_6	Total	net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b),	line 30	6	4,037,130

Form 990-PF (2012)

Part IV Capital Gains as	nd Losses for Tax on Investme	nt Income			
	nbe the kınd(s) of property sold (e.g., real estate, rehouse, or common stock, 200 shs. MLC Co.)		(b) How acquired P – Purchase D – Donation	(c) Date acc (mo , day,	
1a BMW BK NORTH AM	ER SA LT LK 52,000		P	12/01	/10 06/11/12
b GE MONEY BK DRA			P	<u>09/07</u>	/10 09/10/12
c GENERAL ELEC CA			P	<u>03/21</u>	<u>/11   10/19/12 </u>
d GENERAL ELEC CA			P	<u>09/12</u>	<u>/11   10/19/12 </u>
e GENERAL ELEC CA	P COR P MEDIUM195,00	0	P	06/06	<u>/11   12/27/12 </u>
(e) Gross sales pnce	(f) Depreciation allowed (or allowable)	(g) Cost or plus exper	L. L		(h) Gain or (loss) (e) plus (f) minus (g)
a 52,000			52,000		
<b>b</b> 250,000			250,000		
c 150,000			160,005		-10,005
d 250,000			262,523		<u>-12,523</u>
e 194,949			200,957		-6,008
Complete only for assets showing	gain in column (h) and owned by the four	ndation on 12/31/69		(1) (	Gains (Col. (h) gain minus
(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69		s of col (i) (j), if any	col (	k), but not less than -0-) or Losses (from col (h))
_a					
<u>b</u>					10.005
<u>c</u>					-10,005
_d					-12,523
_ e					-6,008
2 Capital gain net income or (net ca	pital loss)  If gain, also enter in lift (loss), enter -0- in lift (loss), enter -0- in lift (loss)			2	-28,536
3 Net short-term capital gain or (los	s) as defined in sections 1222(5) and (6)				
If gain, also enter in Part I, line 8,	column (c) (see instructions). If (loss), en	ter -0- in			
Part I, line 8				3	
Part V Qualification U	nder Section 4940(e) for Reduc	ed Tax on Net li	nvestment Incor	ne	
(For optional use by domestic private	foundations subject to the section 4940(a	) tax on net investme	nt income.)		
If section 4940(d)(2) applies, leave thi	s nart blank				
	·				
	on 4942 tax on the distributable amount of		e period?		Yes X No
If "Yes," the foundation does not quali	fy under section 4940(e). Do not complete	this part			
1 Enter the appropriate amount in e	ach column for each year; see the instruc	tions before making a	any entries.		- 1- 1-
(a)	(b)		(c)		(d) Distribution ratio
Base penod years Calendar year (or tax year beginning in			e of nonchantable-use assets		(col (b) divided by col (c))
2011	5,357	,080	6,699,	972	0.799568
2010		,706	9,609,	041	0.015684
2009	4,127	,849	8,376,	174	0.492808
2008	1,438	,418	12,154,	009	0.118349
2007		,090	12,337,		0.050826
		<u> </u>			
2 Total of line 1, column (d)				2	1.477235
·	5-year base period – divide the total on lin	e 2 by 5 or by the	•		
•	as been in existence if less than 5 years	c z by o, or by the		3	0.295447
number of years the foundation in	as been in existence in less than 5 years	• • •		·   -	
4 Enter the net value of noncharital	ble-use assets for 2012 from Part X, line 5	<b>;</b>		4	4,249,798
				5	1,255,590
5 Multiply line 4 by line 3	•			· ·	1,233,330
6 Enter 1% of net investment incom	ne (1% of Part I, line 27b)			6	1,361
					1 050 051
7 Add lines 5 and 6				7	1,256,951
					i
8 Enter qualifying distributions from	n Part XII, line 4			8	398,671
8 Enter qualifying distributions from If line 8 is equal to or greater that	n Part XII, line 4 n line 7, check the box in Part VI, line 1b, a	and complete that par	rt using a 1% tax rate.		398,671

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Pa	rt 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		2,	722
_	here ▶ and enter 1% of Part I, line 27b			
С	All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of			
·	Part I, line 12, col. (b).		,	
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)			٥
	Add lines 1 and 2		2	722
3				122
4	, , , , , , , , , , , , , , , , , , , ,		2	722
5	7			122
6	Credits/Payments:		•	
a	2012 estimated tax payments and 2011 overpayment credited to 2012 6a 6, 535			
b	Exempt foreign organizations – tax withheld at source			
С	Tax paid with application for extension of time to file (Form 8868)	,		
đ	Backup withholding erroneously withheld		_	r 2 r
7	Total credits and payments. Add lines 6a through 6d		6,	<u>535</u>
8	Enter any penalty for underpayment of estimated tax. Check here if Form 2220 is attached . 8			
9	Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed			<del></del>
0	Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid		3,	813
1	Enter the amount of line 10 to be: Credited to 2013 estimated tax ▶ 3,813 Refunded ▶ 11			
Pa	rt VII-A Statements Regarding Activities	<del>, ,</del>		
1a	During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it		Yes	No
	participate or intervene in any political campaign?	1a		X
b	Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see			
	Instructions for the definition)?	1b		<u>X</u>
	If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials			
	published or distributed by the foundation in connection with the activities.			
С	Did the foundation file Form 1120-POL for this year?	1c		Х
ď	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year:			
_	(1) On the foundation. ▶ \$ (2) On foundation managers. ▶ \$			
е	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed			
•	on foundation managers > \$			
2	Has the foundation engaged in any activities that have not previously been reported to the IRS?	2		Х
-	If "Yes," attach a detailed description of the activities.			
3	Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of			
3	incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes	3		Х
4-	Did the foundation have unrelated business gross income of \$1,000 or more during the year?	4a		X
4a		4b		
b		5		X
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year?			<del>- ^</del>
	If "Yes," attach the statement required by General Instruction T.			
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		v	İ
	conflict with the state law remain in the governing instrument?	6	X	<del> </del>
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	<del> </del> ,
8a	Enter the states to which the foundation reports or with which it is registered (see instructions)			(
				٠.
b	If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General			Ī
	(or designate) of each state as required by General Instruction G? If "No," attach explanation	8b	X	<u> </u>
9	Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or			Ī
	4942(j)(5) for calendar year 2012 or the taxable year beginning in 2012 (see instructions for Part XIV)? If "Yes,"			١.
	complete Part XIV	9		<u>X</u>
10	Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their			
	names and addresses	10		<u>X</u> _
		Form 99	90-PI	F (2012)

17072						
	•					
	990-PF (2012) MAXINE AND STUART FRANKEL 38-34453	79			Р	age \$
<u>Pa</u>	rt VII-A Statements Regarding Activities (continued)					
11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the					
	meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)			11		X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified					
	person had advisory privileges? If "Yes," attach statement (see instructions)			12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption applica	tion?		13	Х	
	Website address ► N/A					
14	The books are in care of ► MAXINE & STUART FRANKEL  1334 MAPLELAWN DRIVE	elephone no.	248-6	49-	292	4 .
	Located at ▶ TROY MI	ZIP+4 ▶	48084	:		
15	Section 4947(a)(1) nonexempt chantable trusts filing Form 990-PF in lieu of Form 1041 – Check here			•	•	▶┌
	and enter the amount of tax-exempt interest received or accrued during the year	▶	15			
16	At any time during calendar year 2012, did the foundation have an interest in or a signature or other authority	_			Yes	No
	over a bank, securities, or other financial account in a foreign country?			16		Х
	See the instructions for exceptions and filing requirements for Form TD F 90-22.1 If "Yes," enter the name of	•				
	the foreign country ▶					
Pa	rt VII-B Statements Regarding Activities for Which Form 4720 May Be Required	d				
	File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.				Yes	No
1a	During the year did the foundation (either directly or indirectly):					
	(1) Engage in the sale or exchange, or leasing of property with a disqualified person?	Yes	X No			
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a	_				
	disqualified person?	Yes	X No			
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?	Yes	X No			
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	Yes	X No		ľ	
	(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	X No			
	(6) Agree to pay money or property to a government official? (Exception. Check "No" if the	_				
	foundation agreed to make a grant to or to employ the official for a period after					
	termination of government service, if terminating within 90 days.)	Yes	X No			
b	If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulati	ons	_			
	section 53 4941(d)-3 or in a current notice regarding disaster assistance (see instructions)?		N/A	1b		
	Organizations relying on a current notice regarding disaster assistance check here		▶ 🗍			
С	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that					
	were not corrected before the first day of the tax year beginning in 2012?		N/A	1c		
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private					
	operating foundation defined in section 4942(j)(3) or 4942(j)(5)):					
а	At the end of tax year 2012, did the foundation have any undistributed income (lines 6d and	_	_			
	6e, Part XIII) for tax year(s) beginning before 2012?	Yes	X No			
	If "Yes," list the years ▶ 20 , 20 , 20 , 20	_	<del></del>			
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.)		N/A	2b	<u> </u>	
С	If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here.		•			

