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EXTENDED TO MAY 15, 2017
Return of Private Foundation

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

Form **990-PF**

Department of the Treasury
Internal Revenue Service

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.

OMB No 1545-0052

2015

Open to Public Inspection

For calendar year 2015 or tax year beginning

OCT 1, 2015

, and ending

SEP 30, 2016

Name of foundation

A Employer identification number

WILSON P AND ANNE W. FRANKLIN FOUNDATION

58-6329924

Number and street (or P.O. box number if mail is not delivered to street address)

Room/suite

B Telephone number

10479 BIG CANOE

404-312-8951

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

C If exemption application is pending, check here ☐

JASPER, GA 30143

D 1. Foreign organizations, check here ☐

G Check all that apply:

☐ Initial return

☐ Initial return of a former public charity

☐ Final return

☐ Amended return

☒ Address change

☐ Name change

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

H Check type of organization:

☒ Section 501(c)(3) exempt private foundation

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

☐ Section 4947(a)(1) nonexempt charitable trust

☐ Other taxable private foundation

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

I Fair market value of all assets at end of year

J Accounting method:

☒ Cash

☐ Accrual

(from Part II, col. (c), line 16)

☐ Other (specify)

\$ 2,494,361. (Part I, column (d) must be on cash basis)

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		6,786.	1,961.		STATEMENT 1
4 Dividends and interest from securities		49,881.	49,881.		STATEMENT 2
5a Gross rents					
b Net rental income or (loss)					
6a Net gain or (loss) from sale of assets not on line 10		45,858.			
b Gross sales price for all assets on line 6a		697,589.			
7 Capital gain net income (from Part IV, line 2)			45,858.		
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		102,525.	97,700.		
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					
c Other professional fees					
17 Interest					
18 Taxes STMT 3		200.	0.		0.
19 Depreciation and depletion					
20 Occupancy					
21 Travel, conferences, and meetings					
22 Printing and publications					
23 Other expenses STMT 4		15,065.	15,065.		0.
24 Total operating and administrative expenses. Add lines 13 through 23		15,265.	15,065.		0.
25 Contributions, gifts, grants paid		250,000.			250,000.
26 Total expenses and disbursements. Add lines 24 and 25		265,265.	15,065.		250,000.
27 Subtract line 26 from line 12:					
a Excess of revenue over expenses and disbursements		<162,740.>			
b Net investment income (if negative, enter -0-)			82,635.		
c Adjusted net income (if negative, enter -0-)				N/A	

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11-24-15

LHA For Paperwork Reduction Act Notice, see instructions.

Form **990-PF** (2015)

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		52,577.	52,377.	52,377.
	2	Savings and temporary cash investments		53,945.	29,039.	35,462.
	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 5		127,565.	0.	0.
	b	Investments - corporate stock STMT 6		1,853,547.	1,843,478.	2,406,522.
	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 I)			2,087,634.	1,924,894.	2,494,361.
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	24	Foundations that follow SFAS 117, check here and complete lines 24 through 26 and lines 30 and 31. ▶ <input type="checkbox"/>				
	25	Unrestricted				
	26	Temporarily restricted				
	26	Permanently restricted Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. ▶ <input checked="" type="checkbox"/>				
	27	Capital stock, trust principal, or current funds		2,087,634.	1,924,894.	
	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		2,087,634.	1,924,894.	
	31	Total liabilities and net assets/fund balances		2,087,634.	1,924,894.	

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	2,087,634.
2	Enter amount from Part I, line 27a	2	<162,740.>
3	Other increases not included in line 2 (itemize) ▶	3	0.
4	Add lines 1, 2, and 3	4	1,924,894.
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	1,924,894.

Form 990-PF (2015)

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 180.			180.
b 16,175.			16,175.
c 681,234.		651,731.	29,503.
d			
e			

(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			180.
b			16,175.
c			29,503.
d			
e			

2 Capital gain net income or (net capital loss)	<div> <div>If gain, also enter in Part I, line 7</div> <div>If (loss), enter -0- in Part I, line 7</div> </div>	2	45,858.
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))
2014	274,431.	2,865,478.	.095771
2013	250,636.	3,061,630.	.081864
2012	248,570.	2,928,763.	.084872
2011	248,835.	2,934,531.	.084795
2010	150,000.	3,020,749.	.049657

2 Total of line 1, column (d)	2	.396959
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	.079392
4 Enter the net value of noncharitable-use assets for 2015 from Part X, line 5	4	2,577,274.
5 Multiply line 4 by line 3	5	204,615.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	826.
7 Add lines 5 and 6	7	205,441.
8 Enter qualifying distributions from Part XII, line 4 If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate. See the Part VI instructions.	8	250,000.

