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

OMB No 1545-0052

Form **990-PF**

2012

Department of the Treasury  
Internal Revenue Service

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

Open to Public Inspection

For calendar year 2012 or tax year beginning **12/01/12**, and ending **11/30/13**

Name of foundation <b>FRANKLIN FOUNDATION, INC.</b>		A Employer identification number <b>31-1191673</b>
Number and street (or P O box number if mail is not delivered to street address) <b>2000 BETHEL ROAD</b>		B Telephone number (see instructions) <b>614-451-1919</b>
City or town, state, and ZIP code <b>COLUMBUS OH 43220</b>		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) <b>\$ 1,991,769</b>	J Accounting method: <input type="checkbox"/> Cash <input checked="" 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)	675			
	2 Check <input checked="" type="checkbox"/> if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments	41	41	41	
	4 Dividends and interest from securities	50,267	50,267	50,267	
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	4,019			
	b Gross sales price for all assets on line 6a <b>256,638</b>				
	7 Capital gain net income (from Part IV, line 2)		4,019		
	8 Net short-term capital gain			3,622	
	9 Income modifications				
	10a Gross sales less returns and allowances				
b Less Cost of goods sold					
c Gross profit or (loss) (attach schedule)					
11 Other income (attach schedule)	412,979	6,464	412,979		
12 <b>Total.</b> Add lines 1 through 11	<b>467,981</b>	<b>60,791</b>	<b>466,909</b>		
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc.	84,833	8,483	6,702	69,648
	14 Other employee salaries and wages	251,522	2,396	227,560	21,566
	15 Pension plans, employee benefits	14,000	1,400		12,600
	16a Legal fees (attach schedule)				
	b Accounting fees (attach schedule) <b>Stmt 2</b>	3,950	395		3,555
	c Other professional fees (attach schedule)				
	17 Interest	10,436	85	9,625	726
	18 Taxes (attach schedule) (see instructions) <b>Stmt 3</b>	36,158	825	27,911	7,421
	19 Depreciation (attach schedule) and depletion <b>Stmt 4</b>	35,551	1,990	15,650	
	20 Occupancy	10,737	1,074		9,663
	21 Travel, conferences, and meetings	10,117	286	7,260	2,571
22 Printing and publications					
23 Other expenses (att. sch) <b>Stmt 5</b>	106,321	12,832	59,512	33,976	
24 <b>Total operating and administrative expenses.</b> Add lines 13 through 23	<b>563,625</b>	<b>29,766</b>	<b>354,220</b>	<b>161,726</b>	
25 Contributions, gifts, grants paid <b>See Statement 6</b>	29,425			29,425	
26 <b>Total expenses and disbursements.</b> Add lines 24 and 25	<b>593,050</b>	<b>29,766</b>	<b>354,220</b>	<b>191,151</b>	
27 Subtract line 26 from line 12					
a <b>Excess of revenue over expenses and disbursements</b>	<b>-125,069</b>				
b <b>Net investment income</b> (if negative, enter -0-)		<b>31,025</b>			
c <b>Adjusted net income</b> (if negative, enter -0-)			<b>112,689</b>		

For Paperwork Reduction Act Notice, see instructions.

Form **990-PF** (2012)

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	100	100	100
	2	Savings and temporary cash investments	105,489	111,094	111,094
	3	Accounts receivable ▶			
		Less allowance for doubtful accounts ▶	-1,494	-1,494	
	4	Pledges receivable ▶			
		Less allowance for doubtful accounts ▶			
	5	Grants receivable			
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)			
	7	Other notes and loans receivable (att. schedule) ▶			
		Less allowance for doubtful accounts ▶	0		
	8	Inventories for sale or use			
	9	Prepaid expenses and deferred charges			
	10a	Investments – U S and state government obligations (attach schedule)			
	b	Investments – corporate stock (attach schedule)			
	c	Investments – corporate bonds (attach schedule)			
	11	Investments – land, buildings, and equipment basis ▶			
	Less accumulated depreciation (attach sch) ▶				
12	Investments – mortgage loans				
13	Investments – other (attach schedule) See Statement 7	1,178,115	1,376,165	1,376,165	
14	Land, buildings, and equipment basis ▶	583,349			
	Less accumulated depreciation (attach sch) ▶ Stmt 8	131,886			
15	Other assets (describe ▶ See Statement 9 )	487,015	451,463	529,817	
16	<b>Total assets</b> (to be completed by all filers – see the instructions Also, see page 1, item I)	148,351	30,888	-25,407	
		1,919,053	1,968,216	1,991,769	
Liabilities	17	Accounts payable and accrued expenses	2,820	2,781	
	18	Grants payable			
	19	Deferred revenue			
	20	Loans from officers, directors, trustees, and other disqualified persons			
	21	Mortgages and other notes payable (attach schedule) See Worksheet	428,797	415,749	
	22	Other liabilities (describe ▶ See Statement 10 )	1,864	2,212	
	23	<b>Total liabilities</b> (add lines 17 through 22)	433,481	420,742	
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			
	28	Paid-in or capital surplus, or land, bldg, and equipment fund			
	29	Retained earnings, accumulated income, endowment, or other funds	1,485,572	1,547,474	
30	<b>Total net assets or fund balances</b> (see instructions)	1,485,572	1,547,474		
31	<b>Total liabilities and net assets/fund balances</b> (see instructions)	1,919,053	1,968,216		