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Yes

X No

N/A

3b

4a

, 20

foundation had excess business holdings in 2012.)

at any time during the year?

, 20 , 20

3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise

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

Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?

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?

the 10-, 15-, or 20-year first phase holding period? (Use Schedule C, Form 4720, to determine if the

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₽a	rt VII-B Statements Regarding Activities for Which Form 4	720 May Be Re	equired (contin	ued)		
5a	During the year did the foundation pay or incur any amount to:					
	(1) Carry on propaganda, or otherwise attempt to influence legislation (section 494	5(e))?	🗌 Y	es 🗓 No		
	(2) Influence the outcome of any specific public election (see section 4955); or to c	arry on,				
	directly or indirectly, any voter registration drive?		Y	es 🗓 No		
	(3) Provide a grant to an individual for travel, study, or other similar purposes?		☐ Y	es 🛚 No		
	(4) Provide a grant to an organization other than a charitable, etc., organization des	scnbed in		_		
	section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see instructions)		Y	es 🗓 No		
	(5) Provide for any purpose other than religious, charitable, scientific, literary, or ed	ucational	·			
	purposes, or for the prevention of cruelty to children or animals?		Y	es 🛚 No		
b	If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify under the	ne exceptions desc	cribed in			
	Regulations section 53.4945 or in a current notice regarding disaster assistance (se	ee instructions)?		N/A	5b	
	Organizations relying on a current notice regarding disaster assistance check here			▶ 🔲		1
C	If the answer is "Yes" to question 5a(4), does the foundation claim exemption from	he tax				
	because it maintained expenditure responsibility for the grant?		N/A 🗌 Y	es 🗌 No		I
	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 p	remiums				
	on a personal benefit contract?		Y	es 🗓 No		
b	Did the foundation, during the year, pay premiums, directly or indirectly, on a person	nal benefit contract	?		6b	X
	If "Yes" to 6b, file Form 8870					. 4
7a	At any time during the tax year, was the foundation a party to a prohibited tax shelter	r transaction?	_ Y	es 🛚 No		<b>É</b>
b	If "Yes," did the foundation receive any proceeds or have any net income attributable	e to the transaction	1?	. N/A	7b	
Pa	Information About Officers, Directors, Trustees, Fou	ndation Mana	gers, Highly P	aid Employed	es,	
	and Contractors					
1 1	ist all officers, directors, trustees, foundation managers and their compensal.	ion (see instructi	ons).			
		(b) Title, and average	(c) Compensation	(d) Contributions to	/ax Eum	
	(a) Name and address	hours per week devoted to position	(If not pald, enter -0-)	employee benefit plans and deferred		ense account, rallowances
		devoted to position	enter-o-y	compensation	<u> </u>	
MA	XINE FRANKEL TROY	PRESIDENT				
13	34 MAPLELAWN DRIV MI 48084	1.00	. 0	0	<u> </u>	
ST	UART FRANKEL TROY	SECRETARY/TR			ļ	
13	34 MAPLELAWN DRIVE MI 48084	1.00	0	0	<u> </u>	
	•					
					ļ	
			L		<u> </u>	
2	Compensation of five highest-paid employees (other than those included on	line 1 – see instr	uctions). If none, (	enter		
	"NONE."	1	г		1	
		(b) Title, and average		<ul><li>(d) Contributions to employee benefit</li></ul>	(e) Exp	ense account,
	(a) Name and address of each employee paid more than \$50,000	hours per week devoted to position	(c) Compensation	plans and deferred		allowances
		<u> </u>		compensation		
NC	NE					
				<u> </u>	<del> </del>	
					<del>                                     </del>	
	and the second s	ļ				
		ļ	<b> </b>		-	
			ļ		<del>                                     </del>	
		1				
		L	<u> </u>		<u></u>	,
Tota	I number of other employees paid over \$50,000				<u> </u>	

orm 990-PF (2012)		3445379	Page
	formation About Officers, Directors, Trustees, Foundation Man	agers, Highly Paid Emplo	yees,
	d Contractors (continued)		
3 Five highest-pa	aid independent contractors for professional services (see instructions). If no		
	(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
NONE			
Total number of other	rs receiving over \$50,000 for professional services		
Part IX-A	Summary of Direct Charitable Activities		
	argest direct chantable activities during the tax year. Include relevant statistical information such as the number o eneficianes served, conferences convened, research papers produced, etc.	f	Expenses
1 N/A			
2			
4			
Part IX-B	Summary of Program-Related Investments (see instructions)		<del></del>
	program-related investments made by the foundation during the tax year on lines 1 and 2		Amount
1 N/A .			

Form 990-PF (2012)

3

Total. Add lines 1 through 3

see instructions.)	<del></del>
1 Fair market value of assets not used (or held for use) directly in carrying out charitable, etc.,	
purposes:	
	<u>143,274</u>
b Average of monthly cash balances	171,242
c Fair market value of all other assets (see instructions)	0
, , . , . , . , ,	314,516
e Reduction claimed for blockage or other factors reported on lines 1a and	
1c (attach detailed explanation)	
2 Acquisition indebtedness applicable to line 1 assets	0
3 Subtract line 2 from line 1d 3 4,	314,516
4 Cash deemed held for charitable activities. Enter 11/2% of line 3 (for greater amount, see	
instructions) 4	64,718
5 Net value of noncharitable-use assets. Subtract line 4 from line 3 Enter here and on Part V, line 4	<u>249,798</u>
6 Minimum investment return. Enter 5% of line 5	<u>212,490</u>
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	<u>212,490</u>
2a Tax on investment income for 2012 from Part VI, line 5	
b Income tax for 2012. (This does not include the tax from Part VI )	
c Add lines 2a and 2b 2c	2,722 209,768
3 Distributable amount before adjustments. Subtract line 2c from line 1	209,768
4 Recoveries of amounts treated as qualifying distributions	
5 Add lines 3 and 4	209,768
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	<u>209,768</u>
Part XII Qualifying Distributions (see instructions)	
1 Amounts paid (including administrative expenses) to accomplish chantable, etc., purposes:	
a Expenses, contributions, gifts, etc – total from Part I, column (d), line 26	398,671
b Program-related investments – total from Part IX-B	3307071
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:	<del></del>
a Suitability test (prior IRS approval required)  3a	
b Cash distribution test (attach the required schedule)  3b	<del></del>
4 Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	398,671
5 Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income.	00,011
Enter 1% of Part I, line 27b (see instructions)	Λ
6 Adjusted qualifying distributions. Subtract line 5 from line 4	$\frac{0}{398,671}$
Note. The amount on line 6 will be used in Part V, column (b), in subsequent years when calculating whether the foundation	00,011
qualifies for the section 4940(e) reduction of tax in those years.	

