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Return of Private Foundation

OMB No 1545-0052

2013

Open to Public Inspection

Department of the Treasury
Internal Revenue Service

Do not enter Social Security numbers on this form as it may be made public.

Information about Form 990-PF and its separate instructions is at www.irs.gov/form990pf.

For calendar year 2013 or tax year beginning

, and ending

Name of foundation THE SIDNEY E. FRANK FOUNDATION C/O O'CONNOR DAVIES, LLP		A Employer identification number 20-6383779
Number and street (or P O box number if mail is not delivered to street address) 665 FIFTH AVENUE	Room/suite	B Telephone number 212-286-2600
City or town, state or province, country, and ZIP or foreign postal code NEW YORK, NY 10022		C If exemption application is pending, check here ☐
G Check all that apply: ☐ Initial return ☐ Final return ☐ Address change ☐ Initial return of a former public charity ☐ Amended return ☐ Name change		D 1. Foreign organizations, check here ☐ 2. Foreign organizations meeting the 85% test, check here and attach computation ☐
H Check type of organization: ☒ Section 501(c)(3) exempt private foundation ☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundation		E If private foundation status was terminated under section 507(b)(1)(A), check here ☐
I Fair market value of all assets at end of year (from Part II, col. (c), line 16) \$ 326,255,008.	J Accounting method: ☐ Cash ☐ Accrual ☒ Other (specify) MODIFIED CASH (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	2,448,157.		N/A	
	2 Check ☐ if the foundation is not required to attach Sch. B				
	3 Interest on savings and temporary cash investments				
	4 Dividends and interest from securities	865,932.	2,268,039.		STATEMENT 1
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	9,783,031.			
	b Gross sales price for all assets on line 6a	165,630,981.			
	7 Capital gain net income (from Part IV, line 2)		13,302,893.		
	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	465.	789,600.		STATEMENT 2	
12 Total. Add lines 1 through 11	13,097,585.	16,360,532.			
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	228,291.	228,291.		0.
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits	61,946.	61,946.		0.
	16a Legal fees STMT 3	136,281.	63,919.		72,362.
	b Accounting fees STMT 4	318,586.	89,015.		229,571.
	c Other professional fees STMT 5	1,905,639.	1,285,911.		619,728.
	17 Interest		19,621.		
	18 Taxes STMT 6	303,022.	19,716.		3,022.
	19 Depreciation and depletion				
	20 Occupancy	14,829.	14,829.		0.
	21 Travel, conferences, and meetings	10,503.	0.		10,503.
	22 Printing and publications				
	23 Other expenses STMT 7	40,821.	1,155,077.		40,821.
	24 Total operating and administrative expenses Add lines 13 through 23	3,019,918.	2,938,325.		976,007.
	25 Contributions, gifts, grants paid	7,339,588.		ATTACHMENT G	5,839,588.
26 Total expenses and disbursements. Add lines 24 and 25	10,359,506.	2,938,325.		6,815,595.	
27 Subtract line 26 from line 12:					
a Excess of revenue over expenses and disbursements	2,738,079.				
b Net investment income (if negative, enter -0-)		13,422,207.			
c Adjusted net income (if negative, enter -0-)			N/A		

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10-10-13

LHA For Paperwork Reduction Act Notice, see instructions.

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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				
	2 Savings and temporary cash investments	3,893,117.	11,688,011.	11,688,011.	
	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 8	9,097,612.	15,221,490.	15,221,490.	
	b Investments - corporate stock STMT 9	11,652,877.	23,413,533.	23,413,533.	
	c Investments - corporate bonds STMT 10	3,422,388.	3,653,358.	3,653,358.	
Liabilities	11 Investments - land, buildings, and equipment basis ▶				
	Less accumulated depreciation ▶				
	12 Investments - mortgage loans				
	13 Investments - other STMT 11	265,211,047.	272,278,616.	272,278,616.	
	14 Land, buildings, and equipment basis ▶				
	Less accumulated depreciation ▶				
	15 Other assets (describe ▶)				
	16 Total assets (to be completed by all filers - see the instructions Also, see page 1, item 1)	293,277,041.	326,255,008.	326,255,008.	
	17 Accounts payable and accrued expenses				
	18 Grants payable				
Net Assets or Fund Balances	19 Deferred revenue				
	20 Loans from officers, directors, trustees, and other disqualified persons				
	21 Mortgages and other notes payable				
	22 Other liabilities (describe ▶)				
	23 Total liabilities (add lines 17 through 22)	0.	0.		
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	288,704,549.	321,291,887.		
	25 Temporarily restricted	4,572,492.	4,963,121.		
	26 Permanently restricted				
	Foundations that do not follow SFAS 117, check here ▶ ☐ and complete lines 27 through 31.				
	27 Capital stock, trust principal, or current funds				
	28 Paid-in or capital surplus, or land, bldg, and equipment fund				
	29 Retained earnings, accumulated income, endowment, or other funds				
	30 Total net assets or fund balances	293,277,041.	326,255,008.		
	31 Total liabilities and net assets/fund balances	293,277,041.	326,255,008.		

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	293,277,041.
2 Enter amount from Part I, line 27a	2	2,738,079.
3 Other increases not included in line 2 (itemize) ▶ <u>UNREALIZED GAIN ON INVESTMENTS</u>	3	30,239,888.
4 Add lines 1, 2, and 3	4	326,255,008.
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	326,255,008.

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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 STATEMENTS			
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			13,302,893.

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

(i) FMV 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			13,302,893.

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	13,302,893.
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6) If gain, also enter in Part I, line 8, column (c) If (loss), enter -0- in Part I, line 8	{ }	3	N/A

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

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

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

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

☐ Yes ☒ No

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

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col (b) divided by col (c))
2012	9,225,278.	283,168,273.	.032579
2011	13,932,976.	275,329,544.	.050605
2010	19,935,840.	255,382,563.	.078063
2009	12,627,981.	199,409,224.	.063327
2008	15,402,624.	154,954,807.	.099401

2 Total of line 1, column (d)	2	.323975
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	.064795
4 Enter the net value of noncharitable-use assets for 2013 from Part X, line 5	4	302,607,650.
5 Multiply line 4 by line 3	5	19,607,463.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	134,222.
7 Add lines 5 and 6	7	19,741,685.
8 Enter qualifying distributions from Part XII, line 4	8	6,815,595.

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.

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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	268,444.
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	268,444.
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	268,444.
6	Credits/Payments:		
a	2013 estimated tax payments and 2012 overpayment credited to 2013	6a	326,172.
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	326,172.
8	Enter any penalty for underpayment of estimated tax. Check here ☒ if Form 2220 is attached	8	184.
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	57,544.
11	Enter the amount of line 10 to be credited to 2014 estimated tax	11	0.

Part VII-A Statements Regarding Activities

	Yes	No
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		X
1b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see instructions for the definition)? If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.		X
1c Did the foundation file Form 1120-POL for this year?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year (1) On the foundation ☐ \$ 0. (2) On foundation managers ☐ \$ 0.		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ☐ \$ 0.		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? If "Yes," attach a detailed description of the activities.		X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes		X
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?	X	
b If "Yes," has it filed a tax return on Form 990-T for this year?	X	
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T.		X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	X	
7 Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col. (c), and Part XV	X	
8a Enter the states to which the foundation reports or with which it is registered (see instructions) ☐ NY		
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? If "No," attach explanation	X	
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2013 or the taxable year beginning in 2013 (see instructions for Part XIV)? If "Yes," complete Part XIV		X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses		X

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Part VII-A Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11		X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ► N/A	13	X	
14	The books are in care of ► O'CONNOR DAVIES, LLP Located at ► 665 FIFTH AVENUE, NY, NY	Telephone no ► 212-286-2600 ZIP+4 ► 10022		
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here and enter the amount of tax-exempt interest received or accrued during the year	15	N/A	
16	At any time during calendar year 2013, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? See the instructions for exceptions and filing requirements for Form TD F 90-22.1. If "Yes," enter the name of the foreign country ►	16	Yes	No
				X

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

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

		Yes	No
1a	During the year did the foundation (either directly or indirectly):		
(1)	Engage in the sale or exchange, or leasing of property with a disqualified person?	☐ Yes ☒ No	
(2)	Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	☐ Yes ☒ No	
(3)	Furnish goods, services, or facilities to (or accept them from) a disqualified person?	☒ Yes ☐ No	
(4)	Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	☒ Yes ☐ No	
(5)	Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)?	☐ Yes ☒ No	
(6)	Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.)	☐ Yes ☒ No	
b	If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? Organizations relying on a current notice regarding disaster assistance check here ► ☐	1b	X
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 2013?	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 2013, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2013? If "Yes," list the years ►	☐ Yes ☒ No	
b	Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see instructions)	N/A	2b
c	If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here ►		
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?	☒ Yes ☐ No	
b	If "Yes," did it have excess business holdings in 2013 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 2013.)	3b	X
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 2013?	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 ☒ No

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

☐ Yes ☒ No

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

☐ Yes ☒ No

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

☒ Yes ☐ No

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

☐ Yes ☒ No

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

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?

See Attachment E ☒ 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?

If "Yes" to 6b, file Form 8870.

☐ Yes ☒ No

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

☐ Yes ☒ No

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

N/A

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

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

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
SEE STATEMENT 12		228,291.	49,505.	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
ROCKEFELLER PHILANTHROPY ADVISORS - 6 WEST 48TH STREET, 10TH FLOOR, NEW YORK, NY 10036	PROGRAM MANAGEMENT	516,518.
HALL CAPITAL PARTNERS, LLC - ONE MARITIME PLAZA, SUITE 500, SAN FRANCISCO, CA 94111	INVESTMENT MGT	512,258.
O'CONNOR DAVIES, LLP 665 FIFTH AVENUE, NEW YORK, NY 10022	ACCT., TAX & ADM.	356,060.
EHRENKRANZ & EHRENKRANZ LLP 375 PARK AVENUE, NEW YORK, NY 10152-0067	INVESTMENT MGT	208,144.
ROBERT LEBUHN PO BOX 6287, SNOWMASS VILLAGE, CO 81615	INVESTMENT CONSULTANT	130,000.

Total number of others receiving over \$50,000 for professional services

6

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.

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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	41,000,052.
b	Average of monthly cash balances	1b	13,754,495.
c	Fair market value of all other assets	1c	252,461,341.
d	Total (add lines 1a, b, and c)	1d	307,215,888.
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	307,215,888.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	4,608,238.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	302,607,650.
6	Minimum investment return. Enter 5% of line 5	6	15,130,383.

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	15,130,383.
2a	Tax on investment income for 2013 from Part VI, line 5	2a	268,444.
b	Income tax for 2013 (This does not include the tax from Part VI)	2b	72,712.
c	Add lines 2a and 2b	2c	341,156.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	14,789,227.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	14,789,227.
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	14,789,227.

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	6,815,595.
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	6,815,595.
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	6,815,595.

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.

THE SIDNEY E. FRANK FOUNDATION

Form 990-PF (2013)

C/O O'CONNOR DAVIES, LLP

20-6383779

Page 9

Part XIII Undistributed Income (see instructions)

	(a) Corpus	(b) Years prior to 2012	(c) 2012	(d) 2013
1 Distributable amount for 2013 from Part XI, line 7				14,789,227.
2 Undistributed income, if any, as of the end of 2013				
a Enter amount for 2012 only			0.	
b Total for prior years		0.		
3 Excess distributions carryover, if any, to 2013				
a From 2008	7,682,475.			
b From 2009	2,657,520.			
c From 2010	7,169,741.			
d From 2011	294,380.			
e From 2012				
f Total of lines 3a through e	17,804,116.			
4 Qualifying distributions for 2013 from Part XII, line 4 ▶ \$	6,815,595.			
a Applied to 2012, but not more than line 2a			0.	
b Applied to undistributed income of prior years (Election required - see instructions)		0.		
c Treated as distributions out of corpus (Election required - see instructions)	0.			
d Applied to 2013 distributable amount				6,815,595.
e Remaining amount distributed out of corpus	0.			
5 Excess distributions carryover applied to 2013 (If an amount appears in column (d), the same amount must be shown in column (a).)	7,973,632.			7,973,632.
6 Enter the net total of each column as indicated below:	9,830,484.			
a Corpus Add lines 3f, 4c, and 4e Subtract line 5				
b Prior years' undistributed income Subtract line 4b from line 2b		0.		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		0.		
d Subtract line 6c from line 6b Taxable amount - see instructions		0.		
e Undistributed income for 2012 Subtract line 4a from line 2a Taxable amount - see instr			0.	
f Undistributed income for 2013 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2014				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 2008 not applied on line 5 or line 7	0.			
9 Excess distributions carryover to 2014. Subtract lines 7 and 8 from line 6a	9,830,484.			
10 Analysis of line 9				
a Excess from 2009	2,366,363.			
b Excess from 2010	7,169,741.			
c Excess from 2011	294,380.			
d Excess from 2012				
e Excess from 2013				

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 2013, 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(l)(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

[illegible]

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).)

NONE

- 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 address 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				
COLORADO FUND GRANTS - SEE ATTACHMENT B	N/A			240,000.
OTHER GRANTS - SEE ATTACHMENT C	N/A			5,599,588.
Total			3a	5,839,588.
b Approved for future payment				
OTHER GRANTS APPROVED FOR FUTURE PAYMENT - SEE ATTACHMENT D	N/A			1,204,000.
Total			3b	1,204,000.

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated

Enter gross amounts unless otherwise indicated	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income
	(a) Business code	(b) Amount	(c) Exclu- sion code	(d) Amount	
1 Program service revenue:					
a _____					
b _____					
c _____					
d _____					
e _____					
f _____					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments					
4 Dividends and interest from securities	525990	5,971.	14	859,961.	
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	525990	496,651.	14	-496,186.	
8 Gain or (loss) from sales of assets other than inventory	525990	10,693.	18	9,772,338.	
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)		513,315.		10,136,113.	0.
13 Total Add line 12, columns (b), (d), and (e)					10,649,428.

(See worksheet in line 13 instructions to verify calculations)

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

[illegible]

Part XVII

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

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

[illegible]

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

- | b If "Yes," complete the following schedule | | |
|---|--------------------------|---------------------------------|
| (a) Name of organization | (b) Type of organization | (c) Description of relationship |
| N/A | | |
| | | |
| | | |
| | | |
| | | |

Sign Here	Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete. Declaration of preparer (other than taxpayer) is based on all information of which preparer has any knowledge.				May the IRS discuss this return with the preparer shown below (see Instr.)? ☒ Yes ☐ No
	Signature of officer or trustee <i>[Signature]</i>		Date 11/14/14	Title Trustee	
Paid Preparer Use Only	Print/Type preparer's name	Preparer's signature <i>[Signature]</i>	Date 11/14/2014	Check ☐ if self-employed	PTIN P00097440
	Firm's name ▶ O'CONNOR DAVIES, LLP			Firm's EIN ▶ 27-1728945	
	Firm's address ▶ 665 FIFTH AVENUE NEW YORK, NY 10022			Phone no (212) 286-2600	

Form 990-PF (2013)

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

Department of the Treasury
Internal Revenue Service

Schedule of Contributors

▶ Attach to Form 990, Form 990-EZ, or Form 990-PF.
▶ Information about Schedule B (Form 990, 990-EZ, or 990-PF) and
its instructions is at www.irs.gov/form990

OMB No 1545-0047

2013

Name of the organization

THE SIDNEY E. FRANK FOUNDATION
C/O O'CONNOR DAVIES, LLP

Employer identification number

20-6383779

Organization type (check one):

Filers of:

Section:

Form 990 or 990-EZ

☐ 501(c)() (enter number) organization

☐ 4947(a)(1) nonexempt charitable trust **not** treated as a private foundation

☐ 527 political organization

Form 990-PF

☒ 501(c)(3) exempt private foundation

☐ 4947(a)(1) nonexempt charitable trust treated as a private foundation

☐ 501(c)(3) taxable private foundation

Check if your organization is covered by the **General Rule** or a **Special Rule**.

Note. Only a section 501(c)(7), (8), or (10) organization can check boxes for both the General Rule and a Special Rule. See instructions.

General Rule

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

Special Rules

- ☐ For a section 501(c)(3) organization filing Form 990 or 990-EZ that met the 33 1/3% support test of the regulations under sections 509(a)(1) and 170(b)(1)(A)(vi) and received from any one contributor, during the year, a contribution of the greater of (1) \$5,000 or (2) 2% of the amount on (i) Form 990, Part VIII, line 1h, or (ii) Form 990-EZ, line 1. Complete Parts I and II.
- ☐ For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, total contributions of more than \$1,000 for use *exclusively* for religious, charitable, scientific, literary, or educational purposes, or the prevention of cruelty to children or animals. Complete Parts I, II, and III.
- ☐ For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, contributions for use *exclusively* for religious, charitable, etc., purposes, but these contributions did not total to more than \$1,000. If this box is checked, enter here the total contributions that were received during the year for an *exclusively* religious, charitable, etc., purpose. Do not complete any of the parts unless the **General Rule** applies to this organization because it received *nonexclusively* religious, charitable, etc., contributions of \$5,000 or more during the year ▶ \$ _____

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

LHA For Paperwork Reduction Act Notice, see the Instructions for Form 990, 990-EZ, or 990-PF. Schedule B (Form 990, 990-EZ, or 990-PF) (2013)

Name of organization
THE SIDNEY E. FRANK FOUNDATION
C/O O'CONNOR DAVIES, LLP

Employer identification number

20-6383779

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

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
1	SIDNEY FRANK REVOCABLE TRUST C/O LOEB & LOEB, ATT. JEROME LEVINE 345 PARK AVE. NEW YORK, NY 10154	\$ 2,448,157.	Person ☒ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions.)
		\$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions.)
		\$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions.)
		\$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions.)
		\$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions.)
		\$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions.)
		\$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions.)

Name of organization

Employer identification number

THE SIDNEY E. FRANK FOUNDATION
C/O O'CONNOR DAVIES, LLP

20-6383779

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

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		\$	
		\$	
		\$	
		\$	
		\$	
		\$	
		\$	
		\$	
		\$	
		\$	

Name of organization

Employer identification number

THE SIDNEY E. FRANK FOUNDATION
C/O O'CONNOR DAVIES, LLP

20-6383779

Part III Exclusively religious, charitable, etc., individual contributions to section 501(c)(7), (8), or (10) organizations that total more than \$1,000 for the year. Complete columns (a) through (e) and the following line entry. For organizations completing Part III, enter the total of exclusively religious, charitable, etc., contributions of \$1,000 or less for the year (Enter this information once.) ▶ \$

Use duplicate copies of Part III if additional space is needed.

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee

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 SALE OF MARKETABLE SECURITIES	P	VARIOUS	VARIOUS
b REALIZED GAINS THRU K-1'S, NET OF UBI			
c ABRAMS CAPITAL PARTNERS II, L.P.	P	VARIOUS	VARIOUS
d BAIN CAPITAL EUROPE FUND III, L.P.	P	VARIOUS	VARIOUS
e CVC EUROPEAN EQUITY PARTNERS V (C), L.P.	P	VARIOUS	VARIOUS
f DYNAMO BRASIL VIII LLC	P	VARIOUS	VARIOUS
g ENERGY CAPITAL PARTNERS II-B, LP	P	VARIOUS	VARIOUS
h FARALLON CAPITAL INSTITUTIONAL PARTNERS, LP	P	VARIOUS	VARIOUS
i FR XII-A PARALLEL VEHICLE, LP	P	VARIOUS	VARIOUS
j H.I.G BAYSIDE DEBT & LBO FUND II, LP	P	VARIOUS	VARIOUS
k HIGHVISTA II, LP	P	VARIOUS	VARIOUS
l KHOSLA VENTURES III, LP	P	VARIOUS	VARIOUS
m LEGACY VENTURE V (QP), LLC	P	VARIOUS	VARIOUS
n LONE CASCADE, L.P.	P	VARIOUS	VARIOUS
o RCH ENERGY MLP FUND, LP	P	VARIOUS	VARIOUS

(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			7,545,038.
b			0.
c			988,108.
d			-20.
e			4,752.
f			178,441.
g			417,953.
h			-767.
i			187,847.
j			17,300.
k			161,237.
l			47,632.
m			701,221.
n			2,186,279.
o			691,926.

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

(i) FMV as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	(l) Losses (from col (h)) Gains (excess of col (h) gain over col (k), but not less than "-0-")
a			7,545,038.
b			0.
c			988,108.
d			-20.
e			4,752.
f			178,441.
g			417,953.
h			-767.
i			187,847.
j			17,300.
k			161,237.
l			47,632.
m			701,221.
n			2,186,279.
o			691,926.

