Form **990-PF**

Department of the Treasury
Internal Revenue Service

Return of Private Foundation

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

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

OMB No 1545-0052

2012

Open to Public Inspection

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

Name of foundation: RICHARD FRANK FOUNDATION
C/O THE AYCO COMPANY, LP - NTG

A Employer identification number: 95-4776084

Number and street (or P O box number if mail is not delivered to street address): P.O. BOX 15014
Room/suite:

B Telephone number (see instructions): (518) 640-5000

City or town, state, and ZIP code: ALBANY, NY 12212-5014

C If exemption application is pending, check here ▶ ☐

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

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

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

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

I Fair market value of all assets at end of year *(from Part II, col (c), line 16)* ▶ $ 2,183,146.

J Accounting method ☒ Cash ☐ Accrual ☐ Other (specify) *(Part I, column (d) must be on cash basis)*

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

Part I Analysis of Revenue and Expenses *(The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions))*

		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants, etc , received (attach schedule)	224,175.	ATCH 1		
	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	35,475.	35,475.		ATCH 2
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	48,617.			
	b Gross sales price for all assets on line 6a 454,652.				
	7 Capital gain net income (from Part IV, line 2)		48,617.		
	8 Net short-term capital gain				
	9 Income modifications				
	10a Gross sales less returns and allowances				
	b Less Cost of goods sold				
	c Gross profit or (loss) (attach schedule)				
	11 Other income (attach schedule)				
	12 **Total.** Add lines 1 through 11	308,267.	84,092.		
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	0			
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees (attach schedule)				
	b Accounting fees (attach schedule)				
	c Other professional fees (attach schedule)				
	17 Interest				
	18 Taxes (attach schedule) (see instructions) ATCH 3	4,551.	551.		
	19 Depreciation (attach schedule) and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses (attach schedule) ATCH 4	9,435.	9,375.		
	24 **Total operating and administrative expenses.** Add lines 13 through 23	13,986.	9,926.		
	25 Contributions, gifts, grants paid	113,700.			113,700.
	26 **Total expenses and disbursements** Add lines 24 and 25	127,686.	9,926.		113,700.
	27 Subtract line 26 from line 12				
	a **Excess of revenue over expenses and disbursements**	180,581.			
	b **Net investment income** (if negative, enter -0-)		74,166.		
	c **Adjusted net income** (if negative, enter -0-)				

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Form **990-PF** (2012)

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Part II Balance Sheets

	Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)	Beginning of year (a) Book Value	End of year (b) Book Value	End of year (c) Fair Market Value
Assets	1 Cash - non-interest-bearing	16,906.	120,301.	120,301.
	2 Savings and temporary cash investments	71,668.	13,562.	13,562.
	3 Accounts receivable ▶			
	Less allowance for doubtful accounts ▶			
	4 Pledges receivable ▶			
	Less allowance for doubtful accounts ▶			
	5 Grants receivable			
	6 Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)		8,800.	ATCH 5 8,837.
	7 Other notes and loans receivable (attach schedule) ▶			
	Less allowance for doubtful accounts ▶			
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges			
	10 a Investments - U S and state government obligations (attach schedule)			
	b Investments - corporate stock (attach schedule) ATCH 6	691,769.	594,907.	2,040,446.
	c Investments - corporate bonds (attach schedule)			
	11 Investments - land, buildings, and equipment basis ▶			
	Less accumulated depreciation (attach schedule) ▶			
	12 Investments - mortgage loans			
	13 Investments - other (attach schedule)			
	14 Land, buildings, and equipment basis ▶			
	Less accumulated depreciation (attach schedule) ▶			
	15 Other assets (describe ▶)			
	16 **Total assets** (to be completed by all filers - see the instructions Also, see page 1, item I)	780,343.	737,570.	2,183,146.
Liabilities	17 Accounts payable and accrued expenses			
	18 Grants payable			
	19 Deferred revenue			
	20 Loans from officers, directors, trustees, and other disqualified persons			
	21 Mortgages and other notes payable (attach schedule)			
	22 Other liabilities (describe ▶)			
	23 **Total liabilities** (add lines 17 through 22)	0	0	
Net Assets or Fund Balances	**Foundations that follow SFAS 117, check here ▶ [X] and complete lines 24 through 26 and lines 30 and 31.**			
	24 Unrestricted	780,343.	737,570.	
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. ▶ [ ]			
	27 Capital stock, trust principal, or current funds			
	28 Paid-in or capital surplus, or land, bldg , and equipment fund			
	29 Retained earnings, accumulated income, endowment, or other funds			
	30 **Total net assets or fund balances** (see instructions)	780,343.	737,570.	
	31 **Total liabilities and net assets/fund balances** (see instructions)	780,343.	737,570.	

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	780,343.
2	Enter amount from Part I, line 27a	2	180,581.
3	Other increases not included in line 2 (itemize) ▶	3	
4	Add lines 1, 2, and 3	4	960,924.
5	Decreases not included in line 2 (itemize) ▶ ATCH 7	5	223,354.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	737,570.

Part IV Capital Gains and Losses for Tax on Investment Income

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

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

	Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
	(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
a				
b				
c				
d				
e				

2 Capital gain net income or (net capital loss)	If gain, also enter in Part I, line 7 / If (loss), enter -0- in Part I, line 7	2	48,617.
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6) If gain, also enter in Part I, line 8, column (c) (see instructions) If (loss), enter -0- in Part I, line 8		3	0

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

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

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

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period? ☐ Yes ☒ No
If "Yes," the foundation does not qualify under section 4940(e) Do not complete this part

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col (b) divided by col (c))
2011	109,298.	1,702,051.	0.064215
2010	102,710.	1,721,528.	0.059662
2009	97,000.	1,659,575.	0.058449
2008	112,418.	1,844,616.	0.060944
2007	114,234.	2,113,163.	0.054058

2	Total of line 1, column (d)	2	0.297328
3	Average distribution ratio for the 5-year base period - divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years	3	0.059466
4	Enter the net value of noncharitable-use assets for 2012 from Part X, line 5	4	1,889,852.
5	Multiply line 4 by line 3	5	112,382.
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	742.
7	Add lines 5 and 6	7	113,124.
8	Enter qualifying distributions from Part XII, line 4	8	113,700.