Inne 7   209,768	Pa	rt XIII Undistributed Income (see instructions)	<u> </u>			
2 Undestributed income, if any, as of the end of 2012:	1	Distributable amount for 2012 from Part XI,				
a Enter amount for 2011 only b Total for prior years: 20		line 7			, ,	209,768
b Total for prior years: 20 _ 20 _ 20 _ 20 _ 20 _ 20 _ 20 _ 20	2	Undistributed income, if any, as of the end of 2012:	/ 3		21	
3 Excess distributions carryover, if any, to 2012: a From 2008	а	Enter amount for 2011 only	1 2 1			37
a From 2007 b From 2008 c From 2009 d	b	Total for prior years: 20 , 20 , 20				
b From 2008	3	Excess distributions carryover, if any, to 2012	,			Ź
From 2010  From 2010  From 2011  Applied to 2011, but not more than line 2a  Applied to undistributed income of priory years (Election required – see instructions)  From 2012  From 2011	а	From 2007	,		4	
From 2010	b	From 2008 840, 932		ŕ		,
From 2011  Total of lines 3 at through e  Cualifying distributions for 2012 from Part XII, line 4: ▶ \$ 398, 671  A pipele to 2011, but not more than line 2a  A papiled to undistributed income of prior years (Election required — see instructions)  C Treated as distributions out of corpus (Election required — see instructions)  C Treated as distributions out of corpus (Election required — see instructions)  C Treated as distributions arroyver applied to 2012  (If an amount appears in column (d), the same amount must be shown in column (a))  Entar the net total of each column as indicated below:  C Corpus. Add lines 3f, 4c, and 4e. Subtract line 5  P Pror 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 described income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed by undistributed income for 2011. Subtract line 4a from line 2a. Taxable amount — see instructions  I Undistributed income for 2011. Subtract line 4 a from line 2a. Taxable amount — see instructions  I Undistributed income for 2012. Subtract lines 4 and 5 from line 1. This amount must be distributed income for 2012. Subtract lines as a sisty requirements imposed by section 170(b)(1)(F) or 4942(a)(3) (see instructions)  Excess distributions carryover from 2007 not applied on line 5 or line 7 (see instructions)  Excess distributions carryover from 2007 not applied on line 5 or line 7 (see instructions)  Excess from 2009  Excess from 2009  Excess from 2009  Excess from 2010  Excess from 2011	C	From 2009 3,710,418	4			,
T Total of fines 3 a through e Qualifying distributions for 2012 from Part XII, line 4: P \$ 398,671 A Applied to 2011, but not more than line 2a Applied to undistributed income of prior years (Election required – see instructions) T Teated as distributions out of corpus (Election required – see instructions) A Applied to 2012 distributable amount A Remaining amount distributable amount E Remaining amount distributable of 2012 (If an amount appears in column (a), the same amount must be shown in column (a).) Enter the net total of each column as indicated below: C Corpus. Add lines 31, 40, and 4e. Subtract line 5 D Pror years' undistributed momes. Subtract line 5 D Pror years' undistributed momes. Subtract line 4b from line 2b Line 4b from line 2b Line 4b from line 2b Line 4b from line 2b. Taxable amount – see instructions Undistributed income for 2011. Subtract line 4 a from line 2a. Taxable amount – see instructions Undistributed income for 2012. Subtract line 4 a from line 2a. Taxable amount – see instructions Undistributed income for 2012. Subtract line 4 a from line 1. This amount must be distributed in confine for 1012. Subtract line 4 a from line 1. This amount must be distributed in confine 1. This amount must be distributed in confine 6 and 5 from line 1. This amount must be distributed in confine 6 and 5 from line 1. This amount must be distributed in confine 6 and 5 from line 5. Excess distributions carryover to 2017 not applied on line 5 or line 7 (see instructions) Excess distributions carryover for 2017 not applied on line 5 or line 7 (see instructions) Excess distributions carryover for 2013. Subtract line 7 and 8 from line 6a  RANJOS of the 1 amount 2 and 1 and 2 and 2 and 3 and	đ	• •	,	"	,	,
4. Qualifying distributions for 2012 from Part XII, line 4: ▶ \$ 398,671    A Applied to 2011, but not more than line 2a    A Applied to 2011, but not more than line 2a    A poplied to 2012 distributable amount    Election required – see instructions)    C Treated as distributions out of corpus (Election required – see instructions)    Excess distributions carryover applied to 2012 (If an amount appears in column (q), the same amount must be shown in column (q).)    Enter the net total of each column as Indicated below: a Corpus and Glies 31, 4c, and 4e. Subtract line 5    P Pror years' undistributed mome. Subtract line 5    P Pror years' undistributed mome. Subtract line 4b from line 2b. Taxable amount – see instructions    e Undistributed income for 2011. Subtract line 4a from line 6b. Taxable amount – see instructions    f Indistributed income for 2011. Subtract line 4a from line 2b. Taxable amount – see instructions    f Indistributed income for 2011. Subtract line 4a from line 6b. Taxable amount – see instructions    f Indistributed income for 2012. Subtract line 4a from line 6    A Amounts treated as distributions carryover from 2007 not applied on line 5 or line 7 (see instructions)    S Excess distributions carryover from 2007 not applied on line 5 or line 7 (see instructions)    S Excess distributions carryover from 2007 not applied on line 5 or line 7 (see instructions)    S Excess from 2008    Excess from 2009    Excess from 2009    Excess from 2001	e	From 2011 5,023,703		3	, , , ,	
line 4: ► \$ 398,671  a Applied to 2011, but not more than line 2a b Applied to undistributed income of prior years (Election required – see instructions)  C Treated as distributions out of corpus  A Applied to 2012 distributable amount  R Remaining amount distributed to 2012 (If an amount appears in column (d), the same amount must be shown in column (e),)  C Enter the net total of each column as indicated below:  a Corpus. Add lines 3f, 4c, and 4e. Subtract line 5  P Pror years' undistributed momes. Subtract line 4  The provent of the first of the first distributed momen 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 6 T. Taxable amount – see instructions  Undistributed income for 2011. Subtract line 4 a from line 2a. Taxable amount – see instructions  Undistributed income for 2012. Subtract line 4 a from line 2a. Taxable amount – see instructions  Undistributed income for 2012. Subtract lines 4 dand 5 from line 1. This amount must be distributed income for 2012. Subtract lines 4 dand 5 from line 1. This amount must be distributed in 2013  A mounts treated as distributions carryover from 2007 not applied on line 5 or line 7 (see instructions)  Excess distributions carryover from 2007 not applied on line 5 or line 7 (see instructions)  Excess distributions carryover from 2007 not applied on line 5 or line 7 (see instructions)  Excess from 2009  Excess from 2009  Excess from 2009  Excess from 2009  Excess from 2001  Excess from 2001  Excess from 2011  Subtract lines 7 and 8 from line 6a	f	Total of lines 3a through e	9,842,293	·	,	
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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  e Remaining amount distributed out of corpus  Excess distributions carryover applied to 2012  ((ff an amount appears in column (d), the same amount must be shown in column (a)). B  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 5  b Prior years' undistributed income for vivich a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed  d Subtract line 6b from line 6b. Taxable amount – see instructions  Undistributed income for 2011. Subtract line 4a from line 2a. Taxable amount – see instructions  Undistributed income for 2012. Subtract lines 4d and 5 from line 1. This amount must be distributed income for 4942(g)) (see einstructions)  Excess distributions carryover from 2007 not applied on line 5 or line 7 (see instructions)  Excess distributions carryover from 2013. Subtract lines 7 and 8 from line 6a.  840, 932  9 Excess distributions carryover from 2013. Subtract lines 7 and 8 from line 6a.  840, 932  8 Excess from 2008  B 40, 932  8 Excess from 2009  C Excess from 2010  C Excess from 2010  Excess from 2011		line 4: ▶ \$ 398,671				,
(Election required – see instructions)  1 Treated as distributions out of carpus (Election required – see instructions)  2 Applied to 2012 distributable amount  Remaining amount distributed out of corpus  5 Excess distributions carryover applied to 2012 (If an amount appears 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 Pnor 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  Amounts treated as distributions out of corpus to salisfy requirements imposed by section 170(b)(1)(7) or 4942(b)(3) (see instructions)  8 Excess distributions carryover for 2013. Subtract lines 7 and 8 from line 6a  10 Analysis of line 9:  Excess from 2008  B Excess from 2008  B Excess from 2008  C Excess from 2009  C Excess from 2011  Section 2011  Excess from 2011  Excess from 2011  Excess from 2011		·	;			
(Election required – see instructions)  d Applied to 2012 distributation tof corpus (Election required – see instructions)  d Applied to 2012 distributable amount  Remaining amount distributed out of corpus  Excess distributions carryover applied to 2012 (If an amount appears in column (d), the same amount must be shown in column (a).)  Enter the net total of each column as indicated below:  a Corpus. Add lines 31, 4c, and 4e. Subtract line 5  Phor years' undistributed income. Subtract line 4b from line 2b  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 6b from line 6b. Taxable amount – see instructions  e Undistributed income for 2011. Subtract line 4a from line 2a. Taxable amount – see instructions  f Undistributed income for 2012. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2013  7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(I)(F) or 4942(p)(3) (see instructions)  8 Excess distributions carryover for 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  10 Analysis of line 9:  Excess from 2008  B Excess from 2009  C Excess from 2009  Excess from 2010  G Excess from 2011	b	Applied to undistributed income of prior years	<i>(</i>			ĺ
