

Form **990**

Return of Organization Exempt From Income Tax

2012

Department of the Treasury
Internal Revenue Service

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

Open to Public Inspection

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

A For the 2012 calendar year, or tax year beginning and ending

B Check if applicable: <input type="checkbox"/> Address change <input type="checkbox"/> Name change <input type="checkbox"/> Initial return <input type="checkbox"/> Terminated <input type="checkbox"/> Amended return <input type="checkbox"/> Application pending	C Name of organization		D Employer identification number
	SHEDD AQUARIUM SOCIETY		36-2167918
	Doing Business As		
	Number and street (or P.O. box if mail is not delivered to street address)	Room/suite	E Telephone number
1200 SOUTH LAKE SHORE DRIVE			312-692-3114
City, town, or post office, state, and ZIP code		G Gross receipts \$ 112,534,392.	
CHICAGO, IL 60605		H(a) Is this a group return for affiliates? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
F Name and address of principal officer: TED A. BEATTIE		H(b) Are all affiliates included? <input type="checkbox"/> Yes <input type="checkbox"/> No	
SAME AS C ABOVE		If "No," attach a list. (see instructions)	
I Tax-exempt status: <input checked="" type="checkbox"/> 501(c)(3) <input type="checkbox"/> 501(c) () (insert no.) <input type="checkbox"/> 4947(a)(1) or <input type="checkbox"/> 527		H(c) Group exemption number ▶	
J Website: WWW.SHEDDAQUARIUM.ORG			
K Form of organization: <input checked="" type="checkbox"/> Corporation <input type="checkbox"/> Trust <input type="checkbox"/> Association <input type="checkbox"/> Other ▶		L Year of formation: 1924 M State of legal domicile: IL	

Part I Summary		Prior Year	Current Year
Activities & Governance	1 Briefly describe the organization's mission or most significant activities: THE SHEDD AQUARIUM SOCIETY OPERATES A PUBLIC AQUARIUM TO ENCOURAGE THE CONNECTION BETWEEN		
	2 Check this box <input type="checkbox"/> if the organization discontinued its operations or disposed of more than 25% of its net assets.		
	3 Number of voting members of the governing body (Part VI, line 1a)	3	55
	4 Number of independent voting members of the governing body (Part VI, line 1b)	4	54
	5 Total number of individuals employed in calendar year 2012 (Part V, line 2a)	5	633
	6 Total number of volunteers (estimate if necessary)	6	926
	7a Total unrelated business revenue from Part VIII, column (C), line 12	7a	36,941.
b Net unrelated business taxable income from Form 990-T, line 34	7b	27,830.	
Revenue	8 Contributions and grants (Part VIII, line 1h)	23,550,468.	16,946,725.
	9 Program service revenue (Part VIII, line 2g)	34,334,417.	36,088,927.
	10 Investment income (Part VIII, column (A), lines 3, 4, and 7d)	13,630,378.	10,227,694.
	11 Other revenue (Part VIII, column (A), lines 5, 6d, 8c, 9c, 10c, and 11e)	2,309,772.	2,569,853.
	12 Total revenue - add lines 8 through 11 (must equal Part VIII, column (A), line 12)	73,825,035.	65,833,199.
Expenses	13 Grants and similar amounts paid (Part IX, column (A), lines 1-3)	121,500.	83,000.
	14 Benefits paid to or for members (Part IX, column (A), line 4)	0.	0.
	15 Salaries, other compensation, employee benefits (Part IX, column (A), lines 5-10)	22,803,965.	23,956,746.
	16a Professional fundraising fees (Part IX, column (A), line 11e)	0.	0.
	b Total fundraising expenses (Part IX, column (D), line 25) ▶ 2,895,681.		
	17 Other expenses (Part IX, column (A), lines 11a-11d, 11f-24e)	30,891,023.	29,470,746.
18 Total expenses. Add lines 13-17 (must equal Part IX, column (A), line 25)	53,816,488.	53,510,492.	
19 Revenue less expenses. Subtract line 18 from line 12	20,008,547.	12,322,707.	
Net Assets or Fund Balances	20 Total assets (Part X, line 16)	Beginning of Current Year 347,759,808.	End of Year 364,792,523.
	21 Total liabilities (Part X, line 26)	41,598,271.	36,819,917.
	22 Net assets or fund balances. Subtract line 21 from line 20	306,161,537.	327,972,606.

Part II Signature Block

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

Sign Here	Signature of officer	Date			
	JOYCE M. SIMON, SECRETARY/TREASURER				
Paid Preparer Use Only	Print/Type preparer's name	Preparer's signature	Date	Check <input type="checkbox"/> if self-employed	PTIN
	LU ANN TRAPP	LU ANN TRAPP	05/13/13		P01506476
Firm's Information	Firm's name ▶	Firm's EIN ▶	Phone no.		
	PLANTE & MORAN, PLLC	38-1357951	(312) 207-1040		
Firm's address ▶					
10 S. RIVERSIDE PLAZA, 9TH FLOOR					
CHICAGO, IL 60606					

May the IRS discuss this return with the preparer shown above? (see instructions) Yes No

Part III Statement of Program Service Accomplishments

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

1 Briefly describe the organization's mission: AT SHEDD AQUARIUM, ANIMALS CONNECT YOU TO THE LIVING WORLD, INSPIRING YOU TO MAKE A DIFFERENCE. OUR EXHIBITS AND LEARNING PROGRAMS ENCOURAGE PEOPLE TO SUPPORT CONSERVATION EFFORTS THAT PROTECT WILDLIFE AND THEIR HABITATS AROUND THE WORLD.

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 [X] No

3 Did the organization cease conducting, or make significant changes in how it conducts, any program services? [] Yes [X] No

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 \$ 27,902,862. including grants of \$ 83,000.) (Revenue \$ 33,982,377.) CONSERVATION EDUCATION: SHEDD AQUARIUM HAS WELCOMED MORE THAN 100 MILLION GUESTS TO THE WONDERS OF THE AQUATIC WORLD SINCE OPENING ITS DOORS IN 1930. THE AQUARIUM IS COMMITTED TO BEING ONE OF CHICAGO'S MOST ACCESSIBLE CULTURAL INSTITUTIONS, OFFERING ILLINOIS RESIDENT DISCOUNT DAYS THROUGHOUT THE YEAR, AS WELL AS DAILY DISCOUNTS FOR CHICAGO RESIDENTS, STUDENTS AND SENIOR CITIZENS, AND FREE ADMISSION FOR TEACHERS, POLICE AND FIRE PERSONNEL, AND ACTIVE-DUTY MILITARY. INSIDE THE AQUARIUM WALLS, A SUITE OF IMPACTFUL GUEST ENGAGEMENTS, INCLUDING LIVING EXHIBITS AND EXTRAORDINARY EXPERIENCES BEHIND THE SCENES, CREATE MEMORABLE CONNECTIONS TO ANIMALS, WHILE MILLIONS OF ADDITIONAL LEARNERS WORLDWIDE MAKE VIRTUAL CONNECTIONS THROUGH SHEDD'S EDUCATIONAL ONLINE PLATFORMS. THE AQUARIUM ALSO SHARES SHEDD'S MISSION BY TELLING

4b (Code:) (Expenses \$ 11,288,049. including grants of \$) (Revenue \$) ANIMAL CARE: SHEDD AQUARIUM IS HOME TO THE WORLD'S LARGEST AND MOST DIVERSE AQUATIC COLLECTIONS - MORE THAN 32,500 ANIMALS REPRESENTING OVER 1,500 SPECIES. A GLOBAL LEADER IN ANIMAL CARE, SHEDD'S TRAINING AND HUSBANDRY PROGRAMS SUPPORT ONSITE RESEARCH EFFORTS THAT CONTRIBUTE TO THE GROWING SCIENTIFIC BODY OF KNOWLEDGE ABOUT THOSE SPECIES IN THE WILD. ADDITIONALLY, SHEDD'S VETERINARIANS ARE AQUATIC MEDICINE PIONEERS WHO ARE ADVANCING THE FIELDS OF PREVENTIVE MEDICINE, AGING CARE, AND CONSERVATION MEDICINE WHILE PROVIDING WORLD-CLASS MEDICAL CARE THAT FURTHER EXPANDS UNDERSTANDING OF HOW TO SUPPORT HEALTHY ANIMAL POPULATIONS IN AQUARIUMS AND IN THE WILD. SHEDD'S ANIMAL CARE EXPERTISE ALSO LENDS ITSELF TO CRISIS RESPONSE AROUND THE WORLD. AS A NATIONALLY-RECOGNIZED LEADER IN RESCUE AND REHABILITATION, THE AQUARIUM

4c (Code:) (Expenses \$ 1,608,350. including grants of \$) (Revenue \$ 766,865.) CONSERVATION SCIENCE AND RESEARCH: SHEDD IS LOCATED IN CHICAGO, BUT ITS RESEARCH IS WORLDWIDE. ITS HUSBANDRY, VETERINARY AND CONSERVATION PROGRAMS ARE GROUNDED IN RESEARCH THAT SUPPORTS HEALTHY ANIMALS AT SHEDD AND VIBRANT WILD POPULATIONS AROUND THE WORLD. SHEDD'S CONSERVATION RESEARCH PROGRAMS WORK TO MAXIMIZE BIODIVERSITY WHILE PRESERVING LOCAL LIVELIHOODS, AND FIELD RESEARCHERS OFTEN WORK SIDE-BY-SIDE WITH CITIZEN SCIENTISTS TO CONSERVE WILDLIFE AND HABITATS FOR FUTURE GENERATIONS. THE AQUARIUM'S WORK INCLUDES MORE THAN TWO DECADES OF RESEARCH ON BAHAMIAN ROCK IGUANAS, ONE OF THE WORLD'S MOST CRITICALLY ENDANGERED LIZARDS, AS WELL AS STUDIES OF ENDANGERED ARAPAIMA IN GUYANA, ECONOMICALLY SIGNIFICANT CONCH AND LOBSTER IN THE BAHAMAS, AND SEAHORSES IN SOUTHEAST ASIA. CLOSER TO HOME, SHEDD'S GREAT

4d Other program services (Describe in Schedule O.) (Expenses \$ including grants of \$) (Revenue \$)

4e Total program service expenses 40,799,261.

