EXTENDED TO NOVEMBER 15, 2017

Form **990-PF** | **Return of Private Foundation** | OMB No. 1545-0052

Department of the Treasury
Internal Revenue Service

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.*

2016

Open to Public Inspection

For calendar year 2016 or tax year beginning , and ending

Name of foundation: THE TANNER-FRANK FOUNDATION

A Employer identification number: 13-7102288

Number and street (or P.O. box number if mail is not delivered to street address): B STRAUSS ASSOC 307 5TH AVE FL 8 | Room/suite

B Telephone number

City or town, state or province, country, and ZIP or foreign postal code: NEW YORK, NY 10016-6517

C If exemption application is pending, check here ▶ ☐

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

D 1. Foreign organizations, check here ▶ ☐

2. Foreign organizations meeting the 85% test, check here and attach computation ▶ ☐

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

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

I Fair market value of all assets at end of year (from Part II, col. (c), line 16) ▶$ 8,782,512.

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

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

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

		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants, etc., received			N/A	
	2 Check ▶ [X] if the foundation is not required to attach Sch. B				
	3 Interest on savings and temporary cash investments	8,836.	8,836.		STATEMENT 1
	4 Dividends and interest from securities	140,261.	140,261.		STATEMENT 2
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	38,347.			
	b Gross sales price for all assets on line 6a 217,787.				
	7 Capital gain net income (from Part IV, line 2)		38,347.		
	8 Net short-term capital gain				
	9 Income modifications				
	10a Gross sales less returns and allowances				
	b Less: Cost of goods sold				
	c Gross profit or (loss)				
	11 Other income	101.	101.		STATEMENT 3
	12 Total. Add lines 1 through 11	187,545.	187,545.		
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				
	b Accounting fees				
	c Other professional fees STMT 4	52,661.	52,661.		0.
	17 Interest				
	18 Taxes				
	19 Depreciation and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses				
	24 Total operating and administrative expenses. Add lines 13 through 23	52,661.	52,661.		0.
	25 Contributions, gifts, grants paid	1,354,001.			1,354,001.
	26 Total expenses and disbursements. Add lines 24 and 25	1,406,662.	52,661.		1,354,001.
	27 Subtract line 26 from line 12:				
	a Excess of revenue over expenses and disbursements	<1,219,117.>			
	b Net investment income (if negative, enter -0-)		134,884.		
	c Adjusted net income (if negative, enter -0-)			N/A	

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623501 11-23-16 LHA For Paperwork Reduction Act Notice, see instructions. Form **990-PF** (2016)

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12561030 737294 13-7102288 2016.04030 THE TANNER-FRANK FOUNDATION 13-71071

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

		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1 Cash - non-interest-bearing			
	2 Savings and temporary cash investments	5,636,350.	4,627,774.	4,627,774.
	3 Accounts receivable ▶			
	Less: allowance for doubtful accounts ▶			
	4 Pledges receivable ▶			
	Less: allowance for doubtful accounts ▶			
	5 Grants receivable			
	6 Receivables due from officers, directors, trustees, and other disqualified persons			
	7 Other notes and loans receivable ▶			
	Less: allowance for doubtful accounts ▶			
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges			
	10a Investments - U.S. and state government obligations			
	b Investments - corporate stock STMT 5	4,082,382.	4,080,604.	4,007,448.
	c Investments - corporate bonds			
	11 Investments - land, buildings, and equipment: basis ▶			
	Less accumulated depreciation ▶			
	12 Investments - mortgage loans			
	13 Investments - other STMT 6	255,694.	46,931.	147,290.
	14 Land, buildings, and equipment: basis ▶			
	Less: accumulated depreciation ▶			
	15 Other assets (describe ▶)			
	16 Total assets (to be completed by all filers - see the instructions. Also, see page 1, item I)	9,974,426.	8,755,309.	8,782,512.
Liabilities	17 Accounts payable and accrued expenses			
	18 Grants payable			
	19 Deferred revenue			
	20 Loans from officers, directors, trustees, and other disqualified persons			
	21 Mortgages and other notes payable			
	22 Other liabilities (describe ▶)			
	23 Total liabilities (add lines 17 through 22)	0.	0.	
Net Assets or Fund Balances	**Foundations that follow SFAS 117, check here** ▶ ☐ **and complete lines 24 through 26 and lines 30 and 31.**			
	24 Unrestricted			
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here ▶ ☒ **and complete lines 27 through 31.**			
	27 Capital stock, trust principal, or current funds	9,974,426.	8,755,309.	
	28 Paid-in or capital surplus, or land, bldg., and equipment fund	0.	0.	
	29 Retained earnings, accumulated income, endowment, or other funds	0.	0.	
	30 Total net assets or fund balances	9,974,426.	8,755,309.	
	31 Total liabilities and net assets/fund balances	9,974,426.	8,755,309.	