required – see instructions)  d Applied to 2012 distributable amount 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 Proor years' undistributed income. Subtract line 4b from line 2b  C Enter the amount of prior years' undistributed mome for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed  d Subtract line 6c from line 6b. Taxable amount – see instructions  e Undistributed income for 2011. Subtract line 4a from line 2a. Taxable amount – see instructions  f Undistributed income for 2012. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2013  7. Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)  8. Excess distributions carryover fron 2007 not applied on line 5 or line 7 (see instructions)  9. Excess distributions carryover fron 2001. Subtract lines 5 and 8 from line 6a.  10. Analysis of line 9:  Excess from 2009  Excess from 2009  Excess from 2009  Excess from 2010  Excess from 2010  Excess from 2011  Excess from 2011		(Election required – see instructions)	., .			
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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 7 Amounts treated as distributions out of corpus to salisfy requirements imposed by section 17(b)(1)(F) or 4942(g)(3) (see instructions) 8 Excess distributions carryover for 2013. Subtract lines 7 and 8 from line 6a 10 Analysis of line 9: a Excess from 2009 a Excess from 2009 b Excess from 2009 c Excess from 2010 d Excess from 2011  5 10, 031, 196 10, 0, 31						
indicated below:  a Corpus. Add lines 3f, 4c, and 4e. Subtract line 5 b Pnor years' undistributed income. Subtract line 5 c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed d Subtract line 6c from line 6b. Taxable amount – see instructions e Undistributed income for 2011. Subtract line 4a from line 2a. Taxable amount – see instructions f Undistributed income for 2012. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2013 7 Amounts treated as distributions out of corpus to salisfy 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 10 Analysis of line 9:  a Excess from 2008		* * * *				
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line 4b from line 2b  c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed  d Subtract line 6c from line 6b. Taxable amount – see instructions  e Undistributed income for 2011. Subtract line 4a from line 2a. Taxable amount – see instructions  f Undistributed income for 2012. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2013  7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)  8 Excess distributions carryover from 2007 not applied on line 5 or line 7 (see instructions)  9 Excess distributions carryover to 2013. Subtract lines 7 and 8 from line 6a  10 Analysis of line 9:  a Excess from 2008  b Excess from 2009  a Excess from 2009  d Excess from 2010  d Excess from 2011  5,023,703		·	10,031,196			
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	b	•				
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 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 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)  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 10 Analysis of line 9:  267,240  9 2763,956  29,763,956  20,763,956  20,763,956  20,763,956  20,763,956  20,763,956  20,763,956		• • • • • • •				
been issued, or on which the section 4942(a) tax has been previously assessed  d Subtract line 6c from line 6b. Taxable amount – see instructions e Undistributed income for 2011. Subtract line 4a from line 2a. Taxable amount – see instructions f Undistributed income for 2012. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2013  7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions) 8 Excess distributions carryover from 2007 not applied on line 5 or line 7 (see instructions) 9 Excess distributions carryover to 2013. Subtract lines 7 and 8 from line 6a 10 Analysis of line 9: a Excess from 2008 b Excess from 2009 c Excess from 2009 d Excess from 2010 d Excess from 2011	С					
tax has been previously assessed d Subtract line 6c from line 6b. Taxable amount – see instructions e Undistributed income for 2011. Subtract line 4a from line 2a. Taxable amount – see instructions f Undistributed income for 2012. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2013  7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions) 8 Excess distributions carryover from 2007 not applied on line 5 or line 7 (see instructions) 9 Excess distributions carryover to 2013. Subtract lines 7 and 8 from line 6a 10 Analysis of line 9: a Excess from 2008			,			,
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 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) 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 10 Analysis of line 9: a Excess from 2008 840,932 b Excess from 2009 3,710,418 c Excess from 2010 d Excess from 2011 5,023,703		, , ,	·			
amount – see instructions  e Undistributed income for 2011. Subtract line 4a from line 2a. Taxable amount – see instructions  f Undistributed income for 2012. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2013  7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)  8 Excess distributions carryover from 2007 not applied on line 5 or line 7 (see instructions)  9 Excess distributions carryover to 2013. Subtract lines 7 and 8 from line 6a  10 Analysis of line 9: a Excess from 2008						
e Undistributed income for 2011. Subtract line 4a from line 2a. Taxable amount – see instructions  f Undistributed income for 2012. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2013  7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)  8 Excess distributions carryover from 2007 not applied on line 5 or line 7 (see instructions)  9 Excess distributions carryover to 2013. Subtract lines 7 and 8 from line 6a  10 Analysis of line 9: a Excess from 2008	a					
4a from line 2a. Taxable amount – see instructions  f Undistributed income for 2012. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2013  7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)  8 Excess distributions carryover from 2007 not applied on line 5 or line 7 (see instructions)  9 Excess distributions carryover to 2013. Subtract lines 7 and 8 from line 6a  Analysis of line 9: a Excess from 2008 b Excess from 2008 c Excess from 2009 c Excess from 2010 d Excess from 2011  5 , 023 , 703		••			·	
instructions  f Undistributed income for 2012. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2013  7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)  8 Excess distributions carryover from 2007 not applied on line 5 or line 7 (see instructions)  9 Excess distributions carryover to 2013. Subtract lines 7 and 8 from line 6a  10 Analysis of line 9: a Excess from 2008 b Excess from 2009 c Excess from 2009 d Excess from 2010 d Excess from 2011  5 , 023 , 703	е					,
f Undistributed income for 2012. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2013  7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)  8 Excess distributions carryover from 2007 not applied on line 5 or line 7 (see instructions)  9 Excess distributions carryover to 2013. Subtract lines 7 and 8 from line 6a  10 Analysis of line 9: a Excess from 2008 b Excess from 2009 c Excess from 2009 d Excess from 2010 d Excess from 2011  5 , 023, 703				,		
4d and 5 from line 1. This amount must be distributed in 2013  7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)  8 Excess distributions carryover from 2007 not applied on line 5 or line 7 (see instructions)  9 Excess distributions carryover to 2013. Subtract lines 7 and 8 from line 6a  10 Analysis of line 9: a Excess from 2008 b Excess from 2009 c Excess from 2009 d Excess from 2010 d Excess from 2011  5,023,703				/		
distributed in 2013  7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)  8 Excess distributions carryover from 2007 not applied on line 5 or line 7 (see instructions)  9 Excess distributions carryover to 2013. Subtract lines 7 and 8 from line 6a  10 Analysis of line 9:  a Excess from 2008  b Excess from 2009  c Excess from 2010  d Excess from 2011  5,023,703	1					
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  10 Analysis of line 9: a Excess from 2008 b Excess from 2008 c Excess from 2010 d Excess from 2011  5 , 023 , 703						0
to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)  8	7		,			<u> </u>
170(b)(1)(F) or 4942(g)(3) (see instructions)  8	•	•				<b>‡</b>
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  10 Analysis of line 9: a Excess from 2008 b Excess from 2009 c Excess from 2010 d Excess from 2011  5,023,703		• •				
applied on line 5 or line 7 (see instructions)  9	Ω	•				
9 Excess distributions carryover to 2013. Subtract lines 7 and 8 from line 6a  10 Analysis of line 9: a Excess from 2008 b Excess from 2009 c Excess from 2010 d Excess from 2011  5,023,703	٠		267,240		,	,
Subtract lines 7 and 8 from line 6a  10 Analysis of line 9:  a Excess from 2008  b Excess from 2009  c Excess from 2010  d Excess from 2011  5,023,703	9	· · ·				,
10 Analysis of line 9:  a Excess from 2008 840,932  b Excess from 2009 3,710,418  c Excess from 2010  d Excess from 2011 5,023,703	•		9,763,956			کر ر
a Excess from 2008 840,932 3,710,418 c Excess from 2010 5,023,703	10		, , , , , , , , , , , , , , , , , , , ,	,		
b Excess from 2009 3,710,418 c Excess from 2010 d Excess from 2011 5,023,703					`	<b>.</b> .
c Excess from 2010 d Excess from 2011 5,023,703	_	, ,	Day Comment		`	`
d Excess from 2011 5,023,703						•
					1	Į , , ,
		• • • • • • • • • • • • • • • • • • • •				<u> </u>

