Form **990-PF**

Department of the Treasury
Internal Revenue Service

Return of Private Foundation

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

▶ **Do not enter Social Security numbers on this form as it may be made public. By law, the IRS cannot redact the information on the form.**

▶ **Information about Form 990-PF and its instructions is at *www.irs.gov/form990pf*.**

OMB No 1545-0052

2013

Open to Public Inspection

For calendar year 2013, or tax year beginning 01-01-2013 , and ending 12-31-2013

Name of foundation
FRANKLIN SQUARE FOUNDATION

A Employer identification number
01-0746539

Number and street (or P O box number if mail is not delivered to street address) | Room/suite
835 WESTERFIELD DR

B Telephone number (see instructions)

City or town, state or province, country, and ZIP or foreign postal code
WILMETTE, IL 60091

C If exemption application is pending, check here ▶ ☐

G Check all that apply ☐ Initial return ☐ Initial return of a former public charity ☐ Final return ☐ Amended return ☐ Address change ☐ Name change

D 1. Foreign organizations, check here ▶ ☐
2. Foreign organizations meeting the 85% test, check here and attach computation ▶ ☐

H Check type of organization ☑ Section 501(c)(3) exempt private foundation
☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundation

E If private foundation status was terminated under section 507(b)(1)(A), check here ▶ ☐

I Fair market value of all assets at end of year *(from Part II, col. (c), line 16)*▶$ 2,118,308

J Accounting method ☐ Cash ☑ Accrual ☐ Other (specify) ____
(Part I, column (d) must be on cash basis.)

F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ▶ ☐

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)	98,039			
	2	Check ▶ ☐ if the foundation is **not** required to attach Sch B				
	3	Interest on savings and temporary cash investments	4,810	4,810		
	4	Dividends and interest from securities	32,354	32,354		
	5a	Gross rents				
	b	Net rental income or (loss)				
	6a	Net gain or (loss) from sale of assets not on line 10	28,076			
	b	Gross sales price for all assets on line 6a 138,907				
	7	Capital gain net income (from Part IV, line 2)		11,874		
	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) (attach schedule)				
	11	Other income (attach schedule)				
	12	**Total.** Add lines 1 through 11	163,279	49,038		
Operating and Administrative Expenses	13	Compensation of officers, directors, trustees, etc				
	14	Other employee salaries and wages				
	15	Pension plans, employee benefits				
	16a	Legal fees (attach schedule)				
	b	Accounting fees (attach schedule)				
	c	Other professional fees (attach schedule)				
	17	Interest				
	18	Taxes (attach schedule) (see instructions)	444	444		
	19	Depreciation (attach schedule) and depletion				
	20	Occupancy				
	21	Travel, conferences, and meetings				
	22	Printing and publications	510	510		
	23	Other expenses (attach schedule)	7,942	7,942		
	24	**Total operating and administrative expenses.** Add lines 13 through 23	8,896	8,896		0
	25	Contributions, gifts, grants paid	140,500			140,500
	26	**Total expenses and disbursements.** Add lines 24 and 25	149,396	8,896		140,500
	27	Subtract line 26 from line 12				
	a	**Excess of revenue over expenses and disbursements**	13,883			
	b	**Net investment income** (if negative, enter -0-)		40,142		
	c	**Adjusted net income** (if negative, enter -0-)				