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

1a Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1. Date of ruling or determination letter: _____ (attach copy of letter if necessary-see instructions)			
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	826.
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	826.
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		4	0.
5 Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-		5	826.
6 Credits/Payments:			
a 2015 estimated tax payments and 2014 overpayment credited to 2015	6a	1,031.	
b Exempt foreign organizations - tax withheld at source	6b		
c Tax paid with application for extension of time to file (Form 8868)	6c	300.	
d Backup withholding erroneously withheld	6d		
7 Total credits and payments. Add lines 6a through 6d	7	1,331.	
8 Enter any penalty for underpayment of estimated tax. Check here <input type="checkbox"/> 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		
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	505.	
11 Enter the amount of line 10 to be: Credited to 2016 estimated tax <input checked="" type="checkbox"/> 505. Refunded <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
b 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
c Did the foundation file Form 1120-POL for this year?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation. <input checked="" type="checkbox"/> \$ 0. (2) On foundation managers. <input checked="" type="checkbox"/> \$ 0.		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. <input checked="" type="checkbox"/> \$ 0.		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? If "Yes," attach a detailed description of the activities.		X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes		X
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		X
b If "Yes," has it filed a tax return on Form 990-T for this year?		
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 2015 or the taxable year beginning in 2015 (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

Form 990-PF (2015)

Part VII-A Statements Regarding Activities (continued)

	Yes	No
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)		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)		X
13 Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ► N/A	X	
14 The books are in care of ► W. STEVEN FRANKLIN Telephone no. ► 404-312-8951 Located at ► 10479 BIG CANOE, JASPER, GA ZIP+4 ► 30143		
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 2015, 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 FinCEN Form 114. If "Yes," enter the name of the foreign country ►		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 2015?		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 2015, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2015? 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 2015 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 2015)	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 2015?		X

Form 990-PF (2015)

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))?
- (2) Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive?
- (3) Provide a grant to an individual for travel, study, or other similar purposes?
- (4) Provide a grant to an organization other than a charitable, etc., organization described in section 4945(d)(4)(A)? (see instructions)
- (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☐ Yes ☒ No☐ Yes ☒ No☐ Yes ☒ No☐ Yes ☒ No

b If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)?

N/A

Organizations relying on a current notice regarding disaster assistance check here

☒

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

N/A

☐ Yes ☐ No

If "Yes," attach the statement required by Regulations section 53.4945-5(d).

6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?

☐ Yes ☒ No

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?

If "Yes" to 6b, file Form 8870

6b

X

7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?

☐ Yes ☒ No

b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction?

N/A

7b

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

1 List all officers, directors, trustees, foundation managers and their compensation.

(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 10479 BIG CANOE JASPER, GA 30143	TRUSTEE 0.00	0.	0.	0.
TAMMY G. FRANKLIN 10479 BIG CANOE JASPER, GA 30143	TRUSTEE 0.00	0.	0.	0.
JAMES D. BRYCE 10479 BIG CANOE JASPER, GA 30143	TRUSTEE 0.00	0.	0.	0.

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

(a) Name and address of each employee paid more than \$50,000	(b) Title, and average hours per week devoted to position	(c) Compensation	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
NONE				

Total number of other employees paid over \$50,000

0

Form 990-PF (2015)

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

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

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.

Part IX-B	Summary of Program-Related Investments
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Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2.

Total. Add lines 1 through 3	0.
-------------------------------------	----

2015.05020 WILSON P AND ANNE W. FRANKL 87835 12

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:		
a	Average monthly fair market value of securities	1a	2,508,820.
b	Average of monthly cash balances	1b	107,702.
c	Fair market value of all other assets	1c	0.
d	Total (add lines 1a, b, and c)	1d	2,616,522.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	0.
2	Acquisition indebtedness applicable to line 1 assets	2	0.
3	Subtract line 2 from line 1d	3	2,616,522.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	39,248.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	2,577,274.
6	Minimum investment return. Enter 5% of line 5	6	128,864.

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	128,864.
2a	Tax on investment income for 2015 from Part VI, line 5	2a	826.
b	Income tax for 2015. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	826.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	128,038.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	128,038.
6	Deduction from distributable amount (see instructions)	6	0.
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	128,038.

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

1	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes:		
a	Expenses, contributions, gifts, etc. - total from Part I, column (d), line 26	1a	250,000.
b	Program-related investments - total from Part IX-B	1b	0.
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	250,000.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b	5	826.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	249,174.

