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Form **990-PF**

Department of the Treasury
Internal Revenue Service

Return of Private Foundation

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

▶ Do not enter social security numbers on this form as it may be made public.
▶ Information about Form 990-PF and its instructions is at *www.irs.gov/form990pf*.

OMB No 1545-0052

2016

Open to Public Inspection

For calendar year 2016, or tax year beginning 01-01-2016 , and ending 12-31-2016

Name of foundation
THE SAMUEL AND JEAN FRANKEL
JEWISH HERITAGE FOUNDATION

A Employer identification number
30-0095016

Number and street (or P O box number if mail is not delivered to street address) Room/suite
2301 WEST BIG BEAVER NO 900

B Telephone number (see instructions)
(248) 649-2600

City or town, state or province, country, and ZIP or foreign postal code
TROY, MI 48084

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, col (c), line 16)*▶$ 291,061,106

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 (attach schedule)	71,368,421			
	2	Check ▶ ☐ if the foundation is **not** required to attach Sch B				
	3	Interest on savings and temporary cash investments				
	4	Dividends and interest from securities	4,195,229	4,195,229		
	5a	Gross rents				
	b	Net rental income or (loss)				
	6a	Net gain or (loss) from sale of assets not on line 10	3,291,838			
	b	Gross sales price for all assets on line 6a 31,687,299				
	7	Capital gain net income (from Part IV, line 2)		8,687,642		
	8	Net short-term capital gain				
	9	Income modifications				
	10a	Gross sales less returns and allowances				
	b	Less Cost of goods sold				
	c	Gross profit or (loss) (attach schedule)				
	11	Other income (attach schedule)	1,985,205	1,985,205		
	12	**Total.** Add lines 1 through 11	80,840,693	14,868,076		
Operating and Administrative Expenses	13	Compensation of officers, directors, trustees, etc	0	0		0
	14	Other employee salaries and wages				
	15	Pension plans, employee benefits				
	16a	Legal fees (attach schedule)	14,597	0		0
	b	Accounting fees (attach schedule)	11,840	0		0
	c	Other professional fees (attach schedule)				
	17	Interest	899	899		0
	18	Taxes (attach schedule) (see instructions)	216,339	5,534		0
	19	Depreciation (attach schedule) and depletion				
	20	Occupancy				
	21	Travel, conferences, and meetings				
	22	Printing and publications				
	23	Other expenses (attach schedule)	665,487	665,359		0
	24	**Total operating and administrative expenses.** Add lines 13 through 23	909,162	671,792		0
	25	Contributions, gifts, grants paid	17,226,093			17,226,093
	26	**Total expenses and disbursements.** Add lines 24 and 25	18,135,255	671,792		17,226,093
	27	Subtract line 26 from line 12				
	a	**Excess of revenue over expenses and disbursements**	62,705,438			
	b	**Net investment income** (if negative, enter -0-)		14,196,284		
	c	**Adjusted net income**(if negative, enter -0-)				

Part II **Balance Sheets** Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)		Beginning of year (a) Book Value	End of year (b) Book Value	(c) Fair Market Value
Assets	1 Cash—non-interest-bearing	111,655	499,600	499,600
	2 Savings and temporary cash investments	69,337,065	56,225,306	56,225,306
	3 Accounts receivable ▶ 1,442			
	Less allowance for doubtful accounts ▶	5,865	1,442	1,442
	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 schedule) ▶			
	Less allowance for doubtful accounts ▶			
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges			
	10a Investments—U S and state government obligations (attach schedule)			
	b Investments—corporate stock (attach schedule)	63,124,598	124,790,217	149,754,028
	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)	39,583,364	53,175,373	84,580,730
	14 Land, buildings, and equipment basis ▶			
	Less accumulated depreciation (attach schedule) ▶			
	15 Other assets (describe ▶)			
	16 **Total assets** (to be completed by all filers—see the instructions Also, see page 1, item I)	172,162,547	234,691,938	291,061,106
Liabilities	17 Accounts payable and accrued expenses			
	18 Grants payable			
	19 Deferred revenue			
	20 Loans from officers, directors, trustees, and other disqualified persons			
	21 Mortgages and other notes payable (attach schedule)			
	22 Other liabilities (describe ▶)			
	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	0	0	
	28 Paid-in or capital surplus, or land, bldg , and equipment fund	0	0	
	29 Retained earnings, accumulated income, endowment, or other funds	172,162,547	234,691,938	
	30 **Total net assets or fund balances** (see instructions)	172,162,547	234,691,938	
	31 **Total liabilities and net assets/fund balances** (see instructions)	172,162,547	234,691,938	

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	172,162,547
2	Enter amount from Part I, line 27a	2	62,705,438
3	Other increases not included in line 2 (itemize) ▶	3	0
4	Add lines 1, 2, and 3	4	234,867,985
5	Decreases not included in line 2 (itemize) ▶	5	176,047
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	234,691,938

