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 NOV 1, 2012 , and ending OCT 31, 2013

Name of foundation: FRANKEL FAMILY FOUNDATION

A Employer identification number: 36-7337220

Number and street (or P O box number if mail is not delivered to street address): 1700 W IRVING PARK ROAD — Room/suite: 203

B Telephone number: 847-494-7916

City or town, state, and ZIP code: CHICAGO, IL 60613

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: [X] 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) ▶$ 10,294,467.

J Accounting method: [X] 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))

		(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			N/A	
	2 Check ▶ [X] if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments	193.	193.		STATEMENT 1
	4 Dividends and interest from securities	100,502.	100,502.		STATEMENT 2
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	50,082.			
	b Gross sales price for all assets on line 6a 3,029,696.				
	7 Capital gain net income (from Part IV, line 2)		50,082.		
	8 Net short-term capital gain				
	9 Income modifications				
	10a Gross sales less returns and allowances				
	b Less Cost of goods sold				
	c Gross profit or (loss)				
	11 Other income	5,019.	5,019.		STATEMENT 3
	12 **Total** Add lines 1 through 11	155,796.	155,796.		
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	0.	0.		0.
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees STMT 4	251.	0.		251.
	b Accounting fees STMT 5	14,000.	12,250.		1,750.
	c Other professional fees STMT 6	152,855.	82,802.		70,053.
	17 Interest				
	18 Taxes STMT 7	190.	175.		15.
	19 Depreciation and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses STMT 8	4,450.	0.		4,450.
	24 **Total operating and administrative expenses.** Add lines 13 through 23	171,746.	95,227.		76,519.
	25 Contributions, gifts, grants paid	530,000.			530,000.
	26 **Total expenses and disbursements** Add lines 24 and 25	701,746.	95,227.		606,519.
	27 Subtract line 26 from line 12:				
	a Excess of revenue over expenses and disbursements	<545,950.>			
	b **Net investment income** (if negative, enter -0-)		60,569.		
	c **Adjusted net income** (if negative, enter -0-)			N/A	

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17470428 141423 F004.001 2012.05020 FRANKEL FAMILY FOUNDATION F004_001

Part II Balance Sheets Attached schedules and amounts in the description column should be for end-of-year amounts only

		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1 Cash - non-interest-bearing	3,472,036.	291,140.	291,140.
	2 Savings and temporary cash investments		429,482.	429,482.
	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			
	7 Other notes and loans receivable ▶			
	Less: allowance for doubtful accounts ▶			
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges			
	10a Investments - U.S. and state government obligations STMT 9	721,263.	772,264.	764,688.
	b Investments - corporate stock STMT 10	1,734,604.	3,753,480.	4,331,796.
	c Investments - corporate bonds STMT 11	2,452,549.	2,755,745.	2,739,524.
	11 Investments - land, buildings, and equipment basis ▶			
	Less accumulated depreciation ▶			
	12 Investments - mortgage loans			
	13 Investments - other STMT 12	1,803,543.	1,644,509.	1,735,648.
	14 Land, buildings, and equipment: basis ▶			
	Less accumulated depreciation ▶			
	15 Other assets (describe ▶ STATEMENT 13)	10,764.	2,189.	2,189.
	16 Total assets (to be completed by all filers)	10,194,759.	9,648,809.	10,294,467.
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			
	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 ▶ ☐ 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 ▶ [X] and complete lines 27 through 31.			
	27 Capital stock, trust principal, or current funds	0.	0.	
	28 Paid-in or capital surplus, or land, bldg., and equipment fund	0.	0.	
	29 Retained earnings, accumulated income, endowment, or other funds	10,194,759.	9,648,809.	
	30 Total net assets or fund balances	10,194,759.	9,648,809.	
	31 Total liabilities and net assets/fund balances	10,194,759.	9,648,809.	

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	10,194,759.
2 Enter amount from Part I, line 27a	2	<545,950.>
3 Other increases not included in line 2 (itemize) ▶	3	0.
4 Add lines 1, 2, and 3	4	9,648,809.
5 Decreases not included in line 2 (itemize) ▶	5	0.
6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	9,648,809.

Part IV Capital Gains and Losses for Tax on Investment Income

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

	(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a				
b				
c				
d				
e	3,029,696.		2,979,614.	50,082.

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

	(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
a				
b				
c				
d				
e				50,082.

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** 50,082.

3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6):
If gain, also enter in Part I, line 8, column (c).
If (loss), enter -0- in Part I, line 8 **3** N/A

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

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

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

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period? ☐ Yes X 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	732,285.	8,093,687.	.090476
2010	727,779.	8,815,466.	.082557
2009	756,896.	8,807,190.	.085941
2008	669,797.	8,947,531.	.074858
2007	877,125.	10,158,948.	.086340

2	Total of line 1, column (d)	2	.420172
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	.084034
4	Enter the net value of noncharitable-use assets for 2012 from Part X, line 5	4	10,212,747.
5	Multiply line 4 by line 3	5	858,218.
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	606.
7	Add lines 5 and 6	7	858,824.
8	Enter qualifying distributions from Part XII, line 4	8	606,519.

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 ▶ ☐ and enter 1% of Part I, line 27b			1	1,211.
c	All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b).				
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)			2	0.
3	Add lines 1 and 2			3	1,211.
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)			4	0.
5	**Tax based on investment income.** Subtract line 4 from line 3. If zero or less, enter -0-			5	1,211.
6	Credits/Payments:				
a	2012 estimated tax payments and 2011 overpayment credited to 2012	6a	3,717.		
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	3,717.
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	2,506.
11	Enter the amount of line 10 to be: **Credited to 2013 estimated tax** ▶		2,506. Refunded ▶	11	0.

Part VII-A Statements Regarding Activities

			Yes	No
1a	During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	1a		X
b	Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see instructions for 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. ▶ $ 0. (2) On foundation managers. ▶ $ 0.			
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. ▶ $ 0.			
2	Has the foundation engaged in any activities that have not previously been reported to the IRS? *If "Yes," attach a detailed description of the activities.*	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? N/A	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) ▶ IL			
b	If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by *General Instruction G? If "No," attach explanation*	8b	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 ▶ FRANKELFAMILYFOUNDATION.ORG

14 The books are in care of ▶ PETER FRANKEL Telephone no. ▶ 773 360-5412

Located at ▶ 1700 W IRVING PARK RD SUITE 203, CHICAGO, IL ZIP+4 ▶ 60613

15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here ▶ ☐
and enter the amount of tax-exempt interest received or accrued during the year ▶ 15 N/A

			Yes	No
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 X 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)? N/A	1b		
	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 X 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.) N/A	2b		
c	If the provisions of section 4942(a)(2) are being applied to **any** of the years listed in 2a, list the years here. ▶ ____, ____, ____, ____			
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? ☐ Yes X No			
b	If "Yes," did it have excess business holdings in 2012 as a result of **(1)** any purchase by the foundation or disqualified persons after May 26, 1969; **(2)** the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest; or **(3)** the lapse of the 10-, 15-, or 20-year first phase holding period? *(Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2012.)* N/A	3b		
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a		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

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

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

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

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

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

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

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

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

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

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

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

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

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

b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction? N/A | 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.

(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
BERNARD FRANKEL 1700 W. IRVING PARK ROAD SUITE 203 CHICAGO, IL 60613	TREASURER/DIRECTOR 1.00	0.	0.	0.
MIRIAM FRANKEL 1700 W. IRVING PARK ROAD SUITE 203 CHICAGO, IL 60613	VICE PRES/SECRETARY/DIRECT 1.00	0.	0.	0.
PETER FRANKEL 1700 W. IRVING PARK ROAD SUITE 203 CHICAGO, IL 60613	PRESIDENT/DIRECTOR 5.00	0.	0.	0.
MATTHEW FRANKEL 1700 W. IRVING PARK ROAD SUITE 203 CHICAGO, IL 60613	DIRECTOR 1.00	0.	0.	0.