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 2014	(c) 2014	(d) 2015
1 Distributable amount for 2015 from Part XI, line 7				128,038.
2 Undistributed income, if any, as of the end of 2015				
a Enter amount for 2014 only			0.	
b Total for prior years:		0.		
3 Excess distributions carryover, if any, to 2015:				
a From 2010	1,927.			
b From 2011	104,438.			
c From 2012	104,992.			
d From 2013	100,282.			
e From 2014	132,295.			
f Total of lines 3a through e	443,934.			
4 Qualifying distributions for 2015 from Part XII, line 4: ▶ \$ 250,000.			0.	
a Applied to 2014, 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 2015 distributable amount				128,038.
e Remaining amount distributed out of corpus	121,962.			
5 Excess distributions carryover applied to 2015 (If an amount appears in column (d), the same amount must be shown in column (a))	0.			0.
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	565,896.			
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 2014. Subtract line 4a from line 2a. Taxable amount - see instr.			0.	
f Undistributed income for 2015. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2016				0.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (Election may be required - see instructions)	0.			
8 Excess distributions carryover from 2010 not applied on line 5 or line 7	1,927.			
9 Excess distributions carryover to 2016. Subtract lines 7 and 8 from line 6a	563,969.			
10 Analysis of line 9:				
a Excess from 2011	104,438.			
b Excess from 2012	104,992.			
c Excess from 2013	100,282.			
d Excess from 2014	132,295.			
e Excess from 2015	121,962.			

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

N/A

1 a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2015, enter the date of the ruling ▶

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

	Tax year	Prior 3 years			(e) Total
	(a) 2015	(b) 2014	(c) 2013	(d) 2012	
2 a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed					
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 foundation had \$5,000 or more in assets at any time during the year-see instructions.)**1 Information Regarding Foundation Managers:**

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

NONE

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

NONE

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

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

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

SEE STATEMENT 7

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				
CHILDRENS HEALTHCARE OF ATLANTA 1687 TULLIE CIRCLE NE ATLANTA, GA 30329		PUB CHARITY	HOSPITAL IMPROVEMENTS	150,000.
EMORY UNIVERSITY 1615 PIERCE DR NE ATLANTA, GA 30322		PUB CHARITY	CANCER RESEARCH	100,000.
Total			3a	250,000.
b Approved for future payment				
NONE				
Total			3b	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	6,786.	1,961.	
TOTAL TO PART I, LINE 3	6,786.	1,961.	

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	49,881.	0.	49,881.	49,881.	
TO PART I, LINE 4	49,881.	0.	49,881.	49,881.	

FORM 990-PF TAXES STATEMENT 3

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ESTIMATED PAYMENTS	200.	0.		0.
TO FORM 990-PF, PG 1, LN 18	200.	0.		0.

FORM 990-PF OTHER EXPENSES STATEMENT 4

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
MANAGEMENT FEES	15,065.	15,065.		0.
TO FORM 990-PF, PG 1, LN 23	15,065.	15,065.		0.

FORM 990-PF	U.S. AND STATE/CITY GOVERNMENT OBLIGATIONS		STATEMENT	5
DESCRIPTION	U.S. GOV'T	OTHER GOV'T	BOOK VALUE	FAIR MARKET VALUE
SCHWAB MUNI BONDS SEE STMT L-1	X		0.	0.
TOTAL U.S. GOVERNMENT OBLIGATIONS				
TOTAL STATE AND MUNICIPAL GOVERNMENT OBLIGATIONS				
TOTAL TO FORM 990-PF, PART II, LINE 10A			0.	0.

FORM 990-PF	CORPORATE STOCK	STATEMENT	6
DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE	
SCHWAB MUTUAL FUNDS SEE STMT L-1	1,843,478.	2,406,522.	
TOTAL TO FORM 990-PF, PART II, LINE 10B	1,843,478.	2,406,522.	

FORM 990-PF

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

STATEMENT 7

NAME AND ADDRESS OF PERSON TO WHOM APPLICATIONS SHOULD BE SUBMITTEDW. STEVEN FRANKLIN
7395 ACORN WAY
NAPLES, FL 34119TELEPHONE NUMBER

404-312-8951

FORM AND CONTENT OF APPLICATIONS

1. BRIEF DESCRIPTION OF ORGANIZATION AND PROGRAM IN NEED
2. NAMES OF THE OFFICERS OF THE ORGANIZATION
3. AMOUNT REQUESTED AND OTHER EXPECTED SOURCES OF SUPPORT

ANY SUBMISSION DEADLINES

THE BOARD OF DIRECTORS WILL CONSIDER GRANT REQUESTS THROUGHOUT THE YEAR

RESTRICTIONS AND LIMITATIONS ON AWARDS

GRANTS WILL BE AWARDED BASED ON THEIR INDIVIDUAL MERITS

Realized Gains/Losses YTD (taxable accts only)