Part IV Capital Gains and Losses for Tax on Investment Income

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

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

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

(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 See Additional Data Table			
b			
c			
d			
e			

2 Capital gain net income or (net capital loss)	If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7	2	8,687,642
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 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	7,959,629	145,319,340	0 054773
2014	8,982,030	147,589,660	0 060858
2013	10,603,288	140,043,470	0 075714
2012	13,832,745	135,067,500	0 102414
2011	10,066,318	139,763,288	0 072024

2 **Total** of line 1, column (d)	2	0 365783
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 073157
4 Enter the net value of noncharitable-use assets for 2016 from Part X, line 5	4	279,070,799
5 Multiply line 4 by line 3	5	20,415,982
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	141,963
7 Add lines 5 and 6	7	20,557,945
8 Enter qualifying distributions from Part XII, line 4	8	17,226,093

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

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

1a	Exempt operating foundations described in section 4940(d)(2), check here ▶ ☐ and enter "N/A" on line 1 Date of ruling or determination letter ________ **(attach copy of letter if necessary–see instructions)**		
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ▶ ☐ and enter 1% of Part I, line 27b	1	283,926
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	283,926
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	283,926
6	Credits/Payments		
a	2016 estimated tax payments and 2015 overpayment credited to 2016 — 6a — 191,200		
b	Exempt foreign organizations—tax withheld at source — 6b		
c	Tax paid with application for extension of time to file (Form 8868) — 6c — 125,000		
d	Backup withholding erroneously withheld — 6d		
7	Total credits and payments Add lines 6a through 6d.	7	316,200
8	Enter any **penalty** for underpayment of estimated tax Check here ☑ if Form 2220 is attached	8	2,294
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	29,980
11	Enter the amount of line 10 to be **Credited to 2017 estimated tax** ▶ 29,980 **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		No
b	Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see Instructions for definition)?.	1b		No
	*If the answer is "Yes" to **1a** or **1b**, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities*			
c	Did the foundation file **Form 1120-POL** for this year?.	1c		No
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year **(1)** On the foundation ▶ $ 0 **(2)** On foundation managers ▶ $ 0			
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ▶ $ 0			
2	Has the foundation engaged in any activities that have not previously been reported to the IRS? *If "Yes," attach a detailed description of the activities*	2		No
3	Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? *If "Yes," attach a conformed copy of the changes*	3		No
4a	Did the foundation have unrelated business gross income of $1,000 or more during the year?.	4a	Yes	
b	If "Yes," has it filed a tax return on **Form 990-T** for this year?.	4b	Yes	
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? *If "Yes," attach the statement required by General Instruction T*	5		No
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	Yes	
7	Did the foundation have at least $5,000 in assets at any time during the year? *If "Yes," complete Part II, col (c), and Part XV*	7	Yes	
8a	Enter the states to which the foundation reports or with which it is registered (see instructions) ▶MI			
b	If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? *If "No," attach explanation*	8b	Yes	
9	Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2016 or the taxable year beginning in 2016 (see instructions for Part XIV)? *If "Yes," complete Part XIV*	9		No
10	Did any persons become substantial contributors during the tax year? *If "Yes," attach a schedule listing their names and addresses*	10		No

Part VII-A Statements Regarding Activities (continued)

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

Website address ▶N/A

14 The books are in care of ▶STANLEY FRANKEL Telephone no ▶(248) 649-2600

Located at ▶2301 WEST BIG BEAVER SUITE 900 TROY MI ZIP+4 ▶48084

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 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		No
	See instructions for exceptions and filing requirements for FinCEN Form 114, Report of Foreign Bank and Financial Accounts (FBAR) 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)?	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		No

2 Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))

a At the end of tax year 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 ▶ 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 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).*	3b		
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a		No
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2016?	4b		No

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

5a	During the year did the foundation pay or incur any amount to			
	(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?	☐ Yes ☑ No		
	(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive?	☐ Yes ☑ No		
	(3) Provide a grant to an individual for travel, study, or other similar purposes?	☐ Yes ☑ No		
	(4) Provide a grant to an organization other than a charitable, etc , organization described in section 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)?		**5b**	
	Organizations relying on a current notice regarding disaster assistance check here ▶ ☐			
c	If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant?	☐ Yes ☐ No		
	If "Yes," attach the statement required by Regulations section 53 4945–5(d)			
6a	Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?	☐ Yes ☑ No		
b	Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?		**6b**	No
	If "Yes" to 6b, file Form 8870			
7a	At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?	☐ Yes ☑ No		
b	If yes, did the foundation receive any proceeds or have any net income attributable to the transaction?		**7b**	

