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

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

2012

Open to public inspection

For calendar year 2012 or tax year beginning

, and ending

Name of foundation THE FRANK FAMILY FOUNDATION, INC.		A Employer identification number 58-2082981
Number and street (or P O box number if mail is not delivered to street address) 920 CREST VALLEY DRIVE, NW		B Telephone number 404-255-7112
City or town, state, and ZIP code ATLANTA, GA 30327		C If exemption application is pending, check here ☐
G Check all that apply: ☐ Initial return ☐ Final return ☐ Address change ☐ Initial return of a former public charity ☐ Amended return ☐ Name change		D 1. Foreign organizations, check here ☐ 2. Foreign organizations meeting the 85% test, check here and attach computation ☐
H Check type of organization: ☒ Section 501(c)(3) exempt private foundation ☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundation		E If private foundation status was terminated under section 507(b)(1)(A), check here ☐
I Fair market value of all assets at end of year (from Part II, col. (c), line 16) \$ 5,968,845.		F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ☐
J Accounting method: ☒ Cash ☐ Accrual ☐ Other (specify) _____		

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c) and (d) may not necessarily equal the amounts in column (a))		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
1 Contributions, gifts, grants, etc., received					
2 Check ☒ if the foundation is not required to attach Sch B					
3 Interest on savings and temporary cash investments					
4 Dividends and interest from securities		722,374.	722,374.		STATEMENT 1
5a Gross rents					
b Net rental income or (loss)					
6a Net gain or (loss) from sale of assets not on line 10		2,231,855.			
b Gross sales price for all assets on line 6a 3,009,666.					
7 Capital gain net income (from Part IV, line 2)			2,231,855.		
8 Net short-term capital gain					
9 Income modifications					
10a Gross sales less returns and allowances					
b Less: Cost of goods sold					
c Gross profit or (loss)					
11 Other income		3,397.	3,397.	0.	STATEMENT 2
12 Total. Add lines 1 through 11		2,957,626.	2,957,626.	0.	
13 Compensation of officers, directors, trustees, etc		0.	0.	0.	0.
14 Other employee salaries and wages					
15 Pension plans, employee benefits					
16a Legal fees 18 2013					
b Accounting fees					
c Other professional fees					
17 Interest					
18 Taxes					
19 Depreciation and depletion					
20 Occupancy					
21 Travel, conferences, and meetings					
22 Printing and publications					
23 Other expenses STMT 3		65.	65.	0.	0.
24 Total operating and administrative expenses. Add lines 13 through 23		65.	65.	0.	0.
25 Contributions, gifts, grants paid		399,700.			399,700.
26 Total expenses and disbursements. Add lines 24 and 25		399,765.	65.	0.	399,700.
27 Subtract line 26 from line 12:					
a Excess of revenue over expenses and disbursements		2,557,861.			
b Net investment income (if negative, enter -0-)			2,957,561.		
c Adjusted net income (if negative, enter -0-)				0.	

SCANNED NOV 20 2013

Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only		
		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1 Cash - non-interest-bearing	28,138.	-1,154.	-1,154.
	2 Savings and temporary cash investments			
	3 Accounts receivable ▶ 6,480.			
	Less: allowance for doubtful accounts ▶	3,205.	6,480.	6,480.
	4 Pledges receivable ▶			
	Less: allowance for doubtful accounts ▶			
	5 Grants receivable			
	6 Receivables due from officers, directors, trustees, and other disqualified persons			
	7 Other notes and loans receivable ▶			
	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			
	b Investments - corporate stock STMT 4	1,314,076.	4,076,595.	5,963,519.
	c Investments - corporate bonds			
Liabilities	11 Investments - land, buildings, and equipment basis ▶			
	Less: accumulated depreciation ▶			
	12 Investments - mortgage loans			
	13 Investments - other			
	14 Land, buildings, and equipment: basis ▶			
	Less: accumulated depreciation ▶			
	15 Other assets (describe ▶)			
	16 Total assets (to be completed by all filers)	1,345,419.	4,081,921.	5,968,845.
	17 Accounts payable and accrued expenses			
	18 Grants payable			
Net Assets or Fund Balances	19 Deferred revenue			
	20 Loans from officers, directors, trustees, and other disqualified persons			
	21 Mortgages and other notes payable			
	22 Other liabilities (describe ▶)			
23 Total liabilities (add lines 17 through 22)	0.	0.		
Foundations that follow SFAS 117, check here ▶ ☐	24 Unrestricted			
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here ▶ ☒			
	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	1,345,419.	4,081,921.	
	30 Total net assets or fund balances	1,345,419.	4,081,921.	
31 Total liabilities and net assets/fund balances	1,345,419.	4,081,921.		

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	1,345,419.
2 Enter amount from Part I, line 27a	2	2,557,861.
3 Other increases not included in line 2 (itemize) ▶ BOOK/TAX ADJUSTMENT	3	178,672.
4 Add lines 1, 2, and 3	4	4,081,952.
5 Decreases not included in line 2 (itemize) ▶ NONDEDUCTIBLE EXPENSES	5	31.
6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	4,081,921.