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

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

1a	Exempt operating foundations described in section 4940(d)(2), check here ▶ ☐ and enter "N/A" on line 1 . . . Date of ruling or determination letter ________ (attach copy of letter if necessary - see instructions)		
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ▶ [X] and enter 1% of Part I, line 27b	1	742.
c	All other domestic foundations enter 2% of line 27b Exempt foreign organizations enter 4% of Part I, line 12, col (b)		
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)	2	
3	Add lines 1 and 2	3	742.
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	742.
6	Credits/Payments		
a	2012 estimated tax payments and 2011 overpayment credited to 2012 — 6a 3,441.		
b	Exempt foreign organizations - tax withheld at source — 6b		
c	Tax paid with application for extension of time to file (Form 8868) — 6c		
d	Backup withholding erroneously withheld — 6d		
7	Total credits and payments Add lines 6a through 6d	7	3,441.
8	Enter any **penalty** for underpayment of estimated tax. Check here ☐ if Form 2220 is attached	8	
9	**Tax due.** If the total of lines 5 and 8 is more than line 7, enter **amount owed** ▶	9	
10	**Overpayment.** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ▶	10	2,699.
11	Enter the amount of line 10 to be **Credited to 2013 estimated tax** ▶ 2,699. **Refunded** ▶	11	

Part VII-A Statements Regarding Activities

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

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

			Yes	No
11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions	11		X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	X	
	Website address ▶ N/A			
14	The books are in care of ▶ THE AYCO COMPANY, L.P. Telephone no ▶ 518-640-5000 Located at ▶ PO BOX 15014 ALBANY, NY ZIP+4 ▶ 12212-5014			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here ▶ ☐ and enter the amount of tax-exempt interest received or accrued during the year ▶ 15			
16	At any time during calendar year 2012, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country?	16		X
	See the instructions for exceptions and filing requirements for Form TD F 90-22 1 If "Yes," enter the name of the foreign country ▶			

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

	File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.		Yes	No
1a	During the year did the foundation (either directly or indirectly)			
	(1) Engage in the sale or exchange, or leasing of property with a disqualified person? ☐ Yes ☒ No			
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? ☐ Yes ☒ No			
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? ☒ Yes ☐ No			
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? ☐ Yes ☒ No			
	(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? ☐ Yes ☒ No			
	(6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days) ☐ Yes ☒ No			
b	If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53 4941(d)-3 or in a current notice regarding disaster assistance (see instructions)?	1b	X	
	Organizations relying on a current notice regarding disaster assistance check here ▶ ☐			
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2012?	1c		X
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))			
a	At the end of tax year 2012, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2012? ☐ Yes ☒ No If "Yes," list the years ▶ ______, ______, ______, ______			
b	Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see instructions)	2b		
c	If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here ▶ ______, ______, ______, ______			
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? ☐ Yes ☒ No			
b	If "Yes," did it have excess business holdings in 2012 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969, (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest; or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? *(Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2012)*	3b		
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a		X
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2012?	4b		X

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

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

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

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

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

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

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

b If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53 4945 or in a current notice regarding disaster assistance (see instructions)? **5b**

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

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

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

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

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

If "Yes" to 6b, file Form 8870

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

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

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

1 List all officers, directors, trustees, foundation managers and their compensation (see instructions).

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
ATCH 8		0	0	0

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

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

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

Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors *(continued)*

3 Five highest-paid independent contractors for professional services (see instructions). If none, enter "NONE."

(a) Name and address of each person paid more than $50,000	(b) Type of service	(c) Compensation
NONE		0
Total number of others receiving over $50,000 for professional services ▶		

Part IX-A Summary of Direct Charitable Activities

List the foundation's four largest direct charitable activities during the tax year Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc	Expenses
1 PLEASE NOTE, THE FOUNDATION IS NOT INVOLVED IN ANY DIRECT CHARITABLE ACTIVITIES. ITS PRIMARY PURPOSE IS TO SUPPORT, BY CONTRIBUTIONS, OTHER CHARITABLE ORGANIZATIONS EXEMPT	
2 UNDER INTERNAL REVENUE CODE SECTION 501(C)(3).	
3	
4	

Part IX-B Summary of Program-Related Investments (see instructions)

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2	Amount
1 NONE	
2	
All other program-related investments See instructions	
3 NONE	
Total. Add lines 1 through 3 ▶	

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:		
a	Average monthly fair market value of securities	1a	1,818,129.
b	Average of monthly cash balances	1b	100,502.
c	Fair market value of all other assets (see instructions)	1c	
d	**Total** (add lines 1a, b, and c)	1d	1,918,631.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation) — 1e		
2	Acquisition indebtedness applicable to line 1 assets	2	
3	Subtract line 2 from line 1d	3	1,918,631.
4	Cash deemed held for charitable activities Enter 1 1/2 % of line 3 (for greater amount, see instructions)	4	28,779.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3 Enter here and on Part V, line 4	5	1,889,852.
6	**Minimum investment return.** Enter 5% of line 5	6	94,493.

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	94,493.
2a	Tax on investment income for 2012 from Part VI, line 5	2a	742.		
b	Income tax for 2012 (This does not include the tax from Part VI)	2b			
c	Add lines 2a and 2b			2c	742.
3	Distributable amount before adjustments Subtract line 2c from line 1			3	93,751.
4	Recoveries of amounts treated as qualifying distributions			4	
5	Add lines 3 and 4			5	93,751.
6	Deduction from distributable amount (see instructions)			6	
7	**Distributable amount** as adjusted Subtract line 6 from line 5 Enter here and on Part XIII, line 1			7	93,751.

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	113,700.
b	Program-related investments - total from Part IX-B	1b	
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc, purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	**Qualifying distributions.** Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	113,700.
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 (see instructions)	5	742.
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	112,958.

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				93,751.
2 Undistributed income, if any, as of the end of 2012				
a Enter amount for 2011 only			12,858.	
b Total for prior years 20 10 ,20 09 ,20 08				
3 Excess distributions carryover, if any, to 2012.				
a From 2007				
b From 2008				
c From 2009				
d From 2010				
e From 2011				
f Total of lines 3a through e				
4 Qualifying distributions for 2012 from Part XII, line 4 ▶ $ 113,700.				
a Applied to 2011, but not more than line 2a			12,858.	
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				93,751.
e Remaining amount distributed out of corpus	7,091.			
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	7,091.			
b Prior years' undistributed income. Subtract line 4b from line 2b				
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed				
d Subtract line 6c from line 6b. Taxable amount - see instructions				
e Undistributed income for 2011 Subtract line 4a from line 2a Taxable amount - see instructions				
f Undistributed income for 2012 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2013				
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)				
8 Excess distributions carryover from 2007 not applied on line 5 or line 7 (see instructions)				
9 **Excess distributions carryover to 2013.** Subtract lines 7 and 8 from line 6a	7,091.			
10 Analysis of line 9				
a Excess from 2008				
b Excess from 2009				
c Excess from 2010				
d Excess from 2011				
e Excess from 2012 7,091.				

Part XIV Private Operating Foundations (see instructions and Part VII-A, question 9) NOT APPLICABLE

1a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2012, enter the date of the ruling . . . . ▶

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

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

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

1 **Information Regarding Foundation Managers:**

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

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

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

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

c Any submission deadlines

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

Part XV Supplementary Information (continued)

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a *Paid during the year*				
ATCH 9				
Total . . . . ▶ **3a**				113,700.
b *Approved for future payment*				
Total . . . . ▶ **3b**				

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.	Unrelated business income (a) Business code	Unrelated business income (b) Amount	Excluded by section 512, 513, or 514 (c) Exclusion code	Excluded by section 512, 513, or 514 (d) Amount	(e) Related or exempt function income (See instructions.)
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	35,475.	
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	48,617.	
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)				84,092.	