**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	1,485,572
2	Enter amount from Part I, line 27a	2	-125,069
3	Other increases not included in line 2 (itemize) ▶ See Statement 11	3	186,971
4	Add lines 1, 2, and 3	4	1,547,474
5	Decreases not included in line 2 (itemize) ▶	5	
6	<b>Total net assets or fund balances at end of year</b> (line 4 minus line 5) – Part II, column (b), line 30	6	1,547,474

**Part IV Capital Gains and Losses for Tax on Investment Income**

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co)	(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a See Worksheet			
b			
c			
d			
e			

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

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

(i) FMV as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
a			
b			
c			
d			
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	4,019
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	3,622

**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))
2011	206,933	1,260,674	0.164145
2010	238,061	1,272,435	0.187091
2009	229,498	1,306,752	0.175625
2008	267,387	1,423,364	0.187856
2007	250,361	1,582,294	0.158227

2 Total of line 1, column (d)	2	0.872944
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	0.174589
4 Enter the net value of noncharitable-use assets for 2012 from Part X, line 5	4	1,337,105
5 Multiply line 4 by line 3	5	233,444
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	310
7 Add lines 5 and 6	7	233,754
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	191,151

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

<b>1a</b>	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)		
<b>b</b>	Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input type="checkbox"/> and enter 1% of Part I, line 27b	1	621
<b>c</b>	All other domestic foundations enter 2% of line 27b Exempt foreign organizations enter 4% of Part I, line 12, col (b)		
<b>2</b>	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)	2	0
<b>3</b>	Add lines 1 and 2	3	621
<b>4</b>	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)	4	0
<b>5</b>	<b>Tax based on investment income.</b> Subtract line 4 from line 3 If zero or less, enter -0-	5	621
<b>6</b>	<b>Credits/Payments</b>		
<b>a</b>	2012 estimated tax payments and 2011 overpayment credited to 2012	6a	1,045
<b>b</b>	Exempt foreign organizations - tax withheld at source	6b	
<b>c</b>	Tax paid with application for extension of time to file (Form 8868)	6c	
<b>d</b>	Backup withholding erroneously withheld	6d	
<b>7</b>	Total credits and payments Add lines 6a through 6d	7	1,045
<b>8</b>	Enter any <b>penalty</b> for underpayment of estimated tax Check here <input type="checkbox"/> if Form 2220 is attached	8	
<b>9</b>	<b>Tax due.</b> If the total of lines 5 and 8 is more than line 7, enter <b>amount owed</b>	9	
<b>10</b>	<b>Overpayment.</b> If line 7 is more than the total of lines 5 and 8, enter the <b>amount overpaid</b>	10	424
<b>11</b>	Enter the amount of line 10 to be <b>Credited to 2013 estimated tax</b> <b>Refunded</b>	11	424

**Part VII-A Statements Regarding Activities**

	Yes	No
<b>1a</b>		X
<b>b</b>		X
<b>c</b>		X
<b>d</b>		
<b>e</b>		
<b>2</b>		X
<b>3</b>		X
<b>4a</b>		X
<b>b</b>		
<b>5</b>		X
<b>6</b>	X	
<b>7</b>	X	
<b>8a</b>		
<b>b</b>	X	
<b>9</b>	X	
<b>10</b>		X

