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Form

990-PF

Department of the Treasury  
Internal Revenue Service

Return of Private Foundation

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

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OMB No 1545-0052







2013

Open to Public Inspection

For calendar year 2013, or tax year beginning 01-01-2013 , and ending 12-31-2013

Name of foundation RHODA & HENRY FRANK FAMILY FOUNDATION		<b>A Employer identification number</b>  36-3994549	
Number and street (or P O box number if mail is not delivered to street address) 800 NORTH MICHIGAN AVENUE UNIT 3802		<b>B Telephone number</b> (see instructions)  (312) 540-4993	
City or town, state or province, country, and ZIP or foreign postal code CHICAGO, IL 60611		<b>C</b> If exemption application is pending, check here <input type="checkbox"/>	
<b>G</b> Check all that apply <div><input type="checkbox"/> Initial return <input type="checkbox"/> Final return <input type="checkbox"/> Address change</div> <div><input type="checkbox"/> Initial return of a former public charity <input type="checkbox"/> Amended return <input type="checkbox"/> Name change</div>		<b>D 1.</b> Foreign organizations, check here <input type="checkbox"/> <b>2.</b> Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>	
<b>H</b> Check type of organization <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation		<b>E</b> If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/>	
<b>I</b> Fair market value of all assets at end of year (from Part II, col. (c), line 16) <input type="checkbox"/> \$ 1,155,164		<b>F</b> If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>	
<b>J</b> Accounting method <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____ (Part I, column (d) must be on cash basis.)			

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions) )		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants, etc , received (attach schedule)				
	2 Check <input checked="" type="checkbox"/> if the foundation is <b>not</b> required to attach Sch B				
	3 Interest on savings and temporary cash investments	10,084	10,084		
	4 Dividends and interest from securities. . . . .	20,746	18,747		
	5a Gross rents . . . . .				
	b Net rental income or (loss) _____				
	6a Net gain or (loss) from sale of assets not on line 10	78,420			
	b Gross sales price for all assets on line 6a 295,841				
	7 Capital gain net income (from Part IV , line 2) . . .		78,420		
	8 Net short-term capital gain . . . . .				
	9 Income modifications . . . . .				
	10a Gross sales less returns and allowances				
	b Less Cost of goods sold . . . . .				
	c Gross profit or (loss) (attach schedule) . . . . .				
	11 Other income (attach schedule) . . . . .				
	12 <b>Total.</b> Add lines 1 through 11 . . . . .	109,250	107,251		
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	0	0		0
	14 Other employee salaries and wages . . . . .				
	15 Pension plans, employee benefits . . . . .				
	16a Legal fees (attach schedule) . . . . .	279	0		0
	b Accounting fees (attach schedule) . . . . .				
	c Other professional fees (attach schedule) . . . . .				
	17 Interest . . . . .				
	18 Taxes (attach schedule) (see instructions)	4,500	0		0
	19 Depreciation (attach schedule) and depletion . . .				
	20 Occupancy . . . . .				
	21 Travel, conferences, and meetings . . . . .				
	22 Printing and publications . . . . .				
	23 Other expenses (attach schedule) . . . . .	5,786	5,686		10
	24 <b>Total operating and administrative expenses.</b> Add lines 13 through 23 . . . . .	10,565	5,686		10
	25 Contributions, gifts, grants paid . . . . .	199,022			199,022
	26 <b>Total expenses and disbursements.</b> Add lines 24 and 25	209,587	5,686		199,032
	27 Subtract line 26 from line 12				
	a <b>Excess of revenue over expenses and disbursements</b>	-100,337			
	b <b>Net investment income</b> (if negative, enter -0-)		101,565		
	c <b>Adjusted net income</b> (if negative, enter -0-)				

Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions )			Beginning of year	End of year	
					(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1	Cash—non-interest-bearing . . . . .			19,324	20,000	20,000
	2	Savings and temporary cash investments . . . . .			124,501	89,096	89,096
	3	Accounts receivable ▶ _____ Less allowance for doubtful accounts ▶ _____					
	4	Pledges receivable ▶ _____ Less allowance for doubtful accounts ▶ _____					
	5	Grants receivable . . . . .					
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions) . . . . .			7,810	8,129	8,129
	7	Other notes and loans receivable (attach schedule) ▶ _____ Less allowance for doubtful accounts ▶ _____					
	8	Inventories for sale or use . . . . .					
	9	Prepaid expenses and deferred charges . . . . .					
	10a	Investments—U S and state government obligations (attach schedule)			287,785	 320,975	313,747
	b	Investments—corporate stock (attach schedule) . . . . .			331,859	 263,540	374,675
	c	Investments—corporate bonds (attach schedule). . . . .			307,281	 296,746	290,343
	11	Investments—land, buildings, and equipment basis ▶ _____ Less accumulated depreciation (attach schedule) ▶ _____					
	12	Investments—mortgage loans . . . . .					
	13	Investments—other (attach schedule) . . . . .			81,026	 60,656	59,174
	14	Land, buildings, and equipment basis ▶ _____ Less accumulated depreciation (attach schedule) ▶ _____					
	15	Other assets (describe ▶ _____)					
	16	Total assets (to be completed by all filers—see the instructions Also, see page 1, item I)			1,159,586	1,059,142	1,155,164
Liabilities	17	Accounts payable and accrued expenses . . . . .					
	18	Grants payable . . . . .					
	19	Deferred revenue . . . . .					
	20	Loans from officers, directors, trustees, and other disqualified persons					
	21	Mortgages and other notes payable (attach schedule) . . . . .					
	22	Other liabilities (describe ▶ _____)			190	 83	
	23	Total liabilities (add lines 17 through 22) . . . . .			190	83	
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ▶ <input type="checkbox"/> and complete lines 24 through 26 and lines 30 and 31.						
	24	Unrestricted . . . . .					
	25	Temporarily restricted . . . . .					
	26	Permanently restricted . . . . .					
	Foundations that do not follow SFAS 117, check here ▶ <input checked="" type="checkbox"/> and complete lines 27 through 31.						
	27	Capital stock, trust principal, or current funds . . . . .			0	0	
	28	Paid-in or capital surplus, or land, bldg , and equipment fund			0	0	
	29	Retained earnings, accumulated income, endowment, or other funds			1,159,396	1,059,059	
	30	Total net assets or fund balances (see page 17 of the instructions) . . . . .			1,159,396	1,059,059	
	31	Total liabilities and net assets/fund balances (see page 17 of the instructions) . . . . .			1,159,586	1,059,142	

