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Department of the Treasury
Internal Revenue ServiceReturn of Private Foundation
or Section 4947(a)(1) Nonexempt Charitable Trust
Treated as a Private Foundation

OMB No 1545 0052

2012

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

For calendar year 2012, or tax year beginning Jul 1, 2012, and ending Jun 30, 2013

Name of foundation Franke Family Charitable Foundation		A Employer identification number 36-3662848
Number and street (or P.O. box number if mail is not delivered to street address) 676 North Michigan Ave		B Telephone number (see the instructions) (312) 573-2743
City or town Chicago	State ZIP code IL 60611	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, column (c), line 16) \$ 48,389,705.	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 (att sch)				
	2 Ck ☒ if the foundn is not req to att Sch B				
	3 Interest on savings and temporary cash investments				
	4 Dividends and interest from securities	399,986.	399,986.		
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain/(loss) from sale of assets not on line 10	694,233.			
	b Gross sales price for all assets on line 6a	799,052.			
	7 Capital gain net income (from Part IV, line 2)		694,233.		
	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/(loss) (att sch)					
11 Other income (attach schedule) See Line 11 Stmt	132,335.	132,335.			
12 Total. Add lines 1 through 11	1,226,554.	1,226,554.			
13 Compensation of officers, directors, trustees, etc					
14 Other employee salaries and wages					
15 Pension plans, employee benefits					
16a Legal fees (attach schedule)					
b Accounting fees (attach sch)	4,720.	4,720.			
c Other prof fees (attach sch)	95,558.	64,658.		30,900.	
17 Interest	5,026.	5,011.		15.	
18 Taxes (attach schedule) (see inst 4)					
19 Depreciation (attach sch) and depletion	846.	846.			
20 Occupancy	48,021.	24,010.		24,011.	
21 Travel, conferences, and meetings	2,512.			2,512.	
22 Printing and publications					
23 Other expenses (attach schedule) See Line 23 Stmt	11,891.	5,444.		6,447.	
24 Total operating and administrative expenses. Add lines 13 through 23	168,574.	104,689.		63,885.	
25 Contributions, gifts, grants paid	604,275.			604,275.	
26 Total expenses and disbursements. Add lines 24 and 25	772,849.	104,689.		668,160.	
27 Subtract line 26 from line 12:					
a Excess of revenue over expenses and disbursements	453,705.				
b Net investment income (if negative, enter 0)		1,121,865.			
c Adjusted net income (if negative, enter 0)					

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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	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value
A S S E T S	1 Cash — non-interest-bearing	571,472.	936,634.	936,634.
	2 Savings and temporary cash investments	4,188,154.	10,509,731.	10,509,731.
	3 Accounts receivable			
	Less: allowance for doubtful accounts			
	4 Pledges receivable			
	Less: allowance for doubtful accounts			
	5 Grants receivable			
	6 Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)			
	7 Other notes and loans receivable (attach sch)			
	Less: allowance for doubtful accounts			
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges			
	10a Investments — U.S. and state government obligations (attach schedule) L-10a Stmt	1,589,346.	1,250,102.	1,463,844.
	b Investments — corporate stock (attach schedule) L-10b Stmt	6,813,740.	6,813,740.	9,147,042.
	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) L-13 Stmt	30,833,573.	29,256,871.	26,331,185.	
14 Land, buildings, and equipment basis	15,205.			
Less: accumulated depreciation (attach schedule) L-14 Stmt	13,936.	2,115.	1,269.	
15 Other assets (describe)				
16 Total assets (to be completed by all filers — see the instructions. Also, see page 1, item I)	43,998,400.	48,768,347.	48,389,705.	
L I A B I L I T I E S	17 Accounts payable and accrued expenses			
	18 Grants payable			
	19 Deferred revenue			
	20 Loans from officers, directors, trustees, & other disqualified persons			
	21 Mortgages and other notes payable (attach schedule)			
	22 Other liabilities (describe)			
	23 Total liabilities (add lines 17 through 22)			
N E T A S S E T S O R F U N D B A L A N C E S	Foundations that follow SFAS 117, check here and complete lines 24 through 26 and lines 30 and 31.			
	24 Unrestricted			
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here and complete lines 27 through 31.	X		
	27 Capital stock, trust principal, or current funds			
	28 Paid-in or capital surplus, or land, building, and equipment fund			
	29 Retained earnings, accumulated income, endowment, or other funds	43,998,400.	48,768,347.	
	30 Total net assets or fund balances (see instructions)	43,998,400.	48,768,347.	
	31 Total liabilities and net assets/fund balances (see instructions)	43,998,400.	48,768,347.	

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	43,998,400.
2 Enter amount from Part I, line 27a	2	453,705.
3 Other increases not included in line 2 (itemize) <u>Unrealized gain on investments</u>	3	4,316,242.
4 Add lines 1, 2, and 3	4	48,768,347.
5 Decreases not included in line 2 (itemize)	5	
6 Total net assets or fund balances at end of year (line 4 minus line 5) — Part II, column (b), line 30	6	48,768,347.