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

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

(a) Name and address	Title, and average hours per week **(b)** devoted to position	**(c)** Compensation **(If not paid, enter -0-)**	**(d)** Contributions to employee benefit plans and deferred compensation	**(e)** Expense account, other allowances
STANLEY FRANKEL 2301 WEST BIG BEAVER SUITE 900 TROY, MI 48084	PRESIDENT AND TRUSTEE 0 00	0	0	0
STANLEY FRANKEL 2301 WEST BIG BEAVER SUITE 900 TROY, MI 48084	TREASURER AND TRUSTEE 0 00	0	0	0
JUDITH FRANKEL 2301 WEST BIG BEAVER SUITE 900 TROY, MI 48084	SECRETARY AND TRUSTEE 0 00	0	0	0
ARTHUR WEISS 27777 FRANKLIN ROAD SUITE 2500 SOUTHFIELD, MI 48034	ASSISANT SECRETARY 0 00	0	0	0

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

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

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

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

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

(a) Name and address of each person paid more than $50,000	**(b)** Type of service	**(c)** Compensation
NONE		
Total number of others receiving over $50,000 for professional services. . . . . ▶		0

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

List the foundation's four largest direct charitable activities during the tax year Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc	Expenses
1	
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	
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	221,446,346
b	Average of monthly cash balances.	1b	61,874,262
c	Fair market value of all other assets (see instructions).	1c	0
d	**Total** (add lines 1a, b, and c).	1d	283,320,608
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	283,320,608
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions).	4	4,249,809
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3 Enter here and on Part V, line 4	5	279,070,799
6	**Minimum investment return.** Enter 5% of line 5.	6	13,953,540

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	13,953,540
2a	Tax on investment income for 2016 from Part VI, line 5. 2a 283,926		
b	Income tax for 2016 (This does not include the tax from Part VI). 2b 21,174		
c	Add lines 2a and 2b.	2c	305,100
3	Distributable amount before adjustments Subtract line 2c from line 1.	3	13,648,440
4	Recoveries of amounts treated as qualifying distributions.	4	0
5	Add lines 3 and 4.	5	13,648,440
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	13,648,440

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	17,226,093
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	17,226,093
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	0
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4.	6	17,226,093

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					13,648,440
2 Undistributed income, if any, as of the end of 2016					
a Enter amount for 2015 only.				0	
b Total for prior years 20___ , 20___ , 20___			0		
3 Excess distributions carryover, if any, to 2016					
a From 2011.	2,988,546				
b From 2012.	7,184,286				
c From 2013.	3,658,346				
d From 2014.	1,780,143				
e From 2015.	884,595				
f **Total** of lines 3a through e.		16,495,916			
4 Qualifying distributions for 2016 from Part XII, line 4 ▶ $ 17,226,093					
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.					13,648,440
e Remaining amount distributed out of corpus		3,577,653			
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		20,073,569			
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 instructions				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 (see instructions) . . .		2,988,546			
9 **Excess distributions carryover to 2017.** Subtract lines 7 and 8 from line 6a		17,085,023			
10 Analysis of line 9					
a Excess from 2012. . . .	7,184,286				
b Excess from 2013. . . .	3,658,346				
c Excess from 2014. . . .	1,780,143				
d Excess from 2015. . . .	884,595				
e Excess from 2016. . . .	3,577,653				

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

1a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2016, enter the date of the ruling. . . . . . . ▶

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

	Tax year	Prior 3 years			(e) Total
	(a) 2016	(b) 2015	(c) 2014	(d) 2013	
2a 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 organization had $5,000 or more in assets at any time during the year—see instructions.)

1 Information Regarding Foundation Managers:

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

STANLEY FRANKEL

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

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

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

a The name, address, and telephone number or email 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* See Additional Data Table				
Total . . . . ▶ **3a**				17,226,093
b *Approved for future payment*				
Total . . . . ▶ **3b**				0

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) Related or exempt function income (See instructions)
1 Program service revenue	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
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	4,195,229	
5 Net rental income or (loss) from real estate					
a Debt-financed property.					
b Not debt-financed property.					
6 Net rental income or (loss) from personal property					
7 Other investment income.			14	1,985,205	
8 Gain or (loss) from sales of assets other than inventory			18	3,291,838	
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		9,472,272	0

13 **Total.** Add line 12, columns (b), (d), and (e). 13 9,472,272

(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.	**1a(1)**		**No**
(2) Other assets.	**1a(2)**		**No**
b Other transactions			
(1) Sales of assets to a noncharitable exempt organization.	**1b(1)**		**No**
(2) Purchases of assets from a noncharitable exempt organization.	**1b(2)**		**No**
(3) Rental of facilities, equipment, or other assets.	**1b(3)**		**No**
(4) Reimbursement arrangements.	**1b(4)**		**No**
(5) Loans or loan guarantees.	**1b(5)**		**No**
(6) Performance of services or membership or fundraising solicitations.	**1b(6)**		**No**
c Sharing of facilities, equipment, mailing lists, other assets, or paid employees.	**1c**		**No**

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

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

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

b If "Yes," complete the following schedule

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

Sign Here

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

******	2017-11-06	******	May the IRS discuss this return with the preparer shown below (see instr)? ☑ **Yes** ☐ **No**
Signature of officer or trustee	Date	Title	