N/A

**Part VII-A Statements Regarding Activities (continued)**

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see 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 ▶ LYNN D. DALTON 2000 BETHEL RD, SUITE D Located at ▶ COLUMBUS OH ZIP+4 ▶ 43220 Telephone no ▶ 614-451-1919			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 – Check here and enter the amount of tax-exempt interest received or accrued during the year ▶	15		<input type="checkbox"/>
16	At any time during calendar year 2012, 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 2012? N/A	1c	
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))		
a	At the end of tax year 2012, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2012? If "Yes," list the years ▶ 20 , 20 , 20 , 20 <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b	Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement – see instructions) N/A	2b	
c	If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here ▶ 20 , 20 , 20 , 20		
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No		
b	If "Yes," did it have excess business holdings in 2012 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 2012)	3b	X
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 2012?	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)? 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

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

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

**b** If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction? N/A 7b

**Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors**

**1 List all officers, directors, trustees, foundation managers and their compensation (see 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
See Statement 12				

**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

▶ 0

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

**3 Five highest-paid independent contractors for professional services (see instructions). If none, enter "NONE."**

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

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

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

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

	Expenses
1 WAYNESVILLE SENIOR HOUSING - PROVIDES HOUSING FOR LOW INCOME SENIORS IN THE COMMUNITY	79,428
2 FRANKLIN SENIOR HOUSING - PROVIDES HOUSING FOR LOW INCOME SENIORS IN THE COMMUNITY	299,743
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

	Amount
1 INVESTMENT IN PARTNERSHIPS AND OTHER LAND DEVELOPMENT ACTIVITIES IN THE HOUSING INDUSTRY THAT ASSIST WITH THE CHARITABLE PURPOSE OF THE ORGANIZATION	
2	
All other program-related investments See instructions	
3	

Total. Add lines 1 through 3 ▶

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

<b>1</b>	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes		
<b>a</b>	Average monthly fair market value of securities	<b>1a</b>	1,249,175
<b>b</b>	Average of monthly cash balances	<b>1b</b>	108,292
<b>c</b>	Fair market value of all other assets (see instructions)	<b>1c</b>	0
<b>d</b>	<b>Total</b> (add lines 1a, b, and c)	<b>1d</b>	1,357,467
<b>e</b>	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	<b>1e</b>	0
<b>2</b>	Acquisition indebtedness applicable to line 1 assets	<b>2</b>	0
<b>3</b>	Subtract line 2 from line 1d	<b>3</b>	1,357,467
<b>4</b>	Cash deemed held for charitable activities Enter 1½% of line 3 (for greater amount, see instructions)	<b>4</b>	20,362
<b>5</b>	<b>Net value of noncharitable-use assets.</b> Subtract line 4 from line 3 Enter here and on Part V, line 4	<b>5</b>	1,337,105
<b>6</b>	<b>Minimum investment return.</b> Enter 5% of line 5	<b>6</b>	66,855

**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 )

<b>1</b>	Minimum investment return from Part X, line 6	<b>1</b>	
<b>2a</b>	Tax on investment income for 2012 from Part VI, line 5	<b>2a</b>	
<b>b</b>	Income tax for 2012 (This does not include the tax from Part VI)	<b>2b</b>	
<b>c</b>	Add lines 2a and 2b	<b>2c</b>	
<b>3</b>	Distributable amount before adjustments Subtract line 2c from line 1	<b>3</b>	
<b>4</b>	Recovery of amounts treated as qualifying distributions	<b>4</b>	
<b>5</b>	Add lines 3 and 4	<b>5</b>	
<b>6</b>	Deduction from distributable amount (see instructions)	<b>6</b>	
<b>7</b>	<b>Distributable amount</b> as adjusted Subtract line 6 from line 5 Enter here and on Part XIII, line 1	<b>7</b>	

**Part XII Qualifying Distributions** (see instructions)

<b>1</b>	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes		
<b>a</b>	Expenses, contributions, gifts, etc – total from Part I, column (d), line 26	<b>1a</b>	191,151
<b>b</b>	Program-related investments – total from Part IX-B	<b>1b</b>	
<b>2</b>	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	<b>2</b>	
<b>3</b>	Amounts set aside for specific charitable projects that satisfy the		
<b>a</b>	Suitability test (prior IRS approval required)	<b>3a</b>	
<b>b</b>	Cash distribution test (attach the required schedule)	<b>3b</b>	
<b>4</b>	<b>Qualifying distributions.</b> Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	<b>4</b>	191,151
<b>5</b>	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)	<b>5</b>	0
<b>6</b>	<b>Adjusted qualifying distributions.</b> Subtract line 5 from line 4	<b>6</b>	191,151