13 Total. Add line 12, columns (b), (d), and (e) . . . . 13 84,092.

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

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

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

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

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

d If the answer to any of the above is "Yes," complete the following schedule Column (b) should always show the fair market value of the goods, other assets, or services given by the reporting foundation If the foundation received less than fair market value in any transaction or sharing arrangement, show in column (d) the value of the goods, other assets, or services received

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

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

b If "Yes," complete the following schedule

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

Sign Here

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

Signature of officer or trustee: [signature] Date: 11/15/13 Title: Trustee

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

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check ☐ if self-employed	PTIN
DAVID J. OPPEDISANO	[signature]	11/13/13		P00227629

Firm's name ▶ THE AYCO COMPANY, LP - NTE

Firm's EIN ▶ 33-1187432

Firm's address ▶ P.O. BOX 15014 ALBANY, NY 12212-5014

Phone no 949-955-1544

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

Schedule of Contributors

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

OMB No 1545-0047

2012

Name of the organization
RICHARD FRANK FOUNDATION
C/O THE AYCO COMPANY, LP - NTG

Employer identification number
95-4776084

Organization type (check one)

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

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

General Rule

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

Special Rules

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

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

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

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

Name of organization RICHARD FRANK FOUNDATION
C/O THE AYCO COMPANY, LP - NTG

Employer identification number 95-4776084

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

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
1	RICHARD FRANK C/O THE AYCO COMPANY - NTG PO BOX 15014 ALBANY, NY 12212-5014	$ 224,175.	Person [X] Payroll [ ] Noncash [X] (Complete Part II if there is a noncash contribution)
		$	Person [ ] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution)
		$	Person [ ] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution)
		$	Person [ ] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution)
		$	Person [ ] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution)
		$	Person [ ] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution)

Name of organization	Employer identification number
RICHARD FRANK FOUNDATION C/O THE AYCO COMPANY, LP - NTG	95-4776084

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

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
1	2,565 SHARES AMGEN INC COMMON STOCK	$ 224,175.	12/26/2012
		$	
		$	
		$	
		$	
		$	

Name of organization	Employer identification number
RICHARD FRANK FOUNDATION C/O THE AYCO COMPANY, LP - NTG	95-4776084

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

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

Use duplicate copies of Part III if additional space is needed

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

(e) Transfer of gift

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

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

(e) Transfer of gift

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

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

(e) Transfer of gift

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

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

(e) Transfer of gift

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

J P MORGAN CLEARING CORP
3 METROTECH CENTER
BROOKLYN NY 11245-0001

Account No	908-31436
Account Name	THE RICHARD FRANK FOUNDATION
Taxpayer Identification Number	95-4776084
Account Executive No	TMM
ORIGINAL	12/31/12

Introducing Firm
Bel Air Securities
(310) 229-1500

2012 FORM 1099-B: PROCEEDS FROM BROKER & BARTER EXCHANGE TRANSACTIONS (OMB NO. 1545-0715)

Covered Short Term Gain or Loss - Cost Basis Reported to IRS

Box 6a: **Box 6b:** Basis Report to IRS **Box 1c: Type of Gain or Loss:** Short Term

Report on Form 8949, Part I, with Box A checked

*** JPMCC does not report Realized Gain / Loss to IRS and is not responsible for the accuracy of such information.**

(Box 1a) Date of Sale or Exchange		(Box 1b) Date of Acquisition	(Box 8) Description	(Box 1d) Symbol / CUSIP	(Box 1e) Quantity Sold	(Box 2a) Sales Price Less Commission and Option Premiums	(Box 3) Cost or Other Basis	(Box 5) Wash Sale Loss Disallowed	(Box 4) Federal Income Tax Withheld	(Box 2b) Loss Not Allowed	* REALIZED GAIN / (LOSS)
06/01/12	H	01/19/12	BOEING CO	BA 097023105	75 00000	5,079 61	5,689 48	0 00	0.00		(609 87)
01/19/12	H	08/09/11	***COOPER INDUSTRIES PLC	G24140108	50 00000	2,948 03	2,348 17	0 00	0.00		599 86
01/19/12	H	07/11/11	***COOPER INDUSTRIES PLC	G24140108	100 00000	5,896 06	6,031 32	0 00	0.00		(135 26)
01/05/12	H	06/16/11	FMC TECHNOLOGIES INC	FTI 30249U101	25 00000	1,283 26	1,005 07	0 00	0 00		278 19
01/05/12	H	06/20/11	FMC TECHNOLOGIES INC	FTI 30249U101	75 00000	3,849 78	3,016 64	0 00	0.00		833 14
06/01/12	H	06/16/11	FMC TECHNOLOGIES INC	FTI 30249U101	50 00000	1,933 90	2,010 14	0 00	0.00		(76 24)
06/01/12	H	06/17/11	FMC TECHNOLOGIES INC	FTI 30249U101	175 00000	6,768 66	7,030 87	0 00	0.00		(262 21)
04/23/12	H	10/24/11	***GLAXOSMITHKLINE PLC	GSK 37733W105	125 00000	5,825 37	5,580 75	0 00	0.00		244 62
01/05/12	H	08/03/11	ILLUMINA INC	ILMN 452327109	50 00000	1,571 71	2,959 09	0 00	0.00		(1,387 38)
11/15/12	H	06/15/12	MOTOROLA SOLUTIONS INC	MSI 620076307	100 00000	5,266 88	4,810 12	0 00	0.00		456 76
11/15/12	H	01/13/12	OCCIDENTAL PETE CORP	OXY 674599105	175.00000	12,914 96	16,970 36	0 00	0.00		(4,055 40)
01/27/12	H	10/05/11	ROCKWELL AUTOMATION INC	ROK 773903109	50 00000	3,855 76	3,909 05 W	0 00	0.00		(53 29)

This is important tax information and is being furnished to the Internal Revenue Service (except as indicated). If you are required to file a return, a negligence penalty or other sanction may be imposed on you if this income is taxable and the IRS determines that it has not been reported.

J P MORGAN CLEARING CORP 3 METROTECH CENTER BROOKLYN NY 11245-0001	Account No Account Name Taxpayer Identification Number Account Executive No *ORIGINAL:*	908-31436 THE RICHARD FRANK FOUNDATION 95-4776084 TMM *12/31/12*	Introducing Firm Bel Air Securities (310) 229-1500

2012 FORM 1099-B: PROCEEDS FROM BROKER & BARTER EXCHANGE TRANSACTIONS (OMB NO. 1545-0715) (continued)

Covered Short Term Gain or Loss - Cost Basis Reported to IRS

Box 6a: **Box 6b:** Basis Report to IRS **Box 1c: Type of Gain or Loss:** Short Term

Report on **Form 8949, Part I,** with **Box A** checked

*** JPMCC does not report Realized Gain / Loss to IRS and is not responsible for the accuracy of such information.**

(Box 1a) Date of Sale or Exchange	(Box 1b) Date of Acquisition	(Box 8) Description	(Box 1d) Symbol / CUSIP	(Box 1e) Quantity Sold	(Box 2a) Sales Price Less Commission and Option Premiums	(Box 3) Cost or Other Basis	(Box 5) Wash Sale Loss Disallowed	(Box 4) Federal Income Tax Withheld	(Box 2b) Loss Not Allowed	* REALIZED GAIN / (LOSS)
01/27/12 H	05/17/11	ROCKWELL AUTOMATION INC	ROK 773903109	125 00000	9,639 40	10,230 42	0 00	0.00		(591 02)
01/05/12 H	12/20/11	***SAP AG	SAP 803054204	75 00000	4,024 69	4,186 77	162 08	0.00		0 00
03/28/12 H	08/09/11	STARBUCKS CORP	SBUX 855244109	75 00000	4,184 48	2,624 99	0 00	0.00		1,559 49
		15 ITEMS - Total			**75,042.55**	**78,403.24**	**162.08**	**0.00**		**(3,198.61)**

This is important tax information and is being furnished to the Internal Revenue Service (except as indicated) If you are required to file a return, a negligence penalty or other sanction may be imposed on you if this income is taxable and the IRS determines that it has not been reported.