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 }

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

2

3

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	RIVERSTONE/CARLYLE RAE FEDDER II (TE), L.P.	P	VARIOUS	VARIOUS
b	SANKATY SENIOR LOAN FUND, LP	P	VARIOUS	VARIOUS
c	THE COLCHESTER GLOBAL BOND FUND	P	VARIOUS	VARIOUS
d	TPG ENDOWMENT FUND VI, L.P.	P	VARIOUS	VARIOUS
e	COPANO ENERGY, L.L.C.	P	VARIOUS	VARIOUS
f	EV ENERGY PARTNERS, LP	P	VARIOUS	VARIOUS
g	POWERSHARES DB AGRICULTURE FUND	P	VARIOUS	VARIOUS
h	POWERSHARES DB COMMODITY INDEX TRACKING FUND	P	VARIOUS	VARIOUS
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			-11,124.
b			85,426.
c			61,290.
d			38,907.
e			2.
f			1,018.
g			-67.
h			494.
i			
j			
k			
l			
m			
n			
o			

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

(i) FM V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	(l) Losses (from col (h)) Gains (excess of col (h) gain over col (k), but not less than "-0-")
a			-11,124.
b			85,426.
c			61,290.
d			38,907.
e			2.
f			1,018.
g			-67.
h			494.
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	13,302,893.
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

FORM 990-PF	DIVIDENDS AND INTEREST FROM SECURITIES	STATEMENT	1
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SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
INTEREST AND DIVIDENDS	865,932.	0.	865,932.	2,268,039.	
TO PART I, LINE 4	865,932.	0.	865,932.	2,268,039.	

FORM 990-PF	OTHER INCOME	STATEMENT	2
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DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
OTHER K-1 INCOME, NET OF UBI	0.	783,512.	
ROYALTIES THRU K-1S	0.	5,623.	
LITIGATION PROCEEDS	147.	147.	
OTHER INCOME	318.	318.	
TOTAL TO FORM 990-PF, PART I, LINE 11	465.	789,600.	

FORM 990-PF	LEGAL FEES	STATEMENT	3
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DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
SCHLESINGER, GANNON & LAZETERA LLP	96,482.	24,120.		72,362.
LOEB & LOEB, LLP	39,799.	39,799.		0.
TO FM 990-PF, PG 1, LN 16A	136,281.	63,919.		72,362.

FORM 990-PF	ACCOUNTING FEES			STATEMENT	4
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES	
O'CONNOR DAVIES, LLP	267,045.	89,015.		178,030.	
FONTANELLO, DUFFIELD & OTAKE, LLP	51,541.	0.		51,541.	
TO FORM 990-PF, PG 1, LN 16B	318,586.	89,015.		229,571.	

FORM 990-PF	OTHER PROFESSIONAL FEES			STATEMENT	5
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES	
BANK AND INVESTMENT FEES	1,137,828.	1,137,828.		0.	
ROCKEFELLER PHILANTHROPY ADVISORS	516,518.	0.		516,518.	
ROBERT LEBUHN	130,000.	130,000.		0.	
O'CONNOR DAVIES, LLP	89,015.	0.		89,015.	
ADMIN SUPPORT	18,083.	18,083.		0.	
OTHER (MISC)	14,195.	0.		14,195.	
TO FORM 990-PF, PG 1, LN 16C	1,905,639.	1,285,911.		619,728.	

FORM 990-PF	TAXES			STATEMENT	6
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES	
FOREIGN TAXES THRU K-1'S	0.	19,716.		0.	
STATE UBI TAX	3,022.	0.		3,022.	
FEDERAL EXCISE TAX	300,000.	0.		0.	
TO FORM 990-PF, PG 1, LN 18	303,022.	19,716.		3,022.	

FORM 990-PF	OTHER EXPENSES			STATEMENT	7
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES	
INSURANCE	27,214.	0.		27,214.	
OFFICE EXPENSES	13,607.	0.		13,607.	
OTHER K-1 EXPENSES	0.	1,155,077.		0.	
TO FORM 990-PF, PG 1, LN 23	40,821.	1,155,077.		40,821.	

FORM 990-PF	U.S. AND STATE/CITY GOVERNMENT OBLIGATIONS			STATEMENT	8
DESCRIPTION	U.S. GOV'T	OTHER GOV'T	BOOK VALUE	FAIR MARKET VALUE	
GOVERNMENT SECURITIES - SEE ATTACHMENT A		X	15,221,490.	15,221,490.	
TOTAL U.S. GOVERNMENT OBLIGATIONS					
TOTAL STATE AND MUNICIPAL GOVERNMENT OBLIGATIONS			15,221,490.	15,221,490.	
TOTAL TO FORM 990-PF, PART II, LINE 10A			15,221,490.	15,221,490.	

FORM 990-PF		CORPORATE STOCK		STATEMENT	9
DESCRIPTION		BOOK VALUE	FAIR MARKET VALUE		
COMMON STOCK - SEE ATTACHMENT A		23,413,533.	23,413,533.		
TOTAL TO FORM 990-PF, PART II, LINE 10B		23,413,533.	23,413,533.		

FORM 990-PF	CORPORATE BONDS	STATEMENT 10
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DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
CORPORATE BONDS - SEE ATTACHMENT A	3,653,358.	3,653,358.
TOTAL TO FORM 990-PF, PART II, LINE 10C	3,653,358.	3,653,358.

FORM 990-PF	OTHER INVESTMENTS	STATEMENT 11
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DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
MUTUAL FUNDS - SEE ATTACHMENT A	FMV	4,203,916.	4,203,916.
ALTERNATIVE INVESTMENTS - SEE ATTACHMENT A	FMV	262,224,797.	262,224,797.
GOVERNMENT AGENCY OBLIGATIONS - SEE ATTACHMENT A	FMV	5,849,903.	5,849,903.
TOTAL TO FORM 990-PF, PART II, LINE 13		272,278,616.	272,278,616.

FORM 990-PF

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

STATEMENT 12

NAME AND ADDRESS	TITLE AND AVRG HRS/WK	COMPEN- SATION	EMPLOYEE BEN PLAN CONTRIB	EXPENSE ACCOUNT
CATHY F. HALSTEAD C/O FOUNDATION, 665 FIFTH AVENUE NEW YORK, NY 10022	TRUSTEE 10.00	0.	0.	0.
PETER A. HALSTEAD C/O FOUNDATION, 665 FIFTH AVENUE NEW YORK, NY 10022	TRUSTEE 10.00	0.	0.	0.
HAROLD R. LOGAN, JR.* C/O 1700 BROADWAY, SUITE 2020 DENVER, CO 80290	SPECIAL TRUSTEE 1.00	0.	0.	0.
ANN M. LOGAN* C/O 1700 BROADWAY, SUITE 2020 DENVER, CO 80290	SPECIAL TRUSTEE 1.00	0.	0.	0.
AMY C. FISCH C/O FOUNDATION, 665 FIFTH AVENUE NEW YORK, NY 10022	CHIEF INVESTMENT OFFICER 40.00	228,291.	49,505.	0.

* SPECIAL TRUSTEES OF THE COLORADO
FUND/SEE ATTACHMENT F

TOTALS INCLUDED ON 990-PF, PAGE 6, PART VIII

228,291.	49,505.	0.
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ATTACHMENT A**The Sidney E. Frank Foundation
Schedule of Investments Held
December 31, 2013**

		<u>Market Value</u>	<u>Total Market Value</u>
<u>Government Securities</u>			
US Trust	Attachment A-1 (p. 4/4)	\$ 9,265,270	
US Trust	Attachment A-8 (p. 9/9)	24,924	
US Trust	Attachment A-3 (p.5/5)	5,580,218	
Bel Air Securities	Attachment A-6 (p. 1/1)	<u>351,078</u>	
Total Government Securities			<u>\$ 15,221,490</u>
<u>Corporate Stock</u>			
US Trust	Attachment A-2 (p. 3/3)	\$ 4,759,489	
US Trust	Attachment A-7 (p. 3/3)	10,245,873	
Morgan Stanley	Attachment A-5 (p. 8/8)	<u>8,408,171</u>	
Total Corporate Stock			<u>\$ 23,413,533</u>
<u>Corporate Bonds</u>			
US Trust	Attachment A-3 (p.5/5)	\$ 250,608	
US Trust	Attachment A-1 (p. 4/4)	498,287	
US Trust	Attachment A-8 (p. 9/9)	<u>2,904,463</u>	
Total Corporate Bonds			<u>\$ 3,653,358</u>
<u>Other Investments - Mutual Funds</u>			
Charles Schwab	Attachment A-4 (p. 4/4)	<u>\$ 4,203,916</u>	
Total Other Investments - Mutual Funds			<u>\$ 4,203,916</u>
<u>Other Investments - Government Agency</u>			
US Trust	Attachment A-3 (p.5/5)	\$ 273,558	
US Trust	Attachment A-1 (p. 4/4)	3,749,015	
US Trust	Attachment A-8 (p.9/9)	<u>1,827,330</u>	
Total Other Investments - Government Agency			<u>\$ 5,849,903</u>
<u>Other Investments - Alternative Investments</u>			
Various	Attachment A-9		
			<u>\$ 262,224,797</u>
Total Investments			<u>\$ 314,566,997</u>

Trade Date

U.S. TRUST

Bank of America Private Wealth Management

Portfolio Detail

Dec. 01, 2013 through Dec. 31, 2013

CUST SIDNEY FRANK FDN-OFFIT PLDG

Account:

Units	Description	CUSIP Sector (2)	Market Value(1)/ Market Price	Accrued Income	Average Unit Cost	Tax Cost/ Unit Cost	Unrealized Gain/Loss	Estimated Annual Income	Cur Yld/ YTM
2,500,000.000	UNITED STATES TREAS BILL DTD 09/12/13 DUE 03/13/14	912796CC1	2,499,800.00 99.992	0.00	2,499,641.25 99.986		158.75	1,014.08	0.04
GOV	Total Cash Equivalents		\$7,295,221.46	\$77.29	\$7,295,062.71		\$158.75	\$1,493.98	0.02%
Total Cash/Currency			\$7,295,221.46	\$77.29	\$7,295,062.71		\$158.75	\$1,493.98	0.02%

Fixed Income

Investment Grade Taxable

750,000.000	2015 FEDERAL FARM CR BKS CONS BD	3133EAQ35	\$751,155.00 100.154	\$163.33	\$750,300.00 100.040	\$855.00	\$2,100.00	0.28%
AGY	DTD 09/04/12 VAR RT DUE 03/04/15 Moody's: AAA S&P: AA+							
1,077,770.000	UNITED STATES TREAS NT INFLATION INDEX DTD 04/30/10 0.500% DUE 04/15/15 Moody's: AAA S&P: AAA	912828MY3	1,101,427.05 102.195	1,154.75	1,107,018.86 102.714	-5,591.81	5,388.85	0.48
GOV	COMMONWEALTH FING AUTH PA REV REV BGS-TAXBL DTD 01/23/13 00.745 DUE 06/01/15 NON-CALLABLE FIXED RT NO SINK FUND Moody's: A1 S&P: AA-	20281PGC0	248,482.50 99.393	155.20	250,000.00 100.000	-1,517.50	1,862.50	0.75 1.18
GOV								

Trade Date

Portfolio Detail

CUST SIDNEY FRANK FDN-OFFIT PLDG

Dec. 01, 2013 through Dec. 31, 2013

Account:

Units	Description	CUSIP Sector (2)	Market Value(1)/ Market Price	Accrued Income	Average Unit Cost	Tax Cost/ Unit Cost	Unrealized Gain/Loss	Estimated Annual Income	Cur Yld/ YTM
Fixed Income (cont)									
Investment Grade Taxable (cont)									
250,000.000	TRUSTEES BOSTON COLLEGE TAXABLE BDS-TAXBL DTD 08/20/13 00.734 DUE 07/01/15 NON-CALLABLE FIXED RT NO SINK FUND Moody's: AA3 S&P: AA-	898365AB7	249,325.00 99.730	667.73	250,000.00 100.000		-675.00	1,835.00	0.73 0.92
1,500,000.000	FEDERAL FARM CR BKS CONS BD DTD 10/01/13 VAR RT DUE 10/01/15 Moody's: AAA S&P: AA+	3133ED3F7	1,499,865.00 99.991	623.84	1,499,700.00 99.980		165.00	2,475.00	0.16
250,000.000	NEW JERSEY ECONOMIC DEV AUTH R SCH FACS CONSTR BDS-TAXBL DTD 07/31/13 01.059 DUE 03/01/16 NON-CALLABLE FIXED RT NO SINK FUND Moody's: A1 S&P: A+	645818T37	247,980.00 99.192	882.49	250,000.00 100.000		-2,020.00	2,647.50	1.06 1.44
250,000.000	TRUSTEES BOSTON COLLEGE TAXABLE BDS-TAXBL DTD 08/20/13 01.328 DUE 07/01/16 NON-CALLABLE FIXED RT NO SINK FUND Moody's: AA3 S&P: AA-	898365AC5	248,962.50 99.585	1,208.11	250,000.00 100.000		-1,037.50	3,320.00	1.33 1.50
250,000.000	MISSISSIPPI ST GO REF BDS-TAXBL DTD 08/01/12 01.151 DUE 11/01/16 NON-CALLABLE FIXED RT NO SINK FUND Moody's: AA2 S&P: AA	605581AB3	250,700.00 100.280	479.58	250,000.00 100.000		700.00	2,877.50	1.14 1.05
500,000.000	NEW JERSEY ST TRANSN TR FD AUT TRANS SYS BDS-TAXBL DTD 04/25/13 01.087 DUE 12/15/16 NON-CALLABLE FIXED RT NO SINK FUND Moody's: A1 S&P: A+	646136K75	495,350.00 99.070	241.55	500,000.00 100.000		-4,650.00	5,435.00	1.09 1.41

Attachment A-1 (p.2/4)

Trade Date

U.S. TRUST

Bank of America Private Wealth Management

Portfolio Detail

Dec. 01, 2013 through Dec. 31, 2013

CUST SIDNEY FRANK FDN-OFFIT PLDG

Account:

Units Description

Fixed Income (cont)

Investment Grade Taxable (cont)

Units	Description	CUSIP Sector (2)	Market Value(1)/ Market Price	Accrued Income	Average Unit Cost	Tax Cost/ Unit Cost	Unrealized Gain/Loss	Estimated Annual Income	Cur Yld/ YTM
800,000.000	2017 GRAND PARKWAY TRANSN CORP TEX TOLL REV BDS-TAXBL DTD 08/01/13 01,000 DUE 10/01/17 NON-CALLABLE VARBL RT SINK 10/01/14 Moody's: NA S&P: AA+	38611TAU1	800,416.00 100.052	1,999.99	800,856.00 100.107		-440.00	8,000.00	0.99 0.55
300,000.000	NORTH CAROLINA ST UNIV N C RAL GEN REV BDS-TAXBL DTD 03/06/13 01,164 DUE 10/01/17 NON-CALLABLE FIXED RT NO SINK FUND Moody's: AA1 S&P: AA	658289A60	295,800.00 98.600	872.99	300,000.00 100.000		-4,200.00	3,492.00	1.18 1.55
500,000.000	UNITED STATES TREAS NT DTD 11/30/10 2,250% DUE 11/30/17 Moody's: AAA S&P: AA+	912828PK0	518,905.00 103.781	989.01	518,710.94 103.742		194.06	11,250.00	2.16 1.23
1,000,000.000	NEW YORK ST DORM AUTH REVS NON EMPLOYER ASSMT REV BDS-TAXBL DTD 12/19/13 01,550 DUE 12/01/17 NON-CALLABLE FIXED RT NO SINK FUND Moody's: AAA S&P: AAA	649907XQ0	997,160.00 99.716	516.67	1,000,000.00 100.000		-2,840.00	15,500.00	1.55 1.63
300,000.000	BUCKS CNTY PA TAXABLE GO BDS-TAXBL DTD 06/04/13 00,971 DUE 12/15/17 NON-CALLABLE FIXED RT NO SINK FUND Moody's: AAA S&P: AA+	118565WB2	292,917.00 97.639	129.46	300,000.00 100.000		-7,083.00	2,913.00	0.99 1.59
500,000.000	2018 UNIVERSITY CALIF REVS FOR PREV TAXABLE GEN REV BDS-TAXBL DTD 10/02/13 02,054 DUE 05/15/18 NON-CALLABLE FIXED RT NO SINK FUND Moody's: AA1 S&P: AA	91412GSZ9	497,505.00 99.501	2,538.97	500,000.00 100.000		-2,495.00	10,270.00	2.06 2.17

Attachment A-1 (p. 3/4)

Trade Date

Portfolio Detail

Account: CUST SIDNEY FRANK FDN-OFFIT PLDG

Dec. 01, 2013 through Dec. 31, 2013

Units	Description	CUSIP Sector (2)	Market Value(1)/ Market Price	Accrued Income	Average Unit Cost	Tax Cost/ Unit Cost	Unrealized Gain/Loss	Estimated Annual Income	Cur Yld/ YTM
Fixed Income (cont)									
Investment Grade Taxable (cont)									
1,020,000.000	NEW YORK ST DORM AUTH REVS NON REV BDS-TAXB	649907WW8	1,018,827.00 99.885	5,486.43	1,020,000.00 100.000		-1,173.00	23,796.60	2.33 2.36
	GOV								
	DTD 10/08/13 02.333 DUE 07/01/18 NON-CALLABLE FIXED RT								
	NO SINK FUND NEW YORK UNIV								
	Moody's: AA3 S&P: AA-								
1,000,000.000	FEDERAL FARM CR BK CONS BD CALL 01/02/14 @100	3133ECTK0	1,000,000.00 100.000	10,938.89	1,001,910.00 100.191		-1,910.00	22,000.00	2.20 2.20
	AGY								
	DTD 07/02/13 2.200% DUE 07/02/18								
	Moody's: AAA S&P: AA+								
500,000.000	FEDERAL FARM CR BKS CONS BD CALL 7/23/14 @100	3133ECV43	497,995.00 99.599	4,235.28	499,250.00 99.850		-1,255.00	9,650.00	1.93 2.00
	AGY								
	DTD 07/23/13 1.930% DUE 07/23/18								
	Moody's: AAA S&P: AA+								
Total Investment Grade Taxable			\$11,012,772.05	\$33,284.27	\$11,047,745.80		-\$34,973.75	\$134,912.95	1.22%

GOV= Government Securities= \$9,265,270
AGY= US Government agency obligations= \$3,749,015
CORP= Corporate bonds= \$498,287

Trade Date

U.S. TRUST



Bank of America Private Wealth Management

Portfolio Detail**Account:** CUST SIDNEY FRANK FDN-RR ADVISOR

Dec. 01, 2013 through Dec. 31, 2013

Units	Description	CUSIP Sector (2)	Market Value(1)/ Market Price	Accrued Income	Average Unit Cost	Tax Cost/ Unrealized Gain/Loss	Estimated Annual Income	Cur Yld/ YTM
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Equities

(2) Industry Sector Codes	CND = Consumer Discretionary CNS = Consumer Staples ENR = Energy	FIN = Financials HEA = Health Care IND = Industrials	IFT = Information Technology MAT = Materials OEQ = Other Equities	TEL = Telecommunication Services UTL = Utilities				
U.S. Large Cap								
4,757,000	EOG RES INC Ticker: EOG	26875P101 ENR	\$798,414.88 167,840	\$0.00	\$606,036.38 127,399	\$192,378.50	\$3,567.75	0.44%
	Total U.S. Large Cap		\$798,414.88	\$0.00	\$606,036.38	\$192,378.50	\$3,567.75	0.44%
U.S. Mid Cap								
-51,000	CALL CONCHO RES INC @ 125.00 EXP 01/18/14	99Q091946 ENR	-\$510.00 10,000	\$0.00	-\$7,472.62 146,522	\$6,962.62	\$0.00	0.00%
-85,000	CALL GULFPORT ENERGY CORP @ 67.50 EXP 01/18/14	99Q091839 ENR	-7,650.00 90,000	0.00	-14,866.63 174,902	7,216.63	0.00	0.00
8,846,000	CONCHO RES INC Ticker: CXO	20605P101 ENR	955,368.00 108,000	0.00	866,312.18 97,933	89,055.82	0.00	0.00

Trade Date

Portfolio Detail

CUST SIDNEY FRANK FDN-RR ADVISOR

Dec. 01, 2013 through Dec. 31, 2013

Account:

