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Form 990   Department of the Treasury Internal Revenue Service	<b>Return of Organization Exempt From Income Tax</b>  <b>Under section 501(c), 527, or 4947(a)(1) of the Internal Revenue Code (except black lung benefit trust or private foundation)</b>  The organization may have to use a copy of this return to satisfy state reporting requirements	OMB No 1545-0047  <b>2010</b>  <b>Open to Public Inspection</b>
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A For the 2010 calendar year, or tax year beginning 01-01-2010 and ending 12-31-2010

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 SHEDD AQUARIUM SOCIETY		D Employer identification number  36-2167918
	Doing Business As		E Telephone number  (312) 692-3114
	Number and street (or P O box if mail is not delivered to street address) 1200 SOUTH LAKE SHORE DRIVE	Room/suite	G Gross receipts \$ 158,599,954
	City or town, state or country, and ZIP + 4 CHICAGO, IL 60605		
	F Name and address of principal officer TED A BEATTIE 1200 SOUTH LAKE SHORE DRIVE CHICAGO, IL 60605		

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(a) Is this a group return for affiliates? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No  H(b) Are all affiliates included? <input type="checkbox"/> Yes <input type="checkbox"/> No If "No," attach a list (see instructions)  H(c) Group exemption number ▶
J Website: ▶ WWW.SHEDDNET.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
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Part I

Summary

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 ANIMALS AND GUESTS THROUGH EXHIBITS AND EDUCATION PROGRAMS WITH THE GOAL OF PROMOTING AQUATIC CONSERVATION		
	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	54
	4	Number of independent voting members of the governing body (Part VI, line 1b)	4	53
	5	Total number of individuals employed in calendar year 2010 (Part V, line 2a)	5	596
	6	Total number of volunteers (estimate if necessary)	6	639
	7a	Total unrelated business revenue from Part VIII, column (C), line 12	7a	10,000
	b	Net unrelated business taxable income from Form 990-T, line 34	7b	6,170
Revenue	8	Contributions and grants (Part VIII, line 1h)	Prior Year 19,152,740	Current Year 29,553,613
	9	Program service revenue (Part VIII, line 2g)	26,700,326	31,267,295
	10	Investment income (Part VIII, column (A), lines 3, 4, and 7d)	-9,424,513	5,466,163
	11	Other revenue (Part VIII, column (A), lines 5, 6d, 8c, 9c, 10c, and 11e)	1,435,852	1,995,558
	12	Total revenue—add lines 8 through 11 (must equal Part VIII, column (A), line 12)	37,864,405	68,282,629
Expenses	13	Grants and similar amounts paid (Part IX, column (A), lines 1–3)	88,000	82,200
	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)	21,462,348	22,399,897
	16a	Professional fundraising fees (Part IX, column (A), line 11e)	0	0
	b	Total fundraising expenses (Part IX, column (D), line 25) ▶2,865,166		
	17	Other expenses (Part IX, column (A), lines 11a–11d, 11f–24f)	28,455,087	29,682,083
	18	Total expenses Add lines 13–17 (must equal Part IX, column (A), line 25)	50,005,435	52,164,180
19	Revenue less expenses Subtract line 18 from line 12	-12,141,030	16,118,449	
Net Assets or Fund Balances	20	Total assets (Part X, line 16)	Beginning of Current Year 335,441,651	End of Year 359,774,705
	21	Total liabilities (Part X, line 26)	66,302,313	62,945,170
	22	Net assets or fund balances Subtract line 21 from line 20	269,139,338	296,829,535

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 if self-employed <input type="checkbox"/>	PTIN
	Firm's name ▶ BLACKMAN KALLICK LLP				Firm's EIN ▶
	Firm's address ▶ 10 S RIVERSIDE PLAZA 9TH FLOOR CHICAGO, IL 60606				Phone no ▶ (312) 207-1040

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

Part III


















Statement of Program Service Accomplishments

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

1	Briefly describe the organization's mission			
AT SHEDD AQUARIUM, ANIMALS CONNECT INDIVIDUALS TO THE LIVING WORLD THROUGH EXHIBITS AND EDUCATION PROGRAMS, INSPIRING THEM TO MAKE A DIFFERENCE BY TAKING CONSERVATION ACTION BOTH GLOBALLY AND LOCALLY				
2	Did the organization undertake any significant program services during the year which were not listed on the prior Form 990 or 990-EZ? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
	If "Yes," describe these new services on Schedule O			
3	Did the organization cease conducting, or make significant changes in how it conducts, any program services? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
	If "Yes," describe these changes on Schedule O			
4	Describe the exempt purpose achievements for each of the organization's three largest program services by expenses			
Section 501(c)(3) and 501(c)(4) organizations and section 4947(a)(1) trusts are required to report the amount of grants and allocations to others, the total expenses, and revenue, if any, for each program service reported				
4a	(Code )	(Expenses \$ 20,677,193	including grants of \$ )	(Revenue \$ 29,172,124 )
EXHIBITS SHEDD AQUARIUM IS ONE OF THE LARGEST INDOOR AQUARIUMS IN THE WORLD AND IS INCLUDED ON THE NATIONAL REGISTER OF HISTORIC PLACES THE AQUARIUMS EXHIBIT PHILOSOPHY IS TO DEVELOP DISPLAYS THAT HELP VISITORS ENJOY THE BEAUTY AND DIVERSITY OF AQUATIC LIFE AND LEARN ABOUT CONSERVATION OUR EXHIBITS ARE AS DIVERSE AND COMPELLING AS THE NATURAL WORLD THEY REPRESENT SINCE VARIOUS AUDIENCES HAVE DIFFERENT LEVELS OF ABILITY, EDUCATION AND LEARNING STYLES, OUR EXHIBITS ARE DESIGNED WITH A LAYERED HIERARCHY OF INFORMATION WE TAKE A MULTI-DISCIPLINARY APPROACH TO EXHIBIT DEVELOPMENT AND EVALUATION EXHIBIT THEMES ARE BASED ON AUDIENCE FEEDBACK AND HOW THE REGION FITS INTO OUR OVERALL THEME WE BRING IN CONTENT ADVISORS AS NEEDED AND PERIODICALLY HOLD WORKSHOPS FOR LARGER STAFF GROUPS TO GAIN THEIR INPUT IN ADDITION, WE HAVE CREATED ADVISORY BOARDS OF COMMUNITY REPRESENTATIVES FROM VARIOUS REGIONS AND INCORPORATE THEIR FEEDBACK, INCLUDING THOUGHTS ON ANIMAL SELECTION, COMMUNITY PROGRAMS AND MARKETING APPROXIMATELY 2 MILLION GUESTS VISIT THE AQUARIUM EACH YEAR, INCLUDING HUNDREDS OF THOUSANDS OF SCHOOL CHILDREN WHO RECEIVE FREE OR DEEPLY DISCOUNTED ADMISSION				
4b	(Code )	(Expenses \$ 10,351,245	including grants of \$ )	(Revenue \$ )
ANIMAL HUSBANDRY THE AQUARIUM HOUSES ONE OF THE LARGEST AND MOST DIVERSE COLLECTIONS OF LIVE AQUATIC ANIMALS IN THE WORLD CURRENTLY, THIS INCLUDES MORE THAN 32,000 ANIMALS REPRESENTING 1,500 SPECIES OF FISHES, INVERTEBRATES, REPTILES, AMPHIBIANS, BIRDS, AND MARINE MAMMAL AND FRESH WATER MAMMALS ALTOGETHER, THE COLLECTION INCLUDES 1,800 FISH AND INVERTEBRATES FROM 77 PROTECTED SPECIES ABOUT 1,700 OF THESE ANIMALS ARE OFF-EXHIBIT FOR BREEDING PURPOSES IN TOTAL, THE AQUATIC ENVIRONMENTS IN THE BUILDING CONTAIN OVER 5-MILLION GALLONS OF WATER AND ARE SUPPORTED BY APPROXIMATELY 100 MILES OF PLUMBING AND LIFE-SUPPORT SYSTEM PIPES WATER QUALITY IS MAINTAINED BY STATE OF THE ART COMPUTERIZED SYSTEMS STAFF FROM OUR ANIMAL HEALTH DIVISION, FISHES AND MARINE MAMMAL DEPARTMENTS AND OUR LIFE SUPPORT OPERATIONS DEPARTMENT ARE INVOLVED IN THE CARE OF THE ANIMALS STAFF INCLUDE VETERINARIANS, TECHNICIANS, BIOLOGISTS AND ENVIRONMENTAL QUALITY SPECIALISTS WHO WORK IN OUR ANIMAL HOSPITAL AND LABORATORY, AS WELL AS AQUARISTS AND MARINE MAMMAL ANIMAL CARE SPECIALISTS AND TRAINERS STAFF PARTICIPATE IN CONTINUING EDUCATION ACTIVITIES AND MANY ARE RECOGNIZED EXPERTS IN THEIR FIELD				
4c	(Code )	(Expenses \$ 8,288,361	including grants of \$ )	(Revenue \$ 771,452 )
EDUCATION THE AQUARIUM PROVIDES INFORMAL AS WELL AS FORMAL EDUCATION OPPORTUNITIES FOR THE PUBLIC IN CONNECTION WITH EXHIBITS, WE PROVIDE TEXT PANELS, VIDEO, PICTURES AND PHOTOS AS WELL AS SELF-GUIDED ACTIVITIES, LIVE INTERPRETATIONS, GUIDED TOURS AND ACTIVITY CENTERS TO ALLOW GUESTS TO EXPLORE IN DIFFERENT WAYS IN ADDITION, THROUGHOUT THE YEAR, THE AQUARIUM OFFERS INNOVATIVE AQUATIC SCIENCE AND CONSERVATION-RELATED PROGRAMS FOR CHILDREN, ADULTS, FAMILIES, TEACHERS, COMMUNITY AND SCHOOL GROUPS PROGRAMS INCORPORATE DISTANCE LEARNING, MUSEUM THEATER, MENTORING AND HANDS-ON/MINDS-ON ACTIVITIES THE AQUATIC SCIENCE CENTER, LOCATED IN THE AQUARIUM, HAS TWO CLASSROOMS, TWO LABORATORIES AND AN ELECTRONIC/DISTANCE LEARNING ROOM THE AQUARIUM MAINTAINS INDEPENDENT ADVISORY COUNCILS TO HELP EXPAND CURRICULA AND SUPPORT STATE SCIENCE EDUCATION GOALS AS WELL AS DEVELOP INNOVATIVE, HANDS-ON ACTIVITIES, INCLUDING MENTORING OPPORTUNITIES FOR STUDENTS INTERESTED IN MARINE BIOLOGY				
4d	Other program services (Describe in Schedule O )			
	(Expenses \$	including grants of \$	(Revenue \$ )	
4e	Total program service expenses \$ 39,316,799			