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

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

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

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

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

(a) Name and address of each person paid more than $50,000	**(b)** Type of service	**(c)** Compensation
RMB CAPITAL MANAGEMENT LLC - 115 S LASALLE ST 34TH FLOOR, CHICAGO, IL 60603	INVESTMENT ADVISOR	82,802.
STRATEGIC PHILANTHROPY, LTD. - 1700 W. IRVING PARK ROAD, SUITE 203, CHICAGO, IL 60613	CONSULTING	70,053.
Total number of others receiving over $50,000 for professional services ▶		0

Part IX-A **Summary of Direct Charitable Activities**

List the foundation's four largest direct charitable activities during the tax year. Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc.	Expenses
1 N/A	
2	
3	
4	

Part IX-B **Summary of Program-Related Investments**

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2.	Amount
1 N/A	
2	
All other program-related investments. See instructions. 3	
Total. Add lines 1 through 3 ▶	0.

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:		
a	Average monthly fair market value of securities	1a	8,168,857.
b	Average of monthly cash balances	1b	2,199,414.
c	Fair market value of all other assets	1c	
d	**Total** (add lines 1a, b, and c)	1d	10,368,271.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation) — 1e: 0.		
2	Acquisition indebtedness applicable to line 1 assets	2	0.
3	Subtract line 2 from line 1d	3	10,368,271.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	155,524.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3. Enter here and on Part V, line 4	5	10,212,747.
6	**Minimum investment return** Enter 5% of line 5	6	510,637.

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	510,637.
2a	Tax on investment income for 2012 from Part VI, line 5	2a	1,211.		
b	Income tax for 2012. (This does not include the tax from Part VI.)	2b			
c	Add lines 2a and 2b			2c	1,211.
3	Distributable amount before adjustments. Subtract line 2c from line 1			3	509,426.
4	Recoveries of amounts treated as qualifying distributions			4	0.
5	Add lines 3 and 4			5	509,426.
6	Deduction from distributable amount (see instructions)			6	0.
7	**Distributable amount** as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1			7	509,426.

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	606,519.
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	606,519.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b	5	0.
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	606,519.

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					509,426.
2 Undistributed income, if any, as of the end of 2012					
a Enter amount for 2011 only				0.	
b Total for prior years: ____ , ____ , ____			0.		
3 Excess distributions carryover, if any, to 2012:					
a From 2007					
b From 2008					
c From 2009	393,352.				
d From 2010	728,260.				
e From 2011	732,548.				
f **Total** of lines 3a through e		1,854,160.			
4 Qualifying distributions for 2012 from Part XII, line 4: ▶ $ 606,519.					
a Applied to 2011, but not more than line 2a				0.	
b Applied to undistributed income of prior years (Election required - see instructions)			0.		
c Treated as distributions out of corpus (Election required - see instructions) **		606,519.			
d Applied to 2012 distributable amount					0.
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).)		509,426.			509,426.
6 **Enter the net total of each column as indicated below:**					
a Corpus Add lines 3f, 4c, and 4e Subtract line 5		1,951,253.			
b Prior years' undistributed income. Subtract line 4b from line 2b			0.		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed			0.		
d Subtract line 6c from line 6b. Taxable amount - see instructions			0.		
e Undistributed income for 2011. Subtract line 4a from line 2a. Taxable amount - see instr.				0.	
f Undistributed income for 2012. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2013					0.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3)		0.			
8 Excess distributions carryover from 2007 not applied on line 5 or line 7		0.			
9 **Excess distributions carryover to 2013.** Subtract lines 7 and 8 from line 6a		1,951,253.			
10 Analysis of line 9:					
a Excess from 2008					
b Excess from 2009					
c Excess from 2010	612,186.				
d Excess from 2011	732,548.				
e Excess from 2012	606,519.				

** SEE STATEMENT 14

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(j)(3) or ☐ 4942(j)(5)

	Tax year	Prior 3 years			
	(a) 2012	(b) 2011	(c) 2010	(d) 2009	(e) Total
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).)

SEE STATEMENT 15

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				
350.ORG 20 JAY STREET SUITE 1010 BROOKLYN, NY 11201		501 (C) (3)	BUILDING THE CLIMATE MOVEMENT	40,000.
ABRAHAM FUND INC. 9 EAST 45TH ST. 7TH FLOOR NEW YORK, NY 10017		501 (C) (3)	PUBLIC EDUCATION, ADVOCACY AND GOVERNMENT RELATIONS INITIATIVE	30,000.
AMNESTY INTERNATIONAL USA, INC 5 PENN PLAZA NEW YORK, NY 10001		501 (C) (3)	UNRESTRICTED	2,000.
BIG BROTHERS/BIG SISTERS OF YAVAPAI COUNTY 3208 LAKESIDE VILLAGE DR PRESCOTT, AZ 86301		501 (C) (3)	UNRESTRICTED	10,000.
BOYS HOPE GIRLS HOPE OF ILLINOIS 1100 NORTH LARAMIE AVENUE WILMETTE, IL 60091		501 (C) (3)	UNRESTRICTED	5,000.
Total SEE CONTINUATION SHEET(S)			▶ 3a	530,000.
b Approved for future payment				
NONE				
Total			▶ 3b	0.

Part XVI-A **Analysis of Income-Producing Activities**

Enter gross amounts unless otherwise indicated.	Unrelated business income (a) Business code	(b) Amount	Excluded by section 512, 513, or 514 (c) Exclusion code	(d) Amount	(e) Related or exempt function income
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			14	193.	
4 Dividends and interest from securities			14	100,502.	
5 Net rental income or (loss) from real estate:					
a Debt-financed property					
b Not debt-financed property					
6 Net rental income or (loss) from personal property					
7 Other investment income			14	5,019.	
8 Gain or (loss) from sales of assets other than inventory			18	50,082.	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue:					
a					
b					
c					
d					
e					
12 Subtotal. Add columns (b), (d), and (e)		0.		155,796.	0.

13 Total. Add line 12, columns (b), (d), and (e) 13 155,796.

(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).

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	

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

b If "Yes," complete the following schedule.

(a) Name of organization	(b) Type of organization	(c) Description of relationship
N/A		

Sign Here

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

Signature of officer or trustee | Date 5/13/14 | Title PRESIDENT

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

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check ☐ if self-employed	PTIN
SANDRA SIEGAL	SANDRA SIEGAL	04/28/14		P00558697

Firm's name ▶ LEAVITT SIEGAL LLC | Firm's EIN ▶ 26-4781416

Firm's address ▶ 444 N MICHIGAN AVE SUITE 1930 CHICAGO, IL 60611 | Phone no. 312-624-9280

Form 990-PF (2012)

223622 12-05-12

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	RMB 649-460010 ST	P		
b	WISDOMTREE TRUST JAPAN - RMB 676-065642	P	02/06/13	09/09/13
c	RMB 649-459810 ST	P		
d	RMB 649-459810 LT	P		
e	RMB 649-459879 ST	P		
f	RMB 649-459879 LT	P		
g	RMB 649-459984 ST	P		
h	CAPITAL GAINS DIVIDENDS			
i				
j				
k				
l				
m				
n				
o				

	(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a	1,127,855.		1,141,685.	<13,830.>
b	34,830.		30,168.	4,662.
c	722,001.		675,686.	46,315.
d	46,008.		43,850.	2,158.
e	396,249.		381,516.	14,733.
f	54,343.		47,265.	7,078.
g	648,085.		659,444.	<11,359.>
h	325.			325.
i				
j				
k				
l				
m				
n				
o				

	Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
	(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				<13,830.>
b				4,662.
c				46,315.
d				2,158.
e				14,733.
f				7,078.
g				<11,359.>
h				325.
i				
j				
k				
l				
m				
n				
o				

2	Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 / If (loss), enter "-0-" in Part I, line 7 }	2	50,082.
3	Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c). If (loss), enter "-0-" in Part I, line 8	3	N/A

223591
05-01-12

REALIZED GAIN/LOSS REPORT

Realized Gain Loss Report

RMB Capital Management, LLC

Generated by Sean Conway

For 649459810; Tax Period 11/01/2012-10/31/2013; Show Detailed Realized Gain/Loss; Group By Account; Sort By Date Acquired