Part IV Checklist of Required Schedules

		Yes	No
1	Is the organization described in section 501(c)(3) or 4947(a)(1) (other than a private foundation)? <i>If "Yes," complete Schedule A</i>	X	
2	Is the organization required to complete <i>Schedule B, Schedule of Contributors</i> ?	X	
3	Did the organization engage in direct or indirect political campaign activities on behalf of or in opposition to candidates for public office? <i>If "Yes," complete Schedule C, Part I</i>		X
4	Section 501(c)(3) organizations. Did the organization engage in lobbying activities, or have a section 501(h) election in effect during the tax year? <i>If "Yes," complete Schedule C, Part II</i>	X	
5	Is the organization a section 501(c)(4), 501(c)(5), or 501(c)(6) organization that receives membership dues, assessments, or similar amounts as defined in Revenue Procedure 98-19? <i>If "Yes," complete Schedule C, Part III</i>		X
6	Did the organization maintain any donor advised funds or any similar funds or accounts for which donors have the right to provide advice on the distribution or investment of amounts in such funds or accounts? <i>If "Yes," complete Schedule D, Part I</i>		X
7	Did the organization receive or hold a conservation easement, including easements to preserve open space, the environment, historic land areas, or historic structures? <i>If "Yes," complete Schedule D, Part II</i>		X
8	Did the organization maintain collections of works of art, historical treasures, or other similar assets? <i>If "Yes," complete Schedule D, Part III</i>	X	
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? <i>If "Yes," complete Schedule D, Part IV</i>		X
10	Did the organization, directly or through a related organization, hold assets in temporarily restricted endowments, permanent endowments, or quasi-endowments? <i>If "Yes," complete Schedule D, Part V</i>	X	
11	If the organization's answer to any of the following questions is "Yes," then complete Schedule D, Parts VI, VII, VIII, IX, or X as applicable.		
a	Did the organization report an amount for land, buildings, and equipment in Part X, line 10? <i>If "Yes," complete Schedule D, Part VI</i>	X	
b	Did the organization report an amount for investments - other securities in Part X, line 12 that is 5% or more of its total assets reported in Part X, line 16? <i>If "Yes," complete Schedule D, Part VII</i>	X	
c	Did the organization report an amount for investments - program related in Part X, line 13 that is 5% or more of its total assets reported in Part X, line 16? <i>If "Yes," complete Schedule D, Part VIII</i>		X
d	Did the organization report an amount for other assets in Part X, line 15 that is 5% or more of its total assets reported in Part X, line 16? <i>If "Yes," complete Schedule D, Part IX</i>		X
e	Did the organization report an amount for other liabilities in Part X, line 25? <i>If "Yes," complete Schedule D, Part X</i>	X	
f	Did the organization's separate or consolidated financial statements for the tax year include a footnote that addresses the organization's liability for uncertain tax positions under FIN 48 (ASC 740)? <i>If "Yes," complete Schedule D, Part X</i>	X	
12a	Did the organization obtain separate, independent audited financial statements for the tax year? <i>If "Yes," complete Schedule D, Parts XI and XII</i>	X	
b	Was the organization included in consolidated, independent audited financial statements for the tax year? <i>If "Yes," and if the organization answered "No" to line 12a, then completing Schedule D, Parts XI and XII is optional</i>		X
13	Is the organization a school described in section 170(b)(1)(A)(ii)? <i>If "Yes," complete Schedule E</i>		X
14a	Did the organization maintain an office, employees, or agents outside of the United States?		X
b	Did the organization have aggregate revenues or expenses of more than \$10,000 from grantmaking, fundraising, business, investment, and program service activities outside the United States, or aggregate foreign investments valued at \$100,000 or more? <i>If "Yes," complete Schedule F, Parts I and IV</i>	X	
15	Did the organization report on Part IX, column (A), line 3, more than \$5,000 of grants or assistance to any organization or entity located outside the United States? <i>If "Yes," complete Schedule F, Parts II and IV</i>	X	
16	Did the organization report on Part IX, column (A), line 3, more than \$5,000 of aggregate grants or assistance to individuals located outside the United States? <i>If "Yes," complete Schedule F, Parts III and IV</i>		X
17	Did the organization report a total of more than \$15,000 of expenses for professional fundraising services on Part IX, column (A), lines 6 and 11e? <i>If "Yes," complete Schedule G, Part I</i>		X
18	Did the organization report more than \$15,000 total of fundraising event gross income and contributions on Part VIII, lines 1c and 8a? <i>If "Yes," complete Schedule G, Part II</i>	X	
19	Did the organization report more than \$15,000 of gross income from gaming activities on Part VIII, line 9a? <i>If "Yes," complete Schedule G, Part III</i>		X
20a	Did the organization operate one or more hospital facilities? <i>If "Yes," complete Schedule H</i>		X
b	If "Yes" to line 20a, did the organization attach a copy of its audited financial statements to this return?		

Part IV Checklist of Required Schedules (continued)

	Yes	No
21 Did the organization report more than \$5,000 of grants and other assistance to any government or organization in the United States on Part IX, column (A), line 1? <i>If "Yes," complete Schedule I, Parts I and II</i>	X	
22 Did the organization report more than \$5,000 of grants and other assistance to individuals in the United States on Part IX, column (A), line 2? <i>If "Yes," complete Schedule I, Parts I and III</i>		X
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>	X	
24a Did the organization have a tax-exempt bond issue with an outstanding principal amount of more than \$100,000 as of the last day of the year, that was issued after December 31, 2002? <i>If "Yes," answer lines 24b through 24d and complete Schedule K. If "No," go to line 25</i>	X	
b Did the organization invest any proceeds of tax-exempt bonds beyond a temporary period exception?		X
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?		X
d Did the organization act as an "on behalf of" issuer for bonds outstanding at any time during the year?		X
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>		X
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>		X
26 Was a loan to or by a current or former officer, director, trustee, key employee, highest compensated employee, or disqualified person outstanding as of the end of the organization's tax year? <i>If "Yes," complete Schedule L, Part II</i>		X
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>		X
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>		X
b A family member of a current or former officer, director, trustee, or key employee? <i>If "Yes," complete Schedule L, Part IV</i>		X
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>		X
29 Did the organization receive more than \$25,000 in non-cash contributions? <i>If "Yes," complete Schedule M</i>	X	
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>		X
31 Did the organization liquidate, terminate, or dissolve and cease operations? <i>If "Yes," complete Schedule N, Part I</i>		X
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>		X
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>		X
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>		X
35a Did the organization have a controlled entity within the meaning of section 512(b)(13)?		X
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>		
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>		X
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>		X
38 Did the organization complete Schedule O and provide explanations in Schedule O for Part VI, lines 11b and 19?	X	

Note. All Form 990 filers are required to complete Schedule O

Part V Statements Regarding Other IRS Filings and Tax Compliance

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

Input box for Schedule O response

Main table with columns for question ID, question text, and Yes/No response columns. Includes rows 1a-14b with various tax-related questions.

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

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

Section A. Governing Body and Management

Table with 3 columns: Question, Yes, No. Rows include: 1a (55), 1b (54), 2, 3, 4, 5, 6, 7a, 7b, 8a, 8b, 9.

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

Table with 3 columns: Question, Yes, No. Rows include: 10a, 10b, 11a, 11b, 12a, 12b, 12c, 13, 14, 15a, 15b, 16a, 16b.

Section C. Disclosure

- 17 List the states with which a copy of this Form 990 is required to be filed IL
18 Section 6104 requires an organization to make its Forms 1023 (or 1024 if applicable), 990, and 990-T (Section 501(c)(3)s only) available for public inspection. Indicate how you made these available. Check all that apply.
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: JOYCE M. SIMON - (312)692-3114 1200 SOUTH LAKE SHORE DRIVE, CHICAGO, IL 60605

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

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

Section A. Officers, Directors, Trustees, Key Employees, and Highest Compensated Employees

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, and 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.

(A) Name and Title	(B) Average hours per week (list any hours for related organizations below 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			
(1) TED A. BEATTIE TRUSTEE, PRES. & CEO(SEE SCHEDULE J)	45.00	X		X				3,394,434.	0.	24,744.
(2) PETER J. BENSEN TRUSTEE	1.00	X					0.	0.	0.	
(3) RICHARD W. BURKE SR. TRUSTEE	1.00	X					0.	0.	0.	
(4) ELLEN D. CAYA TRUSTEE	1.00	X					0.	0.	0.	
(5) ELIZABETH H. CONNELLY TRUSTEE	1.00	X					0.	0.	0.	
(6) EUGENE M. CUMMINGS TRUSTEE	1.00	X					0.	0.	0.	
(7) SCOTT L. DILLE TRUSTEE	1.00	X					0.	0.	0.	
(8) DAVID L. EPSTEIN TRUSTEE	1.00	X					0.	0.	0.	
(9) RICHARD E. ERWIN TRUSTEE	1.00	X					0.	0.	0.	
(10) TYRONE C. FAHNER TRUSTEE	1.00	X					0.	0.	0.	
(11) SARAH N. GARVEY TRUSTEE	1.00	X					0.	0.	0.	
(12) H. JOHN GILBERTSON JR. TRUSTEE	1.00	X					0.	0.	0.	
(13) JOHN J. GREISCH TRUSTEE	1.00	X					0.	0.	0.	
(14) BRETT J. HART TRUSTEE	1.00	X					0.	0.	0.	
(15) WALLACE L. HEAD TRUSTEE	1.00	X					0.	0.	0.	
(16) QUENTIN G. HEISLER, JR. TRUSTEE	1.00	X					0.	0.	0.	
(17) DANIEL J. HENNESSY TRUSTEE	1.00	X					0.	0.	0.	

Part VII Section A. Officers, Directors, Trustees, Key Employees, and Highest Compensated Employees (continued)

(A) Name and title	(B) Average hours per week (list any hours for related organizations below 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			
(18) KYM M. HUBBARD TRUSTEE	1.00	X						0.	0.	0.
(19) ROBERT H. JORDAN TRUSTEE	1.00	X						0.	0.	0.
(20) BRIAN A. KENNEY TRUSTEE	1.00	X						0.	0.	0.
(21) RICHARD L. KEYSER TRUSTEE	1.00	X						0.	0.	0.
(22) THOMAS N. KING TRUSTEE	1.00	X						0.	0.	0.
(23) CARY A. KOCHMAN TRUSTEE	1.00	X						0.	0.	0.
(24) DAVID J. KOO TRUSTEE	1.00	X						0.	0.	0.
(25) ANNE E. KREBS TRUSTEE	1.00	X						0.	0.	0.
(26) DONNA LAPIETRA TRUSTEE	1.00	X						0.	0.	0.
1b Sub-total								3,394,434.	0.	24,744.
c Total from continuation sheets to Part VII, Section A								2,383,429.	0.	230,514.
d Total (add lines 1b and 1c)								5,777,863.	0.	255,258.

2 Total number of individuals (including but not limited to those listed above) who received more than \$100,000 of reportable compensation from the organization **24**

	Yes	No
3 Did the organization list any former officer, director, or trustee, key employee, or highest compensated employee on line 1a? If "Yes," complete Schedule J for such individual	3	X
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? If "Yes," complete Schedule J for such individual	4	X
5 Did any person listed on line 1a receive or accrue compensation from any unrelated organization or individual for services rendered to the organization? If "Yes," complete Schedule J for such person	5	X

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
EDWARDS ENGINEERING INC, 1000 TOUHY AVENUE, ELK GROVE VILLAGE, IL 60007-4922	ENGINEERING	2,863,897.
41 NORTH CONTRACTORS, LLC, 4906 MAIN STREET, SUITE 102, LISLE, IL 60532	CONSTRUCTION CONTRACTOR	768,097.
KIMCO/EUREST SERVICES INC, 13028 COLLECTION CENTER DRIVE, CHICAGO, IL 60693	CLEANING SERVICES	579,980.
MONTERREY SECURITY CONSULTANTS, INC, 2232 S. BLUE ISLAND AVENUE, CHICAGO, IL 60608	SECURITY SERVICES	551,375.
KOBOTECH 8 S. MICHIGAN AVE., CHICAGO, IL 60603	AV SERVICES	536,718.

