

Exempt Organization Business Income Tax Return (and proxy tax under section 6033(e))

2018

For calendar year 2018 or other tax year beginning and ending

Go to www irs gov/Form990T for instructions and the latest information.

Do not enter SSN numbers on this form as it may be made public if your organization is a 501(c)(3)

Open to Public Inspection for 501(c)(3) Organizations Only

Department of the Treasury Internal Revenue Service

A Check box if address changed

Name of organization ( Check box if name changed and see instructions.)

THE SIDNEY E. FRANK FOUNDATION

D Employer identification number (Employees' trust, see instructions)

20-6383779

B Exempt under section 501(c)(3) 408(e) 408A 529(a)

Print or Type

PKF O'CONNOR DAVIES, LLP

Number, street, and room or suite no. If a P.O. box, see instructions.

665 FIFTH AVENUE

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

NEW YORK, NY 10022

E Unrelated business activity code (See instructions)

525990

C Book value of all assets at end of year 286,050,937.

F Group exemption number (See instructions.)

G Check organization type 501(c) corporation 501(c) trust 401(a) trust Other trust

H Enter the number of the organization's unrelated trades or businesses. 1 Describe the only (or first) unrelated trade or business here SEE STATEMENT 17

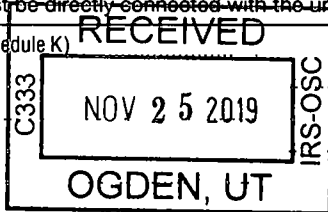
I During the tax year, was the corporation a subsidiary in an affiliated group or a parent-subsidiary controlled group? Yes No

J The books are in care of PKF O'CONNOR DAVIES, LLP Telephone number 212 286-2600

Table with 4 columns: Description, (A) Income, (B) Expenses, (C) Net. Rows include Gross receipts or sales, Less returns and allowances, Cost of goods sold, Gross profit, Capital gain net income, Net gain (loss), Capital loss deduction for trusts, Income (loss) from a partnership or an S corporation, Rent income, Unrelated debt-financed income, Interest, annuities, royalties, and rents from a controlled organization, Investment income of a section 501(c)(7), (9), or (17) organization, Exploited exempt activity income, Advertising income, Other income, Total.

Part II Deductions Not Taken Elsewhere (See instructions for limitations on deductions) (Except for contributions, deductions must be directly connected with the unrelated business income)

Table with 4 columns: Description, (A) Income, (B) Expenses, (C) Net. Rows include Compensation of officers, directors, and trustees, Salaries and wages, Repairs and maintenance, Bad debts, Interest (attach schedule), Taxes and licenses, Charitable contributions, Depreciation, Less depreciation claimed on Schedule A and elsewhere on return, Depletion, Contributions to deferred compensation plans, Employee benefit programs, Excess exempt expenses, Excess readership costs, Other deductions, Total deductions, Unrelated business taxable income before net operating loss deduction, Deduction for net operating loss arising in tax years beginning on or after January 1, 2018, Unrelated business taxable income.



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THE SIDNEY E. FRANK FOUNDATION  
C/O PKF O'CONNOR DAVIES, LLP

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**Part III Total Unrelated Business Taxable Income**

33	Total of unrelated business taxable income computed from all unrelated trades or businesses (see instructions)	33	-23,184.
34	Amounts paid for disallowed fringes	34	
35	Deduction for net operating loss arising in tax years beginning before January 1, 2018 (see instructions) <b>STMT 24</b>	35	0.
36	Total of unrelated business taxable income before specific deduction. Subtract line 35 from the sum of lines 33 and 34	36	-23,184.
37	Specific deduction (Generally \$1,000, but see line 37 instructions for exceptions)	37	1,000.
38	<b>Unrelated business taxable income.</b> Subtract line 37 from line 36. If line 37 is greater than line 36, enter the smaller of zero or line 36	38	-23,184.

**Part IV Tax Computation**

39	<b>Organizations Taxable as Corporations</b> Multiply line 38 by 21% (0.21)	39	
40	<b>Trusts Taxable at Trust Rates.</b> See instructions for tax computation. Income tax on the amount on line 38 from: <input checked="" type="checkbox"/> Tax rate schedule or <input type="checkbox"/> Schedule D (Form 1041)	40	0.
41	<b>Proxy tax</b> See instructions	41	
42	Alternative minimum tax (trusts only)	42	
43	<b>Tax on Noncompliant Facility Income</b> See instructions	43	
44	<b>Total.</b> Add lines 41, 42, and 43 to line 39 or 40, whichever applies	44	0.

**Part V Tax and Payments**

45a	Foreign tax credit (corporations attach Form 1118; trusts attach Form 1116)	45a	
b	Other credits (see instructions)	45b	
c	General business credit. Attach Form 3800	45c	
d	Credit for prior year minimum tax (attach Form 8801 or 8827)	45d	
e	<b>Total credits.</b> Add lines 45a through 45d	45e	
46	Subtract line 45e from line 44	46	0.
47	Other taxes. Check if from: <input type="checkbox"/> Form 4255 <input type="checkbox"/> Form 8611 <input type="checkbox"/> Form 8697 <input type="checkbox"/> Form 8866 <input type="checkbox"/> Other (attach schedule)	47	
48	<b>Total tax.</b> Add lines 46 and 47 (see instructions)	48	0.
49	2018 net 965 tax liability paid from Form 965-A or Form 965-B, Part II, column (k), line 2	49	0.
50a	Payments: A 2017 overpayment credited to 2018	50a	200,000.
b	2018 estimated tax payments	50b	
c	Tax deposited with Form 8868	50c	
d	Foreign organizations: Tax paid or withheld at source (see instructions)	50d	
e	Backup withholding (see instructions)	50e	
f	Credit for small employer health insurance premiums (attach Form 8941)	50f	
g	Other credits, adjustments, and payments: <input type="checkbox"/> Form 2439 <input type="checkbox"/> Form 4136 <input type="checkbox"/> Other _____ Total	50g	
51	<b>Total payments.</b> Add lines 50a through 50g	51	200,000.
52	Estimated tax penalty (see instructions). Check if Form 2220 is attached <input type="checkbox"/>	52	
53	<b>Tax due.</b> If line 51 is less than the total of lines 48, 49, and 52, enter amount owed	53	
54	<b>Overpayment.</b> If line 51 is larger than the total of lines 48, 49, and 52, enter amount overpaid	54	200,000.
55	Enter the amount of line 54 you want: <b>Credited to 2019 estimated tax</b> 200,000.   <b>Refunded</b>	55	0.

