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Part III

Statement of Program Service Accomplishments

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

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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?

☐ Yes ☒ No

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?

☐ Yes ☒ No

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 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 \$ 15,468,499 including grants of \$ )	(Revenue \$ 14,483,917 )
<p>MUSEUM ADMISSIONS &amp; 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 2012, THE INSTITUTE WELCOMED 775,611 VISITORS TO THE MUSEUM, INCLUDING 147,897 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 INSTITUTES 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 INSTITUTE'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 COMMUNITY NIGHT SPONSORED BY TARGET, AND THE ACCESS PROGRAM THAT WELCOMES STUDENTS FROM UNDER-RESOURCED SCHOOLS FREE OF CHARGE IN 2012, THE INSTITUTE HOSTED DEAD SEA SCROLLS LIFE AND FAITH IN ANCIENT TIMES, A TRAVELING EXHIBITION THAT THE INSTITUTE CO-PRODUCED THE ISRAEL ANTIQUITIES AUTHORITY FACILITATED THE LOAN OF THE MOST COMPREHENSIVE COLLECTIVE OF ANCIENT ARTIFACTS EVER TO TRAVEL OUTSIDE OF ISRAEL, INCLUDING DOZENS OF FRAGMENTS OF THE DEAD SEA SCROLLS THEMSELVES THE INSTITUTE OFFERED A WELL-ATTENDED LECTURE SERIES IN CONJUNCTION WITH THE EXHIBIT, FEATURING ACADEMIC AND RELIGIOUS SCHOLARS WHO DISCUSSED THE HISTORY, SIGNIFICANCE, AND ARCHAEOLOGY OF THE DEAD SEA SCROLLS THE INSTITUTE ALSO HOSTED TITANIC THE ARTIFACT EXHIBITION DURING THE 100TH ANNIVERSARY OF THAT SHIP'S SINKING THIS EXHIBIT WAS EXTREMELY POPULAR, AND BROUGHT VISITORS FROM AROUND THE REGION TO LEARN ABOUT THE SHIP'S CONSTRUCTION, VOYAGE, AND ARTIFACT RESCUE EFFORTS TWO OTHER EXHIBITS, GIANT MYSTERIOUS DINOSAURS AND DESIGN ZONE, INTRODUCED VISITORS TO ARCHAEOLOGY AND THE SCIENCE BEHIND DESIGNING GAMES, RIDES, MUSIC, AND MORE THE THREE INSTITUTE THEATERS, INCLUDING THE FELS PLANETARIUM, THE FRANKLIN 3D THEATER, AND THE TUTTLEMAN IMAX, OPENED NEW WORLDS TO HUNDREDS OF THOUSANDS OF VISITORS THE FREQUENTLY UPDATED SCHEDULE OF IMAX DOCUMENTARY PROGRAMMING INCLUDED TITANICA, WHICH ACCOMPANIED THE TITANIC EXHIBIT, ROCKY MOUNTAIN EXPRESS, AND SPACE JUNK ADDITIONALLY, THE INSTITUTE'S FRANKLIN THEATER PROVIDED MUSEUM GUESTS WITH ENGAGING AND EDUCATIONAL 3D FILMS THROUGHOUT THE DAY, INCLUDING MEERKATS 3D, AND WILDEST WEATHER AMONGST ITS 2012 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</p>		

4b	(Code ) (Expenses \$ 4,801,005 including grants of \$ 250,000 ) (Revenue \$ 3,129,685 )
<p>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 COMPLETING ITS 19TH YEAR IN 2012, THE PACTS PROGRAM IS ONE OF THE REGIONS 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 40 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 2012 WAS THE THIRD YEAR FOR THE INSTITUTE'S STEM SCHOLARS PROGRAMS, A CONCENTRATED PROGRAM OF 15 STUDENTS EACH YEAR WHO SHOW HIGH INTEREST IN AND 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 AS THE ORGANIZER OF THE PHILADELPHIA SCIENCE FESTIVAL, THE FRANKLIN INSTITUTE HELPED 120 PARTNERS TO REACH APPROXIMATELY 100,000 PEOPLE IN NEIGHBORHOODS ACROSS THE CITY WITH HANDS-ON WORKSHOPS AND DEMONSTRATIONS IN ITS SECOND YEAR IN 2012 FEATURING A CARNIVAL ON THE PARKWAY THAT WAS ATTENDED BY MORE THAN 100 EXHIBITORS AND 20,000 PEOPLE, THE FESTIVAL ALSO HELD STARGAZING EVENTS ON CITY CORNERS AND OFFERED SYMPOSIA AT LOCAL UNIVERSITIES FROM PRESENTING THE SCIENCE OF FOOD FERMENTATION TO "GREAT GIGS" EVENTS WHERE SCIENTISTS TALKED TO STUDENTS ABOUT THEIR JOBS, THIS YEAR'S FESTIVAL PARTNERS PRODUCED AN INCREDIBLE SLATE OF EVENTS OVER TEN DAYS THE INSTITUTE ALSO WORKS CLOSELY WITH THE SCIENCE LEADERSHIP ACADEMY (SLA), A MAGNET HIGH SCHOOL THAT STANDS AS A FURTHER TESTAMENT TO THE INSTITUTE'S COMMITMENT TO FORMAL EDUCATION AN INQUIRY-BASED, SCIENCE AND TECHNOLOGY-FOCUSED SCHOOL FOUNDED IN 2006 THROUGH A UNIQUE COLLABORATIVE BETWEEN THE FRANKLIN INSTITUTE AND THE SCHOOL DISTRICT OF PHILADELPHIA, SLA QUICKLY EARNED A NATIONAL REPUTATION FOR EXCELLENCE ITS STUDENTS ARE CONSISTENTLY AMONG THE TOP PERFORMERS ON STATE STANDARDIZED TESTS, EXCEEDING THE CITY AND STATE AVERAGES IN EVERY SUBJECT IT HAS A 95% ATTENDANCE RATE, AND A 98% GRADUATION RATE FOR THE THIRD YEAR IN A ROW, A STUDENT WAS SELECTED FOR THE PRESTIGIOUS GATES MILLENNIUM SCHOLARSHIP, AWARDED TO ONLY 1,000 STUDENTS IN THE COUNTRY SCHOOLS ACCEPTING SLA STUDENTS FROM THE CLASS OF 2012 INCLUDE LOCAL INSTITUTIONS DREXEL UNIVERSITY, TEMPLE UNIVERSITY, PENN STATE UNIVERSITY, THE UNIVERSITY OF PENNSYLVANIA, AND THE UNIVERSITY OF PITTSBURGH, AS WELL AS HISTORICALLY BLACK COLLEGES AND UNIVERSITIES AND A DIVERSE RANGE OF OTHER US AND INTERNATIONAL INSTITUTIONS THE INSTITUTE LOOKS FORWARD TO CONTINUING THIS UNIQUE PARTNERSHIP WITH THE SCHOOL DISTRICT TO PROVIDE MEMORABLE OPPORTUNITIES FOR SLA'S STUDENTS, WHO COME FROM MORE THAN 60 DIFFERENT MIDDLE SCHOOLS 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, WHICH WAS MODERATED BY STUDENTS FROM THE PACTS PROGRAM ONE HIGHLIGHT OF THE 2012 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 OF ICE CORES FROM 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 2012 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 WAS CONFERRED TO JOHN CHAMBERS, CHAIRMAN AND CEO OF CISCO SYSTEMS FIVE OTHER SCIENTISTS, EACH OF WHOM REPRESENTS THE PINNACLE OF REVOLUTIONARY ACHIEVEMENT 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 186 YEARS OF JOURNALS ARE AVAILABLE ONLINE THROUGH LIBRARIES AND RESEARCH INSTITUTIONS</p>	