Paid Preparer Use Only

Print/Type preparer's name	Preparer's Signature	Date	Check if self-employed ▶ ☐	PTIN
RAYMOND J GHERSI		2017-11-06		P00177156
Firm's name ▶ BERGER GHERSI & LADUKE PLC				Firm's EIN ▶38-2517534
Firm's address ▶ 300 EAST LONG LAKE ROAD STE 135 BLOOMFIELD HILLS, MI 483042374				Phone no (248) 333-3680

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

(a) List and describe the kind(s) of property sold (e g , real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co)	(b) How acquired P—Purchase D—Donation	(c) Date acquired (mo , day, yr)	(d) Date sold (mo , day, yr)
PUBLIC TRADED SECURITIES 1ST MANHATTAN #006600	P		
PUBLIC TRADED SECURITIES UBS # DE11925	P		
ABRAMS CAPITAL PARTNERS II, LP - K-1	P		
ABRAMS CAPITAL PARTNERS I,LP - K-1	P		
ASP IV ALTERNATIVE INVESTMENT LP - K-1	P		
OLD KINGS CAPITAL LP K-1	P		
GAIN ON SALE - OLD KINGS CAPITAL LP	P		
ENTERPRISE PRODUCTS PARTNERS LP - K-1	P		
MILLENNIUM USA LP - K-1	P		
LAKE MARY 7 87% BOND	P	2011-01-01	2016-01-01

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

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
1,870,398		954,526	915,872
11,251,932		10,275,493	976,439
317,633			317,633
282,749			282,749
72,222			72,222
185,203			185,203
74,399			74,399
		211	-211
29,340			29,340
2,094		2,094	0

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

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) **or** Losses (from col (h))
(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
			915,872
			976,439
			317,633
			282,749
			72,222
			185,203
			74,399
			-211
			29,340
			0

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

(a) List and describe the kind(s) of property sold (e g , real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co)	(b) How acquired P—Purchase D—Donation	(c) Date acquired (mo , day, yr)	(d) Date sold (mo , day, yr)
PUBLIC TRADED SECURITIES AZIMUTH CAPITAL #977-35415	P		
25 SHS ALPHABET INC	D		
240 SHS FACEBOOK INC	D		
325 SHS MCKESSON CORP	D		
675 SHS WELLS FARGO & CO	D		
1225 SHS WELLS FARGO & CO	D		
1025 SHS ABBOT LABORATORIES	D		
500 SHS STERICYCLE INC	D		
300 SHS BOEING CO	D		
1825 SHS HORMEL FOODS CORP	D		

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

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
141,774		166,677	-24,903
18,371		16,468	1,903
23,671		21,670	2,001
54,352		35,067	19,285
32,526		35,161	-2,635
57,121		63,810	-6,689
37,954		42,568	-4,614
52,893		44,678	8,215
33,571		25,738	7,833
78,431		26,884	51,547

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

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) **or** Losses (from col (h))
(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
			-24,903
			1,903
			2,001
			19,285
			-2,635
			-6,689
			-4,614
			8,215
			7,833
			51,547

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

(a) List and describe the kind(s) of property sold (e g , real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co)	(b) How acquired P—Purchase D—Donation	(c) Date acquired (mo , day, yr)	(d) Date sold (mo , day, yr)
175 SHS APPLE INC	D		
1225 SHS CERNER CORP	D		
1200 SHS WELLS FARGO & CO	D		
825 SHS OMNICELL INC	D		
70 SHS EDWARDS LIFESCIENCES CORP	D		
400 SHS PERRIGO COMPANY PLC	D		
400 SHS HOME DEPOT INC	D		
1225 SHS APPLE INC	D		
925 SHS GENERAL DYNAMICS CORP	D		
125 SHS HENRY SCHEIN INC	D		

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

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
16,606		15,628	978
61,639		55,090	6,549
57,662		60,604	-2,942
21,013		26,202	-5,189
7,258		4,349	2,909
49,070		62,136	-13,066
54,024		36,889	17,135
113,715		88,151	25,564
132,240		93,810	38,430
21,565		8,414	13,151

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

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) **or** Losses (from col (h))
(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
			978
			6,549
			-2,942
			-5,189
			2,909
			-13,066
			17,135
			25,564
			38,430
			13,151

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

(a) List and describe the kind(s) of property sold (e g , real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co)	(b) How acquired P—Purchase D—Donation	(c) Date acquired (mo , day, yr)	(d) Date sold (mo , day, yr)
300 SHS ILLUMINA INC	D		
1025 SHS HORMEL FOODS CORP	D		
275 SHS SIGNATURE BANK	D		
425 SHS SIGNET JEWELERS LIMITED	D		
725 SHS NIKE INC	D		
95 SHS ULTA SALON COSMETICS INC	D		
600 SHS HERSHEY COMPANY (THE)	D		
600 SHS WEC ENERGY GROUP INC	D		
1475 SHS BANKUNITED INC	D		
450 SHS TRACTOR SUPPLY CO	D		