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	9,974,426.
2	Enter amount from Part I, line 27a	2	<1,219,117.>
3	Other increases not included in line 2 (itemize) ▶	3	0.
4	Add lines 1, 2, and 3	4	8,755,309.
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	8,755,309.

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	SCHEDULE ATTACHED	P		
b	SCHEDULE ATTACHED	P		
c	SCHEDULE ATTACHED	P		
d	THRU POMONO CAPITAL SECONDARY CO-INVEST LP	P		
e	THRU ALTERNATIVEFOCUS BREVAN HOWARD LTD	P		

	(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	63,747.		85,496.	<21,749.>
b	113,619.		116,160.	<2,541.>
c	40,421.		42,360.	<1,939.>
d				41,701.
e				22,875.

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

	(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
a				<21,749.>
b				<2,541.>
c				<1,939.>
d				41,701.
e				22,875.

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	38,347.
3	Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c). If (loss), enter -0- in Part I, line 8	3	N/A

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

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

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

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period? ☐ Yes ☒ No

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

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col. (b) divided by col. (c))
2015	176,350.	9,974,876.	.017679
2014	251,950.	10,858,601.	.023203
2013	127,750.	10,249,157.	.012464
2012	160,250.	9,218,899.	.017383
2011	1,142,966.	9,364,830.	.122049

2	Total of line 1, column (d)	2	.192778
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	.038556
4	Enter the net value of noncharitable-use assets for 2016 from Part X, line 5	4	9,637,561.
5	Multiply line 4 by line 3	5	371,586.
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	1,349.
7	Add lines 5 and 6	7	372,935.
8	Enter qualifying distributions from Part XII, line 4	8	1,354,001.

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

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

1a Exempt operating foundations described in section 4940(d)(2), check here ▶ ☐ and enter "N/A" on line 1. Date of ruling or determination letter: ______ (attach copy of letter if necessary-see instructions)			
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here ▶ [X] and enter 1% of Part I, line 27b		1	1,349.
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	1,349.
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	1,349.
6 Credits/Payments:			
a 2016 estimated tax payments and 2015 overpayment credited to 2016	6a 10,255.		
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	10,255.
8 Enter any **penalty** for underpayment of estimated tax. Check here ☐ if Form 2220 is attached		8	
9 **Tax due.** If the total of lines 5 and 8 is more than line 7, enter **amount owed** ▶		9	
10 **Overpayment.** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ▶		10	8,906.
11 Enter the amount of line 10 to be: **Credited to 2017 estimated tax** ▶	8,906. **Refunded** ▶	11	0.

Part VII-A Statements Regarding Activities

		Yes	No
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	1a		X
b Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see instructions for the definition)?	1b		X
If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.			
c Did the foundation file **Form 1120-POL** for this year?	1c		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation. ▶ $ 0. (2) On foundation managers. ▶ $ 0.			
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. ▶ $ 0.			
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? *If "Yes," attach a detailed description of the activities.*	2		X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? *If "Yes," attach a conformed copy of the changes*	3		X
4a Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a		X
b If "Yes," has it filed a tax return on **Form 990-T** for this year? N/A	4b		
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? *If "Yes," attach the statement required by General Instruction T.*	5		X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	6	X	
7 Did the foundation have at least $5,000 in assets at any time during the year? *If "Yes," complete Part II, col. (c), and Part XV*	7	X	
8a Enter the states to which the foundation reports or with which it is registered (see instructions) ▶ NY			
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by *General Instruction G? If "No," attach explanation*	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 2016 or the taxable year beginning in 2016 (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 ▶ FOUNDATION Telephone no. ▶ (212)779-4700
Located at ▶ B STRAUSS ASSOC LTD, 307 5TH AVE, 8TH FL, NEW YOR ZIP+4 ▶ 10016-6517

