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Form **990**

Return of Organization Exempt From Income Tax

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

Department of the Treasury
Internal Revenue Service

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

OMB No 1545-0047

2012

Open to Public Inspection

A For the 2012 calendar year, or tax year beginning 01-01-2012 , 2012, and ending 12-31-2012

B Check if applicable
☐ Address change
☐ Name change
☐ Initial return
☐ Terminated
☐ Amended return
☐ Application pending

C Name of organization
CONNER PRAIRIE MUSEUM INC

Doing Business As

Number and street (or P O box if mail is not delivered to street address) | Room/suite
13400 Allisonville Road

City or town, state or country, and ZIP + 4
Fishers, IN 46038

D Employer identification number
20-3402627

E Telephone number
(317) 776-6000

G Gross receipts $ 10,741,392

F Name and address of principal officer
ELLEN ROSENTHAL
13400 Allisonville Road
Fishers, IN 46038

H(a) Is this a group return for affiliates? ☐ Yes ☑ No

H(b) Are all affiliates included? ☐ Yes ☐ No
If "No," attach a list (see instructions)

H(c) Group exemption number ▶

I Tax-exempt status ☑ 501(c)(3) ☐ 501(c) ( ) ◀ (insert no) ☐ 4947(a)(1) or ☐ 527

J Website: ▶ WWW CONNERPRAIRIE ORG

K Form of organization ☑ Corporation ☐ Trust ☐ Association ☐ Other ▶ | **L** Year of formation 2005 | **M** State of legal domicile IN

Part I Summary

Activities & Governance

1 Briefly describe the organization's mission or most significant activities
CONNER PRAIRIE MUSEUM, INC INSPIRES CURIOSITY AND FOSTERS LEARNING ABOUT INDIANA HISTORY BY PROVIDING ENGAGING, INDIVIDUALIZED AND UNIQUE EXPERIENCES

2 Check this box ▶☐ 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	42
4	Number of independent voting members of the governing body (Part VI, line 1b)	4	42
5	Total number of individuals employed in calendar year 2012 (Part V, line 2a)	5	375
6	Total number of volunteers (estimate if necessary)	6	500
7a	Total unrelated business revenue from Part VIII, column (C), line 12	7a	255,233
b	Net unrelated business taxable income from Form 990-T, line 34	7b	0

			Prior Year	Current Year
Revenue	8	Contributions and grants (Part VIII, line 1h)	7,681,155	6,803,698
	9	Program service revenue (Part VIII, line 2g)	1,435,089	1,785,262
	10	Investment income (Part VIII, column (A), lines 3, 4, and 7d)	546,554	72,919
	11	Other revenue (Part VIII, column (A), lines 5, 6d, 8c, 9c, 10c, and 11e)	1,255,300	1,349,351
	12	Total revenue—add lines 8 through 11 (must equal Part VIII, column (A), line 12)	10,918,098	10,011,230
Expenses	13	Grants and similar amounts paid (Part IX, column (A), lines 1–3)	1,915,717	728,285
	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)	5,815,344	5,997,050
	16a	Professional fundraising fees (Part IX, column (A), line 11e)	0	0
	b	Total fundraising expenses (Part IX, column (D), line 25) ▶570,506		
	17	Other expenses (Part IX, column (A), lines 11a–11d, 11f–24e)	3,177,580	3,274,976
	18	Total expenses Add lines 13–17 (must equal Part IX, column (A), line 25)	10,908,641	10,000,311
	19	Revenue less expenses Subtract line 18 from line 12	9,457	10,919

			Beginning of Current Year	End of Year
Net Assets or Fund Balances	20	Total assets (Part X, line 16)	4,989,241	4,801,455
	21	Total liabilities (Part X, line 26)	792,306	593,601
	22	Net assets or fund balances Subtract line 21 from line 20	4,196,935	4,207,854

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

****** | 2013-11-01
Signature of officer | Date

KYLE WENGER CFO
Type or print name and title

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check ☐ if self-employed	PTIN
KENNETH J KEBER				P00240883

Firm's name ▶ CROWE HORWATH LLP | Firm's EIN ▶

Firm's address ▶ 3815 River Crossing Parkway
Suite 300
Indianapolis, IN 462400977 | Phone no (317) 569-8989

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

Part III Statement of Program Service Accomplishments

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

1 Briefly describe the organization's mission

CONNER PRAIRIE MUSEUM, INC INSPIRES CURIOSITY AND FOSTERS LEARNING ABOUT INDIANA HISTORY BY PROVIDING ENGAGING, INDIVIDUALIZED AND UNIQUE EXPERIENCES

2 Did the organization undertake any significant program services during the year which were not listed on the prior Form 990 or 990-EZ? . . . . ☐ **Yes** ☑ **No**

If "Yes," describe these new services on Schedule O

3 Did the organization cease conducting, or make significant changes in how it conducts, any program services? . . . . ☐ **Yes** ☑ **No**

If "Yes," describe these changes on Schedule O

4 Describe the organization's program service accomplishments for each of its three largest program services, as measured by expenses Section 501(c)(3) and 501(c)(4) organizations are required to report the amount of grants and allocations to others, the total expenses, and revenue, if any, for each program service reported

4a (Code) (Expenses $ 7,398,714 including grants of $ 728,285) (Revenue $ 1,267,234)

HISTORIC MUSEUM EXPERIENCE CONNER PRAIRIE MUSEUM, INC , AN INTERACTIVE HISTORY PARK, INSPIRES CURIOSITY AND FOSTERS LEARNING ABOUT INDIANA'S PAST BY PROVIDING ENGAGING, INDIVIDUALIZED AND UNIQUE EXPERIENCES THE MUSEUM STRIVES TO CULTIVATE INQUISITIVE, LIFELONG LEARNERS WHO POSSESS THE INTELLECTUAL CURIOSITY THAT WILL ENABLE THEM TO ADDRESS THE SIGNIFICANT CHALLENGES FACING OUR NATION CONNER PRAIRIE'S MARKET IS COMPOSED OF A DIVERSE MIX OF AUDIENCES, FROM URBAN SCHOOL VISITORS TO SUBURBAN, THREE-GENERATIONAL FAMILY GROUPS HOWEVER, THE MARKET CAN BE CATEGORIZED INTO FOUR BROADLY DEFINED OVERLAPPING GROUPS 1) VISITORS FROM LOCAL AND REGIONAL COMMUNITIES, 2) SCHOOL GROUPS FROM THE STATE OF INDIANA, 3) TOURISTS, AND 4) A WORLD-WIDE COMMUNITY OF SCHOLARS AND LEARNERS, WHO NOT ONLY VISIT THE MUSEUM IN-PERSON, BUT ALSO GAIN UNDERSTANDING, KNOWLEDGE AND APPRECIATION FOR THE MUSEUM AND ITS PROGRAMS THROUGH THE MUSEUM'S WEBSITE (CONTINUED IN SCHEDULE O)

4b (Code) (Expenses $ 789,422 including grants of $) (Revenue $ 1,088,921)

CONNER PRAIRIE MUSEUM, INC PROVIDES VARIOUS CLASSES, CAMPS, EDUCATIONAL PROGRAMS AND WORKSHOPS EDUCATION PROGRAMS INCLUDE FOLLOW THE NORTH STAR, GENERAL SCHOOL TOURS, GUIDED PROGRAMS FOR SCHOOLS AND TOUR GROUPS, AND SCIENCE PROGRAMMING CLASSES AND WORKSHOPS INCLUDE HISTORIC CRAFTS/TRADES INCLUDING BLACKSMITHING, ARMS MAKING, TEXTILES, AND POTTERY ANNUAL SUMMER DAY CAMPS CENTER ON OUTDOOR RECREATION/EXPLORATION, OR THE GRAPHIC/VISUAL ARTS SCOUT PROGRAMS INCLUDE OVERNIGHT PROGRAMS AND BADGE WORKSHOPS ADMISSION PROGRAMS INCLUDE SPECIAL EVENTS AND ACTIVITIES THAT ARE OFFERED ON A DAILY BASIS AS PART OF THE ADMISSION PRICE PUBLIC PROGRAMS INCLUDE FOLLOW THE NORTH STAR, HEADLESS HORSEMAN, HEARTHSIDE SUPPERS, AND CONNER PRAIRIE BY CANDLELIGHT (A HOLIDAY PROGRAM) CIVIL WAR DAYS AND CURIOSITY FAIR

4c (Code) (Expenses $ including grants of $) (Revenue $)

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

4e **Total program service expenses** ▶ 8,188,136

Part IV Checklist of Required Schedules

			Yes	No
1	Is the organization described in section 501(c)(3) or 4947(a)(1) (other than a private foundation)? *If "Yes," complete Schedule A*	1	Yes	
2	Is the organization required to complete *Schedule B, Schedule of Contributors* (see instructions)?	2	Yes	
3	Did the organization engage in direct or indirect political campaign activities on behalf of or in opposition to candidates for public office? *If "Yes," complete Schedule C, Part I*	3		No
4	**Section 501(c)(3) organizations.** Did the organization engage in lobbying activities, or have a section 501(h) election in effect during the tax year? *If "Yes," complete Schedule C, Part II*	4		No
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 for which donors have the right to provide advice on the distribution or investment of amounts in such funds or accounts? *If "Yes," complete Schedule D, Part I*	6		No
7	Did the organization receive or hold a conservation easement, including easements to preserve open space, the environment, historic land areas, or historic structures? *If "Yes," complete Schedule D, Part II*	7		No
8	Did the organization maintain collections of works of art, historical treasures, or other similar assets? *If "Yes," complete Schedule D, Part III*	8	Yes	
9	Did the organization report an amount in Part X, line 21 for escrow or custodial account liability, serve as a custodian for amounts not listed in Part X, or provide credit counseling, debt management, credit repair, or debt negotiation services? *If "Yes," complete Schedule D, Part IV*	9		No
10	Did the organization, directly or through a related organization, hold assets in temporarily restricted endowments, permanent endowments, or quasi-endowments? *If "Yes," complete Schedule D, Part V*	10	Yes	
11	If the organization's answer to any of the following questions is "Yes," then complete Schedule D, Parts VI, VII, VIII, IX, or X as applicable			
a	Did the organization report an amount for land, buildings, and equipment in Part X, line 10? *If "Yes," complete Schedule D, Part VI.*	11a	Yes	
b	Did the organization report an amount for investments—other securities in Part X, line 12 that is 5% or more of its total assets reported in Part X, line 16? *If "Yes," complete Schedule D, Part VII*	11b		No
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	Yes	
e	Did the organization report an amount for other liabilities in Part X, line 25? *If "Yes," complete Schedule D, Part X*	11e		No
f	Did the organization's separate or consolidated financial statements for the tax year include a footnote that addresses the organization's liability for uncertain tax positions under FIN 48 (ASC 740)? *If "Yes," complete Schedule D, Part X*	11f	Yes	
12a	Did the organization obtain separate, independent audited financial statements for the tax year? *If "Yes," complete Schedule D, Parts XI and XII*	12a	Yes	
b	Was the organization included in consolidated, independent audited financial statements for the tax year? *If "Yes," and if the organization answered "No" to line 12a, then completing Schedule D, Parts XI and XII is optional*	12b	Yes	
13	Is the organization a school described in section 170(b)(1)(A)(ii)? *If "Yes," complete Schedule E*	13		No
14a	Did the organization maintain an office, employees, or agents outside of the United States?	14a		No
b	Did the organization have aggregate revenues or expenses of more than $10,000 from grantmaking, fundraising, business, investment, and program service activities outside the United States, or aggregate foreign investments valued at $100,000 or more? *If "Yes," complete Schedule F, Parts I and IV*	14b		No
15	Did the organization report on Part IX, column (A), line 3, more than $5,000 of grants or assistance to any organization or entity located outside the United States? *If "Yes," complete Schedule F, Parts II and IV*	15		No
16	Did the organization report on Part IX, column (A), line 3, more than $5,000 of aggregate grants or assistance to individuals located outside the United States? *If "Yes," complete Schedule F, Parts III and IV*	16		No
17	Did the organization report a total of more than $15,000 of expenses for professional fundraising services on Part IX, column (A), lines 6 and 11e? *If "Yes," complete Schedule G, Part I (see instructions)*	17		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 hospital facilities? *If "Yes," complete Schedule H*	20a		No
b	If "Yes" to line 20a, did the organization attach a copy of its audited financial statements to this return?	20b		