Part III Analysis of Changes in Net Assets or Fund Balances

1	Total net assets or fund balances at beginning of year—Part II, column (a), line 30 (must agree with end-of-year figure reported on prior year’s return) . . . . .	1	1,159,396
2	Enter amount from Part I, line 27a . . . . .	2	-100,337
3	Other increases not included in line 2 (itemize) ▶ _____	3	0
4	Add lines 1, 2, and 3 . . . . .	4	1,059,059
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	1,059,059

Part IV Capital Gains and Losses for Tax on Investment Income

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

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

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

2	Capital gain net income or (net capital loss)	{ If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 }	2	78,420
3	Net short-term capital gain or (loss) as defined in sections 1222(5) and (6)  If gain, also enter in Part I, line 8, column (c) (see instructions) If (loss), enter -0- in Part I, line 8 . . . . .		3	

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 page 18 of 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	70,407	1,232,687	0 057117
2011	138,584	1,283,982	0 107933
2010	131,972	1,327,095	0 099444
2009	93,504	1,298,509	0 072009
2008	193,376	1,647,747	0 117358

2	Total of line 1, column (d). . . . .	2	0 453861
3	Average distribution ratio for the 5-year base period—divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years . . . .	3	0 090772
4	Enter the net value of noncharitable-use assets for 2013 from Part X, line 5. . . . .	4	1,200,326
5	Multiply line 4 by line 3. . . . .	5	108,956
6	Enter 1% of net investment income (1% of Part I, line 27b). . . . .	6	1,016
7	Add lines 5 and 6. . . . .	7	109,972
8	Enter qualifying distributions from Part XII, line 4. . . . .  If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate See the Part VI instructions	8	199,032

Part VI Excise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or 4948—see page 18 of the instructions)			
1a Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1		1	1,016
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 <input checked="" type="checkbox"/> and enter 1% of Part I, line 27b . . . . .			
c All other domestic foundations enter 2% of line 27b Exempt foreign organizations enter 4% of Part I, line 12, col (b)			
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)		2	0
3 Add lines 1 and 2. . . . .		3	1,016
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)		4	0
5 Tax based on investment income. Subtract line 4 from line 3 If zero or less, enter -0- . . . . .		5	1,016
6 Credits/Payments			
a 2013 estimated tax payments and 2012 overpayment credited to 2013	6a	2,933	
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	2,933
8 Enter any penalty for underpayment of estimated tax Check here <input type="checkbox"/> if Form 2220 is attached		8	
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed . . . . .		9	
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid. . . . .		10	1,917
11 Enter the amount of line 10 to be Credited to 2014 estimated tax 1,917 Refunded		11	0

Part VII-A Statements Regarding Activities			
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign? . . . . .		1a	No
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see page 19 of the instructions for definition)? . . . . .		1b	No
If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.			
c Did the foundation file Form 1120-POL for this year?. . . . .		1c	No
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? . . . . .		2	No
If "Yes," attach a detailed description of the activities.			
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes . . . . .		3	No
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?. . . . .		4a	No
b If "Yes," has it filed a tax return on Form 990-T for this year?. . . . .		4b	
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? . . . . .		5	No
If "Yes," attach the statement required by General Instruction T.			
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either <ul style="list-style-type: none"><li>By language in the governing instrument, or</li><li>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? . . . . .</li></ul>		6	Yes
7 Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col. (c), and Part XV.		7	Yes
8a Enter the states to which the foundation reports or with which it is registered (see instructions) IL			
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? If "No," attach explanation .		8b	Yes
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 . . . . .		9	No
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses.		10	No

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		No
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		No
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	Yes	
Website address N/A				
14	The books are in care of HENRY FRANK Telephone no (312) 540-4993 Located at 800 N MICHIGAN AVENUE UNIT 3802 CHICAGO IL ZIP+4 60611			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 —Check here	15		
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?	16	Yes	No
See instructions for exceptions and filing requirements for Form TD F 90-22.1 If "Yes", enter the name of the foreign country				

Part VII-B

Statements Regarding Activities for Which Form 4720 May Be Required

File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.			Yes	No
1a	During the year did the foundation (either directly or indirectly)			
	(1) Engage in the sale or exchange, or leasing of property with a disqualified person?		Yes	No
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?		Yes	No
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?		Yes	No
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?		Yes	No
	(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)?		Yes	No
	(6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days).		Yes	No
b	If any answer is "Yes" to 1a(1)–(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see page 20 of the instructions)? Organizations relying on a current notice regarding disaster assistance check here.	1b		No
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		No
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 20 , 20 , 20 , 20			
b	Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement—see instructions).	2b		
c	If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here 20 , 20 , 20 , 20			
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?			
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		
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a		No
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		No

Part VII-B

Statements Regarding Activities for Which Form 4720 May Be Required (continued)

5a

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

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

☐ Yes ☒ No

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

☐ Yes ☒ No

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

☐ Yes ☒ No

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

☐ Yes ☒ No

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

☐ Yes ☒ No

b

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

5b

Organizations relying on a current notice regarding disaster assistance check here.

☒

c

If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant?

☐ Yes ☐ No

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

6a

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

☐ Yes ☒ No

b

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

6b

No

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

7a

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

☐ Yes ☒ No

b

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

7b

Part VIII

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

1

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

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
HENRY FRANK 800 N MICHIGAN AVENUE UNIT 3802 CHICAGO, IL 60611	PRESIDENT/TREASURER 1 00	0	0	0
RHODA LEA FRANK 800 N MICHIGAN AVENUE UNIT 3802 CHICAGO, IL 60611	VICE-PRESIDENT/SECRETARY 2 00	0	0	0
JODY L FRANK 5437 BLUE SAGE DRIVE RALEIGH, NC 27606	NONE 1 00	0	0	0
BETH ANN WAITE N27W30113 MAPLE AVENUE PEWAUKEE, WI 53072	NONE 1 00	0	0	0

2

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

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

Total

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

0

Part VIII

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

3 Five highest-paid independent contractors for professional services (see instructions). If none, enter "NONE".		
(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
NONE		
Total number of others receiving over \$50,000 for professional services. . . . .		0

