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Form **990-PF**

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

OMB No 1545-0052

2008Department of the Treasury
Internal Revenue Service

Note. The foundation may be able to use a copy of this return to satisfy state reporting requirements.

For calendar year 2008, or tax year beginning **10/01/08**, and ending **9/30/09**
☐ G Check all that apply ☐ Initial return ☐ Final return ☐ Amended return ☐ Address change ☐ Name change

 Use the IRS
label.
Otherwise,
print
or type.
See Specific
Instructions.

Name of foundation

**WILSON P. AND ANNE W. FRANKLIN
FOUNDATION**

Number and street (or P O box number if mail is not delivered to street address)

5315 SOUTH TRIMBLE ROAD

Room/suite

City or town, state, and ZIP code

ATLANTA**GA 30342**

A Employer identification number

58-6329924

B Telephone number (see page 10 of the instructions)

404-255-6689C If exemption application is pending, check here ☐D 1. Foreign organizations, check here ☐

2. Foreign organizations meeting the

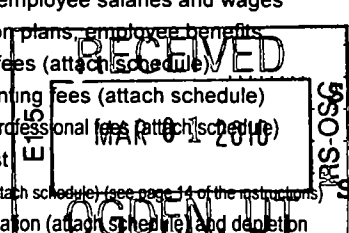
85% test, check here and attach computation ☐E If private foundation status was terminated
under section 507(b)(1)(A), check here ☐F If the foundation is in a 60-month termination
under section 507(b)(1)(B), check here ☐H Check type of organization ☒ Section 501(c)(3) exempt private foundation☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundationI Fair market value of all assets at end
of year (from Part II, col (c),
line 16) **◆ \$ 2,261,360**J Accounting method ☒ Cash ☐ Accrual
☐ Other (specify)

(Part I, column (d) must be on cash basis)

Part I Analysis of Revenue and Expenses (Thetotal of amounts in columns (b), (c), and (d) may not necessarily
equal the amounts in column (a) (see pg 11 of the 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 <input checked="" type="checkbox"/> if the foundation is not required to attach Sch B				
3 Interest on savings and temporary cash investments	29,636	29,636		
4 Dividends and interest from securities	34,522	34,522		
5a Gross rents				
b Net rental income or (loss)				
6a Net gain or (loss) from sale of assets not on line 10	-154,097			
b Gross sales price for all assets on line 6a 1,215,856				
7 Capital gain net income (from Part IV, line 2)		0		
8 Net short-term capital gain			0	
9 Income modifications				
10a Gross sales less returns & allowances				
b Less. Cost of goods sold				
c Gross profit or (loss) (attach schedule)				
11 Other income (attach schedule) STMT 1	218			
12 Total. Add lines 1 through 11	-89,721	64,158	0	
Operating and Administrative Expenses				
13 Compensation of officers, directors, trustees, etc				
14 Other employee salaries and wages				
15 Pension plans, employee benefits				
16a Legal fees (attach schedule)				
b Accounting fees (attach schedule) STMT 2	2,900			2,900
c Other professional fees (attach schedule)				
17 Interest				
18 Taxes (attach schedule) (see page 14 of the instructions) STMT 3	2,200			
19 Depreciation (attach schedule) and depletion				
20 Occupancy				
21 Travel, conferences, and meetings				
22 Printing and publications				
23 Other expenses (att. sch) STMT 4	11,889	11,889		
24 Total operating and administrative expenses. Add lines 13 through 23	16,989	11,889		2,900
25 Contributions, gifts, grants paid	125,000			125,000
26 Total expenses and disbursements. Add lines 24 and 25	141,989	11,889	0	127,900
27 Subtract line 26 from line 12:				
a Excess of revenue over expenses & disbursements	-231,710			
b Net investment income (if negative, enter -0-)		52,269		
c Adjusted net income (if negative, enter -0-)			0	

For Privacy Act and Paperwork Reduction Act Notice, see page 30 of the instructions.

Form **990-PF** (2008)

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

		Beginning of year		End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value	
Assets	1 Cash—non-interest-bearing	53,527	48,646	48,646	
	2 Savings and temporary cash investments	466,858	367,543	394,495	
	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 page 15 of the instructions)				
	7 Other notes and loans receivable (att. 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) STMT 5	362,020	351,441	353,761	
	b Investments—corporate stock (attach schedule) SEE STMT 6	1,343,336	1,136,517	1,249,914	
	c Investments—corporate bonds (attach schedule) SEE STMT 7	130,814	215,401	214,544	
Liabilities	11 Investments—land, buildings, and equipment, basis ♦				
	Less: accumulated depreciation (attach sch) ♦				
	12 Investments—mortgage loans				
	13 Investments—other (attach schedule)				
	14 Land, buildings, and equipment, basis ♦				
	Less: accumulated depreciation (attach sch) ♦				
	15 Other assets (describe ♦)				
	16 Total assets (to be completed by all filers—see the instructions. Also, see page 1, item I)	2,356,555	2,119,548	2,261,360	
	17 Accounts payable and accrued expenses				
	18 Grants payable				
Net Assets or Fund Balances	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		
	Foundations that follow SFAS 117, check here ♦ <input type="checkbox"/> 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 ♦ <input checked="" type="checkbox"/> and complete lines 27 through 31.				
	27 Capital stock, trust principal, or current funds	2,356,555	2,119,548		
	28 Paid-in or capital surplus, or land, bldg., and equipment fund				
	29 Retained earnings, accumulated income, endowment, or other funds				
	30 Total net assets or fund balances (see page 17 of the instructions)	2,356,555	2,119,548		
	31 Total liabilities and net assets/fund balances (see page 17 of the instructions)	2,356,555	2,119,548		

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	2,356,555
2 Enter amount from Part I, line 27a	2	-231,710
3 Other increases not included in line 2 (itemize) ♦	3	
4 Add lines 1, 2, and 3	4	2,124,845
5 Decreases not included in line 2 (itemize) ♦ SEE STATEMENT 8	5	5,297
6 Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	2,119,548

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 ATTACHED STATEMENT D-1	P	VARIOUS	VARIOUS
b	SEE ATTACHED STATEMENT D-1	P	VARIOUS	VARIOUS
c	CHARLES SCHWAB			
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 263,495		291,711	-28,216
b 952,352		1,078,242	-125,890
c 9			9
d			
e			

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

(i) FMV 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			-28,216
b			-125,890
c			9
d			
e			