form 990-PF (2012)	MAXINE	AND	STUART	FRANKEL

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Page 10

· Pa	rt XIV Private Operating Fou	indations (see ins	structions and Par	t VII-A, question 9)					
1a	If the foundation has received a ruling or d	etermination letter that	it is a private operatin	g					
	foundation, and the ruling is effective for 2	012, enter the date of t	he ruling	<b>•</b>					
b									
2a	Enter the lesser of the adjusted net	Tax year		Prior 3 years					
	income from Part I or the minimum	(a) 2012	(b) 2011	(c) 2010	(d) 2009	(e) Total			
	investment return from Part X for	1-1	<b>(-,</b>	,,,===	(-,				
	each year listed								
ь	85% of line 2a			<del> </del>	<u> </u>				
	• •	<del></del>		<del> </del>					
С	Qualifying distributions from Part XII,								
	line 4 for each year listed		<u> </u>	ļ					
ď	Amounts included in line 2c not used directly								
	for active conduct of exempt activities	· · · · · · · · · · · · · · · · · · ·							
е	Qualifying distributions made directly			J					
	for active conduct of exempt activities.								
	Subtract line 2d from line 2c								
3	Complete 3a, b, or c for the								
	alternative test relied upon.								
а	"Assets" alternative test - enter:								
	(1) Value of all assets								
	(2) Value of assets qualifying under			_					
	section 4942(j)(3)(B)(i)								
b	"Endowment" alternative test - enter 2/3								
	of minimum investment return shown in								
	Part X, line 6 for each year listed								
С	"Support" alternative test – enter.			<u> </u>					
•	(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		1						
	and 5 or more exempt								
	organizations as provided in								
	section 4942(j)(3)(B)(iii)			<del>-</del>					
	(3) Largest amount of support from								
	an exempt organization								
	(4) Gross investment income	<u></u>	L	<u> </u>					
Pa	art XV Supplementary Inforn			the foundation ha	d \$5,000 or more	in assets at			
	any time during the ye	<u>ear – see instruct</u>	tions.)						
1	Information Regarding Foundation Ma	nagers:							
а	List any managers of the foundation who	have contributed more	than 2% of the total co	ntributions received by t	he foundation				
	before the close of any tax year (but only it	f they have contributed	l more than \$5,000). (S	see section 507(d)(2) )					
	SEE STATEMENT 4				<del></del>				
b	List any managers of the foundation who	own 10% or more of the	e stock of a corporation	or an equally large po	rtion of the				
	ownership of a partnership or other entity)	of which the foundatio	n has a 10% or greate	r interest.					
	N/A								
2	Information Regarding Contribution, G	irant, Gift, Loan, Scho	olarship, etc., Progra	ms:	<u> </u>				
	Check here ► X if the foundation only				s not accept				
	unsolicited requests for funds. If the found		-						
	other conditions, complete items 2a, b, c,		10, 0.0. (000	o, to morridade or orga					
	The name, address, and telephone numb		on to whom application	s chould be addressed:					
а	•	er or e-mail or the pers	on to whom application	3110010 DE 800165560.					
	N/A								
<del></del>	The fact of the same of the sa			abanda ta abada -		<del></del>			
b	The form in which applications should be	submitted and informat	tion and materials they	should include:					
	N/A								
C	Any submission deadlines:								
	N/A								
d	Any restrictions or limitations on awards,	such as by geographica	al areas, charitable field	ds, kinds of institutions,	or other				
	factors:								
	N/A								
DAA					<del>_</del>	Form 990-PF (2012)			

Supplementary Information (continued) Part XV 3 Grants and Contributions Paid During the Year or Approved for Future Payment If recipient is an individual, show any relationship to any foundation manager or substantial contributor Recipient Purpose of grant or status of Amount contribution reaplent Name and address (home or business) a Paid during the year SEE STATEMENT 5 398,651 ▶ 3a 398,651 Total **b** Approved for future payment N/A ▶ 3b Total

Part Avi-A Analysis of Income-Producing Acti	ivities				
inter gross amounts unless otherwise indicated.	Unrelated	l business income	Excluded by s	section 512, 513, or 514	(e)
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	Related or exempt function income (See instructions)
1 Program service revenue:	-	<del></del>	<del>                                     </del>		(000 1101 1000110 )
a					
b			<del>                                      </del>		•
c	-		<del></del>		<del>.</del>
d			+ +		
e f			++		<u>.</u>
g Fees and contracts from government agencies	ļ		+		
2 Membership dues and assessments					· · · · · · · · · · · · · · · · · · ·
3 Interest on savings and temporary cash investments			14	36,030	
4 Dividends and interest from securities			14	100,079	
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	-28,536	·
9 Net income or (loss) from special events					
0 Gross profit or (loss) from sales of inventory					
1 Other revenue: a					
b					
c					
d					
e					
2 Subtotal. Add columns (b), (d), and (e)			0	107,573	0
3 Total. Add line 12, columns (b), (d), and (e)				13	107,573
See worksheet in line 13 instructions to verify calculations.)					
Part XVI-B Relationship of Activities to the Ac					
Line No. Explain below how each activity for which income is					
▼ accomplishment of the foundation's exempt purpos N/A	ses (other than by	providing funds for	such purposes	s). (See instructions.)	
N/A					
				<del> </del>	<del></del>
					·
	· ·			<del></del>	
			<del>.</del>		
<del></del>					
					<del></del>
				<del> </del>	
<u> </u>		·····			
			-		
	•				
					-
	<del></del>				

