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SCANNED MAY 2 6 2011

Form **990-PF**Department of the Treasury

Internal Revenue Service

Return of Private Foundation

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

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

OMB No 1545-0052

2010

Fo	r cal	endar year 2010, or tax year beginning		2/1/2010 ,	and	d ending	•	1/31/2011						
G	Che	ck all that apply Initial return		Initial return of a f	orm	er public char	rity Final return							
		Amended return		Address chang	е	☐ Nar	me change							
Ni	ame of	foundation					A	Employer identification n	umber					
JIL	L&.	JAYNE FRANKLIN CHAR TR # 622					13-7206444							
		and street (or P O box number if mail is not delivered to str	eet a	ddress)		Room/suite	B Telephone number (see page 10 of the instructions							
BN	IY M	ellon, NA - PO Box 185				1	(914) 289-3016							
Ci	ty or to	own, state, and ZIP code					C If exemption application is pending, check he							
Pit	tsbur	gh		PA	_ 18	5230-0185		1. Foreign organizations, ch	=					
<u>H</u>	Che	ck type of organization X Section 501(c)(3)	exe	empt private founda	tion			2 Foreign organizations me	eting the 85% test,					
L	Sec	ction 4947(a)(1) nonexempt charitable trust		Other taxable privat	e fo	undation		check here and attach co						
- 1	Fair	market value of all assets at end J Accoun	ting	method X Ca	sh	Accrual		If private foundation status v under section 507(b)(1)(A),						
		ear (from Part II, col (c),	r (s	pecify)				If the foundation is in a 60-n						
	_	16) ▶ \$ 1,653,852 (Part I, colu			asıs)		under section 507(b)(1)(B),	check here					
Pé	ırt I	Analysis of Revenue and Expenses (The to		(a) Nevertide and		(b) Net investme	ent	(c) Adjusted net	(d) Disbursements for charitable					
		amounts in columns (b), (c), and (d) may not necessarily the amounts in column (a) (see page 11 of the instruction		expenses per books		income	-1 IL	income	purposes					
				DOOKS	+				(cash basis only)					
	1	Contributions, gifts, grants, etc , received (attach schedule			+			· · · · · · · · · · · · · · · · · · ·	·					
	3	Check ► X if the foundation is not required to attach So		- 	1	<u>. * ; * ; * </u>								
	4	Interest on savings and temporary cash investment Dividends and interest from securities	แร	41,20	의_	41	19	0	· · · · · · · · · · · · · · · · · · ·					
	I .	Gross rents		41,20	+	4 1		0						
Revenue		Net rental income or (loss)	0	200 1 1 1 1 1 1 1 1 1 1 1 1 1 1 1 1 1 1	·,7 44	Contract of the second		1	The second secon					
		Net gain or (loss) from sale of assets not on line 1				to the table to	· <u> </u>	3 1, - 7, 1 1 1 1 1 1 1						
ě		- · · ·		Tryange The States of St			11							
è	7	Capital gain net income (from Part IV, line 2)		(公共) (基本)	3			0	. , .					
_	8	Net short-term capital gain		· 一种	**	Jay 5	-	0	y . , . , .					
	9	Income modifications		一、 大学 一、 かんしん	4			-						
	10 a	Gross sales less returns and allowances	0	 	rd.	· " ;		3						
	1	Less Cost of goods sold	0		É	* *		,	. , , ,					
		Gross profit or (loss) (attach schedule)			<u> </u>				1548 1 24					
	11 12	Other income (attach schedule)			<u> </u>			0	· · · · · · · · · · · · · · · · · · ·					
	40	Total. Add lines 1 through 11		40,35			19							
Expenses	13 14	Compensation of officers, directors, trustees, etc		23,81	9	19,	056	6	4,763					
Sus	15	Other employee salaries and wages Pension plans, employee benefits	F	EIVED	₩									
ĝ	16 =	Legal fees (attach schedule)		38	\vdash			0 0						
		Accounting fees (attach schedule)	AΔŸ	2 3 2011 Š				0 0						
<u>ĕ</u> .		Other professional fees (attach schedule)	ירוי	2011				0 0						
죨	17	Interest			i I			<u> </u>						
Operating and Administrative	18	Taxes (attach schedule) (see page 14 of the instructions)	<u>G</u> [DEN, UI 2,31	3		52°	1 0	0					
i	19	Depreciation (attach schedule) and depletion			0			0						
dn	20	Occupancy												
Ψþ	21	Travel, conferences, and meetings			\perp									
au	22	Printing and publications			4				 					
ξ	23	Other expenses (attach schedule)		32	6		76	3 0	250					
atir	24	Total operating and administrative expenses.		20.1-		, -	٥	_						
eri	25	Add lines 13 through 23		26,45		19,	<u>653</u>		5,013					
9	26	Contributions, gifts, grants paid Total expenses and disbursements. Add lines 24 and 25		76,73	\neg			+	76,736					
-	27	Subtract line 26 from line 12		103,19	31	19,	653	3 0	81,749					
		Subtract line 20 from line 12 Excess of revenue over expenses and disbursements												
		Net investment income (if negative, enter -0-)		-02,030		21,	543	,	10.24 J. 20.74					
		Adjusted net income (if negative, enter -0-)		THE STATE OF THE S	_	<u> </u>								
		(negative of		いまする唯一神経を強化する	zi ε*.	<u> </u>		- 0	5. F					

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

Form 990-PF (2010)