Part IX-A

Summary of Direct Charitable Activities

List the foundation's four largest direct charitable activities during the tax year. Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc.	Expenses
1 NOT APPLICABLE	0
2	
3	
4	

Part IX-B

Summary of Program-Related Investments (see instructions)

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2	Amount
1 NOT APPLICABLE	0
2	
All other program-related investments. See page 24 of the instructions.	
3	
Total. Add lines 1 through 3. . . . .	0



Part X

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc , purposes		
a	Average monthly fair market value of securities. . . . .	1a	888,741
b	Average of monthly cash balances. . . . .	1b	329,864
c	Fair market value of all other assets (see instructions). . . . .	1c	0
d	Total (add lines 1a, b, and c). . . . .	1d	1,218,605
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	1,218,605
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions). . . . .	4	18,279
5	Net value of noncharitable-use assets. Subtract line 4 from line 3 Enter here and on Part V, line 4	5	1,200,326
6	Minimum investment return. Enter 5% of line 5. . . . .	6	60,016

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	60,016
2a	Tax on investment income for 2013 from Part VI, line 5. . . . .	2a	1,016
b	Income tax for 2013 (This does not include the tax from Part VI ). . . . .	2b	
c	Add lines 2a and 2b. . . . .	2c	1,016
3	Distributable amount before adjustments Subtract line 2c from line 1. . . . .	3	59,000
4	Recoveries of amounts treated as qualifying distributions. . . . .	4	0
5	Add lines 3 and 4. . . . .	5	59,000
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	59,000

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	199,032
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	199,032
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income Enter 1% of Part I, line 27b (see instructions). . . . .	5	1,016
6	Adjusted qualifying distributions. Subtract line 5 from line 4. . . . .	6	198,016
Note: The amount on line 6 will be used in Part V, column (b), in subsequent years when calculating whether the foundation qualifies for the section 4940(e) reduction of tax in those years			

Part XIII

Undistributed Income (see instructions)

	(a) Corpus	(b) Years prior to 2012	(c) 2012	(d) 2013
1 Distributable amount for 2013 from Part XI, line 7				59,000
2 Undistributed income, if any, as of the end of 2013				
a Enter amount for 2012 only. . . . .			0	
b Total for prior years 20____, 20____, 20____		0		
3 Excess distributions carryover, if any, to 2013				
a From 2008. . . . .	80,152			
b From 2009. . . . .	93,504			
c From 2010. . . . .	132,512			
d From 2011. . . . .	76,067			
e From 2012. . . . .	10,321			
f Total of lines 3a through e. . . . .	392,556			
4 Qualifying distributions for 2013 from Part XII, line 4 ▶ \$ 199,032				
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. . . . .				59,000
e Remaining amount distributed out of corpus	140,032			
5 Excess distributions carryover applied to 2013 (If an amount appears in column (d), the same amount must be shown in column (a).)	0			0
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	532,588			
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 instructions . . . . .			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) (see instructions). . . . .	0			
8 Excess distributions carryover from 2008 not applied on line 5 or line 7 (see instructions). . . .	80,152			
9 Excess distributions carryover to 2014. Subtract lines 7 and 8 from line 6a . . . . .	452,436			
10 Analysis of line 9				
a Excess from 2009. . . .	93,504			
b Excess from 2010. . . .	132,512			
c Excess from 2011. . . .	76,067			
d Excess from 2012. . . .	10,321			
e Excess from 2013. . . .	140,032			

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

1a

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 organization is a private operating foundation described in section 4942(j)(3) or 4942(j)(5)

☐ 4942(j)(3) or ☐ 4942(j)(5)

2a

Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed . . . . .

Tax year	Prior 3 years				(e) Total
(a) 2013	(b) 2012	(c) 2011	(d) 2010		
b 85% of line 2a . . . . .					
c Qualifying distributions from Part XII, line 4 for each year listed . . . . .					
d Amounts included in line 2c not used directly for active conduct of exempt activities . . . . .					
e Qualifying distributions made directly for active conduct of exempt activities. Subtract line 2d from line 2c . . . . .					
3 Complete 3a, b, or c for the alternative test relied upon					
a "Assets" alternative test—enter					
(1) Value of all assets . . . . .					
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					
b "Endowment" alternative test— enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed. . .					
c "Support" alternative test—enter					
(1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties) . . . . .					
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii). . . . .					
(3) Largest amount of support from an exempt organization					
(4) Gross investment income					

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

1

Information Regarding Foundation Managers:

a

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

See Additional Data Table

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

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

HENRY FRANK  
800 NORTH MICHIGAN AVENUE UNIT 3802  
CHICAGO, IL 60611  
(312) 540-4993

b

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

THERE IS NO STANDARD APPLICATION FORM. SUBMIT LETTER REQUESTING A CONTRIBUTION WITH COPY OF ORGANIZATION'S IRC SEC 501 (C)(3) LETTER

c

Any submission deadlines

THERE ARE NO SUBMISSION DEADLINES

d

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

ORGANIZATION MUST BE CHARITABLE, RELIGIOUS, EDUCATIONAL, LITERARY OR SCIENTIFIC AS DESCRIBED IN IRC SEC 501 (C)(3)

Part XV

Supplementary Information (continued)

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a Paid during the year See Additional Data Table				
Total . . . . .			3a	199,022
b Approved for future payment				
Total . . . . .			3b	0

Enter gross amounts unless otherwise indicated

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

Form **990-PF** (2013)

Part XVII

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

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?

Yes

No

a

Transfers from the reporting foundation to a noncharitable exempt organization of

1a(1)

No

1a(2)

No

b

Other transactions

1b(1)

No

1b(2)

No

1b(3)

No

1b(4)

No

1b(5)

No

1b(6)

No

c

Sharing of facilities, equipment, mailing lists, other assets, or paid employees.

1c

No

d

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

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

2a

Is the foundation directly or indirectly affiliated with, or related to, one or more tax-exempt organizations described in section 501(c) of the Code (other than section 501(c)(3)) or in section 527?

Yes

No

b

If "Yes," complete the following schedule.

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

Sign Here

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

\*\*\*\*\*

2014-11-13

\*\*\*\*\*

Signature of officer or trustee

Date

Title

May the IRS discuss this return with the preparer shown below (see instr.)?