2 Capital gain net income or (net capital loss)	<div style="border: 1px solid black; padding: 2px;"> If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 </div>	2	-154,097
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 pages 13 and 17 of the 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 page 18 of the instructions before making any entries

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col (b) divided by col (c))
2007	189,300	2,555,517	0.074075
2006	86,540	1,486,619	0.058213
2005	52,765	798,143	0.066110
2004	8,825	64,182	0.137500
2003	12,150	74,061	0.164054

2 Total of line 1, column (d)	2	0.499952
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	0.099990
4 Enter the net value of noncharitable-use assets for 2008 from Part X, line 5	4	2,188,133
5 Multiply line 4 by line 3	5	218,791
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	523
7 Add lines 5 and 6	7	219,314
8 Enter qualifying distributions from Part XII, line 4 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 on page 18.	8	127,900

Part VI Excise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or 4948—see page 18 of the instructions)

1a	Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1 Date of ruling letter (attach copy of ruling letter if necessary—see instructions)		
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input type="checkbox"/> and enter 1% of Part I, line 27b	1	1,045
c	All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col (b)		
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	2	0
3	Add lines 1 and 2	3	1,045
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	4	0
5	Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-	5	1,045
6	Credits/Payments		
a	2008 estimated tax payments and 2007 overpayment credited to 2008	6a	1,760
b	Exempt foreign organizations—tax withheld at source	6b	
c	Tax paid with application for extension of time to file (Form 8868)	6c	
d	Backup withholding erroneously withheld	6d	
7	Total credits and payments. Add lines 6a through 6d	7	1,760
8	Enter any penalty for underpayment of estimated tax. Check here <input type="checkbox"/> 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	715
11	Enter the amount of line 10 to be Credited to 2009 estimated tax 715 Refunded	11	

Part VII-A Statements Regarding Activities

	Yes	No
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		X
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see page 19 of the instructions for definition)? 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		X
c Did the foundation file Form 1120-POL for this year?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation. \$ _____ (2) On foundation managers \$ _____		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers \$ _____		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? If "Yes," attach a detailed description of the activities.		X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes		X
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		X
b If "Yes," has it filed a tax return on Form 990-T for this year?		
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T		X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	X	
7 Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col (c), and Part XV	X	
8a Enter the states to which the foundation reports or with which it is registered (see page 19 of the instructions) GA		
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	X	
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2008 or the taxable year beginning in 2008 (see instructions for Part XIV on page 27)? If "Yes," complete Part XIV		X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses		X

N/A

Part VII-A Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see page 20 of the instructions)	11		X
12	Did the foundation acquire a direct or indirect interest in any applicable insurance contract before August 17, 2008?	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ♦ N/A	13	X	
14	The books are in care of ♦ W. STEVENS FRANKLIN 5315 SOUTH TRIMBLE ROAD Located at ♦ ATLANTA, GA	Telephone no ♦ 404-255-6689 ZIP+4 ♦ 30342		
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 ♦ <input type="checkbox"/>		

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

File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.		Yes	No
1a	During the year did the foundation (either directly or indirectly)		
(1)	Engage in the sale or exchange, or leasing of property with a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(2)	Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(3)	Furnish goods, services, or facilities to (or accept them from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(4)	Pay compensation to, or pay or reimburse the expenses of, a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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)? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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) <input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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 page 20 of the instructions)? Organizations relying on a current notice regarding disaster assistance check here N/A ♦ <input type="checkbox"/>	1b	
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2008? N/A	1c	
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 2008, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2008? If "Yes," list the years ♦ 20 , 20 , 20 , 20 <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
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 page 20 of the instructions) N/A	2b	
c	If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here ♦ 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? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b	If "Yes," did it have excess business holdings in 2008 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 2008) N/A	3b	
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a	X
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2008?	4b	X

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

5a During the year did the foundation pay or incur any amount to				
(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
(3) Provide a grant to an individual for travel, study, or other similar purposes?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
(4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see page 22 of the instructions)	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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 page 22 of the instructions)?		N/A	5b	
Organizations relying on a current notice regarding disaster assistance check here		<input checked="" type="checkbox"/>		
c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant?		N/A		
If "Yes," attach the statement required by Regulations section 53.4945-5(d)		<input type="checkbox"/> Yes <input type="checkbox"/> No		
6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?		<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?			6b	X
If you answered "Yes" to 6b, also file Form 8870				
7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?		<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b If yes, did the foundation receive any proceeds or have any net income attributable to the transaction?		N/A	7b	

Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors**1 List all officers, directors, trustees, foundation managers and their compensation (see page 22 of the instructions).**

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (if not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
W. STEVENS FRANKLIN 5315 SOUTH TRIMBLE ROAD ATLANTA GA 30342	TRUSTEE MIN	0	0	0
TAMMY G. FRANKLIN 5315 SOUTH TRIMBLE ROAD ATLANTA GA 30342	TRUSTEE MIN	0	0	0
JAMES D. BRYCE 5315 SOUTH TRIMBLE ROAD ATLANTA GA 30342	TRUSTEE MIN	0	0	0

2 Compensation of five highest-paid employees (other than those included on line 1—see page 23 of the instructions).

If none, enter "NONE."

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

Total number of other employees paid over \$50,000

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 page 23 of the instructions). If none, enter "NONE."**

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
NONE		

Total number of others receiving over \$50,000 for professional services

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

List the foundation's four largest direct charitable activities during the tax year. Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc.

	Expenses
1 N/A	
2	
3	
4	

Part IX-B Summary of Program-Related Investments (see page 23 of the instructions)

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2

	Amount
1 N/A	
2	
All other program-related investments. See page 24 of the instructions	
3	

Total. Add lines 1 through 3



Part X Minimum Investment Return (All domestic foundations must complete this part. Foreign foundations, see page 24 of the 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	2,003,881
b	Average of monthly cash balances	1b	217,574
c	Fair market value of all other assets (see page 24 of the instructions)	1c	0
d	Total (add lines 1a, b, and c)	1d	2,221,455
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	2,221,455
4	Cash deemed held for charitable activities. Enter 1½ % of line 3 (for greater amount, see page 25 of the instructions)	4	33,322
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	2,188,133
6	Minimum investment return. Enter 5% of line 5	6	109,407

Part XI Distributable Amount (see page 25 of the 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	109,407
2a	Tax on investment income for 2008 from Part VI, line 5	2a	1,045
b	Income tax for 2008 (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	1,045
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	108,362
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	108,362
6	Deduction from distributable amount (see page 25 of the instructions)	6	
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	108,362