гą	I T VAII	Exempt Organiza	_	insiers to and	ransacuor	is and Relationships wi	tn Noncharitabi	e		
1	Did the orga			in any of the follow	ing with any other	er organization described		T	Yes	No
						on 527, relating to political			5.0	
	organization			,	•					,
а		om the reporting founda	ition to a non	charitable exempt	organization of:			4		
	(1) Cash							1a(1)		X
	(2) Other a	ssets						1a(2)		X
b	Other transa	actions:								
	(1) Sales of	f assets to a noncharita	ble exempt o	rganization				1b(1)		X
	(2) Purchas	ses of assets from a nor	nchantable e	xempt organization	•			1b(2)		<u>X</u>
	(3) Rental of	of facilities, equipment,	or other asse	ets .	•			1b(3)		<u>X</u>
	(4) Reimbu	rsement arrangements						1b(4)		<u>X</u>
		r loan guarantees			•	•		1b(5)		<u>X</u>
		ance of services or me					-	1b(6)		<u>X</u>
		acılıtıes, equipment, ma			•			1c		<u>X</u>
d						(b) should always show the fair				
		•	•			e foundation received less than f				
	value in any (a) Line no	(b) Amount involved		ne of nonchantable exemp	•	e goods, other assets, or service (d) Description of transfers,				
N/Z		(b) Allouit livolved	(0) (42)	ie di Hundiantable exemp	t organization	(d) Description of dansiers,	dansactions, and snaring a	rangemer	ILS .	
	1									
							·			
								·		
					•					
		<u> </u>								
		<u> </u>			·					
2a		ation directly or indirect	-			· -		<u> </u>	_	
		section 501(c) of the C	•	han section 501(c)(	3)) or in section	527?		X Ye	es	No
<u>b</u>		nplete the following sch	edule.			<u> </u>				
		(a) Name of organization	N D III C	(b) Type of o	<del> </del>		nption of relationship			
	S&J FRA	ANKEL FINE A	ARTS	PRIVATE	FOUNDAT	COMMON MANAGER				
	MCC ED	ANKEL ARTS E	TOUND	PRIVATE	FOUNDAT	COMMON MANAGER				
1	M&S FRA	ANVER AKIS E	OUND	PKIVALE	FOUNDAI	COMMON MANAGER				
						··· · · · · · · · · · · · · · · · ·				
	Under pe	nalties of perjury, I declare the	at I have examin	ed this return, including a	accompanying sched	I ules and statements, and to the best of n	ny knowledge and belief, it	is true,		
						hich preparer has any knowledge	May the IRS disc		etum	$\neg$
Sigi	n	1/	,				with the prepare	r show <u>n b</u> e		, 1
Her				11		1-1	(see instructions	)? X	Yes	No
		All	will	y	/	1/13/10/7 N PRE	SIDENT			
	Sign	lature of officer or trustee	/		Date	Title				
	Pnnt/T	ype preparer's name	/		Preparer Sona ur	•	Date		Charl	٦
		· · · ·							Check self-emp	ir
Paid -	IALAN	R. STEINBERG	<u>C</u> PA			<u> </u>	lukil	13	<u> </u>	
Prep	arer Fim's		N ADV	SORS, P.C		111	PTIN PO	0534	1421	
Use	Only			LONG LAKE		E. <b>2</b> 00	Firm's EIN ▶ 38	-265	655	6
		TROY		<u> 18098-6319</u>			Phone no 24	8-95	2-0	200
								Form 99	90-PF	(2012)

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

Department of the Treasury Internal Revenue Service

Name of the organization

MAXINE AND STUART FRANKEL

### **Schedule of Contributors**

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

OMB No. 1545-0047

**Employer identification number** 

Schedule B (Form 990, 990-EZ, or 990-PF) (2012)

2012

FOUNDATION		38-3445379		
Organization type (check one):				
Filers of:	Section:			
Form 990 or 990-EZ	501(c)( ) (enter number) organization			
	4947(a)(1) nonexempt chantable trust not treated as a private foundation			
	527 political organization			
Form 990-PF	X 501(c)(3) exempt private foundation			
	4947(a)(1) nonexempt chantable trust treated as a private foundation			
	501(c)(3) taxable private foundation			
	vered by the <b>General Rule</b> or a <b>Special Rule.</b> (8), or (10) organization can check boxes for both the General Rule and a Special Rule. Se	ee		
General Rule				
<del></del>	ng Form 990, 990-EZ, or 990-PF that received, during the year, \$5,000 or more (in money contributor. Complete Parts I and II.	or		
Special Rules				
under sections 509(a)(	organization filing Form 990 or 990-EZ that met the 33 <sup>1</sup> /3 % support test of the regulations 1) and 170(b)(1)(A)(vi) and received from any one contributor, during the year, a contribution or (2) 2% of the amount on (i) Form 990, Part VIII, line 1h, or (ii) Form 990-EZ, line 1.			
For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, total contributions of more than \$1,000 for use exclusively for religious, charitable, scientific, literary, or educational purposes, or the prevention of cruelty to children or animals. Complete Parts I, II, and III.				
For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, contributions for use exclusively for religious, charitable, etc., purposes, but these contributions did not total to more than \$1,000. If this box is checked, enter here the total contributions that were received during the year for an exclusively religious, charitable, etc., purpose. Do not complete any of the parts unless the General Rule applies to this organization because it received nonexclusively religious, charitable, etc., contributions of \$5,000 or more during the year				
990-EZ, or 990-PF), but it mus	s not covered by the General Rule and/or the Special Rules does not file Schedule B (Form t answer "No" on Part IV, line 2 of its Form 990; or check the box on line H of its Form 990-F, to certify that it does not meet the filing requirements of Schedule B (Form 990, 990-EZ, o	EZ or on		

For Paperwork Reduction Act Notice, see the Instructions for Form 990, 990-EZ, or 990-PF.

chedule B (Form 990)	, 990-EZ, oi	990-PF	(2012)
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Page 1 of 1 of Part I

Name of organ	ization		
MAXINE	AND	STHART	FRANKET.

Employer identification number 38-3445379

Part 1 Contributors (see instructions). Use duplicate copies of Part I if additional space is needed.

1,5075.7			
(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
1	SAM & JEAN FRANKEL FINE ARTS FOUNDAT 1334 MAPLELAWN DR TROY MI 48084	\$ <u></u> 5,100,000	Person X Payroll Noncash (Complete Part II if there is a noncash contribution.)
(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
:		\$ <u>.</u>	Person Payroll Noncash (Complete Part II if there is a noncash contribution )
(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
•		\$	Person Payroll Noncash (Complete Part II if there is a noncash contribution.)
(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
		\$	Person Payroll Noncash (Complete Part II if there is a noncash contribution.)
(a) No.	(b) Name, address, and ZIP + 4	(c)	(d) Type of contribution
140.	Name, address, and ZIP + 4	Total contributions	Person Payroll Noncash (Complete Part II if there is a noncash contribution)
(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
		\$	Person Payroll Noncash (Complete Part II if there is a noncash contribution.)

17072 MAXINE AND STUART FRANKEL 38-3445379 FYE: 12/31/2012

### Federal Statements

Statement 1 - Form 990-PF, Part I, Line 18 - Taxes

Charitable Purpose	\$ 20	\$ 20
Adjusted Net	w.	\$
Net Investment	\$	\$
Total	\$ 4,750	\$ 4,770
Description	EXCISE TAX MICHIGAN ANNUAL RETURN	TOTAL

Expenses
Other I
ine 23 -
Part I, I
990-PF,
2 - Form
Statement 2

Charitable Purpose	<b>ጥ</b>	\$ 0
Adjusted Net	v	\$
Net Investment	<i>ن</i> ،	\$
Total	٠	\$ 5,100,000
Description	EXPENSES CONTRIBUTIONS ON BEHALF SAM & FRANKEL FINE ARTS FOUNDATION	UNIVERSITY OF MICHIGAN TOTAL

# 17072 MAXINE AND STUART FRANKEL

38-3445379 FYE: 12/31/2012

Federal Statements

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

Begi Description of	٠	COMERICA SECURITIES	TOTAL \$ 4,2
Beginning of Year	75,192 \$	77,490	04,682 \$
End of Year	2,605,561	1,398,810	4,004,371
Basis of Valuation	COST	COST	
Fair Market Value	\$ 2,672,112	1,565,637	\$ 4,237,749