**Part VI Statements Regarding Certain Activities and Other Information** (see instructions)

56	At any time during the 2018 calendar year, did the organization have an interest in or a signature or other authority over a financial account (bank, securities, or other) in a foreign country? If "Yes," the organization may have to file FinCEN Form 114, Report of Foreign Bank and Financial Accounts. If "Yes," enter the name of the foreign country here	Yes	No
57	During the tax year, did the organization receive a distribution from, or was it the grantor of, or transferor to, a foreign trust? If "Yes," see instructions for other forms the organization may have to file.		X
58	Enter the amount of tax-exempt interest received or accrued during the tax year \$		

Sign Here

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

Signature of officer: *[Signature]* Date: 1/10/18/19 Title: TRUSTEE

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

**Paid Preparer Use Only**

Print/Type preparer's name: THOMAS F. BLANEY, CPA, CFE  
Preparer's signature: *[Signature]* Date: 1/10/18/19  
Check  if self-employed PTIN: P00234022  
Firm's name: PKF O'CONNOR DAVIES, LLP Firm's EIN: 27-1728945  
Firm's address: 665 FIFTH AVENUE, NEW YORK, NY 10022 Phone no.: 212-286-2600

823711 01-09-19

Form 990-T (2018)

**Schedule A - Cost of Goods Sold.** Enter method of inventory valuation **N/A**

1	Inventory at beginning of year	1		6	Inventory at end of year	6	
2	Purchases	2		7	Cost of goods sold. Subtract line 6 from line 5. Enter here and in Part I, line 2	7	
3	Cost of labor	3		8	Do the rules of section 263A (with respect to property produced or acquired for resale) apply to the organization?	Yes	No
4a	Additional section 263A costs (attach schedule)	4a					
4b	Other costs (attach schedule)	4b					
5	Total. Add lines 1 through 4b	5					

**Schedule C - Rent Income (From Real Property and Personal Property Leased With Real Property)**  
(see instructions)

1. Description of property

(1)  
(2)  
(3)  
(4)

2. Rent received or accrued		3(a) Deductions directly connected with the income in columns 2(a) and 2(b) (attach schedule)
(a) From personal property (if the percentage of rent for personal property is more than 10% but not more than 50%)	(b) From real and personal property (if the percentage of rent for personal property exceeds 50% or if the rent is based on profit or income)	
(1)		
(2)		
(3)		
(4)		
Total	0.	Total 0.

(c) Total income. Add totals of columns 2(a) and 2(b). Enter here and on page 1, Part I, line 6, column (A) **0.**

(b) Total deductions. Enter here and on page 1, Part I, line 6, column (B) **0.**

**Schedule E - Unrelated Debt-Financed Income** (see instructions)

1. Description of debt-financed property	2. Gross income from or allocable to debt-financed property	3 Deductions directly connected with or allocable to debt-financed property		
		(a) Straight line depreciation (attach schedule)	(b) Other deductions (attach schedule)	
(1)				
(2)				
(3)				
(4)				
4. Amount of average acquisition debt on or allocable to debt-financed property (attach schedule)	5. Average adjusted basis of or allocable to debt-financed property (attach schedule)	6. Column 4 divided by column 5	7. Gross income reportable (column 2 x column 6)	8. Allocable deductions (column 8 x total of columns 3(a) and 3(b))
(1)		%		
(2)		%		
(3)		%		
(4)		%		
Totals			Enter here and on page 1, Part I, line 7, column (A) <b>0.</b>	Enter here and on page 1, Part I, line 7, column (B) <b>0.</b>
Total dividends-received deductions included in column 8			<b>0.</b>	<b>0.</b>

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**Schedule F - Interest, Annuities, Royalties, and Rents From Controlled Organizations** (see instructions)

1. Name of controlled organization	2. Employer identification number	Exempt Controlled Organizations			
		3. Net unrelated income (loss) (see instructions)	4. Total of specified payments made	5. Part of column 4 that is included in the controlling organization's gross income	6. Deductions directly connected with income in column 5
(1)					
(2)					
(3)					
(4)					

**Nonexempt Controlled Organizations**

7. Taxable income	8. Net unrelated income (loss) (see instructions)	9. Total of specified payments made	10. Part of column 9 that is included in the controlling organization's gross income	11. Deductions directly connected with income in column 10
(1)				
(2)				
(3)				
(4)				

Add columns 5 and 10  
Enter here and on page 1, Part I, line 8, column (A)

Add columns 6 and 11  
Enter here and on page 1, Part I, line 8, column (B)

Totals

0. 0.

**Schedule G - Investment Income of a Section 501(c)(7), (9), or (17) Organization**

(see instructions)

1. Description of income	2. Amount of income	3. Deductions directly connected (attach schedule)	4. Set-asides (attach schedule)	5. Total deductions and set-asides (col 3 plus col 4)
(1)				
(2)				
(3)				
(4)				

Enter here and on page 1, Part I, line 9, column (A)

Enter here and on page 1, Part I, line 9, column (B)

Totals

0. 0.

**Schedule I - Exploited Exempt Activity Income, Other Than Advertising Income**

(see instructions)

1. Description of exploited activity	2. Gross unrelated business income from trade or business	3. Expenses directly connected with production of unrelated business income	4. Net income (loss) from unrelated trade or business (column 2 minus column 3) If a gain, compute cols 5 through 7	5. Gross income from activity that is not unrelated business income	6. Expenses attributable to column 5	7. Excess exempt expenses (column 6 minus column 5, but not more than column 4)
(1)						
(2)						
(3)						
(4)						

Enter here and on page 1, Part I, line 10, col (A)

Enter here and on page 1, Part I, line 10, col (B)

Enter here and on page 1, Part II, line 26

Totals

0. 0. 0.

