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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

**2017**

Open to Public Inspection

Department of the Treasury  
Internal Revenue Service

- ▶ Do not enter social security numbers on this form as it may be made public.  
▶ Go to [www.irs.gov/Form990PF](http://www.irs.gov/Form990PF) for instructions and the latest information.

For calendar year 2017 or tax year beginning 2/1/2017, and ending 1/31/2018

Name of foundation <b>JILL JAYNE FRANKLIN CHAR. TR # 622</b>			A Employer identification number <b>13-7206444</b>	
Number and street (or P O box number if mail is not delivered to street address) <b>BNY Mellon, N A - P O Box 185</b>		Room/suite	B Telephone number (see instructions) <b>(914) 289-3016</b>	
City or town, state or province, country, and ZIP or foreign postal code <b>Pittsburgh PA 15230-0185</b>		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				
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) ▶ \$ <b>2,029,367</b>		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)		
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"/>				

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	39,723	39,682		
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	122,643			
	b Gross sales price for all assets on line 6a 321,275				
	7 Capital gain net income (from Part IV, line 2)		122,643		
	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	162,366	162,325	0		
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	20,988	16,790		4,198
	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)	448	448		
	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	21,686	17,238	0	4,448
	25 Contributions, gifts, grants paid	88,928			88,928
26 Total expenses and disbursements. Add lines 24 and 25	110,614	17,238	0	93,376	
27 Subtract line 26 from line 12					
a Excess of revenue over expenses and disbursements	51,752				
b Net investment income (if negative, enter -0-)		145,087			
c Adjusted net income (if negative, enter -0-)			0		

For Paperwork Reduction Act Notice, see Instructions.

Form 990-PF (2017)

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Form 990-PF (2017) 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	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1 Cash—non-interest-bearing	23	-69	-69
	2 Savings and temporary cash investments	28,837	7,212	7,212
	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 ▶			
Liabilities	Less: accumulated depreciation (attach schedule) ▶			
	12 Investments—mortgage loans			
	13 Investments—other (attach schedule)	1,128,788	1,102,625	2,022,224
	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)	1,157,648	1,109,768	2,029,367
	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 ▶ <input type="checkbox"/>			
	24 Unrestricted			
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here ▶ <input checked="" type="checkbox"/>			
	27 Capital stock, trust principal, or current funds	1,157,648	1,109,768	
	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)	1,157,648	1,109,768	
	31 Total liabilities and net assets/fund balances (see instructions)	1,157,648	1,109,768	

## 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	1,157,648
2 Enter amount from Part I, line 27a	2	51,752
3 Other increases not included in line 2 (itemize) ▶ FEDERAL TAX REFUND	3	200
4 Add lines 1, 2, and 3	4	1,209,600
5 Decreases not included in line 2 (itemize) ▶ See Attached Statement	5	99,832
6 Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	1,109,768

Form 990-PF (2017)

Form 990-PF (2017)

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 (for example, 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 )
<b>1a</b> See Attached Statement				
<b>b</b>				
<b>c</b>				
<b>d</b>				
<b>e</b>				
(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))	
<b>a</b>				
<b>b</b>				
<b>c</b>				
<b>d</b>				
<b>e</b>				
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))	
<b>a</b>				
<b>b</b>				
<b>c</b>				
<b>d</b>				
<b>e</b>				
<b>2</b> 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 }			<b>2</b>	122,643
<b>3</b> 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 }			<b>3</b>	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 doesn't qualify under section 4940(e) Do not complete this part

<b>1</b> 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))
2016	92,715	1,731,733	0.053539
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
<b>2</b> Total of line 1, column (d)			<b>2</b> 0.259337
<b>3</b> Average distribution ratio for the 5-year base period—divide the total on line 2 by 5.0, or by the number of years the foundation has been in existence if less than 5 years			<b>3</b> 0.051867
<b>4</b> Enter the net value of noncharitable-use assets for 2017 from Part X, line 5			<b>4</b> 1,879,385
<b>5</b> Multiply line 4 by line 3			<b>5</b> 97,478
<b>6</b> Enter 1% of net investment income (1% of Part I, line 27b)			<b>6</b> 1,451
<b>7</b> Add lines 5 and 6			<b>7</b> 98,929
<b>8</b> 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			<b>8</b> 93,376

Form 990-PF (2017)