Part IV Checklist of Required Schedules *(continued)*

			Yes	No
21	Did the organization report more than $5,000 of grants and other assistance to any government or organization in the United States on Part IX, column (A), line 1? *If "Yes," complete Schedule I, Parts I and II*	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? *If "Yes," complete Schedule I, Parts I and III*	22		No
23	Did the organization answer "Yes" to Part VII, Section A, line 3, 4, or 5 about compensation of the organization's current and former officers, directors, trustees, key employees, and highest compensated employees? *If "Yes," complete Schedule J*	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? *If "Yes," answer lines 24b through 24d and complete Schedule K. If "No," go to line 25*	24a		No
b	Did the organization invest any proceeds of tax-exempt bonds beyond a temporary period exception?	24b		
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		
d	Did the organization act as an "on behalf of" issuer for bonds outstanding at any time during the year?	24d		
25a	**Section 501(c)(3) and 501(c)(4) organizations.** Did the organization engage in an excess benefit transaction with a disqualified person during the year? *If "Yes," complete Schedule L, Part 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? *If "Yes," complete Schedule L, Part I*	25b		No
26	Was a loan to or by a current or former officer, director, trustee, key employee, highest compensated employee, or disqualified person outstanding as of the end of the organization's tax year? *If "Yes," complete Schedule L, Part II*	26		No
27	Did the organization provide a grant or other assistance to an officer, director, trustee, key employee, substantial contributor or employee thereof, a grant selection committee member, or to a 35% controlled entity or family member of any of these persons? *If "Yes," complete Schedule L, Part III*	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? *If "Yes," complete Schedule L, Part IV*	28a		No
b	A family member of a current or former officer, director, trustee, or key employee? *If "Yes," complete Schedule L, Part IV*	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? *If "Yes," complete Schedule L, Part IV*	28c		No
29	Did the organization receive more than $25,000 in non-cash contributions? *If "Yes," complete Schedule M*	29	Yes	
30	Did the organization receive contributions of art, historical treasures, or other similar assets, or qualified conservation contributions? *If "Yes," complete Schedule M*	30		No
31	Did the organization liquidate, terminate, or dissolve and cease operations? *If "Yes," complete Schedule N, Part I*	31		No
32	Did the organization sell, exchange, dispose of, or transfer more than 25% of its net assets? *If "Yes," complete Schedule N, Part II*	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? *If "Yes," complete Schedule R, Part I*	33	Yes	
34	Was the organization related to any tax-exempt or taxable entity? *If "Yes," complete Schedule R, Part II, III, or IV, and Part V, line 1*	34	Yes	
35a	Did the organization have a controlled entity within the meaning of section 512(b)(13)?	35a	Yes	
b	If 'Yes' to line 35a, did the organization receive any payment from or engage in any transaction with a controlled entity within the meaning of section 512(b)(13)? *If "Yes," complete Schedule R, Part V, line 2*	35b	Yes	
36	**Section 501(c)(3) organizations.** Did the organization make any transfers to an exempt non-charitable related organization? *If "Yes," complete Schedule R, Part V, line 2*	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? *If "Yes," complete Schedule R, Part VI*	37		No
38	Did the organization complete Schedule O and provide explanations in Schedule O for Part VI, lines 11b and 19? **Note.** All Form 990 filers are required to complete Schedule O	38	Yes	

Part V Statements Regarding Other IRS Filings and Tax Compliance

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

					Yes	No
1a	Enter the number reported in Box 3 of Form 1096 Enter -0- if not applicable	1a	66			
b	Enter the number of Forms W-2G included in line 1a *Enter -0-* if not applicable	1b	0			
c	Did the organization comply with backup withholding rules for reportable payments to vendors and reportable gaming (gambling) winnings to prize winners?			1c	Yes	
2a	Enter the number of employees reported on Form W-3, Transmittal of Wage and Tax Statements, filed for the calendar year ending with or within the year covered by this return	2a	375			
b	If at least one is reported on line 2a, did the organization file all required federal employment tax returns? **Note.** If the sum of lines 1a and 2a is greater than 250, you may be required to e-file (see instructions)			2b	Yes	
3a	Did the organization have unrelated business gross income of $1,000 or more during the year?			3a	Yes	
b	If "Yes," has it filed a Form 990-T for this year? *If "No," provide an explanation in Schedule O*			3b	Yes	
4a	At any time during the calendar year, did the organization have an interest in, or a signature or other authority over, a financial account in a foreign country (such as a bank account, securities account, or other financial account)?			4a		No
b	If "Yes," enter the name of the foreign country ▶ See instructions for filing requirements for Form TD F 90-22 1, Report of Foreign Bank and Financial Accounts					
5a	Was the organization a party to a prohibited tax shelter transaction at any time during the tax year?			5a		No
b	Did any taxable party notify the organization that it was or is a party to a prohibited tax shelter transaction?			5b		No
c	If "Yes," to line 5a or 5b, did the organization file Form 8886-T?			5c		
6a	Does the organization have annual gross receipts that are normally greater than $100,000, and did the organization solicit any contributions that were not tax deductible as charitable contributions?			6a		No
b	If "Yes," did the organization include with every solicitation an express statement that such contributions or gifts were not tax deductible?			6b		
7	**Organizations that may receive deductible contributions under section 170(c).**					
a	Did the organization receive a payment in excess of $75 made partly as a contribution and partly for goods and services provided to the payor?			7a	Yes	
b	If "Yes," did the organization notify the donor of the value of the goods or services provided?			7b	Yes	
c	Did the organization sell, exchange, or otherwise dispose of tangible personal property for which it was required to file Form 8282?			7c		No
d	If "Yes," indicate the number of Forms 8282 filed during the year	7d				
e	Did the organization receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?			7e		No
f	Did the organization, during the year, pay premiums, directly or indirectly, on a personal benefit contract?			7f		No
g	If the organization received a contribution of qualified intellectual property, did the organization file Form 8899 as required?			7g		
h	If the organization received a contribution of cars, boats, airplanes, or other vehicles, did the organization file a Form 1098-C?			7h		
8	**Sponsoring organizations maintaining donor advised funds and section 509(a)(3) supporting organizations.** Did the supporting organization, or a donor advised fund maintained by a sponsoring organization, have excess business holdings at any time during the year?			8		
9	**Sponsoring organizations maintaining donor advised funds.**					
a	Did the organization make any taxable distributions under section 4966?			9a		
b	Did the organization make a distribution to a donor, donor advisor, or related person?			9b		
10	**Section 501(c)(7) organizations.** Enter					
a	Initiation fees and capital contributions included on Part VIII, line 12	10a				
b	Gross receipts, included on Form 990, Part VIII, line 12, for public use of club facilities	10b				
11	**Section 501(c)(12) organizations.** Enter					
a	Gross income from members or shareholders	11a				
b	Gross income from other sources (Do not net amounts due or paid to other sources against amounts due or received from them)	11b				
12a	**Section 4947(a)(1) non-exempt charitable trusts.** Is the organization filing Form 990 in lieu of Form 1041?			12a		
b	If "Yes," enter the amount of tax-exempt interest received or accrued during the year	12b				
13	**Section 501(c)(29) qualified nonprofit health insurance issuers.**					
a	Is the organization licensed to issue qualified health plans in more than one state? **Note.** See the instructions for additional information the organization must report on Schedule O			13a		
b	Enter the amount of reserves the organization is required to maintain by the states in which the organization is licensed to issue qualified health plans	13b				
c	Enter the amount of reserves on hand	13c				
14a	Did the organization receive any payments for indoor tanning services during the tax year?			14a		No
b	If "Yes," has it filed a Form 720 to report these payments? *If "No," provide an explanation in Schedule O*			14b		

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

Check if Schedule O contains a response to any question in this Part VI . . . ☑

Section A. Governing Body and Management

				Yes	No
1a	Enter the number of voting members of the governing body at the end of the tax year	1a 42			
	If there are material differences in voting rights among members of the governing body, or if the governing body delegated broad authority to an executive committee or similar committee, explain in Schedule O				
b	Enter the number of voting members included in line 1a, above, who are independent	1b 42			
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		No
4	Did the organization make any significant changes to its governing documents since the prior Form 990 was filed?		4		No
5	Did the organization become aware during the year of a significant diversion of the organization's assets?		5		No
6	Did the organization have members or stockholders?		6		No
7a	Did the organization have members, stockholders, or other persons who had the power to elect or appoint one or more members of the governing body?		7a		No
b	Are any governance decisions of the organization reserved to (or subject to approval by) members, stockholders, or persons other than the governing body?		7b		No
8	Did the organization contemporaneously document the meetings held or written actions undertaken during the year by the following				
a	The governing body?		8a	Yes	
b	Each committee with authority to act on behalf of the governing body?		8b	Yes	
9	Is there any officer, director, trustee, or key employee listed in Part VII, Section A, who cannot be reached at the organization's mailing address? *If "Yes," provide the names and addresses in Schedule O*		9		No

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

			Yes	No
10a	Did the organization have local chapters, branches, or affiliates?	10a		No
b	If "Yes," did the organization have written policies and procedures governing the activities of such chapters, affiliates, and branches to ensure their operations are consistent with the organization's exempt purposes?	10b		
11a	Has the organization provided a complete copy of this Form 990 to all members of its governing body before filing the form?	11a		No
b	Describe in Schedule O the process, if any, used by the organization to review this Form 990			
12a	Did the organization have a written conflict of interest policy? *If "No," go to line 13*	12a	Yes	
b	Were officers, directors, or trustees, and key employees required to disclose annually interests that could give rise to conflicts?	12b	Yes	
c	Did the organization regularly and consistently monitor and enforce compliance with the policy? *If "Yes," describe in Schedule O how this was done*	12c	Yes	
13	Did the organization have a written whistleblower policy?	13	Yes	
14	Did the organization have a written document retention and destruction policy?	14	Yes	
15	Did the process for determining compensation of the following persons include a review and approval by independent persons, comparability data, and contemporaneous substantiation of the deliberation and decision?			
a	The organization's CEO, Executive Director, or top management official	15a	Yes	
b	Other officers or key employees of the organization	15b		No
	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," did the organization follow a written policy or procedure requiring the organization to evaluate its participation in joint venture arrangements under applicable federal tax law, and take steps to safeguard the organization's exempt status with respect to such arrangements?	16b		

Section C. Disclosure

17 List the States with which a copy of this Form 990 is required to be filed ▶IN

18 Section 6104 requires an organization to make its Form 1023 (or 1024 if applicable), 990, and 990-T (501(c)(3)s only) available for public inspection Indicate how you made these available Check all that apply

☐ Own website ☐ Another's website ☑ Upon request ☐ Other (explain in Schedule O)

19 Describe in Schedule O whether (and if so, how), the organization made its governing documents, conflict of interest policy, and financial statements available to the public during the tax year

20 State the name, physical address, and telephone number of the person who possesses the books and records of the organization

▶Kyle Wenger 13400 Allisonville Road Fishers, IN (317) 776-6000

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

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

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

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

- List all of the organization's **current** officers, directors, trustees (whether individuals or organizations), regardless of amount of compensation Enter -0- in columns (D), (E), and (F) if no compensation was paid
- List all of the organization's **current** key employees, if any See instructions for definition of "key employee "
- List the organization's five **current** highest compensated employees (other than an officer, director, trustee or key employee) who received reportable compensation (Box 5 of Form W-2 and/or Box 7 of Form 1099-MISC) of more than $100,000 from the organization and any related organizations
- List all of the organization's **former** officers, key employees, or highest compensated employees who received more than $100,000 of reportable compensation from the organization and any related organizations
- List all of the organization's **former directors or trustees** that received, in the capacity as a former director or trustee of the organization, more than $10,000 of reportable compensation from the organization and any related organizations

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

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

(A) Name and Title	(B) Average hours per week (list any hours for related organizations below dotted line)	(C) Position (do not check more than one box, unless person is both an officer and a director/trustee) Individual trustee or director	Institutional Trustee	Officer	Key employee	Highest compensated employee	Former	(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
See Additional Data Table										

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

(A) Name and Title	(B) Average hours per week (list any hours for related organizations below dotted line)	(C) Position: Individual trustee or director	Institutional Trustee	Officer	Key employee	Highest compensated employee	Former	(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
1b Sub-Total ▶										
c Total from continuation sheets to Part VII, Section A ▶										
d Total (add lines 1b and 1c) ▶								502,908	0	70,929

2 Total number of individuals (including but not limited to those listed above) who received more than $100,000 of reportable compensation from the organization ▶4

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

Section B. Independent Contractors

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

(A) Name and business address	(B) Description of services	(C) Compensation
OPTIMEDIA 13940 COLLECTIONS CENTER DR CHICAGO IL 60693	ADVERTISING & PR	476,521
TECHNICAL DEVELOPMENT CORP 31 MILK ST BOSTON MA 02109	CONSULTING	118,142

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

Part VIII **Statement of Revenue**

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

					(A) Total revenue	(B) Related or exempt function revenue	(C) Unrelated business revenue	(D) Revenue excluded from tax under sections 512, 513, or 514
Contributions, Gifts, Grants and Other Similar Amounts	1a	Federated campaigns . .	1a	0				
	b	Membership dues	1b	212,064				
	c	Fundraising events	1c	7,750				
	d	Related organizations . . .	1d	4,854,984				
	e	Government grants (contributions)	1e	72,982				
	f	All other contributions, gifts, grants, and similar amounts not included above	1f	1,655,918				
	g	Noncash contributions included in lines 1a-1f $		179,879				
	h	**Total.** Add lines 1a-1f . . . . ▶			6,803,698			
Program Service Revenue				Business Code				
	2a	ADMISSIONS & FEES		900099	1,573,197	1,573,197		
	b	MEMBERSHIP DUES		900099	212,065	212,065		
	c				0			
	d				0			
	e				0			
	f	All other program service revenue			0	0	0	0
	g	**Total.** Add lines 2a–2f . . . . ▶			1,785,262			