Part IV

Checklist of Required Schedules

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

Part IV

Checklist of Required Schedules (continued)

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

Part V Statements Regarding Other IRS Filings and Tax Compliance					
Check if Schedule O contains a response to any question in this Part V <input type="checkbox"/>					
			Yes	No	
1a	Enter the number reported in Box 3 of Form 1096. Enter -0- if not applicable.	1a	36		
b	Enter the number of Forms W-2G included in line 1a. Enter -0- if not applicable.	1b	0		
c Did the organization comply with backup withholding rules for reportable payments to vendors and reportable gaming (gambling) winnings to prize winners?			1c		
2a	Enter the number of employees reported on Form W-3, <i>Transmittal of Wage and Tax Statements</i> filed for the calendar year ending with or within the year covered by this return.	2a	596		
b If at least one is reported on line 2a, did the organization file all required federal employment tax returns?			2b		Yes
Note. If the sum of lines 1a and 2a is greater than 250, you may be required to e-file (see instructions).					
3a	Did the organization have unrelated business gross income of \$1,000 or more during the year?	3a	Yes		
b	If "Yes," has it filed a Form 990-T for this year? If "No," provide an explanation in Schedule O.	3b	Yes		
4a	At any time during the calendar year, did the organization have an interest in, or a signature or other authority over, a financial account in a foreign country (such as a bank account, securities account, or other financial account)?	4a		No	
b	If "Yes," enter the name of the foreign country: See instructions for filing requirements for Form TD F 90-22.1, Report of Foreign Bank and Financial Accounts.				
5a	Was the organization a party to a prohibited tax shelter transaction at any time during the tax year?	5a		No	
b	Did any taxable party notify the organization that it was or is a party to a prohibited tax shelter transaction?	5b		No	
c	If "Yes" to line 5a or 5b, did the organization file Form 8886-T?	5c			
6a	Does the organization have annual gross receipts that are normally greater than \$100,000, and did the organization solicit any contributions that were not tax deductible?	6a		No	
b	If "Yes," did the organization include with every solicitation an express statement that such contributions or gifts were not tax deductible?	6b			
7 Organizations that may receive deductible contributions under section 170(c).					
a	Did the organization receive a payment in excess of \$75 made partly as a contribution and partly for goods and services provided to the payor?	7a	Yes		
b	If "Yes," did the organization notify the donor of the value of the goods or services provided?	7b	Yes		
c	Did the organization sell, exchange, or otherwise dispose of tangible personal property for which it was required to file Form 8282?	7c		No	
d	If "Yes," indicate the number of Forms 8282 filed during the year.	7d			
e	Did the organization receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?	7e			No
f	Did the organization, during the year, pay premiums, directly or indirectly, on a personal benefit contract?	7f			No
g	If the organization received a contribution of qualified intellectual property, did the organization file Form 8899 as required?	7g			
h	If the organization received a contribution of cars, boats, airplanes, or other vehicles, did the organization file a Form 1098-C?	7h			
8	Sponsoring organizations maintaining donor advised funds and section 509(a)(3) supporting organizations. Did the supporting organization, or a donor advised fund maintained by a sponsoring organization, have excess business holdings at any time during the year?			8	
9	Sponsoring organizations maintaining donor advised funds.				
a	Did the organization make any taxable distributions under section 4966?	9a			
b	Did the organization make a distribution to a donor, donor advisor, or related person?	9b			
10	Section 501(c)(7) organizations. Enter				
a	Initiation fees and capital contributions included on Part VIII, line 12.	10a			
b	Gross receipts, included on Form 990, Part VIII, line 12, for public use of club facilities.	10b			
11	Section 501(c)(12) organizations. Enter				
a	Gross income from members or shareholders.	11a			
b	Gross income from other sources (Do not net amounts due or paid to other sources against amounts due or received from them).	11b			
12a	Section 4947(a)(1) non-exempt charitable trusts. Is the organization filing Form 990 in lieu of Form 1041?			12a	
b	If "Yes," enter the amount of tax-exempt interest received or accrued during the year.	12b			
13	Section 501(c)(29) qualified nonprofit health insurance issuers.				
a	Is the organization licensed to issue qualified health plans in more than one state? Note. See the instructions for additional information the organization must report on Schedule O.	13a			
b	Enter the amount of reserves the organization is required to maintain by the states in which the organization is licensed to issue qualified health plans.	13b			
c	Enter the amount of reserves on hand.	13c			
14a	Did the organization receive any payments for indoor tanning services during the tax year?	14a		No	
b	If "Yes," has it filed a Form 720 to report these payments? If "No," provide an explanation in Schedule O.	14b			

Part VI

Governance, Management, and Disclosure

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

Section A. Governing Body and Management			Yes	No
1a	Enter the number of voting members of the governing body at the end of the tax year	54		
b	Enter the number of voting members included in line 1a, above, who are independent	53		
2	Did any officer, director, trustee, or key employee have a family relationship or a business relationship with any other officer, director, trustee, or key employee?	2		No
3	Did the organization delegate control over management duties customarily performed by or under the direct supervision of officers, directors or trustees, or key employees to a management company or other person?	3	Yes	
4	Did the organization make any significant changes to its governing documents since the prior Form 990 was filed?	4	Yes	
5	Did the organization become aware during the year of a significant diversion of the organization's assets?	5		No
6	Does the organization have members or stockholders?	6		No
7a	Does the organization have members, stockholders, or other persons who may elect one or more members of the governing body?	7a		No
b	Are any decisions of the governing body subject to approval by members, stockholders, or other persons?	7b		No
8	Did the organization contemporaneously document the meetings held or written actions undertaken during the year by the following			
a	The governing body?	8a	Yes	
b	Each committee with authority to act on behalf of the governing body?	8b	Yes	
9	Is there any officer, director, trustee, or key employee listed in Part VII, Section A, who cannot be reached at the organization's mailing address? If "Yes," provide the names and addresses in Schedule O	9		No

Section B. Policies (This Section B requests information about policies not required by the Internal Revenue Code.)			Yes	No
10a	Does the organization have local chapters, branches, or affiliates?	10a		No
b	If "Yes," does the organization have written policies and procedures governing the activities of such chapters, affiliates, and branches to ensure their operations are consistent with those of the organization?	10b		
11a	Has the organization provided a copy of this Form 990 to all members of its governing body before filing the form?	11a	Yes	
b	Describe in Schedule O the process, if any, used by the organization to review this Form 990			
12a	Does the organization have a written conflict of interest policy? If "No," go to line 13	12a	Yes	
b	Are officers, directors or trustees, and key employees required to disclose annually interests that could give rise to conflicts?	12b	Yes	
c	Does the organization regularly and consistently monitor and enforce compliance with the policy? If "Yes," describe in Schedule O how this is done	12c	Yes	
13	Does the organization have a written whistleblower policy?	13	Yes	
14	Does the organization have a written document retention and destruction policy?	14	Yes	
15	Did the process for determining compensation of the following persons include a review and approval by independent persons, comparability data, and contemporaneous substantiation of the deliberation and decision?			
a	The organization's CEO, Executive Director, or top management official	15a	Yes	
b	Other officers or key employees of the organization	15b	Yes	
	If "Yes" to line 15a or 15b, describe the process in Schedule O (See instructions)			
16a	Did the organization invest in, contribute assets to, or participate in a joint venture or similar arrangement with a taxable entity during the year?	16a		No
b	If "Yes," has the organization adopted a written policy or procedure requiring the organization to evaluate its participation in joint venture arrangements under applicable federal tax law, and taken steps to safeguard the organization's exempt status with respect to such arrangements?	16b		

