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 11-01-2016 , and ending 10-31-2017

Name of foundation
FRANKEL FAMILY FOUNDATION

A Employer identification number
36-7337220

Number and street (or P O box number if mail is not delivered to street address)
1700 W IRVING PARK ROAD NO 203

Room/suite

B Telephone number (see instructions)
(847) 494-7916

City or town, state or province, country, and ZIP or foreign postal code
CHICAGO, IL 60613

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)*▶$ 7,984,380

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)				
	2	Check ▶ ☑ if the foundation is **not** required to attach Sch B				
	3	Interest on savings and temporary cash investments	1,353	1,353		
	4	Dividends and interest from securities	158,043	158,043		
	5a	Gross rents				
	b	Net rental income or (loss)				
	6a	Net gain or (loss) from sale of assets not on line 10	435,509			
	b	Gross sales price for all assets on line 6a 3,264,498				
	7	Capital gain net income (from Part IV, line 2)		435,509		
	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)	17,476	17,476		
	12	**Total.** Add lines 1 through 11	612,381	612,381		
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)	611	0		611
	b	Accounting fees (attach schedule)	16,000	14,400		1,600
	c	Other professional fees (attach schedule)	147,706	77,103		70,603
	17	Interest				
	18	Taxes (attach schedule) (see instructions)	2,460	2,332		128
	19	Depreciation (attach schedule) and depletion				
	20	Occupancy				
	21	Travel, conferences, and meetings	10,280	0		10,280
	22	Printing and publications				
	23	Other expenses (attach schedule)	69,484	0		69,283
	24	**Total operating and administrative expenses.** Add lines 13 through 23	246,541	93,835		152,505
	25	Contributions, gifts, grants paid	1,044,000			1,044,000
	26	**Total expenses and disbursements.** Add lines 24 and 25	1,290,541	93,835		1,196,505
	27	Subtract line 26 from line 12				
	a	**Excess of revenue over expenses and disbursements**	-678,160			
	b	**Net investment income** (if negative, enter -0-)		518,546		
	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	27	29	29
2	Savings and temporary cash investments	309,447	397,189	397,189
3	Accounts receivable ▶			
	Less allowance for doubtful accounts ▶			
4	Pledges receivable ▶			
	Less allowance for doubtful accounts ▶			
5	Grants receivable			
6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)			
7	Other notes and loans receivable (attach 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)	420,629	472,967	472,764
b	Investments—corporate stock (attach schedule)	4,275,077	4,106,879	5,007,744
c	Investments—corporate bonds (attach schedule)	1,635,702	1,566,988	1,581,625
11	Investments—land, buildings, and equipment basis ▶			
	Less accumulated depreciation (attach schedule) ▶			
12	Investments—mortgage loans			
13	Investments—other (attach schedule)	1,088,040	506,510	521,467
14	Land, buildings, and equipment basis ▶			
	Less accumulated depreciation (attach schedule) ▶			
15	Other assets (describe ▶)	3,362	3,562	3,562
16	**Total assets** (to be completed by all filers—see the instructions Also, see page 1, item I)	7,732,284	7,054,124	7,984,380
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	7,732,284	7,054,124	
30	**Total net assets or fund balances** (see instructions)	7,732,284	7,054,124	
31	**Total liabilities and net assets/fund balances** (see instructions)	7,732,284	7,054,124	

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	7,732,284
2	Enter amount from Part I, line 27a	2	-678,160
3	Other increases not included in line 2 (itemize) ▶	3	0
4	Add lines 1, 2, and 3	4	7,054,124
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	7,054,124

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	435,509
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	1,130,902	8,752,483	0 129209
2014	1,144,664	9,362,287	0 122263
2013	699,082	9,579,542	0 072977
2012	606,519	10,212,747	0 059388
2011	732,285	8,093,687	0 090476

2	**Total** of line 1, column (d)	2	0 474313
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 094863
4	Enter the net value of noncharitable-use assets for 2016 from Part X, line 5	4	7,911,431
5	Multiply line 4 by line 3	5	750,502
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	5,185
7	Add lines 5 and 6	7	755,687
8	Enter qualifying distributions from Part XII, line 4	8	1,196,505