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 shares MLC Company)		(b) How acquired P — Purchase D — Donation	(c) Date acquired (month, day, year)	(d) Date sold (month, day, year)
1a Venture Investment Associates I, LP K-1		P	06/30/11	12/31/12
b Venture Investment Associates II, LP K-1		P	06/30/11	12/31/12
c Venture Investment Associates III, LP K-1		P	06/30/12	12/31/12
d Venture Investment Associates III, LP K-1		P	06/30/11	12/31/12
e See Columns (a) thru (d)				

(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 0.		106.	-106.
b 31,062.		0.	31,062.
c 0.		1,472.	-1,472.
d 50,004.		0.	50,004.
e See Columns (e) thru (h)		103,241.	614,745.

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(i) Gains (Column (h) gain minus column (k), but not less than -0-) or Losses (from column (h))
(i) Fair Market Value as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of column (i) over column (j), if any	
a			-106.
b			31,062.
c			-1,472.
d			50,004.
e See Columns (i) thru (l)			614,745.

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	694,233.
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	8,989.

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 (column (b) divided by column (c))
2011	1,970,158.	40,086,313.	0.049148
2010	1,172,598.	36,932,291.	0.031750
2009	530,192.	32,599,563.	0.016264
2008	3,729,860.	34,441,572.	0.108295
2007	2,688,478.	49,775,220.	0.054012

2 Total of line 1, column (d)	2	0.259469
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	0.051894
4 Enter the net value of noncharitable-use assets for 2012 from Part X, line 5	4	43,464,629.
5 Multiply line 4 by line 3	5	2,255,553.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	11,219.
7 Add lines 5 and 6	7	2,266,772.
8 Enter qualifying distributions from Part XII, line 4	8	668,160.

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)

1 a 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 instrs)			
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here ☐ and enter 1% of Part I, line 27b		1	22,437.
c All other domestic foundations enter 2% of line 27b Exempt foreign organizations enter 4% of Part I, line 12, column (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	22,437.
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	22,437.
6 Credits/Payments			
a 2012 estimated tax pmts and 2011 overpayment credited to 2012	6 a 3,439.		
b Exempt foreign organizations – tax withheld at source	6 b		
c Tax paid with application for extension of time to file (Form 8868)	6 c 35,000.		
d Backup withholding erroneously withheld	6 d		
7 Total credits and payments. Add lines 6a through 6d	7	38,439.	
8 Enter any penalty for underpayment of estimated tax. Check here ☒ if Form 2220 is attached	8	399.	
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	15,603.	
11 Enter the amount of line 10 to be Credited to 2013 estimated tax 15,603. Refunded	11		

Part VII-A Statements Regarding Activities

	Yes	No
1 a 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
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see the instructions for definition)? <i>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</i>		X
c 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 \$ _____ (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? <i>If 'Yes,' attach a detailed description of the activities</i>		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? <i>If 'Yes,' attach a conformed copy of the changes</i>		X
4 a 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?		X
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? <i>If 'Yes,' attach the statement required by General Instruction T</i>		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? <i>If 'Yes,' complete Part II, column (c), and Part XV</i>	X	
8 a Enter the states to which the foundation reports or with which it is registered (see instructions) IL - Illinois		
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 <i>General Instruction G</i> ? <i>If 'No,' attach explanation</i>	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)? <i>If 'Yes,' complete Part XIV</i>		X
10 Did any persons become substantial contributors during the tax year? <i>If 'Yes,' attach a schedule listing their names and addresses</i>		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 <u>"N/A"</u>	13	X	
14	The books are in care of <u>FRANKE FAMILY CHARITABLE FOUNDATION</u> Telephone no <u>(312) 573-2743</u> Located at <u>676 N MICHIGAN - Suite 2920, CHICAGO IL</u> ZIP + 4 <u>60611</u>			
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 <u>15</u>			
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 <u></u>	16		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
1 a	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 ☐	1 b	
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?	1 c	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 <u>20</u> , <u>20</u> , <u>20</u> , <u>20</u>		
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)	2 b	
c	If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here <u>20</u> , <u>20</u> , <u>20</u> , <u>20</u>		
3 a	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)	3 b	
4 a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4 a	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?	4 b	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)?

5 b

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?