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				
b SEE ATTACHED STATEMENT				
c				
d				
e				

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a			
b			
c			
d			
e 3,009,666.		777,811.	2,231,855.

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

(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
a			
b			
c			
d			
e			2,231,855.

2 Capital gain net income or (net capital loss)	{ If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7	2	2,231,855.
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c). If (loss), enter -0- in Part I, line 8		3	N/A

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

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

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

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

☐ Yes ☒ No

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

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col. (b) divided by col. (c))
2011	234,660.	5,247,762.	.044716
2010	355,851.	3,966,683.	.089710
2009	95,762.	2,763,461.	.034653
2008	92,128.	3,524,344.	.026140
2007	315,082.	3,773,306.	.083503

2 Total of line 1, column (d)	2	.278722
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	.055744
4 Enter the net value of noncharitable-use assets for 2012 from Part X, line 5	4	5,980,968.
5 Multiply line 4 by line 3	5	333,403.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	29,576.
7 Add lines 5 and 6	7	362,979.
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	399,700.

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

1a	Exempt operating foundations described in section 4940(d)(2), check here ☐ and enter "N/A" on line 1. Date of ruling or determination letter: _____ (attach copy of letter if necessary-see instructions)		
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ☒ and enter 1% of Part I, line 27b	1	29,576.
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	29,576.
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	29,576.
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	32,000.
d	Backup withholding erroneously withheld	6d	
7	Total credits and payments. Add lines 6a through 6d	7	32,000.
8	Enter any penalty for underpayment of estimated tax. Check here ☒ if Form 2220 is attached	8	31.
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	2,393.
11	Enter the amount of line 10 to be: Credited to 2013 estimated tax ☒ 2,393. Refunded ☐	11	0.

Part VII-A Statements Regarding Activities

	Yes	No
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		X
1b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see instructions for definition)? 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		X
1c Did the foundation file Form 1120-POL for this year?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation. ☒ \$ 0. (2) On foundation managers. ☒ \$ 0.		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. ☒ \$ 0.		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? If "Yes," attach a detailed description of the activities.		X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes		X
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		X
b If "Yes," has it filed a tax return on Form 990-T for this year?		
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T.		X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	X	
7 Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col. (c), and Part XV.	X	
8a Enter the states to which the foundation reports or with which it is registered (see instructions) ☒ GA		
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	X	
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2012 or the taxable year beginning in 2012 (see instructions for Part XIV)? If "Yes," complete Part XIV		X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses		X

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Part VII-A Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11		X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address N/A	13	X	
14	The books are in care of LOIS FRANK Located at 920 CREST VALLEY DRIVE, NW, ATLANTA, GA Telephone no. 404-255-7112 ZIP+4 30327			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here and enter the amount of tax-exempt interest received or accrued during the year	15	N/A	
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? See the instructions for exceptions and filing requirements for Form TD F 90-22.1. If "Yes," enter the name of the foreign country	16	Yes	No X

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

File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.

	Yes	No
1a During the year did the foundation (either directly or indirectly):		
(1) Engage in the sale or exchange, or leasing of property with a disqualified person?	☐ Yes ☒ No	
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	☐ Yes ☒ No	
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?	☐ Yes ☒ No	
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	☐ Yes ☒ No	
(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)?	☐ Yes ☒ No	
(6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.)	☐ Yes ☒ No	
b If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? Organizations relying on a current notice regarding disaster assistance check here	N/A	1b
c Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2012?		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)):		
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? If "Yes," list the years	☐ Yes ☒ No	
b Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see instructions.)	N/A	2b
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here.		
3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?	☐ Yes ☒ No	
b If "Yes," did it have excess business holdings in 2012 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969; (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest; or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? (Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2012)	N/A	3b
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?		4a
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

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

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

(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?

☐ Yes ☒ No

(2) Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive?

☐ Yes ☒ No

(3) Provide a grant to an individual for travel, study, or other similar purposes?

☐ Yes ☒ No

(4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)?

☐ Yes ☒ No

(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals?

☐ Yes ☒ No

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

N/A

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?

N/A

☐ Yes ☐ No

If "Yes," attach the statement required by Regulations section 53.4945-5(d).

6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?

☐ Yes ☒ No

6b

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?

☐ Yes ☒ No

7b

If "Yes" to 6b, file Form 8870

7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?

N/A

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

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

1 List all officers, directors, trustees, foundation managers and their compensation.

(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
SEE STATEMENT 5		0.	0.	0.

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

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

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

0

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:		
a	Average monthly fair market value of securities	1a	5,757,420.
b	Average of monthly cash balances	1b	308,149.
c	Fair market value of all other assets	1c	6,480.
d	Total (add lines 1a, b, and c)	1d	6,072,049.
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	6,072,049.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	91,081.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	5,980,968.
6	Minimum investment return. Enter 5% of line 5	6	299,048.

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	299,048.
2a	Tax on investment income for 2012 from Part VI, line 5	2a	29,576.
b	Income tax for 2012. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	29,576.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	269,472.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	269,472.
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	269,472.