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 (a) Book Value	End of year (b) Book Value	(c) Fair Market Value
Assets	1	Cash—non-interest-bearing			
	2	Savings and temporary cash investments	206,082	169,848	169,848
	3	Accounts receivable ▶ Less allowance for doubtful accounts ▶			
	4	Pledges receivable ▶ Less allowance for doubtful accounts ▶			
	5	Grants receivable			
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)			
	7	Other notes and loans receivable (attach schedule) ▶ 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 (attach schedule)	125,413	100,536	120,270
	b	Investments—corporate stock (attach schedule)	339,129	393,171	593,277
	c	Investments—corporate bonds (attach schedule)	50,006	50,006	50,261
	11	Investments—land, buildings, and equipment basis ▶ Less accumulated depreciation (attach schedule) ▶			
	12	Investments—mortgage loans			
	13	Investments—other (attach schedule)	809,044	829,256	1,184,652
	14	Land, buildings, and equipment basis ▶ Less accumulated depreciation (attach schedule) ▶			
	15	Other assets (describe ▶)			
	16	**Total assets** (to be completed by all filers—see the instructions Also, see page 1, item I)	1,529,674	1,542,817	2,118,308
Liabilities	17	Accounts payable and accrued expenses			
	18	Grants payable			
	19	Deferred revenue			
	20	Loans from officers, directors, trustees, and other disqualified persons			
	21	Mortgages and other notes payable (attach schedule)			
	22	Other liabilities (describe ▶)			
	23	**Total liabilities** (add lines 17 through 22)		0	
Net Assets or Fund Balances		**Foundations that follow SFAS 117, check here ▶ ☐ 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 ▶ ☑ and complete lines 27 through 31.			
	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	1,529,674	1,542,817	
	30	**Total net assets or fund balances** (see page 17 of the instructions)	1,529,674	1,542,817	
	31	**Total liabilities and net assets/fund balances** (see page 17 of the instructions)	1,529,674	1,542,817	

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	1,529,674
2	Enter amount from Part I, line 27a	2	13,883
3	Other increases not included in line 2 (itemize) ▶	3	
4	Add lines 1, 2, and 3	4	1,543,557
5	Decreases not included in line 2 (itemize) ▶	5	740
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	1,542,817

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				

	(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			(l) 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				
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	11,874
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	

Part V Qualification Under Section 4940(e) for Reduced Tax on Net Investment Income

(For optional use by domestic private foundations subject to the section 4940(a) tax on net investment income)

If section 4940(d)(2) applies, leave this part blank

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period? ☐ Yes ☑ No
If "Yes," the foundation does not qualify under section 4940(e) Do not complete this part

1 Enter the appropriate amount in each column for each year, see page 18 of the instructions before making any entries

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col (b) divided by col (c))
2012	142,500	1,698,669	0 083889
2011	191,927	1,673,301	0 114700
2010	155,701	1,656,279	0 094007
2009	167,363	1,528,191	0 109517
2008	170,500	1,659,200	0 102760

2	**Total** of line 1, column (d)	2	0 504873
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 100975
4	Enter the net value of noncharitable-use assets for 2013 from Part X, line 5	4	1,922,873
5	Multiply line 4 by line 3	5	194,162
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	401
7	Add lines 5 and 6	7	194,563
8	Enter qualifying distributions from Part XII, line 4	8	140,500

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

Part VI **Excise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or 4948—see page 18 of the instructions)**

1a	Exempt operating foundations described in section 4940(d)(2), check here ▶ ☐ and enter "N/A" on line 1 Date of ruling or determination letter ________ **(attach copy of letter if necessary–see instructions)**		
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ▶ ☐ and enter 1% of Part I, line 27b	1	803
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	
3	Add lines 1 and 2	3	803
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	803
6	Credits/Payments		
a	2013 estimated tax payments and 2012 overpayment credited to 2013 — **6a** 560		
b	Exempt foreign organizations—tax withheld at source — **6b**		
c	Tax paid with application for extension of time to file (Form 8868) — **6c**		
d	Backup withholding erroneously withheld — **6d**		
7	Total credits and payments Add lines 6a through 6d	7	560
8	Enter any **penalty** for underpayment of estimated tax Check here ☐ if Form 2220 is attached	8	
9	**Tax due.** If the total of lines 5 and 8 is more than line 7, enter **amount owed** ▶	9	243
10	**Overpayment.** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ▶	10	
11	Enter the amount of line 10 to be **Credited to 2014 estimated tax** ▶ **Refunded** ▶	11	

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?	1a		No
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)?	1b		No
	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.*			
c	Did the foundation file **Form 1120-POL** for this year?	1c		
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.*	2		No
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*	3		No
4a	Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a		No
b	If "Yes," has it filed a tax return on **Form 990-T** for this year?	4b		
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? *If "Yes," attach the statement required by General Instruction T.*	5		No
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?	6	Yes	
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.*	7	Yes	
8a	Enter the states to which the foundation reports or with which it is registered (see instructions) ▶IL			
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*	8b	Yes	
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 2013 or the taxable year beginning in 2013 (see instructions for Part XIV)? *If "Yes," complete Part XIV*	9		No
10	Did any persons become substantial contributors during the tax year? *If "Yes," attach a schedule listing their names and addresses.*	10		No