JILL JAYNE FRANKLIN CHAR TR # 622

13-7206444

Page 4

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

<b>1a</b>	Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1 Date of ruling or determination letter _____ (attach copy of letter if necessary—see instructions)		
<b>b</b>	Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input type="checkbox"/> and enter 1% of Part I, line 27b	<b>1</b>	2,902
<b>c</b>	All other domestic foundations enter 2% of line 27b. Exempt foreign organizations, enter 4% of Part I, line 12, col (b)		
<b>2</b>	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only, others, enter -0-)	<b>2</b>	0
<b>3</b>	Add lines 1 and 2	<b>3</b>	2,902
<b>4</b>	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only, others, enter -0-)	<b>4</b>	
<b>5</b>	<b>Tax based on investment income.</b> Subtract line 4 from line 3. If zero or less, enter -0-	<b>5</b>	2,902
<b>6</b>	<b>Credits/Payments:</b>		
<b>a</b>	2017 estimated tax payments and 2016 overpayment credited to 2017	<b>6a</b>	308
<b>b</b>	Exempt foreign organizations—tax withheld at source	<b>6b</b>	
<b>c</b>	Tax paid with application for extension of time to file (Form 8868)	<b>6c</b>	
<b>d</b>	Backup withholding erroneously withheld	<b>6d</b>	
<b>7</b>	<b>Total credits and payments.</b> Add lines 6a through 6d	<b>7</b>	308
<b>8</b>	Enter any <b>penalty</b> for underpayment of estimated tax. Check here <input type="checkbox"/> if Form 2220 is attached	<b>8</b>	
<b>9</b>	<b>Tax due.</b> If the total of lines 5 and 8 is more than line 7, enter <b>amount owed</b>	<b>9</b>	2,594
<b>10</b>	<b>Overpayment.</b> If line 7 is more than the total of lines 5 and 8, enter the <b>amount overpaid</b>	<b>10</b>	0
<b>11</b>	Enter the amount of line 10 to be <b>Credited to 2018 estimated tax</b> <input type="checkbox"/> <b>Refunded</b> <input type="checkbox"/>	<b>11</b>	0

**Part VII-A Statements Regarding Activities**

	Yes	No
<b>1a</b> 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>b</b> Did it spend more than \$100 during the year (either directly or indirectly) for political purposes? See the instructions for the definition. If the answer is "Yes" to <b>1a</b> or <b>1b</b> , attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities		X
<b>c</b> Did the foundation file <b>Form 1120-POL</b> for this year?		X
<b>d</b> Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year (1) On the foundation ▶ \$ _____ (2) On foundation managers ▶ \$ _____		
<b>e</b> Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ▶ \$ _____		
<b>2</b> 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
<b>3</b> 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
<b>4a</b> Did the foundation have unrelated business gross income of \$1,000 or more during the year?		X
<b>b</b> If "Yes," has it filed a tax return on <b>Form 990-T</b> for this year?		N/A
<b>5</b> Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by <i>General Instruction T</i>		X
<b>6</b> 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	
<b>7</b> 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	
<b>8a</b> Enter the states to which the foundation reports or with which it is registered. See instructions NY		
<b>b</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> ? If "No," attach explanation	X	
<b>9</b> 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 2017 or the tax year beginning in 2017? See the instructions for Part XIV. If "Yes," complete Part XIV		X
<b>10</b> Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses		X

Form 990-PF (2017)

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

	Yes	No
<b>11</b> 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
<b>12</b> 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
<b>13</b> Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ▶ N/A	X	
<b>14</b> 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		
<b>15</b> 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		
<b>16</b> At any time during calendar year 2017, 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
<b>1a</b> During the year, did the foundation (either directly or indirectly) (1) Engage in the sale or exchange, or leasing of property with a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No (2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No (3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No (4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No (5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No (6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days) <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
<b>b</b> If any answer is "Yes" to 1a(1)–(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance? See instructions Organizations relying on a current notice regarding disaster assistance, check here ▶ <input type="checkbox"/>	1b	X
<b>c</b> 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 2017?	1c	X
<b>2</b> 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))		
<b>a</b> At the end of tax year 2017, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2017? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No If "Yes," list the years ▶ 20____, 20____, 20____, 20____		
<b>b</b> Are there any years listed in 2a for which the foundation is <b>not</b> 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
<b>c</b> If the provisions of section 4942(a)(2) are being applied to <b>any</b> of the years listed in 2a, list the years here ▶ 20____, 20____, 20____, 20____		
<b>3a</b> 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>b</b> If "Yes," did it have excess business holdings in 2017 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 2017)	3b	N/A
<b>4a</b> Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a	X
<b>b</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 2017?	4b	X