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 **9**

SEE PART VII, SECTION A CONTINUATION SHEETS

Part VII Section A. Officers, Directors, Trustees, Key Employees, and Highest Compensated Employees (continued)

(A) Name and title	(B) Average hours per week (list any hours for related organizations below line)	(C) Position (check all that apply)						(D) Reportable compensation from the organization (W-2/1099-MISC)	(E) Reportable compensation from related organizations (W-2/1099-MISC)	(F) Estimated amount of other compensation from the organization and related organizations
		Individual trustee or director	Institutional trustee	Officer	Key employee	Highest compensated employee	Former			
(27) STUART LARKINS TRUSTEE	1.00	X					0.	0.	0.	
(28) BRUCE K. LEE TRUSTEE	1.00	X					0.	0.	0.	
(29) CHERYL E. MAYBERRY MCKISSACK TRUSTEE	1.00	X					0.	0.	0.	
(30) ANDREW MCNALLY V TRUSTEE	1.00	X					0.	0.	0.	
(31) HARVEY L. MILLER TRUSTEE	1.00	X					0.	0.	0.	
(32) J. JAY MILLER TRUSTEE	1.00	X					0.	0.	0.	
(33) WADE D. MIQUELON TRUSTEE	1.00	X					0.	0.	0.	
(34) SUSAN E. MORRISON TRUSTEE	1.00	X					0.	0.	0.	
(35) PATRICK J. MULLEN TRUSTEE	1.00	X					0.	0.	0.	
(36) CHRISTOPHER J. OATES TRUSTEE	1.00	X					0.	0.	0.	
(37) ELLEN L. O'CONNOR TRUSTEE	1.00	X					0.	0.	0.	
(38) JANE B. PERKINS TRUSTEE	1.00	X					0.	0.	0.	
(39) BRUCE J. PILLER TRUSTEE	1.00	X					0.	0.	0.	
(40) GINEVRA REED RALPH TRUSTEE	1.00	X					0.	0.	0.	
(41) SUSAN REGENSTEIN TRUSTEE	1.00	X					0.	0.	0.	
(42) MARC E. ROTHMAN TRUSTEE	1.00	X					0.	0.	0.	
(43) GREGORY H. SACHS TRUSTEE	1.00	X					0.	0.	0.	
(44) JOHN F. SANDNER TRUSTEE	1.00	X					0.	0.	0.	
(45) BENJAMIN M. SHAPIRO TRUSTEE	1.00	X					0.	0.	0.	
(46) DAVID P. SCHARF TRUSTEE	1.00	X					0.	0.	0.	
Total to Part VII, Section A, line 1c										

Part VII Section A. Officers, Directors, Trustees, Key Employees, and Highest Compensated Employees (continued)

(A) Name and title	(B) Average hours per week (list any hours for related organizations below line)	(C) Position (check all that apply)						(D) Reportable compensation from the organization (W-2/1099-MISC)	(E) Reportable compensation from related organizations (W-2/1099-MISC)	(F) Estimated amount of other compensation from the organization and related organizations
		Individual trustee or director	Institutional trustee	Officer	Key employee	Highest compensated employee	Former			
(47) NANCY S. SEARLE TRUSTEE	1.00	X						0.	0.	0.
(48) LLOYD D. SEMPLE JR. TRUSTEE	1.00	X						0.	0.	0.
(49) SANDRA L. SIMON TRUSTEE	1.00	X						0.	0.	0.
(50) MARY S. SMITH TRUSTEE	1.00	X						0.	0.	0.
(51) GUY E. SNYDER TRUSTEE	1.00	X						0.	0.	0.
(52) STEVEN J. SOLOMON TRUSTEE	1.00	X						0.	0.	0.
(53) TRACY SOUDER TRUSTEE	1.00	X						0.	0.	0.
(54) WILLIAM C. STEERS, JR. TRUSTEE	1.00	X						0.	0.	0.
(55) JANE L. WARNER TRUSTEE	1.00	X						0.	0.	0.
(56) REEVE BYRON WAUD TRUSTEE	1.00	X						0.	0.	0.
(57) STEVE WELLER TRUSTEE	1.00	X						0.	0.	0.
(58) DONNA SIMS WILSON TRUSTEE	1.00	X						0.	0.	0.
(59) JOYCE M. SIMON SECRETARY/TREASURER	45.00			X				315,434.	0.	24,511.
(60) AMY RITTER COWEN EXECUTIVE VICE PRESIDENT	45.00				X			253,998.	0.	17,436.
(61) MICHAEL M. DELFINI EXECUTIVE VICE PRESIDENT	45.00				X			247,563.	0.	31,423.
(62) KENNETH T. RAMIREZ EXECUTIVE VICE PRESIDENT	45.00				X			209,790.	0.	18,027.
(63) ROGER GERMANN EXECUTIVE VICE PRESIDENT	45.00				X			193,382.	0.	28,059.
(64) SANDY MAREK SENIOR VICE PRESIDENT	45.00				X			182,243.	0.	28,243.
(65) CHERYL MELL SENIOR VICE PRESIDENT	45.00					X		161,386.	0.	16,031.
(66) NANCY B. ANSHEL SENIOR VICE PRESIDENT	45.00					X		158,537.	0.	19,792.
Total to Part VII, Section A, line 1c										

Part VIII Statement of Revenue

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

		(A)	(B)	(C)	(D)	
		Total revenue	Related or exempt function revenue	Unrelated business revenue	Revenue excluded from tax under sections 512, 513, or 514	
Contributions, Gifts, Grants and Other Similar Amounts	1 a Federated campaigns	1a				
	b Membership dues	1b 4,370,117.				
	c Fundraising events	1c 372,955.				
	d Related organizations	1d				
	e Government grants (contributions)	1e 4,085,000.				
	f All other contributions, gifts, grants, and similar amounts not included above	1f 8,118,653.				
	g Noncash contributions included in lines 1a-1f: \$	1,644,880.				
	h Total. Add lines 1a-1f	▶ 16,946,725.				
	Program Service Revenue	2 a ADMISSIONS	Business Code 900099	33,338,087.	33,338,087.	
b FOOD SERVICE		722210	1,293,279.		1,293,279.	
c EDUCATIONAL PROGRAMS		900099	766,865.	766,865.		
d BELUGA ENCOUNTERS		900099	193,794.	193,794.		
e PENGUIN ENCOUNTERS		900099	159,463.	159,463.		
f All other program service revenue		900099	337,439.	291,033.	46,406.	
g Total. Add lines 2a-2f		▶ 36,088,927.				
Other Revenue		3 Investment income (including dividends, interest, and other similar amounts)	▶ 4,635,874.			4,635,874.
	4 Income from investment of tax-exempt bond proceeds	▶				
	5 Royalties	▶				
	6 a Gross rents	(i) Real	2,933,010.			
		(ii) Personal				
		b Less: rental expenses	370,870.			
		c Rental income or (loss)	2,562,140.			
	d Net rental income or (loss)	▶ 2,562,140.			2,562,140.	
	7 a Gross amount from sales of assets other than inventory	(i) Securities	51,367,296.			
		(ii) Other				
		b Less: cost or other basis and sales expenses	45,775,476.			
		c Gain or (loss)	5,591,820.			
	d Net gain or (loss)	▶ 5,591,820.			5,591,820.	
	8 a Gross income from fundraising events (not including \$ 372,955. of contributions reported on line 1c). See Part IV, line 18	a	324,629.			
		b Less: direct expenses	554,847.			
c Net income or (loss) from fundraising events		▶ -230,218.			-230,218.	
9 a Gross income from gaming activities. See Part IV, line 19	a					
	b Less: direct expenses					
	c Net income or (loss) from gaming activities	▶				
10 a Gross sales of inventory, less returns and allowances	a					
	b Less: cost of goods sold					
	c Net income or (loss) from sales of inventory	▶				
Miscellaneous Revenue		Business Code				
11 a OTHER REVENUE	900099	237,931.		36,941.	200,990.	
	b					
	c					
	d All other revenue					
	e Total. Add lines 11a-11d	▶ 237,931.				
12 Total revenue. See instructions.	▶ 65,833,199.	34,749,242.	36,941.	14,100,291.		

Part IX Statement of Functional Expenses

Section 501(c)(3) and 501(c)(4) organizations must complete all columns. All other organizations must complete column (A).

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

Do not include amounts reported on lines 6b, 7b, 8b, 9b, and 10b of Part VIII.	(A) Total expenses	(B) Program service expenses	(C) Management and general expenses	(D) Fundraising expenses
1 Grants and other assistance to governments and organizations in the United States. See Part IV, line 21	8,000.	8,000.		
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	75,000.	75,000.		
4 Benefits paid to or for members				
5 Compensation of current officers, directors, trustees, and key employees	3,548,325.	1,333,020.	1,522,278.	693,027.
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	15,321,787.	12,139,005.	2,417,086.	765,696.
8 Pension plan accruals and contributions (include section 401(k) and 403(b) employer contributions)	718,751.	488,000.	159,201.	71,550.
9 Other employee benefits	2,851,519.	2,062,346.	573,786.	215,387.
10 Payroll taxes	1,516,364.	1,029,446.	335,937.	150,981.
11 Fees for services (non-employees):				
a Management	1,518,177.	1,469,786.	39,428.	8,963.
b Legal	57,453.		57,453.	
c Accounting	68,890.	3,225.	65,665.	
d Lobbying	15,000.		15,000.	
e Professional fundraising services. See Part IV, line 17				
f Investment management fees	565,998.		565,998.	
g Other. (If line 11g amount exceeds 10% of line 25, column (A) amount, list line 11g expenses on Sch O.)	3,224,872.	2,201,068.	666,357.	357,447.
12 Advertising and promotion	1,654,311.	113,711.	1,540,600.	
13 Office expenses	3,043,273.	2,356,733.	316,849.	369,691.
14 Information technology	282,640.	40,488.	216,070.	26,082.
15 Royalties				
16 Occupancy	1,582,650.	1,500,419.	69,346.	12,885.
17 Travel	849,077.	644,228.	112,236.	92,613.
18 Payments of travel or entertainment expenses for any federal, state, or local public officials				
19 Conferences, conventions, and meetings	36,386.	18,799.	16,163.	1,424.
20 Interest	1,320,643.	1,314,363.		6,280.
21 Payments to affiliates				
22 Depreciation, depletion, and amortization	11,684,357.	11,174,351.	426,143.	83,863.
23 Insurance	554,741.	49,132.	505,609.	
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 REPAIR AND MAINTENANCE	1,257,969.	1,206,960.	39,969.	11,040.
b FOOD SERVICE EXPENSE	493,818.	493,818.		
c PROFESSIONAL DEVELOPMENT	186,401.	119,065.	63,110.	4,226.
d UNRELATED BUSINESS INCOME	7,182.	7,182.		
e All other expenses	1,066,908.	951,116.	91,266.	24,526.
25 Total functional expenses. Add lines 1 through 24e	53,510,492.	40,799,261.	9,815,550.	2,895,681.
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 if following SOP 98-2 (ASC 958-720)

Part X Balance Sheet

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

		(A)		(B)	
		Beginning of year		End of year	
Assets	1 Cash - non-interest-bearing		1		
	2 Savings and temporary cash investments	16,534,776.	2	24,861,375.	
	3 Pledges and grants receivable, net	18,190,927.	3	11,187,408.	
	4 Accounts receivable, net	1,559,566.	4	2,494,303.	
	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 instr). Complete Part II of Sch L		6		
	7 Notes and loans receivable, net		7		
	8 Inventories for sale or use		8		
	9 Prepaid expenses and deferred charges	1,700,478.	9	1,096,263.	
	10a Land, buildings, and equipment: cost or other basis. Complete Part VI of Schedule D	10a 289,616,240.			
	b Less: accumulated depreciation	10b 141,854,270.			
	11 Investments - publicly traded securities	154,182,065.	10c	147,761,970.	
	12 Investments - other securities. See Part IV, line 11	131,117,900.	11	149,290,103.	
	13 Investments - program-related. See Part IV, line 11	22,983,756.	12	26,591,630.	
	14 Intangible assets		13		
	15 Other assets. See Part IV, line 11	1,490,340.	14		
16 Total assets. Add lines 1 through 15 (must equal line 34)	347,759,808.	15	1,509,471.		
		16	364,792,523.		
Liabilities	17 Accounts payable and accrued expenses	6,034,849.	17	4,866,240.	
	18 Grants payable		18		
	19 Deferred revenue	768,863.	19	913,139.	
	20 Tax-exempt bond liabilities	28,946,638.	20	27,642,270.	
	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	5,847,921.	25	3,398,268.	
	26 Total liabilities. Add lines 17 through 25	41,598,271.	26	36,819,917.	
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	238,940,124.	27	261,682,538.	
	28 Temporarily restricted net assets	51,792,781.	28	50,766,332.	
	29 Permanently restricted net assets	15,428,632.	29	15,523,736.	
	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	306,161,537.	33	327,972,606.		
34 Total liabilities and net assets/fund balances	347,759,808.	34	364,792,523.		