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		No
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		No
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	Yes	

Website address ▶N/A

14 The books are in care of ▶JACQUELINE QUERN BERRY Telephone no ▶(847) 256-1483

Located at ▶835 WESTERFIELD DR WILMETTE IL ZIP+4 ▶60091

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 |

			Yes	No
16	At any time during calendar year 2013, 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?	16		No
	See instructions for exceptions and filing requirements for Form TD F 90-22 1 If "Yes", enter the name of the foreign country ▶			

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? ☐ Yes ☑ No			
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? ☐ Yes ☑ No			
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? ☐ Yes ☑ No			
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? ☐ Yes ☑ 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)? ☐ Yes ☑ 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). ☐ Yes ☑ No			
b	If any answer is "Yes" to 1a(1)–(6), did **any** of the acts fail to qualify under the exceptions described in Regulations section 53 4941(d)-3 or in a current notice regarding disaster assistance (see page 20 of the instructions)?	1b		
	Organizations relying on a current notice regarding disaster assistance check here. ▶ ☐			
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 2013?	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 2013, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2013? ☐ Yes ☑ 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		
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? ☐ Yes ☑ No			
b	If "Yes," did it have excess business holdings in 2013 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 2013.)*	3b		
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a		No
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 2013?	4b		No

Part VII-B Statements Regarding Activities for Which Form 4720 May Be Required *(continued)*

			Yes	No
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**		
	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? ☐ 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**		No
	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**		

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
JACQUELINE QUERN BERRY 835 WESTERFIELD DR WILMETTE,IL 60091	DIRECTOR 10 00	0	0	0
SUSANNAH QUERN PRATT 6532 N NEWGUARD CHICAGO,IL 60626	DIRECTOR 10 00	0	0	0
MARGARET QUERN ATKINS 108 E KNIGHT AVE COLLINGSWOOD,NJ 08108	DIRECTOR 10 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 ▶

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	
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	Amount
1 N/A	
2	
All other program-related investments See page 24 of the instructions	
3	
Total. Add lines 1 through 3 . . . . ▶	

Part X Minimum Investment Return (All domestic foundations must complete this part. Foreign foundations, see 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	698,605
b	Average of monthly cash balances	1b	152,929
c	Fair market value of all other assets (see instructions)	1c	1,100,621
d	**Total** (add lines 1a, b, and c)	1d	1,952,155
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	1,952,155
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	29,282
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3 Enter here and on Part V, line 4	5	1,922,873
6	**Minimum investment return.** Enter 5% of line 5	6	96,144

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	96,144
2a	Tax on investment income for 2013 from Part VI, line 5	2a	803		
b	Income tax for 2013 (This does not include the tax from Part VI)	2b			
c	Add lines 2a and 2b			2c	803
3	Distributable amount before adjustments Subtract line 2c from line 1			3	95,341
4	Recoveries of amounts treated as qualifying distributions			4	
5	Add lines 3 and 4			5	95,341
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	95,341

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	140,500
b	Program-related investments—total from Part IX-B	1b	
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc , purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	**Qualifying distributions.** Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	4	140,500
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	
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	140,500

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 2012	(c) 2012	(d) 2013
1 Distributable amount for 2013 from Part XI, line 7				95,341
2 Undistributed income, if any, as of the end of 2013				
a Enter amount for 2012 only.				
b Total for prior years 20___, 20___, 20___				
3 Excess distributions carryover, if any, to 2013				
a From 2008. 88,358				
b From 2009. 91,309				
c From 2010. 68,294				
d From 2011. 108,808				
e From 2012. 58,114				
f **Total** of lines 3a through e.	414,883			
4 Qualifying distributions for 2013 from Part XII, line 4 ▶ $ 140,500				
a Applied to 2012, but not more than line 2a				
b Applied to undistributed income of prior years (Election required—see instructions).				
c Treated as distributions out of corpus (Election required—see instructions).				
d Applied to 2013 distributable amount.				95,341
e Remaining amount distributed out of corpus	45,159			
5 Excess distributions carryover applied to 2013				
(If an amount appears in column (d), the same amount must be shown in column (a).)				
6 **Enter the net total of each column as indicated below:**				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	460,042			
b Prior years' undistributed income Subtract line 4b from line 2b				
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed.				
d Subtract line 6c from line 6b Taxable amount —see instructions				
e Undistributed income for 2012 Subtract line 4a from line 2a Taxable amount—see instructions				
f Undistributed income for 2013 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2014				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 2008 not applied on line 5 or line 7 (see instructions) . . .	88,358			
9 **Excess distributions carryover to 2014.** Subtract lines 7 and 8 from line 6a	371,684			
10 Analysis of line 9				
a Excess from 2009. . . . 91,309				
b Excess from 2010. . . . 68,294				
c Excess from 2011. . . . 108,808				
d Excess from 2012. . . . 58,114				
e Excess from 2013. . . . 45,159				

