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Form 990

Return of Organization Exempt From Income Tax

OMB No 1545-0047

2011

Open to Public Inspection

Under section 501(c), 527, or 4947(a)(1) of the Internal Revenue Code (except black lung benefit trust or private foundation)

The organization may have to use a copy of this return to satisfy state reporting requirements

Department of the Treasury
Internal Revenue Service

A For the 2011 calendar year, or tax year beginning 01-01-2011 and ending 12-31-2011

B Check if applicable

☐ Address change

☐ Name change

☐ Initial return

☐ Terminated

☐ Amended return

☐ Application pending

C Name of organization

FRANKLIN INSTITUTE

Doing Business As

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

Room/suite

222 N 20TH STREET

City or town, state or country, and ZIP + 4

PHILADELPHIA, PA 19103

F Name and address of principal officer

DENNIS M WINT

222 N 20TH STREET

PHILADELPHIA, PA 19103

H(a) Is this a group return for affiliates?

☐ Yes ☒ No

H(b) Are all affiliates included?

☐ Yes ☐ No

If "No," attach a list (see instructions)

H(c) Group exemption number ▶

I Tax-exempt status

☒ 501(c)(3) ☐ 501(c) () ◀(insert no) ☐ 4947(a)(1) or ☐ 527

J Website: ▶ WWW FI EDU

K Form of organization

☒ Corporation ☐ Trust ☐ Association ☐ Other ▶

L Year of formation 1824

M State of legal domicile PA

Part I

Summary

Activities & Governance	1	Briefly describe the organization's mission or most significant activities TO INSPIRE A PASSION FOR LEARNING ABOUT SCIENCE AND TECHNOLOGY		
	2	Check this box <input type="checkbox"/> if the organization discontinued its operations or disposed of more than 25% of its net assets		
	3	Number of voting members of the governing body (Part VI, line 1a)	3	50
	4	Number of independent voting members of the governing body (Part VI, line 1b)	4	49
	5	Total number of individuals employed in calendar year 2011 (Part V, line 2a)	5	402
	6	Total number of volunteers (estimate if necessary)	6	1,324
	7a	Total unrelated business revenue from Part VIII, column (C), line 12	7a	289,368
	b	Net unrelated business taxable income from Form 990-T, line 34	7b	-72,910
Revenue	8	Contributions and grants (Part VIII, line 1h)	Prior Year	Current Year
	9	Program service revenue (Part VIII, line 2g)	6,251,106	11,452,312
	10	Investment income (Part VIII, column (A), lines 3, 4, and 7d)	14,826,082	15,887,482
	11	Other revenue (Part VIII, column (A), lines 5, 6d, 8c, 9c, 10c, and 11e)	2,712,492	1,800,854
	12	Total revenue—add lines 8 through 11 (must equal Part VIII, column (A), line 12)	941,250	1,016,716
Expenses	13	Grants and similar amounts paid (Part IX, column (A), lines 1–3)	24,730,930	30,157,364
	14	Benefits paid to or for members (Part IX, column (A), line 4)	250,000	250,000
	15	Salaries, other compensation, employee benefits (Part IX, column (A), lines 5–10)	0	0
	16a	Professional fundraising fees (Part IX, column (A), line 11e)	12,194,588	12,293,908
	b	Total fundraising expenses (Part IX, column (D), line 25) ▶1,763,564	42,807	20,352
	17	Other expenses (Part IX, column (A), lines 11a–11d, 11f–24e)		
	18	Total expenses Add lines 13–17 (must equal Part IX, column (A), line 25)	15,587,454	16,047,093
Net Assets or Fund Balances	19	Revenue less expenses Subtract line 18 from line 12	28,074,849	28,611,353
	20	Total assets (Part X, line 16)	-3,343,919	1,546,011
	21	Total liabilities (Part X, line 26)	Beginning of Current Year	End of Year
	22	Net assets or fund balances Subtract line 21 from line 20	139,331,228	134,182,928
			24,539,545	23,587,498
			114,791,683	110,595,430

Part II

Signature Block

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 officer) is based on all information of which preparer has any knowledge.

Sign Here

Signature of officer

2012-11-09

Date

LARRY DUBINSKI EXECUTIVE VP

Type or print name and title

Paid Preparer's Use Only

Preparer's signature

MARTIN MAUCH

Date

2012-11-09

Check if self-employed ☐

Preparer's taxpayer identification number (see instructions)

P00764633

Firm's name (or yours if self-employed), address, and ZIP + 4

TAIT WELLER & BAKER LLP

1818 MARKET STREET SUITE 2400

PHILADELPHIA, PA 19103

EIN ▶ 23-1144520

Phone no ▶ (215) 979-8800

May the IRS discuss this return with the preparer shown above? (see instructions)

☒ Yes ☐ No

For Paperwork Reduction Act Notice, see the separate instructions.

Cat No 11282Y

Form 990 (2011)

Part III

Statement of Program Service Accomplishments

Check if Schedule O contains a response to any question in this Part III

1

Briefly describe the organization’s mission

IN THE SPIRIT OF INQUIRY AND DISCOVERY EMBODIED BY BENJAMIN FRANKLIN, THE MISSION OF THE FRANKLIN INSTITUTE IS TO INSPIRE A PASSION FOR LEARNING ABOUT SCIENCE AND TECHNOLOGY

2

Did the organization undertake any significant program services during the year which were not listed on the prior Form 990 or 990-EZ?

If “Yes,” describe these new services on Schedule O

3

Did the organization cease conducting, or make significant changes in how it conducts, any program services?

If “Yes,” describe these changes on Schedule O

4

Describe the organization’s program service accomplishments for each of its three largest program services, as measured by expenses Section 501(c)(3) and 501(c)(4) organizations and section 4947(a)(1) trusts are required to report the amount of grants and allocations to others, the total expenses, and revenue, if any, for each program service reported

4a

(Code) (Expenses \$ 12,366,807 including grants of \$) (Revenue \$ 11,468,653)

MUSEUM ADMISSIONS & OPERATIONS AS THE MOST VISITED MUSEUM IN THE COMMONWEALTH AND A TOP-FIVE TOURIST DESTINATION IN THE CITY OF PHILADELPHIA, THE FRANKLIN INSTITUTE SERVES AS BOTH A PROMINENT EDUCATIONAL AND CULTURAL RESOURCE, AND AS AN ANCHOR OF THE LOCAL ECONOMY IN 2011, THE INSTITUTE WELCOMED 797,566 VISITORS TO THE MUSEUM, INCLUDING 173,979 CHILDREN WHO CAME AS PART OF SCHOOL GROUPS, REPRESENTING EVERY COUNTY IN PENNSYLVANIA AND SURROUNDING STATES INCLUDING NEW JERSEY, DELAWARE, AND NEW YORK THE FRANKLIN INSTITUTE’S LONGSTANDING REPUTATION HELPS TO ELEVATE THE COMMONWEALTH AND THE CITY OF PHILADELPHIA AS MODELS FOR CULTURAL AND INFORMAL EDUCATION EXCELLENCE THE SCIENCE CENTER IS THE PUBLIC MUSEUM SPACE THAT WELCOMES VISITORS OF ALL AGES TO EXPLORE SCIENCE IN INTERACTIVE EXHIBITS AND PUBLIC PROGRAMS THE INSTITUTE REMAINS FULLY COMMITTED TO PROVIDING AN EXCEPTIONAL EXPERIENCE FOR ITS MANY VISITORS AND INCREASING SERVICE TO ITS AUDIENCE EXTENDING THE INSTITUTION’S MISSION - TO INSPIRE A PASSION FOR LEARNING ABOUT SCIENCE AND TECHNOLOGY - TO CHILDREN AND FAMILIES THROUGHOUT GREATER PHILADELPHIA, REGARDLESS OF MEANS, REMAINS AS ALWAYS AT THE HEART OF ITS PRIORITIES IT DOES SO THROUGH OUTSTANDING EXHIBITS AND MANY EDUCATION AND OUTREACH PROGRAMS, ESPECIALLY THOSE FOR DISADVANTAGED YOUTH AND FAMILIES SUCH AS TARGET COMMUNITY NIGHT SPONSORED BY TARGET, AND THE ACCESS PROGRAM THAT WELCOMES STUDENTS FROM UNDER-RESOURCED SCHOOLS FREE OF CHARGE IN 2011, THE INSTITUTE HOSTED LEONARDO DA VINCI’S WORKSHOP, A TRAVELING EXHIBITION THAT SHOWCASED THE LIMITLESS IMAGINATION OF THE ARCHETYPAL RENAISSANCE GENIUS TO LIFE IN AN EXHIBIT CURATED BY THE WORLD-RENOWNED SCHOLARS, ENGINEERS, AND DESIGNERS FROM THE LEONARDO3 STUDIO IN MILAN THROUGH THESE INSTALLATIONS, VISITORS HAD THE OPPORTUNITY TO INTERACT WITH INVENTIONS THAT HAD NEVER BEFORE BEEN POSSIBLE TO BUILD OR EXPLORE THE INSTITUTE ALSO HOSTED MUMMIES OF THE WORLD THE EXHIBITION, THE LARGEST TRAVELING EXHIBITION OF MUMMIES EVER ASSEMBLED, AND CSI THE EXPERIENCE BASED ON THE EXTREMELY POPULAR TELEVISION SHOW, THIS EXHIBITION PLACED VISITORS DIRECTLY IN THE ROLE OF A POLICE INVESTIGATOR THE THREE INSTITUTE THEATRES, INCLUDING THE FELS PLANETARIUM, THE FRANKLIN 3D THEATRE, AND THE TUTTLEMAN IMAX, OPENED NEW WORLDS TO HUNDREDS OF THOUSANDS OF VISITORS THE FREQUENTLY UPDATED SCHEDULE OF IMAX DOCUMENTARY PROGRAMMING INCLUDED LEGENDS OF FLIGHT, TORNADO ALLEY, AND MUMMIES SECRETS OF THE PHARAOKHS, WHICH COMPLEMENTED THE EXHIBITION MUMMIES OF THE WORLD ADDITIONALLY, THE INSTITUTE’S FRANKLIN THEATER PROVIDED MUSEUM GUESTS WITH ENGAGING AND EDUCATIONAL 3D FILMS THROUGHOUT THE DAY, INCLUDING WILD OCEAN AND DINOSAURS ALIVE AMONGST ITS 2011 OFFERINGS, AND THE INSTITUTE’S HISTORIC FELS PLANETARIUM CONTINUED TO OFFER OUT-OF-THIS-WORLD SHOWS THAT EXCITE VISITORS OF ALL AGES WITH AN EXPLORATION OF OUR NIGHT SKIES

4b

(Code) (Expenses \$ 4,156,800 including grants of \$ 250,000) (Revenue \$ 2,526,011)

MUSEUM PROJECTS THE CENTER FOR INNOVATION IN SCIENCE LEARNING AT TFI DEVELOPS MODEL PROGRAMS IN SCIENCE LEARNING FOR THE K-12 EDUCATION COMMUNITY THAT ARE DELIVERED BOTH INSIDE AND OUTSIDE THE MUSEUM WALLS, AND SERVES AS THE PRIMARY LIAISON WITH THE SCIENCE LEADERSHIP ACADEMY THE SCIENCE LEADERSHIP ACADEMY IS A MAGNET PUBLIC HIGH SCHOOL CREATED IN PARTNERSHIP WITH THE FRANKLIN INSTITUTE AND THE SCHOOL DISTRICT OF PHILADELPHIA THE INSTITUTE’S COMMITMENT TO SLA IS REFLECTED IN A VARIETY OF SUPPORT PROVIDED, INCLUDING A SCHOLARSHIP FUND ESTABLISHED BY INSTITUION TRUSTEES, FAMILY MEMBERSHIPS PROVIDED TO ALL SLA STUDENTS AND TEACHERS, THE WEDNESDAYS@THE FRANKLIN PROGRAM, SLA PARTICIPATES IN THE PACTS PROGRAM, 12-15 INTERNSHIPS AT THE INSTITUTE AS PART OF SLA’S INDIVIDUALIZED LEARNING PROGRAM, AND SLA’S ROLE IN THE FRANKLIN INSTITUTE AWARDS, CAREERS IN SCIENCE, MEET THE SCIENTISTS AND THE MANY SYMPOSIA OFFERED AT THE INSTITUTE COMPLETING ITS 19TH YEAR IN 2011, THE PACTS PROGRAM IS ONE OF THE REGION’S OLDEST AND MOST COMPREHENSIVE SCIENCE IMMERSION PROGRAMS FOR DIVERSE URBAN HIGH SCHOOL STUDENTS FROM CAREERS IN SCIENCE PROGRAMS, SERVING SEVERAL HUNDRED STUDENTS FROM MORE THAN 15 PHILADELPHIA PUBLIC SCHOOLS WITH ACCESS TO STEM PROFESSIONALS AS WELL AS COLLEGE EDUCATIONAL PROGRAMS AND SERVICES, APPLICATION AND FINANCIAL AID COUNSELING, TO ANNUAL ROBOTICS PROGRAMS ATTRACTING MORE THAN 1,000 PARTICIPANTS, PACTS DELIVERS UNIQUE STEM PROGRAMMING TO A DIVERSE AUDIENCE 2011 WAS THE SECOND YEAR FOR THE INSTITUTE’S STEM SCHOLARS PROGRAM, A CONCENTRATED GROUP OF 15 STUDENTS EACH YEAR WHO SHOW HIGH INTEREST IN AND AN APTITUDE FOR STEM FIELDS THESE STUDENTS WILL RECEIVE STEM EDUCATION AND MENTORING THROUGHOUT THEIR HIGH SCHOOL YEARS, GROWING THE PROGRAM TO 60 STUDENTS TOTAL BY YEAR FOUR FOR NEARLY TWO CENTURIES THE FRANKLIN INSTITUTE AWARDS PROGRAM HAS RECOGNIZED OUTSTANDING ACHIEVEMENTS IN SCIENCE AND TECHNOLOGY, CELEBRATED THE PURSUIT OF EXCELLENCE, AND PROVIDED DYNAMIC LINKAGES BETWEEN THE INSTITUTE AND THE ACADEMIC, SCIENTIFIC, AND BUSINESS COMMUNITIES ON APRIL 26, THE SOLD-OUT FRANKLIN INSTITUTE AWARDS CEREMONY AND DINNER WAS THE CULMINATION OF A FULL WEEK OF INSPIRING EVENTS AWARDS WEEK, WHICH BEGAN THE MONDAY BEFORE THE AWARDS CEREMONY AND DINNER, INCLUDED A SERIES OF PUBLIC SYMPOSIA AND LECTURES THAT PROVIDED OPPORTUNITIES FOR THE INTERNATIONALLY DISTINGUISHED LAUREATES TO SHARE THEIR DISCOVERIES, EXPERIENCES AND VIEWS WITH PUBLIC AUDIENCES OTHER AWARDS WEEK ACTIVITIES INCLUDED LAUREATES’ LABORATORY, A SESSION AT THE INSTITUTE IN WHICH THE LAUREATES PARTICIPATED IN INTERACTIVE DEMONSTRATIONS OF THEIR WORK GEARED TOWARD VISITING STUDENTS, AND THE MEET THE SCIENTISTS PROGRAM, MENTIONED ABOVE, WHICH WAS MODERATED BY STUDENTS FROM THE PACTS PROGRAMS ONE HIGHLIGHT OF THE 2011 AWARDS CEREMONY AND DINNER WAS THE CONFERRING OF THE BENJAMIN FRANKLIN MEDAL IN EARTH AND ENVIRONMENTAL SCIENCE TO DR ELLEN MOSLEY-THOMPSON AND HER HUSBAND, DR LONNIE G THOMPSON THEIR COLLECTIVE STUDIES FROM ICE CORES AROUND THE WORLD HAVE IMPROVED THE UNDERSTANDING OF EARTH’S CLIMATE HISTORY, INCLUDING THE ROLE OF THE TROPICS IN GLOBAL CLIMATE CHANGE THE THOMPSONS ARE THE FIRST HUSBAND-WIFE TEAM TO WIN A FRANKLIN AWARD SINCE PIERRE AND MARIE CURIE IN 1909 THE 2011 BOWER AWARD FOR ACHIEVEMENT IN SCIENCE AND ITS ACCOMPANYING \$250,000 PRIZE WAS CONFERRED TO DR LOUIS E BRUS FOR HIS SEMINAL DISCOVERIES AND SCIENTIFIC LEADERSHIP, WHICH HAVE MADE SEMICONDUCTOR NANOCRYSTALS, THEIR SYNTHESIS, CHARACTERIZATION, AND THEORY A CORNERSTONE OF MODERN CHEMISTRY THE 2012 BOWER BUSINESS AWARD CONFERRED TO JOHN CHAMBERS, CHAIRMAN AND CEO OF CISCO SYSTEMS FIVE OTHER SCIENTISTS, EACH OF WHOM REPRESENTS THE PINNACLE OF REVOLUTIONARY ACHIEVMENT IN THEIR RESPECTIVE FIELDS, RECEIVED AWARDS, INCLUDING DR VLADIMIR VAPNIK (COMPUTER SCIENCE), DR JERRY NELSON (ELECTRICAL ENGINEERING), DR SEAN CARROLL (LIFE SCIENCES), DR ZVI HASHIN (MECHANICAL ENGINEERING), AND DR RASHID SUNYAEV (PHYSICS) THE JOURNAL OF THE FRANKLIN INSTITUTE, THE SECOND OLDEST SCHOLARLY JOURNAL IN CONTINUOUS PUBLICATION IN THE UNITED STATES, HAS INCREASED THE VOLUME OF ARTICLES PER ISSUE, AS WELL AS THE READERSHIP ALL 185 YEARS OF JOURNALS ARE AVAILABLE ONLINE THROUGH LIBRARIES AND RESEARCH INSTITUTIONS

