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

2011

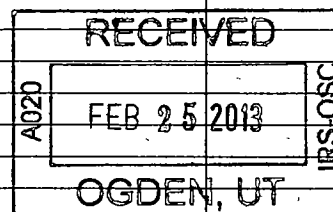
Note. The foundation may be able to use a copy of this return to satisfy state reporting requirements.

For calendar year 2011 or tax year beginning OCT 1, 2011, and ending SEP 30, 2012

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 404-312-8951
City or town, state, and ZIP code NAPLES, FL 34113		C If exemption application is pending, check here <input type="checkbox"/>
G Check all that apply: <input type="checkbox"/> Initial return <input type="checkbox"/> Final return <input type="checkbox"/> Address change <input type="checkbox"/> Initial return of a former public charity <input type="checkbox"/> Amended return <input type="checkbox"/> Name change		D 1. Foreign organizations, check here <input type="checkbox"/> Foreign organizations meeting the 85% test, 2. 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) \$ 3,051,431.	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))		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
1 Contributions, gifts, grants, etc., received				N/A	
2 Check <input checked="" type="checkbox"/> if the foundation is not required to attach Sch. B					
3 Interest on savings and temporary cash investments		23,398.	23,398.		STATEMENT 1
4 Dividends and interest from securities		60,574.	60,574.		STATEMENT 2
5a Gross rents					
b Net rental income or (loss)					
6a Net gain or (loss) from sale of assets not on line 10		53,292.			
b Gross sales price for all assets on line 6a 335,459.					
7 Capital gain net income (from Part IV, line 2)			53,292.		
8 Net short-term capital gain					
9 Income modifications					
10a Gross sales less returns and allowances					
b Less Cost of goods sold					
c Gross profit or (loss)					
11 Other income					
12 Total. Add lines 1 through 11		137,264.	137,264.		
13 Compensation of officers, directors, trustees, etc		0.	0.		0.
14 Other employee salaries and wages					
15 Pension plans, employee benefits					
16a Legal fees					
b Accounting fees STMT 3		3,600.	3,600.		0.
c Other professional fees					
17 Interest					
18 Taxes STMT 4		4,641.	0.		0.
19 Depreciation and depletion					
20 Occupancy					
21 Travel, conferences, and meetings					
22 Printing and publications					
23 Other expenses STMT 5		17,125.	17,125.		0.
24 Total operating and administrative expenses. Add lines 13 through 23		25,366.	20,725.		0.
25 Contributions, gifts, grants paid		250,000.			250,000.
26 Total expenses and disbursements. Add lines 24 and 25		275,366.	20,725.		250,000.
27 Subtract line 26 from line 12:					
a Excess of revenue over expenses and disbursements		<138,102.>			
b Net investment income (if negative, enter -0-)			116,539.		
c Adjusted net income (if negative, enter -0-)				N/A	

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Part II Balance Sheets		Beginning of year		End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value	
Assets	1 Cash - non-interest-bearing	53,379.	95,138.	245,138.	
	2 Savings and temporary cash investments	218,733.	216,970.	255,708.	
	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				
	7 Other notes and loans receivable ▶				
	Less: allowance for doubtful accounts ▶				
	8 Inventories for sale or use				
	9 Prepaid expenses and deferred charges				
	10a Investments - U.S. and state government obligations STMT 6	346,613.	336,035.	348,999.	
	b Investments - corporate stock STMT 7	1,970,338.	1,803,883.	2,201,586.	
	c Investments - corporate bonds				
Liabilities	11 Investments - land, buildings, and equipment basis ▶				
	Less: accumulated depreciation ▶				
	12 Investments - mortgage loans				
	13 Investments - other				
	14 Land, buildings, and equipment basis ▶				
	Less: accumulated depreciation ▶				
	15 Other assets (describe ▶)				
	16 Total assets (to be completed by all filers)	2,589,063.	2,452,026.	3,051,431.	
	17 Accounts payable and accrued expenses				
	18 Grants payable				
Net Assets or Fund Balances	19 Deferred revenue				
	20 Loans from officers, directors, trustees, and other disqualified persons				
	21 Mortgages and other notes payable				
	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 ▶ <input type="checkbox"/>				
	and complete lines 24 through 26 and lines 30 and 31.				
	24 Unrestricted				
	25 Temporarily restricted				
	26 Permanently restricted				
	Foundations that do not follow SFAS 117, check here ▶ <input checked="" type="checkbox"/>				
	and complete lines 27 through 31.				
	27 Capital stock, trust principal, or current funds	2,589,063.	2,452,026.		
28 Paid-in or capital surplus, or land, bldg., and equipment fund	0.	0.			
29 Retained earnings, accumulated income, endowment, or other funds	0.	0.			
30 Total net assets or fund balances	2,589,063.	2,452,026.			
31 Total liabilities and net assets/fund balances	2,589,063.	2,452,026.			

