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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

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

OMB No 1545-0052

2011

For calendar year 2011 or tax year beginning 2/1/2011, and ending 1/31/2012

Name of foundation JILL & JAYNE FRANKLIN CHAR. TR # 622498		A Employer identification number 13-7206444
Number and street (or P O box number if mail is not delivered to street address) BNY Mellon, N A - P O Box 185		B Telephone number (see instructions) (914) 289-3016
City or town, state, and ZIP code Pittsburgh PA 15230-0185		C If exemption application is pending, check here <input type="checkbox"/>
G Check all that apply. <input type="checkbox"/> Initial return <input type="checkbox"/> Initial return of a former public charity <input type="checkbox"/> Final return <input type="checkbox"/> Amended return <input type="checkbox"/> Address change <input type="checkbox"/> Name change		D 1. Foreign organizations, check here <input type="checkbox"/> 2. Foreign organizations meeting the 85% test, check here and attach computation <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		E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/>
I Fair market value of all assets at end of year (from Part II, col (c), line 16) \$ 1,547,767	J Accounting method. <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____	
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 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	0	0		
	4 Dividends and interest from securities	39,003	39,191		
	5 a Gross rents		0		
	b Net rental income or (loss)	0			
	6 a Net gain or (loss) from sale of assets not on line 10	-43,314			
	b Gross sales price for all assets on line 6a	223,541			
	7 Capital gain net income (from Part IV, line 2)		0		
	8 Net short-term capital gain			0	
	9 Income modifications				
	10 a Gross sales less returns and allowances	0			
b Less Cost of goods sold	0				
c Gross profit or (loss) (attach schedule)	0				
11 Other income (attach schedule)	0	0	0		
12 Total. Add lines 1 through 11	-4,311	39,191	0		
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	20,186	16,149		4,037
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16 a Legal fees (attach schedule)	0	0	0	0
	b Accounting fees (attach schedule)	0	0	0	0
	c Other professional fees (attach schedule)	0	0	0	0
	17 Interest				
	18 Taxes (attach schedule) (see instructions)	710	710	0	0
	19 Depreciation (attach schedule) and depletion	0	0	0	
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses (attach schedule)	353	103	0	250
	24 Total operating and administrative expenses. Add lines 13 through 23	21,249	16,962	0	4,287
	25 Contributions, gifts, grants paid	82,692			82,692
26 Total expenses and disbursements Add lines 24 and 25	103,941	16,962	0	86,979	
27 Subtract line 26 from line 12.					
a Excess of revenue over expenses and disbursements	-108,252				
b Net investment income (if negative, enter -0-)		22,229			
c Adjusted net income (if negative, enter -0-)			0		

For Paperwork Reduction Act Notice, see instructions.

Form **990-PF** (2011)

(HTA)

Form 990-PF (2011) JILL & JAYNE FRANKLIN CHAR TR # 622498

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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		0	0	
	2	Savings and temporary cash investments		246,137	168,233	168,233
	3	Accounts receivable	0			
		Less allowance for doubtful accounts	0	0	0	0
	4	Pledges receivable	0			
		Less allowance for doubtful accounts	0	0	0	0
	5	Grants receivable				
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)		0	0	0
	7	Other notes and loans receivable (attach schedule)	0			
		Less allowance for doubtful accounts	0	0	0	0
	8	Inventories for sale or use		0	0	
	9	Prepaid expenses and deferred charges			0	
	10 a	Investments—U S and state government obligations (attach schedule)		0	0	0
	b	Investments—corporate stock (attach schedule)		0	0	0
	c	Investments—corporate bonds (attach schedule)		0	0	0
	11	Investments—land, buildings, and equipment basis	0			
	Less accumulated depreciation (attach schedule)	0	0	0	0	
12	Investments—mortgage loans					
13	Investments—other (attach schedule)		1,260,433	1,227,725	1,379,534	
14	Land, buildings, and equipment basis	0				
	Less accumulated depreciation (attach schedule)	0	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)		1,506,570	1,395,958	1,547,767	
Liabilities	17	Accounts payable and accrued expenses		0	0	
	18	Grants payable				
	19	Deferred revenue		0	0	
	20	Loans from officers, directors, trustees, and other disqualified persons		0	0	
	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	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 and complete lines 27 through 31. <input checked="" type="checkbox"/>					
	27	Capital stock, trust principal, or current funds		1,506,570	1,395,958	
	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 instructions)		1,506,570	1,395,958	
31	Total liabilities and net assets/fund balances (see instructions)		1,506,570	1,395,958		