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 2013, enter the date of the ruling. . . . . . . ▶

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

	Tax year	Prior 3 years			(e) Total
	(a) 2013	**(b)** 2012	**(c)** 2011	**(d)** 2010	
2a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed					
b 85% of line 2a					
c Qualifying distributions from Part XII, line 4 for each year listed					
d Amounts included in line 2c not used directly for active conduct of exempt activities					
e Qualifying distributions made directly for active conduct of exempt activities Subtract line 2d from line 2c					
3 Complete 3a, b, or c for the alternative test relied upon **a** "Assets" alternative test—enter **(1)** Value of all assets					
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					
b "Endowment" alternative test— enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed. . . .					
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)					
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii). . . .					
(3) Largest amount of support from an exempt organization					
(4) Gross investment income					

Part XV Supplementary Information (Complete this part only if the organization 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))

See Additional Data Table

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

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

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

c Any submission deadlines

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

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* See Additional Data Table				
Total . . . . ▶ **3a**				140,500
b *Approved for future payment*				
Total . . . . ▶ **3b**				

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated	Unrelated business income (a) Business code	Unrelated business income (b) Amount	Excluded by section 512, 513, or 514 (c) Exclusion code	Excluded by section 512, 513, or 514 (d) Amount	(e) Related or exempt function income (See instructions)
1 Program service revenue					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments. . . .					
3 Interest on savings and temporary cash investments					4,810
4 Dividends and interest from securities. . . .					32,354
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					28,076
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory. .					
11 Other revenue **a**					
b					
c					
d					
e					
12 Subtotal Add columns (b), (d), and (e). .					65,240

13 Total. Add line 12, columns (b), (d), and (e). **13** 65,240

(See worksheet in line 13 instructions to verify calculations)

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

Line No. ▼	Explain below how each activity for which income is reported in column (e) of Part XVI-A contributed importantly to the accomplishment of the foundation's exempt purposes (other than by providing funds for such purposes) (See instructions)
3	INVESTMENT INCOME USED TO FUND GRANTS
4	INVESTMENT INCOME USED TO FUND GRANTS
8	GAINS ON SALES OF ASSETS USED TO FUND GRANTS

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

		Yes	No
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?			
a Transfers from the reporting foundation to a noncharitable exempt organization of			
(1) Cash.	**1a(1)**		No
(2) Other assets.	**1a(2)**		No
b Other transactions			
(1) Sales of assets to a noncharitable exempt organization.	**1b(1)**		No
(2) Purchases of assets from a noncharitable exempt organization.	**1b(2)**		No
(3) Rental of facilities, equipment, or other assets.	**1b(3)**		No
(4) Reimbursement arrangements.	**1b(4)**		No
(5) Loans or loan guarantees.	**1b(5)**		No
(6) Performance of services or membership or fundraising solicitations.	**1b(6)**		No
c Sharing of facilities, equipment, mailing lists, other assets, or paid employees.	**1c**		No

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

(a) Line No	**(b)** Amount involved	**(c)** Name of noncharitable exempt organization	**(d)** Description of transfers, transactions, and sharing arrangements

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 or fiduciary) is based on all information of which preparer has any knowledge

****** | 2014-05-10 | ******

Signature of officer or trustee | Date | Title

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

Paid Preparer Use Only

Print/Type preparer's name	Preparer's Signature	Date	Check if self-employed ▸ ☐	PTIN
KATHLEEN M O'CONNELL		2014-05-12		P01393942

Firm's name ▸ SCHUBERT GALLAGHER TYLER & MULCAHEY | Firm's EIN ▸

Firm's address ▸ 121 SOUTH BROAD ST 20TH FLOOR PHILADELPHIA, PA 19107 | Phone no (215) 587-0119

Form 990PF Part XV Line 1a - 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).