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	5,185
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	5,185
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	5,185
6	Credits/Payments				
a	2016 estimated tax payments and 2015 overpayment credited to 2016	6a	3,429		
b	Exempt foreign organizations—tax withheld at source	6b			
c	Tax paid with application for extension of time to file (Form 8868)	6c	5,500		
d	Backup withholding erroneously withheld	6d			
7	Total credits and payments Add lines 6a through 6d.			7	8,929
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	3,744
11	Enter the amount of line 10 to be **Credited to 2017 estimated tax** ▶ 3,744	**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		No
b	If "Yes," has it filed a tax return on **Form 990-T** for this year?	4b		
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? *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) ▶IL			
b	If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? *If "No," attach explanation*	8b	Yes	
9	Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 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)

		Line	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		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 ▶FRANKELFAMILYFOUNDATION ORG

14 The books are in care of ▶PETER FRANKEL Telephone no ▶(773) 360-5412

Located at ▶1700 W IRVING PARK RD SUITE 203 CHICAGO IL ZIP+4 ▶60613

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

		Line	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.		Line	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
BERNARD FRANKEL 1700 W IRVING PARK ROAD SUITE 203 CHICAGO, IL 60613	TREASURER/DIRECTOR 1 00	0	0	0
MIRIAM FRANKEL 1700 W IRVING PARK ROAD SUITE 203 CHICAGO, IL 60613	VICE PRES/SECRETARY/DIRECT 1 00	0	0	0
PETER FRANKEL 1700 W IRVING PARK ROAD SUITE 203 CHICAGO, IL 60613	PRESIDENT/DIRECTOR 5 00	0	0	0
MATTHEW FRANKEL 1700 W IRVING PARK ROAD SUITE 203 CHICAGO, IL 60613	DIRECTOR 1 00	0	0	0

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

(a) Name and address of each employee paid more than $50,000	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
RMB CAPITAL MANAGEMENT LLC 115 S LASALLE ST 34TH FLOOR CHICAGO, IL 60603	INVESTMENT ADVISOR	77,104
STRATEGIC PHILANTHROPY LTD 1700 W IRVING PARK ROAD SUITE 203 CHICAGO, IL 60613	CONSULTING	70,603
LEGACY COMMUNICATIONS FILMS 860 PLEASANT AVE HIGHLAND PARK, IL 60035	FILM	65,482
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	7,610,123
b	Average of monthly cash balances.			1b	421,787
c	Fair market value of all other assets (see instructions).			1c	0
d	**Total** (add lines 1a, b, and c).			1d	8,031,910
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	8,031,910
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions).			4	120,479
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3 Enter here and on Part V, line 4			5	7,911,431
6	**Minimum investment return.** Enter 5% of line 5.			6	395,572

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	395,572
2a	Tax on investment income for 2016 from Part VI, line 5.	2a	5,185		
b	Income tax for 2016 (This does not include the tax from Part VI).	2b			
c	Add lines 2a and 2b.			2c	5,185
3	Distributable amount before adjustments Subtract line 2c from line 1.			3	390,387
4	Recoveries of amounts treated as qualifying distributions.			4	0
5	Add lines 3 and 4.			5	390,387
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	390,387

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	1,196,505
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	1,196,505
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	5,185
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4.	6	1,191,320

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					390,387
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.	732,548				
b From 2012.	606,519				
c From 2013.	229,184				
d From 2014.	683,650				
e From 2015.	697,174				
f **Total** of lines 3a through e.		2,949,075			
4 Qualifying distributions for 2016 from Part XII, line 4 ▶ $ 1,196,505					
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.					390,387
e Remaining amount distributed out of corpus		806,118			
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		3,755,193			
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) . . .		732,548			
9 **Excess distributions carryover to 2017.** Subtract lines 7 and 8 from line 6a		3,022,645			
10 Analysis of line 9					
a Excess from 2012. . . .	606,519				
b Excess from 2013. . . .	229,184				
c Excess from 2014. . . .	683,650				
d Excess from 2015. . . .	697,174				
e Excess from 2016. . . .	806,118				

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			
	(a) 2016	**(b)** 2015	**(c)** 2014	**(d)** 2013	**(e) Total**
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))

