See a Social Security Number? Say Something!
Report Privacy Problems to https://public.resource.org/privacy
Or call the IRS Identity Theft Hotline at 1-800-908-4490

Form **990-PF**

Department of the Treasury
Internal Revenue Service

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

► 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.*

OMB No 1545-0052

2013

For calendar year 2013, or tax year beginning Jul 1 **, 2013, and ending** Jun 30 **, 2014**

Name of foundation Franke Family Charitable Foundation	**A** Employer identification number 36-3662848
Number and street (or P O box number if mail is not delivered to street address) / Room/suite 676 North Michigan Ave / 2920	**B** Telephone number (see the instructions) (312) 573-2743
City or town, state or province, country, and ZIP or foreign postal code Chicago IL 60611	**C** If exemption application is pending, check here ► ☐

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

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

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

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

I Fair market value of all assets at end of year (from Part II, column (c), line 16) ► $ 44,359,533.

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

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

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

		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
REVENUE	1 Contributions, gifts, grants, etc, received (att sch)				
	2 Ck ► ☒ if the foundn is not req to att Sch B				
	3 Interest on savings and temporary cash investments				
	4 Dividends and interest from securities	278,873.	278,873.		
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain/(loss) from sale of assets not on line 10	11,764.			
	b Gross sales price for all assets on line 6a 11,764.				
	7 Capital gain net income (from Part IV, line 2)		11,764.		
	8 Net short-term capital gain				
	9 Income modifications				
	10a Gross sales less returns and allowances				
	b Less Cost of goods sold				
	c Gross profit/(loss) (att sch)				
	11 Other income (attach schedule) See Line 11 Stmt	1,436,365.	1,436,365.		
	12 **Total.** Add lines 1 through 11	1,727,002.	1,727,002.		
OPERATING AND ADMINISTRATIVE EXPENSES	13 Compensation of officers, directors, trustees, etc				
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees (attach schedule)				
	b Accounting fees (attach sch) L-16b Stmt.	3,982.	3,982.		
	c Other prof fees (attach sch) L-16c Stmt.	99,628.	67,028.		32,600.
	17 Interest				
	18 Taxes (attach schedule)(see instrs) Illinois Charity Bureau	15.			15.
	19 Depreciation (attach sch) and depletion L-19 Stmt.	508.	508.		
	20 Occupancy	36,344.	18,172.		18,172.
	21 Travel, conferences, and meetings	8,406.			8,406.
	22 Printing and publications				
	23 Other expenses (attach schedule) See Line 23 Stmt	17,111.	8,215.		8,896.
	24 **Total operating and administrative expenses.** Add lines 13 through 23	165,994.	97,905.		68,089.
	25 Contributions, gifts, grants paid	2,301,775.			2,301,775.
	26 **Total expenses and disbursements.** Add lines 24 and 25	2,467,769.	97,905.		2,369,864.
	27 Subtract line 26 from line 12:				
	a **Excess of revenue over expenses and disbursements**	-740,767.			
	b Net investment income (if negative, enter -0-)		1,629,097.		
	c Adjusted net income (if negative, enter -0-)				

