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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.

▶ Information about Form 990-PF and its separate instructions is at [www.irs.gov/form990pf](http://www.irs.gov/form990pf).

OMB No 1545-0052

**2013**

Open to Public Inspection

For calendar year 2013 or tax year beginning **OCT 1, 2013**, and ending **SEP 30, 2014**

Name of foundation <b>WILSON P AND ANNE W. FRANKLIN FOUNDATION</b>		A Employer identification number <b>58-6329924</b>
Number and street (or P O box number if mail is not delivered to street address) <b>7395 ACORN WAY</b>	Room/suite	B Telephone number <b>404-312-8951</b>
City or town, state or province, country, and ZIP or foreign postal code <b>NAPLES, FL 34119</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>2,902,993.</b>	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		17,381.	6,994.		STATEMENT 1
4 Dividends and interest from securities		56,390.	56,390.		STATEMENT 2
5a Gross rents					
b Net rental income or (loss)					
6a Net gain or (loss) from sale of assets not on line 10		95,716.			
b Gross sales price for all assets on line 6a <b>338,224.</b>					
7 Capital gain net income (from Part IV, line 2)			95,716.		
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		169,487.	159,100.		
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		3,750.	3,750.		0.
c Other professional fees					
17 Interest					
18 Taxes STMT 4		1,062.	0.		0.
19 Depreciation and depletion					
20 Occupancy					
21 Travel, conferences, and meetings					
22 Printing and publications					
23 Other expenses STMT 5		18,969.	18,969.		0.
24 Total operating and administrative expenses. Add lines 13 through 23		23,781.	22,719.		0.
25 Contributions, gifts, grants paid		252,000.			252,000.
26 Total expenses and disbursements. Add lines 24 and 25		275,781.	22,719.		252,000.
27 Subtract line 26 from line 12:					
a Excess of revenue over expenses and disbursements		<106,294.>			
b Net investment income (if negative, enter -0-)			136,381.		
c Adjusted net income (if negative, enter -0-)				N/A	

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LHA For Paperwork Reduction Act Notice, see instructions.

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Form **990-PF** (2013)

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2013.05080 WILSON P AND ANNE W. FRANKL 87835\_11

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Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only		Beginning of year	End of year	
				(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1	Cash - non-interest-bearing		89,634.	82,703.	82,703.
	2	Savings and temporary cash investments		139,656.	145,134.	148,691.
	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		264,026.	127,565.	134,692.
	b	Investments - corporate stock STMT 7		1,913,750.	1,945,370.	2,536,907.
	c	Investments - corporate bonds				
	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 - see the instructions. Also, see page 1, item 1)		2,407,066.	2,300,772.	2,902,993.	
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				
	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		2,407,066.	2,300,772.	
	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		2,407,066.	2,300,772.		
31	Total liabilities and net assets/fund balances		2,407,066.	2,300,772.		

## 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	2,407,066.
2	Enter amount from Part I, line 27a	2	<106,294.>
3	Other increases not included in line 2 (itemize) ▶	3	0.
4	Add lines 1, 2, and 3	4	2,300,772.
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	2,300,772.

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**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 CHARLES SCHWAB - SEE STATEMENT A1		P	VARIOUS	VARIOUS
b CHARLES SCHWAB - SEE STATEMENT A1		P	VARIOUS	VARIOUS
c CHARLES SCHWAB - SEE STATEMENT A1		P	VARIOUS	VARIOUS
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 331,796.		242,508.	89,288.
b 332.			332.
c 6,096.			6,096.
d			
e			

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

(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
a			89,288.
b			332.
c			6,096.
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	95,716.
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 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	248,570.	2,928,763.	.084872
2011	248,835.	2,934,531.	.084795
2010	150,000.	3,020,749.	.049657
2009	146,275.	2,522,747.	.057982
2008	127,900.	2,188,133.	.058452

2 Total of line 1, column (d)	2	.335758
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	.067152
4 Enter the net value of noncharitable-use assets for 2013 from Part X, line 5	4	3,061,630.
5 Multiply line 4 by line 3	5	205,595.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	1,364.
7 Add lines 5 and 6	7	206,959.
8 Enter qualifying distributions from Part XII, line 4	8	252,000.

If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate. See the Part VI instructions.