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

- 5a** During the year, did the foundation pay or incur any amount to
- (1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? ☐ Yes ☒ No
- (2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive? ☐ Yes ☒ No
- (3) Provide a grant to an individual for travel, study, or other similar purposes? ☐ Yes ☒ No
- (4) Provide a grant to an organization other than a charitable, etc., organization described in section 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 **5b** N/A
- Organizations relying on a current notice regarding disaster assistance, check here ☐
- c** If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? **N/A** ☐ Yes ☐ No
- If "Yes," attach the statement required by Regulations section 53.4945–5(d)
- 6a** Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract? ☐ Yes ☒ No
- b** Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? **6b** 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? **7b** N/A

**Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors****1 List all officers, directors, trustees, and 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	26,513	NONE	NONE
BNY Mellon, N.A. P O Box 185 Pittsburgh, PA 15230-0185	FEE REIMBURSEMENT	-5,525	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 (2017)

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

Enter the amount of program-related investments made by the partnership during the tax year on lines 1 and 2.		Amount
1	NONE	
2		
All other program-related investments. See instructions.		
3	NONE	
Total. Add lines 1 through 3		NONE

Form 990-PF (2017)

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

<b>1</b>	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes		
<b>a</b>	Average monthly fair market value of securities	<b>1a</b>	1,880,530
<b>b</b>	Average of monthly cash balances	<b>1b</b>	27,475
<b>c</b>	Fair market value of all other assets (see instructions)	<b>1c</b>	
<b>d</b>	<b>Total</b> (add lines 1a, b, and c)	<b>1d</b>	1,908,005
<b>e</b>	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	<b>1e</b>	
<b>2</b>	Acquisition indebtedness applicable to line 1 assets	<b>2</b>	
<b>3</b>	Subtract line 2 from line 1d	<b>3</b>	1,908,005
<b>4</b>	Cash deemed held for charitable activities. Enter 1½ % of line 3 (for greater amount, see instructions)	<b>4</b>	28,620
<b>5</b>	<b>Net value of noncharitable-use assets.</b> Subtract line 4 from line 3. Enter here and on Part V, line 4	<b>5</b>	1,879,385
<b>6</b>	<b>Minimum investment return.</b> Enter 5% of line 5	<b>6</b>	93,969

**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>	93,969
<b>2a</b>	Tax on investment income for 2017 from Part VI, line 5	<b>2a</b>	2,902
<b>b</b>	Income tax for 2017 (This does not include the tax from Part VI)	<b>2b</b>	
<b>c</b>	Add lines 2a and 2b	<b>2c</b>	2,902
<b>3</b>	Distributable amount before adjustments. Subtract line 2c from line 1	<b>3</b>	91,067
<b>4</b>	Recoveries of amounts treated as qualifying distributions	<b>4</b>	
<b>5</b>	Add lines 3 and 4	<b>5</b>	91,067
<b>6</b>	Deduction from distributable amount (see instructions)	<b>6</b>	
<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>	91,067

**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>	93,376
<b>b</b>	Program-related investments—total from Part IX-B	<b>1b</b>	NONE
<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>	93,376
<b>5</b>	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b. See instructions	<b>5</b>	
<b>6</b>	<b>Adjusted qualifying distributions.</b> Subtract line 5 from line 4	<b>6</b>	93,376