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Form 990-PF (2010)									
Б	art II	Balance Sheets Attached schedules and amounts in the description column	Beginning of year	End (7206444 Page 2 of year_				
4	art II	should be for end-of-year amounts only (See instructions)	(a) Book Value	(b) Book Value	(c) Fair Market Value				
	1	Cash—non-interest-bearing	·	0					
	2	Savings and temporary cash investments	213,921	246,137	246,137				
	3	Accounts receivable 0			-				
		Less allowance for doubtful accounts	· 0	O	0				
	4	Pledges receivable 0							
		Less allowance for doubtful accounts	o	0	0				
	5	Grants receivable							
	6	Receivables due from officers, directors, trustees, and other							
		disqualified persons (attach schedule) (see page 15 of the							
		instructions)	0	0	0				
	7	Other notes and loans receivable (attach schedule)		و يو يودونها					
ţ		Less allowance for doubtful accounts	0	0					
Assets	8	Inventories for sale or use		0					
As	9	Prepaid expenses and deferred charges		0					
	10 a	Investments—U.S. and state government obligations (attach schedule)	0		0				
	i	b investments—corporate stock (attach schedule)	0	0	0				
	(Investments—corporate bonds (attach schedule)	0	0	0				
	11	Investments—land, buildings, and equipment basis							
		Less accumulated depreciation (attach schedule)	0	0	0				
	12	Investments—mortgage loans							
	13	Investments—other (attach schedule)	1,355,421	1,260,433	1,407,715				
	14	Land, buildings, and equipment basis							
	į	Less accumulated depreciation (attach schedule)	0	0	0				
	15	Other assets (describe	0	0	0				
	16	Total assets (to be completed by all filers—see the							
		instructions Also, see page 1, item I)	1,569,342	1,506,570	1,653 852				
	17	Accounts payable and accrued expenses		0	`				
"	18	Grants payable							
Liabilities	19	Deferred revenue		0	-				
Ę	20	Loans from officers, directors, trustees, and other disqualified persons	0	0	4				
ab	21	Mortgages and other notes payable (attach schedule)	0	0	•				
	22	Other liabilities (describe	0	0					
	23	Total liabilities (add lines 17 through 22)	0		_				
		Foundations that follow SEAS 447, shock have							
ý	-	Foundations that follow SFAS 117, check here and complete lines 24 through 26 and lines 30 and 31.							
lances	24	Unrestricted		Ì					
a	25	Temporarily restricted			\$ 100000				
Ba	26	Permanently restricted			3 1 1 1 1 1 1 1 1 1 1 1 1 1 1 1 1 1 1 1				
Net Assets or Fund Ba	20	Foundations that do not follow SFAS 117, check here							
Ę		and complete lines 27 through 31.							
Ē	27	Capital stock, trust principal, or current funds	1 560 342	1 506 570					
0	28	Paid-in or capital surplus, or land, bldg , and equipment fund	1,569,342	1,506,570					
ė	29	Retained earnings, accumulated income, endowment, or other funds							
SS	30	Total net assets or fund balances (see page 17 of the			والمراجع والمراجع والمراجع والمراجع				
t A		instructions)	1 560 242	4 500 570					
Ž	31	Total liabilities and net assets/fund balances (see page 17	1 569,342	1 506,570	**				
	"	of the instructions)	1 500 340	1 500 570					
Pэ	t III	Analysis of Changes in Net Assets or Fund Balances	1,569,342	1,506,570					
_		net assets or fund balances at beginning of year—Part II, column (a), line	30 (must agree with						
•		f-year figure reported on prior year's return)	ov (musi agree with		4 500 040				
2		amount from Part I, line 27a		1	1,569,342				
3		increases not included in line 2 (itemize)		2	-62,838				
4		nes 1, 2, and 3		3	1 506 504				
5		ases not included in line 2 (itemize) ► I SHARES K-1 ADJUSTMENT		4	1,506,504				
		net assets or fund balances at end of year (line 4 minus line 5)—Part II, co	lump (b) hr = 20	5					
9	, otal I	ict assets of fund balances at end of year (line 4 fillings line 5)—Par II, co	numm (D), line 30	6	1.506.570				

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 P—Donation					
(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 P—Donation					
1a See Attached Statement	1				
b					
C					
d					
<u>e</u>					
ter Gross sales once	(h) Gain or (loss)) plus (f) minus (g)				
a 0 0 0	0				
_b00	0				
<u>c</u> 0 0 0	0				
<u>d</u> 0 0 0	0				
e 0 0 0 0	0				
(i) F M V as of 12/31/69 (j) Adjusted basis (k) Excess of col (i) col (k).	ns (Col (h) gain minus but not less than -0-) or sses (from col (h))				
					
a 0 0 0 0 0	0				
c 0 0 0	0				
d 0 0 0	0				
e 0 0 0	0				
2 Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 2	-846				
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	-040				
instructions) If (loss), enter -0- in Part I, line 8	0				
Part V Qualification Under Section 4940(e) for Reduced 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 perior If "Yes." the foundation does not qualify under section 4940(e). Do not complete this part	od? Yes X No				
1 Enter the appropriate amount in each column for each year, see page 18 of the instructions before m	aking any entries				
(a) (b) (c)	(d)				
Adjusted qualifying distributions Net value of poncharitable-use assets	Distribution ratio of (b) divided by col (c))				
2009 72.393 1,432,543	0 050535				
2008 97,472 1,616,484	0 060299				
2007 102,425 1.918,779	0 053380				
2006 99,106 1,860,468	0 053269				
2005 99,300 1,858,260	0 053437				
2 Total of line 1, column (d)	0 270920				
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 054184				
	1,532,483				
4 Enter the net value of noncharitable-use assets for 2010 from Part X, line 5	83,036				
4 Enter the net value of noncharitable-use assets for 2010 from Part X, line 5 5 Multiply line 4 by line 3	03,030				
	215				
5 Multiply line 4 by line 3 5					

