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## Form 990-PF

Department of the Treasury  
Internal Revenue ServiceReturn of Private Foundation  
or Section 4947(a)(1) Trust Treated as Private Foundation

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OMB No 1545-0052

2013

Open to Public Inspection

For calendar year 2013 or tax year beginning

, and ending

Name of foundation <b>FRANKLIN PHILANTHROPIC FOUNDATION</b>		A Employer identification number <b>36-3668125</b>
Number and street (or P O box number if mail is not delivered to street address) <b>180 NORTH STETSON AVENUE</b>	Room/suite <b>1940</b>	B Telephone number <b>(312) 819-4060</b>
City or town, state or province, country, and ZIP or foreign postal code <b>CHICAGO, IL 60601</b>		C If exemption application is pending, check here <input type="checkbox"/>
G Check all that apply: <input type="checkbox"/> Initial return <input type="checkbox"/> Final return <input type="checkbox"/> Address change <input type="checkbox"/> Initial return of a former public charity <input type="checkbox"/> Amended return <input type="checkbox"/> Name change		D 1. Foreign organizations, check here <input type="checkbox"/> 2. Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>
H Check type of organization: <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation		E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/>
I Fair market value of all assets at end of year (from Part II, col. (c), line 16) \$ <b>5,794,024.</b>	J Accounting method: <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____	F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a))		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
1 Contributions, gifts, grants, etc., received		500,000.		N/A	
2 Check <input type="checkbox"/> if the foundation is not required to attach Sch. B					
3 Interest on savings and temporary cash investments		14,544.	14,544.		STATEMENT 1
4 Dividends and interest from securities		17,415.	17,415.		STATEMENT 2
5a Gross rents					
b Net rental income or (loss)					
6a Net gain or (loss) from sale of assets not on line 10		412,624.			
b Gross sales price for all assets on line 6a <b>2,488,145.</b>					
7 Capital gain net income (from Part IV, line 2)			412,624.		
8 Net short-term capital gain					
9 Income modifications					
10a Gross sales less returns and allowances					
b Less Cost of goods sold					
c Gross profit or (loss)					
11 Other income					
12 Total. Add lines 1 through 11		944,583.	444,583.		
13 Compensation of officers, directors, trustees, etc		0.	0.		0.
14 Other employee salaries and wages					
15 Pension plans, employee benefits					
16a Legal fees STMT 3		30,067.	25,067.		5,000.
b Accounting fees					
c Other professional fees STMT 4		51,185.	51,185.		0.
17 Interest					
18 Taxes STMT 5		6,507.	0.		0.
19 Depreciation and depletion					
20 Occupancy					
21 Travel, conferences, and meetings					
22 Printing and publications					
23 Other expenses STMT 6		18,043.	0.		0.
24 Total operating and administrative expenses. Add lines 13 through 23		105,802.	76,252.		5,000.
25 Contributions, gifts, grants paid		279,000.			279,000.
26 Total expenses and disbursements. Add lines 24 and 25		384,802.	76,252.		284,000.
27 Subtract line 26 from line 12:					
a Excess of revenue over expenses and disbursements		559,781.			
b Net investment income (if negative, enter -0-)			368,331.		
c Adjusted net income (if negative, enter -0-)				N/A	

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**Part II Balance Sheets**

Attached schedules and amounts in the description column should be for end-of-year amounts only

		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value
<b>Assets</b>	1 Cash - non-interest-bearing	938.	369.	369.
	2 Savings and temporary cash investments	97,555.	39,597.	39,597.
	3 Accounts receivable ▶			
	Less: allowance for doubtful accounts ▶			
	4 Pledges receivable ▶			
	Less: allowance for doubtful accounts ▶			
	5 Grants receivable			
	6 Receivables due from officers, directors, trustees, and other disqualified persons			
	7 Other notes and loans receivable ▶			
	Less: allowance for doubtful accounts ▶			
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges			
	10a Investments - U.S. and state government obligations STMT 8	1,252,087.	1,688,014.	1,665,826.
	b Investments - corporate stock STMT 9	2,464,617.	2,646,998.	4,088,232.
	c Investments - corporate bonds			
	11 Investments - land, buildings, and equipment: basis ▶			
Less: accumulated depreciation ▶				
12 Investments - mortgage loans				
13 Investments - other				
14 Land, buildings, and equipment: basis ▶				
Less: accumulated depreciation ▶				
15 Other assets (describe ▶)				
16 <b>Total assets</b> (to be completed by all filers - see the instructions. Also, see page 1, item 1)	3,815,197.	4,374,978.	5,794,024.	
<b>Liabilities</b>	17 Accounts payable and accrued expenses			
	18 Grants payable			
	19 Deferred revenue			
	20 Loans from officers, directors, trustees, and other disqualified persons			
	21 Mortgages and other notes payable			
	22 Other liabilities (describe ▶)			
23 <b>Total liabilities</b> (add lines 17 through 22)	0.	0.		
<b>Net Assets or Fund Balances</b>	Foundations that follow SFAS 117, check here ▶ <input type="checkbox"/>			
	and complete lines 24 through 26 and lines 30 and 31.			
	24 Unrestricted			
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here ▶ <input checked="" type="checkbox"/>			
	and complete lines 27 through 31.			
	27 Capital stock, trust principal, or current funds	3,815,197.	4,374,978.	
	28 Paid-in or capital surplus, or land, bldg., and equipment fund	0.	0.	
29 Retained earnings, accumulated income, endowment, or other funds	0.	0.		
30 <b>Total net assets or fund balances</b>	3,815,197.	4,374,978.		
31 <b>Total liabilities and net assets/fund balances</b>	3,815,197.	4,374,978.		

**Part III Analysis of Changes in Net Assets or Fund Balances**

1 Total net assets or fund balances at beginning of year - Part II, column (a), line 30 (must agree with end-of-year figure reported on prior year's return)	1	3,815,197.
2 Enter amount from Part I, line 27a	2	559,781.
3 Other increases not included in line 2 (itemize) ▶	3	0.
4 Add lines 1, 2, and 3	4	4,374,978.
5 Decreases not included in line 2 (itemize) ▶	5	0.
6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	4,374,978.

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

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co.)	(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a			
b <b>SEE ATTACHED STATEMENTS</b>			
c			
d			
e			

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a			
b			
c			
d			
e <b>2,488,145.</b>		<b>2,075,521.</b>	<b>412,624.</b>

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69

(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
a			
b			
c			
d			
e			<b>412,624.</b>

2 Capital gain net income or (net capital loss)	<div> <div>If gain, also enter in Part I, line 7</div> <div>If (loss), enter -0- in Part I, line 7</div> </div>	2	<b>412,624.</b>
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c). If (loss), enter -0- in Part I, line 8		3	<b>N/A</b>

**Part V Qualification Under Section 4940(e) for Reduced Tax on Net Investment Income**

(For optional use by domestic private foundations subject to the section 4940(a) tax on net investment income.)

If section 4940(d)(2) applies, leave this part blank.

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period?

☐ Yes ☒ No

If "Yes," the foundation does not qualify under section 4940(e). Do not complete this part.

1 Enter the appropriate amount in each column for each year; see the instructions before making any entries.

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col. (b) divided by col. (c))
2012	<b>217,000.</b>	<b>4,689,223.</b>	<b>.046276</b>
2011	<b>216,000.</b>	<b>4,162,749.</b>	<b>.051889</b>
2010	<b>214,759.</b>	<b>4,002,088.</b>	<b>.053662</b>
2009	<b>211,641.</b>	<b>3,906,765.</b>	<b>.054173</b>
2008	<b>218,433.</b>	<b>4,130,401.</b>	<b>.052884</b>

2 Total of line 1, column (d)	2	<b>.258884</b>
3 Average distribution ratio for the 5-year base period - divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years	3	<b>.051777</b>
4 Enter the net value of noncharitable-use assets for 2013 from Part X, line 5	4	<b>5,484,406.</b>
5 Multiply line 4 by line 3	5	<b>283,966.</b>
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	<b>3,683.</b>
7 Add lines 5 and 6	7	<b>287,649.</b>
8 Enter qualifying distributions from Part XII, line 4	8	<b>284,000.</b>

If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate. See the Part VI instructions.