Franklin Foundation, Wilson and Anne (xxxx0281, Schwab Living Trust)
From October 1, 2015 to September 30, 2016

Symbol	Description	Close Date	Quantity	Net Proceeds	Cost Basis	Short Term Gain/Loss	Long Term Gain/Loss	Total Gain/Loss
Realized Gains/Losses								
492279CL6	Kern County California	8/15/2016	75,000.000000	\$75,000	\$73,461		\$1,539	\$1,539
DFCEX	DFA Emerging Markets	8/15/2016	535.238000	\$10,000	\$9,078		\$922	\$922
DFGEX	DFA Global Real Estate	8/15/2016	242.850000	\$2,876	\$2,122		\$754	\$754
			660.688000	\$7,824	\$5,219		\$2,606	\$2,606
			903.538000	\$10,700	\$7,340		\$3,360	\$3,360
DFIEX	DFA International Core	8/15/2016	1,045.040000	\$12,263	\$10,537		\$1,725	\$1,725
			53.578000	\$629	\$544		\$84	\$84
			33.950000	\$398	\$344		\$54	\$54
			1,491.181000	\$17,498	\$15,407		\$2,090	\$2,090
			1,637.324000	\$19,213	\$18,636		\$577	\$577
			4,261.073000	\$50,000	\$45,469		\$4,531	\$4,531
DFQTX	DFA US Core Equity 2	8/15/2016	2,731.804000	\$48,252	\$20,697		\$27,555	\$27,555
			32.573000	\$575	\$249		\$326	\$326
			26.461000	\$467	\$226		\$241	\$241
			658.321000	\$11,628	\$5,903		\$5,725	\$5,725
			22.279000	\$394	\$195		\$199	\$199
			38.749000	\$684	\$342		\$343	\$343
			3,510.187000	\$62,000	\$27,611		\$34,389	\$34,389
JSOSX	JP Morgan Strategic Income	8/15/2016	1,497.407000	\$17,300	\$17,496		(\$196)	(\$196)
DFGEX	DFA Global Real Estate	6/13/2016	2,150.584000	\$23,900	\$18,788		\$5,112	\$5,112
987830MQ6	Ypsilanti Michigan	5/1/2016	50,000.000000	\$50,000	\$54,104		(\$738)	(\$738)
JSOSX	JP Morgan Strategic Income	1/27/2016	3,565.079000	\$38,920	\$41,655		(\$2,735)	(\$2,735)
			32.170000	\$351	\$377		(\$26)	(\$26)
			30.985000	\$338	\$366		(\$28)	(\$28)
			37.331000	\$408	\$438		(\$31)	(\$31)
			11.359000	\$124	\$134		(\$10)	(\$10)
			34.183000	\$373	\$404		(\$31)	(\$31)
			26.996000	\$295	\$322		(\$27)	(\$27)
			24.886000	\$272	\$299		(\$27)	(\$27)
			25.000000	\$273	\$300		(\$27)	(\$27)

Realized Gains/Losses YTD (taxable accts only)

Franklin Foundation, Wilson and Anne (xxxx0281, Schwab Living Trust)
From October 1, 2015 to September 30, 2016

Symbol	Description	Close Date	Quantity	Net Proceeds	Cost Basis	Short Term Gain/Loss	Long Term Gain/Loss	Total Gain/Loss
Realized Gains/Losses								
JSOX	JP Morgan Strategic Income	1/27/2016	23.970000	\$262	\$288		(\$26)	(\$26)
			24.078000	\$263	\$289		(\$26)	(\$26)
			22.246000	\$243	\$265		(\$22)	(\$22)
			25.518000	\$279	\$302		(\$23)	(\$23)
			3,883.801000	\$42,400	\$45,439		(\$3,039)	(\$3,039)
DFAIX	DFA Short-Duration Real Return Instl	11/3/2015	6,936.128000	\$67,924	\$69,550		(\$1,626)	(\$1,626)
DFGFX	DFA Two Year Global F-I	11/3/2015	4,758.144000	\$47,325	\$48,250		(\$925)	(\$925)
			5,747.012000	\$57,161	\$57,750		(\$589)	(\$589)
			2,517.623000	\$25,041	\$25,036	\$5		\$5
			13,022.779000	\$129,527	\$131,036	\$5	(\$1,514)	(\$1,509)
DFSHX	DFA Selectively Hedged Fixed Income	11/3/2015	2,107.317000	\$19,800	\$21,636		(\$1,836)	(\$1,836)
			2,539.841000	\$23,864	\$25,536		(\$1,672)	(\$1,672)
			7,769.080000	\$72,998	\$79,450		(\$6,452)	(\$6,452)
			12,416.238000	\$116,663	\$126,622		(\$9,959)	(\$9,959)
DIP SX	DFA Inflation Protected	11/3/2015	2,242.583000	\$25,821	\$25,736		\$85	\$85
Total Realized Gain/Loss					\$651,731	\$5	\$32,864	\$32,869

