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Part III

Statement of Program Service Accomplishments

Check if Schedule O contains a response or note to any line in this Part III

1

Briefly describe the organization’s mission

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

2

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

☐ 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 \$ 12,160,424 including grants of \$) (Revenue \$ 12,052,160)
<p>MUSEUM ADMISSIONS & OPERATIONS AS THE MOST-VISITED MUSEUM IN THE COMMONWEALTH AND A TOP-FIVE TOURIST DESTINATION IN THE CITY OF PHILADELPHIA, THE FRANKLIN INSTITUTE SERVES AS BOTH A PROMINENT EDUCATIONAL AND CULTURAL RESOURCE, AND AS AN ANCHOR OF THE LOCAL ECONOMY IN 2013, THE INSTITUTE WELCOMED 754,990 VISITORS TO THE MUSEUM, INCLUDING 171,743 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 UNDERSERVED YOUTH AND FAMILIES SUCH AS COMMUNITY NIGHT SPONSORED BY TARGET, AND THE STUDENT ACCESS PROGRAM THAT WELCOMES STUDENTS FROM UNDER-RESOURCED SCHOOLS FREE OF CHARGE IN 2013, THE INSTITUTE HOSTED SPY THE SECRET WORLD OF ESPIONAGE, A TRAVELING EXHIBITION THAT WAS DRAWN FROM THE IMMENSE PRIVATE ARCHIVES OF AN INTELLIGENCE HISTORIAN AND THE COLLECTIONS OF THE C I A , THE F B I AND THE NATIONAL RECONNAISSANCE OFFICE THE EXHIBIT INVITED VISITORS TO GO BEHIND THE SCENES TO EXPERIENCE LIFE AS A SPY THERE WERE MORE THAN 200 ARTIFACTS, INCLUDING A COLLAPSIBLE MOTORBIKE FROM WORLD WAR II, A GERMAN ENIGMA MACHINE AND THE WEAPON THAT KILLED RUSSIAN REVOLUTIONARY LEON TROTSKY THE INSTITUTE ALSO HOSTED ONE DAY IN POMPEII, WHICH ALLOWED VISITORS TO EXPERIENCE THE CITY FROM GARDEN FRESCOES AND MARBLE STATUES TO HELMETS AND SHIN GUARDS OF THE DAY’S GLADIATORS, COINS AND CURRENCY TO RELIGIOUS ALTARS AND SHRINES AS THE FLOORS SHOOK AND THE WALLS RUMBLLED, GUESTS WERE ABLE TO RELIVE THE VOLCANO'S CATASTROPHIC ERUPTION THROUGH AN IMMENSE CGI EXPERIENCE, AND WITNESS THE DEVESTATION LEFT IN ITS PATH 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 RING OF FIRE, WHICH ACCOMPANIED THE POMPEII EXHIBIT, ROCKY MOUNTAIN EXPRESS, AND SPACE JUNK ADDITIONALLY, THE INSTITUTE'S FRANKLIN THEATRE PROVIDED MUSEUM GUESTS WITH ENGAGING AND EDUCATIONAL 3D FILMS THROUGHOUT THE DAY, INCLUDING MUMMIES 3D, AND KENYA ANIMAL KINGDOM AMONG ITS 2013 OFFERINGS, AND THE INSTITUTE'S HISTORIC FELS PLANETARIUM CONTINUED TO OFFER OUT-OF-THIS-WORLD SHOWS INCLUDING THE WORLD PREMIERE OF THE FIRST FRANKLIN INSTITUTE-PRODUCED FULLDOME PLANETARIUM SHOW, TO SPACE AND BACK</p>	









4b	(Code) (Expenses \$ 5,176,366 including grants of \$ 250,000) (Revenue \$ 3,972,289)
<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 20TH YEAR IN 2013, THE PARTNERS FOR ACHIEVING CAREERS IN TECHNOLOGY AND SCIENCE (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 2013 WAS THE FOURTH 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 RECEIVE STEM EDUCATION AND MENTORING THROUGHOUT THEIR HIGH SCHOOL YEARS, IN 2013 THE PROGRAM REACHED ITS CAPACITY, GROWING TO 60 STUDENTS TOTAL AS THE ORGANIZER OF THE PHILADELPHIA SCIENCE FESTIVAL, THE FRANKLIN INSTITUTE HELPED 200 PARTNERS TO REACH MORE THAN 90,000 PEOPLE IN NEIGHBORHOODS ACROSS THE CITY WITH HANDS-ON WORKSHOPS AND DEMONSTRATIONS IN ITS THIRD YEAR IN 2013 FEATURING A CARNIVAL ON THE PARKWAY THAT WAS ATTENDED BY MORE THAN 120 EXHIBITORS AND 30,000 PEOPLE, THE FESTIVAL ALSO HELD STARGAZING EVENTS ON CITY CORNERS AND OFFERED SYMPOSIA AT LOCAL UNIVERSITIES FROM PRESENTING THE SCIENCE OF SPICY FOOD TO "GREAT GIGS" EVENTS WHERE SCIENTISTS TALKED TO STUDENTS ABOUT THEIR JOBS, THIS YEAR'S FESTIVAL PARTNERS PRODUCED AN INCREDIBLE SLATE OF EVENTS OVER ELEVEN 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 98% GRADUATION RATE AS COMPARED TO THE 64% GRADUATION RATE OF THE REST OF THE SCHOOL DISTRICT SCHOOLS ACCEPTING SLA STUDENTS FROM THE CLASS OF 2013 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 25, 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 2013 AWARDS CEREMONY AND DINNER WAS THE CONFERRING OF THE BOWER BUSINESS AWARD TO MICHAEL S DELL HE RECEIVED THIS AWARD FOR REVOLUTIONIZING THE ACCESSIBILITY OF PERSONAL COMPUTING BY HIS FOUNDING AND LEADERSHIP OF DELL INC AND FOR HIS EXTRAORDINARY PHILANTHROPY, THROUGH BOTH HIS COMPANY AND THE MICHAEL AND SUSAN DELL FOUNDATION, TOWARDS BENEFITTING THE LIVES OF YOUTH AND FAMILIES IN THE UNITED STATES AND ABROAD THE 2013 BOWER AWARD FOR ACHIEVEMENT IN SCIENCE AND ITS ACCOMPANYING \$250,000 PRIZE WAS CONFERRED TO KENICHI IGA FOR THE CONCEPTION AND DEVELOPMENT OF THE VERTICAL CAVITY SURFACE EMITTING LASER AND ITS MULTIPLE APPLICATIONS TO OPTOELECTRONICS SIX OTHER SCIENTISTS, EACH OF WHOM REPRESENTS THE PINNACLE OF REVOLUTIONARY ACHIEVEMENT IN THEIR RESPECTIVE FIELDS, RECEIVED AWARDS, INCLUDING DR JERROLD MEINWALD (CHEMISTRY), DR WILLIAM LABOV (COMPUTER AND COGNITIVE SCIENCE), DR ROBERT A BERNER (EARTH AND ENVIRONMENTAL SCIENCE), DR RUDOLPH JAENISCH(LIFE SCIENCE), DR SUBRA SURESH (MECHANICAL ENGINEERING) AND DR ALEXANDER DALGARNO (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 188 YEARS OF JOURNALS ARE AVAILABLE ONLINE THROUGH LIBRARIES AND RESEARCH INSTITUTIONS</p>	