Section C. Disclosure	
17	List the States with which a copy of this Form 990 is required to be filedIL
18	Section 6104 requires an organization to make its Form 1023 (or 1024 if applicable), 990, and 990-T (501(c)(3)s only) available for public inspection. Indicate how you make these available. Check all that apply. <input type="checkbox"/> Own website <input type="checkbox"/> Another's website <input checked="" type="checkbox"/> Upon request
19	Describe in Schedule O whether (and if so, how), the organization makes its governing documents, conflict of interest policy, and financial statements available to the public. See Additional Data Table.
20	State the name, physical address, and telephone number of the person who possesses the books and records of the organization. JOYCE M SIMON 1200 SOUTH LAKE SHORE DRIVE CHICAGO, IL 60605 (312) 692-3114

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, and **current** key employees 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 (describe hours for related organizations in Schedule O)	(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			
(1) TED A BEATTIE TRUSTEE, PRES AND CEO	45 00	X		X				554,751	0	237,913
(2) SCOTT L DILLE TRUSTEE	1 00	X						0	0	0
(3) ELLEN D CAYA TRUSTEE	1 00	X						0	0	0
(4) RAYMOND M CHIN 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) DAVID W DEVONSHIRE TRUSTEE	1 00	X						0	0	0
(8) DAVID L EPSTEIN TRUSTEE	1 00	X						0	0	0
(9) TYRONE C FAHNER TRUSTEE	1 00	X						0	0	0
(10) SARAH N GARVEY TRUSTEE	1 00	X						0	0	0
(11) H JOHN GILBERTSON JR TRUSTEE	1 00	X						0	0	0
(12) JOHN J GREISCH TRUSTEE	1 00	X						0	0	0
(13) BRETT J HART TRUSTEE	1 00	X						0	0	0
(14) WALLACE L HEAD TRUSTEE	1 00	X						0	0	0
(15) QUENTIN G HEISLER JR TRUSTEE	1 00	X						0	0	0
(16) DANIEL H 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 (describe hours for related organizations in Schedule O)	(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			
(17) ROBERT H JORDAN TRUSTEE	1 00	X						0	0	0
(18) BRIAN A KENNEY TRUSTEE	1 00	X						0	0	0
(19) RICHARD L KEYSER TRUSTEE	1 00	X						0	0	0
(20) THOMAS N KING TRUSTEE	1 00	X						0	0	0
(21) CARY A KOCHMAN TRUSTEE	1 00	X						0	0	0
(22) DAVID J KOO TRUSTEE	1 00	X						0	0	0
(23) ANNE E KREBS TRUSTEE	1 00	X						0	0	0
(24) DONNA LAPIETRA TRUSTEE	1 00	X						0	0	0
(25) BRUCE K LEE TRUSTEE	1 00	X						0	0	0
(26) KYM M HUBBARD TRUSTEE	1 00	X						0	0	0
(27) CHERYL E MAYBERRY MCKISSACK TRUSTEE	1 00	X						0	0	0
(28) ANDREW MCNALLY V TRUSTEE	1 00	X						0	0	0
(29) HARVEY L MILLER TRUSTEE	1 00	X						0	0	0
(30) J JAY MILLER TRUSTEE	1 00	X						0	0	0
(31) WADE D MIQUELON TRUSTEE	1 00	X						0	0	0
(32) PATRICK J MULLEN TRUSTEE	1 00	X						0	0	0
(33) ELLEN L O'CONNOR TRUSTEE	1 00	X						0	0	0
(34) JANE B PERKINS TRUSTEE	1 00	X						0	0	0
(35) BRUCE J PILLER TRUSTEE	1 00	X						0	0	0
(36) GINEVRA REED RALPH TRUSTEE	1 00	X						0	0	0
(37) SUSAN REGENSTEIN TRUSTEE	1 00	X						0	0	0
(38) MARC E ROTHMAN TRUSTEE	1 00	X						0	0	0
(39) GREGORY H SACHS TRUSTEE	1 00	X						0	0	0
(40) JOHN F SANDNER TRUSTEE	1 00	X						0	0	0
(41) NANCY S SEARLE TRUSTEE	1 00	X						0	0	0
(42) LLOYD D SEMPLE JR TRUSTEE	1 00	X						0	0	0
(43) BENJAMIN M SHAPIRO TRUSTEE	1 00	X						0	0	0
(44) MARY S SMITH TRUSTEE	1 00	X						0	0	0
(45) GUY E SNYDER TRUSTEE	1 00	X						0	0	0
(46) TRACY SOUDER TRUSTEE	1 00	X						0	0	0
(47) JOHN P TAGUE TRUSTEE	1 00	X						0	0	0
(48) JANE L WARNER TRUSTEE	1 00	X						0	0	0
(49) SUSAN E MORRISON TRUSTEE	1 00	X						0	0	0
(50) REEVE BYRON WAUD TRUSTEE	1 00	X						0	0	0
(51) DAVID P SCHARF TRUSTEE	1 00	X						0	0	0
(52) WILLIAM C STEERS JR TRUSTEE	1 00	X						0	0	0
(53) DONNA SIMS WILLIAMS TRUSTEE	1 00	X						0	0	0
(54) STEVEN M WINTER TRUSTEE	1 00	X						0	0	0
(55) JOYCE M SIMON SECRETARY/TREASURER	45 00			X				284,607	0	24,016
(56) CHRISTOPHER JABIN EXECUTIVE VICE PRESIDENT	45 00				X			217,763	0	31,478
(57) AMY RITTER COWEN EXECUTIVE VICE PRESIDENT	45 00				X			239,676	0	11,284
(58) KENNETH T RAMIREZ EXECUTIVE VICE PRESIDENT	45 00				X			181,252	0	17,167
(59) MICHAEL M DELFINI EXECUTIVE VICE PRESIDENT	45 00				X			188,233	0	29,144
(60) ILZE BERZINS EXECUTIVE VICE PRESIDENT	45 00				X			178,982	0	8,492
(61) CHERYL MELL VICE PRESIDENT	45 00					X		153,967	0	15,785
(62) NANCY B ANSCHEL VICE PRESIDENT	45 00					X		146,429	0	19,064
(63) MATTHEW C BURDEN SENIOR DIRECTOR	45 00					X		130,865	0	26,105
(64) ROGER GERMANN SENIOR VICE PRESIDENT	45 00					X		142,692	0	19,322
(65) JENNIFER BARYL SENIOR DIRECTOR	45 00					X		135,466	0	14,255
(66) DEBRA KERR EXECUTIVE VICE PRESIDENT	45 00						X	146,828	0	12,527
1b Sub-Total . . . . .										
c Total from continuation sheets to Part VII, Section A . . . . .										
d Total (add lines 1b and 1c) . . . . .								2,701,511	0	466,552
2 Total number of individuals (including but not limited to those listed above) who received more than \$100,000 in reportable compensation from the organization▶20										

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

Section B. Independent Contractors

1 Complete this table for your five highest compensated independent contractors that received more than \$100,000 of compensation from the organization		
(A) Name and business address	(B) Description of services	(C) Compensation
KOBOTECH 8 S MICHIGAN AVE CHICAGO, IL 60603	AV SERVICES	703,015
KIMCO 4700 N OKETO AVE HARWOOD HEIGHTS, IL 607064602	CLEANING SERVICES	618,529
AMERICAN SECURITY SERVICES 1515 S HARLEM AVE FOREST PARK, IL 60130	SECURITY SERVICES	472,543
PCI 1 E WACKER DRIVE SUITE 2450 CHICAGO, IL 60601	PUBLIC RELATIONS	230,010
MILES RIVER DIRECT 19 BOARDMAN LANE HAMILTON, MA 01982	DIRECT MAIL MARKETING	201,782
2 Total number of independent contractors (including but not limited to those listed above) who received more than \$100,000 in compensation from the organization ▶11		