			(i) Real	(ii) Personal	(A)	(B)	(C)	(D)
Other Revenue	3	Investment income (including dividends, interest, and other similar amounts) . . . . ▶			353			353
	4	Income from investment of tax-exempt bond proceeds . . ▶			0			
	5	Royalties . . . . ▶			0			
	6a	Gross rents	603,683					
	b	Less rental expenses						
	c	Rental income or (loss)	603,683	0				
	d	Net rental income or (loss) . . . . ▶			603,683		83,952	519,731
			(i) Securities	(ii) Other				
	7a	Gross amount from sales of assets other than inventory	182,836	73,383				
	b	Less cost or other basis and sales expenses	183,653					
	c	Gain or (loss)	-817	73,383				
	d	Net gain or (loss) . . . . ▶			72,566			72,566
	8a	Gross income from fundraising events (not including $ 7,750 of contributions reported on line 1c) See Part IV, line 18 . .	a	8,880				
	b	Less direct expenses . . .	b	5,386				
	c	Net income or (loss) from fundraising events . . ▶			3,494			3,494
	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 . . . ▶			0			
	10a	Gross sales of inventory, less returns and allowances .	a	1,265,670				
	b	Less cost of goods sold . .	b	541,123				
	c	Net income or (loss) from sales of inventory . . ▶			724,547	553,266	171,281	
		Miscellaneous Revenue		Business Code				
	11a	MISCELLANEOUS REVENUE		900099	17,627	17,627		
	b				0			
	c				0			
	d	All other revenue			0	0	0	0
	e	**Total.** Add lines 11a–11d . . . . ▶			17,627			
	12	**Total revenue.** See Instructions . . . . . ▶			10,011,230	2,356,155	255,233	596,144

Part IX Statement of Functional Expenses

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

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

Do not include amounts reported on lines 6b, 7b, 8b, 9b, and 10b of Part VIII.		(A) Total expenses	(B) Program service expenses	(C) Management and general expenses	(D) Fundraising expenses
1	Grants and other assistance to governments and organizations in the United States See Part IV, line 21	728,285	728,285		
2	Grants and other assistance to individuals in the United States See Part IV, line 22	0			
3	Grants and other assistance to governments, organizations, and individuals outside the United States See Part IV, lines 15 and 16	0			
4	Benefits paid to or for members	0			
5	Compensation of current officers, directors, trustees, and key employees	180,871	27,131	90,435	63,305
6	Compensation not included above, to disqualified persons (as defined under section 4958(f)(1)) and persons described in section 4958(c)(3)(B)	18,938	18,938		
7	Other salaries and wages	4,413,776	3,545,985	565,084	302,707
8	Pension plan accruals and contributions (include section 401(k) and 403(b) employer contributions)	224,448	168,455	36,132	19,861
9	Other employee benefits	817,053	683,400	72,343	61,310
10	Payroll taxes	341,964	265,145	45,378	31,441
11	Fees for services (non-employees)				
a	Management	0			
b	Legal	22,433		22,433	
c	Accounting	39,597		39,597	
d	Lobbying	0			
e	Professional fundraising services See Part IV, line 17	0			
f	Investment management fees	0			
g	Other (If line 11g amount exceeds 10% of line 25, column (A) amount, list line 11g expenses on Schedule O)	775,473	686,489	45,308	43,676
12	Advertising and promotion	649,511	649,511		
13	Office expenses	803,082	725,702	56,770	20,610
14	Information technology	17,484		17,484	
15	Royalties . .	0			
16	Occupancy	311,061	285,696	23,950	1,415
17	Travel	31,523	23,134	5,739	2,650
18	Payments of travel or entertainment expenses for any federal, state, or local public officials	0			
19	Conferences, conventions, and meetings	37,206	9,898	23,497	3,811
20	Interest	0			
21	Payments to affiliates	0			
22	Depreciation, depletion, and amortization	165,118	165,118		
23	Insurance	252,422	99,479	152,943	
24	Other expenses Itemize expenses not covered above (List miscellaneous expenses in line 24e If line 24e amount exceeds 10% of line 25, column (A) amount, list line 24e expenses on Schedule O)				
a	BAD DEBT EXPENSE	2,350			2,350
b	BANK SERVICE CHARGES	68,808	58,532	7,974	2,302
c	TAXES, FEES & ASSESSMENTS	17,785	16,316	1,463	6
d					
e	All other expenses	81,123	30,922	35,139	15,062
25	**Total functional expenses.** Add lines 1 through 24e	10,000,311	8,188,136	1,241,669	570,506
26	**Joint costs.** Complete this line only if the organization reported in column (B) joint costs from a combined educational campaign and fundraising solicitation Check here ▶ ☐ if following SOP 98-2 (ASC 958-720)	0			

Part X Balance Sheet

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

			(A) Beginning of year		(B) End of year
Assets	1	Cash—non-interest-bearing	660,137	1	1,279,806
	2	Savings and temporary cash investments	614,216	2	521,314
	3	Pledges and grants receivable, net	867,760	3	805,239
	4	Accounts receivable, net	3,677	4	546
	5	Loans and other receivables from current and former officers, directors, trustees, key employees, and highest compensated employees Complete Part II of Schedule L		5	0
	6	Loans and other receivables from other disqualified persons (as defined under section 4958(f)(1)), persons described in section 4958(c)(3)(B), and contributing employers and sponsoring organizations of section 501(c)(9) voluntary employees' beneficiary organizations (see instructions) Complete Part II of Schedule L		6	0
	7	Notes and loans receivable, net		7	
	8	Inventories for sale or use	124,431	8	122,488
	9	Prepaid expenses and deferred charges	143,099	9	74,952
	10a	Land, buildings, and equipment cost or other basis Complete Part VI of Schedule D — 10a: 2,217,482			
	b	Less accumulated depreciation — 10b: 591,673	1,790,927	10c	1,625,809
	11	Investments—publicly traded securities		11	
	12	Investments—other securities See Part IV, line 11	15,205	12	15,205
	13	Investments—program-related See Part IV, line 11	0	13	0
	14	Intangible assets		14	
	15	Other assets See Part IV, line 11	769,789	15	356,096
	16	**Total assets.** Add lines 1 through 15 (must equal line 34)	4,989,241	16	4,801,455
Liabilities	17	Accounts payable and accrued expenses	658,001	17	576,267
	18	Grants payable		18	
	19	Deferred revenue	134,305	19	17,334
	20	Tax-exempt bond liabilities		20	
	21	Escrow or custodial account liability Complete Part IV of Schedule D		21	
	22	Loans and other payables to current and former officers, directors, trustees, key employees, highest compensated employees, and disqualified persons Complete Part II of Schedule L		22	0
	23	Secured mortgages and notes payable to unrelated third parties		23	
	24	Unsecured notes and loans payable to unrelated third parties		24	
	25	Other liabilities (including federal income tax, payables to related third parties, and other liabilities not included on lines 17-24) Complete Part X of Schedule D	0	25	0
	26	**Total liabilities.** Add lines 17 through 25	792,306	26	593,601
Net Assets or Fund Balances		**Organizations that follow SFAS 117 (ASC 958), check here ▶ ☑ and complete lines 27 through 29, and lines 33 and 34.**			
	27	Unrestricted net assets	4,117,054	27	4,128,260
	28	Temporarily restricted net assets	79,881	28	79,594
	29	Permanently restricted net assets		29	
		Organizations that do not follow SFAS 117 (ASC 958), check here ▶ ☐ 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	4,196,935	33	4,207,854
	34	Total liabilities and net assets/fund balances	4,989,241	34	4,801,455

Part XI Reconcilliation 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	10,011,230
2	Total expenses (must equal Part IX, column (A), line 25)	2	10,000,311
3	Revenue less expenses Subtract line 2 from line 1	3	10,919
4	Net assets or fund balances at beginning of year (must equal Part X, line 33, column (A))	4	4,196,935
5	Net unrealized gains (losses) on investments	5	
6	Donated services and use of facilities	6	
7	Investment expenses	7	
8	Prior period adjustments	8	
9	Other changes in net assets or fund balances (explain in Schedule O)	9	0
10	Net assets or fund balances at end of year Combine lines 3 through 9 (must equal Part X, line 33, column (B))	10	4,207,854

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 ☐ Cash ☑ Accrual ☐ 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?	2a		No
	If 'Yes,' check a box below to indicate whether the financial statements for the year were compiled or reviewed on a separate basis, consolidated basis, or both ☐ Separate basis ☐ Consolidated basis ☐ Both consolidated and separate basis			
b	Were the organization's financial statements audited by an independent accountant?	2b	Yes	
	If 'Yes,' check a box below to indicate whether the financial statements for the year were audited on a separate basis, consolidated basis, or both ☐ Separate basis ☐ Consolidated basis ☑ Both consolidated and separate basis			
c	If "Yes," to line 2a or 2b, does the organization have a committee that assumes responsibility for oversight of the audit, review, or compilation of its financial statements and selection of an independent accountant?	2c	Yes	
	If the organization changed either its oversight process or selection process during the tax year, explain in Schedule O			
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?	3a		No
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	3b		

Additional Data

Software ID: 12000266
Software Version: v2012.1.0
EIN: 20-3402627
Name: CONNER PRAIRIE MUSEUM INC

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

(A) Name and Title	(B) Average hours per week (list any hours for related organizations below dotted line)	(C) Position (do not check more than one box, unless person is both an officer and a director/trustee)						(D) Reportable compensation from the organization (W-2/1099-MISC)	(E) Reportable compensation from related organizations (W-2/1099-MISC)	(F) Estimated amount of other compensation from the organization and related organizations
		Individual trustee or director	Institutional Trustee	Officer	Key employee	Highest compensated employee	Former			
CHRISTOPHER CLAPP BOARD VICE CHAIR	1 00	X		X				0	0	0
KAREN HILL TREASURER	1 00	X		X				0	0	0
MARY E BUSCH SECRETARY	1 00	X		X				0	0	0
TIMOTHY HASSINGER BOARD CHAIR	1 00 1 00	X		X				0	0	0
ANTHONY NAJEM BOARD MEMBER	1 00	X						0	0	0
BERKLEY W DUCK III BOARD MEMBER	1 00 1 00	X						0	0	0
BRUCE BRYANT BOARD MEMBER	1 00	X						0	0	0
BUD MELTON BOARD MEMBER	1 00	X						0	0	0
CHRISTINE ALTMAN BOARD MEMBER	1 00	X						0	0	0
DONALD B ALTEMEYER BOARD MEMBER	1 00	X						0	0	0
GARY REYNOLDS BOARD MEMBER	1 00	X						0	0	0
GINGER MERKEL BOARD MEMBER	1 00	X						0	0	0
HELEN M LEWIS BOARD MEMBER	1 00	X						0	0	0
HILARY S SALATICH BOARD MEMBER	1 00	X						0	0	0
J CHRISTOPHER COOKE EX-OFFICIO BOARD MEMBER, IMMEDIATE PAST PRESIDENT	1 00	X						0	0	0
JANE NIEDERBERGER BOARD MEMBER	1 00	X						0	0	0
JAY RICKER BOARD MEMBER	1 00	X						0	0	0
JERRY SEMLER BOARD MEMBER	1 00 1 00	X						0	0	0
JOE RUSSELL BOARD MEMBER	1 00	X						0	0	0
JOHN G YOUNG BOARD MEMBER	1 00	X						0	0	0
JOHN SAUDER BOARD MEMBER	1 00	X						0	0	0
JULIE VIELLIEU-THOMPSON BOARD MEMBER	1 00	X						0	0	0
KEITH GAMBREL BOARD MEMBER	1 00	X						0	0	0
KEVIN HITCHEN EX-OFFICIO BOARD MEMBER, PRESIDENT OF THE HORIZAN COUNCIL	1 00	X						0	0	0
MARJORIE MEYER BOARD MEMBER	1 00 1 00	X						0	0	0