4c











(Code )	(Expenses \$ 1,173,524 including grants of \$ )	(Revenue \$ 1,728,556 )
<p>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 EDUCATION STANDARDS THE INSTITUTES WEBSITE CONTINUES TO SERVE AS A POPULAR SOURCE OF COMPLEMENTARY INFORMATION FOR EDUCATORS AND THE GENERAL PUBLIC ALIKE, NEARLY 14 MILLION PEOPLE VISITED THE WEBSITE IN 2012 209,000 STUDENTS AND ADULTS FROM CONNECTICUT TO NORTHERN VIRGINIA WERE INSPIRED BY TRAVELING SCIENCE SHOWS PRESENTED IN 500 LOCATIONS THE INSTITUTE HAS LONG BEEN A LEADER IN PROVIDING PROFESSIONAL DEVELOPMENT OFFERINGS FOR TEACHERS THROUGHOUT THE REGION WHILE TEACHERS MAY ONLY HAVE ONE OPPORTUNITY TO BRING THEIR STUDENTS TO THE MUSEUM EACH YEAR, THE FRANKLIN INSTITUTE'S WEALTH OF EDUCATOR RESOURCES AND WORKSHOPS ENABLES TEACHERS TO BRING THE SPARK FOR HANDS-ON SCIENCE INTERACTION INTO THEIR DAILY LESSONS THE INSTITUTE'S PROFESSIONAL DEVELOPMENT PROGRAMS BUILD TEACHERS' CONFIDENCE, AND HELP THEM TO ALIGN CLASSROOM EDUCATION WITH NATIONALLY MANDATED STANDARDS AND WITH INQUIRY-BASED LEARNING ACTIVITIES EXTRACURRICULAR ACTIVITIES FOR YOUNGSTERS FILLED WEEKENDS AND VACATIONS DISCOVERY CAMP, SPRING BREAK CAMP, AND THE SCHOOL'S CLOSED CAMP WELCOMED OVER 1,733 YOUNGSTERS, AND THE WEEKEND OVERNIGHT CAMP-IN PROGRAM DREW ANOTHER 5,000 YOUNG PEOPLE DURING THE 2012 CALENDAR YEAR, 1,442 PEOPLE VOLUNTEERED THEIR TIME AT THE INSTITUTE FROM WORKING AT THE BRAIN BAR ON THE FLOOR TO STAFFING THE PHILADELPHIA SCIENCE FESTIVAL TO WORKING BEHIND THE SCENES TO CATALOG ITEMS IN THE ARCHIVES, THE INSTITUTE'S VOLUNTEERS PROVIDE VALUABLE ASSISTANCE - LITERALLY THE TOTAL VALUE OF VOLUNTEER AND INTERN TIME DONATED TO THE INSTITUTE IN 2012 EQUALS MORE THAN \$1.5 MILLION THE FRANKLIN INSTITUTE WELCOMED 59 COLLEGE INTERNS FROM SCHOOLS ACROSS THE STATE IN 2012, WHO CONTRIBUTED OVER 10,000 HOURS OUT OF THEIR BUSY SCHEDULES IN ADDITION TO LENDING THE INSTITUTE THEIR SKILLS, THEY LEARNED ON-THE-JOB LESSONS THAT WILL HELP THEM IN THE TOUGH MARKET, AND GAINED EXPERIENCE AS MUSEUM EDUCATORS ANOTHER GROUP OF VOLUNTEERS ARE THE RETIRED SCIENTISTS, ENGINEERS, AND INVENTORS WHO WORK ON THE FLOOR EXPLAINING THE EXHIBITS AND DEMONSTRATIONS TO VISITORS STILL OTHER VOLUNTEERS WORK WITH STUDENTS IN THE PARTNERSHIPS FOR ACHIEVING CAREERS IN SCIENCE AND TECHNOLOGY (PACTS) PROGRAM, TEACHING THEM HOW TO BUILD ROBOTS, DESIGN BUILDINGS, AND BECOME WHO THEY WANT TO BE OTHER VOLUNTEERS INCLUDE THE MEMBERS OF THE COMMITTEE ON SCIENCE AND THE ARTS, WHO HELP TO SELECT THE FRANKLIN AWARDS LAUREATES EACH YEAR, AND THE MANY MEMBERS OF THE COMMUNITY WHO SERVE ON BOARDS SUCH AS THE FRIENDS COMMITTEE, THE AWARDS COMMITTEE, AND THE BOARD OF TRUSTEES IN DECEMBER 2012, THE INSTITUTE EXCEEDED ITS REVISED FUNDRAISING GOAL OF \$64.7 MILLION IN ITS CAPITAL CAMPAIGN, INSPIRE SCIENCE, RAISING \$65.2 MILLION IN FUNDS TO EXPAND BOTH THE INSTITUTE'S BUILDING AND PROGRAMMING TO REACH A BROADER AUDIENCE THROUGHOUT GREATER PHILADELPHIA AND BEYOND DONORS TO INSPIRE SCIENCE FUNDED THE NEW 53,000-SQUARE-FOOT NICHOLAS AND ATHENA KARABOTS PAVILION, LOCATED ON THE INSTITUTE'S SOUTH SIDE AND ADJOINING THE BENJAMIN FRANKLIN NATIONAL MEMORIAL, WHICH WILL ALLOW THE FRANKLIN INSTITUTE TO OFFER ITS VISITORS A TRULY WORLD-CLASS SCIENCE CENTER EXPERIENCE THE BUILDING WILL HOUSE A NEW STEM EDUCATION CENTER, A CLIMATE-CONTROLLED TRAVELING EXHIBITION GALLERY, AND A NEW CORE EXHIBIT YOUR BRAIN IN WHICH VISITORS CAN EXPLORE NEUROSCIENCE AND THEIR OWN SENSES OVERALL, THE NICHOLAS AND ATHENA KARABOTS PAVILION WILL IMPROVE VISITOR FLOW THROUGHOUT THE BUILDING, PROVIDING A MORE COHESIVE AND HIGHER IMPACT VISITOR EXPERIENCE THAT WILL INCREASE THE ANNUAL ATTENDANCE AND NET INCOME FOR THE INSTITUTE THE KARABOTS PAVILION WILL BE LEED CERTIFIED AT THE SILVER LEVEL, REDUCING ENERGY USAGE AND SAVING OPERATIONAL COSTS EACH YEAR CONSTRUCTION OF THE NICHOLAS AND ATHENA KARABOTS PAVILION BEGAN ON APRIL 5, 2012 WITH AN INSTITUTE-WIDE GROUNDBREAKING CELEBRATION, AND WILL BE COMPLETED IN JUNE 2014</p>		

(Code ) (Expenses \$ 6,559,269 including grants of \$ ) (Revenue \$ 637,052 )
ANCILLARY ACTIVITIES, DEPRECIATION AND INTEREST NOT INCLUDED ABOVE

4d	Other program services (Describe in Schedule O )			
	(Expenses \$	6,559,269	including grants of \$	) (Revenue \$ 637,052 )

4e	Total program service expenses ▶ 28,002,297
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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)? If "Yes," complete Schedule A 	1 Yes	
2 Is the organization required to complete Schedule B, Schedule of Contributors (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? If "Yes," complete Schedule C, Part I 	3	No
4 <b>Section 501(c)(3) organizations.</b> Did the organization engage in lobbying activities, or have a section 501(h) election in effect during the tax year? If "Yes," complete Schedule C, Part II 	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? If "Yes," complete Schedule C, Part III 	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? If "Yes," complete Schedule D, Part 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? If "Yes," complete Schedule D, Part II 	7	No
8 Did the organization maintain collections of works of art, historical treasures, or other similar assets? If "Yes," complete Schedule D, Part III 	8 Yes	
9 Did the organization report an amount in Part X, line 21 for escrow or custodial account liability, serve as a custodian for amounts not listed in Part X, or provide credit counseling, debt management, credit repair, or debt negotiation services? If "Yes," complete Schedule D, Part IV 	9	No
10 Did the organization, directly or through a related organization, hold assets in temporarily restricted endowments, permanent endowments, or quasi-endowments? If "Yes," complete Schedule D, Part V 	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? If "Yes," complete Schedule D, Part VI. 	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? If "Yes," complete Schedule D, Part VII 	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? If "Yes," complete Schedule D, Part VIII 	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? If "Yes," complete Schedule D, Part IX 	11d	No
e Did the organization report an amount for other liabilities in Part X, line 25? If "Yes," complete Schedule D, Part X 	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)? If "Yes," complete Schedule D, Part X 	11f Yes	
12a Did the organization obtain separate, independent audited financial statements for the tax year? If "Yes," complete Schedule D, Parts XI and XII 	12a Yes	
b Was the organization included in consolidated, independent audited financial statements for the tax year? If "Yes," and if the organization answered "No" to line 12a, then completing Schedule D, Parts XI and XII is optional 	12b	No
13 Is the organization a school described in section 170(b)(1)(A)(ii)? If "Yes," complete Schedule E	13	No
14a Did the organization maintain an office, employees, or agents outside of the United States?	14a Yes	
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? If "Yes," complete Schedule F, Parts I and IV 	14b Yes	
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 United States? If "Yes," complete Schedule F, Parts II and IV 	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 United States? If "Yes," complete Schedule F, Parts III and IV 	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? If "Yes," complete Schedule G, Part I (see instructions) 	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? If "Yes," complete Schedule G, Part II 	18 Yes	
19 Did the organization report more than \$15,000 of gross income from gaming activities on Part VIII, line 9a? If "Yes," complete Schedule G, Part III 	19	No
20a Did the organization operate one or more hospital facilities? If "Yes," complete Schedule H	20a	No
b If "Yes" to line 20a, did the organization attach a copy of its audited financial statements to this return?	20b	