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

1a Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1. Date of ruling or determination letter: _____ (attach copy of letter if necessary-see instructions)		1	7,367.
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input type="checkbox"/> and enter 1% of Part I, line 27b			
c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b).		2	0.
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		3	7,367.
3 Add lines 1 and 2		4	0.
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		5	7,367.
5 Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-			
6 Credits/Payments:			
a 2013 estimated tax payments and 2012 overpayment credited to 2013	6a 3,400.	7	3,400.
b Exempt foreign organizations - tax withheld at source	6b	8	
c Tax paid with application for extension of time to file (Form 8868)	6c	9	3,967.
d Backup withholding erroneously withheld	6d	10	
7 Total credits and payments. Add lines 6a through 6d		11	
8 Enter any penalty for underpayment of estimated tax. Check here <input type="checkbox"/> if Form 2220 is attached			
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed			
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid			
11 Enter the amount of line 10 to be: Credited to 2014 estimated tax <input type="checkbox"/> Refunded <input type="checkbox"/>			

**Part VII-A Statements Regarding Activities**

	Yes	No
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		X
1b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see instructions for the definition)? If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.		X
c Did the foundation file Form 1120-POL for this year?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation. <input type="checkbox"/> \$ 0. (2) On foundation managers. <input type="checkbox"/> \$ 0.		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. <input type="checkbox"/> \$ 0.		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? If "Yes," attach a detailed description of the activities.		X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes		X
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		X
b If "Yes," has it filed a tax return on Form 990-T for this year?		
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T.		X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	X	
7 Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col (c), and Part XV	X	
8a Enter the states to which the foundation reports or with which it is registered (see instructions) <input type="checkbox"/> IL		
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? If "No," attach explanation	X	
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2013 or the taxable year beginning in 2013 (see instructions for Part XIV)? If "Yes," complete Part XIV		X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses		X

N/A

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

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)			X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)			X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?		X	
Website address <b>N/A</b>				
14	The books are in care of <b>JOHN A. SHEA</b>	Telephone no.	<b>(847) 866-7183</b>	
	Located at <b>710 SHERIDAN ROAD, EVANSTON, IL</b>	ZIP+4	<b>60202</b>	
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here and enter the amount of tax-exempt interest received or accrued during the year	<input type="checkbox"/>	15	N/A
16	At any time during calendar year 2013, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? See the instructions for exceptions and filing requirements for Form TD F 90-22.1. If "Yes," enter the name of the foreign country		16	Yes No X

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

File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.

	Yes	No
1a During the year did the foundation (either directly or indirectly):		
(1) Engage in the sale or exchange, or leasing of property with a disqualified person?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	<input checked="" type="checkbox"/> Yes <input type="checkbox"/> No	
(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
(6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.)	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
b If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? Organizations relying on a current notice regarding disaster assistance check here		1b X
c Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2013?		1c X
2 Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5)):		
a At the end of tax year 2013, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2013? If "Yes," list the years	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
b Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see instructions.)	N/A	2b
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here.		
3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
b If "Yes," did it have excess business holdings in 2013 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969; (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest; or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? (Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2013.)	N/A	3b
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?		4a X
b Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2013?		4b X

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

5a During the year did the foundation pay or incur any amount to:

- (1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? ☐ Yes ☒ No
- (2) Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive? ☐ Yes ☒ No
- (3) Provide a grant to an individual for travel, study, or other similar purposes? ☐ Yes ☒ No
- (4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? ☐ Yes ☒ No
- (5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? ☐ Yes ☒ No

b If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)?

N/A

5b

Organizations relying on a current notice regarding disaster assistance check here

▶ ☐

c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant?

N/A

☐ Yes ☐ No

If "Yes," attach the statement required by Regulations section 53.4945-5(d).

6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?

☐ Yes ☒ No

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?

6b

X

If "Yes" to 6b, file Form 8870.

7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?

☐ Yes ☒ No

b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction?

N/A

7b

**Part VIII** Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors

1 List all officers, directors, trustees, foundation managers and their compensation.

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
SEE STATEMENT 10		0.	0.	0.

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

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

Total number of other employees paid over \$50,000

0

Form 990-PF (2013)





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

<b>1</b>	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:		
<b>a</b>	Average monthly fair market value of securities	<b>1a</b>	5,306,448.
<b>b</b>	Average of monthly cash balances	<b>1b</b>	261,477.
<b>c</b>	Fair market value of all other assets	<b>1c</b>	
<b>d</b>	Total (add lines 1a, b, and c)	<b>1d</b>	5,567,925.
<b>e</b>	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	<b>1e</b>	0.
<b>2</b>	Acquisition indebtedness applicable to line 1 assets	<b>2</b>	0.
<b>3</b>	Subtract line 2 from line 1d	<b>3</b>	5,567,925.
<b>4</b>	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	<b>4</b>	83,519.
<b>5</b>	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	<b>5</b>	5,484,406.
<b>6</b>	Minimum investment return. Enter 5% of line 5	<b>6</b>	274,220.

**Part XI****Distributable Amount** (see instructions) (Section 4942(j)(3) and (j)(5) private operating foundations and certain foreign organizations check here ☐ and do not complete this part.)

<b>1</b>	Minimum investment return from Part X, line 6	<b>1</b>	274,220.
<b>2a</b>	Tax on investment income for 2013 from Part VI, line 5	<b>2a</b>	7,367.
<b>b</b>	Income tax for 2013. (This does not include the tax from Part VI.)	<b>2b</b>	
<b>c</b>	Add lines 2a and 2b	<b>2c</b>	7,367.
<b>3</b>	Distributable amount before adjustments. Subtract line 2c from line 1	<b>3</b>	266,853.
<b>4</b>	Recoveries of amounts treated as qualifying distributions	<b>4</b>	0.
<b>5</b>	Add lines 3 and 4	<b>5</b>	266,853.
<b>6</b>	Deduction from distributable amount (see instructions)	<b>6</b>	0.
<b>7</b>	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	<b>7</b>	266,853.

**Part XII****Qualifying Distributions** (see instructions)

<b>1</b>	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes:		
<b>a</b>	Expenses, contributions, gifts, etc. - total from Part I, column (d), line 26	<b>1a</b>	284,000.
<b>b</b>	Program-related investments - total from Part IX-B	<b>1b</b>	0.
<b>2</b>	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	<b>2</b>	
<b>3</b>	Amounts set aside for specific charitable projects that satisfy the:		
<b>a</b>	Suitability test (prior IRS approval required)	<b>3a</b>	
<b>b</b>	Cash distribution test (attach the required schedule)	<b>3b</b>	
<b>4</b>	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	<b>4</b>	284,000.
<b>5</b>	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b	<b>5</b>	0.
<b>6</b>	Adjusted qualifying distributions. Subtract line 5 from line 4	<b>6</b>	284,000.

**Note.** The amount on line 6 will be used in Part V, column (b), in subsequent years when calculating whether the foundation qualifies for the section 4940(e) reduction of tax in those years.

**Part XIII** Undistributed Income (see instructions)

	(a) Corpus	(b) Years prior to 2012	(c) 2012	(d) 2013
<b>1</b> Distributable amount for 2013 from Part XI, line 7				266,853.
<b>2</b> Undistributed income, if any, as of the end of 2013				
<b>a</b> Enter amount for 2012 only			0.	
<b>b</b> Total for prior years:		0.		
<b>3</b> Excess distributions carryover, if any, to 2013:				
<b>a</b> From 2008	66.			
<b>b</b> From 2009	23,021.			
<b>c</b> From 2010	15,137.			
<b>d</b> From 2011	9,097.			
<b>e</b> From 2012				
<b>f</b> Total of lines 3a through e	47,321.			
<b>4</b> Qualifying distributions for 2013 from Part XII, line 4: ► \$ 284,000.				
<b>a</b> Applied to 2012, but not more than line 2a			0.	
<b>b</b> Applied to undistributed income of prior years (Election required - see instructions)		0.		
<b>c</b> Treated as distributions out of corpus (Election required - see instructions)	0.			
<b>d</b> Applied to 2013 distributable amount				266,853.
<b>e</b> Remaining amount distributed out of corpus	17,147.			
<b>5</b> Excess distributions carryover applied to 2013 (If an amount appears in column (d), the same amount must be shown in column (a))	0.			0.
<b>6</b> Enter the net total of each column as indicated below:				
<b>a</b> Corpus Add lines 3f, 4c, and 4e Subtract line 5	64,468.			
<b>b</b> Prior years' undistributed income. Subtract line 4b from line 2b		0.		
<b>c</b> Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		0.		
<b>d</b> Subtract line 6c from line 6b. Taxable amount - see instructions		0.		
<b>e</b> Undistributed income for 2012. Subtract line 4a from line 2a. Taxable amount - see instr.			0.	
<b>f</b> Undistributed income for 2013. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2014				0.
<b>7</b> Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3)	0.			
<b>8</b> Excess distributions carryover from 2008 not applied on line 5 or line 7	66.			
<b>9</b> Excess distributions carryover to 2014. Subtract lines 7 and 8 from line 6a	64,402.			
<b>10</b> Analysis of line 9:				
<b>a</b> Excess from 2009	23,021.			
<b>b</b> Excess from 2010	15,137.			
<b>c</b> Excess from 2011	9,097.			
<b>d</b> Excess from 2012				
<b>e</b> Excess from 2013	17,147.			