4c	(Code) (Expenses \$ 1,299,551 including grants of \$) (Revenue \$ 1,645,094)
<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 13 MILLION PEOPLE VISITED THE WEBSITE IN 2013 OVER 164,000 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 YOUTH FILLED WEEKENDS AND VACATIONS DISCOVERY CAMP, SPRING BREAK CAMP, AND THE SCHOOL'S CLOSED CAMP WELCOMED THOUSANDS OF YOUNGSTERS, AND THE WEEKEND OVERNIGHT CAMP-IN PROGRAM DREW ANOTHER 7,510 YOUNG PEOPLE DURING THE 2013 CALENDAR YEAR, 1,331 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 2013 EQUALS MORE THAN \$1 5 MILLION THE FRANKLIN INSTITUTE WELCOMED 69 COLLEGE INTERNS FROM SCHOOLS ACROSS THE STATE IN 2013, 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 PASSERBY LOOKED ON WITH INTEREST AS THE INSTITUTE'S NEW WING, THE NICHOLAS AND ATHENA KARABOTS PAVILION, ROSE ON RACE STREET IN 2013 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, ALLOWS THE FRANKLIN INSTITUTE TO OFFER ITS VISITORS A TRULY WORLD-CLASS SCIENCE CENTER EXPERIENCE THE BUILDING HOUSES A NEW STEM EDUCATION CENTER, A CLIMATE-CONTROLLED TRAVELLING 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 IMPROVES 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 OUTSIDE, THE OUTLINES OF THE RAIN GARDEN THAT WILL FRAME THE ENTRANCE TO THE NEW BUILDING WERE ALSO VISIBLE BY THE END OF 2013 THE ENVIRONMENTAL SPACE, WHICH ALONG WITH MANY OTHER "GREEN" ASPECTS WILL HELP THE INSTITUTE PURSUE A SILVER LEED RATING FOR THE BUILDING, WILL ABSORB STORM WATER FROM THE BUILDING WHILE PROVIDING A BEAUTIFUL AND PEACEFUL SPACE FOR RELAXATION THE NICHOLAS AND ATHENA KARABOTS PAVILION WAS FUNDED BY THE INSTITUTE'S INSPIRE SCIENCE CAMPAIGN, WHICH RAISED \$65 2 MILLION IN FUNDS TO EXPAND BOTH THE INSTITUTE'S BUILDING AND PROGRAMMING TO REACH A BROADER AUDIENCE THROUGHOUT GREATER PHILADELPHIA AND BEYOND CONSTRUCTION OF THE NICHOLAS AND ATHENA KARABOTS PAVILION BEGAN ON APRIL 5, 2012, AND WILL BE COMPLETED IN JUNE 2014</p>	

(Code) (Expenses \$ 5,369,508 including grants of \$) (Revenue \$ 251,643)
ANCILLARY ACTIVITIES, DEPRECIATION AND INTEREST NOT INCLUDED ABOVE

4d	Other program services (Describe in Schedule O)			
	(Expenses \$	5,369,508	including grants of \$) (Revenue \$ 251,643)
4e	Total program service expenses		24,005,849	

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 Section 501(c)(3) organizations. Did the organization engage in lobbying activities, or have a section 501(h) election in effect during the tax year? 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	No
b Did the organization have aggregate revenues or expenses of more than \$10,000 from grantmaking, fundraising, business, investment, and program service activities outside the United States, or aggregate foreign investments valued at \$100,000 or more? 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 other assistance to or for any foreign organization? 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 other assistance to or for foreign individuals? If "Yes," complete Schedule F, Parts III and IV 	16 Yes	
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 or other assistance to any domestic organization or government 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 or 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		No
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 25a</i>	24a	Yes	
b	Did the organization invest any proceeds of tax-exempt bonds beyond a temporary period exception?	24b		No
c	Did the organization maintain an escrow account other than a refunding escrow at any time during the year to defease any tax-exempt bonds?	24c		No
d	Did the organization act as an "on behalf of" issuer for bonds outstanding at any time during the year?	24d		No
25a	Section 501(c)(3) and 501(c)(4) organizations. Did the organization engage in an excess benefit transaction with a disqualified person during the year? <i>If "Yes," complete Schedule L, Part I</i>	25a		No
b	Is the organization aware that it engaged in an excess benefit transaction with a disqualified person in a prior year, and that the transaction has not been reported on any of the organization's prior Forms 990 or 990-EZ? <i>If "Yes," complete Schedule L, Part I</i>	25b		No
26	Did the organization report any amount on Part X, line 5, 6, or 22 for receivables from or payables to any current or former officers, directors, trustees, key employees, highest compensated employees, or disqualified persons? <i>If so, 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	Section 501(c)(3) organizations. Did the organization make any transfers to an exempt non-charitable related organization? <i>If "Yes," complete Schedule R, Part V, line 2</i>	36		No
37	Did the organization conduct more than 5% of its activities through an entity that is not a related organization and that is treated as a partnership for federal income tax purposes? <i>If "Yes," complete Schedule R, Part VI</i>	37		No
38	Did the organization complete Schedule O and provide explanations in Schedule O for Part VI, lines 11b and 19? Note. All Form 990 filers are required to complete Schedule O	38	Yes	

