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Form **990-PF****Return of Private Foundation**
or Section 4947(a)(1) Trust Treated as Private Foundation

OMB No 1545-0052

2016

Open to Public Inspection

Department of the Treasury
Internal Revenue Service

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

For calendar year 2016 or tax year beginning 2/1/2016, and ending 1/31/2017

Name of foundation JILL JAYNE FRANKLIN CHAR. TR # 622		A Employer identification number 13-7206444
Number and street (or P O box number if mail is not delivered to street address) BNY Mellon, N A - P O Box 185		B Telephone number (see instructions) (914) 289-3016
City or town, state or province, country, and ZIP or foreign postal code Pittsburgh PA 15230-0185		
Foreign country name Foreign province/state/county Foreign postal code		
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		C If exemption application is pending, check here <input type="checkbox"/> D 1. Foreign organizations, check here <input type="checkbox"/> 2. Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/> E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/> F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <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		
I Fair market value of all assets at end of year (from Part II, col (c), line 16) \$ 1,786,590	J Accounting method: <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____ (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) (see instructions))		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants, etc., received (attach schedule)				
	2 Check <input checked="" type="checkbox"/> if the foundation is not required to attach Sch. B				
	3 Interest on savings and temporary cash investments				
	4 Dividends and interest from securities	39,582	39,350		
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	7,380			
	b Gross sales price for all assets on line 6a	108,779			
	7 Capital gain net income (from Part IV, line 2)		7,380		
	8 Net short-term capital gain				
	9 Income modifications				
	10a Gross sales less returns and allowances				
b Less Cost of goods sold					
c Gross profit or (loss) (attach schedule)					
11 Other income (attach schedule)					
12 Total. Add lines 1 through 11	46,962	46,730	0		
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	19,226	15,381		3,845
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees (attach schedule)				
	b Accounting fees (attach schedule)				
	c Other professional fees (attach schedule)				
	17 Interest				
	18 Taxes (attach schedule) (see instructions)				
	19 Depreciation (attach schedule) and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses (attach schedule)	250			250
	24 Total operating and administrative expenses. Add lines 13 through 23	20,778	15,951	0	4,095
	25 Contributions, gifts, grants paid	88,928			88,928
26 Total expenses and disbursements. Add lines 24 and 25	109,706	15,951	0	93,023	
27 Subtract line 26 from line 12					
a Excess of revenue over expenses and disbursements	-62,744				
b Net investment income (if negative, enter -0-)		30,779			
c Adjusted net income (if negative, enter -0-)			0		

For Paperwork Reduction Act Notice, see instructions.

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Form **990-PF** (2016)

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Form 990-PF (2016) JILL JAYNE FRANKLIN CHAR TR # 622

13-7206444

Page 2

Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)			
		Beginning of year (a) Book Value	End of year (b) Book Value (c) Fair Market Value		
Assets	1	Cash—non-interest-bearing	-32	23	23
	2	Savings and temporary cash investments	15,717	28,837	28,837
	3	Accounts receivable ▶			
		Less allowance for doubtful accounts ▶			
	4	Pledges receivable ▶			
		Less allowance for doubtful accounts ▶			
	5	Grants receivable			
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)			
	7	Other notes and loans receivable (attach schedule) ▶			
		Less allowance for doubtful accounts ▶			
	8	Inventories for sale or use			
	9	Prepaid expenses and deferred charges			
	10a	Investments—U S and state government obligations (attach schedule)			
	b	Investments—corporate stock (attach schedule)			
	c	Investments—corporate bonds (attach schedule)			
	11	Investments—land, buildings, and equipment basis ▶			
	Less accumulated depreciation (attach schedule) ▶				
12	Investments—mortgage loans				
13	Investments—other (attach schedule)	1,204,918	1,128,788	1,782,421	
14	Land, buildings, and equipment basis ▶				
	Less accumulated depreciation (attach schedule) ▶				
15	Other assets (describe ▶)				
16	Total assets (to be completed by all filers—see the instructions Also, see page 1, item I)	1,220,603	1,157,648	1,811,281	
Liabilities	17	Accounts payable and accrued expenses			
	18	Grants payable			
	19	Deferred revenue			
	20	Loans from officers, directors, trustees, and other disqualified persons			
	21	Mortgages and other notes payable (attach schedule)			
	22	Other liabilities (describe ▶)			
	23	Total liabilities (add lines 17 through 22)	0	0	
Net Assets or Fund Balances		Foundations that follow SFAS 117, check here and complete lines 24 through 26 and lines 30 and 31. ▶ <input type="checkbox"/>			
	24	Unrestricted			
	25	Temporarily restricted			
	26	Permanently restricted			
		Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. ▶ <input checked="" type="checkbox"/>			
	27	Capital stock, trust principal, or current funds	1,220,603	1,157,648	
	28	Paid-in or capital surplus, or land, bldg, and equipment fund			
	29	Retained earnings, accumulated income, endowment, or other funds			
30	Total net assets or fund balances (see instructions)	1,220,603	1,157,648		
31	Total liabilities and net assets/fund balances (see instructions)	1,220,603	1,157,648		