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	1,506,570
2	Enter amount from Part I, line 27a	2	-108,252
3	Other increases not included in line 2 (itemize)	3	0
4	Add lines 1, 2, and 3	4	1,398,318
5	Decreases not included in line 2 (itemize) ISHARS K-1 PARTNERSHIP ADJUSTMENT	5	2,360
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	1,395,958

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co.)		(b) How acquired P—Purchase D—Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a See Attached Statement				
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 0	0	0	0	
b 0	0	0	0	
c 0	0	0	0	
d 0	0	0	0	
e 0	0	0	0	
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(i) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))	
(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any		
a 0	0	0	0	
b 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	-43,314
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6) If gain, also enter in Part I, line 8, column (c) (see instructions) If (loss), enter -0- in Part I, line 8			3	0

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 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))
2010	81,749	1,532,483	0.053344
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
2 Total of line 1, column (d)			2 0.270827
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 0.054165
4 Enter the net value of noncharitable-use assets for 2011 from Part X, line 5			4 1,562,521
5 Multiply line 4 by line 3			5 84,634
6 Enter 1% of net investment income (1% of Part I, line 27b)			6 222
7 Add lines 5 and 6			7 84,856
8 Enter qualifying distributions from Part XII, line 4 If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate. See the Part VI instructions.			8 86,979

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

1 a 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	222
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input checked="" 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	222
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)		4	
5 Tax based on investment income. Subtract line 4 from line 3 If zero or less, enter -0-		5	222
6 Credits/Payments			
a 2011 estimated tax payments and 2010 overpayment credited to 2011	6a	569	
b Exempt foreign organizations—tax withheld at source	6b		
c Tax paid with application for extension of time to file (Form 8868)	6c	0	
d Backup withholding erroneously withheld	6d		
7 Total credits and payments Add lines 6a through 6d	7	569	
8 Enter any penalty for underpayment of estimated tax Check here <input type="checkbox"/> if Form 2220 is attached	8	0	
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9	0	
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	347	
11 Enter the amount of line 10 to be Credited to 2012 estimated tax 347 Refunded	11	0	

Part VII-A Statements Regarding Activities

	Yes	No
1 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?		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
4 a 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?	N/A	
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	
8 a Enter the states to which the foundation reports or with which it is registered (see instructions) NY AG REG # 06-31-97		
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 2011 or the taxable year beginning in 2011 (see instructions for Part XIV)? 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

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 instructions)	11		X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		
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 ► BNY MELLON, N.A. Telephone no ► (914) 289-3016 Located at ► P.O. BOX 185, PITTSBURGH, PA ZIP+4 ► 15230-0185			
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	N/A	
16	At any time during calendar year 2011, 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 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 checked="" type="checkbox"/> Yes <input 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 instructions)? Organizations relying on a current notice regarding disaster assistance check here ► <input type="checkbox"/>	1b	X
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 2011?	1c	X
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 2011, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2011? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No If "Yes," list the years ► 20____, 20____, 20____, 20____		
b	Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement—see instructions)	2b	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____		
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 2011 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 2011)	3b	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 2011?	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 instructions)

☐ Yes ☒ No

(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals?

☐ Yes ☒ No**b** If any answer is "Yes" to 5a(1)–(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)?**5b** N/A

Organizations relying on a current notice regarding disaster assistance check here

☐**c** If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? 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** X

If "Yes" to 6b, file Form 8870

7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?☐ Yes ☒ No**b** If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction?**7b** N/A**Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors****1 List all officers, directors, trustees, foundation managers and their compensation (see instructions).**

(a) Name and address	(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
BNY Mellon, N.A. P O Box 185 Pittsburgh PA 15230-0185	TRUSTEE SEE ATTACHED	22,202	NONE	NONE
BNY Mellon, N.A. P O Box 185 Pittsburgh PA 15230-0185	FEE REIMBURSEMENT	-2,016	N/A	N/A
	00	0	0	0
	00	0	0	0

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

(a) Name and address of each employee paid more than \$50,000	(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☐ NONE

Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors (continued)**3 Five highest-paid independent contractors for professional services (see instructions). If none, enter "NONE."**

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
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 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 NONE	
2	
3	
4	

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

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

1 NONE		
2		
All other program-related investments See instructions		
3 NONE		0
Total. Add lines 1 through 3		NONE

Part X Minimum Investment Return (All domestic foundations must complete this part. Foreign foundations, see instructions.)