1 01	III 990-FF (2010) JILL & JATNE FRANKLIN CHAR 1K # 622		13-12	J0444		iye +			
P	art VI Excise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or 4948—see pa	ge 1	8 of th	e instr	uctio	ns)			
1	a Exempt operating foundations described in section 4940(d)(2), check here ▶ ☐ and enter "N/A" on line 1 ☐	, 4 (
	<u> </u>	ر. چ		•	ř				
	• • • • • • • • • • • • • • • • • • • •	້ 1 ົ		-	431				
	here ▶ ☐ and enter 1% of Part I, line 27b	.,,							
	c All other domestic foundations enter 2% of line 27b Exempt foreign organizations enter 4%	•	,						
	·				- 1				
2		2			o				
3	````				431				
4	· · · · · · · · · · · · · · · · · · ·								
5	The state of the s	_			431	-			
6	†		.,			-			
·	1 - 1	,			-				
	· · · · · · · · · · · · · · · · · · ·	. 4		:					
		, ,		1 -2	- \$				
	b Exempt foreign organizations—tax withheld at source c Tax paid with application for extension of time to file (Form 8868) d Backup withholding erroneously withheld Total credits and payments Add lines 6a through 6d Enter any penalty for underpayment of estimated tax. Check here if Form 2220 is attached Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid Enter the amount of line 10 to be Credited to 2011 estimated tax Tax VII-A Statements Regarding Activities a 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?								
_	, , , , , , , , , , , , , , , , , , , ,			1	.000				
7 ₽	· · · · · · · · · · · · · · · · · · ·				000,				
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed									
	↓ [0 569				
10									
			Ĺ		0				
ď	IN VIFA) Statements Regarding Activities			1 31	1				
1	a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it			1	Yes	No			
	• • • • • • • • • • • • • • • • • • • •			1a		Х			
				1					
	···································			1b		_X_			
				- 4	4,	.,			
	·			1 44 4	i	- 1			
	Backup withholding erroneously withhold Total credits and payments Add lines 6a through 6d Enter any penalty for underpayment of estimated tax Check here If Form 2220 is attached Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid Enter the amount of line 10 to be Credited to 2011 estimated tax Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid Enter the amount of line 10 to be Credited to 2011 estimated tax Notice Title 10 to be Credited to 2011 estimated tax Regarding Activities 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? 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 Did the foundation file Form 1120-POL for this year? Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year (1) On the foundation \$\$\frac{1}{2}\$ On foundation managers Senter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers 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 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 Did the foundation have unrelated business gross income of \$1,000 or more during the year? Was there a liquidation, termination, dissolution, or substantial contraction durin			1c		_X_			
				2 3		. 45			
	paid with application for extension of time to file (Form 8868) kup withholding erroneously withheld all credits and payments. Add lines 6a through 6d all credits and payments. Add lines 6a through 6d are any penalty for underpayment of estimated tax. Check here if Form 2220 is attached due. If the total of lines 5 and 8 is more than line 7, enter amount owed prayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid are the amount of line 10 to be. Credited to 2011 estimated tax. A Statements Regarding Activities ing the tax year, did the foundation attempt to influence any national, state, or local legislation or did it copate or intervene in any political campaign? it spend more than \$100 during the year (either directly or indirectly) for political purposes (see page 19 of the fundation for definition)? If any is a comparable of the foundation in connection with the activities and copies of any materials is liked or distributed by the foundation in connection with the activities. If the foundation file Form 1120-POL for this year? For the amount (if any) of tax on political expenditures (section 4955) imposed during the year. On the foundation (2) On foundation managers For the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed boundation engaged in any activities that have not previously been reported to the IRS? Expert the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed coundation engaged in any activities that have not previously been reported to the IRS? Expert and the detailed description of the activities The foundation made any changes, not previously reported to the IRS, in its governing instrument, articles corporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes the foundation have unrelated business gross income of \$1,000 or more during the year? Expert and the foundation during the year? Expert and the total pay		產	j}					
	Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid Enter the amount of line 10 to be Credited to 2011 estimated tax ► 569 Refunded It is time 10 to be Credited to 2011 estimated tax ► 569 Refunded It is time 10 to be Credited to 2011 estimated tax ► 569 Refunded It is time 10 to be Credited to 2011 estimated tax ► 569 Refunded It is time 10 to be Credited to 2011 estimated tax ► 569 Refunded It is time 10 to be Credited to 2011 estimated tax ► 569 Refunded It is time 10 to be Credited to 2011 estimated tax ► 569 Refunded It is time 10 to be Credited to 2011 estimated tax ► 569 Refunded It is time 10 to be Credited to 2011 estimated tax ► 569 Refunded It is time 10 to be Credited to 2011 estimated tax ► 569 Refunded It is time 10 to be Credited to 2011 estimated tax ► 569 Refunded It is time 10 to be Credited to 2011 estimated tax ► 569 Refunded It is time 10 to be Credited to 2011 estimated tax ► 569 Refunded It is time 10 to be Credited to 2011 estimated tax ► 569 Refunded It is time 10 to be Credited to 11 to 1			- L 3	1 44	· -			
_		tax withheld at source tension of time to file (Form 8868) (a) Invertihield (b) Invertihield (c) Invertihield (d) Initiation of time to file (Form 8868) (d) Initiation of time to file (Form 8868) (d) Initiation of time to file (Form 8868) (e) Initiation of time to file (Form 8868) (e) Initiation of time to file (Form 8868) (f) Initiation of time to file (Form 8868) (g) Initiation of time to file (Form 8688) (g) Initiation of time to file (Form 868		1 E K	4. °				
2				2		X			
	·			7.3	, 3 , 4 , 4				
3					3	1			
	· · · · · · · · · · · · · · · · · · ·					X			
				-		Х			
_	b If "Yes," has it filed a tax return on Form 990-T for this year?			4b	N/A				
5	•				* ,242,0	X			
	If "Yes," attach the statement required by General Instruction T				7 ° '3' W	* 5,			
6				17.78	4	inter,			
	By language in the governing instrument, or			1	A	χ.			
	 By state legislation that effectively amends the governing instrument so that no mandatory directions 			الله الله ا	Line :	,,			
	that conflict with the state law remain in the governing instrument?				_X_				
7		nd Pa	nt XV	7	Χ.				
8	a Enter the states to which the foundation reports or with which it is registered (see page 19 of the			~ 覆	九村	*			
	Excise Tax Based on Investment Income (Section 4940(a), 4940(e), or 4948—see page 18 of the Exempt poperating foundations described in section 4940(d)2, check here and enter "NIA" on line 1 Date of ruling or determination letter (attach copy of letter if necessary—see instructions) Damestic foundations that meet the section 4940(e) requirements in Part V, check here and enter 1% of Part I, line 27.0 Damestic foundations that meet the section 4940(e) requirements in Part V, check here and enter 1% of Part I, line 27.0 All other domestic foundations enter 2% of line 27b Exempt foreign organizations enter 4% of Part I, line 12, cot (b) Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-) Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-Credits/Payment 2010 estimated tax payments and 2009 overpayment credited to 2010 Exempt foreign organizations—ax withheld at source Section 4947(a)(1) trusts and taxable foundations only. Others enter -0-) Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-Credits/Payment 2010 estimated tax payments and 2009 overpayment credited to 2010 Exempt foreign organizations—ax withheld at source Section 4947(a)(1) trusts and taxable foundations only. Others enter -0- Tax based with application for extension of time to file (Form 8868) Backup withholding erroneously withheld Get Tax based with application for extension of time to the file (Form 8868) Backup withholding erroneously withheld Tax due. If the total of lines 5 and 6; enter the amount overpaid Tax due. If the total of lines 5 and 6; enter the amount overpaid Tax due. If the total of lines 5 and 6; enter the amount overpaid Tax due. If the total of lines 5 and 6; enter the amount overpaid Tax due. If the total of lines 5 and 6; enter the amount overpaid Tax due. If the total of lines 5 and 6; enter the amount overpaid Tax due. If the total of lines 5		, t. 3	實際					
	b if the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney			a. 18	j	, ,			
	General (or designate) of each state as required by General Instruction G? If "No," attach explanation			8b	Χ				
9	Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3)			*****	4	· · '			
	or 4942(j)(5) for calendar year 2010 or the taxable year beginning in 2010 (see instructions for Part XIV on page 27)	?							
	If "Yes," complete Part XIV			9		X			
10	Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing								
	their names and addresses			10		Χ			
				000	DE				