Part III Analysis of Changes in Net Assets or Fund Balances

1	Total net assets or fund balances at beginning of year—Part II, column (a), line 30 (must agree with end-of-year figure reported on prior year's return)	1	1,220,603
2	Enter amount from Part I, line 27a	2	-62,744
3	Other increases not included in line 2 (itemize) ▶	3	
4	Add lines 1, 2, and 3	4	1,157,859
5	Decreases not included in line 2 (itemize) ▶ BASIS CHANGE ON DIVS TREATED AS ROC - MEDTRC	5	211
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	1,157,648

Form 990-PF (2016)

JILL JAYNE FRANKLIN CHAR. TR # 622

13-7206444

Page **3****Part IV Capital Gains and Losses for Tax on Investment Income**

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse, or common stock, 200 shs. MLC Co.)		(b) How acquired P—Purchase D—Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a See Attached Statement				
b				
c				
d				
e				
(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)	
a				
b				
c				
d				
e				
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69				
(i) FMV as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))	
a				
b				
c				
d				
e				
2 Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 }			2	7,380
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6) If gain, also enter in Part I, line 8, column (c) (see instructions) If (loss), enter -0- in Part I, line 8 }			3	0

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))	
2015	93,367	1,800,270	0.051863	
2014	93,569	1,830,622	0.051113	
2013	86,035	1,695,909	0.050731	
2012	81,738	1,569,146	0.052091	
2011	86,757	1,562,521	0.055524	
2 Total of line 1, column (d)			2	0.261322
3 Average distribution ratio for the 5-year base period—divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years			3	0.052264
4 Enter the net value of noncharitable-use assets for 2016 from Part X, line 5			4	1,731,733
5 Multiply line 4 by line 3			5	90,507
6 Enter 1% of net investment income (1% of Part I, line 27b)			6	308
7 Add lines 5 and 6			7	90,815
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	93,023

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			
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-)			0
3	Add lines 1 and 2			308
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)			
5	Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-			308
6	Credits/Payments:			
a	2016 estimated tax payments and 2015 overpayment credited to 2016	6a	816	
b	Exempt foreign organizations—tax withheld at source	6b		
c	Tax paid with application for extension of time to file (Form 8868)	6c		
d	Backup withholding erroneously withheld	6d		
7	Total credits and payments. Add lines 6a through 6d			816
8	Enter any penalty for underpayment of estimated tax. Check here <input type="checkbox"/> if Form 2220 is attached			
9	Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed			0
10	Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid			508
11	Enter the amount of line 10 to be Credited to 2017 estimated tax Refunded		308	200