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	399,700.
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	399,700.
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	5	29,576.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	370,124.

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				269,472.
2 Undistributed income, if any, as of the end of 2012			0.	
a Enter amount for 2011 only			0.	
b Total for prior years:		0.		
3 Excess distributions carryover, if any, to 2012:				
a From 2007	127,935.			
b From 2008				
c From 2009				
d From 2010	178,645.			
e From 2011				
f Total of lines 3a through e	306,580.			
4 Qualifying distributions for 2012 from Part XII, line 4: ▶ \$	399,700.			
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				269,472.
e Remaining amount distributed out of corpus	130,228.			
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:	436,808.			
a Corpus Add lines 3f, 4c, and 4e Subtract line 5				
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 instr.			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)	0.			
8 Excess distributions carryover from 2007 not applied on line 5 or line 7	127,935.			
9 Excess distributions carryover to 2013. Subtract lines 7 and 8 from line 6a	308,873.			
10 Analysis of line 9:				
a Excess from 2008				
b Excess from 2009				
c Excess from 2010	178,645.			
d Excess from 2011				
e Excess from 2012	130,228.			

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

- 1 a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2012, enter the date of the ruling ▶
- b Check box to indicate whether the foundation is a private operating foundation described in section ☐ 4942(j)(3) or ☐ 4942(j)(5)

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

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

1 Information Regarding Foundation Managers:

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

LARRY FRANK

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

NONE

2 Information Regarding Contribution, Grant, Gift, Loan, Scholarship, etc., Programs:

Check here ☒ if the foundation only makes contributions to preselected charitable organizations and does not accept unsolicited requests for funds. If the foundation makes gifts, grants, etc. (see instructions) to individuals or organizations under other conditions, complete items 2a, b, c, and d.

- a** The name, address, and telephone number or e-mail of the person to whom applications should be addressed:

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

- c Any submission deadlines:**

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

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a Paid during the year				
AA SISTERHOOD 600 PEACHTREE BATTLE AVENUE NW ATLANTA, GA 30327	NONE	N/A	UNRESTRICTED	100.
ADL 605 THIRD AVENUE NEW YORK, NY 10158	NONE	N/A	UNRESTRICTED	1,200.
AA SYNAGOGUE 600 PEACHTREE BATTLE AVENUE NW ATLANTA, GA 30327	NONE	N/A	UNRESTRICTED	7,510.
ALYN HOSPITAL 51 EAST 42ND STREET STE 308 NEW YORK, NY 10017	NONE	N/A	UNRESTRICTED	3,250.
ALAMEDA COUNTY FOOD BANK 7900 EDGEWATER DRIVE OAKLAND, CA 94621	NONE	N/A	UNRESTRICTED	1,000.
Total	SEE CONTINUATION SHEET(S)			399,700.
b Approved for future payment				
NONE				
Total				0.

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.

Enter gross amounts unless otherwise indicated.		Unrelated business income		Excluded by section 512, 513, or 514	(e) Related or exempt function income
	(a) Business code	(b) Amount	(c) Exclu- sion code	(d) Amount	
1 Program service revenue:					
a _____					
b _____					
c _____					
d _____					
e _____					
f _____					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments					
4 Dividends and interest from securities			14	722,374.	
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			14	3,397.	
8 Gain or (loss) from sales of assets other than inventory			18	2,231,855.	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue:					
a _____					
b _____					
c _____					
d _____					
e _____					
12 Subtotal. Add columns (b), (d), and (e)		0.		2,957,626.	0.
13 Total. Add line 12, columns (b), (d), and (e)				2,957,626.	2,957,626.

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

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

[illegible]

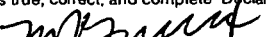
Part XVII Information Regarding Transfers To and Transactions and Relationships With Noncharitable Exempt Organizations

- | | | Yes | No |
|----------|--|-------|----|
| 1 | Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations? | | |
| a | Transfers from the reporting foundation to a noncharitable exempt organization of: | | |
| | (1) Cash | 1a(1) | X |
| | (2) Other assets | 1a(2) | X |
| b | Other transactions: | | |
| | (1) Sales of assets to a noncharitable exempt organization | 1b(1) | X |
| | (2) Purchases of assets from a noncharitable exempt organization | 1b(2) | X |
| | (3) Rental of facilities, equipment, or other assets | 1b(3) | X |
| | (4) Reimbursement arrangements | 1b(4) | X |
| | (5) Loans or loan guarantees | 1b(5) | X |
| | (6) Performance of services or membership or fundraising solicitations | 1b(6) | X |
| c | Sharing of facilities, equipment, mailing lists, other assets, or paid employees | 1c | X |
| d | If the answer to any of the above is "Yes," complete the following schedule. Column (b) should always show the fair market value of the goods, other assets, or services given by the reporting foundation. If the foundation received less than fair market value in any transaction or sharing arrangement, show in column (d) the value of the goods, other assets, or services received. | | |