See Additional Data Table

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

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

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

a The name, address, and telephone number or 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**				1,044,000
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 (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 (See instructions)
1 Program service revenue					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments. . . .					
3 Interest on savings and temporary cash investments			14	1,353	
4 Dividends and interest from securities. . . .			14	158,043	
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	17,476	
8 Gain or (loss) from sales of assets other than inventory			18	435,509	
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		612,381	0

13 Total. Add line 12, columns (b), (d), and (e). **13** 612,381

(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

******	2018-05-22	******	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
JAMES HAMILTON				P01065919
Firm's name ▶ WEISS & COMPANY LLP				Firm's EIN ▶36-2663249
Firm's address ▶ 2700 PATRIOT BOULEVARD-SUITE 400 GLENVIEW, IL 60026				Phone no (847) 441-8800

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)
RMB 649-459810 - DETAILS UPON REQUEST			
RMB 649-459810 - DETAILS UPON REQUEST			
RMB 649-459879 - DETAILS UPON REQUEST			
RMB 649-459879 - DETAILS UPON REQUEST			
RMB 649-459984 - DETAILS UPON REQUEST			
RMB 649-460010 - DETAILS UPON REQUEST			
RMB 656-179390 - DETAILS UPON REQUEST			
RMB 656-179390 - DETAILS UPON REQUEST			
RMB 676-065642 - DETAILS UPON REQUEST			
RMB 649-459984 - DETAILS UPON REQUEST			

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)
32,377		34,952	-2,575
313,361		240,571	72,790
170,562		180,717	-10,155
831,267		556,178	275,089
123,828		118,444	5,384
360,120		359,318	802
37,154		34,831	2,323
78,796		96,816	-18,020
191,322		125,790	65,532
122,410		119,902	2,508

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	
			-2,575
			72,790
			-10,155
			275,089
			5,384
			802
			2,323
			-18,020
			65,532
			2,508

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)
RMB 676-065642 - DETAILS UPON REQUEST			
1837 PARTNERS LTD	P		2017-09-29
1837 PARTNERS LTD	P		2017-10-19
CLASS ACTION			2017-07-10
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)
532,908		461,470	71,438
449,330		477,694	-28,364
20,981		22,306	-1,325
10			10
72			72

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	
			71,438
			-28,364
			-1,325
			10
			72

Form 990PF Part XV Line 1a - List any managers of the foundation who have contributed more than 2% of the total contributions received by the foundation before the close of any tax year (but only if they have contributed more than $5,000).

BERNARD FRANKEL
PETER FRANKEL
MATTHEW FRANKEL

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*				
ALLIANCE FOR MIDDLE EAST PEACE 3534 N LAKESHORE DRIVE APT 7C CHICAGO, IL 60657	N/A	501 (C) (3)	UNRESTRICTED	22,500
AMERICAN FRIENDS OF THE BAMBI HOMES COLOMBIA PO BOX 231542 NEW YORK, NY 10023	N/A	501 (C) (3)	UNRESTRICTED	3,000
ANTI-DEFAMATION LEAGUE 605 THIRD AVE NEW YORK, NY 10158	N/A	501 (C) (3)	RESTRICTED	5,000
ART WORKS PROJECT 625 N KINGSBURY CHICAGO, IL 60654	N/A	501 (C) (3)	UNRESTRICTED	5,000
ART WORKS PROJECT 625 N KINGSBURY CHICAGO, IL 60654	N/A	501 (C) (3)	UNRESTRICTED	5,000
Total . . . . ▶ **3a**				1,044,000

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*				
BIG BROTHERS BIG SISTERS OF YAVAPAI COUNTY 3208 LAKESIDE VILLAGE DR PRESCOTT, AZ 86301	N/A	501 (C) (3)	UNRESTRICTED	5,000
BOOKS AND BREAKFAST 419 GREENWOOD ST EVANSTON, IL 60201	N/A	501 (C) (3)	RESTRICTED	10,000
BOOKS AND BREAKFAST 419 GREENWOOD ST EVANSTON, IL 60201	N/A	501 (C) (3)	RESTRICTED	10,000
BULLETIN OF THE ATOMIC SCIENTISTS PO BOX 422 HOPEDALE, IL 61747	N/A	501 (C) (3)	UNRESTRICTED	5,000
CAMP ECHO - MCGAW YMCA 1000 GROVE ST EVANSTON, IL 60201	N/A	501 (C) (3)	UNRESTRICTED	5,000
Total . . . . ▶ **3a**				1,044,000