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	2,589,063.
2 Enter amount from Part I, line 27a	2	<138,102.>
3 Other increases not included in line 2 (itemize) ▶ PRIOR PERIOD BASIS ADJUSTMENT	3	1,065.
4 Add lines 1, 2, and 3	4	2,452,026.
5 Decreases not included in line 2 (itemize) ▶	5	0.
6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	2,452,026.

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 SCHWAB ST-SEE STATEMENT A-1	P	VARIOUS	VARIOUS
b SCHWAB LT-SEE STATEMENT A-1	P	VARIOUS	VARIOUS
c CAPITAL GAIN DISTRIBUTIONS-SEE STATEMENT A-1	P	VARIOUS	VARIOUS
d CAPITAL GAIN DISTRIBUTIONS SEE STATEMENT A-1	P	VARIOUS	VARIOUS
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 22,000.		22,928.	<928.>
b 309,182.		259,239.	49,943.
c 2,023.			2,023.
d 2,254.			2,254.
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			<928.>
b			49,943.
c			2,023.
d			2,254.
e			

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	53,292.
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). If (loss), enter -0- in Part I, line 8	3	N/A

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 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	150,000.	3,020,749.	.049657
2009	146,275.	2,522,747.	.057982
2008	127,900.	2,188,133.	.058452
2007	189,300.	2,555,517.	.074075
2006	86,540.	1,486,619.	.058213

2 Total of line 1, column (d)	2	.298379
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	.059676
4 Enter the net value of noncharitable-use assets for 2011 from Part X, line 5	4	2,934,531.
5 Multiply line 4 by line 3	5	175,121.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	1,165.
7 Add lines 5 and 6	7	176,286.
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	250,000.

Part VI Excise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or 4948 - see 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	1,165.
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		2	0.
c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b).		3	1,165.
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		4	0.
3 Add lines 1 and 2		5	1,165.
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)			
5 Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-			
6 Credits/Payments:			
a 2011 estimated tax payments and 2010 overpayment credited to 2011	6a 2,980.	7	2,980.
b Exempt foreign organizations - tax withheld at source	6b	8	7.
c Tax paid with application for extension of time to file (Form 8868)	6c	9	
d Backup withholding erroneously withheld	6d	10	1,808.
7 Total credits and payments. Add lines 6a through 6d		11	0.
8 Enter any penalty for underpayment of estimated tax. Check here <input type="checkbox"/> if Form 2220 is attached			
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed			
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid			
11 Enter the amount of line 10 to be: Credited to 2012 estimated tax <input checked="" type="checkbox"/> 1,808. Refunded <input type="checkbox"/>			

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 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. <input checked="" type="checkbox"/> \$ 0. (2) On foundation managers. <input checked="" type="checkbox"/> \$ 0.		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. <input checked="" type="checkbox"/> \$ 0.		
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?		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	
8a Enter the states to which the foundation reports or with which it is registered (see instructions) <input checked="" type="checkbox"/> 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 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

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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 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		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 Telephone no. ► 404-255-6689 Located at ► 7721 CLASSICS DRIVE, NAPLES, FL ZIP+4 ► 34113			
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 TDF 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 instructions)? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No Organizations relying on a current notice regarding disaster assistance check here ►	1b	
c Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2011? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	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 ►		
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.) <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	2b	
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here. <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
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.) <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	3b	
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a	X
b Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2011?	4b	X

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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)? ☐ 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)?