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

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
43,492		15,391	28,101
36,626		12,162	24,464
31,976		36,959	-4,983
33,325		60,087	-26,762
39,479		23,765	15,714
22,908		18,647	4,261
65,862		34,173	31,689
38,539		28,521	10,018
44,913		54,162	-9,249
40,729		41,230	-501

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

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) **or** Losses (from col (h))
(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
			28,101
			24,464
			-4,983
			-26,762
			15,714
			4,261
			31,689
			10,018
			-9,249
			-501

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

(a) List and describe the kind(s) of property sold (e g , real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co)	(b) How acquired P—Purchase D—Donation	(c) Date acquired (mo , day, yr)	(d) Date sold (mo , day, yr)
575 SHS AKAMAI TECHNOLOGIES INC	D		
625 SHS T ROWE PRICE GROUP INC	D		
300 SHS CVS HEALTH CORPORATION	D		
675 SHS WEST PHARMACEUTICALS SVCS	D		
725 SHS WEST PHARMACEUTICALS SVCS	D		
500 SHS BECTON DICKINSON & CO	D		
550 SHS TRACTOR SUPPLY CO	D		
500 SHS CVS HEALTH CORPORATION	D		
165 SHS FACEBOOK INC	D		
350 SHS MCKESSON CORP	D		

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

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
28,473		35,188	-6,715
43,040		34,975	8,065
29,108		11,707	17,401
56,283		38,595	17,688
54,093		36,399	17,694
88,119		63,791	24,328
34,629		47,960	-13,331
37,322		19,281	18,041
19,896		14,898	4,998
44,970		37,537	7,433

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

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) **or** Losses (from col (h))
(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
			-6,715
			8,065
			17,401
			17,688
			17,694
			24,328
			-13,331
			18,041
			4,998
			7,433

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

(a) List and describe the kind(s) of property sold (e g , real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co)	(b) How acquired P—Purchase D—Donation	(c) Date acquired (mo , day, yr)	(d) Date sold (mo , day, yr)
1050 SHS NIKE INC	D		
1275 SHS TOTAL SYSYTEM SERVICES, INC	D		
650 SHS STRYKER CORP	D		
325 SHS UNITEDHEALTH GROUP, INC	D		
675 SHS ROSS STORES, INC	D		
280 SHS EDWARDS LIFESCIENCES CORP	D		
PUBLIC TRADED SECURITIES AZIMUTH CAPITAL #977-35388	P		
16000 SHS ABBOT LABS	D		
7000 SHS CIGNA CORP	D		
30000 SHS NIKE INC	D		

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

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
52,241		29,195	23,046
62,472		44,809	17,663
72,371		63,538	8,833
45,581		30,610	14,971
46,234		34,853	11,381
25,585		17,398	8,187
744,966		759,193	-14,227
612,947		478,963	133,984
892,771		562,624	330,147
1,689,563		826,173	863,390

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

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) **or** Losses (from col (h))
(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
			23,046
			17,663
			8,833
			14,971
			11,381
			8,187
			-14,227
			133,984
			330,147
			863,390

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

(a) List and describe the kind(s) of property sold (e g , real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co)	(b) How acquired P—Purchase D—Donation	(c) Date acquired (mo , day, yr)	(d) Date sold (mo , day, yr)
35000 SHS BANK OF NEW YORK MELLON	D		
5000 SHS PNC FINANCIAL SERVICES GROUP	D		
52000 SHS REYNOLDS AMERICAN INC	D		
10700 SHS SNAP ON, INC	D		
9600 SHS BRITSH AMERICAN TOBACCO PLC	D		
PUBLIC TRADED SECURITIES UBS # DE 37630	P		
CAPITAL GAINS DIVIDENDS	P		

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

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
1,350,271		782,950	567,321
404,892		357,040	47,852
2,938,456		640,905	2,297,551
1,791,059		671,072	1,119,987
1,049,957		904,286	145,671
3,872,937		3,968,302	-95,365
49,788			49,788

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

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) **or** Losses (from col (h))
(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
			567,321
			47,852
			2,297,551
			1,119,987
			145,671
			-95,365
			49,788

Form 990PF Part XV Line 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*				
ADAT SHALOM SYNAGOGUE 29901 MIDDLEBELT FARMINGTON HILLS, MI 48336	NONE	PUBLIC CHARITY	DISCRETIONARY/SYNERGY SHABBATOT	21,900
AMERICAN ISRAEL EDUCATION FUND 2301 W BIG BEAVER FLR 5 TROY, MI 48084	NONE	PRIVATE FOUNDATION	EDUCATIONAL	510,000
CENTER FOR KEHIILA GROWTH 2301 W BIG BEAVER FLR 5 TROY, MI 48084	NONE	PUBLIC CHARITY	RELIGIOUS	1,444,000
COUNCIL OF ORTHODOX RABBIS 6600 WEST MAPLE WEST BLOOMFIELD, MI 48322	NONE	PUBLIC CHARITY	RELIGIOUS	105,000
FRESH AIR SOCIETY 6735 TELEGRAPH BLOOMFIELD HILLS, MI 48301	NONE	PUBLIC CHARITY	EDUCATIONAL	393,325
Total . . . . ▶ **3a**				17,226,093