J P MORGAN CLEARING CORP
3 METROTECH CENTER
BROOKLYN NY 11245-0001

Account No	908-31436
Account Name	THE RICHARD FRANK FOUNDATION
Taxpayer Identification Number	95-4776084
Account Executive No	TMM
ORIGINAL:	*12/31/12*

Introducing Firm
Bel Air Securities
(310) 229-1500

2012 FORM 1099-B: PROCEEDS FROM BROKER & BARTER EXCHANGE TRANSACTIONS (OMB NO. 1545-0715)

Covered Long Term Gain or Loss - Cost Basis Reported to IRS

Box 6a: **Box 6b:** Basis Report to IRS **Box 1c: Type of Gain or Loss:** Long Term

Report on **Form 8949, Part II,** with **Box A** checked

*** JPMCC does not report Realized Gain / Loss to IRS and is not responsible for the accuracy of such information.**

(Box 1a) Date of Sale or Exchange		(Box 1b) Date of Acquisition	(Box 8) Description	(Box 1d) Symbol / CUSIP	(Box 1e) Quantity Sold	(Box 2a) Sales Price Less Commission and Option Premiums	(Box 3) Cost or Other Basis	(Box 5) Wash Sale Loss Disallowed	(Box 4) Federal Income Tax Withheld	(Box 2b) Loss Not Allowed	REALIZED GAIN / (LOSS)
08/07/12	H	06/02/11	WALT DISNEY CO	DIS 254687106	125 00000	6,220 60	5,024 45	0 00	0.00		1,196 15
11/15/12	H	10/24/11	***GLAXOSMITHKLINE PLC	GSK 37733W105	250 00000	10,459 31	11,161 50	0 00	0.00		(702 19)
11/15/12	H	11/01/11	***GLAXOSMITHKLINE PLC	GSK 37733W105	300 00000	12,551 17	13,237 23	0 00	0.00		(686 06)
06/21/12	H	03/03/11	METLIFE INC	MET 59156R108	50 00000	1,499 35	2,174 50	0 00	0.00		(675 15)
06/21/12	H	03/03/11	METLIFE INC	MET 59156R108	125 00000	3,748 37	5,515 00	0 00	0.00		(1,766 63)
06/21/12	H	03/03/11	METLIFE INC	MET 59156R108	150 00000	4,498.05	6,610 89	0 00	0.00		(2,112 84)
06/21/12	H	03/02/11	METLIFE INC	MET 59156R108	150 00000	4,498 05	6,558 80	0 00	0.00		(2,060 75)
10/19/12	H	08/09/11	STARBUCKS CORP	SBUX 855244109	225 00000	10,249 23	7,874 98	0 00	0.00		2,374 25
01/19/12	S	01/13/11	UNITED PARCEL SVC INC	UPS 911312106	75 00000	5,638 88	5,425 77 T	0 00	0.00		213 11
			9 ITEMS - Total			**59,363.01**	**63,583.12**	**0.00**	**0.00**		**(4,220.11)**

This is important tax information and is being furnished to the Internal Revenue Service (except as indicated). If you are required to file a return, a negligence penalty or other sanction may be imposed on you if this income is taxable and the IRS determines that it has not been reported.

J P MORGAN CLEARING CORP
3 METROTECH CENTER
BROOKLYN NY 11245-0001

Account No.	908-31436
Account Name	THE RICHARD FRANK FOUNDATION
Taxpayer Identification Number	95-4776084
Account Executive No	TMM
ORIGINAL	12/31/12

Introducing Firm
Bel Air Securities
(310) 229-1500

2012 FORM 1099-B: PROCEEDS FROM BROKER & BARTER EXCHANGE TRANSACTIONS (OMB NO. 1545-0715)

Noncovered Long Term Gain or Loss - Cost Basis NOT Reported to IRS

Box 6a: Noncovered Security **Box 6b:** **Box 1c: Type of Gain or Loss:** Long Term

Report on Form 8949, Part II, with Box B checked

* JPMCC does not report Date of Acquisition, Cost Basis, and Realized Gain / Loss to the IRS for noncovered transactions and is not responsible for the accuracy of such information. Wash Sales are not calculated for noncovered transactions.

(Box 1a) Date of Sale or Exchange		(Box 1b) * Date of Acquisition	(Box 8) Description	(Box 1d) Symbol / CUSIP	(Box 1e) Quantity Sold	(Box 2a) Sales Price Less Commission and Option Premiums	(Box 3) * Cost or Other Basis	(Box 5) * Wash Sale Loss Disallowed	(Box 4) Federal Income Tax Withheld	(Box 2b) Loss Not Allowed	* REALIZED GAIN / (LOSS)
07/19/12	S	11/23/10	AMERICAN EXPRESS COMPANY	AXP 025816109	150 00000	8,408 96	6,316 01 T	0 00	0.00		2,092 95
01/19/12	H	07/13/06	APPLE INC	AAPL 037833100	25 00000	10,731 11	1,293 10 T	0 00	0.00		9,438 01
03/19/12	H	07/13/06	APPLE INC	AAPL 037833100	10 00000	5,965 24	517 24 T	0 00	0.00		5,448 00
06/15/12	H	07/13/06	APPLE INC	AAPL 037833100	10 00000	5,697 24	517 24 T	0 00	0.00		5,180 00
01/19/12	H	08/30/10	***COOPER INDUSTRIES PLC	G24140108	50 00000	2,948 03	2,125 22 T	0 00	0.00		822 81
05/21/12	H	08/31/10	***COOPER INDUSTRIES PLC	G24140108	25 00000	1,752 72	1,054 14 T	0 00	0.00		698 58
05/21/12	H	08/30/10	***COOPER INDUSTRIES PLC	G24140108	175 00000	12,269 05	7,438 26 T	0 00	0.00		4,830 79
10/26/12	H	12/10/10	DISCOVERY COMMUNICATIONS INC	DISCK 25470F302	50 00000	2,684 76	1,849 08	0 00	0.00		835 68
10/26/12	H	12/13/10	DISCOVERY COMMUNICATIONS INC	DISCK 25470F302	75 00000	4,027 13	2,790 17	0 00	0.00		1,236 96
01/05/12	H	12/20/05	ILLUMINA INC	ILMN 452327109	75 00000	2,357 56	533 20 T	0 00	0.00		1,824 36
01/05/12	H	12/21/05	ILLUMINA INC	ILMN 452327109	75 00000	2,357 57	560 69 T	0 00	0 00		1,796 88
01/06/12	H	12/20/05	ILLUMINA INC	ILMN 452327109	225 00000	7,118 73	1,599 61 T	0 00	0.00		5,519 12

This is important tax information and is being furnished to the Internal Revenue Service (except as indicated). If you are required to file a return, a negligence penalty or other sanction may be imposed on you if this income is taxable and the IRS determines that it has not been reported.