SCANNED JAN 0 9 2015

5 GH

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	936,634.	665,862.	665,862.
	2 Savings and temporary cash investments	10,509,731.	8,634,683.	8,634,683.
	3 Accounts receivable ►			
	Less: allowance for doubtful accounts ►			
	4 Pledges receivable ►			
	Less: allowance for doubtful accounts ►			
	5 Grants receivable			
	6 Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)			
	7 Other notes and loans receivable (attach sch) ►			
	Less: allowance for doubtful accounts ►			
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges			
	10a Investments — U S. and state government obligations (attach schedule) L-10a. Stmt	1,250,102.	989,813.	1,208,060.
	b Investments — corporate stock (attach schedule) L-10b. Stmt	6,813,740.	7,077,139.	11,473,120.
	c Investments — corporate bonds (attach schedule)			
	11 Investments — land, buildings, and equipment. basis ►			
	Less: accumulated depreciation (attach schedule) ►			
	12 Investments — mortgage loans			
	13 Investments — other (attach schedule) L-13. Stmt	29,256,871.	24,863,386.	22,377,047.
	14 Land, buildings, and equipment: basis ► 15,205.			
	Less: accumulated depreciation (attach schedule) L-14. Stmt ► 14,444.	1,269.	761.	761.
	15 Other assets (describe ►)			
	16 **Total assets** (to be completed by all filers — see the instructions. Also, see page 1, item I)	48,768,347.	42,231,644.	44,359,533.
LIABILITIES	17 Accounts payable and accrued expenses			
	18 Grants payable			
	19 Deferred revenue			
	20 Loans from officers, directors, trustees, & other disqualified persons			
	21 Mortgages and other notes payable (attach schedule)			
	22 Other liabilities (describe ►)			
	23 **Total liabilities** (add lines 17 through 22)			
NET ASSETS OR FUND BALANCES	**Foundations that follow SFAS 117, check here ► and complete lines 24 through 26 and lines 30 and 31.**			
	24 Unrestricted			
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here ► [X] and complete lines 27 through 31.			
	27 Capital stock, trust principal, or current funds			
	28 Paid-in or capital surplus, or land, building, and equipment fund			
	29 Retained earnings, accumulated income, endowment, or other funds	48,768,347.	42,231,644.	
	30 **Total net assets or fund balances** (see instructions)	48,768,347.	42,231,644.	
	31 **Total liabilities and net assets/fund balances** (see instructions)	48,768,347.	42,231,644.	

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	48,768,347.
2	Enter amount from Part I, line 27a	2	-740,767.
3	Other increases not included in line 2 (itemize) ►	3	
4	Add lines 1, 2, and 3	4	48,027,580.
5	Decreases not included in line 2 (itemize) ► Unrealized change in investments	5	5,795,936.
6	Total net assets or fund balances at end of year (line 4 minus line 5) — Part II, column (b), line 30	6	42,231,644.

Part IV Capital Gains and Losses for Tax on Investment Income

	(a) List and describe the kind(s) of property sold (e g , real estate, 2-story brick warehouse; or common stock, 200 shares MLC Company)	(b) How acquired P — Purchase D — Donation	(c) Date acquired (month, day, year)	(d) Date sold (month, day, year)
1a	Nuveen Core Equity Fund	P	06/01/11	12/31/13
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	11,764.		0.	11,764.
b				
c				
d				
e				

	Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Column (h) gain minus column (k), but not less than -0-) or Losses (from column (h))
	(i) Fair Market Value as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of column (i) over column (j), if any	
a				11,764.
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	11,764.
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 the instructions before making any entries.

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (column (b) divided by column (c))
2012	668,160.	43,464,629.	0.015373
2011	1,970,158.	40,086,313.	0.049148
2010	1,172,598.	36,932,291.	0.031750
2009	530,192.	32,599,563.	0.016264
2008	3,729,860.	34,441,572.	0.108295

2	Total of line 1, column (d)	2	0.220830
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	0.044166
4	Enter the net value of noncharitable-use assets for 2013 from Part X, line 5	4	45,678,000.
5	Multiply line 4 by line 3	5	2,017,415.
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	16,291.
7	Add lines 5 and 6	7	2,033,706.
8	Enter qualifying distributions from Part XII, line 4	8	2,369,864.

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

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

1a	Exempt operating foundations described in section 4940(d)(2), check here ▶ [ ] and enter 'N/A' on line 1. Date of ruling or determination letter: _____ (attach copy of letter if necessary – see instrs)		
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ▶ [X] and enter 1% of Part I, line 27b	1	16,291.
c	All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, column (b)		
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	2	0.
3	Add lines 1 and 2	3	16,291.
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	16,291.
6	Credits/Payments:		
a	2013 estimated tax pmts and 2012 overpayment credited to 2013 — 6a: 15,603.		
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	15,603.
8	Enter any **penalty** for underpayment of estimated tax Check here [X] if Form 2220 is attached	8	9.
9	**Tax due.** If the total of lines 5 and 8 is more than line 7, enter **amount owed** ▶	9	697.
10	**Overpayment.** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ▶	10	0.
11	Enter the amount of line 10 to be **Credited to 2014 estimated tax** ▶ 0. **Refunded** ▶	11	

Part VII-A Statements Regarding Activities

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

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

			Yes	No
11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If 'Yes', attach schedule (see instructions)	11		X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If 'Yes,' attach statement (see instructions)	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	X	

Website address ► "N/A"