**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 2016	(c) 2016	(d) 2017
<b>1</b> Distributable amount for 2017 from Part XI, line 7				91,067
<b>2</b> Undistributed income, if any, as of the end of 2017:				
<b>a</b> Enter amount for 2016 only			0	
<b>b</b> Total for prior years 20____, 20____, 20____				
<b>3</b> Excess distributions carryover, if any, to 2017:				
<b>a</b> From 2012	3,932			
<b>b</b> From 2013	2,511			
<b>c</b> From 2014	2,938			
<b>d</b> From 2015	4,169			
<b>e</b> From 2016	6,744			
<b>f</b> Total of lines 3a through e	20,294			
<b>4</b> Qualifying distributions for 2017 from Part XII, line 4: \$ 93,376				
<b>a</b> Applied to 2016, but not more than line 2a				
<b>b</b> Applied to undistributed income of prior years (Election required—see instructions)				
<b>c</b> Treated as distributions out of corpus (Election required—see instructions)				
<b>d</b> Applied to 2017 distributable amount				91,067
<b>e</b> Remaining amount distributed out of corpus	2,309			
<b>5</b> Excess distributions carryover applied to 2017 (If an amount appears in column (d), the same amount must be shown in column (a).)				
<b>6</b> Enter the net total of each column as indicated below:				
<b>a</b> Corpus Add lines 3f, 4c, and 4e Subtract line 5	22,603			
<b>b</b> Prior years' undistributed income Subtract line 4b from line 2b		0		
<b>c</b> Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed				
<b>d</b> Subtract line 6c from line 6b Taxable amount—see instructions				
<b>e</b> Undistributed income for 2016 Subtract line 4a from line 2a Taxable amount—see instructions			0	
<b>f</b> Undistributed income for 2017 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2018				0
<b>7</b> 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)				
<b>8</b> Excess distributions carryover from 2012 not applied on line 5 or line 7 (see instructions)	3,932			
<b>9</b> Excess distributions carryover to 2018. Subtract lines 7 and 8 from line 6a	18,671			
<b>10</b> Analysis of line 9:				
<b>a</b> Excess from 2013	2,511			
<b>b</b> Excess from 2014	2,938			
<b>c</b> Excess from 2015	4,169			
<b>d</b> Excess from 2016	6,744			
<b>e</b> Excess from 2017	2,309			

**N/A**

- ☐ 4942(j)(3) or ☐ 4942(j)(5)

- (4) Gross investment income**

[illegible]

NOT APPLICABLE

Form 990-PF (2017)

JILL JAYNE FRANKLIN CHAR. TR # 622

13-7206444

Page 11

**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 See Attached Statement				
<b>Total</b>			▶ <b>3a</b>	88,928
<b>b</b> Approved for future payment NONE				
<b>Total</b>			▶ <b>3b</b>	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	39,723	
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	122,643	
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		162,366	0
13	Total. Add line 12, columns (b), (d), and (e)				13	162,366

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

[illegible]

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

- |   |                                                                                                                                                                                                                                                                                                                                                                                             |    |
|---|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|----|
| 1 | Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?                                                                                                                                                     |    |
| a | Transfers from the reporting foundation to a noncharitable exempt organization of                                                                                                                                                                                                                                                                                                           |    |
|   | (1) Cash                                                                                                                                                                                                                                                                                                                                                                                    | 1a |
|   | (2) Other assets                                                                                                                                                                                                                                                                                                                                                                            | 1a |
| b | Other transactions                                                                                                                                                                                                                                                                                                                                                                          |    |
|   | (1) Sales of assets to a noncharitable exempt organization                                                                                                                                                                                                                                                                                                                                  | 1b |
|   | (2) Purchases of assets from a noncharitable exempt organization                                                                                                                                                                                                                                                                                                                            | 1b |
|   | (3) Rental of facilities, equipment, or other assets                                                                                                                                                                                                                                                                                                                                        | 1b |
|   | (4) Reimbursement arrangements                                                                                                                                                                                                                                                                                                                                                              | 1b |
|   | (5) Loans or loan guarantees                                                                                                                                                                                                                                                                                                                                                                | 1b |
|   | (6) Performance of services or membership or fundraising solicitations                                                                                                                                                                                                                                                                                                                      | 1b |
| c | Sharing of facilities, equipment, mailing lists, other assets, or paid employees                                                                                                                                                                                                                                                                                                            |    |
| d | If the answer to any of the above is "Yes," complete the following schedule. Column (b) should always show the fair market value of the goods, other assets, or services given by the reporting foundation. If the foundation received less than fair market value in any transaction or sharing arrangement, show in column (d) the value of the goods, other assets, or services received |    |


[illegible]

- 2a** Is the foundation directly or indirectly affiliated with, or related to, one or more tax-exempt organizations described in section 501(c) (other than section 501(c)(3)) or in section 527? ☐ Yes ☒ No
- b** If "Yes," complete the following schedule

(a) Name of organization	(b) Type of organization	(c) Description of relationship

**Sign  
Here**

Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true correct, and complete. Declaration of preparer (other than taxpayer) is based on all information of which preparer has any knowledge.