Realized Gains/Losses YTD (taxable accts only)

Franklin Foundation, Wilson and Anne (xxxx0281, Schwab Living Trust)
From October 1, 2015 to September 30, 2016

Pay Date	Ticker	Description	Short Term Gain	Long Term Gain	Total Gain
Capital Gain Distributions					
12/22/2015	VBIRX	Vanguard Short Term Bond		\$140	\$140
12/17/2015	LSBDX	Loomis Sayles Bond	\$72	\$5,121	\$5,193
12/16/2015	DFAPX	DFA Investment Grade Bd		\$531	\$531
12/15/2015	DFGBX	DFA 5 Yr Global Fixed Income	\$57	\$400	\$457
12/15/2015	DFEQX	DFA Short Term Extended	\$51	\$423	\$473
12/15/2015	DFEOX	DFA US Core Equity 1		\$6,612	\$6,612
12/15/2015	DFQTX	DFA US Core Equity 2		\$2,948	\$2,948
Total Capital Gain Distributions			\$180	\$16,175	\$16,355
Total Gain/Loss			\$184	\$49,039	\$49,223

Income and Expenses

Franklin Foundation, Wilson and Anne (xxxx0281, Schwab Living Trust)
From October 1, 2015 to September 30, 2016

Symbol	Description	Date Received	Qualified Amount	Non-Qualified Amount	Unclassified Amount	Total Amount
Interest: Federal Taxable/State Taxable						
46115DBY1	Intervest National Bank	3/14/2016	\$254			\$254
		9/14/2016	\$257			\$257
987830MQ6	Ypsilanti Michigan	5/1/2016	\$511			\$511
			\$1,450			\$1,450
Total Interest: Federal Taxable/State Taxable						
			\$1,961			\$1,961
Interest: Federal Non-Taxable/State Taxable						
492279CL6	Kern County California	2/15/2016	\$1,688			\$1,688
		8/15/2016	\$1,688			\$1,688
987830KN5	Ypsilanti Michigan	11/1/2015	\$3,375			\$3,375
			\$1,450			\$1,450
Total Interest: Federal Non-Taxable/State Taxable						
			\$4,825			\$4,825

Dividends: Federal Taxable/State Taxable

DFGBX	DFA 5 Yr Global Fixed Income	12/15/2015	\$1,204			\$1,204
		3/30/2016	\$570			\$570
		6/29/2016	\$678			\$678
			\$2,452			\$2,452
DFCEX	DFA Emerging Markets	12/15/2015	\$414			\$414
		3/30/2016	\$213			\$213
		6/29/2016	\$508			\$508
		9/29/2016	\$376			\$376
			\$1,511			\$1,511
DFGEX	DFA Global Real Estate	12/16/2015	\$3,155			\$3,155
DFIEX	DFA International Core	10/27/2015	\$620			\$620
		12/15/2015	\$1,480			\$1,480
		3/30/2016	\$1,467			\$1,467

Income and Expenses

Franklin Foundation, Wilson and Anne (xxxx0281, Schwab Living Trust)
From October 1, 2015 to September 30, 2016

Symbol	Description	Date Received	Qualified Amount	Non-Qualified Amount	Unclassified Amount	Total Amount
Dividends: Federal Taxable/State Taxable						
DFIEX	DFA International Core	6/29/2016	\$4,795			\$4,795
		9/29/2016	\$927			\$927
			\$9,288			\$9,288
DFAPX	DFA Investment Grade Bd	12/16/2015		\$982		\$982
		3/30/2016		\$897		\$897
		6/29/2016		\$847		\$847
		9/29/2016		\$721		\$721
				\$3,447		\$3,447
DFAQX	DFA Short Term Extended	10/8/2015		\$489		\$489
		10/27/2015		\$490		\$490
		11/27/2015		\$533		\$533
		12/15/2015		\$564		\$564
		1/28/2016		\$596		\$596
		2/26/2016		\$343		\$343
		3/30/2016		\$418		\$418
		4/28/2016		\$431		\$431
		5/27/2016		\$464		\$464
		6/29/2016		\$479		\$479
		7/28/2016		\$491		\$491
		8/30/2016		\$468		\$468
		9/29/2016		\$421		\$421
				\$6,188		\$6,188
DFAQX	DFA US Core Equity 1	12/15/2015	\$2,970			\$2,970
		3/30/2016	\$2,526			\$2,526
		6/29/2016	\$2,408			\$2,408
		9/29/2016	\$2,083			\$2,083
			\$9,988			\$9,988
DFQTX	DFA US Core Equity 2	12/15/2015	\$797			\$797
		3/30/2016	\$1,043			\$1,043
		6/29/2016	\$982			\$982