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

			Yes	No
16	At any time during calendar year 2016, 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 FinCEN Form 114. 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)? N/A	1b		
	Organizations relying on a current notice regarding disaster assistance check here ▶ ☐			
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2016?	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 2016, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2016? ☐ Yes ☒ No			
	If "Yes," list the years ▶ ____, ____, ____, ____			
b	Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see instructions.) N/A	2b		
c	If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here. ▶ ____, ____, ____, ____			
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? ☐ Yes ☒ No			
b	If "Yes," did it have excess business holdings in 2016 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 2016.)* N/A	3b		
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a		X
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2016?	4b		X

Form **990-PF** (2016)

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

5a During the year did the foundation pay or incur any amount to:
(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? ☐ Yes ☒ No
(2) Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive? ☐ Yes ☒ No
(3) Provide a grant to an individual for travel, study, or other similar purposes? ☐ Yes ☒ No
(4) Provide a grant to an organization other than a charitable, etc., organization described in section 4945(d)(4)(A)? (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)? N/A | 5b |

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

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

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

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

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? | 6b | No: 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? N/A | 7b |

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

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

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
FREDERICK FRANK B STRAUSS ASSOC LTD, 307 5TH AVE NEW YORK, NY 10016-6517	TRUSTEE 1.00	0.	0.	0.
MARY TANNER B STRAUSS ASSOC LTD, 307 5TH AVE NEW YORK, NY 10016-6517	TRUSTEE 1.00	0.	0.	0.

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

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

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

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

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

(a) Name and address of each person paid more than $50,000	(b) Type of service	(c) Compensation
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 N/A	
2	
3	
4	

Part IX-B Summary of Program-Related Investments

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

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:		
a	Average monthly fair market value of securities	1a	3,911,533.
b	Average of monthly cash balances	1b	5,618,664.
c	Fair market value of all other assets	1c	254,129.
d	Total (add lines 1a, b, and c)	1d	9,784,326.
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	9,784,326.
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	146,765.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3. Enter here and on Part V, line 4	5	9,637,561.
6	**Minimum investment return.** Enter 5% of line 5	6	481,878.

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	481,878.
2a	Tax on investment income for 2016 from Part VI, line 5 — 2a: 1,349.		
b	Income tax for 2016. (This does not include the tax from Part VI.) — 2b:		
c	Add lines 2a and 2b	2c	1,349.
3	Distributable amount before adjustments Subtract line 2c from line 1	3	480,529.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	480,529.
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	480,529.

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	1,354,001.
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	1,354,001.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income Enter 1% of Part I, line 27b	5	1,349.
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	1,352,652.

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 2015	(c) 2015	(d) 2016
1 Distributable amount for 2016 from Part XI, line 7				480,529.
2 Undistributed income, if any, as of the end of 2016:				
a Enter amount for 2015 only			0.	
b Total for prior years: ___ , ___ , ___		0.		
3 Excess distributions carryover, if any, to 2016:				
a From 2011 288,769.				
b From 2012 160,250.				
c From 2013 127,750.				
d From 2014				
e From 2015				
f Total of lines 3a through e	576,769.			
4 Qualifying distributions for 2016 from Part XII, line 4: ▶ $ 1,354,001.				
a Applied to 2015, 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 2016 distributable amount				480,529.
e Remaining amount distributed out of corpus	873,472.			
5 Excess distributions carryover applied to 2016 (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	1,450,241.			
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 2015. Subtract line 4a from line 2a. Taxable amount - see instr.			0.	
f Undistributed income for 2016. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2017				0.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (Election may be required - see instructions)	0.			
8 Excess distributions carryover from 2011 not applied on line 5 or line 7	288,769.			
9 **Excess distributions carryover to 2017.** Subtract lines 7 and 8 from line 6a	1,161,472.			
10 Analysis of line 9:				
a Excess from 2012 160,250.				
b Excess from 2013 127,750.				
c Excess from 2014				
d Excess from 2015				
e Excess from 2016 873,472.				