14 The books are in care of ► FRANKE FAMILY CHARITABLE FOUNDATION Telephone no. ► (312) 573-2743

Located at ► 676 N MICHIGAN - Suite 2920, CHICAGO IL ZIP + 4 ► 60611

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

			Yes	No
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		X

See the instructions for exceptions and filing requirements for Form TD F 90-22.1. If 'Yes,' enter the name of the foreign country ►

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

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

				Yes	No
1a	During the year did the foundation (either directly or indirectly)				
	(1) Engage in the sale or exchange, or leasing of property with a disqualified person?	☐ Yes	☒ No		
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	☐ Yes	☒ No		
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?	☐ Yes	☒ No		
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	☐ Yes	☒ No		
	(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)?	☐ Yes	☒ No		
	(6) Agree to pay money or property to a government official? (**Exception.** Check 'No' if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.)	☐ Yes	☒ No		
b	If any answer is 'Yes' to 1a(1)-(6), did **any** of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)?				
	Organizations relying on a current notice regarding disaster assistance check here ► ☐	1b			
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?	☐ Yes	☒ No		
	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?	☐ 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			
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

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	X
	If 'Yes' to 6b, file Form 8870				
7a	At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?	☐ Yes	☒ No		
b	If 'Yes,' did the foundation receive any proceeds or have any net income attributable to the transaction?			7b	

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

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

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
Richard J. Franke 676 North Michigan Ave - Suite 2920 Chicago IL 60611	Trustee 5.00	0.	0.	0.
Barbara E. Franke 676 North Michigan Ave - Suite 2920 Chicago IL 60611	Trustee 5.00	0.	0.	0.
Jane Franke-Molner 676 North Michigan Ave - Suite 2920 Chicago IL 60611	Trustee 5.00	0.	0.	0.
See Information about Officers, Directors, Trustees, Etc		0.	0.	0.

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

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

Total number of other employees paid over $50,000 ▶ None

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

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

(a) Name and address of each person paid more than $50,000	(b) Type of service	(c) Compensation
Susan O. Kelty 625 William River Forest IL 60305	Office Administration	67,028.
Total number of others receiving over $50,000 for professional services ▶		None

Part IX-A Summary of Direct Charitable Activities

List the foundation's four largest direct charitable activities during the tax year. Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc.	Expenses
1 None	0.
2	
3	
4	

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

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

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	11,646,033.
b	Average of monthly cash balances	1b	10,373,455.
c	Fair market value of all other assets (see instructions)	1c	24,354,116.
d	**Total** (add lines 1a, b, and c)	1d	46,373,604.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation) 1e		
2	Acquisition indebtedness applicable to line 1 assets	2	
3	Subtract line 2 from line 1d	3	46,373,604.
4	Cash deemed held for charitable activities. Enter 1-1/2% of line 3 (for greater amount, see instructions)	4	695,604.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3. Enter here and on Part V, line 4	5	45,678,000.
6	**Minimum investment return.** Enter 5% of line 5	6	2,283,900.

Part XI Distributable Amount (see instructions) (Section 4942(j)(3) and (j)(5) private operating foundations and certain foreign organizations check here ► ☐ and do not complete this part.)

1	Minimum investment return from Part X, line 6			1	2,283,900.
2a	Tax on investment income for 2013 from Part VI, line 5	2a	16,291.		
b	Income tax for 2013. (This does not include the tax from Part VI.)	2b			
c	Add lines 2a and 2b			2c	16,291.
3	Distributable amount before adjustments Subtract line 2c from line 1			3	2,267,609.
4	Recoveries of amounts treated as qualifying distributions			4	
5	Add lines 3 and 4			5	2,267,609.
6	Deduction from distributable amount (see instructions)			6	
7	***Distributable amount** as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1*			7	2,267,609.

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	2,369,864.
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	2,369,864.
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	16,291.
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	2,353,573.