**Part XIV Private Operating Foundations** (see instructions and Part VII-A, question 9)

N/A

**1 a** If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2013, enter the date of the ruling

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

☐ 4942(j)(3) or ☐ 4942(j)(5)

**2 a** Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed

**b 85% of line 2a**

**c** Qualifying distributions from Part XII,  
line 4 for each year listed

**d** Amounts included in line 2c not used directly for active conduct of exempt activities

**e Qualifying distributions made directly for active conduct of exempt activities.**

**Subtract line 2d from line 2c**

**3** Complete 3a, b, or c for the alternative test relied upon:

a "Assets" alternative test - enter:

(1) Value of all assets

(2) Value of assets qualifying under section 4942(j)(3)(B)(i)

**b** "Endowment" alternative test - enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed

c "Support" alternative test - enter:

(1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)

(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)

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

**(4) Gross investment income**

**Part XV** **Supplementary Information** (Complete this part only if the foundation had \$5,000 or more in assets at any time during the year-see instructions.)

### 1 Information Regarding Foundation Managers:

a List any managers of the foundation who have contributed more than 2% of the total contributions received by the foundation before the close of any tax year (but only if they have contributed more than \$5,000). (See section 507(d)(2).)

MORRIS F. GOODMAN

**b** List any managers of the foundation who own 10% or more of the stock of a corporation (or an equally large portion of the ownership of a partnership or other entity) of which the foundation has a 10% or greater interest.

**NONE**

## 2 Information Regarding Contribution, Grant, Gift, Loan, Scholarship, etc., Programs

Check here ☒ if the foundation only makes contributions to preselected charitable organizations and does not accept unsolicited requests for funds. If the foundation makes gifts, grants, etc. (see instructions) to individuals or organizations under other conditions, complete items 2a, b, c, and d.

**a The name, address, and telephone number or e-mail address of the person to whom applications should be addressed:**

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

**c Any submission deadlines:**

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

**Part XV** Supplementary Information (continued)**3 Grants and Contributions Paid During the Year or Approved for Future Payment**

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a Paid during the year				
ACLU OF NEW JERSEY FOUNDATION P.O. BOX 32159 NEWARK, NJ 07102	NONE	OTHER PUBLIC CHARITY	GENERAL PURPOSES	2,000.
AIDS FOUNDATION OF CHICAGO 200 WEST JACKSON BOULEVARD, SUITE 2200 CHICAGO, IL 60607	NONE	OTHER PUBLIC CHARITY	GENERAL PURPOSES	2,000.
ALASKA CONSERVATION FOUNDATION 911 W. 8TH AVE, #300 ANCHORAGE AL 99501 911 WEST 8TH AVENUE, SUITE 300 ANCHORAGE, AL 99501	NONE	OTHER PUBLIC CHARITY	GENERAL PURPOSES	1,000.
ALL OUR KIN P.O. BOX 8477 NEW HAVEN, CT 0653	NONE	OTHER PUBLIC CHARITY	GENERAL PURPOSES	1,000.
ALZHEIMER'S ASSOCIATION - NEW YORK CHAPTER 360 LEXINGTON AVENUE, 4TH FLOOR NEW YORK, NY 10017	NONE	OTHER PUBLIC CHARITY	GENERAL PURPOSES	5,000.
Total			SEE CONTINUATION SHEET(S)	279,000.
b Approved for future payment				
NONE				
Total				0

**Part XVI-A Analysis of Income-Producing Activities**

Enter gross amounts unless otherwise indicated.

Enter gross amounts unless otherwise indicated.		Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income	
		(a) Business code	(b) Amount	(c) Exclu- sion code	(d) Amount		
<b>1</b> Program service revenue:							
a _____							
b _____							
c _____							
d _____							
e _____							
f _____							
g Fees and contracts from government agencies							
<b>2</b> Membership dues and assessments							
<b>3</b> Interest on savings and temporary cash investments				14	14,544.		
<b>4</b> Dividends and interest from securities				14	17,415.		
<b>5</b> Net rental income or (loss) from real estate:							
a Debt-financed property							
b Not debt-financed property							
<b>6</b> Net rental income or (loss) from personal property							
<b>7</b> Other investment income							
<b>8</b> Gain or (loss) from sales of assets other than inventory				18	412,624.		
<b>9</b> Net income or (loss) from special events							
<b>10</b> Gross profit or (loss) from sales of inventory							
<b>11</b> Other revenue:							
a _____							
b _____							
c _____							
d _____							
e _____							
<b>12</b> Subtotal. Add columns (b), (d), and (e)			0.		444,583.	0.	
<b>13</b> Total. Add line 12, columns (b), (d), and (e)						13 444,583.	

(See worksheet in line 13 instructions to verify calculations.)

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

[illegible]

## Part XVII

**Information Regarding Transfers To and Transactions and Relationships With Noncharitable Exempt Organizations**

- |          |  | Yes   | No |
|----------|--|-------|----|
| <b>1</b> | Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?  |       |    |
| <b>a</b> | Transfers from the reporting foundation to a noncharitable exempt organization of:   |       |    |
|          | (1) Cash   | 1a(1) | X  |
|          | (2) Other assets   | 1a(2) | X  |
| <b>b</b> | Other transactions:  |       |    |
|          | (1) Sales of assets to a noncharitable exempt organization   | 1b(1) | X  |
|          | (2) Purchases of assets from a noncharitable exempt organization   | 1b(2) | X  |
|          | (3) Rental of facilities, equipment, or other assets   | 1b(3) | X  |
|          | (4) Reimbursement arrangements   | 1b(4) | X  |
|          | (5) Loans or loan guarantees   | 1b(5) | X  |
|          | (6) Performance of services or membership or fundraising solicitations   | 1b(6) | X  |
| <b>c</b> | Sharing of facilities, equipment, mailing lists, other assets, or paid employees   | 1c    | X  |
| <b>d</b> | If the answer to any of the above is "Yes," complete the following schedule. Column (b) should always show the fair market value of the goods, other assets, or services given by the reporting foundation. If the foundation received less than fair market value in any transaction or sharing arrangement, show in column (d) the value of the goods, other assets, or services received. |       |    |

[illegible]

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

(a) Name of organization	(b) Type of organization	(c) Description of relationship
N/A		

**Sign  
Here**

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

Signature of officer or trustee

Date \_\_\_\_\_

SECRETARY/DIRECTOR

May the IRS discuss this return with the preparer shown below (see instr)?

☒ Yes ☐ No

**Paid  
Preparer  
Use Only**

Print/Type preparer's name

~~Preparer's signature~~

Date

Check ☐ self-employed

PTIN

CHARLES F. MOLES

CHARLES F. MOLES

3-5-17

P01432140

Firm's name ► **ASHCRAFT & ASHCRAFT, LTD.**

Firm's EIN ► 36-3209815

Firm's address ► 180 NORTH STETSON AVENUE, SUITE 1940  
CHICAGO, IL 60601

Phone no. (312) 819-4060

**Schedule B**(Form 990, 990-EZ,  
or 990-PF)Department of the Treasury  
Internal Revenue Service**Schedule of Contributors**

- ▶ Attach to Form 990, Form 990-EZ, or Form 990-PF.  
▶ Information about Schedule B (Form 990, 990-EZ, or 990-PF) and  
its instructions is at [www.irs.gov/form990](http://www.irs.gov/form990).