4c

(Code) (Expenses \$ 1,218,934 including grants of \$) (Revenue \$ 1,574,525)

EDUCATIONAL PROGRAMS AND SERVICES A KEY PART OF THE VISITOR EXPERIENCE AT THE FRANKLIN INSTITUTE IS SCIENCE PROGRAMMING DURING THE YEAR, THE INSTITUTE OFFERED FIVE DIFFERENT EXPERIENTIAL PACKAGES FOR GRADES 3-12 THE PACKAGES COMBINED AN EXHIBIT WITH RELATED THEATER AND WORKSHOP PROGRAMS, AND WERE DESIGNED TO SUPPORT NATIONAL SCIENCE EDUCATIONAL STANDARDS THE INSTITUTE’S WEBSITE CONTINUES TO SERVE AS A POPULAR SOURCE FOR COMPLIMENTARY INFORMATION FOR EDUCATORS AND THE GENERAL PUBLIC ALIKE, OVER 13 MILLION PEOPLE VISITED THE WEBSITE IN 2011 205,000 STUDENTS AND ADULTS FROM CONNECTICUT TO NORTHERN VIRGINIA WERE INSPIRED BY TRAVELING SCIENCE SHOWS PRESENTED IN 500 LOCATIONS EXTRACURRICULAR ACTIVITES FOR YOUNGSTERS FILLED WEEKENDS AND VACATIONS DISCOVERY CAMP, SPRING BREAK CAMP AND THE SCHOOL’S CLOSED CAMP WELCOMED OVER 1,562 YOUNGSTERS AND THE WEEKEND OVERNIGHT CAMP-IN PROGRAM DREW ANOTHER 5,000 YOUNG PEOPLE

(Code) (Expenses \$ 6,989,485 including grants of \$) (Revenue \$ 647,436)

ANCILLARY ACTIVITIES, DEPRECIATION AND INTEREST NOT INCLUDED ABOVE

4d

Other program services (Describe in Schedule O)

(Expenses \$ 6,989,485 including grants of \$) (Revenue \$ 647,436)






















4e

Total program service expenses \$ 24,732,026

Form 990 (2011)

Part IV

Checklist of Required Schedules

		Yes	No
1	Is the organization described in section 501(c)(3) or 4947(a)(1) (other than a private foundation)? <i>If "Yes," complete Schedule A.</i> 	1	Yes
2	Is the organization required to complete <i>Schedule B, Schedule of Contributors</i> (see instructions)? 	2	Yes
3	Did the organization engage in direct or indirect political campaign activities on behalf of or in opposition to candidates for public office? <i>If "Yes," complete Schedule C, Part I.</i> 	3	No
4	Section 501(c)(3) organizations. Did the organization engage in lobbying activities, or have a section 501(h) election in effect during the tax year? <i>If "Yes," complete Schedule C, Part II.</i> 	4	Yes
5	Is the organization a section 501(c)(4), 501(c)(5), or 501(c)(6) organization that receives membership dues, assessments, or similar amounts as defined in Revenue Procedure 98-19? <i>If "Yes," complete Schedule C, Part III.</i> 	5	No
6	Did the organization maintain any donor advised funds or any similar funds or accounts for which donors have the right to provide advice on the distribution or investment of amounts in such funds or accounts? <i>If "Yes," complete Schedule D, Part I.</i> 	6	No
7	Did the organization receive or hold a conservation easement, including easements to preserve open space, the environment, historic land areas or historic structures? <i>If "Yes," complete Schedule D, Part II.</i> 	7	No
8	Did the organization maintain collections of works of art, historical treasures, or other similar assets? <i>If "Yes," complete Schedule D, Part III.</i> 	8	Yes
9	Did the organization report an amount in Part X, line 21, serve as a custodian for amounts not listed in Part X, or provide credit counseling, debt management, credit repair, or debt negotiation services? <i>If "Yes," complete Schedule D, Part IV.</i> 	9	No
10	Did the organization, directly or through a related organization, hold assets in temporarily restricted endowments, permanent endowments, or quasi-endowments? <i>If "Yes," complete Schedule D, Part V.</i> 	10	Yes
11	If the organization's answer to any of the following questions is 'Yes,' then complete Schedule D, Parts VI, VII, VIII, IX, or X as applicable		
a	Did the organization report an amount for land, buildings, and equipment in Part X, line 10? <i>If "Yes," complete Schedule D, Part VI.</i> 	11a	Yes
b	Did the organization report an amount for investments—other securities in Part X, line 12 that is 5% or more of its total assets reported in Part X, line 16? <i>If "Yes," complete Schedule D, Part VII.</i> 	11b	Yes
c	Did the organization report an amount for investments—program related in Part X, line 13 that is 5% or more of its total assets reported in Part X, line 16? <i>If "Yes," complete Schedule D, Part VIII.</i> 	11c	No
d	Did the organization report an amount for other assets in Part X, line 15 that is 5% or more of its total assets reported in Part X, line 16? <i>If "Yes," complete Schedule D, Part IX.</i> 	11d	No
e	Did the organization report an amount for other liabilities in Part X, line 25? <i>If "Yes," complete Schedule D, Part X.</i> 	11e	No
f	Did the organization's separate or consolidated financial statements for the tax year include a footnote that addresses the organization's liability for uncertain tax positions under FIN 48 (ASC 740)? <i>If "Yes," complete Schedule D, Part X.</i> 	11f	Yes
12a	Did the organization obtain separate, independent audited financial statements for the tax year? <i>If "Yes," complete Schedule D, Parts XI, XII, and XIII.</i> 	12a	Yes
b	Was the organization included in consolidated, independent audited financial statements for the tax year? <i>If "Yes," and if the organization answered 'No' to line 12a, then completing Schedule D, Parts XI, XII, and XIII is optional.</i> 	12b	No
13	Is the organization a school described in section 170(b)(1)(A)(ii)? <i>If "Yes," complete Schedule E.</i>	13	No
14a	Did the organization maintain an office, employees, or agents outside of the United States?	14a	No
b	Did the organization have aggregate revenues or expenses of more than \$10,000 from grantmaking, fundraising, business, investment, and program service activities outside the United States, or aggregate foreign investments valued at \$100,000 or more? <i>If "Yes," complete Schedule F, Part I.</i>	14b	No
15	Did the organization report on Part IX, column (A), line 3, more than \$5,000 of grants or assistance to any organization or entity located outside the U S ? <i>If "Yes," complete Schedule F, Part II and IV.</i>	15	No
16	Did the organization report on Part IX, column (A), line 3, more than \$5,000 of aggregate grants or assistance to individuals located outside the U S ? <i>If "Yes," complete Schedule F, Part III and IV.</i>	16	No
17	Did the organization report a total of more than \$15,000, of expenses for professional fundraising services on Part IX, column (A), lines 6 and 11e? <i>If "Yes," complete Schedule G, Part I.</i> 	17	Yes
18	Did the organization report more than \$15,000 total of fundraising event gross income and contributions on Part VIII, lines 1c and 8a? <i>If "Yes," complete Schedule G, Part II.</i> 	18	Yes
19	Did the organization report more than \$15,000 of gross income from gaming activities on Part VIII, line 9a? <i>If "Yes," complete Schedule G, Part III.</i> 	19	No
20a	Did the organization operate one or more hospitals? <i>If "Yes," complete Schedule H.</i>	20a	No
b	If "Yes" to line 20a, did the organization attach its audited financial statement to this return? Note. All Form 990 filers that operated one or more hospitals must attach audited financial statements	20b	

Part IV

Checklist of Required Schedules (continued)

21	Did the organization report more than \$5,000 of grants and other assistance to governments and organizations in the United States on Part IX, column (A), line 1? <i>If "Yes," complete Schedule I, Parts I and II</i>	21		No
22	Did the organization report more than \$5,000 of grants and other assistance to individuals in the United States on Part IX, column (A), line 2? <i>If "Yes," complete Schedule I, Parts I and III</i>	22	Yes	
23	Did the organization answer "Yes" to Part VII, Section A, questions 3, 4, or 5, about compensation of the organization's current and former officers, directors, trustees, key employees, and highest compensated employees? <i>If "Yes," complete Schedule J</i>	23	Yes	
24a	Did the organization have a tax-exempt bond issue with an outstanding principal amount of more than \$100,000 as of the last day of the year, that was issued after December 31, 2002? <i>If "Yes," answer questions 24b-24d and complete Schedule K. If "No," go to line 25</i>	24a	Yes	
b	Did the organization invest any proceeds of tax-exempt bonds beyond a temporary period exception?	24b		No
c	Did the organization maintain an escrow account other than a refunding escrow at any time during the year to defease any tax-exempt bonds?	24c		No
d	Did the organization act as an "on behalf of" issuer for bonds outstanding at any time during the year?	24d		No
25a	Section 501(c)(3) and 501(c)(4) organizations. Did the organization engage in an excess benefit transaction with a disqualified person during the year? <i>If "Yes," complete Schedule L, Part I</i>	25a		No
b	Is the organization aware that it engaged in an excess benefit transaction with a disqualified person in a prior year, and that the transaction has not been reported on any of the organization's prior Forms 990 or 990-EZ? <i>If "Yes," complete Schedule L, Part I</i>	25b		No
26	Was a loan to or by a current or former officer, director, trustee, key employee, highly compensated employee, or disqualified person outstanding as of the end of the organization's tax year? <i>If "Yes," complete Schedule L, Part II</i>	26		No
27	Did the organization provide a grant or other assistance to an officer, director, trustee, key employee, substantial contributor, or a grant selection committee member, or to a person related to such an individual? <i>If "Yes," complete Schedule L, Part III</i>	27		No
28	Was the organization a party to a business transaction with one of the following parties? (see Schedule L, Part IV instructions for applicable filing thresholds, conditions, and exceptions)			
a	A current or former officer, director, trustee, or key employee? <i>If "Yes," complete Schedule L, Part IV</i>	28a		No
b	A family member of a current or former officer, director, trustee, or key employee? <i>If "Yes," complete Schedule L, Part IV</i>	28b		No
c	An entity of which a current or former officer, director, trustee, or key employee (or a family member thereof) was an officer, director, trustee, or owner? <i>If "Yes," complete Schedule L, Part IV</i>	28c		No
29	Did the organization receive more than \$25,000 in non-cash contributions? <i>If "Yes," complete Schedule M</i>	29	Yes	
30	Did the organization receive contributions of art, historical treasures, or other similar assets, or qualified conservation contributions? <i>If "Yes," complete Schedule M</i>	30		No
31	Did the organization liquidate, terminate, or dissolve and cease operations? <i>If "Yes," complete Schedule N, Part I</i>	31		No
32	Did the organization sell, exchange, dispose of, or transfer more than 25% of its net assets? <i>If "Yes," complete Schedule N, Part II</i>	32		No
33	Did the organization own 100% of an entity disregarded as separate from the organization under Regulations sections 301.7701-2 and 301.7701-3? <i>If "Yes," complete Schedule R, Part I</i>	33		No
34	Was the organization related to any tax-exempt or taxable entity? <i>If "Yes," complete Schedule R, Parts II, III, IV, and V, line 1</i>	34	Yes	
35a	Is any related organization a controlled entity of the filing organization within the meaning of section 512(b)(13)?	35a		No
b	Did the organization receive any payment from or engage in any transaction with a controlled entity within the meaning of section 512(b)(13)? <i>If "Yes," complete Schedule R, Part V, line 2</i>	35b		No
36	Section 501(c)(3) organizations. Did the organization make any transfers to an exempt non-charitable related organization? <i>If "Yes," complete Schedule R, Part V, line 2</i>	36		No
37	Did the organization conduct more than 5% of its activities through an entity that is not a related organization and that is treated as a partnership for federal income tax purposes? <i>If "Yes," complete Schedule R, Part VI</i>	37		No
38	Did the organization complete Schedule O and provide explanations in Schedule O for Part VI, lines 11 and 19? Note. All Form 990 filers are required to complete Schedule O	38	Yes	