Yes

No

Paid Preparer Use Only

Print/Type preparer's name

LARRY BOBER

Preparer's Signature

Date

Check if self-employed

PTIN

Firm's name

MCGLADREY LLP

Firm's EIN

42-0714325

Firm's address

1 S WACKER DRIVE STE 800 CHICAGO, IL 606063392

Phone no.

(312) 634-3400

Form 990-PF (2013)

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d

(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 )
255 SHS EXXON MOBIL CORPORATION	P	2009-04-17	2013-02-26
390 SHS KBR INC	P	2009-06-10	2013-02-26
25 SHS ACE LIMITED NEW	P	2007-10-18	2013-04-30
58 SHS ACE LIMITED NEW	P	2007-10-18	2013-04-30
127 SHS ACE LIMITED NEW	P	2007-10-18	2013-04-30
350 SHS EMC CORP MASS	P	2009-05-05	2013-04-30
2,844 141 SHS MANNING & NAPIER WORLD	P	2010-11-04	2013-04-30
19 SHS NORTHROP GRUMMAN CORP	P	2008-11-19	2013-04-30
86 SHS NORTHROP GRUMMAN CORP	P	2008-11-19	2013-04-30
365 SHS AT&T INC	P	2008-12-22	2013-10-10
70 SHS AT&T INC	P	2008-12-22	2013-10-10
150 SHS ACCENTURE PLC CL A	P	2009-09-02	2013-10-10
370 SHS MARATHON OIL CORP	P	2008-10-22	2013-10-10
85 SHS MARATHON PETE CORP	P	2008-10-22	2013-11-19
100 SHS MARATHON PETE CORP	P	2008-10-22	2013-11-19
615 764 SHS MATTHEWS ASIA DIVIDEND FUND	P	2011-02-15	2013-11-19
225 SHS TECH DATA CORP	P	2009-07-21	2013-11-19
235 SHS TIME WARNER INC	P	2009-02-09	2013-11-19
1,451 379 SHS VANGUARD INTER TERM TAX EXEMPT FUND	P	2010-11-04	2013-11-20
6,000 SHS US TREASURY NOTE 1 375% 2/19	P	2012-03-01	2013-08-09
3,000 SHS US TREASURY NOTE 1 375% 2/19	P	2012-03-01	2013-08-09
329 SHS FIXED INCOME SHARES C	P	2009-10-22	2013-06-13
775 SHS FIXED INCOME SHARES M	P	2009-10-22	2013-06-13
FHLMC A9-7047 4 5%41	P	2011-02-11	2013-12-15
FNMA PL AB1389 4 5%40	P	2011-02-02	2013-12-25
FNMA PL AB4119 4%41	P	2012-04-09	2013-12-25
FNMA PL AB4297 3 5%42	P	2012-01-10	2013-12-25
FNMA PL AB5468 3 5%42	P	2012-06-07	2013-12-25
FNMA PL AB6493 3%42	P	2012-11-07	2013-12-25
FNMA PL AB7079 3%42	P	2012-11-07	2013-12-25

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d

(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 )
FNMA PL AH5583 4 5%41	P	2011-02-09	2013-12-25
FNMA PL AK5542 4 %42	P	2012-07-13	2013-12-25
FNMA PL AL1948 4 %42	P	2012-08-07	2013-12-25
FNMA PL 745275 5 %36	P	2009-10-22	2013-12-25
12,000 SHS FNMA PL 745275 5 %36	P	2009-10-22	2013-08-20
2,000 SHS FNMA PL 745275 5 %36	P	2009-10-22	2013-08-23
FNMA PL 889579 6 %38	P	2009-10-22	2013-12-25
FNMA PL 932848 4 %40	P	2012-09-07	2013-12-25
5,000 SHS US TREAS NOTE 0 75% 10/17	P	2012-11-21	2013-03-04
3,000 SHS US TREAS NOTE 0 75% 10/17	P	2012-11-21	2013-03-04
5,000 SHS US TREAS NOTE 0 75% 10/17	P	2012-11-21	2013-03-06
4,000 SHS US TREAS NOTE 0 75% 10/17	P	2012-11-28	2013-03-06
7,000 SHS US TREASURY NOTE 2% 02/23	P	2012-03-04	2013-09-04
FHLMC G0-8323 5 %39	P	2013-09-23	2013-12-15
FHLMC Q1-6644 3 5 %43	P	2013-09-23	2013-12-15
FHLMC Q1-7639 3 %43	P	2013-09-20	2013-12-15
FNMA PL AB4119 4 %41	P	2012-04-09	2013-03-25
FNMA PL AB5468 3 5 %42	P	2012-06-07	2013-05-25
1,000 SHS FNMA PL AB5468 3 5 %42	P	2012-06-07	2013-01-09
FNMA PL AB6493 3 %42	P	2012-11-07	2013-10-25
FNMA PL AB7079 3 %42	P	2012-11-07	2013-10-25
FNMA PL AJ4050 4 %41	P	2013-04-23	2013-12-25
FNMA PL AK5542 4 %42	P	2012-07-13	2013-06-25
FNMA PL AL0069 5 %42	P	2013-04-17	2013-12-25
4,000 SHS FNMA PL AL0069 5 %42	P	2013-04-12	2013-08-23
FNMA PL AL0527	P	2013-03-21	2013-08-25
2,000 SHS FNMA PL AL0527	P	2013-03-18	2013-08-20
FNMA PL AL1948 4 %42	P	2012-08-07	2013-07-25
3,000 SHS FNMA PL AP2077 3 5 %42	P	2012-10-05	2013-01-09
FNMA PL AP2077 3 5 %42	P	2012-10-05	2013-01-25



Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d

(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 )
1,000 SHS FNMA PL AP3667 3 5%42	P	2012-10-05	2013-01-09
FNMA PL AP3667 3 5%42	P	2012-10-05	2013-01-25
FNMA PL AL3423 5%40	P	2013-06-19	2013-08-25
1,000 SHS FNMA PL AL3423 5%40	P	2013-06-14	2013-08-20
FNMA PL AL3424 4%43	P	2013-07-15	2013-12-25
5,000 SHS FNMA PL AP4795 3 5%42	P	2012-10-05	2013-01-09
FNMA PL AP4795 3 5%42	P	2012-10-05	2013-01-25
4,000 SHS FNMA PL AP7488 3 5%42	P	2012-10-05	2013-01-09
FNMA PL AP7488 3 5%42	P	2012-10-05	2013-01-25
FNMA PL AS0415 4%43	P	2013-09-23	2013-12-25
4,000 SHS FNMA PL 735402 5%35	P	2013-07-17	2013-08-20
FNMA PL 735484 5%35	P	2013-03-21	2013-08-25
6,000 SHS FNMA PL 735484 5%35	P	2013-03-18	2013-08-23
7,000 SHS FNMA PL 735484 5%35	P	2013-03-18	2013-08-23
8,000 SHS FNMA PL 735484 5%35	P	2013-03-18	2013-08-23
FNMA PL AU3751 4%43	P	2013-10-17	2013-12-25
1,000 SHS FNMA PL 745275 5%36	P	2013-02-20	2013-08-23
FNMA PL 745580 5%36	P	2013-09-30	2013-12-25
FNMA PL 835158 5%35	P	2013-01-14	2013-08-25
1,000 SHS FNMA PL 835158 5%35	P	2013-01-09	2013-08-20
FNMA PL 932848 4%40	P	2012-09-07	2013-08-25
CAPITAL GAINS DIVIDENDS	P		

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
22,494		10,326	12,168
11,647		6,530	5,117
2,224		1,521	703
5,160		3,529	1,631
11,298		7,727	3,571
7,854		4,469	3,385
23,436		25,000	-1,564
1,422		650	772
6,437		2,941	3,496
12,393		8,989	3,404
2,377		1,969	408
10,676		6,020	4,656
12,910		5,101	7,809
6,696		1,646	5,050
7,878		1,805	6,073
10,000		8,692	1,308
11,756		7,772	3,984
15,590		4,810	10,780
20,000		20,043	-43
5,941		5,972	-31
2,971		2,986	-15
4,326		4,413	-87
8,510		7,694	816
762		767	-5
1,848		1,878	-30
1,594		1,685	-91
1,307		1,347	-40
424		445	-21
115		121	-6
11		12	-1

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
1,493		1,505	-12
108		116	-8
397		434	-37
1,108		1,069	39
1,963		1,896	67
327		318	9
2,226		2,364	-138
19		20	-1
5,016		5,017	-1
3,009		3,010	-1
5,010		5,017	-7
4,008		4,021	-13
6,508		7,084	-576
25		27	-2
27		27	0
14		13	1
1,451		1,535	-84
780		806	-26
933		925	8
381		402	-21
38		40	-2
97		104	-7
132		142	-10
1,029		1,126	-97
1,407		1,422	-15
212		236	-24
781		789	-8
718		785	-67
3,083		3,112	-29
30		58	-28

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
1,041		1,046	-5
11		15	-4
63		73	-10
846		853	-7
44		45	-1
5,250		5,277	-27
18		40	-22
4,112		4,146	-34
23		54	-31
19		20	-1
645		617	28
872		968	-96
948		958	-10
1,106		1,118	-12
1,264		1,277	-13
10		11	-1
164		165	-1
12		13	-1
83		92	-9
188		189	-1
159		164	-5
6,576			6,576

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
			12,168
			5,117
			703
			1,631
			3,571
			3,385
			-1,564
			772
			3,496
			3,404
			408
			4,656
			7,809
			5,050
			6,073
			1,308
			3,984
			10,780
			-43
			-31
			-15
			-87
			816
			-5
			-30
			-91
			-40
			-21
			-6
			-1

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
			-12
			-8
			-37
			39
			67
			9
			-138
			-1
			-1
			-1
			-7
			-13
			-576
			-2
			0
			1
			-84
			-26
			8
			-21
			-2
			-7
			-10
			-97
			-15
			-24
			-8
			-67
			-29
			-28

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l


Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
			-5
			-4
			-10
			-7
			-1
			-27
			-22
			-34
			-31
			-1
			28
			-96
			-10
			-12
			-13
			-1
			-1
			-1
			-9
			-1
			-5
			6,576

**Form 990PF Part XV Line 1a - 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).**


HENRY FRANK
RHODA LEA FRANK




Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
<b>a</b> <i>Paid during the year</i>				
987 WFMT FINE ARTS CIRCLE 5400 NORTH ST LOUIS AVE CHICAGO,IL 60625		PUBLIC	CHARITABLE - GENERAL SUPPORT	6,106
ALZHEIMER'S RESEARCH FOUNDATION 199 WATER STREET 23RD FLOOR NEWYORK,NY 10038		PUBLIC	CHARITABLE - GENERAL SUPPORT	100
AMERICAN CANCER SOCIETY 250 WILLIAMS STREET NW ATLANTA,GA 30303		PUBLIC	CHARITABLE - GENERAL SUPPORT	100
AMERICAN LUNG ASSOCIATION 55 WEST WACKER DR SUITE 1150 CHICAGO,IL 60601		PUBLIC	CHARITABLE - GENERAL SUPPORT	550
AMERICAN RED CROSS 2200 W HARRISON STREET CHICAGO,IL 60612		PUBLIC	CHARITABLE - GENERAL SUPPORT	100
ANTI-DEFAMATION LEAGUE 605 THIRD AVENUE NEWYORK,NY 10158		PUBLIC	CHARITABLE - GENERAL SUPPORT	400
ARTHRITIS FOUNDATION 35 EAST WACKER DRIVE 2260 CHICAGO,IL 60601		PUBLIC	CHARITABLE - GENERAL SUPPORT	400
B'NAI B'RITH YOUTH ORGANIZATION (BBYO) 2020 K STREET NW 7TH FLOOR WASHINGTON,DC 20006		PUBLIC	CHARITABLE - GENERAL SUPPORT	100
BOSTON BAROQUE 10 GUEST STREET STE 290 BOSTON,MA 02135		PUBLIC	CHARITABLE - GENERAL SUPPORT	200
CEDILLE CHICAGO (AKA THE CHICAGO CLASSICAL RECORDING FOUNDATION) 1205 W BALMORAL AVE CHICAGO,IL 60640		PUBLIC	CHARITABLE - GENERAL SUPPORT	100
CHICAGO HISTORY MUSEUM 1601 N CLARK STREET CHICAGO,IL 60614		PUBLIC	CHARITABLE - GENERAL SUPPORT	300
CHICAGO LOOP SYNAGOGUE 16 SOUTH CLARK STREET CHICAGO,IL 60603		PUBLIC	CHARITABLE - GENERAL SUPPORT	10,750
CHICAGO MARITIME MUSEUM 310 SOUTH RACINE 6N CHICAGO,IL 60607		PUBLIC	CHARITABLE - GENERAL SUPPORT	200
CHICAGO SHAKESPEARE THEATRE 800 EAST GRAND AVENUE CHICAGO,IL 60611		PUBLIC	CHARITABLE - GENERAL SUPPORT	1,000
CHILDREN'S CANCER RESEARCH FUND 7301 OHMS LANE SUITE 460 MINNEAPOLIS,MN 55439		PUBLIC	CHARITABLE - GENERAL SUPPORT	100
<b>Total . . . . .</b>  <b>3a</b>				199,022


Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
<b>a</b> <i>Paid during the year</i>				
CONGREGATION EMANU-EL 5959 N SHERIDAN ROAD CHICAGO,IL 60660		PUBLIC	CHARITABLE - GENERAL SUPPORT	500
CONGREGATION KNESETH ISRAEL 330 DIVISION STREET ELGIN,IL 60120		PUBLIC	CHARITABLE - GENERAL SUPPORT	300
DEPAUL UNIVERSITY SCHOOL OF MUSIC 1 EAST JACKSON BLVD CHICAGO,IL 60604		PUBLIC	CHARITABLE - GENERAL SUPPORT	15,600
DISABLED AMERICAN VETERANS 3725 ALEXANDRIA PIKE COLD SPRING,KY 41076		PUBLIC	CHARITABLE - GENERAL SUPPORT	100
DRAKE UNIVERSITY 2507 UNIVERSITY AVENUE DES MOINES,IA 50311		PUBLIC	CHARITABLE - GENERAL SUPPORT	1,500
ERIE ELEMENTARY CHARTER SCHOOL 1405 N WASHTENAWAVE CHICAGO,IL 60622		PUBLIC	CHARITABLE - GENERAL SUPPORT	200
FRIENDS OF THE SMITHSONIAN PO BOX 37012 MRC 712 WASHINGTON,DC 20013		PUBLIC	CHARITABLE - GENERAL SUPPORT	450
GRANT PARK MUSIC FESTIVAL 205 EAST RANDOLPH STREET CHICAGO,IL 60601		PUBLIC	CHARITABLE - GENERAL SUPPORT	5,440
HARRIS THEATER FOR MUSIC AND DANCE 205 EAST RANDOLPH STREET CHICAGO,IL 60601		PUBLIC	CHARITABLE - GENERAL SUPPORT	100
ILLINOIS HOLOCAUST MUSEUM & EDUCATION CENTER 9603 WOODS DRIVE SKOKIE,IL 60077		PUBLIC	CHARITABLE - GENERAL SUPPORT	500
HILLEL - THE FOUNDATION FOR JEWISH CAMPUS LIFE 800 EIGHTH STREET NW WASHINGTON,DC 20001		PUBLIC	CHARITABLE - GENERAL SUPPORT	100
JEWISH FAMILY SERVICE - JEWISH CHAPLAINCY PROGRAM 4131 S BRAESWOOD BLVD HOUSTON,TX 77025		PUBLIC	CHARITABLE - GENERAL SUPPORT	500
JEWISH UNITED FUND OF METROPOLITAN CHICAGO 30 SOUTH WELLS STREET CHICAGO,IL 60606		PUBLIC	CHARITABLE - GENERAL SUPPORT	46,200
JEWISH WOMEN'S FOUNDATION 30 SOUTH WELLS STREET CHICAGO,IL 60606		PUBLIC	CHARITABLE - GENERAL SUPPORT	2,000
JOHN G SHEDD AQUARIUM 1200 S LAKE SHORE DRIVE CHICAGO,IL 60605		PUBLIC	CHARITABLE - GENERAL SUPPORT	1,500
<b>Total</b> . . . . .  <b>3a</b>				199,022


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<b>a</b> Paid during the year				
JUDD GOLDMAN ADAPTIVE SAILING FOUNDATION 875 N MICHIGAN AVE STE 3718 CHICAGO,IL 60611		PUBLIC	CHARITABLE - GENERAL SUPPORT	5,000
JUVENILE DIABETES RESEARCH FOUNDATION 26 BROADWAY 14TH FLOOR NEW YORK,NY 10004		PUBLIC	CHARITABLE - GENERAL SUPPORT	1,000
LAKESHORE PUBLIC TELEVISION 8625 INDIANA PLACE MERRILLVILLE,IN 46410		PUBLIC	CHARITABLE - GENERAL SUPPORT	400
LAMBS FARM 14245 W ROCKLAND ROAD LIBERTYVILLE,IL 60048		PUBLIC	CHARITABLE - GENERAL SUPPORT	200
LEAGUE OF THE CHICAGO SYMPHONY ORCHESTRA ASSOCIATION 220 S MICHIGAN AVENUE CHICAGO,IL 60604		PUBLIC	CHARITABLE - GENERAL SUPPORT	17,830
LINCOLN PARK ZOO PO BOX 14903 CHICAGO,IL 60614		PUBLIC	CHARITABLE - GENERAL SUPPORT	600
LINCOLNWOOD JEWISH CONGREGATION 7117 N CRAWFORD AVE LINCOLNWOOD,IL 60712		PUBLIC	CHARITABLE - GENERAL SUPPORT	36
LYRIC OPERA OF CHICAGO 20 N WACKER DRIVE CHICAGO,IL 60606		PUBLIC	CHARITABLE - GENERAL SUPPORT	35,000
LYRIC OPERA OF CHICAGO - OVERTURE SOCIETY 20 N WACKER DRIVE CHICAGO,IL 60606		PUBLIC	CHARITABLE - GENERAL SUPPORT	2,500
MAOT CHITIM OF GREATER CHICAGO 7366 N LINCOLN AVE 301 LINCOLNWOOD,IL 60712		PUBLIC	CHARITABLE - GENERAL SUPPORT	290
MEMORIAL SLOAN-KETTERING CANCER CENTER 1275 YORK AVE NEW YORK,NY 10065		PUBLIC	CHARITABLE - GENERAL SUPPORT	100
MERIT SCHOOL OF MUSIC 38 S PEORIA STREET CHICAGO,IL 60607		PUBLIC	CHARITABLE - GENERAL SUPPORT	1,000
MILWAUKEE YOUTH SYMPHONY ORCHESTRA 325 W WALNUT STREET MILWAUKEE,WI 53212		PUBLIC	CHARITABLE - GENERAL SUPPORT	500
MUSEUM OF SCIENCE AND INDUSTRY 57TH STREET CHICAGO,IL 60637		PUBLIC	CHARITABLE - GENERAL SUPPORT	1,250
MUSIC OF THE BAROQUE 111 NORTH WABASH AVE STE 810 CHICAGO,IL 60602		PUBLIC	CHARITABLE - GENERAL SUPPORT	2,000
<b>Total . . . . .</b>  <b>3a</b>				199,022