As of Feb-03-2014

SUMMARY

	Proceeds	Cost	Realized Gain	Realized Loss	Disallowed Loss	Net Gain/Loss
Short-Term Covered	$722,001 06	$675,956 83	$73,891 82	-$27 847 59	270.50 ~~$369 00~~	$46 044 23
Long-Term Covered	$46,008 40	$43,850 05	$3,640 30	-$1 481 95	$0 00	$2 158 35
Total 649459810	**$768,009.46**	**$719,806.88**	**$77,532.12**	**-$29,329 54**	270.50 ~~$369 00~~	**$48,202.58**

s/b 270.50 per Fidelity

For 649459810; Tax Period 11/01/2012-10/31/2013; Show Detailed Realized Gain/Loss; Group By Account; Sort By Date Acquired

649-459810 (FRA06N02)

As of Feb-03-2014

THE FRANKEL FAMILY FOUNDATION Corporation (CP) Fidelity Brokerage

Date Acquired	Date of Sale	Quantity	Curr	Proceeds	Cost	Wash Sale* Disallowed Loss	Gain/Loss	RC	G/I	M
Short-Term Covered										
AAP (00751Y106) ADVANCED AUTO PARTS INC										
31-Oct-2012	16-Oct-2013	399 00000	USD	$38,290 64	$27,759 55	$0 00	$10,531 09	T		N
08-Nov-2012	16-Oct-2013	53 00000	USD	$5,086 23	$4,230 46	$0 00	$855 77	T		N
ARG (009363102) AIRGAS INC										
31-Oct-2012	18-Sep-2013	6 00000	USD	$625 44	$525 54	$0 00	$99 90	T		N
31-Oct-2012	17-Sep-2013	160 00000	USD	$16,685 64	$14,014 32	$0 00	$2,671 32	T		N
31-Oct-2012	30-Apr-2013	74 00000	USD	$7,157 30	$6,481 62	$0 00	$675 68	T		N
31-Oct-2012	29-Apr-2013	22 00000	USD	$2,129 53	$1,926 97	$0 00	$202 56	T		N
CLR (212015101) CONTINENTAL RES INC OKLA COM										
17-Apr-2013	19-Apr-2013	188 00000	USD	$13,718 05	$13,913 02	$0 00	$-194 97	T		N
COO (216648402) COOPER COMPANIES INC										
22-Oct-2012	08-Mar-2013	69 00000	USD	$7,481 11	$6,555 00	$0 00	$926 11	T		N
22-Oct-2012	15-Jan-2013	76 00000	USD	$7,347 25	$7,220 00	$0 00	$127 25	T		N
22-Oct-2012	15-Jan-2013	49 00000	USD	$4,737 15	$4,655 00	$0 00	$82 15	T		N
22-Oct-2012	30-Nov-2012	31 00000	USD	$2,962 05	$2,945 00	$0 00	$17 05	T		N
EMC (268648102) E M C CORP MASS										
24-Oct-2012	17-Sep-2013	634 00000	USD	$17,017 78	$15,899 01	$0 00	$1,118 77	T		N
24-Oct-2012	17-Sep-2013	182 00000	USD	$4,885 23	$4,548 16	$0 00	$337 07	T		N
24-Oct-2012	17-Sep-2013	161 00000	USD	$4,321 55	$3,842 20	$0 00	$479 35	T		N
EPAY (101388106) BOTTOMLINE TECHNOLOGIES INC										
22-Aug-2012	09-Apr-2013	383 00000	USD	$9,695 96	$9,152 67	$0 00	$543 29	T		N
22-Aug-2012	26-Mar-2013	595 00000	USD	$16,504 51	$14,218 89	$0 00	$2,285 62	T		N
22-Aug-2012	26-Mar-2013	200 00000	USD	$5,550 90	$4,779 46	$0 00	$771 44	T		N
21-Sep-2012	10-Apr-2013	25 00000	USD	$649 97	$631 24	$0 00	$18 73	T		N
21-Sep-2012	09-Apr-2013	86 00000	USD	$2,177 16	$2,171 47	$0 00	$5 69	T		N

RC Reason Code **G/I** Gifted/Inherited **M** Mark to Market

For 649459810; Tax Period 11/01/2012-10/31/2013; Show Detailed Realized Gain/Loss; Group By Account; Sort By Date Acquired

As of Feb-03-2014

Date Acquired	Date of Sale	Quantity	Curr	Proceeds	Cost	Wash Sale* Disallowed Loss	Gain/Loss	RC	G/I	M
08-Nov-2012	11-Apr-2013	259 00000	USD	$6,851 71	$6,407 63	$0 00	$444 08	T		N
08-Nov-2012	11-Apr-2013	121 00000	USD	$3,200 75	$2,993 53	$0 00	$207 22	T		N
08-Nov-2012	10-Apr-2013	157 00000	USD	$4,081 81	$3,884 17	$0 00	$197 64	T		N
FTI (30249U101) FMC TECHNOLOGIES INC										
17-Jan-2013	11-Feb-2013	660 00000	USD	$31,938 85	$30,122 73	$0 00	$1,816 12	T		N
17-Jan-2013	11-Feb-2013	241 00000	USD	$11,662 52	$10,967 13	$0 00	$695 39	T		N
GOOG (38259P508) GOOGLE INC CL A										
22-Aug-2012	09-Jul-2013	15 00000	USD	$13,583 21	$10,158 45	$0 00	$3 424 76	T		N
IFF (459506101) INTL FLAVORS & FRAGRANCES INC										
25-Oct-2012	24-Jul-2013	15 00000	USD	$1,185 20	$956 66	$0 00	$228 54	T		N
25-Oct-2012	23-Jul-2013	162 00000	USD	$12,780 29	$10,331 89	$0 00	$2 448 40	T		N
25-Oct-2012	20-Jun-2013	140 00000	USD	$10,758 00	$8,928 79	$0 00	$1 829 21	T		N
25-Oct-2012	08-Jan-2013	83 00000	USD	$5,633 55	$5,293 50	$0 00	$340 05	T		N
LABL (625383104) MULTI COLOR CORP										
22-Oct-2012	26-Jul-2013	17 00000	USD	$572 47	$376 72	$0 00	$195 75	T		N
22-Oct-2012	25-Jul-2013	23 00000	USD	$770 85	$509 67	$0 00	$261 18	T		N
22-Oct-2012	22-Jul-2013	33 00000	USD	$1,103 06	$731 27	$0 00	$371 79	T		N
22-Oct-2012	19-Jul-2013	37 00000	USD	$1,235 77	$819 91	$0 00	$415 86	T		N
22-Oct-2012	18-Jul-2013	33 00000	USD	$1,096 42	$731 27	$0 00	$365 15	T		N
22-Oct-2012	09-Jul-2013	59 00000	USD	$1,880 81	$1,307 42	$0 00	$573 39	T		N
22-Oct-2012	05-Jul-2013	69 00000	USD	$2,184 44	$1,529 02	$0 00	$655 42	T		N
22-Oct-2012	08-Jul-2013	90 00000	USD	$2,857 75	$1,994 37	$0 00	$863 38	T		N
22-Oct-2012	02-Jul-2013	133 00000	USD	$4,175 02	$2,947 24	$0 00	$1,227 78	T		N
22-Oct-2012	01-Jul-2013	185 00000	USD	$5,790 53	$4,099 55	$0 00	$1,690 98	T		N

RC Reason Code **G/I** Gifted/Inherited **M** Mark to Market

For 649459810; Tax Period 11/01/2012-10/31/2013; Show Detailed Realized Gain/Loss; Group By Account; Sort By Date Acquired