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				2,267,609.
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 ___				
3 Excess distributions carryover, if any, to 2013:				
a From 2008 653,205.				
b From 2009 0.				
c From 2010 0.				
d From 2011 952.				
e From 2012 0.				
f **Total** of lines 3a through e	654,157.			
4 Qualifying distributions for 2013 from Part XII, line 4: ► $ 2,369,864.				
a Applied to 2012, but not more than line 2a				
b Applied to undistributed income of prior years (Election required – see instructions)				
c Treated as distributions out of corpus (Election required – see instructions)				
d Applied to 2013 distributable amount				2,267,609.
e Remaining amount distributed out of corpus	102,255.			
5 Excess distributions carryover applied to 2013 *(If an amount appears in column (d), the same amount must be shown in column (a).)*				
6 **Enter the net total of each column as indicated below:**				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	756,412.			
b Prior years' undistributed income. Subtract line 4b from line 2b		0.		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed				
d Subtract line 6c from line 6b. Taxable amount – see instructions		0.		
e Undistributed income for 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)				
8 Excess distributions carryover from 2008 not applied on line 5 or line 7 (see instructions)	653,205.			
9 **Excess distributions carryover to 2014.** Subtract lines 7 and 8 from line 6a	103,207.			
10 Analysis of line 9.				
a Excess from 2009 0.				
b Excess from 2010 0.				
c Excess from 2011 952.				
d Excess from 2012 0.				
e Excess from 2013 102,255.				

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

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

1 **Information Regarding Foundation Managers:**

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

Richard J. & Barbara E. Franke

b List any managers of the foundation who own 10% or more of the stock of a corporation (or an equally large portion of the ownership of a partnership or other entity) of which the foundation has a 10% or greater interest.

None

2 **Information Regarding Contribution, Grant, Gift, Loan, Scholarship, etc, Programs:**

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

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

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

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

c Any submission deadlines

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

Part XV Supplementary Information (continued)

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a *Paid during the year* Cash Contributions See attached schedule #1		Exempt	Unrestricted	2,301,775.
Total . . . . . ► **3a**				2,301,775.
b *Approved for future payment*				
Total . . . . . ► **3b**				

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.	Unrelated business income		Excluded by section 512, 513, or 514		(e)
	(a) Business code	(b) Amount	(c) Exclu-sion code	(d) Amount	Related or exempt function income (See instructions.)
1 Program service revenue:					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments					
4 Dividends and interest from securities			14	278,873.	
5 Net rental income or (loss) from real estate:					
a Debt-financed property					
b Not debt-financed property					
6 Net rental income or (loss) from personal property					
7 Other investment income					
8 Gain or (loss) from sales of assets other than inventory					
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)				278,873.	
13 **Total.** Add line 12, columns (b), (d), and (e)					13 278,873.

(See worksheet in line 13 instructions to verify calculations)

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

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

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

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

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

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

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

b If 'Yes,' complete the following schedule.

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

Sign Here

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

Richard J. Franke — Signature of officer or trustee
12-30-14 — Date
Chairman — Title

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

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check ☒ if self-employed	PTIN
THOMAS J. DWYER, ATTY	THOMAS J. DWYER, ATTY	12-29-14		P01426953

Firm's name ▶ 606 TAX SERVICES — Firm's EIN ▶ 20-4191327

Firm's address ▶ 401 S La Salle St, Ste 606
Chicago IL 60605 — Phone no (312) 786-5959

Form **4562**

Department of the Treasury
Internal Revenue Service (99)

Depreciation and Amortization
(Including Information on Listed Property)

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

OMB No 1545-0172

2013

Attachment Sequence No **179**

Name(s) shown on return

Franke Family Charitable Foundation

Identifying number

36-3662848

Business or activity to which this form relates

Form 990-PF page 1

Part I Election To Expense Certain Property Under Section 179

Note: *If you have any listed property, complete Part V before you complete Part I*

1	Maximum amount (see instructions)	1	
2	Total cost of section 179 property placed in service (see instructions)	2	
3	Threshold cost of section 179 property before reduction in limitation (see instructions)	3	
4	Reduction in limitation. Subtract line 3 from line 2. If zero or less, enter -0-	4	
5	Dollar limitation for tax year Subtract line 4 from line 1. If zero or less, enter -0-. If married filing separately, see instructions	5	

6	(a) Description of property	(b) Cost (business use only)	(c) Elected cost

7	Listed property. Enter the amount from line 29	7	
8	Total elected cost of section 179 property Add amounts in column (c), lines 6 and 7	8	
9	Tentative deduction. Enter the **smaller** of line 5 or line 8	9	
10	Carryover of disallowed deduction from line 13 of your 2012 Form 4562	10	
11	Business income limitation. Enter the smaller of business income (not less than zero) or line 5 (see instrs)	11	
12	Section 179 expense deduction Add lines 9 and 10, but do not enter more than line 11	12	
13	Carryover of disallowed deduction to 2014. Add lines 9 and 10, less line 12 ►	13	