**Schedule J - Advertising Income** (see instructions)

**Part I Income From Periodicals Reported on a Consolidated Basis**

1. Name of periodical	2. Gross advertising income	3. Direct advertising costs	4. Advertising gain or (loss) (col 2 minus col 3) If a gain, compute cols 5 through 7	5. Circulation income	6. Readership costs	7. Excess readership costs (column 6 minus column 5, but not more than column 4)
(1)						
(2)						
(3)						
(4)						

Totals (carry to Part II, line (5))

0. 0. 0.

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**Part II** Income From Periodicals Reported on a Separate Basis (For each periodical listed in Part II, fill in columns 2 through 7 on a line-by-line basis.)

1. Name of periodical	2. Gross advertising income	3. Direct advertising costs	4. Advertising gain or (loss) (col 2 minus col 3) If a gain, compute cols 5 through 7	5. Circulation income	6. Readership costs	7. Excess readership costs (column 6 minus column 5, but not more than column 4)
(1)						
(2)						
(3)						
(4)						
<b>Totals from Part I</b>	<b>0.</b>	<b>0.</b>				<b>0.</b>
<b>Totals, Part II (lines 1-5)</b>	<b>0.</b>	<b>0.</b>				<b>0.</b>

**Schedule K - Compensation of Officers, Directors, and Trustees** (see instructions)

1 Name	2 Title	3 Percent of time devoted to business	4 Compensation attributable to unrelated business
(1)		%	
(2)		%	
(3)		%	
(4)		%	
<b>Total. Enter here and on page 1, Part II, line 14</b>			<b>0.</b>

## FORM 990-T DESCRIPTION OF ORGANIZATION'S PRIMARY UNRELATED BUSINESS ACTIVITY STATEMENT 17

THE FOUNDATION IS AN ORGANIZATION EXEMPT FROM FEDERAL INCOME TAX PURSUANT TO INTERNAL REVENUE CODE ("CODE") SECTION 501(C)(3). THE FOUNDATION IS, HOWEVER SUBJECT TO THE UNRELATED BUSINESS INCOME TAX IMPOSED UNDER CODE SECTION 512 ON ANY UNRELATED TRADE OR BUSINESS INCOME. THE UNRELATED BUSINESS INCOME ("UBI") OF THE FOUNDATION WAS GENERATED FROM SEVERAL INVESTMENTS IN LIMITED PARTNERSHIPS. UBI IS ALLOCATED TO EACH STATE BASED UPON AMOUNTS DIRECTLY REPORTED ON THE SCHEDULE K-1'S RECEIVED FROM EACH LIMITED PARTNER. NOTICE 2018-67

UNDER CODE SECTION 512(A)(6), A TAX-EXEMPT ORGANIZATION WITH MULTIPLE UNRELATED BUSINESS ACTIVITIES MUST SEPARATELY COMPUTE (OR "SILO") NET UNRELATED BUSINESS INCOME ON AN ACTIVITY BY ACTIVITY BASIS.

THE FOUNDATION HAS PREPARED ITS TAX RETURN IN ACCORDANCE WITH THE INTERIM GUIDANCE AVAILABLE AT THE TIME OF FILING, USING A REASONABLE AND GOOD-FAITH INTERPRETATION OF NOTICE 2018-67.

NOTICE 2018-67 ESTABLISHES INTERIM GUIDANCE FOR AGGREGATING INCOME FROM PARTNERSHIPS WHICH REQUIRES ORGANIZATIONS TO USE A REASONABLE, GOOD-FAITH INTERPRETATION OF IRC SECTIONS 511 AND 514 TO IDENTIFY SEPARATE TRADES OR BUSINESSES. THE NOTICE PROVIDES THAT "AN EXEMPT ORGANIZATION MAY AGGREGATE ITS UBTI FROM ITS INTEREST IN A SINGLE PARTNERSHIP WITH MULTIPLE TRADES OR BUSINESSES, INCLUDING TRADES OR BUSINESSES CONDUCTED BY LOWER-TIER PARTNERSHIPS, AS LONG AS THE DIRECTLY-HELD INTEREST IN THE PARTNERSHIP MEETS THE REQUIREMENTS OF EITHER THE INTERIM RULE OR THE TRANSITION RULE. THE INTERIM RULE APPLIES IF THE PARTNERSHIP INVESTMENT MEETS THE DE MINIMIS TEST OR A CONTROL TEST. THE DE MINIMIS TEST APPLIES IF THE ORGANIZATION DOES NOT DIRECTLY HOLD MORE THAN A 2% PROFITS INTEREST AND NO MORE THAN 2% OF THE CAPITAL INTEREST IN THE PARTNERSHIP. IN ORDER TO MEET THE CONTROL TEST, THE EXEMPT ORGANIZATION CANNOT DIRECTLY HOLD MORE THAN 20% OF THE CAPITAL INTEREST; AND DOES NOT HAVE CONTROL OR INFLUENCE OVER THE PARTNERSHIP. IF NEITHER THE DE MINIMIS NOR THE CONTROL TEST APPLIES THE ORGANIZATION MAY RELY ON THE TRANSITION RULE. THE TRANSITION RULE STATES THAT THE ACTIVITIES OF A PARTNERSHIP ACQUIRED PRIOR TO AUGUST 21, 2018 MAY BE TREATED AS A SINGLE TRADE OR BUSINESS FOR IRC SECTION 512(A)(6) WHETHER OR NOT THERE IS MORE THAN ONE TRADE OR BUSINESS CONDUCTED BY THE PARTNERSHIP.

TO FORM 990-T, PAGE 1

## FOOTNOTES

STATEMENT 18

## FORM 990-T, PART II, LINE 19 - TAXES AND LICENSES

## STATE TAXES

ALABAMA	25.
ARIZONA	30.
CONNECTICUT	324.
ILLINOIS	31.
INDIANA	335.
MARYLAND	481.
MASSACHUSETTS	84.
MICHIGAN	528.
MINNESOTA	67.
NEW JERSEY	263.
NORTH CAROLINA	2.
SOUTH CAROLINA	99.
UTAH	57.