Part V Statements Regarding Other IRS Filings and Tax Compliance			
Check if Schedule O contains a response to any question in this Part V <input type="checkbox"/>			
		Yes	No
1a	Enter the number reported in Box 3 of Form 1096. Enter -0- if not applicable.	1a	129
b	Enter the number of Forms W-2G included in line 1a. Enter -0- if not applicable.	1b	0
c	Did the organization comply with backup withholding rules for reportable payments to vendors and reportable gaming (gambling) winnings to prize winners?	1c	Yes
2a	Enter the number of employees reported on Form W-3, <i>Transmittal of Wage and Tax Statements</i> filed for the calendar year ending with or within the year covered by this return	2a	402
b	If at least one is reported on line 2a, did the organization file all required federal employment tax returns? Note. If the sum of lines 1a and 2a is greater than 250, you may be required to e-file (see instructions).	2b	Yes
3a	Did the organization have unrelated business gross income of \$1,000 or more during the year?	3a	Yes
b	If "Yes," has it filed a Form 990-T for this year? If "No," provide an explanation in Schedule O	3b	Yes
4a	At any time during the calendar year, did the organization have an interest in, or a signature or other authority over, a financial account in a foreign country (such as a bank account or securities account)?	4a	No
b	If "Yes," enter the name of the foreign country <input type="text"/> See instructions for filing requirements for Form TD F 90-22.1, Report of Foreign Bank and Financial Accounts		
5a	Was the organization a party to a prohibited tax shelter transaction at any time during the tax year? . . .	5a	No
b	Did any taxable party notify the organization that it was or is a party to a prohibited tax shelter transaction?	5b	No
c	If "Yes" to line 5a or 5b, did the organization file Form 8886-T?	5c	
6a	Does the organization have annual gross receipts that are normally greater than \$100,000, and did the organization solicit any contributions that were not tax deductible?	6a	No
b	If "Yes," did the organization include with every solicitation an express statement that such contributions or gifts were not tax deductible?	6b	
7	Organizations that may receive deductible contributions under section 170(c).		
a	Did the organization receive a payment in excess of \$75 made partly as a contribution and partly for goods and services provided to the payor?	7a	Yes
b	If "Yes," did the organization notify the donor of the value of the goods or services provided?	7b	Yes
c	Did the organization sell, exchange, or otherwise dispose of tangible personal property for which it was required to file Form 8282?	7c	No
d	If "Yes," indicate the number of Forms 8282 filed during the year	7d	
e	Did the organization receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?	7e	No
f	Did the organization, during the year, pay premiums, directly or indirectly, on a personal benefit contract? . . .	7f	No
g	If the organization received a contribution of qualified intellectual property, did the organization file Form 8899 as required?	7g	
h	If the organization received a contribution of cars, boats, airplanes, or other vehicles, did the organization file a Form 1098-C?	7h	
8	Sponsoring organizations maintaining donor advised funds and section 509(a)(3) supporting organizations. Did the supporting organization, or a donor advised fund maintained by a sponsoring organization, have excess business holdings at any time during the year?	8	
9	Sponsoring organizations maintaining donor advised funds.		
a	Did the organization make any taxable distributions under section 4966?	9a	
b	Did the organization make a distribution to a donor, donor advisor, or related person?	9b	
10	Section 501(c)(7) organizations. Enter		
a	Initiation fees and capital contributions included on Part VIII, line 12	10a	
b	Gross receipts, included on Form 990, Part VIII, line 12, for public use of club facilities	10b	
11	Section 501(c)(12) organizations. Enter		
a	Gross income from members or shareholders	11a	
b	Gross income from other sources (Do not net amounts due or paid to other sources against amounts due or received from them)	11b	
12a	Section 4947(a)(1) non-exempt charitable trusts. Is the organization filing Form 990 in lieu of Form 1041?	12a	
b	If "Yes," enter the amount of tax-exempt interest received or accrued during the year	12b	
13	Section 501(c)(29) qualified nonprofit health insurance issuers.		
a	Is the organization licensed to issue qualified health plans in more than one state? Note. All 501(c)(29) organizations must list in Schedule O each state in which they are licensed to issue qualified health plans, the amount of reserves required by each state, and the amount of reserves the organization allocated to each state.	13a	
b	Enter the aggregate amount of reserves the organization is required to maintain by the states in which the organization is licensed to issue qualified health plans	13b	
c	Enter the aggregate amount of reserves on hand	13c	
14a	Did the organization receive any payments for indoor tanning services during the tax year?	14a	No
b	If "Yes," has it filed a Form 720 to report these payments? If "No," provide an explanation in Schedule O . . .	14b	

Part VI

Governance, Management, and Disclosure For each "Yes" response to lines 2 through 7b below, and for a "No" response to lines 8a, 8b, or 10b below, describe the circumstances, processes, or changes in Schedule O. See instructions.
Check if Schedule O contains a response to any question in this Part VI ☒

Section A. Governing Body and Management

		Yes	No
1a	Enter the number of voting members of the governing body at the end of the tax year		
1a	50		
b	Enter the number of voting members included in line 1a, above, who are independent	1b	49
2	Did any officer, director, trustee, or key employee have a family relationship or a business relationship with any other officer, director, trustee, or key employee?	2	Yes
3	Did the organization delegate control over management duties customarily performed by or under the direct supervision of officers, directors or trustees, or key employees to a management company or other person?	3	No
4	Did the organization make any significant changes to its governing documents since the prior Form 990 was filed?	4	No
5	Did the organization become aware during the year of a significant diversion of the organization's assets?	5	No
6	Did the organization have members or stockholders?	6	No
7a	Did the organization have members, stockholders, or other persons who had the power to elect or appoint one or more members of the governing body?	7a	No
b	Are any governance decisions of the organization reserved to (or subject to approval by) members, stockholders, or persons other than the governing body?	7b	No
8	Did the organization contemporaneously document the meetings held or written actions undertaken during the year by the following		
a	The governing body?	8a	Yes
b	Each committee with authority to act on behalf of the governing body?	8b	Yes
9	Is there any officer, director, trustee, or key employee listed in Part VII, Section A, who cannot be reached at the organization's mailing address? If "Yes," provide the names and addresses in Schedule O	9	No

Section B. Policies (This Section B requests information about policies not required by the Internal Revenue Code.)

		Yes	No
10a	Did the organization have local chapters, branches, or affiliates?	10a	No
b	If "Yes," did the organization have written policies and procedures governing the activities of such chapters, affiliates, and branches to ensure their operations are consistent with the organization's exempt purposes?	10b	
11a	Has the organization provided a complete copy of this Form 990 to all members of its governing body before filing the form?	11a	Yes
b	Describe in Schedule O the process, if any, used by the organization to review the Form 990		
12a	Did the organization have a written conflict of interest policy? If "No," go to line 13	12a	Yes
b	Were officers, directors or trustees, and key employees required to disclose annually interests that could give rise to conflicts?	12b	Yes
c	Did the organization regularly and consistently monitor and enforce compliance with the policy? If "Yes," describe in Schedule O how this was done	12c	Yes
13	Did the organization have a written whistleblower policy?	13	Yes
14	Did the organization have a written document retention and destruction policy?	14	Yes
15	Did the process for determining compensation of the following persons include a review and approval by independent persons, comparability data, and contemporaneous substantiation of the deliberation and decision?		
a	The organization's CEO, Executive Director, or top management official	15a	Yes
b	Other officers or key employees of the organization	15b	Yes
	If "Yes," to line 15a or 15b, describe the process in Schedule O (see instructions)		
16a	Did the organization invest in, contribute assets to, or participate in a joint venture or similar arrangement with a taxable entity during the year?	16a	Yes
b	If "Yes," did the organization follow a written policy or procedure requiring the organization to evaluate its participation in joint venture arrangements under applicable federal tax law, and take steps to safeguard the organization's exempt status with respect to such arrangements?	16b	Yes

Section C. Disclosure

17	List the States with which a copy of this Form 990 is required to be filed PA , NJ
18	Section 6104 requires an organization to make its Form 1023 (or 1024 if applicable), 990, and 990-T (501(c)(3)s only) available for public inspection. Indicate how you made these available. Check all that apply. <input type="checkbox"/> Own website <input type="checkbox"/> Another's website <input checked="" type="checkbox"/> Upon request
19	Describe in Schedule O whether (and if so, how), the organization made its governing documents, conflict of interest policy, and financial statements available to the public. See Additional Data Table.
20	State the name, physical address, and telephone number of the person who possesses the books and records of the organization. SIOBHAN KEEFE 222 N 20TH STREET PHILADELPHIA, PA 19103 (215) 448-1200

Check if Schedule O contains a response to any question in this Part VII

☐ Check this box if neither the organization nor any related organizations compensated any current or former officer, director, or trustee

Form **990** (2011)

Part VIII Statement of Revenue

				(A) Total revenue	(B) Related or exempt function revenue	(C) Unrelated business revenue	(D) Revenue excluded from tax under sections 512, 513, or 514
Contributions, gifts, grants and other similar amounts	1a	Federated campaigns . . .	1a				
	b	Membership dues	1b	71,828			
	c	Fundraising events	1c	644,080			
	d	Related organizations	1d				
	e	Government grants (contributions)	1e	10,211			
	f	All other contributions, gifts, grants, and similar amounts not included above	1f	10,726,193			
	g	Noncash contributions included in lines 1a-1f \$ 3,239,401					
	h	Total. Add lines 1a-1f		11,452,312			
Program Service Revenue			Business Code				
	2a	MUSEUM ADMISSIONS	900099	9,567,099	9,567,099		
	b	MUSEUM PROJECTS	900099	2,568,132	2,526,011	42,121	
	c	ANCILLARY ACTIVITIES	900099	1,901,554	1,901,554		
	d	EDUCATIONAL PROGRAMS A	611710	1,574,525	1,574,525		
	e	THEATRES	713990	247,247		247,247	
	f	All other program service revenue		28,925	28,925		
	g	Total. Add lines 2a-2f		15,887,482			
Other Revenue	3	Investment income (including dividends, interest and other similar amounts)		870,603			870,603
	4	Income from investment of tax-exempt bond proceeds . .					
	5	Royalties		464,821			464,821
	6a	(i) Real					
		(ii) Personal					
	b	Less rental expenses					
	c	Rental income or (loss)					
	d	Net rental income or (loss)					
	7a	(i) Securities					
		(ii) Other					
	b	Less cost or other basis and sales expenses					
	c	Gain or (loss)					
	d	Net gain or (loss)		930,251			930,251
	8a	Gross income from fundraising events (not including \$ 644,080 of contributions reported on line 1c) See Part IV, line 18		190,653			
	b	Less direct expenses		257,269			
	c	Net income or (loss) from fundraising events . .		-66,616			-66,616
	9a	Gross income from gaming activities See Part IV, line 19					
b	Less direct expenses						
c	Net income or (loss) from gaming activities . .						
10a	Gross sales of inventory, less returns and allowances		622,534				
b	Less cost of goods sold		4,023				
c	Net income or (loss) from sales of inventory . .		618,511	618,511			
Miscellaneous Revenue		Business Code					
11a							
b							
c							
d	All other revenue						
e	Total. Add lines 11a-11d						
12	Total revenue. See Instructions		30,157,364	16,216,625	289,368	2,199,059	

Part IX Statement of Functional Expenses

Section 501(c)(3) and 501(c)(4) organizations must complete all columns
All other organizations must complete column (A) but are not required to complete columns (B), (C), and (D)
Check if Schedule O contains a response to any question in this Part IX

Do not include amounts reported on lines 6b, 7b, 8b, 9b, and 10b of Part VIII.		(A) Total expenses	(B) Program service expenses	(C) Management and general expenses	(D) Fundraising expenses
1	Grants and other assistance to governments and organizations in the United States See Part IV, line 21				
2	Grants and other assistance to individuals in the United States See Part IV, line 22	250,000	250,000		
3	Grants and other assistance to governments, organizations, and individuals outside the United States See Part IV, lines 15 and 16				
4	Benefits paid to or for members				
5	Compensation of current officers, directors, trustees, and key employees	1,290,054	574,795	581,949	133,310
6	Compensation not included above, to disqualified persons (as defined under section 4958(f)(1)) and persons described in section 4958(c)(3)(B)				
7	Other salaries and wages	8,199,653	6,849,933	445,615	904,105
8	Pension plan contributions (include section 401(k) and section 403(b) employer contributions)	623,643	491,516	64,046	68,081
9	Other employee benefits	1,484,181	1,032,743	293,058	158,380
10	Payroll taxes	696,377	548,840	71,516	76,021
11	Fees for services (non-employees)				
a	Management				
b	Legal	63,628		40,692	22,936
c	Accounting	43,000		43,000	
d	Lobbying	6,000			6,000
e	Professional fundraising See Part IV, line 17	20,352			20,352
f	Investment management fees				
g	Other	926,072	755,279	157,504	13,289
12	Advertising and promotion	1,368,870	1,368,175	695	
13	Office expenses	643,546	442,440	94,998	106,108
14	Information technology	206,813	165,263	1,555	39,995
15	Royalties	553,816	553,482		334
16	Occupancy	2,032,415	2,029,869	2,546	
17	Travel	361,216	292,659	31,080	37,477
18	Payments of travel or entertainment expenses for any federal, state, or local public officials				
19	Conferences, conventions, and meetings	59,729	45,719	11,528	2,482
20	Interest	671,458	671,378		80
21	Payments to affiliates				
22	Depreciation, depletion, and amortization	6,318,027	6,318,027		
23	Insurance	241,647	129,998	111,649	
24	Other expenses Itemize expenses not covered above (List miscellaneous expenses in line 24f If line 24f amount exceeds 10% of line 25, column (A) amount, list line 24f expenses on Schedule O)				
a	PROGRAM AND EXHIBIT SU	1,124,901	1,124,901		
b	MISCELLANEOUS	856,719	772,758	26,193	57,768
c	EVENT EXPENSES	235,771	230,749	3,022	2,000
d	EMPLOYEE EXPENSES	154,282	58,416	95,727	139
e					
f	All other expenses	179,183	25,086	39,390	114,707
25	Total functional expenses. Add lines 1 through 24f	28,611,353	24,732,026	2,115,763	1,763,564
26	Joint costs. Check here <input type="checkbox"/> if following SOP 98-2 (ASC 958-720) Complete this line only if the organization reported in column (B) joint costs from a combined educational campaign and fundraising solicitation				

Part X

Balance Sheet

						(A)		(B)
						Beginning of year		End of year
Assets	1	Cash—non-interest-bearing					1	
	2	Savings and temporary cash investments				11,271,436	2	14,533,233
	3	Pledges and grants receivable, net				6,046,936	3	5,248,392
	4	Accounts receivable, net				3,548,565	4	1,791,905
	5	Receivables from current and former officers, directors, trustees, key employees, and highest compensated employees. Complete Part II of Schedule L					5	
	6	Receivables from other disqualified persons (as defined under section 4958(f)(1)) and persons described in section 4958(c)(3)(B). Complete Part II of Schedule L					6	
	7	Notes and loans receivable, net					7	
	8	Inventories for sale or use				233,858	8	18,618
	9	Prepaid expenses and deferred charges				683,822	9	719,126
	10a	Land, buildings, and equipment, cost or other basis. Complete Part VI of Schedule D	10a	127,263,173				
	b	Less: accumulated depreciation	10b	60,641,884		71,401,465	10c	66,621,289
	11	Investments—publicly traded securities				34,065,273	11	32,908,279
	12	Investments—other securities. See Part IV, line 11				11,916,819	12	11,394,641
	13	Investments—program-related. See Part IV, line 11					13	780,000
	14	Intangible assets					14	
	15	Other assets. See Part IV, line 11				163,054	15	167,445
	16	Total assets. Add lines 1 through 15 (must equal line 34)				139,331,228	16	134,182,928
Liabilities	17	Accounts payable and accrued expenses				4,618,616	17	7,763,737
	18	Grants payable					18	
	19	Deferred revenue				4,043,535	19	640,981
	20	Tax-exempt bond liabilities				15,877,394	20	15,182,780
	21	Escrow or custodial account liability. Complete Part IV of Schedule D					21	
	22	Payables to current and former officers, directors, trustees, key employees, highest compensated employees, and disqualified persons. Complete Part II of Schedule L					22	
	23	Secured mortgages and notes payable to unrelated third parties					23	
	24	Unsecured notes and loans payable to unrelated third parties					24	
	25	Other liabilities (including federal income tax, payables to related third parties, and other liabilities not included on lines 17-24). Complete Part X of Schedule D					25	
	26	Total liabilities. Add lines 17 through 25				24,539,545	26	23,587,498
Net Assets or Fund Balances	Organizations that follow SFAS 117, check here <input checked="" type="checkbox"/> and complete lines 27 through 29, and lines 33 and 34.							
	27	Unrestricted net assets				64,946,856	27	57,579,473
	28	Temporarily restricted net assets				35,488,537	28	39,181,845
	29	Permanently restricted net assets				14,356,290	29	13,834,112
	Organizations that do not follow SFAS 117, check here <input type="checkbox"/> and complete lines 30 through 34.							
	30	Capital stock or trust principal, or current funds					30	
	31	Paid-in or capital surplus, or land, building or equipment fund					31	
	32	Retained earnings, endowment, accumulated income, or other funds					32	
	33	Total net assets or fund balances				114,791,683	33	110,595,430
	34	Total liabilities and net assets/fund balances				139,331,228	34	134,182,928