Part VIII

Statement of Revenue

			(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	1a	Federated campaigns . . . . .	1a				
	b	Membership dues . . . . .	1b	4,965,104			
	c	Fundraising events . . . . .	1c	292,170			
	d	Related organizations . . . . .	1d				
	e	Government grants (contributions)	1e	5,111,107			
	f	All other contributions, gifts, grants, and similar amounts not included above	1f	19,185,232			
	g	Noncash contributions included in lines 1a-1f \$		1,653,455			
	h	Total. Add lines 1a-1f . . . . .		29,553,613			
	Program Service Revenue	2a	ADMISSIONS	900099	28,646,974	28,646,974	
b		FOOD SERVICE	722210	1,176,295		1,176,295	
c		EDUCATIONAL PROGRAMS	900099	771,452	771,452		
d		BELUGA ENCOUNTERS	900099	242,737	242,737		
e		VALET	900099	98,814		98,814	
f		All other program service revenue		331,023	282,413	48,610	
g		Total. Add lines 2a-2f . . . . .		31,267,295			
Other Revenue		3	Investment income (including dividends, interest and other similar amounts) . . . . .		3,873,355		3,873,355
		4	Income from investment of tax-exempt bond proceeds . . . . .				
	5	Royalties . . . . .					
	6a	Gross Rents	(i) Real 2,468,976	(ii) Personal			
	b	Less rental expenses	430,016				
	c	Rental income or (loss)	2,038,960				
	d	Net rental income or (loss) . . . . .		2,038,960		2,038,960	
	7a	Gross amount from sales of assets other than inventory	(i) Securities 90,998,265	(ii) Other			
	b	Less cost or other basis and sales expenses	89,405,457				
	c	Gain or (loss)	1,592,808				
	d	Net gain or (loss) . . . . .		1,592,808		1,592,808	
	8a	Gross income from fundraising events (not including \$ 292,170 of contributions reported on line 1c) See Part IV, line 18 . . . . .	a 244,090				
	b	Less direct expenses . . . . .	b 481,852				
	c	Net income or (loss) from fundraising events . . . . .		-237,762		-237,762	
	9a	Gross income from gaming activities See Part IV, line 19 . . . . .	a				
b	Less direct expenses . . . . .	b					
c	Net income or (loss) from gaming activities . . . . .						
10a	Gross sales of inventory, less returns and allowances . . . . .	a					
b	Less cost of goods sold . . . . .	b					
c	Net income or (loss) from sales of inventory . . . . .						
Miscellaneous Revenue			Business Code				
11a	OTHER REVENUE	900099	194,360		10,000	184,360	
b							
c							
d	All other revenue . . . . .						
e	Total. Add lines 11a-11d . . . . .		194,360				
12	Total revenue. See Instructions . . . . .		68,282,629	29,943,576	10,000	8,775,440	

Part IX

Statement of Functional Expenses

Section 501(c)(3) and 501(c)(4) organizations must complete all columns.

All other organizations must complete column (A) but are not required to complete columns (B), (C), and (D).

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 U S See Part IV, line 21	7,200	7,200		
2	Grants and other assistance to individuals in the U S See Part IV, line 22				
3	Grants and other assistance to governments, organizations, and individuals outside the U S 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 . . . . .	2,204,758	603,270	955,916	645,572
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	15,538,264	11,576,777	2,802,102	1,159,385
8	Pension plan contributions (include section 401(k) and section 403(b) employer contributions) . . . . .	731,433	474,327	175,491	81,615
9	Other employee benefits . . . . .	2,641,996	1,891,419	565,985	184,592
10	Payroll taxes . . . . .	1,283,446	822,911	314,348	146,187
a	Fees for services (non-employees)				
	Management . . . . .	1,513,793	1,469,577	35,290	8,926
b	Legal . . . . .	20,765		20,765	
c	Accounting . . . . .	76,990		76,990	
d	Lobbying . . . . .	104,326		104,326	
e	Professional fundraising services See Part IV, line 17 . . . . .				
f	Investment management fees . . . . .	437,920		437,920	
g	Other . . . . .	100,959	74,144	26,815	
12	Advertising and promotion . . . . .	1,640,723		1,618,036	22,687
13	Office expenses . . . . .	3,122,964	2,357,757	721,187	44,020
14	Information technology . . . . .	23,474		23,474	
15	Royalties . . . . .				
16	Occupancy . . . . .	2,144,626	2,035,862	91,680	17,084
17	Travel . . . . .	731,223	504,559	129,540	97,124
18	Payments of travel or entertainment expenses for any federal, state, or local public officials . . . . .				
19	Conferences, conventions, and meetings . . . . .	36,275	28,303	5,978	1,994
20	Interest . . . . .	1,685,064	1,682,181		2,883
21	Payments to affiliates . . . . .				
22	Depreciation, depletion, and amortization . . . . .	11,753,741	11,240,706	428,674	84,361
23	Insurance . . . . .	534,797	71,979	462,818	
24	Other expenses Itemize expenses not covered above (List miscellaneous expenses in line 24f If line 24f amount exceeds 10% of line 25, column (A) amount, list line 24f expenses on Schedule O )				
a	OTHER CONTRACTUAL SERVI	3,344,944	2,440,045	597,703	307,196
b	REPAIR AND MAINTENANCE	1,196,719	995,131	171,727	29,861
c	OTHER EXPENSES	564,394	363,501	175,392	25,501
d	FOOD SERVICE EXPENSE	544,418	544,418		
e	PROFESSIONAL DEVELOPMEN	103,968	57,732	40,058	6,178
f	All other expenses				
25	Total functional expenses. Add lines 1 through 24f	52,164,180	39,316,799	9,982,215	2,865,166
26	Joint costs. Check here <input checked="" type="checkbox"/> if following SOP 98-2 (ASC 958-720) Complete this line only if the organization reported in column (B) joint costs from a combined educational campaign and fundraising solicitation				

Part X

Balance Sheet

					(A)		(B)
					Beginning of year		End of year
Assets	1	Cash—non-interest-bearing . . . . .				1	
	2	Savings and temporary cash investments . . . . .			6,514,044	2	18,270,119
	3	Pledges and grants receivable, net . . . . .			14,139,822	3	17,339,639
	4	Accounts receivable, net . . . . .			1,956,336	4	1,656,930
	5	Receivables from current and former officers, directors, trustees, key employees, and highest compensated employees. Complete Part II of Schedule L . . . . .				5	
	6	Receivables from other disqualified persons (as defined under section 4958(f)(1)), persons described in section 4958(c)(3)(B), and contributing employers, and sponsoring organizations of section 501(c)(9) voluntary employees' beneficiary organizations (see instructions). Schedule L . . . . .				6	
	7	Notes and loans receivable, net . . . . .				7	
	8	Inventories for sale or use . . . . .				8	
	9	Prepaid expenses and deferred charges . . . . .			2,015,475	9	1,945,615
	10a	Land, buildings, and equipment: cost or other basis. Complete Part VI of Schedule D.	10a	280,663,682			
	b	Less: accumulated depreciation . . . . .	10b	117,668,154	170,929,116	10c	162,995,528
	11	Investments—publicly traded securities . . . . .			89,802,913	11	124,630,771
	12	Investments—other securities. See Part IV, line 11 . . . . .			48,409,600	12	30,742,623
	13	Investments—program-related. See Part IV, line 11 . . . . .				13	
	14	Intangible assets . . . . .				14	
	15	Other assets. See Part IV, line 11 . . . . .			1,674,345	15	2,193,480
16	Total assets. Add lines 1 through 15 (must equal line 34) . . . . .			335,441,651	16	359,774,705	
Liabilities	17	Accounts payable and accrued expenses . . . . .			4,627,794	17	4,916,607
	18	Grants payable . . . . .				18	
	19	Deferred revenue . . . . .			893,912	19	803,944
	20	Tax-exempt bond liabilities . . . . .			31,425,332	20	30,209,312
	21	Escrow or custodial account liability. Complete Part IV of Schedule D . . . . .				21	
	22	Payables to current and former officers, directors, trustees, key employees, highest compensated employees, and disqualified persons. Complete Part II of Schedule L . . . . .				22	
	23	Secured mortgages and notes payable to unrelated third parties . . . . .				23	
	24	Unsecured notes and loans payable to unrelated third parties . . . . .			25,000,000	24	22,021,221
	25	Other liabilities. Complete Part X of Schedule D . . . . .			4,355,275	25	4,994,086
	26	Total liabilities. Add lines 17 through 25 . . . . .			66,302,313	26	62,945,170
Net Assets or Fund Balances	Organizations that follow SFAS 117, check here <input checked="" type="checkbox"/> and complete lines 27 through 29, and lines 33 and 34.						
	27	Unrestricted net assets . . . . .			214,250,760	27	231,243,726
	28	Temporarily restricted net assets . . . . .			43,416,393	28	50,191,190
	29	Permanently restricted net assets . . . . .			11,472,185	29	15,394,619
	Organizations that do not follow SFAS 117, check here <input type="checkbox"/> and complete lines 30 through 34.						
	30	Capital stock or trust principal, or current funds . . . . .				30	
	31	Paid-in or capital surplus, or land, building or equipment fund . . . . .				31	
	32	Retained earnings, endowment, accumulated income, or other funds . . . . .				32	
	33	Total net assets or fund balances . . . . .			269,139,338	33	296,829,535
34	Total liabilities and net assets/fund balances . . . . .			335,441,651	34	359,774,705	

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	68,282,629
2	Total expenses (must equal Part IX, column (A), line 25)	2	52,164,180
3	Revenue less expenses Subtract line 2 from line 1	3	16,118,449
4	Net assets or fund balances at beginning of year (must equal Part X, line 33, column (A))	4	269,139,338
5	Other changes in net assets or fund balances (explain in Schedule O)	5	11,571,748
6	Net assets or fund balances at end of year Combine lines 3, 4, and 5 (must equal Part X, line 33, column (B))	6	296,829,535

Part XII Financial Statements and Reporting

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

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

SCHEDULE A  
(Form 990 or 990EZ)

Department of the Treasury  
Internal Revenue Service

Public Charity Status and Public Support

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

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

OMB No 1545-0047

2010

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 - Other

e

☐

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

f

☐

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

g

☐

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

(i)

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

(ii)

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

(iii)

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

h

☐

Provide the following information about the supported organization(s)