Income and Expenses

Franklin Foundation, Wilson and Anne (xxxx0281, Schwab Living Trust)
From October 1, 2015 to September 30, 2016

Symbol	Description	Date Received	Qualified Amount	Non-Qualified Amount	Unclassified Amount	Total Amount
Dividends: Federal Taxable/State Taxable						
DFQTX	DFA US Core Equity 2	9/29/2016	\$621			\$621
			\$3,442			\$3,442
JSOX	JP Morgan Strategic Income	10/28/2015		\$413		\$413
		11/25/2015		\$425		\$425
		12/29/2015		\$644		\$644
		1/27/2016		\$425		\$425
		2/25/2016		\$281		\$281
		3/29/2016		\$347		\$347
		4/27/2016		\$289		\$289
		5/26/2016		\$355		\$355
		6/28/2016		\$339		\$339
		7/27/2016		\$380		\$380
		8/29/2016		\$244		\$244
		9/28/2016		\$277		\$277
				\$4,420		\$4,420
LSBDX	Loomis Sayles Bond	10/26/2015		\$229		\$229
		11/24/2015		\$209		\$209
		12/17/2015		\$1,252		\$1,252
		1/28/2016		\$164		\$164
		2/26/2016		\$139		\$139
		3/28/2016		\$217		\$217
		4/25/2016		\$153		\$153
		5/24/2016		\$232		\$232
		6/23/2016		\$159		\$159
		7/25/2016		\$167		\$167
		8/23/2016		\$108		\$108
		9/23/2016		\$38		\$38
				\$3,066		\$3,066
MMF	Money Market Fund	10/15/2015		\$0		\$0
		11/16/2015		\$0		\$0

Income and Expenses

Franklin Foundation, Wilson and Anne (xxxx0281, Schwab Living Trust)
From October 1, 2015 to September 30, 2016

Symbol	Description	Date Received	Qualified Amount	Non-Qualified Amount	Unclassified Amount	Total Amount
Dividends: Federal Taxable/State Taxable						
MMF	Money Market Fund	12/31/2015	\$1			\$1
		1/15/2016	\$0			\$0
		2/16/2016	\$0			\$0
		3/15/2016	\$0			\$0
		4/15/2016	\$1			\$1
		5/16/2016	\$2			\$2
		6/15/2016	\$3			\$3
		7/15/2016	\$2			\$2
		8/15/2016	\$3			\$3
		9/15/2016	\$12			\$12
			\$26			\$26
VBIRX	Vanguard Short Term Bond	11/30/2015			\$198	\$198
		12/31/2015			\$241	\$241
		1/29/2016			\$248	\$248
		2/29/2016			\$235	\$235
		3/31/2016			\$254	\$254
		4/29/2016			\$247	\$247
		5/31/2016			\$257	\$257
		6/30/2016			\$283	\$283
		7/29/2016			\$315	\$315
		8/31/2016			\$316	\$316
		9/30/2016			\$306	\$306
					\$2,900	\$2,900

Total Dividends: Federal Taxable/State Taxable			\$27,384	\$19,598	\$2,900	\$49,881
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Franklin Foundation, Wilson and Anne