Part XI Reconciliation of Net Assets

Check if Schedule O contains a response to any question in this Part XI

1	Total revenue (must equal Part VIII, column (A), line 12)	1	30,157,364
2	Total expenses (must equal Part IX, column (A), line 25)	2	28,611,353
3	Revenue less expenses Subtract line 2 from line 1	3	1,546,011
4	Net assets or fund balances at beginning of year (must equal Part X, line 33, column (A))	4	114,791,683
5	Other changes in net assets or fund balances (explain in Schedule O)	5	-5,742,264
6	Net assets or fund balances at end of year Combine lines 3, 4, and 5 (must equal Part X, line 33, column (B))	6	110,595,430

Part XII Financial Statements and Reporting

Check if Schedule O contains a response to any question in this Part XII

		Yes	No
1	Accounting method used to prepare the Form 990 <input type="checkbox"/> Cash <input checked="" type="checkbox"/> Accrual <input type="checkbox"/> Other If the organization changed its method of accounting from a prior year or checked "Other," explain in Schedule O		
2a	Were the organization's financial statements compiled or reviewed by an independent accountant?		No
b	Were the organization's financial statements audited by an independent accountant?	Yes	
c	If "Yes," to 2a or 2b, does the organization have a committee that assumes responsibility for oversight of the audit, review, or compilation of its financial statements and selection of an independent accountant? If the organization changed either its oversight process or selection process during the tax year, explain in Schedule O	Yes	
d	If "Yes" to line 2a or 2b, check a box below to indicate whether the financial statements for the year were issued on a separate basis, consolidated basis, or both <input checked="" type="checkbox"/> Separate basis <input type="checkbox"/> Consolidated basis <input type="checkbox"/> Both consolidated and separated basis		
3a	As a result of a federal award, was the organization required to undergo an audit or audits as set forth in the Single Audit Act and OMB Circular A-133?	Yes	
b	If "Yes," did the organization undergo the required audit or audits? If the organization did not undergo the required audit or audits, explain why in Schedule O and describe any steps taken to undergo such audits	Yes	

SCHEDULE A
(Form 990 or 990EZ)

Department of the Treasury
Internal Revenue Service

Public Charity Status and Public Support

Complete if the organization is a section 501(c)(3) organization or a section 4947(a)(1) nonexempt charitable trust.

▶ Attach to Form 990 or Form 990-EZ. ▶ See separate instructions.

OMB No 1545-0047

2011

Open to Public
Inspection

Name of the organization FRANKLIN INSTITUTE	Employer identification number 23-1370501
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Part I Reason for Public Charity Status (All organizations must complete this part.) See instructions

The organization is not a private foundation because it is (For lines 1 through 11, check only one box)

1

☐

A church, convention of churches, or association of churches **section 170(b)(1)(A)(i).**

2

☐

A school described in **section 170(b)(1)(A)(ii).** (Attach Schedule E)

3

☐

A hospital or a cooperative hospital service organization described in **section 170(b)(1)(A)(iii).**

4

☐

A medical research organization operated in conjunction with a hospital described in **section 170(b)(1)(A)(iii).** Enter the hospital's name, city, and state

5

☐

An organization operated for the benefit of a college or university owned or operated by a governmental unit described in **section 170(b)(1)(A)(iv).** (Complete Part II)

6

☐

A federal, state, or local government or governmental unit described in **section 170(b)(1)(A)(v).**

7

☒

An organization that normally receives a substantial part of its support from a governmental unit or from the general public described in **section 170(b)(1)(A)(vi)** (Complete Part II)

8

☐

A community trust described in **section 170(b)(1)(A)(vi)** (Complete Part II)

9

☐

An organization that normally receives (1) more than 33 1/3% of its support from contributions, membership fees, and gross receipts from activities related to its exempt functions—subject to certain exceptions, and (2) no more than 33 1/3% of its support from gross investment income and unrelated business taxable income (less section 511 tax) from businesses acquired by the organization after June 30, 1975 See **section 509(a)(2).** (Complete Part III)

10

☐

An organization organized and operated exclusively to test for public safety Se**section 509(a)(4).**

11

☐

An organization organized and operated exclusively for the benefit of, to perform the functions of, or to carry out the purposes of one or more publicly supported organizations described in section 509(a)(1) or section 509(a)(2) See **section 509(a)(3).** Check the box that describes the type of supporting organization and complete lines 11e through 11h

a

☐

Type I

b

☐

Type II

c

☐

Type III - Functionally integrated

d

☐

Type III - Other

e

☐

By checking this box, I certify that the organization is not controlled directly or indirectly by one or more disqualified persons other than foundation managers and other than one or more publicly supported organizations described in section 509(a)(1) or section 509(a)(2)

f

☐

If the organization received a written determination from the IRS that it is a Type I, Type II or Type III supporting organization, check this box

g

☐

Since August 17, 2006, has the organization accepted any gift or contribution from any of the following persons?

(i)

a person who directly or indirectly controls, either alone or together with persons described in (ii) and (iii) below, the governing body of the the supported organization?

(ii)

a family member of a person described in (i) above?

(iii)

a 35% controlled entity of a person described in (i) or (ii) above?

h

☐

Provide the following information about the supported organization(s)

	Yes	No
11g(i)		
11g(ii)		
11g(iii)		

(i) Name of supported organization	(ii) EIN	(iii) Type of organization (described on lines 1- 9 above or IRC section (see instructions))	(iv) Is the organization in col (i) listed in your governing document?		(v) Did you notify the organization in col (i) of your support?		(vi) Is the organization in col (i) organized in the U S ?		(vii) Amount of support?
			Yes	No	Yes	No	Yes	No	
Total									

Part II

Support Schedule for Organizations Described in IRC 170(b)(1)(A)(iv) and 170(b)(1)(A)(vi)
(Complete only if you checked the box on line 5, 7, or 8 of Part I or if the organization failed to qualify under Part III. If the organization fails to qualify under the tests listed below, please complete Part III.)

Section A. Public Support

Calendar year (or fiscal year beginning in)	(a) 2007	(b) 2008	(c) 2009	(d) 2010	(e) 2011	(f) Total
1 Gifts, grants, contributions, and membership fees received (Do not include any "unusual grants.")	27,856,397	11,287,619	5,984,581	6,251,106	11,452,312	62,832,015
2 Tax revenues levied for the organization's benefit and either paid to or expended on its behalf						
3 The value of services or facilities furnished by a governmental unit to the organization without charge						
4 Total. Add lines 1 through 3	27,856,397	11,287,619	5,984,581	6,251,106	11,452,312	62,832,015
5 The portion of total contributions by each person (other than a governmental unit or publicly supported organization) included on line 1 that exceeds 2% of the amount shown on line 11, column (f)						3,613,787
6 Public Support. Subtract line 5 from line 4						59,218,228

Section B. Total Support

Calendar year (or fiscal year beginning in)	(a) 2007	(b) 2008	(c) 2009	(d) 2010	(e) 2011	(f) Total
7 Amounts from line 4	27,856,397	11,287,619	5,984,581	6,251,106	11,452,312	62,832,015
8 Gross income from interest, dividends, payments received on securities loans, rents, royalties and income from similar sources	1,516,623	1,736,140	1,170,139	949,642	1,335,424	6,707,968
9 Net income from unrelated business activities, whether or not the business is regularly carried on						
10 Other income (Explain in Part IV) Do not include gain or loss from the sale of capital assets						
11 Total support (Add lines 7 through 10)						69,539,983

12 Gross receipts from related activities, etc (See instructions)

1289,670,096

13 First Five Years If the Form 990 is for the organization's first, second, third, fourth, or fifth tax year as a 501(c)(3) organization, check this box and stop here

Section C. Computation of Public Support Percentage

14 Public Support Percentage for 2011 (line 6 column (f) divided by line 11 column (f))	14	85 160 %
15 Public Support Percentage for 2010 Schedule A, Part II, line 14	15	86 130 %

16a 33 1/3% support test—2011. If the organization did not check the box on line 13, and line 14 is 33 1/3% or more, check this box and stop here. The organization qualifies as a publicly supported organization

b 33 1/3% support test—2010. If the organization did not check the box on line 13 or 16a, and line 15 is 33 1/3% or more, check this box and stop here. The organization qualifies as a publicly supported organization

17a 10%-facts-and-circumstances test—2011. If the organization did not check a box on line 13, 16a, or 16b and line 14 is 10% or more, and if the organization meets the "facts and circumstances" test, check this box and stop here. Explain in Part IV how the organization meets the "facts and circumstances" test The organization qualifies as a publicly supported organization

b 10%-facts-and-circumstances test—2010. If the organization did not check a box on line 13, 16a, 16b, or 17a and line 15 is 10% or more, and if the organization meets the "facts and circumstances" test, check this box and stop here. Explain in Part IV how the organization meets the "facts and circumstances" test The organization qualifies as a publicly supported organization

18 Private Foundation If the organization did not check a box on line 13, 16a, 16b, 17a or 17b, check this box and see instructions

Part IIIPart III

Support Schedule for Organizations Described in IRC 509(a)(2)
(Complete only if you checked the box on line 9 of Part I or if the organization failed to qualify under Part II. If the organization fails to qualify under the tests listed below, please complete Part II.)

Section A. Public Support						
Calendar year (or fiscal year beginning in)	(a) 2007	(b) 2008	(c) 2009	(d) 2010	(e) 2011	(f) Total
1 Gifts, grants, contributions, and membership fees received (Do not include any "unusual grants.")						
2 Gross receipts from admissions, merchandise sold or services performed, or facilities furnished in any activity that is related to the organization's tax-exempt purpose						
3 Gross receipts from activities that are not an unrelated trade or business under section 513						
4 Tax revenues levied for the organization's benefit and either paid to or expended on its behalf						
5 The value of services or facilities furnished by a governmental unit to the organization without charge						
6 Total. Add lines 1 through 5						
7a Amounts included on lines 1, 2, and 3 received from disqualified persons						
b Amounts included on lines 2 and 3 received from other than disqualified persons that exceed the greater of \$5,000 or 1% of the amount on line 13 for the year						
c Add lines 7a and 7b						
8 Public Support (Subtract line 7c from line 6.)						

Section B. Total Support						
Calendar year (or fiscal year beginning in)	(a) 2007	(b) 2008	(c) 2009	(d) 2010	(e) 2011	(f) Total
9 Amounts from line 6						
10a Gross income from interest, dividends, payments received on securities loans, rents, royalties and income from similar sources						
b Unrelated business taxable income (less section 511 taxes) from businesses acquired after June 30, 1975						
c Add lines 10a and 10b						
11 Net income from unrelated business activities not included in line 10b, whether or not the business is regularly carried on						
12 Other income. Do not include gain or loss from the sale of capital assets (Explain in Part IV.)						
13 Total support (Add lines 9, 10c, 11 and 12.)						
14 First Five Years If the Form 990 is for the organization's first, second, third, fourth, or fifth tax year as a 501(c)(3) organization, check this box and stop here						

Section C. Computation of Public Support Percentage			
15 Public Support Percentage for 2011 (line 8 column (f) divided by line 13 column (f))	15		
16 Public support percentage from 2010 Schedule A, Part III, line 15	16		

Section D. Computation of Investment Income Percentage			
17 Investment income percentage for 2011 (line 10c column (f) divided by line 13 column (f))	17		
18 Investment income percentage from 2010 Schedule A, Part III, line 17	18		
19a 33 1/3% support tests—2011. If the organization did not check the box on line 14, and line 15 is more than 33 1/3% and line 17 is not more than 33 1/3%, check this box and stop here. The organization qualifies as a publicly supported organization			
b 33 1/3% support tests—2010. If the organization did not check a box on line 14 or line 19a, and line 16 is more than 33 1/3% and line 18 is not more than 33 1/3%, check this box and stop here. The organization qualifies as a publicly supported organization			
20 Private Foundation If the organization did not check a box on line 14, 19a or 19b, check this box and see instructions			

Part IV **Supplemental Information.** Supplemental Information. Complete this part to provide the explanation required by Part II, line 10; Part II, line 17a or 17b; or Part III, line 12. Also complete this part for any additional information. (See instructions).