6 b

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

7 b

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 (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
<u>Richard J. Franke</u> 676 North Michigan Ave - Suite 2920 Chicago IL 60611	Trustee 5.00	0.	0.	0.
<u>Barbara E. Franke</u> 676 North Michigan Ave - Suite 2920 Chicago IL 60611	Trustee 5.00	0.	0.	0.
<u>Jane Franke-Molner</u> 676 North Michigan Ave - Suite 2920 Chicago IL 60611	Trustee 5.00	0.	0.	0.
See Information about Officers, Directors, Trustees, Etc.				
		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
<u>None</u>				

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

None

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
Susan O. Kelty 625 William River Forest IL 60305	Office Administration	64,658.
Total number of others receiving over \$50,000 for professional services		64,658

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 None	
	0.
2	
3	
4	

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

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2	Amount
1 None	
	0.
2	
All other program-related investments See instructions	
3	
Total. Add lines 1 through 3	None

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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	8,982,830.
b Average of monthly cash balances	1b	8,102,996.
c Fair market value of all other assets (see instructions)	1c	27,040,701.
d Total (add lines 1a, b, and c)	1d	44,126,527.
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	44,126,527.
4 Cash deemed held for charitable activities. Enter 1-1/2% of line 3 (for greater amount, see instructions)	4	661,898.
5 Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	43,464,629.
6 Minimum investment return. Enter 5% of line 5	6	2,173,231.

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	2,173,231.
2a Tax on investment income for 2012 from Part VI, line 5	2a	22,437.
b Income tax for 2012 (This does not include the tax from Part VI.)	2b	
c Add lines 2a and 2b	2c	22,437.
3 Distributable amount before adjustments. Subtract line 2c from line 1	3	2,150,794.
4 Recoveries of amounts treated as qualifying distributions	4	
5 Add lines 3 and 4	5	2,150,794.
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	2,150,794.

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	668,160.
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	668,160.
5 Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b (see instructions)	5	0.
6 Adjusted qualifying distributions. Subtract line 5 from line 4	6	668,160.

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				2,150,794.
2 Undistributed income, if any, as of the end of 2012				
a Enter amount for 2011 only			0.	
b Total for prior years 20 __, 20 __, 20 __				
3 Excess distributions carryover, if any, to 2012				
a From 2007	87,858.			
b From 2008	2,047,981.			
c From 2009	0.			
d From 2010	0.			
e From 2011	952.			
f Total of lines 3a through e	2,136,791.			
4 Qualifying distributions for 2012 from Part XII, line 4 \$ 668,160.				
a Applied to 2011, but not more than line 2a				
b Applied to undistributed income of prior years (Election required — see instructions)				
c Treated as distributions out of corpus (Election required — see instructions)				
d Applied to 2012 distributable amount				668,160.
e Remaining amount distributed out of corpus	0.			
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	2,136,791.			
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				
d Subtract line 6c from line 6b Taxable amount — see instructions		0.		
e Undistributed income for 2011 Subtract line 4a from line 2a Taxable amount — see instructions			0.	
f Undistributed income for 2012 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2013				1,482,634.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)	1,482,634.			
8 Excess distributions carryover from 2007 not applied on line 5 or line 7 (see instructions)	0.			
9 Excess distributions carryover to 2013. Subtract lines 7 and 8 from line 6a	654,157.			
10 Analysis of line 9				
a Excess from 2008	653,205.			
b Excess from 2009	0.			
c Excess from 2010	0.			
d Excess from 2011	952.			
e Excess from 2012	0.			

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

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(i)(3) or

4942(1)(5)

- 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).)

Richard J. & Barbara E. Franke

- 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

See Information Regarding Contribution, Grant, Gift, Loan, Scholarship, etc, Programs

- 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 Cash Contributions See attached schedule #1		Exempt	Unrestricted	604,275.
Total			► 3 a	604,275.
b Approved for future payment				
Total			► 3 b	

Depreciation and Amortization
(Including Information on Listed Property)

▶ See separate instructions. ▶ Attach to your tax return.

OMB No 1545 0172

2012Attachment
Sequence No **179**

Name(s) shown on return

Franke Family Charitable Foundation

Business or activity to which this form relates

Identifying number

36-3662848**Form 990-PF page 1****Part I Election To Expense Certain Property Under Section 179***Note: If you have any listed property, complete Part V before you complete Part I*

1 Maximum amount (see instructions)	1	
2 Total cost of section 179 property placed in service (see instructions)	2	
3 Threshold cost of section 179 property before reduction in limitation (see instructions)	3	
4 Reduction in limitation Subtract line 3 from line 2. If zero or less, enter -0-	4	
5 Dollar limitation for tax year Subtract line 4 from line 1. If zero or less, enter -0-. If married filing separately, see instructions	5	
6 (a) Description of property (b) Cost (business use only) (c) Elected cost		
7 Listed property Enter the amount from line 29	7	
8 Total elected cost of section 179 property Add amounts in column (c), lines 6 and 7	8	
9 Tentative deduction Enter the smaller of line 5 or line 8	9	
10 Carryover of disallowed deduction from line 13 of your 2011 Form 4562	10	
11 Business income limitation Enter the smaller of business income (not less than zero) or line 5 (see instrs)	11	
12 Section 179 expense deduction Add lines 9 and 10, but do not enter more than line 11	12	
13 Carryover of disallowed deduction to 2013. Add lines 9 and 10, less line 12 ▶ 13		

*Note: Do not use Part II or Part III below for listed property. Instead, use Part V.***Part II Special Depreciation Allowance and Other Depreciation (Do not include listed property) (See instructions)**

14 Special depreciation allowance for qualified property (other than listed property) placed in service during the tax year (see instructions)	14	
15 Property subject to section 168(f)(1) election	15	
16 Other depreciation (including ACRS)	16	0.