**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 2011	(c) 2011	(d) 2012
<b>1</b> Distributable amount for 2012 from Part XI, line 7				
<b>2</b> Undistributed income, if any, as of the end of 2012:				
<b>a</b> Enter amount for 2011 only				
<b>b</b> Total for prior years 20____, 20____, 20____				
<b>3</b> Excess distributions carryover, if any, to 2012:				
<b>a</b> From 2007				
<b>b</b> From 2008				
<b>c</b> From 2009				
<b>d</b> From 2010				
<b>e</b> From 2011				
<b>f</b> Total of lines 3a through e				
<b>4</b> Qualifying distributions for 2012 from Part XII, line 4 ▶ \$ <u>0</u>				
<b>a</b> Applied to 2011, but not more than line 2a				
<b>b</b> Applied to undistributed income of prior years (Election required – see instructions)				
<b>c</b> Treated as distributions out of corpus (Election required – see instructions)				
<b>d</b> Applied to 2012 distributable amount				
<b>e</b> Remaining amount distributed out of corpus				
<b>5</b> Excess distributions carryover applied to 2012 (If an amount appears in column (d), the same amount must be shown in column (a) )				
<b>6</b> Enter the net total of each column as indicated below:				
<b>a</b> Corpus Add lines 3f, 4c, and 4e Subtract line 5				
<b>b</b> Prior years' undistributed income Subtract line 4b from line 2b				
<b>c</b> 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				
<b>d</b> Subtract line 6c from line 6b Taxable amount – see instructions				
<b>e</b> Undistributed income for 2011 Subtract line 4a from line 2a Taxable amount – see instructions				
<b>f</b> Undistributed income for 2012 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2013				
<b>7</b> Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)				
<b>8</b> Excess distributions carryover from 2007 not applied on line 5 or line 7 (see instructions)				
<b>9</b> Excess distributions carryover to 2013. Subtract lines 7 and 8 from line 6a				
<b>10</b> Analysis of line 9:				
<b>a</b> Excess from 2008				
<b>b</b> Excess from 2009				
<b>c</b> Excess from 2010				
<b>d</b> Excess from 2011				
<b>e</b> Excess from 2012				

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

**1a** If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2012, enter the date of the ruling 08/04/88

**b** Check box to indicate whether the foundation is a private operating foundation described in section  4942(j)(3) or  4942(j)(5)

	Pnor 3 years				(e) Total
	(a) 2012	(b) 2011	(c) 2010	(d) 2009	
<b>2a</b> Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed	66,855	63,034	63,622	65,338	258,849
<b>b</b> 85% of line 2a	56,827	53,579	54,079	55,537	220,022
<b>c</b> Qualifying distributions from Part XII, line 4 for each year listed	191,151	206,933	230,191	229,498	857,773
<b>d</b> Amounts included in line 2c not used directly for active conduct of exempt activities				50,400	50,400
<b>e</b> Qualifying distributions made directly for active conduct of exempt activities Subtract line 2d from line 2c	191,151	206,933	230,191	179,098	807,373
<b>3</b> Complete 3a, b, or c for the alternative test relied upon					
<b>a</b> "Assets" alternative test – enter					
<b>(1)</b> Value of all assets					
<b>(2)</b> Value of assets qualifying under section 4942(j)(3)(B)(i)					
<b>b</b> "Endowment" alternative test – enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed	44,570	42,023	42,415	43,559	172,567
<b>c</b> "Support" alternative test – enter					
<b>(1)</b> Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)					
<b>(2)</b> Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)					
<b>(3)</b> Largest amount of support from an exempt organization					
<b>(4)</b> Gross investment income					

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

**1 Information Regarding Foundation Managers:**

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

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

**2 Information Regarding Contribution, Grant, Gift, Loan, Scholarship, etc., Programs:**  
Check here  if the foundation only makes contributions to preselected charitable organizations and does not accept unsolicited requests for funds. If the foundation makes gifts, grants, etc. (see instructions) to individuals or organizations under other conditions, complete items 2a, b, c, and d

**a** The name, address, and telephone number or e-mail of the person to whom applications should be addressed  
N/A

**b** The form in which applications should be submitted and information and materials they should include  
N/A

**c** Any submission deadlines  
N/A

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

**Part XV Supplementary Information (continued)**

**3 Grants and Contributions Paid During the Year or Approved for Future Payment**

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a Paid during the year See Statement 13				29,425
<b>Total</b>			▶ 3a	29,425
b Approved for future payment N/A				
<b>Total</b>			▶ 3b	





## Capital Gains and Losses for Tax on Investment Income

Form **990-PF****2012**For calendar year 2012, or tax year beginning 12/01/12, and ending 11/30/13

Name

Employer Identification Number

FRANKLIN FOUNDATION, INC.