Note: *Do not use Part II or Part III below for listed property. Instead, use Part V*

Part II Special Depreciation Allowance and Other Depreciation (Do not include listed property) (See instructions)

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

Part III MACRS Depreciation (Do not include listed property.) (See instructions)

Section A

17	MACRS deductions for assets placed in service in tax years beginning before 2013	17	508.
18	If you are electing to group any assets placed in service during the tax year into one or more general asset accounts, check here ► ☐		

Section B — Assets Placed in Service During 2013 Tax Year Using the General Depreciation System

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

Section C — Assets Placed in Service During 2013 Tax Year Using the Alternative Depreciation System

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

Part IV Summary (See instructions.)

21	Listed property Enter amount from line 28	21	
22	**Total.** Add amounts from line 12, lines 14 through 17, lines 19 and 20 in column (g), and line 21. Enter here and on the appropriate lines of your return Partnerships and S corporations — see instructions	22	508.
23	For assets shown above and placed in service during the current year, enter the portion of the basis attributable to section 263A costs	23	

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

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

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

24 a Do you have evidence to support the business/investment use claimed? . . . . . ☐ Yes ☐ No **24b** If 'Yes,' is the evidence written? . . . ☐ Yes ☐ No

(a) Type of property (list vehicles first)	(b) Date placed in service	(c) Business/ investment use percentage	(d) Cost or other basis	(e) Basis for depreciation (business/investment use only)	(f) Recovery period	(g) Method/ Convention	(h) Depreciation deduction	(i) Elected section 179 cost
25 Special depreciation allowance for qualified listed property placed in service during the tax year and used more than 50% in a qualified business use (see instructions)						25		
26 Property used more than 50% in a qualified business use								
27 Property used 50% or less in a qualified business use:								
28 Add amounts in column (h), lines 25 through 27. Enter here and on line 21, page 1						28		
29 Add amounts in column (i), line 26. Enter here and on line 7, page 1							29	

Section B – Information on Use of Vehicles

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

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

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

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

	Yes	No
37 Do you maintain a written policy statement that prohibits all personal use of vehicles, including commuting, by your employees?		
38 Do you maintain a written policy statement that prohibits personal use of vehicles, except commuting, by your employees? See the instructions for vehicles used by corporate officers, directors, or 1% or more owners		
39 Do you treat all use of vehicles by employees as personal use?		
40 Do you provide more than five vehicles to your employees, obtain information from your employees about the use of the vehicles, and retain the information received?		
41 Do you meet the requirements concerning qualified automobile demonstration use? (See instructions) . . . . . **Note:** *If your answer to 37, 38, 39, 40, or 41 is 'Yes,' do not complete Section B for the covered vehicles.*		

Part VI Amortization

(a) Description of costs	(b) Date amortization begins	(c) Amortizable amount	(d) Code section	(e) Amortization period or percentage	(f) Amortization for this year
42 Amortization of costs that begins during your 2013 tax year (see instructions):					
43 Amortization of costs that began before your 2013 tax year				43	
44 **Total.** Add amounts in column (f) See the instructions for where to report				44	

Underpayment Penalty Statement 2013

► Attach to return

Name	Employer Identification No.
Franke Family Charitable Foundation	36-3662848

'Event'	Date	Amount Due	Amount Paid	Balance Due (Overpayment)	Percent	# of Days	Penalty
Amount Due	11/15/13	4,072.		4,072.	3.00	0	
Applied	11/15/13		15,603.	-11,531.	3.00		
Amount Due	12/15/13	4,073.		-7,458.	3.00		
Amount Due	03/15/14	4,073.		-3,385.	3.00		
Amount Due	06/15/14	4,073.		688.	3.00	153	8.65
Date Filed	11/15/14			688.	3.00		