  
Signature of officer or trustee


5/24/2018  
Date

**VICE PRESIDENT**  
Title

May the IRS discuss this return with the preparer shown below?  
See instructions ☒ Yes ☐ No

**Paid  
Preparer  
Use Only**

Print/Type preparer's name  
Shawn P Hanlon

Preparer's signature 

Date	5/24/2018
------	-----------

Check ☒ if self-employed

PTIN	
P00965923	

Firm's name	▶ PRICEWATERHOUSECOOPERS LLP
Firm's address	▶ 600 GRANT STREET, PITTSBURGH, PA 15219

Firm's EIN ▶	13-4008324
Phone no	(412) 355-6000

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

**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.

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

Long Term CG Distributions Short Term CG Distributions	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	Totals			Net Gain or Loss
												Capital Gains/Losses	Gross Sales	Cost or Other Basis, Expenses, Depreciation and Adjustments	
												Other Sales	321,275	198,632	122,643
													0	0	0
1	COMCAST CORP CL A	20030N101	X			12/24/2001	1/30/2018	1/30/2018	14,717	4,111					10,606
2	EXXON MOBIL CORP	30231G102	X			2/24/1999	1/30/2018	1/30/2018	17,432	6,835					10,597
3	EXXON MOBIL CORP	30231G102	X			5/6/1999	1/30/2018	1/30/2018	7,862	3,720					4,142
4	EXXON MOBIL CORP	30231G102	X			6/19/2002	1/30/2018	1/30/2018	854	69					785
5	GENERAL ELECTRIC CO	369604103	X			2/24/1999	1/30/2018	1/30/2018	5,972	12,809					-6,837
6	GENERAL ELECTRIC CO	369604103	X			5/6/1999	1/30/2018	1/30/2018	796	1,781					-985
7	HOME DEPOT INC	437076102	X			8/24/2005	1/30/2018	1/30/2018	40,464	8,014					32,450
8	INTERNATIONAL BUSINESS	459200101	X			2/28/2013	1/30/2018	1/30/2018	16,415	20,111					-3,696
9	WELLS FARGO & COMPANY	949746101	X			2/28/2013	1/30/2018	1/30/2018	13,077	7,036					6,041
10	MEDTRONIC PLC	G560L103	X			1/27/2015	1/30/2018	1/30/2018	24,696	21,116					3,580
11	APPLE INC	037833100	X			2/26/2010	12/20/2017	12/20/2017	8,718	1,446					7,272
12	BNY MELLON EMERGING MK	05569M855	X			9/2/2011	4/4/2017	4/4/2017	20,000	21,954					-1,954
13	BRIGHTHOUSE FINANCIAL IN	10922N103	X			7/30/2012	8/18/2017	8/18/2017	20	13					7
14	BRIGHTHOUSE FINANCIAL IN	10922N103	X			7/30/2012	10/3/2017	10/3/2017	2,169	1,330					839
15	DREYFUS EMG MKT DEBT LC	261980460	X			2/28/2013	10/3/2017	10/3/2017	20,782	25,000					-4,218
16	DREYFUS EMG MKT DEBT LC	261980460	X			12/30/2013	10/3/2017	10/3/2017	109	109					-9
17	AIR PRODS & CHEMS INC	009158106	X			9/14/2006	1/30/2018	1/30/2018	49,937	17,987					31,950
18	APPLE INC	037833100	X			2/26/2010	1/30/2018	1/30/2018	13,283	2,314					10,969
19	GENERAL ELECTRIC CO	369604103	X			5/6/1999	12/20/2017	12/20/2017	6,961	14,247					-7,286
20	HOME DEPOT INC	437076102	X			8/24/2005	12/20/2017	12/20/2017	9,365	2,004					7,361
21	VERSUM MATERIALS INC	92532W103	X			9/14/2006	6/3/2017	6/3/2017	5,529	1,602					3,927
22	YUM CHINA HOLDINGS INC	98850P109	X			2/26/2010	10/3/2017	10/3/2017	8,104	1,919					6,185
23	ADIANT PLC	G0084W101	X			10/31/2016	4/4/2017	4/4/2017	2,982	2,003					979
24	JOHNSON CTLS INTL PLC	G51502105	X			9/2/2016	12/20/2017	12/20/2017	16,474	21,072					-4,598