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Name and address (home or business)				
<b>a</b> <i>Paid during the year</i>				
PATHWAYS TO COLLEGE SCHOOL 9144 3RD AVE HESPERIA,CA 92345		PUBLIC	CHARITABLE - GENERAL SUPPORT	10,000
NEWBERRY LIBRARY OF CHICAGO 60 W WALTON STREET CHICAGO,IL 60610		PUBLIC	CHARITABLE - GENERAL SUPPORT	200
RONALD MCDONALD HOUSE CHARITIES ONE KROC DRIVE OAK BROOK,IL 60523		PUBLIC	CHARITABLE - GENERAL SUPPORT	1,000
RUSH HOUR CONCERTS 650 N DEARBORN SUITE 500 CHICAGO,IL 60654		PUBLIC	CHARITABLE - GENERAL SUPPORT	300
SKYLIGHT OPERA THEATRE 158 NORTH BROADWAY MILWAUKEE,WI 53202		PUBLIC	CHARITABLE - GENERAL SUPPORT	300
SPERTUS INSTITUTE OF JEWISH STUDIES 610 S MICHIGAN AVENUE CHICAGO,IL 60605		PUBLIC	CHARITABLE - GENERAL SUPPORT	300
STREETERVILLE ORGANIZATION OF ACTIVE RESIDENTS (SOAR) 244 EAST PEARSON ST SUITE 102 CHICAGO,IL 60611		PUBLIC	CHARITABLE - GENERAL SUPPORT	100
THE ARK 6450 N CALIFORNIA AVE CHICAGO,IL 60645		PUBLIC	CHARITABLE - GENERAL SUPPORT	200
THE CHICAGO CHAMBER MUSIC SOCIETY 180 N STETSON AVENUE CHICAGO,IL 60601		PUBLIC	CHARITABLE - GENERAL SUPPORT	600
THE CHICAGO SYMPHONY ORCHESTRA - THE ADVENTURES IN MUSIC 220 S MICHIGAN AVENUE CHICAGO,IL 60604		PUBLIC	CHARITABLE - GENERAL SUPPORT	200
THE FIELD MUSEUM OF NATURAL HISTORY 1400 S LAKE SHORE DRIVE CHICAGO,IL 60605		PUBLIC	CHARITABLE - GENERAL SUPPORT	600
THE INTERNATIONAL OMEGA FOUNDATION INC 40 EAST CHICAGO AVE SUITE 116 CHICAGO,IL 60611		PUBLIC	CHARITABLE - GENERAL SUPPORT	25
THE JOFFREY BALLET OF CHICAGO 10 EAST RANDOLPH STREET CHICAGO,IL 60601		PUBLIC	CHARITABLE - GENERAL SUPPORT	3,000
THE METROPOLITAN OPERA LINCOLN CENTER NEWYORK,NY 10023		PUBLIC	CHARITABLE - GENERAL SUPPORT	3,000
THE MUSEUM OF CONTEMPORARY ART 220 EAST CHICAGO AVENUE CHICAGO,IL 60611		PUBLIC	CHARITABLE - GENERAL SUPPORT	2,000
<b>Total . . . . .</b>  <b>3a</b>				199,022

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Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
<b>a</b> <i>Paid during the year</i>				
THE SALVATION ARMY 900 JAMES M WOOD BLVD LOS ANGELES,CA 90015		PUBLIC	CHARITABLE - GENERAL SUPPORT	200
THE SKIN CANCER RESEARCH FUND 149 MADISON AVE SUITE 901 NEWYORK,NY 10016		PUBLIC	CHARITABLE - GENERAL SUPPORT	200
THE SOLTI FOUNDATION US 1490 CHICAGO AVENUE EVANSTON,IL 60201		PUBLIC	CHARITABLE - GENERAL SUPPORT	2,400
THE UNIVERSITY OF MICHIGAN 3003 S STATE STREET ANN ARBOR,MI 48109		PUBLIC	CHARITABLE - GENERAL SUPPORT	5,000
THE UNIVERSITY OF TEXAS MD ANDERSON CANCER CENTER PO BOX 4464 HOUSTON,TX 77210		PUBLIC	CHARITABLE - GENERAL SUPPORT	3,500
THE WAGNER SOCIETY OF AMERICA PO BOX 514 WILMETTE,IL 60091		PUBLIC	CHARITABLE - GENERAL SUPPORT	100
UNITED STATES OLYMPIC COMMITTEE 27 SOUTH TEJON COLORADO SPRINGS,CO 80903		PUBLIC	CHARITABLE - GENERAL SUPPORT	300
WORLD WILDLIFE FUND PO BOX 97180 WASHINGTON,DC 20090		PUBLIC	CHARITABLE - GENERAL SUPPORT	100
WOUNDED WARRIOR PROJECT 4899 BELFORT ROAD SUITE 300 JACKSONVILLE,FL 32256		PUBLIC	CHARITABLE - GENERAL SUPPORT	100
WPBT 2 PUBLIC RADIO PO BOX 610002 MIAMI,FL 33261		PUBLIC	CHARITABLE - GENERAL SUPPORT	100
WTTW CHANNEL 11 5400 NORTH ST LOUIS AVE CHICAGO,IL 60625		PUBLIC	CHARITABLE - GENERAL SUPPORT	1,995
<b>Total . . . . .</b>  <b>3a</b>				199,022