**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)		
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	1	1,364.
c	All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b).		
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	2	0.
3	Add lines 1 and 2	3	1,364.
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	4	0.
5	<b>Tax based on investment income.</b> Subtract line 4 from line 3. If zero or less, enter -0-	5	1,364.
6	<b>Credits/Payments:</b>		
a	2013 estimated tax payments and 2012 overpayment credited to 2013	6a	1,440.
b	Exempt foreign organizations - tax withheld at source	6b	
c	Tax paid with application for extension of time to file (Form 8868)	6c	800.
d	Backup withholding erroneously withheld	6d	
7	Total credits and payments. Add lines 6a through 6d	7	2,240.
8	Enter any <b>penalty</b> for underpayment of estimated tax. Check here <input type="checkbox"/> if Form 2220 is attached	8	2.
9	<b>Tax due.</b> If the total of lines 5 and 8 is more than line 7, enter <b>amount owed</b>	9	
10	<b>Overpayment.</b> If line 7 is more than the total of lines 5 and 8, enter the <b>amount overpaid</b>	10	874.
11	Enter the amount of line 10 to be: <b>Credited to 2014 estimated tax</b> <input checked="" type="checkbox"/> <b>Refunded</b> <input type="checkbox"/>	11	0.

**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
1b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see instructions for the 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
1c 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
4b If "Yes," has it filed a tax return on Form 990-T for this year?		
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T		X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	X	
7 Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col. (c), and Part XV	X	
8a Enter the states to which the foundation reports or with which it is registered (see 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 2013 or the taxable year beginning in 2013 (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

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 ► W. STEVEN FRANKLIN Located at ► 7395 ACORN WAY, NAPLES, FL	Telephone no. ► 404-255-6689 ZIP+4 ► 34119		
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 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? 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 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)? Organizations relying on a current notice regarding disaster assistance check here	N/A	
c Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2013?		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 2013, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2013? If "Yes," list the years ►	<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	
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here. ►		
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 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.)	N/A	
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?		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 2013?		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. STEVEN FRANKLIN	TRUSTEE			
7395 ACORN WAY				
NAPLES, FL 34119	0.00	0.	0.	0.
TAMMY G. FRANKLIN	TRUSTEE			
7395 ACORN WAY				
NAPLES, FL 34119	0.00	0.	0.	0.
JAMES D. BRYCE	TRUSTEE			
7395 ACORN WAY				
NAPLES, FM 34119	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."

(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		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.)

<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>	2,969,341.
<b>b</b>	Average of monthly cash balances	<b>1b</b>	138,913.
<b>c</b>	Fair market value of all other assets	<b>1c</b>	0.
<b>d</b>	<b>Total</b> (add lines 1a, b, and c)	<b>1d</b>	3,108,254.
<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>	3,108,254.
<b>4</b>	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	<b>4</b>	46,624.
<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>	3,061,630.
<b>6</b>	<b>Minimum investment return.</b> Enter 5% of line 5	<b>6</b>	153,082.

**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>	153,082.
<b>2a</b>	Tax on investment income for 2013 from Part VI, line 5	<b>2a</b>	1,364.
<b>b</b>	Income tax for 2013. (This does not include the tax from Part VI.)	<b>2b</b>	
<b>c</b>	Add lines 2a and 2b	<b>2c</b>	1,364.
<b>3</b>	Distributable amount before adjustments. Subtract line 2c from line 1	<b>3</b>	151,718.
<b>4</b>	Recoveries of amounts treated as qualifying distributions	<b>4</b>	0.
<b>5</b>	Add lines 3 and 4	<b>5</b>	151,718.
<b>6</b>	Deduction from distributable amount (see instructions)	<b>6</b>	0.
<b>7</b>	<b>Distributable amount as adjusted.</b> Subtract line 6 from line 5. Enter here and on Part XIII, line 1	<b>7</b>	151,718.

**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>	252,000.
<b>b</b>	Program-related investments - total from Part IX-B	<b>1b</b>	0.
<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>	252,000.
<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	<b>5</b>	1,364.
<b>6</b>	<b>Adjusted qualifying distributions.</b> Subtract line 5 from line 4	<b>6</b>	250,636.