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*				
CAMP ECHO - MCGAW YMCA 1000 GROVE ST EVANSTON, IL 60201	N/A	501 (C) (3)	RESTRICTED	20,000
CENTER FOR BIOLOGICAL DIVERSITY PO BOX 710 TUCSON, AZ 85702	N/A	501 (C) (3)	RESTRICTED	100,000
CENTER FOR BIOLOGICAL DIVERSITY PO BOX 710 TUCSON, AZ 85702	N/A	501 (C) (3)	UNRESTRICTED	20,000
CHENLONIAN RESEARCH FOUNDATION 168 GOODRICH STREET LUNENBURG, MA 01462	N/A	501 (C) (3)	UNRESTRICTED	5,000
CHICAGO COUNCIL ON GLOBAL AFFAIRS 180 N STETSON AVE SUITE 1400 CHICAGO, IL 60601	N/A	501 (C) (3)	$10,000 RESTRICTED / $5,000 UNRESTRICTED	15,000
Total . . . . ▶ 3a				1,044,000

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*				
CHICAGO SHAKESPEARE THEATER 800 E GRAND AVENUE CHICAGO, IL 60611	N/A	501 (C) (3)	UNRESTRICTED	5,000
CREATE 132 EAST BROADWAY SUITE 416 EUGENE, OR 97401	N/A	501 (C) (3)	UNRESTRICTED	5,000
CREIGHTON SCHOOL OF NURSING 2500 CALIFORNIA PLACE OMAHA, NE 68178	N/A	501 (C) (3)	UNRESTRICTED	4,000
CURE VIOLENCE HARKER HALL 1305 WEST GREEN STREET URBANA, IL 61801	N/A	501 (C) (3)	RESTRICTED	5,000
CURE VIOLENCE CHICAGO HARKER HALL 1305 WEST GREEN STREET URBANA, IL 61801	N/A	501 (C) (3)	RESTRICTED	2,500
Total . . . 3a ▶				1,044,000

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*				
EARTHJUSTICE 50 CALIFORNIA ST SUITE 500 SAN FRANCISCO, CA 94111	N/A	501 (C) (3)	UNRESTRICTED	5,000
EVANSTON ERIE HEALTH CENTER 1701 WEST SUPERIOR STREET 3RD FLOOR CHICAGO, IL 60622	N/A	501 (C) (3)	UNRESTRICTED	15,000
EVANSTON ERIE HEALTH CENTER 1701 WEST SUPERIOR STREET 3RD FLOOR CHICAGO, IL 60622	N/A	501 (C) (3)	UNRESTRICTED	10,000
EVANSTON SCHOLARS 1234 SHERMAN AVENUE SUITE 214 EVANSTON, IL 60202	N/A	501 (C) (3)	UNRESTRICTED	10,000
EVANSTON SCHOLARS 1234 SHERMAN AVENUE SUITE 214 EVANSTON, IL 60202	N/A	501 (C) (3)	UNRESTRICTED	2,500
Total . . . . ▶ 3a				1,044,000

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*				
EVANSTON SCHOLARS 1234 SHERMAN AVENUE SUITE 214 EVANSTON, IL 60202	N/A	501 (C) (3)	UNRESTRICTED	10,000
GLOBAL HEALTH COMMITTEE WARREN ALPERT BUILDING 200 LONGWOOD AVENUE ROOM 252 BOSTON, MA 02115	N/A	501 (C) (3)	UNRESTRICTED	5,000
GOLDIN INSTITUTE 1235 A N CLYBOURN AVE SUITE 327 CHICAGO, IL 60610	N/A	501 (C) (3)	UNRESTRICTED	5,000
GRACIA INC 1341 W FULLERTON STE 203 CHICAGO, IL 60614	N/A	501 (C) (3)	RESTRICTED	2,500
HAND IN HAND PO BOX 80102 PORTLAND, OR 97280	N/A	501 (C) (3)	RESTRICTED	60,000
Total . . . . ▶ **3a**				1,044,000