Units	Description	CUSIP Sector (2)	Market Value(1)/ Market Price	Accrued Income	Average Unit Cost	Tax Cost/ Average Unit Cost	Unrealized Gain/Loss	Estimated Annual Income	Cur Yld/ YTM
Equities (cont)									
U.S. Mid Cap (cont)									
1,651,000	GOLAR LNG LTD BERMUDA Ticker: GLNG	G9456A100 ENR	59,914.79 36.290	0.00	56,828.16 34.419		3,088.63	2,971.80	4.96
8,543,000	GULFPORT ENERGY CORP NEW COM Ticker: GPOR	402635304 ENR	539,319.59 63.130	0.00	327,497.93 38.335		211,821.66	0.00	0.00
Total U.S. Mid Cap				\$0.00	\$1,228,297.02		\$318,145.36	\$2,971.80	0.19%
U.S. Small Cap									
-121,000	CALL CALLON PETE CO DEL @ 7.50 EXP 01/18/14	990090245 ENR	-\$605.00 5.000	\$0.00	-\$7,255.56 59.963		\$6,650.56	\$0.00	0.00%
-44,000	CALL DIAMONDBACK ENERGY INC @ 65.00 EXP 03/22/14	990092266 IND	-3,300.00 75.000	0.00	-4,530.36 102.963		1,230.36	0.00	0.00
-64,000	CALL DIAMONDBACK ENERGY INC @ 65.00 EXP 06/21/14	990090914 IND	-16,000.00 250.000	0.00	-25,469.27 397.957		9,469.27	0.00	0.00
23,288,000	CALLON PETE CO DEL Ticker: CPE	13123X102 ENR	152,070.64 6.530	0.00	112,108.72 4.814		39,961.92	0.00	0.00
13,291,000	DIAMONDBACK ENERGY INC Ticker: FANG	25278X109 IND	702,854.66 52.882	0.00	449,921.09 33.852		252,933.57	0.00	0.00
18,081,000	EV ENERGY PARTNERS L.P UNITS REPSTG LTD PARTNER COM	26926V107 OEQ	613,488.33 33.930	0.00	830,063.06 45.908		-216,574.73	55,689.48	9.07
13,186,000	MILLER ENERGY RES INC Ticker: MILL	600527105 ENR	92,829.44 7.040	0.00	99,446.38 7.542		-6,616.94	0.00	0.00
32,458,000	RESOLUTE ENERGY CORP Ticker: REN	76116A108 ENR	293,095.74 9.030	0.00	273,361.27 8.422		19,734.47	0.00	0.00
19,006,000	REX ENERGY CORP Ticker: REXX	761565100 ENR	374,608.26 19.710	0.00	347,029.84 18.259		27,578.42	0.00	0.00
904,000	ROSETTA RES INC Ticker: ROSE	77779307 ENR	43,428.16 48.040	0.00	43,170.52 47.755		257.64	0.00	0.00
17,512,000	SYNERGY RES CORP Ticker: SYRG	87164P103 ENR	162,161.12 9.260	0.00	164,851.21 9.414		-2,690.09	0.00	0.00

Trade Date



Portfolio Detail

Account: CUST SIDNEY FRANK FDN-RR ADVISOR

Dec. 01, 2013 through Dec. 31, 2013

Units	Description	CUSIP Sector (2)	Market Value(1)/ Market Price	Accrued Income	Tax Cost/ Average Unit Cost	Unrealized Gain/Loss	Estimated Annual Income	Cur Yld/ YTM
Equities (cont)								
U.S. Small Cap (cont)			\$2,414,631.35	\$0.00	\$2,282,696.90	\$131,934.45	\$55,689.48	2.30%
Total U.S. Small Cap								

TOTAL CORPORATE STOCK = \$4,759,489

Trade Date



Bank of America Private Wealth Management

Portfolio Detail

CUST SIDNEY FRANK FDN - BEL AIR

Dec. 01, 2013 through Dec. 31, 2013

Account:

Units	Description	CUSIP Sector (2)	Market Value(1)/ Market Price	Accrued Income	Average Unit Cost	Tax Cost/ Unit Cost	Unrealized Gain/Loss	Estimated Annual Income	Cur Yld/ YTM
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Cash/Currency**Fixed Income****Investment Grade Taxable**

200,000,000

2014

CALIFORNIA HEALTH FACS FING AU
REV BDS-TAXBL
DTD 02/17/11 04:504 DUE 02/01/14
NON-CALLABLE FIXED RT
NO SINK FUND CASA MILAGRO LLC/A
Moody's: NA S&P: A

13033LLW5

\$200,470.00
100.235

\$3,753.33

\$202,726.00
101.363

-\$2,256.00

\$9,008.00

4.49%
1.65

85,000,000

ABAG FIN AUTH FOR NONPROFIT CO
REV BDS-TAXBL
DTD 05/28/09 04:375 DUE 05/15/14
NON-CALLABLE FIXED RT
SINK 05/15/14 ST ROSE HOSP
Moody's: NA S&P: A

00037CNX4

85,722.50
100.850

475.17

86,581.00
101.860

-858.50

3,718.75

4.33
2.01

250,000,000

JERSEY CITY N J MUN UTILS AUTH
WATER REV BDS-TAXBL
DTD 05/16/03 04:810 DUE 05/15/14
NON-CALLABLE FIXED RT
NO SINK FUND
Moody's: A2 S&P: A

476624BE0

253,240.00
101.296

1,536.52

262,425.00
104.970

-9,185.00

12,025.00

4.74
1.25

Attachment A-3 (p. 1/5)

Trade Date

Portfolio Detail

Account: CUST SIDNEY FRANK FDN - BEL AIR

Dec. 01, 2013 through Dec. 31, 2013

Units	Description	CUSIP Sector (2)	Market Value(1)/ Market Price	Accrued Income	Average Unit Cost	Tax Cost/ Unit Cost	Unrealized Gain/Loss	Estimated Annual Income	Cur Yld/ YTM
Fixed Income (cont)									
Investment Grade Taxable (cont)									
150,000.000	2015 NORTH CAROLINA EASTN MUN PWR A TAXABLE REV BDS-TAXBL DTD 10/15/09 04.680 DUE 01/01/15 NON-CALLABLE NO SINK FUND Moody's: BAA1 S&P: A-	6581962T6	155,266.50 103.511	3,510.00	150,025.00 100.017	150,025.00 100.017	5,241.50	7,020.00	4.52 1.12
300,000.000	GOV CALIFORNIA HEALTH FACS FING AU REV BDS-TAXBL DTD 02/17/11 05.173 DUE 02/01/15 NON-CALLABLE NO SINK FUND CASA MILAGRO LLC/A Moody's: NR S&P: A	13033LLX3	308,469.00 102.823	6,466.24	300,000.00 100.000	300,000.00 100.000	8,469.00	15,519.00	5.03 2.50
500,000.000	GOV CALIFORNIA ST GO BDS-TAXBL DTD 04/28/09 05.450 DUE 04/01/15 NON-CALLABLE NO SINK FUND Moody's: A1 S&P: A	13083A5C4	530,130.00 106.026	6,812.49	494,540.00 98.908	494,540.00 98.908	35,590.00	27,250.00	5.14 0.58
300,000.000	GOV IRVINE CALIF UNI SCH DIST SPL SUB SPL TAX REV BDS-TAXBL DTD 07/07/11 04.381 DUE 09/01/15 NON-CALLABLE NO SINK FUND Moody's: NA S&P: BBB+	463612FV8	304,557.00 101.519	4,381.00	300,000.00 100.000	300,000.00 100.000	4,557.00	13,143.00	4.31 3.43
250,000.000	GOV CALIFORNIA ST GO BDS-TAXBL DTD 04/28/09 05.950 DUE 04/01/16 NON-CALLABLE NO SINK FUND Moody's: A1 S&P: A	13063A5D2	276,802.50 110.721	3,718.74	262,010.00 104.804	262,010.00 104.804	14,792.50	14,875.00	5.37 1.10

Trade Date

U.S. TRUST

Bank of America Private Wealth Management

Portfolio Detail

Account:

CUST SIDNEY FRANK FDN - BEL AIR

Dec. 01, 2013 through Dec. 31, 2013

Units	Description	CUSIP Sector (2)	Market Value(1)/ Market Price	Accrued Income	Average Unit Cost	Tax Cost/ Unit Cost	Unrealized Gain/Loss	Estimated Annual Income	Cur Yld/ YTM
Fixed Income (cont.)									
Investment Grade Taxable (cont)									
300,000.000	MODESTO CALIF IRR DIST FING AU ELEC SYS REV BDS-TAXBL DTD 06/23/10 04:778 DUE 10/01/16 NON-CALLABLE FIXED RT NO SINK FUND Moody's: A2 S&P: A+	607767AG5	316,047.00 105.349	3,583.49	300,000.00 100.000		16,047.00	14,334.00	4.53 2.74
250,000.000	RENEWABLE WTR RES S C SWR SYS REV BDS-TAXBL DTD 12/07/10 04:320 DUE 01/01/17 NON-CALLABLE FIXED RT NO SINK FUND Moody's: AA3 S&P: AA	75972EAX3	266,852.50 106.741	5,400.00	250,000.00 100.000		16,852.50	10,800.00	4.04 1.99
325,000.000	SAN RAMON VY CALIF UNI SCH DIS QUALIFIED SCH CONSTR BDS-TAXBL DTD 07/20/10 04:924 DUE 09/01/17 NON-CALLABLE FIXED RT NO SINK FUND Moody's: AA3 S&P: AA	799427AF6	341,701.75 105.139	2,667.16	325,000.00 100.000		16,701.75	16,003.00	4.68 3.28
250,000.000	MERCED CALIF UN HIGH SCH DIST GO BDS-TAXBL DTD 03/03/11 05:379 DUE 08/01/17 NON-CALLABLE FIXED RT SINK 08/01/14 Moody's: NA S&P: A+	587635EA7	274,302.50 109.721	5,603.12	250,000.00 100.000		24,302.50	13,447.50	4.90 2.52
300,000.000	LOS ANGELES CNTY CALIF REDEV A REV REF BDS-TAXBL DTD 12/20/13 02:752 DUE 07/01/18 NON-CALLABLE FIXED RT NO SINK FUND Moody's: NA S&P: AA-	54465AAE2	296,457.00 98.819	252.27	300,000.00 100.000		-3,543.00	8,256.00	2.78 3.04

Trade Date

Portfolio Detail

CUST SIDNEY FRANK FDN - BEL AIR

Dec. 01, 2013 through Dec. 31, 2013

Account:

Units	Description	CUSIP Sector (2)	Market Value(1)/ Market Price	Accrued Income	Average Unit Cost	Tax Cost/ Unit Cost	Unrealized Gain/Loss	Estimated Annual Income	Cur Yld/ YTM
Fixed Income (cont)									
Investment Grade Taxable (cont)									
300,000.000	NEW YORK NY GO BDS-TAXBL	64968HTP5	329,154.00 109.718	1,162.25	300,000.00 100.000		29,154.00	13,947.00	4.23 2.53
	DTD 12/17/09 04.649 DUE 12/01/18 NON-CALLABLE FIXED RT								
	NO SINK FUND								
	Moody's: AA2 S&P: AA								
250,000.000	2019 FEDERAL FARM CR BKS CONS BD	31331JAW3	273,557.50 109.423	5,014.58	251,845.00 100.738		21,712.50	10,375.00	3.79 2.13
	DTD 01/07/10 4.150% DUE 01/07/19 Moody's: AAA S&P: AA+								
305,000.000	SACRAMENTO CALIF MET FIRE DIST TAXABLE PENSION FUNDING BD-TAXBL	76587RAA5	307,409.50 100.790	1,866.77	299,673.00 98.253		7,736.50	14,609.50	4.75 4.51
	DTD 10/20/04 04.790 DUE 05/15/19 NON-CALLABLE FIXED RT								
	SINK 05/15/14								
	Moody's: A2 S&P: AA-								
300,000.000	2021 CALIFORNIA ST PUB WKS BRD LEAS LEASE REV BDS-TAXBL	130685Q78	323,178.00 107.726	1,446.50	336,213.00 112.071		-13,035.00	17,358.00	5.37 4.32
	DTD 11/09/11 05.786 DUE 12/01/21 NON-CALLABLE FIXED RT								
	SINK 12/01/17								
	Moody's: A2 S&P: A-								
310,000.000	2023 LOS ANGELES CNTY CALIF REDEV A REV REF BDS-TAXBL	54465AAS1	310,778.10 100.251	475.88	310,000.00 100.000		778.10	15,574.40	5.01 4.99
	DTD 12/20/13 05.024 DUE 09/01/23 NON-CALLABLE FIXED RT								
	SINK 09/01/21								
	Moody's: NA S&P: AA-								

Trade Date

U.S. TRUST

Bank of America Private Wealth Management

Portfolio Detail

Account: CUST SIDNEY FRANK FDN - BEL AIR

Dec. 01, 2013 through Dec. 31, 2013

Units	Description	CUSIP Sector (2)	Market Value(1)/ Market Price	Accrued Income	Average Unit Cost	Tax Cost/ Unit Cost	Unrealized Gain/Loss	Estimated Annual Income	Cur Yld/ YTM
FXGFI Income (cont)									
Investment Grade Taxable (cont)									
300,000.000	2024								
GOV	SOUTHERN CALIF PUB PWR AUTH NA REV BDS-TAXBL	842471CH5	314,376.00 104.792	8,264.99	329,367.00 109.789		-14,991.00	16,530.00	5.25 4.50
	DTD 02/06/08 05.510 DUE 07/01/24 NON-CALLABLE FIXED RT								
	SINK 07/01/15								
	Moody's: A1 S&P: AA-								
390,000.000	2028								
GOV	FULLERTON CALIF JUDGMENT OBLIG OBLIG BDS-TAXBL-OID	359806AL0	385,304.40 98.796	6,409.00	384,075.90 98.481		1,228.50	19,890.00	5.16 5.22
	DTD 09/05/13 05.100 DUE 04/01/28 CALL 04/01/23 @ 100.000 FIXED RT								
	SINK 04/01/24								
	Moody's: NA S&P: AA-								
Total Investment Grade Taxable			\$5,853,775.75	\$72,799.50	\$5,694,480.90		\$159,294.85	\$273,683.15	4.67%
International Developed Bonds									
250,000.000	2074								
CORP	DIAGEO CAP PLC GTID NT UNITED KINGDOM	25243YAN9	\$250,607.50 100.243	\$8,501.73	\$275,622.50 110.249		-\$25,015.00	\$18,437.50	7.35% 2.78
	DTD 10/21/08 7.375% DUE 01/15/14								
	Moody's: A3 S&P: A-								
Total International Developed Bonds			\$250,607.50	\$8,501.73	\$275,622.50		-\$25,015.00	\$18,437.50	7.35%

GOV= Government Securities= \$5,580,218
 AGY= US Government Agency Obligations= \$273,558
 CORP= Corporate Bond= \$250,608

Attachment A-3 (p. 5/5)

Investment Detail - Mutual Funds

Bond Funds	Quantity	Market Price	Market Value
DRIEHAUS ACTIVE INCM FD ° SYMBOL: LCMAX	7,866.0250	10.7700	84,717.09
EATON VANCE FLOATING ° RATE FD CL I SYMBOL: EIBLX	42,026.3220	9.1900	386,221.90
JPMORGAN STRATEGIC INCM ° OPPTY SLCT SHR SYMBOL: JSOSX	7,239.0010	11.8900	86,071.72

Investment Detail - Mutual Funds (continued)

Bond Funds (continued)	Quantity	Market Price	Market Value
LOOMIS SAYLES GLOBAL BD ° FD CL I SYMBOL: LGB1Z	11,858 5680	16 1500	191,515.87
LOOMIS SAYLES INVESTMENT ° GRADE BD CL Y SYMBOL: LSIIX	13,314.0440	11.9000	158,437.12
PIMCO TOTAL RETURN FUND ° INSTL CL SYMBOL: PTRRX	14,564 2000	10.6900	155,691.30
Total Bond Funds	39,736.6120		1,082,655.00

Equity Funds	Quantity	Market Price	Market Value
ABSOLUTE STRATEGIES FUND ° INSTL SHR SYMBOL: ASFIX	7,904 4450	10.9700	86,711.76
AQR MGD FUTURES STRAT FD ° CL I SYMBOL: AQMIX	4,516.8390	10.5900	47,833.33
CAMBIAR OPPORTUNITY FUND ° INV CL SYMBOL: CAMOX	24,113.8600	23 3600	563,299.77
CREDIT SUISSE COMMODITY ° RETURN STRAT INST SYMBOL: CRSOX	31,820 9050	7 2300	230,065 14

Investment Detail - Mutual Funds (continued)

Equity Funds (continued)	Quantity	Market Price	Market Value
DODGE & COX INTL STOCK ° FUND	6,630 7250	43.0400	285,386 40
SYMBOL: DODFX			
GATEWAY FUND CL Y ° SYMBOL: GTEYX	1,440 7470	28.9900	41,767 26
HATTERAS HEDGED ° STRATEGIES FDI SYMBOL: HHSIX	9,887 4630	11 1000	109,750 84
JANUS INTECH US GROWTH I ° SYMBOL: JRMGX	29,198 4460	19.7900	577,837.25
LAZARD EMRG MKTS EQTY ° PORT INST SHARE SYMBOL: LZEMX	10,289 1900	18 6700	192,099.18
MUNDER MID CAP CORE ° GROWTH FUND CL Y SYMBOL: MGOYX	7,611.5160	43.0000	327,295.19
OPPENHEIMER STEELPATH ° MLP ALPHA Y SYMBOL: MLPOX	20,188 1700	12.3400	249,122.02
VIRTUS FOREIGN OPPTY CL ° SYMBOL: JVXIX	9,406 0810	27.3400	257,162.25
Total Equity Funds	163,008,9870		2,983,380 39
Total Mutual Funds	259,876,5470		4,030,935 39

Investment Detail - Other Assets

Other Assets	Quantity	Market Price	Market Value
ISHARES TR RUSSELL 2000 VALUE ETF SYMBOL: IWN	1,738.0000	99.5000	172,931.00
Total Other Assets	1,738.0000		172,931.00

TOTAL MUTUAL FUNDS = \$4,203,916

CLIENT STATEMENT | For the Period December 1-31, 2013

Morgan Stanley

PRIVATE WEALTH MANAGEMENT

Fiduciary Services Active Assets Account

PETER & CATHY HALSTEAD TTEES
SIDNEY FRANK FOUNDATION USC

Account Detail

STOCKS

COMMON STOCKS

Security Description	Trade Date	Quantity	Unit Cost	Total Cost	Market Value	Unrealized Gain/(Loss)	Estimated Annual Income	Dividend Yield %
ACTAVIS PLC (ACT)	9/30/13	2,621.000	\$144.000	\$377,424.00	\$440,328.00	\$62,904.00 ST		
	12/17/13	48.000	160.160	7,687.68	8,064.00	376.32 ST		
Total		2,669.000		385,111.68	448,392.00	63,280.32 ST	—	—
Share Price: \$168.000								

Morgan Stanley

PRIVATE WEALTH MANAGEMENT

CLIENT STATEMENT | For the Period December 1-31, 2013

Fiduciary Services Active Assets Account
PETER & CATHY HALSTEAD TTEES
SIDNEY FRANK FOUNDATION USC

Account Detail

STOCKS

COMMON STOCKS (CONTINUED)

Security Description	Trade Date	Quantity	Unit Cost	Total Cost	Market Value	Unrealized Gain/(Loss)	Estimated Annual Income	Dividend Yield %
AGNICO EAGLE MINES LTD (AEM)	12/20/13	3,267,000	25.172	82,235.29	86,183.46	3,948.17 ST	2,874.96	3.33

Share Price: \$26.380; Next Dividend Payable 03/2014

ALLIED WORLD ASSUR CO HLDG LTD (AWH)	3/1/11	149,000	61.840	9,214.16	16,808.69	7,594.53 LT		
	6/28/12	318,000	78.529	24,972.35	35,873.58	10,901.23 LT		
	2/27/13	1,305,000	87.929	114,747.08	147,217.05	32,469.97 ST		
	3/5/13	173,000	87.372	15,115.43	19,516.13	4,400.70 ST		
	12/17/13	22,000	108.160	2,379.52	2,481.82	102.30 ST		
Total		1,967,000		166,428.54	221,897.27	18,495.76 LT	3,934.00	1.77