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes		
a	Average monthly fair market value of securities	1a	1,374,161
b	Average of monthly cash balances	1b	212,155
c	Fair market value of all other assets (see instructions)	1c	
d	Total (add lines 1a, b, and c)	1d	1,586,316
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	
2	Acquisition indebtedness applicable to line 1 assets	2	
3	Subtract line 2 from line 1d	3	1,586,316
4	Cash deemed held for charitable activities Enter 1 1/2 % of line 3 (for greater amount, see instructions)	4	23,795
5	Net value of noncharitable-use assets. Subtract line 4 from line 3 Enter here and on Part V, line 4	5	1,562,521
6	Minimum investment return. Enter 5% of line 5	6	78,126

Part XI Distributable Amount (see instructions) (Section 4942(j)(3) and (j)(5) private operating foundations and certain foreign organizations check here ☐ and do not complete this part)

1	Minimum investment return from Part X, line 6	1	78,126
2a	Tax on investment income for 2011 from Part VI, line 5	2a	222
b	Income tax for 2011. (This does not include the tax from Part VI)	2b	0
c	Add lines 2a and 2b	2c	222
3	Distributable amount before adjustments Subtract line 2c from line 1	3	77,904
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	77,904
6	Deduction from distributable amount (see instructions)	6	
7	Distributable amount as adjusted Subtract line 6 from line 5 Enter here and on Part XIII, line 1	7	77,904

Part XII Qualifying Distributions (see instructions)

1	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes		
a	Expenses, contributions, gifts, etc.—total from Part I, column (d), line 26	1a	86,979
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		
a	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	86,979
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income Enter 1% of Part I, line 27b (see instructions)	5	222
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	86,757

Note. The amount on line 6 will be used in Part V, column (b), in subsequent years when calculating whether the foundation qualifies for the section 4940(e) reduction of tax in those years

Part XIII Undistributed Income (see instructions)

	(a) Corpus	(b) Years prior to 2010	(c) 2010	(d) 2011
1 Distributable amount for 2011 from Part XI, line 7				77,904
2 Undistributed income, if any, as of the end of 2011			0	
a Enter amount for 2010 only			0	
b Total for prior years 20____, 20____, 20____		0		
3 Excess distributions carryover, if any, to 2011.				
a From 2006	7,823			
b From 2007	7,543			
c From 2008	17,502			
d From 2009	1,682			
e From 2010	5,556			
f Total of lines 3a through e	40,106			
4 Qualifying distributions for 2011 from Part XII, line 4 ▶ \$ 86,979			0	
a Applied to 2010, but not more than line 2a			0	
b Applied to undistributed income of prior years (Election required—see instructions)		0		
c Treated as distributions out of corpus (Election required—see instructions)	0			
d Applied to 2011 distributable amount				77,904
e Remaining amount distributed out of corpus	9,075			
5 Excess distributions carryover applied to 2011 (If an amount appears in column (d), the same amount must be shown in column (a))	0			0
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	49,181			
b Prior years' undistributed income Subtract line 4b from line 2b		0		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed				
d Subtract line 6c from line 6b Taxable amount—see instructions		0		
e Undistributed income for 2010 Subtract line 4a from line 2a Taxable amount—see instructions			0	
f Undistributed income for 2011 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2012				0
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)				
8 Excess distributions carryover from 2006 not applied on line 5 or line 7 (see instructions)	7,823			
9 Excess distributions carryover to 2012. Subtract lines 7 and 8 from line 6a	41,358			
10 Analysis of line 9				
a Excess from 2007	7,543			
b Excess from 2008	17,502			
c Excess from 2009	1,682			
d Excess from 2010	5,556			
e Excess from 2011	9,075			

Part XIV Private Operating Foundations (see instructions and Part VII-A, question 9)**N/A**

1 a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2011, enter the date of the ruling



b Check box to indicate whether the foundation is a private operating foundation described in section

☐ 4942(j)(3) or ☐ 4942(j)(5)