As of Feb-03-2014

Date Acquired	Date of Sale	Quantity	Curr	Proceeds	Cost	Wash Sale* Disallowed Loss	Gain/Loss	RC	G/I	M
22-Oct-2012	21-May-2013	116 00000	USD	$3,360 42	$2,570 53	$0 00	$789 89	T		N
22-Oct-2012	20-May-2013	104 00000	USD	$2,955 71	$2,304 61	$0 00	$651 10	T		N
22-Oct-2012	16-May-2013	144 00000	USD	$4,022 54	$3,191 00	$0 00	$831 54	T		N
LH (50540R409) LABORATORY CORP AMERHLDGS COM NEW										
22-Aug-2012	08-Feb-2013	23 00000	USD	$2,067 43	$2,112 83	$0 00	[illegible]	T		N
22-Aug-2012	08-Feb-2013	89 00000	USD	$8,000 05	$7,847 35	$0 00	$152 70	T		N
22-Aug-2012	01-Feb-2013	41 00000	USD	$3,676 83	$3,615 07	$0 00	$61 76	T		N
22-Aug-2012	31-Jan-2013	142 00000	USD	$12,717 88	$12,520 48	$0 00	$197 40	T		N
10-Sep-2012	08-Feb-2013	41 00000	USD	$3,685 42	$3,646 49	$0 00	$38 93	T		N
12-Sep-2012	08-Feb-2013	22 00000	USD	$1,977 54	$1,873 77	$0 00	$103 77	T		N
08-Nov-2012	08-Feb-2013	139 00000	USD	$12,494 47	$11,753 75	$0 00	$740 72	T		N
MJN (582839106) MEAD JOHNSON NUTRITION CO COM										
16-Nov-2012	03-Oct-2013	34 00000	USD	$2,534 95	$2,242 19	$0 00	$292 76	T		N
16-Nov-2012	01-Oct-2013	85 00000	USD	$6,303 58	$5,605 46	$0 00	$698 12	T		N
16-Nov-2012	26-Aug-2013	73 00000	USD	$5,538 91	$4,814 10	$0 00	$724 81	T		N
30-Nov-2012	04-Oct-2013	40 00000	USD	$2,983 14	$2,730 71	$0 00	$252 43	T		N
30-Nov-2012	03-Oct-2013	50 00000	USD	$3,727 87	$3,413 39	$0 00	$314 48	T		N
NDSN (655663102) NORDSON CORP										
22-Aug-2012	12-Dec-2012	42 00000	USD	$2,612 17	$2,570 02	$0 00	$42 15	T		N
22-Aug-2012	11-Dec-2012	22 00000	USD	$1,382 82	$1,346 20	$0 00	$36 62	T		N
NTRS (665859104) NORTHERN TR CORP										
22-Aug-2012	24-Jan-2013	173 00000	USD	$8,808 10	$8,111 35	$0 00	$696 75	T		N
22-Aug-2012	17-Jan-2013	424 00000	USD	$21,178 57	$19,879 85	$0 00	$1,298 72	T		N
21-Sep-2012	24-Jan-2013	48 00000	USD	$2,443 86	$2,304 28	$0 00	$139 58	T		N

RC Reason Code **G/I** Gifted/Inherited **M** Mark to Market

For 649459810; Tax Period 11/01/2012-10/31/2013; Show Detailed Realized Gain/Loss; Group By Account; Sort By Date Acquired

As of Feb-03-2014

Date Acquired	Date of Sale	Quantity	Curr	Proceeds	Cost	Wash Sale* Disallowed Loss	Gain/Loss	RC	G/I	M
21-Sep-2012	24-Jan-2013	29 00000	USD	$1,476 50	$1,391 35	$0 00	$85 15	T		N
08-Nov-2012	24-Jan-2013	296 00000	USD	$15,070 50	$13,832 08	$0 00	$1 238 42	T		N
NVEC (629445206) NVE CORP NEW										
22-Aug-2012	25-Jul-2013	68 00000	USD	$3,348 57	$3,709 40	$0 00	[illegible]	T		N
25-Oct-2012	24-Oct-2013	38 00000	USD	$2,040 62	$1,981 32	$0 00	$59 30	T		N
08-Nov-2012	24-Oct-2013	317 00000	USD	$17,023 08	$15,702 37	$0 00	$1 320 71	T		N
PLL (696429307) PALL CORP										
22-Oct-2012	29-May-2013	104 00000	USD	$7,328 39	$6,585 92	$0 00	$742 47	T		N
22-Oct-2012	28-May-2013	303 00000	USD	$21,690 63	$19,187 81	$0 00	$2,502 82	T		N
SIRO (82966C103) SIRONA DENTAL SYS INC COM										
31-Oct-2012	24-Apr-2013	144 00000	USD	$10,463 26	$8,193 79	$0 00	$2,269 47	T		N
31-Oct-2012	24-Apr-2013	44 00000	USD	$3,200 01	$2,503 66	$0 00	$696 35	T		N
SLH (83421A104) SOLERA HLDGS INC										
31-Oct-2012	05-Nov-2012	179 00000	USD	$8,437 69	$8,312 12	$0 00	$125 57	T		N
31-Oct-2012	05-Nov-2012	125 00000	USD	$5,887 73	$5,804 56	$0 00	$83 17	T		N
31-Oct-2012	01-Nov-2012	122 00000	USD	$5,817 98	$5,665 24	$0 00	$152 74	T		N
SNI (811065101) SCRIPPS NETWORKS INTERACTIVE INC CL A										
22-Oct-2012	30-Apr-2013	52 00000	USD	$3,458 00	$3,295 96	$0 00	$162 04	T		N
22-Oct-2012	30-Apr-2013	108 00000	USD	$7,185 13	$6,845 45	$0 00	$339 68	T		N
22-Oct-2012	29-Apr-2013	124 00000	USD	$8,242 80	$7,859 59	$0 00	$383 21	T		N
TEVA (881624209) TEVA PHARMACEUTICAL INDUSTRIES ADR-EACH CNV INTO 1 ORD ILS0 10										
22-Aug-2012	02-Jan-2013	116 00000	USD	$4,311 68	$4,870 77	$0 00	[illegible]	T		N
22-Aug-2012	02-Jan-2013	193 00000	USD	$7,173 74	$7,919 42	$0 00	[illegible]	T		N
22-Aug-2012	02-Jan-2013	188 00000	USD	$6,987 90	$7,577 95	$0 00	[illegible]	T		N

RC Reason Code **G/I** Gifted/Inherited **M** Mark to Market

For 649459810; Tax Period 11/01/2012-10/31/2013; Show Detailed Realized Gain/Loss; Group By Account; Sort By Date Acquired

As of Feb-03-2014

Date Acquired	Date of Sale	Quantity	Curr	Proceeds	Cost	Wash Sale* Disallowed Loss	Gain/Loss	RC	G/I	M
22-Aug-2012	12-Dec-2012	909 00000	USD	$36,197 39	$36,640 22	150.53 ~~$309 00~~	[illegible]	T		N
21-Sep-2012	02-Jan-2013	55 00000	USD	$2,044 33	$2,220 31	$0 00	[illegible]	T		N
08-Nov-2012	02-Jan-2013	454 00000	USD	$16,875 03	$18,318 90	$0 00	[illegible]	T		N
THR (88362T103) THERMON GROUP HOLDINGS COM USD0.001										
22-Oct-2012	23-Sep-2013	106 00000	USD	$2,387 76	$2,585 34	$0 00	[illegible]	T		N
22-Oct-2012	24-Sep-2013	110 00000	USD	$2,521 28	$2,682 90	$0 00	[illegible]	T		N
22-Oct-2012	20-Sep-2013	259 00000	USD	$5,944 59	$6,317 01	$0 00	[illegible]	T		N
22-Oct-2012	19-Sep-2013	293 00000	USD	$6,640 79	$7,146 27	$0 00	[illegible]	T		N
22-Oct-2012	18-Sep-2013	264 00000	USD	$5,911 11	$6,438 96	119.97 ~~$60 00~~	[illegible]	T		N
22-Oct-2012	18-Jun-2013	33 00000	USD	$681 90	$804 87	$0 00	[illegible]	T		N
22-Oct-2012	17-Jun-2013	49 00000	USD	$1,012 51	$1,195 11	$0 00	[illegible]	T		N
V (92826C839) VISA INC COM CL A										
22-Oct-2012	09-Jul-2013	69 00000	USD	$13,028 05	$9,554 16	$0 00	$3,473 89	T		N
VLTR (928708106) VOLTERRA SEMICONDUCTOR CORP CASH MERGER @$23.00 PER SHARE										
22-Aug-2012	09-Apr-2013	24 00000	USD	$331 96	$591 30	$0 00	[illegible]	T		N
22-Aug-2012	09-Apr-2013	252 00000	USD	$3,483 22	$6,208 61	$0 00	[illegible]	T		N
22-Aug-2012	02-Apr-2013	345 00000	USD	$4,730 91	$8,499 89	$0 00	[illegible]	T		N
22-Aug-2012	18-Mar-2013	187 00000	USD	$2,746 96	$4,607 19	$0 00	[illegible]	T		N
22-Aug-2012	14-Mar-2013	178 00000	USD	$2,681 55	$4,385 45	$0 00	[illegible]	T		N
22-Aug-2012	14-Mar-2013	165 00000	USD	$2,485 48	$4,065 17	$0 00	[illegible]	T		N
22-Aug-2012	14-Mar-2013	88 00000	USD	$1,325 60	$2,168 09	$0 00	[illegible]	T		N
18-Sep-2012	09-Apr-2013	44 00000	USD	$608 60	$1,041 21	$0 00	[illegible]	T		N
20-Sep-2012	09-Apr-2013	37 00000	USD	$511 78	$854 70	$0 00	[illegible]	T		N
20-Sep-2012	09-Apr-2013	66 00000	USD	$912 90	$1,548 80	$0 00	[illegible]	T		N