Total Penalty 8.65

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

Other income:	Rev/Exp Book	Net Inv Inc	Adj Net Inc
Venture Investment Associates I, LP K-1	-18.	-18.	
Venture Investment Associates II, LP K-1	1,335.	1,335.	
Venture Investment Associates II, LP K-1 Sec. 1202 Exclusion	-93.	-93.	
Venture Investment Associates III, LP K-1	1,115.	1,115.	
Venture Investment Associates III, LP K-1 Sec. 1202 Exclusion	-212.	-212.	
Venture Investment Associates IV, LP K-1	77,429.	77,429.	
Venture Investment Associates IV, LP K-1 Sec 1202 Exclusion	-6,841.	-6,841.	
Bain Capital Fund VI, LP K-1	459.	459.	
BC VII Private Investors, LLC	99,020.	99,020.	
Bain Capital Fund X, LP K-1	79,309.	79,309.	
Farallon Capital Institutional Partners, LP K-1	1,149,376.	1,149,376.	
Bain Capital (Special Situations 2008-C) X, LP K-1	6.	6.	
Bain Capital (IMC) X, LP K-1	757.	757.	
Bain Capital AM Holding	1.	1.	
Sankaty Middle Market Fund	34,722.	34,722.	
Total	1,436,365.	1,436,365.	

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

Other expenses:	Rev/Exp Book	Net Inv Inc	Adj Net Inc	Charity Disb
Office Supplies	371.	185.		186.
Telephone	4,104.	2,052.		2,052.
Postage & Delivery	1,000.			1,000.
Insurance	500.	250.		250.
Bank Fees	2,226.	1,113.		1,113.
Equipment Rental	4,847.	2,423.		2,424.
Information Technology	567.	283.		284.
Dues & Subscriptions	324.	324.		
Office Expense	634.	317.		317.
Repairs & Maintenance	257.	128.		129.
Internet Access Fees	1,020.	510.		510.
Local Transportation	1,261.	630.		631.
Total	17,111.	8,215.		8,896.

Form 990-PF, Page 6, Part VIII, Line 1
Information about Officers, Directors, Trustees, Etc.

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
Person . . [X] Business . [ ] Katherine Franke 676 North Michigan Ave - Suite 2920 Chicago IL 60611	Trustee 5.00	0.	0.	0.

Form 990-PF, Page 6, Part VIII, Line 1 Continued
Information about Officers, Directors, Trustees, Etc.

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

Total

0. 0. 0.

Form 990-PF, Page 10, Part XV, Line 2
Information Regarding Contribution, Grant, Gift, Loan, Scholarship, etc, Programs

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

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

Any submission deadlines:
None

Any restrictions or limitations on awards, such as by geographical areas, charitable fields, kinds of institutions, or other factors:
None

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

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

Any submission deadlines:
None

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

Form 990-PF, Page 1, Part I
Line 16b - Accounting Fees

Name of Provider	Type of Service Provided	Amount Paid Per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
Thomas J. Dwyer, Attorney at Law	Tax Preparation & Planning	3,982.	3,982.		
Total		3,982.	3,982.		

Form 990-PF, Page 1, Part I
Line 16c - Other Professional Fees

Name of Provider	Type of Service Provided	Amount Paid Per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
Karee McBride	Consulting Fees	16,500.			16,500.
Susan Kelty	Consulting Fees	67,028.	67,028.		
Tyler Griffith	Consulting Fees	14,400.			14,400.
Anna Bavone	Consulting Fees	1,700.			1,700.
Total		99,628.	67,028.		32,600.

Form 990-PF, Line 19
Allocated Depreciation

Description	Date Acquire	Cost or Basis	Prior Yr. Depr	Mthd	Life	Current Depr	Net Invest Income	Adjusted Net Income
COMPUTER EQUIP.	03/01/94	3919	3919	SL	5.00	0		
COMPUTER EQUIP.	04/01/97	1461	1461	SL	5.00	0		
2005 Computers	01/10/06	5372	5372	200DB	5.00	0		
2011 Computer	06/28/12	4453	957	200DB	5.00	508		
Total								

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

Line 10a - Investments - US and State Government Obligations:	End of Year State and Local Obligations Book Value	End of Year State and Local Obligations FMV	End of Year US Government Obligations Book Value	End of Year US Government Obligations FMV
10 Year TIPS, dated 7/15/08			989,813.	1,208,060.
Total			989,813.	1,208,060.

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

Line 10b - Investments - Corporate Stock:	End of Year Book Value	End of Year Fair Market Value
Cisco Systems	11,330.	4,374.
Dodge & Cox Stock Fund	5,270,418.	9,067,028.
Domino's Pizza	210,237.	884,862.
Nuveen Funds	1,563,757.	1,467,806.
Innophos Holdings, Inc	21,397.	49,050.
Total	7,077,139.	11,473,120.