Part XI Reconciliation of Net Assets

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

1	Total revenue (must equal Part VIII, column (A), line 12)	1	65,833,199.
2	Total expenses (must equal Part IX, column (A), line 25)	2	53,510,492.
3	Revenue less expenses. Subtract line 2 from line 1	3	12,322,707.
4	Net assets or fund balances at beginning of year (must equal Part X, line 33, column (A))	4	306,161,537.
5	Net unrealized gains (losses) on investments	5	9,488,362.
6	Donated services and use of facilities	6	
7	Investment expenses	7	
8	Prior period adjustments	8	
9	Other changes in net assets or fund balances (explain in Schedule O)	9	0.
10	Net assets or fund balances at end of year. Combine lines 3 through 9 (must equal Part X, line 33, column (B))	10	327,972,606.

Part XII Financial Statements and Reporting

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

		Yes	No
1	Accounting method used to prepare the Form 990: <input type="checkbox"/> Cash <input checked="" type="checkbox"/> Accrual <input type="checkbox"/> Other _____ If the organization changed its method of accounting from a prior year or checked "Other," explain in Schedule O.		
2a	Were the organization's financial statements compiled or reviewed by an independent accountant? If "Yes," check a box below to indicate whether the financial statements for the year were compiled or reviewed on a separate basis, consolidated basis, or both: <input type="checkbox"/> Separate basis <input type="checkbox"/> Consolidated basis <input type="checkbox"/> Both consolidated and separate basis		X
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	X	
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.	X	
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?		X
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		

Form 990 (2012)

SCHEDULE A
(Form 990 or 990-EZ)

Department of the Treasury
Internal Revenue Service

Public Charity Status and Public Support

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

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

OMB No. 1545-0047

2012

Open to Public Inspection

Name of the organization **SHEDD AQUARIUM SOCIETY** Employer identification number **36-2167918**

Part I Reason for Public Charity Status (All organizations must complete this part.) See instructions.

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

- 1 A church, convention of churches, or association of churches described in **section 170(b)(1)(A)(i)**.
- 2 A school described in **section 170(b)(1)(A)(ii)**. (Attach Schedule E.)
- 3 A hospital or a cooperative hospital service organization described in **section 170(b)(1)(A)(iii)**.
- 4 A medical research organization operated in conjunction with a hospital described in **section 170(b)(1)(A)(iii)**. Enter the hospital's name, city, and state: _____
- 5 An organization operated for the benefit of a college or university owned or operated by a governmental unit described in **section 170(b)(1)(A)(iv)**. (Complete Part II.)
- 6 A federal, state, or local government or governmental unit described in **section 170(b)(1)(A)(v)**.
- 7 An organization that normally receives a substantial part of its support from a governmental unit or from the general public described in **section 170(b)(1)(A)(vi)**. (Complete Part II.)
- 8 A community trust described in **section 170(b)(1)(A)(vi)**. (Complete Part II.)
- 9 An organization that normally receives: (1) more than 33 1/3% of its support from contributions, membership fees, and gross receipts from activities related to its exempt functions - subject to certain exceptions, and (2) no more than 33 1/3% of its support from gross investment income and unrelated business taxable income (less section 511 tax) from businesses acquired by the organization after June 30, 1975. See **section 509(a)(2)**. (Complete Part III.)
- 10 An organization organized and operated exclusively to test for public safety. See **section 509(a)(4)**.
- 11 An organization organized and operated exclusively for the benefit of, to perform the functions of, or to carry out the purposes of one or more publicly supported organizations described in section 509(a)(1) or section 509(a)(2). See **section 509(a)(3)**. Check the box that describes the type of supporting organization and complete lines 11e through 11h.
 - a Type I b Type II c Type III - Functionally integrated d Type III - Non-functionally integrated
- e By checking this box, I certify that the organization is not controlled directly or indirectly by one or more disqualified persons other than foundation managers and other than one or more publicly supported organizations described in section 509(a)(1) or section 509(a)(2).
- f If the organization received a written determination from the IRS that it is a Type I, Type II, or Type III supporting organization, check this box
- g Since August 17, 2006, has the organization accepted any gift or contribution from any of the following persons?

	Yes	No
(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?	11g(i)	
(ii) A family member of a person described in (i) above?	11g(ii)	
(iii) A 35% controlled entity of a person described in (i) or (ii) above?	11g(iii)	
- h Provide the following information about the supported organization(s).

(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									

LHA For Paperwork Reduction Act Notice, see the Instructions for Form 990 or 990-EZ. Schedule A (Form 990 or 990-EZ) 2012

Part II Support Schedule for Organizations Described in Sections 170(b)(1)(A)(iv) and 170(b)(1)(A)(vi)

(Complete only if you checked the box on line 5, 7, or 8 of Part I or if the organization failed to qualify under Part III. If the organization fails to qualify under the tests listed below, please complete Part III.)

Section A. Public Support

Calendar year (or fiscal year beginning in) ▶	(a) 2008	(b) 2009	(c) 2010	(d) 2011	(e) 2012	(f) Total
1 Gifts, grants, contributions, and membership fees received. (Do not include any "unusual grants.")	26,574,307.	14,699,777.	25,342,155.	19,049,881.	12,935,944.	98,602,064.
2 Tax revenues levied for the organization's benefit and either paid to or expended on its behalf	5,023,355.	4,452,963.	4,211,458.	4,500,777.	4,010,781.	22,199,334.
3 The value of services or facilities furnished by a governmental unit to the organization without charge						
4 Total. Add lines 1 through 3	31,597,662.	19,152,740.	29,553,613.	23,550,658.	16,946,725.	120,801,398.
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)						1,860,862.
6 Public support. Subtract line 5 from line 4.						118,940,536.

Section B. Total Support

Calendar year (or fiscal year beginning in) ▶	(a) 2008	(b) 2009	(c) 2010	(d) 2011	(e) 2012	(f) Total
7 Amounts from line 4	31,597,662.	19,152,740.	29,553,613.	23,550,658.	16,946,725.	120,801,398.
8 Gross income from interest, dividends, payments received on securities loans, rents, royalties and income from similar sources	7,152,503.	5,877,350.	6,342,331.	7,447,767.	7,568,884.	34,388,835.
9 Net income from unrelated business activities, whether or not the business is regularly carried on	39,730.	121,134.	10,000.	68,964.	36,941.	276,769.
10 Other income. Do not include gain or loss from the sale of capital assets (Explain in Part IV.)	1,315,086.	119,609.	184,360.	169,829.	200,990.	1,989,874.
11 Total support. Add lines 7 through 10						157,456,876.
12 Gross receipts from related activities, etc. (see instructions)					12 153,437,123.	
13 First five years. If the Form 990 is for the organization's first, second, third, fourth, or fifth tax year as a section 501(c)(3) organization, check this box and stop here						<input type="checkbox"/>

Section C. Computation of Public Support Percentage

14 Public support percentage for 2012 (line 6, column (f) divided by line 11, column (f))	14	75.54 %
15 Public support percentage from 2011 Schedule A, Part II, line 14	15	73.68 %
16a 33 1/3% support test - 2012. If the organization did not check the box on line 13, and line 14 is 33 1/3% or more, check this box and stop here. The organization qualifies as a publicly supported organization		<input checked="" type="checkbox"/>
b 33 1/3% support test - 2011. If the organization did not check a box on line 13 or 16a, and line 15 is 33 1/3% or more, check this box and stop here. The organization qualifies as a publicly supported organization		<input type="checkbox"/>
17a 10% -facts-and-circumstances test - 2012. If the organization did not check a box on line 13, 16a, or 16b, and line 14 is 10% or more, and if the organization meets the "facts-and-circumstances" test, check this box and stop here. Explain in Part IV how the organization meets the "facts-and-circumstances" test. The organization qualifies as a publicly supported organization		<input type="checkbox"/>
b 10% -facts-and-circumstances test - 2011. If the organization did not check a box on line 13, 16a, 16b, or 17a, and line 15 is 10% or more, and if the organization meets the "facts-and-circumstances" test, check this box and stop here. Explain in Part IV how the organization meets the "facts-and-circumstances" test. The organization qualifies as a publicly supported organization		<input type="checkbox"/>
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		<input type="checkbox"/>

Part III Support Schedule for Organizations Described in Section 509(a)(2)

(Complete only if you checked the box on line 9 of Part I or if the organization failed to qualify under Part II. If the organization fails to qualify under the tests listed below, please complete Part II.)

Section A. Public Support

Calendar year (or fiscal year beginning in) ►	(a) 2008	(b) 2009	(c) 2010	(d) 2011	(e) 2012	(f) Total
1 Gifts, grants, contributions, and membership fees received. (Do not include any "unusual grants.")						
2 Gross receipts from admissions, merchandise sold or services performed, or facilities furnished in any activity that is related to the organization's tax-exempt purpose						
3 Gross receipts from activities that are not an unrelated trade or business under section 513						
4 Tax revenues levied for the organization's benefit and either paid to or expended on its behalf						
5 The value of services or facilities furnished by a governmental unit to the organization without charge						
6 Total. Add lines 1 through 5						
7a Amounts included on lines 1, 2, and 3 received from disqualified persons						
b Amounts included on lines 2 and 3 received from other than disqualified persons that exceed the greater of \$5,000 or 1% of the amount on line 13 for the year						
c Add lines 7a and 7b						
8 Public support. (Subtract line 7c from line 6.)						

Section B. Total Support

Calendar year (or fiscal year beginning in) ►	(a) 2008	(b) 2009	(c) 2010	(d) 2011	(e) 2012	(f) Total
9 Amounts from line 6						
10a Gross income from interest, dividends, payments received on securities loans, rents, royalties and income from similar sources						
b Unrelated business taxable income (less section 511 taxes) from businesses acquired after June 30, 1975						
c Add lines 10a and 10b						
11 Net income from unrelated business activities not included in line 10b, whether or not the business is regularly carried on						
12 Other income. Do not include gain or loss from the sale of capital assets (Explain in Part IV.)						
13 Total support. (Add lines 9, 10c, 11, and 12.)						