OMB No 1545-0047

**2013**

Name of the organization

Employer identification number

FRANKLIN PHILANTHROPIC FOUNDATION

36-3668125

Organization type (check one):

Filers of:

Section:

Form 990 or 990-EZ

- ☐ 501(c)( ) (enter number) organization
- ☐ 4947(a)(1) nonexempt charitable trust **not** treated as a private foundation
- ☐ 527 political organization

Form 990-PF

- ☒ 501(c)(3) exempt private foundation
- ☐ 4947(a)(1) nonexempt charitable trust treated as a private foundation
- ☐ 501(c)(3) taxable private foundation

Check if your organization is covered by the **General Rule** or a **Special Rule**.**Note.** Only a section 501(c)(7), (8), or (10) organization can check boxes for both the General Rule and a Special Rule. See instructions.**General Rule**

- ☒ For an organization filing Form 990, 990-EZ, or 990-PF that received, during the year, \$5,000 or more (in money or property) from any one contributor. Complete Parts I and II

**Special Rules**

- ☐ For a section 501(c)(3) organization filing Form 990 or 990-EZ that met the 33 1/3% support test of the regulations under sections 509(a)(1) and 170(b)(1)(A)(vi) and received from any one contributor, during the year, a contribution of the greater of (1) \$5,000 or (2) 2% of the amount on (i) Form 990, Part VIII, line 1h, or (ii) Form 990-EZ, line 1. Complete Parts I and II.
- ☐ For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, total contributions of more than \$1,000 for use *exclusively* for religious, charitable, scientific, literary, or educational purposes, or the prevention of cruelty to children or animals. Complete Parts I, II, and III
- ☐ For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, contributions for use *exclusively* for religious, charitable, etc., purposes, but these contributions did not total to more than \$1,000. If this box is checked, enter here the total contributions that were received during the year for an *exclusively* religious, charitable, etc., purpose. Do not complete any of the parts unless the **General Rule** applies to this organization because it received *nonexclusively* religious, charitable, etc., contributions of \$5,000 or more during the year ▶ \$ \_\_\_\_\_

**Caution.** An organization that is not covered by the General Rule and/or the Special Rules does not file Schedule B (Form 990, 990-EZ, or 990-PF), but it **must** answer "No" on Part IV, line 2, of its Form 990, or check the box on line H of its Form 990-EZ or on its Form 990-PF, Part I, line 2, to certify that it does not meet the filing requirements of Schedule B (Form 990, 990-EZ, or 990-PF).

**LHA** For Paperwork Reduction Act Notice, see the Instructions for Form 990, 990-EZ, or 990-PF. Schedule B (Form 990, 990-EZ, or 990-PF) (2013)

Name of organization	Employer identification number
<b>FRANKLIN PHILANTHROPIC FOUNDATION</b>	<b>36-3668125</b>

**Part I Contributors** (see instructions) Use duplicate copies of Part I if additional space is needed.

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
1	MORRIS F. GOODMAN 1508 HINMAN AVENUE, UNIT 8B EVANSTON, IL 60201	\$ 500,000.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)



Employer identification number

36-3668125

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
	<div></div> <div></div> <div></div> <div></div>	\$ <div></div>	<div></div>
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
	<div></div> <div></div> <div></div> <div></div>	\$ <div></div>	<div></div>
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
	<div></div> <div></div> <div></div> <div></div>	\$ <div></div>	<div></div>
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
	<div></div> <div></div> <div></div> <div></div>	\$ <div></div>	<div></div>
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
	<div></div> <div></div> <div></div> <div></div>	\$ <div></div>	<div></div>
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
	<div></div> <div></div> <div></div> <div></div>	\$ <div></div>	<div></div>
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
	<div></div> <div></div> <div></div> <div></div>	\$ <div></div>	<div></div>
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
	<div></div> <div></div> <div></div> <div></div>	\$ <div></div>	<div></div>

Name of organization	Employer identification number
<b>FRANKLIN PHILANTHROPIC FOUNDATION</b>	<b>36-3668125</b>

**Part III** Exclusively religious, charitable, etc., individual contributions to section 501(c)(7), (8), or (10) organizations that total more than \$1,000 for the year. Complete columns (a) through (e) and the following line entry. For organizations completing Part III, enter the total of exclusively religious, charitable, etc., contributions of \$1,000 or less for the year. (Enter this information once) ▶ \$ \_\_\_\_\_

Use duplicate copies of Part III if additional space is needed

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee

## FRANKLIN PHILANTHROPIC FOUNDATION

## Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold, e.g., real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co.		(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a	EMC CORP-MASS 3,500 SHARES	P	11/30/09	01/08/13
b	FEDERAL HOME LOAN BANK 1.50% DUE 01-16-13 \$500,00	P	02/12/10	01/11/13
c	COACH INC. 973 SHARES	P	03/10/05	01/23/13
d	PORTFOLIO RECOVERY ASSOCIATES 765 SHARES	P	11/29/10	02/15/13
e	PORTFOLIO RECOVERY ASSOCIATES 65 SHARES	P	01/11/12	05/15/13
f	IPC THE HOSPITALIST 1,135 SHARES	P	03/08/11	02/20/13
g	POLYPORE INTERNATIONAL 2,450 SHARES	P	01/11/12	02/21/13
h	ULTA SALON COSMETICS & FRAGRANCE 825 SHARES	P	02/09/11	03/18/13
i	FEDERAL HOME LOAN MTG CORP 1.72% DUE 04-11-13	P	05/21/10	04/09/13
j	VISA INC CLASS A 215 SHARES	P	12/01/09	04/22/13
k	TRACTOR SUPPLY CO. 315 SHARES	P	06/16/11	04/25/13
l	APACHE CORP 600 SHARES	P	12/03/09	05/01/13
m	PRECISION CASTPARTS 110 SHARES	P	12/01/09	05/09/13
n	DYNAVAX 7,380 SHARES	P	03/28/12	06/28/13
o	DYNAVAX 4,300 SHARES	P	05/17/12	06/28/13

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a 82,831.		58,415.	24,416.
b 500,000.		500,367.	-367.
c 50,160.		28,124.	22,036.
d 89,257.		48,738.	40,519.
e 7,584.		4,176.	3,408.
f 50,336.		51,038.	-702.
g 88,962.		112,357.	-23,395.
h 61,016.		34,108.	26,908.
i 365,000.		369,351.	-4,351.
j 35,146.		17,872.	17,274.
k 34,988.		19,089.	15,899.
l 44,040.		57,524.	-13,484.
m 22,987.		11,683.	11,304.
n 7,897.		35,941.	-28,044.
o 4,601.		16,251.	-11,650.

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69

(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
a			24,416.
b			-367.
c			22,036.
d			40,519.
e			3,408.
f			-702.
g			-23,395.
h			26,908.
i			-4,351.
j			17,274.
k			15,899.
l			-13,484.
m			11,304.
n			-28,044.
o			-11,650.

2 Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7  
If (loss), enter "-0-" in Part I, line 7 }

2

3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6):

If gain, also enter in Part I, line 8, column (c).

If (loss), enter "-0-" in Part I, line 8

3

## FRANKLIN PHILANTHROPIC FOUNDATION

## Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold, e.g., real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co.		(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a	DYNAVAX 6,020 SHARES	P	06/05/12	06/28/13
b	INTUITIVE SURGICAL 45 SHARES	P	10/20/10	07/09/13
c	PRECISION CASTPARTS 219 SHARES	P	12/01/09	07/12/13
d	ULTIMATE SOFTWARE GROUP 372 SHARES	P	12/03/09	07/12/13
e	INTUITIVE SURGICAL 95 SHARES	P	10/20/10	07/17/13
f	K12 INC 1,052 SHARES	P	12/02/09	07/17/13
g	URBAN OUTFITTERS 1,318 SHARES	P	09/18/12	08/14/13
h	MARKET LEADER 5,300 SHARES	P	10/09/12	08/23/13
i	TRULIA INC 823 SHARES	P	08/23/13	08/29/13
j	TRULIA FRACTIONAL SHARE	P	11/30/09	08/29/13
k	ALLIANCE DATA SYSTEM 266 SHARES	P	11/30/09	09/13/13
l	EXPRESS SCRIPTS 1,045 SHARES	P	11/30/09	09/13/13
m	EXPRESS SCRIPTS 35 SHARES	P	10/04/11	09/13/13
n	HFF INC 2,130 SHARES	P	03/23/11	09/13/13
o	HFF INC 499 SHARES	P	09/29/11	09/13/13

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a 6,441.		22,086.	-15,645.
b 18,537.		11,624.	6,913.
c 51,748.		23,260.	28,488.
d 48,548.		10,221.	38,327.
e 39,599.		24,540.	15,059.
f 31,507.		19,288.	12,219.
g 53,856.		51,995.	1,861.
h 67,303.		33,827.	33,476.
i 34,453.		35,503.	-1,050.
j 4.		4.	0.
k 54,864.		16,211.	38,653.
l 68,607.		44,708.	23,899.
m 2,298.		1,235.	1,063.
n 49,629.		28,100.	21,529.
o 11,627.		3,862.	7,765.