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)? <i>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</i>		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 \$ _____ (2) On foundation managers \$ _____		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers \$ _____		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? <i>If "Yes," attach a detailed description of the activities</i>		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? <i>If "Yes," attach a conformed copy of the changes</i>		X
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		X
b If "Yes," has it filed a tax return on Form 990-T for this year?	N/A	
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? <i>If "Yes," attach the statement required by General Instruction T</i>		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? <i>If "Yes," complete Part II, col (c), and Part XV</i>	X	
8a Enter the states to which the foundation reports or with which it is registered (see instructions) NY		
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 <i>General Instruction G</i> ? <i>If "No," attach explanation</i>	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 2016 or the taxable year beginning in 2016 (see instructions for Part XIV)? <i>If "Yes," complete Part XIV</i>		X
10 Did any persons become substantial contributors during the tax year? <i>If "Yes," attach a schedule listing their names and addresses</i>		X

Form 990-PF (2016)

JILL JAYNE FRANKLIN CHAR. TR # 622

13-7206444

Page 5

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	Yes	No
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		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 ► BNY MELLON, N.A. Telephone no ► (914) 289-3016 Located at ► P.O. BOX 185, PITTSBURGH, PA ZIP+4 ► 15230-0185			
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 2016, 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 ►	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.

1a	During the year did the foundation (either directly or indirectly)		Yes	No
	(1) Engage in the sale or exchange, or leasing of property with a disqualified person?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No	
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No	
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No	
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	<input checked="" type="checkbox"/> Yes	<input type="checkbox"/> No	
	(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No	
	(6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.)	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No	
b	If any answer is "Yes" to 1a(1)–(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? Organizations relying on a current notice regarding disaster assistance check here	1b		X
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2016?	1c		X
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))			
a	At the end of tax year 2016, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2016? If "Yes," list the years ► 20____, 20____, 20____, 20____		Yes	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.)	2b	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 ► 20____, 20____, 20____, 20____			
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?		Yes	No
b	If "Yes," did it have excess business holdings in 2016 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 2016.)	3b	N/A	
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a		X
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2016?	4b		X

Form 990-PF (2016)

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 4945(d)(4)(A)? (see instructions) ☐ Yes ☒ No
- (5)** Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? ☐ Yes ☒ No
- b** If any answer is "Yes" to 5a(1)–(5), did **any** of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)? ☐ Yes ☒ No
- Organizations relying on a current notice regarding disaster assistance check here ☐
- c** If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? ☐ Yes ☐ No
- If "Yes," attach the statement required by Regulations section 53.4945–5(d) N/A
- 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? ☐ Yes ☒ No
- If "Yes" to 6b, file Form 8870
- 7a** At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? ☐ Yes ☒ No
- b** If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction? ☐ Yes ☒ No

5b	N/A	
6b		X
7b	N/A	

Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors**1 List all officers, directors, trustees, foundation managers and their compensation (see instructions).**

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
BNY Mellon, N A P O Box 185 Pittsburgh, PA 15230-0185	TRUSTEE SEE ATTACHED	24,518	NONE	NONE
BNY Mellon, N A P O Box 185 Pittsburgh, PA 15230-0185	FEE REIMBURSEMENT	-5,292	N/A	N/A

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

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

Total number of other employees paid over \$50,000☐ NONE

Form 990-PF (2016)

JILL JAYNE FRANKLIN CHAR TR # 622

13-7206444

Page **7****Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors** *(continued)***3 Five highest-paid independent contractors for professional services (see instructions). If none, enter "NONE."**

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
NONE		
Total number of others receiving over \$50,000 for professional services		NONE

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 NONE	
2	
3	
4	

Part IX-B Summary of Program-Related Investments (see instructions)

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2

1	NONE	
2		
All other program-related investments See instructions		
3	NONE	
Total. Add lines 1 through 3		NONE

Form **990-PF** (2016)

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	1,738,812
b	Average of monthly cash balances	1b	19,293
c	Fair market value of all other assets (see instructions)	1c	
d	Total (add lines 1a, b, and c)	1d	1,758,105
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	
2	Acquisition indebtedness applicable to line 1 assets	2	
3	Subtract line 2 from line 1d	3	1,758,105
4	Cash deemed held for charitable activities. Enter 1½ % of line 3 (for greater amount, see instructions)	4	26,372
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	1,731,733
6	Minimum investment return. Enter 5% of line 5	6	86,587