Facts And Circumstances Test

Explanation

Additional Data

Software ID:
Software Version:
EIN: 23-1370501
Name: FRANKLIN INSTITUTE

Form 990, Special Condition Description:

Special Condition Description

Form 990, Part III - 4 Program Service Accomplishments (See the Instructions)

4d. Other program services
(Code) (Expenses \$ 6,989,485 including grants of \$) (Revenue \$ 647,436)
ANCILLARY ACTIVITIES, DEPRECIATION AND INTEREST NOT INCLUDED ABOVE

Form 990, Part VII - Compensation of Officers, Directors, Trustees, Key Employees, Highest Compensated Employees, and Independent Contractors

(A) Name and Title	(B) Average hours per week	(C) Position (check all that apply)						(D) Reportable compensation from the organization (W-2/1099-MISC)	(E) Reportable compensation from related organizations (W- 2/1099-MISC)	(F) Estimated amount of other compensation from the organization and related organizations
		Individual trustee or director	Institutional Trustee	Officer	Key employee	Highest compensated employee	Former			
DENNIS M WINT PHD PRESIDENT & CEO	37 50	X		X				431,295	0	57,431
MARSHA R PERELMAN CHAIR	1 00	X		X				0	0	0
DAVID J BERKMAN TRUSTEE	1 00	X						0	0	0
WADE H BERRETTINIMDPHD TRUSTEE	1 00	X						0	0	0
SUZANNE BODA TRUSTEE	1 00	X						0	0	0
RAZA BOKHARI MD TRUSTEE	1 00	X						0	0	0
RENEE B BOOTH PHD TRUSTEE	1 00	X						0	0	0
DONALD E CALLAGHAN TRUSTEE	1 00	X						0	0	0
MICHAEL F CAMARDO TRUSTEE	1 00	X						0	0	0
ARTHUR L CAPLAN PHD TRUSTEE	1 00	X						0	0	0
ROBERT M CHAPPALEAR TRUSTEE	1 00	X						0	0	0
PETER K CLASSEN TRUSTEE	1 00	X						0	0	0
I MICHAEL COSLOV TRUSTEE	1 00	X						0	0	0
GERALD P CUDDY TRUSTEE	1 00	X						0	0	0
KEVIN F DONOHOE TRUSTEE	1 00	X						0	0	0
PHILIP J DUNFORD TRUSTEE	1 00	X						0	0	0
DANIEL K FITZPATRICK CFA TRUSTEE	1 00	X						0	0	0
MICHAEL C FORMAN TRUSTEE	1 00	X						0	0	0
JOHN T FRIES TRUSTEE	1 00	X						0	0	0
TONI GARRISON TRUSTEE	1 00	X						0	0	0
ELIZABETH H GEMMILL TRUSTEE	1 00	X						0	0	0
GRETE GREENACRE TRUSTEE	1 00	X						0	0	0
RICHARD A GREENAWALT TRUSTEE	1 00	X						0	0	0
MATTHEW V HAMILTON TRUSTEE	1 00	X						0	0	0
PAUL C HEINTZ ESQ TRUSTEE	1 00	X						0	0	0

Form 990, Part VII - Compensation of Officers, Directors, Trustees, Key Employees, Highest Compensated Employees, and Independent Contractors

(A) Name and Title	(B) Average hours per week	(C) Position (check all that apply)						(D) Reportable compensation from the organization (W- 2/1099-MISC)	(E) Reportable compensation from related organizations (W- 2/1099- MISC)	(F) Estimated amount of other compensation from the organization and related organizations
		Individual trustee or director	Institutional Trustee	Officer	Key employee	Highest compensated employee	Former			
CHARISSE R LILLIE TRUSTEE	1 00	X						0	0	0
IRA M LUBERT TRUSTEE	1 00	X						0	0	0
MIRIAM G MANDELL TRUSTEE	1 00	X						0	0	0
SANDRA G MARSHALL TRUSTEE	1 00	X						0	0	0
ROBERT C MCMENAMIN TRUSTEE	1 00	X						0	0	0
DONALD E MOREL JR PH D TRUSTEE	1 00	X						0	0	0
DENIS P O'BRIEN TRUSTEE	1 00	X						0	0	0
JOSEPH W ROGERS TRUSTEE	1 00	X						0	0	0
WILLIAM H SHEA JR TRUSTEE	1 00	X						0	0	0
ANN R SORGENTI TRUSTEE	1 00	X						0	0	0
JOAN N STERN ESQ TRUSTEE	1 00	X						0	0	0
JAMES G STEWART TRUSTEE	1 00	X						0	0	0
RICHARD VAGUE TRUSTEE	1 00	X						0	0	0
TINA WELLS TRUSTEE	1 00	X						0	0	0
DAVID R WHITE TRUSTEE	1 00	X						0	0	0
PAUL H WOODRUFF PE TRUSTEE	1 00	X						0	0	0
HAROLD L YOH TRUSTEE	1 00	X						0	0	0
DENNIS ZELENY TRUSTEE	1 00	X						0	0	0
JOEL A BERNSTEIN TRUSTEE	1 00	X						0	0	0
CHRIS GALI TRUSTEE	1 00	X						0	0	0
RICHARD J GREEN TRUSTEE	1 00	X						0	0	0
BRIAN SULLIVAN TRUSTEE EX-OFFICIO	1 00	X						0	0	0
KEVIN ROLLER TRUSTEE EX-OFFICIO	1 00	X						0	0	0
PAUL A OFFIT TRUSTEE	1 00	X						0	0	0
STUART PITTEL PHD TRUSTEE EX-OFFICIO	1 00		X					0	0	0

Form 990, Part VII - Compensation of Officers, Directors, Trustees, Key Employees, Highest Compensated Employees, and Independent Contractors

(A) Name and Title	(B) Average hours per week	(C) Position (check all that apply)						(D) Reportable compensation from the organization (W-2/1099-MISC)	(E) Reportable compensation from related organizations (W-2/1099-MISC)	(F) Estimated amount of other compensation from the organization and related organizations
		Individual trustee or director	Institutional Trustee	Officer	Key employee	Highest compensated employee	Former			
LARRY DUBINSKI EXECUTIVE VP	37 50			X				230,014	0	36,607
JEFFERY W PERKINS TREASURER/SVP FIN&ADMIN	37 50			X				119,314	0	13,682
FREDERIC MNBERTLEYPHD VP SCIENCE LEARNING	37 50				X			157,639	0	23,341
TROY COLLINS SVP PROGRAMS&MARKETING	37 50				X			197,443	0	23,288
RICHARD D RABENA VP OPS&CAPITAL PROJECTS	37 50					X		148,536	0	31,841
STEVEN L SNYDER PHD VP EXHIBITS&PROGRAM DEV	37 50					X		149,968	0	29,256
REID O STYLES VP HUMAN RESOURCES	37 50					X		144,072	0	23,532
MARISA WIGGLESWORTH VP DEVELOPMENT	37 50					X		136,554	0	22,296
KATHRYN GIORGIANNI DIR IT SERVICES	37 50					X		119,856	0	18,810

SCHEDULE C

(Form 990 or 990-EZ)

Department of the Treasury
Internal Revenue Service

Political Campaign and Lobbying Activities

For Organizations Exempt From Income Tax Under section 501(c) and section 527

▶ **Complete if the organization is described below.**

▶ **Attach to Form 990 or Form 990-EZ.** ▶ **See separate instructions.**

OMB No 1545-0047

2011

Open to Public
Inspection

If the organization answered “Yes,” to Form 990, Part IV, Line 3, or Form 990-EZ, Part V, line 46 (Political Campaign Activities), then

- Section 501(c)(3) organizations Complete Parts I-A and B Do not complete Part I-C
- Section 501(c) (other than section 501(c)(3)) organizations Complete Parts I-A and C below Do not complete Part I-B
- Section 527 organizations Complete Part I-A only

If the organization answered “Yes,” to Form 990, Part IV, Line 4, or Form 990-EZ, Part VI, line 47 (Lobbying Activities), then

- Section 501(c)(3) organizations that have filed Form 5768 (election under section 501(h)) Complete Part II-A Do not complete Part II-B
- Section 501(c)(3) organizations that have NOT filed Form 5768 (election under section 501(h)) Complete Part II-B Do not complete Part II-A

If the organization answered “Yes,” to Form 990, Part IV, Line 5 (Proxy Tax) or Form 990-EZ, line 35c (Proxy Tax), then

- Section 501(c)(4), (5), or (6) organizations Complete Part III

Name of the organization FRANKLIN INSTITUTE	Employer identification number 23-1370501
--	--

Part I-A

Complete if the organization is exempt under section 501(c) or is a section 527 organization.

- 1

Provide a description of the organization's direct and indirect political campaign activities on behalf of or in opposition to candidates for public office in Part IV
- 2

Political expenditures ▶ \$
- 3

Volunteer hours

Part I-B

Complete if the organization is exempt under section 501(c)(3).

- 1

Enter the amount of any excise tax incurred by the organization under section 4955 ▶ \$
- 2

Enter the amount of any excise tax incurred by organization managers under section 4955 ▶ \$
- 3

If the organization incurred a section 4955 tax, did it file Form 4720 for this year?

☐ Yes ☐ No
- 4a

Was a correction made?

☐ Yes ☐ No
- b

If "Yes," describe in Part IV

Part I-C

Complete if the organization is exempt under section 501(c) except section 501(c)(3).

- 1

Enter the amount directly expended by the filing organization for section 527 exempt function activities ▶ \$
- 2

Enter the amount of the filing organization's funds contributed to other organizations for section 527 exempt funtion activities ▶ \$
- 3

Total exempt function expenditures Add lines 1 and 2 Enter here and on Form 1120-POL, line 17b ▶ \$
- 4

Did the filing organization file **Form 1120-POL** for this year?

☐ Yes ☐ No
- 5

Enter the names, addresses and employer identification number (EIN) of all section 527 political organizations to which the filing organization made payments For each organization listed, enter the amount paid from the filing organization's funds Also enter the amount of political contributions received that were promptly and directly delivered to a separate political organization, such as a separate segregated fund or a political action committee (PAC) If additional space is needed, provide information in Part IV

(a) Name	(b) Address	(c) EIN	(d) Amount paid from filing organization's funds If none, enter -0-	(e) Amount of political contributions received and promptly and directly delivered to a separate political organization If none, enter -0-

Part II-A

Complete if the organization is exempt under section 501(c)(3) and filed Form 5768 (election under section 501(h)).

- A

Check

☐

if the filing organization belongs to an affiliated group (and list in Part IV each affiliated group member's name, address, EIN, expenses, and share of excess lobbying expenditures)
- B

Check

☐

if the filing organization checked box A and "limited control" provisions apply

Limits on Lobbying Expenditures (The term "expenditures" means amounts paid or incurred.)		(a) Filing Organization's Totals	(b) Affiliated Group Totals												
1a Total lobbying expenditures to influence public opinion (grass roots lobbying)		0													
b Total lobbying expenditures to influence a legislative body (direct lobbying)		6,000													
c Total lobbying expenditures (add lines 1a and 1b)		6,000													
d Other exempt purpose expenditures		28,605,353													
e Total exempt purpose expenditures (add lines 1c and 1d)		28,611,353													
f Lobbying nontaxable amount Enter the amount from the following table in both columns		1,000,000													
<table><tr><td>If the amount on line 1e, column (a) or (b) is:</td><td>The lobbying nontaxable amount is:</td></tr><tr><td>Not over \$500,000</td><td>20% of the amount on line 1e</td></tr><tr><td>Over \$500,000 but not over \$1,000,000</td><td>\$100,000 plus 15% of the excess over \$500,000</td></tr><tr><td>Over \$1,000,000 but not over \$1,500,000</td><td>\$175,000 plus 10% of the excess over \$1,000,000</td></tr><tr><td>Over \$1,500,000 but not over \$17,000,000</td><td>\$225,000 plus 5% of the excess over \$1,500,000</td></tr><tr><td>Over \$17,000,000</td><td>\$1,000,000</td></tr></table>		If the amount on line 1e, column (a) or (b) is:	The lobbying nontaxable amount is:	Not over \$500,000	20% of the amount on line 1e	Over \$500,000 but not over \$1,000,000	\$100,000 plus 15% of the excess over \$500,000	Over \$1,000,000 but not over \$1,500,000	\$175,000 plus 10% of the excess over \$1,000,000	Over \$1,500,000 but not over \$17,000,000	\$225,000 plus 5% of the excess over \$1,500,000	Over \$17,000,000	\$1,000,000		
If the amount on line 1e, column (a) or (b) is:	The lobbying nontaxable amount is:														
Not over \$500,000	20% of the amount on line 1e														
Over \$500,000 but not over \$1,000,000	\$100,000 plus 15% of the excess over \$500,000														
Over \$1,000,000 but not over \$1,500,000	\$175,000 plus 10% of the excess over \$1,000,000														
Over \$1,500,000 but not over \$17,000,000	\$225,000 plus 5% of the excess over \$1,500,000														
Over \$17,000,000	\$1,000,000														
g Grassroots nontaxable amount (enter 25% of line 1f)		250,000													
h Subtract line 1g from line 1a If zero or less, enter -0-		0													
i Subtract line 1f from line 1c If zero or less, enter -0-		0													
j If there is an amount other than zero on either line 1h or line 1i, did the organization file Form 4720 reporting section 4911 tax for this year?		<input type="checkbox"/> Yes <input type="checkbox"/> No													

4-Year Averaging Period Under Section 501(h)
(Some organizations that made a section 501(h) election do not have to complete all of the five columns below. See the instructions for lines 2a through 2f on page 4.)

Lobbying Expenditures During 4-Year Averaging Period					
Calendar year (or fiscal year beginning in)	(a) 2008	(b) 2009	(c) 2010	(d) 2011	(e) Total
2a Lobbying non-taxable amount	1,000,000	1,000,000	1,000,000	1,000,000	4,000,000
b Lobbying ceiling amount (150% of line 2a, column(e))					6,000,000
c Total lobbying expenditures	186,688	61,073	48,814	6,000	302,575
d Grassroots non-taxable amount	250,000	250,000	250,000	250,000	1,000,000
e Grassroots ceiling amount (150% of line 2d, column (e))					1,500,000
f Grassroots lobbying expenditures					

Part II-B

Complete if the organization is exempt under section 501(c)(3) and has NOT filed Form 5768 (election under section 501(h)).

		(a)		(b)
		Yes	No	Amount
1	During the year, did the filing organization attempt to influence foreign, national, state or local legislation, including any attempt to influence public opinion on a legislative matter or referendum, through the use of			
a	Volunteers?			
b	Paid staff or management (include compensation in expenses reported on lines 1c through 1i)?			
c	Media advertisements?			
d	Mailings to members, legislators, or the public?			
e	Publications, or published or broadcast statements?			
f	Grants to other organizations for lobbying purposes?			
g	Direct contact with legislators, their staffs, government officials, or a legislative body?			
h	Rallies, demonstrations, seminars, conventions, speeches, lectures, or any similar means?			
i	Other activities? If "Yes," describe in Part IV			
j	Total lines 1c through 1i			
2a	Did the activities in line 1 cause the organization to be not described in section 501(c)(3)?			
b	If "Yes," enter the amount of any tax incurred under section 4912			
c	If "Yes," enter the amount of any tax incurred by organization managers under section 4912			
d	If the filing organization incurred a section 4912 tax, did it file Form 4720 for this year?			

Part III-A

Complete if the organization is exempt under section 501(c)(4), section 501(c)(5), or section 501(c)(6).

			Yes	No
1	Were substantially all (90% or more) dues received nondeductible by members?	1		
2	Did the organization make only in-house lobbying expenditures of \$2,000 or less?	2		
3	Did the organization agree to carryover lobbying and political expenditures from the prior year?	3		

Part III-B

Complete if the organization is exempt under section 501(c)(4), section 501(c)(5), or section 501(c)(6) if BOTH Part III-A, lines 1 and 2 are answered "No" OR if Part III-A, line 3 is answered "Yes".

1	Dues, assessments and similar amounts from members	1	
2	Section 162(e) non-deductible lobbying and political expenditures (do not include amounts of political expenses for which the section 527(f) tax was paid).	2a	
a	Current year		
b	Carryover from last year		
c	Total		
3	Aggregate amount reported in section 6033(e)(1)(A) notices of nondeductible section 162(e) dues	3	
4	If notices were sent and the amount on line 2c exceeds the amount on line 3, what portion of the excess does the organization agree to carryover to the reasonable estimate of nondeductible lobbying and political expenditure next year?	4	
5	Taxable amount of lobbying and political expenditures (see instructions)	5	

Part IV

Supplemental Information

Complete this part to provide the descriptions required for Part I-A, line 1, Part I-B, line 4, Part I-C, line 5, and Part II-B, line 1i. Also, complete this part for any additional information.

Identifier	Return Reference	Explanation
------------	------------------	-------------

SCHEDULE D
(Form 990)

Supplemental Financial Statements

► **Complete if the organization answered "Yes," to Form 990, Part IV, line 6, 7, 9, 10, 11a, 11b, 11c, 11d, 11e, 11f, 12a, or 12b**

► **Attach to Form 990. ► See separate instructions.**

OMB No 1545-0047

2011

Open to Public Inspection

Name of the organization FRANKLIN INSTITUTE	Employer identification number 23-1370501
--	--

Part I

Organizations Maintaining Donor Advised Funds or Other Similar Funds or Accounts. Complete if the organization answered "Yes" to Form 990, Part IV, line 6.