Part XII Qualifying Distributions (see page 25 of the 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	127,900
b	Program-related investments—total from Part IX-B	1b	
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	127,900
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 page 26 of the instructions)	5	0
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	127,900

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 page 26 of the instructions)

	(a) Corpus	(b) Years prior to 2007	(c) 2007	(d) 2008
1 Distributable amount for 2008 from Part XI, line 7				108,362
2 Undistributed income, if any, as of the end of 2007				
a Enter amount for 2007 only				
b Total for prior years 20____, 20____, 20____				
3 Excess distributions carryover, if any, to 2008				
a From 2003	8,447			
b From 2004	5,616			
c From 2005	13,438			
d From 2006	13,207			
e From 2007	63,264			
f Total of lines 3a through e	103,972			
4 Qualifying distributions for 2008 from Part XII, line 4 ♦ \$ 127,900				
a Applied to 2007, but not more than line 2a				
b Applied to undistributed income of prior years (Election required—see page 26 of the instructions)				
c Treated as distributions out of corpus (Election required—see page 26 of the instructions)				
d Applied to 2008 distributable amount				108,362
e Remaining amount distributed out of corpus	19,538			
5 Excess distributions carryover applied to 2008 (If an amount appears in column (d), the same amount must be shown in column (a))				
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	123,510			
b Prior years' undistributed income Subtract line 4b from line 2b				
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed				
d Subtract line 6c from line 6b Taxable amount—see page 27 of the instructions				
e Undistributed income for 2007 Subtract line 4a from line 2a Taxable amount—see page 27 of the instructions				
f Undistributed income for 2008 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2009				0
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see page 27 of the instructions)				
8 Excess distributions carryover from 2003 not applied on line 5 or line 7 (see page 27 of the instructions)	8,447			
9 Excess distributions carryover to 2009. Subtract lines 7 and 8 from line 6a	115,063			
10 Analysis of line 9				
a Excess from 2004	5,616			
b Excess from 2005	13,438			
c Excess from 2006	13,207			
d Excess from 2007	63,264			
e Excess from 2008	19,538			

Part XIV Private Operating Foundations (see page 27 of the 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 2008, enter the date of the ruling					
b Check box to indicate whether the foundation is a private operating foundation described in section 4942(j)(3) or 4942(j)(5)					
2a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed	Tax year	Prior 3 years			(e) Total
	(a) 2008	(b) 2007	(c) 2006	(d) 2005	
b 85% of line 2a					
c Qualifying distributions from Part XII, line 4 for each year listed					
d Amounts included in line 2c not used directly for active conduct of exempt activities					
e Qualifying distributions made directly for active conduct of exempt activities. Subtract line 2d from line 2c					
3 Complete 3a, b, or c for the alternative test relied upon					
a "Assets" alternative test—enter					
(1) Value of all assets					
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					
b "Endowment" alternative test—enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed					
c "Support" alternative test—enter					
(1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)					
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)					
(3) Largest amount of support from an exempt organization					
(4) Gross investment income					

Part XV Supplementary Information (Complete this part only if the foundation had \$5,000 or more in assets at any time during the year—see page 27 of the 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))
N/A

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
N/A

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 page 28 of the instructions) to individuals or organizations under other conditions, complete items 2a, b, c, and d.

a The name, address, and telephone number of the person to whom applications should be addressed
W. STEVENS FRANKLIN 404-255-6689
5315 SOUTH TRIMBLE ROAD ATLANTA GA 30342

b The form in which applications should be submitted and information and materials they should include
SEE STATEMENT 9

c Any submission deadlines
SEE STATEMENT 10

d Any restrictions or limitations on awards, such as by geographical areas, charitable fields, kinds of institutions, or other factors
GRANTS WILL BE AWARDED BASED ON THEIR INDIVIDUAL MERITS.

Part XV Supplementary Information (continued)**3 Grants and Contributions Paid During the Year or Approved for Future Payment**

Recipient	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
Name and address (home or business)				
a Paid during the year WINSHIP CANCER INSTITUTE 1365-B CLIFTON ROAD B4100 ATLANTA GA 30322	N/A	PUB CHARITY CANCER	RESEARCH	75,000
CHILDRENS HEALTHCARE OF A 1687 TULLIE CIRCLE NE ATLANTA GA 30329	N/A	PUB CHARITY HOSPITAL IMPROVEMENTS		50,000
Total			◆ 3a	125,000
b Approved for future payment N/A				
Total			◆ 3b	




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

		Yes	No
1	Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?		
a	Transfers from the reporting foundation to a noncharitable exempt organization of		
	(1) Cash	1a(1)	X
	(2) Other assets	1a(2)	X
b	Other transactions		
	(1) Sales of assets to a noncharitable exempt organization	1b(1)	X
	(2) Purchases of assets from a noncharitable exempt organization	1b(2)	X
	(3) Rental of facilities, equipment, or other assets	1b(3)	X
	(4) Reimbursement arrangements	1b(4)	X
	(5) Loans or loan guarantees	1b(5)	X
	(6) Performance of services or membership or fundraising solicitations	1b(6)	X
c	Sharing of facilities, equipment, mailing lists, other assets, or paid employees	1c	X
d	If the answer to any of the above is "Yes," complete the following schedule. Column (b) should always show the fair market value of the goods, other assets, or services given by the reporting organization. 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.		

[illegible]

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

b If "Yes," complete the following schedule.		
(a) Name of organization	(b) Type of organization	(c) Description of relationship
N/A		

Sign Here	Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete. Declaration of preparer (other than taxpayer or fiduciary) is based on all information of which preparer has any knowledge.			
	 Signature of officer or trustee		 Date	OFFICER Title
Paid Preparer's Use Only	Preparer's signature  HERB T. BARNES, CPA		Date 2/15/10	Check if self-employed <input type="checkbox"/> Preparer's identifying number (see Signature on page 30 of the instructions) P00161479
	Firm's name (or yours if self-employed), address, and ZIP code TARPLEY & UNDERWOOD, P.C. THREE RAVINIA DR STE 1500 ATLANTA, GA 30346-2131			EIN ♦ 58-2025040 Phone no 770-730-5000

Federal Statements

Statement 1 - Form 990-PF, Part I, Line 11 - Other Income

Description	Revenue per Books	Net Investment Income	Adjusted Net Income
IRS REFUND	\$ 218	\$	\$
TOTAL	\$ 218	\$ 0	\$ 0