Part IV

Checklist of Required Schedules (continued)

21	Did the organization report more than \$5,000 of grants and other assistance to any government or organization 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, line 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 lines 24b through 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	<b>Section 501(c)(3) and 501(c)(4) organizations.</b> 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, highest 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 employee thereof, a grant selection committee member, or to a 35% controlled entity or family member of any of these persons? <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 direct or indirect 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, Part II, III, or IV, and Part V, line 1</i> . . . . .	34	Yes	
35a	Did the organization have a controlled entity within the meaning of section 512(b)(13)?	35a		No
b	If 'Yes' to line 35a, 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		
36	<b>Section 501(c)(3) organizations.</b> 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 11b and 19? <b>Note.</b> 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

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		Yes	No
1a	Enter the number reported in Box 3 of Form 1096. Enter -0- if not applicable.	158	
b	Enter the number of Forms W-2G included in line 1a. Enter -0- if not applicable.	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, Transmittal of Wage and Tax Statements, filed for the calendar year ending with or within the year covered by this return.	2a	415
b	If at least one is reported on line 2a, did the organization file all required federal employment tax returns? <b>Note.</b> 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, securities account, or other financial account)?	4a	No
b	If "Yes," enter the name of the foreign country: _____ 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 as charitable contributions?	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 8822?	7c	No
d	If "Yes," indicate the number of Forms 8822 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	<b>Sponsoring organizations maintaining donor advised funds and section 509(a)(3) supporting organizations.</b> 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 <b>Sponsoring organizations maintaining donor advised funds.</b>			
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 <b>Section 501(c)(7) organizations.</b> 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 <b>Section 501(c)(12) organizations.</b> 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 <b>Section 4947(a)(1) non-exempt charitable trusts.</b> 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 <b>Section 501(c)(29) qualified nonprofit health insurance issuers.</b>			
a	Is the organization licensed to issue qualified health plans in more than one state? <b>Note.</b> See the instructions for additional information the organization must report on Schedule O.	13a	
b	Enter the 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 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	48		
If there are material differences in voting rights among members of the governing body, or if the governing body delegated broad authority to an executive committee or similar committee, explain in Schedule O			
b	Enter the number of voting members included in line 1a, above, who are independent		
1b	47		
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 this 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 <input type="checkbox"/> Other (explain in Schedule O)	
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 during the tax year	
20	State the name, physical address, and telephone number of the person who possesses the books and records of the organization	KSIOBHAN KEEFE 222 N 20TH STREET PHILADELPHIA, PA (215) 448-1200

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

**1a** Complete this table for all persons required to be listed. Report compensation for the calendar year ending with or within the organization's tax year.

- List all of the organization's **current** officers, directors, trustees (whether individuals or organizations), regardless of amount of compensation. Enter -0- in columns (D), (E), and (F) if no compensation was paid.

- List all of the organization's **current** key employees, if any. See instructions for definition of "key employee."

- List the organization's five **current** highest compensated employees (other than an officer, director, trustee or key employee) who received reportable compensation (Box 5 of Form W-2 and/or Box 7 of Form 1099-MISC) of more than \$100,000 from the organization and any related organizations

- List all of the organization's **former** officers, key employees, or highest compensated employees who received more than \$100,000 of reportable compensation from the organization and any related organizations

- \* List all of the organization's **former directors or trustees** that received, in the capacity as a former director or trustee of the organization, more than \$10,000 of reportable compensation from the organization and any related organizations

List persons in the following order: individual trustees or directors; institutional trustees; officers; key employees; highest compensated employees; and former such persons

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

[illegible]



## Part VII

<b>1b</b>	<b>Sub-Total . . . . .</b>	▼			
<b>c</b>	<b>Total from continuation sheets to Part VII, Section A . . . . .</b>	▼			
<b>d</b>	<b>Total (add lines 1b and 1c) . . . . .</b>	▼	2,093,317	0	328,401

**2** Total number of individuals (including but not limited to those listed in Item 1) who received more than \$100,000 of reportable compensation from the organization. 11

		Yes	No
<b>3</b>	Did the organization list any <b>former</b> officer, director or trustee, key employee, or highest compensated employee on line 1a? <i>If "Yes," complete Schedule J for such individual</i> . . . . .	<b>3</b>	No
<b>4</b>	For any individual listed on line 1a, is the sum of reportable compensation and other compensation from the organization and related organizations greater than \$150,000? <i>If "Yes," complete Schedule J for such individual</i> . . . . .	<b>4</b>	Yes
<b>5</b>	Did any person listed on line 1a receive or accrue compensation from any unrelated organization or individual for services rendered to the organization? <i>If "Yes," complete Schedule J for such person</i> . . . . .	<b>5</b>	No

## Section B. Independent Contractors

**1** Complete this table for your five highest compensated independent contractors that received more than \$100,000 of compensation from the organization. Report compensation for the calendar year ending with or within the organization's tax year.

(A) Name and business address	(B) Description of services	(C) Compensation
SKANSKA USA 518 E TOWNSHIP LINE RD STE 200 BLUE BELL PA 19422	BUILDING CONSTRUCTION	4,857,220
HAMELIN MEDIA 525 RIGHTERS FERRY ROAD BALA CYNWYD PA 19004	MEDIA CONSULTATION & PLACEMENT	1,086,473
ABM JANITORIAL LOCK BOX 6626 PO BOX 8500 PHILADELPHIA PA 19178	OUTSOURCED CLEANING	632,344
FROG COMMISSARY CATERING 222 N 20TH ST PHILADELPHIA PA 19103	CATERING	491,603
ALLIED BARTON SECURITY SERVICES PO BOX 828854 PHILADELPHIA PA 19182	SECURITY SERVICES	442,827

2 Total number of independent contractors (including but not limited to those listed above) who received more than \$100,000 of compensation from the organization ►13

Part VIII

Statement of Revenue

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

				(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	80,755			
	c	Fundraising events . . . . .	1c	566,152			
	d	Related organizations . . . .	1d				
	e	Government grants (contributions)	1e	10,092			
	f	All other contributions, gifts, grants, and similar amounts not included above	1f	10,208,865			
	g	Noncash contributions included in lines 1a-1f \$		3,074,475			
	h	Total. Add lines 1a-1f . . . . .		10,865,864			
Program Service Revenue	2a	MUSEUM ADMISSIONS	Business Code				
			900099	12,427,966	12,427,966		
	b	MUSEUM PROJECTS	900099	3,159,116	3,129,685	29,431	
	c	ANCILLARY ACTIVITIES	900099	2,315,111	2,055,951	259,160	
	d	EDUCATIONAL PROGRAMS A	611710	1,728,556	1,728,556		
	e	THEATRES	713990	595,653		595,653	
	f	All other program service revenue		479	479		
	g	Total. Add lines 2a-2f . . . . .		20,226,881			
Other Revenue	3	Investment income (including dividends, interest, and other similar amounts) . . . . .		718,170			718,170
	4	Income from investment of tax-exempt bond proceeds . . .					
	5	Royalties . . . . .		491,062			491,062
	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) . . . . .		699,929			699,929
	8a	Gross income from fundraising events (not including \$ 566,152 of contributions reported on line 1c) See Part IV, line 18 . . .					
	a	198,545					
	b	Less direct expenses . . . . .					
	b	Less direct expenses . . . . .		275,359			
	c	Net income or (loss) from fundraising events . . .		-76,814			-76,814
9a	Gross income from gaming activities See Part IV, line 19 . . . . .						
a							
b	Less direct expenses . . . . .						
b	Less direct expenses . . . . .						
c	Net income or (loss) from gaming activities . . .						
10a	Gross sales of inventory, less returns and allowances . . . . .						
a							
a	636,512						
b	Less cost of goods sold . . . . .						
b	Less cost of goods sold . . . . .		-61				
c	Net income or (loss) from sales of inventory . . .		636,573	636,573			
Miscellaneous Revenue			Business Code				
11a							
b							
c							
d	All other revenue . . . . .						
e	Total. Add lines 11a-11d . . . . .						
12	Total revenue. See Instructions . . . . .						
				33,561,665	19,979,210	884,244	1,832,347

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).