## TOTAL STATE TAXES

2,326.

## FOREIGN TAXES

H.I.G. BAYSIDE II AIV, L.P. (SERIES B)

307.

## TOTAL TAXES AND LICENSES

2,633.

FORM 990-T

INCOME (LOSS) FROM PARTNERSHIPS

STATEMENT 19

DESCRIPTION	NET INCOME OR (LOSS)
ABRAMS CAPITAL PARTNERS II, L.P. - ORDINARY BUSINESS INCOME (LOSS)	1,687.
ABRAMS CAPITAL PARTNERS II, L.P. - NET RENTAL REAL ESTATE INCOME	-30,827.
ABRAMS CAPITAL PARTNERS II, L.P. - INTEREST INCOME	1.
ABRAMS CAPITAL PARTNERS II, L.P. - OTHER PORTFOLIO INCOME (LOSS)	110.
ABRAMS CAPITAL PARTNERS II, L.P. - OTHER INCOME (LOSS)	-1.
FR XII-A BRAVO AIV, LP - ORDINARY BUSINESS INCOME (LOSS)	-3,046.
FR XII-A ALPHA AIV, LP - NET RENTAL REAL ESTATE INCOME	156.
HIG BAYSIDE II AIV, LP (SERIES A) - DIVIDEND INCOME	437.
HIG BAYSIDE II AIV, LP (SERIES B) - ORDINARY BUSINESS INCOME (LOSS)	-2,382.
HIG BAYSIDE II AIV, LP (SERIES B) - INTEREST INCOME	77.
HIG BAYSIDE II AIV, LP (SERIES B) - DIVIDEND INCOME	525.
HIG BAYSIDE II AIV, LP (SERIES C) - ORDINARY BUSINESS INCOME (LOSS)	676.
HIG BAYSIDE II AIV, LP (SERIES C) - INTEREST INCOME	76.
RCH ENERGY MLP FUND, LP - ORDINARY BUSINESS INCOME (LOSS)	13,156.
OCA EAGLE GLOBAL MLP, LLC - ORDINARY BUSINESS INCOME (LOSS)	-169,063.
THE RESOLUTE FUND III, LP - INTEREST INCOME	558.
TRF III INVO HOLDINGS (ONSHORE), LP - ORDINARY BUSINESS INCOME (LOSS)	-284.
FIELD STREET PARTNERS, LP - ORDINARY BUSINESS INCOME (LOSS)	102,347.
FR XII-A CHARLIE AIV, LP - ORDINARY BUSINESS INCOME (LOSS)	29,655.
FR XII-A CHARLIE AIV, LP - INTEREST INCOME	12.
FR XII-A CHARLIE AIV, LP - DIVIDEND INCOME	8.
FR XII-A CHARLIE AIV, LP - ROYALTIES	520.
FR XII-A CHARLIE AIV, LP - OTHER PORTFOLIO INCOME (LOSS)	2.
PROVIDENCE STRATEGIC GROWTH III-A, LP - INTEREST INCOME	10,283.
LIMITATION OF PASSIVE ACTIVITY LOSSES FORM 8582 - OTHER INCOME (LOSS)	57,926.
<b>TOTAL INCLUDED ON FORM 990-T, PAGE 1, LINE 5</b>	<b>12,609.</b>



FORM 990-T	INTEREST PAID	STATEMENT 20
DESCRIPTION		AMOUNT
HIG MIDDLE MARKET LBO FUND II, LP		4,887.
MINUS: DISALLOWED INVESTMENT INTEREST EXPENSE DEDUCTION		-14,183.
THE RESOLUTE FUND III, LP		377.
ALTOR FUND IV (NO. 1), AB		226.
LEGACY VENTURE VIII, LLC		68.
PROVIDENCE STRATEGIC GROWTH III-A, LP		21,234.
TOTAL TO FORM 990-T, PAGE 1, LINE 18		12,609.

FORM 990-T	CONTRIBUTIONS	STATEMENT 21
DESCRIPTION/KIND OF PROPERTY	METHOD USED TO DETERMINE FMV	AMOUNT
ABRAMS CAPITAL PARTNERS II, L.P.	N/A	10.
HIG BAYSIDE II AIV, LP (SERIES B)	N/A	17.
HIG BAYSIDE II AIV, LP (SERIES C)	N/A	11.
OCA EAGLE GLOBAL MLP, LLC	N/A	77.
TRF III INVO HOLDINGS (ONSHORE), LP	N/A	2.
FR XII-A CHARLIE AIV, LP	N/A	13.
CHARITABLE CONTRIBUTIONS FROM 990-PF	N/A	16,083,257.
TOTAL TO FORM 990-T, PAGE 1, LINE 20		16,083,387.

FORM 990-T

OTHER DEDUCTIONS

STATEMENT 22

<u>DESCRIPTION</u>	<u>AMOUNT</u>
TAX RETURN PREPARATION FEES	6,000.
FR XII-A CHARLIE AIV, LP	23,232.
ABRAMS CAPITAL PARTNERS II, L.P.	181.
HIG BAYSIDE II AIV, LP (SERIES B)	3.
TRF III INVO HOLDINGS (ONSHORE), LP	254.
HIG BAYSIDE II AIV, LP (SERIES A)	2.
HIG BAYSIDE II AIV, LP (SERIES C)	27.
LEGACY VENTURE VIII, LLC	237.
TOTAL TO FORM 990-T, PAGE 1, LINE 28	29,936.