Symbol	Open Date	Quantity	Cost Basis	Current Value	Short Term Gain/Loss	Long Term Gain/Loss	Total Gain/Loss	Percent Gain/Loss
DFGBX	11/4/2015	13,438.914000	\$148,550	\$150,516	\$1,966		\$1,966	1.32%
	6/13/2016	2,788.204000	\$31,237	\$31,228	(\$10)		(\$10)	(0.03%)
		16,227.118000	\$179,787	\$181,744	\$1,956		\$1,956	1.09%
DFCEX	3/16/2007	1,572.331000	\$24,477	\$28,899		\$4,422	\$4,422	18.07%
	9/9/2008	34.885000	\$522	\$641		\$119	\$119	22.79%
	10/27/2008	29.165000	\$237	\$536		\$299	\$299	126.35%
	12/9/2008	12.769000	\$119	\$235		\$115	\$115	96.79%
	3/10/2009	5.180000	\$45	\$95		\$50	\$50	109.80%
	6/9/2009	28.047000	\$392	\$516		\$123	\$123	31.38%
	9/9/2009	17.241000	\$279	\$317		\$38	\$38	13.74%
	9/22/2009	1,626.267000	\$27,583	\$29,891		\$2,308	\$2,308	8.37%
	6/8/2010	49.486000	\$834	\$910		\$76	\$76	9.08%
	6/13/2016	606.428000	\$10,024	\$11,146	\$1,122		\$1,122	11.19%
		3,981.799000	\$64,513	\$73,185	\$1,122	\$7,550	\$8,673	13.44%
	10/17/2008	1,191.083000	\$7,500	\$13,757		\$6,257	\$6,257	83.43%
	12/10/2008	166.299000	\$878	\$1,921		\$1,043	\$1,043	118.75%
	12/10/2008	1.733000	\$9	\$20		\$11	\$11	118.76%
	12/9/2009	661.481000	\$4,359	\$7,640		\$3,281	\$3,281	75.27%
	3/12/2010	1,536.397000	\$10,950	\$17,745		\$6,795	\$6,795	62.06%
DFIEX	12/9/2010	813.880000	\$6,194	\$9,400		\$3,207	\$3,207	51.77%
	8/25/2011	5,132.728000	\$40,541	\$59,283		\$18,742	\$18,742	46.23%
		9,503.601000	\$70,431	\$109,767		\$39,335	\$39,335	55.85%
	9/18/2008	6,168.691000	\$62,200	\$72,729		\$10,529	\$10,529	16.93%
	10/17/2008	5,843.221000	\$44,400	\$68,892		\$24,492	\$24,492	55.16%
	10/27/2008	137.345000	\$885	\$1,619		\$735	\$735	83.07%
	12/9/2008	100.114000	\$692	\$1,180		\$489	\$489	70.62%
	3/10/2009	86.135000	\$496	\$1,016		\$519	\$519	104.69%
	6/9/2009	322.907000	\$2,738	\$3,807		\$1,069	\$1,069	39.03%
	9/9/2009	87.271000	\$867	\$1,029		\$161	\$161	18.61%
	12/8/2009	65.221000	\$655	\$769		\$114	\$114	17.43%
	2/25/2010	1,034.861000	\$10,000	\$12,201		\$2,201	\$2,201	22.01%
	6/8/2010	351.975000	\$3,094	\$4,150		\$1,056	\$1,056	34.13%

Statement L-1

EIN 58-6239924

Franklin Foundation, Wilson and Anne

Symbol	Open Date	Quantity	Cost Basis	Current Value	Short Term Gain/Loss	Long Term Gain/Loss	Total Gain/Loss	Percent Gain/Loss
DFIEX	9/8/2010	99,067,000	\$973	\$1,168		\$195	\$195	20.06%
	8/25/2011	12,252,046,000	\$120,120	\$144,452		\$24,332	\$24,332	20.26%
	9/8/2011	200,764,000	\$1,947	\$2,367		\$420	\$420	21.55%
DFAPX		26,749,618,000	\$249,067	\$315,378		\$66,311	\$66,311	26.62%
	3/7/2012	1,905,400,000	\$20,500	\$21,207		\$707	\$707	3.45%
	12/17/2012	2,060,718,000	\$22,436	\$22,936		\$500	\$500	2.23%
	3/27/2013	4,025,735,000	\$43,850	\$44,806		\$956	\$956	2.18%
	8/19/2013	3,159,420,000	\$32,739	\$35,164		\$2,425	\$2,425	7.41%
	3/30/2015	4,574,565,000	\$50,050	\$50,915		\$865	\$865	1.73%
		15,725,838,000	\$169,575	\$175,029		\$5,453	\$5,453	3.22%
DFEQX	4/29/2011	9,254,634,000	\$100,000	\$101,153		\$1,153	\$1,153	1.15%
	5/11/2011	20,296,301,000	\$219,250	\$221,839		\$2,589	\$2,589	1.18%
DFEOX		29,550,935,000	\$319,250	\$322,992		\$3,742	\$3,742	1.17%
	10/23/2008	13,565,296,000	\$99,051	\$249,737		\$150,686	\$150,686	152.13%
	10/27/2008	221,786,000	\$1,504	\$4,083		\$2,579	\$2,579	171.53%
	11/21/2008	2,379,029,000	\$15,000	\$43,798		\$28,798	\$28,798	191.99%
	11/24/2008	7,146,058,000	\$48,000	\$131,559		\$83,559	\$83,559	174.08%
	12/9/2008	354,546,000	\$2,500	\$6,527		\$4,028	\$4,028	161.13%
	2/18/2009	7,078,748,000	\$45,000	\$130,320		\$85,320	\$85,320	189.60%
DFQTX	3/10/2009	407,119,000	\$2,325	\$7,495		\$5,170	\$5,170	222.42%
		31,152,582,000	\$213,379	\$573,519		\$360,140	\$360,140	168.78%
	10/17/2008	5,187,621,000	\$39,303	\$91,250		\$51,947	\$51,947	132.17%
	10/27/2008	36,807,000	\$246	\$647		\$402	\$402	163.72%
	12/9/2008	42,479,000	\$294	\$747		\$453	\$453	153.82%
	3/10/2009	39,483,000	\$216	\$695		\$479	\$479	221.58%
	12/30/2015	1,909,091,000	\$31,538	\$33,581	\$2,043		\$2,043	6.48%
46115DBY1	1/27/2016	2,842,742,000	\$42,350	\$50,004	\$7,654		\$7,654	18.07%
		10,058,223,000	\$113,947	\$176,924	\$9,697	\$53,281	\$62,978	55.27%
	3/22/2007	10,000,000,000	\$10,025	\$10,196		\$171	\$171	1.71%
JSOSX				\$6,252				
	7/29/2010	6,654,128,000	\$77,749	\$77,188	(\$561)	(\$561)	(\$561)	(0.72%)
	7/30/2010	32,155,000	\$375	\$373	(\$2)	(\$2)	(\$2)	(0.52%)