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.	1,648,594	929,765	574,702	144,127
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.	8,510,959	7,109,693	485,056	916,210
8	Pension plan accruals and contributions (include section 401(k) and 403(b) employer contributions).	803,524	639,571	79,637	84,316
9	Other employee benefits.	1,616,648	1,155,917	270,964	189,767
10	Payroll taxes.	718,132	571,603	71,173	75,356
11	Fees for services (non-employees):				
a	Management.				
b	Legal.	23,964	3,333	16,593	4,038
c	Accounting.	58,000		58,000	
d	Lobbying.				
e	Professional fundraising services. See Part IV, line 17.	18,647			18,647
f	Investment management fees.				
g	Other (If line 11g amount exceeds 10% of line 25, column (A) amount, list line 11g expenses on Schedule O).	961,483	841,473	103,371	16,639
12	Advertising and promotion.	1,566,875	1,564,260	2,615	
13	Office expenses.	659,008	469,411	91,430	98,167
14	Information technology.	175,919	173,170	252	2,497
15	Royalties.	683,130	682,796		334
16	Occupancy.	2,147,399	2,146,689	710	
17	Travel.	407,782	387,717	12,069	7,996
18	Payments of travel or entertainment expenses for any federal, state, or local public officials.				
19	Conferences, conventions, and meetings.	48,169	41,697	3,415	3,057
20	Interest.	662,175	662,175		
21	Payments to affiliates.				
22	Depreciation, depletion, and amortization.	5,897,094	5,897,094		
23	Insurance.	405,012	248,849	156,163	
24	Other expenses. Itemize expenses not covered above (List miscellaneous expenses in line 24e. If line 24e amount exceeds 10% of line 25, column (A) amount, list line 24e expenses on Schedule O):				
a	PROGRAM AND EXHIBIT SU	2,672,566	2,666,751	5,692	123
b	MISCELLANEOUS	1,357,997	1,192,071	11,605	154,321
c	EVENT EXPENSES	277,290	269,314	7,976	
d	CULTIVATION AND FUFILL	257,452	13,115	4,561	239,776
e	All other expenses	204,342	85,833	100,346	18,163
25	Total functional expenses. Add lines 1 through 24e.	32,032,161	28,002,297	2,056,330	1,973,534
26	Joint costs. Complete this line only if the organization reported in column (B) joint costs from a combined educational campaign and fundraising solicitation. Check here <input type="checkbox"/> if following SOP 98-2 (ASC 958-720).				

Part X

Balance Sheet

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

				(A)		(B)
				Beginning of year		End of year
Assets	1	Cash—non-interest-bearing			1	
	2	Savings and temporary cash investments		14,533,233	2	17,981,487
	3	Pledges and grants receivable, net		5,248,392	3	7,690,172
	4	Accounts receivable, net		1,791,905	4	1,824,040
	5	Loans and other receivables from current and former officers, directors, trustees, key employees, and highest compensated employees Complete Part II of Schedule L			5	
	6	Loans and other receivables from other disqualified persons (as defined under section 4958(f)(1)), persons described in section 4958(c)(3)(B), and contributing employers and sponsoring organizations of section 501(c)(9) voluntary employees' beneficiary organizations (see instructions) Complete Part II of Schedule L			6	
	7	Notes and loans receivable, net			7	
	8	Inventories for sale or use		18,618	8	10,879
	9	Prepaid expenses and deferred charges		719,126	9	1,013,447
	10a	Land, buildings, and equipment cost or other basis Complete Part VI of Schedule D	10a135,383,534			
	b	Less accumulated depreciation	10b66,519,604	66,621,289	10c	68,863,930
	11	Investments—publicly traded securities		32,908,279	11	33,859,619
	12	Investments—other securities See Part IV, line 11		11,394,641	12	12,365,016
	13	Investments—program-related See Part IV, line 11		780,000	13	615,789
	14	Intangible assets			14	
	15	Other assets See Part IV, line 11		167,445	15	148,071
	16	Total assets. Add lines 1 through 15 (must equal line 34)		134,182,928	16	144,372,450
Liabilities	17	Accounts payable and accrued expenses		7,763,737	17	9,845,578
	18	Grants payable			18	
	19	Deferred revenue		640,981	19	4,598,018
	20	Tax-exempt bond liabilities		15,182,780	20	14,462,024
	21	Escrow or custodial account liability Complete Part IV of Schedule D			21	
	22	Loans and other 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		23,587,498	26	28,905,620
Net Assets or Fund Balances	Organizations that follow SFAS 117 (ASC 958), check here <input checked="" type="checkbox"/> and complete lines 27 through 29, and lines 33 and 34.					
	27	Unrestricted net assets		57,579,473	27	60,270,908
	28	Temporarily restricted net assets		39,181,845	28	40,391,435
	29	Permanently restricted net assets		13,834,112	29	14,804,487
	Organizations that do not follow SFAS 117 (ASC 958), 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		110,595,430	33	115,466,830
	34	Total liabilities and net assets/fund balances		134,182,928	34	144,372,450

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	33,561,665
2	Total expenses (must equal Part IX, column (A), line 25) . . . . .	2	32,032,161
3	Revenue less expenses Subtract line 2 from line 1 . . . . .	3	1,529,504
4	Net assets or fund balances at beginning of year (must equal Part X, line 33, column (A)) . . . . .	4	110,595,430
5	Net unrealized gains (losses) on investments . . . . .	5	3,269,019
6	Donated services and use of facilities . . . . .	6	
7	Investment expenses . . . . .	7	
8	Prior period adjustments . . . . .	8	19,351
9	Other changes in net assets or fund balances (explain in Schedule O) . . . . .	9	53,526
10	Net assets or fund balances at end of year Combine lines 3 through 9 (must equal Part X, line 33, column (B))	10	115,466,830

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? If "Yes," check a box below to indicate whether the financial statements for the year were compiled or reviewed on a separate basis, consolidated basis, or both <input type="checkbox"/> Separate basis <input type="checkbox"/> Consolidated basis <input type="checkbox"/> Both consolidated and separate basis		No
2b	Were the organization's financial statements audited by an independent accountant? If "Yes," check a box below to indicate whether the financial statements for the year were audited 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 separate basis	Yes	
2c	If "Yes," to line 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	
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	
3b	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	

Additional Data

Software ID:

Software Version:

EIN: 23-1370501

Name: FRANKLIN INSTITUTE

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 (list any hours for related organizations below dotted line)	(C) Position (do not check more than one box, unless person is both an officer and a director/trustee)						(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				469,496	0	62,904
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
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
KEVIN F DONOHOE 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
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