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

(A) Name and Title	(B) Average hours per week (list any hours for related organizations below dotted line)	(C) Position (do not check more than one box, unless person is both an officer and a director/trustee) Individual trustee or director	Institutional Trustee	Officer	Key employee	Highest compensated employee	Former	(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
MEGAN WILES EX-OFFICIO BOARD MEMBER, PRESIDENT OF THE ALLIANCE	1 00	X						0	0	0
MIKE BLAKLEY BOARD MEMBER	1 00	X						0	0	0
NANCY FYFFE BOARD MEMBER	1 00	X						0	0	0
NANCY HUBER BOARD MEMBER	1 00	X						0	0	0
NATHANIEL JONES BOARD MEMBER	1 00	X						0	0	0
PAT GARRETT ROONEY BOARD MEMBER	1 00	X						0	0	0
PHILIP SCARPINO BOARD MEMBER	1 00	X						0	0	0
RICHARD THRAPP BOARD MEMBER	1 00	X						0	0	0
ROY A CAGE BOARD MEMBER	1 00	X						0	0	0
STAN C HURT BOARD MEMBER	1 00 1 00	X						0	0	0
STEVE BAKER BOARD MEMBER	1 00	X						0	0	0
STEVE SELBY BOARD MEMBER	1 00	X						0	0	0
SUSAN O CONNER BOARD MEMBER	1 00	X						0	0	0
TERRY ANKER BOARD MEMBER	1 00	X						0	0	0
TIMOTHY C LAWSON BOARD MEMBER	1 00	X						0	0	0
WILLIAM C WELDON BOARD MEMBER	1 00	X						0	0	0
WILLIAM E CORLEY BOARD MEMBER	1 00	X						0	0	0
ELLEN M ROSENTHAL PRESIDENT & CEO	40 00			X				168,256	0	12,615
CATHRYN FERREE VP OF EXHIBITS, PROGRAMS & FACILITIES	40 00					X		106,859	0	18,373
DAN FOLTA VP INSTITUTIONAL ADVANCEMENT	40 00					X		112,478	0	18,386
KYLE L WENGER CFO	40 00					X		115,315	0	21,555

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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

2012

Open to Public Inspection

Name of the organization
CONNER PRAIRIE MUSEUM INC

Employer identification number
20-3402627

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

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

1 ☐ A church, convention of churches, or association of churches described in **section 170(b)(1)(A)(i).**

2 ☐ A school described in **section 170(b)(1)(A)(ii).** (Attach Schedule E)

3 ☐ A hospital or a cooperative hospital service organization described in **section 170(b)(1)(A)(iii).**

4 ☐ A medical research organization operated in conjunction with a hospital described in **section 170(b)(1)(A)(iii).** Enter the hospital's name, city, and state ______

5 ☐ An organization operated for the benefit of a college or university owned or operated by a governmental unit described in **section 170(b)(1)(A)(iv).** (Complete Part II)

6 ☐ A federal, state, or local government or governmental unit described in **section 170(b)(1)(A)(v).**

7 ☑ An organization that normally receives a substantial part of its support from a governmental unit or from the general public described in **section 170(b)(1)(A)(vi).** (Complete Part II)

8 ☐ A community trust described in **section 170(b)(1)(A)(vi)** (Complete Part II)

9 ☐ An organization that normally receives (1) more than 33 1/3% of its support from contributions, membership fees, and gross receipts from activities related to its exempt functions—subject to certain exceptions, and (2) no more than 33 1/3% of its support from gross investment income and unrelated business taxable income (less section 511 tax) from businesses acquired by the organization after June 30, 1975 See **section 509(a)(2).** (Complete Part III)

10 ☐ An organization organized and operated exclusively to test for public safety See **section 509(a)(4).**

11 ☐ An organization organized and operated exclusively for the benefit of, to perform the functions of, or to carry out the purposes of one or more publicly supported organizations described in section 509(a)(1) or section 509(a)(2) See **section 509(a)(3).** Check the box that describes the type of supporting organization and complete lines 11e through 11h
a ☐ Type I **b** ☐ Type II **c** ☐ Type III - Functionally integrated **d** ☐ Type III - Non-functionally integrated

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

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

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

		Yes	No
(i) A person who directly or indirectly controls, either alone or together with persons described in (ii) and (iii) below, the governing body of the supported organization?	**11g(i)**		
(ii) A family member of a person described in (i) above?	**11g(ii)**		
(iii) A 35% controlled entity of a person described in (i) or (ii) above?	**11g(iii)**		

h Provide the following information about the supported organization(s)

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

Part II **Support Schedule for Organizations Described in Sections 170(b)(1)(A)(iv) and 170(b)(1)(A)(vi)**
(Complete only if you checked the box on line 5, 7, or 8 of Part I or if the organization failed to qualify under Part III. If the organization fails to qualify under the tests listed below, please complete Part III.)

Section A. Public Support

Calendar year (or fiscal year beginning in) ▶	(a) 2008	(b) 2009	(c) 2010	(d) 2011	(e) 2012	(f) Total
1 Gifts, grants, contributions, and membership fees received (Do not include any "unusual grants ")	9,391,472	7,278,476	7,429,007	7,681,155	6,803,698	38,583,808
2 Tax revenues levied for the organization's benefit and either paid to or expended on its behalf						0
3 The value of services or facilities furnished by a governmental unit to the organization without charge						0
4 **Total.** Add lines 1 through 3	9,391,472	7,278,476	7,429,007	7,681,155	6,803,698	38,583,808
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)						28,345,246
6 **Public support.** Subtract line 5 from line 4						10,238,562

Section B. Total Support

Calendar year (or fiscal year beginning in) ▶	(a) 2008	(b) 2009	(c) 2010	(d) 2011	(e) 2012	(f) Total
7 Amounts from line 4	9,391,472	7,278,476	7,429,007	7,681,155	6,803,698	38,583,808
8 Gross income from interest, dividends, payments received on securities loans, rents, royalties and income from similar sources	505,331	487,655	536,972	521,630	604,036	2,655,624
9 Net income from unrelated business activities, whether or not the business is regularly carried on	0	0	0	0	0	0
10 Other income Do not include gain or loss from the sale of capital assets (Explain in Part IV)	40,232	49,697	154,666	44,709	26,507	315,811
11 **Total support** (Add lines 7 through 10)						41,555,243

12 Gross receipts from related activities, etc (see instructions) | 12 | 9,675,515

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

Section C. Computation of Public Support Percentage

14 Public support percentage for 2012 (line 6, column (f) divided by line 11, column (f))	14	24 640 %
15 Public support percentage for 2011 Schedule A, Part II, line 14	15	22 520 %

16a **33 1/3% support test—2012.** If the organization did not check the box on line 13, and line 14 is 33 1/3% or more, check this box and **stop here.** The organization qualifies as a publicly supported organization ▶☐

b **33 1/3% support test—2011.** If the organization did not check a box on line 13 or 16a, and line 15 is 33 1/3% or more, check this box and **stop here.** The organization qualifies as a publicly supported organization ▶☐

17a **10%-facts-and-circumstances test—2012.** If the organization did not check a box on line 13, 16a, or 16b, and line 14 is 10% or more, and if the organization meets the "facts-and-circumstances" test, check this box and **stop here.** Explain in Part IV how the organization meets the "facts-and-circumstances" test The organization qualifies as a publicly supported organization ▶☑

b **10%-facts-and-circumstances test—2011.** If the organization did not check a box on line 13, 16a, 16b, or 17a, and line 15 is 10% or more, and if the organization meets the "facts-and-circumstances" test, check this box and **stop here.** Explain in Part IV how the organization meets the "facts-and-circumstances" test The organization qualifies as a publicly supported organization ▶☐

18 **Private foundation.** If the organization did not check a box on line 13, 16a, 16b, 17a, or 17b, check this box and see instructions ▶☐