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

Line 13 - Investments - Other:	End of Year Book Value	End of Year Fair Market Value
Absolute Return Cayman	1,439,216.	1,295,294.
Bain Capital Fund VI	13,944.	12,550.
Bain Capital Fund VII	275,514.	247,963.
Bain Capital Fund X	3,328,640.	2,995,776.
Bain Capital AM Holding, LLC	174,816.	157,334.
Bain CC X, LP	41,578.	37,420.
Bain CCD X, LP	28,917.	26,025.
Bain Capital (IMC) X, LP	81,268.	73,141.
Farallon Capital	15,974,385.	14,376,947.
Sankaty Middle Market	293,401.	264,061.
SRI Nine REIT	1,873,599.	1,686,239.
SRI Ten REIT	620,652.	558,587.
Venture Investments I	132,358.	119,122.
Venture Investments II	21,767.	19,590.
Venture Investments III	100,028.	90,025.
Venture Investments IV	463,303.	416,973.
Total	24,863,386.	22,377,047.

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

Line 14b - Description of Land, Buildings, and Equipment	(a) Cost/Other Basis	(b) Accumulated Depreciation	(c) Book Value
Equipment	15,205.	14,444.	761.
Total	15,205.	14,444.	761.

Supporting Statement of:

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

Description	Amount
Merril Lynch - Interest	1.
RBC Dain - Interest	99.
Deutsche Bank Alex Brown - Dividends	103.
Treasury Direct - Interest	18,314.
Dodge & Cox - Dividends	142,304.
Dominos - Dividends	10,891.
Inophos Holdings - Dividends	1,321.
Nuveen Equity Prem Adv - Dividends	35,774.
Nuveen Core Equity - Dividends	36,410.
Nuveen Equity Prem & Growth - Dividends	33,360.
RBC Treasury - Dividends	296.
Total	278,873.

Charitable Contributions, Grants, etc. - *Cash Contributions*

Date	Donee	Check #	Address	Amount
7/3/2013	Harvard Business School	3953	Cambridge, MA	10,000 00
7/10/2013	Court Theatre	3954	Chicago, IL	200,000 00
7/10/2013	Golden Apple Foundation	3955	Chicago, IL	11,500 00
7/10/2013	Hackley School	3956	Tarrytown, NY	10,000 00
7/16/2013	Phi Beta Kappa	3960	Washington D C	100 00
8/12/2013	Yale University - Levin Endowi	3963	New Haven, CT	345,000 00
9/9/2013	Chicago Humanities Festival	3969	Chicago, IL	3,500 00
9/9/2013	American Academy of Arts &	3976	Cambridge, MA	5,000 00
9/24/2013	American Cancer Society	3986	New York, NY	10,000 00
9/24/2013	Colorado College	3987	Colorado Springs,	10,000 00
9/24/2013	North Shore Country Day Sch	3994	Winnetka, IL	1,000 00
9/24/2013	Keewaydin Foundation	3995	Salisbury, VT	2,000 00
9/24/2013	Community Food Pantry	3996	Sleepy Hollow, NY	2,000 00
9/26/2013	Yale University - David Swens	3997	New Haven, CT	200,000 00
10/2/2013	CAF America	3992	Alexandria, VA	5,000 00
10/11/2013	American Philosophical Societ	4003	Philadelphia, PA	15,000 00
10/11/2013	Mory's Preservation Associatic	4004	New Haven, CT	1,000 00
11/1/2013	Lydia Home Association	4014	Chicago, IL	500 00
11/5/2013	National Humanities Center	4027	Research Triangle	5,000 00
11/12/2013	Desert Foothills Library	4016	Cave Creek, AZ	500 00
11/26/2013	Chicago Shakespeare Theater	4021	Chicago, IL	25,000 00
12/5/2013	Open Door Family Med Cente	4024	Sleepy Hollow, NY	1,000 00
12/5/2013	New Beginnings	4025	Mineola, NY	1,500 00
12/5/2013	Kids' Club	4026	Westchester, NY	5,000 00
12/10/2013	Chicago Humanities Festival	4030	Chicago, IL	5,000 00
12/10/2013	The Salvation Army	4032	Chicago, IL	10,000 00
12/11/2013	The New York Community Fur	4037	New York, NY	50,000 00
12/16/2013	University of Chicago	4038	Chicago, IL	15,000 00
12/19/2013	Chicago Symphony Orchestra	4039	Chicago, IL	15,000 00
12/23/2013	Northwestern University	4046	Evanston, IL	5,000 00
12/23/2013	Court Theatre	4047	Chicago, IL	35,000 00
12/23/2013	Art Institute of Chicago	4048	Chicago, IL	25,000 00
12/23/2013	Art Institute of Chicago	4049	Chicago, IL	10,000 00
12/23/2013	Yale Art Gallery	4050	New Haven, CT	5,000 00
12/23/2013	Yale Repertory Theater	4051	New Haven, CT	5,000 00
12/23/2013	Long Wharf Theater	4052	New Haven, CT	5,000 00
12/24/2013	Yale New Haven Medical	4045	New Haven, CT	5,000 00
12/31/2013	Juvenile Diabetes Research	4054	Chicago, IL	5,000 00
1/14/2014	Classic American Homes Prese	4057	New York, NY	5,000 00
1/14/2014	North Shore Country Day Sch	4061	Winnetka, IL	2,000 00
2/28/2014	Court Theatre	4083	Chicago, IL	15,000 00
4/12/2014	Hazelden Foundation	4104	Chicago, IL	10,000 00
4/12/2014	Yale Alumni Fund	4103	Chicago, IL	1,000 00
4/22/2014	Chicago Humanities Festival	4112	Chicago, IL	100 00
5/7/2014	Chicago Humanities Festival	4113	Chicago, IL	25,000 00
5/7/2014	North Beach Association - He	4116	Pentwater, MI	75 00
6/2/2014	Barnard College	4164	New York, NY	400,000 00
6/2/2014	Hackley School	4165	Tarrytown, NY	4,000 00
6/10/2014	Yale University - David Swens	4133	New Haven, CT	400,000 00
6/10/2014	Yale University - Gen Fund	4134	New Haven, CT	25,000 00
6/10/2014	University of Chicago - Visitin	4135	Chicago, IL	25,000 00
6/10/2014	Lyric Opera of Chicago	4136	Chicago, IL	25,000 00
6/10/2014	Chicago Humanities Festival	4137	Chicago, IL	300,000 00
	Total Cash Contributions:			**$2,301,775**