Part V

Statements Regarding Other IRS Filings and Tax Compliance

Check if Schedule O contains a response or note to any line in this Part V

☐

		Yes	No			
1a	Enter the number reported in Box 3 of Form 1096. Enter -0- if not applicable.	1a	161			
b	Enter the number of Forms W-2G included in line 1a. Enter -0- if not applicable.	1b	0			
c	Did the organization comply with backup withholding rules for reportable payments to vendors and reportable gaming (gambling) winnings to prize winners?	1c	Yes			
2a	Enter the number of employees reported on Form W-3, Transmittal of Wage and Tax Statements, filed for the calendar year ending with or within the year covered by this return.	2a	441			
b	If at least one is reported on line 2a, did the organization file all required federal employment tax returns? Note. If the sum of lines 1a and 2a is greater than 250, you may be required to e-file (see instructions).	2b	Yes			
3a	Did the organization have unrelated business gross income of \$1,000 or more during the year?	3a	Yes			
b	If "Yes," has it filed a Form 990-T for this year? If "No" to line 3b, 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 8282?	7c				No
d	If "Yes," indicate the number of Forms 8282 filed during the year.	7d				
e	Did the organization receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?	7e				No
f	Did the organization, during the year, pay premiums, directly or indirectly, on a personal benefit contract?	7f				No
g	If the organization received a contribution of qualified intellectual property, did the organization file Form 8899 as required?	7g				
h	If the organization received a contribution of cars, boats, airplanes, or other vehicles, did the organization file a Form 1098-C?	7h				
8	Sponsoring organizations maintaining donor advised funds and section 509(a)(3) supporting organizations. Did the supporting organization, or a donor advised fund maintained by a sponsoring organization, have excess business holdings at any time during the year?	8				
9	Sponsoring organizations maintaining donor advised funds.					
a	Did the organization make any taxable distributions under section 4966?	9a				
b	Did the organization make a distribution to a donor, donor advisor, or related person?	9b				
10	Section 501(c)(7) organizations. Enter					
a	Initiation fees and capital contributions included on Part VIII, line 12.	10a				
b	Gross receipts, included on Form 990, Part VIII, line 12, for public use of club facilities.	10b				
11	Section 501(c)(12) organizations. Enter					
a	Gross income from members or shareholders.	11a				
b	Gross income from other sources (Do not net amounts due or paid to other sources against amounts due or received from them).	11b				
12a	Section 4947(a)(1) non-exempt charitable trusts. Is the organization filing Form 990 in lieu of Form 1041?	12a				
b	If "Yes," enter the amount of tax-exempt interest received or accrued during the year.	12b				
13	Section 501(c)(29) qualified nonprofit health insurance issuers.					
a	Is the organization licensed to issue qualified health plans in more than one state? Note. 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 or note to any line 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		
	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		
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 KSI OBHAN KEEFE 222 N 20TH STREET PHILADELPHIA, PA 19103 (215) 448-1200

Check if Schedule O contains a response or note to any line 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

1b	Sub-Total			
c	Total from continuation sheets to Part VII, Section A			
d	Total (add lines 1b and 1c)	2,404,112	0	313,454

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. 15

		Yes	No
3	Did the organization list any former officer, director or trustee, key employee, or highest compensated employee on line 1a? <i>If "Yes," complete Schedule J for such individual</i>	3	No
4	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>	4	Yes
5	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>	5	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	13,975,158
HAMELIN MEDIA 525 RIGHTERS FERRY ROAD BALA CYNWYD PA 19004	MEDIA CONSULTATION & PLACEMENT	1,398,620
LEXINGTON ACQUISITION INC 12660 BRANFORD STREET ARLETA CA 91331	CREATIVE DESIGN/CUSTOM FABRICATION	1,345,262
UNIFIED FIELD 3 EAST 28TH STREET 9TH FLOOR NEW YORK NY 10016	EXPERIENTIAL/INTERACTIVE MEDIA DEVELOPME	773,157
ABM JANITORIAL LOCK BOX 6626 PO BOX 8500 PHILADELPHIA PA 19178	OUTSOURCED CLEANING	642,381

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 ►24

Part VIII

Statement of Revenue

Check if Schedule O contains a response or note to any line in this Part VIII

			(A) Total revenue	(B) Related or exempt function revenue	(C) Unrelated business revenue	(D) Revenue excluded from tax under sections 512-514
Contributions, Gifts, Grants and Other Similar Amounts	1a	Federated campaigns 1a				
	b	Membership dues 1b	83,497			
	c	Fundraising events 1c	647,370			
	d	Related organizations 1d				
	e	Government grants (contributions) 1e	50,000			
	f	All other contributions, gifts, grants, and similar amounts not included above 1f	14,486,753			
	g	Noncash contributions included in lines 1a-1f \$	3,777,946			
	h	Total. Add lines 1a-1f	15,267,620			
Program Service Revenue	2a	MUSEUM ADMISSIONS	Business Code 900099	9,585,979	9,585,979	
	b	MUSEUM PROJECTS	900099	3,972,289	3,972,289	
	c	ANCILLARY ACTIVITIES	900099	2,467,143	2,190,043	277,100
	d	EDUCATIONAL PROGRAMS A	611710	1,645,093	1,645,093	
	e	THEATRES	713990	251,643		251,643
	f	All other program service revenue				
	g	Total. Add lines 2a-2f	17,922,147			
Other Revenue	3	Investment income (including dividends, interest, and other similar amounts)	595,793			595,793
	4	Income from investment of tax-exempt bond proceeds				
	5	Royalties	525,935			525,935
	6a	Gross rents	(i) Real	(ii) Personal		
		b Less rental expenses				
		c Rental income or (loss)				
	d	Net rental income or (loss)				
	7a	Gross amount from sales of assets other than inventory	(i) Securities	(ii) Other		
			11,154,038			
		b Less cost or other basis and sales expenses	10,301,879			
		c Gain or (loss)	852,159			
	d	Net gain or (loss)	852,159			852,159
	8a	Gross income from fundraising events (not including \$ 647,370 of contributions reported on line 1c) See Part IV, line 18	a 151,362			
	b	Less direct expenses b	281,930			
	c	Net income or (loss) from fundraising events	-130,568			-130,568
	9a	Gross income from gaming activities See Part IV, line 19	a			
	b	Less direct expenses b				
	c	Net income or (loss) from gaming activities				
	10a	Gross sales of inventory, less returns and allowances	a 582,964			
	b	Less cost of goods sold b	0			
	c	Net income or (loss) from sales of inventory	582,964	582,964		
	Miscellaneous Revenue		Business Code			
	11a					
	b					
	c					
	d	All other revenue				
	e	Total. Add lines 11a-11d				
	12	Total revenue. See Instructions	35,616,050	17,976,368	528,743	1,843,319