17072 MAXINE AND STUART FRANKEL

38-3445379

### Federal Statements

FYE: 12/31/2012

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

Name of Manager	Amount
SAM AND JEAN FRANKEL TRUST	\$
SAM AND JEAN FINE ARTS FOUNDATION	5,100,000
TOTAL	\$ 5,100,000

17072 MAXINE AND STUART FRANKEL 38-3445379 FYE: 12/31/2012

### **Federal Statements**

2

### 17072 MAXINE AND STUART FRANKEL 38-3445379

### **Federal Statements**

FYE: 12/31/2012

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

Name	Ado	Address	ļ		
Address	Relationship	Status		Purpose	Amount
FRIENDS OF DETROIT SCHOOL OF THE A	AR 123 SELDEN				
MI 48201		501(C)(3)	GENERAL	GENERAL CHARITABLE	1,000
GILDA'S CLUB	3517 ROCHESTER RD	ER RD	TKGGIVED	ת ומיה שות אוני. הומיה שות אוני	030
ROYAL OAK MI 480/3 GIEANERS	SUJ 2131 BEAUFAIT	501(C)(3) AIT	GENERAL	Chariable	000
DETROIT MI 48207		501(c)(3)	GENERAL	CHARITABLE	250
GOODWILL	3111 GRAND R	RIVER AVE			
DETROIT MI 48208		)1 (C) (3)	GENERAL	CHARITABLE	225
GRACE CENTERS OF HOPE PONTIAC MI 48342	35 E HUKON S	STREET 501 (C) (3)	GENERAL	CHARITABLE	300
GREENING OF DETROIT	1418 MICHIGAN AVE	N AVE			
DETROIT MI 48216		501(C)(3)	GENERAL	CHARITABLE	100
GUGGENHEIM MUSEUM	1071 FIFTH A	AVE			
NEW YORK NY 10128		501(C)(3)	GENERAL	CHARITABLE	250
HADASSAH	50 WEST 58TH	STREET			
NEW YORK NY 10019	5(	501(C)(3)	GENERAL	CHARITABLE	1,000
HAVEN	30400 TELEGRAPH RD	APH RD #101			
BINGHAM FARMS MI 48025	5(	501(C)(3)	GENERAL	GENERAL CHARITABLE	200
HEBREW FREE LOAN	6735 TELEGRAPH	PH RD			
BLOOMFIELD HILLS MI 48301	5(	501(C)(3)	GENERAL	GENERAL CHARITABLE	250
THE HENRY FORD	20900 OAKWOOD BLVD	D BLVD			
DEARBORN MI 48124	5(	501(C)(3)	GENERAL	GENERAL CHARITABLE	250
HENRY FORD HEALTH SYSTEM	1 FORD PLACE,	, 5A			
DETROIT MI 48202		501(C)(3)	GENERAL	GENERAL CHARITABLE	1,000
INDEPENDENT CURATORS INTERNATIONAL	401 BROADW				
NEW YORK NY 10013	5(	1(C)(3)	GENERAL	GENERAL CHARITABLE	5,000
	30301 NORTHWESTERN	ESTERN #100			
FARMINGTON HILLS MI 48334		501(C)(3)	GENERAL	GENERAL CHARITABLE	5,000
JEWISH FAMILY SERVICES	6555 W MAPLE	MAPLE ROAD			
WEST BLOOMFIELD MI 48322	5(	501(C)(3)	GENERAL	GENERAL CHARITABLE	200
JEWISH FEDERATION	6/35 TELEGRAPH ROAD	PH ROAD			
BLOOMFIELD HILLS MI 48301	5( SO PRVFR OS	501(C)(3) DRIVE #840	GENERAL	CHARITABLE	000,57
SEWISH MAILONAL FOND NORTHBROOK IL 60062		501(C)(3)	GENERAL	GENERAL CHARITABLE	200
		•			

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## 17072 MAXINE AND STUART FRANKEL 38-3445379 FYE: 12/31/2012

### Federal Statements

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

Year (continued)

Name	Address			
Address	Relationship Status	tus	Purpose	Amount
KUNST MUSEUM LUZERN	EUROPLATZ 1 6005 501(C)(3)		GENERAL CHARITABLE	10,528
PATH	46156 WOODWARD			( (
PONTIAC MI 48342	501		L CHARITABLE	750
LUNGEVITY FOUNDATION CHICAGO II. 60654	435 NORTH LAS SALLE 501(C)(3)	LE #310 (3) GENERAL	L CHARITABLE	100
	15999 W. 12 MILE	RD		
SOUTHFIELD MI 48076	501(C)(3)	(3) GENERAL	L CHARITABLE	1,500
MASS MOCA NOBTH ADAMS MA 01247	1040 MASS MOCA WAY	1Y (3) GENERAL	I. CHARITABLE	2,500
MICHIGAN OPERA	1526 BROADWAY			
48226		(3) GENERAL	L CHARITABLE	2,000
MICHIGAN ROUNDTABLE FOR DIVERSITY	303 W GRAND BLVD			0
MI 48202	501(C)(3)	(3) GENERAL	L CHAKITABLE	000 'T
MOSAIC IOUIN INEAIRE OF DEIROII DETROIT MI 48202	1	(3) GENERAL	L CHARITABLE	2,500
NEUTRAL ZONE	310 EAST WASHINGTON			
ANN ARBOR MI 48104		(3) GENERAL	L CHARITABLE	1,880
SYMPHONY	500 17TH STREET			(
MIAMI BEACH FL 33139	501 (C) (3)	(3) GENERAL	L CHARITABLE	2,500
NOGUCHI FOUNDALION	32-37 VEKNON BLVD 501(C)(3)	(3) GENERAL	L CHARITABLE	13,600
ERVICES	114 ORCHARD LAKE			
PONTIAC MI 48341	501(C)(3)	(3) GENERAL	L CHARITABLE	500
	30215 SOUTHFIELD ROAD		פוסאהדטאניס ו	030
SOUTHFIELD MI 48076	(C)(O)TOC # UELEGRAPH ED # UELEGRAPH FOR # UEL	(5) GENERALI (4) #150		000
	501 (C) (3)	(3) GENERAL	L CHARITABLE	550
PEWABIC POTTERY	10125 EAST JEFFERSON	N AVE		
DETROIT MI 48214			L CHARITABLE	3,500
SALVATION AKMI SOUTHFIELD MI 48075	SKEENF 1	(3) GENERAL	L CHARITABLE	150
SCULPTURE CENTER	44-19 PURVES STREET		GENERAI. CHARITABI.E	2,500

17072 MAXINE AND STUART FRANKEL 38-3445379

Federal Statements

FYE: 12/31/2012

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

	Amount	2,500		17,500	300	1	22,000	6	10,000	100	) ) (	2,500		2,500		2,000		10,000	,	2,000	0	000,9	000		5,000		200		200
	Am																												
	Purpose	GENERAL CHARITABLE		GENERAL CHARITABLE	GENERAL CHARITABLE		GENERAL CHARITABLE		GENERAL CHARITABLE	GENERAI, CHARITARIE		GENERAL CHARITABLE		GENERAL CHARITABLE		GENERAL CHARITABLE		GENERAL CHARITABLE		GENERAL CHARITABLE		GENERAL CHARLTABLE	GENERAL. CHARITERIE		GENERAL CHARITABLE		GENERAL CHARITABLE		GENERAL CHARITABLE
Address	Relationship Status	PO BOX 37012 MRC 970 501 (C) (3)	VERN	501 (C) (3) GI	431 N MAIN ST 501(C)(3) G	TER	501(C)(3)		501(C)(3)	FO BOX /000 501(C)(3) G		501(C)(3)		501(C)(3)	1212 GRISWOLD STREET	501(C)(3)	EET	501(C)(3)	EET	501(C)(3)	ER R	501(C)(3) GE	T M.L	39 WATERMILL TOWD ROAD		5475 WOODWARD AVENUE	501(C)(3)		501(C)(3) GE
Name	Address	SMITHSONIAN AMERICAN ART MUSEUM WASHINGTON DC 20013	SOCRATES SCULPTURE PARK	LONG ISLAND CITY NY 11106	SOUTH OAKLAND SHELTER ROYAT, OAK MT 48067	SPHINX ORGANIZATION	DETROIT MI 48243	STORM KING ART CENTER	MOUNTAINVILLE NY 10953	THE HEAT AND WARMTH FUND DETROIT MI 48227	TOLEDO SCHOOL FOR THE ARTS	TOLEDO OH 43604	TURNING POINT EDUCATIONAL FUND	DETROIT MI 48234	UNITED WAY	DETROIT MI 48226	UNIVERSITY OF MICHIGAN	ANN ARBOR MI 48109	UNIVERSITY OF MI MUSEUM OF ART	ANN ARBOR MI 48109	UNIVERSITY MUSICAL SOCIETY	ANN ARBOR MI 48109	URBAN LAND INSTITUTE MICHIGAN	WATERMILL CENTER	WATER MILL NY 11976	WAYNE STATE UNIVERSITY	DETROIT MI 48202	Σ	WIXOM MI 48393