**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.

Form 990-PF (2013)

**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				151,718.
2 Undistributed income, if any, as of the end of 2013:				
a Enter amount for 2012 only			0.	
b Total for prior years:		0.		
3 Excess distributions carryover, if any, to 2013:				
a From 2008	19,538.			
b From 2009	21,901.			
c From 2010	1,927.			
d From 2011	104,438.			
e From 2012	104,992.			
f Total of lines 3a through e	252,796.			
4 Qualifying distributions for 2013 from Part XII, line 4: ▶ \$	252,000.			
a Applied to 2012, 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 2013 distributable amount				151,718.
e Remaining amount distributed out of corpus	100,282.			
5 Excess distributions carryover applied to 2013 (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:	353,078.			
a Corpus Add lines 3f, 4c, and 4e Subtract line 5				
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 2012. Subtract line 4a from line 2a. Taxable amount - see instr.			0.	
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)	0.			
8 Excess distributions carryover from 2008 not applied on line 5 or line 7	19,538.			
9 Excess distributions carryover to 2014. Subtract lines 7 and 8 from line 6a	333,540.			
10 Analysis of line 9:				
a Excess from 2009	21,901.			
b Excess from 2010	1,927.			
c Excess from 2011	104,438.			
d Excess from 2012	104,992.			
e Excess from 2013	100,282.			

N/A

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

	4942(i)(3) or		4942(i)(5)
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**(4) Gross investment income**

[illegible]

### 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).)

**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 or e-mail address 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
<b>a</b> Paid during the year				
EMORY UNIVERSITY 1615 PIERCE DR NE ATLANTA, GA 30322		PUB CHARITY	CANCER RESEARCH	100,000.
EAGLE RANCH CHILDREN'S HOME 5500 UNION CHURCH RD FLOWERY BRANCH, GA 30542		PUB CHARITY	HELP CHILDREN IN NEED	2,000.
CHILDRENS HEALTHCARE OF ATLANTA 1687 TULLIE CIRCLE NE ATLANTA, GA 30329		PUB CHARITY	HOSPITAL IMPROVEMENTS	150,000.
<b>Total</b>			<b>3a</b>	252,000.
<b>b</b> Approved for future payment				
NONE				
<b>Total</b>			<b>3b</b>	0.





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

SOURCE	(A) REVENUE PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME
CHARLES SCHWAB - SEE STATEMENT A1	17,381.	6,994.	
TOTAL TO PART I, LINE 3	17,381.	6,994.	

## FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 2

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
CHARLES SCHWAB - SEE STATEMENT A1	56,390.	0.	56,390.	56,390.	
TO PART I, LINE 4	56,390.	0.	56,390.	56,390.	

## FORM 990-PF ACCOUNTING FEES STATEMENT 3

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
WINDHAM BRANNON	3,750.	3,750.		0.
TO FORM 990-PF, PG 1, LN 16B	3,750.	3,750.		0.

## FORM 990-PF TAXES STATEMENT 4

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ESTIMATED PAYMENTS	1,062.	0.		0.
TO FORM 990-PF, PG 1, LN 18	1,062.	0.		0.

FORM 990-PF	OTHER EXPENSES			STATEMENT	5
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES	
MANAGEMENT FEES	18,850.	18,850.		0.	
MISCELLANEOUS	119.	119.		0.	
TO FORM 990-PF, PG 1, LN 23	18,969.	18,969.		0.	

FORM 990-PF	U.S. AND STATE/CITY GOVERNMENT OBLIGATIONS			STATEMENT	6
DESCRIPTION	U.S. GOV'T	OTHER GOV'T	BOOK VALUE	FAIR MARKET VALUE	
SCHWAB MUNI BONDS SEE STMT L-1	X		127,565.	134,692.	
TOTAL U.S. GOVERNMENT OBLIGATIONS			127,565.	134,692.	
TOTAL STATE AND MUNICIPAL GOVERNMENT OBLIGATIONS					
TOTAL TO FORM 990-PF, PART II, LINE 10A			127,565.	134,692.	

FORM 990-PF	CORPORATE STOCK		STATEMENT	7
DESCRIPTION	BOOK VALUE		FAIR MARKET VALUE	
SCHWAB MUTUAL FUNDS SEE STMT L-1	1,945,370.		2,536,907.	
TOTAL TO FORM 990-PF, PART II, LINE 10B	1,945,370.		2,536,907.	