N/A

5b

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?

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.

(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). 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

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Part VIII

Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors (continued)

3 Five highest-paid independent contractors for professional services. If none, enter "NONE."

[illegible]

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

0

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

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 instructions.	
3		

Total. Add lines 1 through 3

0.

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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	2,812,739.
b	Average of monthly cash balances	1b	166,480.
c	Fair market value of all other assets	1c	0.
d	Total (add lines 1a, b, and c)	1d	2,979,219.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	0.
2	Acquisition indebtedness applicable to line 1 assets	2	0.
3	Subtract line 2 from line 1d	3	2,979,219.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	44,688.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	2,934,531.
6	Minimum investment return. Enter 5% of line 5	6	146,727.

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	146,727.
2a	Tax on investment income for 2011 from Part VI, line 5	2a	1,165.
b	Income tax for 2011. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	1,165.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	145,562.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	145,562.
6	Deduction from distributable amount (see instructions)	6	0.
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	145,562.

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	250,000.
b	Program-related investments - total from Part IX-B	1b	0.
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	250,000.
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	5	1,165.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	248,835.

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.

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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				145,562.
2 Undistributed income, if any, as of the end of 2011				
a Enter amount for 2010 only			0.	
b Total for prior years:		0.		
3 Excess distributions carryover, if any, to 2011:				
a From 2006	13,207.			
b From 2007	63,264.			
c From 2008	19,538.			
d From 2009	21,901.			
e From 2010	1,927.			
f Total of lines 3a through e	119,837.			
4 Qualifying distributions for 2011 from Part XII, line 4: ► \$ 250,000.				
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				145,562.
e Remaining amount distributed out of corpus	104,438.			
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	224,275.			
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		0.		
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 instr.			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)	0.			
8 Excess distributions carryover from 2006 not applied on line 5 or line 7	13,207.			
9 Excess distributions carryover to 2012. Subtract lines 7 and 8 from line 6a	211,068.			
10 Analysis of line 9:				
a Excess from 2007	63,264.			
b Excess from 2008	19,538.			
c Excess from 2009	21,901.			
d Excess from 2010	1,927.			
e Excess from 2011	104,438.			

N/A

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

☐ 4942(j)(3) or ☐ 4942(j)(5)

(4) Gross investment income

[illegible]

2011.05040 WILSON P AND ANNE W. FRANKL 87835 11

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 Paid during the year				
EMORY UNIVERSITY 1615 PIERCE DR NE ATLANTA, GA 30322		PUB CHARITY	HOSPITAL IMPROVEMENTS	100,000.
CHILDREN'S HEALTHCARE OF ATLANTA 1687 TULLIE CIRCLE NE ATLANTA, GA 30329		PUB CHARITY	CANCER RESEARCH	150,000.
Total			3a	250,000.
b Approved for future payment				
NONE				
Total			3b	0.

Form 990-PF (2011)

FORM 990-PF INTEREST ON SAVINGS AND TEMPORARY CASH INVESTMENTS STATEMENT 1

SOURCE	AMOUNT
BRICK NEW JERSEY	545.
BRICK NEW JERSEY	545.
CAPITAL ONE BANK	1,638.
CAPITAL ONE BANK	1,149.
CAPITAL ONE BANK	1,621.
CAPITAL ONE BANK	1,137.
COBB COUNTY GEORGIA	525.
COBB COUNTY GEORGIA	525.
CONNECTICUT STATE	1,210.
CONNECTICUT STATE	1,210.
DISCOVER BANK	381.
DISCOVER BANK	386.
GEORGIA STATE ROAD	250.
HOBOKEN NEW JERSEY	818.
INDIANA BANK	954.
INDIANA BANK	954.
INTERVEST NATIONAL BANK	254.
INTERVEST NATIONAL BANK	257.
KERN COUNTY CALIFORNIA	1,688.
KERN COUNTY CALIFORNIA	1,688.
PROVIDENT BANK	575.
RICHLAND COUNTY SOUTH CAROLINA	625.
RICHLAND COUNTY SOUTH CAROLINA	625.
SEMINOLE OKLAHOMA	469.
SEMINOLE OKLAHOMA	469.
YPSILANTI MICHIGAN	1,450.
YPSILANTI MICHIGAN	1,450.
TOTAL TO FORM 990-PF, PART I, LINE 3, COLUMN A	23,398.