S)

398,651 Amount വ Statement 5 - Form 990-PF, Part XV, Line 3a - Grants and Contributions Paid During the Year (continued) Purpose Federal Statements Status Address Relationship 17072 MAXINE AND STUART FRANKEL Name Address FYE: 12/31/2012 38-3445379 TOTAL

8868

Application for Extension of Time To File an

**Exempt Organization Return** OMB No. 1545-1709 (Rev. January 2013) File a separate application for each return. Department of the Treasury Internal Revenue Service If you are filing for an Automatic 3-Month Extension, complete only Part I and check this box If you are filing for an Additional (Not Automatic) 3-Month Extension, complete only Part II (on page 2 of this form). Do not complete Part II unless you have already been granted an automatic 3-month extension on a previously filed Form 8868. Electronic filing (e-file). You can electronically file Form 8868 if you need a 3-month automatic extension of time to file (6 months for a corporation required to file Form 990-T), or an additional (not automatic) 3-month extension of time. You can electronically file Form 8868 to request an extension of time to file any of the forms listed in Part I or Part II with the exception of Form 8870, Information Return for Transfers Associated With Certain Personal Benefit Contracts, which must be sent to the IRS in paper format (see instructions). For more details on the electronic filing of this form, visit www.irs.gov/efile and click on e-file for Charities & Nonprofits. Automatic 3-Month Extension of Time. Only submit original (no copies needed) A corporation required to file Form 990-T and requesting an automatic 6-month extension - check this box and complete 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 Name of exempt organization or other filer, see instructions Employer identification number (EIN) or MAXINE AND STUART FRANKEL print FOUNDATION 38-3445379 Number, street, and room or suite no. If a P.O. box, see instructions. Social security number (SSN) File by the due date for 1334 MAPLELAWN DRIVE filma your City, town or post office, state, and ZIP code. For a foreign address, see instructions. return See TROY MI 48084 instructions Enter the Return code for the return that this application is for (file a separate application for each return) 04 **Application** Return **Application** Return Is For Code is For Code Form 990 or Form 990-EZ 01 Form 990-T (corporation) 07 Form 990-BL 02 Form 1041-A 80 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 MAXINE & STUART FRANKEL 1334 MAPLELAWN DRIVE 48084 The books are in the care of ▶ TROY Telephone No. ▶ 248-649-2924 FAX No. If the organization does not have an office or place of business in the United States, check this box If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) If this is and attach a list with the names and EINs of all members the extension is for. I request an automatic 3-month (6 months for a corporation required to file Form 990-T) extension of time until 08/15/13, 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 ▶ I lax year beginning , and ending 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 3,253 nonrefundable credits. See instructions. 3a

Caution. If you are going to make an electronic fund withdrawal with this Form 8868, see Form 8453-EO and Form 8879-EO for payment instructions.

For Privacy Act and Paperwork Reduction Act Notice, see instructions.

EFTPS (Electronic Federal Tax Payment System). See instructions.

b If this application is for Form 990-PF, 990-T, 4720, or 6069, enter any refundable credits and

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

estimated tax payments made. Include any prior year overpayment allowed as a credit.

Form 8868 (Rev 1-2013)

3b

7,914

Form 8868 (Re	ev. 1-2013)					Page 2
	filing for an Additional (Not Automatic) 3-Month Ext	ension, con	plete only Part II and check	this box		<u> </u>
Note. Only cor	nplete Part II if you have already been granted an auto	matic 3-mor	nth extension on a previously t	filed Form 8868.	• • • • • • • • • • • • • • • • • • • •	
	filing for an Automatic 3-Month Extension, complete					
PartII	Additional (Not Automatic) 3-Month Ex	ctension c	of Time. Only file the ori	iginal (no copies	needed).	
				Enter filer's identify	ing number, s	see instructions
Type or	Name of exempt organization or other filer, see instr	ructions.		Employer identification	ation number (E	∃IN) or
print	MAXINE AND STUART FRANKEI					
File by the	FOUNDATION			38-344537	9	
due date for	Number, street, and room or suite no. If a P.O. box,	see instructi	ons.	Social security nur	mber (SSN)	
filing your	1334 MAPLELAWN DRIVE					
return, See instructions,	City, town or post office, state, and ZIP code. For a	_				
	TROY MI	48084		<del></del>		
Enter the Retu	rn code for the return that this application is for (file a s	separate app	lication for each return)			04
	<del></del>	Τ	I			
Application		Return	Application			Return
Is For		Code	Is For	4 75 77	<del>,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,</del>	Code
	Form 990-EZ	01	· 1337/2832	sa sa Sari	<u>ئى مىڭىنىڭ ئ</u>	<u> </u>
Form 990-BI	· · · · · · · · · · · · · · · · · · ·	02	Form 1041-A			08
Form 4720 (		03	Form 4720			09
Form 990-P	(sec. 401(a) or 408(a) trust)	04	Form 5227			10
	(trust other than above)	05 06	Form 6069 Form 8870			11
7 0111 330-1	(indst office dian above)	1 00	1 70111 0070			
Telephone If the orga If this is fo for the whole go list with the na  I reques For cale If the tax Cha The State in	1334 MAPLELAWN DRIVE are in the care of ► TROY a No. ► 248-649-2924  Inization does not have an office or place of business in a Group Return, enter the organization's four digit Group, check this box  ■ If it is for part are and EINs of all members the extension is for.  It an additional 3-month extension of time until andar year 2012, or other tax year beginning at year entered in line 5 is for less than 12 months, checkinge in accounting period detail why you need the extension  TIONAL TIME IS REQUESTED TACCURATE RETURN.	FAX No. In the United roup Exemptit of the group  /15/13  ck reason:	States, check this box on Number (GEN) o, check this box  , and ending Initial return  Fig.	If this is and attach a		▶□
-	oplication is for Form 990-BL, 990-PF, 990-T, 4720, or ndable credits. See instructions.	6069, enter t	the tentative tax, less any	8a	\$	3,253
	oplication is for Form 990-PF, 990-T, 4720, or 6069, en	iter any refur	idable credits and	7.2		
estimate	ed tax payments made. Include any prior year overpaya	ment allowed	l as a credit and any			
amount	paid previously with Form 8868.			8b	\$	7,914
c Balanc	e due. Subtract line 8b from line 8a. Include your paym	nent with this	form, if required, by using EF	TPS		
(Electro	nic Federal Tax Payment System). See instructions.			8c_	\$	<u>-4,661</u>
•	Signature and Verifices of perjury, I declare that I have examined this form, if d belief, it is true, correct, and complete, and that I am	including acc authorized to		-	Date Form 8	8 6 2013 3868 (Rev 1-2013)
				•	rom	(1101 1-2010)

Id nacled 8-7-13