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69

(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
a			-15,645.
b			6,913.
c			28,488.
d			38,327.
e			15,059.
f			12,219.
g			1,861.
h			33,476.
i			-1,050.
j			0.
k			38,653.
l			23,899.
m			1,063.
n			21,529.
o			7,765.

2 Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7  
If (loss), enter "-0-" in Part I, line 7 }

2

3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6):

If gain, also enter in Part I, line 8, column (c).

If (loss), enter "-0-" in Part I, line 8

3

## FRANKLIN PHILANTHROPIC FOUNDATION

## Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold, e.g., real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co.		(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a	HFF INC 2,851 SHARES	P	10/07/11	09/13/13
b	HFF INC 117 SHARES SHARES	P	01/11/12	09/13/13
c	CITRIX SYSTEMS 535 SHARES	P	01/30/13	10/16/13
d	CITRIX SYSTEMS 700 SHARES	P	06/17/13	10/16/13
e	DISCOVER FINANCIAL SERVICES 735 SHARES	P	12/20/10	10/22/13
f	IRON MOUNTAIN 1,390 SHARES	P	12/02/09	11/12/13
g	IRON MOUNTAIN 123 SHARES SHARES	P	11/23/12	11/12/13
h	IRON MOUNTAIN 1,330 SHARES	P	06/17/13	11/12/13
i	VOCERA COMMUNICATIONS 1,110 SHARES	P	10/02/12	11/12/13
j	SIGNATURE BANK 305 SHARES	P	01/23/12	11/21/13
k	ULTIMATE SOFTWARE GROUP 246 SHARES	P	12/03/09	11/21/13
l	WEX INC 333 SHARES	P	06/19/12	11/22/13
m	FRESH MARKET 670 SHARES	P	05/17/12	11/22/13
n	FRESH MARKET 590 SHARES	P	08/29/12	11/22/13
o	FRESH MARKET 325 SHARES	P	11/28/12	11/22/13

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a 66,429.		23,393.	43,036.
b 2,726.		1,403.	1,323.
c 30,735.		36,131.	-5,396.
d 40,214.		43,399.	-3,185.
e 38,738.		13,520.	25,218.
f 37,446.		33,435.	4,011.
g 3,314.		4,043.	-729.
h 35,829.		38,543.	-2,714.
i 18,051.		32,542.	-14,491.
j 32,836.		18,887.	13,949.
k 37,975.		6,759.	31,216.
l 33,070.		20,618.	12,452.
m 27,684.		32,676.	-4,992.
n 24,379.		37,049.	-12,670.
o 13,429.		16,578.	-3,149.

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69

(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
a			43,036.
b			1,323.
c			-5,396.
d			-3,185.
e			25,218.
f			4,011.
g			-729.
h			-2,714.
i			-14,491.
j			13,949.
k			31,216.
l			12,452.
m			-4,992.
n			-12,670.
o			-3,149.

2 Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7  
If (loss), enter "-0-" in Part I, line 7 }

2

3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6):

If gain, also enter in Part I, line 8, column (c).

If (loss), enter "-0-" in Part I, line 8

3

## FRANKLIN PHILANTHROPIC FOUNDATION

## Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold, e.g., real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co.		(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a WAGEWORKS 1,040 SHARES		P	03/13/13	12/16/13
b				
c				
d				
e				
f				
g				
h				
i				
j				
k				
l				
m				
n				
o				

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a 61,464.		25,047.	36,417.
b			
c			
d			
e			
f			
g			
h			
i			
j			
k			
l			
m			
n			
o			

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	
a			36,417.
b			
c			
d			
e			
f			
g			
h			
i			
j			
k			
l			
m			
n			
o			

2 Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 If (loss), enter "-0-" in Part I, line 7 }	2	412,624.
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c). If (loss), enter "-0-" in Part I, line 8 }	3	N/A

**Part XV** Supplementary Information**3** Grants and Contributions Paid During the Year (Continuation)

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
AMERICAN COUNCILS FOR INTERNATIONAL EDUCATION 1828 L STREET NW, SUITE 1200 WASHINGTON, DC 20036	NONE	OTHER PUBLIC CHARITY	GENERAL PURPOSES	1,000.
AMNESTY INTERNATIONAL, USA 5 PENN PLAZA NEW YORK, NY 10001-1801	NONE	OTHER PUBLIC CHARITY	GENERAL PURPOSES	5,000.
BAT CONSERVATION INTERNATIONAL P.O. BOX 162603 AUSTIN, TX 78176	NONE	OTHER PUBLIC CHARITY	GENERAL PURPOSES	5,000.
BENEVOLENT HEALTHCARE (PROJECT C.U.R.E.) 10377 E. GEDDES AVE., SUITE 200 CENTENNIAL, CO 80112	NONE	OTHER PUBLIC CHARITY	GENERAL PURPOSES	2,500.
BIRTHRIGHT ISRAEL FOUNDATION 33 EAST 33RD STREET, 7TH FLOOR NEW YORK, NY 10016	NONE	OTHER PUBLIC CHARITY	GENERAL PURPOSES	4,000.
BRENNAN CENTER FOR JUSTICE 161 AVENUE OF AMERICAS, 12TH FLOOR NEW YORK, NY 10013	NONE	OTHER PUBLIC CHARITY	GENERAL PURPOSES	5,000.
BURN DESIGN LAB 18850 103RD AVENUE SW VASHON, WA 98070	NONE	OTHER PUBLIC CHARITY	GENERAL PURPOSES	2,000.
CARE, INC. 151 ELLIS STREET NE ATLANTA, GA 30303	NONE	OTHER PUBLIC CHARITY	GENERAL PURPOSES	3,000.
CHICAGO HUMANITIES FESTIVAL 500 NORTH DEARBORN, SUITE 825 CHICAGO, IL 60654	NONE	OTHER PUBLIC CHARITY	GENERAL PURPOSES	2,000.
CHICAGO SYMPHONY ORCHESTRA 220 SOUTH MICHIGAN AVENUE CHICAGO, IL 60604	NONE	OTHER PUBLIC CHARITY	GENERAL PURPOSES	5,000.
Total from continuation sheets				268,000.

**Part XV** Supplementary Information**3 Grants and Contributions Paid During the Year (Continuation)**

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
CITY COLLEGES OF CHICAGO - WYCC 226 W. JACKSON BOULEVARD CHICAGO, IL 60606	NONE	OTHER PUBLIC CHARITY	GENERAL PURPOSES	2,500.
COLUMBUS ZOO (PARTNERS IN CONSERVATION P.O. BOX 400 POWELL, OH 43065	NONE	OTHER PUBLIC CHARITY	GENERAL PURPOSES	5,000.
COMMUNITY PARTNERS IN ACTION 110 BARTHOLOMEW AVENUE, SUITE 3010 HARTFORD, CT 06106	NONE	OTHER PUBLIC CHARITY	GENERAL PURPOSES	1,000.
COOL THE EARTH, INC. 20 CORTE CORDOVA GREENBRAE, CA 94904	NONE	OTHER PUBLIC CHARITY	GENERAL PURPOSES	3,000.
D.C. CENTRAL KITCHEN 425 2ND STREET NW WASHINGTON, DC 20001	NONE	OTHER PUBLIC CHARITY	GENERAL PURPOSES	1,000.
DEERFIELD VALLEY COMMUNITY CARES P.O. BOX 518 WILMINGTON, VT 05363	NONE	OTHER PUBLIC CHARITY	GENERAL PURPOSES	4,000.
DOCTORS WITHOUT BORDERS 333 SEVENTH AVENUE, 2ND FLOOR NEW YORK, NY 10001	NONE	OTHER PUBLIC CHARITY	GENERAL PURPOSES	5,000.
EDUCATION THROUGH MUSIC (NEW YORK) 122 EAST 42ND STREET, SUITE 1501 NEW YORK, NY 10168	NONE	OTHER PUBLIC CHARITY	GENERAL PURPOSES	2,000.
EDUCATIONAL ALLIANCE ART SCHOOL 197 EAST BROADWAY NEW YORK, NY 10002	NONE	OTHER PUBLIC CHARITY	GENERAL PURPOSES	5,000.
ELEPHANT SANCTUARY IN TENNESSEE P.O. BOX 393 HOHENWALD, TN 38462	NONE	OTHER PUBLIC CHARITY	GENERAL PURPOSES	10,000.
Total from continuation sheets				