JACQUELINE QUERN BERRY
SUSANNAH QUERN PRATT
MARGARET QUERN ATKINS

Form 990PF Part XV Line 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*				
BEACON OF HOPE 5465 NW PINE ISLAND ROAD BOKEELIA, FL 33922	NONE	EXEMPT	SALARY FOR PROGRAM COORDINATOR	15,000
SCHOOL FOR LITTLE CHILDREN 1427 CHICAGO AVE EVANSTON, IL 60201	NONE	EXEMPT	RESPONSIVE CLASSROOM PROGRAM	6,500
YOUTH ORGANZATIONS UMBRELLA 1027 SHERMAN AVE EVANSTON, IL 60202	NONE	EXEMPT	SUPPORT - CHUTE MIDDLE SCH PROGRAMS	25,000
THE NIGHT MINISTRY 4711 N RAVENSWOOD AVE CHICAGO, IL 60640	NONE	EXEMPT	OUTREACH & HEALTH MINISTRY	15,000
CAMP OF DREAMS 1235A N CLYBOURN STE 362 CHICAGO, IL 60610	NONE	EXEMPT	GENERAL OPERATING EXPENSES	12,000
ADIRONDAK WILDLIFE REFUGE 977 SPRINGFIELD RD WILMINGTON, NY 12997	NONE	EXEMPT	REHABILITATION PEN - BLACK BEARS	10,000
COMIENZOS PO BOX 1441 MERCHANTVILLE, NJ 08109	NONE	EXEMPT	HEART TO HEART PROGRAM - BAYSIDE	8,000
FAITH IN PLACE 70 E LAKE STREET CHICAGO, IL 60601	NONE	EXEMPT	ENERGY FOUNDATION MATCHING GRANT	7,500
CHROMA CHAMBER ORCHESTRA 1490 CHICAGO AVENUE EVANSTON, IL 60201	NONE	EXEMPT	SUPPORT 9/15/13 CONCERT	3,000
HAVERFORD COLLEGE 370 W LANCASTER AVE HAVERFORD, PA 19041	NONE	EXEMPT	SUPPORT 2 INTERNS SUMMER 2014	10,000
NORTH SHORE SENIOR CENTER 161 NORTHFIELD RD NORTHFIELD, IL 60093	NONE	EXEMPT	SUPPORT HOUSE OF WELCOM PROGRAMS	10,000
YWCA 1215 CHURCH ST EVANSTON, IL 60201	NONE	EXEMPT	SUPPORT MARY LOU'S PLACE SHELTER	10,000
WESTMINSTER FOUNDATION 6909 DR MLK ST SOUTH ST PETERSBURG, FL 33705	NON	EXEMPT	SUPPORT IG FOSTER SCHOLARSHIP FD	8,500
Total . . . . ▶ 3a				140,500

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Schedule B
(Form 990, 990-EZ, or 990-PF)
Department of the Treasury
Internal Revenue Service

Schedule of Contributors

▶ Attach to Form 990, 990-EZ, or 990-PF.
▶ Information about Schedule B (Form 990, 990-EZ, or 990-PF) and its instructions is at *www.irs.gov/form990*.

OMB No 1545-0047

2013

Name of the organization
FRANKLIN SQUARE FOUNDATION

Employer identification number
01-0746539

Organization type (check one)

Filers of:	**Section:**
Form 990 or 990-EZ	☐ 501(c)( ) (enter number) organization
	☐ 4947(a)(1) nonexempt charitable trust **not** treated as a private foundation
	☐ 527 political organization
Form 990-PF	☑ 501(c)(3) exempt private foundation
	☐ 4947(a)(1) nonexempt charitable trust treated as a private foundation
	☐ 501(c)(3) taxable private foundation

Check if your organization is covered by the **General Rule** or a **Special Rule.**
Note. Only a section 501(c)(7), (8), or (10) organization can check boxes for both the General Rule and a Special Rule See instructions