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Par	rt 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?	13	X	
	Website address ► N/A			
14	The books are in care of ► BNY MELLON, N A Telephone no ► (914) 289-	3016		
	Located at PO BOX 185, PITTSBURGH, PA ZIP+4 ► 15230-018	5		
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041—Check here		ı	▶ □
	and enter the amount of tax-exempt interest received or accrued during the year	_		
16	At any time during calendar year 2010, did the foundation have an interest in or a signature or other authority		Yes	No
	over a bank, securities, or other financial account in a foreign country?	16		X
	See page 20 of the instructions for exceptions and filing requirements for Form TD F 90-22 1 If "Yes," enter			-
	the name of the foreign country	<u> </u>		
Pa	rt 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.	<u> </u>	Yes	No
1a	During the year did the foundation (either directly or indirectly)	; · · i		
	(1) Engage in the sale or exchange, or leasing of property with a disqualified person? Yes X No		'	
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from)	14.7	7 , 4	~-
	a disqualified person?	1	4	
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?		1-4	3
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? X Yes No	173.6		35
	(5) Transfer any income or assets to a disqualified person (or make any of either available	4		3.5
	for the benefit or use of a disqualified person)?	7,313	1	- Tak
	(6) Agree to pay money or property to a government official? (Exception. Check "No"	1 1 1 3 3	ر درگور	ر شو
	if the foundation agreed to make a grant to or to employ the official for a period	1 - ,	-11	:
	after termination of government service, if terminating within 90 days)	; -	, 1	
þ	If any answer is "Yes" to 1a(1)–(6), did any of the acts fail to qualify under the exceptions described in Regulations		,	۔ شہ
	section 53 4941(d)-3 or in a current notice regarding disaster assistance (see page 22 of the instructions)?	1b		X
	Organizations relying on a current notice regarding disaster assistance check here	= ; [†]	, 5	
С	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts,	1 -	,	, ·
	that were not corrected before the first day of the tax year beginning in 2010?	1c		<u>, X</u>
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))	1.6	1, 4, 1	
_	At the end of tax year 2010, did the foundation have any undistributed income (lines 6d	7 7 8	- 13	١
а	10 5 (200)	7 4	-	· ·
	If "Yes," list the years 20, 20, 20, 20		(-) j	,
ь	Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2)	1	َ رَقِيَّةٍ مِنْ يَقِيِّهُمُ	in.
_	(relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2)	3	,	
	to all years listed, answer "No" and attach statement—see page 22 of the instructions)	2b	N/A	ب سند
С	If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here			-
	2 0	-3	¥3	
3a	Did the foundation hold more than a 2% direct or indirect interest in any business	1 2 2	ئى سىئى.	- T-
	enterprise at any time during the year?	ي م د مير		15
b	If "Yes," did it have excess business holdings in 2010 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	1		,
	by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest, or (3)	5	1	100
	the lapse of the 10-, 15-, or 20-year first phase holding period? (Use Schedule C, Form 4720, to determine		الم	
	if the foundation had excess business holdings in 2010)	3b	N/A	<u> </u>
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	1	, _;	
	purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2010?	4b		<u> </u>

	JILL & JATTIE FRANKLIN CH							3-720	5444	Page 0
_	art VII-B Statements Regarding Activiti			m 4	720 May Be R	Require	ed (continued)			
5a	During the year did the foundation pay or incur any	y amoun	t to				<u> </u>	,	2 3	
	Carry on propaganda, or otherwise attempt t	o influer	nce legislation	(sec	tion 4945(e))?		Yes X	No		3 Mg
	(2) Influence the outcome of any specific public	election	(see section 4	955), or to carry			.	1000	
	on, directly or indirectly, any voter registratio	n drive?					Yes X	No	"管制者	7
	(3) Provide a grant to an individual for travel, stu	idy or o	ther similar nu	rnns	:es?		Yes X	No	4214	2 1 - CP
	(4) Provide a grant to an organization other than						الما ١٠٠٥			
	in section 509(a)(1), (2), or (3), or section 49	40(d)(2)	? (see page 2)	2 of	the instructions)		Yes X	No		
	(5) Provide for any purpose other than religious, educational purposes, or for the prevention of				•		Yes X	No		
b	If any answer is "Yes" to 5a(1)-(5), did any of the	transacti	ons fail to qua	lify ı	under the exception	ons desc	cribed in		終期實	-73
	Regulations section 53 4945 or in a current notice	regardır	ig disaster ass	istai	nce (see page 22	of the in	nstructions)?		5b N	/A
	Organizations relying on a current notice regarding	disaste	r assistance c	hec	k here		▶		1,1 3	, ,
С	If the answer is "Yes" to question 5a(4), does the f	oundatio	n claim exem	ptior	from the				1.3.7	* 1
	tax because it maintained expenditure responsibility	ty for the	grant?		N/A		Yes	No	Į.	:
	If "Yes," attach the statement required by Regulati	ons sect	ion 53 4945–5	$\delta(d)$				ĺ	, ,	1
6a	Did the foundation, during the year, receive any ful	nds, dire	ctly or indirect	ily, to	p pav					-}
	premiums on a personal benefit contract?	.,		, -	- 17		Yes X	No	1	
b	Did the foundation, during the year, pay premiums	directiv	or indirectly	nn a	nersonal henefit	contract		""	6b	X
	If "Yes" to 6b, file Form 8870						F		聖月 山	
	At any time during the tax year, was the foundation						Yes X	No	* " \$ \ ⁴	3.4
	If "Yes," did the foundation receive any proceeds of									/A
Р	art VIII Information About Officers,	Direc	tors, Truste	ees	, Foundation	Manag	gers, Highly Paid	i Emp	oloyee	s,
	and Contractors									
1	List all officers, directors, trustees, foundation	ation m	anagers and	d th	eir compensat	ion (se	e page 22 of the i	nstruc	tions).	
	(a) Name and address	hou	e, and average rs per week ed to position		c) Compensation If not paid, enter -0-)	emp	l) Contributions to ployee benefit plans eferred compensation		Expense a	
BN,	Y MELLON, N A	TRUS				4:10 0	oloniou domponiousion			
	BOX 185 PITTSBURGH PA 15230-0185		TTACHED		25,509	NONE		NONE	=	
	Y MELLON, N A		TEE FEE		20,000				•	
	BOX 185 PITTSBURGH PA 15230-0185		URSEMENT	┨	-1,690	N/A		N/A		
				<u> </u>	1,000	1477		14// 1		
		1	00		0		. 0			0
				1						
		<u> </u>	00		0	<u> </u>	0			0
2 	Compensation of five highest-paid employ If none, enter "NONE."	/ees (o	ther than the	ose 	included on li	ne 1—s	see page 23 of the	instru	uctions).
		(6) Title, and avera	age			(d) Contributions to			
(a)	Name and address of each employee paid more than \$50,		hours per week		(c) Compensation	on	employee benefit plans and deferred		expense a her allowa	
		•	devoted to position	on			compensation	O.	nei anowa	inces
NO	NE						·			
							"			
		- -		-		_	-			
Tota	al number of other employees paid over \$50,0	000					•			
. Ju	ar number of other employees paid over \$50,0	,,,,,						NONE		
								For	aan.l	OF (2010)

Form 990-PF (2010) JILL & JAYNE FRANKLIN CHAR TR # 622		13-7206444 Page 7
Part VIII Information About Officers, Directors, Trustees	, Foundation Managers, Highly Pai	d Employees,
and Contractors (continued)		"NONE "
3 Five highest-paid independent contractors for professional services (se		
(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
NONE		0
		0
		0
		0
		0
Total number of others receiving over \$50,000 for professional services	>	NONE
Part IX-A Summary of Direct Charitable Activities		
List the foundation's four largest direct chantable activities during the tax year. Include releva- the number of organizations and other beneficianes served, conferences convened, research		Expenses
1 NONE		
2		
3		
4		
Part IX-B Summary of Program-Related Investments (see		T
Describe the two largest program-related investments made by the foundation during the tax	year on lines 1 and 2	Amount
1 NONE		
		,
2		
All other program-related investments See page 24 of the instructions		
3 NONE		
		О
Total. Add lines 1 through 3		NONE