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	86,587
2a	Tax on investment income for 2016 from Part VI, line 5	2a	308
b	Income tax for 2016 (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	308
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	86,279
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	86,279
6	Deduction from distributable amount (see instructions)	6	
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	86,279

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	93,023
b	Program-related investments—total from Part IX-B	1b	NONE
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	93,023
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b (see instructions)	5	308
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	92,715

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 (2016)

JILL JAYNE FRANKLIN CHAR. TR # 622

13-7206444

Page 9

Part XIII Undistributed Income (see instructions)

	(a) Corpus	(b) Years prior to 2015	(c) 2015	(d) 2016
1 Distributable amount for 2016 from Part XI, line 7				86,279
2 Undistributed income, if any, as of the end of 2016				
a Enter amount for 2015 only			0	
b Total for prior years 20____, 20____, 20____				
3 Excess distributions carryover, if any, to 2016				
a From 2011	9,075			
b From 2012	3,932			
c From 2013	2,511			
d From 2014	2,938			
e From 2015	4,169			
f Total of lines 3a through e	22,625			
4 Qualifying distributions for 2016 from Part XII, line 4 \blacktriangleright \$ 93,023				
a Applied to 2015, but not more than line 2a				
b Applied to undistributed income of prior years (Election required—see instructions)				
c Treated as distributions out of corpus (Election required—see instructions)				
d Applied to 2016 distributable amount				86,279
e Remaining amount distributed out of corpus	6,744			
5 Excess distributions carryover applied to 2016 (If an amount appears in column (d), the same amount must be shown in column (a))				
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	29,369			
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				
d Subtract line 6c from line 6b Taxable amount—see instructions				
e Undistributed income for 2015 Subtract line 4a from line 2a Taxable amount—see instructions			0	
f Undistributed income for 2016 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2017				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)				
8 Excess distributions carryover from 2011 not applied on line 5 or line 7 (see instructions)	9,075			
9 Excess distributions carryover to 2017. Subtract lines 7 and 8 from line 6a	20,294			
10 Analysis of line 9				
a Excess from 2012	3,932			
b Excess from 2013	2,511			
c Excess from 2014	2,938			
d Excess from 2015	4,169			
e Excess from 2016	6,744			

N/A

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

4942(j)(3) or 4942(j)(5)

- 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(i)(3)(B)(iii)

- (3) Largest amount of support from an exempt organization**

- (4) Gross investment income**

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

NOT APPLICABLE

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

NOT APPLICABLE

- c Any submission deadlines**

NOT APPLICABLE

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

NOT APPLICABLE

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 <i>Paid during the year</i> See Attached Statement				
Total			▶ 3a	88,928
b <i>Approved for future payment</i> NONE				
Total			▶ 3b	NONE

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated

Enter gross amounts unless otherwise indicated		Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See instructions)
		(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
1	Program service revenue					
a	_____					
b	_____					
c	_____					
d	_____					
e	_____					
f	_____					
g	Fees and contracts from government agencies					
2	Membership dues and assessments					
3	Interest on savings and temporary cash investments					
4	Dividends and interest from securities			14	39,582	
5	Net rental income or (loss) from real estate					
a	Debt-financed property					
b	Not debt-financed property					
6	Net rental income or (loss) from personal property					
7	Other investment income					
8	Gain or (loss) from sales of assets other than inventory			18	7,380	
9	Net income or (loss) from special events					
10	Gross profit or (loss) from sales of inventory					
11	Other revenue a _____					
b	_____					
c	_____					
d	_____					
e	_____					
12	Subtotal. Add columns (b), (d), and (e)		0		46,962	0
13	Total. Add line 12, columns (b), (d), and (e)				13	46,962

(See worksheet in line 13 instructions to verify calculations)

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

[illegible]

Attachment to Form 990PF Part VIII, Column (b) Title and Average Hours Per Week Devoted To Position

The compensation reported in column (b) paid to BNY Mellon, N.A. as Corporate Trustee is calculated based on market value and current fee schedule. It is not determined on an hourly basis. Corporate Trustee services include administrative responsibilities, grant requirements, recordkeeping, investment management, income collection, statement and accounting services, and regulatory reporting.