J P MORGAN CLEARING CORP
3 METROTECH CENTER
BROOKLYN NY 11245-0001

Account No	908-31436
Account Name	THE RICHARD FRANK FOUNDATION
Taxpayer Identification Number	95-4776084
Account Executive No	TMM
ORIGINAL	*12/31/12*

Introducing Firm
Bel Air Securities
(310) 229-1500

2012 FORM 1099-B: PROCEEDS FROM BROKER & BARTER EXCHANGE TRANSACTIONS (OMB NO. 1545-0715) (continued)

Noncovered Long Term Gain or Loss - Cost Basis NOT Reported to IRS

Box 6a: Noncovered Security **Box 6b:** **Box 1c: Type of Gain or Loss:** Long Term

Report on Form 8949, Part II, with Box B checked

*** JPMCC does not report Date of Acquisition, Cost Basis, and Realized Gain / Loss to the IRS for noncovered transactions and is not responsible for the accuracy of such information. Wash Sales are not calculated for noncovered transactions.**

(Box 1a) Date of Sale or Exchange		(Box 1b) * Date of Acquisition	(Box 8) Description	(Box 1d) Symbol / CUSIP	(Box 1e) Quantity Sold	(Box 2a) Sales Price Less Commission and Option Premiums	(Box 3) * Cost or Other Basis	(Box 5) * Wash Sale Loss Disallowed	(Box 4) Federal Income Tax Withheld	(Box 2b) Loss Not Allowed	* REALIZED GAIN / (LOSS)
02/14/12	H	09/21/10	HMS HOLDINGS CORP	HMSY 40425J101	150 00000	5,100 51	2,860 14 T	0 00	0.00		2,240 37
02/16/12	H	09/23/10	HMS HOLDINGS CORP	HMSY 40425J101	125 00000	4,199 93	2,380 99 T	0 00	0.00		1,818 94
02/17/12	H	09/23/10	HMS HOLDINGS CORP	HMSY 40425J101	100 00000	3,119 59	1,904 80 T	0 00	0.00		1,214 79
06/15/12	H	06/08/10	MICROSOFT CORP	MSFT 594918104	75 00000	2,236 25	1,883 86 T	0 00	0.00		352 39
06/15/12	H	09/17/08	MICROSOFT CORP	MSFT 594918104	225 00000	6,708 74	5,684 99 T	0 00	0.00		1,023 75
06/15/12	H	03/18/10	QUALCOMM INC	QCOM 747525103	150 00000	8,396 79	5,909.72 T	0 00	0.00		2,487 07
07/12/12	H	03/18/10	QUALCOMM INC	QCOM 747525103	75.00000	3,984 17	2,954 86 T	0 00	0.00		1,029 31
01/11/12	H	04/23/10	***SCHLUMBERGER LTD	SLB 806857108	100.00000	6,975 41	7,197 06 T	0 00	0.00		(221 65)
01/11/12	H	01/23/08	***SCHLUMBERGER LTD	SLB 806857108	150 00000	10,463 11	11,294 51 T	0 00	0.00		(831 40)
01/13/12	H	10/10/08	***SCHLUMBERGER LTD	SLB 806857108	75 00000	5,134 92	4,272 00 T	0 00	0.00		862 92
01/13/12	H	04/23/10	***SCHLUMBERGER LTD	SLB 806857108	100 00000	6,846 55	7,197 06 T	0 00	0.00		(350 51)

This is important tax information and is being furnished to the Internal Revenue Service (except as indicated). If you are required to file a return, a negligence penalty or other sanction may be imposed on you if this income is taxable and the IRS determines that it has not been reported.

J P MORGAN CLEARING CORP
3 METROTECH CENTER
BROOKLYN NY 11245-0001

Account No	908-31436
Account Name	THE RICHARD FRANK FOUNDATION
Taxpayer Identification Number	95-4776084
Account Executive No	TMM
ORIGINAL	*12/31/12*

Introducing Firm
Bel Air Securities
(310) 229-1500

2012 FORM 1099-B: PROCEEDS FROM BROKER & BARTER EXCHANGE TRANSACTIONS (OMB NO. 1545-0715) (continued)

Noncovered Long Term Gain or Loss - Cost Basis NOT Reported to IRS

Box 6a: Noncovered Security   **Box 6b.**   **Box 1c: Type of Gain or Loss:** Long Term

Report on **Form 8949, Part II,** with Box B checked

• **JPMCC does not report Date of Acquisition, Cost Basis, and Realized Gain / Loss to the IRS for noncovered transactions and is not responsible for the accuracy of such information. Wash Sales are not calculated for noncovered transactions.**

(Box 1a) Date of Sale or Exchange		(Box 1b) * Date of Acquisition	(Box 8) Description	(Box 1d) Symbol / CUSIP	(Box 1e) Quantity Sold	(Box 2a) Sales Price Less Commission and Option Premiums	(Box 3) * Cost or Other Basis	(Box 5) * Wash Sale Loss Disallowed	(Box 4) Federal Income Tax Withheld	(Box 2b) Loss Not Allowed	* REALIZED GAIN / (LOSS)
01/11/12	H	10/03/06	SOUTHWESTERN ENERGY CO	SWN 845467109	425 00000	13,226 84	5,990 69 T	0 00	0.00		7,236 15
01/13/12	H	10/03/06	SOUTHWESTERN ENERGY CO	SWN 845467109	375 00000	10,912 89	5,285 91 T	0 00	0.00		5,626 98
01/11/12	H	12/09/10	TERADATA CORP	TDC 88076W103	200 00000	9,583 60	8,408 22 T	0 00	0.00		1,175 38
04/23/12	H	11/08/10	***TEVA PHARMACEUTICAL	TEVA 881624209	175 00000	7,833 48	8,891 33 T	0 00	0.00		(1,057 85)
05/14/12	H	11/08/10	***TEVA PHARMACEUTICAL	TEVA 881624209	100 00000	4,089 68	5,080 76 T	0 00	0.00		(991 08)
05/21/12	H	11/08/10	***TEVA PHARMACEUTICAL	TEVA 881624209	25 00000	963 87	1,270 19 T	0 00	0.00		(306 32)
05/21/12	H	02/17/09	***TEVA PHARMACEUTICAL	TEVA 881624209	150 00000	5,783 23	6,883.38 T	0 00	0.00		(1,100 15)
06/15/12	H	02/17/09	***TEVA PHARMACEUTICAL	TEVA 881624209	50 00000	1,886 08	2,294 46 T	0 00	0.00		(408 38)
06/15/12	H	10/06/08	***TEVA PHARMACEUTICAL	TEVA 881624209	250 00000	9,430 42	10,834 45 T	0 00	0.00		(1,404 03)
01/19/12	S	11/23/10	UNITED PARCEL SVC INC	UPS 911312106	50 00000	3,759 25	3,406 52 T	0 00	0.00		352 73
07/12/12	S	07/27/10	UNITED PARCEL SVC INC	UPS 911312106	25 00000	1,947 38	1,626.16 T	0 00	0.00		321 22