[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
N/A		

Sign Here	Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete. Declaration of preparer (other than taxpayer) is based on all information of which preparer has any knowledge.				May the IRS discuss this return with the preparer shown below (see instr.)? ☒ Yes ☐ No	
	Signature of officer or trustee 		Date 11-14-13		Title PRESIDENT	
Paid Preparer Use Only	Print/Type preparer's name CHRISTOPHER B. DAVIS, CPA		Preparer's signature 		Date 11/6/13	
	Check ☐ if self-employed		PTIN P00546438			
	Firm's name ▶ HABIF, AROGETI, & WYNNE, L.L.P.				Firm's EIN ▶ 57-1157523	
	Firm's address ▶ FIVE CONCOURSE PARKWAY, SUITE 1000 ATLANTA, GA 30328				Phone no. (404) 892-9651	

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 .4 - HILLSHIRE BRANDS COMPANY	P		07/03/12
b KRAFT FOODS GROUP	P		10/03/12
c 212,327 - DE MASTER BLENDERS	P		06/28/12
d 10,000 - DE MASTER BLENDERS	P		11/07/12
e 20,000 - DE MASTER BLENDERS	P		11/23/12
f 10,000 - DE MASTER BLENDERS	P		12/26/12
g			
h			
i			
j			
k			
l			
m			
n			
o			

(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 12.			12.
b 31.		22.	9.
c 2,541,554.		298,989.	2,242,565.
d 116,841.		119,700.	-2,859.
e 233,387.		239,400.	-6,013.
f 117,841.		119,700.	-1,859.
g			
h			
i			
j			
k			
l			
m			
n			
o			

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) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
a			12.
b			9.
c			2,242,565.
d			-2,859.
e			-6,013.
f			-1,859.
g			
h			
i			
j			
k			
l			
m			
n			
o			

2 Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 If (loss), enter "-0-" in Part I, line 7 }	2	2,231,855.
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c). If (loss), enter "-0-" in Part I, line 8 }	3	N/A

Part XV Supplementary Information**3 Grants and Contributions Paid During the Year (Continuation)**

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
AMERICAN JEWISH COMMITTEE 1156 15TH STREET NW WASHINGTON, DC 20005	NONE	N/A	UNRESTRICTED	10,000.
AMERICAN JEWISH WORLD SERVICE 45 WEST 36TH STREET NEW YORK, NY 10018	NONE	N/A	UNRESTRICTED	45,000.
ALEXANDER MUSS HIGH SCHOOL 78 RANDALL AVENUE ROCKVILLE CENTRE, NY 11570	NONE	N/A	UNRESTRICTED	5,000.
ALLIANCE FOR CLIMATE EDUCATION 360 22ND STREET SUITE 730 OAKLAND, CA 94612	NONE	N/A	UNRESTRICTED	4,000.
ATLANTA FOOD BANK 732 JOSEPH EAST LOWERY BLVD ATLANTA, GA 30318	NONE	N/A	UNRESTRICTED	4,450.
ANIMALS ANONYMOUS 12200 MALONE ST. LOS ANGELES, CA 90066	NONE	N/A	UNRESTRICTED	3,000.
CAMP RAMAH 3080 BROADWAY NEW YORK, NY 10027	NONE	N/A	UNRESTRICTED	1,000.
CANINE ASSISTANTS 3160 FRANCIS ROAD ALPHARETTA, GA 30004	NONE	N/A	UNRESTRICTED	500.
ASIAN WOMAN'S SHELTER 3543 18TH ST. #19 SAN FRANCISCO, CA 94110	NONE	N/A	UNRESTRICTED	2,000.
CATSKILL ANIMAL SANCTUARY 316 OLD STAGE RD SAUGERTIES, NY 12477	NONE	N/A	UNRESTRICTED	500.
Total from continuation sheets				386,640.

Part XV Supplementary Information**3 Grants and Contributions Paid During the Year (Continuation)**

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
ATLANTA HUMANE SOCIETY 981 HOWELL MILL RD NW ATLANTA, GA 30318	NONE	N/A	UNRESTRICTED	3,000.
CHIMES ISRAEL 13 HA'ARAD STREET TEL AVIV, ISRAEL	NONE	N/A	UNRESTRICTED	5,000.
ATLANTA PET RESCUE 4874 S ATLANTA RD SE SMYRNA, GA 30080	NONE	N/A	UNRESTRICTED	4,000.
ATLANTA WOMEN'S FOUNDATION 50 HURT PLAZA SE ATLANTA, GA 30303	NONE	N/A	UNRESTRICTED	250.
BEND THE ARC 330 SEVENTH AVENUE 19TH FLOOR NEW YORK, NY 10001	NONE	N/A	UNRESTRICTED	500.
EMORY UNIVERSITY 1518 CLIFTON ROAD NE ATLANTA, GA 30329	NONE	N/A	UNRESTRICTED	100.
FOUNDATION FOR JEWISH CULTURE P.O. BOX 489 NEW YORK, NY 10113	NONE	N/A	UNRESTRICTED	1,000.
BLUE CARD 171 MADISON AVENUE SUITE 1405 NEW YORK, NY 10016	NONE	N/A	UNRESTRICTED	100.
CALIFORNIA WILDLIFE CENTER 26026 PUIMA ROAD CALABASAS, CA 91302	NONE	N/A	UNRESTRICTED	5,000.
GEORGIANS FOR HEALTHY FUTURE 100 EDGEWOOD AVENUE STE 815 ATLANTA, GA 30303	NONE	N/A	UNRESTRICTED	250.
Total from continuation sheets				