JILL JAYNE FRANKLIN CHAR TR # 622

13-7206444 Page 1 of 1

Continuation of Part XV, Line 3a (990-PF) - Grants and Contributions Paid During the Year

Recipient(s) paid during the year

Name

THE FOUNDATION FOR AIDS RESEARCH

Street

120 WALL STREET, 13TH FLOOR

City

NEW YORK

State

NY

Zip Code

10005-3902

Foreign Country

Relationship

NONE

Foundation Status

PC

Purpose of grant/contribution

GENERAL OPERATING PURPOSES

Amount

22,232

Name

GODS LOVE WE DELIVER

Street

166 AVENUE OF THE AMERICAS

City

NEW YORK

State

NY

Zip Code

10013

Foreign Country

Relationship

NONE

Foundation Status

PC

Purpose of grant/contribution

GENERAL OPERATING PURPOSES

Amount

22,232

Name

MEMORIAL SLOAN KETTERING CANCER CENTER

Street

633 THIRD AVENUE, 12TH FLOOR

City

NEW YORK

State

NY

Zip Code

10017

Foreign Country

Relationship

NONE

Foundation Status

PC

Purpose of grant/contribution

GENERAL OPERATING PURPOSES

Amount

22,232

Name

ARTHRITIS FOUNDATION

Street

122 EAST 42ND STREET, 18TH FLOOR

City

NEW YORK

State

NY

Zip Code

10168-1898

Foreign Country

Relationship

NONE

Foundation Status

PC

Purpose of grant/contribution

GENERAL OPERATING PURPOSES

Amount

22,232

Name

Street

City

State

Zip Code

Foreign Country

Relationship

Foundation Status

Purpose of grant/contribution

Amount

Name

Street

City

State

Zip Code

Foreign Country

Relationship

Foundation Status

Purpose of grant/contribution

Amount

5/26/2017 3:38:41 PM - XXXXXXXX4980 - 1709 - 86 - JILL JAYNE FRANKLIN CHAR TR # 622

Part I, Line 6 (990-PF) - Gain/Loss from Sale of Assets Other Than Inventory

Line 5, Line 5(a)-(f) - Gain/Loss from Sale of Assets Other Than Inventory										Totals	Gross Sales	Cost or Other Basis, Expenses, Depreciation and Adjustments	Net Gain or Loss	
Amount										Capital Gains/Losses	108,779	101,389	7,380	
Long Term CG Distributions										Other sales	0	0	0	
Short Term CG Distributions											0	0	0	
Description	CUSIP #	Check "X" to include in Part IV	Purchaser	Check "X" if Purchaser is a Business	Acquisition Method	Date Acquired	Date Sold	Gross Sales Price	Cost or Other Basis	Valuation Method	Expense of Sale and Cost of Improvements	Depreciation	Adjustments	Net Gain or Loss
1 MALLINCKRODT PLC	G5785G107	X				7/30/2012	7/18/2016	2,309	1,496				0	811
2 ADVANSIX INC	007731101	X				2/26/2010	1/5/2017	135	32				0	103
3 DREYFUS HIGH YIELD-I	261980759	X				2/28/2013	1/5/2017	23,289	25,000				0	1,711
4 DREYFUS HIGH YIELD-I	261980759	X				12/8/2014	1/5/2017	27	26				0	-1
5 INTEL CORP	458140100	X				11/2/2000	6/28/2016	12,446	18,675				0	-6,429
6 INTEL CORP	458140100	X				11/27/2000	6/28/2016	9,334	13,556				0	-4,222
7 JOHNSON CONTROLS CORP	476396107	X				4/4/2007	9/2/2016	24,116	16,891				0	7,225
8 QUESTAR CORP	748356102	X				2/26/2010	9/16/2016	3,750	2,058				0	1,692
9 SEMPRA ENERGY	816851109	X				2/28/2013	4/1/2016	31,163	23,388				0	7,775
10 ADIENT PLC	G0084W101	X				10/31/2016	11/30/2016	43	37				0	6
11 JOHNSON C.TLS INTL PLC	G51502105	X				9/2/2016	8/15/2016	30	36				0	-3