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 2

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
DFA 2 YEAR GLOABAL F-1	205.	0.	205.
DFA EMERGING MARKETS	1,631.	0.	1,631.
DFA GLOBAL REAL ESTATE	4,367.	0.	4,367.
DFA INTERNATIONAL CORE	9,670.	0.	9,670.
DFA INTERNATIONAL SMALL CAP VALUE	1,997.	0.	1,997.
DFA INVESTMENT GRADE BD	314.	0.	314.
DFA SHORT TERM EXTENDED	6,472.	0.	6,472.
DFA US CORE EQUITY	2,908.	0.	2,908.
DFA US CORE EQUITY I	10,067.	0.	10,067.

JP MORGAN STRATEGIC INCOME	5,053.	0.	5,053.
LOOMIS SAYLES BOND	9,239.	0.	9,239.
MONEY MARKET FUND	10.	0.	10.
PIMCO EMERGING LOCAL BOND FUND	6,344.	0.	6,344.
SCHWAB S & P 500 SELECT	2,297.	0.	2,297.
TOTAL TO FM 990-PF, PART I, LN 4	60,574.	0.	60,574.

FORM 990-PF	ACCOUNTING FEES	STATEMENT	3
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DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
WINDHAM BRANNON, P.C.	3,600.	3,600.		0.
TO FORM 990-PF, PG 1, LN 16B	3,600.	3,600.		0.

FORM 990-PF	TAXES	STATEMENT	4
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DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
2012 TAX PAYMENTS	4,641.	0.		0.
TO FORM 990-PF, PG 1, LN 18	4,641.	0.		0.

FORM 990-PF	OTHER EXPENSES	STATEMENT	5
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DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
MANAGEMENT FEES	17,125.	17,125.		0.
TO FORM 990-PF, PG 1, LN 23	17,125.	17,125.		0.

FORM 990-PF	U.S. AND STATE/CITY GOVERNMENT OBLIGATIONS	STATEMENT	6
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DESCRIPTION	U.S. GOV'T	OTHER GOV'T	BOOK VALUE	FAIR MARKET VALUE
SCHWAB MUNI BONDS SEE STMT L-1	X		336,035.	348,999.
TOTAL U.S. GOVERNMENT OBLIGATIONS			336,035.	348,999.
TOTAL STATE AND MUNICIPAL GOVERNMENT OBLIGATIONS				
TOTAL TO FORM 990-PF, PART II, LINE 10A			336,035.	348,999.

FORM 990-PF	CORPORATE STOCK	STATEMENT	7
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DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
SCHWAB MUTUAL FUNDS- SEE STMT L-1	1,803,883.	2,201,586.
TOTAL TO FORM 990-PF, PART II, LINE 10B	1,803,883.	2,201,586.

FORM 990-PF

GRANT APPLICATION SUBMISSION INFORMATION
PART XV, LINES 2A THROUGH 2D

STATEMENT 8

NAME AND ADDRESS OF PERSON TO WHOM APPLICATIONS SHOULD BE SUBMITTEDW. STEVENS FRANKLIN
7721 CLASSICS DRIVE
NAPLES, FL 34113TELEPHONE NUMBER

404-312-8951

FORM AND CONTENT OF APPLICATIONS

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.