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

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

Part II

Support Schedule for Organizations Described in 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) 2006	(b) 2007	(c) 2008	(d) 2009	(e) 2010	(f) Total
1 Gifts, grants, contributions, and membership fees received (Do not include any "unusual grants.")	15,261,627	13,171,983	26,574,307	14,699,777	25,342,155	95,049,849
2 Tax revenues levied for the organization's benefit and either paid to or expended on its behalf	4,982,732	4,376,715	5,023,355	4,452,963	4,211,458	23,047,223
3 The value of services or facilities furnished by a governmental unit to the organization without charge						
4 Total. Add lines 1 through 3	20,244,359	17,548,698	31,597,662	19,152,740	29,553,613	118,097,072
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)						2,264,514
6 Public Support. Subtract line 5 from line 4						115,832,558

Section B. Total Support

Calendar year (or fiscal year beginning in) ▶	(a) 2006	(b) 2007	(c) 2008	(d) 2009	(e) 2010	(f) Total
7 Amounts from line 4	20,244,359	17,548,698	31,597,662	19,152,740	29,553,613	118,097,072
8 Gross income from interest, dividends, payments received on securities loans, rents, royalties and income from similar sources	6,581,988	7,506,777	7,152,503	5,877,350	6,342,331	33,460,949
9 Net income from unrelated business activities, whether or not the business is regularly carried on	21,281	32,578	39,730	121,134	10,000	224,723
10 Other income Do not include gain or loss from the sale of capital assets (Explain in Part IV )	1,313,617	1,541,730	1,315,086	119,609	184,360	4,474,402
11 Total support (Add lines 7 through 10)						156,257,146
12 Gross receipts from related activities, etc (See instructions )					12	136,431,598
13 First Five Years If the Form 990 is for the organization's first, second, third, fourth, or fifth tax year as a 501(c)(3) organization, check this box and stop here ▶						

Section C. Computation of Public Support Percentage

14 Public Support Percentage for 2010 (line 6 column (f) divided by line 11 column (f))	14	74 130 %
15 Public Support Percentage for 2009 Schedule A, Part II, line 14	15	72 400 %
16a 33 1/3% support test—2010. If the organization did not check the box on line 13, and line 14 is 33 1/3% or more, check this box and stop here. The organization qualifies as a publicly supported organization ▶		
b 33 1/3% support test—2009. If the organization did not check the box on line 13 or 16a, and line 15 is 33 1/3% or more, check this box and stop here. The organization qualifies as a publicly supported organization ▶		
17a 10%-facts-and-circumstances test—2010. If the organization did not check a box on line 13, 16a, or 16b and line 14 is 10% or more, and if the organization meets the "facts and circumstances" test, check this box and stop here. Explain in Part IV how the organization meets the "facts and circumstances" test The organization qualifies as a publicly supported organization ▶		
b 10%-facts-and-circumstances test—2009. If the organization did not check a box on line 13, 16a, 16b, or 17a and line 15 is 10% or more, and if the organization meets the "facts and circumstances" test, check this box and stop here. Explain in Part IV how the organization meets the "facts and circumstances" test The organization qualifies as a publicly supported organization ▶		
18 Private Foundation If the organization did not check a box on line 13, 16a, 16b, 17a or 17b, check this box and see instructions ▶		

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

Section A. Public Support						
Calendar year (or fiscal year beginning in) ▶	(a) 2006	(b) 2007	(c) 2008	(d) 2009	(e) 2010	(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) 2006	(b) 2007	(c) 2008	(d) 2009	(e) 2010	(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 2010 (line 8 column (f) divided by line 13 column (f))	15	
16 Public support percentage from 2009 Schedule A, Part III, line 15	16	

Section D. Computation of Investment Income Percentage		
17 Investment income percentage for 2010 (line 10c column (f) divided by line 13 column (f))	17	
18 Investment income percentage from 2009 Schedule A, Part III, line 17	18	
19a 33 1/3% support tests—2010. 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—2009. If the organization did not check a box on line 14 or line 19a, and line 16 is more than 33 1/3% and line 18 is not more than 33 1/3%, check this box and stop here. The organization qualifies as a publicly supported organization ▶		
20 Private Foundation If the organization did not check a box on line 14, 19a or 19b, check this box and see instructions ▶		



Part IV

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

Facts And Circumstances Test

SCHEDULE C  
(Form 990 or 990-EZ)

Department of the Treasury  
Internal Revenue Service

Political Campaign and Lobbying Activities

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

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

OMB No 1545-0047

2010

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 35a (Proxy Tax), then**

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

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

**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 funtion activities

▶ \$ \_\_\_\_\_
- 3

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

▶ \$ \_\_\_\_\_
- 4

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

☐ Yes ☐ No
- 5

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

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

Part II-A

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

A

Check

☐

if the filing organization belongs to an affiliated group

B

Check

☐

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

Limits on Lobbying Expenditures (The term "expenditures" means amounts paid or incurred.)		(a) Filing Organization's Totals	(b) Affiliated Group Totals												
1a Total lobbying expenditures to influence public opinion (grass roots lobbying)															
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															
<table><tr><td>If the amount on line 1e, column (a) or (b) is:</td><td>The lobbying nontaxable amount is:</td></tr><tr><td>Not over \$500,000</td><td>20% of the amount on line 1e</td></tr><tr><td>Over \$500,000 but not over \$1,000,000</td><td>\$100,000 plus 15% of the excess over \$500,000</td></tr><tr><td>Over \$1,000,000 but not over \$1,500,000</td><td>\$175,000 plus 10% of the excess over \$1,000,000</td></tr><tr><td>Over \$1,500,000 but not over \$17,000,000</td><td>\$225,000 plus 5% of the excess over \$1,500,000</td></tr><tr><td>Over \$17,000,000</td><td>\$1,000,000</td></tr></table>		If the amount on line 1e, column (a) or (b) is:	The lobbying nontaxable amount is:	Not over \$500,000	20% of the amount on line 1e	Over \$500,000 but not over \$1,000,000	\$100,000 plus 15% of the excess over \$500,000	Over \$1,000,000 but not over \$1,500,000	\$175,000 plus 10% of the excess over \$1,000,000	Over \$1,500,000 but not over \$17,000,000	\$225,000 plus 5% of the excess over \$1,500,000	Over \$17,000,000	\$1,000,000		
If the amount on line 1e, column (a) or (b) is:	The lobbying nontaxable amount is:														
Not over \$500,000	20% of the amount on line 1e														
Over \$500,000 but not over \$1,000,000	\$100,000 plus 15% of the excess over \$500,000														
Over \$1,000,000 but not over \$1,500,000	\$175,000 plus 10% of the excess over \$1,000,000														
Over \$1,500,000 but not over \$17,000,000	\$225,000 plus 5% of the excess over \$1,500,000														
Over \$17,000,000	\$1,000,000														
g Grassroots nontaxable amount (enter 25% of line 1f)															
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) 2007	(b) 2008	(c) 2009	(d) 2010	(e) Total
2a Lobbying non-taxable amount					
b Lobbying ceiling amount (150% of line 2a, column(e))					
c Total lobbying expenditures					
d Grassroots non-taxable 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)).

		(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?		No		
	b Paid staff or management (include compensation in expenses reported on lines 1c through 1i)?	Yes			
	c Media advertisements?		No		
	d Mailings to members, legislators, or the public?		No		
	e Publications, or published or broadcast statements?		No		
	f Grants to other organizations for lobbying purposes?	Yes			
	g Direct contact with legislators, their staffs, government officials, or a legislative body?	Yes			3,542
	h Rallies, demonstrations, seminars, conventions, speeches, lectures, or any similar means?		No		
	i Other activities? If "Yes," describe in Part IV	Yes			104,326
j Total lines 1c through 1i				107,868	
2a	Did the activities in line 1 cause the organization to be not described in section 501(c)(3)?		No		
b	If "Yes," enter the amount of any tax incurred under section 4912				
c	If "Yes," enter the amount of any tax incurred by organization managers under section 4912				
d	If the filing organization incurred a section 4912 tax, did it file Form 4720 for this year?				

Part III-A

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

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

Part III-B

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

1	Dues, assessments and similar amounts from members	1	
2	Section 162(e) non-deductible lobbying and political expenditures (do not include amounts of political expenses for which the section 527(f) tax was paid).		
		2a	
		2b	
		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, and Part II-B, line 1.  
Also, complete this part for any additional information.

Identifier	Return Reference	Explanation
EXPLANATION OF OTHER LOBBYING ACTIVITIES	PART II-B, LINE 1I	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, 11, or 12.  
► Attach to Form 990. ► See separate instructions.