**Part XV** Supplementary Information**3 Grants and Contributions Paid During the Year (Continuation)**

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
ENERGY OUTREACH COLORADO 225 EAST 16TH AVENUE, SUITE 200 DENVER, CO 80203	NONE	OTHER PUBLIC CHARITY	GENERAL PURPOSES	2,500.
ENROLL AMERICA 4001 G STREET NW, 8TH FLOOR WASHINGTON, DC 20001	NONE	OTHER PUBLIC CHARITY	GENERAL PURPOSES	5,000.
ENVIRONMENTAL DEFENSE FUND 16875 CONNECTICUT AVENUE, NW WASHINGTON, DC 20009	NONE	OTHER PUBLIC CHARITY	GENERAL PURPOSES	4,000.
EQUAL JUSTICE INITIATIVE 122 COMMERCE STREET MONTGOMERY, AL 36104	NONE	OTHER PUBLIC CHARITY	GENERAL PURPOSES	2,000.
FARM SANCTUARY P.O. BOX 150 WATKINS GLEN, NY 14891	NONE	OTHER PUBLIC CHARITY	GENERAL PURPOSES	2,000.
FIRST CONGREGATIONAL CHURCH-MALAWI ORPHAN PROJECT 111 CHURCH DRIVE CHESHIRE, CT 06410	NONE	OTHER PUBLIC CHARITY	GENERAL PURPOSES	1,000.
FOOTHILLS UNITED WAY 1285 CIMARRON DRIVE, SUITE 101 LAFAYETTE, CO 80026	NONE	OTHER PUBLIC CHARITY	GENERAL PURPOSES	4,000.
FOUNTAIN HOUSE 425 WEST 47TH STREET NEW YORK, NY 10036	NONE	OTHER PUBLIC CHARITY	GENERAL PURPOSES	5,000.
FUGEES FAMILY P.O. BOX 388 SCOTSDALE, GA 30079	NONE	OTHER PUBLIC CHARITY	GENERAL PURPOSES	2,000.
G.A.I.T. P.O. BOX 69 MILFORD, PA 18337	NONE	OTHER PUBLIC CHARITY	GENERAL PURPOSES	15,000.
Total from continuation sheets				

**Part XV Supplementary Information****3 Grants and Contributions Paid During the Year (Continuation)**

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
GLOBAL SOAP PROJECT 6899 PEACHTREE INDUSTRIAL BOULEVARD, SUITE B ATLANTA, GA 30092	NONE	OTHER PUBLIC CHARITY	GENERAL PURPOSES	3,000.
GREATER CHICAGO FOOD DEPOSITORY 4100 WEST ANN LURIE PLACE CHICAGO, IL 60632	NONE	OTHER PUBLIC CHARITY	GENERAL PURPOSES	10,000.
HAMDEN EDUCATIONAL FOUNDATION 60 PUTNAM AVENUE HAMDEN, CT 06517	NONE	OTHER PUBLIC CHARITY	GENERAL PURPOSES	4,000.
HAYSTACK MOUNTAIN SCHOOL OF CRAFTS P.O. BOX 518 DEER ISLE, ME 04627	NONE	OTHER PUBLIC CHARITY	GENERAL PURPOSES	4,000.
I WAGE PEACE, INC. 381 HIGHLAND STREET WEST HAVEN, CT 06516	NONE	OTHER PUBLIC CHARITY	GENERAL PURPOSES	4,000.
INTERFAITH NUTRITIONAL NETWORK 211 FULTON AVENUE HEMPSTEAD, NY 11550	NONE	OTHER PUBLIC CHARITY	GENERAL PURPOSES	4,000.
INTERNATIONAL EXOTIC ANIMAL SANCTUARY, INC. P.O. BOX 637 BOYD, TX 76023	NONE	OTHER PUBLIC CHARITY	GENERAL PURPOSES	10,000.
INTERNATIONAL PLANNED PARENTHOOD FEDERATION 125 MAIDEN LANE, 9TH FLOOR NEW YORK, NY 10038	NONE	OTHER PUBLIC CHARITY	GENERAL PURPOSES	1,000.
J STREET EDUCATION FUND P.O. BOX 66073 WASHINGTON, DC 20035	NONE	OTHER PUBLIC CHARITY	GENERAL PURPOSES	2,500.
KAUFMAN MUSIC CENTER 129 WEST 67TH STREET NEW YORK, NY 10023	NONE	OTHER PUBLIC CHARITY	GENERAL PURPOSES	2,500.
Total from continuation sheets				

**Part XV Supplementary Information****3 Grants and Contributions Paid During the Year (Continuation)**

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
LILITH 250 57TH STREET, #2432 NEW YORK, NY 10107	NONE	OTHER PUBLIC CHARITY	GENERAL PURPOSES	1,000.
LUCY MACKENZIE HUMANE SOCIETY 4832 ROUTE 44, P.O. BOX 637 BROWNSVILLE, VT 05037	NONE	OTHER PUBLIC CHARITY	GENERAL PURPOSES	5,000.
MAG AMERICA 1750 K STREET NW, SUITE 350 WASHINGTON, DC 20006	NONE	OTHER PUBLIC CHARITY	GENERAL PURPOSES	3,000.
MAYOR'S ALLIANCE FOR NYC'S ANIMALS 244 FIFTH AVENUE, SUITE R290 NEW YORK, NY 10001	NONE	OTHER PUBLIC CHARITY	GENERAL PURPOSES	2,000.
NATIONAL NOVEL WRITING MONTH 3354 ADELINE STREET BERKELEY, CA 94703	NONE	OTHER PUBLIC CHARITY	GENERAL PURPOSES	1,000.
NATIONAL OUTDOOR LEADERSHIP SCHOOL 284 LINCOLN STREET LANDER, WY 82520	NONE	OTHER PUBLIC CHARITY	GENERAL PURPOSES	1,000.
NEIGHBORHOOD STUDIOS 391 EAST WASHINGTON AVENUE BRIDGEPORT, CT 06608	NONE	OTHER PUBLIC CHARITY	GENERAL PURPOSES	2,000.
NORTH JERSEY PUBLIC POLICY NETWORK P.O. BOX 476 RIDGEWOOD, NJ 07451	NONE	OTHER PUBLIC CHARITY	GENERAL PURPOSES	4,000.
OCEAN CONSERVANCY 1300 19TH STREET NW, 8TH FLOOR WASHINGTON, DC 20036	NONE	OTHER PUBLIC CHARITY	GENERAL PURPOSES	5,000.
OPEN SPACE INSTITUTE (BUTTERFLY PROJECT) 1350 BROADWAY, SUITE 201 NEW YORK, NY 10018	NONE	OTHER PUBLIC CHARITY	GENERAL PURPOSES	1,000.
Total from continuation sheets				

**Part XV** Supplementary Information**3 Grants and Contributions Paid During the Year (Continuation)**

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
OPERATION HOPE 636 OLD POST ROAD FAIRFIELD, CT 06824	NONE	OTHER PUBLIC CHARITY	GENERAL PURPOSES	5,000.
POLARIS PROJECT P.O. BOX 565323 WASHINGTON, DC 20035	NONE	OTHER PUBLIC CHARITY	GENERAL PURPOSES	1,500.
PROBUS NATIONAL (BRIDGEPORT) P.O. BOX 1403 FAIRFIELD, CT 06825	NONE	OTHER PUBLIC CHARITY	GENERAL PURPOSES	2,000.
PROMETHEUS RADIO PROJECT P.O. BOX 42158 PHILADELPHIA, PA 19101	NONE	OTHER PUBLIC CHARITY	GENERAL PURPOSES	1,000.
RAIN FOREST ALLIANCE 233 BROADWAY, 28TH FLOOR NEW YORK, NY 10279	NONE	OTHER PUBLIC CHARITY	GENERAL PURPOSES	3,000.
READER TO READER 38 WOODSIDE AVENUE AMHERST, MA 01002	NONE	OTHER PUBLIC CHARITY	GENERAL PURPOSES	2,000.
ROCKING THE BOAT 812 EDGEWATER ROAD BRONX, NY 10474	NONE	OTHER PUBLIC CHARITY	GENERAL PURPOSES	2,000.
ROCKY MOUNTAIN INSTITUTE 1820 FOLSOM STREET BOULDER, CO 80302	NONE	OTHER PUBLIC CHARITY	GENERAL PURPOSES	5,000.
SIERRA CLUB FOUNDATION 85 SECOND STREET SAN FRANCISCO, CA 94105	NONE	OTHER PUBLIC CHARITY	GENERAL PURPOSES	4,000.
STORYCORPS 80 HANSON PLACE, 2ND FLOOR BROOKLYN, NY 11217	NONE	OTHER PUBLIC CHARITY	GENERAL PURPOSES	1,000.
Total from continuation sheets				