14 First five years. If the Form 990 is for the organization's first, second, third, fourth, or fifth tax year as a section 501(c)(3) organization, check this box and **stop here**

Section C. Computation of Public Support Percentage

15 Public support percentage for 2012 (line 8, column (f) divided by line 13, column (f))	15	%
16 Public support percentage from 2011 Schedule A, Part III, line 15	16	%

Section D. Computation of Investment Income Percentage

17 Investment income percentage for 2012 (line 10c, column (f) divided by line 13, column (f))	17	%
18 Investment income percentage from 2011 Schedule A, Part III, line 17	18	%

19a 33 1/3% support tests - 2012. If the organization did not check the box on line 14, and line 15 is more than 33 1/3%, and line 17 is not more than 33 1/3%, check this box and **stop here**. The organization qualifies as a publicly supported organization

b 33 1/3% support tests - 2011. If the organization did not check a box on line 14 or line 19a, and line 16 is more than 33 1/3%, and line 18 is not more than 33 1/3%, check this box and **stop here**. The organization qualifies as a publicly supported organization

20 Private foundation. If the organization did not check a box on line 14, 19a, or 19b, check this box and see instructions

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.

OMB No. 1545-0047

2012

Name of the organization

Employer identification number

SHEDD AQUARIUM SOCIETY

36-2167918

Organization type (check one):

Filers of:

Section:

Form 990 or 990-EZ

501(c)(3) (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 Part I, line 2 of its Form 990-PF, 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) (2012)

Name of organization SHEDD AQUARIUM SOCIETY	Employer identification number 36-2167918
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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
<u>1</u>	_____ _____ _____	\$ <u>4,010,781.</u>	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
<u>2</u>	_____ _____ _____	\$ <u>800,000.</u>	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
<u>3</u>	_____ _____ _____	\$ <u>550,000.</u>	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
<u>4</u>	_____ _____ _____	\$ <u>375,000.</u>	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
_____	_____ _____ _____	\$ _____	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
_____	_____ _____ _____	\$ _____	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)

Name of organization SHEDD AQUARIUM SOCIETY	Employer identification number 36-2167918
---	---

Part II Noncash Property (see instructions). Use duplicate copies of Part II if additional space is needed.

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

Name of organization SHEDD AQUARIUM SOCIETY	Employer identification number 36-2167918
--	--

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

(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

(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

(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

SCHEDULE C
(Form 990 or 990-EZ)

Political Campaign and Lobbying Activities

OMB No. 1545-0047

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

2012

Department of the Treasury
Internal Revenue Service

▶ **Complete if the organization is described below.** ▶ **Attach to Form 990 or Form 990-EZ.**
▶ **See separate instructions.**

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 organization SHEDD AQUARIUM SOCIETY	Employer identification number 36-2167918
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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
1 a Total lobbying expenditures to influence public opinion (grass roots lobbying)			
b Total lobbying expenditures to influence a legislative body (direct lobbying)			
c Total lobbying expenditures (add lines 1a and 1b)			
d Other exempt purpose expenditures			
e Total exempt purpose expenditures (add lines 1c and 1d)			
f Lobbying nontaxable amount. Enter the amount from the following table in both columns.			
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)			
h Subtract line 1g from line 1a. If zero or less, enter -0-			
i Subtract line 1f from line 1c. If zero or less, enter -0-			
j If there is an amount other than zero on either line 1h or line 1i, did the organization file Form 4720 reporting section 4911 tax for this year?		<input type="checkbox"/> Yes	<input type="checkbox"/> No

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

Lobbying Expenditures During 4-Year Averaging Period					
Calendar year (or fiscal year beginning in)	(a) 2009	(b) 2010	(c) 2011	(d) 2012	(e) Total
2a Lobbying nontaxable amount					
b Lobbying ceiling amount (150% of line 2a, column(e))					
c Total lobbying expenditures					
d Grassroots nontaxable amount					
e Grassroots ceiling amount (150% of line 2d, column (e))					
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?		X	
b Paid staff or management (include compensation in expenses reported on lines 1c through 1i)? ..		X	
c Media advertisements?		X	
d Mailings to members, legislators, or the public?		X	
e Publications, or published or broadcast statements?		X	
f Grants to other organizations for lobbying purposes?	X		8,844.
g Direct contact with legislators, their staffs, government officials, or a legislative body?		X	
h Rallies, demonstrations, seminars, conventions, speeches, lectures, or any similar means?		X	
i Other activities?	X		15,000.
j Total. Add lines 1c through 1i			23,844.
2a Did the activities in line 1 cause the organization to be not described in section 501(c)(3)?		X	
b If "Yes," enter the amount of any tax incurred under section 4912			
c If "Yes," enter the amount of any tax incurred by organization managers under section 4912			
d If the filing organization incurred a section 4912 tax, did it file Form 4720 for this year?			

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

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

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

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

Part IV Supplemental Information

Complete this part to provide the descriptions required for Part I-A, line 1; Part I-B, line 4; Part I-C, line 5; Part II-A (affiliated group list); Part II-A, line 2; and Part II-B, line 1. Also, complete this part for any additional information.

PART II-B, LINE 1, LOBBYING ACTIVITIES:

PAYMENTS TO OUTSIDE CONSULTANT

SCHEDULE D
(Form 990)

Department of the Treasury
Internal Revenue Service

Supplemental Financial Statements

▶ 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.

OMB No. 1545-0047

2012

Open to Public Inspection

Name of the organization

SHEDD AQUARIUM SOCIETY

Employer identification number

36-2167918

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

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

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

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

Preservation of land for public use (e.g., recreation or education) Preservation of an historically important land area

Protection of natural habitat Preservation of a certified historic structure

Preservation of open space

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

	Held at the End of the Tax Year
a Total number of conservation easements	2a
b Total acreage restricted by conservation easements	2b
c Number of conservation easements on a certified historic structure included in (a)	2c
d Number of conservation easements included in (c) acquired after 8/17/06, and not on a historic structure listed in the National Register	2d

3 Number of conservation easements modified, transferred, released, extinguished, or terminated by the organization during the tax year ▶ _____

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

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

Yes No

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

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

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

Yes No

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

Part III Organizations Maintaining Collections of Art, Historical Treasures, or Other Similar Assets.

Complete if the organization answered "Yes" to Form 990, Part IV, line 8.

1a If the organization elected, as permitted under SFAS 116 (ASC 958), not to report in its revenue statement and balance sheet works of art, historical treasures, or other similar assets held for public exhibition, education, or research in furtherance of public service, provide, in Part XIII, the text of the footnote to its financial statements that describes these items.

b If the organization elected, as permitted under SFAS 116 (ASC 958), to report in its revenue statement and balance sheet works of art, historical treasures, or other similar assets held for public exhibition, education, or research in furtherance of public service, provide the following amounts relating to these items:

(i) Revenues included in Form 990, Part VIII, line 1

▶ \$ _____

(ii) Assets included in Form 990, Part X

▶ \$ _____

2 If the organization received or held works of art, historical treasures, or other similar assets for financial gain, provide the following amounts required to be reported under SFAS 116 (ASC 958) relating to these items:

a Revenues included in Form 990, Part VIII, line 1

▶ \$ _____

b Assets included in Form 990, Part X

▶ \$ _____

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

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

- a Public exhibition
- b Scholarly research
- c Preservation for future generations
- d Loan or exchange programs
- e Other _____

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

5 During the year, did the organization solicit or receive donations of art, historical treasures, or other similar assets to be sold to raise funds rather than to be maintained as part of the organization's collection? Yes No

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

1a Is the organization an agent, trustee, custodian or other intermediary for contributions or other assets not included on Form 990, Part X? Yes No

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

	Amount
c Beginning balance	1c
d Additions during the year	1d
e Distributions during the year	1e
f Ending balance	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	(c) Two years back	(d) Three years back	(e) Four years back
1a Beginning of year balance	152,794,627.	136,329,732.	113,076,988.	91,077,342.	132,151,788.
b Contributions	5,034,711.	13,784,022.	7,815,313.	342,242.	200,000.
c Net investment earnings, gains, and losses	19,178,796.	2,680,873.	16,378,471.	22,598,444.	-36,881,075.
d Grants or scholarships					
e Other expenditures for facilities and programs			941,040.	941,040.	4,393,371.
f Administrative expenses					
g End of year balance	177,008,134.	152,794,627.	136,329,732.	113,076,988.	91,077,342.

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

- a Board designated or quasi-endowment 69.18 %
- b Permanent endowment 8.13 %
- c Temporarily restricted endowment 22.69 %

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:

	Yes	No
(i) unrelated organizations		X
(ii) related organizations		X

b If "Yes" to 3a(ii), are the related organizations listed as required on Schedule R?

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

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

Description of property	(a) Cost or other basis (investment)	(b) Cost or other basis (other)	(c) Accumulated depreciation	(d) Book value
1a Land				
b Buildings		104,223,519.	38,856,714.	65,366,805.
c Leasehold improvements		122,742,863.	61,636,987.	61,105,876.
d Equipment		62,481,091.	41,360,569.	21,120,522.
e Other		168,767.		168,767.

Total. Add lines 1a through 1e. (Column (d) must equal Form 990, Part X, column (B), line 10(c).) 147,761,970.

Part VII Investments - Other Securities. See Form 990, Part X, line 12.

(a) Description of security or category (including name of security)	(b) Book value	(c) Method of valuation: Cost or end-of-year market value
(1) Financial derivatives		
(2) Closely-held equity interests		
(3) Other		
(A) LIMITED PARTNERSHIP		
(B) INTERESTS	19,708,580.	END-OF-YEAR MARKET VALUE
(C) INTERESTS IN PRIVATE		
(D) EQUITY FUNDS	6,341,049.	END-OF-YEAR MARKET VALUE
(E) INTEREST IN REAL ASSET		
(F) FUNDS	542,001.	END-OF-YEAR MARKET VALUE
(G)		
(H)		
(I)		
Total. (Col. (b) must equal Form 990, Part X, col. (B) line 12.)	26,591,630.	

Part VIII Investments - Program Related. See Form 990, Part X, line 13.

(a) Description of investment type	(b) Book value	(c) Method of valuation: Cost or end-of-year market value
(1)		
(2)		
(3)		
(4)		
(5)		
(6)		
(7)		
(8)		
(9)		
(10)		
Total. (Col. (b) must equal Form 990, Part X, col. (B) line 13.)		

Part IX Other Assets. See Form 990, Part X, line 15.

(a) Description	(b) Book value
(1)	
(2)	
(3)	
(4)	
(5)	
(6)	
(7)	
(8)	
(9)	
(10)	
Total. (Column (b) must equal Form 990, Part X, col. (B) line 15.)	

Part X Other Liabilities. See Form 990, Part X, line 25.

1. (a) Description of liability	(b) Book value
(1) Federal income taxes	
(2) ACCRUED POST-RETIREMENT BENEFIT	3,398,268.
(3)	
(4)	
(5)	
(6)	
(7)	
(8)	
(9)	
(10)	
(11)	
Total. (Column (b) must equal Form 990, Part X, col. (B) line 25.)	3,398,268.