OMB No 1545-0047

2010

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? <div><input type="checkbox"/> Yes <input type="checkbox"/> No</div>	
6	Did the organization inform all grantees, donors, and donor advisors in writing that grant funds may be used only for charitable purposes and not for the benefit of the donor or donor advisor, or for any other purpose conferring impermissible private benefit <div><input type="checkbox"/> Yes <input type="checkbox"/> No</div>	

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

1	Purpose(s) of conservation easements held by the organization (check all that apply) <div><input type="checkbox"/> Preservation of land for public use (e g , recreation or pleasure) <input type="checkbox"/> Preservation of an historically importantly land area</div> <div><input type="checkbox"/> Protection of natural habitat <input type="checkbox"/> Preservation of a certified historic structure</div> <div><input type="checkbox"/> Preservation of open space</div>											
2	Complete lines 2a–2d if the organization held a qualified conservation contribution in the form of a conservation easement on the last day of the tax year											
		<table><tr><td></td><td>Held at the End of the Year</td></tr><tr><td>a</td><td>Total number of conservation easements</td></tr><tr><td>b</td><td>Total acreage restricted by conservation easements</td></tr><tr><td>c</td><td>Number of conservation easements on a certified historic structure included in (a)</td></tr><tr><td>d</td><td>Number of conservation easements included in (c) acquired after 8/17/06</td></tr></table>		Held at the End of the Year	a	Total number of conservation easements	b	Total acreage restricted by conservation easements	c	Number of conservation easements on a certified historic structure included in (a)	d	Number of conservation easements included in (c) acquired after 8/17/06
	Held at the End of the Year											
a	Total number of conservation easements											
b	Total acreage restricted by conservation easements											
c	Number of conservation easements on a certified historic structure included in (a)											
d	Number of conservation easements included in (c) acquired after 8/17/06											
3	Number of conservation easements modified, transferred, released, extinguished, or terminated by the organization during the taxable year ► _____											
4	Number of states where property subject to conservation easement is located ► _____											
5	Does the organization have a written policy regarding the periodic monitoring, inspection, handling of violations, and enforcement of the conservation easements it holds? <div><input type="checkbox"/> Yes <input type="checkbox"/> No</div>											
6	Staff and volunteer hours devoted to monitoring, inspecting and enforcing conservation easements during the year ► _____											
7	Amount of expenses incurred in monitoring, inspecting, and enforcing conservation easements during the year ► \$ _____											
8	Does each conservation easement reported on line 2(d) above satisfy the requirements of section 170(h)(4)(B)(i) and 170(h)(4)(B)(ii)? <div><input type="checkbox"/> Yes <input type="checkbox"/> No</div>											
9	In Part XIV, describe how the organization reports conservation easements in its revenue and expense statement, and balance sheet, and include, if applicable, the text of the footnote to the organization's financial statements that describes the organization's accounting for conservation easements											

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

1a	If the organization elected, as permitted under SFAS 116, not to report in its revenue statement and balance sheet works of art, historical treasures, or other similar assets held for public exhibition, education or research in furtherance of public service, provide, in Part XIV, the text of the footnote to its financial statements that describes these items	
b	If the organization elected, as permitted under SFAS 116, to report in its revenue statement and balance sheet works of art, historical treasures, or other similar assets held for public exhibition, education, or research in furtherance of public service, provide the following amounts relating to these items	
	(i) Revenues included in Form 990, Part VIII, line 1	► \$ _____
	(ii) Assets included in Form 990, Part X	► \$ _____
2	If the organization received or held works of art, historical treasures, or other similar assets for financial gain, provide the following amounts required to be reported under SFAS 116 relating to these items	
a	Revenues included in Form 990, Part VIII, line 1	► \$ _____
b	Assets included in Form 990, Part X	► \$ _____

Part III

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

3

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

a

☒ Public exhibition

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 XIV

5

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

☐ Yes☒ No

Part IV

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

1a

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

☐ Yes☐ No

b

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

	Amount
1c	
1d	
1e	
1f	

c

Beginning balance

d

Additions during the year

e

Distributions during the year

f

Ending balance

2a

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

☐ Yes☐ No

b

If "Yes," explain the arrangement in Part XIV

Part V

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

	(a)Current Year	(b)Prior Year	(c)Two Years Back	(d)Three Years Back	(e)Four Years Back
1a	Beginning of year balance . . . . .	113,076,988	91,077,342	132,151,788	
b	Contributions . . . . .	7,815,313	342,242	200,000	
c	Investment earnings or losses . . . . .	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 . . . . .	136,329,732	113,076,988	91,077,342	

2

Provide the estimated percentage of the year end balance held as

a

Board designated or quasi-endowment ▶ 64 870 %

b

Permanent endowment ▶ 10 440 %

c

Term endowment ▶ 24 690 %

3a

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

(i)

unrelated organizations . . . . .

3a(i)

☐ Yes☐ No

(ii)

related organizations . . . . .

3a(ii)

☐ Yes☐ No

b

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

3b

☐ Yes☐ No

4

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

Part VI

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

Description of investment	(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	33,812,507	70,411,012
c Leasehold improvements . . . . .		118,384,296	49,767,092	68,617,204
d Equipment . . . . .		56,302,545	34,088,555	22,213,990
e Other . . . . .		1,753,322		1,753,322
Total. Add lines 1a-1e (Column (d) should equal Form 990, Part X, column (B), line 10(c).) . . . . . ▶				162,995,528



Part XIReconciliation of Change in Net Assets from Form 990 to Financial Statements		
1	Total revenue (Form 990, Part VIII, column (A), line 12)	168,282,629
2	Total expenses (Form 990, Part IX, column (A), line 25)	252,164,180
3	Excess or (deficit) for the year Subtract line 2 from line 1	316,118,449
4	Net unrealized gains (losses) on investments	411,571,748
5	Donated services and use of facilities	
6	Investment expenses	
7	Prior period adjustments	
8	Other (Describe in Part XIV)	
9	Total adjustments (net) Add lines 4 - 8	911,571,748
10	Excess or (deficit) for the year per financial statements Combine lines 3 and 9	1027,690,197

Part XIIReconciliation of Revenue per Audited Financial Statements With Revenue per Return		
1	Total revenue, gains, and other support per audited financial statements . . . . .	180,328,325
2	Amounts included on line 1 but not on Form 990, Part VIII, line 12	
a	Net unrealized gains on investments . . . . .2a11,571,748	
b	Donated services and use of facilities . . . . .2b	
c	Recoveries of prior year grants . . . . .2c	
d	Other (Describe in Part XIV) . . . . .2d911,868	
e	Add lines 2a through 2d . . . . .	2e12,483,616
3	Subtract line 2e from line 1 . . . . .	367,844,709
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 . . . . .4a437,920	
b	Other (Describe in Part XIV) . . . . .4b	
c	Add lines 4a and 4b . . . . .	4c437,920
5	Total Revenue Add lines 3 and 4c. (This should equal Form 990, Part I, line 12 ) . . . . .	568,282,629

Part XIIIReconciliation of Expenses per Audited Financial Statements With Expenses per Return		
1	Total expenses and losses per audited financial statements . . . . .	152,638,128
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 XIV) . . . . .2d911,868	
e	Add lines 2a through 2d . . . . .	2e911,868
3	Subtract line 2e from line 1 . . . . .	351,726,260
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 . . . . .4a437,920	
b	Other (Describe in Part XIV) . . . . .4b	
c	Add lines 4a and 4b . . . . .	4c437,920
5	Total expenses Add lines 3 and 4c. (This should equal Form 990, Part I, line 18 ) . . . . .	552,164,180

Part XIVSupplemental Information

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

Identifier	Return Reference	Explanation
	PART III, LINE 1A	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 INCLUDES 928 SPECIES OF FISHES AND 198 SPECIES OF INVERTEBRATES. IN ADDITION THERE ARE OVER 39 SPECIES OF REPTILES, 29 SPECIES OF AMPHIBIANS, 10 SPECIES OF MARINE MAMMALS AND 10 SPECIES OF BIRDS. ALTOGETHER, THE COLLECTIONS INCLUDE 1,800 FISHES AND INVERTEBRATES FROM 77 PROTECTED SPECIES. ABOUT 1,700 OF THESE ANIMALS ARE OFF-EXHIBIT FOR BREEDING PURPOSES. AT SHEDD AQUARIUM, ANIMALS CONNECT INDIVIDUALS TO THE LIVING WORLD THROUGH EXHIBITS AND EDUCATION PROGRAMS, INSPIRING THEM TO MAKE A DIFFERENCE BY TAKING CONSERVATION ACTION BOTH GLOBALLY AND LOCALLY.
DESCRIPTION OF UNCERTAIN TAX POSITIONS UNDER FIN 48	PART X	FIN 48 FOOTNOTE - UNDER GAAP, 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, 2010 AND 2009 AND IS NO LONGER SUBJECT TO EXAMINATION BY FEDERAL, STATE OR LOCAL TAX AUTHORITIES FOR PERIODS BEFORE 2007.
PART XII, LINE 2D - OTHER ADJUSTMENTS		FUNDRAISING EVENTS 481,852 GIFT SHOPS 430,016
PART XIII, LINE 2D - OTHER ADJUSTMENTS		FUNDRAISING EVENTS 481,852 GIFT SHOPS 430,016



<b>Employer identification number</b>
36-2167918

**3** Activites per Region (Use Part V If additional space is needed )

For Privacy Act and Paperwork Reduction Act Notice, see the Instructions for Form 990. Cat No 50082W Schedule F (Form 990) 2010

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. Check this box if no one recipient received more than \$5,000 . . . . . ☒

Use Part V 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			

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

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

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

[illegible]

**Part IV Foreign Forms**

- 1

Was the organization a U S transferor of property to a foreign corporation during the tax year? *If "Yes," the organization may be required to file Form 926 (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 and/or Form 3520-A. (see instructions for Forms 3520 and 3520-A)*

☐

Yes

☒

No
- 3

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

☐

Yes

☒

No
- 4

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

☐

Yes

☒

No
- 5

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

☐

Yes

☒

No
- 6

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

☐

Yes

☒

No

Complete this part to provide the information (see instructions) required in Part I, line 2, and any additional information.