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 or note to any line 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.				
3	Grants and other assistance to governments, organizations, and individuals outside the United States. See Part IV, lines 15 and 16.	250,000	250,000		
4	Benefits paid to or for members.				
5	Compensation of current officers, directors, trustees, and key employees.	1,998,835	1,026,636	640,886	331,313
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.	8,747,733	7,001,121	796,086	950,526
8	Pension plan accruals and contributions (include section 401(k) and 403(b) employer contributions).	818,808	615,556	106,689	96,563
9	Other employee benefits.	1,560,419	989,838	425,292	145,289
10	Payroll taxes.	783,486	589,003	102,086	92,397
11	Fees for services (non-employees):				
a	Management.				
b	Legal.	179,250		179,250	
c	Accounting.	56,500		56,500	
d	Lobbying.				
e	Professional fundraising services. See Part IV, line 17.	75,920			75,920
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).	887,092	770,099	116,932	61
12	Advertising and promotion.	961,470	960,356	1,114	
13	Office expenses.	807,481	487,402	128,241	191,838
14	Information technology.	231,014	227,441		3,573
15	Royalties.	408,338	408,049		289
16	Occupancy.	2,001,376	1,995,461	499	5,416
17	Travel.	477,972	430,844	20,339	26,789
18	Payments of travel or entertainment expenses for any federal, state, or local public officials.				
19	Conferences, conventions, and meetings.	82,714	72,479	5,035	5,200
20	Interest.	673,891	673,891		
21	Payments to affiliates.				
22	Depreciation, depletion, and amortization.	4,695,616	4,695,616		
23	Insurance.	386,224	288,489	97,735	
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	MISCELLANEOUS	1,483,137	1,292,134	204,037	-13,034
b	PROGRAM AND EXHIBIT SU	962,688	962,522	166	
c	EVENT EXPENSES	294,162	263,356	30,806	
d	CULTIVATION AND FUFILL	208,964	5,556	4,600	198,808
e	All other expenses				
25	Total functional expenses. Add lines 1 through 24e.	29,033,090	24,005,849	2,916,293	2,110,948
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 or note to any line 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		17,981,487	2	10,662,673
	3	Pledges and grants receivable, net		7,690,172	3	9,119,744
	4	Accounts receivable, net		1,824,040	4	3,440,590
	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		10,879	8	17,534
	9	Prepaid expenses and deferred charges		1,013,447	9	1,352,329
	10a	Land, buildings, and equipment cost or other basis Complete Part VI of Schedule D	10a158,645,595			
	b	Less accumulated depreciation	10b71,195,846	68,863,930	10c	87,449,749
	11	Investments—publicly traded securities		33,859,619	11	38,104,799
	12	Investments—other securities See Part IV, line 11		12,365,016	12	13,706,761
	13	Investments—program-related See Part IV, line 11		615,789	13	451,579
	14	Intangible assets			14	
	15	Other assets See Part IV, line 11		148,071	15	128,696
	16	Total assets. Add lines 1 through 15 (must equal line 34)		144,372,450	16	164,434,454
Liabilities	17	Accounts payable and accrued expenses		9,845,578	17	11,375,963
	18	Grants payable			18	
	19	Deferred revenue		4,598,018	19	7,207,238
	20	Tax-exempt bond liabilities		14,462,024	20	16,356,854
	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		28,905,620	26	34,940,055
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		60,270,908	27	81,608,878
	28	Temporarily restricted net assets		40,391,435	28	31,739,289
	29	Permanently restricted net assets		14,804,487	29	16,146,232
	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		115,466,830	33	129,494,399
	34	Total liabilities and net assets/fund balances		144,372,450	34	164,434,454

Part XI Reconciliation of Net Assets

Check if Schedule O contains a response or note to any line in this Part XI

1	Total revenue (must equal Part VIII, column (A), line 12)	1	35,616,050
2	Total expenses (must equal Part IX, column (A), line 25)	2	29,033,090
3	Revenue less expenses Subtract line 2 from line 1	3	6,582,960
4	Net assets or fund balances at beginning of year (must equal Part X, line 33, column (A))	4	115,466,830
5	Net unrealized gains (losses) on investments	5	4,512,201
6	Donated services and use of facilities	6	
7	Investment expenses	7	
8	Prior period adjustments	8	24,828
9	Other changes in net assets or fund balances (explain in Schedule O)	9	2,907,580
10	Net assets or fund balances at end of year Combine lines 3 through 9 (must equal Part X, line 33, column (B))	10	129,494,399