Share Price: \$112.810; Next Dividend Payable 01/02/14

AMGEN INC (AMGN)	9/11/12	366,000	83.975	30,735.03	41,753.28	11,018.25 LT		
	9/11/12	51,000	83.978	4,282.87	5,818.08	1,535.21 LT		
	10/11/12	159,000	84.908	13,500.39	18,138.72	4,638.33 LT		
	11/13/12	92,000	85.936	7,906.08	10,495.36	2,589.28 LT		
	11/26/12	223,000	87.099	19,423.10	25,439.84	6,016.74 LT		
	2/27/13	764,000	90.886	69,436.83	87,157.12	17,720.29 ST		
	6/10/13	657,000	98.569	64,759.96	74,950.56	10,190.60 ST		
	10/7/13	296,000	110.550	32,722.74	33,767.68	1,044.94 ST		
	12/17/13	31,000	111.050	3,442.55	3,536.48	93.93 ST		
Total		2,639,000		246,209.55	301,057.12	25,797.81 LT	6,439.16	2.13

Share Price: \$114.080; Next Dividend Payable 03/2014

APPLE INC (AAPL)	3/1/11	257,000	349.510	89,824.07	144,182.14	54,358.07 LT		
	2/27/13	330,000	443.777	146,446.34	185,136.60	38,690.26 ST		
	3/5/13	36,000	427.230	15,380.28	20,196.72	4,816.44 ST		
	11/15/13	219,000	525.486	115,081.41	122,863.38	7,781.97 ST		
	11/26/13	173,000	532.928	92,196.47	97,056.46	4,859.99 ST		
	12/17/13	11,000	556.710	6,123.81	6,171.22	47.41 ST		
Total		1,026,000		465,052.38	575,606.52	54,358.07 LT	12,517.20	2.17

Share Price: \$561.020; Next Dividend Payable 02/2014

BE AEROSPACE INC (BEAV)	12/20/11	605,000	38.282	23,160.86	52,653.15	29,492.29 LT		
	12/22/11	559,000	38.889	21,739.17	48,649.77	26,910.60 LT		
	5/4/12	441,000	45.440	20,039.22	38,380.23	18,341.01 LT		
	2/27/13	865,000	52.573	45,475.30	75,280.95	29,805.65 ST		
	12/17/13	56,000	85.190	4,770.64	4,873.68	103.04 ST		

Morgan Stanley

PRIVATE WEALTH MANAGEMENT

CLIENT STATEMENT | For the Period December 1-31, 2013

PETER & CATHY HALSTEAD TTEES
SIDNEY FRANK FOUNDATION USC

Fiduciary Services Active Assets Account

Account Detail

STOCKS

COMMON STOCKS (CONTINUED)

Security Description	Trade Date	Quantity	Unit Cost	Total Cost	Market Value	Unrealized Gain/(Loss)	Estimated Annual Income	Dividend Yield %
Share Price: \$87.030								
BIOGEN IDEC INC (BIIB)								
	10/10/13	481.000	233.541	112,333.12	134,474.13	22,141.01 ST		
	10/15/13	376.000	237.546	89,317.45	105,119.07	15,801.62 ST		
	12/17/13	10.000	274.000	2,740.00	2,795.72	55.72 ST		
Total		867.000		204,390.57	242,388.92	37,998.35 ST		
Share Price: \$279.572								
BLACKROCK INC (BLK)								
	3/4/13	251.000	240.029	60,247.38	79,433.97	19,186.59 ST		
	3/5/13	17.000	243.260	4,135.42	5,379.99	1,244.57 ST		
	3/6/13	587.000	247.657	145,374.37	185,767.89	40,393.52 ST		
	3/26/13	153.000	256.447	39,236.38	48,419.91	9,183.53 ST		
	4/30/13	70.000	267.387	18,717.06	22,162.90	3,435.84 ST		
	12/17/13	8.000	303.470	2,427.76	2,531.76	104.00 ST		
Total		1,086.000		270,138.37	343,686.42	73,548.05 ST	7,297.92	2.12
Share Price: \$316.470, Next Dividend Payable 03/20/14								
BRISTOW GROUP INC (BRS)								
	2/19/13	325.000	61.344	19,936.96	24,394.50	4,457.54 ST		
	2/27/13	416.000	58.254	24,233.66	31,224.96	6,991.30 ST		
	2/28/13	615.000	58.426	35,932.17	46,161.90	10,229.73 ST		
	3/5/13	94.000	56.640	5,324.16	7,055.64	1,731.48 ST		
	3/6/13	364.000	57.370	20,882.64	27,321.84	6,439.20 ST		
	3/15/13	276.000	60.753	16,767.91	20,716.56	3,948.65 ST		
	4/30/13	385.000	63.095	24,291.61	28,898.10	4,606.49 ST		
	9/17/13	498.000	70.865	35,290.97	37,379.88	2,088.91 ST		
	12/2/13	615.000	80.088	49,254.24	46,161.90	(3,092.34) ST		
	12/9/13	365.000	78.720	28,732.80	27,396.90	(1,335.90) ST		
	12/17/13	46.000	74.040	3,405.84	3,452.76	46.92 ST		
Total		3,999.000		264,052.96	300,164.94	36,111.98 ST	3,999.00	1.33
Share Price: \$75.060, Next Dividend Payable 03/20/14								
CAPITAL ONE FINANCIAL CORP (COF)								
	3/1/11	501.000	48.260	24,178.26	38,381.61	14,203.35 LT		
	3/7/11	359.000	48.456	17,395.63	27,502.99	10,107.36 LT		
	8/25/11	221.000	43.477	9,608.48	16,930.81	7,322.33 LT		
	10/5/11	129.000	38.630	4,983.21	9,882.69	4,899.48 LT		
	1/4/12	291.000	43.813	12,749.64	22,293.51	9,543.87 LT		
	2/27/13	1,576.000	51.467	81,111.84	120,737.36	39,625.52 ST		
	12/17/13	63.000	71.780	4,522.14	4,826.43	304.29 ST		



Morgan Stanley

PRIVATE WEALTH MANAGEMENT

CLIENT STATEMENT | For the Period December 1-31, 2013

PETER & CATHY HALSTEAD TTEES
SIDNEY FRANK FOUNDATION USC

Fiduciary Services Active Assets Account

Account Detail

STOCKS

COMMON STOCKS (CONTINUED)

Security Description	Trade Date	Quantity	Unit Cost	Total Cost	Market Value	Unrealized Gain/(Loss)	Estimated Annual Income	Dividend Yield %
Share Price: \$76.610; Next Dividend Payable 02/2014								
CHEVRON CORP (CVX)								
	3/1/11	877,000	102.900	90,243.30	109,546.07	19,302.77 LT		
	8/17/11	168,000	98.004	16,464.64	20,984.88	4,520.24 LT		
	2/27/13	1,349,000	116.335	156,935.51	168,503.59	11,568.08 ST		
	3/5/13	165,000	118.133	19,492.01	20,610.15	1,118.14 ST		
	12/17/13	65,000	119.010	7,735.65	8,119.15	383.50 ST		
Total		2,624,000		290,871.11	327,763.84	23,823.01 LT 13,069.72 ST	10,496.00	3.20
Share Price: \$124.910; Next Dividend Payable 03/2014								
CIGNA CORPORATION COM (CI)								
	3/1/11	793,000	41.850	33,187.05	69,371.64	36,184.59 LT		
	2/27/13	1,021,000	58.647	59,878.48	89,317.08	29,438.60 ST		
	3/5/13	119,000	58.733	6,989.27	10,410.12	3,420.85 ST		
	3/15/13	1,640,000	62.586	102,640.55	143,467.20	40,826.65 ST		
	5/6/13	656,000	67.416	44,224.76	57,386.88	13,162.12 ST		
	12/17/13	71,000	83.710	5,943.41	6,211.08	267.67 ST		
Total		4,300,000		252,863.52	376,164.00	36,184.59 LT 87,115.89 ST	172.00	0.04
Share Price: \$87.480; Next Dividend Payable 04/2014								
COMCAST CORP (NEW) CLASS A (CMCSA)								
	12/6/12	879,000	37.155	32,659.16	45,677.23	13,018.07 LT		
	12/17/12	716,000	37.328	26,726.56	37,206.94	10,480.38 LT		
	1/10/13	684,000	38.506	26,338.31	35,544.06	9,205.75 ST		
	2/27/13	5,092,000	40.200	204,697.89	264,605.78	59,907.89 ST		
	3/5/13	642,000	40.790	26,187.18	33,361.53	7,174.35 ST		
	12/17/13	117,000	49.050	5,738.85	6,079.90	341.05 ST		
Total		8,130,000		322,347.95	422,475.45	23,498.45 LT 76,629.04 ST	6,341.40	1.50
Share Price: \$51.965; Next Dividend Payable 01/23/14								
COPA HOLDINGS, S.A. CLA A (CPA)								
	11/14/11	164,000	63.797	10,462.67	26,258.04	15,795.37 LT		
	11/28/11	308,000	61.508	18,944.34	49,313.88	30,369.54 LT		
	2/27/13	531,000	105.797	56,177.94	85,018.41	28,840.47 ST		
	12/17/13	15,000	156.470	2,347.05	2,401.65	54.60 ST		
Total		1,018,000		87,932.00	162,991.98	46,164.91 LT 28,895.07 ST	2,972.56	1.82
Share Price: \$160.110; Next Dividend Payable 03/2014								

Morgan Stanley

PRIVATE WEALTH MANAGEMENT

Fiduciary Services Active Assets Account

PETER & CATHY HALSTEAD TTEES
SIDNEY FRANK FOUNDATION USC

Account Detail

STOCKS

COMMON STOCKS (CONTINUED)

Security Description	Trade Date	Quantity	Unit Cost	Total Cost	Market Value	Unrealized Gain/(Loss)	Estimated Annual Income	Dividend Yield %
CVS CAREMARK CORP (CVS)	5/14/12	1,212,000	45.077	54,632.72	86,742.84	32,110.12 LT		
	6/18/12	650,000	45.613	29,648.32	46,520.50	16,872.18 LT		
	2/27/13	2,404,000	50.908	122,382.59	172,054.28	49,671.69 ST		
	3/5/13	281,000	51.960	14,600.76	20,111.17	5,510.41 ST		
	5/15/13	953,000	60.282	57,448.65	68,206.21	10,757.56 ST		
	7/17/13	381,000	60.954	23,223.59	27,268.17	4,044.58 ST		
	12/17/13	84,000	67.080	5,634.72	6,011.88	377.16 ST		
Total		5,965,000		307,571.35	426,915.05	48,982.30 LT 70,361.40 ST	6,561.50	1.53
Share Price: \$71.570; Next Dividend Payable 02/2014								
DISCOVERY COMMUNICATIONS SER A (DISCA)	2/27/13	1,201,000	72.843	87,484.32	108,594.42	21,110.10 ST		
	3/5/13	153,000	76.275	11,670.15	13,834.26	2,164.11 ST		
	12/17/13	14,000	83.300	1,166.20	1,265.88	99.68 ST		
Total		1,368,000		100,320.67	123,694.56	23,373.89 ST	—	—
Share Price: \$90.420								
DOLLAR TREE INC (DLTR)	5/2/13	2,095,000	48.534	101,678.94	118,199.90	16,520.96 ST		
	5/7/13	1,396,000	49.237	68,734.57	78,762.32	10,027.75 ST		
	12/17/13	54,000	55.780	3,012.12	3,046.68	34.56 ST		
Total		3,545,000		173,425.63	200,008.90	26,583.27 ST	—	—
Share Price: \$56.420								
EXXON MOBIL CORP (XOM)	3/1/11	485,000	84.800	41,128.00	49,082.00	7,954.00 LT		
	2/27/13	623,000	89.137	55,532.23	63,047.60	7,515.37 ST		
	3/5/13	73,000	90.000	6,570.00	7,387.60	817.60 ST		
	12/17/13	24,000	96.510	2,316.24	2,428.80	112.56 ST		
Total		1,205,000		105,546.47	121,946.00	7,954.00 LT 8,445.53 ST	3,036.60	2.49
Share Price: \$101.200; Next Dividend Payable 03/2014								
IAC INTERACTIVECORP COM (IACI)	2/27/13	1,110,000	40.808	45,296.33	76,202.60	30,906.27 ST		
	3/5/13	65,000	41.930	2,725.45	4,462.31	1,736.86 ST		
	4/10/13	1,821,000	45.562	82,968.77	125,013.46	42,044.69 ST		
	6/10/13	1,186,000	49.988	59,285.29	81,420.08	22,134.79 ST		
	6/18/13	773,000	50.246	38,840.31	53,067.22	14,226.91 ST		
	12/17/13	72,000	59.330	4,271.76	4,942.87	671.11 ST		
Total		5,027,000		233,387.91	345,108.57	111,720.63 ST	4,825.92	1.39
Share Price: \$68.651; Next Dividend Payable 03/2014								

Morgan Stanley

PRIVATE WEALTH MANAGEMENT

CLIENT STATEMENT | For the Period December 1-31, 2013

Fiduciary Services Active Assets Account

PETER & CATHY HALSTEAD TTEES
SIDNEY FRANK FOUNDATION USC

Account Detail

STOCKS

COMMON STOCKS (CONTINUED)

Security Description	Trade Date	Quantity	Unit Cost	Total Cost	Market Value	Unrealized Gain/(Loss)	Estimated Annual Income	Dividend Yield %
JARDEN CORP (JAH)								
	10/16/12	1,068,000	36.954	39,467.23	65,521.80	26,054.57 LT		
	11/2/12	787,000	34.395	27,068.79	48,282.45	21,213.66 LT		
	11/13/12	329,000	34.081	11,212.78	20,184.15	8,971.37 LT		
	2/27/13	2,817,000	40.864	115,112.95	172,822.95	57,710.00 ST		
	3/5/13	325,000	41.868	13,607.09	19,938.75	6,331.66 ST		
	9/12/13	1,181,000	47.423	56,006.56	72,454.35	16,447.79 ST		
	10/7/13	1,042,000	48.620	50,662.46	63,926.70	13,264.24 ST		
	12/17/13	104,000	57.970	6,028.88	6,380.40	351.52 ST		
Total		7,653,000		319,166.74	469,511.55	56,239.60 LT 94,105.21 ST	--	--

Share Price: \$61.350

JPMORGAN CHASE & CO (JPM)

	3/1/11	1,049,000	45.600	47,834.40	61,345.52	13,511.12 LT		
	1/23/13	699,000	46.212	32,302.26	40,877.52	8,575.26 ST		
	1/24/13	236,000	46.402	10,950.85	13,801.28	2,850.43 ST		
	1/25/13	526,000	46.947	24,694.33	30,760.48	6,066.15 ST		
	2/19/13	307,000	49.506	15,198.37	17,953.36	2,754.99 ST		
	2/27/13	3,634,000	48.990	178,029.66	212,516.32	34,486.66 ST		
	3/5/13	438,000	49.926	21,867.37	25,614.24	3,746.87 ST		
	7/17/13	775,000	55.361	42,904.93	45,322.00	2,417.07 ST		
	12/17/13	111,000	55.870	6,201.57	6,491.28	289.71 ST		
Total		7,775,000		379,983.74	454,682.00	13,511.12 LT 61,187.14 ST	11,818.00	2.59

Share Price: \$58.480; Next Dividend Payable 01/2014

MASTERCARD INC CL A (MA)

	10/3/11	102,000	317.821	32,417.76	85,216.92	52,799.16 LT		
	10/13/11	66,000	335.356	22,133.48	55,140.36	33,006.88 LT		
	1/19/12	14,000	352.029	4,928.40	11,696.44	6,768.04 LT		
	2/27/13	233,000	514.080	119,780.64	194,662.18	74,881.54 ST		
	3/5/13	26,000	529.850	13,776.10	21,721.96	7,945.86 ST		
	12/17/13	8,000	799.990	6,399.92	6,683.68	283.76 ST		
Total		449,000		199,436.30	375,121.54	92,574.08 LT 83,111.16 ST	1,975.60	0.52

Share Price: \$835.460; Next Dividend Payable 02/2014

MCKESSON CORP (MCK)

	3/1/11	299,000	79.290	23,707.71	48,258.60	24,550.89 LT		
	7/24/12	263,000	92.902	24,433.12	42,448.20	18,015.08 LT		
	2/27/13	721,000	105.707	76,214.67	116,369.40	40,154.73 ST		
	3/5/13	89,000	108.310	9,639.59	14,364.60	4,725.01 ST		

Morgan Stanley

PRIVATE WEALTH MANAGEMENT

Fiduciary Services Active Assets Account

PETER & CATHY HALSTEAD TTEES
SIDNEY FRANK FOUNDATION USC

Account Detail

STOCKS

COMMON STOCKS (CONTINUED)

Security Description	Trade Date	Quantity	Unit Cost	Total Cost	Market Value	Unrealized Gain/(Loss)	Estimated Annual Income	Dividend Yield %
<i>Share Price: \$161.400; Next Dividend Payable 01/02/14</i>								
NORTHROP GRUMMAN CP(HLDG CO) (NOC)	9/16/13	1,509,000	97.788	147,561.49	172,946.49	25,385.00 ST		
	9/18/13	725,000	98.539	71,440.92	83,092.25	11,651.33 ST		
	9/23/13	378,000	95.892	36,247.10	43,322.58	7,075.48 ST		
	10/2/13	837,000	94.818	79,362.67	95,928.57	16,565.90 ST		
	12/17/13	38,000	109.570	4,163.66	4,355.18	191.52 ST		
Total		3,487,000		338,775.84	399,645.07	60,869.23 ST	8,508.28	2.12
<i>Share Price: \$114.610; Next Dividend Payable 03/20/14</i>								
PENTAIR LTD (PNR)	3/1/11	178,000	33.027	5,878.76	13,825.26	7,946.50 LT		
	1/17/13	432,000	51.554	22,271.54	33,553.44	11,281.90 ST		
	2/27/13	785,000	52.415	41,146.09	60,970.95	19,824.86 ST		
	3/5/13	90,000	53.390	4,805.10	6,990.30	2,185.20 ST		
	12/17/13	29,000	72.890	2,113.81	2,252.43	138.62 ST		
Total		1,514,000		76,215.30	117,592.38	7,946.50 LT	1,514.00	1.28
<i>Share Price: \$77.670; Next Dividend Payable 02/20/14</i>								
PHILIP MORRIS INTL INC (PM)	3/1/11	733,000	62.270	45,643.91	63,866.29	18,222.38 LT		
	9/21/11	98,000	67.864	6,650.70	8,538.74	1,888.04 LT		
	2/27/13	1,494,000	91.247	136,322.87	130,172.22	(6,150.65) ST		
	3/5/13	186,000	91.970	17,106.42	16,206.18	(900.24) ST		
	4/30/13	325,000	95.615	31,074.81	28,317.25	(2,757.56) ST		
	12/17/13	39,000	84.520	3,296.28	3,398.07	101.79 ST		
Total		2,875,000		240,094.99	250,498.75	20,110.42 LT	10,810.00	4.31
<i>Share Price: \$87.130; Next Dividend Payable 01/10/14</i>								
PHILLIPS 66 COM (PSX)	2/27/13	631,000	62.687	39,555.75	48,659.03	9,113.28 ST		
	12/17/13	9,000	72.940	656.46	694.17	37.71 ST		
Total		640,000		40,212.21	49,353.20	9,150.99 ST	998.40	2.02
<i>Share Price: \$77.130; Next Dividend Payable 03/20/14</i>								
STARBUCKS CORP WASHINGTON (SBUX)	3/1/11	72,000	32.390	2,332.08	5,644.08	3,312.00 LT		
	2/27/13	1,325,000	54.696	72,471.54	103,866.75	31,395.21 ST		
	3/5/13	162,000	56.670	9,180.54	12,699.18	3,518.64 ST		
	5/3/13	1,277,000	61.754	78,860.37	100,104.03	21,243.66 ST		

Morgan Stanley

PRIVATE WEALTH MANAGEMENT

Fiduciary Services Active Assets Account

PETER & CATHY HALSTEAD TTEES
SIDNEY FRANK FOUNDATION USC

Account Detail

STOCKS

COMMON STOCKS (CONTINUED)