Form 990PF Part XV Line 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*				
HEBREW DAY SCHOOL OF ANN ARBOR 2937 BIRC HOLLOW DRIVE ANN ARBOR, MI 48108	NONE	PUBLIC CHARITY	EDUCATIONAL	70,000
HILLEL DAY SCHOOL OF METRO DETROIT 32200 MIDDLEBELT FARMINGTON HILLS, MI 48334	NONE	PUBLIC CHARITY	RELIGIOUS AND EDUCATIONAL	574,716
HILLEL OF METRO DETROIT 5521 GOLLEN MALL DETROIT, MI 48202	NONE	PUBLIC CHARITY	RELIGIOUS AND EDUCATIONAL	5,000
JEWISH COMMUNITY CENTER 6600 WEST MAPLE WEST BLOOMFIELD, MI 48322	NONE	PUBLIC CHARITY	SUMMER CAMP PROGRAM/YOUTH PROGRAMS	201,000
JEWISH SENIOR LIVING OF METRO DETROIT 6711 WEST MAPLE ROAD WEST BLOOMFIELD, MI 48322	NONE	PUBLIC CHARITY	DISCRETIONARYDISCREATIONARY	1,000
Total . . . . ▶ **3a**				17,226,093

Form 990PF Part XV Line 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*				
JEWISH FEDERATION OF METRO DETROIT 6710 WEST MAPLE ROAD BLOOMFIELD HILLS, MI 48301	NONE	PUBLIC CHARITY	ISRAEL YOUTH TRAVEL FUND	125,000
JEWISH FUTURES FOUNDATION 1979 E 9TH STREET BROOKLYN, NY 11223	NONE	PUBLIC CHARITY	SCHOLARSHIPS	36,000
JEWISH COMMUNITY FOUNDATION SANDIEGO 4950 MURPHY CANYON ROAD SAN DIEGO, CA 92123	NONE	PUBLIC CHARITY	THE SHABBOT PROJECT	100,000
JEWISH THEOLOGICAL SEMINARY 3080 BROADWAY NEW YORK, NY 10027	NONE	PUBLIC CHARITY	RELIGIOUS AND EDUCATIONAL	10,000
LEV LACHIM 1063 E31ST STREET BROOKLYN, NY 11210	NONE	PUBLIC CHARITY	RELIGIOUS AND EDUCATIONALEDUCATION	1,800
Total . . . . ▶ **3a**				17,226,093

Form 990PF Part XV Line 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*				
MESORAH HERITAGE FOUNDATION 4401 SECOND AVENUE BROOKLYN, NY 11232	NONE	PUBLIC CHARITY	RELIGIOUS	840,100
MIRIAM'S WELL -- BE'ER MIRIAM 13 SIMMONS STREET SAUGERTIES, NY 12477	NONE	PUBLIC CHARITY	RELIGIOUS	150,000
NCSY 2020 K STREET WASHINGTON, DC 20006	NONE	PUBLIC CHARITY	EDUCATIONAL	24,000
NSCJ 1120 20TH STREET NW WASHINGTON, DC 20036	NONE	PUBLIC CHARITY	EDUCATIONAL/RELIGIOUS	10,000
PARTNERS IN TORAH INC 15751 LINCOLN DRIVE SOUTHFIELD, MI 48076	NONE	PUBLIC CHARITY	RELIGIOUS	1,905,000
Total . . . . ▶ 3a				17,226,093

Form 990PF Part XV Line 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*				
TEMPLE KOL AMI 5085 WALNUT LAKE RD WEST BLOOMFIELD, MI 48323	NONE	PUBLIC CHARITY	ISRAEL TRAVEL FOR STUDENTS	7,000
UNIVERSITY OF MICHIGAN YIDDISH PROGRAM ANN ARBOR, MI 48104	NONE	PUBLIC CHARITY	EDUCATIONAL	250,000
UNIVERSITY OF MICHIGAN HILLEL 1429 HILL STREET ANN ARBOR, MI 48104	NONE	PUBLIC CHARITY	EDUCATIONAL	25,000
V HECHZAKTA BO 220 W CONGRESS SUITE 500 DETROIT, MI 48226	NONE	PUBLIC CHARITY	EDUCATIONAL	455,000
YAD EZRA 2850 11 MILE ROAD BERKLEY, MI 48072	NONE	PUBLIC CHARITY	FOOD BANK	136,000
Total . . . . ▶ **3a**				17,226,093