Statement 2 - Form 990-PF, Part I, Line 16b - Accounting Fees

Description	Total	Net Investment	Adjusted Net	Charitable Purpose
TARPLEY & UNDERWOOD, P.C.	\$ 2,900	\$	\$	\$ 2,900
TOTAL	\$ 2,900	\$ 0	\$ 0	\$ 2,900

Statement 3 - Form 990-PF, Part I, Line 18 - Taxes

Description	Total	Net Investment	Adjusted Net	Charitable Purpose
2008 ESTIMATED TAX PAYMENTS	\$ 1,760	\$	\$	\$
2007 TAX PAYMENT	440			
TOTAL	\$ 2,200	\$ 0	\$ 0	\$ 0

Statement 4 - Form 990-PF, Part I, Line 23 - Other Expenses

Description	Total	Net Investment	Adjusted Net	Charitable Purpose
EXPENSES	\$	\$	\$	\$
SMITH BARNEY ANNUAL ACCT FEE	100	100		
SCHWAB MANAGEMENT FEE	11,789	11,789		
TOTAL	\$ 11,889	\$ 11,889	\$ 0	\$ 0

Federal Statements**Statement 5 - Form 990-PF, Part II, Line 10a - US and State Government Investments**

Description	Beginning of Year	End of Year	Basis of Valuation	Fair Market Value
SCHWAB - MUNI BONDS - SEE STMT L-1	\$ 362,020	\$ 351,441	COST	\$ 353,761
TOTAL	\$ 362,020	\$ 351,441		\$ 353,761

Statement 6 - Form 990-PF, Part II, Line 10b - Corporate Stock Investments

Description	Beginning of Year	End of Year	Basis of Valuation	Fair Market Value
SCHWAB - EQUITIES - SEE STMT L-1	\$ 400,346		COST	\$
SCHWAB - MUTUAL FUNDS - SEE STMT L-1	942,990	1,136,517	COST	1,249,914
TOTAL	\$ 1,343,336	\$ 1,136,517		\$ 1,249,914

Statement 7 - Form 990-PF, Part II, Line 10c - Corporate Bond Investments

Description	Beginning of Year	End of Year	Basis of Valuation	Fair Market Value
SCHWAB OTHER ASSETS - SEE STMT L-1	\$ 130,814	\$ 215,401	COST	\$ 214,544
TOTAL	\$ 130,814	\$ 215,401		\$ 214,544

Statement 8 - Form 990-PF, Part III, Line 5 - Other Decreases

Description	Amount
CAPITAL BASIS ADJUSTMENT	\$ 5,297
TOTAL	\$ 5,297

Statement 9 - Form 990-PF, Part XV, Line 2b - Application Format and Required Contents

Description

PROPOSALS SHOULD INCLUDE:

- 1) BRIEF DESCRIPTION OF ORGANIZATION AND PROGRAM IN NEED
- 2) NAMES OF THE OFFICERS OF THE ORGANIZATION
- 3) AMOUNT REQUESTED AND OTHER EXPECTED SOURCES OF SUPPORT

Statement 10 - Form 990-PF, Part XV, Line 2c - Submission Deadlines

Description

THE BOARD OF DIRECTORS WILL CONSIDER GRANT REQUESTS
THROUGHOUT THE YEAR.

Form 990-PF, Part XV, Line 2d - Award Restrictions or Limitations

Description

GRANTS WILL BE AWARDED BASED ON THEIR INDIVIDUAL MERITS.

Franklin Foundation
Rollforward Balance Sheet - 990PF Part II
September 30, 2010

WP	ACCOUNT	9.30.08	
	ASSETS	BOOK	FMV
	SAVINGS & TEMPORARY CASH INVESTMENTS		
	Schwab Money Market	36,423	36,423
	Schwab CDs & BA's		
	High Quality Bonds	315,684	345,057
	Schwab High Quality Bonds - Indiana Bd Bk	(41,412)	(43,832)
	iShares Barclay Bond	-	-
	US AND STATE GOVERNMENT		
	Schwab Municiple Bonds (TUFA)	310,029	309,929
	Schwab High Quality Bonds - Indiana Bd Bk	41,412	43,832
	Schwab Mutual Funds (TUFA)		
	Equities - Large Cap (DFA)	536,514	641,391
	Small & Mid-Cap Equity	97,871	107,095
	International Equity	317,045	328,933
	Real Estate Security	77,887	65,015
	Foreign Bond - Pimco Developing Local	107,200	107,479
	CORPORATE BONDS		
	Schwab - Other Assets (TUFA)		
	High Yield Bond	215,401	214,544
	TOTAL SCHWAB ACCOUNT VALUE	<u>2,014,054</u>	<u>2,155,866</u>
	Account Value Per Statement	2,014,054	2,155,866
	Difference	-	-

Tarpley & Underwood Financial Advisors, LLC
Three Ravinia Drive, Suite 1500
Atlanta, Georgia 30346
770-730-5010

Portfolio Statement
As of 09/30/2009

Wilson and Anne Franklin Foundation Charitable Foundation Acct #: 6226-0281
Bryce, Tammy-Steve Franklin, Trustees
5315 S Trimble Road NE
Atlanta, GA 30342