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Pa	rt X Minimum Investment Return (All domestic foundations must complete this part. Foreign	found	dations,
	see page 24 of the instructions.)		
1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc.,	T	
	purposes	i	
а	Average monthly fair market value of securities	1a	1,428 505
b	Average of monthly cash balances	1b	127,315
C	Fair market value of all other assets (see page 25 of the instructions)	1c	
d	Total (add lines 1a, b, and c)	1d	1,555,820
е	Reduction claimed for blockage or other factors reported on lines 1a and	1, ,	
	1c (attach detailed explanation)	_	
2	Acquisition indebtedness applicable to line 1 assets	2	
3	Subtract line 2 from line 1d	3	1,555,820
4	Cash deemed held for charitable activities. Enter 11/2 % of line 3 (for greater amount, see page 25		
	of the instructions)	4	23,337
5	Net value of noncharitable-use assets. Subtract line 4 from line 3 Enter here and on Part V, line 4	5	1,532,483
6	Minimum investment return Enter 5% of line 5	6	76,624
Pa	rt XI Distributable Amount (see page 25 of the instructions) (Section 4942(j)(3) and (j)(5) private of	perat	ing
	foundations and certain foreign organizations check here and do not complete this part		
1	Minimum investment return from Part X, line 6	1	76,624
2a	Tax on investment income for 2010 from Part VI, line 5	վ ՝	
þ	Income tax for 2010 (This does not include the tax from Part VI)	일 _	
С	Add lines 2a and 2b	_2c	431
3	Distributable amount before adjustments Subtract line 2c from line 1	3_	76,193
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	76,193
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	76,193
Par	t XII Qualifying Distributions (see page 25 of the instructions)		
1	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes	£4. :	
а	Expenses, contributions, gifts, etc —total from Part I, column (d), line 26	1a	81,749
b	Program-related investments—total from Part IX-B	1b	NONE
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		
а	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	0
4	Qualifying distributions. Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	4	81,749
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	81,749
	Note. The amount on line 6 will be used in Part V, column (b), in subsequent years when calculating whether the foun qualifies for the section 4940(e) reduction of tax in those years	dation	

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	n 990-PF (2010) JILL & JAYNE FRANKLIN (13-720	
	T XIV Private Operating Foundations			nd Part VII-A, գւ	iestion 9)	N/A
	If the foundation has received a ruling or determin foundation, and the ruling is effective for 2010, en	ter the date of the ruli	ng	.		
	Check box to indicate whether the foundation is a	private operating four	ndation described ii	n section	4942(j)(3) or	4942(J)(5)
2 a	Enter the lesser of the adjusted net income from Part I or the minimum	Tax year		Prior 3 years		(e) Total
	investment return from Part X for each	(a) 2010	(b) 2009	(c) 2008	(d) 2007	(e) Total
	year listed	0				0
b	85% of line 2a	0	0	0	0	0
С	Qualifying distributions from Part XII,				}	
	line 4 for each year listed	0		· · · · · · · · · · · · · · · · · · ·		0
α	Amounts included in line 2c not used directly for active conduct of exempt activities			•		_
P	Qualifying distributions made directly				<u> </u>	0
Ŭ	for active conduct of exempt activities					
	Subtract line 2d from line 2c	l	О	l o	ol	0
3	Complete 3a, b, or c for the					
а	alternative test relied upon "Assets" alternative test—enter					
	(1) Value of all assets					0
	(2) Value of assets qualifying					
	under section 4942(j)(3)(B)(i)					0
b	"Endowment" alternative test—enter 2/3			-		
	of minimum investment return shown in Part X, line 6 for each year listed	ا				0
С	"Support" alternative test—enter					
	(1) Total support other than gross					
	investment income (interest, dividends, rents, payments				ŀ	
	on securities loans (section					
	512(a)(5)), or royalties)					0
	(2) Support from general public and 5 or more exempt					
	organizations as provided in					
	section 4942(j)(3)(B)(iii)	<u> </u>				0
	(3) Largest amount of support		ļ			
	from an exempt organization (4) Gross investment income					0
Dat	t XV Supplementary Information (Co	mplete this part	only if the form	adation had CE	000 00	0
ıaı	assets at any time during the ye				ood or more in	
1	Information Regarding Foundation Manage		or the manuc			
	List any managers of the foundation who have cor		% of the total contri	butions received by	the foundation	
	before the close of any tax year (but only if they ha	ave contributed more	than \$5,000) (See	section 507(d)(2))		
NOI						
b	List any managers of the foundation who own 10%	or more of the stock	of a corporation (or	r an equally large po	ortion of the	
NO	ownership of a partnership or other entity) of which	ine foundation has a	1 10% or greater int	erest		
NOI 2	NE Information Regarding Contribution, Gran	t Gift Loan Scho	Jarohin etc. Dr	ograms:		
_	Check here ► X if the foundation only makes		• • •	_	es not accent	
	unsolicited requests for funds. If the foundation ma	ikes gifts, grants, etc	(see page 28 of the	e instructions) to ind	ividuals or organizati	ons
	under other conditions, complete items 2a, b, c, ar					
а	The name, address, and telephone number of the	person to whom appli	cations should be a	addressed		
NOT	APPLICABLE					
	The form in which applications should be submitte	d and information and	materials they sho	ould include	· · · · · · · · · · · · · · · · · · ·	
			•			
	APPLICABLE			-		
С	Any submission deadlines					
тои	APPLICABLE					
d	Any restrictions or limitations on awards, such as t	y geographical areas	, chantable fields, k	ands of institutions,	or other	
	factors					
TOM	APPLICABLE					

JILL & JAYNE FRANKLIN CHAR TR # 622

Form 990-PF (2010)

Recipient Treopient Treopient Same and address (home or business) Real during the year See Attached Statement Total Treopient is an individual, and it recipient is an individual, and it recipient is an individual in the year of youndation manager or substantial contributor Total Total Treopient Treopient	Amount
Name and address (home or business) a Pard during the year See Attached Statement Total	Amount
Name and address (nome or business) a Paid dump the year See Attached Statement Total	
Total Statement	
	76,736
Total ► 3b NONE	