2 a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed

Tax year	Prior 3 years			(e) Total
(a) 2011	(b) 2010	(c) 2009	(d) 2008	
0				0
b 85% of line 2a	0	0	0	0
c Qualifying distributions from Part XII, line 4 for each year listed	0			0
d Amounts included in line 2c not used directly for active conduct of exempt activities				0
e Qualifying distributions made directly for active conduct of exempt activities. Subtract line 2d from line 2c	0	0	0	0
3 Complete 3a, b, or c for the alternative test relied upon				
a "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	0			0
c "Support" alternative test—enter				
(1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)				0
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)				0
(3) Largest amount of support from an exempt organization				0
(4) Gross investment income				0

Part XV Supplementary Information (Complete this part only if the foundation had \$5,000 or more in assets at any time during the year—see instructions.)**1 Information Regarding Foundation Managers:**

a List any managers of the foundation who have contributed more than 2% of the total contributions received by the foundation before the close of any tax year (but only if they have contributed more than \$5,000) (See section 507(d)(2))

NONE

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

NONE

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

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

a The name, address, and telephone number of the person to whom applications should be addressed

NOT APPLICABLE

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

NOT APPLICABLE

c Any submission deadlines

NOT APPLICABLE

d Any restrictions or limitations on awards, such as by geographical areas, charitable fields, kinds of institutions, or other factors

NOT APPLICABLE

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a <i>Paid during the year</i> See Attached Statement				
Total			3a	82,692
b <i>Approved for future payment</i> NONE				
Total			3b	NONE

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated

Enter gross amounts unless otherwise indicated		Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See instructions)
		(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
1	Program service revenue					
a			0		0	0
b			0		0	0
c			0		0	0
d			0		0	0
e			0		0	0
f			0		0	0
g	Fees and contracts from government agencies					
2	Membership dues and assessments					
3	Interest on savings and temporary cash investments					
4	Dividends and interest from securities			14	39,003	
5	Net rental income or (loss) from real estate					
a	Debt-financed property					
b	Not debt-financed property					
6	Net rental income or (loss) from personal property					
7	Other investment income					
8	Gain or (loss) from sales of assets other than inventory			18	-43,314	
9	Net income or (loss) from special events					
10	Gross profit or (loss) from sales of inventory					
11	Other revenue a		0		0	0
b			0		0	0
c			0		0	0
d			0		0	0
e			0		0	0
12	Subtotal. Add columns (b), (d), and (e)		0		-4,311	0
13	Total. Add line 12, columns (b), (d), and (e)				13	-4,311

(See worksheet in line 13 instructions to verify calculations)

Part XVI-B Relationship of Activities to the Accomplishment of Exempt Purposes

[illegible]

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

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

[illegible]

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

(a) Name of organization	(b) Type of organization	(c) Description of relationship

**Sign
Here**

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

5/8/2012
ate

VICE PRESIDENT
Title

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

**Paid
Preparer
Use Only**

Print/Type preparer's name

Shawn P Hanlon

Preparer's signature

[Signature] CPA

Date _____

Check ☒ if self-employed

PTIN

P00965923

Firm's name ► PRICEWATERHOUSECOOPERS LLP

Firm's EIN ▶ 13-4008324

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

Phone no	(412) 355-6000
----------	----------------

JILL & JAYNE FRANKLIN CHAR TR # 622498

13-7206444 Page 1 of 1

Continuation of Part XV, Line 3a (990-PF) - Grants and Contributions Paid During the Year**Recipient(s) paid during the year**

Name

AMERICAN FOUNDATION AIDS RESEARCH

Street

120 WALL ST FL 13

City

NEW YORK

State

NY

Zip Code

10005-3902

Foreign Country

Relationship

NONE

Foundation Status

PUBLIC

Purpose of grant/contribution

OPERATIONAL

Amount

20,673

Name

ARTHRITIS FOUNDATION, C/O MICHAEL FRIEDMAN, PRESIDENT

Street

122 EAST 42ND STREET FL 18

City

NEW YORK

State

NY

Zip Code

10168-1898

Foreign Country

Relationship

NONE

Foundation Status

PUBLIC

Purpose of grant/contribution

OPERATIONAL

Amount

20,673

Name

GOD'S LOVE WE DELIVER, ATTN ERIKA INESON

Street

166 AVE OF AMERICAS

City

NEW YORK

State

NY

Zip Code

10013

Foreign Country

Relationship

NONE

Foundation Status

PUBLIC

Purpose of grant/contribution

OPERATIONAL

Amount

20,673

Name

MEMORIAL SLOAN-KETTERING CANCER CTR, EILEEN L. SELSKY, DIR. TRUST/ESTATE

Street

633 3RD AVE FL 12

City

NEW YORK

State

NY

Zip Code

10017-6706

Foreign Country

Relationship

NONE

Foundation Status

PUBLIC

Purpose of grant/contribution

OPERATIONAL

Amount

20,673

Name

Street

City

State

Zip Code

Foreign Country

Relationship

Foundation Status

Purpose of grant/contribution

Amount

0

Name

Street

City

State

Zip Code

Foreign Country

Relationship

Foundation Status

Purpose of grant/contribution

Amount

0

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.