FORM 990-T

CONTRIBUTIONS SUMMARY

STATEMENT 23

CARRYOVER OF PRIOR YEARS UNUSED CONTRIBUTIONS

FOR TAX YEAR 2013	5,839,681
FOR TAX YEAR 2014	6,296,809
FOR TAX YEAR 2015	33,588,435
FOR TAX YEAR 2016	33,778,178
FOR TAX YEAR 2017	15,974,946

TOTAL CARRYOVER	95,478,049
TOTAL CURRENT YEAR 50% CONTRIBUTIONS	16,083,387

TOTAL CONTRIBUTIONS AVAILABLE	111,561,436
TAXABLE INCOME LIMITATION AS ADJUSTED	0

EXCESS 50% CONTRIBUTIONS	111,561,436
TOTAL EXCESS CONTRIBUTIONS	111,561,436

ALLOWABLE CONTRIBUTIONS DEDUCTION		0
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TOTAL CONTRIBUTION DEDUCTION		0
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FORM 990-T

NET OPERATING LOSS DEDUCTION

STATEMENT 24

TAX YEAR	LOSS SUSTAINED	LOSS PREVIOUSLY APPLIED	LOSS REMAINING	AVAILABLE THIS YEAR
12/31/14	192,581.	70,716.	121,865.	121,865.
12/31/15	384,117.	0.	384,117.	384,117.
12/31/17	56,543.	0.	56,543.	56,543.
NOL CARRYOVER AVAILABLE THIS YEAR			562,525.	562,525.

**SCHEDULE D  
(Form 1041)**

**Capital Gains and Losses**

OMB No. 1545-0092

**2018**

Department of the Treasury  
Internal Revenue Service

- ▶ Attach to Form 1041, Form 5227, or Form 990-T.
- ▶ Use Form 8949 to list your transactions for lines 1b, 2, 3, 8b, 9 and 10.
- ▶ Go to [www.irs.gov/F1041](http://www.irs.gov/F1041) for instructions and the latest information.

Name of estate or trust <b>THE SIDNEY E. FRANK FOUNDATION</b> <b>C/O PKF O'CONNOR DAVIES, LLP</b>	Employer identification number <b>20-6383779</b>
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*Note: Form 5227 filers need to complete only Parts I and II.*

<b>Part I Short-Term Capital Gains and Losses-Generally Assets Held One Year or Less</b> (See instructions)				
See instructions for how to figure the amounts to enter on the lines below.  This form may be easier to complete if you round off cents to whole dollars.	(d) Proceeds (sales price)	(e) Cost (or other basis)	(g) Adjustments to gain or loss from Form(s) 8949, Part I, line 2, column (g)	(h) Gain or (loss) Subtract column (e) from column (d) and combine the result with column (g)
<b>1 a</b> Totals for all short-term transactions reported on Form 1099-B for which basis was reported to the IRS and for which you have no adjustments (see instructions). However, if you choose to report all these transactions on Form 8949, leave this line blank and go to line 1b				
<b>1 b</b> Totals for all transactions reported on Form(s) 8949 with <b>Box A</b> checked				
<b>2</b> Totals for all transactions reported on Form(s) 8949 with <b>Box B</b> checked				
<b>3</b> Totals for all transactions reported on Form(s) 8949 with <b>Box C</b> checked				<b>18.</b>
<b>4</b> Short-term capital gain or (loss) from Forms 4684, 6252, 6781, and 8824			<b>4</b>	
<b>5</b> Net short-term gain or (loss) from partnerships, S corporations, and other estates or trusts			<b>5</b>	
<b>6</b> Short-term capital loss carryover. Enter the amount, if any, from line 9 of the 2017 Capital Loss Carryover Worksheet			<b>6</b>	( )
<b>7</b> <b>Net short-term capital gain or (loss).</b> Combine lines 1a through 6 in column (h). Enter here and on line 17, column (3) on page 2			<b>7</b>	<b>18.</b>

<b>Part II Long-Term Capital Gains and Losses-Generally Assets Held More Than One Year</b> (See instructions)				
See instructions for how to figure the amounts to enter on the lines below.  This form may be easier to complete if you round off cents to whole dollars.	(d) Proceeds (sales price)	(e) Cost (or other basis)	(g) Adjustments to gain or loss from Form(s) 8949, Part II, line 2, column (g)	(h) Gain or (loss) Subtract column (e) from column (d) and combine the result with column (g)
<b>8 a</b> Totals for all long-term transactions reported on Form 1099-B for which basis was reported to the IRS and for which you have no adjustments (see instructions). However, if you choose to report all these transactions on Form 8949, leave this line blank and go to line 8b				
<b>8 b</b> Totals for all transactions reported on Form(s) 8949 with <b>Box D</b> checked				
<b>9</b> Totals for all transactions reported on Form(s) 8949 with <b>Box E</b> checked				
<b>10</b> Totals for all transactions reported on Form(s) 8949 with <b>Box F</b> checked				<b>-25.</b>
<b>11</b> Long-term capital gain or (loss) from Forms 2439, 4684, 6252, 6781, and 8824			<b>11</b>	
<b>12</b> Net long-term gain or (loss) from partnerships, S corporations, and other estates or trusts			<b>12</b>	
<b>13</b> Capital gain distributions			<b>13</b>	
<b>14</b> Gain from Form 4797, Part I			<b>14</b>	
<b>15</b> Long-term capital loss carryover. Enter the amount, if any, from line 14 of the 2017 Capital Loss Carryover Worksheet			<b>15</b>	( )
<b>16</b> <b>Net long-term capital gain or (loss).</b> Combine lines 8a through 15 in column (h). Enter here and on line 18a, column (3) on page 2			<b>16</b>	<b>-25.</b>

THE SIDNEY E. FRANK FOUNDATION

<b>Part III Summary of Parts I and II</b>		(1) Beneficiaries'	(2) Estate's or trust's	(3) Total
<b>Caution: Read the instructions before completing this part.</b>				
17	Net short-term gain or (loss)	17	18.	18.
18	Net long-term gain or (loss):			
a	Total for year	18a	-25.	-25.
b	Unrecaptured section 1250 gain (see line 18 of the worksheet)	18b		
c	28% rate gain	18c		
19	Total net gain or (loss). Combine lines 17 and 18	19	-7.	-7.