Part XV Supplementary Information**3 Grants and Contributions Paid During the Year (Continuation)**

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
CAMP TWIN LAKES 600 MEANS ST NW ATLANTA, GA 30318	NONE	N/A	UNRESTRICTED	2,000.
CARE 151 ELLIS STREET NE ATLANTA, GA 30303	NONE	N/A	UNRESTRICTED	6,000.
HILLELS OF GEORGIA 735 GATEWOOD ROAD NE ATLANTA, GA 30329	NONE	N/A	UNRESTRICTED	250.
HOLOCAUST MUSEUM 100 RAOUL WALLENBERG PLACE SW WASHINGTON, DC 20024	NONE	N/A	UNRESTRICTED	500.
HOSEA FEED THE HUNGRY 1035 DONNELLY AVENUE SW ATLANTA, GA 30310	NONE	N/A	UNRESTRICTED	500.
CENTER FOR JEWISH CULTURE AND CREATIVITY 423 N PALM DR SUITE 102 BEVERLY HILLS, CA 90210	NONE	N/A	UNRESTRICTED	500.
CENTER FOR MIDDLE EAST 100 CAMBRIDGE ST STE 1400 BOSTON, MA 02114	NONE	N/A	UNRESTRICTED	1,000.
CENTER FOR SURVIVORS OF TORTURE 4102 SWISS AVENUE DALLAS, TX 75204	NONE	N/A	UNRESTRICTED	2,000.
JCPA 13 TEL HAI STREET JERUSALEM, ISRAEL	NONE	N/A	UNRESTRICTED	11,900.
JEWISH COMMUNITY RELATIONS COUNCIL - JCRC 601 MONTROSE ROAD STE 205 ROCKVILLE, MD 20852	NONE	N/A	UNRESTRICTED	5,300.
Total from continuation sheets				

Part XV Supplementary Information**3 Grants and Contributions Paid During the Year (Continuation)**

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
JEWISH HEALTHCARE 650 SMITHFIELD STREET PITTSBURGH, PA 15222	NONE	N/A	UNRESTRICTED	250.
JEWISH NATIONAL FUND - JNF 42 EAST 69TH STREET NEW YORK, NY 10021	NONE	N/A	UNRESTRICTED	13,500.
JFCS 2150 POST ST. SAN FRANCISCO, CA 94115	NONE	N/A	UNRESTRICTED	6,000.
LEADERSHIP ATLANTA - LA 10 PEACHTREE PLACE STE 620 ATLANTA, GA 30309	NONE	N/A	UNRESTRICTED	100.
CENTRAL FUND FOR ISRAEL 980 AVENUE OF THE AMERICAS STE 3RD FLOOR NEW YORK, NY 10018	NONE	N/A	UNRESTRICTED	2,500.
LIMMUD 1A, HALL STREET, NORTH FINCHLEY LONDON, UNITED KINGDOM	NONE	N/A	UNRESTRICTED	2,500.
MAZON 10495 SANTA MONICA BLVD STE 100 LOS ANGELES, CA 90025	NONE	N/A	UNRESTRICTED	10,000.
MISCELLANEOUS CONTRIBUTIONS	NONE	N/A	UNRESTRICTED	19,830.
MORESHET YISRAEL #4 AGRON ST. JERUSALEM, ISRAEL	NONE	N/A	UNRESTRICTED	13,700.
NATIONAL COUNCIL OF JEWISH WOMEN - NCJW 475 RIVERSIDE DRIVE STE 1901 NEW YORK, NY 10115	NONE	N/A	UNRESTRICTED	2,600.
Total from continuation sheets				

Part XV Supplementary Information**3 Grants and Contributions Paid During the Year (Continuation)**

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
CHICAGO RABBINICAL COUNCIL 2701 W. HOWARD ST CHICAGO, IL 60645	NONE	N/A	UNRESTRICTED	5,000.
COMPASSION OVER KILLING P.O. BOX 9773 WASHINGTON, DC 20016	NONE	N/A	UNRESTRICTED	1,500.
OR HADASH 6751 ROSWELL RD NE ATLANTA, GA 30328	NONE	N/A	UNRESTRICTED	200.
PARDES 5 WEST 37TH STREET STE 802 NEW YORK, NY 10018	NONE	N/A	UNRESTRICTED	7,500.
PLANNED PARENTHOOD 434 WEST 33RD STREET NEW YORK, NY 10001	NONE	N/A	UNRESTRICTED	300.
DAVIS ACADEMY 8105 ROBERTS DR ATLANTA, GA 30350	NONE	N/A	UNRESTRICTED	500.
EPSTEIN SCHOOL 335 COLEWOOD WAY NW SANDY SPRINGS, GA 30328	NONE	N/A	UNRESTRICTED	500.
ETGAR P.O. BOX 2212 DECATUR, GA 30031	NONE	N/A	UNRESTRICTED	1,000.
SHAARE ZEDEK 829 NORTH HANLEY ST. LOUIS, MO 63130	NONE	N/A	UNRESTRICTED	3,750.
UNICEF 125 MAIDEN LANE 11TH FLOOR NEW YORK, NY 10038	NONE	N/A	UNRESTRICTED	5,500.
Total from continuation sheets				