Part XII Financial Statements and Reporting

Check if Schedule O contains a response or note to any line 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				565,681	0	54,361
DONALD E MOREL JR PHD CHAIR	1 00	X		X				0	0	0
SANDRA K BALDINO TRUSTEE	1 00	X						0	0	0
MICHAEL F BARRY TRUSTEE	1 00	X						0	0	0
DAVID J BERKMAN TRUSTEE	1 00	X						0	0	0
JOEL A BERNSTEIN TRUSTEE	1 00	X						0	0	0
WADE H BERRETTINI MD PHD 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 CHAPPELEAR TRUSTEE	1 00	X						0	0	0
PETER K CLASSEN TRUSTEE	1 00	X						0	0	0
KEVIN F DONOHOE TRUSTEE	1 00	X						0	0	0
STEPHEN J FELICE 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
CHRISTOPHER GALI TRUSTEE	1 00	X						0	0	0
TONI GARRISON TRUSTEE	1 00	X						0	0	0
ELIZABETH H GENMILL TRUSTEE	1 00	X						0	0	0
RICHARD J GREEN 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
S MATTHEWS V HAMILTON JR 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			
PAUL C HEINTZ ESQ TRUSTEE	1 00	X						0	0	0
DANIEL J HILFERTY TRUSTEE	1 00	X						0	0	0
FRANCES E JENSEN MD FACP TRUSTEE	1 00	X						0	0	0
STEPHEN E KELLY TRUSTEE	1 00	X						0	0	0
CHARISSE R LILLIE ESQ TRUSTEE	1 00	X						0	0	0
IRA M LUBERT TRUSTEE	1 00	X						0	0	0
JAMES J MAGUIRE JR TRUSTEE	1 00	X						0	0	0
MIRIAM J MANDELL TRUSTEE	1 00	X						0	0	0
SANDRA G MARSHALL TRUSTEE	1 00	X						0	0	0
ROBERT S MCMENAMIN TRUSTEE	1 00	X						0	0	0
DENIS P O'BRIEN TRUSTEE	1 00	X						0	0	0
PAUL OFFIT MD TRUSTEE	1 00	X						0	0	0
JOSEPH W ROGERS JR TRUSTEE	1 00	X						0	0	0
MICHAEL A SANCHEZ 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
I STEVEN UDVARHELYI MD TRUSTEE	1 00	X						0	0	0
RICHARD W 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 III TRUSTEE	1 00	X						0	0	0
DENNIS ZELENY 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
KAREN ZIMMER MD TRUSTEE	1 00	X						0	0	0
KEVIN N ROLLER TRUSTEE EX-OFFICIO	1 00	X						0	0	0
BRIAN J SULLIVAN PHD TRUSTEE EX-OFFICIO	1 00	X						0	0	0
WILLIAM J AVERY TRUSTEE EMERITUS	1 00	X						0	0	0
JAMES J EBERL PHD TRUSTEE EMERITUS	1 00	X						0	0	0
JAMES A UNRUH TRUSTEE EMERITUS	1 00	X						0	0	0
MARSHA R PERELMAN TRUSTEE EMERITUS	1 00	X						0	0	0
LARRY DUBINSKI COO	37 50			X				260,318	0	36,768
K SIOBHAN KEEFE VP OF FINANCE & TREASURER	37 50			X				133,979	0	14,953
FREDERIC MNBERTLEYPHD SVP SCIENCE	37 50				X			177,758	0	27,778
TROY COLLINS SVP PROGRAMS&MARKETING	37 50				X			221,845	0	26,308
RICHARD D RABENA VP OPS&CAPITAL PROJECTS	37 50				X			159,531	0	33,339
REID O STYLES VP HUMAN RESOURCES	37 50				X			156,779	0	23,468
MARISA WIGGLESWORTH VP DEVELOPMENT	37 50				X			156,766	0	26,005
KATHRYN GIORGIANNI DIR IT SERVICES	37 50					X		128,704	0	23,373
LOIS SWITKIN DIRECTOR OF SALES & CATERI	37 50					X		114,825	0	14,282
JULIE APPOLLONI VP DEVELOPMENT	37 50					X		113,122	0	7,776
KAREN ELINICH DIR SCIENCE CONTENT & LEARNING	37 50					X		107,277	0	13,054
KARA CALLAHAN DIR MARKETING	37 50					X		107,527	0	11,989

SCHEDULE A
(Form 990 or 990EZ)

Department of the
Treasury
Internal Revenue Service

Public Charity Status and Public Support

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

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

▶ Information about Schedule A (Form 990 or 990-EZ) and its instructions is at www.irs.gov/form990.

OMB No 1545-0047

2013

Open to Public Inspection

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 33¹/₃% 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 33¹/₃% 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									

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


Cat No 11285F

Schedule A (Form 990 or 990-EZ) 2013

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) 2009	(b) 2010	(c) 2011	(d) 2012	(e) 2013	(f) Total
1 Gifts, grants, contributions, and membership fees received (Do not include any "unusual grants ")	5,984,581	6,251,106	11,452,312	10,813,204	15,267,620	49,768,823
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	5,984,581	6,251,106	11,452,312	10,813,204	15,267,620	49,768,823
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)						11,135,295
6 Public support. Subtract line 5 from line 4						38,633,528

Section B. Total Support							
Calendar year (or fiscal year beginning in) ▶		(a) 2009	(b) 2010	(c) 2011	(d) 2012	(e) 2013	(f) Total
7	Amounts from line 4	5,984,581	6,251,106	11,452,312	10,813,204	15,267,620	49,768,823
8	Gross income from interest, dividends, payments received on securities loans, rents, royalties and income from similar sources	1,170,139	949,642	1,335,424	1,209,233	1,121,728	5,786,166
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)						55,554,989
12	Gross receipts from related activities, etc (see instructions)					12	87,875,673
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 2013 (line 6, column (f) divided by line 11, column (f))	1469 540 %
15	Public support percentage for 2012 Schedule A, Part II, line 14	1571 380 %
16a	33 1/3% support test—2013. 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—2012. 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—2013. 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—2012. 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) 2009	(b) 2010	(c) 2011	(d) 2012	(e) 2013	(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) 2009	(b) 2010	(c) 2011	(d) 2012	(e) 2013	(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 2013 (line 8, column (f) divided by line 13, column (f))	15	
16 Public support percentage from 2012 Schedule A, Part III, line 15	16	

Section D. Computation of Investment Income Percentage		
17 Investment income percentage for 2013 (line 10c, column (f) divided by line 13, column (f))	17	
18 Investment income percentage from 2012 Schedule A, Part III, line 17	18	
19a 33 1/3% support tests—2013. 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—2012. 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.** 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

Return Reference	Explanation	
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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.** ▶ **Information about Schedule C (Form 990 or 990-EZ) and its instructions is at *www.irs.gov/form990*.**

OMB No 1545-0047

2013

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?

☐ Yes

☐ No
- 4a

Was a correction made?

☐ Yes

☐ No
- b

If "Yes," describe in Part IV

Part I-C Complete if the organization is exempt under section 501(c), except section 501(c)(3).

- 1

Enter the amount directly expended by the filing organization for section 527 exempt function activities

▶ \$
- 2

Enter the amount of the filing organization's funds contributed to other organizations for section 527 exempt 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?

☐ Yes

☐ No
- 5

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

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

Part II-A

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

- A
- Check ☐ if the filing organization belongs to an affiliated group (and list in Part IV each affiliated group member's name, address, EIN, expenses, and share of excess lobbying expenditures)
- B
- Check ☐ if the filing organization checked box A and "limited control" provisions apply

Limits on Lobbying Expenditures (The term "expenditures" means amounts paid or incurred.)		(a) Filing organization's totals	(b) Affiliated group totals												
1a Total lobbying expenditures to influence public opinion (grass roots lobbying)		0													
b Total lobbying expenditures to influence a legislative body (direct lobbying)		0													
c Total lobbying expenditures (add lines 1a and 1b)		0													
d Other exempt purpose expenditures		29,033,090													
e Total exempt purpose expenditures (add lines 1c and 1d)		29,033,090													
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) 2010	(b) 2011	(c) 2012	(d) 2013	(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	48,814	6,000			54,814
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).

