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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**

OMB No 1545-0052

2010

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

For calendar year 2010, or tax year beginning **10/01/10**, and ending **09/30/11**G Check all that apply: ☐ Initial return ☐ Initial return of a former public charity ☐ Final return
☐ Amended return ☒ Address change ☐ Name change

Name of foundation WILSON P. AND ANNE W. FRANKLIN FOUNDATION		A Employer identification number 58-6329924
Number and street (or P O box number if mail is not delivered to street address) 7721 CLASSICS DRIVE		B Telephone number (see page 10 of the instructions) 404-255-6689
City or town, state, and ZIP code NAPLES FL 34113		C If exemption application is pending, check here <input type="checkbox"/>
H Check type of organization <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation		D 1. Foreign organizations, check here <input type="checkbox"/> 2. Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>
I Fair market value of all assets at end of year (from Part II, col (c), line 16) \$ 2,765,055	J Accounting method. <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify)	E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/>
(Part I, column (d) must be on cash basis.)		F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see page 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	27,141	27,141		
	4 Dividends and interest from securities	69,709	69,709		
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	72,199			
	b Gross sales price for all assets on line 6a 703,899				
	7 Capital gain net income (from Part IV, line 2)		72,199		
	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)					
12 Total. Add lines 1 through 11	169,049	169,049	0		
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc.	0			
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees (attach schedule)				
	b Accounting fees (attach schedule) STMT 1	3,400	3,400		
	c Other professional fees (attach schedule)				
	17 Interest				
	18 Taxes (attach schedule) (see page 14 of the instructions) STMT 2	2,033			
	19 Depreciation (attach schedule) and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses (att. sch.) STMT 3	17,465	17,465		
	24 Total operating and administrative expenses. Add lines 13 through 23	22,898	20,865	0	0
25 Contributions, gifts, grants paid	150,000			150,000	
26 Total expenses and disbursements. Add lines 24 and 25	172,898	20,865	0	150,000	
27 Subtract line 26 from line 12:					
a Excess of revenue over expenses and disbursements	-3,849				
b Net investment income (if negative, enter -0-)		148,184			
c Adjusted net income (if negative, enter -0-)			0		

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

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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		76,990	53,379	53,379
	2	Savings and temporary cash investments		631,862	218,733	259,765
	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 ▶	0			
	8	Inventories for sale or use				
	9	Prepaid expenses and deferred charges				
	10a	Investments—U S. and state government obligations (attach schedule) STMT 4		343,147	346,613	358,755
	b	Investments—corporate stock (attach schedule) SEE STMT 5		1,528,974	1,970,338	2,093,156
	c	Investments—corporate bonds (attach schedule)				
	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)		2,580,973	2,589,063	2,765,055
Liabilities	17	Accounts payable and accrued expenses				
	18	Grants payable				
	19	Deferred revenue				
	20	Loans from officers, directors, trustees, and other disqualified persons				
	21	Mortgages and other notes payable (attach schedule)				
	22	Other liabilities (describe ▶)				
	23	Total liabilities (add lines 17 through 22)		0	0	
Net Assets or Fund Balances		Foundations that follow SFAS 117, check here and complete lines 24 through 26 and lines 30 and 31. <input type="checkbox"/>				
	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		2,580,973	2,589,063	
	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)		2,580,973	2,589,063	
	31	Total liabilities and net assets/fund balances (see page 17 of the instructions)		2,580,973	2,589,063	

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	2,580,973
2	Enter amount from Part I, line 27a	2	-3,849
3	Other increases not included in line 2 (itemize) ▶ SEE STATEMENT 6	3	11,939
4	Add lines 1, 2, and 3	4	2,589,063
5	Decreases not included in line 2 (itemize) ▶	5	
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	2,589,063

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 WORKSHEET				
b				
c				
d				
e				

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

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

(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
a			
b			
c			
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	72,199
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6)	<div style="border: 1px solid black; padding: 2px;"> 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 </div>	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))
2009	146,275	2,522,747	0.057982
2008	127,900	2,188,133	0.058452
2007	189,300	2,555,517	0.074075
2006	86,540	1,486,619	0.058213
2005	52,765	798,143	0.066110

2 Total of line 1, column (d)	2	0.314832
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	0.062966
4 Enter the net value of noncharitable-use assets for 2010 from Part X, line 5	4	3,020,749
5 Multiply line 4 by line 3	5	190,204
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	1,482
7 Add lines 5 and 6	7	191,686
8 Enter qualifying distributions from Part XII, line 4	8	150,000

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.