ACCOUNT NO	ACCOUNT NAME	CUSIP ID	ASSET SHORT NAME	SHARES	MARKET VALUE	FEDERAL TAX COST
	JILL & JAYNE FRANKLIN CHARITABLE TR					
10586224980	JILL & JAYNE FRANKLIN CHARITABLE TR		CASH	0	-788 59	-788 59
10586224980	JILL & JAYNE FRANKLIN CHARITABLE TR	G1151C101	ACCENTURE PLC-CL A	500	28,670 00	14,595 00
10586224980	JILL & JAYNE FRANKLIN CHARITABLE TR	G491BT108	INVESCO LTD	800	18,056 00	14,928 00
10586224980	JILL & JAYNE FRANKLIN CHARITABLE TR	1055102	AFLAC INC	300	14,469 00	14,232 00
10586224980	JILL & JAYNE FRANKLIN CHARITABLE TR	2824100	ABBOTT LABORATORIES	300	16,245 00	14,790 00
10586224980	JILL & JAYNE FRANKLIN CHARITABLE TR	9158106	AIR PRODS & CHEMS INC	300	26,409 00	19,588 92
10586224980	JILL & JAYNE FRANKLIN CHARITABLE TR	20002101	ALLSTATE CORP	300	8,655 00	16,695 00
10586224980	JILL & JAYNE FRANKLIN CHARITABLE TR	25816109	AMERICAN EXPRESS CO	275	13,788 50	16,024 25
10586224980	JILL & JAYNE FRANKLIN CHARITABLE TR	37833100	APPLE INC	100	45,648 00	20,250 00
10586224980	JILL & JAYNE FRANKLIN CHARITABLE TR	54937107	B B & T CORPORATION	500	13,595 00	10,464 95
10586224980	JILL & JAYNE FRANKLIN CHARITABLE TR	05569M509	BNY MELLON MID CAP STOCK-M	5,396 12	61,893 52	51,728 80
10586224980	JILL & JAYNE FRANKLIN CHARITABLE TR	05569M566	BNY MELLON INTERNAT APPREC-M	10,099 85	108,472 47	123,334 22
10586224980	JILL & JAYNE FRANKLIN CHARITABLE TR	05569M806	BNY MELLON SMALL CAP STK-M	6,299 63	69,170 01	71,314 94
10586224980	JILL & JAYNE FRANKLIN CHARITABLE TR	05569M830	BNY MELLON BOND FUND-M	5,592 15	75,438 20	75,156 81
10586224980	JILL & JAYNE FRANKLIN CHARITABLE TR	05569M855	BNY MELLON EMERGING MKTS-M	3,984 09	39,562 07	38,697 73
10586224980	JILL & JAYNE FRANKLIN CHARITABLE TR	14149Y108	CARDINAL HEALTH INC	200	8,606 00	6,778 00
10586224980	JILL & JAYNE FRANKLIN CHARITABLE TR	149123101	CATERPILLAR INC	100	10,912 00	5,705 00
10586224980	JILL & JAYNE FRANKLIN CHARITABLE TR	20030N200	COMCAST CORP SPL CL A	1,125 00	28,698 75	24,607 50
10586224980	JILL & JAYNE FRANKLIN CHARITABLE TR	219350105	CORNING INC	800	10,296 00	13,954 00
10586224980	JILL & JAYNE FRANKLIN CHARITABLE TR	22160K105	COSTCO WHSL CORP NEW	100	8,227 00	6,151 45
10586224980	JILL & JAYNE FRANKLIN CHARITABLE TR	254687106	WALT DISNEY CO/THE	200	7,780 00	6,291 34
10586224980	JILL & JAYNE FRANKLIN CHARITABLE TR	25746U109	DOMINION RES INC VA NEW	500	25,020 00	19,342 50
10586224980	JILL & JAYNE FRANKLIN CHARITABLE TR	30231G102	EXXON MOBIL CORP	1,309 00	109,615 66	30,491 74
10586224980	JILL & JAYNE FRANKLIN CHARITABLE TR	3133X1BV8	FEDERAL HOME LN BKS 4 5%	50,000 00	53,363 50	49,457 62
10586224980	JILL & JAYNE FRANKLIN CHARITABLE TR	31359MWJ8	FEDL NATL MTG ASSN 4 625%	75,000 00	83,229 00	76,764 38
10586224980	JILL & JAYNE FRANKLIN CHARITABLE TR	31359M5H2	FEDERAL NATL MTG ASSN 5 0%	100,000 00	100,203 00	100,235 00
10586224980	JILL & JAYNE FRANKLIN CHARITABLE TR	369604103	GENERAL ELECTRIC COMPANY	825	15,435 75	28,836 88
10586224980	JILL & JAYNE FRANKLIN CHARITABLE TR	38259P508	GOOGLE INC - CL A	50	29,005 50	26,373 50
10586224980	JILL & JAYNE FRANKLIN CHARITABLE TR	437076102	HOME DEPOT INC	500	22,195 00	20,035 00
10586224980	JILL & JAYNE FRANKLIN CHARITABLE TR	438516106	HONEYWELL INTL INC	150	8,706 00	6,040 50
10586224980	JILL & JAYNE FRANKLIN CHARITABLE TR	458140100	INTEL CORP	700	18,494 00	32,431 25
10586224980	JILL & JAYNE FRANKLIN CHARITABLE TR	46428R107	ISHARES S&P GSCI COMMODITY-I	400	13,508 00	12,188 00
10586224980	JILL & JAYNE FRANKLIN CHARITABLE TR	46825H100	JP MORGAN CHASE & CO	400	14,920 00	18,528 00
10586224980	JILL & JAYNE FRANKLIN CHARITABLE TR	478366107	JOHNSON CONTROLS INC	525	16,679 25	16,891 00
10586224980	JILL & JAYNE FRANKLIN CHARITABLE TR	50075N104	KRAFT FOODS INC CL A	200	7,660 00	5,762 00
10586224980	JILL & JAYNE FRANKLIN CHARITABLE TR	58933Y105	MERCK & CO INC	175	6,697 25	6,401 50
10586224980	JILL & JAYNE FRANKLIN CHARITABLE TR	594918104	MICROSOFT CORPORATION	600	17,718 00	23,450 00
10586224980	JILL & JAYNE FRANKLIN CHARITABLE TR	68369X105	ORACLE CORP	500	14,105 00	11,900 00
10586224980	JILL & JAYNE FRANKLIN CHARITABLE TR	713448108	PEPSICO INC	600	39,402 00	22,310 00
10586224980	JILL & JAYNE FRANKLIN CHARITABLE TR	742718109	PROCTER & GAMBLE CO	500	31,520 00	23,495 83
10586224980	JILL & JAYNE FRANKLIN CHARITABLE TR	74733V100	QEP RESOURCES INC	150	4,296 00	4,255 75
10586224980	JILL & JAYNE FRANKLIN CHARITABLE TR	748356102	QUESTAR CORP	150	2,892 00	2,057 75
10586224980	JILL & JAYNE FRANKLIN CHARITABLE TR	78356A160	RYDEX MANAGED FUTURES STRATE	1,003 61	23,755 52	25,000 00
10586224980	JILL & JAYNE FRANKLIN CHARITABLE TR	806857108	SCHLUMBERGER LTD	150	11,275 50	15,106 62