General Rule

☑ For an organization filing Form 990, 990-EZ, or 990-PF that received, during the year, $5,000 or more (in money or property) from any one contributor Complete Parts I and II

Special Rules

☐ For a section 501(c)(3) organization filing Form 990 or 990-EZ that met the 33 1/3% support test of the regulations under sections 509(a)(1) and 170(b)(1)(A)(vi) and received from any one contributor, during the year, a contribution of the greater of **(1)** $5,000 or **(2)** 2% of the amount on (i) Form 990, Part VIII, line 1h, or (ii) Form 990-EZ, line 1 Complete Parts I and II

☐ For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, total contributions of more than $1,000 for use *exclusively* for religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals Complete Parts I, II, and III

☐ For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, contributions for use *exclusively* for religious, charitable, etc , purposes, but these contributions did not total more than $1,000 If this box is checked, enter here the total contributions that were received during the year for an *exclusively* religious, charitable, etc , purpose Do not complete any of the parts unless the **General Rule** applies to this organization because it received *nonexclusively* religious, charitable, etc , contributions of $5,000 or more during the year . . . . ▶ $ ____________

Caution. An organization that is not covered by the General Rule and/or the Special Rules does not file Schedule B (Form 990, 990-EZ, or 990-PF), but it **must** answer "No" on Part IV, line 2, of its Form 990, or check the box on line H of its Form 990-EZ or on its Form 990PF, Part I, line 2, to certify that it does not meet the filing requirements of Schedule B (Form 990, 990-EZ, or 990-PF)

Name of organization	Employer identification number
FRANKLIN SQUARE FOUNDATION	01-0746539

Part I **Contributors** (see instructions) Use duplicate copies of Part I if additional space is needed

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
1	JACQUELINE QUERN BERRY 835 WESTERFIELD DR WILMETTE, IL60091	$ 98,039	Person ☐ Payroll ☐ Noncash ☑ (Complete Part II for noncash contributions)
		$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions)
		$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions)
		$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions)
		$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions)
		$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions)

Name of organization
FRANKLIN SQUARE FOUNDATION

Employer identification number
01-0746539

Part II **Noncash Property** (see Instructions) Use duplicate copies of Part II if additional space is needed

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
	See Additional Data Table	$	

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		$	

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		$	

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		$	

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		$	

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		$	

Name of organization
FRANKLIN SQUARE FOUNDATION

Employer identification number
01-0746539

Part III ***Exclusively*** **religious, charitable, etc., individual contributions to section 501(c)(7), (8), or (10) organizations that total more than $1,000 for the year.** Complete columns **(a)** through **(e) and** the following line entry
For organizations completing Part III, enter the total of *exclusively* religious, charitable, etc ,
contributions of **$1,000 or less** for the year (Enter this information once See instructions) ▶ $
Use duplicate copies of Part III if additional space is needed

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held

(e) Transfer of gift	
Transferee's name, address, and ZIP 4	Relationship of transferor to transferee

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held

(e) Transfer of gift	
Transferee's name, address, and ZIP 4	Relationship of transferor to transferee

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held

(e) Transfer of gift	
Transferee's name, address, and ZIP 4	Relationship of transferor to transferee

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held

(e) Transfer of gift	
Transferee's name, address, and ZIP 4	Relationship of transferor to transferee

Additional Data

Software ID:
Software Version:
EIN: 01-0746539
Name: FRANKLIN SQUARE FOUNDATION

Form 990 Schedule B, Part II - Noncash Property (see Instructions) Use duplicate copies of Part II if additional space is needed

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
1	250 SHS EBAY INC	$ 12,870	2013-06-13
1	200 SHS WALMART STORES	$ 15,000	2013-06-13
1	234 SHS HARBOR INTERNATIONAL	$ 15,169	2013-06-13
1	175 SHS 3M COMPANY	$ 19,460	2013-06-13
1	400 MICROSOFT CORP	$ 13,886	2013-06-13
1	100 SHS PROCTER & GAMBLE	$ 7,843	2013-06-13
1	160 UNITED PARCEL SERVICE	$ 13,811	2013-06-13

TY 2013 Compensation Explanation

Name: FRANKLIN SQUARE FOUNDATION

EIN: 01-0746539

Person Name	Explanation
JACQUELINE QUERN BERRY	
SUSANNAH QUERN PRATT	
MARGARET QUERN ATKINS	

Note: To capture the full content of this document, please select landscape mode (11" x 8.5") when printing.