RC Reason Code **G/I** Gifted/Inherited **M** Mark to Market

For 649459810; Tax Period 11/01/2012-10/31/2013; Show Detailed Realized Gain/Loss; Group By Account; Sort By Date Acquired

As of Feb-03-2014

Date Acquired	Date of Sale	Quantity	Curr	Proceeds	Cost	Wash Sale* Disallowed Loss	Gain/Loss	RC	G/I	M
24-Sep-2012	09-Apr-2013	19 00000	USD	$262 80	$431 98	$0 00	[illegible]	T		N
24-Sep-2012	09-Apr-2013	18 00000	USD	$248 97	$409 00	$0 00	[illegible]	T		N
08-Oct-2012	09-Apr-2013	120 00000	USD	$1,659 81	$2,479 03	$0 00	[illegible]	T		N
10-Oct-2012	09-Apr-2013	53 00000	USD	$733 08	$1,037 01	$0 00	[illegible]	T		N
10-Oct-2012	09-Apr-2013	20 00000	USD	$276 64	$391 38	$0 00	[illegible]	T		N
19-Oct-2012	10-Apr-2013	91 00000	USD	$1,289 45	$1,605 99	$0 00	[illegible]	T		N
19-Oct-2012	10-Apr-2013	51 00000	USD	$722 66	$895 12	$0 00	[illegible]	T		N
19-Oct-2012	09-Apr-2013	6 00000	USD	$82 99	$105 31	$0 00	$-22 32	T		N
08-Nov-2012	07-May-2013	487 00000	USD	$6,454 65	$8,760 71	$0 00	[illegible]	T		N
08-Nov-2012	10-Apr-2013	271 00000	USD	$3,840 00	$4,875 06	$0 00	[illegible]	T		N
16-Nov-2012	07-May-2013	140 00000	USD	$1,855 55	$2,337 58	$0 00	[illegible]	T		N
16-Nov-2012	07-May-2013	42 00000	USD	$556 66	$698 97	$0 00	[illegible]	T		N
03-Jan-2013	07-May-2013	112 00000	USD	$1,484 44	$1,883 29	$0 00	$-398 85	T		N
15-Jan-2013	07-May-2013	201 00000	USD	$2,664 03	$3,183 46	$0 00	[illegible]	T		N
15-Jan-2013	07-May-2013	41 00000	USD	$543 41	$648 17	$0 00	[illegible]	T		N
VRTS (92828Q109) VIRTUS INVT PARTNERSINC COM										
31-Oct-2012	10-May-2013	11 00000	USD	$2,399 41	$1,050 49	$0 00	$1,348 92	T		N
31-Oct-2012	09-May-2013	10 00000	USD	$2,163 07	$954 99	$0 00	$1,208 08	T		N
31-Oct-2012	08-Mar-2013	43 00000	USD	$7,865 85	$4,106 45	$0 00	$3,759 40	T		N
31-Oct-2012	17-Jan-2013	30 00000	USD	$4,083 85	$2,864 97	$0 00	$1,218 88	T		N
31-Oct-2012	10-Dec-2012	14 00000	USD	$1,630 95	$1,336 98	$0 00	$293 97	T		N
31-Oct-2012	07-Dec-2012	20 00000	USD	$2,322 06	$1,909 98	$0 00	$412 08	T		N
31-Oct-2012	06-Dec-2012	63 00000	USD	$7,233 98	$6,016 43	$0 00	$1,217 55	T		N
31-Oct-2012	05-Dec-2012	103 00000	USD	$11,789 55	$9,836 38	$0 00	$1,953 17	T		N

RC Reason Code **G/I** Gifted/Inherited **M** Mark to Market

For 649459810; Tax Period 11/01/2012-10/31/2013; Show Detailed Realized Gain/Loss; Group By Account; Sort By Date Acquired

As of Feb-03-2014

Date Acquired	Date of Sale	Quantity	Curr	Proceeds	Cost	Wash Sale* Disallowed Loss	Gain/Loss	RC	G/I	M
31-Oct-2012	04-Dec-2012	42 00000	USD	$4,790 57	$4,010 95	$0 00	$779 62	T		N
Long-Term Covered										
NDSN (655663102) NORDSON CORP										
22-Aug-2012	26-Sep-2013	114 00000	USD	$8,464 17	$6,975 76	$0 00	$1,488 41	T		N
22-Aug-2012	25-Sep-2013	86 00000	USD	$6,404 93	$5,262 42	$0 00	[illegible]	T		N
22-Aug-2012	25-Sep-2013	74 00000	USD	$5,511 82	$4,528 13	$0 00	$983 69	T		N
NVEC (629445206) NVE CORP NEW										
22-Aug-2012	24-Oct-2013	91 00000	USD	$4,886 75	$4,964 05	$0 00	[illegible]	T		N
22-Aug-2012	11-Oct-2013	36 00000	USD	$1,856 89	$1,963 80	$0 00	[illegible]	T		N
22-Aug-2012	10-Oct-2013	23 00000	USD	$1,182 35	$1,254 65	$0 00	[illegible]	T		N
22-Aug-2012	09-Oct-2013	75 00000	USD	$3,818 37	$4,091 25	$0 00	[illegible]	T		N
22-Aug-2012	03-Oct-2013	133 00000	USD	$6,800 38	$7,255 15	$0 00	[illegible]	T		N
22-Aug-2012	12-Sep-2013	86 00000	USD	$4,290 31	$4,691 30	$0 00	[illegible]	T		N
10-Sep-2012	24-Oct-2013	17 00000	USD	$912 91	$959 14	$0 00	[illegible]	T		N
28-Sep-2012	24-Oct-2013	4 00000	USD	$214 80	$237 00	$0 00	[illegible]	T		N
01-Oct-2012	24-Oct-2013	4 00000	USD	$214 80	$236 98	$0 00	[illegible]	T		N
04-Oct-2012	24-Oct-2013	1 00000	USD	$53 70	$59 89	$0 00	[illegible]	T		N
18-Oct-2012	24-Oct-2013	12 00000	USD	$644 41	$631 06	$0 00	$13 35	T		N
19-Oct-2012	24-Oct-2013	14 00000	USD	$751 81	$739 47	$0 00	$12 34	T		N