Weight	Symbol	Description	Quantity	Trade Date	Cost Basis	Current Value	Unrealized Gain (Loss)	% G/L
EQUITIES								
Large Cap Equity								
21.1%	DFEOX	DFA US Core Equity I	51,167	07/03/2008	360,597.12	453,851.48	93,254.36	25.9%
8.7%	SWPPX	Schwab S&P 500 Select	11,304	09/09/2009	175,916.48	187,540.00	11,623.52	6.6%
29.8%					536,513.60	641,391.48	104,877.88	19.5%
Small & Mid Cap Equity								
5.0%	DFQTX	DFA US Core Equity II	12,184	10/17/2008	97,871.01	107,094.93	9,223.92	9.4%
Internat'l Equity								
5.0%	DFCEX	DFA Emerging Markets	6,463	03/16/2007	102,204.36	108,581.42	6,377.06	6.2%
10.2%	DFIEX	DFA International Core	21,774	06/18/2008	214,840.14	220,352.04	5,511.90	2.6%
15.3%					317,044.50	328,933.46	11,888.96	3.7%
Real Estate Securities								
3.0%	DFGEX	DFA Global Real Estate	9,314	08/21/2008	77,887.21	65,014.84	(12,872.37)	-16.5%
53.0%					1,029,316.32	1,142,434.71	113,118.39	11.0%
FIXED INC								
Municipal Bonds								
0.9%	107889KK2	Brick New Jersey 11/15/2017 5.45%	20,000	01/23/2008	20,642.00	18,618.40	(2,023.60)	-9.8%
		Accrued Income				408.75		
2.4%	20773AAW0	Connecticut State 08/15/2013 4.84%	50,000	01/23/2008	50,851.50	52,082.00	1,230.50	2.4%
		Accrued Income				302.50		
2.5%	434110QE5	Hoboken New Jersey 04/01/2013 5.45%	50,000	01/31/2008	47,604.01	51,588.50	3,984.49	8.4%
		Accrued Income				1,354.93		
3.4%	492279CL6	Kern County California 08/15/2016 4.50%	75,000	01/24/2008	73,461.25	73,704.75	243.50	0.3%
		Accrued Income				421.88		
1.1%	763631XQ6	Richland County South Car 03/01/2016 5.00%	25,000	01/31/2008	25,548.50	23,152.25	(2,396.25)	-9.4%
		Accrued Income				100.69		
0.7%	816772DN4	Seminole Oklahoma 09/01/2014 6.25%	15,000	03/19/2007	16,081.45	14,168.70	(1,912.75)	-11.9%
		Accrued Income				75.52		
1.0%	899154AN8	Tulare County California 08/15/2010 7.31%	20,000	01/24/2008	21,737.00	20,914.20	(822.80)	-3.8%
		Accrued Income				182.75		

Portfolio Statement

As of 09/30/2009

Wilson and Anne Franklin Foundation Charitable Foundation Acct # 6226-0281

Weight	Symbol	Description	Quantity	Trade Date	Cost Basis	Current Value	Unrealized Gain (Loss)	% G/L
FIXED INC								
Municipal Bonds								
2.5%	987830KN5	Ypsilanti Michigan 05/01/2018 5.80%	50,000	01/24/2008	54,103.50	51,652.50	(2,451.00)	-4.5%
		Accrued Income				1,200.28		
14.4%					310,029.21	309,928.60	(4,147.91)	-1.3%
High Quality Bond								
0.6%	003874FV1	Acacia Federal Bank 01/28/2010 4.00%	11,000	03/26/2007	10,721.79	11,108.68	386.89	3.6%
		Accrued Income				1,161.48		
2.6%	14041AXU8	Capital One Bank 01/23/2015 4.75%	48,000	01/23/2008	49,316.85	51,084.00	1,767.15	3.6%
		Accrued Income				3,972.23		
3.5%	14042ECL2	Capital One Bank 01/12/2015 5.00%	65,000	01/31/2008	68,160.68	70,374.85	2,214.17	3.2%
		Accrued Income				5,596.77		
0.8%	25467RMU4	Discover Bank 09/28/2012 5.10%	15,000	03/19/2007	15,025.00	16,025.40	1,000.40	6.7%
		Accrued Income				2,050.34		
2.1%	454624FT9	Indiana Bd Bk 07/15/2014 4.77%	40,000	02/05/2008	41,411.80	43,832.40	2,420.60	5.8%
		Accrued Income				397.50		
0.6%	46115DBY1	Interwest National Bank 03/14/2017 5.10%	10,000	03/22/2007	10,025.00	10,838.90	813.90	8.1%
		Accrued Income				1,368.48		
4.8%	LSBDX	Loomis Sayles Bond	7,986	07/30/2009	99,663.69	103,738.33	4,074.64	4.1%
1.1%	743838UJ1	Provident Bank 02/13/2012 5.70%	20,000	01/24/2008	21,359.00	21,508.60	149.60	0.7%
		Accrued Income				1,998.74		
16.0%					315,683.81	345,056.70	12,827.35	4.1%
High Yield Bond								
5.0%	OHYFX	JP Morgan High Yield Fund	14,352	09/28/2009	107,491.12	106,921.02	(570.10)	-0.5%
5.0%	TRHYX	T Rowe Price High Yield	11,840	09/29/2009	107,910.00	107,623.25	(286.75)	-0.3%
10.0%					215,401.12	214,544.27	(856.85)	-0.4%
Foreign Bond								
5.0%	PELBX	Pimco Emerging Local Bon	10,967	09/25/2009	107,200.33	107,479.20	278.87	0.3%
45.3%					948,314.47	977,008.77	8,101.46	0.9%
CASH								
Cash								
1.7%	MMF	Schwab Money Market			36,422.94	36,422.94		
100.0%					2,014,053.73	2,155,866.42	121,219.85	6.0%

Tarpley & Underwood Financial Advisors, LLC
Three Ravinia Drive, Suite 1500
Atlanta, Georgia 30346
770-730-5010

Realized Gains and Losses By Category
From 10/01/2008 to 09/30/2009

Wilson and Anne Franklin Foundation Charitable Foundation Acct #: 6226-0281
Bryce, Tammy-Steve Franklin, Trustees
5315 S Trimble Road NE
Atlanta, GA 30342