1	Were substantially all (90% or more) dues received nondeductible by members?	1	Yes	No
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

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.

Return Reference	Explanation

[illegible]

SCHEDULE D
(Form 990)

Supplemental Financial Statements

OMB No 1545-0047

2013

Open to Public Inspection

Department of the Treasury
Internal Revenue Service

▶ **Complete if the organization answered "Yes," to Form 990, Part IV, line 6, 7, 8, 9, 10, 11a, 11b, 11c, 11d, 11e, 11f, 12a, or 12b**
▶ **Attach to Form 990.** ▶ **See separate instructions.** ▶ **Information about Schedule D (Form 990) and its instructions is at www.irs.gov/form990.**

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

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

	(a) Donor advised funds	(b) Funds and other accounts
1	Total number at end of year	
2	Aggregate contributions to (during year)	
3	Aggregate grants from (during year)	
4	Aggregate value at end of year	
5	Did the organization inform all donors and donor advisors in writing that the assets held in donor advised funds are the organization's property, subject to the organization's exclusive legal control? <div><input type="checkbox"/> Yes <input type="checkbox"/> No</div>	
6	Did the organization inform all grantees, donors, and donor advisors in writing that grant funds 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? <div><input type="checkbox"/> Yes <input type="checkbox"/> No</div>	

Part II

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

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

☐ Preservation of land for public use (e g , recreation or 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
b	Total acreage restricted by conservation easements
c	Number of conservation easements on a certified historic structure included in (a)
d	Number of conservation easements included in (c) acquired after 8/17/06, and not on a historic structure listed in the National Register

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

	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	33,798,367	31,319,598	34,065,273	32,446,228	27,441,041
b Contributions	1,164,210	164,210			
c Net investment earnings, gains, and losses	4,610,933	3,716,123	-1,290,611	3,177,093	7,045,258
d Grants or scholarships					
e Other expenditures for facilities and programs	1,468,711	1,401,564	1,455,064	1,558,048	2,040,071
f Administrative expenses					
g End of year balance	38,104,799	33,798,367	31,319,598	34,065,273	32,446,228

- 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

6 000 %

c

Temporarily restricted endowment

67 000 %

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. Complete if the organization answered 'Yes' to Form 990, Part IV, line 11a. 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 | | 58,986,351 | 27,516,395 | 31,469,956 |
| c Leasehold improvements | | | | |
| d Equipment | | 6,010,023 | 4,407,935 | 1,602,088 |
| e Other | | 81,649,221 | 39,271,516 | 42,377,705 |
| Total. Add lines 1a through 1e (Column (d) must equal Form 990, Part X, column (B), line 10(c).) | | | | 87,449,749 |
- Schedule D (Form 990) 2013

Part XI

Reconciliation of Revenue per Audited Financial Statements With Revenue per Return

Complete if the organization answered 'Yes' to Form 990, Part IV, line 12a.

1	Total revenue, gains, and other support per audited financial statements	1	40,488,781
2	Amounts included on line 1 but not on Form 990, Part VIII, line 12		
a	Net unrealized gains on investments	2a	4,512,201
b	Donated services and use of facilities	2b	78,600
c	Recoveries of prior year grants	2c	
d	Other (Describe in Part XIII)	2d	281,930
e	Add lines 2a through 2d	2e	4,872,731
3	Subtract line 2e from line 1	3	35,616,050
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	35,616,050

Part XII

Reconciliation of Expenses per Audited Financial Statements With Expenses per Return.

Complete if the organization answered 'Yes' to Form 990, Part IV, line 12a.

1	Total expenses and losses per audited financial statements	1	29,334,792
2	Amounts included on line 1 but not on Form 990, Part IX, line 25		
a	Donated services and use of facilities	2a	44,600
b	Prior year adjustments	2b	-24,828
c	Other losses	2c	
d	Other (Describe in Part XIII)	2d	281,930
e	Add lines 2a through 2d	2e	301,702
3	Subtract line 2e from line 1	3	29,033,090
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	29,033,090

Part XIII

Supplemental Information

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.

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
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
PART X, LINE 2	MANAGEMENT HAS REVIEWED THE TAX POSITIONS FOR EACH OF THE OPEN TAX YEARS (2010-2012) OR EXPECTED TO BE TAKEN IN THE INSTITUTE'S 2013 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	FUNDRAISING EVENTS DIRECT EXPENSES 281,930
PART XII, LINE 2D - OTHER ADJUSTMENTS	FUNDRAISING EVENTS DIRECT EXPENSES 281,930
PART III, LINE 4	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.

[illegible]

SCHEDULE F
(Form 990)

Department of the Treasury
Internal Revenue Service

Statement of Activities Outside the United States

► Complete if the organization answered "Yes" to Form 990,
Part IV, line 14b, 15, or 16.
► Attach to Form 990. ► See separate instructions.
► Information about Schedule F (Form 990) and its instructions is at www.irs.gov/form990.

OMB No 1545-0047

2013

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 its grants and other 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 its grants and other assistance outside the United States.
- 3 Activites 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
(1) MIDDLE EAST AND NORTH AFRICA - ALGERIA, BAHRAIN, DJIBOUTI, EGYPT,	0	12	PROGRAM SERVICES	DEVELOPMENT OF STEM SCHOOL IN EGYPT	207,893
(2) EAST ASIA AND THE PACIFIC	0	0	FUNDRAISING, PROGRAM SERVICES	2013 BOWER AWARD FOR LAUREATE DR KENICHI IGA OF JAPAN	250,000
(3)					
(4)					
(5)					
3a Sub-total	0	12			457,893
b Total from continuation sheets to Part I	0	0			0
c Totals (add lines 3a and 3b)	0	12			457,893

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.