RC Reason Code **G/I** Gifted/Inherited **M** Mark to Market

Frankel Family Foundation
Realized Gains and Losses Account 649-459879

11/1/12-10/31/13

Account : 649459879

Acccount #	Security Description	Date of Sale	Date Acquired	Quantity	Proceeds	Cost	Realized Gain/Loss	Covered/Non-Covered	Holding Period
649459879	QUALCOMM INC	10/10/2013	08/22/2012	376 00000	$25,097 75	$23,398 17	$1,699 58	Covered	Long-Term
649459879	3M COMPANY	08/23/2013	08/22/2012	257 00000	$29,245 65	$23,866 90	$5,378 75	Covered	Long-Term
	Total Long Term				$54,343 40	$47,265 07	$7,078 33		
649459879	CME GROUP INC	07/18/2013	10/22/2012	91 00000	$6,972 70	$5,117 16	$1,855 54	Covered	Short-Term
649459879	CME GROUP INC	07/17/2013	10/22/2012	130 00000	$9,908 27	$7,310 23	$2,598 04	Covered	Short-Term
649459879	CME GROUP INC	07/02/2013	10/22/2012	200 00000	$15,188 78	$11,246 50	$3,942 28	Covered	Short-Term
649459879	CME GROUP INC	01/08/2013	10/22/2012	315 00000	$16,687 94	$17,713 24	-$1,025 30	Covered	Short-Term
649459879	GENERAL ELECTRIC CO	06/10/2013	03/11/2013	524 00000	$12,402 70	$12,323 17	$79 53	Covered	Short-Term
649459879	GENERAL ELECTRIC CO	06/10/2013	10/22/2012	1,349 00000	$31,929 85	$28,717 51	$3,212 34	Covered	Short-Term
649459879	GENERAL ELECTRIC CO	06/10/2013	10/22/2012	892 00000	$21,077 59	$18,988 90	$2,088 69	Covered	Short-Term
649459879	OCCIDENTAL PETROLEUMCORP	02/20/2013	02/14/2013	369 00000	$31,442 33	$31,939 64	-$497 31	Covered	Short-Term
649459879	DARDEN RESTAURANTS	02/22/2013	08/22/2012	875 00000	$39,870 40	$46,268 22	-$6,397 82	Covered	Short-Term
649459879	ACTIVISION BLIZZARD INC COM	01/09/2013	08/22/2012	48 00000	$526 45	$567 65	-$41 20	Covered	Short-Term
649459879	ACTIVISION BLIZZARD INC COM	01/08/2013	08/22/2012	2,359 00000	$25,949 12	$27,897 48	-$1,948 36	Covered	Short-Term
649459879	ACTIVISION BLIZZARD INC COM	01/08/2013	08/22/2012	751 00000	$8,238 01	$8,881 31	-$643 30	Covered	Short-Term
649459879	ACTIVISION BLIZZARD INC COM	01/08/2013	08/22/2012	750 00000	$8,278 31	$8,869 49	-$591 18	Covered	Short-Term
649459879	MALLINCKRODT PLC ORDINARY USD	07/05/2013	06/11/2013	2 00000	$83 49	$90 67	-$7 18	Covered	Short-Term
649459879	MALLINCKRODT PLC ORDINARY USD	07/03/2013	06/11/2013	4 21415	$177 86	$191 06	-$13 20	Covered	Short-Term
649459879	MALLINCKRODT PLC ORDINARY USD	07/03/2013	03/11/2013	18 39388	$776 31	$846 60	-$70 29	Covered	Short-Term
649459879	MALLINCKRODT PLC ORDINARY USD	07/03/2013	02/26/2013	1 61568	$68 19	$70 06	-$1 87	Covered	Short-Term
649459879	MALLINCKRODT PLC ORDINARY USD	07/03/2013	10/22/2012	103 77629	$4,379 88	$4,093 38	$286 50	Covered	Short-Term
649459879	ILLINOIS TOOL WORKS	09/17/2013	10/31/2012	436 00000	$32,729 03	$26,637 22	$6,091 81	Covered	Short-Term
649459879	ILLINOIS TOOL WORKS	12/12/2012	10/31/2012	222 00000	$13,741 67	$13,562 99	$178 68	Covered	Short-Term
649459879	COACH INC	07/30/2013	03/11/2013	212 00000	$11,167 76	$10,463 41	$704 35	Covered	Short-Term
649459879	COACH INC	07/30/2013	03/08/2013	50 00000	$2,633 90	$2,445 00	$188 90	Covered	Short-Term
649459879	COACH INC	07/30/2013	11/15/2012	105 00000	$5,531 20	$5,537 40	-$6 20	Covered	Short-Term
649459879	COACH INC	07/30/2013	10/25/2012	265 00000	$13,959 69	$15,091 23	-$1,131 54	Covered	Short-Term
649459879	COACH INC	07/30/2013	10/25/2012	249 00000	$13,139 58	$14,180 06	-$1,040 48	Covered	Short-Term
649459879	COACH INC	01/24/2013	10/25/2012	322 00000	$16,378 61	$18,337 27	-$1,958 66	Covered	Short-Term
649459879	FRANKLIN RES INC	05/10/2013	10/22/2012	203 00000	$32,580 67	$26,443 00	$6,137 67	Covered	Short-Term
649459879	AFLAC INC	07/02/2013	10/22/2012	356 00000	$20,396 79	$17,686 08	$2,710 71	Covered	Short-Term
	Total Short Term Covered				$396,217 08	$381,515 93	$14,701 15		
649459879	MALLINCKRODT PLC ORDINARY USD	07/10/2013	07/10/2013	0 00000	$31 70	$0 00	$31 70	Non-Covered	Short-Term
	Total Short Term				$396,248 78	$381,515 93	$14,732 85		
	Total				$450,592 18	$428,781 00	$21,811 18		

Prepared by ________

Frankel Family Foundation
RMB Capital Management, LLC
Realized Gain Loss Report

11/1/12-10/31/13

Account · 649459984

Acccount #	Security Description	Date of Sale	Date Acquired	Quantity	Proceeds	Cost	Holding Period	Covered/ Non-Covered	Disallowance Amount	Realized Gain/Loss
649459984	PIMCO EMERGING LOCALBOND FD INST CL	08/02/2013	10/23/2012	10,053 64500	$98,395 18	$108,676 85	Short-Term	Covered	$285 94	-$9,995 73
649459984	AMERICAN BEACON SIM HIGH YLD OPPS INSTL	05/23/2013	various	9,871 31900	$104,704 69	$100,046 69	Short-Term	Covered	$0 00	$4,658 00
649459984	AMERICAN BEACON SIM HIGH YLD OPPS INSTL	02/12/2013	08/22/2012	583 22600	$6,129 71	$5,907 25	Short-Term	Covered	$0 00	$222 46
649459984	EATON VANCE FLOATINGRATE CLASS I	08/02/2013	02/12/2013	13,951 42300	$128,044 06	$128,127 66	Short-Term	Covered	$1 07	-$82 53
649459984	FIDELITY FLOATING RATE HIGH INCOME	02/12/2013	various	15,402 92400	$153,259 09	$152,822 11	Short-Term	Covered	$0 00	$436 98
649459984	JPMORGAN MORTGAGE BACKED SEC SELECT CL	08/02/2013	10/23/2012	10,814 31900	$122,279 95	$125,749 93	Short-Term	Covered	$37 32	-$3,432 66
649459984	TCW EMERGING MKTS INCOME CL I	08/02/2013	02/12/2013	4,076 91100	$34,582 97	$37,854 16	Short-Term	Covered	$106 39	-$3,164 80
649459984	TCW EMERGING MKTS INCOME CL I	05/23/2013	02/12/2013	77 49300	$689 14	$721 87	Short-Term	Covered	$32 73	$0 00
Total					$648,084 79	$659,906 52			$463 45	-$11,358 28