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 (list any hours for related organizations below dotted line)	(C) Position (do not check more than one box, unless person is both an officer and a director/trustee)						(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			
SANDRA G MARSHALL TRUSTEE	1 00	X						0	0	0
ROBERT C MCMENAMIN 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
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
DONALD E MOREL JR VICE CHAIR	1 00	X		X				0	0	0
SANDRA K BALDINO TRUSTEE	1 00	X						0	0	0
DANIEL J HILFERTY TRUSTEE	1 00	X						0	0	0
JAMES J MAGUIRE JR TRUSTEE	1 00	X						0	0	0
THE HONORABLE DARRELL L CLARKE TRUSTEE EX-OFFICIO	1 00	X						0	0	0
THE HONORABLE TOM CORBETT 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 (list any hours for related organizations below dotted line)	(C) Position (do not check more than one box, unless person is both an officer and a director/trustee)						(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			
THE HONORABLE MICHAEL NUTTER TRUSTEE EX-OFFICIO	1 00	X						0	0	0
MICHAEL A SANCHEZ TRUSTEE	1 00	X						0	0	0
WILLIAM J AVERY TRUSTEE EMERITUS	1 00	X						0	0	0
JAMES J EBERL TRUSTEE EMERITUS	1 00	X						0	0	0
JAMES A UNRUH TRUSTEE EMERITUS	1 00	X						0	0	0
MICHAEL F BARRY TRUSTEE	1 00	X						0	0	0
LARRY DUBINSKI COO	37 50			X				250,990	0	37,264
BRUCE FISHBERG TREASURER/SVP FIN&ADMIN	37 50			X				60,479	0	18,360
K SIOBHAN KEEFE VP OF FINANCE & TREASURER	37 50			X				120,616	0	12,610
FREDERIC MNBERTLEYPHD VP SCIENCE LEARNING	37 50				X			162,410	0	25,286
TROY COLLINS SVP PROGRAMS&MARKETING	37 50				X			202,910	0	24,946
RICHARD D RABENA VP OPS&CAPITAL PROJECTS	37 50				X			153,802	0	33,145
STEVEN L SNYDER PHD VP EXHIBITS&PROGRAM DEV	37 50				X			155,314	0	30,290
REID O STYLES VP HUMAN RESOURCES	37 50					X		148,396	0	23,427
MARISA WIGGLESWORTH VP DEVELOPMENT	37 50					X		141,914	0	24,314
KATHRYN GIORGIANNI DIR IT SERVICES	37 50					X		123,313	0	22,116
LOIS SWITKIN DIRECTOR OF SALES & CATERING	37 50					X		103,677	0	13,739



SCHEDULE A  
(Form 990 or 990EZ)

Public Charity Status and Public Support

OMB No 1545-0047

2012

Open to Public Inspection

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.

Department of the Treasury  
Internal Revenue Service

Name of the organization  
FRANKLIN INSTITUTE

Employer identification number  
23-1370501

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 described in **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 See **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 - Non-functionally integrated
- 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 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 monetary support
			Yes	No	Yes	No	Yes	No	
Total									

Part II

Support Schedule for Organizations Described in Sections 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) 2008	(b) 2009	(c) 2010	(d) 2011	(e) 2012	(f) Total
1 Gifts, grants, contributions, and membership fees received (Do not include any "unusual grants.")	11,287,619	5,984,581	6,251,106	11,452,312	10,813,204	45,788,822
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	11,287,619	5,984,581	6,251,106	11,452,312	10,813,204	45,788,822
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)						8,537,237
6 Public support. Subtract line 5 from line 4						37,251,585

Section B. Total Support						
Calendar year (or fiscal year beginning in) ▶	(a) 2008	(b) 2009	(c) 2010	(d) 2011	(e) 2012	(f) Total
7 Amounts from line 4	11,287,619	5,984,581	6,251,106	11,452,312	10,813,204	45,788,822
8 Gross income from interest, dividends, payments received on securities loans, rents, royalties and income from similar sources	1,736,140	1,170,139	949,642	1,335,424	1,209,233	6,400,578
9 Net income from unrelated business activities, whether or not the business is regularly carried on						
10 Other income Do not include gain or loss from the sale of capital assets (Explain in Part IV )						
11 Total support (Add lines 7 through 10)						52,189,400
12 Gross receipts from related activities, etc (see instructions)					12	87,837,655
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 2012 (line 6, column (f) divided by line 11, column (f))	14	71 380 %
15 Public support percentage for 2011 Schedule A, Part II, line 14	15	85 160 %
16a 33 1/3% support test—2012. 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—2011. If the organization did not check a 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—2012. 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—2011. 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 IIISupport Schedule for Organizations Described in Section 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) 2008	(b) 2009	(c) 2010	(d) 2011	(e) 2012	(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) 2008	(b) 2009	(c) 2010	(d) 2011	(e) 2012	(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 2012 (line 8, column (f) divided by line 13, column (f))	15	
16 Public support percentage from 2011 Schedule A, Part III, line 15	16	

Section D. Computation of Investment Income Percentage		
17 Investment income percentage for 2012 (line 10c, column (f) divided by line 13, column (f))	17	
18 Investment income percentage from 2011 Schedule A, Part III, line 17	18	
19a 33 1/3% support tests—2012. 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—2011. 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.** Complete this part to provide the explanations required by Part II, line 10; Part II, line 17a or 17b; and Part III, line 12. Also complete this part for any additional information. (See instructions).

Facts And Circumstances Test

Explanation

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

2012

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, Part V, 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 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?	<input type="checkbox"/> Yes <input type="checkbox"/> No
4a	Was a correction made?	<input type="checkbox"/> Yes <input type="checkbox"/> 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 function 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?	<input type="checkbox"/> Yes <input type="checkbox"/> 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)		0													
c Total lobbying expenditures (add lines 1a and 1b)		0													
d Other exempt purpose expenditures		32,032,161													
e Total exempt purpose expenditures (add lines 1c and 1d)		32,032,161													
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) 2009	(b) 2010	(c) 2011	(d) 2012	(e) Total
2a Lobbying nontaxable 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	61,073	48,814	6,000		115,887
d Grassroots nontaxable 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)).

For each "Yes" response to lines 1a through 1i below, provide in Part IV a detailed description of the lobbying activity.		(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?			
j	Total. Add 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 carry over 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) and if either (a) BOTH Part III-A, lines 1 and 2, are answered "No" OR (b) Part III-A, line 3, is answered "Yes."

1	Dues, assessments and similar amounts from members	1	
2	Section 162(e) nondeductible lobbying and political expenditures (do not include amounts of political expenses for which the section 527(f) tax was paid).		
a	Current year	2a	
b	Carryover from last year	2b	
c	Total	2c	
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, Part II-A (affiliated group list), Part II-A, line 2, and Part II-B, line 1. Also, complete this part for any additional information.

Identifier	Return Reference	Explanation
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SCHEDULE D  
(Form 990)

Department of the Treasury  
Internal Revenue Service

Supplemental Financial Statements

OMB No 1545-0047

2012

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?		<input type="checkbox"/> Yes <input type="checkbox"/> No
6 Did the organization inform all grantees, donors, and donor advisors in writing that grant funds can 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?		<input type="checkbox"/> Yes <input type="checkbox"/> No

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 education) ☐ Preservation of an historically important land area  
☐ Protection of natural habitat ☐ Preservation of a certified historic structure  
☐ Preservation of open space

2 Complete lines 2a through 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	2a
b Total acreage restricted by conservation easements	2b
c Number of conservation easements on a certified historic structure included in (a)	2c
d Number of conservation easements included in (c) acquired after 8/17/06, and not on a historic structure listed in the National Register	2d

3 Number of conservation easements modified, transferred, released, extinguished, or terminated by the organization during the tax 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 section 170(h)(4)(B)(ii)? ☐ Yes ☐ No

9 In Part XIII, 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 (ASC 958), 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 XIII, the text of the footnote to its financial statements that describes these items

b If the organization elected, as permitted under SFAS 116 (ASC 958), 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 (ASC 958) relating to these items

a Revenues included in Form 990, Part VIII, line 1 ▶ \$ \_\_\_\_\_

b Assets included in Form 990, Part X ▶ \$ \_\_\_\_\_



Part III

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

- 3

Using the organization's acquisition, 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

b

☐ Scholarly research

c

☒ Preservation for future generations

d

☐ Loan or exchange programs

e

☐ Other
- 4

Provide a description of the organization's collections and explain how they further the organization's exempt purpose in Part XIII
- 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 XIII and complete the following table
- c

Beginning balance

d

Additions during the year

e

Distributions during the year

f

Ending balance
- |    |        |
|----|--------|
|    | 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 XIII. Check here if the explanation has been provided in Part XIII

☐

Part V

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

- |  | (a)Current year | (b)Prior year | b (c)Two years back | (d)Three years back | (e)Four years back |
|--|-----------------|---------------|---------------------|---------------------|--------------------|
| 1a Beginning of year balance . . . . .                     | 31,319,598      | 34,065,273    | 32,446,228          | 27,441,041          | 39,403,247         |
| b Contributions . . . . .                                  | 164,210         |               |                     |                     | 194,001            |
| c Net investment earnings, gains, and losses               | 3,716,123       | -1,290,611    | 3,177,093           | 7,045,258           | -10,509,035        |
| d Grants or scholarships . . . . .                         |                 |               |                     |                     |                    |
| e Other expenditures for facilities and programs . . . . . | 1,401,564       | 1,455,064     | 1,558,048           | 2,040,071           | 1,647,172          |
| f Administrative expenses . . . . .                        |                 |               |                     |                     |                    |
| g End of year balance . . . . .                            | 33,798,367      | 31,319,598    | 34,065,273          | 32,446,228          | 27,441,041         |
- 2

Provide the estimated percentage of the current year end balance (line 1g, column (a)) held as
- a

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

Permanent endowment ▶ 7 000 %
- c

Temporarily restricted endowment ▶ 66 000 %

The percentages in lines 2a, 2b, and 2c should equal 100%
- 3a

Are there endowment funds not in the possession of the organization that are held and administered for the organization by
- (i) unrelated organizations . . . . .