Part I, Line 18 (990-PF) - Taxes

		1,302	570	0	0
Description		Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
1	FOREIGN TAX WITHHELD	570	570		
2	ESTIMATED EXCISE PAYMENTS	732			

Part I, Line 23 (990-PF) - Other Expenses

		250	0	0	250
Description		Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
1	STATE AG FEES	250	0		250

5/26/2017 3:38:41 PM - XXXXXXX4980 - 1709 - 86 - JILL JAYNE FRANKLIN CHAR TR # 622

Part II, Line 13 (990-PF) - Investments - Other

		1,204,918	1,128,788	1,782,421	
	Asset Description	Basis of Valuation	Book Value Beg of Year	Book Value End of Year	FMV End of Year
1				0	
2	COMCAST CORP NEW CL A		0	19,323	67,878
3	COSTCO WHSL CORP NEW		0	6,151	16,395
4	DISNEY (WALT) COMPANY HOLDING CO		0	6,291	22,130
5	DREYFUS EMG MKT DEBT LOC C-Y		0	25,109	18,591
6	EXXON MOBIL CORP		0	17,749	83,890
7	GENERAL ELECTRIC CO		0	28,837	24,502
8	HALLIBURTON COMPANY COM		0	10,050	16,971
9	HOME DEPOT INC USD 0 05		0	20,035	68,790
10	INTERNATIONAL BUSINESS MACHINES C		0	20,111	17,452
11	J P MORGAN CHASE & CO		0	18,528	33,852
12	BNY MELLON EMERGING MKTS FD CL M		0	38,698	35,857
13	CATERPILLAR INC		0	5,705	9,566
14	ELI LILLY & CO COM		0	10,964	15,406
15	MERCK & CO INC		0	6,402	10,848
16	METLIFE INC		0	12,268	21,764
17	MONDELEZ INTERNATIONAL INC		0	3,749	8,856
18	ORACLE CORPORATION		0	11,900	20,055
19	PEPSICO INC		0	18,488	51,890
20	PFIZER INC COM		0	8,264	9,519
21	PROCTER & GAMBLE CO COM		0	23,496	43,800
22	US BANCORP DEL		0	13,384	21,060
23	UNITED TECHNOLOGIES CORP		0	21,858	32,901
24	VERSUM MATERIALS INC		0	1,602	4,192
25	WELLS FARGO & CO NEW		0	21,376	45,064
26	YUM BRANDS INC		0	4,845	13,106
27	YUM CHINA HOLDINGS INC		0	1,919	5,496
28	ADIENT PLC		0	2,003	2,730
29	ALLERGAN PLC		0	43,203	65,667
30	ACCENTURE PLC IRELAND SHS CL A		0	14,595	56,935
31	INVESCO LTD		0	14,928	23,136
32	JOHNSON CTLS INTL PLC		0	21,072	19,263
33	MEDTRONIC PLC		0	21,271	21,742
34	AIR PRODUCTS AND CHEMICALS INC CO		0	17,987	41,928
35	ALPHABET INC		0	13,168	39,840
36	ALPHABET INC/CA		0	13,170	41,010
37	AMERICAN EXPRESS COMPANY		0	16,024	21,004
38	APPLE COMPUTER INC COM		0	18,225	76,450
39	BB&T CORP COM		0	10,465	23,095
40	BNY MELLON MID CAP STK FD CL M		0	71,742	108,772
41	BNY MELLON INTL APPR FD CL M		0	123,334	124,329
42	BNY MELLON SMALL CAP STK FD CL M S		0	80,891	128,737
43	BNY MELLON BOND FD CL M		0	263,600	252,472
44	HONEYWELL INTL INC		0	6,008	15,480