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 2016, enter the date of the ruling ▶

b Check box to indicate whether the foundation is a private operating foundation described in section ☐ 4942(j)(3) or ☐ 4942(j)(5)

	Tax year (a) 2016	Prior 3 years (b) 2015	(c) 2014	(d) 2013	(e) Total
2 a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed					
b 85% of line 2a					
c Qualifying distributions from Part XII, line 4 for each year listed					
d Amounts included in line 2c not used directly for active conduct of exempt activities					
e Qualifying distributions made directly for active conduct of exempt activities. Subtract line 2d from line 2c					
3 Complete 3a, b, or c for the alternative test relied upon: a "Assets" alternative test - enter: (1) Value of all assets					
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					
b "Endowment" alternative test - enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed					
c "Support" alternative test - enter: (1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)					
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)					
(3) Largest amount of support from an exempt organization					
(4) Gross investment income					

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

1 **Information Regarding Foundation Managers:**

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

FREDERICK FRANK

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

NONE

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

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

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

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

c Any submission deadlines:

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

Part XV Supplementary Information (continued)

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a *Paid during the year*				
SCHEDULE ATTACHED			GENERAL	1,354,000.
THRU POMONO CAPITAL SECONDARY CO-INVEST LP				1.
Total			▶ 3a	1,354,001.
b *Approved for future payment*				
NONE				
Total			▶ 3b	0.

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.	Unrelated business income (a) Business code	Unrelated business income (b) Amount	Excluded by section 512, 513, or 514 (c) Exclusion code	Excluded by section 512, 513, or 514 (d) Amount	(e) Related or exempt function income
1 Program service revenue:					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments			14	8,836.	
4 Dividends and interest from securities			14	140,261.	
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			18	101.	
8 Gain or (loss) from sales of assets other than inventory			18	38,347.	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue:					
a					
b					
c					
d					
e					
12 Subtotal. Add columns (b), (d), and (e)		0.		187,545.	0.

13 Total. Add line 12, columns (b), (d), and (e) ... 13 187,545.

(See worksheet in line 13 instructions to verify calculations.)

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

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

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

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

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

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

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

b If "Yes," complete the following schedule.

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

Sign Here

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

Signature of officer or trustee: [signature] Date: 11/02/2017 Title: TRUSTEE

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

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check ☐ if self-employed	PTIN
ARYE RINGEL	ARYE RINGEL	10/30/17		P00232499

Firm's name ▶ BARRY M STRAUSS ASSOC., LTD. Firm's EIN ▶ 13-3499413

Firm's address ▶ 307 FIFTH AVENUE, 8TH FL
NEW YORK, NY 10016-6517 Phone no. (212)779-4700

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

SOURCE	(A) REVENUE PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME
STIFEL NICOLAUS & CO	26.	26.	
THRU POMONO CAPITAL SECONDARY CO-INVEST LP	152.	152.	
US TRUST CO	8,658.	8,658.	
TOTAL TO PART I, LINE 3	8,836.	8,836.	

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 2

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
STIFEL NICOLAUS & CO	2,160.	0.	2,160.	2,160.	
US TRUST CO	138,101.	0.	138,101.	138,101.	
TO PART I, LINE 4	140,261.	0.	140,261.	140,261.	

FORM 990-PF OTHER INCOME STATEMENT 3

DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
THRU POMONO CAPITAL SECONDARY CO-INVEST LP	101.	101.	
TOTAL TO FORM 990-PF, PART I, LINE 11	101.	101.	

FORM 990-PF	OTHER PROFESSIONAL FEES			STATEMENT 4
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
US TRUST CO - A/C FEES	41,493.	41,493.		0.
THRU POMONO CAPITAL SECONDARY CO-INVEST LP	5,762.	5,762.		0.
INVESTMENT ADVISORY FEES	5,306.	5,306.		0.
STIFEL NICOLAUS & CO - A/C FEES	100.	100.		0.
TO FORM 990-PF, PG 1, LN 16C	52,661.	52,661.		0.

FORM 990-PF	CORPORATE STOCK	STATEMENT 5
DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
SCHEDULE ATTACHED	4,080,604.	4,007,448.
TOTAL TO FORM 990-PF, PART II, LINE 10B	4,080,604.	4,007,448.