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J P MORGAN CLEARING CORP
3 METROTECH CENTER
BROOKLYN NY 11245-0001

Account No 908-31436
Account Name THE RICHARD FRANK FOUNDATION
Taxpayer Identification Number. 95-4776084
Account Executive No TMM
ORIGINAL *12/31/12*

Introducing Firm
Bel Air Securities
(310) 229-1500

2012 FORM 1099-B: PROCEEDS FROM BROKER & BARTER EXCHANGE TRANSACTIONS (OMB NO. 1545-0715) (continued)

Noncovered Long Term Gain or Loss - Cost Basis NOT Reported to IRS

Box 6a: Noncovered Security   Box 6b: Box 1c: Type of Gain or Loss: Long Term

Report on Form 8949, Part II, with Box B checked

* JPMCC does not report Date of Acquisition, Cost Basis, and Realized Gain / Loss to the IRS for noncovered transactions and is not responsible for the accuracy of such information. Wash Sales are not calculated for noncovered transactions.

(Box 1a) Date of Sale or Exchange		(Box 1b) * Date of Acquisition	(Box 8) Description	(Box 1d) Symbol / CUSIP	(Box 1e) Quantity Sold	(Box 2a) Sales Price Less Commission and Option Premiums	(Box 3) * Cost or Other Basis	(Box 5) * Wash Sale Loss Disallowed	(Box 4) Federal Income Tax Withheld	(Box 2b) Loss Not Allowed	* REALIZED GAIN / (LOSS)
07/12/12	S	11/23/10	UNITED PARCEL SVC INC	UPS 911312106	50 00000	3,894 77	3,406.51 T	0 00	0.00		488 26
07/19/12	S	07/27/10	UNITED PARCEL SVC INC	UPS 911312106	75 00000	5,974 74	4,878 47 T	0 00	0.00		1,096 27
07/24/12	S	07/27/10	UNITED PARCEL SVC INC	UPS 911312106	75 00000	5,530 33	4,878 47 T	0 00	0.00		651 86
			37 ITEMS - Total			214,300.63	153,269 47	0.00	0.00		61,031.16

END OF 2012 CONSOLIDATED FORM 1099

LT COVERED LOSS: ($4,220.11)
LT NON-COVERED GAIN: $61,031.16
TOTAL LT GAIN: $56,811.05

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J P MORGAN CLEARING CORP
3 METROTECH CENTER
BROOKLYN NY 11245-0001

Account No	908-67019
Account Name	THE RICHARD FRANK FOUNDATION
Taxpayer Identification Number	95-4776084
Account Executive No	TMM
ORIGINAL.	12/31/12

Introducing Firm
Bel Air Securities
(310) 229-1500

2012 FORM 1099-B: PROCEEDS FROM BROKER & BARTER EXCHANGE TRANSACTIONS (OMB NO. 1545-0715)

Noncovered Long Term Gain or Loss - Cost Basis NOT Reported to IRS

Box 6a: Noncovered Security **Box 6b:** **Box 1c: Type of Gain or Loss:** Long Term

Report on Form 8949, Part II, with Box B checked

* JPMCC does not report Date of Acquisition, Cost Basis, and Realized Gain / Loss to the IRS for noncovered transactions and is not responsible for the accuracy of such information. Wash Sales are not calculated for noncovered transactions.

(Box 1a) Date of Sale or Exchange		(Box 1b) * Date of Acquisition	(Box 8) Description	(Box 1d) Symbol / CUSIP	(Box 1e) Quantity Sold	(Box 2a) Sales Price Less Commission and Option Premiums	(Box 3) * Cost or Other Basis	(Box 5) * Wash Sale Loss Disallowed	(Box 4) Federal Income Tax Withheld	(Box 2b) Loss Not Allowed	* REALIZED GAIN / (LOSS)
12/24/12	H	12/28/06	**EUROPACIFIC GROWTH FD	AEPFX 29875E100	60 27400	2,502 22	2,775 07	0 00	0.00		(272 85)
12/24/12	H	12/28/06	**EUROPACIFIC GROWTH FD	AEPFX 29875E100	79 01400	3,280 19	3,637 85	0 00	0.00		(357 66)
12/24/12	H	12/13/07	**EUROPACIFIC GROWTH FD	AEPFX 29875E100	97 50700	4,047 91	5,101 22	0 00	0.00		(1,053 31)
12/24/12	H	12/28/06	**EUROPACIFIC GROWTH FD	AEPFX 29875E100	218 09600	9,054 05	10,041 32	0 00	0.00		(987 27)
12/24/12	H	12/13/07	**EUROPACIFIC GROWTH FD	AEPFX 29875E100	353 15600	14,660 94	18,475 88	0 00	0.00		(3,814 94)
12/24/12	H	11/23/05	**EUROPACIFIC GROWTH FD	AEPFX 29875E100	1,721 21600	71,454 69	70,747 02	0 00	0.00		707 67
			6 ITEMS - Total			105,000.00	110,778.36	0.00	0.00		(5,778.36)

END OF 2012 CONSOLIDATED FORM 1099

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RICHARD FRANK FOUNDATION 95-4776084

FORM 990PF, PART I - CONTRIBUTIONS, GIFTS AND GRANTS RECEIVED

ATTACHMENT 1

NAME AND ADDRESS	DATE	DIRECT PUBLIC SUPPORT
RICHARD FRANK C/O THE AYCO COMPANY - NTG PO BOX 15014 ALBANY, NY 12212-5014	12/26/2012	224,175.
TOTAL CONTRIBUTION AMOUNTS		224,175.

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

DESCRIPTION		REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
BEL AIR #31436 - DIVIDENDS		32,075.	32,075.
BEL AIR #67019		3,400.	3,400.
	TOTAL	35,475.	35,475.

FORM 990PF, PART I - TAXES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
FOREIGN TAXES	545.	545.
OTHER FOREIGN TAXES	6.	6.
FEDERAL ESTIMATED PAYMENT	4,000.	
TOTALS	4,551.	551.

FORM 990PF, PART I - OTHER EXPENSES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
CA FILING FEE	10.	
INVESTMENT MANAGEMENT FEES	9,330.	9,330.
ANNUAL REGISTRATION FEE	50.	
BANK SERVICE CHARGES	45.	45.
TOTALS	9,435.	9,375.

FORM 990PF, PART II - RECEIVABLES DUE FROM OFFICERS, ETC.

BORROWER: RICHARD FRANK
ORIGINAL AMOUNT: 18,800.
DATE OF NOTE: 12/31/2012
REPAYMENT TERMS: AS SOON AS POSSIBLE
PURPOSE OF LOAN: PAYMENT OF EXPENSES FOR A DISQUALIFIED PERSON
DESCRIPTION AND FMV OF CONSIDERATION: CASH $8,837

BEGINNING BALANCE DUE	
ENDING BALANCE DUE	8,800.
ENDING FAIR MARKET VALUE	8,837.
TOTAL BEGINNING RECEIVABLES DUE FROM OFFICERS, ETC.	
TOTAL ENDING BOOK - RECEIVABLES DUE FROM OFFICERS, ETC.	8,800.
TOTAL ENDING FMV - RECEIVABLES DUE FROM OFFICERS, ETC.	8,837.