Security Description	Trade Date	Quantity	Unit Cost	Total Cost	Market Value	Unrealized Gain/(Loss)	Estimated Annual Income	Dividend Yield %
	12/17/13	32,000	76.000	2,432.00	2,508.48	76.48 ST		
Total		2,868,000		165,276.53	224,822.52	3,312.00 LT 56,233.99 ST	2,982.72	1.32
Share Price: \$78.390; Next Dividend Payable 02/2014								
TEXAS CAP BNC SHS INC (DE) (TCBI)	3/19/12	108,000	36.216	3,911.34	6,717.60	2,806.26 LT		
	2/27/13	2,285,000	42.113	96,228.89	142,127.00	45,898.11 ST		
	3/5/13	294,000	42.022	12,354.50	18,286.80	5,932.30 ST		
	12/17/13	30,000	58.340	1,750.20	1,866.00	115.80 ST		
Total		2,717,000		114,244.93	168,997.40	2,806.26 LT 51,946.21 ST		
Share Price: \$62.200								
TYCO INTERNATIONAL LTD NEW (TYC)	3/1/11	742,000	22.156	16,439.57	30,451.68	14,012.11 LT		
	2/27/13	960,000	31.746	30,476.06	39,398.40	8,922.34 ST		
	3/5/13	118,000	32.286	3,809.69	4,842.72	1,033.03 ST		
	12/17/13	71,000	37.910	2,691.61	2,913.84	222.23 ST		
Total		1,891,000		53,416.93	77,606.64	14,012.11 LT 10,177.60 ST	1,210.24	1.55
Share Price: \$41.040; Next Dividend Payable 02/2014								
YAHOO INC (YHOO)	7/11/13	2,629,000	27.135	71,338.97	106,316.76	34,977.79 ST		
	12/17/13	38,000	39.620	1,505.56	1,536.72	31.16 ST		
Total		2,667,000		72,844.53	107,853.48	35,008.95 ST		
Share Price: \$40.440								
STOCKS		99.1%		\$6,365,389.65	\$8,408,169.91	\$659,157.25 LT \$1,383,622.97 ST	\$116,395.54	1.38%
							\$0.00	

TOTAL CORPORATE STOCK = \$8,408,171



THE SIDNEY E FRANK FOUNDATION

STATEMENT PERIOD
November 30 - December 31, 2013

Your Portfolio Holdings

CASH & MONEY MARKET FUNDS

DESCRIPTION	TYPE	SYMBOL/CUSIP	QUANTITY	PRICE	MARKET VALUE
CASH BALANCE					864,722
	CASH				22,103
	MIRGN				85,178
	SHRT				757,441
DREYFUS GOVT PRIME CASH MGMT ADMINISTRATIVE SHS EST. 30 DAY AVG YIELD %	CASH	DAPXX	243,983.24	1.0000	243,983
TOTAL CASH & MONEY MARKET FUNDS					\$1,108,705

FIXED INCOME

Government & Agency Obligations

DESCRIPTION	SYMBOL/CUSIP	ACCT TYPE	QUANTITY	PRICE	MARKET VALUE	ACCRUED INTEREST	ESTIMATED ANNUAL INCOME	ESTIMATED YIELD (%)
UNITED STATES TREASURY BOND STRIPPED PRINCIPAL DATED DATE 02/15/08 BOOK ENTRY ONLY DUE 02/15/2038 RATING: MOODY N/A S&P N/A	912803DC4	SHRT	-2,000,000	37.8813	-757,627			
Total Government & Agency Obligations			-2,000,000		\$-757,627	\$0	\$0	
TOTAL FIXED INCOME			-2,000,000		\$-757,627	\$0	\$0	

YOUR PRICED PORTFOLIO HOLDINGS

\$351,078

Trade Date



Portfolio Detail

Account: CUST SIDNEY E FRANK FDN - HARRIS

Dec. 01, 2013 through Dec. 31, 2013

Units	Description	CUSIP Sector (2)	Market Value(1)/ Market Price	Accrued Income	Average Unit Cost	Tax Cost/ Unit Cost	Unrealized Gain/Loss	Estimated Annual Income	Cur Yld/ YTM
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Equities									
	(2)Industry Sector Codes	CND = Consumer Discretionary CNS = Consumer Staples ENR = Energy	FIN = Financials HEA = Health Care IND = Industrials	IFT = Information Technology MAT = Materials OEQ = Other Equities	TEL = Telecommunication Services UTL = Utilities				
U.S. Large Cap									
11,100.000	AMERICAN INTL GROUP INC NEWCOM Ticker: AIG	026874784 FIN	\$566,655.00 51.050	\$0.00	\$429,304.52 38.676	\$137,350.48			
33,000.000	APPLIED MATLS INC Ticker: AMAT	038222105 IFT	583,440.00 17.680	0.00	410,375.10 12.436	173,064.90			
1,700.000	BLACKROCK INC CLA Ticker: BLK	09247X101 FIN	537,999.00 316.470	0.00	464,749.64 273.382	73,249.36			
7,800.000	DELPHI AUTOMOTIVE PLC JERSEY Ticker: DLPH	G27823106 IND	469,014.00 60.130	0.00	284,157.74 36.430	184,856.26			
						\$4,440.00			
						\$13,200.00			
						11,424.00			
						5,304.00			
						0.78			
						2.26			
						2.12			
						1.13			

Trade Date

Portfolio Detail**Account:** CUST SIDNEY E FRANK FDN - HARRIS

Dec. 01, 2013 through Dec. 31, 2013

Units	Description	CUSIP Sector (2)	Market Value(1)/ Market Price	Accrued Income	Average Unit Cost	Tax Cost/ Unit Cost	Unrealized Gain/Loss	Estimated Annual Income	Cur Yld/ YTM
Equities (cont)									
U.S. Large Cap (cont)									
9,400,000	FRANKLIN RES INC Ticker: BEN	354613101 FIN	542,662.00 57.730	1,128.00	384,333.40 40.887		158,328.60	4,512.00	0.83
15,800,000	GENERAL MTRS CO Ticker: GM	37045V100 CND	645,746.00 40.870	0.00	492,212.95 31.153		153,533.05	0.00	0.00
4,500,000	ILLINOIS TOOL WKS INC Ticker: ITW	452308109 IND	378,360.00 84.080	1,890.00	254,188.87 56.486		124,171.13	7,560.00	1.99
21,100,000	INTEL CORP Ticker: INTC	458140100 IFT	547,650.50 25.955	0.00	521,114.96 24.697		26,535.54	18,990.00	3.46
10,700,000	J.P. MORGAN CHASE & CO Ticker: JPM	46625H100 FIN	625,736.00 58.480	0.00	421,659.04 39.407		204,076.96	16,264.00	2.59
6,200,000	NATIONAL OILWELL VARCO INC Ticker: NOV	637071101 ENR	493,086.00 79.530	0.00	442,291.05 71.337		50,794.95	6,448.00	1.30
15,300,000	ORACLE CORP Ticker: ORCL	68389X105 IFT	585,378.00 38.260	0.00	465,343.85 30.415		120,034.15	7,344.00	1.25
2,300,000	VISA INC CLACOM Ticker: V	92826C839 IFT	512,164.00 222.680	0.00	312,107.68 135.699		200,056.32	3,680.00	0.71
15,800,000	WELLS FARGO & CO NEWCOM Ticker: WFC	949746101 FIN	717,320.00 45.400	0.00	547,160.24 34.630		170,159.76	18,960.00	2.64
Total U.S. Large Cap			\$7,205,210.50	\$3,018.00	\$5,428,999.04	\$1,776,211.46	\$118,126.00	\$118,126.00	1.63%
U.S. Mid Cap									
3,800,000	CARMAX INC Ticker: KMX	143130102 CND	\$178,676.00 47.020	\$0.00	\$134,867.90 35.492		\$43,808.10	\$0.00	0.00%
4,500,000	DRESSER-RAND GROUP INC Ticker: DRC	261608103 ENR	268,335.00 59.630	0.00	230,097.11 51.133		38,237.89	0.00	0.00
6,300,000	FAMILY DLX STORES INC Ticker: FDO	307000109 CND	409,311.00 64.970	1,638.00	397,140.20 63.038		12,170.80	6,552.00	1.60
9,200,000	GAMING & LEISURE PPTYS INC Ticker: GLPI	36467J108 FIN	467,452.00 50.810	0.00	343,677.83 37.356		123,774.17	0.00	0.00

Trade Date

U.S. TRUST

Bank of America Private Wealth Management

Account:

CUST SIDNEY E FRANK FDN - HARRIS

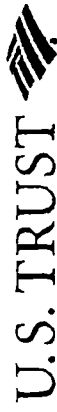
Dec. 01, 2013 through Dec. 31, 2013

Portfolio Detail

Units	Description	CUSIP Sector (2)	Market Value(1)/ Market Price	Accrued Income	Average Unit Cost	Tax Cost/ Unit Cost	Unrealized Gain/Loss	Estimated Annual Income	Cur Yld/ YTM
Equities (cont)									
U.S. Mid Cap (cont)									
5,500,000	STARWOOD HOTELS & RESORTS WORLDWIDE INC COM Ticker: HOT	85590A401 CND	436,975.00 79.450	0.00	296,476.46 53.905		140,498.54	7,425.00	1.69
3,600,000	TIFFANY & CO NEW Ticker: TIF	886547108 CND	334,008.00 92.780	1,224.00	223,925.83 62.202		110,082.17	4,896.00	1.46
5,000,000	TRIUMPH GROUP INC NEW Ticker: TGI	896818101 IND	380,350.00 76.070	0.00	362,155.07 72.431		18,194.93	800.00	0.21
	Total U.S. Mid Cap		\$2,475,107.00	\$2,862.00	\$1,988,340.40		\$486,766.60	\$19,673.00	0.79%
U.S. Small Cap									
9,200,000	PENN NATL GAMING INC Ticker: PENN	707569109 CND	\$131,836.00 14.330	\$0.00	\$101,251.74 11.006		\$30,584.26	\$3,128.00	2.37%
	Total U.S. Small Cap		\$131,836.00	\$0.00	\$101,251.74		\$30,584.26	\$3,128.00	2.37%
International Developed									
5,100,000	AON PLC ISIN GB00B5BTOK07 UNITED KINGDOM Ticker: AON	60408V102 FIN	\$427,839.00 83.890	\$0.00	\$395,625.36 77.574		\$32,213.64	\$3,570.00	0.83%
	Total International Developed		\$427,839.00	\$0.00	\$395,625.36		\$32,213.64	\$3,570.00	0.83%
Total Equities			\$10,239,992.50	\$5,880.00	\$7,914,216.54		\$2,325,775.96	\$144,497.00	1.41%
Total Portfolio			\$10,810,971.48	\$5,880.00	\$8,485,195.52		\$2,325,775.96	\$144,497.00	1.33%
Accrued Income			\$5,880.00						
Total			\$10,816,851.48						

TOTAL CORPORATE STOCK = \$10,245,873

Trade Date



Bank of America Private Wealth Management

Portfolio Detail

Account: SIDNEY E FRANK FOUNDATION - COMB
Sub-Account: IM SIDNEY E FRANK FOUNDATION-FIF

Dec 01, 2013 through Dec. 31, 2013

Units	Description	CUSIP Sector (2)	Market Value(1)/ Market Price	Accrued Income	Average Unit Cost	Tax Cost/ Unit Cost	Unrealized Gain/Loss	Estimated Annual Income	Cur Yld/ YTM
50,000.000	COMCAST CORP NT DTD 05/15/03 5.300% DUE 01/15/14 Moody's: A3 S&P: A-	20030NAE1	\$50,073.50 100.147	\$1,221.94	\$52,799.50 105.599		-\$2,726.00	\$2,650.00	5.29% 2.68
100,000.000	METLIFE INC SR UNSECD NT DTD 08/06/10 2.375% DUE 02/06/14 Moody's: A3 S&P: A-	59156RAW8	100,181.00 100.181	956.60	102,279.00 102.279		-2,098.00	2,375.00	2.37 0.69
50,000.000	HEWLETT PACKARD CO NT DTD 12/05/08 6.125% DUE 03/01/14 Moody's: BAA1 S&P: BBB+	428236AT0	50,423.50 100.847	1,020.83	51,558.00 103.116		-1,134.50	3,062.50	6.07 1.27
50,000.000	VERIZON COMMUNICATIONS INC SR UNSECD NT DTD 03/28/11 1.950% DUE 03/28/14 Moody's: BAA1 S&P: BBB+	92343VBA1	50,183.50 100.367	251.87	51,189.00 102.378		-1,005.50	975.00	1.94 0.47
100,000.000	DU PONT E I NEMOURS & CO NT DTD 04/30/04 4.875% DUE 04/30/14 Moody's: A2 S&P: A	263534BN8	101,453.00 101.453	826.04	106,338.00 106.338		-4,885.00	4,875.00	4.80 0.59

Fixed Income**Investment Grade Taxable**

2014	2013
50,000.000	50,000.000
CORP	CORP
100,000.000	100,000.000
CORP	CORP
50,000.000	50,000.000
CORP	CORP
50,000.000	50,000.000
CORP	CORP
100,000.000	100,000.000
CORP	CORP

Trade Date

Portfolio Detail

Account: SIDNEY E FRANK FOUNDATION - COMB
Sub-Account: IM SIDNEY E FRANK FOUNDATION-FIF

Dec. 01, 2013 through Dec. 31, 2013

Units	Description	CUSIP Sector (2)	Market Value(1)/ Market Price	Accrued Income	Average Unit Cost	Tax Cost/ Average Unit Cost	Unrealized Gain/Loss	Estimated Annual Income	Cur Yld/ YTM
Fixed Income (cont)									
Investment Grade Taxable (cont)									
50,000.000 [CORP]	AMERICAN INTL GROUP INC SR UNSECD NT DTD 09/13/11 4.250% DUE 09/15/14 Moody's: BAA1 S&P: A-	026874CA3	51,249.50 102.499	625.69	52,905.50 105.811		-1,656.00	2,125.00	4.14 0.74
50,000.000 [CORP]	AMGEN INC SR UNSECD NT DTD 11/10/11 1.875% DUE 11/15/14 Moody's: BAA1 S&P: A	031162BJ8	50,557.00 101.114	119.79	50,640.00 101.280		-83.00	937.50	1.85 0.61
100,000.000 [CORP]	DISNEY WALT CO NEW SR UNSECD MTN DTD 12/02/11 0.875% DUE 12/01/14 Moody's: A2 S&P: A	25468PCQ7	100,455.00 100.455	72.92	100,858.00 100.858		-403.00	875.00	0.87 0.39
100,000.000 [CORP]	ANHEUSER BUSCH INBEV WORLDWIDE INC CO GTD NT DTD 10/16/09 4.125% DUE 01/15/15 Moody's: A3 S&P: A	03523TAM0	103,759.00 103.759	1,902.08	106,918.00 106.918		-3,159.00	4,125.00	3.97 0.53
100,000.000 [CORP]	BERKSHIRE HATHAWAY INC DEL SR UNSECD NT DTD 02/11/10 3.200% DUE 02/11/15 Moody's: AA2 S&P: AA	084670AV0	103,070.00 103.070	1,244.44	105,921.00 105.921		-2,851.00	3,200.00	3.10 0.45
100,000.000 [CORP]	COCA-COLA CO SR UNSECD NT DTD 03/14/12 0.750% DUE 03/13/15 Moody's: AA3 S&P: AA-	191216AX8	100,316.00 100.316	224.99	100,814.50 100.815		-498.50	750.00	0.74 0.49
50,000.000 [CORP]	CAPITAL ONE FINL CORP UNSECD SR NT DTD 03/23/12 2.150% DUE 03/23/15 Moody's: BAA1 S&P: BBB	14040HAZ8	50,829.00 101.658	292.63	51,373.50 102.747		-544.50	1,075.00	2.11 0.81
50,000.000 [CORP]	BANK NEW YORK INC MEDIUM TERM SR NT DTD 06/18/10 2.950% DUE 06/18/15 Moody's: A1 S&P: A+	06406HBQ1	51,760.00 103.520	53.26	53,276.00 106.552		-1,516.00	1,475.00	2.85 0.55

Trade Date



Bank of America Private Wealth Management

Portfolio Detail

Account: SIDNEY E FRANK FOUNDATION - COMB
Sub-Account: IM SIDNEY E FRANK FOUNDATION-FIF

Dec. 01, 2013 through Dec. 31, 2013

Units	Description	CUSIP	Market Value(1)/ Market Price	Accrued Income	Average Unit Cost	Tax Cost/ Unit Cost	Unrealized Gain/Loss	Estimated Annual Income	Cur Yld/ YTM
Fixed Income (cont)									
Investment Grade Taxable (cont)									
100,000.000	GENERAL ELEC CAP CORP UNSECD MTN DTD 07/02/12 1.625% DUE 07/02/15 Moody's: A1 S&P: AA+	36962G5Z3	101,625.00 101.625	807.98	101,827.00 101.827		-202.00	1,625.00	1.59 0.59
100,000.000	GOLDMAN SACHS GROUP INC SR MTN DTD 07/28/10 3.700% DUE 08/01/15 Moody's: BAA1 S&P: A-	38141EA74	104,129.00 104.129	1,541.67	106,088.00 106.088		-1,959.00	3,700.00	3.55 1.06
50,000.000	KEYCORP MEDIUM TERM SR NT DTD 08/13/10 3.750% DUE 08/13/15 Moody's: BAA1 S&P: BBB+	49326EEC3	52,287.00 104.574	718.75	53,310.00 106.620		-1,023.00	1,875.00	3.58 0.91
50,000.000	ALTRIA GROUP INC CO GTD NT DTD 06/11/10 4.125% DUE 09/11/15 Moody's: BAA1 S&P: BBB	07209SAK9	52,762.00 105.524	630.21	54,718.00 109.436		-1,956.00	2,062.50	3.90 0.86
50,000.000	MEDCO HEALTH SOLUTIONS INC SR UNSECD NT DTD 09/10/10 2.750% DUE 09/15/15 Moody's: BAA3 S&P: BBB+	58405UAF9	51,613.50 103.227	404.86	52,099.50 104.199		-486.00	1,375.00	2.66 0.86
100,000.000	UNITEDHEALTH GROUP INC UNSECD SR NT DTD 10/22/12 0.850% DUE 10/15/15 Moody's: A3 S&P: A	91324PBX9	100,400.00 100.400	179.44	100,314.00 100.314		86.00	850.00	0.84 0.63
100,000.000	HOME DEPOT INC SR NT DTD 03/24/06 5.400% DUE 03/01/16 Moody's: A2 S&P: A	437076AP7	109,689.00 109.689	1,800.00	114,842.00 114.842		-5,153.00	5,400.00	4.92 0.84
50,000.000	BOTTLING GROUP LLC NT DTD 03/30/06 5.500% DUE 04/01/16 Moody's: A1 S&P: A	10138MAG0	55,081.50 110.163	687.49	57,902.00 115.804		-2,820.50	2,750.00	4.99 0.95

Trade Date

Portfolio Detail

Dec. 01, 2013 through Dec. 31, 2013

Account: SIDNEY E FRANK FOUNDATION - COMB
Sub-Account: IM SIDNEY E FRANK FOUNDATION-FIF

Units	Description	CUSIP	Market Value(1)/ Market Price	Accrued Income	Average Unit Cost	Tax Cost/ Unit Cost	Unrealized Gain/Loss	Estimated Annual Income	Cur Yld/ YTM
Fixed Income (cont)									
Investment Grade Taxable (cont)									
100,000.000	PEPSICO INC	713448BT4	103,753.00	354.16	105,729.00	105,729	-1,976.00	2,500.00	2.41
CORP	SR NT		103.753						0.90
	DTD 05/10/11 2.500% DUE 05/10/16								
	Moody's: A1 S&P: A-								
50,000.000	AT&T INC	00206RAW2	52,137.50	188.47	53,371.00	106,742	-1,233.50	1,475.00	2.82
CORP	SR UNSECD NT		104.275						1.13
	DTD 04/29/11 2.950% DUE 05/15/16								
	Moody's: A3 S&P: A-								
100,000.000	JPMORGAN CHASE & CO	46625HJA9	104,838.00	1,540.00	105,861.50	105,862	-1,023.50	3,150.00	3.00
CORP	NT		104.838						1.20
	DTD 06/29/11 3.150% DUE 07/05/16								
	Moody's: A3 S&P: A								
25,000.000	DOMINION RES INC VA NEW	25746UBN8	25,413.75	184.17	25,912.25	103,649	-498.50	487.50	1.91
CORP	SR UNSECD NT		101.655						1.32
	DTD 08/15/11 1.950% DUE 08/15/16								
	Moody's: BAA2 S&P: BBB+								
50,000.000	WASTE MGMT INC DEL	94106LAX7	51,608.50	433.33	52,800.00	105,600	-1,191.50	1,300.00	2.51
CORP	CO GTD SR NT		103.217						1.38
	DTD 08/29/11 2.600% DUE 09/01/16								
	Moody's: BAA3 S&P: A-								
50,000.000	TIME WARNER INC	887317AC9	56,408.50	375.35	59,129.75	118,260	-2,721.25	2,937.50	5.20
CORP	NEW NT		112.817						1.34
	DTD 11/13/08 5.875% DUE 11/15/16								
	Moody's: BAA2 S&P: BBB								
50,000.000	U S BANCORP	91159HHB9	51,635.00	140.56	52,398.00	104,796	-763.00	1,100.00	2.13
CORP	SR UNSECD MTN		103.270						1.05
	DTD 11/03/11 2.200% DUE 11/15/16								
	Moody's: A1 S&P: A+								
25,000.000	UNITED STATES TREAS NT	912828WF3	24,923.75	20.29	24,928.79	99,715	-5.04	156.25	0.62
GOV	DTD 11/15/13 0.625% DUE 11/15/16		99.695						0.74
	Moody's: AAA S&P: AA+								