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

Section A. Public Support

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

Section B. Total Support

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

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

Section C. Computation of Public Support Percentage

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

Section D. Computation of Investment Income Percentage

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

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

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

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

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

Facts And Circumstances Test

CONNER PRAIRIE MUSEUM ("CPM") WAS FORMED AS AN INDIANA NONPROFIT CORPORATION ON SEPTEMBER 1, 2005 CPM, AN AFFILIATE OF THE SMITHSONIAN MUSEUM, WAS ORGANIZED TO OWN, OPERATE, AND MANAGE THE CONNER PRAIRIE MUSEUM, WHICH PROVIDES EDUCATIONAL PROGRAMS IN FISHERS, INDIANA IN 2005, CPM SUBMITTED FORM 1023, APPLICATION FOR RECOGNITION OF EXEMPTION ("CPM'S 1023"), AND BASED ON CPM'S 1023, THE INTERNAL REVENUE SERVICE ("SERVICE") ISSUED A DETERMINATION LETTER RECOGNIZING CPM AS AN ORGANIZATION DESCRIBED IN CODE SECTION 501(C)(3) AND AS A PUBLIC CHARITY BY VIRTUE OF CODE SECTIONS 509(A)(1) AND 170(B)(1)(A)(VI) ("CPM'S DETERMINATION LETTER") CPM HAS BEEN ORGANIZED AND OPERATING FOR THE PAST SIX YEARS CPM'S ORGANIZATIONAL PURPOSES AND OPERATIONS HAVE NOT CHANGED IN ANY MATERIAL RESPECT SINCE CPM'S 1023 WAS SUBMITTED AND IT RECEIVED ITS DETERMINATION LETTER AS DETAILED MORE FULLY BELOW, DURING THIS TIME, CPM HAS PROVIDED COUNTLESS EDUCATIONAL ACTIVITIES AND OPPORTUNITIES TO THE RESIDENTS OF CENTRAL INDIANA AND BEYOND, PROVIDING HANDS ON EXPERIENCES FOR BOTH CHILDREN AND ADULTS ALIKE TO ENSURE THESE OPPORTUNITIES ARE ABLE TO CONTINUE IN PERPETUITY, CPM HAS BEEN DEDICATED TO OBTAINING PUBLIC SUPPORT FOR THESE OPERATIONS DESPITE THESE EFFORTS, CPM'S PUBLIC SUPPORT OVER THE FIRST SIX YEARS DID NOT EXCEED ONE-THIRD (1/3) OF ITS FINANCIAL SUPPORT HOWEVER, THE FACTS AND CIRCUMSTANCES CLEARLY ILLUSTRATE THAT CPM SHOULD CONTINUE TO BE CLASSIFIED AS A PUBLICLY SUPPORTED ORGANIZATION TREAS REG SEC 1 170A-9T(F)(3) PROVIDES THAT "EVEN IF AN ORGANIZATION FAILS TO MEET THE 33% PUBLIC SUPPORT TEST, IT IS PUBLICLY SUPPORTED IF IT NORMALLY RECEIVES A SUBSTANTIAL PART OF ITS SUPPORT FROM GOVERNMENTAL UNITS, FROM CONTRIBUTIONS MADE DIRECTLY OR INDIRECTLY BY THE GENERAL PUBLIC, OR FROM A COMBINATION OF THESE SOURCES, AND MEETS THE OTHER REQUIREMENTS OF THIS PARAGRAPH (F)(3) " THERE ARE SEVERAL FACTORS THAT ARE EVALUATED TO DETERMINE WHETHER AN ENTITY SATISFIES THE 10% FACTS AND CIRCUMSTANCES TEST THE SERVICES AND EDUCATIONAL OPPORTUNITIES THAT CPM PROVIDES TO ALL WHO VISIT CONNER PRAIRIE MUSEUM ARE TRULY REMARKABLE AS A RESULT, CPM ENJOYS BROAD PUBLIC SUPPORT FROM THOSE WHO UTILIZE THE EDUCATIONAL OPPORTUNITIES THAT ARE PROVIDED BY CPM AS WELL FROM DONORS THAT INCLUDE INDIVIDUALS, CORPORATIONS, FOUNDATIONS, MUNICIPALITIES, AND GOVERNMENT ENTITIES THE FOLLOWING DETAILS CLEARLY ILLUSTRATE THAT CPM QUALIFIES AS A PUBLICLY SUPPORTED ORGANIZATION UNDER TREAS REG SEC 1 170A-9T(F)(3) DURING THE INITIAL FIVE YEAR PERIOD AFTER RECEIVING THE CPM DETERMINATION LETTER, CPM SATISFIED AND WILL CONTINUE TO SATISFY THE REQUIRED 10% PUBLIC SUPPORT TEST CPM ENJOYS WIDE AND SIGNIFICANT SUPPORT FROM INDIVIDUALS, CORPORATIONS, FOUNDATIONS, MUNICIPALITIES, AND GOVERNMENT ENTITIES CPM HAS IN EXCESS OF 6,000 CHARITABLE CONTRIBUTORS, VARYING IN SIZE, AMOUNT, AND TYPE OF CONTRIBUTION THIS PUBLIC SUPPORT IS FURTHER ENHANCED BY THE REVENUE GENERATED FROM THE ADMISSION TO THE MUSEUM, INCLUDING FROM STUDENTS AND SCHOOL CORPORATIONS THAT VISIT CPM DURING THE SCHOOL YEAR MOREOVER, CPM MAINTAINS AN ACTIVE AND DEDICATED PROGRAM TO SEEK OUT ALL TYPES AND LEVELS OF PUBLIC FUNDING CPM'S FUNDRAISING ENTAILS A COMPREHENSIVE DEVELOPMENT PROGRAM THAT INCLUDES ANNUAL GIFTS, CORPORATE SPONSORSHIPS, MAJOR GIFTS, IN-KIND GIFTS, FOUNDATION GRANTS, AND ESTATE GIFTS A DEVELOPMENT TEAM, CONSISTING OF AN ANNUAL FUND MANAGER, CORPORATE DEVELOPMENT DIRECTOR, GRANT WRITER, VICE PRESIDENT OF ADVANCEMENT, AND PRESIDENT AND CEO, ARE RESPONSIBLE FOR SOLICITING FUNDING THROUGH A VARIETY OF APPROACHES, INCLUDING WRITTEN CORPORATE AND GRANT PROPOSALS, PHONE SOLICITATIONS, IN PERSON SOLICITATIONS, LETTERS, AND SPECIAL EVENTS THE DEVELOPMENT OPERATIONS ALSO INCLUDE A FULL-TIME PROSPECT RESEARCHER AS WELL AS A DATABASE MANAGER THIS COMPREHENSIVE FUNDRAISING PROGRAM ILLUSTRATES THAT CPM IS ORGANIZED AND OPERATED IN A MANNER TO ATTRACT NEW AND ADDITIONAL PUBLIC SUPPORT ON A CONTINUOUS BASIS, PROVIDING ADDITIONAL SUPPORT OF ITS STATUS AS A PUBLICLY SUPPORTED CHARITY ANOTHER IMPORTANT FACTOR FOR SATISFYING THE PUBLIC SUPPORT TEST IS THE TYPE OF PUBLIC SUPPORT RECEIVED BY THE ORGANIZATION TREAS REG SEC 1 170A-9T(F)(3)(III)(B) PROVIDES THAT SUPPORT "FROM GOVERNMENTAL UNITS OR DIRECTLY OR INDIRECTLY FROM A REPRESENTATIVE NUMBER OF PERSONS WILL BE TAKEN INTO CONSIDERATION" IN DETERMINING WHETHER AN ORGANIZATION SATISFIES THE PUBLIC SUPPORT TEST CPM CLEARLY EXEMPLIFIES AN ORGANIZATION THAT SATISFIES THIS STANDARD CPM IS INTERNATIONALLY RENOWNED FOR ITS INTERACTIVE HISTORY PARK, WHERE INDIVIDUALS ARE ABLE TO ENGAGE, EXPLORE, AND DISCOVER WHAT IT WAS LIKE TO LIVE AND PLAY IN INDIANA'S PAST ACCORDINGLY, CPM ENJOYS BROAD PUBLIC SUPPORT GOVERNMENTAL ENTITIES SUPPORT CPM ALL THROUGHOUT THE SCHOOL YEAR AS SCHOOL CORPORATIONS SEND THEIR STUDENTS TO UTILIZE AND EXPERIENCE THE EDUCATIONAL OPPORTUNITIES OFFERED BY CPM OVER 500 SCHOOLS VISIT CPM TO UTILIZE AND ALLOW STUDENTS TO ENGAGE IN THE INTERACTIVE HISTORY PARK ADDITIONALLY, CPM IS ALSO SUPPORTED BY OVER 300,000 INDIVIDUALS THAT VISIT THE MUSEUM EVERY YEAR, FURTHER ILLUSTRATING THE PUBLIC IMPACT OF CPM OF THE 300,000 PLUS INDIVIDUALS THAT VISIT CPM ANNUALLY, APPROXIMATELY 60,000 ARE VISITING AS PART OF A SCHOOL-SPONSORED PROGRAM (STUDENTS) FURTHERMORE, CPM'S COMMITMENT TO BEING OPEN AND AVAILABLE TO THE ENTIRE PUBLIC IS ILLUSTRATED BY THE FACT THAT AN ENTIRE FAMILY CAN OBTAIN AN ANNUAL MEMBERSHIP PASS TO CPM FOR UNDER $100 FINALLY, THE INFLUENCE OF CPM IS ALSO SHOWN BY THE SUMMER CAMP THAT IT HOSTS ON AN ANNUAL BASIS WHERE APPROXIMATELY 1,500 CHILDREN PARTICIPATE EACH SUMMER THE PUBLIC SUPPORT OF CPM IS ALSO ILLUSTRATED THROUGH THE REPRESENTATIVE GOVERNING BODY OF CPM ACCORDING TO TREAS REG SEC 1 170A-9T(F)(3)(III)(C), AN ORGANIZATION WILL BE VIEWED AS BEING PUBLICLY SUPPORTED IF THE "GOVERNING BODY REPRESENTS THE BROAD INTERESTS OF THE PUBLIC, RATHER THAN THE PERSONAL OR PRIVATE INTERESTS OF A LIMITED NUMBER OF DONORS" AND WHERE THE DIRECTORS "ARE PERSONS HAVING SPECIAL KNOWLEDGE OR EXPERTISE IN THE PARTICULAR FIELD OR DISCIPLINE IN WHICH THE ORGANIZATION IS OPERATING " TO ENSURE CPM OBTAINS A BROAD CROSS-SECTION OF THE PUBLIC, THE CPM BOARD OF DIRECTORS IS AUTHORIZED TO HAVE UP TO FIFTY (50) DIRECTORS, CURRENTLY CPM HAS FORTY-TWO (42) DIRECTORS, AND THEIR BIOGRAPHIES DETAILING THE SIGNIFICANT EXPERIENCE THEY EACH BRING TO THE BOARD OF DIRECTOR'S CAN BE FOUND AT HTTP //WWW CONNERPRAIRIE ORG/ABOUT-US/BOARD-OF-DIRECTORS ASPX MOREOVER, TO ENSURE THAT CPM HAS THE REQUISITE EXPERIENCE AND KNOWLEDGE TO BE A PUBLICLY SUPPORTED ORGANIZATION, THE REQUIREMENTS TO BE A DIRECTOR INCLUDE, IN PART, THAT THE DIRECTOR HAS "DEMONSTRATED PHILANTHROPIC OR NON-PROFIT INTERESTS OR INVOLVEMENT WITH A SUBSTANTIAL NON-PROFIT ORGANIZATION" AS WELL AS HAS "DEMONSTRATED ABILITY TO RAISE AND/OR MAKE SUBSTANTIAL GIFTS FOR THE BENEFIT OF A NON-PROFIT ORGANIZATION " FINALLY, TO HELP ENSURE THE QUALITY AND EXPERIENCE CPM PROVIDES IS AT THE HIGHEST LEVEL, EACH DIRECTOR MUST HAVE "EXPERIENCE WITH A HISTORY MUSEUM AND/OR INTEREST IN EARLY AMERICAN HISTORY " FOR ALL THESE REASONS, CPM'S BOARD OF DIRECTORS ILLUSTRATES THAT CPM IS A PUBLICLY SUPPORTED ORGANIZATION FINALLY, CPM'S PUBLIC SUPPORT IS ILLUSTRATED BY THE EDUCATIONAL ACTIVITIES IT PROVIDES THAT DIRECTLY BENEFIT THE PUBLIC TREAS REG SEC 1 170A-9T(F)(3)(III)(D)(1) CONTEMPLATES THAT AN ORGANIZATION THAT PROVIDES FACILITIES OR SERVICES DIRECTLY FOR THE BENEFIT OF THE GENERAL PUBLIC ILLUSTRATES THAT IT IS A PUBLICLY SUPPORTED ORGANIZATION, AND SPECIFICALLY IDENTIFIES A MUSEUM AS AN ORGANIZATION THAT SATISFIES THIS CRITERIA CPM IS JUST THAT A MUSEUM THAT PROVIDES BOTH FACILITIES AND SERVICES DIRECTLY FOR THE BENEFIT OF THE PUBLIC THIS IS EVIDENCED BY THE FACT THAT CPM IS AN AFFILIATE OF THE SMITHSONIAN MUSEUM NOT ONLY DOES CPM CARRY OUT AN IMPORTANT ACTIVITY OF EDUCATING INDIVIDUALS ON THE HISTORY OF INDIANA, BUT IT DOES SO IN A UNIQUE AND INTERACTIVE MANNER, ATTRACTING ALL POPULATIONS, WHICH FURTHERS BOTH CPM'S MISSION AND BENEFIT TO THE PUBLIC THE FOREGOING ILLUSTRATES THAT CPM IS CLEARLY AN EDUCATIONAL ORGANIZATION THAT IS PUBLICLY SUPPORTED, AS DEFINED IN TREAS REG SEC 1 170A-9T(F)(3)

Explanation

OTHER INCOME, SCHEDULE A, PART II, LINE 10, DESCRIPTION - MISCELLANEOUS INCOME, COLUMN A - 28404, COLUMN B - 39307, COLUMN C - 58778, COLUMN D - 15714, COLUMN E - 17627, COLUMN F - 159830, DESCRIPTION - FUNDRAISING GROSS RECEIPTS, COLUMN A - 11828, COLUMN B - 10390, COLUMN C - 11645, COLUMN D - 8820, COLUMN E - 8880, COLUMN F - 51563, DESCRIPTION - FOREST MANAGEMENT/TIMBER SALES, COLUMN A - 0, COLUMN B - 0, COLUMN C - 84243, COLUMN D - 0, COLUMN E - 0, COLUMN F - 84243, DESCRIPTION - INSURANCE PROCEEDS, COLUMN A - 0, COLUMN B - 0, COLUMN C - 0, COLUMN D - 20175, COLUMN E - 0, COLUMN F - 20175,,

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SCHEDULE D (Form 990)

Department of the Treasury
Internal Revenue Service

Supplemental Financial Statements

▶ Complete if the organization answered "Yes," to Form 990, Part IV, line 6, 7, 8, 9, 10, 11a, 11b, 11c, 11d, 11e, 11f, 12a, or 12b
▶ Attach to Form 990. ▶ See separate instructions.

OMB No 1545-0047

2012

Open to Public Inspection

Name of the organization	Employer identification number
CONNER PRAIRIE MUSEUM INC	20-3402627

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? ☐ Yes ☐ No

6 Did the organization inform all grantees, donors, and donor advisors in writing that grant funds can be used only for charitable purposes and not for the benefit of the donor or donor advisor, or for any other purpose conferring impermissible private benefit? ☐ Yes ☐ No

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

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

☐ Preservation of land for public use (e g , recreation or education)
☐ Preservation of an historically important land area
☐ Protection of natural habitat
☐ Preservation of a certified historic structure
☐ Preservation of open space

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

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

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

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

5 Does the organization have a written policy regarding the periodic monitoring, inspection, handling of violations, and enforcement of the conservation easements it holds? ☐ Yes ☐ No

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

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

8 Does each conservation easement reported on line 2(d) above satisfy the requirements of section 170(h)(4)(B)(i) and section 170(h)(4)(B)(ii)? ☐ Yes ☐ No

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

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

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

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

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

(ii) Assets included in Form 990, Part X ▶ $ ______________

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

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

b Assets included in Form 990, Part X ▶ $ ______________

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

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

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

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

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

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

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

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

		Amount
c Beginning balance	1c	
d Additions during the year	1d	
e Distributions during the year	1e	
f Ending balance	1f	

2a Did the organization include an amount on Form 990, Part X, line 21? ☐ **Yes** ☐ **No**

b If "Yes," explain the arrangement in Part XIII Check here if the explanation has been provided in Part XIII . . . . ☐

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

	(a) Current year	(b) Prior year	(c) Two years back	(d) Three years back	(e) Four years back
1a Beginning of year balance	89,298,070	91,715,008	90,178,346	84,264,554	122,808,572
b Contributions	877,295	2,070,127	1,365,266	699,929	137,300
c Net investment earnings, gains, and losses	10,657,050	2,990,083	9,319,528	11,448,504	-30,819,798
d Grants or scholarships	4,854,984	5,413,701	5,393,750	5,899,762	7,614,154
e Other expenditures for facilities and programs	399,199	2,063,447	3,754,382	334,879	247,366
f Administrative expenses		0	0	0	0
g End of year balance	95,578,232	89,298,070	91,715,008	90,178,346	84,264,554

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

a Board designated or quasi-endowment ▶ 99 700 %

b Permanent endowment ▶ 0 300 %

c Temporarily restricted endowment ▶ 0 %

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

3a Are there endowment funds not in the possession of the organization that are held and administered for the organization by

		Yes	No
(i) unrelated organizations	3a(i)		No
(ii) related organizations	3a(ii)	Yes	
b If "Yes" to 3a(ii), are the related organizations listed as required on Schedule R?	3b	Yes	

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

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

Description of property	(a) Cost or other basis (investment)	(b) Cost or other basis (other)	(c) Accumulated depreciation	(d) Book value
1a Land				0
b Buildings				0
c Leasehold improvements		767,482	130,959	636,523
d Equipment		1,450,000	460,714	989,286
e Other				0
Total. Add lines 1a through 1e *(Column (d) must equal Form 990, Part X, column (B), line 10(c).)* ▶				1,625,809

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

(a) Description of security or category (including name of security)	(b) Book value	(c) Method of valuation Cost or end-of-year market value
(1) Financial derivatives		
(2) Closely-held equity interests		
Other		
Total. *(Column (b) must equal Form 990, Part X, col (B) line 12)* ▶		

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

(a) Description of investment type	(b) Book value	(c) Method of valuation Cost or end-of-year market value
Total. *(Column (b) must equal Form 990, Part X, col (B) line 13)* ▶		

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

(a) Description	(b) Book value
(1) DUE FROM CONNER PRAIRIE FOUNDATION, INC	356,096
Total. *(Column (b) must equal Form 990, Part X, col.(B) line 15.)* . . . . ▶	356,096