31-1191673

(a) List and describe the kind(s) of property sold, e.g., real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co	(b) How acquired P-Purchase D-Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
(1) DEVON ENERGY	P	Various	12/31/12
(2) APPLE	P	Various	06/01/13
(3) CREXUS INVESTMENTS	P	Various	01/04/13
(4) CREXUS INVESTMENTS	P	Various	01/07/13
(5) ENERGY TRANSFER PTRS	P	Various	02/19/13
(6) JPM CHASE PFD	P	Various	09/01/13
(7) KINDER MORGAN ENERGY	P	Various	10/08/13
(8) LINNCO	P	Various	02/21/13
(9) MSFT	P	Various	06/05/13
(10) VERIZON	P	Various	02/25/13
(11) VERIZON	P	Various	10/07/13
(12) WFB XII PFD	P	Various	03/01/13
(13) WILLIAMS PARTNERS	P	Various	10/08/13
(14) 6.5% AUSTRALIAN	P	Various	05/15/13
(15) 6.25% UBS AG AUS	P	Various	07/01/13

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
(1) 15,410		20,609	-5,199
(2) 8,767		10,546	-1,779
(3) 12,424		11,608	816
(4) 12,446		11,509	937
(5) 18,731		17,837	894
(6) 25,000		24,691	309
(7) 23,812		23,589	223
(8) 11,654		11,053	601
(9) 10,416		8,185	2,231
(10) 9,129		5,617	3,512
(11) 9,393		5,617	3,776
(12) 25,431		25,276	155
(13) 26,031		24,579	1,452
(14) 24,682		25,421	-739
(15) 23,312		26,482	-3,170

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

(i) FMV as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	(l) Gains (Col (h) gain minus col (k), but not less than -0) OR Losses (from col (h))
(1)			-5,199
(2)			-1,779
(3)			816
(4)			937
(5)			894
(6)			309
(7)			223
(8)			601
(9)			2,231
(10)			3,512
(11)			3,776
(12)			155
(13)			1,452
(14)			-739
(15)			-3,170

## Federal Statements

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

Description	Revenue per Books	Net Investment Income	Adjusted Net Income
FEE INCOME	\$ 294,256	\$	\$ 294,256
RENTAL INCOME	82,908		82,908
MISCELLANEOUS	386		386
OTHER	28,965		28,965
PLEASANT VALLEY GARDENS	34	34	34
PLEASANT VALLEY GARDENS	6,590	6,590	6,590
SEBRING VILLA APARTMENTS	112	112	112
SEBRING VILLA APARTMENTS	57	57	57
PINES APTS OF KENTON LTD	-133	-133	-133
LOGAN PLACE II LTD	-196	-196	-196
Total	\$ 412,979	\$ 6,464	\$ 412,979

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

Description	Total	Net Investment	Adjusted Net	Charitable Purpose
Indirect Accounting Fees	\$ 3,950	\$ 395	\$	\$ 3,555
Total	\$ 3,950	\$ 395	\$ 0	\$ 3,555

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

Description	Total	Net Investment	Adjusted Net	Charitable Purpose
REAL ESTATE & OTHER	\$ 7,973	\$	\$ 7,973	\$
PAYROLL TAXES	28,185	825	19,938	7,421
Total	\$ 36,158	\$ 825	\$ 27,911	\$ 7,421

**Federal Statements**

**Statement 4 - Form 990-PF, Part I, Line 19 - Depreciation**

Date Acquired	Description	Cost Basis	Prior Year Depreciation	Method	Life	Current Year Depreciation	Net Investment Income	Adjusted Net Income
\$		\$				\$ 35,551	\$ 1,990	\$ 15,650
Total		\$ 0	\$ 0			\$ 35,551	\$ 1,990	\$ 15,650