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 or determination letter (attach copy of letter if necessary—see instructions)	1	2,964
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		
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	2,964
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	2,964
6	Credits/Payments:		
a	2010 estimated tax payments and 2009 overpayment credited to 2010	6a	1,350
b	Exempt foreign organizations—tax withheld at source	6b	
c	Tax paid with application for extension of time to file (Form 8868)	6c	700
d	Backup withholding erroneously withheld	6d	
7	Total credits and payments. Add lines 6a through 6d	7	2,050
8	Enter any penalty for underpayment of estimated tax. Check here <input checked="" type="checkbox"/> if Form 2220 is attached	8	15
9	Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9	929
10	Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	
11	Enter the amount of line 10 to be Credited to 2011 estimated tax	11	

Refunded

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 2010 or the taxable year beginning in 2010 (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

6/30 INT

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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 7721 CLASSICS DRIVE Located at ▶ NAPLES FL ZIP+4 ▶ 34113 Telephone no ▶ 404-255-6689			
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"/>
16	At any time during calendar year 2010, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? 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 ▶	16	Yes	No X

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 22 of the instructions)? Organizations relying on a current notice regarding disaster assistance check here	N/A	
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 2010?	N/A	
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 2010, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2010? 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 22 of the instructions.)	N/A	
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	N/A	
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 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 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 2010.)	N/A	
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 2010?	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))? ☐ Yes ☒ No

(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive? ☐ Yes ☒ No

(3) Provide a grant to an individual for travel, study, or other similar purposes? ☐ Yes ☒ No

(4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see page 22 of the instructions) ☐ Yes ☒ No

(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? ☐ Yes ☒ No

b If any answer is "Yes" to 5a(1)–(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see page 22 of the instructions)? Organizations relying on a current notice regarding disaster assistance check here ☐ **N/A** **5b**

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** ☐ Yes ☐ No

If "Yes," attach the statement required by Regulations section 53.4945-5(d)

6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract? ☐ Yes ☒ No

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? **6b** ☒

If "Yes" to 6b, file Form 8870.

7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? ☐ Yes ☒ No

b If Yes, did the foundation receive any proceeds or have any net income attributable to the transaction? **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 7721 CLASSICS DRIVE NAPLES FL 34113	TRUSTEE 0.00	0	0	0
TAMMY G. FRANKLIN 7721 CLASSICS DRIVE NAPLES FL 34113	TRUSTEE 0.00	0	0	0
JAMES D. BRYCE 7721 CLASSICS DRIVE NAPLES FL 34113	TRUSTEE 0.00	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

0

Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors (continued)**3 Five highest-paid independent contractors for professional services (see 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 24 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	2,911,193
b	Average of monthly cash balances	1b	155,557
c	Fair market value of all other assets (see page 25 of the instructions)	1c	0
d	Total (add lines 1a, b, and c)	1d	3,066,750
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	3,066,750
4	Cash deemed held for charitable activities. Enter 1½ % of line 3 (for greater amount, see page 25 of the instructions)	4	46,001
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	3,020,749
6	Minimum investment return. Enter 5% of line 5	6	151,037

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	151,037
2a	Tax on investment income for 2010 from Part VI, line 5	2a	2,964
b	Income tax for 2010. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	2,964
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	148,073
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	148,073
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	148,073

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	150,000
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	150,000
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	150,000