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Form 990-PF (2010) JILL & JAYNE FRANKLII	N CHAR TR#622	13-720	06444	Page 13						
Part XVII Information Regarding Tran Exempt Organizations	sfers To and Transactions and	Relationships With Nonchai	ritable	<u> </u>						
1 Did the organization directly or indirectly e in section 501(c) of the Code (other than sorganizations?			1 1 1 1 1 1 1 1 1 1 1 1 1 1 1 1 1 1 1	'es No						
a Transfers from the reporting foundation to(1) Cash(2) Other assets	a noncharitable exempt organizatio	n of	1a(1) 1a(2)	X						
 b Other transactions (1) Sales of assets to a noncharitable exe (2) Purchases of assets from a noncharit (3) Rental of facilities, equipment, or other 	able exempt organization		1b(1) 1b(2) 1b(3)	X X X						
 (4) Reimbursement arrangements (5) Loans or loan guarantees (6) Performance of services or membership or fundraising solicitations 										
 c Sharing of facilities, equipment, mailing list d If the answer to any of the above is "Yes," value of the goods, other assets, or service value in any transaction or sharing arrang 	complete the following schedule Complete the following schedule Complete given by the reporting foundation	If the foundation received less the	an fair mar	ket						
(a) Line no (b) Amount involved (c) Name of noncharitable exempt organization (d) Description of transfers, transactions, and										
0 NOT APPLIC	CABLE									
0										
0										
0										
0										
0										
0										
0			<u></u> -							
0										
0										
0			··							
0										
0										
 2a Is the foundation directly or indirectly affilial described in section 501(c) of the Code (c b If "Yes," complete the following schedule 	ated with, or related to, one or more their than section 501(c)(3)) or in sec	tax-exempt organizations ction 527?	Yes 🗓 N	40						
(a) Name of organization	(b) Type of organization	(c) Description of rela	ationship							

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

Preparer's signature

► PRICEWATERHOUSECOOPERS LLP

Firm's address ► 600 GRANT STREET PITTSBURGH, PA 15219

Date

Cra

Date

5/12/2011

Sign

Here

Paid

Preparer

Use Only

Signature of officer or trustee

Shawn P Hanlon

Print/Type preparer's name

Form **990-PF** (2010)

P00965923

13-4008324

(412) 355-6000

PTIN

VICE PRESIDENT

Check X if

self-employed

Firm's EIN

Phone no

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Line 6 (990-PF) - Gain/Loss from Sale of Assets Other Than Inventory

-			-	,					-		1=	7.5		1-		-		-	-		1	7.5	-	T=	T:=	,	
Sain	SS	-846					Net Gain	or Loss	-552	-810	16,109	1	797-	2 868	1.62	-1.040	-989	-7.968	-1.634	-44	-28	-1.226	1.328	-1.530	-736	-581	-2.232
Net Garn	or Loss							Depreciation																			
Cost, Other	Basis and Expenses	360,739	0	Expense	of Sale and	Cost of	Improve-	ments																			
Cost	Basis and						Valuation	Method																			
Gross	Sales	359,893	0				Cost or	Other Basis	50,552		101,798	33	5.5													6,140	58,744
5	SS						Gross Sales	Price	50,000	5,000	117,907	48	5.176	7 7 14	23.924	5.502	6,161	3,668	5,385	6.278	10,829	9.417	12.556	15,695	12,556	5,559	56,512
Totals		Securities	Other sales				Date	Sold	1/18/2011	7/22/2010	12/14/2010	7/23/2010	4/23/2010	2/26/2010	11/1/2010	7/22/2010	8/5/2010	7/22/2010	7/22/2010	2/26/2010	2/26/2010	2/26/2010	2/26/2010	2/26/2010	2/26/2010	8/13/2010	2/26/2010
							Acquisition	Method																			
							Date	Acquired	4/2/2001	2/26/2010	8/21/2008	5/6/1999	2/26/2010	7/8/2005	2/26/2010	2/26/2010	2/26/2010	4/23/2008	2/26/2010	5/27/2008	4/23/2008	11/2/2007	9/17/2007	4/4/2007	9/14/2006	2/26/2010	4/23/2008
					Check "X" if	Purchaser	ES 20	Business																			
								Purchaser																			
,	Amount	9	0					CUSIP #	172967BC4	111621306	191216AK6	30231G102	375558103	464287234	57636Q104	585055106	61166W101	654902204	760975102	81369Y209	81369Y209	81369Y209	81369Y209	81369Y209	81369Y209	883556102	92204A702
	!	Long Term CG Distributions	Short Term CG Distributions					틸	CITIGROUP INC 6 5% 1/1	NON NON	COCA-COLA CO 5 35% 1	EXXON MOBIL CORP	GILEAD SCIENCES INC	ISHARES MSCI EMERGING M	MASTERCARD INC-CLASS A	MEDTRONIC INC	MONSANTO CO NEW	NOKIA CORP-SPON ADR	RESEARCH IN MOTION LTD	CEF SELECT SECTOR SPDR	EF SELECT SECTOR SPDR	CEF SELECT SECTOR SPDR (CEF SELECT SECTOR SPDR (EF SELECT SECTOR SPDR	CEF SELECT SECTOR SPDR (THERMO FISHER SCIENTIFIC	VANGUARD INFO TECH ETF
					3004	× Section 1		Secunity	×		×	×	×	×	×	×	×	×	×	×	×	×	×	×	×	×	×
				_				ndex		7	m	4	S	9	_	æ	6	9	=	12	5	4	15	16	7	18	9

Line 18 (990-PF) - Taxes

		2.313	521		
			30		
		Revenue			Disbursements
		and Expenses	Net Investment	Adjusted	for Charitable
	Description	per Books	Income	Net Income	Purposes
	FOREIGN TAX PAID	521	521		
7	FEDERAL EXCISE TAX	47	C		
<u>س</u>	ESTIMATED EXCISE TAX	1,000	0		
4	FED TAX AND INTEREST DUE FYE 12/3	745	C		
2					
9					
7					
8					
6					
10					

Line 23 (990-PF) - Other Expenses

	_			1 Amortiza	2 NY AG FEE	3 I SHARE	4	5	9	7	8	6	
			Description	See a	1 U								
326	Revenue and	Expenses	per Books	0	250	92							
92		Net Investment	Income	0		97							
0		Adjusted Net	Income	0									
250	Disbursements	for Charitable	Purposes		250								

Part II, Line 13 (990-PF) - Investments - Other

			1,355,421	1,260,433	1,407,715
		Basis of	Book Value	ook Value Book Value FMV	FMV
	Item or Category	Valuation	Beg of Year	End of Year	End of Year
_			1,355,421	1,260,433	1,407,715
7					
3					
4					
5					
9					
7					
8					
6					
0					
			1		

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Part IV (990-PF) - Capital Gains and Losses for Tax on Investment Income