FORM 990-PF

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

STATEMENT 8

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NAME AND ADDRESS OF PERSON TO WHOM APPLICATIONS SHOULD BE SUBMITTED

---

W. STEVEN FRANKLIN  
7395 ACORN WAY  
NAPLES , FL 34119

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TELEPHONE NUMBER

---

404-312-8951

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FORM AND CONTENT OF APPLICATIONS

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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

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RESTRICTIONS AND LIMITATIONS ON AWARDS

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GRANTS WILL BE AWARDED BASED ON THEIR INDIVIDUAL MERITS



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## Franklin Income and Expenses for Franklin Foundation, Wilson and Anne (ALL ACCOUNTS)

### 10/01/2013 - 09/30/2014 Summary

	Qualified Amount	Non-Qualified Amount	Unclassified Amount	Total Amount
Interest: Federal Taxable/State Taxable	0.00	6,994.00	0.00	6,994.00
Interest Federal Non-Taxable/State Taxable	0.00	9,336.50	0.00	9,336.50
Interest: Federal Non-Taxable/State Non-Taxable	0.00	1,050.00	0.00	1,050.00
Dividends: Federal Taxable/State Taxable	31,778.44	18,493.85	6,118.05	56,390.34
Short-Term Capital Gains Distributions	0.00	332.13	0.00	332.13
Long-Term Capital Gains Distributions	6,096.34	0.00	0.00	6,096.34

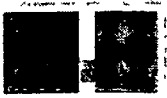
### Interest: Federal Taxable/State Taxable · Interest: Federal Non-Taxable/State Non-Taxable · Dividends: Federal Taxable/State Taxable · Short-Term Capital Gains Distributions · Long-Term Capital Gains Distributions · Expenses

Account	Description	Date Received	Qualified Amount	Non-Qualified Amount	Unclassified Amount	Total Amount
1-4 of 4 interest payments						
Franklin Foundation, Wilson and Anne (62260281)	Capital One Bank (14041AXU8)	01/23/2014		1,149.37		1,149.37
		07/23/2014		1,130.63		1,130.63
				2,280.00		2,280.00
Franklin Foundation, Wilson and Anne (62260281)	Capital One Bank (14042ECL2)	01/10/2014		1,638.36		1,638.36

Franklin Foundation, Wilson and Anne (62260281)	Indiana Bank (454624FT9)	07/10/2014	1,611.64	1,611.64
Franklin Foundation, Wilson and Anne (62260281)	Interwest National Bank (46115D8Y1)	01/15/2014	3,250.00	3,250.00
			954.00	954.00
		03/14/2014	252.90	252.90
		09/14/2014	257.10	257.10
			510.00	510.00

**Total Interest: Federal Taxable/State Taxable**

**6,994.00 6,994.00**



# True Wealth

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## Franklin Foundation Realized Gains and Losses for Franklin Foundation, Wilson and Anne (ALL ACCOUNTS)

1-10 of 10 transactions

Date ▼	Account	Description	Open Date	Quantity	Net Proceeds	Cost Basis	Short Term Gain/Loss	Long Term Gain/Loss	Total Gain/Loss
09/10/2014	Franklin Foundation, Wilson and Anne (62260281)	DFA US Core Equity 1 (DFEOX)	12/17/2012	1,129.163	19,945.75	13,933.36		6,012.39	6,012.39
			10/23/2008	7,472.988	132,004.30	54,566.44		77,437.86	77,437.86
				8,602.151	151,950.05	68,499.80		83,450.25	83,450.25
09/10/2014	Franklin Foundation, Wilson and Anne (62260281)	DFA Global Real Estate (DFGEX)	08/21/2008	1,936.108	19,964.00	16,914.38		3,049.62	3,049.62
09/10/2014	Franklin Foundation, Wilson and Anne (62260281)	DFA International Core (DFIEIX)	03/08/2011	71.830	920.97	846.87		74.10	74.10
			12/08/2010	196.035	2,513.47	2,142.66		370.81	370.81
			07/16/2008	265.802	3,407.99	3,210.58		197.41	197.41
			03/12/2010	1,413.374	18,121.57	14,603.52		3,518.05	3,518.05
				1,947.041	24,964.00	20,803.63		4,160.37	4,160.37
09/10/2014	Franklin Foundation, Wilson and Anne (62260281)	DFA Intl Small Cap Value (DISVX)	09/08/2011	19.899	415.49	294.30		121.19	121.19