Note: If line 19, column (3), is a net gain, enter the gain on Form 1041, line 4 (or Form 990-T, Part I, line 4a). If lines 18a and 19, column (2), are net gains, go to Part V, and don't complete Part IV. If line 19, column (3), is a net loss, complete Part IV and the Capital Loss Carryover Worksheet, as necessary

<b>Part IV Capital Loss Limitation</b>		20	( 7. )
20	Enter here and enter as a (loss) on Form 1041, line 4 (or Form 990-T, Part I, line 4c, if a trust), the smaller of: a The loss on line 19, column (3) or b \$3,000	20	( 7. )

Note: If the loss on line 19, column (3), is more than \$3,000, or if Form 1041, page 1, line 22 (or Form 990-T, line 38), is a loss, complete the Capital Loss Carryover Worksheet in the instructions to figure your capital loss carryover.

**Part V Tax Computation Using Maximum Capital Gains Rates**

Form 1041 filers. Complete this part only if both lines 18a and 19 in column (2) are gains, or an amount is entered in Part I or Part II and there is an entry on Form 1041, line 2b(2), and Form 1041, line 22, is more than zero.

Caution: Skip this part and complete the Schedule D Tax Worksheet in the instructions if:

- Either line 18b, col. (2) or line 18c, col. (2) is more than zero, or
- Both Form 1041, line 2b(1), and Form 4952, line 4g are more than zero

Form 990-T trusts. Complete this part only if both lines 18a and 19 are gains, or qualified dividends are included in income in Part I of Form 990-T, and Form 990-T, line 38, is more than zero. Skip this part and complete the Schedule D Tax Worksheet in the instructions if either line 18b, col. (2) or line 18c, col. (2) is more than zero.

21	Enter taxable income from Form 1041, line 22 (or Form 990-T, line 38)	21		
22	Enter the smaller of line 18a or 19 in column (2) but not less than zero	22		
23	Enter the estate's or trust's qualified dividends from Form 1041, line 2b(2) (or enter the qualified dividends included in income in Part I of Form 990-T)	23		
24	Add lines 22 and 23	24		
25	If the estate or trust is filing Form 4952, enter the amount from line 4g; otherwise, enter -0-	25		
26	Subtract line 25 from line 24. If zero or less, enter -0-	26		
27	Subtract line 26 from line 21. If zero or less, enter -0-	27		
28	Enter the smaller of the amount on line 21 or \$2,600	28		
29	Enter the smaller of the amount on line 27 or line 28	29		
30	Subtract line 29 from line 28. If zero or less, enter -0-. This amount is taxed at 0%	30		
31	Enter the smaller of line 21 or line 26	31		
32	Subtract line 30 from line 26	32		
33	Enter the smaller of line 21 or \$12,700	33		
34	Add lines 27 and 30	34		
35	Subtract line 34 from line 33. If zero or less, enter -0-	35		
36	Enter the smaller of line 32 or line 35	36		
37	Multiply line 36 by 15% (0.15)	37		
38	Enter the amount from line 31	38		
39	Add lines 30 and 36	39		
40	Subtract line 39 from line 38. If zero or less, enter -0-	40		
41	Multiply line 40 by 20% (0.20)	41		
42	Figure the tax on the amount on line 27. Use the 2018 Tax Rate Schedule for Estates and Trusts (see the Schedule G instructions in the instructions for Form 1041)	42		
43	Add lines 37, 41, and 42	43		
44	Figure the tax on the amount on line 21. Use the 2018 Tax Rate Schedule for Estates and Trusts (see the Schedule G instructions in the instructions for Form 1041)	44		
45	Tax on all taxable income. Enter the smaller of line 43 or line 44 here and on Form 1041, Schedule G, line 1a (or Form 990-T, line 40)	45		

**SCHEDULE I  
(Form 1041)**

**Alternative Minimum Tax - Estates and Trusts**

OMB No 1545-0092

Department of the Treasury  
Internal Revenue Service

▶ Attach to Form 1041.

▶ Go to [www.irs.gov/Form1041](http://www.irs.gov/Form1041) for instructions and the latest information.

**2018**

Name of estate or trust **THE SIDNEY E. FRANK FOUNDATION C/O PKF O** Employer identification number **20-6383779**

**Part II Estate's or Trust's Share of Alternative Minimum Taxable Income**

1	Adjusted total income or (loss) (from Form 1041, line 17)		1	- 23,184.
2	Interest		2	
3	Taxes		3	2,633.
4	Reserved for future use		4	
5	Refund of taxes		5	( )
6	Depletion (difference between regular tax and AMT)		6	
7	Net operating loss deduction. Enter as a positive amount	SEE STATEMENT 25	7	
8	Interest from specified private activity bonds exempt from the regular tax		8	
9	Qualified small business stock (see instructions)		9	
10	Exercise of incentive stock options (excess of AMT income over regular tax income)		10	
11	Other estates and trusts (amount from Schedule K-1 (Form 1041), box 12, code A)		11	
12	Electing large partnerships (amount from Schedule K-1 (Form 1065-B), box 6)		12	
13	Disposition of property (difference between AMT and regular tax gain or loss)		13	
14	Depreciation on assets placed in service after 1986 (difference between regular tax and AMT)		14	
15	Passive activities (difference between AMT and regular tax income or loss)		15	
16	Loss limitations (difference between AMT and regular tax income or loss)		16	
17	Circulation costs (difference between regular tax and AMT)		17	
18	Long-term contracts (difference between AMT and regular tax income)		18	
19	Mining costs (difference between regular tax and AMT)		19	
20	Research and experimental costs (difference between regular tax and AMT)		20	
21	Income from certain installment sales before January 1, 1987		21	( )
22	Intangible drilling costs preference		22	
23	Other adjustments, including income-based related adjustments		23	
24	Alternative tax not operating loss deduction (See the instructions for the limitation that applies.)	STATEMENT 26	24	( )
25	Adjusted alternative minimum taxable income. Combine lines 1 through 24	STATEMENT 27	25	- 20,551.
<b>Note:</b> Complete Part II below before going to line 26.				
26	Income distribution deduction from Part II, line 44	N/A	26	
27	Estate tax deduction (from Form 1041, line 19)	N/A	27	
28	Add lines 26 and 27		28	
29	Estate's or trust's share of alternative minimum taxable income. Subtract line 28 from line 25		29	- 20,551.