TY 2013 Gain/Loss from Sale of Other Assets Schedule

Name: FRANKLIN SQUARE FOUNDATION

EIN: 01-0746539

Name	Date Acquired	How Acquired	Date Sold	Purchaser Name	Gross Sales Price	Basis	Basis Method	Sales Expenses	Total (net)	Accumulated Depreciation
CEMEX SA	2007-08	PURCHASE	2013-04		2	5			-3	
400 SHS EQUITY RESIDENTIAL PPTYS	2009-12	PURCHASE	2013-09		20,860	13,148			7,712	
300 SHS MSC INDUSTRIAL DIRECT	2010-03	PURCHASE	2013-09		23,114	15,388			7,726	
22000 US TREAS INFL PROTECTED	2008-11	PURCHASE	2013-07		27,876	24,877			2,999	
5105 SHS VANGUARD GNMA FUND	2010-05	PURCHASE	2013-09		53,468	55,642			-2,174	
163 SHS VANGUARD GNMA FUND	2013-08	PURCHASE	2013-09		1,713	1,771			-58	

TY 2013 Investments Corporate Bonds Schedule

Name: FRANKLIN SQUARE FOUNDATION

EIN: 01-0746539

Name of Bond	End of Year Book Value	End of Year Fair Market Value
50000 JOHN HANCOCL VAR 3.74%	50,006	50,261

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TY 2013 Investments Corporate Stock Schedule

Name: FRANKLIN SQUARE FOUNDATION

EIN: 01-0746539

Name of Stock	End of Year Book Value	End of Year Fair Market Value
3 M COMPANY - 175 SHARES	13,026	24,544
AUTO DATA PROCESSING - 350 SHS	12,235	28,280
BROADRIDGE FINL SOL - 87 SHS	1,307	3,438
CEMEX SAB ADR - 318 SHS	8,497	4,058
CITADEL BROADCASTING - 15 SHS (JQ)	72	
COLGATE PALMOLIVE - 240 SHS (JQ)	10,358	15,650
COLGATE-PALMOLIVE - 160 SHS (JQ)	6,837	10,434
COLGATE-PALMOLIVE CO - 400 SHS	11,350	26,084
CONOCOPHILLIPS - 180 SHS (JQ)	8,678	12,717
DARDEN RESTAURANTS - 575 SHS	12,811	31,263
DEVON ENERGY CORP - 200 SHS	6,670	12,374
DEVON ENERGY CORP - 100 SHS (JQ)	7,831	6,187
DEVON ENERGY CORP - 100 SHS (JQ)	6,441	6,187
DIAGEO PLC NEW ADR - 100 SHS (JQ)	8,286	13,242
DR PEPPER SNAPPLE - 180 SHS	3,602	8,770
DR PEPPER SNAPPLE - 72 SHS (JQ)	2,207	3,508
DR PEPPER SNAPPLE - 96 SHS (JQ)	3,420	4,677
EQUITY RESIDENTIAL - 400 SHS (JQ)		
EXPEDITORS INTL WASH - 200 SHS	8,725	8,850
ILLINOIS TOOL WORKS - 100 SHS (JQ)	5,202	8,408
ILLINOIS TOOL WORKS - 200 SHS (JQ)	9,486	16,816
ILLINOIS TOOL WORKS - 350 SHS	12,579	29,428
MEDTRONIC INC - 125 SHS	6,081	7,174
MICROSOFT CORP - 450 SHS	12,798	16,835
MSC INDL DIR - 200 SHS (JQ)		
MSC INDL DIR INC CL A - 100 SHS (JQ)		
NOVARTIS AG SPONS - 400 SHS	23,359	32,152
PROCTOR & GAMBLE - 100 SHS	6,522	8,141
UNITED PARCEL SERVICES - 160 SHS	11,146	16,813
WALMART STORES INC - 225 SHS	13,120	17,705