2. FIN 48 (ASC 740) Footnote. In Part XIII, provide the text of the footnote to the organization's financial statements that reports the organization's liability for uncertain tax positions under FIN 48 (ASC 740). Check here if the text of the footnote has been provided in Part XIII

Part XI Reconciliation of Revenue per Audited Financial Statements With Revenue per Return

1	Total revenue, gains, and other support per audited financial statements	1	75,681,280.
2	Amounts included on line 1 but not on Form 990, Part VIII, line 12:		
a	Net unrealized gains on investments	2a	9,488,362.
b	Donated services and use of facilities	2b	
c	Recoveries of prior year grants	2c	
d	Other (Describe in Part XIII.)	2d	925,717.
e	Add lines 2a through 2d	2e	10,414,079.
3	Subtract line 2e from line 1	3	65,267,201.
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	565,998.
b	Other (Describe in Part XIII.)	4b	
c	Add lines 4a and 4b	4c	565,998.
5	Total revenue. Add lines 3 and 4c . (This must equal Form 990, Part I, line 12.)	5	65,833,199.

Part XII Reconciliation of Expenses per Audited Financial Statements With Expenses per Return

1	Total expenses and losses per audited financial statements	1	53,870,211.
2	Amounts included on line 1 but not on Form 990, Part IX, line 25:		
a	Donated services and use of facilities	2a	
b	Prior year adjustments	2b	
c	Other losses	2c	
d	Other (Describe in Part XIII.)	2d	925,717.
e	Add lines 2a through 2d	2e	925,717.
3	Subtract line 2e from line 1	3	52,944,494.
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	565,998.
b	Other (Describe in Part XIII.)	4b	
c	Add lines 4a and 4b	4c	565,998.
5	Total expenses. Add lines 3 and 4c . (This must equal Form 990, Part I, line 18.)	5	53,510,492.

Part XIII Supplemental Information

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

PART III, LINE 1A: LIVE ANIMAL INVENTORY

THE COSTS OF PURCHASING OR COLLECTING LIVE ANIMALS ARE EXPENSED AS INCURRED. DONATED SPECIMENS ARE NOT VALUED AND, THEREFORE, ARE NOT REFLECTED IN THE FINANCIAL STATEMENTS.

PART III, LINE 4: THE AQUARIUM HOUSES ONE OF THE LARGEST AND MOST DIVERSE COLLECTIONS OF LIVE AQUATIC ANIMALS IN THE WORLD. CURRENTLY, THIS

Schedule D (Form 990) 2012

Part XIII Supplemental Information (continued)

INCLUDES 836 SPECIES OF FISHES AND 276 SPECIES OF INVERTEBRATES. IN ADDITION THERE ARE OVER 47 SPECIES OF REPTILES, 29 SPECIES OF AMPHIBIANS, 8 SPECIES OF MAMMALS AND 8 SPECIES OF BIRDS. ALTOGETHER, THE COLLECTIONS INCLUDE 1,800 FISHES AND INVERTEBRATES FROM 80 PROTECTED SPECIES. ABOUT 1,700 OF THESE ANIMALS ARE OFF-EXHIBIT FOR BREEDING PURPOSES.

PART V, LINE 4: THE INTENDED USES OF THE ENDOWMENT ARE TO FUND GENERAL OPERATIONS, EDUCATIONAL PROGRAMS, CONSERVATION ACTIVITIES AND SPECIAL PROJECTS.

PART X, LINE 2: FIN 48 FOOTNOTE -

THE SOCIETY RECOGNIZES INCOME TAX LIABILITIES OR BENEFITS AT THE TIME SUCH AMOUNTS HAVE BEEN INCURRED AND ARE REASONABLY ESTIMABLE. ANY POTENTIAL INTEREST OR PENALTIES RELATED TO POSSIBLE FUTURE TAX LIABILITIES ARE RECORDED AS INCOME TAX EXPENSE. THE SOCIETY BELIEVES IT HAS NO MATERIAL UNRECOGNIZED INCOME TAX BENEFITS OR LIABILITIES AT DECEMBER 31, 2012 AND 2011 AND IS NO LONGER SUBJECT TO EXAMINATION BY FEDERAL, STATE OR LOCAL TAX AUTHORITIES FOR PERIODS BEFORE 2009.

PART XI, LINE 2D - OTHER ADJUSTMENTS:

FUNDRAISING EVENTS	554,847.
RENTAL EXPENSES	370,870.
TOTAL TO SCHEDULE D, PART XI, LINE 2D	925,717.

PART XII, LINE 2D - OTHER ADJUSTMENTS:

FUNDRAISING EVENTS	554,847.
RENTAL EXPENSES	370,870.

Part XIII Supplemental Information (continued)

TOTAL TO SCHEDULE D, PART XII, LINE 2D 925,717.

Multiple horizontal lines for supplemental information.

**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.

OMB No. 1545-0047

2012

Open to Public
Inspection

Name of the organization SHEDD AQUARIUM SOCIETY	Employer identification number 36-2167918
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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 Activities per Region. (The following Part I, line 3 table can be duplicated if additional space is needed.)

(a) Region	(b) Number of offices in the region	(c) Number of employees, agents, and independent contractors in region	(d) Activities conducted in region (by type) (e.g., fundraising, program services, investments, grants to recipients located in the region)	(e) If activity listed in (d) is a program service, describe specific type of service(s) in region	(f) Total expenditures for and investments in region
NORTH AMERICA	0	0	GRANTS TO RECIPIENTS LOCATED IN THE REGION	SEAHORSE CONSERVATION	75,000.
NORTH AMERICA	0	0	PROGRAM SERVICES	CONFERENCE ATTENDANCE	7,102.
CENTRAL AMERICA AND THE CARIBBEAN	0	0	PROGRAM SERVICES	AQUATIC RESEARCH TRIPS	29,507.
CENTRAL AMERICA AND THE CARIBBEAN	0	0	PROGRAM SERVICES	CONFERENCE ATTENDANCE	811.
CENTRAL AMERICA AND THE CARIBBEAN	0	0	PROGRAM SERVICES	RESEARCH TRIPS	24,548.
SOUTH AMERICA	0	0	PROGRAM SERVICES	AQUATIC RESEARCH	23,151.
SOUTH AMERICA	0	0	PROGRAM SERVICES	CONFERENCE ATTENDANCE	1,858.
ASIA	0	0	PROGRAM SERVICES	COLLECTION RESEARCH	23,384.
3 a Sub-total	0	0			185,361.
b Total from continuation sheets to Part I	0	0			3,993,545.
c Totals (add lines 3a and 3b)	0	0			4,178,906.

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

Schedule F (Form 990) 2012

Part I Continuation of Activities per Region. (Schedule F (Form 990), Part I, line 3)

(a) Region	(b) Number of offices in the region	(c) Number of employees or agents in region	(d) Activities conducted in region (by type) (i.e., fundraising, program services, 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 region
ASIA	0	0	PROGRAM SERVICES	CONFERENCE ATTENDANCE	10,670.
EUROPE	0	0	PROGRAM SERVICES	CONFERENCE ATTENDANCE	2,521.
SUB-SAHARAN AFRICA	0	0	PROGRAM SERVICES	CONFERENCE ATTENDANCE	14,354.
CENTRAL AMERICA AND THE CARIBBEAN	0	0	INVESTMENTS		3,966,000.
Totals					3,993,545.

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)
		NORTH AMERICA	SEAHORSE CONSERVATION	75,000.	CHECK	0.		

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 **1**

3 Enter total number of other organizations or entities **1**

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)

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

Schedule F (Form 990) 2012

Part V Supplemental Information

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

SCHEDULE F, PART I, LINE 2: SHEDD REQUIRES REPORTS ON HOW FUNDS WERE EXPENDED AND ACCORDING TO PLAN AND EVALUATION OF RESULTS OF THE PROGRAM'S ACCOMPLISHMENTS.

Multiple horizontal lines for supplemental information.

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
		TRUSTEE GALA	BLU	1	(add col. (a) through col. (c))
		(event type)	(event type)	(total number)	
Revenue	1 Gross receipts	528,704.	130,880.	38,000.	697,584.
	2 Less: Contributions	372,955.			372,955.
	3 Gross income (line 1 minus line 2)	155,749.	130,880.	38,000.	324,629.
Direct Expenses	4 Cash prizes				
	5 Noncash prizes				
	6 Rent/facility costs				
	7 Food and beverages				
	8 Entertainment				
	9 Other direct expenses	332,425.	147,972.	74,450.	554,847.
	10 Direct expense summary. Add lines 4 through 9 in column (d)				(554,847)
	11 Net income summary. Combine line 3, column (d), and line 10				-230,218.

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))
		1 Gross revenue			
Direct Expenses	2 Cash prizes				
	3 Noncash prizes				
	4 Rent/facility costs				
	5 Other direct expenses				
	6 Volunteer labor	<input type="checkbox"/> Yes _____ % <input type="checkbox"/> No	<input type="checkbox"/> Yes _____ % <input type="checkbox"/> No	<input type="checkbox"/> Yes _____ % <input type="checkbox"/> No	
7 Direct expense summary. Add lines 2 through 5 in column (d)				(_____)	
8 Net gaming income summary. Combine line 1, column d, and line 7					

9 Enter the state(s) in which the organization operates gaming activities: _____
a Is the organization licensed to operate gaming activities in each of these states? Yes No
b If "No," explain: _____

10a Were any of the organization's gaming licenses revoked, suspended or terminated during the tax year? Yes No
b If "Yes," explain: _____

- 11** Does the organization operate gaming activities with nonmembers? Yes No
- 12** Is the organization a grantor, beneficiary or trustee of a trust or a member of a partnership or other entity formed to administer charitable gaming? Yes No
- 13** Indicate the percentage of gaming activity operated in:

13a		%
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 to be distributed to other exempt organizations or spent in the organization's own exempt activities during the tax year ▶ \$ _____

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

**SCHEDULE I
(Form 990)**

Department of the Treasury
Internal Revenue Service

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

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

OMB No. 1545-0047

2012

**Open to Public
Inspection**

Name of the organization

SHEDD AQUARIUM SOCIETY

**Employer identification number
36-2167918**

Part I General Information on Grants and Assistance

- 1** Does the organization maintain records to substantiate the amount of the grants or assistance, the grantees' eligibility for the grants or assistance, and the selection criteria used to award the grants or assistance? **Yes** **No**
- 2** Describe in Part IV the organization's procedures for monitoring the use of grant funds in the United States.

Part II Grants and Other Assistance to Governments and Organizations in the United States. Complete if the organization answered "Yes" to Form 990, Part IV, line 21, for any recipient that received more than \$5,000. Part II can be duplicated if additional space is needed.

1 (a) Name and address of organization or government	(b) EIN	(c) IRC section if applicable	(d) Amount of cash grant	(e) Amount of non-cash assistance	(f) Method of valuation (book, FMV, appraisal, other)	(g) Description of non-cash assistance	(h) Purpose of grant or assistance
INTERNATIONAL IGUANA FOUNDATION 1989 COLONIAL PARKWAY FORT WORTH, TX 76110	75-2954637	501(C)(3)	5,500.	0.			CONSERVATION

- 2** Enter total number of section 501(c)(3) and government organizations listed in the line 1 table **1.**
- 3** Enter total number of other organizations listed in the line 1 table

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

Schedule I (Form 990) (2012)

Part III Grants and Other Assistance to Individuals in the United States. Complete if the organization answered "Yes" to Form 990, Part IV, line 22.
Part III can be duplicated if additional space is needed.