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 2009	(c) 2009	(d) 2010
1 Distributable amount for 2010 from Part XI, line 7				148,073
2 Undistributed income, if any, as of the end of 2010				
a Enter amount for 2009 only				
b Total for prior years 20____, 20____, 20____				
3 Excess distributions carryover, if any, to 2010				
a From 2005				13,438
b From 2006				13,207
c From 2007				63,264
d From 2008				19,538
e From 2009				21,901
f Total of lines 3a through e	131,348			
4 Qualifying distributions for 2010 from Part XII, line 4 ▶ \$ 150,000				
a Applied to 2009, 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 2010 distributable amount				148,073
e Remaining amount distributed out of corpus	1,927			
5 Excess distributions carryover applied to 2010 (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	133,275			
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 2009. Subtract line 4a from line 2a Taxable amount—see page 27 of the instructions				
f Undistributed income for 2010 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2011				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 2005 not applied on line 5 or line 7 (see page 27 of the instructions)	13,438			
9 Excess distributions carryover to 2011. Subtract lines 7 and 8 from line 6a	119,837			
10 Analysis of line 9.				
a Excess from 2006				13,207
b Excess from 2007				63,264
c Excess from 2008				19,538
d Excess from 2009				21,901
e Excess from 2010				1,927

4942(j)(3) or ☐ 4942(j)(5)

- (3) Largest amount of support from an exempt organization . . .
- (4) Gross investment income

[illegible]

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**

<div>Recipient</div> <div>Name and address (home or business)</div>	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a Paid during the year WINSHIP CANCER INSTITUTE 1365-B CLIFTON ROAD B4100 ATLANTA GA 30322	N/A	PUB CHARITY CANCER	RESEARCH	100,000
CHILDRENS HEALTHCARE OF A 1687 TULLIE CIRCLE NE ATLANTA GA 30329	N/A	PUB CHARITY HOSPITAL IMPROVEMENTS		50,000
Total				▶ 3a 150,000
b Approved for future payment N/A				
Total				▶ 3b

Capital Gains and Losses for Tax on Investment Income

Form **990-PF****2010**

For calendar year 2010, or tax year beginning

10/01/10

, and ending

09/30/11

Name

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

Employer Identification Number

58-6329924

(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.)
(1) 329.605 SHRS FPA NEW INCOME	P	VARIOUS	09/02/11
(2) 25000 SHRS CHEROKEE COUNTY GA	P	03/04/10	08/01/11
(3) 669.942 SHRS DFA EMERGING MARKETS	P	06/08/07	05/11/11
(4) 2428.875 SHRS DFA EMERGING MKTS	P	VARIOUS	08/25/11
(5) 7983.193 SHRS DFA INTERNATIONAL CORE	P	VARIOUS	05/11/11
(6) 7566.191 SHRS FPA NEW INCOME	P	VARIOUS	09/02/11
(7) 15000 SHRS HOBOKEN NJ	P	01/31/08	04/01/11
(8) 8840 SHRS PIMCO EMERGENCY LOCAL BON	P	09/25/09	08/25/11
(9) 4688.233 SHRS SCHWAB S&P 500 SELECT	P	VARIOUS	04/29/11
(10) 6493.815 SHRS SCHWAB S&P 500 SELECT	P	VARIOUS	05/11/11
(11) 16034.812 SHRS SCHWAB S&P 500 SELECT	P	VARIOUS	08/25/11
(12) CHARLES SCHWAB			
(13)			
(14)			
(15)			

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
(1) 3,571		3,575	-4
(2) 25,250		27,367	-2,117
(3) 14,964		8,297	6,667
(4) 45,710		47,323	-1,613
(5) 94,950		92,024	2,926
(6) 81,970		83,645	-1,675
(7) 15,000		15,868	-868
(8) 97,190		90,677	6,513
(9) 100,000		71,239	28,761
(10) 136,500		106,593	29,907
(11) 88,660		85,092	3,568
(12) 134			134
(13)			
(14)			
(15)			

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))
(1)			-4
(2)			-2,117
(3)			6,667
(4)			-1,613
(5)			2,926
(6)			-1,675
(7)			-868
(8)			6,513
(9)			28,761
(10)			29,907
(11)			3,568
(12)			134
(13)			
(14)			
(15)			

0237 Wilson P. and Anne W. Franklin
58-6329924
FYE: 9/30/2011

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Federal Statements

Statement 1 - Form 990-PF, Part I, Line 16b - Accounting Fees

Description	Total	Net Investment	Adjusted Net	Charitable Purpose
TARPLEY & UNDERWOOD, P.C.	\$ 3,400	\$ 3,400	\$	\$
TOTAL	\$ 3,400	\$ 3,400	\$ 0	\$ 0