Part III MACRS Depreciation (Do not include listed property) (See instructions)**Section A**

17 MACRS deductions for assets placed in service in tax years beginning before 2012	17	846.
18 If you are electing to group any assets placed in service during the tax year into one or more general asset accounts, check here ▶ ☐		

Section B – Assets Placed in Service During 2012 Tax Year Using the General Depreciation System

(a) Classification of property	(b) Month and year placed in service	(c) Basis for depreciation (business/investment use only — see instructions)	(d) Recovery period	(e) Convention	(f) Method	(g) Depreciation deduction
19 a 3-year property						
b 5-year property						
c 7-year property						
d 10-year property						
e 15-year property						
f 20-year property						
g 25-year property			25 yrs		S/L	
h Residential rental property			27.5 yrs	MM	S/L	
			27.5 yrs	MM	S/L	
i Nonresidential real property			39 yrs	MM	S/L	
				MM	S/L	

Section C – Assets Placed in Service During 2012 Tax Year Using the Alternative Depreciation System

20 a Class life				S/L	
b 12-year			12 yrs	S/L	
c 40-year			40 yrs	MM	S/L

Part IV Summary (See instructions)

21 Listed property Enter amount from line 28	21	
22 Total Add amounts from line 12, lines 14 through 17, lines 19 and 20 in column (g), and line 21 Enter here and on the appropriate lines of your return Partnerships and S corporations — see instructions	22	846.
23 For assets shown above and placed in service during the current year, enter the portion of the basis attributable to section 263A costs	23	

Part V Listed Property (Include automobiles, certain other vehicles, certain computers, and property used for entertainment, recreation, or amusement)

Note: For any vehicle for which you are using the standard mileage rate or deducting lease expense, complete only 24a, 24b, columns (a) through (c) of Section A, all of Section B, and Section C if applicable

Section A – Depreciation and Other Information (Caution: See the instructions for limits for passenger automobiles)

24 a Do you have evidence to support the business/investment use claimed? ☐ Yes ☐ No									24 b If 'Yes,' is the evidence written? ☐ Yes ☐ No	
(a) Type of property (list vehicles first)	(b) Date placed in service	(c) Business/ investment use percentage	(d) Cost or other basis	(e) Basis for depreciation (business/investment use only)	(f) Recovery period	(g) Method/ Convention	(h) Depreciation deduction	(i) Elected section 179 cost		
25 Special depreciation allowance for qualified listed property placed in service during the tax year and used more than 50% in a qualified business use (see instructions)							25			
26 Property used more than 50% in a qualified business use										
27 Property used 50% or less in a qualified business use										
28 Add amounts in column (h), lines 25 through 27. Enter here and on line 21, page 1							28			
29 Add amounts in column (i), line 26. Enter here and on line 7, page 1								29		

Section B – Information on Use of Vehicles

Complete this section for vehicles used by a sole proprietor, partner, or other 'more than 5% owner,' or related person. If you provided vehicles to your employees, first answer the questions in Section C to see if you meet an exception to completing this section for those vehicles.

	(a) Vehicle 1		(b) Vehicle 2		(c) Vehicle 3		(d) Vehicle 4		(e) Vehicle 5		(f) Vehicle 6	
30 Total business/investment miles driven during the year (do not include commuting miles)												
31 Total commuting miles driven during the year												
32 Total other personal (noncommuting) miles driven												
33 Total miles driven during the year. Add lines 30 through 32												
	Yes	No	Yes	No	Yes	No	Yes	No	Yes	No	Yes	No
34 Was the vehicle available for personal use during off-duty hours?												
35 Was the vehicle used primarily by a more than 5% owner or related person?												
36 Is another vehicle available for personal use?												

Section C – Questions for Employers Who Provide Vehicles for Use by Their Employees

Answer these questions to determine if you meet an exception to completing Section B for vehicles used by employees who are not more than 5% owners or related persons (see instructions).

	Yes	No
37 Do you maintain a written policy statement that prohibits all personal use of vehicles, including commuting, by your employees?		
38 Do you maintain a written policy statement that prohibits personal use of vehicles, except commuting, by your employees? See the instructions for vehicles used by corporate officers, directors, or 1% or more owners.		
39 Do you treat all use of vehicles by employees as personal use?		
40 Do you provide more than five vehicles to your employees, obtain information from your employees about the use of the vehicles, and retain the information received?		
41 Do you meet the requirements concerning qualified automobile demonstration use? (See instructions.)		