	(a) Donor advised funds	(b) Funds and other accounts
1	Total number at end of year	
2	Aggregate contributions to (during year)	
3	Aggregate grants from (during year)	
4	Aggregate value at end of year	
5	Did the organization inform all donors and donor advisors in writing that the assets held in donor advised funds are the organization's property, subject to the organization's exclusive legal control? <div><input type="checkbox"/> Yes <input type="checkbox"/> No</div>	
6	Did the organization inform all grantees, donors, and donor advisors in writing that grant funds may be used only for charitable purposes and not for the benefit of the donor or donor advisor, or for any other purpose conferring impermissible private benefit <div><input type="checkbox"/> Yes <input type="checkbox"/> No</div>	

Part II

Conservation Easements. Complete if the organization answered "Yes" to Form 990, Part IV, line 7.

1

Purpose(s) of conservation easements held by the organization (check all that apply)

☐ Preservation of land for public use (e g , recreation or pleasure) ☐ Preservation of an historically importantly land area

☐ Protection of natural habitat ☐ Preservation of a certified historic structure

☐ Preservation of open space

2

Complete lines 2a–2d if the organization held a qualified conservation contribution in the form of a conservation easement on the last day of the tax year

	Held at the End of the Year
a	Total number of conservation easements
b	Total acreage restricted by conservation easements
c	Number of conservation easements on a certified historic structure included in (a)
d	Number of conservation easements included in (c) acquired after 8/17/06

3

Number of conservation easements modified, transferred, released, extinguished, or terminated by the organization during the taxable year ► _____

4

Number of states where property subject to conservation easement is located ► _____

5

Does the organization have a written policy regarding the periodic monitoring, inspection, handling of violations, and enforcement of the conservation easements it holds?

☐ Yes ☐ No

6

Staff and volunteer hours devoted to monitoring, inspecting and enforcing conservation easements during the year ► _____

7

Amount of expenses incurred in monitoring, inspecting, and enforcing conservation easements during the year
► \$ _____

8

Does each conservation easement reported on line 2(d) above satisfy the requirements of section 170(h)(4)(B)(i) and 170(h)(4)(B)(ii)?

☐ Yes ☐ No

9

In Part XIV, describe how the organization reports conservation easements in its revenue and expense statement, and balance sheet, and include, if applicable, the text of the footnote to the organization's financial statements that describes the organization's accounting for conservation easements

Part III

Organizations Maintaining Collections of Art, Historical Treasures, or Other Similar Assets. Complete if the organization answered "Yes" to Form 990, Part IV, line 8.

1a

If the organization elected, as permitted under SFAS 116, not to report in its revenue statement and balance sheet works of art, historical treasures, or other similar assets held for public exhibition, education or research in furtherance of public service, provide, in Part XIV, the text of the footnote to its financial statements that describes these items

b

If the organization elected, as permitted under SFAS 116, to report in its revenue statement and balance sheet works of art, historical treasures, or other similar assets held for public exhibition, education, or research in furtherance of public service, provide the following amounts relating to these items

(i)

Revenues included in Form 990, Part VIII, line 1

► \$ _____

(ii)

Assets included in Form 990, Part X

► \$ _____

2

If the organization received or held works of art, historical treasures, or other similar assets for financial gain, provide the following amounts required to be reported under SFAS 116 relating to these items

a

Revenues included in Form 990, Part VIII, line 1

► \$ _____

b

Assets included in Form 990, Part X

► \$ _____

For Privacy Act and Paperwork Reduction Act Notice, see the Intructions for Form 990

Cat No 52283D

Schedule D (Form 990) 2011

Part III Organizations Maintaining Collections of Art, Historical Treasures, or Other Similar Assets (continued)

3 Using the organization's accession and other records, check any of the following that are a significant use of its collection items (check all that apply)

- a

☐ Public exhibition
- d

☐ Loan or exchange programs
- b

☐ Scholarly research
- e

☐ Other
- c

☒ Preservation for future generations

4 Provide a description of the organization's collections and explain how they further the organization's exempt purpose in Part XIV

5 During the year, did the organization solicit or receive donations of art, historical treasures or other similar assets to be sold to raise funds rather than to be maintained as part of the organization's collection?

☐ Yes

☒ No

Part IV Escrow and Custodial Arrangements. Complete if the organization answered "Yes" to Form 990, Part IV, line 9, or reported an amount on Form 990, Part X, line 21.

1a Is the organization an agent, trustee, custodian or other intermediary for contributions or other assets not included on Form 990, Part X?

☐ Yes

☐ No

b If "Yes," explain the arrangement in Part XIV and complete the following table

	Amount
1c	
1d	
1e	
1f	

2a Did the organization include an amount on Form 990, Part X, line 21?

☐ Yes

☐ No

b If "Yes," explain the arrangement in Part XIV

Part V Endowment Funds. Complete if the organization answered "Yes" to Form 990, Part IV, line 10.

	(a)Current Year	(b)Prior Year	(c)Two Years Back	(d)Three Years Back	(e)Four Years Back
1a Beginning of year balance	34,065,273	32,446,228	27,441,041	39,403,247	
b Contributions				194,001	
c Investment earnings or losses	-1,290,611	3,177,093	7,045,258	-10,509,035	
d Grants or scholarships					
e Other expenditures for facilities and programs	1,455,064	1,558,048	2,040,071	1,647,172	
f Administrative expenses					
g End of year balance	31,319,598	34,065,273	32,446,228	27,441,041	

2 Provide the estimated percentage of the year end balance held as

- a

Board designated or quasi-endowment ▶ 27 000 %
- b

Permanent endowment ▶ 8 000 %
- c

Term endowment ▶ 65 000 %

3a Are there endowment funds not in the possession of the organization that are held and administered for the organization by

	Yes	No
(i) unrelated organizations	3a(i) Yes	
(ii) related organizations	3a(ii)	No
b If "Yes" to 3a(ii), are the related organizations listed as required on Schedule R?	3b	

4 Describe in Part XIV the intended uses of the organization's endowment funds

Part VI Land, Buildings, and Equipment. See Form 990, Part X, line 10.

Description of property	(a) Cost or other basis (investment)	(b)Cost or other basis (other)	(c) Accumulated depreciation	(d) Book value
1a Land		12,000,000		12,000,000
b Buildings		58,959,271	24,353,629	34,605,642
c Leasehold improvements				
d Equipment		5,063,614	3,422,922	1,640,692
e Other		51,240,288	32,865,333	18,374,955
Total. Add lines 1a-1e (Column (d) should equal Form 990, Part X, column (B), line 10(c).)				66,621,289

Part XIReconciliation of Change in Net Assets from Form 990 to Financial Statements		
1	Total revenue (Form 990, Part VIII, column (A), line 12)	130,157,364
2	Total expenses (Form 990, Part IX, column (A), line 25)	228,611,353
3	Excess or (deficit) for the year Subtract line 2 from line 1	31,546,011
4	Net unrealized gains (losses) on investments	4-2,865,356
5	Donated services and use of facilities	5
6	Investment expenses	6
7	Prior period adjustments	7
8	Other (Describe in Part XIV)	8-2,876,908
9	Total adjustments (net) Add lines 4 - 8	9-5,742,264
10	Excess or (deficit) for the year per financial statements Combine lines 3 and 9	10-4,196,253

Part XIIReconciliation of Revenue per Audited Financial Statements With Revenue per Return		
1	Total revenue, gains, and other support per audited financial statements	127,657,294
2	Amounts included on line 1 but not on Form 990, Part VIII, line 12	
a	Net unrealized gains on investments2a-2,865,356	
b	Donated services and use of facilities2b103,994	
c	Recoveries of prior year grants2c	
d	Other (Describe in Part XIV)2d261,292	
e	Add lines 2a through 2d	2e-2,500,070
3	Subtract line 2e from line 1	330,157,364
4	Amounts included on Form 990, Part VIII, line 12, but not on line 1	
a	Investment expenses not included on Form 990, Part VIII, line 7b4a	
b	Other (Describe in Part XIV)4b	
c	Add lines 4a and 4b	
5	Total Revenue Add lines 3 and 4c. (This should equal Form 990, Part I, line 12)	530,157,364

Part XIIIReconciliation of Expenses per Audited Financial Statements With Expenses per Return		
1	Total expenses and losses per audited financial statements	128,976,639
2	Amounts included on line 1 but not on Form 990, Part IX, line 25	
a	Donated services and use of facilities2a103,994	
b	Prior year adjustments2b	
c	Other losses2c	
d	Other (Describe in Part XIV)2d261,292	
e	Add lines 2a through 2d	2e365,286
3	Subtract line 2e from line 1	328,611,353
4	Amounts included on Form 990, Part IX, line 25, but not on line 1:	
a	Investment expenses not included on Form 990, Part VIII, line 7b4a	
b	Other (Describe in Part XIV)4b	
c	Add lines 4a and 4b	
5	Total expenses Add lines 3 and 4c. (This should equal Form 990, Part I, line 18)	528,611,353

Part XIVSupplemental Information

Complete this part to provide the descriptions required for Part II, lines 3, 5, and 9, Part III, lines 1a and 4, Part IV, lines 1b and 2b, Part V, line 4, Part X, Part XI, line 8, Part XII, lines 2d and 4b, and Part XIII, lines 2d and 4b. Also complete this part to provide any additional information.

Identifier	Return Reference	Explanation
	PART III, LINE 1A	COLLECTION ASSETS OF THE INSTITUTE HAVE NOT BEEN CAPITALIZED NOR RECOGNIZED. COLLECTION ITEMS ARE HELD AS HISTORICAL TREASURES AND ARE UNDER THE STEWARDSHIP OF THE INSTITUTE ACTING THROUGH ITS PRESIDENT AND SENIOR CURATOR.
DESCRIPTION OF INTENDED USE OF ENDOWMENT FUNDS	PART V, LINE 4	THE ENDOWMENT FUNDS SUPPORT A VARIETY OF THE FRANKLIN INSTITUTE'S ACTIVITIES BASED UPON ORIGINAL DONOR INTENT. ACTIVITIES SUPPORTED INCLUDE THE FOLLOWING: AWARDS PROGRAM, LIBRARY, CURATORIAL AND COLLECTIONS, MUSEUM PROGRAMS, SUBSIDIZED ADMISSION TO THE SCIENCE MUSEUM AND GENERAL OPERATIONS.
DESCRIPTION OF UNCERTAIN TAX POSITIONS UNDER FIN 48	PART X	MANAGEMENT HAS REVIEWED THE TAX POSITIONS FOR EACH OF THE OPEN TAX YEARS (2008-2010) OR EXPECTED TO BE TAKEN IN THE INSTITUTE'S 2011 TAX RETURN AND HAS CONCLUDED THAT THERE ARE NO SIGNIFICANT UNCERTAIN TAX POSITIONS THAT WOULD REQUIRE RECOGNITION IN THE FINANCIAL STATEMENTS.
PART XI, LINE 8 - OTHER ADJUSTMENTS		NET UNREALIZED LOSS ON INTEREST RATE SWAP - 1,016,298. NET ACTUARIAL LOSS ON DEFINED BENEFIT RETIREMENT PLAN -1,860,610. TOTAL TO SCHEDULE D, PART XI, LINE 8 -2,876,908.
PART XII, LINE 2D - OTHER ADJUSTMENTS		COST OF GOODS SOLD 4,023. FUNDRAISING EVENTS DIRECT EXPENSES 257,269.
PART XIII, LINE 2D - OTHER ADJUSTMENTS		COST OF GOODS SOLD 4,023. FUNDRAISING EVENTS DIRECT EXPENSES 257,269.
		FOOTNOTE TEXT RE: COLLECTION ASSETS - COLLECTION ASSETS OF THE INSTITUTE HAVE NOT BEEN CAPITALIZED OR RECOGNIZED. COLLECTION ITEMS ARE HELD AS HISTORICAL TREASURES AND ARE UNDER THE STEWARDSHIP OF THE INSTITUTE ACTING THROUGH ITS PRESIDENT AND SENIOR CURATOR. DESCRIPTION OF COLLECTION OF ASSETS: THE HISTORICAL AND INTERPRETIVE COLLECTIONS OF THE FRANKLIN INSTITUTE ARE ORGANIZED INTO THREE TYPES OF HOLDINGS: MUSEUM, ARCHIVES AND LIBRARY. THEY EACH PLAY AN INSTRUMENTAL ROLE IN EDUCATIONAL AND PUBLIC PROGRAMMING THROUGH PERMANENT AND TEMPORARY GALLERY EXHIBITIONS, DEVELOPMENT INITIATIVES, OUTREACH, MARKETING, AND PROMOTIONAL ACTIVITIES, AND INTERNET-BASED PRESENTATIONS. FOOTNOTE TEXT RE: INCOME TAX STATUS - THE INSTITUTE HAS BEEN GRANTED EXEMPTION FROM FEDERAL INCOME TAX UNDER SECTION 501(C)(3) OF THE INTERNAL REVENUE CODE ("THE CODE") AND HAS BEEN CLASSIFIED AS AN ORGANIZATION, WHICH IS NOT A PRIVATE FOUNDATION UNDER SECTION 509(A) OF THE CODE. CERTAIN UNRELATED BUSINESS INCOME IS SUBJECT TO FEDERAL INCOME TAXES.

Part II Fundraising Events. Complete if the organization answered "Yes" to Form 990, Part IV, line 18, or reported more than \$15,000 on Form 990-EZ, line 6a. List events with gross receipts greater than \$5,000.

		(a) Event #1	(b) Event #2	(c) Other Events	(d) Total Events
		FRANKLIN AWARDS (event type)	(event type)	(total number)	(Add col (a) through col (c))
Revenue	1	Gross receipts	834,733		834,733
	2	Less Charitable contributions	644,080		644,080
	3	Gross income (line 1 minus line 2)	190,653		190,653
Direct Expenses	4	Cash prizes			
	5	Non-cash prizes			
	6	Rent/facility costs			
	7	Food and beverages	137,347		137,347
	8	Entertainment			
	9	Other direct expenses	119,921		119,921
	10	Direct expense summary Add lines 4 through 9 in column (d) ▶			(257,268)
	11	Net income summary Combine lines 3 and 10 in column (d). ▶			-66,615

Part III Gaming. Complete if the organization answered "Yes" to Form 990, Part IV, line 19, or reported more than \$15,000 on Form 990-EZ, line 6a.

		(a) Bingo	(b) Pull tabs/Instant bingo/progressive bingo	(c) Other gaming	(d) Total gaming
					(Add col (a) through col (c))
Revenue	1	Gross revenue			
	2	Cash prizes			
Direct Expenses	3	Non-cash prizes			
	4	Rent/facility costs			
	5	Other direct expenses			
	6	Volunteer labor <input type="checkbox"/> Yes <input type="checkbox"/> No	<input type="checkbox"/> Yes <input type="checkbox"/> No	<input type="checkbox"/> Yes <input type="checkbox"/> No	
	7	Direct expense summary Add lines 2 through 5 in column (d) ▶			()
	8	Net gaming income summary Combine lines 1 and 7 in column (d) ▶			

9 Enter the state(s) in which the organization operates gaming activities _____

a Is the organization licensed to operate gaming activities in each of these states? ☐ Yes ☐ No

b If "No," Explain _____

10a Were any of the organization's gaming licenses revoked, suspended or terminated during the tax year? ☐ Yes ☐ No

b If "Yes," Explain _____

- 11

Does the organization operate gaming activities with nonmembers?