3a(i)

Yes

No

(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 XIII 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 . . . . .		58,967,494	25,974,560	32,992,934
c Leasehold improvements . . . . .				
d Equipment . . . . .		5,283,169	3,938,186	1,344,983
e Other . . . . .		59,132,871	36,606,858	22,526,013
Total. Add lines 1a through 1e (Column (d) must equal Form 990, Part X, column (B), line 10(c).) . . . . .				68,863,930



Part XI

Reconciliation of Revenue per Audited Financial Statements With Revenue per Return

1	Total revenue, gains, and other support per audited financial statements . . . . .	1	37,230,072
2	Amounts included on line 1 but not on Form 990, Part VIII, line 12		
a	Net unrealized gains on investments . . . . .	2a	3,269,019
b	Donated services and use of facilities . . . . .	2b	124,090
c	Recoveries of prior year grants . . . . .	2c	
d	Other (Describe in Part XIII ) . . . . .	2d	275,298
e	Add lines 2a through 2d . . . . .	2e	3,668,407
3	Subtract line 2e from line 1 . . . . .	3	33,561,665
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 7b . . . . .	4a	
b	Other (Describe in Part XIII ) . . . . .	4b	
c	Add lines 4a and 4b . . . . .	4c	0
5	Total revenue Add lines 3 and 4c. (This must equal Form 990, Part I, line 12 ) . . . . .	5	33,561,665

Part XII

Reconciliation of Expenses per Audited Financial Statements With Expenses per Return

1	Total expenses and losses per audited financial statements . . . . .	1	32,412,198
2	Amounts included on line 1 but not on Form 990, Part IX, line 25		
a	Donated services and use of facilities . . . . .	2a	124,090
b	Prior year adjustments . . . . .	2b	-19,351
c	Other losses . . . . .	2c	
d	Other (Describe in Part XIII ) . . . . .	2d	275,298
e	Add lines 2a through 2d . . . . .	2e	380,037
3	Subtract line 2e from line 1 . . . . .	3	32,032,161
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 7b . . . . .	4a	
b	Other (Describe in Part XIII ) . . . . .	4b	
c	Add lines 4a and 4b . . . . .	4c	0
5	Total expenses Add lines 3 and 4c. (This must equal Form 990, Part I, line 18 ) . . . . .	5	32,032,161

Part XIII

Supplemental 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, line 2, Part XI, lines 2d and 4b, and Part XII, 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, LINE 2	MANAGEMENT HAS REVIEWED THE TAX POSITIONS FOR EACH OF THE OPEN TAX YEARS (2009-2011) OR EXPECTED TO BE TAKEN IN THE INSTITUTE'S 2012 TAX RETURN AND HAS CONCLUDED THAT THERE ARE NO SIGNIFICANT UNCERTAIN TAX POSITIONS THAT WOULD REQUIRE RECOGNITION IN THE FINANCIAL STATEMENTS.
PART XI, LINE 2D - OTHER ADJUSTMENTS		COST OF GOODS SOLD -61 FUNDRAISING EVENTS DIRECT EXPENSES 275,359
PART XII, LINE 2D - OTHER ADJUSTMENTS		COST OF GOODS SOLD -61 FUNDRAISING EVENTS DIRECT EXPENSES 275,359
		FOOTNOTE TEXT RE: COLLECTION ASSETS - 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 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.

**SCHEDULE F**  
**(Form 990)**

## Statement of Activities Outside the United States

Department of the Treasury  
Internal Revenue Service

▶ **Complete if the organization answered "Yes" to Form 990, Part IV, line 14b, 15, or 16.**

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

OMB No 1545-0047

# 2012

## Open to Public Inspection

Name of the organization  
FRANKLIN INSTITUTE

Employer identification number

23-1370501

**Part I General Information on Activities Outside the United States.** Complete if the organization answered "Yes" to Form 990, Part IV, line 14b.

**1 For grantmakers.** 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 For grantmakers.** Describe in Part V the organization's procedures for monitoring the use of grant funds outside the United States.

**3** Activities per Region (The following Part I, line 3 table can be duplicated if additional space is needed )

(a) Region	(b) Number of offices in the region	(c) Number of employees, agents, and independent contractors in region	(d) Activities conducted in region (by type) (e.g., fundraising, program services, investments, grants to recipients located in the region)	(e) If activity listed in (d) is a program service, describe specific type of service(s) in region	(f) Total expenditures for and investments in region
MIDDLE EAST AND NORTH AFRICA	0	7	PROGRAM SERVICES	MEETING TO ASSIST IN DEVELOPMENT OF STEM SCHOOL IN EGYPT	23,000
EUROPE (INCLUDING ICELAND & GREENLAND)	0	0	FUNDRAISING		
<b>3a</b> Sub-total	0	7			23,000
<b>b</b> Total from continuation sheets to Part I	0	0			0
<b>c Totals</b> (add lines 3a and 3b)	0	7			23,000

**Part II** **Grants and Other Assistance to Organizations or Entities Outside the United States.** Complete if the organization answered "Yes" to Form 990, Part IV, line 15, for any recipient who received more than \$5,000. Part II can be duplicated if additional space is needed.

[illegible]

2 Enter total number of recipient organizations listed above that are recognized as charities by the foreign country, recognized as tax-exempt by the IRS, or for which the grantee or counsel has provided a section 501(c)(3) equivalency letter . . . . ►

3 Enter total number of other organizations or entities . . . . . ►

**Part III** **Grants and Other Assistance to Individuals Outside the United States.** Complete if the organization answered "Yes" to Form 990, Part IV, line 16.  
Part III can be duplicated if additional space is needed.

[illegible]

**Part IV Foreign Forms**

- 1

Was the organization a U S transferor of property to a foreign corporation during the tax year? *If "Yes," the organization may be required to file Form 926, Return by a U.S. Transferor of Property to a Foreign Corporation (see Instructions for Form 926)*

☐

Yes

☒

No
- 2

Did the organization have an interest in a foreign trust during the tax year? *If "Yes," the organization may be required to file Form 3520, Annual Return to Report Transactions with Foreign Trusts and Receipt of Certain Foreign Gifts, and/or Form 3520-A, Annual Information Return of Foreign Trust With a U.S. Owner (see Instructions for Forms 3520 and 3520-A)*

☐

Yes

☒

No
- 3

Did the organization have an ownership interest in a foreign corporation during the tax year? *If "Yes," the organization may be required to file Form 5471, Information Return of U.S. Persons with Respect to Certain Foreign Corporations. (see Instructions for Form 5471)*

☐

Yes

☒

No
- 4

Was the organization a direct or indirect shareholder of a passive foreign investment company or a qualified electing fund during the tax year? *If "Yes," the organization may be required to file Form 8621, Return by a Shareholder of a Passive Foreign Investment Company or Qualified Electing Fund. (see Instructions for Form 8621)*

☐

Yes

☒

No
- 5

Did the organization have an ownership interest in a foreign partnership during the tax year? *If "Yes," the organization may be required to file Form 8865, Return of U.S. Persons with Respect to Certain Foreign Partnerships. (see Instructions for Form 8865)*

☐

Yes

☒

No
- 6

Did the organization have any operations in or related to any boycotting countries during the tax year? *If "Yes," the organization may be required to file Form 5713, International Boycott Report (see Instructions for Form 5713).*

☐

Yes

☒

No

**Supplemental Information**  
Complete this part to provide the information required by Part I, line 2 (monitoring of funds); Part I, line 3, column (f) (accounting method; amounts of investments vs. expenditures per region); Part II, line 1 (accounting method); Part III (accounting method); and Part III, column (c) (estimated number of recipients), as applicable. Also complete this part to provide any additional information (see instructions).