Short Term Capital Gains and Losses in Non-Taxable or Tax Deferred Accounts

<u>Account Number</u>	<u>Description</u>	<u>Date Acquired</u>	<u>Date Sold</u>	<u>Quantity</u>	<u>Net Proceeds</u>	<u>Cost</u>	<u>Short Term Gains</u>
6226-0281	A E S	04/23/2008	10/06/2008	50.00	453.62	883.88	-430.26
6226-0281	A E S	04/23/2008	10/06/2008	100.00	907.22	1,767.97	-860.75
				150.00	1,360.84	2,651.85	-1,291.01
6226-0281	Bristol-Myers Squibb	03/26/2008	10/23/2008	100.00	1,789.52	2,122.85	-333.33
6226-0281	Comcast CI A	03/26/2008	10/23/2008	100.00	1,400.61	1,961.28	-560.67
6226-0281	Comcast CI A	03/26/2008	10/23/2008	100.00	1,400.62	1,961.27	-560.65
				200.00	2,801.23	3,922.55	-1,121.32
6226-0281	ConocoPhillips	03/26/2008	10/23/2008	100.00	4,918.02	7,605.75	-2,687.73
6226-0281	DFA Tax-Managed US Core Equ	09/09/2008	09/03/2009	70.97	475.99	579.79	-103.80
6226-0281	DFA Tax-Managed US Core Equ	12/10/2008	09/03/2009	124.29	833.64	713.41	120.23
6226-0281	DFA Tax-Managed US Core Equ	03/10/2009	09/03/2009	88.78	595.50	396.86	198.64
6226-0281	DFA Tax-Managed US Core Equ	06/09/2009	09/03/2009	79.37	532.34	493.66	38.68
				363.40	2,437.47	2,183.72	253.75
6226-0281	DFA Tax-Managed US Small Va	08/26/2008	10/17/2008	3,635.68	51,129.05	72,000.00	-20,870.95
6226-0281	DFA Tax-Managed US Small Va	09/09/2008	10/17/2008	9.56	134.48	185.42	-50.94
				3,645.24	51,263.53	72,185.42	-20,921.89
6226-0281	DFA US Core Equity I	10/17/2008	09/22/2009	11,601.15	104,619.07	88,793.17	15,825.90
6226-0281	El Paso	04/23/2008	10/06/2008	150.00	1,470.34	2,753.65	-1,283.31
6226-0281	Johnson & Johnson	03/26/2008	11/13/2008	100.00	5,953.42	6,481.75	-528.33
6226-0281	Occidental Pete	03/26/2008	10/06/2008	100.00	5,740.61	7,319.95	-1,579.34
6226-0281	Pepsico	03/26/2008	10/23/2008	100.00	5,287.42	7,164.75	-1,877.33
6226-0281	Pimco Commodity	12/27/2007	10/16/2008	126.52	1,302.97	2,039.45	-736.48
6226-0281	Pimco Commodity	03/20/2008	10/16/2008	56.60	582.89	1,019.33	-436.44
6226-0281	Pimco Commodity	06/19/2008	10/16/2008	59.61	613.93	1,187.47	-573.54
6226-0281	Pimco Commodity	09/18/2008	10/16/2008	79.10	814.60	1,137.41	-322.81
				321.82	3,314.39	5,383.66	-2,069.27
6226-0281	Pimco Developing Local	10/31/2007	10/06/2008	71.68	680.02	842.25	-162.23
6226-0281	Pimco Developing Local	11/30/2007	10/06/2008	73.20	694.42	848.38	-153.96

Realized Gains and Losses By Category
From 10/01/2008 to 09/30/2009

Wilson and Anne Franklin Foundation Charitable Foundation Acct #: 6226-0281

Short Term Capital Gains and Losses in Non-Taxable or Tax Deferred Accounts

<u>Account Number</u>	<u>Description</u>	<u>Date Acquired</u>	<u>Date Sold</u>	<u>Quantity</u>	<u>Net Proceeds</u>	<u>Cost</u>	<u>Short Term Gains</u>
6226-0281	Pimco Developing Local	12/12/2007	10/06/2008	111.35	1,056.31	1,184.72	-128.41
6226-0281	Pimco Developing Local	12/12/2007	10/06/2008	1,618.81	15,357.24	17,224.17	-1,866.93
6226-0281	Pimco Developing Local	12/31/2007	10/06/2008	71.51	678.44	755.19	-76.75
6226-0281	Pimco Developing Local	01/31/2008	10/06/2008	68.51	649.97	731.03	-81.06
6226-0281	Pimco Developing Local	02/29/2008	10/06/2008	54.07	512.93	585.56	-72.63
6226-0281	Pimco Developing Local	03/31/2008	10/06/2008	50.99	483.68	551.15	-67.47
6226-0281	Pimco Developing Local	04/30/2008	10/06/2008	50.90	482.89	555.85	-72.96
6226-0281	Pimco Developing Local	05/30/2008	10/06/2008	51.14	485.10	564.53	-79.43
6226-0281	Pimco Developing Local	06/30/2008	10/06/2008	50.02	474.51	547.70	-73.19
6226-0281	Pimco Developing Local	07/31/2008	10/06/2008	53.18	504.55	593.00	-88.45
6226-0281	Pimco Developing Local	08/08/2008	10/06/2008	2,950.00	27,985.84	30,880.26	-2,894.42
6226-0281	Pimco Developing Local	08/29/2008	10/06/2008	73.39	696.27	783.11	-86.84
6226-0281	Pimco Developing Local	09/30/2008	10/06/2008	49.03	465.14	486.39	-21.25
				5,397.78	51,207.31	57,133.29	-5,925.98
6226-0281	Southern Company	03/26/2008	02/18/2009	200.00	6,135.68	7,154.48	-1,018.80
6226-0281	Southern Company	03/26/2008	02/18/2009	200.00	6,135.70	7,154.47	-1,018.77
				400.00	12,271.38	14,308.95	-2,037.57
6226-0281	Spectra Energy	03/26/2008	10/23/2008	300.00	5,221.22	6,914.35	-1,693.13
6226-0281	Travelers Companies	03/26/2008	10/06/2008	40.00	1,535.80	1,913.98	-378.18
6226-0281	Travelers Companies	03/26/2008	10/06/2008	60.00	2,303.69	2,870.97	-567.28
				100.00	3,839.49	4,784.95	-945.46
	Short Term Gains (Sales)				263,495.26	291,710.61	-28,215.35

Long Term Capital Gains and Losses in Non-Taxable or Tax Deferred Accounts

<u>Account Number</u>	<u>Description</u>	<u>Date Acquired</u>	<u>Date Sold</u>	<u>Quantity</u>	<u>Net Proceeds</u>	<u>Cost</u>	<u>Long Term Gains</u>
6226-0281	Abbott Laboratories	07/18/2006	05/07/2009	100.00	4,387.50	4,459.90	-72.40
6226-0281	Abbott Laboratories	03/16/2007	05/07/2009	100.00	4,387.52	5,306.95	-919.43
				200.00	8,775.02	9,766.85	-991.83
6226-0281	Altria	07/18/2006	09/21/2009	100.00	1,792.47	815.86	976.61
6226-0281	Altria	03/16/2007	09/21/2009	100.00	1,792.48	2,589.68	-797.20
				200.00	3,584.95	3,405.54	179.41
6226-0281	Amgen	03/26/2008	09/21/2009	100.00	6,202.99	4,194.95	2,008.04
6226-0281	Applied Materials	03/16/2007	10/23/2008	200.00	2,233.23	3,707.75	-1,474.52
6226-0281	Auto Data Processing	07/18/2006	10/23/2008	100.00	3,302.50	4,325.99	-1,023.49
6226-0281	Auto Data Processing	07/18/2006	10/23/2008	50.00	1,651.25	2,163.00	-511.75