**TY 2013 Investments Corporate  
Bonds Schedule****Name:** RHODA & HENRY FRANK FAMILY FOUNDATION**EIN:** 36-3994549

<b>Name of Bond</b>	<b>End of Year Book Value</b>	<b>End of Year Fair Market Value</b>
FIXED INCOME SHARES SERIES C	74,020	67,780
FIXED INCOME SHARES SERIES M	62,070	65,397
METROPOLITAN WEST TOTAL BOND M	65,019	63,572
VANGUARD INTER TERM TAX EXEMPT FUND	45,299	45,004
VANGUARD TOTAL BOND MARKET INDEX FUND	50,338	48,590

**TY 2013 Investments Corporate  
Stock Schedule****Name:** RHODA & HENRY FRANK FAMILY FOUNDATION**EIN:** 36-3994549

Name of Stock	End of Year Book Value	End of Year Fair Market Value
EXXON MOBIL CORPORATION	0	0
ACE LIMITED	0	0
CONOCOPHILLIPS	5,078	9,538
MARATHON OIL CORP	0	0
MARATHON PETE CORP	0	0
NORTHROP GRUMMAN CORP	0	0
KBR INC	0	0
TYCO INTERNATIONAL LTD	5,671	19,289
TIME WARNER INC	4,432	13,944
PFIZER INC	12,727	24,045
ACCENTURE PLC CL A	0	0
AT&T INC	5,270	7,032
EMC CORP	0	0
METLIFE INC	8,265	14,558
REINSURANCE GP AMERICA	4,322	10,837
TECH DATA CORP	0	0
MANNING & NAPIER WORLD OPPTY A	0	0
SCOUT INT'L FUND	25,000	28,644
ISHARES TR RUSSELL 2000	15,208	20,534
SPDR S&P 500 ETF TR	111,109	149,543
MATTHEWS ASIA DIVIDEND	35,935	39,663
WISDOMTREE INTL DIVIDEND	14,977	17,905
GABELLI SMALL CAP GROWTH	15,546	19,143

# TY 2013 Investments Government Obligations Schedule

**Name:** RHODA & HENRY FRANK FAMILY FOUNDATION

**EIN:** 36-3994549

<b>US Government Securities - End of Year Book Value:</b>	320,975
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<b>US Government Securities - End of Year Fair Market Value:</b>	313,747
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<b>State &amp; Local Government Securities - End of Year Book Value:</b>	0
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<b>State &amp; Local Government Securities - End of Year Fair Market Value:</b>	0
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TY 2013 Investments - Other Schedule

Name: RHODA & HENRY FRANK FAMILY FOUNDATION  
 EIN: 36-3994549

Category/ Item	Listed at Cost or FMV	Book Value	End of Year Fair Market Value
FHLMC A9-7047 4.5% DUE 02/01/41	AT COST	1,845	1,942
FHLMC G0-8323 5% DUE 2/1/39	AT COST	370	368
FHLMC Q1-6644 3.5% DUE 3/1/43	AT COST	957	955
FHLMC Q1-7639 3% DUE 4/1/43	AT COST	912	915
FNMA PL AB1389 4.5% DUE 08/01/40	AT COST	3,675	3,834
FNMA PL AB4119 4% DUE 12/01/41	AT COST	6,517	6,355
FNMA PL AB4297 3.5% DUE 01/01/42	AT COST	6,400	6,185
FNMA PL AB5468 3.5% DUE 06/01/42	AT COST	5,411	5,133
FNMA PL AB6493 3% DUE 10/01/42	AT COST	7,859	7,085
FNMA PL AB7079 3% DUE 11/01/42	AT COST	1,000	902
FNMA PL AH5583 4.5% DUE 02/01/41	AT COST	4,003	4,214
FNMA PL AJ4050 4% DUE 10/1/41	AT COST	614	591
FNMA PL AK5542 4% DUE 03/01/42	AT COST	638	615
FNMA PL AL0069 5% DUE 11/1/40	AT COST	2,253	2,264
FNMA PL AL1948 4% DUE 01/01/42	AT COST	8,189	7,725
FNMA PL AL3424 4% DUE 1/1/43	AT COST	914	911
FNMA PL AP2077 3.5% DUE 08/01/42	AT COST	0	0
FNMA PL AP3667 3.5% DUE 10/01/42	AT COST	0	0
FNMA PL AP3839 3.5% DUE 9/1/42	AT COST	937	932
FNMA PL AP4795 3.5% DUE 09/01/42	AT COST	0	0
FNMA PL AP7488 3.5% DUE 09/01/42	AT COST	0	0
FNMA PL AS0415 4% DUE 9/1/43	AT COST	1,018	1,011
FNMA PL AT3066 3.5% DUE 4/1/43	AT COST	1,949	1,942
FNMA PL AT6306 4% DUE 6/1/43	AT COST	1,024	1,019
FNMA PL AU3751 4% DUE 8/1/43	AT COST	1,025	1,007
FNMA PL 745275 5% DUE 02/01/36	AT COST	0	0
FNMA PL 745580 5% DUE 6/1/36	AT COST	138	139
FNMA PL 889579 6% DUE 05/01/38	AT COST	2,524	2,647
FNMA PL 932848 4% DUE 12/01/40	AT COST	484	483

**TY 2013 Legal Fees Schedule**

**Name:** RHODA & HENRY FRANK FAMILY FOUNDATION

**EIN:** 36-3994549

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
LEGAL FEES	279	0		0

**TY 2013 Other Expenses Schedule****Name:** RHODA & HENRY FRANK FAMILY FOUNDATION**EIN:** 36-3994549

Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
LICENSES AND FEES	10	0		10
INVESTMENT FEES	5,686	5,686		0
BANK SERVICE CHARGES	90	0		0

TY 2013 Other Liabilities Schedule

**Name:** RHODA & HENRY FRANK FAMILY FOUNDATION

**EIN:** 36-3994549

Description	Beginning of Year - Book Value	End of Year - Book Value
ACCRUED PURCHASE INTEREST	190	83

TY 2013 Taxes Schedule

**Name:** RHODA & HENRY FRANK FAMILY FOUNDATION

**EIN:** 36-3994549

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
FEDERAL TAX EXTENSION PAYMENT	4,500	0		0