Part XV Supplementary Information**3 Grants and Contributions Paid During the Year (Continuation)**

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
FSH MUSCULAR DYSTROPHY 450 BEDFORD STREET LEXINGTON, MA 02420	NONE	N/A	UNRESTRICTED	250.
UNITED WAY 701 NORTH FAIRFAX STREET ALEXANDRIA, VA 22314	NONE	N/A	UNRESTRICTED	1,000.
CHATTAHOOCHEE RIVERKEEPER 916 JOSEPH E. LOWERY BLVD NW ATLANTA, GA 30318	NONE	N/A	UNRESTRICTED	500.
VANDERBILT UNIVERSITY 2301 VANDERBILT PLACE NASHVILLE, TN 37240	NONE	N/A	UNRESTRICTED	1,100.
VOX 77 BASTWICK STREET LONDON, UNITED KINGDOM	NONE	N/A	UNRESTRICTED	100.
WEINSTEIN HOSPICE 3150 HOWELL MILL RD NW ATLANTA, GA 30327	NONE	N/A	UNRESTRICTED	250.
WESTERN GALILEE HOSPITAL P.O. BOX 21 NAHARYIA, ISRAEL	NONE	N/A	UNRESTRICTED	3,000.
GEORGIA BUDGET AND POLICY 100 EDGEWOOD AVENUE STE 950 ATLANTA, GA 30303	NONE	N/A	UNRESTRICTED	1,000.
WILLIAM BREMAN MUSEUM 1440 SPRING STREET NW ATLANTA, GA 30309	NONE	N/A	UNRESTRICTED	465.
YEMIN ORDE 12230 WILKINS AVENUE ROCKVILLE, MD 20852	NONE	N/A	UNRESTRICTED	1,000.
Total from continuation sheets				

Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)				
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)				
GILEE P.O. BOX 3987 ATLANTA, GA 30302	NONE	N/A	UNRESTRICTED	100.
GOOD PEOPLE FUND 384 WYOMING AVENUE MILLBURN, NJ 07041	NONE	N/A	UNRESTRICTED	2,100.
HADASSAH 50 WEST 58TH STREET NEW YORK, NY 10019	NONE	N/A	UNRESTRICTED	5,500.
HEBREW ACADEMY 5200 NORTHLAND DRIVE ATLANTA, GA 30342	NONE	N/A	UNRESTRICTED	10,000.
HEIS 20606 SE 34TH STREET SAMMAMISH, WA 98075	NONE	N/A	UNRESTRICTED	100.
HIDEC 1401 AVENUE I BROOKLYN, NY 11230	NONE	N/A	UNRESTRICTED	50.
HIGH MUSEUM 1280 PEACHTREE ST NE ATLANTA, GA 30309	NONE	N/A	UNRESTRICTED	95.
HUMAN RIGHTS COUNCIL UN HEADQUARTERS NEW YORK, NY 10017	NONE	N/A	UNRESTRICTED	5,000.
HUMANE SOCIETY OF THE U.S. 2100 L ST. NW WASHINGTON, DC 20037	NONE	N/A	UNRESTRICTED	15,500.
JEWISH EDUCATION LOAN FUND 4549 CHAMBLEE DUNWOODY RD ATLANTA, GA 30338	NONE	N/A	UNRESTRICTED	100.
Total from continuation sheets				

Part XV Supplementary Information**3 Grants and Contributions Paid During the Year (Continuation)**

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
JEWISH FEDERATION OF GREATER ATLANTA 1440 SPRING STREET NW ATLANTA, GA 30309	NONE	N/A	UNRESTRICTED	54,360.
JEWISH HISTORICAL SOCIETY 15 W 16TH STREET NEW YORK, NY 10011	NONE	N/A	UNRESTRICTED	50.
JEWISH HOME 100 WEST KINGSBRIDGE RD BRONX, NY 10468	NONE	N/A	UNRESTRICTED	1,000.
JEWISH KIDS GROUP 1440 SPRING STREET NW ATLANTA, GA 30309	NONE	N/A	UNRESTRICTED	5,000.
JEWISH LEADERSHIP P.O. BOX 241 CEDARHURST, NY 11516	NONE	N/A	UNRESTRICTED	5,000.
JEWISH WOMEN'S FUND 1440 SPRING STREET NW ATLANTA, GA 30309	NONE	N/A	UNRESTRICTED	3,000.
KULANU 165 WEST END AVENUE 3R NEW YORK, NY 10023	NONE	N/A	UNRESTRICTED	500.
LANCE ARMSTRONG - LIVESTRONG 2201 E. SIXTH STREET AUSTIN, TX 78702	NONE	N/A	UNRESTRICTED	200.
MARCUS JEWISH COMMUNITY CENTER 5342 TILLY MILL ROAD DUNWOODY, GA 30338	NONE	N/A	UNRESTRICTED	2,000.
MEDSHARE 3240 CLIFTON SPRINGS ROAD DECATUR, GA 30034	NONE	N/A	UNRESTRICTED	100.
Total from continuation sheets				