**Part XV Supplementary Information****3 Grants and Contributions Paid During the Year (Continuation)**

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
SUSTAINABLE SOUTH BRONX 1231 LAFAYETTE AVENUE, 4TH FLOOR BRONX, NY 10474	NONE	OTHER PUBLIC CHARITY	GENERAL PURPOSES	4,000.
TEACH FOR AMERICA 315 WEST 36TH STREET, 7TH FLOOR NEW YORK, NY 11018	NONE	OTHER PUBLIC CHARITY	GENERAL PURPOSES	1,000.
THE FOOD TRUST 1617 JOHN F. KENNEDY BLVD., SUITE 900 PHILADELPHIA, PA 19103	NONE	OTHER PUBLIC CHARITY	GENERAL PURPOSES	1,000.
THE FORT AT NO. 4 P.O. BOX 1336 CHARLESTOWN, NH 03603	NONE	OTHER PUBLIC CHARITY	GENERAL PURPOSES	5,000.
THE NEWBERRY LIBRARY ASSOCIATES 60 WEST WALTON STREET CHICAGO, IL 60610	NONE	OTHER PUBLIC CHARITY	GENERAL PURPOSES	2,000.
TWICE BLESSED, INC. P.O. BOX 1094 WILMINGTON, VT 05363	NONE	OTHER PUBLIC CHARITY	GENERAL PURPOSES	3,000.
U.S. GREEN BUILDING COUNCIL - DETROIT CHAPTER 26913 NORTHWESTERN HIGHWAY, #200 SOUTHFIELD, MI 48033	NONE	OTHER PUBLIC CHARITY	GENERAL PURPOSES	3,500.
UNION OF CONCERNED SCIENTISTS TWO BRATTLE SQUARE CAMBRIDGE, MA 02138	NONE	OTHER PUBLIC CHARITY	GENERAL PURPOSES	10,000.
URBAN DOVE P.O. BOX 305 NEW YORK, NY 10008	NONE	OTHER PUBLIC CHARITY	GENERAL PURPOSES	4,000.
VERMONT INSTITUTE NATURAL SCIENCE 6565 WOODSTOCK ROAD, P.O. BOX 1281 QUEECHEE, VT 05059	NONE	OTHER PUBLIC CHARITY	GENERAL PURPOSES	5,000.
Total from continuation sheets				

**Part XV Supplementary Information****3 Grants and Contributions Paid During the Year (Continuation)**

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
WISDOM - ELEVEN X FIFTEEN CAMPAIGN 3195 S. SUPERIOR STREET, SUITE 310 MILWAUKEE, WI 53207	NONE	OTHER PUBLIC CHARITY	GENERAL PURPOSES	1,000.
WOMEN FOR WOMEN INTERNATIONAL 2000 M STREET NW, SUITE 200 WASHINGTON, DC 20036	NONE	OTHER PUBLIC CHARITY	GENERAL PURPOSES	5,000.
WOUNDED WARRIOR PROJECT 4899 BELFORT ROAD, STE. 300 JACKSONVILLE, FL 32256 4899 BELFORT ROAD, SUITE 300 JACKSONVILLE, FL 32256	NONE	OTHER PUBLIC CHARITY	GENERAL PURPOSES	2,500.
WTTW 11 5400 NORTH ST. LOUIS AVENUE CHICAGO, IL 60625	NONE	OTHER PUBLIC CHARITY	GENERAL PURPOSES	2,500.
YALE UNIVERSITY - YALE CENTER FOR ANALYTICAL SCIENCES 300 GEORGE STREET, SUITE 555 NEW HAVEN, CT 06510	NONE	OTHER PUBLIC CHARITY	GENERAL PURPOSES	4,000.
YELLOWSTONE TO YUKON P.O. BOX 157 BOZEMAN, MT 59771	NONE	OTHER PUBLIC CHARITY	GENERAL PURPOSES	2,500.
<b>Total from continuation sheets</b>				

**FRANKLIN PHILANTHROPIC FOUNDATION**

**E.I.N. 36-3668125**

**JANUARY 1, 2013 - DECEMBER 31, 2013**  
**SCHEDULE OF INFORMATION FOR FORM 990-PF**

**PART I - LINE 16(a)**

Legal Fees:

Ashcraft & Ashcraft, Ltd.  
for preparation of State and Federal  
Compliance Returns and Corporate Matters \$ 30,067.00

**PART I - LINE 16(c)**

Other Professional Fees:

William Blair & Co.  
Investment Counsel 41,184.97

**PART I - LINE 18**

United States Treasury - 2012 Excise Tax	3,107.00	
United States Treasury - 2013 Estimated Tax	<u>3,400.00</u>	
		6,507.00

**PART I - LINE 23**

Filing Fees - Annual Report and Illinois	25.00	
Annual/Special Meeting - Board of Directors	16,543.00	
Insurance	750.00	
Association Fees	<u>725.00</u>	
		18,043.00

**PART VII B - LINE 1(a)(4)**

During 2013, the Foundation paid \$51,184.97 to William Blair & Co., for investment counseling. John A. Shea is a Director and the Treasurer of the Foundation, and an employee of William Blair & Co. The payment is specifically excepted from the prohibition of self-dealing by Regulation §53.4941(d)(3)(c) - Example No. 2

During 2013, the Foundation paid \$30,067 to Ashcraft & Ashcraft, Ltd. for legal services. Charles F. Moles is a principal of Ashcraft & Ashcraft, Ltd. and a Director and Secretary of the Foundation. The payment is specifically excepted from the prohibition of self-dealing by Regulation §53.4941(d)(3)(c) - Example No. 1

**FRANKLIN PHILANTHROPIC FOUNDATION**  
**E.I.N. 36-3668125**  
**JANUARY 1, 2013 - DECEMBER 31, 2013**  
**SCHEDULE OF INFORMATION FOR FORM 990-PF**  
**ASSET LIST**