FORM 990-PF	OTHER INVESTMENTS		STATEMENT 6
DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
ALTERNATIVEFOCUS BREVAN HOWARD LTD	FMV	0.	9,283.
POMONA CAPITAL SECONDARY CO-INVESTMENT LP	FMV	46,931.	138,007.
TOTAL TO FORM 990-PF, PART II, LINE 13		46,931.	147,290.

Tanner-Frank Foundation
EIN: 13-7102288
12/31/2016

Part II, Line 10, Investments:

# of Shares	Security	Book Value	Fair Market Value
94	Abbvie Inc	$ 5,824.82	$ 5,886
44	ADP Inc	3,142.27	4,522
11	Adient Plc	512.43	645
35	Agrium Inc	3,402.84	3,519
256	Allianz SE	4,289.24	4,239
460	Altria Group Inc	14,890.63	31,105
134	Ameren Corp	5,368.60	7,030
343	American Express Co	26,235.86	25,409
936	Annaly Capital Management Inc	9,744.89	9,332
490	Astrazeneca Plc	14,102.29	13,387
717	AT&T Inc	22,938.92	30,494
216	Axa SA	5,349.59	5,464
232	BAE Sys Plc	6,668.61	6,783
63	Basf SE	7,057.58	5,868
616	BCE Inc	27,708.90	26,636
48,524	Blackrock Global Long/Short Cr Fund	525,500.00	491,065
9	Blackrock Inc	2,939.09	3,425
110	Boeing Co	12,148.25	17,125
62	British Amern Tob Plc	7,448.16	6,986
125	CenturyLink Inc	4,695.80	2,973
172	Chevron Corp	17,733.23	20,244
149	Chubb Ltd	15,864.34	19,686
1,394	Cisco Systems Inc	31,177.58	42,127
46	CME Group Inc	3,576.48	5,306
68	Coca Cola Co	2,825.64	2,819
3,256	Codexis Inc	5,938.00	14,978
61	Commonwealth Bank Australia	4,504.16	3,640
622	ConocoPhillips	29,626.08	31,187
568	Corning Inc	10,582.79	13,785
139	CVS Health Corp	10,960.84	10,968
88	Daimler AG	7,389.19	6,525
176	Deutsche Post AG	5,590.10	5,798
311	Deutsche Telekom AG	5,214.41	5,365
162	Diageo Plc	14,493.68	16,838
429	Diamond Offshore Drilling	13,697.09	7,593
54	Dominion Res Inc	4,047.98	4,136
119	Dow Chemical Co	6,030.91	6,809
249	du Pont E I Nemours & Co	12,010.48	18,277
122	Duke Energy Corp	8,844.43	9,470
64	Eaton Corp PLc	3,128.40	4,294
923	Ebay Inc	22,971.25	27,404
71	Emerson Electric Co	4,244.68	3,958
100	Entergy Corp	7,065.16	7,347
11,182	Etracs Alerian MLP Infra Index	326,903.48	317,681
736	Exelon Corp	22,034.80	26,121
144	Express Scripts Holdings	9,814.03	9,906
531	Exxon Mobil Corp	45,602.74	47,928