Note: If your answer to 37, 38, 39, 40, or 41 is 'Yes,' do not complete Section B for the covered vehicles.

Part VI Amortization

(a) Description of costs	(b) Date amortization begins	(c) Amortizable amount	(d) Code section	(e) Amortization period or percentage	(f) Amortization for this year
42 Amortization of costs that begins during your 2012 tax year (see instructions)					
43 Amortization of costs that began before your 2012 tax year					43
44 Total. Add amounts in column (f). See the instructions for where to report					44

Form 990-PF, Page 1, Part I, Line 11

Line 11 Stmt

Other income*	Rev/Exp Book	Net Inv Inc	Adj Net Inc
Venture Investment Associates I,	-328.	-328.	
Venture Investment Associates II	4,558.	4,558.	
Venture Investment Associates II	-1,073.	-1,073.	
Venture Investment Associates II	1,794.	1,794.	
Venture Investment Associates II	-3,059.	-3,059.	
Venture Investment Associates IV	4,360.	4,360.	
Venture Investment Associates IV	-3,581.	-3,581.	
Bain Capital Fund VI, LP K-1	-259.	-259.	
BC VII Private Investors, LLC	-1,910.	-1,910.	
Bain Capital Fund X, LP K-1	-58,272.	-58,272.	
Farallon Capital Institutional P	191,659.	191,659.	
Bain Capital (Special Situations	-22.	-22.	
Bain Capital (IMC) X, LP K-1	-1,532.	-1,532.	
From Form 8621			
Total	<u>132,335.</u>	<u>132,335.</u>	

Form 990-PF, Page 1, Part I, Line 18

Line 18 Stmt

Taxes	Rev/Exp Book	Net Inv Inc	Adj Net Inc	Charity Disb
Illinois Charity Bureau	15.			15.
Foreign Taxes Paid	5,011.	5,011.		
Total	<u>5,026.</u>	<u>5,011.</u>		<u>15.</u>

Form 990-PF, Page 1, Part I, Line 23

Line 23 Stmt

Other expenses:	Rev/Exp Book	Net Inv Inc	Adj Net Inc	Charity Disb
Office Supplies	433.	216.		217.
Telephone	2,894.	1,447.		1,447.
Postage & Delivery	1,000.			1,000.
Insurance	500.	250.		250.
Bank Fees	2,101.	1,050.		1,051.
Equipment Rental	3,324.	1,662.		1,662.
Information Technology	1,318.	659.		659.
Dues & Subscriptions	214.	107.		107.
Office Expense	107.	53.		54.
Total	<u>11,891.</u>	<u>5,444.</u>		<u>6,447.</u>

Form 990-PF, Part IV, Capital Gains and Losses for Tax on Investment Income

Columns (a) thru (d)

(a) List and describe the kind(s) of property sold (e g , real estate, 2-story brick warehouse; or common stock, 200 shares MLC Company)	(b) How acquired P — Purchase D — Donation	(c) Date acquired (month, day, year)	(d) Date sold (month, day, year)
Venture Investment Associates IV, LP K-1	P	06/30/12	12/31/12
Venture Investment Associates IV, LP K-1	P	06/30/11	12/31/12
Venture Investment Associates IV, LP K-1	P	06/30/11	12/31/12

Form 990-PF, Part IV, Capital Gains and Losses for Tax on Investment Income

Continued

Columns (a) thru (d)

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse; or common stock, 200 shares MLC Company)	(b) How acquired P — Purchase D — Donation	(c) Date acquired (month, day, year)	(d) Date sold (month, day, year)
<u>Farallon Capital Institutional Partners, LP K-1</u>	<u>P</u>	<u>06/30/12</u>	<u>12/31/12</u>
<u>Farallon Capital Institutional Partners, LP K-1</u>	<u>P</u>	<u>06/30/11</u>	<u>12/31/12</u>
<u>BC VII Private Investors, LP K-1</u>	<u>P</u>	<u>06/30/11</u>	<u>12/31/12</u>
<u>Bain Capital Fund VI, LP K-1</u>	<u>P</u>	<u>06/30/11</u>	<u>12/31/12</u>
<u>Bain Capital Fund X, LP K-1</u>	<u>P</u>	<u>06/30/11</u>	<u>12/31/12</u>

Form 990-PF, Part IV, Capital Gains and Losses for Tax on Investment Income

Columns (e) thru (h)