Statement 2 - Form 990-PF, Part I, Line 18 - Taxes

Description	Total	Net Investment	Adjusted Net	Charitable Purpose
2010 ESTIMATED TAX PAYMENTS	\$ 1,350 683	\$	\$	\$
TOTAL	\$ 2,033	\$ 0	\$ 0	\$ 0

Statement 3 - Form 990-PF, Part I, Line 23 - Other Expenses

Description	Total	Net Investment	Adjusted Net	Charitable Purpose
EXPENSES	\$	\$	\$	\$
SCHWAB MANAGEMENT FEE	17,465	17,465		
TOTAL	\$ 17,465	\$ 17,465	\$ 0	\$ 0

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58-6329924
FYE: 9/30/2011

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Federal Statements

Statement 4 - 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	\$ 343,147	\$ 346,613	COST	\$ 358,755
TOTAL	\$ 343,147	\$ 346,613		\$ 358,755

Statement 5 - Form 990-PF, Part II, Line 10b - Corporate Stock Investments

Description	Beginning of Year	End of Year	Basis of Valuation	Fair Market Value
SCHWAB - MUTUAL FUNDS - SEE STMT L-1	\$ 1,528,974	\$ 1,970,338	COST	\$ 2,093,156
TOTAL	\$ 1,528,974	\$ 1,970,338		\$ 2,093,156

Federal Statements**Statement 6 - Form 990-PF, Part III, Line 3 - Other Increases**

<u>Description</u>	<u>Amount</u>
PRIOR PERIOD BASIS ADJUSTMENT	\$ 11,939
TOTAL	\$ 11,939

Federal Statements

Statement 7 - 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 8 - 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.

0237 Wilson P. and Anne W. Franklin

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58-6329924

Federal Statements

FYE: 9/30/2011

Taxable Interest on Investments

<u>Description</u>	<u>Amount</u>	<u>Unrelated Business Code</u>	<u>Exclusion Code</u>	<u>Postal Code</u>	<u>US Obs (\$ or %)</u>
SCHWAB MONEY MARKET	\$ 27,141		14		
TOTAL	\$ 27,141				

Taxable Dividends from Securities

<u>Description</u>	<u>Amount</u>	<u>Unrelated Business Code</u>	<u>Exclusion Code</u>	<u>Postal Code</u>	<u>US Obs (\$ or %)</u>
CHARLES SCHWAB	\$ 69,702		14		
SMITHBARNEY	7		14		
TOTAL	\$ 69,709				

Windham Brannon Financial Group, LLC
3630 Peachtree Road NE
Suite 600
Atlanta, GA 30326
404-898-2000

Portfolio Statement
As of 09/30/2011

Wilson and Anne Franklin Foundation Charitable Foundation Acct # 62260281
Bryce, Tammy-Steve Franklin, Trustees
5315 S Trimble Road NE
Atlanta, GA 30342