**Statement 5 - Form 990-PF, Part I, Line 23 - Other Expenses**

Description	Total	Net Investment	Adjusted Net	Charitable Purpose
Expenses	\$	\$	\$	
AUTOMOBILE EXPENSE	4,679	468		4,211
RESIDENT ACTIVITIES	2,333	233		2,100
MAINTENANCE & OPERATING UTILITIES	13,751	86	13,751	
ADMINISTRATIVE	5,548		4,692	770
INSURANCE	21,571		21,571	
MISCELLANEOUS	19,551	1,584	3,709	14,258
WORKERS COMPENSATION	2,214	97	1,244	872
BACKGROUND CHECKS	1,032	8	948	76
DUES & SUBSCRIPTIONS	381		381	
OFFICE EXPENSE	1,942	169	250	1,523
PAYROLL PROCESSING FEES	4,733	70	4,035	628
POSTAGE & DELIVERY	5,475	166	3,817	1,492
REPAIRS & MAINTENANCE	1,620	15	1,469	136
TELEPHONE	912		912	
INVESTMENT FEES	4,161	143	2,733	1,285
FEEES & LICENSES	54	54		
BOARD FEES	2,361	236		2,125
SCHWAB FEES	5,000	500		4,500
Total	\$ 106,321	\$ 9,003	\$ 59,512	\$ 33,976

**Federal Statements****Statement 6 - Form 990-PF, Part I, Line 25 - Noncash Contributions, Gifts, Grants**

<u>Amount</u>	<u>Noncash Description</u>	<u>FMV Explanation</u>	<u>Book Value Amount</u>	<u>Book Value Explanation</u>	<u>Date</u>
25					2/28/13
1,250					3/14/13
3,750					3/14/13
1,500					4/01/13
1,000					4/02/13
1,000					4/02/13
1,250					5/30/13
3,750					5/30/13
5,000					6/17/13
250					7/05/13
50					7/29/13
1,250					8/15/13
3,750					8/15/13
250					8/28/13
100					10/17/13
3,750					11/25/13
1,250					11/25/13
250					2/13/13

## Federal Statements

Statement 7 - Form 990-PF, Part II, Line 13 - Other Investments

Description	Beginning of Year	End of Year	Basis of Valuation	Fair Market Value
CHARLES SCHWAB PORTFOLIO	\$ 1,152,455	\$ 1,345,895	Market	\$ 1,345,895
RESTRICTED CASH ACCOUNTS	25,660	30,270	Cost	30,270
Total	\$ 1,178,115	\$ 1,376,165		\$ 1,376,165

Statement 8 - Form 990-PF, Part II, Line 14 - Land, Building, and Equipment

Description	Beginning Net Book	End Cost / Basis	End Accumulated Depreciation	Net FMV
VEHICLE	\$ 25,961	\$ 25,961	\$ 18,485	\$ 7,476
EQUIPMENT	1,417	6,940	6,940	
FURNITURE & FIXTURES		9,044	9,044	
FURNITURE & FIXTURES - WSH	14,487	30,500	19,063	11,437
BUILDING - WSH	394,150	459,904	78,354	459,904
LAND - WSH	51,000	51,000		51,000
Total	\$ 487,015	\$ 583,349	\$ 131,886	\$ 529,817

31-1191673

**Federal Statements**

FYE: 11/30/2013

**Statement 9 - Form 990-PF, Part II, Line 15 - Other Assets**

<u>Description</u>	<u>Beginning of Year</u>	<u>End of Year</u>	<u>Fair Market Value</u>
LAND DEVELOPMENT ASSETS	\$ 68,060	\$ -56,115	\$ -56,115
LIMITED PARTNERSHIPS	51,381	56,295	
OTHER RECEIVABLES	28,910	30,708	30,708
Total	<u>\$ 148,351</u>	<u>\$ 30,888</u>	<u>\$ -25,407</u>

**Statement 10 - Form 990-PF, Part II, Line 22 - Other Liabilities**

<u>Description</u>	<u>Beginning of Year</u>	<u>End of Year</u>
SECURITY DEPOSITS	\$ 1,864	\$ 2,212
Total	<u>\$ 1,864</u>	<u>\$ 2,212</u>

**Statement 11 - Form 990-PF, Part III, Line 3 - Other Increases**

<u>Description</u>	<u>Amount</u>
UNREALIZED GAIN ON INVESTMENTS	\$ 186,971
Total	<u>\$ 186,971</u>