Frank Family Foundation
Realized Gains & Losses Account 649-460010

11/1/2012 to 10/31/2013

Account 649460010
Detailed
Date Range
11/01/2012-
Format XLS

Acccount #	Security Description	Date of Sale	Date Acquired	Quantity	Proceeds	Cost	Realized Gain/Loss
649460010	CME GROUP INC NOTE 05 40000% 08/01/2013MAKE WHOLE	08/01/2013	08/28/2012	170,000 00000	$170,000 00	$170,000 00	$0 00
649460010	UNITED STATES TREAS NTS 0 50000% 04/15/2015TIPS	07/30/2013	03/19/2013	75,000 00000	$82,751 26	$84,118 83	-$1,367 57
649460010	UNITED STATES TREAS NTS 1 25000% 04/15/2014TIPS	02/07/2013	08/24/2012	310,000 00000	$349,269 93	$346,911 18	$2,358 75
649460010	UNITED STATES TREAS NTS 0 12500% 04/15/2016TIPS	08/08/2013	08/24/2012	170,000 00000	$185,204 85	$186,472 07	-$1,267 22
649460010	AMERICAN EXPRESS CO NT 4 87500% 07/15/2013ISIN #US025816AQ27	07/15/2013	09/14/2012	55,000 00000	$55,000 00	$55,000 00	$0 00
649460010	AMERICAN EXPRESS CO NT 4 87500% 07/15/2013ISIN #US025816AQ27	07/15/2013	09/13/2012	15,000 00000	$15,000 00	$15,000 00	$0 00
649460010	AMERICAN EXPRESS CO NT 4 87500% 07/15/2013ISIN #US025816AQ27	07/15/2013	09/11/2012	50,000 00000	$50,000 00	$50,000 00	$0 00
649460010	AMERICAN EXPRESS CO NT 4 87500% 07/15/2013ISIN #US025816AQ27	07/15/2013	08/28/2012	25,000 00000	$25,000 00	$25,000 00	$0 00
649460010	AMERICAN EXPRESS CO NT 4 87500% 07/15/2013ISIN #US025816AQ27	07/15/2013	08/24/2012	25,000 00000	$25,000 00	$25,000 00	$0 00
649460010	UNITED STATES TREAS NTS 0 12500% 07/15/2022TIPS	08/07/2013	08/24/2012	170,000 00000	$170,629 26	$184,183 35	-$13,554 09
					$1,127,855 30	$1,141,685 43	-$13,830 13

Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

Recipient: Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
CENTER FOR BIOLOGICAL DIVERSITY 1333 N. ORACLE RD TUCSON, AZ 85702		501 (C) (3)	COMMUNICATION CAMPAIGNS TO PROTECT ESA AND CLEAN AIR ACT	100,000.
CHELONIAN RESEARCH FOUNDATION 168 GOODRICH LUNENBURG, MA 01462		501 (C) (3)	UNRESTRICTED	25,000.
CHICAGO HOUSE 1925 NORTH CLYBOURNE STREET SUITE 401 CHICAGO, IL 60614		501 (C) (3)	UNRESTRICTED	3,000.
CHICAGO PUBLIC RADIO NAVY PIER 848 E. GRAND AVENUE CHICAGO, IL 60611		501 (C) (3)	UNRESTRICTED	1,000.
DZI FOUNDATION PO BOX 632 RIDGWAY, CO 81432		501 (C) (3)	UNRESTRICTED	5,000.
ENVIRONMENTAL LAW & POLICY CENTER 35 E. WACKER DRIVE, SUITE 1600 CHICAGO, IL 60601		501 (C) (3)	ELPC MIDWEST CLIMATE CHANGE SOLUTIONS INITIATIVE	25,000.
ERIE HEALTH CENTER 1701 W. SUPERIOR ST, 3RD FLOOR CHICAGO, IL 60622		501 (C) (3)	UNRESTRICTED	10,000.
ERIKA'S LIGHTHOUSE PO BOX 616 WINNETKA, IL 60093		501 (C) (3)	UNRESTRICTED	5,000.
EVANSTON SCHOLARS PO BOX 7044 EVANSTON, IL 60204		501 (C) (3)	UNRESTRICTED	10,000.
EVANSTON SCHOOL CHILDREN'S CLOTHING ASSOCIATION 1500 MCDANIEL AVE EVANSTON, IL 60201		501 (C) (3)	UNRESTRICTED	3,000.
Total from continuation sheets				443,000.

223631
05-01-12

Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
FOREST ETHICS 1 HAIGHT ST. SAN FRANCISCO, CA 94102		501 (C) (3)	GENERAL SUPPORT FOR FOREST PROTECTION AND CLIMATE CHANGE	30,000.
FRIENDS OF THE EARTH 1100 15TH ST. NW 11TH FLOOR WASHINGTON, DC 20005		501 (C) (3)	UNRESTRICTED	5,000.
HEARTLAND ALLIANCE FOR HUMAN NEEDS & HUMAN RIGHTS 208 SOUTH LASALLE STREET, SUITE 1818 CHICAGO, IL 60604		501 (C) (3)	UNRESTRICTED	25,000.
HEIFER PROJECT INTERNATIONAL INC PO BOX 8058 LITTLE ROCK, AR 72203		501 (C) (3)	UNRESTRICTED	2,000.
HYDE SCHOOL 616 HIGH STREET BATH, ME 04530		501 (C) (3)	UNRESTRICTED	10,000.
INTERNATIONAL RESCUE COMMITTEE, INC. FOR WOMEN'S REFUGEE COMMISSION 122 EAST 42ND STREET, 11TH FLOOR NEW YORK, NY 10168		501 (C) (3)	WOMEN'S REFUGEE COMMISSION: DISPLACED ADOLESCENTS AND YOUTH-TURNING GUIDANCE INTO PRACTICE	25,000.
JEWISH COMMUNITY FOUNDATION OF GREATER PRESCOTT, INC. PO BOX 2684 PRESCOTT, AZ 86302		501 (C) (3)	UNRESTRICTED	10,000.
JEWISH RECONSTRUCTIONIST CONGREGATION 303 DODGE AVE EVANSTON, IL 60202		501 (C) (3)	UNRESTRICTED	10,000.
LITERATURE FOR ALL OF US 2010 DEWEY AVENUE EVANSTON, IL 60201		501 (C) (3)	UNRESTRICTED	5,000.
MUSICAL OFFERING 743 CUSTER AVE EVANSTON, IL 60202		501 (C) (3)	UNRESTRICTED	1,000.
Total from continuation sheets				

Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
PLANNED PARENTHOOD ARIZONA, INC 5651 NORTH 7TH STREET PHOENIX, AZ 85014		501 (C) (3)	UNRESTRICTED	2,000.
ROYCEMORE SCHOOL 640 LINCOLN ST. EVANSTON, IL 60025		501 (C) (3)	UNRESTRICTED	10,000.
SOCIAL VENTURE FUND FOR JEWISH/ARAB EQUALITY AND SHARED SOCIETY 25 BROADWAY NEW YORK, NY 10004		501 (C) (3)	PROMOTING JEWISH-ARAB EQUALITY AND SHARED SOCIETY	50,000.
ST. ATHANASIUS SCHOOL 2510 ASHLAND AVE EVANSTON, IL 60201		501 (C) (3)	UNRESTRICTED	3,000.
HAMILTON COLLEGE 198 COLLEGE HILL ROAD CLINTON, NY 13323		501 (C) (3)	UNRESTRICTED	10,000.
UNION OF CONCERNED SCIENTISTS, INC TWO BRATTLE SQUARE CAMBRIDGE, MA 02138		501 (C) (3)	UNRESTRICTED	5,000.
YOUTH ORGANIZATIONS UMBRELLA INC 1027 SHERMAN EVANSTON, IL 60202		501 (C) (3)	UNRESTRICTED	5,000.
HEAR FOUNDATION 141 W JACKSON STE 1404 CHICAGO, IL 60604		501 (C) (3)	UNRESTRICTED	5,000.
MCGAW YMCA 1000 GROVE ST EVANSTON, IL 60201		501 (C) (3)	UNRESTRICTED	10,000.
NATURAL RESOURCES DEFENSE COUNCIL 40 W 20TH ST NEW YORK, NY 10011		501 (C) (3)	UNRESTRICTED	5,000.
Total from continuation sheets				

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05-01-12

Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
PRESCOTT COLLEGE 220 GROVE ST PRESCOTT, AZ 86301		501 (C) (3)	UNRESTRICTED	10,000.
PROJECT MEDIASHARE FOR HAITI PO BOX 381208 MIAMI, FL 33238		501 (C) (3)	UNRESTRICTED	4,000.
TED FOUNDATION 1825 ASBURY EVANSTON, IL 60201		501 (C) (3)	UNRESTRICTED	2,000.
THE DAJAE COLEMAN FOUNDATION C/O THE FORREST E POWELL FOUNDATION 1904 GREEN BAY ROAD EVANSTON, IL 60201		501 (C) (3)	UNRESTRICTED	2,000.
CENTER FOR BIOLOGICAL DIVERSITY 1333 N. ORACLE RD TUCSON, AZ 85702		501 (C) (3)	UNRESTRICTED	10,000.
Total from continuation sheets				

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05-01-12

FORM 990-PF INTEREST ON SAVINGS AND TEMPORARY CASH INVESTMENTS STATEMENT 1

SOURCE	AMOUNT
RMB 649-451398 - INT	158.
RMB 649-459810 - INT	18.
RMB 649-459879 - INT	10.
RMB 649-459984 - INT	7.
TOTAL TO FORM 990-PF, PART I, LINE 3, COLUMN A	193.