Trade Date



Bank of America Private Wealth Management

Portfolio Detail**Account:**SIDNEY E FRANK FOUNDATION - COMB
IM SIDNEY E FRANK FOUNDATION-FIF**Sub-Account:**

Dec. 01, 2013 through Dec. 31, 2013

Units	Description	CUSIP Sector (2)	Market Value(1)/ Market Price	Accrued Income	Average Unit Cost	Tax Cost/ Unit Cost	Unrealized Gain/Loss	Estimated Annual Income	Cur Yld/ YTM
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Fixed Income (Cont)**Investment Grade Taxable (cont)**

50,000.000	SIMON PTY GROUP L P NT CALL 9/2/16 @100 DTD 12/12/06 5.250% DUE 12/01/16 Moody's: A2 S&P: A	828807BW6	55,343.00 110.886	218.75	57,524.50 115.049	-2,181.50	2,625.00	4.74 1.50
CORP								
50,000.000	2017 EXPRESS SCRIPTS HLDG CO SR UNSEC NT DTD 08/15/12 2.650% DUE 02/15/17 Moody's: BAA3 S&P: BBB+	302196AD0	51,534.00 103.068	500.56	51,525.50 103.051	8.50	1,325.00	2.57 1.62
CORP								
50,000.000	NATIONAL RURAL UTILS COOP FIN CORP COLL TR BD DTD 04/10/07 5.450% DUE 04/10/17 Moody's: A1 S&P: A+	637432HT5	55,707.00 111.414	613.12	59,543.00 119.088	-3,836.00	2,725.00	4.89 1.86
CORP								
50,000.000	TARGET CORP SR UNSEC NT DTD 05/01/07 5.375% DUE 05/01/17 Moody's: A2 S&P: A+	87612EAP1	56,202.50 112.405	447.91	59,548.50 119.097	-3,346.00	2,687.50	4.78 1.56
CORP								
50,000.000	KELLOGG CO UNSEC SR NT DTD 05/17/12 1.750% DUE 05/17/17 Moody's: BAA1 S&P: BBB+	487836BH0	49,941.00 99.882	106.94	50,885.50 101.771	-944.50	875.00	1.75 1.80
CORP								
50,000.000	CVS CAREMARK CORP SR UNSEC NT DTD 05/25/07 5.750% DUE 06/01/17 Moody's: BAA1 S&P: BBB+	126650BH2	56,705.50 113.411	239.58	60,114.50 120.229	-3,409.00	2,875.00	5.07 1.71
CORP								
50,000.000	AMERICAN EXPRESS CO SR NTS DTD 08/28/07 6.150% DUE 08/28/17 Moody's: A3 S&P: BBB+	025816AX7	57,684.50 115.369	1,050.62	60,631.00 121.262	-2,946.50	3,075.00	5.33 1.80
CORP								
50,000.000	CITIGROUP INC GLOBAL SR UNSEC NT DTD 11/21/07 6.125% DUE 11/21/17 Moody's: BAA2 S&P: A-	172967EM9	57,635.50 115.271	340.28	59,672.80 119.346	-2,037.30	3,062.50	5.31 2.03
CORP								

ATTACHMENT A-8 (p. 5/9)

Trade Date

Portfolio Detail

Dec. 01, 2013 through Dec. 31, 2013

Account: SIDNEY E FRANK FOUNDATION - COMB
Sub-Account: IM SIDNEY E FRANK FOUNDATION-FIF

Units	Description	CUSIP Sector (2)	Market Value(1)/ Market Price	Accrued Income	Average Unit Cost	Tax Cost/ Unit Cost	Unrealized Gain/Loss	Estimated Annual Income	Cur Yld/ YTM
Fixed Income (cont)									
Investment Grade Taxable (cont)									
50,000.000	TRAVELERS COS INC	89417EAC3	57,320.00	127.77	61,324.00	61,324.00	-4,004.00	2,875.00	5.01
CORP	MTN		114.940		122.648				1.90
	DTD 05/29/07 5.750% DUE 12/15/17								
	Moody's: A2 S&P: A								
50,000.000	2018								
CORP	CONAGRA FOODS INC	205887B04	49,083.50	411.66	49,464.50	49,464.50	-381.00	950.00	1.93
	SR UNSEC NT		98.167		98.929				2.36
	DTD 01/25/13 1.900% DUE 01/25/18								
	Moody's: BAA2 S&P: BBB-								
50,000.000	FREEMONT-MCMORAN COPPER & GOLD	356710BD6	49,878.00	349.65	50,039.50	50,039.50	-161.50	1,187.50	2.38
CORP	INC UNSEC SR NT		99.756		100.079				2.32
	DTD 09/15/13 2.375% DUE 03/15/18								
	Moody's: BAA3 S&P: BBB								
50,000.000	NISOURCE FIN CORP	654730AS2	57,541.00	942.22	57,913.50	57,913.50	-372.50	3,200.00	5.56
CORP	NT		115.082		115.827				2.58
	DTD 08/31/07 6.400% DUE 03/15/18								
	Moody's: BAA3 S&P: BBB-								
50,000.000	APPLE INC	037833AJ9	48,347.50	80.55	48,283.00	48,283.00	64.50	500.00	1.03
CORP	SR UNSEC NT		96.695		96.566				1.78
	DTD 05/03/13 1.000% DUE 05/03/18								
	Moody's: AA1 S&P: AA+								
50,000.000	DOW CHEM CO	260543BV4	57,165.50	364.16	57,535.50	57,535.50	-370.00	2,850.00	4.98
CORP	NT		114.331		115.071				2.12
	DTD 05/06/08 5.700% DUE 05/15/18								
	Moody's: BAA2 S&P: BBB								
50,000.000	MERCK & CO INC NEW	58933YAG0	48,630.50	77.63	48,944.50	48,944.50	-314.00	650.00	1.33
CORP	SR UNSEC NT		97.261		97.889				1.94
	DTD 05/20/13 1.300% DUE 05/18/18								
	Moody's: A2 S&P: AA								
50,000.000	ENERGY TRANSFER PARTNERS L P	29273RAH2	58,052.50	1,675.00	58,777.00	58,777.00	-724.50	3,350.00	5.77
CORP	SR UNSEC NT		116.105		117.554				2.85
	DTD 03/28/08 6.700% DUE 07/01/18								
	Moody's: BAA3 S&P: BBB-								

Trade Date

U.S. TRUST



Bank of America Private Wealth Management

Portfolio Detail

Account: SIDNEY E FRANK FOUNDATION - COMB
Sub-Account: IM SIDNEY E FRANK FOUNDATION-FIF

Dec. 01, 2013 through Dec. 31, 2013

Units	Description	CUSIP Sector (2)	Market Value(1)/ Market Price	Accrued Income	Average Unit Cost	Tax Cost/ Unit Cost	Unrealized Gain/Loss	Estimated Annual Income	Cur Yld/ YTM
Fixed Income (cont)									
Investment Grade Taxable (cont)									
19,360.854	FEDERAL NATL MTG ASSN POOL #254919	31371LDY2	20,508.76 105.929	64.54	20,625.80 106.534		-117.04	774.43	3.77 0.62
	DTD 08/01/03 4.000% DUE 09/01/18 Moody's: AAA S&P: AA+								
67,588.395	FEDERAL HOME LN MTG CORP POOL #G13917	3128MCSE6	71,354.42 105.572	225.29	71,597.98 105.932		-243.56	2,703.54	3.78 1.46
	DTD 10/01/10 4.000% DUE 10/01/20 Moody's: AAA S&P: AA+								
86,560.558	FEDERAL NATL MTG ASSN POOL #MA0173	31417YFF7	92,187.86 106.501	324.60	91,916.50 106.188		271.36	3,895.23	4.22 2.38
	DTD 08/01/09 4.500% DUE 09/01/24 Moody's: AAA S&P: AA+								
95,235.618	FEDERAL NATL MTG ASSN POOL #AC8540	31417VP23	101,417.36 106.491	357.13	102,408.07 107.531		-990.71	4,285.60	4.22 2.43
	DTD 12/01/09 4.500% DUE 12/01/24 Moody's: AAA S&P: AA+								
63,934.657	FEDERAL NATL MTG ASSN POOL #AE5484	31419GCW2	67,022.70 104.830	186.48	67,391.12 105.406		-368.42	2,237.71	3.33 2.11
	DTD 10/01/10 3.500% DUE 10/01/25 Moody's: AAA S&P: AA+								
122,755.076	FEDERAL NATL MTG ASSN POOL #AE7758	31419JTQ1	128,449.68 104.639	358.04	130,273.83 106.125		-1,824.15	4,296.43	3.34 2.18
	DTD 11/01/10 3.500% DUE 11/01/25 Moody's: AAA S&P: AAA								
76,932.390	FEDERAL NATL MTG ASSN POOL #AH0969	3138A2CF4	80,501.28 104.639	224.39	81,792.30 106.317		-1,291.02	2,692.63	3.34 2.19
	DTD 12/01/10 3.500% DUE 12/01/25 Moody's: AAA S&P: AAA								

Trade Date

Portfolio Detail

Account: SIDNEY E FRANK FOUNDATION - COMB
Sub-Account: IM SIDNEY E FRANK FOUNDATION-FIF

Dec. 01, 2013 through Dec. 31, 2013

Units	Description	CUSIP Sector (2)	Market Value(1)/ Market Price	Accrued Income	Average Unit Cost	Tax Cost/ Unit Cost	Unrealized Gain/Loss	Estimated Annual Income	Cur Yld/ YTM
Fixed Income (cont)									
Investment Grade Taxable (cont)									
94,408.216	2026 FEDERAL HOME LN MTG CORP POOL #J14198 DTD 01/01/11 3.500% DUE 01/01/26 Moody's: AAA S&P: AA+	3128PTUX1	98,491.37 104.325	275.36	99,585.37 105.484		-1,094.00	3,304.29	3.35 2.31
51,676.785	FEDERAL NATL MTG ASSN POOL #MA0624 DTD 12/01/10 4.000% DUE 01/01/26 Moody's: AAA S&P: AA+	31417VVS3	54,793.93 106.032	172.26	55,416.08 107.236		-622.15	2,067.07	3.77 2.32
49,681.692	FEDERAL NATL MTG ASSN POOL #AH8103 DTD 03/01/11 3.500% DUE 03/01/26 Moody's: AAA S&P: AA+	3138AAAD3	52,005.30 104.677	144.90	52,841.13 106.359		-835.83	1,738.86	3.34 2.23
100,771.151	FEDERAL NATL MTG ASSN POOL #890297 DTD 03/01/11 4.000% DUE 04/01/26 Moody's: AAA S&P: AA+	31410LDA7	106,817.42 106.000	335.90	107,790.37 106.966		-972.95	4,030.85	3.77 2.31
66,286.471	FEDERAL HOME LN MTG CORP POOL #J16429 DTD 08/01/11 3.000% DUE 08/01/26 Moody's: AAA S&P: AAA	3128PWEA2	67,572.43 101.940	165.72	69,062.22 104.188		-1,489.79	1,988.59	2.94 2.51
175,574.783	FEDERAL NATL MTG ASSN POOL #A19793 DTD 08/01/11 3.500% DUE 08/01/26 Moody's: AAA S&P: AAA	3138AP382	183,714.43 104.636	512.09	185,766.58 105.805		-2,052.15	6,145.12	3.34 2.26
69,036.706	FEDERAL NATL MTG ASSN POOL #AL0867 DTD 09/01/11 3.500% DUE 09/01/26 Moody's: AAA S&P: AAA	3138EG6D1	72,240.01 104.640	201.36	73,185.38 106.009		-945.37	2,416.28	3.34 2.25
90,509.378	FEDERAL NATL MTG ASSN POOL #AJ4310 DTD 10/01/11 3.000% DUE 11/01/26 Moody's: AAA S&P: AA+	3138AVYG4	92,485.29 102.161	226.27	95,600.53 105.625		-3,135.24	2,715.28	2.93 2.44

Trade Date

U.S. TRUST

Bank of America Private Wealth Management

Portfolio Detail

Dec. 01, 2013 through Dec. 31, 2013

SIDNEY E FRANK FOUNDATION - COMB
IM SIDNEY E FRANK FOUNDATION-FIFAccount:
Sub-Account:

Units	Description	CUSIP	Sector (2)	Market Value(1)/ Market Price	Accrued Income	Average Unit Cost	Tax Cost/ Unit Cost	Unrealized Gain/Loss	Estimated Annual Income	Cur Yld/ YTM
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Fixed Income (Cont)

Investment Grade Taxable (cont)

88,636.230	FEDERAL NATL MTG ASSN POOL #AL1148 DTD 11/01/11 3.500% DUE 12/01/26 Moody's: AAA S&P: AAA	3138EHH21		92,738.31 104.628	258.52	94,063.53 106.123		-1,325.22	3,102.27	3.34 2.27
AGY										
89,517.827	FEDERAL NATL MTG ASSN POOL #AL1432 DTD 01/01/12 4.000% DUE 01/01/27 Moody's: AAA S&P: AA+	3138EHSW3		94,927.39 106.043	298.39	95,418.57 106.592		-491.18	3,580.71	3.77 2.42
AGY										
108,966.680	FEDERAL NATL MTG ASSN POOL #AK1612 DTD 01/01/12 3.000% DUE 01/01/27 Moody's: AAA S&P: AA+	3138E5YJ1		111,318.18 102.158	272.42	115,155.14 105.679		-3,836.96	3,269.00	2.93 2.48
AGY										
104,343.214	FEDERAL NATL MTG ASSN POOL #AK7410 DTD 03/01/12 3.000% DUE 03/01/27 Moody's: AAA S&P: AA+	3138ECGU1		106,597.03 102.160	260.86	110,375.57 105.781		-3,778.54	3,130.30	2.93 2.48
AGY										
129,394.290	FEDERAL NATL MTG ASSN POOL #AL2657 DTD 10/01/12 3.000% DUE 11/01/27 Moody's: AAA S&P: AA+	3138EJ5T1		132,207.32 102.174	323.49	136,874.25 105.781		-4,666.93	3,881.83	2.93 2.49
AGY										
Total Investment Grade Taxable				\$4,756,716.97	\$31,554.22	\$4,856,967.91		-\$100,250.94	\$158,312.27	3.32%

Total Fixed Income

				\$4,756,716.97	\$31,554.22	\$4,856,967.91		-\$100,250.94	\$158,312.27	3.32%
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Total Portfolio

				\$4,962,658.36	\$31,556.45	\$5,062,909.30		-\$100,250.94	\$158,332.87	3.19%
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GOV=GOVERNMENT SECURITIES=\$24,924

AGY= GOVERNMENT AGENCY OBLIGATIONS= \$1,827,330

CORP= CORPORATE BONDS = \$2,904,463

Schedule of Alternative Investments

Abrams Capital Partners II, LP	\$ 9,624,130
Acacia Conservation Offshore Fund, Ltd	5,553,399
Aeolus Property Catastrophe Fund II, LP (J13)	754,702
Aeolus Property Catastrophe Keystone Fund, LP	2,762,989
Aeolus Property Catastrophe Fund II, LP (MY13)	1,171,545
Altor Fund III (No 2), L P	1,273,790
Bain Capital Europe Fund III, L P	1,423,010
Bracebridge (BIL, Ltd)	6,136,329
Brevan Howard Fund Ltd	8,090,846
Brevan Howard Emerging Markets Strategies Fund Ltd	2,718,480
Bridgewater Private Investors Offshore, Ltd	1,993,320
Brookside Cayman Ltd	108,334
Cerberus International SPV Ltd	3,140,144
Cevian Capital II, LP	6,492,270
Citadel Kensington Glob Stra Fund Ltd	4,697,262
Citadel Global Equities Fund Ltd	2,035,525
CVC European Equity Partners	2,026,280
D E Shaw Oculus International Fund	1,044,027
Dragon Billion China Fund	6,807,047
Dynamo Brasil VIII	2,632,710
Elliot International Ltd	9,791,908
Energy Capital Partners II-B	5,148,151
Eton Park Overseas Fund	2,986,272
Farallon Capital Inst Partners	323,229
FR XII- A Parallel Veh & A Charlie AIV, LP	2,248,026
Gaoling Fund LP	8,392,357
Generation IM Global Equity Fund	18,037,706
Geologic Resource Opport Fund	821,612
Greenlight Capital Offshore	9,236,251
HCP China Capital Appreciation Fund	1,319,202
HIG Bayside Debt & LBO Fund II	999,041
Highbridge Principal Strategies	1,539,250
Highvista II Limited Partnership	221,945
Hudson Clean Energy Partners	579,236
Ironwood International	621,997
J P Morgan Hedge Fund SPC - Access	91,137
Khosla Ventures II LP	2,618,982
King Street Capital (Ser 1-30)	4,656,860
Laurion Capital Ltd	6,406,841
Legacy Venture V (QP) LLC	8,600,382
Lone Cascade LP	15,986,926
Lone Savin, Ltd	2,000,000
Luxor Capital Partners	10,265,880
Mason Capital Ltd	592,568
Millenium Int Ltd-Ser01A	9,043,694
Morgan Stanley R/E Fund VII Offshore	1,420,243
OZ Overseas Fund II, Ltd	62,330
Perry Partners International Inc	7,900
Riverstone/Carlyle	744,726
RCH Energy MLP Fund, Ltd	7,867,634
Samlyn Offshore Fund Ltd	286,262
Sankaty Senior Loan Fund, LP	269,834
Scopus Fund Ltd	9,482,285
SIR Hedged Equity Overseas Fund	269,028
Steadfast Int'l Fund	11,138,606
The Colchester Global Bond Fund	9,572,312
TPG Endowment Fund VI LP	2,327,680
Viking Long Fund III Ltd	8,025,194
Viking Global Eq III	8,200,951
Virgin Green Fund I, LP	257,083
Valueact Capital International LP OMNI Fund I	2,973,862
Valueact Capital International LP OMNI Fund II	2,847,455
Valueact Capital International LP OMNI Fund II 100 (7/13)	283,062
Valueact Capital International LP OMNI Fund I 175 (7/13)	3,106,936
Wellington Mgmt Invt (Bermuda)	65,823

\$ 262,224,797

Sidney E. Frank Foundation
2013 Colorado Schedule of Grants Paid

Organization Name	Organization Address	City	State	Zip	Purpose	Payment
Opera Colorado	695 South Colorado Blvd, Suite 20	Denver	CO	80246	General Operating Support	\$ 20,000
RedLine	2350 Arapahoe Street	Denver	CO	80205	Community Studio Programming Edwards Elementary 4th grade students to participate in the Colorado National Monument program	10,000
SOS Outreach	37347 US Highway 6, Suite 200	Avon	CO	81620	General Operating Support	15,000
Clayton Early Learning	3801 Martin Luther King Jr. Blvd	Denver	CO	80205	General Operating Support	10,000
Facing History & Ourselves	1031 33rd Street, Suite 231	Denver	CO	80205	General Operating Support for work in Colorado	10,000
Denver School of Arts Friends Foundation	7111 Montview Blvd.	Denver	CO	80220	General Operating Support	15,000
Walking Mountains Science Center	318 Walking Mountains Lane	Avon	CO	81620	Edwards Elementary School Field Science trips and Magic Bus Science Programs	20,000
Denver School of Science and Technology	2000 Valentia St	Denver	CO	80238	General Operating Support	10,000
Reach Out & Read Colorado	4380 S Syracuse St. #520	Denver	CO	80237	General Operating Support	25,000
Summer Scholars	3401 Quebec Street, Suite 5010	Denver	CO	80207	General Operating Support	10,000
Denver Inner City Parish	1212 Mariposa St.	Denver	CO	80204	La Academia	10,000
The Youth Foundation	90 Benchmark Road Suite 202	Avon	CO	81620	Gypsum Violin	15,000
Denver Museum of Nature & Science	2001 Colorado Blvd	Denver	CO	80205	3rd Bus Fund	20,000
Denver Botanic Gardens	1007 York Street	Denver	CO	80206	Sagebrush Stage upgrade in the Mordecai Children's Garden	15,000
Museum of Contemporary Art	1485 Delgany St	Denver	CO	80202	Failure Lab teen program	15,000
Curious Theatre Company	1080 Acoma Street	Denver	CO	80204	Curious New Voices	10,000
Focus Points Family Resource Center	2501 Earst 48th Avenue	Denver	CO	80216	General Operating Support	5,000
El Sistema Colorado, c/o Colorado Nonprofit Development Center	789 Sherman Street, Suite 250	Denver	CO	80203	General Operating Support	5,000
						<u>\$240,000</u>