If line 29 is:

- \$24,600 or less, stop here and enter -0- on Form 1041, Schedule G, line 1c. The estate or trust isn't liable for the alternative minimum tax.
- Over \$24,600, but less than \$180,300, go to line 45.
- \$180,300 or more, enter the amount from line 29 on line 51 and go to line 52.

**Part III Income Distribution Deduction on a Minimum Tax Basis**

N/A

30	Adjusted alternative minimum taxable income (see instructions)	30	
31	Adjusted tax-exempt interest (other than amounts included on line 8)	31	
32	Total net gain from Schedule D (Form 1041), line 19, column (1). If a loss, enter -0-	32	
33	Capital gain for the tax year allocated to corpus and paid or permanently set aside for charitable purposes (from Form 1041, Schedule A, line 4)	33	
34	Capital gains paid or permanently set aside for charitable purposes from gross income (see instructions)	34	
35	Capital gains computed on a minimum tax basis included on line 25	35	( )
36	Capital losses computed on a minimum tax basis included on line 25. Enter as a positive amount	36	
37	Distributable net alternative minimum taxable income (DNAMTI). Combine lines 30 through 36. If zero or less, enter -0-	37	
38	Income required to be distributed currently (from Form 1041, Schedule B, line 9)	38	
39	Other amounts paid, credited, or otherwise required to be distributed (from Form 1041, Schedule B, line 10)	39	
40	Total distributions. Add lines 38 and 39	40	
41	Tax-exempt income included on line 40 (other than amounts included on line 8)	41	
42	Tentative income distribution deduction on a minimum tax basis. Subtract line 41 from line 40	42	

LHA For Paperwork Reduction Act Notice, see the Instructions for Form 1041.

Schedule I (Form 1041) (2018)

**Part II Income Distribution Deduction on a Minimum Tax Basis** (continued) **N/A**

<b>43</b>	Tentative income distribution deduction on a minimum tax basis. Subtract line 31 from line 37. If zero or less, enter -0-		<b>43</b>	
<b>44</b>	<b>Income distribution deduction on a minimum tax basis.</b> Enter the smaller of line 42 or line 43. Enter here and on line 26		<b>44</b>	

**Part III Alternative Minimum Tax**

<b>45</b>	Exemption amount		<b>45</b>	\$24,600.00
<b>46</b>	Enter the amount from line 29	<b>46</b>		
<b>47</b>	Phase-out of exemption amount	<b>47</b>	\$81,900.00	
<b>48</b>	Subtract line 47 from line 46. If zero or less, enter -0-	<b>48</b>		
<b>49</b>	Multiply line 48 by 25% (0.25)		<b>49</b>	
<b>50</b>	Subtract line 49 from line 45. If zero or less, enter -0-		<b>50</b>	
<b>51</b>	Subtract line 50 from line 46		<b>51</b>	
<b>52</b>	Go to Part IV of Schedule I to figure line 52 if the estate or trust has qualified dividends or has a gain on lines 18a and 19 of column (2) of Schedule D (Form 1041) (as refigured for the AMT, if necessary). Otherwise, if line 51 is - • \$191,100 or less, multiply line 51 by 26% (0.26). • Over \$191,100, multiply line 51 by 28% (0.28) and subtract \$3,822 from the result		<b>52</b>	
<b>53</b>	Alternative minimum foreign tax credit (see instructions)		<b>53</b>	
<b>54</b>	Tentative minimum tax. Subtract line 53 from line 52		<b>54</b>	
<b>55</b>	Enter the tax from Form 1041, Schedule G, line 1a (minus any foreign tax credit from Schedule G, line 2a)		<b>55</b>	
<b>56</b>	<b>Alternative minimum tax.</b> Subtract line 55 from line 54. If zero or less, enter -0-. Enter here and on Form 1041, Schedule G, line 1c		<b>56</b>	

**Part IV Line 52 Computation Using Maximum Capital Gains Rates**

**Caution:** If you didn't complete Part V of Schedule D (Form 1041), the Schedule D Tax Worksheet, or the Qualified Dividends Tax Worksheet in the Instructions for Form 1041, see the instructions before completing this part.

<b>57</b>	Enter the amount from line 51		<b>57</b>	
<b>58</b>	Enter the amount from Schedule D (Form 1041), line 26, line 13 of the Schedule D Tax Worksheet, or line 4 of the Qualified Dividends Tax Worksheet in the Instructions for Form 1041, whichever applies (as refigured for the AMT, if necessary)	<b>58</b>		
<b>59</b>	Enter the amount from Schedule D (Form 1041), line 18b, column (2) (as refigured for the AMT, if necessary). If you didn't complete Schedule D for the regular tax or the AMT, enter -0-	<b>59</b>		
<b>60</b>	If you didn't complete a Schedule D Tax Worksheet for the regular tax or the AMT, enter the amount from line 58. Otherwise, add lines 58 and 59 and enter the <b>smaller</b> of that result or the amount from line 10 of the Schedule D Tax Worksheet (as refigured for the AMT, if necessary)	<b>60</b>		
<b>61</b>	Enter the <b>smaller</b> of line 57 or line 60		<b>61</b>	
<b>62</b>	Subtract line 61 from line 57		<b>62</b>	
<b>63</b>	If line 62 is \$191,100 or less, multiply line 62 by 26% (0.26). Otherwise, multiply line 62 by 28% (0.28) and subtract \$3,822 from the result		<b>63</b>	
<b>64</b>	Maximum amount subject to the 0% rate	<b>64</b>	\$2,600.00	
<b>65</b>	Enter the amount from line 27 of Schedule D (Form 1041), line 14 of the Schedule D Tax Worksheet, or line 5 of the Qualified Dividends Tax Worksheet in the Instructions for Form 1041, whichever applies (as figured for the regular tax). If you didn't complete Schedule D or either worksheet for the regular tax, enter the amount from Form 1041, line 22; if zero or less, enter -0-	<b>65</b>		
<b>66</b>	Subtract line 65 from line 64. If zero or less, enter -0-	<b>66</b>		
<b>67</b>	Enter the <b>smaller</b> of line 57 or line 58	<b>67</b>		
<b>68</b>	Enter the <b>smaller</b> of line 66 or line 67. This amount is taxed at 0%	<b>68</b>		
<b>69</b>	Subtract line 68 from line 67	<b>69</b>		