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 2

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
RMB 649-459810 - DIVS	12,002.	0.	12,002.
RMB 649-459879 - DIVS	25,996.	0.	25,996.
RMB 649-459984 - DIVS	39,460.	325.	39,135.
RMB 649-460010 - BOND PREMIUM AMORT	<95,487.>	0.	<95,487.>
RMB 649-460010 - INT	108,693.	0.	108,693.
RMB 649-460010 - US BOND PREMIUM AMORT	<549.>	0.	<549.>
RMB 649-460010 - US GOVT INT	9,223.	0.	9,223.
RMB 649-460176 - DIVS	19.	0.	19.
RMB 649-460591 - DIVS	836.	0.	836.
RMB 676-065642 - DIVS	634.	0.	634.
TOTAL TO FM 990-PF, PART I, LN 4	100,827.	325.	100,502.

FORM 990-PF OTHER INCOME STATEMENT 3

DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME
TWIN LAKE TOTAL RETURN PARTNERS LP	5,019.	5,019.	
TOTAL TO FORM 990-PF, PART I, LINE 11	5,019.	5,019.	

FORM 990-PF LEGAL FEES STATEMENT 4

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
LEGAL FEES	251.	0.		251.
TO FM 990-PF, PG 1, LN 16A	251.	0.		251.

FORM 990-PF ACCOUNTING FEES STATEMENT 5

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ACCOUNTING FEES	14,000.	12,250.		1,750.
TO FORM 990-PF, PG 1, LN 16B	14,000.	12,250.		1,750.

FORM 990-PF OTHER PROFESSIONAL FEES STATEMENT 6

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
CONSULTING FEES	70,053.	0.		70,053.
RMB CAPITAL MANAGEMENT - INVESTMENT ADVISORY FEES	82,802.	82,802.		0.
TO FORM 990-PF, PG 1, LN 16C	152,855.	82,802.		70,053.

FORM 990-PF TAXES STATEMENT 7

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
IL CHARITY BUREAU FUND	15.	0.		15.
FOREIGN TAX	175.	175.		0.
TO FORM 990-PF, PG 1, LN 18	190.	175.		15.

FORM 990-PF | OTHER EXPENSES | STATEMENT 8

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
MISCELLANEOUS EXPENSES	200.	0.		200.
WEBSITE COSTS	4,250.	0.		4,250.
TO FORM 990-PF, PG 1, LN 23	4,450.	0.		4,450.

FORM 990-PF | U.S. AND STATE/CITY GOVERNMENT OBLIGATIONS | STATEMENT 9

DESCRIPTION	U.S. GOV'T	OTHER GOV'T	BOOK VALUE	FAIR MARKET VALUE
RMB 649-460010 - US GOVT	X		772,264.	764,688.
TOTAL U.S. GOVERNMENT OBLIGATIONS			772,264.	764,688.
TOTAL STATE AND MUNICIPAL GOVERNMENT OBLIGATIONS				
TOTAL TO FORM 990-PF, PART II, LINE 10A			772,264.	764,688.

FORM 990-PF | CORPORATE STOCK | STATEMENT 10

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
RMB 649-459810	2,134,329.	2,482,490.
RMB 649-459879	1,341,361.	1,542,625.
RMB 676-065642	277,790.	306,681.
TOTAL TO FORM 990-PF, PART II, LINE 10B	3,753,480.	4,331,796.

FORM 990-PF	CORPORATE BONDS	STATEMENT 11

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
RMB 649-460010	2,755,745.	2,739,524.
TOTAL TO FORM 990-PF, PART II, LINE 10C	2,755,745.	2,739,524.

FORM 990-PF	OTHER INVESTMENTS	STATEMENT 12

DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
RMB 649-462080	COST	500,000.	577,122.
RMB 649-462152	COST	505,019.	547,957.
RMB 649-459984	COST	639,490.	610,569.
TOTAL TO FORM 990-PF, PART II, LINE 13		1,644,509.	1,735,648.

FORM 990-PF	OTHER ASSETS	STATEMENT 13

DESCRIPTION	BEGINNING OF YR BOOK VALUE	END OF YEAR BOOK VALUE	FAIR MARKET VALUE
DIVIDEND RECEIVABLE	1,708.	1,951.	1,951.
ACCRUED INTEREST	9,056.	238.	238.
TO FORM 990-PF, PART II, LINE 15	10,764.	2,189.	2,189.

FORM 990-PF	ELECTION UNDER REGULATIONS SECTION 53.4942(A)-3(D)(2) TO TREAT EXCESS QUALIFYING DISTRIBUTIONS AS DISTRIBUTIONS OUT OF CORPUS	STATEMENT 14

THE FRANKEL FAMILY FOUNDATION HEREBY ELECTS TO TREAT AS A CURRENT DISTRIBUTION OUT OF CORPUS AMOUNTS DISTRIBUTED IN PRIOR YEARS WHICH WERE TREATED AS DISTRIBUTIONS OUT OF CORPUS BUT WERE NOT AVAILED OF FOR ANY OTHER PURPOSE PURSUANT TO REGULATION SECTION 53-4942(A)-3(C)(2)(IV) AND TO DESIGNATE QUALIFYING DISTRIBUTIONS FOR 2012 AS BEING MADE OUT OF CORPUS PURSUANT TO REG. SEC. 53-4942(A)-3(D)(2).

FORM 990-PF | PART XV - LINE 1A | STATEMENT 15

LIST OF FOUNDATION MANAGERS

NAME OF MANAGER

BERNARD FRANKEL
PETER FRANKEL
MATTHEW FRANKEL

Form **8868**
(Rev. January 2013)
Department of the Treasury
Internal Revenue Service

Application for Extension of Time To File an Exempt Organization Return

▶ **File a separate application for each return.**

OMB No. 1545-1709

- If you are filing for an **Automatic 3-Month Extension, complete only Part I** and check this box ▶ [X]
- 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.

Type or print	Name of exempt organization or other filer, see instructions.	Employer identification number (EIN) or
	FRANKEL FAMILY FOUNDATION	36-7337220
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. 1700 W IRVING PARK ROAD, NO. 203	Social security number (SSN)
	City, town or post office, state, and ZIP code For a foreign address, see instructions. CHICAGO, IL 60613	

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-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 (sec 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 ▶ PETER FRANKEL 1700 W IRVING PARK RD SUITE 203 - CHICAGO, IL 60613
  Telephone No.▶ 773 360-5412 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 JUNE 15, 2014 , to file the exempt organization return for the organization named above The extension is for the organization's return for:
▶ [ ] calendar year ____ or
▶ [X] tax year beginning NOV 1, 2012 , and ending OCT 31, 2013

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	$ 1,277.
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	$ 3,717.
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	$ 0.

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

LHA **For Privacy Act and Paperwork Reduction Act Notice, see instructions.** Form **8868** (Rev 1-2013)

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01-21-13