Part XV Supplementary Information**3** Grants and Contributions Paid During the Year (Continuation)

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
MONKEYBIZ 43 ROSE ST CAPE TOWN, SOUTH AFRICA	NONE	N/A	UNRESTRICTED	1,000.
NCSJ 2020 K STREET NW STE 7800 WASHINGTON, DC 20006	NONE	N/A	UNRESTRICTED	500.
NEW ISRAEL FUND 330 SEVENTH AVENUE 11TH FLOOR NEW YORK, NY 10001	NONE	N/A	UNRESTRICTED	13,000.
PEF - PUBLIC EMPLOYEES FEDERATION P.O. BOX 12414 ALBANY, NY 12212	NONE	N/A	UNRESTRICTED	6,000.
PROJECT INTERCHANGE 1156 15TH STREET NW WASHINGTON, DC 20005	NONE	N/A	UNRESTRICTED	15,000.
RESURGENS FOUNDATION 5671 PEACHTREE DUNWOODY ROAD STE 700 ATLANTA, GA 30342	NONE	N/A	UNRESTRICTED	1,000.
SUSAN G. KOMEN 5005 LBJ FREEWAY STE 250 DALLAS, TX 75244	NONE	N/A	UNRESTRICTED	750.
TAMPA FOCUS ACADEMY 304 DRUID HILLS ROAD TEMPLE TERRACE, FL 33617	NONE	N/A	UNRESTRICTED	250.
THE ALLIANCE FOR CLIMATE PROTECTION 901 E STREET NW STE 610 WASHINGTON, DC 20004	NONE	N/A	UNRESTRICTED	4,000.
THE TEMPLE 1589 PEACHTREET ST NE ATLANTA, GA 30309	NONE	N/A	UNRESTRICTED	100.
Total from continuation sheets				

Part XV Supplementary Information**3 Grants and Contributions Paid During the Year (Continuation)**

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
TORAH FUND 475 RIVERSIDE DRIVE STE 820 NEW YORK, NY 10115	NONE	N/A	UNRESTRICTED	100.
TZAR BA'ALEI CHAYIM 2810 BLAINE DRIVE CHEVY CASE, MD 20815	NONE	N/A	UNRESTRICTED	3,000.
UNIVERSITY OF GEORGIA 394 S MILDGE AVENUE STE 100 ATHENS, GA 30605	NONE	N/A	UNRESTRICTED	1,000.
WABE 740 BISMARCK ROAD NE ATLANTA, GA 30324	NONE	N/A	UNRESTRICTED	365.
YESHIVA ATLANTA 3130 RAYMOND DRIVE ATLANTA, GA 30340	NONE	N/A	UNRESTRICTED	825.
Total from continuation sheets				

The Frank Family Foundation, Inc
Schedule of Average Fair Market Value
2012

		Charles Schwab		Charles Schwab	
		Cash	Average Cash	Securities	Average Securities
December	2011	31,218.86		5,523,952.96	
January	2012	57,911.70	44,565.28	5,660,105.25	5,592,029.11
February	2012	45,128.20	51,519.95	6,001,125.36	5,830,615.31
March	2012	39,500.49	42,314.35	6,309,457.59	6,155,291.48
April	2012	43,663.98	41,582.24	6,388,368.02	6,348,912.81
May	2012	34,779.97	39,221.98	6,087,139.62	6,237,753.82
June	2012	671,917.28	353,348.63	5,187,516.06	5,637,327.84
July	2012	675,700.21	673,808.75	5,308,033.09	5,247,774.58
August	2012	636,045.75	655,872.98	5,434,670.37	5,371,351.73
September	2012	604,057.37	620,051.56	5,525,087.21	5,479,878.79
October	2012	516,625.63	560,341.50	5,645,938.75	5,585,512.98
November	2012	356,849.90	436,737.77	5,797,859.09	5,721,898.92
December	2012	-	178,424.95	5,963,519.09	5,880,689.09
			3,697,789.91		69,089,036.44
		AVG Monthly FMV	308,149.16	AVG Monthly FMV	5,757,419.70

FORM 990-PF	DIVIDENDS AND INTEREST FROM SECURITIES	STATEMENT	1
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SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
CHARLES SCHWAB - 1926	722,374.	0.	722,374.
TOTAL TO FM 990-PF, PART I, LN 4	722,374.	0.	722,374.

FORM 990-PF	OTHER INCOME	STATEMENT	2
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DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
OTHER INVESTMENT INCOME	3,397.	3,397.	0.
TOTAL TO FORM 990-PF, PART I, LINE 11	3,397.	3,397.	0.