Form 990PF Part XV Line 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*				
YESHIVA BETH YEHUDAH 15751 LINCOLN DRIVE SOUTHFIELD, MI 48076	NONE	PUBLIC CHARITY	RELIGIOUS	8,666,252
YIDDISH BOOK CENTER 1021 WEST AMHERST STREET AMHERST, MA 01002	NONE	PUBLIC CHARITY	EDUCATIONAL	1,000
FRANKEL JEWISH ACADEMY 6600 WEST MAPLE WEST BLOOMFIELD, MI 48322	NONE	PUBLIC CHARITY	EDUCATIONAL	1,000,000
AFIKIM 1715 51ST STREET BROOKLYN, NY 11204	NONE	PUBLIC CHARITY	EDUCATIONALEDUCATIONAL	50,000
HATZALAH OF MICHIGAN PO BOX 760525 LATHRUP VILLAGE, MI 48076	NONE	PUBLIC CHARITY	EMERGENCY MEDICAL CARERELIGIOUS	108,000
Total . . . . ▶ **3a**				17,226,093

TY 2016 Accounting Fees Schedule

Name: THE SAMUEL AND JEAN FRANKEL JEWISH HERITAGE FOUNDATION

EIN: 30-0095016

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
	11,840	0		0

TY 2016 Investments Corporate Stock Schedule

Name: THE SAMUEL AND JEAN FRANKEL JEWISH HERITAGE FOUNDATION

EIN: 30-0095016

Name of Stock	End of Year Book Value	End of Year Fair Market Value
UBS SECURITIES - DE 11925	41,921,599	54,566,477
1ST MANHATTAN CO. #006600	8,045,769	12,615,545
UBS SECURITIES - DE 3760	57,448,040	64,330,654
AZIMUTH CAPITAL #35388	7,998,959	8,858,789
AZIMUTH CAPITAL #35415	4,192,667	4,195,823
1ST MANHATTAN CO. #009265	5,183,183	5,186,740

TY 2016 Investments - Other Schedule

Name: THE SAMUEL AND JEAN FRANKEL JEWISH HERITAGE FOUNDATION

EIN: 30-0095016

Category/ Item	Listed at Cost or FMV	Book Value	End of Year Fair Market Value
EQUITY INVESTMENTS	AT COST	53,175,373	84,580,730

TY 2016 Legal Fees Schedule

Name: THE SAMUEL AND JEAN FRANKEL
JEWISH HERITAGE FOUNDATION

EIN: 30-0095016

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
	14,597	0		0

TY 2016 Other Decreases Schedule

Name: THE SAMUEL AND JEAN FRANKEL JEWISH HERITAGE FOUNDATION

EIN: 30-0095016

Description	Amount
BOOK/TAX DIFFERENCE FROM PASSTHROUGH PARTNERSHIPS	176,042
NONDEDUCTIBLE EXPENSES FROM PASSTHROUGH PARTNERSHIPS	5

TY 2016 Other Expenses Schedule

Name: THE SAMUEL AND JEAN FRANKEL JEWISH HERITAGE FOUNDATION

EIN: 30-0095016

Other Expenses Schedule

Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
ANNUAL REPORT	20	0		0
INVESTMENT & ADVISORY FEES	665,359	665,359		0
OFFICE EXPENSE	108	0		0

TY 2016 Other Income Schedule

Name: THE SAMUEL AND JEAN FRANKEL JEWISH HERITAGE FOUNDATION

EIN: 30-0095016

Other Income Schedule

Description	Revenue And Expenses Per Books	Net Investment Income	Adjusted Net Income
ABRAMS CAPITAL PARTNERS II	-155,252	-155,252	-155,252
AMERICAN SECURITIES PTRS IV	-7,452	-7,452	-7,452
ASP IV ALTERNATIVE INVESTMENTS LP	134,664	134,664	134,664
CITIGROUP-GEM VIII	541,377	541,377	541,377
STYX INTERNATIONAL FUND	100,191	100,191	100,191
CERBERUS INTERNATIONAL LTD	927,343	927,343	927,343
ENTERPRISE PRODUCTS PARTNERS LP - ORDINARY GAIN	145,008	145,008	145,008
ENTERPRISE PRODUCTS PARTNERS LP	-6,003	-6,003	-6,003
BROAD PINE LIBERTY INVESTOR FUND LP	52,517	52,517	52,517
ABRAMS CAPITAL PARTNERS I	-156,099	-156,099	-156,099
OLD KINGS CAPITAL LP - K-1	-12,095	-12,095	-12,095
MILLENNIUM USA LP - K-1	232,069	232,069	232,069
V-3 REALTY PARTNERS	188,937	188,937	188,937

efile GRAPHIC print - DO NOT PROCESS	As Filed Data -	DLN: 93491313010637

TY 2016 Taxes Schedule

Name: THE SAMUEL AND JEAN FRANKEL JEWISH HERITAGE FOUNDATION

EIN: 30-0095016

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
FOREIGN TAX	5,534	5,534		0
FEDERAL EXCISE TAX	210,805	0		0

Schedule B
(Form 990, 990-EZ, or 990-PF)
Department of the Treasury
Internal Revenue Service