Yes

No
- 12

Is the organization a grantor, beneficiary or trustee of a trust or a member of a partnership or other entity formed to administer charitable gaming?

Yes

No

13

Indicate the percentage of gaming activity operated in

a	The organization's facility	13a
b	An outside facility	13b

14

Provide the name and address of the person who prepares the organization's gaming/special events books and records

Name

Address

15a

Does the organization have a contract with a third party from whom the organization receives gaming revenue?

Yes

No

b

If "Yes," enter the amount of gaming revenue received by the organization \$ and the amount of gaming revenue retained by the third party \$

c

If "Yes," enter name and address

Name

Address

16

Gaming manager information

Name

Gaming manager compensation

\$

Description of services provided

Director/officer

Employee

Independent contractor

17

Mandatory distributions

a

Is the organization required under state law to make charitable distributions from the gaming proceeds to retain the state gaming license?

Yes

No

b

Enter the amount of distributions required under state law distributed to other exempt organizations or spent in the organization's own exempt activities during the tax year \$

Part IV

Complete this part to provide additional information for responses to question on Schedule G (see instructions.)

Identifier	ReturnReference	Explanation
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Schedule I
(Form 990)

Department of the Treasury
Internal Revenue Service

Name of the organization
FRANKLIN INSTITUTE

Grants and Other Assistance to Organizations,
Governments and Individuals in the United States

Complete if the organization answered "Yes," to Form 990, Part IV, line 21 or 22.
▶ Attach to Form 990

OMB No 1545-0047

2011

Open to Public
Inspection

Employer identification number

23-1370501

Part I

General Information on Grants and Assistance

- 1

Does the organization maintain records to substantiate the amount of the grants or assistance, the grantees' eligibility for the grants or assistance, and the selection criteria used to award the grants or assistance?

☒ Yes ☐ No
- 2

Describe in Part IV the organization's procedures for monitoring the use of grant funds in the United States

Part II

Grants and Other Assistance to Governments and Organizations in the United States. Complete if the organization answered "Yes" to Form 990, Part IV, line 21 for any recipient that received more than \$5,000. Check this box if no one recipient received more than \$5,000. Use Part IV and Schedule I-1 (Form 990) if additional space is needed ▶ ☐

(a) Name and address of organization or government	(b) EIN	(c) IRC Code section if applicable	(d) Amount of cash grant	(e) Amount of non-cash assistance	(f) Method of valuation (book, FMV, appraisal, other)	(g) Description of non-cash assistance	(h) Purpose of grant or assistance

2

Enter total number of section 501(c)(3) and government organizations listed in the line 1 table ▶

3

Enter total number of other organizations listed in the line 1 table ▶

Part III

Grants and Other Assistance to Individuals in the United States. Complete if the organization answered "Yes" to Form 990, Part IV, line 22.
Use Schedule I-1 (Form 990) if additional space is needed.

(a)Type of grant or assistance	(b)Number of recipients	(c)Amount of cash grant	(d)Amount of non-cash assistance	(e)Method of valuation (book, FMV, appraisal, other)	(f)Description of non-cash assistance
(1) BOWER AWARD AND PRIZE FOR ACHIEVEMENT IN SCIENCE	1	250,000			

Part IV

Supplemental Information. Complete this part to provide the information required in Part I, line 2, and any other additional information.

Identifier	Return Reference	Explanation
		THE FRANKLIN INSTITUTE AWARDS ONE INDIVIDUAL WITH THE BOWER AWARD AND PRIZE FOR ACHIEVEMENT IN SCIENCE EACH YEAR THE AWARD WINNER IS CHOSEN BY THE COMMITTEE ON SCIENCE AND THE ARTS, FOLLOWING A FORMAL NOMINATION AND DELIBERATION PERIOD THE PRIZE MONEY AWARDED IS NOT A GRANT, SO MONITORING OF USE OF FUNDS IS NOT REQUIRED OR APPROPRIATE THE FRANKLIN INSTITUTE MAKES DE MINIMIS SCHOLARSHIP AND PARTICIPANT SUPPORT/HONORARIA PAYMENTS TO INDIVIDUALS THROUGHOUT ITS NORMAL COURSE OF BUSINESS NONE OF THESE PAYMENTS EXCEED \$5,000 PAYMENTS FOR SCHOLARSHIPS ARE MADE TO THE STUDENTS' SCHOOLS DIRECTLY RATHER THAN TO THE INDIVIDUAL, THEREBY ENSURING PROPER USE OF SCHOLARSHIP FUNDS THE FRANKLIN INSTITUTE DOES NOT ISSUE GRANTS TO INDIVIDUALS OR ORGANIZATIONS

Schedule J (Form 990) <div>Department of the Treasury Internal Revenue Service</div>	<div>Compensation Information</div> <div>For certain Officers, Directors, Trustees, Key Employees, and Highest Compensated Employees</div> <div>▶ Complete if the organization answered "Yes" to Form 990, Part IV, question 23.</div> <div>▶ Attach to Form 990. ▶ See separate instructions.</div>	OMB No 1545-0047
		2011
		Open to Public Inspection

Name of the organization FRANKLIN INSTITUTE	Employer identification number 23-1370501
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Part I	Questions Regarding Compensation		Yes	No
1a	Check the appropriate box(es) if the organization provided any of the following to or for a person listed in Form 990, Part VII, Section A, line 1a Complete Part III to provide any relevant information regarding these items			
	<div><div><input type="checkbox"/> First-class or charter travel</div><div><input type="checkbox"/> Travel for companions</div><div><input type="checkbox"/> Tax idemnification and gross-up payments</div><div><input type="checkbox"/> Discretionary spending account</div><div><input type="checkbox"/> Housing allowance or residence for personal use</div><div><input type="checkbox"/> Payments for business use of personal residence</div><div><input checked="" type="checkbox"/> Health or social club dues or initiation fees</div><div><input type="checkbox"/> Personal services (e g , maid, chauffeur, chef)</div></div>			
1b	If any of the boxes in line 1a are checked, did the organization follow a written policy regarding payment or reimbursement or provision of all the expenses described above? If "No," complete Part III to explain		Yes	
2	Did the organization require substantiation prior to reimbursing or allowing expenses incurred by all officers, directors, trustees, and the CEO/Executive Director, regarding the items checked in line 1a?		Yes	
3	Indicate which, if any, of the following the organization uses to establish the compensation of the organization's CEO/Executive Director Check all that apply			
	<div><div><input checked="" type="checkbox"/> Compensation committee</div><div><input type="checkbox"/> Independent compensation consultant</div><div><input type="checkbox"/> Form 990 of other organizations</div><div><input checked="" type="checkbox"/> Written employment contract</div><div><input checked="" type="checkbox"/> Compensation survey or study</div><div><input checked="" type="checkbox"/> Approval by the board or compensation committee</div></div>			
4	During the year, did any person listed in Form 990, Part VII, Section A, line 1a with respect to the filing organization or a related organization			
4a	Receive a severance payment or change-of-control payment?			No
4b	Participate in, or receive payment from, a supplemental nonqualified retirement plan?			No
4c	Participate in, or receive payment from, an equity-based compensation arrangement?			No
	If "Yes" to any of lines 4a-c, list the persons and provide the applicable amounts for each item in Part III			
	Only 501(c)(3) and 501(c)(4) organizations only must complete lines 5-9.			
5	For persons listed in form 990, Part VII, Section A, line 1a, did the organization pay or accrue any compensation contingent on the revenues of			
5a	The organization?			No
5b	Any related organization?			No
	If "Yes," to line 5a or 5b, describe in Part III			
6	For persons listed in form 990, Part VII, Section A, line 1a, did the organization pay or accrue any compensation contingent on the net earnings of			
6a	The organization?			No
6b	Any related organization?			No
	If "Yes," to line 6a or 6b, describe in Part III			
7	For persons listed in Form 990, Part VII, Section A, line 1a, did the organization provide any non-fixed payments not described in lines 5 and 6? If "Yes," describe in Part III			No
8	Were any amounts reported in Form 990, Part VII, paid or accrued pursuant to a contract that was subject to the initial contract exception described in Regs section 53 4958-4(a)(3)? If "Yes," describe in Part III			No
9	If "Yes" to line 8, did the organization also follow the rebuttable presumption procedure described in Regulations section 53 4958-6(c)?			

Part II Officers, Directors, Trustees, Key Employees, and Highest Compensated Employees. Use Schedule J-1 if additional space needed.

For each individual whose compensation must be reported in Schedule J, report compensation from the organization on row (i) and from related organizations, described in the instructions on row (ii) Do not list any individuals that are not listed on Form 990, Part VII

Note. The sum of columns (B)(i)-(iii) for each listed individual must equal the total amount of Form 990, Part VII, Section A, line 1a, columns (D) and (E) for that individual

(A) Name		(B) Breakdown of W-2 and/or 1099-MISC compensation			(C) Retirement and other deferred compensation	(D) Nontaxable benefits	(E) Total of columns (B)(i)-(D)	(F) Compensation reported in prior Form 990 or Form 990-EZ
		(i) Base compensation	(ii) Bonus & incentive compensation	(iii) Other reportable compensation				
(1) DENNIS M WINT PHD	(i)	345,776	85,519	0	29,633	27,798	488,726	0
	(ii)	0	0	0	0	0	0	0
(2) LARRY DUBINSKI	(i)	198,530	31,484	0	17,098	19,509	266,621	0
	(ii)	0	0	0	0	0	0	0
(3) FREDERIC MNBERTLEYPHD	(i)	144,828	12,811	0	8,750	14,591	180,980	0
	(ii)	0	0	0	0	0	0	0
(4) TROY COLLINS	(i)	174,301	23,142	0	10,440	12,848	220,731	0
	(ii)	0	0	0	0	0	0	0
(5) RICHARD D RABENA	(i)	136,643	11,893	0	13,847	17,994	180,377	0
	(ii)	0	0	0	0	0	0	0
(6) STEVEN L SNYDER PHD	(i)	137,710	12,258	0	11,523	17,733	179,224	0
	(ii)	0	0	0	0	0	0	0
(7) REID O STYLES	(i)	132,310	11,762	0	15,696	7,836	167,604	0
	(ii)	0	0	0	0	0	0	0
(8) MARISA WIGGLESWORTH	(i)	131,554	5,000	0	7,920	14,376	158,850	0
	(ii)	0	0	0	0	0	0	0
	(i)							
	(ii)							
	(i)							
	(ii)							
	(i)							
	(ii)							
	(i)							
	(ii)							
	(i)							
	(ii)							
	(i)							
	(ii)							
	(i)							
	(ii)							

Part III **Supplemental Information**

Complete this part to provide the information, explanation, or descriptions required for Part I, lines 1a, 1b, 4c, 5a, 5b, 6a, 6b, 7, and 8. Also complete this part for any additional information.

Identifier	Return Reference	Explanation
SUPPLEMENTAL INFORMATION	PART III	DURING 2011, THE FRANKLIN INSTITUTE PROVIDED MEMBERSHIP IN THE UNION LEAGUE OF PHILADELPHIA, THE PHILADELPHIA CLUB AND THE CORINTHIAN YACHT CLUB FOR THE PRESIDENT AND CEO.

<div>Schedule K (Form 990)</div> <div>Department of the Treasury Internal Revenue Service</div>	<div>Supplemental Information on Tax Exempt Bonds</div> <div>▶ Complete if the organization answered "Yes" to Form 990, Part IV, line 24a. Provide descriptions, explanations, and any additional information in Schedule O (Form 990). ▶ Attach to Form 990. ▶ See separate instructions.</div>										OMB No 1545-0047		
											2011		
											Open to Public Inspection		
Name of the organization FRANKLIN INSTITUTE										Employer identification number 23-1370501			

Part I

Bond Issues

	(a) Issuer Name	(b) Issuer EIN	(c) CUSIP #	(d) Date Issued	(e) Issue Price	(f) Description of Purpose	(g) Defeased		(h) On Behalf of Issuer		(i) Pool financing	
							Yes	No	Yes	No	Yes	No
A	NARBERTH BOROUGH INDUSTRIAL DEVELOPMENT AUTHORITY	23-3077385		01-01-2004	5,725,000	REFINANCED DEBT, FUNDING FOR PRIOR CAPITAL PROJECTS		X		X		X
B	PHILADELPHIA AUTHORITY FOR INDUSTRIAL DEVELOPMENT	23-2237287	717818QG8	01-01-2006	14,095,000	REFINANCE DEBT, FUNDING FOR PRIOR CAPITAL PROJECTS		X		X		X

Part II

Proceeds

		A		B		C		D	
1	Amount of bonds retired								
2	Amount of bonds defeased								
3	Total proceeds of issue	5,725,000		14,265,843					
4	Gross proceeds in reserve funds								
5	Capitalized interest from proceeds								
6	Proceeds in refunding escrow								
7	Issuance costs from proceeds			206,552					
8	Credit enhancement from proceeds								
9	Working capital expenditures from proceeds								
10	Capital expenditures from proceeds								
11	Other spent proceeds								
12	Other unspent proceeds								
13	Year of substantial completion	1990		1990					
		Yes	No	Yes	No				
14	Were the bonds issued as part of a current refunding issue?	X			X				
15	Were the bonds issued as part of an advance refunding issue?		X	X					
16	Has the final allocation of proceeds been made?	X		X					
17	Does the organization maintain adequate books and records to support the final allocation of proceeds?	X		X					

Part III

Private Business Use

		A		B		C		D	
		Yes	No	Yes	No	Yes	No	Yes	No
1	Was the organization a partner in a partnership, or a member of an LLC, which owned property financed by tax-exempt bonds?		X		X				
2	Are there any lease arrangements that may result in private business use of bond-financed property?		X		X				

Part III

Private Business Use (Continued)

		A		B		C		D	
		Yes	No	Yes	No	Yes	No	Yes	No
3a	Are there any management or service contracts that may result in private business use?		X		X				
b	If 'Yes' to line 3a, does the organization routinely engage bond counsel or other outside counsel to review any management or service contracts relating to the financed property?								
c	Are there any research agreements that may result in private business use of bond-financed property?		X		X				
d	If 'Yes' to line 3c, does the organization routinely engage bond counsel or other outside counsel to review any research agreements relating to the financed property?								
4	Enter the percentage of financed property used in a private business use by entities other than a section 501(c)(3) organization or a state or local government								
5	Enter the percentage of financed property used in a private business use as a result of unrelated trade or business activity carried on by your organization, another section 501(c)(3) organization, or a state or local government								
6	Total of lines 4 and 5								
7	Has the organization adopted management practices and procedures to ensure the post-issuance compliance of its tax-exempt bond liabilities?		X		X				

Part IV

Arbitrage

		A		B		C		D	
		Yes	No	Yes	No	Yes	No	Yes	No
1	Has a Form 8038-T, Arbitrage Rebate, Yield Reduction and Penalty in Lieu of Arbitrage Rebate, been filed with respect to the bond issue?		X	X					
2	Is the bond issue a variable rate issue?	X			X				
3a	Has the organization or the governmental issuer entered into a hedge with respect to the bond issue?	X		X					
b	Name of provider	CITIZENS BANK		BANK OF AMERICA					
c	Term of hedge	9 000000000000		20 000000000000					
d	Was the hedge superintegrated?		X		X				
e	Was a hedge terminated?		X		X				
4a	Were gross proceeds invested in a GIC?		X		X				
b	Name of provider								
c	Term of GIC								
d	Was the regulatory safe harbor for establishing the fair market value of the GIC satisfied?								
5	Were any gross proceeds invested beyond an available temporary period?		X		X				
6	Did the bond issue qualify for an exception to rebate?		X		X				

Part V

Procedures To Undertake Corrective Action

Check the box if the organization established written procedures to ensure that violations of federal tax requirements are timely identified and corrected through the voluntary closing agreement program if self-remediation is not available under applicable regulations ☐ Yes ☒ No

Part VI

Supplemental Information

Complete this part to provide additional information for responses to questions on Schedule K (see instructions)

Identifier	Return Reference	Explanation
------------	------------------	-------------

SCHEDULE M
(Form 990)

Department of the Treasury
Internal Revenue Service

NonCash Contributions

►Complete if the organization answered "Yes" on Form 990, Part IV, lines 29 or 30.
► Attach to Form 990.