1 (a) Name of organization	(b) IRS code section and EIN (if applicable)	(c) Region	(d) Purpose of grant	(e) Amount of cash grant	(f) Manner of cash disbursement	(g) Amount of non-cash assistance	(h) Description of non-cash assistance	(i) Method of valuation (book, FMV, appraisal, other)
(1)								
(2)								
(3)								
(4)								

- 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.

(a) Type of grant or assistance	(b) Region	(c) Number of recipients	(d) Amount of cash grant	(e) Manner of cash disbursement	(f) Amount of non-cash assistance	(g) Description of non-cash assistance	(h) Method of valuation (book, FMV, appraisal, other)
(1) BOWER AWARD CASH PRIZE TO LAUREATE	EAST ASIA AND THE PACIFIC	1	250,000	CHECK			
(2)							
(3)							
(4)							
(5)							
(6)							
(7)							
(8)							
(9)							
(10)							
(11)							
(12)							
(13)							
(14)							
(15)							
(16)							
(17)							
(18)							

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, Information 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

Part V

Supplemental Information
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).

990 Schedule F, Supplemental Information

Return Reference	Explanation
PART I, LINE 2	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 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

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.
▶ Attach to Form 990 or Form 990-EZ. ▶ See separate instructions.
▶ Information about Schedule G (Form 990 or 990-EZ) and its instructions is at www.irs.gov/form990.

OMB No 1545-0047

2013

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.
Form 990-EZ filers are not required to complete this part.

1

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

a

☒

Mail solicitations

e

☒

Solicitation of non-government grants

b

☒

Internet and email solicitations

f

☒

Solicitation of government grants

c

☒

Phone solicitations

g

☒

Special fundraising events

d

☒

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			
1 LYNN M IERARDI 5 FOREST ROAD WAYNE, PA 19087	PLANNED GIVING CONSULTANT		No	0	8,825	-8,825
2 MAE DANILLER & CO 3724 JEFFERSON ST SUITE 302 AUSTIN, TX 78731	PLANNED GIVING CONSULTANT		No	0	60,547	-60,547
3						
4						
5						
6						
7						
8						
9						
10						
Total ▶					69,372	-69,372

3

List all states in which the organization is registered or licensed to solicit contributions 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	798,732		798,732
	2	Less Contributions	647,370		647,370
	3	Gross income (line 1 minus line 2)	151,362		151,362
Direct Expenses	4	Cash prizes			
	5	Noncash prizes			
	6	Rent/facility costs			
	7	Food and beverages	156,399		156,399
	8	Entertainment			
	9	Other direct expenses	125,531		125,531
	10	Direct expense summary Add lines 4 through 9 in column (d) ▶			
	11	Net income summary Subtract line 10 from line 3, column (d) ▶			
					(281,930)
					-130,568

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	Yes % No	Yes % No	Yes % No
	7	Direct expense summary Add lines 2 through 5 in column (d) ▶			
	8	Net gaming income summary Subtract line 7 from line 1, 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	<table><tr><td>13a</td><td>%</td></tr><tr><td>b An outside facility</td><td>13b %</td></tr></table>	13a	%	b An outside facility	13b %
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.** 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).

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

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, line 23.
▶ Attach to Form 990. ▶ See separate instructions.

▶ Information about Schedule J (Form 990) and its instructions is at www.irs.gov/form990.

OMB No 1545-0047

2013

Open to Public Inspection

Name of the organization
FRANKLIN INSTITUTE

Employer identification number
23-1370501

Part I

Questions Regarding Compensation

	Yes	No
<div><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>		
<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></div>	1bYes	
<div><div>2</div><div>Did the organization require substantiation prior to reimbursing or allowing expenses incurred by all directors, trustees, officers, including the CEO/Executive Director, regarding the items checked in line 1a?</div></div>	2Yes	
<div><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><input checked="" type="checkbox"/> Compensation committee</div><div><input type="checkbox"/> Independent compensation consultant</div><div><input type="checkbox"/> Form 990 of other organizations</div><div><input checked="" type="checkbox"/> Written employment contract</div><div><input checked="" type="checkbox"/> Compensation survey or study</div><div><input checked="" type="checkbox"/> Approval by the board or compensation committee</div></div></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>		
<div><div>a</div><div>Receive a severance payment or change-of-control payment?</div></div>	4aYes	
<div><div>b</div><div>Participate in, or receive payment from, a supplemental nonqualified retirement plan?</div></div>	4b	No
<div><div>c</div><div>Participate in, or receive payment from, an equity-based compensation arrangement?</div></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>	4c	No
<div><div></div><div>Only 501(c)(3) and 501(c)(4) organizations only must complete lines 5-9.</div></div>		
<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>		
<div><div>a</div><div>The organization?</div></div>	5a	No
<div><div>b</div><div>Any related organization?</div></div> <div>If "Yes," to line 5a or 5b, describe in Part III</div>	5b	No
<div><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>		
<div><div>a</div><div>The organization?</div></div>	6a	No
<div><div>b</div><div>Any related organization?</div></div> <div>If "Yes," to line 6a or 6b, describe in Part III</div>	6b	No
<div><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></div>	7	No
<div><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></div>	8	No
<div><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></div>	9	

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)	360,748 0	191,611 0	13,322 0	30,266 0	24,095 0	620,042 0	0 0
(2)LARRY DUBINSKI COO	(i) (ii)	215,825 0	44,493 0	0 0	14,430 0	22,338 0	297,086 0	0 0
(3)FREDERIC MNBERTLEYPHD SVP SCIENCE	(i) (ii)	161,676 0	16,082 0	0 0	9,705 0	18,073 0	205,536 0	0 0
(4)TROY COLLINS SVP PROGRAMS&MARKETING	(i) (ii)	188,806 0	33,039 0	0 0	11,281 0	15,027 0	248,153 0	0 0
(5)RICHARD D RABENA VP OPS&CAPITAL PROJECTS	(i) (ii)	144,470 0	15,061 0	0 0	12,313 0	21,026 0	192,870 0	0 0
(6)REID O STYLES VP HUMAN RESOURCES	(i) (ii)	141,857 0	14,922 0	0 0	14,622 0	8,846 0	180,247 0	0 0
(7)MARISA WIGGLESWORTH VP DEVELOPMENT	(i) (ii)	146,766 0	10,000 0	0 0	8,803 0	17,202 0	182,771 0	0 0
(8)KATHRYN GIORGIANNI DIR IT SERVICES	(i) (ii)	127,004 0	1,700 0	0 0	8,193 0	15,180 0	152,077 0	0 0

Part IIISupplemental Information

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

Return Reference	Explanation
PART I, LINE 1A	DURING 2013, 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.
▶ Information about Schedule K (Form 990) and its instructions is at www.irs.gov/form990.