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

1 (a) Description of liability	(b) Book value
Federal income taxes	0
See Additional Data Table	
Total. *(Column (b) must equal Form 990, Part X, col (B) line 25)* ▶	0

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

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

1	Total revenue, gains, and other support per audited financial statements			1	10,606,739
2	Amounts included on line 1 but not on Form 990, Part VIII, line 12				
a	Net unrealized gains on investments	2a			
b	Donated services and use of facilities	2b	49,000		
c	Recoveries of prior year grants	2c			
d	Other (Describe in Part XIII)	2d	546,509		
e	Add lines **2a** through **2d**			2e	595,509
3	Subtract line **2e** from line **1**			3	10,011,230
4	Amounts included on Form 990, Part VIII, line 12, but not on line **1**				
a	Investment expenses not included on Form 990, Part VIII, line 7b	4a			
b	Other (Describe in Part XIII)	4b	0		
c	Add lines **4a** and **4b**			4c	0
5	Total revenue Add lines **3** and **4c.** (This must equal Form 990, Part I, line 12)			5	10,011,230

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

1	Total expenses and losses per audited financial statements			1	10,595,820
2	Amounts included on line 1 but not on Form 990, Part IX, line 25				
a	Donated services and use of facilities	2a	49,000		
b	Prior year adjustments	2b			
c	Other losses	2c			
d	Other (Describe in Part XIII)	2d	546,509		
e	Add lines **2a** through **2d**			2e	595,509
3	Subtract line **2e** from line **1**			3	10,000,311
4	Amounts included on Form 990, Part IX, line 25, but not on line **1:**				
a	Investment expenses not included on Form 990, Part VIII, line 7b	4a			
b	Other (Describe in Part XIII)	4b	0		
c	Add lines **4a** and **4b**			4c	0
5	Total expenses Add lines **3** and **4c.** (This must equal Form 990, Part I, line 18)			5	10,000,311

Part XIII Supplemental Information

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

Identifier	Return Reference	Explanation
Collections of art - financial statement footnote	Schedule D, Part III, Line 1a	CONNER PRAIRIE MUSEUM, INC MAINTAINS AN EXTENSIVE COLLECTION OF ITEMS FROM 1800 TO 1945 THAT ARE RELEVANT TO CENTRAL INDIANA DURING THOSE TIME PERIODS DUE TO THE DIFFICULTY IN ESTABLISHING A VALUE FOR COLLECTIONS, PURCHASES ARE EXPENSED AS PURCHASED STANDARD MUSEUM PROCEDURES ARE USED IN ACCESSIONING, DEACCESSIONING, CATALOGING AND MANAGING OBJECTS CONNER PRAIRIE MUSEUM, INC 'S PROCEDURES PROVIDE A CLEAN, SAFE AND STABLE STORAGE ENVIRONMENT FOR ITS PERMANENT COLLECTIONS OBJECTS USED IN THE LIVING HISTORY PROGRAMS ARE GIVEN REASONABLE CARE TOWARDS CONTINUING PRESERVATION THERE WERE 1,538 AND 104 DEACCESSIONS AND 94 AND 171 ACCESSIONS IN 2012 AND 2011, RESPECTIVELY IN 2012 AND 2011, THE MUSEUM SOLD SOME COLLECTIONS FOR A GAIN OF APPROXIMATELY $73,000 AND $544,000, RESPECTIVELY, AND USED THE PROCEEDS FROM THE SALE TO PURCHASE COLLECTIONS FOR THE CIVIL WAR EXHIBIT AND OTHER EXHIBITS
Collections of art - description of collections	Schedule D, Part III, Line 4	CONNER PRAIRIE MUSEUM, INC IS DIVIDED INTO SEVERAL SECTIONS, ALL OF WHICH CONTAIN ART AND HISTORICAL TREASURES THE 1863 CIVIL WAR JOURNEY INCLUDES SEVERAL BUILDINGS AND DISPLAYS WHICH HIGHLIGHT WHAT LIFE WAS LIKE IN INDIANA DURING THE CIVIL WAR THE LOG BARN HOLDS A VARIETY OF HISTORIC FARM EQUIPMENT AND THE BANK BARN HIGHLIGHTS HISTORIC TECHNIQUES FOR FARMING AND CARING FOR FARM ANIMALS THE PORTER'S FARM AND HOME AND THE SCHOOL ARE DECORATED WITH HISTORIC ART AND HEIRLOOMS FROM THE 1800'S THE CEDAR CHAPEL COVERED BRIDGE CAN BE CONSIDERED A HISTORICAL TREASURE ITSELF AS IT WAS BUILT IN THE EARLY 1900'S AND THEN MOVED TO THE MUSEUM FOR PRESERVATION THE 1836 PRAIRIETOWN INCLUDES SEVERAL BUILDINGS AND DISPLAYS WHICH HIGHLIGHT WHAT LIFE WAS LIKE IN THE EARLY 1800'S IN INDIANA DR CAMPBELL'S HOME IS FILLED WITH EQUIPMENT AND DISPLAYS ABOUT EARLY 19TH-CENTURY MEDICAL PROCEDURES AND PRACTICES BARKER'S POTTERY SHOP HAS A HISTORIC KICK-WHEEL, KILN, AND MANY MORE POTTERY-RELATED TREASURES THE CONNER HOUSE AND GARDEN FEATURE HEIRLOOM GARDENS AND HISTORIC ARTWORK MANY MORE EXHIBITS IN THIS SECTION OF THE MUSEUM CONTAIN ARTWORK AND HISTORICAL TREASURES THE CONNER HOMESTEAD HAS AN EXHIBIT FOR CANDLE DIPPING SO VISITORS CAN EXPERIENCE HOW CANDLES WERE HISTORICALLY CREATED FROM BEESWAX AND TALLOW THE LOOM HOUSE FEATURES BEAUTIFUL TEXTILE LOOMS WHICH DEMONSTRATE HOW FABRICS AND TEXTILES WERE PRODUCED MANY YEARS AGO THE 1859 BALLOON VOYAGE DISPLAYS COMPONENTS OF ONE OF THE EARLIEST CHAPTERS IN AVIATION HISTORY THE FLIGHT SCHOOL PAVILION IS ONE OF THE MOST POPULAR EXHIBITS IN THE MUSEUM ALL OF THE EXHIBITS IN THE CONNER PRAIRIE MUSEUM, INC FURTHER THE ORGANIZATION'S EXEMPT PURPOSE TO EDUCATE DIVERSE AUDIENCES ABOUT THE PAST CONNER PRAIRIE MUSEUM, INC IS FOCUSED ON EDUCATING VISITORS ABOUT THE HISTORY OF INDIANA THESE EXHIBITS AND HISTORICAL TREASURES ARE ESSENTIAL TO THAT MISSION THE COLLECTIONS BELONGING TO THE MUSEUM ALSO INCLUDE SEVERAL ASIAN ARTIFACTS ACQUIRED BY ELI LILLY
Intended uses of endowment funds	Schedule D, Part V, Line 4	THE ENDOWMENT FUNDS HELD BY CONNER PRAIRIE FOUNDATION, INC (A RELATED ORGANIZATION) ARE TO PROVIDE SUPPORT FOR THE PROGRAMS AND OPERATIONS OF CONNER PRAIRIE MUSEUM, INC
FIN 48 (ASC 740) footnote	Schedule D, Part X, Line 2	THE MUSEUM IS EXEMPT FROM INCOME TAXES ON INCOME FROM RELATED ACTIVITIES UNDER SECTION 501 (C)(3) OF THE U S INTERNAL REVENUE CODE ADDITIONALLY, THE MUSEUM IS NOT CONSIDERED TO BE A PRIVATE FOUNDATION THE MUSEUM MAY BE SUBJECT TO INCOME TAX ON UNRELATED BUSINESS INCOME, HOWEVER, THE ORGANIZATION DID NOT INCUR FEDERAL OR STATE INCOME TAX EXPENSE FOR 2012 OR 2011 FOR TAX REPORTING PURPOSES, CONNER PRAIRIE ALLIANCE AND 1859 BALLOON VOYAGE LLC ARE CONSIDERED DISREGARDED ENTITIES OF THE MUSEUM AND THEIR ACTIVITIES ARE REPORTED AS THE PARENT ORGANIZATION'S INFORMATION CURRENT ACCOUNTING STANDARDS REQUIRE THE MUSEUM TO DISCLOSE THE AMOUNT OF POTENTIAL BENEFIT OR OBLIGATION TO BE REALIZED AS A RESULT OF AN EXAMINATION PERFORMED BY A TAXING AUTHORITY FOR THE YEARS ENDED DECEMBER 31, 2012 AND 2011, MANAGEMENT HAS DETERMINED THAT THE MUSEUM DOES NOT HAVE ANY TAX POSITIONS THAT RESULT IN ANY UNCERTAINTIES REGARDING THE POSSIBLE IMPACT ON THE MUSEUM'S FINANCIAL STATEMENTS THE MUSEUM IS NO LONGER SUBJECT TO EXAMINATION BY TAXING AUTHORITIES FOR YEARS BEFORE 2009 THE MUSEUM DOES NOT EXPECT THE TOTAL AMOUNT OF UNRECOGNIZED TAX BENEFITS TO SIGNIFICANTLY CHANGE IN THE NEXT 12 MONTHS THE MUSEUM RECOGNIZED INTEREST AND/OR PENALTIES RELATED TO INCOME TAX MATTERS IN INCOME TAX EXPENSE THE MUSEUM DID NOT HAVE ANY AMOUNTS ACCRUED FOR INTEREST AND PENALTIES AT DECEMBER 31, 2012 AND 2011
Other revenues in audited financial statements not in form 990	Schedule D, Part XI, Line 2d	FUNDRAISING EXPENSES - 5386, COST OF GOOD SOLD - 541123,
Other expenses in audited financial statements not in form 990	Schedule D, Part XII, Line 2d	FUNDRAISING EXPENSES - 5386, COST OF GOODS SOLD - 541123,

SCHEDULE G (Form 990 or 990-EZ)

Department of the Treasury
Internal Revenue Service

Supplemental Information Regarding Fundraising or Gaming Activities

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

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

OMB No 1545-0047

2012

Open to Public Inspection

Name of the organization
CONNER PRAIRIE MUSEUM INC

Employer identification number
20-3402627

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
b ☐ Internet and email solicitations
c ☐ Phone solicitations
d ☐ In-person solicitations
e ☐ Solicitation of non-government grants
f ☐ Solicitation of government grants
g ☐ Special fundraising events

2a Did the organization have a written or oral agreement with any individual (including officers, directors, trustees or key employees listed in Form 990, Part VII) or entity in connection with professional fundraising services? ☐ Yes ☐ No

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

(i) Name and address of individual or entity (fundraiser)	(ii) Activity	(iii) Did fundraiser have custody or control of contributions? Yes	No	(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
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 of fundraising event contributions and gross income on Form 990-EZ, lines 1 and 6b. List events with gross receipts greater than $5,000.

		(a) Event #1 GOLF CLASSIC (event type)	(b) Event #2 (event type)	(c) Other events (total number)	(d) Total events (add col (a) through col (c))
Revenue	1 Gross receipts	16,630			16,630
	2 Less Contributions	7,750			7,750
	3 Gross income (line 1 minus line 2)	8,880	0	0	8,880
Direct Expenses	4 Cash prizes				0
	5 Noncash prizes				0
	6 Rent/facility costs				0
	7 Food and beverages	3,092			3,092
	8 Entertainment				0
	9 Other direct expenses	2,294			2,294
	10 Direct expense summary Add lines 4 through 9 in column (d) ▶				(5,386)
	11 Net income summary Combine line 3, column (d), and line 10 ▶				3,494

Part III **Gaming.** Complete if the organization answered "Yes" to Form 990, Part IV, line 19, or reported more than $15,000 on Form 990-EZ, line 6a.