The Sidney E. Frank Foundation

EIN 20-6383779

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Grants Paid

Date Paid	Amount	Grantee	Address	City	State	ZIP	Status	Purpose
01/27/2013	\$ 80,000	Breezy Point Disaster Relief Fund	c/o The Law Office of Lee and Kane, 2175 Flatbush Ave	Brooklyn	New York	11234	PC	General operating support, Discretionary Grant
01/28/2013	\$ 75,000	Both Israel Diaconess Medical Center	330 Brookline Ave	Boston	Massachusetts	2215	PC	For the Celtic Center, third and final payment of three-year grant
01/28/2013	\$ 15,000	Museum of Contemporary Art Denver (MCA Denver)	1485 Delgany Street	Denver	Colorado	80202	PC	General operating support, Discretionary Grant
01/28/2013	\$ 200,000	New Leaders, Inc	30 West 26th St 2nd Floor	New York	New York	10010	PC	For Bay Area operations, first payment of two-year grant
01/28/2013	\$ 100,000	Robin Hood Foundation	826 Broadway, 9th Floor	New York	New York	10003	PC	General operating support, Discretionary Grant
01/28/2013	\$ 80,000	Teach for America, Bay Area	22 4th Street 7th Floor	San Francisco	California	94103	PC	General operating support for Bay Area operations
02/22/2013	\$ 20,000	Village Enterprise Fund	1161 Cherry Street	San Carlos	California	94070	PC	To start small businesses owned and led by women in East Africa, Discretionary Grant
02/28/2013	\$ 9,500	Yellowstone Art Museum	401 N 27th Street	Billings	Montana	59101	PC	For the "Unlocking the Future through Art" program
03/15/2013	\$ 175,000	Panasonic Foundation	3 Panasonic Way, 21-1	Secaucus	New Jersey	07094	PC	Designated to sustain Panasonic Foundation's work in providing coaching, consultation and support to San Diego Unified School District leaders and academic staff; sixth and final payment of three-year grant totaling \$1,050,000
03/16/2013	\$ 75,000	Theatre For a New Audience	154 Christopher Street, Suite 3D	New York	New York	10014	PC	To support the in-school arts in education program, second and final payment of two-year grant
03/20/2013	\$ 26,638	Social Impact International	P O Box 37	Los Gatos	California	95031	PC	Designated for the Nonprofit Finance Fund work with Hawaii Investment Ready cohort
03/27/2013	\$ 1,000	Bethany Lutheran Church/The Kuwaa Mission	1340 8th Street	Slidell	Louisiana	70458	PC	Designated as general operating support for the Kuwaa Mission, Discretionary Grant
03/27/2013	\$ 25,000	Kuaoa-Heia Eumekical Youth Project	47-200 Waihee Road	Kaneohe	Hawaii	96744	PC	Designated as general operating support
03/27/2013	\$ 20,000	San Francisco Museum of Modern Art (SF MoMA)	151 Third Street	San Francisco	California	94103-3159	PC	Designated for the museum's Conservation Department, Discretionary Grant
04/01/2013	\$ 40,000	Nye Community Foundation	Box 528	Nye	Montana	59061	PC	Designated to support the Nye Area Volunteer Fire Department in their purchase of a brush fire truck and accessories needed to outfit the truck in time to be in use for the 2013 fire season
04/10/2013	\$ 2,500	Absarokee Vocational Council	327 S Woodard	Absarokee	Montana	59001	PC	Designated for the Absarokee Vocational Advisory Council's scholarship program
04/24/2013	\$ 3,000	Marine Corps Scholarship Foundation	121 South Saint Asaph Street	Alexandria	Virginia	22314-3119	PC	Designated as general operating support, Discretionary Grant
05/03/2013	\$ 6,000	Foundation for Animal Care & Education	10505 Sorrento Valley Road, Suite 250	San Diego	California	92121	PC	For the Katie Fund to cover veterinary costs for those who can't afford them; Discretionary Grant
05/03/2013	\$ 50,000	From the Top	295 Huntington Ave, Suite 201	Boston, MA	Massachusetts	02115	PC	To support From the Top's 2013 residency at Aspen Music Festival
05/03/2013	\$ 32,000	New York Medical College	Dr. Joseph T. English, 40 Sunshine Cottage Rd	Valhalla	New York	10595	PC	To support the Sidney E. Frank Summer Medical Student Fellowship program for three years
05/03/2013	\$ 3,000	Save the Children	54 Wilton Road, P O Box 950	Westport	Connecticut	06881-9889	PC	Designated as general operating support, Discretionary Grant
05/13/2013	\$ 40,000	Riekes Center for Human Enhancement	3455 Edison Way	Menlo Park	California	94025	PC	Designated for Scholarship and Transportation needs, Discretionary Grant
05/20/2013	\$ 10,000	American Society for the Prevention of Cruelty to Animals (ASPCA)	520 Eighth Avenue	New York	New York	10018	PC	Designated to support care of dogs participating in the Pospice program, Discretionary Grant
05/20/2013	\$ 250,000	Rocketfeller Philanthropy Advisors	6 West 48th St 10th Floor	New York	New York	10036	PC	For the Skippy Frank Fund
05/24/2013	\$ 1,400	From the Top	295 Huntington Ave, Suite 201	Boston, MA	Massachusetts	02115	PC	For the purchase of Christopher O'Reilly's List CDs and Blu Rays for From the Top's gala
05/31/2013	\$ 30,000	UC Davis Foundation	Office of University Development, One Shields Avenue	Davis	California	95616	PC	To create the Katie Fund at the UC Veterinary Medical Center in San Diego, Discretionary Grant
06/12/2013	\$ 20,000	Best Friends Animal Society	5001 Angel Canyon Road	Kanab	Utah	84741	PC	\$13,000 designated for the playgroup program at the LA Mission Hills pet adoption center
06/14/2013	\$ 20,000	New Leaders, Inc	30 West 26th St 2nd Floor	New York	New York	10010	PC	\$3,000 designated for removable fencing for the LA Mission Hills pet adoption center
06/24/2013	\$ 5,000	Playworks Education Energized	380 Washington Street	Oakland	California	94607	PC	\$4,000 designated for the No Kill LA spay/neuter services for forty dogs, Discretionary Grant
06/24/2013	\$ 200,000	The Juilliard School	60 Lincoln Center Plaza	New York	New York	10023	PC	\$4,600 designated for the video project, the remainder for general operating support, Discretionary Grant
06/25/2013	\$ 15,000	American Himalayan Foundation	909 Montgomery Street, Suite 600	San Francisco	California	94133	PC	To be applied towards a matching grant from the Louis R Lurie Foundation, Discretionary Grant
06/25/2013	\$ 200,000	Columbia University Cellar Center	Harkness Pavilion, 180 Fort Washington Avenue, Suite 936	New York	New York	10032	PC	To support student scholarships and faculty advancement in the Pre-College division (\$100,000), and to support the endowment of the Music Advancement Program (\$100,000)
								Designated to support the preservation of culture in Upper Mustang, Nepal, Discretionary Grant
								Third payment of four-year grant

06/28/2013	\$ 100,000	Brown University	Office of the President One Prospect St Campus Box 186C	Providence	Rhode Island	02912	PC	For the Annual Fund
06/28/2013	\$ 15,000	Pacific Ridge School	12750 High Bluff Drive, Suite 200	San Diego	California	92130	PC	To contribute to the tuition, books, technology, transportation and global program fees for one low-income high school student, third payment of four-year grant
07/20/2013	\$ 20,000	Riverdale Country School	5250 Fieldston Rd	Bronx	New York	10471	PC	For the Zach Knight Scholarship Fund, final payment of a \$100,000 pledge, Discretionary Grant
07/25/2013	\$ 30,000	Billings Symphony Society (Billings Symphony Orchestra)	2721 2nd Ave North, Suite 350	Billings	Montana	59101	PC	To support Explore Music! outreach and education programs in Stillwater and Carbon Counties
07/25/2013	\$ 40,000	Vivian Beaumont Theater Inc (Lincoln Center Theater)	150 West 65th Street	New York	New York	10023	PC	To support the expanded Middle School Shakespeare program for the 2013-14 academic year
07/30/2013	\$ 25,000	Curtis Institute of Music	1728 Locust Street	Philadelphia	Pennsylvania	19103	PC	To support the Student Assistance Fund
08/09/2013	\$ 80,000	Aspire Public Schools	1001 22nd Avenue, Suite 100	Oakland	California	94606-5200	PC	Designated to support Aspire's Early College High School Alumni Success Initiative activities at Aspire's four Bay Area high schools
08/09/2013	\$ 25,000	Hawaiian Islands Land Trust	P O Box 965, 2371, Vineyard Street	Wailuku	Hawaii	96793	PC	General operating support
08/09/2013	\$ 100,000	New Teacher Center	725 Front Street, Suite 400	Santa Cruz	California	95060	PC	Designated to support collaboration with the San Francisco Unified School District to plan and begin to implement a Talent Development Plan that will lead to increased instructional effectiveness and student achievement
08/09/2013	\$ 50,000	Ocean Discovery Institute	2211 Pacific Beach Drive, Suite A	San Diego	California	92109	PC	Designated to support the Ocean Science Explorers program
08/09/2013	\$ 5,000	San Francisco Opera Association (SF Opera)	301 Van Ness Avenue, War Memorial Opera	San Francisco	California	94102	PC	Grant
08/21/2013	\$ 5,000	Performing Arts Workshop	1661 Tennessee Street, Unit 3-0	San Francisco	California	94107	PC	General operating support, Discretionary Grant
08/21/2013	\$ 4,000	True North Troy Preparatory Charter School	82 Third Street	Troy	New York	12180	PC	General operating support, Discretionary Grant
09/03/2013	\$ 30,000	DonorsChoose, Inc	347 West 36th Street, Suite 503	New York	New York	10018	PC	15% designated for DonorsChoose.org overhead/grant operations, and 85% to support DonorsChoose.org projects submitted by Gilroy, CA teachers, Discretionary Grant
09/03/2013	\$ 2,000	Foundation for Animal Care & Education (FACE Foundation)	10505 Sorrento Valley Road, Suite 250	San Diego	California	92121	PC	Designated for the Katie Fund to cover veterinary costs for those who can't afford them, Discretionary Grant
09/09/2013	\$ 80,000	American Associates of the National Theatre	268 West 44th St, 4th floor	New York	New York	10036	PC	Designated to conduct a research and feasibility study to better understand the National's digital audiences, and to determine the best way to widely distribute the National's digital assets
09/10/2013	\$ 10,000	Early Childhood Mental Health Program	4101 Macdonald Ave	Richmond	California	94805	PC	Designated for 1) the cost to offer one Triple P course including instructor time, childcare, snacks, course materials and participation incentives and 2) a bilingual staff member attending a Triple P meeting, Discretionary Grant
09/10/2013	\$ 100,000	Royal Shakespeare Company	1 Earham Street	London	United Kingdom	WC2H 9LL	NC	Designated to support the Inaugural two seasons of "Live from Stratford-upon-Avon", first payment of two-year grant
09/23/2013	\$ 20,000	The Regents of the University of California (Cal Performances)	300 Lakeside Drive, 17th Floor	Los Angeles	California	94612-3550	PC	Designated for Cal Performances in support of the premiere performance of Angel Heart, Discretionary Grant
09/27/2013	\$ 100,000	WNYC Radio	WNYC Radio, 160 Varick Street	New York	New York	10013	PC	Designated to create a fifth season of Classical Audio Theater at the Greene Space with a series featuring James Joyce's Dubliners and a second season of radio writing lab for young playwrights
09/27/2013	\$ 25,000	World Education	44 Farnsworth Street	Boston	Massachusetts	02210	PC	General operating support in honor of Welthy Fisher, Discretionary Grant
10/04/2013	\$ 2,500	Foundation for Animal Care & Education (FACE Foundation)	10505 Sorrento Valley Road, Suite 250	San Diego	California	92121	PC	Designated for patient care for dogs, in memory of Tybee, Discretionary Grant
10/04/2013	\$ 200,000	Panasonic Foundation	3 Panasonic Way, 21-1	Secaucus	New Jersey	07094	PC	Designated to provide consulting services to support San Diego Unified School District in developing its capacity to provide a high-quality education for all the students it serves, first of four payments of a two-year grant totaling \$800,000
10/11/2013	\$ 10,000	Community Solutions for Children, Families and Individuals	P O Box 546	Morgan Hill	California	95038	PC	Designated for childcare needs of women served by the Domestic Violence Program at La Jolla Pacifica Shelter, Discretionary Grant
10/11/2013	\$ 5,000	Green For All	1611 Telegraph Avenue, Suite 600	Oakland	California	94612	PC	General operating support, Discretionary Grant
10/11/2013	\$ 25,000	Habitat for Humanity of Metro Denver	3245 Elliot Street	Denver	Colorado	80211	PC	Designated to support the Habitat Globeville Townhomes project, Discretionary Grant
10/11/2013	\$ 15,000	Newschools Venture Fund	49 Stevenson, Suite 575	San Francisco	California	94105	PC	General operating support of NSFV's Oakland Fund, Discretionary Grant

10/11/2013	\$	7,500	Playwrights Project			San Diego	California	92110-3019	PC	Designated to 1) provide the Playwrights Project program to the third grade classrooms at Freese Elementary School in San Diego, and 2) conduct and evening performance at the school to share the students' work with parents and siblings. Discretionary Grant
10/11/2013	\$	11,000	Rockefeller Philanthropy Advisors			New York	New York	10036	PC	Brown University Sidney Frank Scholars Internship program summer 2013
11/07/2013	\$	5,000	QIGED			San Francisco	California	94110-1426	PC	General operating support, Discretionary Grant
11/07/2013	\$	2,000	Sillwater Valley Watershed Council			Fishkill	Montana	59028	PC	Designated as general operating support
11/15/2013	\$	10,000	Richmond State School Family and Friends			Fulshear	Texas	77441	PC	General operating support, Discretionary Grant
11/15/2013	\$	7,500	San Diego Humane Society and SPCA			San Diego	California	92110	PC	Designated for the project KEEPT mobile van program or to spay/neuter pit bulls through the community spay/neuter program, Discretionary Grant
11/22/2013	\$	500	Brown University		Office of the President One Prospect St Campus Box 1860	Providence	Rhode Island	02912	PC	For the School of Engineering, designated to support research led by Professor Domenico Pacifici, Discretionary Grant
11/25/2013	\$	5,000	Yale University		PO Box 402A Yale Station	New Haven	Connecticut	6520	PC	Designated as general operating support for the Yale University Center for Emotional Intelligence, Discretionary Grant
11/27/2013	\$	10,000	UC Davis Foundation		Office of University Development, One Shields Avenue	Davis	California	95616	PC	Designated for the Katie Fund at the UC Veterinary medical Center in San Diego, Discretionary Grant
12/05/2013	\$	8,000	World Vets		802 1st Avenue N	Fargo	North Dakota	58102	PC	Designated to support the organization's on-the-ground work with local veterinarians and animals in the Philippines, Discretionary Grant
12/06/2013	\$	10,000	Ocean Conservancy		1300 19th St NW, 8th Floor	Washington	District of Columbia	20036	PC	Designated to support the organization's work in California and the West Coast regarding ocean acidification, Discretionary Grant
12/06/2013	\$	10,000	The UCLA Foundation		10920 Wilshire Boulevard, Suite 900	Los Angeles	California	90024	PC	Designated as general operating support for Operation Mend, Discretionary Grant
12/13/2013	\$	2,500	American Humane Association		1400 16th St, NW, Suite 36C	Washington	District of Columbia	20036	PC	General operating support, Discretionary Grant
12/13/2013	\$	4,000	American Red Cross		520 West 49th St 3rd Floor	New York	New York	10019	PC	General operating support for disaster relief, Discretionary Grant
12/13/2013	\$	11,000	Beyond 12		49 Stevenson Street, Suite 575	San Francisco	California	94105	PC	General operating support, Discretionary Grant
12/13/2013	\$	20,000	California Shakespeare Theater		701 Heinz Avenue	Berkeley	California	94710	PC	To support scholarships and aftercare for the Summer Shakespeare Conservatory program
12/13/2013	\$	2,500	Camp Kesem		P O Box 1113	Lafayette	California	94549	PC	General operating support, Discretionary Grant
12/13/2013	\$	20,000	Caranoor Center for Music & The Arts, Inc		P O Box 816	Katonah	New York	10536	PC	To support the young artist mentoring programs
12/13/2013	\$	25,000	Chamber Music Society of Lincoln Center, Inc		70 Lincoln Center Plaza, 10th Floor	New York	New York	10023	PC	To support the Digital Media Initiative
12/13/2013	\$	25,000	Community School of Music and Arts		230 San Antonio Circle	Mountain View	California	94040	PC	To support scholarships and financial aid for advanced music and art students
12/13/2013	\$	25,000	Education Through Music		122 E 42nd Street, Suite 1501	New York	New York	10168-1621	PC	To support the digital filming of the production of La Traviata for worldwide distribution
12/13/2013	\$	25,000	Glyndebourne Productions Limited		Glyndebourne, Lewes	East Sussex	England	BN8 5UU	NC	To support Education and Outreach program
12/13/2013	\$	25,000	Hawaii Opera Theatre		848 S Beretania Street, Suite 301	Honolulu	Hawaii	96813	PC	To support research in the field of renewable and sustainable energies, and in particular the development of novel energy storage systems, third and final payment of three-year grant
12/13/2013	\$	250,000	Israel Science Foundation		Albert Einstein Square, 43 Jabotinsky Street, POB 4040	Jerusalem	Israel	91040	NC	General operating support, Discretionary Grant
12/13/2013	\$	2,500	Kyostone Symposia on Molecular and Cellular Biology		Keystone Symposia on Molecular and Cellular Biology	Silverthorne	Colorado	80498	PC	For the Radiation Oncology Department, Discretionary Grant
12/13/2013	\$	2,500	Leland Stanford Junior University (Stanford University)		450 Serra Mall	Stanford	California	94305	PC	For the Stanford Institute of Immunology, Transplant and Infectious Disease (ITI) for the Immunology Speaker Series, Discretionary Grant
12/13/2013	\$	2,500	Leland Stanford Junior University (Stanford University)		450 Serra Mall	Stanford	California	94305	PC	General operating support of the Lucile Packard Children's Fund, Discretionary Grant
12/13/2013	\$	2,500	Lucile Packard Foundation for Children's Health		400 Hamilton Ave Ste 340	Palo Alto	California	94301	PC	To support the Environment/Energy Initiative
12/13/2013	\$	100,000	Media Matters for America		PO Box 52155	Washington	District of Columbia	20091	PC	General operating support, Discretionary Grant
12/13/2013	\$	2,500	Morris Animal Foundation		10200 East Grand Avenue, B430	Denver	Colorado	80231	PC	To support K-12 Education Outreach programs in Carbon, Siltwater and Yellowstone counties
12/13/2013	\$	10,000	MSU Foundation/Montana Shakespeare in the Parks		PO Box 172750	Bozeman	Montana	59717	PC	To set up a fund in memory of Tybee that can be used for adoptions that are part of the Seniors to Seniors program, Discretionary Grant
12/13/2013	\$	3,000	Mutville		1041 Kansas St	San Francisco	California	94107	PC	To support the MUSE music education program
12/13/2013	\$	25,000	Oakland East Bay Symphony		2201 Broadway, Suite 300	Oakland	California	94612	PC	For the Heart of the Redwoods Campaign, Discretionary Grant
12/13/2013	\$	5,000	Peninsula Open Space Trust (POST)		222 High Street	Palo Alto	California	94301	PC	Grant
12/13/2013	\$	8,000	Pie Ranch		P O Box 138	Davenport	California	95017	PC	General operating support, Discretionary Grant
12/13/2013	\$	2,500	Rickes Center for Human Enhancement		3455 Edison Way	Menlo Park	California	94025	PC	General operating support, Discretionary Grant