Part IV (990-PF) - Capital Gains and Losses for Tax on Investment Income

Schedule M-1 Capital Gains and Losses for Tax on Investment Income																			
Amount																			
Long Term CG Distributions	2,134																		
Short Term CG Distributions	0																		
				106,645		0		0		101,399		5,246		0		0		5,246	
Description of Property Sold	CUSIP #	Acquisition Method	Date Acquired	Date Sold	Gross Sales Price	Depreciation Allowed	Adjustments	Cost or Other Basis Plus Expense of Sale	Gain or Loss	FMV as of 12/31/99	Adjusted Basis as of 12/31/99	Excess of FMV Over Adjusted Basis	Gain or Loss	Excess of FMV Over Adjusted Basis	Gain or Loss	Excess of FMV Over Adjusted Basis	Gain or Loss	Excess of FMV Over Adjusted Basis	
1 MALLINCKRODT PLC	GS785G107		7/30/2012	7/18/2016	2,309		0	1,498	811	0	0	0	811						
2 ADVANSIX INC	00773T101		2/28/2010	1/5/2017	135		0	32	103	0	0	0	103						
3 DREYFUS HIGH YIELD-I	261980759		2/28/2013	1/5/2017	23,289		0	25,000	-1,711	0	0	0	-1,711						
4 DREYFUS HIGH YIELD-I	261980759		12/8/2014	1/5/2017	27		0	28	-1	0	0	0	-1						
5 INTEL CORP	458140100		11/2/2000	6/28/2016	12,448		0	18,875	-6,428	0	0	0	-6,428						
6 INTEL CORP	458140100		11/27/2000	9/28/2016	9,334		0	13,596	-4,262	0	0	0	-4,262						
7 JOHNSON CONTROLS CORP	JOH358107		4/4/2007	9/2/2016	24,169		0	16,889	7,280	0	0	0	7,280						
8 QUESTAR CORP	748356102		2/28/2010	8/15/2016	3,750		0	2,059	1,692	0	0	0	1,692						
9 SEMPRA ENERGY	161851109		2/28/2013	4/1/2016	31,183		0	23,880	7,775	0	0	0	7,775						
10 ADIENT PLC	G0084W101		10/31/2016	11/30/2016	43		0	37	6	0	0	0	6						
11 JOHNSON CTLS INTL PLC	GS1502105		9/2/2016	9/15/2016	33		0	36	-3	0	0	0	-3						

5/26/2017 3:38.41 PM - XXXXXXX4980 - 1709 - 86 - JILL JAYNE FRANKLIN CHAR TR # 622

Part VIII, Line 1 (990-PF) - Compensation of Officers, Directors, Trustees and Foundation Managers

19,226											0	0
	Name	Check "X" if Business	Street	City	State	Zip Code	Foreign Country	Title	Avg Hrs Per Week	Compensation	Benefits	Expense Account
1	BNY Mellon N/A	X	P O Box 185	Pittsburgh	PA	15230-0185		TRUSTEE SEE	ATTACHED	24 518	NONE	NONE
2	BNY Mellon N/A	X	P O Box 185	Pittsburgh	PA	15230-0185		FEE	REIMBURS	-5 292	N/A	N/A

Part VI, Line 6a (990-PF) - Estimated Tax Payments

	Date		Amount
1 Credit from prior year return		1	84
2 First quarter estimated tax payment	6/9/2016	2	183
3 Second quarter estimated tax payment	7/11/2016	3	183
4 Third quarter estimated tax payment	10/11/2016	4	183
5 Fourth quarter estimated tax payment	1/10/2017	5	183
6 Other payments		6	
7 Total		7	816