		(a) Bingo	(b) Pull tabs/Instant bingo/progressive bingo	(c) Other gaming	(d) Total gaming (add col (a) through col (c))
Revenue	1 Gross revenue				
Direct Expenses	2 Cash prizes				
	3 Non-cash prizes				
	4 Rent/facility costs				
	5 Other direct expenses				
	6 Volunteer labor	☐ Yes ____ ☐ No	☐ Yes ____ ☐ No	☐ Yes ____ ☐ No	
	7 Direct expense summary Add lines 2 through 5 in column (d) ▶				
	8 Net gaming income summary Combine lines 1 and 7 in column (d) ▶				

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

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

b If "No," explain ____

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

b If "Yes," explain ____

Does the organization operate gaming activities with nonmembers? . . . . ☐ Yes ☐ No

12 Is the organization a grantor, beneficiary or trustee of a trust or a member of a partnership or other entity formed to administer charitable gaming? . . . . ☐ Yes ☐ No

13 Indicate the percentage of gaming activity operated in

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

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

Name ▶

Address ▶

15a Does the organization have a contract with a third party from whom the organization receives gaming revenue? . . . . ☐ Yes ☐ No

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

c If "Yes," enter name and address of the third party

Name ▶

Address ▶

16 Gaming manager information

Name ▶

Gaming manager compensation ▶ $

Description of services provided ▶

☐ Director/officer ☐ Employee ☐ Independent contractor

17 Mandatory distributions

a Is the organization required under state law to make charitable distributions from the gaming proceeds to retain the state gaming license? . . . . ☐ Yes ☐ No

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

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

Identifier	Return Reference	Explanation

Schedule I (Form 990)

Department of the Treasury
Internal Revenue Service

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

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

OMB No 1545-0047

2012

Open to Public Inspection

Name of the organization
CONNER PRAIRIE MUSEUM INC

Employer identification number
20-3402627

Part I General Information on Grants and Assistance

1 Does the organization maintain records to substantiate the amount of the grants or assistance, the grantees' eligibility for the grants or assistance, and the selection criteria used to award the grants or assistance? . . . . ☑ **Yes** ☐ **No**

2 Describe in Part IV the organization's procedures for monitoring the use of grant funds in the United States

Part II Grants and Other Assistance to Governments and Organizations in the United States.

Complete if the organization answered "Yes" to Form 990, Part IV, line 21, for any recipient that received more than $5,000. Part II can be duplicated if additional space is needed.

(a) Name and address of organization or government	**(b)** EIN	**(c)** IRC Code section if applicable	**(d)** Amount of cash grant	**(e)** Amount of non-cash assistance	**(f)** Method of valuation (book, FMV, appraisal, other)	**(g)** Description of non-cash assistance	**(h)** Purpose of grant or assistance
(1) CONNER PRAIRIE FOUNDATION INC 13400 ALLISONVILLE RD FISHERS, IN 46038	20-3402547	501 (C) (3)	728,285	0	N/A	N/A	PROGRAM ASSISTANCE

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

3 Enter total number of other organizations listed in the line 1 table . . . . ▶ 0

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

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

Part IV **Supplemental Information.**

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

Identifier	Return Reference	Explanation
Procedures for monitoring use of grant funds	Schedule I, Part I, Line 2	CONNER PRAIRIE MUSEUM, INC REMITS GRANT FUNDS TO CONNER PRAIRIE FOUNDATION, INC GRANTS PAID ARE APPROVED BY CONNER PRAIRIE MUSEUM, INC 'S BOARD OF DIRECTORS CONNER PRAIRIE MUSEUM, INC RELIES ON CONNER PRAIRIE FOUNDATION, INC 'S BOARD OF DIRECTORS TO MONITOR THE USE OF THE FUNDS AND ENSURE THEY ARE USED FOR THE APPROPRIATE PROGRAMS AND ACTIVITIES OF CONNER PRAIRIE FOUNDATION, INC

Schedule J (Form 990)

Department of the Treasury
Internal Revenue Service

Compensation Information

For certain Officers, Directors, Trustees, Key Employees, and Highest Compensated Employees
▶ Complete if the organization answered "Yes" to Form 990, Part IV, question 23.
▶ Attach to Form 990. ▶ See separate instructions.

OMB No 1545-0047

2012

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Name of the organization
CONNER PRAIRIE MUSEUM INC

Employer identification number
20-3402627

Part I Questions Regarding Compensation

			Yes	No
1a	Check the appropiate 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 ☐ First-class or charter travel ☐ Housing allowance or residence for personal use ☐ Travel for companions ☐ Payments for business use of personal residence ☐ Tax idemnification and gross-up payments ☐ Health or social club dues or initiation fees ☐ Discretionary spending account ☐ Personal services (e g , maid, chauffeur, chef)			
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 of the expenses described above? If "No," complete Part III to explain	**1b**		
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**		
3	Indicate which, if any, of the following the filing organization used to establish the compensation of the organization's CEO/Executive Director Check all that apply Do not check any boxes for methods used by a related organization to establish compensation of the CEO/Executive Director, but explain in Part III ☑ Compensation committee ☐ Written employment contract ☐ Independent compensation consultant ☑ Compensation survey or study ☑ Form 990 of other organizations ☑ Approval by the board or compensation committee			
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?	**4a**		No
b	Participate in, or receive payment from, a supplemental nonqualified retirement plan?	**4b**		No
c	Participate in, or receive payment from, an equity-based compensation arrangement? If "Yes" to any of lines 4a-c, list the persons and provide the applicable amounts for each item in Part III	**4c**		No
	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**		No
b	Any related organization? If "Yes," to line 5a or 5b, describe in Part III	**5b**		No
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**		No
b	Any related organization? If "Yes," to line 6a or 6b, describe in Part III	**6b**		No
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**		No
8	Were any amounts reported in Form 990, Part VII, paid or accured pursuant to a contract that was subject to the initial contract exception described in Regulations section 53 4958-4(a)(3)? If "Yes," describe in Part III	**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) for each listed individual must equal the total amount of Form 990, Part VII, Section A, line 1a, applicable column (D) and (E) amounts for that individual

(A) Name and Title		(B) Breakdown of W-2 and/or 1099-MISC compensation			(C) Retirement and other deferred compensation	(D) Nontaxable benefits	(E) Total of columns (B)(i)-(D)	(F) Compensation reported as deferred in prior Form 990
		(i) Base compensation	(ii) Bonus & incentive compensation	(iii) Other reportable compensation				
(1) ELLEN M ROSENTHAL PRESIDENT & CEO	(i)	160,888	3,304	4,064	12,003	612	180,871	0
	(ii)	0	0	0	0	0	0	0

Part III Supplemental Information

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

Identifier	Return Reference	Explanation

SCHEDULE M (Form 990)

Department of the Treasury
Internal Revenue Service

Noncash Contributions

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

OMB No 1545-0047

2012

Open to Public Inspection

Name of the organization
CONNER PRAIRIE MUSEUM INC

Employer identification number
20-3402627

Part I Types of Property

	(a) Check if applicable	(b) Number of contributions or items contributed	(c) Noncash contribution amounts reported on Form 990, Part VIII, line 1g	(d) Method of determining noncash contribution amounts
1 Art—Works of art				
2 Art—Historical treasures				
3 Art—Fractional interests				
4 Books and publications				
5 Clothing and household goods				
6 Cars and other vehicles				
7 Boats and planes				
8 Intellectual property				
9 Securities—Publicly traded	X	10	161,686	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	X	1	1,909	COST
20 Drugs and medical supplies				
21 Taxidermy				
22 Historical artifacts				
23 Scientific specimens				
24 Archeological artifacts				
25 Other ▶ (SIGNAGE)	X	1	3,190	MARKET VALUE
26 Other ▶ (EQUIPMENT)	X	1	8,400	MARKET VALUE
27 Other ▶ (OPERATING EQUIPMENT AND SUPPLIES)	X	9	4,694	COST
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 | 0

		Yes	No
30a During the year, did the organization receive by contribution any property reported in Part I, lines 1-28 that it must hold for at least three years from the date of the initial contribution, and which is not required to be used for exempt purposes for the entire holding period?	30a		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 noncash contributions?	32a		No
b If "Yes," describe in Part II			
33 If the organization did not report an amount in column (c) for a type of property for which column (a) is checked, describe in Part II			

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

Identifier	Return Reference	Explanation
Explanations of reporting method for number of contributions	Schedule M, Part I	SECURITIES - PUBLICLY TRADED NUMBER OF CONTRIBUTIONS FOOD INVENTORY NUMBER OF CONTRIBUTIONS OTHER NUMBER OF CONTRIBUTIONS OTHER NUMBER OF CONTRIBUTIONS OTHER NUMBER OF CONTRIBUTIONS
Number of contributions or items contributed	Schedule M, part I, column (b), Line 9	NUMBER OF CONTRIBUTIONS
Number of contributions or items contributed	Schedule M, part I, column (b), Line 19	NUMBER OF CONTRIBUTIONS
Number of contributions or items contributed	Schedule M, part I, column (b), Line other=SIGNAGE	NUMBER OF CONTRIBUTIONS
Number of contributions or items contributed	Schedule M, part I, column (b), Line other=EQUIPMENT	NUMBER OF CONTRIBUTIONS

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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

2012

Open to Public Inspection

Name of the organization
CONNER PRAIRIE MUSEUM INC

Employer identification number
20-3402627

Identifier	Return Reference	Explanation
HISTORIC MUSEUM EXPERIENCE (CONTINUED FROM PART III, LINE 4A)	FORM 990, PART III, LINE 4A	OUR ON-SITE GENERAL AUDIENCE OF 300,000 ANNUAL VISITORS IS DRAWN LARGELY FROM CENTRAL INDIANA APPROXIMATELY 60% OF ATTENDEES ARE YOUTH WITH THE BALANCE BEING ADULTS AND SENIORS APPROXIMATELY 50,000 SCHOOL STUDENTS VISIT THE MUSEUM EACH YEAR AND COME FROM THROUGHOUT INDIANA AND NEIGHBORING STATES, THOSE SCHOOL GROUPS FROM THE GREATER INDIANAPOLIS METROPOLITAN AREA REFLECT THE DIVERSITY WITHIN THE SCHOOL DISTRICT(S) AS A GENERAL RULE, THEREFORE, SCHOOL GROUP PARTICIPATION IS FAR MORE CULTURALLY DIVERSE THAN GENERAL ATTENDANCE FOR THE MIDWEST, CONNER PRAIRIE IS A DESTINATION FOR FAMILIES WITH CHILDREN OF ALL AGES, IT IS A PLACE WHERE THEY CAN SUPPLEMENT OR ENHANCE IN-CLASS LEARNING, PURSUE NEW INTERESTS, AND EXPLORE NATURE, SCIENCE, ART AND HISTORY IT IS A PLACE WHERE GRANDPARENTS CAN SHARE MEMORIES WITH GRANDCHILDREN, OR TALK ABOUT HOW BEST TO CARE FOR THE ENVIRONMENT FOR FAMILIES WITH YOUNG CHILDREN IT IS A MUCH SOUGHT AFTER DESTINATION FOR SCHOOL TEACHERS, A PLANNED FIELD TRIP TO CONNER PRAIRIE IS ONE THAT UNFOLDS THE RICHNESS OF THE PAST WHILE ENCOURAGING INTEREST BEYOND FACTS, FIGURES AND DATES FOR BUSINESSES, THE BEAUTY, INTEGRITY AND PROGRAMMING AT CONNER PRAIRIE IS A RECRUITING TOOL THAT HELPS SELL RECRUITS ON RELOCATING TO THE AREA, AND IS AN ASSET TO THOSE ALREADY HERE THE PRIMARY VISITOR EXPERIENCE CURRENTLY INCLUDES FIVE DISTINCT HISTORY AREAS 1816 LENAPE INDIAN CAMP, WILLIAM CONNER HOMESTEAD, 1836 PRAIRIETOWN, 1859 BALLOON VOYAGE, AND 1863 CIVIL WAR JOURNEY A MODERN WELCOME CENTER IS ALSO A MAJOR COMPONENT OF THE CONNER PRAIRIE COMPLEX A PARTIAL LIST OF CONNER PRAIRIE'S SPECIAL PROGRAMMING INCLUDE CIVIL WAR WEEKEND (REENACTMENT OF LIFE DURING THE CIVIL WAR WITH "STAGED/REENACTED" BATTLES), GLORIOUS FOURTH (CELEBRATING THE NATION'S BIRTH CIRCA 1886), CURIOSITY FAIR (WHOS, HOWS AND WHYS OF SCIENCE, TECHNOLOGY, ENGINEERING AND MATH), FOLLOW THE NORTH STAR (AN IMMERSION PROGRAM ABOUT THE UNDERGROUND RAILROAD CONDUCTED FOR SCHOOL GROUPS AND THE GENERAL PUBLIC), AND HEARTHSIDE SUPPERS (AN INTIMATE DINING EXPERIENCE WITH THE GUESTS ASSISTING IN 1836 COOKING PRACTICES) ULTIMATELY, THE MUSEUM IS NOT JUST A PURVEYOR OF HISTORY, BUT CONTINUALLY STRIVES TO INSPIRE FUTURE GENERATIONS OF INQUISITIVE STUDENTS OF THE HUMAN EXPERIENCE