09/01/2014	Franklin Foundation, Wilson and Anne (62260281)	08/25/2011	694 580	14,502.67	10,327.47	4,175.20	4,175.20
			714,479	14,918.16	10,621.77	4,296.39	4,296.39
		03/19/2007	15,000.00	15,000.00	16,081.45	(1,081.45)	(1,081.45)
07/15/2014	Franklin Foundation, Wilson and Anne (62260281)	10/27/2004	20,000.00	20,000.00	21,984.80	(1,984.80)	(1,984.80)
07/15/2014	Franklin Foundation, Wilson and Anne (62260281)	02/05/2008	15,000.00	15,000.00	15,529.43	(529.43)	(529.43)
07/15/2014	Franklin Foundation, Wilson and Anne (62260281)	02/05/2008	25,000.00	25,000.00	25,882.37	(882.37)	(882.37)
03/01/2014	Franklin Foundation, Wilson and Anne (62260281)	01/31/2008	25,000.00	25,000.00	25,548.50	(548.50)	(548.50)
11/15/2013	Franklin Foundation, Wilson and Anne (62260281)	01/23/2008	20,000.00	20,000.00	20,642.00	(642.00)	(642.00)
10/01/2013 - 09/30/2014			331,796.21	242,508.13	0.00	89,288.08	89,288.08
Total Realized Gain/Loss							



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**Portfolio Statement**  
As of 09/30/2014

Wilson and Anne Franklin Foundation

<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>
Cash									
0.6%	Money Market Fund		17,631.43		17,631.43				0.0%
<b>Bonds</b>									
1 7%	Capital One Bank 01/23/2015 4.75%	48,000.000	49,316.85	102.743	48,657.12	101.37	(659.73)	-1.3%	4.7%
	Accrued Income				407.72				
2.4%	Capital One Bank 01/12/2015 5.00%	65,000.000	68,160.68	104.863	65,858.78	101.32	(2,301.90)	-3.4%	4.9%
	Accrued Income				509.49				
0.9%	DFA Inflation Protected	2,242.583	25,736.00	11.476	26,126.09	11.65	390.09	1.5%	3.4%
4.2%	DFA Investment Grade Bd	11,151.273	119,525.19	10.719	118,872.57	10.66	(652.62)	-0.5%	2.3%
4.4%	DFA Selectively Hedged Fixed Income	12,416.238	126,621.95	10.198	124,286.54	10.01	(2,335.41)	-1.8%	2.4%
11.3%	DFA Short Term Extended	29,550.935	319,250.00	10.803	320,036.63	10.83	786.63	0.2%	0.3%
2.5%	DFA Short-Duration Real Return Instl	6,936.128	69,549.95	10.027	69,430.64	10.01	(119.31)	-0.2%	10.2%
3.7%	DFA Two Year Global F-I	10,505.156	105,999.90	10.090	105,051.56	10.00	(948.34)	-0.9%	0.6%
0.6%	Intervest National Bank 03/14/2017 5.10%	10,000.000	10,025.00	100.250	10,952.24	109.52	927.24	9.2%	4.7%
	Accrued Income				4,674.43				
5.1%	JP Morgan Strategic Income	12,147.361	141,979.74	11.688	143,703.28	11.83	1,723.54	1.2%	1.1%
5.8%	Loomis Sayles Bond	10,484.370	134,085.95	12.789	162,402.89	15.49	28,316.94	21.1%	3.5%
4.3%	Pimco Emerging Local Bond Fund	13,324.219	130,866.61	9.822	120,717.42	9.06	(10,149.19)	-7.8%	4.9%
46.9%			*****		1,321,687.40		14,977.94	1.2%	2.6%

**Tax-Exempt Bonds**

2.8%	Kern County California 08/15/2016 4.50%	75,000.000	73,461.25	97.948	79,438.50	105.92	5,977.25	8.1%	4.2%
	Accrued Income				431.25				
1.9%	Ypsilanti Michigan 05/01/2018 5.80%	50,000.000	54,103.50	108.207	53,613.50	107.23	(490.00)	-0.9%	5.4%
	Accrued Income				1,208.33				
4.8%			127,564.75		134,691.58		5,487.25	4.3%	4.7%