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
<u>0.</u>		<u>206.</u>	<u>-206.</u>
<u>166,593.</u>		<u>0.</u>	<u>166,593.</u>
<u>0.</u>		<u>179.</u>	<u>-179.</u>
<u>10,667.</u>		<u>0.</u>	<u>10,667.</u>
<u>540,722.</u>		<u>0.</u>	<u>540,722.</u>
<u>0.</u>		<u>145.</u>	<u>-145.</u>
<u>4.</u>		<u>0.</u>	<u>4.</u>
<u>0.</u>		<u>102,711.</u>	<u>-102,711.</u>
Total		<u>103,241.</u>	<u>614,745.</u>

Form 990-PF, Part IV, Capital Gains and Losses for Tax on Investment Income

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

(i) Fair Market Value as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of column (i) over column (j), if any	(l) Gains (column (h) gain minus column (k), but not less than -0-) or losses (from column (h))
			<u>-206.</u>
			<u>166,593.</u>
			<u>-179.</u>
			<u>10,667.</u>
			<u>540,722.</u>
			<u>-145.</u>
			<u>4.</u>
			<u>-102,711.</u>
Total			<u>614,745.</u>

Form 990-PF, Page 6, Part VIII, Line 1

Information about Officers, Directors, Trustees, Etc.

(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
Person ☒ Business ☐ Katherine Franke <u>676 North Michigan Ave - Suite 2920</u> Chicago IL 60611	Trustee <u>5.00</u>	<u>0.</u>	<u>0.</u>	<u>0.</u>
Person ☒ Business ☐ 	 	 	 	

Total

0. 0. 0.

Form 990-PF, Page 10, Part XV, Line 2

Information Regarding Contribution, Grant, Gift, Loan, Scholarship, etc, Programs

Name Richard J. Franke
 Address 676 North Michigan Ave - Suite 2920
 City, St, Zip, Phone Chicago IL 60611 (312) 573-2743
 E-mail _____

The form in which applications should be submitted and information and materials they should include:
Written Narrative. Submit proof that the organization is 501(c)(3) qualified.

Any submission deadlines:

None

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

None

Name _____
 Address _____
 City, St, Zip, Phone _____
 E-mail _____

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

Any submission deadlines

None

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

Form 990-PF, Page 1, Part I

Line 16b - Accounting Fees

Name of Provider	Type of Service Provided	Amount Paid Per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
Thomas J Dwyer, Att	Tax Preparation & Plan	4,720.	4,720.		
Total		<u>4,720.</u>	<u>4,720.</u>		

Form 990-PF, Page 1, Part I

Line 16c - Other Professional Fees

Name of Provider	Type of Service Provided	Amount Paid Per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
Karee McBride	Consulting Fees	16,500.			16,500.
Susan Kelty	Consulting Fees	64,658.	64,658.		
Tyler Griffith	Consulting Fees	14,400.			14,400.
Total		<u>95,558.</u>	<u>64,658.</u>		<u>30,900.</u>

Form 990-PF, Line 19

Allocated Depreciation

Description	Date Acquire	Cost or Basis	Prior Yr. Depr	Mthd	Life	Current Depr	Net Invest Income	Adjusted Net Income
COMPUTER EQUIP.	03/01/94	3919	3919	SL	5.00	0		
COMPUTER EQUIP.	04/01/97	1461	1461	SL	5.00	0		
2005 Computers	01/10/06	5372	5372	200DB	5.00	0		
2011 Computer	06/28/12	4453	111	200DB	5.00	846		
Total								

Form 990-PF, Page 2, Part II, Line 10a

L-10a Stmt

Line 10a - Investments - US and State Government Obligations:	End of Year		End of Year	
	State and Local Obligations Book Value	State and Local Obligations FMV	US Government Obligations Book Value	US Government Obligations FMV
10 Year TIPS, dated 7/15/08			989,813.	1,184,661.
5 Year TIPS, dated 10/30/09			260,289.	279,183.
Total			<u>1,250,102.</u>	<u>1,463,844.</u>

Form 990-PF, Page 2, Part II, Line 10b

L-10b Stmt

Line 10b - Investments - Corporate Stock:	End of Year	
	Book Value	Fair Market Value
Cisco Systems	11,330.	4,283.
Dodge & Cox Stock Fund	5,007,019.	7,086,247.
Domino's Pizza	210,237.	703,673.
Nuveen Funds	1,563,757.	1,312,650.
Innophos Holdings, Inc	21,397.	40,189.
Total	6,813,740.	9,147,042.

Form 990-PF, Page 2, Part II, Line 13

L-13 Stmt

Line 13 - Investments - Other:	End of Year	
	Book Value	Fair Market Value
Absolute Return Cayman	1,689,339.	1,520,405.
Bain Capital Fund VI	13,552.	12,197.
Bain Capital Fund VII	197,564.	177,808.
Bain Capital Fund X	2,788,044.	2,509,240.
Bain Capital AM Holding, LLC	244,971.	220,474.
Bain CC X, LP	41,578.	37,420.
Bain CCD X, LP	24,850.	22,365.
Bain Capital (IMC) X, LP	74,491.	67,042.
Farallon Capital	21,495,084.	19,345,576.
Sankaty Middle Market	281,049.	252,944.
SRI Nine REIT	1,341,213.	1,207,092.
SRI Ten REIT	231,121.	208,009.
Venture Investments I	123,628.	111,265.
Venture Investments II	20,998.	18,898.
Venture Investments III	110,713.	99,642.
Venture Investments IV	578,676.	520,808.
Total	29,256,871.	26,331,185.