OMB No 1545-0047

2013

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	PHILADELPHIA AUTHORITY FOR INDUSTRIAL DEVELOPMENT	23-2237287		09-30-2013	11,000,000	FUNDING FOR CAPITAL PROJECTS		X		X		X
B	PHILADELPHIA AUTHORITY FOR INDUSTRIAL DEVELOPMENT	23-2237287	717818QG8	03-22-2006	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	6,508,642			
2	Amount of bonds legally defeased				
3	Total proceeds of issue	11,000,000	14,265,843		
4	Gross proceeds in reserve funds				
5	Capitalized interest from proceeds				
6	Proceeds in refunding escrows				
7	Issuance costs from proceeds	28,190	28,190		
8	Credit enhancement from proceeds	5,358	5,358		
9	Working capital expenditures from proceeds				
10	Capital expenditures from proceeds	2,261,854			
11	Other spent proceeds				
12	Other unspent proceeds				
13	Year of substantial completion	2014		1990	
		Yes	No	Yes	No
14	Were the bonds issued as part of a current refunding issue?		X		X
15	Were the bonds issued as part of an advance refunding issue?		X	X	
16	Has the final allocation of proceeds been made?		X	X	
17	Does the organization maintain adequate books and records to support the final allocation of proceeds?		X	X	

Part III

Private Business Use

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

Part III

Private Business Use (Continued)

		A		B		C		D	
		Yes	No	Yes	No	Yes	No	Yes	No
3a	Are there any management or service contracts that may result in private business use 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	BANK OF AMERICA		BANK OF AMERICA					
c	Term of hedge	20 000000000000		20 000000000000					
d	Was the hedge superintegrated?		X		X				
e	Was the 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
	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?	X		X					

Part VI

Supplemental Information. Provide additional information for responses to questions on Schedule K (see instructions).

Return Reference	Explanation
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SCHEDULE M
(Form 990)

Department of the Treasury
Internal Revenue Service

Noncash Contributions

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

▶Information about Schedule M (Form 990) and its instructions is at www.irs.gov/form990.

OMB No 1545-0047

2013

Open to Public Inspection

Name of the organization
FRANKLIN INSTITUTE

Employer identification number
23-1370501

Part I Types of Property

	(a) Check if applicable	(b) Number of contributions or items contributed	(c) 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	26	3,777,946	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 through 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?				Yes No
b If "Yes," describe the arrangement in Part II				
31 Does the organization have a gift acceptance policy that requires the review of any non-standard contributions?				Yes
32a Does the organization hire or use third parties or related organizations to solicit, process, or sell noncash contributions?				Yes
b 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				

Part II

Supplemental Information. 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.

Return Reference	Explanation
PART I, LINE 32B	WITH TWO EXCEPTIONS IN 2013, THE FRANKLIN INSTITUTE UTILIZES A BROKER TO IMMEDIATELY SELL ANY GIFTS OF SECURITIES UPON RECEIPT OF THE GIFT THE TWO EXCEPTIONS IN 2013 WERE MADE FOR GIFTS OF 170,000 AND 150,419 SHARES OF AMREP STOCK, THAT WERE RECEIVED ON APRIL 8, 2013 AND SEPTEMBER 11, 2013 THE BLOCKS OF STOCK WERE SOLD THROUGH JUNE 3, 2013 AND OCTOBER 16, 2013

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As Filed Data -

DLN: 93493307005494

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.
▶ Information about Schedule O (Form 990 or 990-EZ) and its instructions is at www.irs.gov/form990.

OMB No 1545-0047

2013

Open to Public Inspection

Name of the organization
FRANKLIN INSTITUTE

Employer identification number
23-1370501

990 Schedule O, Supplemental Information

Return Reference	Explanation
FORM 990, PART VI, SECTION A, LINE 2	
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. 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 2013 INCLUDED THE FOLLOWING INDIVIDUALS: DENNIS WINT, PRESIDENT AND CEO; LARRY DUBINSKI, COO; 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; REID STYLES, VICE PRESIDENT OF HUMAN RESOURCES; MARISA WIGGLESWORTH, VICE PRESIDENT FOR DEVELOPMENT; SIOBHAN KEEFE, 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 2013.
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.
FORM 990, PART XI, LINE 9	NET UNREALIZED GAIN ON INTEREST RATE SWAP 1,062,228. NET ACTUARIAL GAIN ON DEFINED BENEFIT RETIREMENT PLAN 1,811,352. IN-KIND DIFFERENCE 34,000.
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" on Form 990, Part IV, line 33, 34, 35b, 36, or 37.
▶ Attach to Form 990. ▶ See separate instructions.
▶ Information about Schedule R (Form 990) and its instructions is at www.irs.gov/form990.

OMB No 1545-0047

2013

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" on 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" on Form 990, Part IV, line 34 because it had one or more related tax-exempt organizations during the tax year.							
(a) Name, address, and EIN of related organization	(b) Primary activity	(c) Legal domicile (state or foreign country)	(d) Exempt Code section	(e) Public charity status (if section 501(c)(3))	(f) Direct controlling entity	(g) Section 512(b)(13) controlled 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" on Form 990, Part IV, line 34 because it had one or more related organizations treated as a partnership during the tax year.

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

Part IV

Identification of Related Organizations Taxable as a Corporation or Trust

Complete if the organization answered "Yes" on Form 990, Part IV, line 34 because it had one or more related organizations treated as a corporation or trust during the tax year.

(a) Name, address, and EIN of related organization	(b) Primary activity	(c) Legal domicile (state or foreign country)	(d) Direct controlling entity	(e) Type of entity (C corp, S corp, or trust)	(f) Share of total income	(g) Share of end- of-year assets	(h) Percentage ownership	(i) Section 512 (b)(13) controlled entity?	
								Yes	No

Part V

Transactions With Related Organizations

Complete if the organization answered "Yes" on 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	Yes	
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 related organization	(b) Transaction type (a-s)	(c) Amount involved	(d) Method of determining amount involved

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

Provide additional information for responses to questions on Schedule R (see instructions)

Return Reference	Explanation
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