(a) Type of grant or assistance	(b) Number of recipients	(c) Amount of cash grant	(d) Amount of non-cash assistance	(e) Method of valuation (book, FMV, appraisal, other)	(f) Description of non-cash assistance

Part IV Supplemental Information. Complete this part to provide the information required in Part I, line 2, Part III, column (b), and any other additional information.

SCHEDULE I, PART I, LINE 2: SHEDD REQUIRES REPORTS ON HOW FUNDS WERE

EXPENDED AND ACCORDING TO PLAN AND EVALUATION OF RESULTS OF THE PROGRAM'S

ACCOMPLISHMENTS.

**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.

OMB No. 1545-0047

2012

Open to Public Inspection

Name of the organization

SHEDD AQUARIUM SOCIETY

Employer identification number

36-2167918

Part I Questions Regarding Compensation

	Yes	No								
<p>1a Check the appropriate box(es) if the organization provided any of the following to or for a person listed in Form 990, Part VII, Section A, line 1a. Complete Part III to provide any relevant information regarding these items.</p> <table border="0"> <tr> <td><input type="checkbox"/> First-class or charter travel</td> <td><input type="checkbox"/> Housing allowance or residence for personal use</td> </tr> <tr> <td><input type="checkbox"/> Travel for companions</td> <td><input type="checkbox"/> Payments for business use of personal residence</td> </tr> <tr> <td><input type="checkbox"/> Tax indemnification and gross-up payments</td> <td><input checked="" type="checkbox"/> Health or social club dues or initiation fees</td> </tr> <tr> <td><input type="checkbox"/> Discretionary spending account</td> <td><input type="checkbox"/> Personal services (e.g., maid, chauffeur, chef)</td> </tr> </table>	<input type="checkbox"/> First-class or charter travel	<input type="checkbox"/> Housing allowance or residence for personal use	<input type="checkbox"/> Travel for companions	<input type="checkbox"/> Payments for business use of personal residence	<input type="checkbox"/> Tax indemnification and gross-up payments	<input checked="" type="checkbox"/> Health or social club dues or initiation fees	<input type="checkbox"/> Discretionary spending account	<input type="checkbox"/> Personal services (e.g., maid, chauffeur, chef)		
<input type="checkbox"/> First-class or charter travel	<input type="checkbox"/> Housing allowance or residence for personal use									
<input type="checkbox"/> Travel for companions	<input type="checkbox"/> Payments for business use of personal residence									
<input type="checkbox"/> Tax indemnification and gross-up payments	<input checked="" type="checkbox"/> Health or social club dues or initiation fees									
<input type="checkbox"/> Discretionary spending account	<input type="checkbox"/> Personal services (e.g., maid, chauffeur, chef)									
<p>b If any of the boxes on 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</p>	X									
<p>2 Did the organization require substantiation prior to reimbursing or allowing expenses incurred by all officers, directors, trustees, and the CEO/Executive Director, regarding the items checked in line 1a?</p>	X									
<p>3 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.</p> <table border="0"> <tr> <td><input checked="" type="checkbox"/> Compensation committee</td> <td><input type="checkbox"/> Written employment contract</td> </tr> <tr> <td><input checked="" type="checkbox"/> Independent compensation consultant</td> <td><input checked="" type="checkbox"/> Compensation survey or study</td> </tr> <tr> <td><input checked="" type="checkbox"/> Form 990 of other organizations</td> <td><input checked="" type="checkbox"/> Approval by the board or compensation committee</td> </tr> </table>	<input checked="" type="checkbox"/> Compensation committee	<input type="checkbox"/> Written employment contract	<input checked="" type="checkbox"/> Independent compensation consultant	<input checked="" type="checkbox"/> Compensation survey or study	<input checked="" type="checkbox"/> Form 990 of other organizations	<input checked="" type="checkbox"/> Approval by the board or compensation committee				
<input checked="" type="checkbox"/> Compensation committee	<input type="checkbox"/> Written employment contract									
<input checked="" type="checkbox"/> Independent compensation consultant	<input checked="" type="checkbox"/> Compensation survey or study									
<input checked="" type="checkbox"/> Form 990 of other organizations	<input checked="" type="checkbox"/> Approval by the board or compensation committee									
<p>4 During the year, did any person listed in Form 990, Part VII, Section A, line 1a, with respect to the filing organization or a related organization:</p> <p>a Receive a severance payment or change-of-control payment?</p> <p>b Participate in, or receive payment from, a supplemental nonqualified retirement plan?</p> <p>c Participate in, or receive payment from, an equity-based compensation arrangement?</p> <p>If "Yes" to any of lines 4a-c, list the persons and provide the applicable amounts for each item in Part III.</p>										
		X								
	X									
		X								
<p>Only section 501(c)(3) and 501(c)(4) organizations must complete lines 5-9.</p>										
<p>5 For persons listed in Form 990, Part VII, Section A, line 1a, did the organization pay or accrue any compensation contingent on the revenues of:</p> <p>a The organization?</p> <p>b Any related organization?</p> <p>If "Yes" to line 5a or 5b, describe in Part III.</p>	X									
		X								
<p>6 For persons listed in Form 990, Part VII, Section A, line 1a, did the organization pay or accrue any compensation contingent on the net earnings of:</p> <p>a The organization?</p> <p>b Any related organization?</p> <p>If "Yes" to line 6a or 6b, describe in Part III.</p>	X									
		X								
<p>7 For persons listed in Form 990, Part VII, Section A, line 1a, did the organization provide any non-fixed payments not described in lines 5 and 6? If "Yes," describe in Part III</p>	X									
<p>8 Were any amounts reported in Form 990, Part VII, paid or accrued pursuant to a contract that was subject to the initial contract exception described in Regulations section 53.4958-4(a)(3)? If "Yes," describe in Part III</p>		X								
<p>9 If "Yes" to line 8, did the organization also follow the rebuttable presumption procedure described in Regulations section 53.4958-6(c)?</p>										

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

Schedule J (Form 990) 2012

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) TED A. BEATTIE TRUSTEE, PRES. & CEO(SEE SCHEDULE J)	(i)	475,402.	317,500.	2,601,532.	15,000.	9,744.	3,419,178.	1,712,566.
	(ii)	0.	0.	0.	0.	0.	0.	0.
(2) JOYCE M. SIMON SECRETARY/TREASURER	(i)	242,438.	35,000.	37,996.	14,115.	10,396.	339,945.	0.
	(ii)	0.	0.	0.	0.	0.	0.	0.
(3) AMY RITTER COWEN EXECUTIVE VICE PRESIDENT	(i)	188,348.	35,000.	30,650.	11,285.	6,151.	271,434.	0.
	(ii)	0.	0.	0.	0.	0.	0.	0.
(4) MICHAEL M. DELFINI EXECUTIVE VICE PRESIDENT	(i)	205,563.	25,000.	17,000.	13,164.	18,259.	278,986.	0.
	(ii)	0.	0.	0.	0.	0.	0.	0.
(5) KENNETH T. RAMIREZ EXECUTIVE VICE PRESIDENT	(i)	185,936.	20,000.	3,854.	7,708.	10,319.	227,817.	0.
	(ii)	0.	0.	0.	0.	0.	0.	0.
(6) ROGER GERMANN EXECUTIVE VICE PRESIDENT	(i)	161,382.	15,000.	17,000.	9,858.	18,201.	221,441.	0.
	(ii)	0.	0.	0.	0.	0.	0.	0.
(7) SANDY MAREK SENIOR VICE PRESIDENT	(i)	153,858.	20,000.	8,385.	10,062.	18,181.	210,486.	0.
	(ii)	0.	0.	0.	0.	0.	0.	0.
(8) CHERYL MELL SENIOR VICE PRESIDENT	(i)	151,316.	2,000.	8,070.	9,684.	6,347.	177,417.	0.
	(ii)	0.	0.	0.	0.	0.	0.	0.
(9) NANCY B. ANSHEL SENIOR VICE PRESIDENT	(i)	140,848.	5,000.	12,689.	9,517.	10,275.	178,329.	0.
	(ii)	0.	0.	0.	0.	0.	0.	0.
(10) JENNIFER BARYL SENIOR VICE PRESIDENT	(i)	134,620.	5,000.	15,039.	9,023.	6,328.	170,010.	0.
	(ii)	0.	0.	0.	0.	0.	0.	0.
(11) JOHN ROTHCHILD DIRECTOR	(i)	59,872.	1,000.	221,418.	8,418.	9,364.	300,072.	0.
	(ii)	0.	0.	0.	0.	0.	0.	0.
(12) LINDA WILSON DIRECTOR	(i)	61,234.	1,000.	161,913.	7,751.	6,108.	238,006.	0.
	(ii)	0.	0.	0.	0.	0.	0.	0.
	(i)							
	(ii)							
	(i)							
	(ii)							
	(i)							
	(ii)							

Part III Supplemental Information

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

PART I, LINE 1A:

LINE 1A - HEALTH OR SOCIAL CLUB DUES OR INITIATION FEES - THE PRESIDENT/CEO WAS PROVIDED CERTAIN SOCIAL CLUB DUES; THE PORTION OF THIS BENEFIT NOT RELATED TO BONA FIDE BUSINESS PURPOSES WAS TREATED AS TAXABLE COMPENSATION.

PART I, LINE 4B:

LINE 4B - THE PRESIDENT/CEO PARTICIPATED IN A SUPPLEMENTAL NON-QUALIFIED RETIREMENT PLAN AS DESCRIBED IN SECTION 457(F). TOTAL CONTRIBUTIONS FOR THE YEAR WERE \$94,235. A FINAL PAYOUT WAS MADE IN 2012 IN THE AMOUNT OF \$2,579,032. THIS AMOUNT WAS ACCRUED OVER 14 YEARS.

CONTRIBUTIONS MADE TO THE PLAN WERE CONSIDERED BY THE COMPENSATION COMMITTEE OF THE BOARD OF TRUSTEES WHEN PERFORMING THEIR ANNUAL REVIEW OF THE PRESIDENT/CEO'S COMPENSATION. SEE SCHEDULE O, PART VI, SECTION B, LINE 15 FOR ADDITIONAL INFORMATION.

THE FOLLOWING PEOPLE ALSO RECEIVED PAYMENTS FROM A SUPPLEMENTAL NON-QUALIFIED RETIREMENT PLAN: JOHN ROTHCHILD \$199,200, LINDA WILSON \$148,100.

Part III Supplemental Information

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

PART I, LINE 5:

LINE 5A - A PORTION OF THE BONUSES PAID TO CERTAIN PERSONS LISTED IN PART VII, SECTION A, LINE 1A WERE CONTINGENT ON A PORTION OF THE ORGANIZATION'S REVENUES.

PART I, LINE 6:

LINE 6A - A PORTION OF THE BONUSES PAID TO CERTAIN PERSONS LISTED IN PART VII, SECTION A, LINE 1A WERE CONTINGENT ON A PORTION OF THE ORGANIZATIONS NET EARNINGS.

PART I, LINE 7:

PART 7A - BONUSES WERE PAID TO CERTAIN PERSONS LISTED IN PART VII, SECTION A, LINE 1A AT THE DISCRETION OF THE BOARD OF TRUSTEES AND PRESIDENT/CEO.