Realized Gains and Losses By Category
From 10/01/2008 to 09/30/2009

Wilson and Anne Franklin Foundation Charitable Foundation Acct #: 6226-0281

Long Term Capital Gains and Losses in Non-Taxable or Tax Deferred Accounts

Account Number	Description	Date Acquired	Date Sold	Quantity	Net Proceeds	Cost	Long Term Gains
6226-0281	Auto Data Processing	07/18/2006	10/23/2008	100.00	3,302.50	4,325.99	-1,023.49
				250.00	8,256.25	10,814.98	-2,558.73
6226-0281	Banco Santander 07/21/2014 5.00%	03/22/2007	01/21/2009	17,000.00	17,000.00	16,685.00	315.00
6226-0281	Bristol-Myers Squibb	03/16/2007	10/23/2008	100.00	1,789.50	2,696.75	-907.25
6226-0281	Caterpillar	07/18/2006	10/23/2008	50.00	1,729.54	3,450.98	-1,721.44
6226-0281	Chevrontexaco	03/16/2007	10/23/2008	100.00	6,336.48	6,813.98	-477.50
6226-0281	Chevrontexaco	03/16/2007	10/23/2008	100.00	6,337.49	6,813.97	-476.48
				200.00	12,673.97	13,627.95	-953.98
6226-0281	Cisco Systems	09/11/2005	10/23/2008	325.00	5,588.89	6,008.52	-419.63
6226-0281	Cisco Systems	03/16/2007	10/23/2008	300.00	5,158.97	7,797.65	-2,638.68
				625.00	10,747.86	13,806.17	-3,058.31
6226-0281	Coca Cola	03/16/2007	11/21/2008	200.00	8,197.00	9,455.95	-1,258.95
6226-0281	Corning	03/16/2007	10/23/2008	50.00	529.26	1,094.48	-565.22
6226-0281	Corning	03/16/2007	10/23/2008	50.00	529.22	1,094.47	-565.25
				100.00	1,058.48	2,188.95	-1,130.47
6226-0281	DFA International Core	06/18/2008	07/30/2009	3,529.41	31,775.00	44,409.07	-12,634.07
6226-0281	DFA Tax-Managed US Core Equ	06/09/2008	09/03/2009	18,646.07	125,066.32	166,000.00	-40,933.68
6226-0281	DFA Tax-Managed US Core Equ	06/10/2008	09/03/2009	56.95	381.98	503.44	-121.46
				18,703.02	125,448.30	166,503.44	-41,055.14
6226-0281	DFA US Core Equity I	07/03/2008	09/22/2009	4,901.87	44,205.01	50,000.00	-5,794.99
6226-0281	DFA US Core Equity I	07/22/2008	09/22/2009	8,288.85	74,748.78	87,000.00	-12,251.22
6226-0281	DFA US Core Equity I	09/09/2008	09/22/2009	57.35	517.19	580.39	-63.20
				13,248.07	119,470.98	137,580.39	-18,109.41
6226-0281	Discover Bank 03/23/2009 5.25%	03/22/2007	03/23/2009	20,000.00	20,000.00	20,025.00	-25.00
6226-0281	Duke Energy	03/16/2007	10/23/2008	300.00	4,777.22	5,889.95	-1,112.73
6226-0281	Ebay	03/16/2007	10/06/2008	100.00	1,774.04	3,181.85	-1,407.81
6226-0281	EMC	03/16/2007	09/21/2009	100.00	1,666.00	1,311.75	354.25
6226-0281	Emerson Electric	07/18/2006	10/06/2008	500.00	18,206.42	19,244.50	-1,038.08

Realized Gains and Losses By Category
From 10/01/2008 to 09/30/2009

Wilson and Anne Franklin Foundation Charitable Foundation Acct # 6226-0281

Long Term Capital Gains and Losses in Non-Taxable or Tax Deferred Accounts

<u>Account Number</u>	<u>Description</u>	<u>Date Acquired</u>	<u>Date Sold</u>	<u>Quantity</u>	<u>Net Proceeds</u>	<u>Cost</u>	<u>Long Term Gains</u>
6226-0281	Emerson Electric	03/16/2007	10/06/2008	100.00	3,641.28	4,222.99	-581.71
6226-0281	Emerson Electric	03/16/2007	10/06/2008	400.00	14,565.14	16,891.96	-2,326.82
				1,000.00	36,412.84	40,359.45	-3,946.61
6226-0281	Exxon Mobil	09/11/2005	09/21/2009	252.00	17,519.54	15,731.33	1,788.21
6226-0281	Exxon Mobil	03/16/2007	09/21/2009	100.00	6,952.20	6,987.32	-35.12
6226-0281	Exxon Mobil	03/16/2007	09/21/2009	200.00	13,904.40	13,974.63	-70.23
				552.00	38,376.14	36,693.28	1,682.86
6226-0281	Fiserv	07/18/2006	10/23/2008	150.00	4,612.82	6,456.25	-1,843.43
6226-0281	Hewlett-Packard	03/16/2007	11/13/2008	100.00	2,927.50	4,005.78	-1,078.28
6226-0281	Hewlett-Packard	03/16/2007	11/13/2008	100.00	2,927.51	4,005.77	-1,078.26
				200.00	5,855.01	8,011.55	-2,156.54
6226-0281	Hoboken New Jersey 04/01/2013 5.45%	01/31/2008	04/01/2009	5,000.00	5,000.00	5,289.33	-289.33
6226-0281	Illinois Tool Works	07/18/2006	10/23/2008	100.00	3,101.80	4,300.49	-1,198.69
6226-0281	Illinois Tool Works	07/18/2006	10/23/2008	25.00	775.54	1,075.12	-299.58
6226-0281	Illinois Tool Works	07/18/2006	10/23/2008	75.00	2,325.89	3,225.37	-899.48
6226-0281	Illinois Tool Works	07/18/2006	10/23/2008	100.00	3,101.20	4,300.50	-1,199.30
				300.00	9,304.43	12,901.48	-3,597.05
6226-0281	Intel	03/16/2007	10/23/2008	300.00	4,272.32	5,751.65	-1,479.33
6226-0281	Ishares Barclay Bond Par 0.00	08/26/2008	09/22/2009	100.00	10,416.04	10,062.68	353.36
6226-0281	Ishares Barclay Bond Par 0.00	08/26/2008	09/22/2009	600.00	62,496.27	60,375.65	2,120.62
				700.00	72,912.31	70,438.33	2,473.98
6226-0281	Ishares Barclay Bond Par 0.00	08/26/2008	09/22/2009	300.00	31,248.42	30,187.83	1,060.59
6226-0281	Ishares Barclay Bond Par 0.00	08/26/2008	09/22/2009	300.00	31,248.42	30,187.82	1,060.60
				1,300.00	135,409.15	130,813.98	4,595.17
6226-0281	Johnson & Johnson	09/11/2005	11/13/2008	97.00	5,774.82	6,270.08	-495.26
6226-0281	Kellogg	09/11/2005	09/21/2009	100.00	4,874.92	4,561.25	313.67