**Part IV Line 52 Computation Using Maximum Capital Gains Rates** (continued)

70	Maximum amount subject to rates below 20%	70	\$12,700 00	
71	Enter the amount from line 66	71		
72	Enter the amount from line 27 of Schedule D (Form 1041), line 18 of the Schedule D Tax Worksheet, or line 5 of the Qualified Dividends Tax Worksheet, whichever applies (as figured for the regular tax). If you didn't complete Schedule D or either worksheet for the regular tax, enter the amount from Form 1041, line 22; if zero or less, enter -0-	72		
73	Add line 71 and line 72	73		
74	Subtract line 73 from line 70. If zero or less, enter -0-	74		
75	Enter the smaller of line 69 or 74	75		
76	Multiply line 75 by 15% (0.15)			76
77	Add lines 68 and 75	77		
If lines 77 and 57 are the same, skip lines 78 through 82 and go to line 83. Otherwise, go to line 78.				
78	Subtract line 77 from line 67	78		
79	Multiply line 78 by 20% (0.20)			79
If line 59 is zero or blank, skip lines 80 through 82 and go to line 83. Otherwise, go to line 80.				
80	Add lines 62, 77, and 78	80		
81	Subtract line 80 from line 57	81		
82	Multiply line 81 by 25% (0.25)			82
83	Add lines 63, 76, 79, and 82			83
84	If line 57 is \$191,100 or less, multiply line 57 by 26% (0.26). Otherwise, multiply line 57 by 28% (0.28) and subtract \$3,822 from the result			84
85	Enter the smaller of line 83 or line 84 here and on line 52			85



SCHEDULE I NET OPERATING LOSS CARRYOVER STATEMENT 25

TAX YEAR	LOSS SUSTAINED	LOSS PREVIOUSLY APPLIED	AMOUNT
12/31/14	192,581.	70,716.	121,865.
12/31/15	384,117.	0.	384,117.
12/31/17	56,543.	0.	56,543.
TOTAL TO SCHEDULE I, LINE 7			562,525.

SCHEDULE I

ALTERNATIVE MINIMUM TAX NOL CARRYOVER

STATEMENT 26

TAX YEAR	LOSS SUSTAINED	LOSS PREVIOUSLY APPLIED	AMOUNT
12/31/14	56,975.	56,975.	0.
12/31/15	222,098.	54,071.	168,027.
12/31/17	11,514.	0.	11,514.
TOTAL TO SCHEDULE I, LINE 24			179,541.
* SUBJECT TO LIMITATION			

SCHEDULE I ALTERNATIVE TAX NET OPERATING LOSS DEDUCTION STATEMENT 27  
 LIMITATION AND COMPUTATION OF CARRYFORWARD

DESCRIPTION	TOTAL AMT NOL CARRYFORWARD	AMT NOL USED THIS YEAR	UNUSED AMT NOL CARRYFORWARD
AMT NOL CARRYFORWARD	179,541.		179,541.
TOTAL TO SCHEDULE I, LINE 24			179,541.

# Sales and Other Dispositions of Capital Assets

OMB No 1545-0074

**2018**  
 Attachment  
 Sequence No **12A**

▶ Go to [www.irs.gov/Form8949](http://www.irs.gov/Form8949) for instructions and the latest information.  
 ▶ File with your Schedule D to list your transactions for lines 1b, 2, 3, 8b, 9, and 10 of Schedule D.

Name(s) shown on return  
**THE SIDNEY E. FRANK FOUNDATION**  
**C/O PKF O'CONNOR DAVIES, LLP**

Social security number or taxpayer identification no.  
**20-6383779**

Before you check Box A, B, or C below, see whether you received any Form(s) 1099-B or substitute statement(s) from your broker. A substitute statement will have the same information as Form 1099-B. Either will show whether your basis (usually your cost) was reported to the IRS by your broker and may even tell you which box to check

**Part I Short-term.** Transactions involving capital assets you held 1 year or less are generally short-term (see instructions) For long-term transactions, see page 2  
**Note:** You may aggregate all short-term transactions reported on Form(s) 1099-B showing basis was reported to the IRS and for which no adjustments or codes are required Enter the totals directly on Schedule D, line 1a, you aren't required to report these transactions on Form 8949 (see instructions)

**You must check Box A, B, or C below. Check only one box.** If more than one box applies for your short-term transactions, complete a separate Form 8949, page 1, for each applicable box If you have more short-term transactions than will fit on this page for one or more of the boxes, complete as many forms with the same box checked as you need

- (A) Short-term transactions reported on Form(s) 1099-B showing basis was reported to the IRS (see **Note** above)
- (B) Short-term transactions reported on Form(s) 1099-B showing basis **wasn't** reported to the IRS
- (C) Short-term transactions not reported to you on Form 1099-B

1	(a) Description of property (Example 100 sh. XYZ Co)	(b) Date acquired (Mo, day, yr.)	(c) Date sold or disposed of (Mo., day, yr)	(d) Proceeds (sales price)	(e) Cost or other basis See the Note below and see Column (e) in the instructions	Adjustment, if any, to gain or loss. If you enter an amount in column (g), enter a code in column (f). See instructions.		(h) Gain or (loss). Subtract column (e) from column (d) & combine the result with column (g)
						(f) Code(s)	(g) Amount of adjustment	
	HIG BAYSIDE II AIV, LP (SERIES B)	VARIOUS	VARIOUS					18.
<b>2 Totals.</b> Add the amounts in columns (d), (e), (g), and (h) (subtract negative amounts) Enter each total here and include on your Schedule D, line 1b (if Box A above is checked), line 2 (if Box B above is checked), or line 3 (if Box C above is checked) ▶								18.

**Note:** If you checked Box A above but the basis reported to the IRS was incorrect, enter in column (e) the basis as reported to the IRS, and enter an adjustment in column (g) to correct the basis. See *Column (g)* in the separate instructions for how to figure the amount of the adjustment