[illegible]



SCHEDULE G  
(Form 990 or 990-EZ)

Department of the Treasury  
Internal Revenue Service

Supplemental Information Regarding  
Fundraising or Gaming Activities

Complete if the organization answered "Yes" to Form 990, Part IV, lines 17, 18, or 19, or if the organization entered more than \$15,000 on Form 990-EZ, line 6a. Form 990-EZ filers are not required to complete this part.  
▶ Attach to Form 990 or Form 990-EZ. ▶ See separate instructions.

OMB No 1545-0047

2012

Open to Public  
Inspection

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

Part I Fundraising Activities. Complete if the organization answered "Yes" to Form 990, Part IV, line 17.

- 1** Indicate whether the organization raised funds through any of the following activities. Check all that apply.

<b>a</b> <input checked="" type="checkbox"/> Mail solicitations	<b>e</b> <input checked="" type="checkbox"/> Solicitation of non-government grants
<b>b</b> <input checked="" type="checkbox"/> Internet and email solicitations	<b>f</b> <input checked="" type="checkbox"/> Solicitation of government grants
<b>c</b> <input checked="" type="checkbox"/> Phone solicitations	<b>g</b> <input checked="" type="checkbox"/> Special fundraising events
<b>d</b> <input checked="" type="checkbox"/> In-person solicitations	
- 2a** Did the organization have a written or oral agreement with any individual (including officers, directors, trustees or key employees listed in Form 990, Part VII) or entity in connection with professional fundraising services? ☒ **Yes** ☐ **No**

**b** If "Yes," list the ten highest paid individuals or entities (fundraisers) pursuant to agreements under which the fundraiser is to be compensated at least \$5,000 by the organization.

(i) Name and address of individual or entity (fundraiser)	(ii) Activity	(iii) Did fundraiser have custody or control of contributions?		(iv) Gross receipts from activity	(v) Amount paid to (or retained by) fundraiser listed in col (i)	(vi) Amount paid to (or retained by) organization
		Yes	No			
LYNN M IERARDI 5 FOREST ROAD  WAYNE, PA 19087	PLANNED GIVING CONSULTANT		No	0	12,000	-12,000
Total . . . . . ▶					12,000	-12,000

- 3** List all states in which the organization is registered or licensed to solicit funds or has been notified it is exempt from registration or licensing.

PA, NJ

.....

.....

Part II Fundraising Events. Complete if the organization answered "Yes" to Form 990, Part IV, line 18, or reported more than \$15,000 of fundraising event contributions and gross income on Form 990-EZ, lines 1 and 6b. 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 . . . .	764,697		764,697
	2	Less Contributions . . .	566,152		566,152
	3	Gross income (line 1 minus line 2) . . . .	198,545		198,545
Direct Expenses	4	Cash prizes . . . .			
	5	Noncash prizes . . .			
	6	Rent/facility costs . . .			
	7	Food and beverages .	139,608		139,608
	8	Entertainment . . . .			
	9	Other direct expenses .	135,751		135,751
	10	Direct expense summary Add lines 4 through 9 in column (d) . . . . . ▶			
	11	Net income summary Combine line 3, column (d), and line 10 . . . . . ▶			
					(275,359)
					-76,814

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 . . . .	<div><input type="checkbox"/> Yes</div> <div><input type="checkbox"/> No</div>	<div><input type="checkbox"/> Yes</div> <div><input type="checkbox"/> No</div>	<div><input type="checkbox"/> Yes</div> <div><input type="checkbox"/> No</div>
	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 \_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_

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 Enter 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 of the third party

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 Supplemental Information.** Complete this part to provide the explanations required by Part I, line 2b, columns (iii) and (v), and Part III, lines 9, 9b, 10b, 15b, 15c, 16, and 17b, as applicable. Also complete this part to provide any additional information (see instructions).

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

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

2012

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. Part II can be duplicated 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.  
Part III can be duplicated 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, Part III, column (b), 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)

Department of the Treasury  
Internal Revenue Service

Compensation Information

For certain Officers, Directors, Trustees, Key Employees, and Highest Compensated Employees

▶ Complete if the organization answered "Yes" to Form 990, Part IV, question 23.

▶ Attach to Form 990. ▶ See separate instructions.

OMB No 1545-0047

2012

Open to Public Inspection

Name of the organization  
FRANKLIN INSTITUTE

Employer identification number  
23-1370501

Part I

Questions Regarding Compensation

	Yes	No
<div>1a</div> <div>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><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><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></div>		
<div>b</div> <div>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 of the expenses described above? If "No," complete Part III to explain</div>	Yes	
<div>2</div> <div>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?</div>	Yes	
<div>3</div> <div>Indicate which, if any, of the following the filing organization used to establish the compensation of the organization's CEO/Executive Director Check all that apply Do not check any boxes for methods used by a related organization to establish compensation of the CEO/Executive Director, but explain in Part III</div> <div><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><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></div>		
<div>4</div> <div>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</div>		
<div>a</div> <div>Receive a severance payment or change-of-control payment?</div>	Yes	
<div>b</div> <div>Participate in, or receive payment from, a supplemental nonqualified retirement plan?</div>		No
<div>c</div> <div>Participate in, or receive payment from, an equity-based compensation arrangement?</div> <div>If "Yes" to any of lines 4a-c, list the persons and provide the applicable amounts for each item in Part III</div>		No
<div>Only 501(c)(3) and 501(c)(4) organizations only must complete lines 5-9.</div>		
<div>5</div> <div>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</div>		
<div>a</div> <div>The organization?</div>		No
<div>b</div> <div>Any related organization?</div> <div>If "Yes," to line 5a or 5b, describe in Part III</div>		No
<div>6</div> <div>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</div>		
<div>a</div> <div>The organization?</div>		No
<div>b</div> <div>Any related organization?</div> <div>If "Yes," to line 6a or 6b, describe in Part III</div>		No
<div>7</div> <div>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</div>		No
<div>8</div> <div>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 Regulations section 53 4958-4(a)(3)? If "Yes," describe in Part III</div>		No
<div>9</div> <div>If "Yes" to line 8, did the organization also follow the rebuttable presumption procedure described in Regulations section 53 4958-6(c)?</div>		

**Part II Officers, Directors, Trustees, Key Employees, and Highest Compensated Employees.** Use duplicate copies if additional space is 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, applicable column (D) and (E) amounts for that individual

(A) Name and Title		(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 as deferred in prior Form 990
		(i) Base compensation	(ii) Bonus & incentive compensation	(iii) Other reportable compensation				
(1)DENNIS M WINT PHD PRESIDENT & CEO	(i) (ii)	353,630 0	115,866 0	0 0	32,633 0	30,271 0	532,400 0	0 0
(2)LARRY DUBINSKI COO	(i) (ii)	208,252 0	42,738 0	0 0	15,580 0	21,684 0	288,254 0	0 0
(3)FREDERIC MNBERTLEYPHD VP SCIENCE LEARNING	(i) (ii)	150,350 0	12,060 0	0 0	9,013 0	16,273 0	187,696 0	0 0
(4)TROY COLLINS SVP PROGRAMS&MARKETING	(i) (ii)	180,821 0	22,089 0	0 0	10,751 0	14,195 0	227,856 0	0 0
(5)RICHARD D RABENA VP OPS&CAPITAL PROJECTS	(i) (ii)	141,698 0	12,104 0	0 0	12,973 0	20,172 0	186,947 0	0 0
(6)STEVEN L SNYDER PHD VP EXHIBITS&PROGRAM DEV	(i) (ii)	142,833 0	12,481 0	0 0	10,384 0	19,906 0	185,604 0	0 0
(7)REID O STYLES VP HUMAN RESOURCES	(i) (ii)	136,421 0	11,975 0	0 0	14,904 0	8,523 0	171,823 0	0 0
(8)MARISA WIGGLESWORTH VP DEVELOPMENT	(i) (ii)	136,914 0	5,000 0	0 0	8,161 0	16,153 0	166,228 0	0 0