**Schedule F (Form 990) 2010**

SCHEDULE G  
(Form 990 or 990-EZ)

Department of the Treasury  
Internal Revenue Service

Supplemental Information Regarding  
Fundraising or Gaming Activities

Complete if the organization answered "Yes" to Form 990, Part IV, lines 17, 18, or 19,  
or if the organization entered more than \$15,000 on Form 990-EZ, line 6a.  
▶ Attach to Form 990 or Form 990-EZ. ▶ See separate instructions.

OMB No 1545-0047

2010

Open to Public  
Inspection

Name of the organization  
SHEDD AQUARIUM SOCIETY

Employer identification number  
36-2167918

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

1

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

a

☐

Mail solicitations

e

☐

Solicitation of non-government grants

b

☐

Internet and e-mail solicitations

f

☐

Solicitation of government grants

c

☐

Phone solicitations

g

☐

Special fundraising events

d

☐

In-person solicitations

2a

Did the organization have a written or oral agreement with any individual (including officers, directors, trustees or key employees listed in Form 990, Part VII) or entity in connection with professional fundraising services?

☐ Yes

☐ No

b

If "Yes," list the ten highest paid individuals or entities (fundraisers) pursuant to agreements under which the fundraiser is to be compensated at least \$5,000 by the organization. Form 990-EZ filers are not required to complete this table.

(i) Name and address of individual or entity (fundraiser)	(ii) Activity	(iii) Did fundraiser have custody or control of contributions?		(iv) Gross receipts from activity	(v) Amount paid to (or retained by) fundraiser listed in col (i)	(vi) Amount paid to (or retained by) organization
		Yes	No			
Total . . . . . ▶						

3

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

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

Revenue		(a) Event #1	(b) Event #2	(c) Other Events	(d) Total Events
		TRUSTEE GALA	BLU		(Add col (a) through col (c))
		(event type)	(event type)	(total number)	
1	Gross receipts . . . .	463,010	73,250		536,260
2	Less Charitable contributions . . . .	292,170	0		292,170
3	Gross income (line 1 minus line 2) . . . .	170,840	73,250		244,090
Direct Expenses	4	Cash prizes . . . .			
	5	Non-cash prizes . . . .			
	6	Rent/facility costs . . . .			
	7	Food and beverages . . . .			
	8	Entertainment . . . .			
	9	Other direct expenses . . . .	380,778	101,074	481,852
	10	Direct expense summary Add lines 4 through 9 in column (d) . . . . . ▶			
	11	Net income summary Combine lines 3 and 10 in column (d). . . . . ▶			
					-237,762

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.

Revenue		(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 Non-cash prizes . . . . .				
	4 Rent/facility costs . . . . .				
	5 Other direct expenses . . . . .				
	6 Volunteer labor . . . . .	<div><div><input type="checkbox"/> Yes %</div><div><input type="checkbox"/> No</div></div>	<div><div><input type="checkbox"/> Yes %</div><div><input type="checkbox"/> No</div></div>	<div><div><input type="checkbox"/> Yes %</div><div><input type="checkbox"/> No</div></div>	
7 Direct expense summary Add lines 2 through 5 in column (d) . . . . . ▶					
8 Net gaming income summary Combine lines 1 and 7 in column (d) . . . . . ▶					

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

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

b If "No," Explain \_\_\_\_\_

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

b If "Yes," Explain \_\_\_\_\_

11

Does the organization operate gaming activities with nonmembers?

☐ Yes ☐ No

12

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

☐ Yes ☐ No

13

Indicate the percentage of gaming activity operated in

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

14

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

Name

Address

15a

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

☐ Yes ☐ No

b

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

c

If "Yes," enter name and address

Name

Address

16 Gaming manager information

Name

Gaming manager compensation \$

Description of services provided

☐ Director/officer

☐ Employee

☐ Independent contractor

17

Mandatory distributions

a

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

☐ Yes ☐ No

b

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

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

Identifier	ReturnReference	Explanation
------------	-----------------	-------------



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

2010

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. Check this box if no one recipient 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 Code section if applicable	(d) Amount of cash grant	(e) Amount of non-cash assistance	(f) Method of valuation (book, FMV, appraisal, other)	(g) Description of non-cash assistance	(h) Purpose of grant or assistance
(1) INTERNATIONAL IGUANA FOUNDATION 1989 COLONIAL PARKWAY FORT WORTH, TX 76110	75-2954637	501(C)(3)	5,000				CONSERVATION

2

Enter total number of section 501(c)(3) and government organizations . . . . .

▶ 1

3

Enter total number of other organizations . . . . .

▶

**Part III**

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

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

**Part IV**

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

Identifier	Return Reference	Explanation
PROCEDURE FOR MONITORING GRANTS IN THE U S	PART I, LINE 2	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)

Compensation Information

OMB No 1545-0047

2010

Open to Public Inspection

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

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

▶ Attach to Form 990. ▶ See separate instructions.

Name of the organization  
SHEDD AQUARIUM SOCIETY

Employer identification number  
36-2167918

Part I

Questions Regarding Compensation

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

**Part II** **Officers, Directors, Trustees, Key Employees, and Highest Compensated Employees.** Use duplicate copies if additional space is needed.

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

**Note.** The sum of columns (B)(i)-(iii) must equal the applicable column (D) or column (E) amounts on Form 990, Part VII, line 1a

(A) Name		(B) Breakdown of W-2 and/or 1099-MISC compensation			(C) Retirement and other deferred compensation	(D) Nontaxable benefits	(E) Total of columns (B)(i)-(D)	(F) Compensation reported in prior Form 990 or Form 990-EZ
		(i) Base compensation	(ii) Bonus & incentive compensation	(iii) Other reportable compensation				
(1) TED A BEATTIE	(i)	431,111	101,640	22,000	227,616	10,297	792,664	0
	(ii)	0	0	0	0	0	0	0
(2) JOYCE M SIMON	(i)	221,111	26,000	37,496	13,719	10,297	308,623	0
	(ii)	0	0	0	0	0	0	0
(3) CHRISTOPHER JABIN	(i)	197,366	5,000	15,397	13,198	18,280	249,241	0
	(ii)	0	0	0	0	0	0	0
(4) AMY RITTER COWEN	(i)	175,176	35,000	29,500	10,692	592	250,960	0
	(ii)	0	0	0	0	0	0	0
(5) KENNETH T RAMIREZ	(i)	167,774	10,000	3,478	6,957	10,210	198,419	0
	(ii)	0	0	0	0	0	0	0
(6) MICHAEL M DELFINI	(i)	163,689	10,000	14,544	10,908	18,236	217,377	0
	(ii)	0	0	0	0	0	0	0
(7) ILZE BERZINS	(i)	175,654	0	3,328	2,132	6,360	187,474	0
	(ii)	0	0	0	0	0	0	0
(8) CHERYL MELL	(i)	146,089	0	7,878	9,453	6,332	169,752	0
	(ii)	0	0	0	0	0	0	0
(9) NANCY B ANSHEL	(i)	131,561	3,000	11,868	8,901	10,163	165,493	0
	(ii)	0	0	0	0	0	0	0
(10) MATTHEW C BURDEN	(i)	119,893	3,000	7,972	7,972	18,133	156,970	0
	(ii)	0	0	0	0	0	0	0
(11) ROGER GERMANN	(i)	123,038	5,000	14,654	8,471	10,851	162,014	0
	(ii)	0	0	0	0	0	0	0
(12) DEBRA KERR	(i)	42,655	0	104,173	5,832	6,695	159,355	0
	(ii)	0	0	0	0	0	0	0
( 13 )								
( 14 )								
( 15 )								
( 16 )								

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

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

Identifier	Return Reference	Explanation
	PART I, LINE 1A	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 4A	PART I, LINE 4A   LINE 4A - DEBRA B KERR - SEVERANCE PAY \$95,425   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 \$212,916
	PART I, LINE 5	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	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 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

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Schedule K  
(Form 990)

Department of the Treasury  
Internal Revenue Service

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 Schedule O (Form 990).  
▶ Attach to Form 990. ▶ See separate instructions.

DLN: 93493133024981

OMB No 1545-0047

2010

Open to Public  
Inspection

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) Pool financing	
						Yes	No	Yes	No	Yes	No
A ILLINOIS FINANCE AUTHORITY	86-1091967	45200BSF6	11-08-2005	35,881,436	ADVANCE REFUND 1997 BONDS		X		X		X

Part II Proceeds											
					A	B	C	D			
1	Amount of bonds retired										
2	Amount of bonds legally defeased										
3	Total proceeds of issue				35,881,436						
4	Gross proceeds in reserve funds										
5	Capitalized interest from proceeds										
6	Proceeds in refunding escrow				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	
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						

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

Cat No 50193E

Schedule K (Form 990) 2010

Part IIIPrivate Business Use (Continued)

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

Part IVArbitrage

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

Part VSupplemental Information

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

Identifier	Return Reference	Explanation

SCHEDULE M  
(Form 990)

NonCash Contributions

OMB No 1545-0047

2010

Open to Public Inspection

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

Department of the Treasury  
Internal Revenue Service

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 oncash 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	28	1,334,460	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 .				
FOOD &				
25 Other ► ( BEVERAGE )	X	32	217,217	FAIR MARKET VALUE
AIRLINE				
26 Other ► ( TICKETS )	X	1	72,257	FAIR MARKET VALUE
27 Other ► ( MISCELLANEOUS )	X	3	29,521	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

30a During the year, did the organization receive by contribution any property reported in Part I, lines 1-28 that it must hold for at least three years from the date of the initial contribution, and which is not required to be used for exempt purposes for the entire holding period? . . . . .