Statement L-1

EIN 58-6239924

Franklin Foundation, Wilson and Anne

Symbol	Open Date	Quantity	Cost Basis	Current Value	Short Term Gain/Loss	Long Term Gain/Loss	Total Gain/Loss	Percent Gain/Loss
JSOSX	8/31/2010	33.337000	\$388	\$387		(\$1)	(\$1)	(0.26%)
	8/31/2011	22.950000	\$266	\$266			\$0	0.00%
	9/30/2011	23.583000	\$267	\$274		\$7	\$7	2.57%
LSBDX		6,766.153000	\$79,044	\$78,487		(\$557)	(\$557)	(0.70%)
	7/30/2009	4,913.939000	\$60,000	\$68,992		\$8,992	\$8,992	14.99%
	8/25/2009	28.040000	\$349	\$394		\$44	\$44	12.68%
	9/22/2009	24.403000	\$314	\$343		\$28	\$28	9.01%
	9/23/2009	3,019.633000	\$39,000	\$42,396		\$3,396	\$3,396	8.71%
	10/27/2009	41.948000	\$548	\$589		\$41	\$41	7.50%
	11/24/2009	40.960000	\$541	\$575		\$34	\$34	6.28%
	12/11/2009	39.460000	\$522	\$554		\$32	\$32	6.12%
	1/26/2010	42.593000	\$572	\$598		\$26	\$26	4.46%
	2/23/2010	39.509000	\$530	\$555		\$25	\$25	4.70%
	3/12/2010	1,786.783000	\$24,640	\$25,086		\$446	\$446	1.81%
	3/23/2010	47.576000	\$658	\$668		\$10	\$10	1.59%
	4/27/2010	51.741000	\$722	\$726		\$5	\$5	0.64%
	5/26/2010	49.367000	\$661	\$693		\$32	\$32	4.86%
	6/22/2010	48.024000	\$653	\$674		\$21	\$21	3.24%
MMF VBIRX	7/27/2010	53.334000	\$738	\$749		\$11	\$11	1.52%
	8/24/2010	48.072000	\$666	\$675		\$9	\$9	1.37%
	9/21/2010	48.025000	\$677	\$674		(\$3)	(\$3)	(0.43%)
	12/9/2010	66.027000	\$931	\$927		(\$4)	(\$4)	(0.43%)
	8/23/2011	49.413000	\$714	\$694		(\$20)	(\$20)	(2.77%)
	9/20/2011	45.523000	\$651	\$639		(\$11)	(\$11)	(1.75%)
		10,484.370000	\$134,086	\$147,201		\$13,115	\$13,115	9.78%
			\$19,014	\$19,014				
	11/4/2015	19,961.868000	\$209,450	\$211,396	\$1,946		\$1,946	0.93%
	6/13/2016	3,862.134000	\$40,949	\$40,900	(\$49)		(\$49)	(0.12%)
		23,824.002000	\$250,399	\$252,296	\$1,897		\$1,897	0.76%
Total			\$1,872,518	\$2,441,984	\$14,673	\$548,541	\$563,213	30.08%