OMB No 1545-0047

2011

Open to Public Inspection

Name of the organization
FRANKLIN INSTITUTE

Employer identification number
23-1370501

Part I Types of Property

	(a) Check if applicable	(b) Number of Contributions or items contributed	(c) Contribution amounts reported on Form 990, Part VIII, line 1g	(d) Method of determining contribution amounts
1 Art—Works of art				
2 Art—Historical treasures				
3 Art—Fractional interests				
4 Books and publications				
5 Clothing and household goods				
6 Cars and other vehicles				
7 Boats and planes				
8 Intellectual property				
9 Securities—Publicly traded	X	34	3,239,401	MARKET VALUE
10 Securities—Closely held stock				
11 Securities—Partnership, LLC, or trust interests				
12 Securities—Miscellaneous				
13 Qualified conservation contribution—Historic structures				
14 Qualified conservation contribution—Other				
15 Real estate—Residential				
16 Real estate—Commercial				
17 Real estate—Other				
18 Collectibles				
19 Food inventory				
20 Drugs and medical supplies				
21 Taxidermy				
22 Historical artifacts				
23 Scientific specimens				
24 Archeological artifacts				
25 Other ► ()				
26 Other ►()				
27 Other ►()				
28 Other ► ()				

29

Number of Forms 8283 received by the organization during the tax year for contributions for which the organization completed Form 8283, Part IV, Donee Acknowledgement

30a

During the year, did the organization receive by contribution any property reported in Part I, lines 1-28 that it must hold for at least three years from the date of the initial contribution, and which is not required to be used for exempt purposes for the entire holding period?

30a

Yes

No

b

If "Yes," describe the arrangement in Part II

31

Does the organization have a gift acceptance policy that requires the review of any non-standard contributions?

31

Yes

32a

Does the organization hire or use third parties or related organizations to solicit, process, or sell non-cash contributions?

32a

Yes

b

If "Yes," describe in Part II

33

If the organization did not report revenues in column (c) for a type of property for which column (a) is checked, describe in Part II

For Privacy Act and Paperwork Reduction Act Notice, see the Instructions for Form 990.

Cat No 51227J

Schedule M (Form 990) 2011

Part III

Supplemental Information. Complete this part to provide the information required by Part I, lines 30b, 32b, and 33. Also complete this part for any additional information.

Identifier	Return Reference	Explanation
THIRD PARTY USE	PART I, LINE 32B	WITH ONE EXCEPTION IN 2011, THE FRANKLIN INSTITUTE UTILIZES A BROKER TO IMMEDIATELY SELL ANY GIFTS OF SECURITIES UPON RECEIPT OF THE GIFT THE EXCEPTION IN 2011 WAS MADE FOR A GIFT OF 368,028 SHARES OF AMREP STOCK, THAT WERE RECEIVED ON OCTOBER 7, 2011, AND SOLD PERIODICALLY THROUGH FEBRUARY 8, 2012

SCHEDULE O

(Form 990 or 990-EZ)

Department of the Treasury

Internal Revenue Service

Supplemental Information to Form 990 or 990-EZ

Complete to provide information for responses to specific questions on
Form 990 or to provide any additional information.
▶ Attach to Form 990 or 990-EZ.

OMB No 1545-0047

2011

Open to Public Inspection

Name of the organization
FRANKLIN INSTITUTE

Employer identification number
23-1370501

Identifier	Return Reference	Explanation
	FORM 990, PART VI, SECTION A, LINE 2	DAVID BERKMAN IS ON THE BOARD AND IS AN INVESTOR IN FRANKLIN SQUARE CAPITAL PARTNERS, WHERE MICHAEL FORMAN IS THE MANAGING GENERAL PARTNER MICHAEL CAMARDO SERVES AS AN ADVISORY BOARD MEMBER AT DAY & ZIMMERMAN, WHERE HAL YOH IS CHAIRMAN AND CEO KEVIN DONAHOE HAS A BUSINESS RELATIONSHIP WITH RICHARD VAGUE WITH REGARDS TO GABRIEL INVESTMENTS MICHAEL FORMAN HAS A BUSINESS RELATIONSHIP WITH DAVID BERKMAN AND IRA LUBERT JOHN FRIES HAS INVESTED IN SEVERAL OF IRA LUBERT'S FUNDS THEY BOTH SIT ON THE BOARD OF DIRECTORS AT GLOBAL FIT, WHERE THEY HAVE A COMBINED INTEREST OF OVER 10% IRA LUBERT HAS A BUSINESS RELATIONSHIP WITH JOHN FRIES AND MICHAEL FORMAN RICHARD VAGUE HAS A BUSINESS RELATIONSHIP WITH KEVIN DONAHOE WITH REGARDS TO GABRIEL INVESTMENTS HAL YOH IS THE CHAIRMAN AND CEO OF DAY & ZIMMERMAN, WHERE MICHAEL CAMARDO SERVES ON THE BOARD OF ADVISORS, WHICH IS NOT A BOARD OF DIRECTORS
	FORM 990, PART VI, SECTION B, LINE 11	THE AUDIT COMMITTEE OF THE BOARD OF TRUSTEES REVIEWS THE DRAFT FORM 990, AND APPROVES THE FORM 990 PRIOR TO IT BEING FILED WITH THE IRS
	FORM 990, PART VI, SECTION B, LINE 12C	THE FRANKLIN INSTITUTE BOARD MEMBERS AND SENIOR MANAGEMENT STAFF COMPLETE AN ANNUAL CONFLICT OF INTEREST QUESTIONNAIRE AND DISCLOSURE FORM, WHICH INCLUDES ACKNOWLEDGING RECEIPT OF AND FAMILIARITY WITH THE INSTITUTE'S CODE OF CONDUCT AND ETHICS POLICY IN ADDITION, ALL EMPLOYEES RECEIVE THE CODE OF CONDUCT AND ETHICS POLICY APPROVED BY THE BOARD OF TRUSTEES
	FORM 990, PART VI, SECTION B, LINE 15	KEY EMPLOYEES AND OFFICERS OF THE FRANKLIN INSTITUTE IN 2011 INCLUDED THE FOLLOWING INDIVIDUALS DENNIS WINT, PRESIDENT AND CEO LARRY DUBINSKI, SENIOR VICE PRESIDENT OF EXTERNAL AFFAIRS AND GENERAL COUNSEL JEFFERY PERKINS, SENIOR VICE PRESIDENT OF FINANCE AND ADMINISTRATION TROY COLLINS, SENIOR VICE PRESIDENT OF PROGRAMS, MARKETING AND BUSINESS DEVELOPMENT FREDERIC BERTLEY , VICE PRESIDENT SCIENCE AND INNOVATION THE PROCESS THE FRANKLIN INSTITUTE USES TO ESTABLISH COMPENSATION FOR OFFICERS AND KEY EMPLOYEES INCLUDES A COMPLETE REVIEW OF EXECUTIVE COMPENSATION LEVELS BY THE COMPENSATION COMMITTEE OF THE BOARD OF TRUSTEES OF THE FRANKLIN INSTITUTE THE REVIEW IS BASED ON A MARKET ANALYSIS PREPARED BY THE HAY GROUP USING PUBLISHED COMPENSATION SURVEYS FOR BOTH NOT-FOR-PROFIT AND FOR-PROFIT ORGANIZATIONS COMPARABLE IN SIZE TO THE FRANKLIN INSTITUTE COMPENSATION DECISIONS ARE MADE ON TWO LEVELS RECOMMENDATIONS ARE MADE BY THE PRESIDENT AND CEO TO THE COMPENSATION COMMITTEE FOR APPROVAL OF ACTIONS REGARDING THE COMPENSATION OF SENIOR VICE PRESIDENTS AND VICE PRESIDENTS THE COMPENSATION COMMITTEE DEVELOPS RECOMMENDATIONS FOR THE PRESIDENT AND CEO'S COMPENSATION AND REFERS ITS RECOMMENDATIONS TO THE EXECUTIVE COMMITTEE OF THE BOARD OF TRUSTEES FOR APPROVAL THIS PROCESS WAS USED TO REVIEW THE COMPENSATION LEVELS OF ALL OF ITS EXECUTIVES LISTED ABOVE AND TO SUBSTANTIATE COMPENSATION ACTIONS IN 2011
	FORM 990, PART VI, SECTION C, LINE 19	THE FRANKLIN INSTITUTE'S FORM 990 IS POSTED ANNUALLY ON GUIDESTAR.ORG THE FRANKLIN INSTITUTE PUBLISHES AN ANNUAL REPORT, WHICH INCLUDES THE AUDITED FINANCIAL STATEMENT OF OPERATIONS AND CHANGES IN NET ASSETS AND A SUMMARY OF THE AUDITED STATEMENT OF FINANCIAL POSITION
CHANGES IN NET ASSETS OR FUND BALANCES	FORM 990, PART XI, LINE 5	NET UNREALIZED LOSSES ON INVESTMENTS -2,865,356 NET UNREALIZED LOSS ON INTEREST RATE SWAP -1,016,298 NET ACTUARIAL LOSS ON DEFINED BENEFIT RETIREMENT PLAN -1,860,610 TOTAL TO FORM 990, PART XI, LINE 5 -5,742,264
	FORM 990, PART XI, LINE 2C	THE ORGANIZATION HAS A SEPARATE AUDIT COMMITTEE THAT ASSUMES RESPONSIBILITY FOR THE OVERSIGHT OF THE AUDIT THERE HAS BEEN NO CHANGE FROM THE PRIOR YEAR

SCHEDULE R
(Form 990)

Department of the Treasury
Internal Revenue Service

Related Organizations and Unrelated Partnerships

▶ Complete if the organization answered "Yes" to Form 990, Part IV, line 33, 34, 35, 36, or 37.
▶ Attach to Form 990. ▶ See separate instructions.

OMB No 1545-0047

2011

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Part I

Identification of Disregarded Entities (Complete if the organization answered "Yes" on Form 990, Part IV, line 33.)

(a) Name, address, and EIN of disregarded entity	(b) Primary activity	(c) Legal domicile (state or foreign country)	(d) Total income	(e) End-of-year assets	(f) Direct controlling entity

Part II

Identification of Related Tax-Exempt Organizations (Complete if the organization answered "Yes" on Form 990, Part IV, line 34 because it had one or more related tax-exempt organizations during the tax year.)

(a) Name, address, and EIN of related organization	(b) Primary activity	(c) Legal domicile (state or foreign country)	(d) Exempt Code section	(e) Public charity status (if section 501(c)(3))	(f) Direct controlling entity	(g) Section 512(b)(13) controlled organization	
						Yes	No
(1) BARTOL RESEARCH FOUNDATION C/O THE FRANKLIN INSTITUTE 222 N 20 PHILADELPHIA, PA 19103 23-2482657	INVESTS FUNDS TO SUPPORT BARTOL RESEARCH INSTITUTE AT THE UNIV OF DELAWARE	PA	501(C)(3)	509(A)(3)	THE FRANKLIN INSTITUTE	Yes	

Part III

Identification of Related Organizations Taxable as a Partnership (Complete if the organization answered "Yes" on Form 990, Part IV, line 34 because it had one or more related organizations treated as a partnership during the tax year.)

(a) Name, address, and EIN of related organization	(b) Primary activity	(c) Legal domicile (state or foreign country)	(d) Direct controlling entity	(e) Predominant income (related, unrelated, excluded from tax under sections 512- 514)	(f) Share of total income	(g) Share of end-of- year assets	(h) Disproportionate allocations?		(i) Code V—UBI amount in box 20 of Schedule K-1 (Form 1065)	(j) General or managing partner?		(k) Percentage ownership
							Yes	No		Yes	No	

Part IV

Identification of Related Organizations Taxable as a Corporation or Trust (Complete if the organization answered "Yes" on Form 990, Part IV, line 34 because it had one or more related organizations treated as a corporation or trust during the tax year.)

(a) Name, address, and EIN of related organization	(b) Primary activity	(c) Legal domicile (state or foreign country)	(d) Direct controlling entity	(e) Type of entity (C corp, S corp, or trust)	(f) Share of total income	(g) Share of end-of-year assets	(h) Percentage ownership

Part V

Transactions With Related Organizations (Complete if the organization answered "Yes" on Form 990, Part IV, line 34, 35, 35A, or 36.)

Note. Complete line 1 if any entity is listed in Parts II, III or IV

1

During the tax year, did the organization engage in any of the following transactions with one or more related organizations listed in Parts II-IV?

a

Receipt of (i) interest (ii) annuities (iii) royalties (iv) rent from a controlled entity

b

Gift, grant, or capital contribution to related organization(s)

c

Gift, grant, or capital contribution from related organization(s)

d

Loans or loan guarantees to or for related organization(s)

e

Loans or loan guarantees by related organization(s)

f

Sale of assets to related organization(s)

g

Purchase of assets from related organization(s)

h

Exchange of assets with related organization(s)

i

Lease of facilities, equipment, or other assets to related organization(s)

j

Lease of facilities, equipment, or other assets from related organization(s)

k

Performance of services or membership or fundraising solicitations for related organization(s)

l

Performance of services or membership or fundraising solicitations by related organization(s)

m

Sharing of facilities, equipment, mailing lists, or other assets with related organization(s)

n

Sharing of paid employees with related organization(s)

o

Reimbursement paid to related organization(s) for expenses

p

Reimbursement paid by related organization(s) for expenses

q

Other transfer of cash or property to related organization(s)

r

Other transfer of cash or property from related organization(s)

Yes

No

1a

1b

1c

1d

1e

1f

1g

1h

1i

1j

1k

1l

1m

1n

1o

1p

1q

1r

No

No

No

No

No

No

No

No

No

No

No

No

No

No

No

No

No

No

2 If the answer to any of the above is "Yes," see the instructions for information on who must complete this line, including covered relationships and transaction thresholds

(a) Name of other organization	(b) Transaction type(a-r)	(c) Amount involved	(d) Method of determining amount involved
(1)			
(2)			
(3)			
(4)			
(5)			
(6)			

Provide the following information for each entity taxed as a partnership through which the organization conducted more than five percent of its activities (measured by total assets or gross revenue) that was not a related organization. See instructions regarding exclusion for certain investment partnerships.

[illegible]

Part VII

Supplemental Information

Complete this part to provide additional information for responses to questions on Schedule R (see instructions)

Identifier	Return Reference	Explanation	
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