Form **8868**
(Rev January 2014)

Department of the Treasury
Internal Revenue Service

Application for Extension of Time To File an Exempt Organization Return

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

► **Information about Form 8868 and its instructions is at *www.irs.gov/form8868.***

OMB No 1545-1709

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

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

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

Part I Automatic 3-Month Extension of Time. Only submit original (no copies needed).

A corporation required to file Form 990-T and requesting an automatic 6-month extension – check this box and complete Part I only . . . . . ► [ ]

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

Enter filer's identifying number, see instructions

Type or print

File by the due date for filing your return See instructions

Name of exempt organization or other filer, see instructions	Employer identification number (EIN) or
Franke Family Charitable Foundation	36-3662848
Number, street, and room or suite number If a P O box, see instructions	**Social security number (SSN)**
676 North Michigan Ave, #2920	
City, town or post office, state, and ZIP code For a foreign address, see instructions	
Chicago IL 60611	

Enter the Return code for the return that this application is for (file a separate application for each return) 04

Application Is For	Return Code	Application Is For	Return Code
Form 990 or Form 990-EZ	01	Form 990-T (corporation)	07
Form 990-BL	02	Form 1041-A	08
Form 4720 (individual)	03	Form 4720 (other than individual)	09
Form 990-PF	04	Form 5227	10
Form 990-T (section 401(a) or 408(a) trust)	05	Form 6069	11
Form 990-T (trust other than above)	06	Form 8870	12

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

  Telephone No. ► (312) 573-2743 Fax No. ►
- If the organization does not have an office or place of business in the United States, check this box . . . . . ► [ ]
- If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) _____ If this is for the whole group, check this box . . . ► [ ] If it is for part of the group, check this box . . . ► [ ] and attach a list with the names and EINs of all members the extension is for.

1 *I request an automatic 3-month (6 months for a corporation required to file Form 990-T) extension of time* until Feb 17, 20 15, to file the exempt organization return for the organization named above.
The extension is for the organization's return for:
► [ ] calendar year 20 ____ or
► [X] tax year beginning Jul 1, 20 13, and ending Jun 30, 20 14.

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

3 a 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**	$ 15,000.
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**	$ 15,603.
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.