ANY SUBMISSION DEADLINES

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

RESTRICTIONS AND LIMITATIONS ON AWARDS

GRANTS WILL BE AWARDED BASED ON THEIR INDIVIDUAL MERITS



Realized Gains and Losses

From October 1, 2011 to September 30, 2012

Franklin Foundation, Wilson and Anne (62260281, Charitable Foundation)

Ticker	Description	Open Date	Close Date	Quantity	Net Proceeds	Cost Basis	Short Term Gain/Loss	Long Term Gain/Loss	Total Gain/Loss
Realized Gains/Losses									
25467RMU4	Discover Bank	03/19/07	09/28/12	15,000.00	\$15,000.00	\$15,025.00		(\$25.00)	(\$25.00)
DFGEX	DFA Global Real Estate	08/21/08	08/10/12	3,625.79	\$33,100.00	\$31,675.91		\$1,424.09	\$1,424.09
DISVX	DFA Intl Small Cap Value	08/25/11	08/10/12	1,542.06	\$22,000.00	\$22,928.32	(\$928.32)		(\$928.32)
DFQIX	DFA US Core Equity	09/22/09	08/10/12	1,989.88	\$23,316.09	\$17,841.46		\$5,474.63	\$5,474.63
		03/09/10		24.16	\$283.08	\$232.65		\$50.43	\$50.43
		03/12/10		1,686.95	\$19,766.58	\$16,450.00		\$3,316.58	\$3,316.58
		06/08/10		43.56	\$510.44	\$390.76		\$119.68	\$119.68
		09/08/10		59.09	\$692.36	\$545.96		\$146.38	\$146.38
		12/08/10		77.81	\$911.73	\$829.45		\$82.28	\$82.28
		03/08/11		25.50	\$298.83	\$296.86		\$1.97	\$1.97
		06/08/11		44.45	\$520.89	\$495.66		\$25.23	\$25.23
				3,951.40	\$46,300.00	\$37,082.82		\$9,217.18	\$9,217.18
DFEOX	DFA US Core Equity I	10/17/08	08/10/12	1,464.21	\$17,465.33	\$11,206.83		\$6,258.50	\$6,258.50
		11/13/08		773.43	\$9,225.51	\$5,652.79		\$3,572.72	\$3,572.72
		06/09/09		339.62	\$4,051.03	\$2,638.85		\$1,412.18	\$1,412.18
		09/09/09		280.83	\$3,349.73	\$2,423.53		\$926.20	\$926.20
		10/26/09		97.85	\$1,167.11	\$869.84		\$297.27	\$297.27
		12/08/09		176.58	\$2,106.25	\$1,589.21		\$517.04	\$517.04
		03/09/10		111.25	\$1,327.04	\$1,080.27		\$246.77	\$246.77
		06/08/10		182.49	\$2,176.74	\$1,649.69		\$527.05	\$527.05
		09/08/10		215.79	\$2,574.02	\$2,017.67		\$556.35	\$556.35
		12/08/10		285.92	\$3,410.54	\$3,065.11		\$345.43	\$345.43
		03/08/11		103.31	\$1,232.24	\$1,201.45		\$30.79	\$30.79
		06/08/11		177.27	\$2,114.46	\$1,988.93		\$125.53	\$125.53
				4,208.54	\$50,200.00	\$35,384.17		\$14,815.83	\$14,815.83

FOR TAX PREPARATION, PLEASE USE THE 1099-B FORM (OR REVISED 1099 FORM(S)) PROVIDED BY THE CUSTODIAN FOR ALL CAPITAL GAINS DISTRIBUTIONS AND INCOME DISTRIBUTIONS FROM ANY INVESTMENT THAT THE CLIENT HOLDS IN THE TAXABLE BROKERAGE ACCOUNT(S)



Realized Gains and Losses

From October 1, 2011 to September 30, 2012

Franklin Foundation, Wilson and Anne (62260281, Charitable Foundation)