STATEMENT L-1

# Portfolio Statement

As of 09/30/2014

Wilson and Anne Franklin Foundation

Weight	Description	Quantity	Cost Basis	Unit Cost	Current Value	Current Price	Unrealized Gain (Loss)	% G/L	Current Yield
<b>US Stocks</b>									
6.8%	DFA U.S. Core Equity	11,395.314	91,687.46	8.046	192,922.67	16.93	101,235.21	110.4%	1.5%
20.1%	DFA US Core Equity I	32,881.681	226,004.88	6.873	568,195.45	17.28	342,190.57	151.4%	1.5%
27.0%			317,692.34		761,118.12		443,425.78	139.6%	1.5%
<b>International Stocks</b>									
13.2%	DFA International Core	30,178.508	284,219.44	9.418	372,101.00	12.33	87,881.56	30.9%	1.6%
<b>Emerging Markets</b>									
3.2%	DFA Emerging Markets	4,468.738	73,823.12	16.520	89,240.70	19.97	15,417.58	20.9%	3.5%
<b>Global Real Estate</b>									
4.4%	DFA Global Real Estate	12,557.723	96,559.71	7.689	123,819.15	9.86	27,259.44	28.2%	3.3%
100.0%			*****		2,820,289.38		594,449.55	26.8%	2.3%

# Application for Extension of Time To File an Exempt Organization Return

OMB No. 1545-1709

► File a separate application for each return.

► Information about Form 8868 and its instructions is at [www.irs.gov/form8868](http://www.irs.gov/form8868).

- If you are filing for an **Automatic 3-Month Extension**, complete only **Part I** and check this box ☒ **X**
- If you are filing for an **Additional (Not Automatic) 3-Month Extension**, complete only **Part II** (on page 2 of this form)

*Do not complete Part II unless* you have already been granted an automatic 3-month extension on a previously filed Form 8868.

**Electronic filing (e-file).** You can electronically file Form 8868 if you need a 3-month automatic extension of time to file (6 months for a corporation required to file Form 990-T), or an additional (not automatic) 3-month extension of time. You can electronically file Form 8868 to request an extension of time to file any of the forms listed in Part I or Part II with the exception of Form 8870, Information Return for Transfers Associated With Certain Personal Benefit Contracts, which must be sent to the IRS in paper format (see instructions). For more details on the electronic filing of this form, visit [www.irs.gov/efile](http://www.irs.gov/efile) and click on *e-file for Charities & Nonprofits*.

## Part I Automatic 3-Month Extension of Time. Only submit original (no copies needed).

A corporation required to file Form 990-T and requesting an automatic 6-month extension - check this box and complete Part I only ☐

All other corporations (including 1120-C filers), partnerships, REMICs, and trusts must use Form 7004 to request an extension of time to file income tax returns

Type or print	Name of exempt organization or other filer, see instructions.	Enter filer's identifying number
	WILSON P AND ANNE W. FRANKLIN FOUNDATION	Employer identification number (EIN) or 58-6329924
File by the due date for filing your return. See instructions.	Number, street, and room or suite no. If a P.O. box, see instructions. 7395 ACORN WAY	Social security number (SSN)
	City, town or post office, state, and ZIP code. For a foreign address, see instructions. NAPLES, FL 34119	

Enter the Return code for the return that this application is for (file a separate application for each return)

04

Application Is For	Return Code	Application Is For	Return Code
Form 990 or Form 990-EZ	01	Form 990-T (corporation)	07
Form 990-BL	02	Form 1041-A	08
Form 4720 (individual)	03	Form 4720 (other than individual)	09
Form 990-PF	04	Form 5227	10
Form 990-T (sec. 401(a) or 408(a) trust)	05	Form 6069	11
Form 990-T (trust other than above)	06	Form 8870	12

W. STEVEN FRANKLIN

- The books are in the care of ► 7395 ACORN WAY - NAPLES, FL 34119

Telephone No. ► 404-255-6689

Fax No. ►

- If the organization does not have an office or place of business in the United States, check this box ☐
- If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) . If this is for the whole group, check this box ☐. If it is for part of the group, check this box ☐ and attach a list with the names and EINs of all members the extension is for

1 I request an automatic 3-month (6 months for a corporation required to file Form 990-T) extension of time until **MAY 15, 2015**, to file the exempt organization return for the organization named above. The extension is for the organization's return for.

► ☐ calendar year or

► ☒ tax year beginning **OCT 1, 2013**, and ending **SEP 30, 2014**

2 If the tax year entered in line 1 is for less than 12 months, check reason: ☐ Initial return ☐ Final return ☐ Change in accounting period

3a If this application is for Forms 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions.	3a	\$	2,240.
b If this application is for Forms 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit.	3b	\$	1,440.
c <b>Balance due.</b> Subtract line 3b from line 3a. Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions.	3c	\$	800.

**Caution.** If you are going to make an electronic funds withdrawal (direct debit) with this Form 8868, see Form 8453-EO and Form 8879-EO for payment instructions