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*				
HANDS OF PEACE 1000 ELM ST GLENVIEW, IL 60025	N/A	501 (C) (3)	UNRESTRICTED	5,000
HANDS OF PEACE 1000 ELM ST GLENVIEW, IL 60025	N/A	501 (C) (3)	UNRESTRICTED	5,000
HEALTH BUILDERS INTERNATIONAL 1562 FIRST AVE 205-7351 NEW YORK, NY 10028	N/A	501 (C) (3)	UNRESTRICTED	5,000
HERITAGE PARK ZOO 1403 HERITAGE PARK ROAD PRESCOTT, AZ 86301	N/A	501 (C) (3)	$5,000 RESTRICTED / $20,000 UNRESTRICTED	25,000
HESHIMA KENYA 1111 NORTH WELLS STREET SUITE 306 CHICAGO, IL 60610	N/A	501 (C) (3)	UNRESTRICTED	5,000
Total . . . . ▶ **3a**				1,044,000

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*				
HIAS 333 SEVENTH AVENUE 16TH FLOOR NEW YORK, NY 10001	N/A	501 (C) (3)	UNRESTRICTED	5,000
HUMAN RIGHTS WATCH 350 FIFTH AVENUE 34TH FLOOR NEW YORK, NY 10118	N/A	501 (C) (3)	RESTRICTED	15,000
HYDE SCHOOL 616 HIGH STREET BATH, ME 04530	N/A	501 (C) (3)	RESTRICTED	10,000
INTERNATIONAL DOCUMENTARY ASSOCIATION 3470 WILSHIRE BLVD SUITE 980 LOS ANGELES, CA 90010	N/A	501 (C) (3)	RESTRICTED	3,000
INTERNATIONAL EDUCATION FUNDERS GROUP 740 FRONT STREET SUITE 380 ATTN INTERNATIONAL EDUCATION FUNDERS GRO SANTA CRUZ, CA 95060	N/A	501 (C) (3)	UNRESTRICTED	1,000
Total . . . . ▶ **3a**				1,044,000

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*				
J STREET EDUCATION FUND 1828 L ST NW SUITE 240 WASHINGTON, DC 20036	N/A	501 (C) (3)	UNRESTRICTED	15,000
JEWISH COMMUNITY FUND PRESCOTT PO BOX 2684 PRESCOTT, AZ 86302	N/A	501 (C) (3)	UNRESTRICTED	10,000
JEWISH RECONSTRUCTIONIST CONGREGATION 303 DODGE AVENUE EVANSTON, IL 60202	N/A	501 (C) (3)	UNRESTRICTED	10,000
JEWISH RECONSTRUCTIONIST CONGREGATION EVANSTON 303 DODGE AVENUE EVANSTON, IL 60202	N/A	501 (C) (3)	UNRESTRICTED	10,000
JEWISH RECONSTRUCTIONIST CONGREGATION OF EVANSTON 303 DODGE AVENUE EVANSTON, IL 60202	N/A	501 (C) (3)	UNRESTRICTED	10,000
Total . . . . ▶ **3a**				1,044,000

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*				
JOFFREY BALLET 10 E RANDOLPH STREET CHICAGO, IL 60601	N/A	501 (C) (3)	UNRESTRICTED	2,000
MOTHER JONES 222 SUTTER STREET SUITE 600 SAN FRANCISCO, CA 94108	N/A	501 (C) (3)	UNRESTRICTED	1,000
MUSICAL OFFERING 743 CUSTER AVENUE EVANSTON, IL 60202	N/A	501 (C) (3)	UNRESTRICTED	2,000
NATIONAL IMMIGRANT JUSTICE CENTER 208 S LASALLE ST SUITE 1300 CHICAGO, IL 60604	N/A	501 (C) (3)	RESTRICTED	25,000
NEW ISRAEL FUND 2100 M ST NW SUITE 619 WASHINGTON, DC 20037	N/A	501 (C) (3)	UNRESTRICTED	15,000
Total . . . . ▶ **3a**				1,044,000