Ticker	Description	Open Date	Close Date	Quantity	Net Proceeds	Cost Basis	Short Term Gain/Loss	Long Term Gain/Loss	Total Gain/Loss
Realized Gains/Losses									
LSBDX	Loomis Sayles Bond	10/26/10	08/10/12	46.12	\$678.56	\$662.76	\$15.80	\$15.80	\$15.80
		11/23/10		47.79	\$703.12	\$678.17	\$24.97	\$24.97	\$24.97
		12/09/10		3.94	\$57.95	\$55.54	\$2.41	\$2.41	\$2.41
		01/25/11		47.41	\$697.54	\$682.72	\$14.82	\$14.82	\$14.82
		02/22/11		46.09	\$678.02	\$666.85	\$11.17	\$11.17	\$11.17
		03/22/11		48.16	\$708.58	\$698.33	\$10.25	\$10.25	\$10.25
		04/26/11		44.36	\$652.63	\$660.06	(\$7.43)	(\$7.43)	(\$7.43)
		05/24/11		47.20	\$694.40	\$702.30	(\$7.90)	(\$7.90)	(\$7.90)
		06/21/11		44.91	\$660.67	\$661.45	(\$0.78)	(\$0.78)	(\$0.78)
		07/26/11		45.44	\$668.51	\$679.30	(\$10.79)	(\$10.79)	(\$10.79)
				421.41	\$6,200.00	\$6,147.48	\$52.52	\$52.52	\$52.52
SWPPX	Schwab S&P 500 Select	02/22/10	08/10/12	3,080.51	\$68,264.01	\$53,261.94	\$15,002.07	\$15,002.07	\$15,002.07
		03/12/10		2,712.93	\$60,118.62	\$48,724.30	\$11,394.32	\$11,394.32	\$11,394.32
				5,793.44	\$128,382.63	\$101,986.24	\$26,396.39	\$26,396.39	\$26,396.39
434110QE5	Hoboken New Jersey	01/31/08	04/01/12	10,000.00	\$10,000.00	\$10,578.67	(\$578.67)	(\$578.67)	(\$578.67)
743838UU1	Provident Bank	01/24/08	02/13/12	20,000.00	\$20,000.00	\$21,359.00	(\$1,359.00)	(\$1,359.00)	(\$1,359.00)
				Total Realized Gain/Loss		\$282,167.61	(\$928.32)	\$49,943.34	\$49,015.02

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Realized Gains and Losses

From October 1, 2011 to September 30, 2012

Franklin Foundation, Wilson and Anne (62260281, Charitable Foundation)

Pay Date	Ticker	Description	Short Term Gain	Long Term Gain	Total Gain
Capital Gain Distributions					
12/15/11	JSOX	JP Morgan Strategic Income	\$1,890.13	\$162.53	\$2,052.66
12/12/11	DISV	DFA Intl Small Cap Value	\$133.18	\$1,470.77	\$1,603.95
12/12/11	DFEQ	DFA Short Term Extended		\$620.57	\$620.57
Total Capital Gain Distributions			\$2,023.31	\$2,253.87	\$4,277.18
Total Gain/Loss			\$1,094.99	\$52,197.21	\$53,292.20

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Portfolio Statement

As of 09/30/2012
09/28/2012 Prices

Wilson and Anne Franklin Foundation Acct #: 62260281

Weight	Description	Quantity	Cost Basis	Unit Cost	Current Value	Current Price	Unrealized Gain (Loss)	% G/L	Current Yield
Mutual Funds									
3.0%	DFA Emerging Markets	4,468.738	73,823.12	16.520	85,486.96	19.130	11,663.84	15.8%	7.8%
4.8%	DFA Global Real Estate	14,493.831	113,474.09	7.829	133,633.12	9.220	20,159.03	17.8%	31.4%
11.4%	DFA International Core	32,125.549	305,023.07	9.495	320,934.23	9.990	15,911.16	5.2%	5.3%
2.3%	DFA Intl Small Cap Value	4,248.37	63,165.98	14.868	63,810.52	15.020	644.54	1.0%	3.4%
0.7%	DFA Investment Grade Bd	1,905.4	20,500.00	10.759	20,883.18	10.960	383.18	1.9%	6.9%
11.6%	DFA Short Term Extended	29,550.935	319,250.00	10.803	324,469.27	10.980	5,219.27	1.6%	2.0%
1.7%	DFA Two Year Global F-I	4,758.144	48,249.95	10.140	48,200.00	10.130	(49.95)	-0.1%	1.4%
5.8%	DFA U.S. Core Equity	13,547.426	112,688.69	8.318	163,923.85	12.100	51,235.16	45.5%	4.8%
21.2%	DFA US Core Equity I	48,515.699	340,775.82	7.024	595,772.78	12.280	254,996.96	74.8%	5.0%
5.1%	JP Morgan Strategic Income	12,147.361	141,979.74	11.688	142,610.02	11.740	630.28	0.4%	3.8%
5.6%	Loomis Sayles Bond	10,484.37	134,085.95	12.789	157,160.71	14.990	23,074.76	17.2%	4.4%
5.2%	Pimco Emerging Local Bond Fun	13,324.219	130,866.61	9.822	144,701.02	10.860	13,834.41	10.6%	3.7%
78.5%			1,803,883.02		2,201,585.66		397,702.64	22.0%	6.0%