ATTACHMENT 6

FORM 990PF, PART II - CORPORATE STOCK

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
BEL AIR #31436	445,318.	1,883,408.
BEL AIR #67019	149,589.	157,038.
TOTALS	594,907.	2,040,446.

ATTACHMENT 7

FORM 990PF, PART III - OTHER DECREASES IN NET WORTH OR FUND BALANCES

DESCRIPTION	AMOUNT
EXCESS OF FMV OVER COST OF STOCK DONATED INTO FOUNDATION	223,354.
TOTAL	223,354.

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

ATTACHMENT 8

NAME AND ADDRESS	TITLE AND AVERAGE HOURS PER WEEK DEVOTED TO POSITION			
RICHARD FRANK P.O. BOX 15014 ALBANY, NY 12212-5014	TRUSTEE - AS NEEDED	0	0	0
	GRAND TOTALS			

RICHARD FRANK FOUNDATION 95-4776084

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

ATTACHMENT 9

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
SEE ATTACHED SCHEDULE	NONE 501(C)(3)	FOR GENERAL NEEDS OF ORGANIZATION	113,700
		TOTAL CONTRIBUTIONS PAID	113,700

The Richard Frank Foundation
CHARITABLE CONTRIBUTION LIST
FYE: 12/31/2012

Date	Check Number	Description		Amount
04/25/12	253	Impact, Pasadena, CA	$	3,000.00
09/21/12	254	V Foundation Wine Celebration, Napa, CA	$	33,200 00
11/30/12	255	Foster Kids Fund, Napa, CA	$	7,500 00
12/26/12	258	Harvard Westlake School, Studio City, CA	$	2,500 00
12/26/12	259	The Buckley School, Sherman Oaks, CA	$	2,500 00
12/26/12	261	American Film Institute, Los Angeles, CA	$	40,000 00
12/26/12	263	Rabbi James Kaufman's Fund, Valley Village, CA	$	5,000 00
12/26/12	262	Good News Grant Foundation, Beverly Hills, CA	$	20,000 00
		Total Charitable Contributions Paid	**$**	**113,700.00**

All contributions were made to the general purpose fund of public charitable organizations that were classified under section 501(c)(3) of the Internal Revenue Code.

SCHEDULE D (Form 1041)

Department of the Treasury
Internal Revenue Service

Capital Gains and Losses

▶ Attach to Form 1041, Form 5227, or Form 990-T.
▶ Information about Schedule D (Form 1041) and its separate instructions is at *www.irs.gov/form1041*.

OMB No 1545-0092

2012

Name of estate or trust: RICHARD FRANK FOUNDATION
C/O THE AYCO COMPANY, LP - NTG

Employer identification number: 95-4776084

Note: *Form 5227 filers need to complete only Parts I and II*

Part I Short-Term Capital Gains and Losses - Assets Held One Year or Less

(a) Description of property (Example 100 shares 7% preferred of "Z" Co)	(b) Date acquired (mo , day, yr)	(c) Date sold (mo , day, yr)	(d) Sales price	(e) Cost or other basis (see instructions)	(f) Gain or (loss) for the entire year Subtract (e) from (d)
1a					

b Enter the short-term gain or (loss), if any, from Schedule D-1, line 1b	1b	-2,416.
2 Short-term capital gain or (loss) from Forms 4684, 6252, 6781, and 8824	2	
3 Net short-term gain or (loss) from partnerships, S corporations, and other estates or trusts	3	
4 Short-term capital loss carryover Enter the amount, if any, from line 9 of the 2011 Capital Loss Carryover Worksheet	4	( )
5 **Net short-term gain or (loss).** Combine lines 1a through 4 in column (f) Enter here and on line 13, column (3) on the back ▶	5	-2,416.

Part II Long-Term Capital Gains and Losses - Assets Held More Than One Year

(a) Description of property (Example 100 shares 7% preferred of "Z" Co)	(b) Date acquired (mo , day, yr)	(c) Date sold (mo , day, yr)	(d) Sales price	(e) Cost or other basis (see instructions)	(f) Gain or (loss) for the entire year Subtract (e) from (d)
6a					

b Enter the long-term gain or (loss), if any, from Schedule D-1, line 6b	6b	51,033.
7 Long-term capital gain or (loss) from Forms 2439, 4684, 6252, 6781, and 8824	7	
8 Net long-term gain or (loss) from partnerships, S corporations, and other estates or trusts	8	
9 Capital gain distributions	9	
10 Gain from Form 4797, Part I	10	
11 Long-term capital loss carryover Enter the amount, if any, from line 14 of the 2011 Capital Loss Carryover Worksheet	11	( )
12 **Net long-term gain or (loss).** Combine lines 6a through 11 in column (f) Enter here and on line 14a, column (3) on the back ▶	12	51,033.

For Paperwork Reduction Act Notice, see the Instructions for Form 1041.

Part III Summary of Parts I and II
Caution: *Read the instructions* ***before*** *completing this part.*

			(1) Beneficiaries' (see instr)	(2) Estate's or trust's	(3) Total
13	**Net short-term gain or (loss)**	13			-2,416.
14	**Net long-term gain or (loss):**				
a	Total for year	14a			51,033.
b	Unrecaptured section 1250 gain (see line 18 of the wrksht)	14b			
c	28% rate gain	14c			
15	**Total net gain or (loss).** Combine lines 13 and 14a ▶	15			48,617.

Note: *If line 15, column (3), is a net gain, enter the gain on Form 1041, line 4 (or Form 990-T, Part I, line 4a) If lines 14a and 15, column (2), are net gains, go to Part V, and* ***do not*** *complete Part IV If line 15, column (3), is a net loss, complete Part IV and the* ***Capital Loss Carryover Worksheet,*** *as necessary*

Part IV Capital Loss Limitation

16 Enter here and enter as a (loss) on Form 1041, line 4 (or Form 990-T, Part I, line 4c, if a trust), the **smaller** of.
a The loss on line 15, column (3) **or** b $3,000 . . . 16 ( )

Note: *If the loss on line 15, column (3), is more than $3,000,* ***or*** *if Form 1041, page 1, line 22 (or Form 990-T, line 34), is a loss, complete the* ***Capital Loss Carryover Worksheet*** *in the instructions to figure your capital loss carryover*

Part V Tax Computation Using Maximum Capital Gains Rates

Form 1041 filers. Complete this part **only** if both lines 14a and 15 in column (2) are gains, or an amount is entered in Part I or Part II and there is an entry on Form 1041, line 2b(2), **and** Form 1041, line 22, is more than zero.
Caution: *Skip this part and complete the* ***Schedule D Tax Worksheet*** *in the instructions if:*
- *Either line 14b, col (2) or line 14c, col. (2) is more than zero, or*
- *Both Form 1041, line 2b(1), and Form 4952, line 4g are more than zero.*