10586224980	JILL & JAYNE FRANKLIN CHARITABLE TR	902973304	US BANCORP	400	11,288 00	13,384 00
10586224980	JILL & JAYNE FRANKLIN CHARITABLE TR	913017109	UNITED TECHNOLOGIES CORP	300	23,505 00	21,858 00
10586224980	JILL & JAYNE FRANKLIN CHARITABLE TR	917047102	URBAN OUTFITTERS INC	200	5,300 00	5,263 12
10586224980	JILL & JAYNE FRANKLIN CHARITABLE TR	942883103	WATSON PHARMACEUTICALS INC	300	17,589 00	20,424 00
10586224980	JILL & JAYNE FRANKLIN CHARITABLE TR	949746101	WELLS FARGO & COMPANY	500	14,605 00	10,821 87
10586224980	JILL & JAYNE FRANKLIN CHARITABLE TR	969457100	WILLIAMS COS INC	300	8,646 00	5,369 97
10586224980	JILL & JAYNE FRANKLIN CHARITABLE TR	98212B103	WPX ENERGY INC-W/I	100	1,648 00	1,197 03
10586224980	JILL & JAYNE FRANKLIN CHARITABLE TR	988498101	YUM! BRANDS INC	200	12,666 00	6,764 00
10586224980	JILL & JAYNE FRANKLIN CHARITABLE TR	991061052	CRA (BNY MELLON, N.A., MEMBE	169,021 30	169,021 30	169,021 30
TOTAL FOR ACCT 10586224980					1,547,767.16	1,395,957.43