**Part III**   **Supplemental Information**

Complete this part to provide the information, explanation, or descriptions required for Part I, lines 1a, 1b, 3, 4a, 4b, 4c, 5a, 5b, 6a, 6b, 7, and 8, and for Part II

Also complete this part for any additional information

Identifier	Return Reference	Explanation
SUPPLEMENTAL INFORMATION	PART III	DURING 2012, THE FRANKLIN INSTITUTE PROVIDED MEMBERSHIP IN THE UNION LEAGUE OF PHILADELPHIA, THE PHILADELPHIA CLUB AND THE CORINTHIAN YACHT CLUB FOR THE PRESIDENT AND CEO



Schedule K  
(Form 990)

Department of the Treasury  
Internal Revenue Service

Name of the organization  
FRANKLIN INSTITUTE

Supplemental Information on Tax Exempt Bonds

▶ Complete if the organization answered "Yes" to Form 990, Part IV, line 24a. Provide descriptions, explanations, and any additional information in Part VI.

▶ Attach to Form 990. ▶ See separate instructions.

OMB No 1545-0047

2012

Open to Public Inspection

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 legally 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 escrows								
7	Issuance costs from proceeds	206,552		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					
14	Were the bonds issued as part of a current refunding issue?	Yes	No	Yes	No	Yes	No	Yes	No
		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	
1	Was the organization a partner in a partnership, or a member of an LLC, which owned property financed by tax-exempt bonds?	Yes	No	Yes	No	Yes	No	Yes	No
			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 of bond-financed property?		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	Does the bond issue meet the private security or payment test?	X		X					
8a	Has there been a sale or disposition of any of the bond financed property to a nongovernmental person other than a 501(c)(3) organization since the bonds were issued?		X		X				
b	If "Yes" to line 8a, enter the percentage of bond-financed property sold or disposed of								
c	If "Yes" to line 8a, was any remedial action taken pursuant to Regulations sections 1.141-12 and 1.145-2?								
9	Has the organization established written procedures to ensure that all nonqualified bonds of the issue are remediated in accordance with the requirements under Regulations sections 1.141-12 and 1.145-2?		X		X				

Part IV

Arbitrage

		A		B		C		D	
		Yes	No	Yes	No	Yes	No	Yes	No
1	Has the issuer filed Form 8038-T?		X	X					
2	If "No" to line 1, did the following apply?								
a	Rebate not due yet?		X						
b	Exception to rebate?		X						
c	No rebate due?		X						
	If you checked "No rebate due" in line 2c, provide in Part VI the date the rebate computation was performed								
3	Is the bond issue a variable rate issue?	X			X				
4a	Has the organization or the governmental issuer entered into a qualified 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				

Part IV

Arbitrage (Continued)

		A		B		C		D	
		Yes	No	Yes	No	Yes	No	Yes	No
5a	Were gross proceeds invested in a guaranteed investment contract (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?								
6	Were any gross proceeds invested beyond an available temporary period?		X		X				
7	Has the organization established written procedures to monitor the requirements of section 148?		X		X				

Part V

Procedures To Undertake Corrective Action

		A		B		C		D	
		Yes	No	Yes	No	Yes	No	Yes	No
1	Has 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?								

Part VI

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

Identifier	Return Reference	Explanation
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SCHEDULE M  
(Form 990)

Noncash Contributions

OMB No 1545-0047

2012

Open to Public Inspection

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

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) Noncash contribution amounts reported on Form 990, Part VIII, line 1g	(d) Method of determining noncash 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	23	3,074,476	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 . . . . .29

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? . . . . .

31 If "Yes," describe the arrangement in Part II

32a Does the organization have a gift acceptance policy that requires the review of any non-standard contributions? . . . . .

33a Does the organization hire or use third parties or related organizations to solicit, process, or sell noncash contributions? . . . . .

33b If "Yes," describe in Part II

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

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

Cat No 51227J

Schedule M (Form 990) (2012)

Part II

Supplemental Information. Complete this part to provide the information required by Part I, lines 30b, 32b, and 33, and whether the organization is reporting in Part I, column (b), the number of contributions, the number of items received, or a combination of both. Also complete this part for any additional information.

Identifier	Return Reference	Explanation
THIRD PARTY USE	PART I, LINE 32B	WITH ONE EXCEPTION IN 2012, THE FRANKLIN INSTITUTE UTILIZES A BROKER TO IMMEDIATELY SELL ANY GIFTS OF SECURITIES UPON RECEIPT OF THE GIFT THE EXCEPTION IN 2012 WAS MADE FOR A GIFT OF 287,100 SHARES OF AMREP STOCK, THAT WERE RECEIVED ON SEPTEMBER 26, 2012, AND SOLD PERIODICALLY THROUGH DECEMBER 4, 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

2012

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 DANIEL HILFERTY IS PRESIDENT AND CEO OF INDEPENDENCE BLUE CROSS, WHERE DENIS O'BRIEN CURRENTLY SERVES ON THE BOARD MICHAEL FORMAN HAS A BUSINESS RELATIONSHIP WITH DAVID BERKMAN AND IRA LUBERT MARSHA PERELMAN'S FAMILY IS REPRESENTED IN CERTAIN INSTANCES BY BLANK ROME, WHERE JOAN STERN IS SENIOR PARTNER, PUBLIC FINANCE 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 AND, A COMPLETE COPY OF FORM 990 IS PROVIDED TO THE BOARD PRIOR TO FILING 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 2012 INCLUDED THE FOLLOWING INDIVIDUALS DENNIS WINT, PRESIDENT AND CEO LARRY DUBINSKI, COO BRUCE FISHBERG, SENIOR VICE PRESIDENT OF FINANCE AND ADMINISTRATION TROY COLLINS, SENIOR VICE PRESIDENT OF PROGRAMS, MARKETING AND BUSINESS DEVELOPMENT FREDERIC BERTLEY, SENIOR VICE PRESIDENT FOR SCIENCE RICHARD RABENA, VICE PRESIDENT OF OPERATIONS AND CAPITAL PROJECTS STEVEN SNYDER, VICE PRESIDENT OF EXHIBITS AND PROGRAM DEVELOPMENT SIOBHAN KEEFFE, VICE PRESIDENT OF FINANCE & TREASURER 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 2012
	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 STATEMENT OF OPERATIONS AND CHANGES IN NET ASSETS AND THE AUDITED STATEMENT OF FINANCIAL POSITION
CHANGES IN NET ASSETS OR FUND BALANCES	FORM 990, PART XI, LINE 9	NET UNREALIZED GAIN ON INTEREST RATE SWAP 50,338 NET ACTUARIAL GAIN ON DEFINED BENEFIT RETIREMENT PLAN 3,188
	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

2012

Open to Public Inspection

Name of the organization  
FRANKLIN INSTITUTE

Employer identification number  
23-1370501

Part I Identification of Disregarded Entities (Complete if the organization answered "Yes" to Form 990, Part IV, line 33.)					
(a) Name, address, and EIN (if applicable) 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" to 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 entity?	
						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" to 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" to 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	(i) Section 512 (b)(13) controlled entity?	
								Yes	No



Part V

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

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

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 or (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 Dividends from related organization(s)

g Sale of assets to related organization(s)

h Purchase of assets from related organization(s)

i Exchange of assets with related organization(s)

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

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

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

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

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

o Sharing of paid employees with related organization(s)

p Reimbursement paid to related organization(s) for expenses

q Reimbursement paid by related organization(s) for expenses

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

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

Yes

No

1a

No

1b

No

1c

No

1d

No

1e

No

1f

No

1g

No

1h

No

1i

No

1j

No

1k

No

1l

No

1m

No

1n

No

1o

No

1p

No

1q

No

1r

No

1s

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-s)	(c) Amount involved	(d) Method of determining amount involved

Schedule R (Form 990) 2012

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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## Additional Data

[Return to Form](#)

**Software ID:**

**Software Version:**

**EIN:** 23-1370501

**Name:** FRANKLIN INSTITUTE

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