Realized Gains and Losses By Category
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Long Term Capital Gains and Losses in Non-Taxable or Tax Deferred Accounts

<u>Account Number</u>	<u>Description</u>	<u>Date Acquired</u>	<u>Date Sold</u>	<u>Quantity</u>	<u>Net Proceeds</u>	<u>Cost</u>	<u>Long Term Gains</u>
6226-0281	Lilly Eli	03/16/2007	10/06/2008	15.00	589.84	785.84	-196.00
6226-0281	Lilly Eli	03/16/2007	10/06/2008	85.00	3,342.38	4,453.96	-1,111.58
				100.00	3,932.22	5,239.80	-1,307.58
6226-0281	Loews	07/18/2006	11/21/2008	100.00	2,113.03	3,486.58	-1,373.55
6226-0281	McDonalds	01/22/2007	10/08/2008	100.00	5,345.49	2,063.54	3,281.95
6226-0281	McDonalds	03/16/2007	10/08/2008	100.00	5,345.50	4,345.75	999.75
				200.00	10,690.99	6,409.29	4,281.70
6226-0281	Medtronic	03/16/2007	10/23/2008	200.00	7,761.80	9,781.95	-2,020.15
6226-0281	Omnicom Group	07/18/2006	10/23/2008	100.00	2,775.23	4,235.33	-1,460.10
6226-0281	Oracle	03/16/2007	09/21/2009	200.00	4,319.13	3,353.75	965.38
6226-0281	Philip Morris International	07/18/2006	09/21/2009	100.00	4,817.39	1,859.09	2,958.30
6226-0281	Philip Morris International	03/16/2007	09/21/2009	100.00	4,817.41	5,901.07	-1,083.66
				200.00	9,634.80	7,760.16	1,874.64
6226-0281	Pimco Commodity	03/16/2007	10/16/2008	1,466.00	15,097.94	20,988.89	-5,890.95
6226-0281	Pimco Commodity	03/22/2007	10/16/2008	21.59	222.30	311.26	-88.96
6226-0281	Pimco Commodity	06/21/2007	10/16/2008	30.15	310.52	426.64	-116.12
6226-0281	Pimco Commodity	06/29/2007	10/16/2008	2,538.81	26,146.60	37,615.97	-11,469.37
6226-0281	Pimco Commodity	09/20/2007	10/16/2008	66.98	689.78	1,008.68	-318.90
				4,123.52	42,467.14	60,351.44	-17,884.30
6226-0281	Pimco Developing Local	06/29/2007	10/06/2008	9,645.94	91,508.31	99,912.59	-8,404.28
6226-0281	Pimco Developing Local	07/31/2007	10/06/2008	66.84	634.08	741.91	-107.83
6226-0281	Pimco Developing Local	08/31/2007	10/06/2008	80.41	762.86	876.50	-113.64
6226-0281	Pimco Developing Local	09/28/2007	10/06/2008	64.99	616.53	739.56	-123.03
				9,858.18	93,521.78	102,270.56	-8,748.78
6226-0281	Procter & Gamble	10/26/2005	02/18/2009	343.00	17,399.29	19,472.16	-2,072.87
6226-0281	Procter & Gamble	03/16/2007	02/18/2009	300.00	15,218.03	18,492.95	-3,274.92
				643.00	32,617.32	37,965.11	-5,347.79
6226-0281	Qualcomm	07/18/2006	11/13/2008	250.00	8,101.31	9,182.43	-1,081.12
6226-0281	Qualcomm	03/16/2007	11/13/2008	100.00	3,240.52	4,372.95	-1,132.43
				350.00	11,341.83	13,555.38	-2,213.55
6226-0281	Schering Plough	03/26/2008	09/21/2009	100.00	2,780.97	1,912.95	868.02
6226-0281	Sterling Savings Bank 04/02/2009 3.50%	03/26/2008	04/02/2009	60,000.00	60,000.00	60,000.00	0.00
6226-0281	Stryker	07/18/2006	05/07/2009	50.00	2,053.49	2,173.98	-120.49
6226-0281	Texas Instruments	03/16/2007	10/06/2008	50.00	1,014.61	1,566.97	-552.36

Realized Gains and Losses By Category

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Wilson and Anne Franklin Foundation Charitable Foundation Acct #: 6226-0281

Long Term Capital Gains and Losses in Non-Taxable or Tax Deferred Accounts

<u>Account Number</u>	<u>Description</u>	<u>Date Acquired</u>	<u>Date Sold</u>	<u>Quantity</u>	<u>Net Proceeds</u>	<u>Cost</u>	<u>Long Term Gains</u>
6226-0281	Texas Instruments	03/16/2007	10/06/2008	50.00	1,014.62	1,566.98	-552.36
				100.00	2,029.23	3,133.95	-1,104.72
6226-0281	Thermo Electron	07/18/2006	10/01/2008	200.00	10,444.99	7,078.98	3,366.01
6226-0281	Travelers Companies	07/18/2006	10/06/2008	100.00	3,839.51	3,918.33	-78.82
6226-0281	Wal-Mart Stores	03/26/2008	05/07/2009	100.00	5,012.02	5,315.95	-303.93
6226-0281	Walt Disney	09/11/2005	10/23/2008	150.00	3,412.84	3,757.88	-345.04
6226-0281	Walt Disney	03/16/2007	10/23/2008	200.00	4,550.46	6,729.55	-2,179.09
				350.00	7,963.30	10,487.43	-2,524.13
	Long Term Gains (Sales)				952,351.56	1,078,242.49	-125,890.93
	Total Gains (Sales)				1,215,846.82	1,369,953.10	-154,106.28