Totals										Gross Sales		Cost, Other Basis and Expenses		Net Gain or Loss	
Securities										221,091		266,855		-45,764	
Other sales										2,450		0		2,450	
	Index	Check "X" if Sale of Security	Description	CUSIP #	Purchaser	Check "X" if Purchaser is a Business	Date Acquired	Acquisition Method	Date Sold	Gross Sales Price	Cost or Other Basis	Valuation Method	Expense of Sale and Cost of Improvements	Depreciation	Net Gain or Loss
	1	X	AVON PRODUCTS INC	054303102			2/26/2010		9/2/2011	4,296	6,082				-1,786
	2	X	BNY MELLON INTERNAT APP	05569M566			12/24/1999		10/3/2011	3,249	5,456				-2,207
	3	X	BNY MELLON INTERNAT APP	05569M566			7/24/2000		10/3/2011	1,335	2,023				-688
	4	X	BNY MELLON INTERNAT APP	05569M566			7/24/2000		10/3/2011	377	571				-194
	5	X	BNY MELLON INTERNAT APP	05569M566			4/25/2006		10/3/2011	20,038	29,132				-9,094
	6	X													0
	7	X	CISCO SYSTEMS INC	17275R102			5/6/1999		9/2/2011	10,738	18,725				-7,987
	8	X													0
	9	X													0
	10	X	EMERSON ELECTRIC CO	291011104			7/6/2007		9/2/2011	17,520	19,269				-1,749
	11	X													0
	12	X	FEDERAL HOME LN BK	53753133XGDD3			8/1/2006		8/19/2011	50,000	50,286				-286
	13	X	GILEAD SCIENCES INC	375558103											0
	14	X	NOKIA CORP-SPON ADR	654902204											0
	15	X	RESEARCH IN MOTION LTD	760975102											0
	16	X													0
	17	X													0
	18	X													0
	19	X													0
	20	X													0
	21	X	TEVA PHARMACEUTICAL IND	881624209			4/25/2007		10/3/2011	9,315	9,492				-177
	22	X	TEVA PHARMACEUTICAL IND	881624209			2/26/2010		10/3/2011	3,726	6,001				-2,275
	23	X	TEVA PHARMACEUTICAL IND	881624209			7/22/2010		10/3/2011	7,452	10,896				-3,444
	24	X													0
	25	X													0
	26	X													0
	27	X	HEWLETT PACKARD CO	428236103			2/26/2010		9/2/2011	2,439	5,093				-2,654
	28	X	ISHARES MSCI EMERGING M	464287234											0
	29	X	ISHARES S & P MIDCAP 400	464287507			5/9/2007		10/3/2011	15,474	17,842				-2,368
	30	X	ISHARES S & P MIDCAP 400	464287507			4/23/2008		10/3/2011	56,092	59,701				-3,609
	31	X	JOHNSON & JOHNSON	478160104			6/10/1999		9/2/2011	9,606	6,804				2,802
	32	X													0
	33	X													0
	34	X													0
	35	X	MORGAN STANLEY	617446448			2/15/2005		9/2/2011	4,755	15,037				-10,282
	36	X	MORGAN STANLEY	617446448			7/8/2005		9/2/2011	1,585	4,445				-2,860
	37		ISHARES K-1 SHORT TERM							136					136
	38		ISHARES K-1 LONG TERM							2,314					2,314

Line 18 (990-PF) - Taxes

		710	710	710	0	0
	Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes	
1	FOREIGN TAXES PAID	710	710			
2						
3						
4						
5						
6						
7						
8						
9						
10						

Line 23 (990-PF) - Other Expenses

		353	103	0	250
	Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
1	NY AG FILING FEE	250			250
2	ISHARES K-1 PORTFOLIO DEDUCTION	103	103		
3					
4					
5					
6					
7					
8					
9					