Weight	Symbol	Description	Quantity	Cost Basis	Unit Cost	Current Value	Current Price	Unrealized Gain (Loss)
Mutual Funds								
2.7%	DFCEX	DFA Emerging Markets	4,468.738	73,823.12	16.520	74,270.43	16.620	(4,680.77)
4.9%	DFGEX	DFA Global Real Estate	18,119.621	145,150.00	8.011	133,179.21	7.350	(11,970.79)
10.7%	DFIEX	DFA International Core	32,125.549	305,023.07	9.495	291,057.47	9.060	(13,782.50)
2.9%	DISVX	DFA Intl Small Cap Value	5,790.427	86,094.30	14.868	79,907.89	13.800	(6,186.41)
11.8%	DFEQX	DFA Short Term Extended	29,550.935	319,250.00	10.803	320,332.14	10.840	1,082.14
6.0%	DFQTX	DFA U.S. Core Equity	17,498.828	149,771.51	8.559	163,614.04	9.350	13,842.53
18.6%	DFEOX	DFA US Core Equity I	52,724.238	376,159.99	7.134	505,098.20	9.580	128,938.21
5.1%	JSOSX	JP Morgan Strategic Income	12,147.361	141,979.74	11.688	137,386.65	11.310	(4,593.09)
5.6%	LSBDX	Loomis Sayles Bond	10,905.779	140,233.43	12.859	151,481.27	13.890	11,247.84
4.9%	PELBX	Pimco Emerging Local Bond Fun	13,324.219	130,866.61	9.822	133,242.19	10.000	(1,881.73)
3.8%	SWPPX	Schwab S&P 500 Select	5,793.44	101,986.24	17.604	103,586.71	17.880	(948.21)
77.2%				1,970,338.01		2,093,156.20		111,067.22
Cash and Money Funds								
2.0%	MMF	Money Market Fund		54,845.99		54,845.99		
Fixed Income								
0.8%	107889KK2	Brick New Jersey 11/15/2017 5.45% Accrued Income	20,000	20,642.00	103.210	20,399.80	101.999	(242.20)
0.8%	190789AK3	Cobb County Georgia 07/15/2019 5.25% Accrued Income	20,000	21,984.80	109.924	21,927.20	109.636	(57.60)
1.9%	20773AAW0	Connecticut State 08/15/2013 4.84% Accrued Income	50,000	50,851.50	101.703	52,308.00	104.616	1,456.50
0.4%	37358MAR2	Georgia State Road 10/01/2019 5.00% Accrued Income	10,000	10,792.60	107.926	10,914.60	109.146	122.00
1.2%	434110QE5	Hoboken New Jersey 04/01/2013 5.45% Accrued Income	30,000	31,736.01	105.787	30,737.10	102.457	20,158.43
1.6%	454624FT9	Indiana Bank 07/15/2014 4.77% Accrued Income	40,000	41,411.80	103.530	43,422.40	108.556	2,010.60
3.0%	492279CL6	Kern County California 08/15/2016 4.50% Accrued Income	75,000	73,461.25	97.948	79,735.50	106.314	6,274.25
1.0%	763631XQ6	Richland County South Carolina 03/01/2016 5.00% Accrued Income	25,000	25,548.50	102.194	27,148.50	108.594	1,600.00
0.6%	816772DN4	Seminole Oklahoma 09/01/2014 6.25% Accrued Income	15,000	16,081.45	107.210	15,142.05	100.947	(939.40)
						78.13		

STMT L-1

1/2

Portfolio Statement
As of 09/30/2011

Wilson and Anne Franklin Foundation Charitable Foundation Acct #: 62260281

<u>Weight</u>	<u>Symbol</u>	<u>Description</u>	<u>Quantity</u>	<u>Cost Basis</u>	<u>Unit Cost</u>	<u>Current Value</u>	<u>Current Price</u>	<u>Unrealized Gain (Loss)</u>
Fixed Income								
2.0%	987830KNS	Ypsilanti Michigan 05/01/2018 5.80%	50,000	54,103.50	108.207	52,785.00	105.570	(1,318.50)
		Accrued Income				1,208.33		
13.2%				346,613.41		358,755.00		29,064.08
CDs								
2.3%	14041AXU8	Capital One Bank 01/23/2015 4.75%	48,000	49,316.85	102.743	52,453.92	109.279	3,137.07
		Accrued Income				9,158.81		
3.1%	14042ECL2	Capital One Bank 01/12/2015 5.00%	65,000	68,160.68	104.863	71,814.60	110.484	3,653.92
		Accrued Income				13,031.65		
0.7%	25467RMU4	Discover Bank 09/28/2012 5.10%	15,000	15,025.00	100.167	15,644.85	104.299	619.85
		Accrued Income				3,883.77		
0.5%	46115DBY1	Interwest National Bank 03/14/2017 5.10%	10,000	10,025.00	100.250	11,307.60	113.076	1,282.60
		Accrued Income				2,590.94		
0.9%	743838UJ1	Provident Bank 02/13/2012 5.70%	20,000	21,359.00	106.795	20,373.80	101.869	(985.20)
		Accrued Income				4,658.76		
7.6%				163,886.53		204,918.70		7,708.24
100.0%				2,535,683.94		2,711,675.89		147,839.54

STMT L-1

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