**Federal Statements**

**Statement 12 - Form 990-PF, Part VIII, Line 1 - List of Officers, Directors, Trustees, Etc.**

Name and Address	Title	Average Hours	Compensation	Benefits	Expenses
LYNN D DALTON 2000 BETHEL ROAD, SUITE D COLUMBUS OH 43220	PRESIDENT	40.00	84,833	14,000	0
SUZANNE NICK 2000 BETHEL ROAD, SUITE D COLUMBUS OH 43220	TRUSTEE	1.00	0	0	0
THOMAS F HAVENS 2000 BETHEL ROAD, SUITE D COLUMBUS OH 43220	TRUSTEE	1.00	0	0	0
JOHN C HAVENS 2000 BETHEL ROAD, SUITE D COLUMBUS OH 43220	TRUSTEE	1.00	0	0	0
ELLEN HARDYMON 2000 BETHEL ROAD, SUITE D COLUMBUS OH 43220	TRUSTEE	3.00	0	0	0
JOHN F HAVENS II 2000 BETHEL ROAD, SUITE D COLUMBUS OH 43220	TRUSTEE	1.00	0	0	0
ANN LEIGHTY 2000 BETHEL ROAD, SUITE D COLUMBUS OH 43220	TRUSTEE	1.00	0	0	0
PARKER RAINE HAVENS 2000 BETHEL ROAD, SUITE D COLUMBUS OH 43220	TRUSTEE	1.00	0	0	0

## Federal Statements

31-1191673

FYE: 11/30/2013

**Statement 13 - Form 990-PF, Part XV, Line 3a - Grants and Contributions Paid During the**  
**Year**

Name	Address	Relationship	Status	Purpose	Amount
BEANS 4 BALLS					25
UNITED WAY OF DELAWARE COUNTY DELAWARE OH 43015		NONE	EXEMPT	CHARITABLE CONTRIBUTION	
UNITED WAY OF CENTRAL OHIO COLUMBUS OH 43215		NONE	EXEMPT	CHARITABLE CONTRIBUTION	1,250
KETTERING MAYORS BALL FOR CHARITY KETTERING OH 45429		NONE	EXEMPT	CHARITABLE CONTRIBUTION	3,750
BOY SCOUTS OF AMERICA		NONE	EXEMPT	CHARITABLE CONTRIBUTION	1,500
UNITED METHODIST CHILDRENS HOME		NONE	EXEMPT	CHARITABLE CONTRIBUTION	1,000
UNITED WAY OF DELAWARE COUNTY DELAWARE OH 43015		NONE	EXEMPT	CHARITABLE CONTRIBUTION	1,000
UNITED WAY OF CENTRAL OHIO COLUMBUS OH 43215		NONE	EXEMPT	CHARITABLE CONTRIBUTION	1,250
SCRIPPS GERONTOLOGY OXFORD OH 45056		NONE	EXEMPT	CHARITABLE CONTRIBUTION	3,750
KETTERING SAFE SENIOR PROGRAM		NONE	EXEMPT	CHARITABLE CONTRIBUTION	5,000
JUVENILE DIABETES RESEARCH		NONE	EXEMPT	CHARITABLE CONTRIBUTION	250
UNITED WAY OF DELAWARE COUNTY DELAWARE OH 43015		NONE	EXEMPT	CHARITABLE CONTRIBUTION	50
UNITED WAY OF CENTRAL OHIO COLUMBUS OH 43215		NONE	EXEMPT	CHARITABLE CONTRIBUTION	1,250
COMMITTEETO SAVE SENIORS		NONE	EXEMPT	CHARITABLE CONTRIBUTION	3,750
DICK & ROSE SR LEGACY FUND		NONE	EXEMPT	CHARITABLE CONTRIBUTION	250
UNITED WAY OF CENTRAL OHIO COLUMBUS OH 43215		NONE	EXEMPT	CHARITABLE CONTRIBUTION	100
UNITED WAY OF DELAWARE COUNTY DELAWARE OH 43015		NONE	EXEMPT	CHARITABLE CONTRIBUTION	3,750
		NONE	EXEMPT	CHARITABLE CONTRIBUTION	1,250

### Federal Statements

**Statement 13 - Form 990-PF, Part XV, Line 3a - Grants and Contributions Paid During the  
Year (continued)**

Name	Address	Relationship	Address	Status	Purpose	Amount
ALPHA DELTA PI		NONE		EXEMPT	CHARITABLE CONTRIBUTION	250
Total						<u>29,425</u>