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

	Kind(s) of Property Sold	CUSIP #	How Acquired	Date Acquired	Date Sold	Totals	Gross Sales Price	Depreciation Allowed	Cost or Other Basis Plus Expense of Sale	Gain or Loss	FMV as of 12/31/69	Adjusted Basis as of 12/31/69	Excess of FMV Over Adj Basis	Gains Minus Excess of FMV Over Adjusted Basis or Losses
	Long Term CG Distributions	Amount												
	Short Term CG Distributions	3,094												
1	AVON PRODUCTS INC	054303102		2/26/2010	9/2/2011		4,296	0	6,082	-1,786			0	-1,786
2	BNY MELLON INTERNAT APPREC-M	05569M566		1/24/1999	10/3/2011		3,249	0	5,456	-2,207			0	-2,207
3	BNY MELLON INTERNAT APPREC-M	05569M566		7/24/2000	10/3/2011		1,335	0	2,023	-688			0	-688
4	BNY MELLON INTERNAT APPREC-M	05569M566		7/24/2000	10/3/2011		377	0	571	-194			0	-194
5	BNY MELLON INTERNAT APPREC-M	05569M566		4/25/2006	10/3/2011		20,038	0	29,132	-9,094			0	-9,094
6								0	0	0			0	0
7	CISCO SYSTEMS INC	17275R102		5/6/1999	9/2/2011		10,738	0	18,725	-7,987			0	-7,987
8								0	0	0			0	0
9								0	0	0			0	0
10	EMERSON ELECTRIC CO	291011104		7/6/2007	9/2/2011		17,520	0	19,269	-1,749			0	-1,749
11								0	0	0			0	0
12	FEDERAL HOME LN BK 5.375% 8/19/13133XGDD3			8/1/2006	8/19/2011		50,000	0	50,286	-286			0	-286
13	GILEAD SCIENCES INC	375558103						0	0	0			0	0
14	NOKIA CORP-SPON ADR	654902204						0	0	0			0	0
15	RESEARCH IN MOTION LTD	760975102						0	0	0			0	0
16								0	0	0			0	0
17								0	0	0			0	0
18								0	0	0			0	0
19								0	0	0			0	0
20								0	0	0			0	0
21	TEVA PHARMACEUTICAL INDS ADR	881624209		4/25/2007	10/3/2011		9,315	0	9,492	-177			0	-177
22	TEVA PHARMACEUTICAL INDS ADR	881624209		2/26/2010	10/3/2011		3,726	0	6,001	-2,275			0	-2,275
23	TEVA PHARMACEUTICAL INDS ADR	881624209		7/22/2010	10/3/2011		7,452	0	10,896	-3,444			0	-3,444
24								0	0	0			0	0
25								0	0	0			0	0
26								0	0	0			0	0
27	HEWLETT PACKARD CO	428236103		2/26/2010	9/2/2011		2,439	0	5,093	-2,654			0	-2,654
28	ISHARES MSCI EMERGING MKTS INDEX	464287234						0	0	0			0	0
29	ISHARES S & P MIDCAP 400	464287507		5/9/2007	10/3/2011		15,474	0	17,842	-2,368			0	-2,368
30	ISHARES S & P MIDCAP 400	464287507		4/23/2008	10/3/2011		56,092	0	59,701	-3,609			0	-3,609
31	JOHNSON & JOHNSON	478160104		6/10/1999	9/2/2011		9,606	0	6,804	2,802			0	2,802
32								0	0	0			0	0
33								0	0	0			0	0
34								0	0	0			0	0
35	MORGAN STANLEY	617446448		2/15/2005	9/2/2011		4,755	0	15,037	-10,282			0	-10,282
36	MORGAN STANLEY	617446448		7/8/2005	9/2/2011		1,585	0	4,445	-2,860			0	-2,860
37	ISHARES K-1 SHORT TERM						136	0	0	136			0	136
38	ISHARES K-1 LONG TERM						2,314	0	0	2,314			0	2,314

20,186

[illegible]

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

	Date	Amount
1 Credit from prior year return	1	569
2 First quarter estimated tax payment	2	
3 Second quarter estimated tax payment	3	
4 Third quarter estimated tax payment	4	
5 Fourth quarter estimated tax payment	5	
6 Other payments	6	
7 Total	7	569