•		-852	Gains Minus Excess	of FMV Over Adjusted	Basis or Losses	. 552	-810	16 109	15	792.	2.868	1 621	-1.040	686-	-7 968	-1,634	-44	-28	-1,226	-1.328	-1,530	-736	-581	-2,232
		0	9	Excess of FMV of	_					0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
		0	Adjusted Basis	as of	12/31/69												1							
		0	FM <	as of	12/31/69																			
		-852		Garn or	Loss	-552	-810	16,109	15	-767	2,868	1,621	-1,040	686-	-7.968	-1,634	-44	-28	-1,226	-1,328	-1,530	-736	-581	-2,232
		360,739	Cost or Other	Basis Plus	Expense of Sale	50.552	5.810	101,798	33	5,943	4,846	22,303	6,542	7,150	11,636	7,019	6,322	10,857	10,643	13,884	17,225	13,292	6,140	58,744
		0		Depreciation	Allowed	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
		359,887	Gross	Sales	Price	50.000	5 000	117,907	48	5,176	7,714	23,924	5,502	6,161	3,668	5,385	6,278	10,829	9,417	12,556	15,695	12,556	5,559	56,512
		Totals		Date	Sold	1/18/2011	7/22/2010	8/21/2008 12/14/2010	7/23/2010	4/23/2010	2/26/2010	11/1/2010	7/22/2010	8/5/2010	4/23/2008 7/22/2010	7/22/2010	2/26/2010	2/26/2010	2/26/2010	2/26/2010	2/26/2010	2/26/2010	8/13/2010	2/26/2010
				Date	Acquired	4/2/2001	2/26/2010	8/21/2008	5/6/1999	2/26/2010	7/8/2005	2/26/2010	2/26/2010	2/26/2010	4/23/2008	2/26/2010	5/27/2008	4/23/2008	11/2/2007	9/17/2007	4/4/2007	9/14/2006	2/26/2010	4/23/2008
	9	0		¥o	Acquired																			
Amount					CUSIP#	172967BC4	111621306	191216AK6	30231G102	375558103	464287234	57636Q104	585055106	61166W101	654902204	760975102	81369Y209	81369Y209	81369Y209	81369Y209	81369Y209	81369Y209	883556102	92204A702
-	Long Term CG Distributions	Short Term CG Distributions			Kind(s) of Property Sold		BROCADE COMMUNICATIONS SYS	COCA-COLA CO 5 35% 11/15/17		٦	ISHARES MSCI EMERGING MKTS INDEX	C-CLASS A	MEDTRONIC INC	MONSANTO CO NEW	NOKIA CORP-SPON ADR	1 RESEARCH IN MOTION LTD	2 CEF SELECT SECTOR SPDR FD HEALT 81369Y209	٦	\neg	15 CEF SELECT SECTOR SPDR FD HEALT 81369Y209	\neg	7 CEF SELECT SECTOR SPDR FD HEALT 81369Y209	THERMO FISHER SCIENTIFIC INC	19 VANGUARD INFO TECH ETF
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Part VIII, Line 1 (990-PF) - Compensation of Officers, Directors, Trustees and Foundation Managers

										23,819
	Name	Check "X"	Street	2	Ototo	Zin Codo	Foreign	Average	Average	
-	BNY MELLON, N.A.		P O BOX 185	PITTSBURGH	PA	PA 15230-0185	1	TRUSTEE	SEE ATTA	adilloo
2	BNY MELLON, N A		P O BOX 185	PITTSBURGH	PA	15230-0185		RUSTEE FE	REIMBUR	-1,690
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 Part

 Denefits
 Expense
 Explanation

 1
 NONE
 NONE
 Explanation

 2
 N/A
 N/A
 Explanation

 3
 N/A
 IN/A
 IN/A

 4
 IN/A
 IN/A
 IN/A

 5
 IN/A
 IN/A
 IN/A

 6
 IN/A
 IN/A
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 7
 IN/A
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 9
 IN/A
 IN/A
 IN/A

 10
 IN/A
 IN/A
 IN/A

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5/12/2011 5·40:52 PM - 10586224980 - 1709 - 86 - JILL & JAYNE FRANKLIN CHAR TR # 622

Part VI, Line 6a (990-PF) - Estimated Tax Payments

	Date	Amount
Credit from prior year return	1	
2 First quarter estimated tax payment	2	250
3 Second quarter estimated tax payment	3	250
4 Third quarter estimated tax payment	4	250
5 Fourth quarter estimated tax payment	5	250
6 Other payments	6	0
7 Total	7	1 000

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TAX MARKET VALUE DETAIL REPORT	ייני ייני איינין איינים ביינין ייני סיין

					ļ		
ACCOUNT NO	ACCOUNT NO ACCOUNT NAME	ĆUSIP ID	ASSET SHORT NAME	SHARES	MARKET VALUE	FEDERAL TAX COST	COST
10586224980	JILL & JAYNE FR	G1151C101	ACCENTURE PLC-CL A	2009		25,735 00	14,595 00
10586224980	JILL & JAYNE FR	G491BT108	INVESCO LTD	800		19,792 00	14,928 00
10586224980	JILL & JAYNE FR	1055102		300		17,274 00	14,232 00
10586224980	JILL & JAYNE FR	2824100	2824100 ABBOTT LABORATORIES	300		48 00	14,790,00
10586224980		9158106	AIR PRODS & CHEMS INC	300		75 00	19,588 92
10586224980		20002101		300		42.00	16 695 00
10586224980		25825101	25816109 AMFRICAN EXPRESS CO	220		2,34£ 55 11 929 50	16,033,05
10585224980	A IAVNE	37833100	APPI F INC	100		32.00	20,257,20
10586224980		54303102	AVON PR	200		62 00	6,082,00
10586224980	A IAYNE	05569M566		12 637 93	11	53.26	160 516 05
10586224980	& JAYNE	05569M806	BNY MELLON SMALL CAP STK FD	4.882.40		14 71	58,814 94
10586224980		14149Y108	CARDINAL HEALTH INC.	002		02 00	6 778 00
10586224980		149123101	CATERPILLAR INC	100		9,701 00	5,705 00
10586224980		17275R102	CISCO SYSTEMS INC	002		14 805 00	18,725 00
10586224980		20030N200	COMCAST CORP SPL CL A	1,125 00		24,120 00	24,607 50
10586224980	JILL & JAYNE FR	219350105	CORNING INC	008		17,768 00	13,954 00
10586224980		22160K105		100		84 00	6,15145
10586224980	JILL & JAYNE FR	254687106	WALT DISNEY CO/THE	200		7,774 00	6,291 34
10586224980		25746U109	DOMINION RES INC VA NEW	200	2	21,770 00	19,342 50
10586224980	JILL & JAYNE FR	291011104	EMERSON ELECTRIC CO	400		23,552 00	19,268 88
10586224980	JILL & JAYNE FR	30231G102	EXXON MOBIL CORP	1,309 00	105,610 12	10 12	30,491 74
10586224980		3133XGDD3	FEDERAL HOME LN BK 5375%	20,000 00		51,396 00	50,285 50
10586224980	JILL & JAYNE FR	3133X1BV8	FEDERAL HOME LN BKS 45%	20'000 00		54,559 50	49,283 55
10586224980		31359MWJ8	_	75,000 00		83,357 25	76,764 38
10586224980		31359M5H2	FEDERAL	100,000 00		104,773 00	100,235 00
10586224980		369604103		825		16,615 50	28,836 88
10586224980		38259P508	GOOGLE	50	е .	30,018 00	26,373 50
10586224980		428236103	HEWLETT PACKARD CO	100		4,569 00	5,093 00
10586224980		437076102	HOME DEPOT INC	200		85 00	20,035 00
10586224980	JILL & JAYNE FR	438516106	438516106 HONEYWELL INTL INC	150		8,401 50	6,040 50
10586224980	JILL & JAYNE FR	458140100	458140100 INTEL CORP	200		15,022 00	32,431 25
10586224980	JILL & JAYNE FR	46428R107	ISHARES S&P GSCI COMMODITY-I	400		14,064 00	12,188 00
10586224980	JILL & JAYNE FR	464287507	ISHARES S & P MIDCAP 400	925	~	85,405 25	77,543 68
10586224980	JILL & JAYNE FR	46625H100	JPMORGAN CHASE & CO	400		17,976 00	18,528 00
10586224980	JILL & JAYNE FR	478160104	JOHNSON & JOHNSON	150		8,965 50	6,804 37
10586224980	JILL & JAYNE FR	478366107	JOHNSON CTLS INC	525		20,154 75	16,891 00
10586224980	JILL & JAYNE FR	50075N104	KRAFT FOODS INC CL A	200		6,114 00	5,762 00
10586224980	JILL & JAYNE FR	58933Y105	MERCK & CO INC	175		5,804 75	6,401 50
10586224980		594918104	594918104 MICROSOFT CORPORATION	009	•	35 00	23,450 00