Name of Stock	End of Year Book Value	End of Year Fair Market Value
WALT DISNEY CO - 200 SHS (JQ)	6,840	15,280
AUTO DATA PROCESSING - 300 SHS (JQ)	15,909	24,240
CONOCOPHILLIPS - 100 SHS (JQ)	5,815	7,065
BROADRIDGE FINL SOL - 75 SHS (JQ)	1,572	2,964
DIAGEO PLC NEW ADR - 100 SHS (JQ)	10,112	13,242
HOME DEPOT - 400 SHS (JQ)	21,132	32,936
WALT DISNEY CO - 250 SHS (JQ)	11,968	19,100
PHILLIPS 66 - 50 SHS (JQ SPIN)	1,728	3,857
PHILLIPS 66 - 90 SHS (JQ SPIN)	2,579	6,942
MICROSOFT CORP - 400 SHS (JQ)	13,886	14,964
PROCTER & GAMBLE - 100 SHS (JQ)	7,843	8,141
UNITED PARCEL SERVICE - 160 SHS (JQ)	13,811	16,813
WALMART STORES INC - 200 SHS (JQ)	15,000	15,738
3 M COMPANY - 175 SHS (JQ)	19,460	24,544
EBAY INC - 250 SHS (JQ)	12,870	13,716

TY 2013 Investments Government Obligations Schedule

Name:	FRANKLIN SQUARE FOUNDATION
EIN:	01-0746539
US Government Securities - End of Year Book Value:	100,536
US Government Securities - End of Year Fair Market Value:	120,270
State & Local Government Securities - End of Year Book Value:	
State & Local Government Securities - End of Year Fair Market Value:	

TY 2013 Investments - Other Schedule

Name: FRANKLIN SQUARE FOUNDATION

EIN: 01-0746539

Category/ Item	Listed at Cost or FMV	Book Value	End of Year Fair Market Value
DODGE & COX FUNDS - 1576 SHS	AT COST	44,038	67,847
FAM VALUE FUND - 880 SHS	AT COST	40,628	54,404
FIRST EAGLE GLOBAL - 952 SHS (JQ)	FMV	39,727	51,037
FIRST EAGLE GLOBAL FD - 350 SHS (JQ)	FMV	15,687	18,764
FIRST EAGLE GLOBAL FD - 213 SHS	AT COST	9,927	11,453
HARBOR INTL FUND - 1151 SHS	AT COST	51,357	81,719
HARBOR INTL FUND - 1069 SHS (JQ)	FMV	80,580	92,526
PERKINS MID CAP VALUE - 269 SHS (JQ)	FMV	6,380	6,287
PERKINS MID CAP VALUE - 83 SHS	FMV	1,809	1,934
ROYCE TOTAL RETURN FUND - 4826 SHS	AT COST	58,723	79,484
VANGUARD DIV GROWTH - 1571 SHS (JQ)	FMV	21,397	33,557
VANGUARD DIV GROWTH - 144 SHS	AT COST	2,362	3,069
VANGUARD GNMA - 5188 SHS	AT COST		
VANGUARD S/T INVSTMT - 5156 SHS	AT COST	55,271	55,164
VANGUARD TOTAL STOCK - 1162 SHS (JQ)	FMV	37,974	52,360
VANGUARD TOTAL STOCK - 10387 SHS	AT COST	277,389	468,046
VANGUARD TOTAL STOCK - 1703 SHS (JQ)	FMV	55,784	76,775
VANGUARD S/T INVESTMT AD - 2824 SHS	AT COST	30,223	30,226

TY 2013 Other Decreases Schedule

Name: FRANKLIN SQUARE FOUNDATION

EIN: 01-0746539

Description	Amount
2012 TAX PAID WITH FORM 990-PF	180
2013 ESTIMATED TAX FORM 990-PF	560

TY 2013 Other Expenses Schedule

Name: FRANKLIN SQUARE FOUNDATION

EIN: 01-0746539

Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
EXPENSES				
IL CHARITABLE ANNUAL REPORT	15	15		
ABERDEEN - INVESTMENT MANAGEM	7,917	7,917		
IL SECRETARY OF STATE - ANNUA	10	10		

TY 2013 Taxes Schedule

Name: FRANKLIN SQUARE FOUNDATION

EIN: 01-0746539

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
FOREIGN TAXES	444	444		