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*				
OUR CHILDREN'S TRUST PO BOX 5181 EUGENE, OR 97405	N/A	501 (C) (3)	UNRESTRICTED	50,000
PLANNED PARENTHOOD OF ARIZONA 4751 N 15TH STREET PHOENIX, AZ 85014	N/A	501 (C) (3)	UNRESTRICTED	3,000
RANDOM ACTS A DIVISION OF THE ART DEPARTMENT INC PMB 110 3140 W RILGHMAN STREET ALLENTOWN, PA 18104	N/A	501 (C) (3)	RESTRICTED	5,000
ROBERT CROWN CENTER PO BOX 8064 EVANSTON, IL 60204	N/A	501 (C) (3)	RESTRICTED	20,000
PEF - ISRAEL EDOWMENT FUNDS INC 630 THIRD AVENUE NEW YORK, NY 10017	N/A	501 (C) (3)	RESTRICTED	30,000
Total . . . . ▶ **3a**				1,044,000

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*				
SOUTHERN POVERTY LAW CENTER 400 WASHINGTON AVE MONTGOMERY, AL 36104	N/A	501 (C) (3)	UNRESTRICTED	25,000
SOUTHERN POVERTY LAW CENTER 400 WASHINGTON AVE MONTGOMERY, AL 36104	N/A	501 (C) (3)	UNRESTRICTED	5,000
STANDEARTH 1 HAIGHT STREET SAN FRANCISCO, CA 94102	N/A	501 (C) (3)	UNRESTRICTED	50,000
TEAM GIRLS PLAY SPORTS 3636 HILLSIDE PLACE EVANSTON, IL 60201	N/A	501 (C) (3)	UNRESTRICTED	3,000
TEAM GIRLS PLAY SPORTS 3636 HILLSIDE PLACE EVANSTON, IL 60201	N/A	501 (C) (3)	UNRESTRICTED	5,000
Total . . . . ▶ 3a				1,044,000

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*				
THE ABRAHAM FUND INITIATIVES 162 WEST 56TH STREET SUITE 501 NEW YORK, NY 10019	N/A	501 (C) (3)	RESTRICTED	15,000
TURTLE CONSERVANCY 49 BLEECKER ST SUITE 601 NEW YORK, NY 10012	N/A	501 (C) (3)	UNRESTRICTED	5,000
TURTLE SURVIVAL ALLIANCE 1989 COLONIAL PARKWAY FORT WORTH, TX 76110	N/A	501 (C) (3)	UNRESTRICTED	5,000
UNION OF CONCERNED SCIENTISTS TWO BRATTLE SQUARE CAMBRIGE, MA 02138	N/A	501 (C) (3)	RESTRICTED	100,000
UNION OF CONCERNED SCIENTISTS TWO BRATTLE SQUARE CAMBRIGE, MA 02138	N/A	501 (C) (3)	UNRESTRICTED	10,000
Total . . . . ▶ **3a**				1,044,000

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*				
UNIVERSITY OF MAINE BUCHANAN ALUMNI HOUSE TWO ALUMNI PLACE ORONO, ME 04469	N/A	501 (C) (3)	RESTRICTED	5,000
UNIVERSITY OF THE PEOPLE 225 S LAKE AVE SUITE 300 PASADENA, CA 91101	N/A	501 (C) (3)	RESTRICTED	25,000
USA FOR UNHCR 1775 K STREET NW SUITE 580 WASHINGTON, DC 20006	N/A	501 (C) (3)	RESTRICTED	5,000
VILLAGE HEALTH WORKS 45 W 36TH STREET 8TH FLOOR NEW YORK, NY 10018	N/A	501 (C) (3)	UNRESTRICTED	2,000
VILLAGE HEALTH WORKS 45 W 36TH STREET 8TH FLOOR NEW YORK, NY 10018	N/A	501 (C) (3)	UNRESTRICTED	5,000
Total . . . . ▶ 3a				1,044,000

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*				
YOUTH OPPORTUNITY UNITED 1027 SHERMAN EVANSTON, IL 60202	N/A	501 (C) (3)	RESTRICTED	50,000
YOUTH OPPORTUNITY UNITED 1027 SHERMAN EVANSTON, IL 60202	N/A	501 (C) (3)	RESTRICTED	60,000
Total . . . . ▶ **3a**				1,044,000