Form 990-PF, Page 2, Part II, Line 14

L-14 Stmt

Line 14b - Description of Land, Buildings, and Equipment	(a) Cost/Other Basis	(b) Accumulated Depreciation	(c) Book Value
Equipment	15,205.	13,936.	1,269.
Total	15,205.	13,936.	1,269.

Supporting Statement of:

Form 990-PF, p1/Line 18(a)-2

Description	Amount
Venture Investment Associates IV, LP K-1	8.
Farallon Capital Institutional Partners, LP K-1	5,003.
Total	<u>5,011.</u>

Supporting Statement of:

Form 990-PF, p1/Line 20(a)

Description	Amount
Office Rent	28,423.
Utilities	846.
Moving Expense	18,752.
Total	<u>48,021.</u>

Supporting Statement of:

Form 990-PF, p12/Line 4 Column (d)

Description	Amount
Venture Investment I K-1 - Interest	3.
Venture Investment II K-1 - Interest	12.
Venture Investment III K-1 - Interest	77.
Venture Investment III K-1 - Dividends	14.
Venture Investment IV K-1 - Interest	931.
Venture Investment IV K-1 - Dividends	1,645.
Farallon Capital Institutional Partners K-1 - Interest	43,951.
Farallon Capital Institutional Partners K-1 - Dividends	108,846.
Bain Capital Fund VI K-1 - Interest	1.
BC VII Private Investors K-1 - Interest	1.
Bain Capital Fund X, LP K-1 - Interest	57.
Bain Capital Fund X, LP K-1 - Dividends	10,438.
Bain Capital (Special Situations 2008-C) X, LP K-1 - Interest	13.
Bain Capital (Special Situations 2008-C) X, LP K-1 - Dividends	1.
Bain Capital (IMC) X, LP K-1 - Interest	1.
Bain Capital (IMC) X, LP K-1 - Dividends	3,293.
Merril Lynch - Interest	1.
RBC Dain US Interest	43.
RBC Dain Tax Exempt - Interest	5.
Deutsche Bank - Dividends	86.
Legacy Treasury Direct - US Interest	18,093.
Dodge & Cox - Dividends	100,058.
Domino's - Dividends	4,840.
Inophos Holdings - Dividends	1,125.
Nuveen Equity Premium Advantage Dividends	36,579.
Nuveen Core Equity Alpha Dividends	35,748.

Continued

Supporting Statement of:

Form 990-PF, p12/Line 4 Column (d)

Description	Amount
Nuveen Equity Premium & Growth Dividends	33,936.
Mesirow US Interest	188.
Total	<u>399,986.</u>