FORM 990-PF	OTHER EXPENSES	STATEMENT	3
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DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
BANK FEES	65.	65.	0.	0.
TO FORM 990-PF, PG 1, LN 23	65.	65.	0.	0.

FORM 990-PF	CORPORATE STOCK	STATEMENT	4
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DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
MARKETABLE SECURITIES	4,076,595.	5,963,519.
TOTAL TO FORM 990-PF, PART II, LINE 10B	4,076,595.	5,963,519.

FORM 990-PF

PART VIII - LIST OF OFFICERS, DIRECTORS
TRUSTEES AND FOUNDATION MANAGERS

STATEMENT 5

NAME AND ADDRESS	TITLE AND AVRG HRS/WK	COMPEN- SATION	EMPLOYEE BEN PLAN CONTRIB	EXPENSE ACCOUNT
LOIS FRANK 920 CREST VALLEY DRIVE, NW ATLANTA, GA 30327	PRESIDENT 0.00	0.	0.	0.
LARRY FRANK 920 CREST VALLEY DRIVE, NW ATLANTA, GA 30327	CHAIRMAN OF BOARD 0.00	0.	0.	0.
ISAAC FRANK 920 CREST VALLEY DRIVE, NW ATLANTA, GA 30327	DIRECTOR 0.00	0.	0.	0.
M. JOSHUA FRANK 920 CREST VALLEY DRIVE, NW ATLANTA, GA 30327	TREASURER 0.00	0.	0.	0.
ADAM FRANK 920 CREST VALLEY DRIVE, NW ATLANTA, GA 30327	SECRETARY 0.00	0.	0.	0.
AARON FRANK 920 CREST VALLEY DRIVE, NW ATLANTA, GA 30327	DIRECTOR 0.00	0.	0.	0.
TOTALS INCLUDED ON 990-PF, PAGE 6, PART VIII		0.	0.	0.

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

Note. Only complete Part II if you have already been granted an automatic 3-month extension on a previously filed Form 8868.

• If you are filing for an **Automatic 3-Month Extension**, complete only **Part I** (on page 1).

Part II Additional (Not Automatic) 3-Month Extension of Time. Only file the original (no copies needed).

Enter filer's identifying number, see instructions

Type or print File by the due date for filing your return. See instructions.	Name of exempt organization or other filer, see instructions	Employer identification number (EIN) or
	THE FRANK FAMILY FOUNDATION, INC.	58-2082981
	Number, street, and room or suite no. If a P.O. box, see instructions.	Social security number (SSN)
	920 CREST VALLEY DRIVE, NW	
	City, town or post office, state, and ZIP code. For a foreign address, see instructions	
	ATLANTA, GA 30327	

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

04

Application Is For	Return Code	Application Is For	Return Code
Form 990 or Form 990-EZ	01		
Form 990-BL	02	Form 1041-A	08
Form 4720 (individual)	03	Form 4720	09
Form 990-PF	04	Form 5227	10
Form 990-T (sec. 401(a) or 408(a) trust)	05	Form 6069	11
Form 990-T (trust other than above)	06	Form 8870	12

STOP! Do not complete Part II if you were not already granted an automatic 3-month extension on a previously filed Form 8868.

LOIS FRANK

• The books are in the care of ☒ 920 CREST VALLEY DRIVE, NW - ATLANTA, GA 30327

Telephone No. ☒ 404-255-7112

FAX No. ☐

• If the organization does not have an office or place of business in the United States, check this box ☐

• If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) ☐. If this is for the whole group, check this box ☐. If it is for part of the group, check this box ☐ and attach a list with the names and EINs of all members the extension is for.

4 I request an additional 3-month extension of time until NOVEMBER 15, 2013.

5 For calendar year 2012, or other tax year beginning , and ending .

6 If the tax year entered in line 5 is for less than 12 months, check reason. ☐ Initial return ☐ Final return

☐ Change in accounting period

7 State in detail why you need the extension

ADDITIONAL INFORMATION IS NEEDED TO FILE A COMPLETE AND ACCURATE TAX RETURN.

8a If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions.	8a	\$	32,000.
b If this application is for Form 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit and any amount paid previously with Form 8868.	8b	\$	32,000.
c Balance due. Subtract line 8b from line 8a. Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions.	8c	\$	0.

Signature and Verification must be completed for Part II only.

Under penalties of perjury, I declare that I have examined this form, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete, and that I am authorized to prepare this form.

Signature ☒

Title ☒ CPA

Date ☐

Form 8868 (Rev. 1-2013)

- If you are filing for an **Additional (Not Automatic) 3-Month Extension**, complete only **Part II** and check this box ☒ **X**
- Note.** Only complete Part II if you have already been granted an automatic 3-month extension on a previously filed Form 8868.
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	THE FRANK FAMILY FOUNDATION, INC.	58-2082981
	Number, street, and room or suite no. If a P.O. box, see instructions.	Social security number (SSN)
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	City, town or post office, state, and ZIP code. For a foreign address, see instructions	
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- The books are in the care of **920 CREST VALLEY DRIVE, NW - ATLANTA, GA 30327**
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Signature ☐Title **CPA**Date ☐