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.**

Name of the organization

SHEDD AQUARIUM SOCIETY

Employer identification number
36-2167918

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) Pooled financing	
						Yes	No	Yes	No	Yes	No
A ILLINOIS FINANCE AUTHORITY	86-1091967	45200BSF6	11/08/05	35,881,436.	ADVANCE REFUND 1997 BONDS		X		X		X
B											
C											
D											

Part II Proceeds

	A		B		C		D	
1 Amount of bonds retired								
2 Amount of bonds legally defeased								
3 Total proceeds of issue	35,881,436.							
4 Gross proceeds in reserve funds								
5 Capitalized interest from proceeds								
6 Proceeds in refunding escrows	38,644,694.							
7 Issuance costs from proceeds	470,480.							
8 Credit enhancement from proceeds								
9 Working capital expenditures from proceeds								
10 Capital expenditures from proceeds								
11 Other spent proceeds								
12 Other unspent proceeds								
13 Year of substantial completion								
	Yes	No	Yes	No	Yes	No	Yes	No
14 Were the bonds issued as part of a current refunding issue?		X						
15 Were the bonds issued as part of an advance refunding issue?	X							
16 Has the final allocation of proceeds been made?	X							
17 Does the organization maintain adequate books and records to support the final allocation of proceeds?	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						
2 Are there any lease arrangements that may result in private business use of bond-financed property?		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						
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						
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						
8a Has there been a sale or disposition of any of the bond-financed property to a non-governmental person other than a 501(c)(3) organization since the bonds were issued?		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							

Part IV Arbitrage

	A		B		C		D	
	Yes	No	Yes	No	Yes	No	Yes	No
1 Has the issuer filed Form 8038-T?		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						
4a Has the organization or the governmental issuer entered into a qualified hedge with respect to the bond issue?		X						
b Name of provider								
c Term of hedge								
d Was the hedge superintegrated?								
e Was the hedge terminated?								

**SCHEDULE M
(Form 990)**

Noncash Contributions

OMB No. 1545-0047

2012

Open to Public Inspection

Department of the Treasury
Internal Revenue Service

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

Name of the organization **SHEDD AQUARIUM SOCIETY** Employer identification number **36-2167918**

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	1,354,316.	FAIR 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 ▶ (<u>FOOD & BEVERA</u>)	X	37	211,953.	FAIR MARKET VALUE
26 Other ▶ (<u>AIRLINE TICKE</u>)	X	1	69,600.	FAIR MARKET VALUE
27 Other ▶ (<u>MISCELLANEOUS</u>)	X	1	9,012.	FAIR MARKET VALUE
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**

	Yes	No
30a During the year, did the organization receive by contribution any property reported in Part I, lines 1-28 that it must hold for at least three years from the date of the initial contribution, and which is not required to be used for exempt purposes for the entire holding period?		X
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?	X	
32a Does the organization hire or use third parties or related organizations to solicit, process, or sell noncash contributions?		X
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.		

LHA For Paperwork Reduction Act Notice, see the Instructions for Form 990. Schedule M (Form 990) (2012)

SCHEDULE O
(Form 990 or 990-EZ)

Department of the Treasury
Internal Revenue Service

Supplemental Information to Form 990 or 990-EZ

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

OMB No. 1545-0047

2012

Open to Public
Inspection

Name of the organization

SHEDD AQUARIUM SOCIETY

Employer identification number

36-2167918

FORM 990, PART I, LINE 1, DESCRIPTION OF ORGANIZATION MISSION:

ANIMALS AND GUESTS THROUGH EXHIBITS AND EDUCATION PROGRAMS WITH THE
GOAL OF PROMOTING AQUATIC CONSERVATION.

FORM 990, PART III, LINE 4A, PROGRAM SERVICE ACCOMPLISHMENTS:

ACCESSIBLE, MEANINGFUL STORIES WITH THE PUBLIC THROUGH PUBLIC RELATIONS
AND MARKETING EFFORTS DEVELOPED THROUGH THE INTEGRATION OF
CONSERVATION, LEARNING, ANIMAL CARE AND GUEST EXPERIENCE. A PROACTIVE
LEADER AND RESOURCE FOR IMMERSIVE SCIENCE EDUCATION OPPORTUNITIES,
SHEDD OFFERS PROGRESSIVE, RELEVANT AND ENGAGING PROGRAMS THAT INSPIRE -
CREATING A GREATER UNDERSTANDING AND APPRECIATION FOR WILDLIFE AND
ENVIRONMENTAL STEWARDSHIP. SHEDD STAFF MEMBERS CONDUCT AFTERSCHOOL
PROGRAMS, LABS AND WORKSHOPS, AND WEEKLONG CITIZEN SCIENCE PROGRAMS FOR
TEENS IN THE GREAT LAKES AND ABOARD ITS RESEARCH VESSEL, THE CORAL REEF
II IN THE BAHAMAS.

FORM 990, PART III, LINE 4B, PROGRAM SERVICE ACCOMPLISHMENTS:

HAS HELPED ANIMALS IN NEED FOR DECADES. SHEDD FREQUENTLY ACTS AS A
PARTNER AND ADVISOR TO STATE AND FEDERAL GOVERNMENT AGENCIES, AND
FELLOW ZOOS AND AQUARIUMS SEEKING ADVICE ABOUT REHOMING ORPHANED OR
INJURED WILDLIFE.

FORM 990, PART III, LINE 4C, PROGRAM SERVICE ACCOMPLISHMENTS:

LAKES RESEARCH FOCUSES ON HIGH PRIORITY WILDLIFE AND HABITAT
CONSERVATION ISSUES; THE AQUARIUM'S APPLIED STUDIES SUPPORT LOCAL AND
REGIONAL AGENCIES IN DEVELOPING SOUND MANAGEMENT PLANS THAT CAN PROTECT

Name of the organization SHEDD AQUARIUM SOCIETY	Employer identification number 36-2167918
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THIS TREASURED NATIONAL RESOURCE. ONSITE, SHEDD'S STATE-OF-THE-ART FACILITIES AND ANIMAL CARE EXPERTS SERVE AS RESOURCES FOR RESEARCH PARTNERS IN CHICAGO AND AROUND THE UNITED STATES. ONSITE RESEARCH PROVIDES VALUABLE BIOLOGICAL AND BEHAVIORAL INFORMATION THAT INFORMS UNDERSTANDING OF SPECIES WHICH ARE NEARLY IMPOSSIBLE TO STUDY IN THE WILD. IN ADDITION TO SHARING WHAT IT LEARNS WITH THE SCIENTIFIC COMMUNITY, SHEDD'S ONSITE WORK CONTRIBUTES TO ITS OWN FIELD RESEARCH, SUCH AS HEALTH ASSESSMENTS OF WILD ALASKAN BELUGA WHALES AND EFFORTS TO SAVE SHARKS FROM LIFE-THREATENING STRESS RESPONSES FROM ENVIRONMENTAL AND ANTHROPOGENIC STRESSORS.

FORM 990, PART VI, SECTION A, LINE 1: THE EXECUTIVE COMMITTEE OF THE BOARD OF TRUSTEES HAS THE POWER AND AUTHORITY OF THE BOARD OF TRUSTEES AND MAY ACT ON BEHALF OF THE BOARD OF TRUSTEES BETWEEN MEETINGS OF THE BOARD, SUBJECT TO CERTAIN LIMITATIONS. UNDER THE TERMS OF THE ORGANIZATION'S BYLAWS, THE EXECUTIVE COMMITTEE IS MADE UP OF FIVE TO TEN MEMBERS OF THE BOARD OF TRUSTEES ELECTED BY THE BOARD AT ITS ANNUAL MEETING; IN ADDITION, THE CHAIRPERSON OF THE BOARD SERVES AS AN EX OFFICIO MEMBER WITH A VOTE.

FORM 990, PART VI, SECTION A, LINE 3: THE ORGANIZATION CONTRACTS WITH SODEXO AMERICA, LLC AND EVENT NETWORK, INC. TO MANAGE AND OPERATE FOOD SERVICES AND GIFT SHOPS, RESPECTIVELY, AT THE AQUARIUM.

FORM 990, PART VI, SECTION B, LINE 11: THE COMPLETED FORM 990, INCLUDING SCHEDULES, WAS DISTRIBUTED TO THE MEMBERS OF THE AUDIT COMMITTEE (THE COMMITTEE) OF THE BOARD OF TRUSTEES. THE COMMITTEE MET ON MAY 1, 2013 WITH THE ORGANIZATION'S PRESIDENT/CEO AND CHIEF FINANCIAL OFFICER TO REVIEW THE FORM 990 AND RELATED SCHEDULES. SUBSEQUENTLY, EACH TRUSTEE WAS REQUESTED

Name of the organization SHEDD AQUARIUM SOCIETY	Employer identification number 36-2167918
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TO REVIEW THE FINAL FORM 990, INCLUDING SCHEDULES, WHICH HAD BEEN UPLOADED TO THE TRUSTEES' EXTRANET SITE. ALL QUESTIONS OR COMMENTS WERE DIRECTED TO THE ORGANIZATION'S CHIEF FINANCIAL OFFICER.

FORM 990, PART VI, SECTION B, LINE 12C: ANNUALLY, TRUSTEES, AFFILIATES, EMPLOYEES AND VOLUNTEERS ARE ASKED TO REVIEW THE ORGANIZATION'S CODE OF ETHICS AND COMPLETE A CODE OF ETHICS STATEMENT AND QUESTIONNAIRE, WHICH INCLUDES THEIR AGREEMENT TO REPORT PROMPTLY ANY REPORTABLE MATTERS. SUCH STATEMENTS ARE REVIEWED AND EVALUATED BY THE AUDIT COMMITTEE OF THE BOARD OF TRUSTEES.

FORM 990, PART VI, SECTION B, LINE 15: THE COMPENSATION COMMITTEE (THE COMMITTEE) OF THE BOARD OF TRUSTEES IS RESPONSIBLE FOR THE ANNUAL REVIEW OF THE COMPENSATION OF THE OFFICERS AND KEY EMPLOYEES OF THE ORGANIZATION. ALL MEMBERS OF THE COMMITTEE ARE INDEPENDENT. IN DETERMINING THE COMPENSATION OF THE PRESIDENT/CEO, THE COMMITTEE EVALUATES HIS PERFORMANCE AGAINST PREVIOUSLY AGREED UPON CRITERIA, CONSIDERS INFORMATION PROVIDED BY AN INDEPENDENT COMPENSATION CONSULTANT AND COMPARABLE MARKET DATA, THEN DEBATES AND DOCUMENTS ITS RECOMMENDATION OF REASONABLE COMPENSATION. IN DETERMINING THE COMPENSATION OF OTHER OFFICERS AND KEY EMPLOYEES, THE SAME PROCEDURES ARE PERFORMED; HOWEVER, THE COMMITTEE CONSIDERS THE CEO'S EVALUATION OF THE STAFFS' PERFORMANCE. THE RECOMMENDATIONS ARE THEN TAKEN TO THE EXECUTIVE COMMITTEE OF THE BOARD FOR FINAL REVIEW AND ACTION.

FORM 990, PART VI, SECTION C, LINE 19: CERTAIN OF THE ORGANIZATION'S GOVERNING DOCUMENTS ARE MADE AVAILABLE UPON REQUEST. IT'S AUDITED FINANCIAL STATEMENTS AND PUBLIC-DISCLOSURE COPIES OF ITS FORM 990 ARE INCLUDED ON ITS WEB SITE.