Form 990-T trusts. Complete this part **only** if both lines 14a and 15 are gains, or qualified dividends are included in income in Part I of Form 990-T, **and** Form 990-T, line 34, is more than zero Skip this part and complete the **Schedule D Tax Worksheet** in the instructions if either line 14b, col (2) or line 14c, col (2) is more than zero

17	Enter taxable income from Form 1041, line 22 (or Form 990-T, line 34)			17			
18	Enter the **smaller** of line 14a or 15 in column (2) but not less than zero	18					
19	Enter the estate's or trust's qualified dividends from Form 1041, line 2b(2) (or enter the qualified dividends included in income in Part I of Form 990-T)	19					
20	Add lines 18 and 19	20					
21	If the estate or trust is filing Form 4952, enter the amount from line 4g; otherwise, enter -0- ▶	21					
22	Subtract line 21 from line 20 If zero or less, enter -0-			22			
23	Subtract line 22 from line 17 If zero or less, enter -0-			23			
24	Enter the **smaller** of the amount on line 17 or $2,400			24			
25	Is the amount on line 23 equal to or more than the amount on line 24? ☐ **Yes.** Skip lines 25 and 26, go to line 27 and check the "No" box ☐ **No.** Enter the amount from line 23			25			
26	Subtract line 25 from line 24			26			
27	Are the amounts on lines 22 and 26 the same? ☐ **Yes.** Skip lines 27 thru 30, go to line 31 ☐ **No.** Enter the smaller of line 17 or line 22			27			
28	Enter the amount from line 26 (If line 26 is blank, enter -0-)			28			
29	Subtract line 28 from line 27			29			
30	Multiply line 29 by 15% (15)					30	
31	Figure the tax on the amount on line 23 Use the 2012 Tax Rate Schedule for Estates and Trusts (see the Schedule G instructions in the instructions for Form 1041)					31	
32	Add lines 30 and 31					32	
33	Figure the tax on the amount on line 17 Use the 2012 Tax Rate Schedule for Estates and Trusts (see the Schedule G instructions in the instructions for Form 1041)					33	
34	**Tax on all taxable income.** Enter the **smaller** of line 32 or line 33 here and on Form 1041, Schedule G, line 1a (or Form 990-T, line 36)					34	

SCHEDULE D-1 (Form 1041)

Department of the Treasury Internal Revenue Service

Continuation Sheet for Schedule D (Form 1041)

▶ Attach to Schedule D to list additional transactions for lines 1a and 6a.
▶ Information about Schedule D (Form 1041) and its separate instructions is at www.irs.gov/form1041.

OMB No 1545-0092

2012

Name of estate or trust: RICHARD FRANK FOUNDATION

Employer identification number: 95-4776084

Part I — Short-Term Capital Gains and Losses - Assets Held One Year or Less

(a) Description of property (Example 100 sh 7% preferred of "Z" Co)	(b) Date acquired (mo, day, yr)	(c) Date sold (mo, day, yr)	(d) Sales price	(e) Cost or other basis (see instructions)	(f) Gain or (loss) Subtract (e) from (d)
1a BEL AIR 31436 SHORT TERM - SEE ATTACHED	VARIOUS	11152012	75,043.	78,242.	-3,199.
OTHER CAPITAL GAINS	VARIOUS	VARIOUS	945.		945.
OTHER CAPITAL GAINS/LOSSES	VARIOUS	VARIOUS			-162.

1b Total. Combine the amounts in column (f) Enter here and on Schedule D, line 1b . . . . -2,416.

Name of estate or trust as shown on Form 1041 Do not enter name and employer identification number if shown on the other side | Employer identification number

Part II Long-Term Capital Gains and Losses - Assets Held More Than One Year

(a) Description of property (Example 100 sh 7% preferred of "Z" Co)	(b) Date acquired (mo , day, yr)	(c) Date sold (mo , day, yr)	(d) Sales price	(e) Cost or other basis (see instructions)	(f) Gain or (loss) Subtract (e) from (d)
6a BEL AIR 67019 LONG TERM - SEE ATTACHED	VARIOUS	12/24/2012	105,000.	110,778.	-5,778.
BEL AIR 31436 LONG TERM - SEE ATTACHED	VARIOUS	11/15/2012	273,664.	216,853.	56,811.

6b Total. Combine the amounts in column (f) Enter here and on Schedule D, line 6b . . . . 51,033.

RICHARD FRANK FOUNDATION 95-4776084

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

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj. basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
		BEL AIR 67019 LONG TERM - SEE ATTACHED PROPERTY TYPE: SECURITIES				P	VARIOUS	12/24/2012
105,000.		110,778.					-5,778.	
		BEL AIR 31436 SHORT TERM - SEE ATTACHED PROPERTY TYPE: SECURITIES				P	VARIOUS	11152012
75,043.		78,242.					-3,199.	
		BEL AIR 31436 LONG TERM - SEE ATTACHED PROPERTY TYPE: SECURITIES				P	VARIOUS	11/15/2012
273,664.		216,853.					56,811.	
		OTHER CAPITAL GAINS PROPERTY TYPE: SECURITIES				P	VARIOUS	VARIOUS
945.							945.	
		OTHER CAPITAL GAINS/LOSSES PROPERTY TYPE: SECURITIES				P	VARIOUS	VARIOUS
							-162.	
TOTAL GAIN(LOSS)							48,617.	

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

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

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

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

Enter filer's identifying number, see instructions

Type or print	Name of exempt organization or other filer, see instructions RICHARD FRANK FOUNDATION C/O THE AYCO COMPANY, LP - NTG	Employer identification number (EIN) or 95-4776084
File by the due date for filing your return See instructions	Number, street, and room or suite no If a P O box, see instructions P.O. BOX 15014	Social security number (SSN)
	City, town or post office, state, and ZIP code. For a foreign address, see instructions ALBANY, NY 12212-5014	

Enter the Return code for the return that this application is for (file a separate application for each return) 0 4

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

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

- The books are in the care of ▶ THE AYCO COMPANY, L.P.

  Telephone No ▶ 518 640-5000 FAX No ▶

- If the organization does not have an office or place of business in the United States, check this box . . . . ▶ [ ]
- If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) ________ If this is for the whole group, check this box . . . . . . ▶ [ ] If it is for part of the group, check this box . . . . ▶ [ ] and attach a list with the names and EINs of all members the extension is for

4 I request an additional 3-month extension of time until 11/15 , 20 13

5 For calendar year 2012 , or other tax year beginning ________ , 20 ____ , and ending ________ , 20 ____

6 If the tax year entered in line 5 is for less than 12 months, check reason [ ] Initial return [ ] Final return [ ] Change in accounting period

7 State in detail why you need the extension ADDITIONAL TIME IS NEEDED TO OBTAIN INFORMATION NECESSARY FOR FILING 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**	$ 1,002.
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**	$ 3,441.
c	**Balance Due.** Subtract line 8b from line 8a. Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System) See instructions	**8c**	$

Signature and Verification must be completed for Part II only.

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

Signature ▶ Title ▶ Date ▶

JSA
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