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

		448	448	0	0
Description		Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
1	FOREIGN TAX WITHHELD	448	448		

**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

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

	Asset Description	Basis of Valuation	Book Value Beg of Year	Book Value End of Year	FMV End of Year
1			0	0	
2	ALLERGAN PLC		0	43,203	54,078
3	ACCENTURE PLC IRELAND SHS CL A		0	14,595	80,350
4	INVESCO LTD		0	14,928	28,904
5	MEDTRONIC PLC		0	21,116	24,565
6	AIR PRODUCTS AND CHEMICALS INC CO		0	17,987	50,511
7	ALPHABET INC		0	13,168	58,497
8	ALPHABET INC/CA		0	13,170	59,111
9	AMERICAN EXPRESS COMPANY		0	16,024	27,335
10	APPLE COMPUTER INC COM		0	16,779	97,109
11	BB&T CORP COM		0	10,465	27,595
12	BNY MELLON MID CAP STK FD CL M		0	77,064	131,306
13	BNY MELLON INTL APPR FD CL M		0	123,334	153,114
14	BNY MELLON SMALL CAP STK FD CL M S		0	92,630	153,701
15	BNY MELLON BOND FD CL M		0	263,600	251,671
16	BNY MELLON EMERGING MKTS FD CL M S		0	16,744	24,464
17	CATERPILLAR INC		0	5,705	16,278
18	COMCAST CORP NEW CL A		0	19,323	76,554
19	COSTCO WHSL CORP NEW		0	6,151	19,487
20	DISNEY (WALT) COMPANY HOLDING CO		0	6,291	21,734
21	EXXON MOBIL CORP		0	17,749	87,300
22	GENERAL ELECTRIC CO		0	14,590	6,872
23	HALLIBURTON COMPANY COM		0	10,050	16,110
24	HOME DEPOT INC USD 0 05		0	18,032	90,405
25	HONEYWELL INTL INC		0	6,008	23,950
26	INTERNATIONAL BUSINESS MACHINES C		0	20,111	16,370
27	J P MORGAN CHASE & CO		0	18,528	46,268
28	ELI LILLY & CO COM		0	10,964	16,290
29	MERCK & CO INC		0	6,402	10,369
30	METLIFE INC		0	10,925	19,228
31	MONDELEZ INTERNATIONAL INC		0	3,643	8,880
32	ORACLE CORPORATION		0	11,900	25,795
33	PEPSICO INC		0	18,488	60,150
34	Pfizer Inc COM		0	8,264	11,112
35	PROCTER & GAMBLE CO COM		0	23,496	43,170
36	US BANCORP DEL		0	13,384	22,856
37	UNITED STATES TREASURY BILL 3/29/18		0	24,919	24,949
38	UNITED STATES TREAS BILL 6/28/18		0	24,816	24,842
39	YUM BRANDS INC		0	4,845	16,918
40	UNITED TECHNOLOGIES CORP		0	21,858	41,403
41	WELLS FARGO & CO NEW		0	21,376	52,623

**Part III (990-PF) - Changes in Net Assets or Fund Balances**

---

**Line 3 - Other increases not included in Part III, Line 2**

1	FEDERAL TAX REFUND	1	200
2	Total	2	200

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**Line 5 - Decreases not included in Part III, Line 2**

1	BASIS CHANGE ON DIVS TREATED AS RETURN OF CAPITAL - MONDELEZ INT'L - 609207105	1	106
2	BASIS CHANGE ON DIVS TREATED AS RETURN OF CAPITAL - MEDTRONIC PLC - G5960L103	2	155
3	GAIN ON CY SALES NOT SETTLED AT YEAR END	3	99,571
4	Total	4	99,832

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

Long Term CG Distributions													14,556		0																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																														
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Part VIII, Line 1 (990-PF) - Compensation of Officers, Directors, Trustees and Foundation Managers

		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	26,513	NONE	NONE
	BNY Mellon, N.A.	X	P O Box 185	Pittsburgh	PA	15230-0185		FEE	REIMBURS	-5,525	N/A	N/A
20,988										0		

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

	Date	Amount
1 Credit from prior year return		308
2 First quarter estimated tax payment		
3 Second quarter estimated tax payment		
4 Third quarter estimated tax payment		
5 Fourth quarter estimated tax payment		
6 Other payments		0
7 Total		308