TY 2016 Accounting Fees Schedule

Name: FRANKEL FAMILY FOUNDATION

EIN: 36-7337220

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
ACCOUNTING FEES	16,000	14,400		1,600

TY 2016 Distribution from Corpus Election

Name: FRANKEL FAMILY FOUNDATION

EIN: 36-7337220

Election: THE FRANKEL FAMILY FOUNDATION HEREBY ELECTS TO TREAT AS A CURRENT DISTRIBUTION OUT OF CORPUS AMOUNTS DISTRIBUTED IN PRIOR YEARS WHICH WERE TREATED AS DISTRIBUTIONS OUT OF CORPUS BUT WERE NOT AVAILED OF FOR ANY OTHER PURPOSE PURSUANT TO REGULATION SECTION 53-4942(A)-3(C)(2)(IV) AND TO DESIGNATE QUALIFYING DISTRIBUTIONS FOR 2013 AS BEING MADE OUT OF CORPUS PURSUANT TO REG. SEC. 53-4942(A)-3(D)(2).

TY 2016 Investments Corporate Bonds Schedule

Name: FRANKEL FAMILY FOUNDATION

EIN: 36-7337220

Name of Bond	End of Year Book Value	End of Year Fair Market Value
RMB 649-460010	1,566,988	1,581,625

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TY 2016 Investments Corporate Stock Schedule

Name: FRANKEL FAMILY FOUNDATION

EIN: 36-7337220

Name of Stock	End of Year Book Value	End of Year Fair Market Value
RMB 649-459810	716,500	1,014,910
RMB 649-459879	1,238,346	1,598,047
RMB 649-459984	1,207,885	1,235,218
RMB 676-065642	532,699	591,517
RMB 656-179390	411,449	568,052

TY 2016 Investments Government Obligations Schedule

Name:	FRANKEL FAMILY FOUNDATION
EIN:	36-7337220
US Government Securities - End of Year Book Value:	472,967
US Government Securities - End of Year Fair Market Value:	472,764
State & Local Government Securities - End of Year Book Value:	0
State & Local Government Securities - End of Year Fair Market Value:	0

TY 2016 Investments - Other Schedule

Name: FRANKEL FAMILY FOUNDATION

EIN: 36-7337220

Category/ Item	Listed at Cost or FMV	Book Value	End of Year Fair Market Value
RMB 649-462080	AT COST	0	0
RMB 649-462152	AT COST	506,510	521,467

TY 2016 Legal Fees Schedule

Name: FRANKEL FAMILY FOUNDATION

EIN: 36-7337220

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
LEGAL FEES	611	0		611

TY 2016 Other Assets Schedule

Name: FRANKEL FAMILY FOUNDATION

EIN: 36-7337220

Other Assets Schedule

Description	Beginning of Year - Book Value	End of Year - Book Value	End of Year - Fair Market Value
DIVIDEND & INTEREST RECEIVABLE	3,362	3,562	3,562

TY 2016 Other Expenses Schedule

Name: FRANKEL FAMILY FOUNDATION

EIN: 36-7337220

Other Expenses Schedule

Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
BANK CHARGES	138	0		137
FILM EXPENSES	68,607	0		68,607
PENALTIES	200	0		0
WEBSITE COSTS	539	0		539

TY 2016 Other Income Schedule

Name: FRANKEL FAMILY FOUNDATION

EIN: 36-7337220

Other Income Schedule

Description	Revenue And Expenses Per Books	Net Investment Income	Adjusted Net Income
TWIN LAKE TOTAL RETURN PARTNERS LP	18,470	18,470	18,470
RMB 676065642 - CURRENCY LOSS	-994	-994	-994

TY 2016 Other Professional Fees Schedule

Name: FRANKEL FAMILY FOUNDATION

EIN: 36-7337220

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
CONSULTING FEES	70,603	0		70,603
RMB CAPITAL MANAGEMENT - INVESTMENT ADVISORY FEES	77,103	77,103		0

TY 2016 Taxes Schedule

Name: FRANKEL FAMILY FOUNDATION

EIN: 36-7337220

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
IL CHARITY BUREAU FUND	115	0		115
FOREIGN TAX	2,332	2,332		0
FRANCHISE TAX	13	0		13