Schedule of Contributors

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

OMB No 1545-0047

2016

Name of the organization	**Employer identification number**
THE SAMUEL AND JEAN FRANKEL JEWISH HERITAGE FOUNDATION	30-0095016

Organization type (check one)

Filers of:	**Section:**
Form 990 or 990-EZ	☐ 501(c)( ) (enter number) organization
	☐ 4947(a)(1) nonexempt charitable trust **not** treated as a private foundation
	☐ 527 political organization
Form 990-PF	☑ 501(c)(3) exempt private foundation
	☐ 4947(a)(1) nonexempt charitable trust treated as a private foundation
	☐ 501(c)(3) taxable private foundation

Check if your organization is covered by the **General Rule** or a **Special Rule.**
Note. Only a section 501(c)(7), (8), or (10) organization can check boxes for both the General Rule and a Special Rule See instructions

General Rule

☑ For an organization filing Form 990, 990-EZ, or 990-PF that received, during the year, contributions totaling $5,000 or more (in money or other property) from any one contributor Complete Parts I and II See instructions for determining a contributor's total contributions

Special Rules

☐ For an organization described in section 501(c)(3) filing Form 990 or 990-EZ that met the 33 1/3% support test of the regulations under sections 509(a)(1) and 170(b)(1)(A)(vi), that checked Schedule A (Form 990 or 990-EZ), Part II, line 13, 16a, or 16b, and that received from any one contributor, during the year, total contributions of the greater of **(1)** $5,000 or **(2)** 2% of the amount on (i) Form 990, Part VIII, line 1h, or (ii) Form 990-EZ, line 1 Complete Parts I and II

☐ For an organization described in section 501(c)(7), (8), or (10) filing Form 990 or 990-EZ that received from any one contributor, during the year, total contributions of more than $1,000 *exclusively* for religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals Complete Parts I, II, and III

☐ For an organization described in section 501(c)(7), (8), or (10) filing Form 990 or 990-EZ that received from any one contributor, during the year, contributions *exclusively* for religious, charitable, etc , purposes, but no such contributions totaled more than $1,000 If this box is checked, enter here the total contributions that were received during the year for an *exclusively* religious, charitable, etc , purpose Do not complete any of the parts unless the **General Rule** applies to this organization because it received *nonexclusively* religious, charitable, etc , contributions totaling $5,000 or more during the year . . . . ▶ $ ____________

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

Name of organization	**Employer identification number**
THE SAMUEL AND JEAN FRANKEL JEWISH HERITAGE FOUNDATION	30-0095016

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

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
1	SAMUEL AND JEAN FRANKEL FOUNDATION 2301 W BIG BEAVER RD SUITE 900 TROY, MI48084	$ 10,000,000	Person ☑ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions)
2	SAMUEL AND JEAN FRANKEL FOUNDATION 2301 W BIG BEAVER RD SUITE 900 TROY, MI48084	$ 46,997,460	Person ☐ Payroll ☐ Noncash ☑ (Complete Part II for noncash contributions)
3	SAMUEL AND JEAN FRANKEL FOUNDATION 2301 W BIG BEAVER RD SUITE 900 TROY, MI48084	$ 137	Person ☑ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions)
4	SAMUEL AND JEAN FRANKEL FOUNDATION 2301 W BIG BEAVER RD SUITE 900 TROY, MI48084	$ 286,677	Person ☑ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions)
5	SAMUEL AND JEAN FRANKEL FOUNDATION 2301 W BIG BEAVER RD SUITE 900 TROY, MI48084	$ 5,362	Person ☑ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions)
6	SAMUEL AND JEAN FRANKEL FOUNDATION 2301 W BIG BEAVER RD SUITE 900 TROY, MI48084	$ 14,078,785	Person ☐ Payroll ☐ Noncash ☑ (Complete Part II for noncash contributions)

Name of organization	**Employer identification number**
THE SAMUEL AND JEAN FRANKEL JEWISH HERITAGE FOUNDATION	30-0095016

Part II **Noncash Property**

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

(a) No.from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
2	MARKETABLE SECURITIES	$ 46,997 460	2016-02-06

(a) No.from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
6	DONOR'S SHARE IN MILLENNIUM USA LP EIN# 13-3976200,	$ 14,078 785	2016-01-01

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

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

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

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

Name of organization	**Employer identification number**
THE SAMUEL AND JEAN FRANKEL JEWISH HERITAGE FOUNDATION	30-0095016

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

Use duplicate copies of Part III if additional space is needed

(a) No.from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held

(e) Transfer of gift

Transferee's name, address, and ZIP 4	Relationship of transferor to transferee

(a) No.from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held

(e) Transfer of gift

Transferee's name, address, and ZIP 4	Relationship of transferor to transferee

(a) No.from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held

(e) Transfer of gift

Transferee's name, address, and ZIP 4	Relationship of transferor to transferee

(a) No.from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held

(e) Transfer of gift

Transferee's name, address, and ZIP 4	Relationship of transferor to transferee