10586224980	JILL & JAYNE FR	617446448 MORGAN STANLEY	400	11,760 00	19,481 67
10586224980	JILL & JAYNE FR	68389X105 ORACLE CORP	500	16,015 00	11,900 00
10586224980	JILL & JAYNE FR	713448108 PEPSICO INC	009	38,586 00	22,310,00
10586224980	JILL & JAYNE FR	742718109 PROCTER & GAMBLE CO	500	31,565 00	23,495 83
10586224980	JILL & JAYNE FR	74733V100 QEP RESOURCES INC	150	00 960 9	4,255 75
10586224980	JILL & JAYNE FR	748356102 QUESTAR CORP	150	2,614 50	2,057 75
10586224980	JILL & JAYNE FR	806857108 SCHLUMBERGER LTD	150	13,348 50	15,106 62
10586224980	JILL & JAYNE FR	881624209 TEVA PHARMACEUTICAL INDS ADR	550	30,057 50	26,389 50
10586224980	JILL & JAYNE FR	902973304 US BANCORP	400	10,800 00	13,384 00
10586224980	JILL & JAYNE FR	913017109 UNITED TECHNOLOGIES CORP	300	24,390 00	21,858 00
10586224980	JILL & JAYNE FR	917047102 URBAN OUTFITTERS INC	200	6,764 00	5,263 12
10586224980	JILL & JAYNE FR	949746101 WELLS FARGO & COMPANY	500	16,210 00	10,821 87
10586224980	JILL & JAYNE FR	969457100 WILLIAMS COS INC	300	8,097 00	6,567 00
10586224980	JILL & JAYNE FR	988498101 YUMI BRANDS INC	200	9,352 00	6,764 00
10586224980	JILL & JAYNE FR	991061052 CRA (BNY MELLON, N A, MEMBE	245,527 80	245,527 80	245,527 80
10586224980	JILL & JAYNE FR	991061052 CRA (BNY MELLON, N A, MEMBE	608 81	608 81	608 81
TOTAL FOR A	TOTAL FOR A CCT#10586224980			1,653,851 70	1,506,570 40

TOTAL FO

Attachment to Form 990-PF Part V-III, Column (b) Title and average hours per week devoted to position.

As trustee, BNY MELLON provides administrative services such as acting as investment manager for the named organization. These services require numerous individual bank employees' involvement in the activities of the organization and thus cannot be quantified on an hourly basis. Therefore, the trustee's fees are not based upon hourly basis but are calculated upon factors such as the market value of the account and in accordance with our agreement with the client.

JILL & JAYNE FRANKLIN CHAR T				13-7206		
Continuation of Part XV, Lir	ne 3a (990-PF) -	Gran	ts and Cont	ributions Paid	During t	he Year
Recipient(s) paid during the year						
Name						
AMERICAN FOUNDATION AIDS RESE	EARCH, ATTN JOHN	LOGA	N			
Street						
120 WALL ST						
City		State	Zıp Code	Foreign Countr	у	
NEW YORK	T	NY	10005-3902			
Relationship	Foundation Status					
Purpose of grant/contribution	PUBLIC				Amount	
OPERATIONAL					Amount	19 184
					1 .	15 104
Name	AEL COLEDNANI DO		ı 			
ARTHRITIS FOUNDATION, C/O MICH. Street	AEL FRIEDMAN, PR	FOIDEN	11			
122 EAST 42 ND STREET, FL 18						
City		State	Zıp Code	Foreign Countr		
NEW YORK		NY	10168-1898	, oreign count	,	
Relationship	Foundation Status	1-,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,	110100			
	PUBLIC					
Purpose of grant/contribution					Amount	
OPERATIONAL					<u> </u>	19,184
Name						
GOD'S LOVE WE DELIVER, ATTN ER	IKA INESON					
Street						
166 AVE OF AMERICAS						
City		State	Zıp Code	Foreign Countr	у	
NEW YORK		NY	10013			·
Relationship	Foundation Status					
	PUBLIC				10	
Purpose of grant/contribution					Amount	40 404
OPERATIONAL					1	<u>19,184</u>
Name						
MEMORIAL SLOAN-KETTERING CAN	<u>CER CTR, EILEEN L</u>	SELS	KY, DIR TRUST/	ESTATE		
Street						
633 3RD AVE FL 12		T 01-1-	T - -	TE A		
City NEW YORK		State NY	Zip Code 10017-6706	Foreign Country	у	
Relationship	Foundation Status	<u> </u>	110017-0700			
Relationship	PUBLIC					
Purpose of grant/contribution	1. 0.5.1.0				Amount	
OPERATIONAL						19_184
Name					-	
Name						
Street						
City		State	Zıp Code	Foreign Country	y	
		<u> </u>			<u> </u>	
Relationship	Foundation Status					
· · · · · · · · · · · · · · · · · · ·	ļ					
Purpose of grant/contribution					Amount	_
					L	0
Name						
Street			·			
		l a:	T			
City		State	Zıp Code	Foreign Country	y	
Polotionohio	Equadation Status	L	L			
Relationship	Foundation Status					
Purpose of grant/contribution	L				Amount	
peer or grain commodition						0