**PART II - BALANCE SHEETS**

	Security	Total Cost
CASH		368 93
CASH		368 93
MONEY MARKET FUNDS		39,597 18
FEDERATED MONEY MKRT OBLIG TR PRIME MGMT O		39,597 18
US TREASURY SECURITIES		
FEDERAL NATIONAL MTG ASSN		751,350 00
0 375% Due 12-21-15		
FEDERAL NATIONAL MTG ASSN		185,980 50
0.500% Due 03-30-16		
FEDERAL HOME LOAN MTG CORP		109,492 65
1.375% Due 05-01-20		
FEDERAL HOME LN MTG CORP		258,821 47
2 375% Due 01-13-22		
Accrued Interest		1,305,644 62
GOVERNMENT AGENCY BONDS		
180000 FEDERAL NATIONAL MTG ASSN		180,750 60
1 125% Due 06-27-14		
200000 FEDERAL NATIONAL MTG ASSN		201,618 80
0 750% Due 12-19-14		
Accrued Interest		382,369 40
COMMON STOCK		
ADVISORY BOARD CO		78,700 32
AFFILIATED MANAGERS GROUP INC		61,717 50
AIR METHODS CORP NEW		78,876 72
ALLIANCE DATA SYSTEM CORP		24,011 83
AMERICAN INTERNATIONAL GROUP INC		100,616 64
APPLE INC		31,226 72
BRIGHT HORIZONS FAMILY SOLUTIONS INC DEL C		82,858 86
CAI INTERNATIONAL INC COM		91,951 65
CHARLES SCHWAB CORP NEW		81,221 12
CONCUR TECHNOLOGIES INC		27,971 94
DISCOVER FINANCIAL SERVICES		31,639 57
EBAY INC		73,647 26
EOG RES INC		58,130 78
EXPRESS SCRIPTS HOLDING COMPANY		44,119 24
FASTENAL CO		44,096 95
HARLEY DAVIDSON INC		60,261 12
HFF INC CL A		41,757 06
HMS HOLDINGS CORP		63,673 85
IDEXX LABORATORIES CORP		79,985 89
INTERCONTINENTALEXCHANGE GROUP INC		58,883 50
IPC THE HOSPITALIST CO INC		61,524 68
K12 INC		57,716 16
LOWES COMPANIES INC		64,640 91
LULULEMON ATHLETICA INC		79,164 33
MEDIVATION INC		67,385 95
MORNINGSTAR INC		67,813 35
NOBLE ENERGY INC		72,458 64
PORTFOLIO RECOVERY ASSOCIATES INC		40,791 49
PRAXAIR INC		59,039 43
PRECISION CASTPARTS CORP		48,829 51
PREMIER INC CL A		79,679 30
REALOGY HOLDINGS CORP COM		77,872 83
SALESFORCE COM INC		60,175 15
SIGNATURE BANK		46,443 31
STERICYCLE INC		79,324 09
TRACTOR SUPPLY CO		40,299 65
ULTIMATE SOFTWARE GROUP INC		14,067 45
VALUECLICK INC		91,332 10
VISA INC CL A COMMON STOCK		41,440 82
VOCERA COMMUNICATIONS INC		50,107 50
WAGeworks INC		50,094 74
WATSCO INC		74,840 40
WEX INC		49,656 82
		2,590,047 17
FOREIGN STOCK		
***SCHLUMBERGER LTD		56,951 18
		56,951 18
TOTAL PORTFOLIO		4,374,978 48



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**FORM 990-PF      INTEREST ON SAVINGS AND TEMPORARY CASH INVESTMENTS      STATEMENT      1**


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<u>SOURCE</u>	<u>AMOUNT</u>
WILLIAM BLAIR #452-26837-15 (US TREAS. OBLIG. 16,658- 2,114 ACCRUED)	14,544.
TOTAL TO FORM 990-PF, PART I, LINE 3, COLUMN A	14,544.

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**FORM 990-PF      DIVIDENDS AND INTEREST FROM SECURITIES      STATEMENT      2**


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<u>SOURCE</u>	<u>GROSS AMOUNT</u>	<u>CAPITAL GAINS DIVIDENDS</u>	<u>COLUMN (A) AMOUNT</u>
WILLIAM BLAIR #452-26837-15	17,157.	0.	17,157.
WILLIAM BLAIR #452-26837-15 (MM)	258.	0.	258.
TOTAL TO FM 990-PF, PART I, LN 4	17,415.	0.	17,415.

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**FORM 990-PF      LEGAL FEES      STATEMENT      3**


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<u>DESCRIPTION</u>	<u>(A) EXPENSES PER BOOKS</u>	<u>(B) NET INVEST- MENT INCOME</u>	<u>(C) ADJUSTED NET INCOME</u>	<u>(D) CHARITABLE PURPOSES</u>
LEGAL FEES	30,067.	25,067.		5,000.
TO FM 990-PF, PG 1, LN 16A	30,067.	25,067.		5,000.

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**FORM 990-PF      OTHER PROFESSIONAL FEES      STATEMENT      4**


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<u>DESCRIPTION</u>	<u>(A) EXPENSES PER BOOKS</u>	<u>(B) NET INVEST- MENT INCOME</u>	<u>(C) ADJUSTED NET INCOME</u>	<u>(D) CHARITABLE PURPOSES</u>
INVESTMENT ADVISORY FEE	51,185.	51,185.		0.
TO FORM 990-PF, PG 1, LN 16C	51,185.	51,185.		0.

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FORM 990-PF	TAXES			STATEMENT	5
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES	
2012 EXCISE TAX	3,107.	0.		0.	
2013 ESTIMATED TAX	3,400.	0.		0.	
TO FORM 990-PF, PG 1, LN 18	6,507.	0.		0.	

FORM 990-PF	OTHER EXPENSES			STATEMENT	6
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES	
ANNUAL REPORT AND FILING FEE - ILLINOIS	25.	0.		0.	
ANNUAL AND SPECIAL MEETING EXPENSE 2010	16,543.	0.		0.	
INSURANCE	750.	0.		0.	
ASSOCIATION FEES	725.	0.		0.	
TO FORM 990-PF, PG 1, LN 23	18,043.	0.		0.	

FOOTNOTES				STATEMENT	7
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THE YEAR END BALANCE SHEET FOR TAXPAYER'S 2012 TAX RETURN REPORTED AN INCORRECT COST BASIS FOR ONE STOCK HOLDING. THAT COST BASIS HAS BEEN CORRECTED RESULTING IN A REDUCTION IN THE BEGINNING YEAR VALUE OF INVESTMENTS-CORPORATE STOCK ON THE BALANCE SHEET OF \$7,508.

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FORM 990-PF	U.S. AND STATE/CITY GOVERNMENT OBLIGATIONS	STATEMENT	8
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DESCRIPTION	U.S. GOV'T	OTHER GOV'T	BOOK VALUE	FAIR MARKET VALUE
U.S. GOVERNMENT OBLIGATIONS	X		1,688,014.	1,665,826.
TOTAL U.S. GOVERNMENT OBLIGATIONS			1,688,014.	1,665,826.
TOTAL STATE AND MUNICIPAL GOVERNMENT OBLIGATIONS				
TOTAL TO FORM 990-PF, PART II, LINE 10A			1,688,014.	1,665,826.

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FORM 990-PF	CORPORATE STOCK	STATEMENT	9
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DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
CORPORATE STOCK/BONDS	2,646,998.	4,088,232.
TOTAL TO FORM 990-PF, PART II, LINE 10B	2,646,998.	4,088,232.

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FORM 990-PF

PART VIII - LIST OF OFFICERS, DIRECTORS  
TRUSTEES AND FOUNDATION MANAGERS

STATEMENT 10

NAME AND ADDRESS	TITLE AND AVRG HRS/WK	COMPEN- SATION	EMPLOYEE BEN PLAN CONTRIB	EXPENSE ACCOUNT
MORRIS F. GOODMAN C/O FRANKLIN PHIL. FOUND., 180 N. STETSON AVE #1940 CHICAGO, IL 60601	PRESIDENT/DIRECTOR 0.00	0.	0.	0.
JOHN A. SHEA C/O FRANKLIN PHIL. FOUND., 180 N. STETSON AVE #1940 CHICAGO, IL 60601	TREASURER/DIRECTOR 0.00	0.	0.	0.
CHARLES F. MOLES C/O FRANKLIN PHIL. FOUND., 180 N. STETSON AVE #1940 CHICAGO, IL 60601	SECRETARY/DIRECTOR 0.00	0.	0.	0.
STANLEY GOODMAN C/O FRANKLIN PHIL. FOUND., 180 N. STETSON AVE #1940 CHICAGO, IL 60601	VICE PRESIDENT/DIRECTOR 0.00	0.	0.	0.
LINDA GOODMAN C/O FRANKLIN PHIL. FOUND., 180 N. STETSON AVE #1940 CHICAGO, IL 60601	VICE PRESIDENT/DIRECTOR 0.00	0.	0.	0.
JOYCE GOODMAN C/O FRANKLIN PHIL. FOUND., 180 N. STETSON AVE #1940 CHICAGO, IL 60601	VICE PRESIDENT/DIRECTOR 0.00	0.	0.	0.
JENNY GOODMAN-BOWDEN C/O FRANKLIN PHIL. FOUND., 180 N. STETSON AVE #1940 CHICAGO, IL 60601	VICE PRESIDENT/DIRECTOR 0.00	0.	0.	0.
WILLIAM MICHAEL GOODMAN C/O FRANKLIN PHIL. FOUND., 180 N. STETSON AVE #1940 CHICAGO, IL 60601	VICE PRESIDENT/DIRECTOR 0.00	0.	0.	0.
DEBORAH GOODMAN C/O FRANKLIN PHIL. FOUND., 180 N. STETSON AVE #1940 CHICAGO, IL 60601	VICE PRESIDENT/DIRECTOR 0.00	0.	0.	0.
TOTALS INCLUDED ON 990-PF, PAGE 6, PART VIII		0.	0.	0.