Identifier	Return Reference	Explanation
Delegate broad authority to a committee	Form 990, Part VI, Section A, Line 1a	ACCORDING TO THE ORGANIZATION'S BYLAWS, THE BOARD OF DIRECTORS MAY CREATE ONE OR MORE COMMITTEES TO ASSIST IN CARRYING OUT ANY OF THE PURPOSES OF THE CORPORATION, DEFINE THE RESPONSIBILITIES OF SUCH COMMITTEE OR COMMITTEES AND DELEGATE SUCH COMMITTEE OR COMMITTEES THOSE POWERS THAT THE BOARD OF DIRECTORS DETERMINES TO BE APPROPRIATE THE BOARD OF DIRECTORS SHALL APPOINT THE MEMBERS OF EACH COMMITTEE AT LEAST TWO MEMBERS OF EACH COMMITTEE SHALL BE MEMBERS OF THE BOARD OF DIRECTORS AND, IF THE COMMITTEE IS TO EXERCISE POWERS OF THE BOARD OF DIRECTORS, THEN EACH MEMBER APPOINTED TO THE COMMITTEE SHALL BE A MEMBER OF THE BOARD OF DIRECTORS THE PRESIDENT SHALL BE AN EX-OFFICIAL MEMBER OF ALL STANDING COMMITTEES OTHER THAN COMMITTEES EXERCISING AUDIT OR EXECUTIVE COMPENSATION RESPONSIBILITIES, PROVIDED, HOWEVER, THAN IN COMMITTEE ACTION CONSTITUTING THE EXERCISE OF A POWER OF THE BOARD OF DIRECTORS, THE PARTICIPATION OF THE PRESIDENT IN THAT ACTION SHALL NOT BE CONSIDERED IN DETERMINING THE EXISTENCE OF A QUORUM OR THE VOTE ON THE ACTION NO OTHER PERSON EMPLOYED BY THE CORPORATION SHALL SERVE ON ANY COMMITTEE NO PERSON HAVING A BUSINESS RELATIONSHIP WITH THE CORPORATION, OR WHO IS EMPLOYED BY AN ENTITY HAVING A BUSINESS RELATIONSHIP WITH THE CORPORATION, SHALL SERVE ON A COMMITTEE EXERCISING AUDIT OR EXECUTIVE COMPENSATION RESPONSIBILITIES

Identifier	Return Reference	Explanation
Review of form 990 by governing body	Form 990, Part VI, Section B, Line 11b	A DRAFT OF THE FORM 990 IS PROVIDED TO EACH MEMBER OF THE AUDIT COMMITTEE FOR THEIR INDIVIDUAL REVIEW AN OVERVIEW OF THE FORM 990 IS THEN PRESENTED TO THE AUDIT COMMITTEE BY THE PAID TAX RETURN PREPARER AND THE SENIOR MANAGEMENT OF CONNER PRAIRIE MUSEUM, INC THE PRESENTATION AND MEETING INCLUDE A DETAILED DISCUSSION OF THE FORM 990 ANSWERING ANY QUESTIONS POSED BY THE MEMBERS OF THE AUDIT COMMITTEE AFTER THE AUDIT COMMITTEE APPROVES THE DRAFT, COPIES OF THE FORM 990, EXCLUDING SCHEDULE B, SCHEDULE OF CONTRIBUTORS (WHICH IS NOT A REQUIRED DISCLOSURE PURSUANT TO INTERNAL REVENUE CODE (IRC) SECTION 6104), ARE PROVIDED TO EVERY VOTING MEMBER OF THE GOVERNING BODY BEFORE IT IS FILED WITH THE IRS

Identifier	Return Reference	Explanation
Conflict of interest policy	Form 990, Part VI, Section B, Line 12c	EVERY YEAR, A CONFLICT OF INTEREST QUESTIONNAIRE IS SENT TO EACH INTERESTED PERSON OF THE ORGANIZATION AFTER THE QUESTIONNAIRES ARE COMPLETED, THEY ARE REVIEWED BY THE GOVERNANCE COMMITTEE FOR POTENTIAL CONFLICTS OF INTEREST THE GOVERNANCE COMMITTEE IS COMPRISED OF BOARD MEMBERS AND A STAFF LIAISON AT LEAST ONE MEMBER OF THIS COMMITTEE IS PRESENT AT ALL BOARD MEETINGS TO ENSURE THAT BOARD MEMBERS WITH POTENTIAL CONFLICTS ABSTAIN FROM PARTICIPATING IN DISCUSSIONS AND VOTING ON TRANSACTIONS RELATED TO THOSE POTENTIAL CONFLICTS

Identifier	Return Reference	Explanation
Process used to establish compensation of top management official	Form 990, Part VI, Section B, Line 15a	THE EXECUTIVE COMPENSATION COMMITTEE, CONSISTING OF THREE BOARD MEMBERS AND THE VICE PRESIDENT OF HUMAN RESOURCES, CONDUCTED A PERFORMANCE EVALUATION SURVEY OF THE PRESIDENT/CEO THE ENTIRE BOARD HAD THE OPPORTUNITY TO RATE THE PRESIDENT/CEO AND OFFER COMMENTS THE COMMITTEE ANALYZED THE RESULTS OF THE SURVEY, RESEARCHED COMPARATIVE COMPENSATION DATA, AND MADE A RECOMMENDATION TO THE BOARD CHAIR THE DATA WAS THEN REVIEWED AND APPROVED BY THE CHAIR WHO THEN PRESENTED HIS RECOMMENDATION TO THE BOARD IN AN EXECUTIVE SESSION THIS REVIEW PROCESS WAS LAST PERFORMED AND DOCUMENTED IN THE JULY 2012 EXECUTIVE COMPENSATION COMMITTEE MINUTES

Identifier	Return Reference	Explanation
PROCESS USED TO ESTABLISH COMPENSATION OF OTHER OFFICERS/KEY EMPLOYEES	FORM 990, PART VI, LINE 15B	THE ORGANIZATION DOES NOT HAVE OTHER OFFICERS OR KEY EMPLOYEES THAT RECEIVE COMPENSATION, THEREFORE THIS QUESTION IS NOT APPLICABLE AND HAS BEEN ANSWERED "NO" IN ACCORDANCE WITH THE FORM 990 INSTRUCTIONS COMPENSATION OF THE HIGHEST COMPENSATED EMPLOYEES REPORTED IN PART VII (CFO, VP OF INSTITUTIONAL ADVANCEMENT, AND VP OF EXHIBITS, PROGRAMS & FACILITIES) IS REVIEWED BY THE PRESIDENT/CEO USING COMPARABLE DATA GARNERED FROM LOCAL NON-PROFIT COMPENSATION SURVEYS AND THE AMERICAN ASSOCIATION OF MUSEUMS (AAM) COMPENSATION SURVEY IF COMPENSATION CHANGES ARE RECOMMENDED BY THE PRESIDENT/CEO, THE FINAL DECISIONS ARE DOCUMENTED AND REVIEWED BY THE EXECUTIVE COMPENSATION COMMITTEE.

Identifier	Return Reference	Explanation
Governing documents, conflict of interest policy and financial statements available to the public	Form 990, Part VI, Section C, Line 19	FINANCIAL STATEMENTS, GOVERNING DOCUMENTS, AND CONFLICT OF INTEREST POLICIES ARE NOT REQUIRED DISCLOSURES PURSUANT TO INTERNAL REVENUE CODE (IRC) SECTION 6104 THESE DOCUMENTS ARE NOT AVAILABLE TO THE PUBLIC AT THIS TIME.

Identifier	Return Reference	Explanation
Number of contributions or items contributed	Schedule M, part I, column (b), Line other=OPERATING EQUIPMENT AND SUPPLIES	NUMBER OF CONTRIBUTIONS

Identifier	Return Reference	Explanation
Number of contributions or items contributed	Schedule M, part I, column (b), Line 9	NUMBER OF CONTRIBUTIONS

Identifier	Return Reference	Explanation
Number of contributions or items contributed	Schedule M, part I, column (b), Line 19	NUMBER OF CONTRIBUTIONS

Identifier	Return Reference	Explanation
Number of contributions or items contributed	Schedule M, part I, column (b), Line other=SIGNAGE	NUMBER OF CONTRIBUTIONS

Identifier	Return Reference	Explanation
Number of contributions or items contributed	Schedule M, part I, column (b), Line other=EQUIPMENT	NUMBER OF CONTRIBUTIONS

Identifier	Return Reference	Explanation
Number of contributions or items contributed	Schedule M, part I, column (b), Line other=OPERATING EQUIPMENT AND SUPPLIES	NUMBER OF CONTRIBUTIONS

SCHEDULE R (Form 990)

Department of the Treasury
Internal Revenue Service

Related Organizations and Unrelated Partnerships

▶ Complete if the organization answered "Yes" to Form 990, Part IV, line 33, 34, 35, 36, or 37.
▶ Attach to Form 990. ▶ See separate instructions.

OMB No 1545-0047

2012

Open to Public Inspection

Name of the organization
CONNER PRAIRIE MUSEUM INC

Employer identification number
20-3402627

Part I Identification of Disregarded Entities (Complete if the organization answered "Yes" to Form 990, Part IV, line 33.)

(a) Name, address, and EIN (if applicable) of disregarded entity	(b) Primary activity	(c) Legal domicile (state or foreign country)	(d) Total income	(e) End-of-year assets	(f) Direct controlling entity
(1) 1859 BALLOON VOYAGE LLC 13400 ALLISONVILLE ROAD FISHERS, IN 46038 27-0660566	1859 BALLOON VOYAGE EXHIBIT	IN	122,512	854,915	CONNER PRAIRIE MUSEUM INC

Part II Identification of Related Tax-Exempt Organizations (Complete if the organization answered "Yes" to Form 990, Part IV, line 34 because it had one or more related tax-exempt organizations during the tax year.)

(a) Name, address, and EIN of related organization	(b) Primary activity	(c) Legal domicile (state or foreign country)	(d) Exempt Code section	(e) Public charity status (if section 501(c)(3))	(f) Direct controlling entity	(g) Section 512(b)(13) controlled entity? Yes	No
(1) CONNER PRAIRIE FOUNDATION INC 13400 ALLISONVILLE ROAD FISHERS, IN 46038	SUPPORT CONNER PRAIRIE MUSEUM	IN	501(C)(3)	11 - Type I	CONNER PRAIRIE MUSEUM INC	Yes	

Part III **Identification of Related Organizations Taxable as a Partnership** (Complete if the organization answered "Yes" to Form 990, Part IV, line 34 because it had one or more related organizations treated as a partnership during the tax year.)

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

Part IV **Identification of Related Organizations Taxable as a Corporation or Trust** (Complete if the organization answered "Yes" to Form 990, Part IV, line 34 because it had one or more related organizations treated as a corporation or trust during the tax year.)

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

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

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

			Yes	No
1	During the tax year, did the orgranization engage in any of the following transactions with one or more related organizations listed in Parts II-IV?			
a	Receipt of **(i)** interest **(ii)** annuities **(iii)** royalties or **(iv)** rent from a controlled entity	1a		No
b	Gift, grant, or capital contribution to related organization(s)	1b	Yes	
c	Gift, grant, or capital contribution from related organization(s)	1c	Yes	
d	Loans or loan guarantees to or for related organization(s)	1d		No
e	Loans or loan guarantees by related organization(s)	1e		No
f	Dividends from related organization(s)	1f		No
g	Sale of assets to related organization(s)	1g		No
h	Purchase of assets from related organization(s)	1h		No
i	Exchange of assets with related organization(s)	1i		No
j	Lease of facilities, equipment, or other assets to related organization(s)	1j		No
k	Lease of facilities, equipment, or other assets from related organization(s)	1k	Yes	
l	Performance of services or membership or fundraising solicitations for related organization(s)	1l		No
m	Performance of services or membership or fundraising solicitations by related organization(s)	1m		No
n	Sharing of facilities, equipment, mailing lists, or other assets with related organization(s)	1n	Yes	
o	Sharing of paid employees with related organization(s)	1o	Yes	
p	Reimbursement paid to related organization(s) for expenses	1p		No
q	Reimbursement paid by related organization(s) for expenses	1q		No
r	Other transfer of cash or property to related organization(s)	1r		No
s	Other transfer of cash or property from related organization(s)	1s		No

2 If the answer to any of the above is "Yes," see the instructions for information on who must complete this line, including covered relationships and transaction thresholds

(a) Name of other organization	**(b)** Transaction type (a-s)	**(c)** Amount involved	**(d)** Method of determining amount involved
(1) CONNER PRAIRIE FOUNDATION INC	B	728,285	BOOK VALUE
(2) CONNER PRAIRIE FOUNDATION INC	C	4,854,984	BOOK VALUE

Part VI **Unrelated Organizations Taxable as a Partnership** (Complete if the organization answered "Yes" to Form 990, Part IV, line 37.)

Provide the following information for each entity taxed as a partnership through which the organization conducted more than five percent of its activities (measured by total assets or gross revenue) that was not a related organization See instructions regarding exclusion for certain investment partnerships

(a) Name, address, and EIN of entity	(b) Primary activity	(c) Legal domicile (state or foreign country)	(d) Predominant income (related, unrelated, excluded from tax under section 512-514)	(e) Are all partners section 501(c)(3) organizations?		(f) Share of total income	(g) Share of end-of-year assets	(h) Disproprtionate allocations?		(i) Code V—UBI amount in box 20 of Schedule K-1 (Form 1065)	(j) General or managing partner?		(k) Percentage ownership
				Yes	No			Yes	No		Yes	No	

Part VII **Supplemental Information**

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

Identifier	Return Reference	Explanation

Additional Data

Return to Form

Software ID:	12000266
Software Version:	v2012.1.0
EIN:	20-3402627
Name:	CONNER PRAIRIE MUSEUM INC

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