Part II, Line 10, Investments - cont'd

# of Shares	Security		
31,066	FPA Crescent Fund Ser I	1,008,500.00	1,013,064
364	Franklin Res Inc	17,052.48	14,407
65	Gallagher Arthur J & Co	2,999.10	3,377
853	Gas Nat Sdg SA	4,000.28	3,223
681	General Electric Co	13,174.79	21,520
158	Genuine Parts Co	8,510.88	15,095
680	GlaxoSmithKline Plc	33,621.08	26,187
417	HCP Inc	16,370.98	12,393
565	Honda Motors Ltd	17,254.11	16,492
289	HSBC Holdings Plc	12,018.34	11,612
1,795	ImmTech International	1,795.00	0
158	Imperial Brands Plc	7,322.87	6,916
340	Intel Corp	8,446.21	12,332
183	Iron Mountain Inc	5,900.94	5,944
28,875	Ishares Gold Trust	492,640.50	319,935
378	Johnson & Johnson	32,258.88	43,549
244	Johnson Controls International	10,982.02	10,050
280	JPMorgan Chase & Co	15,515.80	24,161
176	Kimberly Clark Corp	13,727.78	20,085
138	Lilly Eli & Co	5,538.33	10,150
20	Lockheed Martin Corp	3,387.10	4,999
255	Mack Cali Realty Corp	5,314.89	7,400
58	McDonald's Corp	5,727.12	7,060
76	Mckesson Corp	10,927.34	10,674
285	Medtronic Inc	21,930.75	20,301
384	Merck & Co Inc	15,846.40	22,606
278	MetLife Inc	11,515.57	14,981
194	Michelin Compagnie Generale	4,134.12	4,326
63	MicroChip Technology	3,072.67	4,041
713	Microsoft Corp	25,213.00	44,306
461	Munich Re Group	9,521.58	8,735
150	National Grid Plc	11,142.63	8,750
42	Nestle SA	3,232.74	3,019
159	Nextera Energy Inc	9,202.41	18,994
215	Novartis AG	16,057.27	15,661
8,000	Nuveen Long/Short Commodity Total Return Fd	200,000.00	111,840
98	Occidental Petroleum	7,696.62	6,981
554	Orkla A S	5,024.78	5,033
203	Peoples United Financial	3,011.25	3,930
294	Pepsico Inc	24,580.24	30,761
595	Pfizer Inc	17,952.06	19,326
295	Philip Morris Int'l Inc	22,028.13	26,990
198	PNC Financial Service Group Inc	16,149.90	23,158
191	PPG Industries Inc	17,604.03	18,099
281	PPL Corp	8,908.73	9,568
291	Procter & Gamble Co	23,449.24	24,467
327	QualComm Inc	20,011 10	21,320

Part II, Line 10, Investments - cont'd

# of Shares	Security		
103	Raytheon Co	5,286.78	14,626
205	Regal Entertainment Group	4,156.98	4,223
167	Reynolds Amern Inc	5,503.57	9,359
198	Roche Holdings Ltd	6,794.84	5,664
151	Rogers Communications Inc	5,461.62	5,826
58	Royal Bank Canada	3,976.96	3,927
394	Royal Dutch Shell Plc	27,748.61	22,363
105	Sanofi ADR	4,822.39	4,246
287	Schwab Charles Corp	6,858.70	11,328
1,167	Scor	3,696.84	4,041
62	Siemens AG	6,838.18	7,638
38	Singapore Exchange Ltd	3,445.01	2,825
135	Singapore TeleCommunications	4,198.17	3,411
120	Sky Plc	5,440.21	5,878
194	Sonic Healthcare Ltd	3,321.21	3,006
90	Southern Co	4,012.71	4,427
246	SSE Plc	6,302.84	4,721
329	Statoil ASA	6,357.00	6,001
374	SunTrust Banks Inc	13,552.32	20,514
567	Svenska Handelsbanken AB	4,433.37	3,951
146	SwissComm AG	8,222.64	6,552
645	Taiwan SemiConductor Mfg	13,743.06	19,320
348	Target Corp	21,081.03	25,136
342	Telstra Ltd	8,640.46	6,315
119	Telus Corp	4,086.31	3,790
564	Terna Rete Elettrica	8,938.64	7,766
82	Texas Instruments Inc	4,012.81	5,984
99	3M Co	8,738.91	17,678
192	Torchmark Corp	10,033.30	14,162
159	Total SA	10,449.61	8,104
311	Travelers Cos Inc	23,471.20	38,073
261	Unibail-Rodamco SE	7,085.86	6,242
542	Unilever NV	19,939.40	22,215
485	US Bancorp	19,821.39	24,914
38	United Parcel Svc Inc	3,637.14	4,356
451	Verizon Communications	23,003.42	24,074
213	Vinci SA	3,743.10	3,634
299	Vodafone Group Plc	9,886.36	7,305
135	WEC Energy Group Inc	6,270.06	7,918
436	Wal-Mart Stores Inc	33,438.18	30,136
67	Waste Management Inc	2,957.37	4,751
784	Wells Fargo & Co	39,650.75	43,206
444	Welltower Inc	25,656.35	29,717
205	Westpac Bnk Corp	5,936.87	4,813
436	Whole Foods Mkt Inc	13,838.44	13,411
	Total Corporate Stock	$ 4,080,603.73	$ 4,007,448