12/13/2013	\$ 3,000	Riverdale Country School	5250 Fieldston Rd	Bronx	New York	10471	PC	For the Zack Knight II Scholarship Fund, Discretionary Grant
12/13/2013	\$ 10,000	Riverdale Country School	5250 Fieldston Rd	Bronx	New York	10471	PC	For the Zack Knight II Scholarship Fund, Discretionary Grant
12/13/2013	\$ 25,000	San Diego Youth Symphony and Conservatory	1650 El Prado, #207A	San Diego	California	92101	PC	To support the Sponsored Lessons program
12/13/2013	\$ 25,000	San Francisco Symphony	Daves Symphony Hall	San Francisco	California	94102	PC	To support the Youth Orchestra
12/13/2013	\$ 150,000	Sierra Club Foundation	85 Second Street, Suite 750	San Francisco	California	94105	PC	Second and final payment of two-year grant
12/13/2013	\$ 25,000	Theatre and Arts Foundation of San Diego County (La Jolla Playhouse)	P.O. Box 12039	La Jolla	California	92039	PC	To support scholarships for the 2014 Young Performers' Conservatory
12/13/2013	\$ 2,500	Veterinary Cancer Society	P.O. Box 1763	Spring Valley	California	91979	PC	General operating support, Discretionary Grant
12/13/2013	\$ 2,500	Village Enterprise Fund	751 Laurel Street, PMB 222	San Carlos	California	94070	PC	General operating support, Discretionary Grant
12/13/2013	\$ 25,000	Young Audiences of San Diego	4007 Camino del Rio South, Suite 212	San Diego	California	92108	PC	To support arts education residences in all National City schools
12/19/2013	\$ 7,000	Absarokee Community Foundation	P.O. Box 72	Absarokee	Montana	59001	PC	To provide support to local nonprofit organizations and to meet operational and special project needs
12/19/2013	\$ 12,500	Absarokee Community Foundation	P.O. Box 72	Absarokee	Montana	59001	PC	For the Absarokee Volunteer Fire Department, for purchase of five new fire protective uniforms
12/19/2013	\$ 100,000	Acumen (formerly, Acumen Fund)	76 Ninth Avenue, Suite 315	New York	New York	10011	PC	In support of the Energy Portfolio
12/19/2013	\$ 25,000	American Public Media/Minnesota Public Radio	45 East Seventh Street	St. Paul	Minnesota	55101	PC	To support Performance Today's coverage of classical music festivals throughout the United States
12/19/2013	\$ 30,000	Brown University	Office of the President One Prospect St Campus Box 186C	Providence	Rhode Island	02912	PC	Designated for the Student Emergency Loan Fund
12/19/2013	\$ 25,000	Carbon County Arts Guild	P.O. Box 585	Red Lodge	Montana	59068	PC	To provide arts education in the rural schools of Carbon and Stillwater counties
12/19/2013	\$ 25,000	College Visions	131 Washington Street, Suite 205	Providence	Rhode Island	02903	PC	Second payment of three-year grant
12/19/2013	\$ 2,500	Colorado State University Foundation	Office of Sponsored Programs, 2002 Campus Delivery, 601 South Howes Street	Fort Collins	Colorado	80523-2002	PC	General operating support of the College of Veterinary and Biomedical Sciences, Discretionary Grant
12/19/2013	\$ 250,000	Connecticut College	270 Mohegan Avenue	New London	Connecticut	06320-4196	PC	To Establish the Helen O'Brien '37 Scholarship, Fourth and final payment of four-year grant
12/19/2013	\$ 75,000	Dillard University	1555 Poydras, 12th Floor	New Orleans	Louisiana	70112	PC	For scholarships
12/19/2013	\$ 2,500	Ecumenical Hunger Program	2411 Pulgas Avenue	East Palo Alto	California	94303	PC	General operating support, Discretionary Grant
12/19/2013	\$ 3,800	Friends of the Stillwater County Library	PO Box 266	Columbus	Montana	59019	PC	To cover the costs of an engineering survey of potential sites for a proposed new joint library/community center building
12/19/2013	\$ 85,000	From the Top	295 Huntington Ave, Suite 201	Boston, MA	Massachusetts	02115	PC	To support participation in the Aspen Music Festival (\$50,000) and general operations (\$35,000)
12/19/2013	\$ 100,000	Grist	710 Second Avenue, Suite 860	Seattle	Washington	98104	PC	General operating support
12/19/2013	\$ 20,000	Hawaii Community Foundation	1164 Bishop Street, Suite 800	Honolulu	Hawaii	96813	PC	General operating support for the Environment and Sustainability Program
12/19/2013	\$ 36,250	Hawaiian Islands Land Trust	P.O. Box 965, 2371, Vineyard Street	Waikuku	Hawaii	96793	PC	For a full-time O'ahu Island Director
12/19/2013	\$ 5,000	Helena Symphony Society	PO Box 1073	Helena	Montana	59624	PC	Designated for the Music for Mothers Outreach Program
12/19/2013	\$ 5,000	Holier Museum of Art	12 E Lawrence St	Helena	Montana	59601	PC	In support of the Ethel Harrison Education Fund
12/19/2013	\$ 20,000	Kua'aina Ulu' Auamo (KUA)	545 Queen St, Apt 230	Honolulu	Hawaii	96813	PC	General operating support
12/19/2013	\$ 25,000	Kualoa-Hoena Ecumenical Youth (KEY) Project	47-200 Waihee Road	Kaneohe	Hawaii	96744	PC	General operating support
12/19/2013	\$ 25,000	Manhattan School Of Music	120 Claremont Avenue	New York	New York	10027-4698	PC	To support scholarships in the Precollege program
12/19/2013	\$ 40,000	Montana State University Foundation (MSU Foundation)	PO Box 172750	Bozeman	Montana	59717	PC	\$10,000 designated for each of the following 1) MSU College of Arts and Architecture Dean's Excellence Fund, 2) MSU College of Agriculture's Animal Biosciences Facility Fund, 3) MSU President's Excellence Fund, and 4) MSU Honors College Honors Program Fund
12/19/2013	\$ 20,000	National Forest Foundation	Building 27, Suite 3, Fort Missoula Road	Missoula	Montana	59804	PC	For the Colorado Project, and to support NFF's participation in the Montana Forest Restoration Committee
12/19/2013	\$ 5,000	Nye Community Foundation	Box 528	Nye	Montana	59061	PC	For the Nye Volunteer Fire Department to 1) upgrade dated safety equipment, and 2) recruit, train and retain active volunteers
12/19/2013	\$ 15,000	Nye Community Foundation	Box 528	Nye	Montana	59061	PC	To provide higher education scholarships to area students, and to purchase equipment and transportation necessary to support events in the area
12/19/2013	\$ 25,000	Performing Arts Workshop	1661 Tennessee Street, Unit 3-4	San Francisco	California	94107	PC	To support Artists-in-Schools residencies
12/19/2013	\$ 25,000	Playwrights Project	2356 Moore Street, Suite 204	San Diego	California	92110-3019	PC	To support in-school playwrighting residencies
12/19/2013	\$ 25,000	Prince's Foundation for Children and the Arts	PO Box 50473	London	England	WB 9DN	NC	To support the Start program
12/19/2013	\$ 30,000	Red Lodge Area Community Foundation	24 West 13th Street, P.O. Box 1871	Red Lodge	Montana	59068	PC	General operating support
12/19/2013	\$ 5,000	Red Lodge Music Festival	1925 Grand Ave, Ste 102B	Billings	Montana	59102	PC	Designated to 1) provide full tuition coverage for the Honor Ensemble and 2) provide general scholarship support for approximately 15 students from South Central Montana
12/19/2013	\$ 75,000	Rocky Mountain Institute	1739 Snowmass Creek Road	Snowmass	Colorado	81654-9199	PC	General operating support
12/19/2013	\$ 40,000	Skip's Kids	3 North Stillwater Road	Absarokee	Montana	59001	PC	To support operations and programs

12/19/2013	\$ 25,000	Solomon R. Guggenheim Museum	1071 Fifth Avenue	New York	New York	10128-0173	PC	To support the Learning Through Art program
12/19/2013	\$ 25,000	Storm King Art Center	P.O. Box 280 Old Pleasant Hill Road	Mountainville	New York	10953-0280	PC	To support educational and public programs, with emphasis on K-12 students and local public schools
12/19/2013	\$ 75,000	Studio In a School	410 West 59th Street	New York	New York	10019-9200	PC	For general operating support
12/19/2013	\$ 30,000	The Nature Conservancy Hawaii Program	932 Nuuanu Ave	Honolulu	Hawaii	96817	PC	For the Kaneohe Bay Reef project
12/19/2013	\$ 30,000	Trust for Public Land	Mid-Atlantic Regional Office, 666 Broadway, 10th Floor	New York	New York	10012	PC	General operating support for the Hawaiian Islands Land
12/19/2013	\$ 2,500	University of Chicago	5841 South Maryland Avenue, MC 5076	Chicago	Illinois	60637	PC	General operating support for the Pritzker School of Medicine, Discretionary Grant
12/19/2013	\$ 5,000	Western Heritage Center	2822 Montana Avenue	Billings	Montana	59101	PC	To support the Montana Inspiration Project
12/19/2013	\$ 10,000	Yellowstone Art Museum	401 North 27th Street	Billings	Montana	59101	PC	Initial funding to support the publication of a catalogue and critical assessment of Isabelle Johnson's achievements
12/19/2013	\$ 12,000	Yellowstone Art Museum	401 North 27th Street	Billings	Montana	59101	PC	To support the Art Education Program
12/20/2013	\$ 100,000	Natural Resources Defense Council	1200 New York Ave NW Ste 400	Washington	District of Columbia	20005	PC	For the Oceans Program, and towards potential anti-fracking campaign along the Beartooth Mountains
12/20/2013	\$ 2,500	Smithsonian Institute	1000 Jefferson Dr SW	Washington	District of Columbia	20004	PC	For the Smithsonian Conservation Biology Institute's coral reef efforts, Discretionary Grant
12/20/2013	\$ 50,000	St. Jude Children's Research Hospital, Inc	501 St. Jude Place	Memphis	Tennessee	38105	PC	General operating support, Discretionary Grant
12/27/2013	\$ 25,000	Best Friends Animal Society	5001 Angel Canyon Road	Kanab	Utah	84741	PC	For the production and filming of the Champions documentary, Discretionary Grant
12/30/2013	\$ 14,000	Archie Bray Foundation for the Ceramic Arts	2915 Country Club Avenue	Helena	Montana	59602	PC	In support of the High School Clay at the Bray outreach program
12/30/2013	\$ 100,000	William J. Clinton Foundation	1200 President Clinton Avenue	Little Rock	Arkansas	72201	PC	In support of the Clinton Climate Initiative's Home Energy Assistance Loan (HEAL) program
Total	\$ 539,583							

Sidney E. Frank Foundation Grants Committed, but not paid as of 12/31/13

Date to be Paid	Organization	Amount	Purpose	Notes
1/1/2014	New Leaders	\$ 200,000	General operating support for Bay Area operations	Second payment of two-year grant
3/1/2014	Panasonic Foundation	\$ 200,000	To provide consulting services to support San Diego Unified School District (SDUSD) in developing its capacity to provide a high-quality education for all the students it serves	Second payment of a four-payment/two-year grant totaling \$800,000
5/1/2014	New York Medical College	\$ 32,000	To support the Sidney Frank Summer Fellowship program for medical students interested in exploring the field of psychiatry	Fourth payment of five-year grant
6/1/2014	Celiac Disease Center at Columbia University	\$ 200,000	General operating support	Fourth payment of four-year grant
6/1/2014	Pacific Ridge School	\$ 15,000	To contribute to the tuition, books, technology, transportation and global program fees for one low-income high school student	Fourth payment of four-year grant
9/1/2014	Panasonic Foundation	\$ 200,000	To provide consulting services to support San Diego Unified School District (SDUSD) in developing its capacity to provide a high-quality education for all the students it serves	Third payment of a four-payment/two-year grant totaling \$800,000
9/1/2014	Royal Shakespeare Company	\$ 100,000	To support the two inaugural seasons of "Live from Stratford-upon-Avon"	Second payment of two-year grant
12/1/2014	College Visions	\$ 25,000	Designated for strategic planning	Third payment of three-year grant
5/1/2015	Panasonic Foundation	\$ 200,000	To provide consulting services to support San Diego Unified School District (SDUSD) in developing its capacity to provide a high-quality education for all the students it serves	Fourth payment of a four-payment/two-year grant totaling \$800,000
5/1/2015	New York Medical College	\$ 32,000	To support the Sidney Frank Summer Fellowship program for medical students interested in exploring the field of psychiatry	Fifth payment of five-year grant
TOTAL		\$ 1,204,000		

Sidney E. Frank Foundation Grants 2013 - Expenditure Responsibility

Organization/ Address	Grant Approval Date	Total Grant Approved	Date Paid	Grant Amount Paid 2013	Project Description	Amount Expended by Grantee	Diversion of Funds by Grantee	Type of Report	Report Due Date	Date Rec'd
Royal Shakespeare Company 1 Earlham Street London, United Kingdom WC2H 9LL	8/1/2013	\$ 200,000	09/10/2013	\$ 100,000	Designated to support the inaugural two seasons of "Live from Stratford-upon-Avon"; first payment of two-year grant	<i>pending final financial report</i>	To the knowledge of the SEFF, the Grantee has not made any diversion of funds from the purpose of the grant	Interim	3/1/2014	3/4/2014
Glyndebourne Productions Limited Glyndebourne Lewes, East Sussex, England BN8 5UJ	12/4/2013	\$ 25,000	12/13/2013	\$ 25,000	To support the digital filming of the production of La Traviata for worldwide distribution	<i>pending financial report</i>	To the knowledge of the SEFF, the Grantee has not made any diversion of funds from the purpose of the grant	Final	9/30/2014	n/a
Prince's Foundation for Children and the Arts PO Box 50473 London, United Kingdom W8 9DN	12/4/2013	\$ 25,000	12/19/2013	\$ 25,000	To support the Start program	<i>pending financial report</i>	To the knowledge of the SEFF, the Grantee has not made any diversion of funds from the purpose of the grant	Final	9/30/2014	n/a
Israel Science Foundation Albert Einstein Square 43 Jabotinsky Street POB 4040 91040 Jerusalem, Israel	12/1/2010	\$ 750,000	12/13/2013	\$ 250,000	To support research in the field of renewable and sustainable energies, and in particular the development of novel energy storage systems	\$212,500 (85% of each year's budget allocated by Grantee as pre-payment; remaining 15% released after financial and scientific reports are submitted to ISF)	To the knowledge of the SEFF, the Grantee has not made any diversion of funds from the purpose of the grant	Final	1/31/2015	n/a
Tippet Rise Foundation 665 Fifth Ave New York, NY 10022	8/26/2013	\$ 500,000	9/5/2013	\$ 500,000	In support of the Foundation's charitable and educational purpose as a private operating foundation	\$ 500,000	To the knowledge of the SEFF, the Grantee has not made any diversion of funds from the purpose of the grant	Final	3/31/2014	3/31/2014
Tippet Rise Foundation 665 Fifth Ave New York, NY 10022	9/24/2013	\$ 1,000,000	9/25/2013	\$ 1,000,000	In support of the Foundation's charitable and educational purpose as a private operating foundation	<i>pending financial report</i>	To the knowledge of the SEFF, the Grantee has not made any diversion of funds from the purpose of the grant	Final	6/31/2014	n/a

The Sidney E. Frank Foundation
Form 990-PF, Page 2, line 25

Temporarily restricted assets consist of the Colorado Fund (the "Fund"). This Fund, which has also been referred to as the "Special Account", is a completely separate fund maintained by the Foundation's Special Trustees, Harold R. Logan, Jr., and Ann M. Logan. The Fund was created pursuant to a timely-filed qualified disclaimer pursuant to §2518 of the Internal Revenue Code of 1986, as amended, in connection with the administration of the Estate of Sidney E. Frank. (Mr. Frank was the initial sole Trustee of the Foundation.) Said disclaimer was the subject of a court proceeding and of an Internal Revenue Service Private Letter Ruling. The court proceeding and the Private Letter Ruling approved of the creation of the Fund, provided that certain criteria were met, including, that no member of Sidney E. Frank's family was to have any involvement with the Fund. To that end, and as required by the aforementioned Private Letter Ruling, the Foundation's governing instrument was amended by a First Amendment thereto, dated August 21, 2006, which amendment required, among other things, that only non-family members could be appointed to serve as the Special Trustees of the Fund and that the property comprising the Fund be maintained in a segregated account maintained completely separate and apart from the Foundation's other assets. The Logans were appointed Special Trustees on August 30, 2006. The Fund was funded on December 29, 2006 with the sum of Five Million and 00/100 Dollars. (No additional funds have been, nor is it anticipated that any additional funds will be, subsequently added to the Fund.) The Logans have overseen the management of the Fund since its inception and, accordingly, no member of the Frank family has had any such role in the Fund's activities during its existence

Attachment G

Sidney E. Frank Foundation

EIN: 20-6383779

December 31, 2013

Federal Form 990-PF

Part I, Line 25 Description

Contributions, gifts, grants paid:

In 2013 the Sidney E. Frank Foundation (the "Foundation") made grants totaling \$7,339,588, as shown on Part I, Line 25, Column A on the Form 990-PF. Within this total amount, expenditure responsibility grants of \$1,500,000, consisting entirely of cash, were granted to the Tippet Rise Foundation ("Tippet Rise"), a private operating foundation. The Foundation has opted to not take these cash grants as disbursements for charitable purposes, thus allowing Tippet Rise to take disbursements for charitable purposes out of the \$1,500,000 in cash granted on their current and future tax returns. Therefore, the amount on Part I, Line 25, Column D of the Form 990-PF is reduced by the total amount of the expenditure responsibility grants.

Application for Extension of Time To File an Exempt Organization Return

OMB No. 1545-1709

► **File a separate application for each return.**
► **Information about Form 8868 and its instructions is at www.irs.gov/form8868**

- 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.

		Enter filer's identifying number
Type or print	Name of exempt organization or other filer, see instructions. THE SIDNEY E. FRANK FOUNDATION C/O O'CONNOR DAVIES, LLP	Employer identification number (EIN) or 20-6383779
	Number, street, and room or suite no. If a P.O. box, see instructions. 665 FIFTH AVENUE	Social security number (SSN)
	City, town or post office, state, and ZIP code. For a foreign address, see instructions. NEW YORK, NY 10022	

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 (other than individual)	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

O'CONNOR DAVIES, LLP

- The books are in the care of ► **665 FIFTH AVENUE - NY, NY 10022**

Telephone No. ► **212-286-2600**

Fax No. ► **212-286-4080**

- 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 **AUGUST 15, 2014**, to file the exempt organization return for the organization named above. The extension is for the organization's return for:
- ☒ **X** calendar year **2013** or
- ☐ tax year beginning _____, and ending _____.

- 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 Forms 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions.	3a	\$	326,172.
b If this application is for Forms 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	\$	326,172.
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 funds withdrawal (direct debit) with this Form 8868, see Form 8453-EO and Form 8879-EO for payment instructions.

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

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

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

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

Enter filer's identifying number, see instructions

Type or print File by the due date for filing your return. See instructions.	Name of exempt organization or other filer, see instructions. THE SIDNEY E. FRANK FOUNDATION C/O O'CONNOR DAVIES, LLP	Employer identification number (EIN) or 20-6383779
	Number, street, and room or suite no. If a P.O. box, see instructions. 665 FIFTH AVENUE	Social security number (SSN)
	City, town or post office, state, and ZIP code. For a foreign address, see instructions. NEW YORK, NY 10022	

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

04

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

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

O'CONNOR DAVIES, LLP

• The books are in the care of **665 FIFTH AVENUE - NY, NY 10022**

Telephone No. **212-286-2600**

Fax No. **212-286-4080**

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

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

4 I request an additional 3-month extension of time until **NOVEMBER 15, 2014.**

5 For calendar year **2013**, or other tax year beginning _____, and ending _____.

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

7 State in detail why you need the extension

ADDITIONAL INFORMATION REQUIRED TO FILE A COMPLETE AND ACCURATE RETURN IS NOT YET AVAILABLE.

8a If this application is for Forms 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions.	8a	\$	326,172.
b If this application is for Forms 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit and any amount paid previously with Form 8868.	8b	\$	326,172.
c Balance due. Subtract line 8b from line 8a. Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions.	8c	\$	0.

Signature and Verification must be completed for Part II only.

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

Signature **Blonna Macau** Title **CPA**

Date **8/13/14**

Form 8868 (Rev. 1-2014)