Cash and Money Funds									
3.2%	Money Market Fund		89,467.15		89,467.15				0.0%

Fixed Income									
0.8%	Brick New Jersey 11/15/2017 5.45% Accrued Income	20,000	20,642.00	103.210	20,802.60	104.013	160.60	0.8%	5.2%
0.8%	Cobb County Georgia 07/15/2019 5.25% Accrued Income	20,000	21,984.80	109.924	21,373.40	106.867	(611.40)	-2.8%	4.9%
1.8%	Connecticut State 08/15/2013 4.84% Accrued Income	50,000	50,851.50	101.703	51,139.50	102.279	288.00	0.6%	4.7%
0.4%	Georgia State Road 10/01/2019 5.00% Accrued Income	10,000	10,792.60	107.926	10,481.20	104.812	(311.40)	-2.9%	4.8%

Portfolio Statement
As of 09/30/2012
09/28/2012 Prices

Wilson and Anne Franklin Foundation Acct #: 62260281

<u>Weight</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>	<u>% G/L</u>	<u>Current Yield</u>
Fixed Income									
0.7%	Hoboken New Jersey 04/01/2013 5.45%	20,000	21,157.34	105.787	20,222.00	101.110	(935.34)	-4.4%	5.4%
	Accrued Income				545.00				
1.5%	Indiana Bank 07/15/2014 4.77%	40,000	41,411.80	103.530	42,647.60	106.619	1,235.80	3.0%	4.5%
	Accrued Income				402.80				
2.8%	Kern County California 08/15/2016 4.50%	75,000	73,461.25	97.948	79,218.75	105.625	5,757.50	7.8%	4.3%
	Accrued Income				431.25				
0.9%	Richland County South Carolina 03/01/2016 5.00%	25,000	25,548.50	102.194	26,405.25	105.621	856.75	3.4%	4.7%
	Accrued Income				104.17				
0.5%	Seminole Oklahoma 09/01/2014 6.25%	15,000	16,081.45	107.210	15,103.35	100.689	(978.10)	-6.1%	6.2%
	Accrued Income				78.13				
2.1%	Ypsilanti Michigan 05/01/2018 5.80%	50,000	54,103.50	108.207	57,642.50	115.285	3,539.00	6.5%	5.0%
	Accrued Income				1,208.33				
12.4%			336,034.74		348,998.50		9,001.41	2.7%	4.8%
CDs									
2.3%	Capital One Bank 01/23/2015 4.75%	48,000	49,316.85	102.743	51,849.12	108.019	2,532.27	5.1%	4.4%
	Accrued Income				11,946.98				
3.1%	Capital One Bank 01/12/2015 5.00%	65,000	68,160.68	104.863	70,717.40	108.796	2,556.72	3.8%	4.6%
	Accrued Income				17,043.37				
0.5%	Interwest National Bank 03/14/2017 5.10%	10,000	10,025.00	100.250	11,432.10	114.321	1,407.10	14.0%	4.5%
	Accrued Income				3,251.53				
5.9%			127,502.53		166,240.50		6,496.09	5.1%	4.5%
100.0%			2,356,887.44		2,806,291.81		413,200.14	17.5%	5.6%

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