30a

Yes

No

No

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

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

31

Yes

32a Does the organization hire or use third parties or related organizations to solicit, process, or sell non-cash contributions? . . . . .

32a

No

b If "Yes," describe in Part II

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



**Part II**

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

Identifier	Return Reference	Explanation
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SCHEDULE O

(Form 990 or 990-EZ)

Department of the Treasury  
Internal Revenue Service

Supplemental Information to Form 990 or 990-EZ

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

OMB No 1545-0047

2010

Open to Public  
Inspection

Name of the organization SHEDD AQUARIUM SOCIETY	Employer identification number 36-2167918
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Identifier	Return Reference	Explanation
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

Identifier	Return Reference	Explanation
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

Identifier	Return Reference	Explanation
FORM 990, PART VI, SECTION A, LINE 4		THE ORGANIZATION AMENDED ITS BY LAWS TO ESTABLISH A SEPARATE AUDIT COMMITTEE OF THE BOARD MADE UP OF INDEPENDENT TRUSTEES

Identifier	Return Reference	Explanation
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 WITH THE ORGANIZATION'S PRESIDENT/CEO AND CHIEF FINANCIAL OFFICER TO REVIEW THE FORM 990 AND RELATED SCHEDULES SUBSEQUENTLY, EACH TRUSTEE WAS REQUESTED 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

Identifier	Return Reference	Explanation
	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 FINANCE AND AUDIT COMMITTEE OF THE BOARD OF TRUSTEES.

Identifier	Return Reference	Explanation
	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 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.

Identifier	Return Reference	Explanation
	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



Identifier	Return Reference	Explanation
CHANGES IN NET ASSETS OR FUND BALANCES	FORM 990, PART XI, LINE 5	NET UNREALIZED GAINS ON INVESTMENTS 11,571,748

Identifier	Return Reference	Explanation
EXECUTIVE COMMITTEE AUTHORITY	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 BY LAWS, 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

Additional Data

Software ID:

Software Version:

EIN: 36-2167918

Name: SHEDD AQUARIUM SOCIETY

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

(A) Name and Title	(B) Average hours per week	(C) Position (check all that apply)						(D) Reportable compensation from the organization (W-2/1099-MISC)	(E) Reportable compensation from related organizations (W-2/1099-MISC)	(F) Estimated amount of other compensation from the organization and related organizations
		Individual trustee or director	Institutional Trustee	Officer	Key employee	Highest compensated employee	Former			
TED A BEATTIE TRUSTEE, PRES AND CEO	45 00	X		X				554,751	0	237,913
SCOTT L DILLE TRUSTEE	1 00	X						0	0	0
ELLEN D CAYA TRUSTEE	1 00	X						0	0	0
RAYMOND M CHIN TRUSTEE	1 00	X						0	0	0
ELIZABETH H CONNELLY TRUSTEE	1 00	X						0	0	0
EUGENE M CUMMINGS TRUSTEE	1 00	X						0	0	0
DAVID W DEVONSHIRE TRUSTEE	1 00	X						0	0	0
DAVID L EPSTEIN TRUSTEE	1 00	X						0	0	0
TYRONE C FAHNER TRUSTEE	1 00	X						0	0	0
SARAH N GARVEY TRUSTEE	1 00	X						0	0	0
H JOHN GILBERTSON JR TRUSTEE	1 00	X						0	0	0
JOHN J GREISCH TRUSTEE	1 00	X						0	0	0
BRETT J HART TRUSTEE	1 00	X						0	0	0
WALLACE L HEAD TRUSTEE	1 00	X						0	0	0
QUENTIN G HEISLER JR TRUSTEE	1 00	X						0	0	0
DANIEL H HENNESSY TRUSTEE	1 00	X						0	0	0
ROBERT H JORDAN TRUSTEE	1 00	X						0	0	0
BRIAN A KENNEY TRUSTEE	1 00	X						0	0	0
RICHARD L KEYSER TRUSTEE	1 00	X						0	0	0
THOMAS N KING TRUSTEE	1 00	X						0	0	0
CARY A KOCHMAN TRUSTEE	1 00	X						0	0	0
DAVID J KO O TRUSTEE	1 00	X						0	0	0
ANNE E KREBS TRUSTEE	1 00	X						0	0	0
DONNA LAPIETRA TRUSTEE	1 00	X						0	0	0
BRUCE K LEE TRUSTEE	1 00	X						0	0	0

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

(A) Name and Title	(B) Average hours per week	(C) Position (check all that apply)						(D) Reportable compensation from the organization (W- 2/1099-MISC)	(E) Reportable compensation from related organizations (W- 2/1099- MISC)	(F) Estimated amount of other compensation from the organization and related organizations
		Individual trustee or director	Institutional Trustee	Officer	Key employee	Highest compensated employee	Former			
KYM M HUBBARD TRUSTEE	1 00	X						0	0	0
CHERYL E MAYBERRY MCKISSACK TRUSTEE	1 00	X						0	0	0
ANDREW MCNALLY V TRUSTEE	1 00	X						0	0	0
HARVEY L MILLER TRUSTEE	1 00	X						0	0	0
J JAY MILLER TRUSTEE	1 00	X						0	0	0
WADE D MIQUELON TRUSTEE	1 00	X						0	0	0
PATRICK J MULLEN TRUSTEE	1 00	X						0	0	0
ELLEN L O'CONNOR TRUSTEE	1 00	X						0	0	0
JANE B PERKINS TRUSTEE	1 00	X						0	0	0
BRUCE J PILLER TRUSTEE	1 00	X						0	0	0
GINEVRA REED RALPH TRUSTEE	1 00	X						0	0	0
SUSAN REGENSTEIN TRUSTEE	1 00	X						0	0	0
MARC E ROTHMAN TRUSTEE	1 00	X						0	0	0
GREGORY H SACHS TRUSTEE	1 00	X						0	0	0
JOHN F SANDNER TRUSTEE	1 00	X						0	0	0
NANCY S SEARLE TRUSTEE	1 00	X						0	0	0
LLOYD D SEMPLE JR TRUSTEE	1 00	X						0	0	0
BENJAMIN M SHAPIRO TRUSTEE	1 00	X						0	0	0
MARY S SMITH TRUSTEE	1 00	X						0	0	0
GUY E SNYDER TRUSTEE	1 00	X						0	0	0
TRACY SOUDER TRUSTEE	1 00	X						0	0	0
JOHN P TAGUE TRUSTEE	1 00	X						0	0	0
JANE L WARNER TRUSTEE	1 00	X						0	0	0
SUSAN E MORRISON TRUSTEE	1 00	X						0	0	0
REEVE BYRON WAUD TRUSTEE	1 00	X						0	0	0

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

(A) Name and Title	(B) Average hours per week	(C) Position (check all that apply)						(D) Reportable compensation from the organization (W- 2/1099-MISC)	(E) Reportable compensation from related organizations (W- 2/1099- MISC)	(F) Estimated amount of other compensation from the organization and related organizations
		Individual trustee or director	Institutional Trustee	Officer	Key employee	Highest compensated employee	Former			
DAVID P SCHARF TRUSTEE	1 00	X						0	0	0
WILLIAM C STEERS JR TRUSTEE	1 00	X						0	0	0
DONNA SIMS WILLIAMS TRUSTEE	1 00	X						0	0	0
STEVEN M WINTER TRUSTEE	1 00	X						0	0	0
JOYCE M SIMON SECRETARY/TREASURER	45 00			X				284,607	0	24,016
CHRISTOPHER JABIN EXECUTIVE VICE PRESIDENT	45 00				X			217,763	0	31,478
AMY RITTER COWEN EXECUTIVE VICE PRESIDENT	45 00				X			239,676	0	11,284
KENNETH T RAMIREZ EXECUTIVE VICE PRESIDENT	45 00				X			181,252	0	17,167
MICHAEL M DELFINI EXECUTIVE VICE PRESIDENT	45 00				X			188,233	0	29,144
ILZE BERZINS EXECUTIVE VICE PRESIDENT	45 00				X			178,982	0	8,492
CHERYL MELL VICE PRESIDENT	45 00					X		153,967	0	15,785
NANCY B ANSHEL VICE PRESIDENT	45 00					X		146,429	0	19,064
MATTHEW C BURDEN SENIOR DIRECTOR	45 00					X		130,865	0	26,105
ROGER GERMANN SENIOR VICE PRESIDENT	45 00					X		142,692	0	19,322
JENNIFER BARYL SENIOR DIRECTOR	45 00					X		135,466	0	14,255
DEBRA KERR EXECUTIVE VICE PRESIDENT	45 00						X	146,828	0	12,527