Charitable Contributions, Grants, etc. - Cash Contributions

Date	Donee	Check #	Address	Amount
7/16/2012	Classical American Homes Preservation	3750	New York, NY	5,000
7/16/2012	Phi Beta Kappa of Chicago	3775	Chicago, IL	2,000
7/16/2012	Harvard Business School	3776	Cambridge, MA	10,000
8/9/2012	The Field Museum	3794	Chicago, IL	10,000
9/6/2012	American Cancer Society	3798	New York, NY	10,000
9/6/2012	Colorado College	3811	Colorado Springs, CO	10,000
9/6/2012	North Shore Country Day School	3812	Winnetka, IL	1,000
9/6/2012	Keewaydin Foundation	3813	Salisbury, VT	1,500
9/6/2012	Community Food Pantry	3814	New York, NY	2,000
10/2/2012	Golden Apple Foundation	3817	Chicago, IL	11,000
10/2/2012	Univ of Chicago - Phillip Gossett	3818	Chicago, IL	10,000
10/2/2012	Hackley School Centennial Campaign	3819	Tarrytown, NY	10,000
10/16/2012	Chicago Humanities Festival	3810	Chicago, IL	5,000
10/17/2012	Phi Beta Kappa	3824	Washington DC	100
10/22/2012	Center for Constitutional Rights	3827	New York, NY	50,000
11/5/2012	American Academy Arts & Sciences	3835	Boston, MA	5,000
11/12/2013	Newberry Library	3822	Chicago, IL	2,000
11/20/2012	Open Door Foundation	3839	New York, NY	1,000
11/29/2012	Chicago Shakespeare Theatre	3840	Chicago, IL	25,000
12/4/2012	New Beginnings of Westchester NY	3854	Elmsford, NY	2,000
12/4/2012	Kids' Club of Tarrytown & Sleepy Hollow	3855	Tarrytown, NY	5,000
12/10/2012	National Humanities Center	3857	Research Triangle Park, NC	5,000
12/10/2012	American Philosophical Society	3860	Philadelphia, PA	50,000
12/27/2012	The Elizabethan Club	3870	New Haven, CT	5,000
12/27/2012	Univ of Chicago - Humanities	3871	Chicago, IL	15,000
12/27/2012	Mory's Preservation, Inc	3872	New Haven, CT	5,000
12/27/2012	Yale Alumni Fund	3873	New Haven, CT	5,000
12/31/2012	Art Institute of Chicago - Sustaining	3877	Chicago, IL	25,000
12/31/2012	Art Institute of Chicago - Textile	3878	Chicago, IL	10,000
12/31/2012	Court Theatre	3879	Chicago, IL	40,000
12/31/2012	Univ of Chicago - Women's Bd	3880	Chicago, IL	2,000
12/31/2012	Northwestern Univ - Weinberg College	3881	Evanston, IL	10,000
2/4/2013	Desert Foothills Library	3852	Cave Creek, AZ	500
3/13/2013	Newberry Library	3902	Chicago, IL	50,000
3/20/2013	Court Theatre	3903	Chicago, IL	15,000
4/23/2013	Lyric Opera of Chicago	3917	Chicago, IL	25,000
5/8/2013	Chicago Symphony Orchestra	3923	Chicago, IL	10,000
5/8/2013	Chicago Humanities Festival	3924	Chicago, IL	25,000
5/13/2013	North Beach Association	3925	Pentwater, MI	100
6/3/2013	New York Community Trust	3935	New York, NY	50,000
6/25/2013	Hackley School	3945	Tarrytown, NY	4,000
6/25/2013	Yale University - Sterling Memorial Library	3951	New Haven, CT	75,000
6/28/2013	Yale Club of Chicago	3970	Chicago, IL	75

Total Cash Contributions:

604,275

**Application for Extension of Time To File an
Exempt Organization Return**

OMB No 1545-1709

Department of the Treasury
Internal Revenue Service► **File a separate application for each return.**

- If you are filing for an **Automatic 3-Month Extension**, complete only **Part I** and check this box ☒
- If you are filing for an **Additional (Not Automatic) 3-Month Extension**, complete only **Part II** (on page 2 of this form)

Do not complete Part II unless you have already been granted an automatic 3-month extension on a previously filed Form 8868

Electronic filing (e-file). You can electronically file Form 8868 if you need a 3-month automatic extension of time to file (6 months for a corporation required to file Form 990-T), or an additional (not automatic) 3-month extension of time. You can electronically file Form 8868 to request an extension of time to file any of the forms listed in Part I or Part II with the exception of Form 8870, Information Return for Transfers Associated With Certain Personal Benefit Contracts, which must be sent to the IRS in paper format (see instructions). For more details on the electronic filing of this form, visit www.irs.gov/efile and click on *e-file for Charities & Nonprofits*.

Part I Automatic 3-Month Extension of Time. Only submit original (no copies needed).A corporation required to file Form 990-T and requesting an automatic 6-month extension – check this box and complete Part I only ☐

All other corporations (including 1120-C filers), partnerships, REMICs, and trusts must use Form 7004 to request an extension of time to file income tax returns

Enter filer's identifying number, see instructions

Type or print 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
	Franke Family Charitable Foundation		36-3662848
	Number, street, and room or suite number. If a P.O. box, see instructions		Social security number (SSN)
	676 North Michigan Ave., #2920		
	City, town or post office, state, and ZIP code. For a foreign address, see instructions		
	Chicago		IL 60611

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-T (corporation)	07
Form 990-BL	02	Form 1041-A	08
Form 4720 (individual)	03	Form 4720	09
Form 990-PF	04	Form 5227	10
Form 990-T (section 401(a) or 408(a) trust)	05	Form 6069	11
Form 990-T (trust other than above)	06	Form 8870	12

- The books are in the care of ► **FRANKE FAMILY CHARITABLE FOUNDATION**

Telephone No ► **(312) 573-2743**

FAX No ►

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

- 1** I request an automatic 3-month (6 months for a corporation required to file Form 990-T) extension of time until **Feb 18**, 20 **14**, to file the exempt organization return for the organization named above. The extension is for the organization's return for

► ☐ calendar year 20 ____ or► ☒ tax year beginning **Jul 1**, 20 **12**, and ending **Jun 30**, 20 **13**

- 2** If the tax year entered in line 1 is for less than 12 months, check reason ☐ Initial return ☐ Final return ☐ Change in accounting period

3a If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions.	3a	\$	38,439.
b If this application is for Form 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit.	3b	\$	3,439.
c Balance due. Subtract line 3b from line 3a. Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions.	3c	\$	35,000.

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