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Form 990  Department of the Treasury Internal Revenue Service	<h1>Return of Organization Exempt From Income Tax</h1> <p>Under section 501(c), 527, or 4947(a)(1) of the Internal Revenue Code (except black lung benefit trust or private foundation)</p> <p>▶ The organization may have to use a copy of this return to satisfy state reporting requirements</p>	OMB No 1545-0047 <div>2012</div> <p>Open to Public Inspection</p>

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

B Check if applicable <input type="checkbox"/> Address change <input type="checkbox"/> Name change <input type="checkbox"/> Initial return <input type="checkbox"/> Terminated <input type="checkbox"/> Amended return <input type="checkbox"/> Application pending	C Name of organization SHEDD AQUARIUM SOCIETY		D Employer identification number 36-2167918
	Doing Business As		
	Number and street (or P O box if mail is not delivered to street address) 1200 SOUTH LAKE SHORE DRIVE	Room/suite	E Telephone number (312) 692-3114
	City or town, state or country, and ZIP + 4 CHICAGO, IL 60605		G Gross receipts \$ 112,534,392
	F Name and address of principal officer TED A BEATTIE 1200 SOUTH LAKE SHORE DRIVE CHICAGO, IL 60605		H(a) Is this a group return for affiliates? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No H(b) Are all affiliates included? <input type="checkbox"/> Yes <input type="checkbox"/> No If "No," attach a list (see instructions) H(c) Group exemption number
I Tax-exempt status <input checked="" type="checkbox"/> 501(c)(3) <input type="checkbox"/> 501(c) () (Insert no) <input type="checkbox"/> 4947(a)(1) or <input type="checkbox"/> 527			
J Website: WWW SHEDDAQUARIUM ORG			

Part I Summary

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

Part II Signature Block

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

Sign Here	***** Signature of officer			2013-05-13 Date	
	JOYCE M SIMON SECRETARY/TREASURER Type or print name and title				
Paid Preparer Use Only	Print/Type preparer's name LU ANN TRAPP		Preparer's signature		Date 2013-05-13
	Check <input type="checkbox"/> if self-employed			PTIN P01506476	
	Firm's name ▶ PLANTE & MORAN PLLC			Firm's EIN ▶ 38-1357951	
	Firm's address ▶ 10 S RIVERSIDE PLAZA 9TH FLOOR CHICAGO, IL 60606			Phone no (312) 207-1040	

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

AT SHEDD AQUARIUM, ANIMALS CONNECT YOU TO THE LIVING WORLD, INSPIRING YOU TO MAKE A DIFFERENCE OUR EXHIBITS AND LEARNING PROGRAMS ENCOURAGE PEOPLE TO SUPPORT CONSERVATION EFFORTS THAT PROTECT WILDLIFE AND THEIR HABITATS AROUND THE WORLD

2

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

☐ Yes ☒ 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 \$ 27,902,862 including grants of \$ 83,000) (Revenue \$ 33,982,377)

CONSERVATION EDUCATION SHEDD AQUARIUM HAS WELCOMED MORE THAN 100 MILLION GUESTS TO THE WONDERS OF THE AQUATIC WORLD SINCE OPENING ITS DOORS IN 1930 THE AQUARIUM IS COMMITTED TO BEING ONE OF CHICAGO'S MOST ACCESSIBLE CULTURAL INSTITUTIONS, OFFERING ILLINOIS RESIDENT DISCOUNT DAYS THROUGHOUT THE YEAR, AS WELL AS DAILY DISCOUNTS FOR CHICAGO RESIDENTS, STUDENTS AND SENIOR CITIZENS, AND FREE ADMISSION FOR TEACHERS, POLICE AND FIRE PERSONNEL, AND ACTIVE-DUTY MILITARY INSIDE THE AQUARIUM WALLS, A SUITE OF IMPACTFUL GUEST ENGAGEMENTS, INCLUDING LIVING EXHIBITS AND EXTRAORDINARY EXPERIENCES BEHIND THE SCENES, CREATE MEMORABLE CONNECTIONS TO ANIMALS, WHILE MILLIONS OF ADDITIONAL LEARNERS WORLDWIDE MAKE VIRTUAL CONNECTIONS THROUGH SHEDD'S EDUCATIONAL ONLINE PLATFORMS THE AQUARIUM ALSO SHARES SHEDD'S MISSION BY TELLING ACCESSIBLE, MEANINGFUL STORIES WITH THE PUBLIC THROUGH PUBLIC RELATIONS AND MARKETING EFFORTS DEVELOPED THROUGH THE INTEGRATION OF CONSERVATION, LEARNING, ANIMAL CARE AND GUEST EXPERIENCE A PROACTIVE LEADER AND RESOURCE FOR IMMERSIVE SCIENCE EDUCATION OPPORTUNITIES, SHEDD OFFERS PROGRESSIVE, RELEVANT AND ENGAGING PROGRAMS THAT INSPIRE CREATING A GREATER UNDERSTANDING AND APPRECIATION FOR WILDLIFE AND ENVIRONMENTAL STEWARDSHIP SHEDD STAFF MEMBERS CONDUCT AFTERSCHOOL PROGRAMS, LABS AND WORKSHOPS, AND WEEKLONG CITIZEN SCIENCE PROGRAMS FOR TEENS IN THE GREAT LAKES AND ABOARD ITS RESEARCH VESSEL, THE CORAL REEF II IN THE BAHAMAS

4b

(Code) (Expenses \$ 11,288,049 including grants of \$) (Revenue \$)

ANIMAL CARE SHEDD AQUARIUM IS HOME TO THE WORLD'S LARGEST AND MOST DIVERSE AQUATIC COLLECTIONS - MORE THAN 32,500 ANIMALS REPRESENTING OVER 1,500 SPECIES A GLOBAL LEADER IN ANIMAL CARE, SHEDD'S TRAINING AND HUSBANDRY PROGRAMS SUPPORT ONSITE RESEARCH EFFORTS THAT CONTRIBUTE TO THE GROWING SCIENTIFIC BODY OF KNOWLEDGE ABOUT THOSE SPECIES IN THE WILD ADDITIONALLY, SHEDD'S VETERINARIANS ARE AQUATIC MEDICINE PIONEERS WHO ARE ADVANCING THE FIELDS OF PREVENTIVE MEDICINE, AGING CARE, AND CONSERVATION MEDICINE WHILE PROVIDING WORLD-CLASS MEDICAL CARE THAT FURTHER EXPANDS UNDERSTANDING OF HOW TO SUPPORT HEALTHY ANIMAL POPULATIONS IN AQUARIUMS AND IN THE WILD SHEDD'S ANIMAL CARE EXPERTISE ALSO LENDS ITSELF TO CRISIS RESPONSE AROUND THE WORLD AS A NATIONALLY-RECOGNIZED LEADER IN RESCUE AND REHABILITATION, THE AQUARIUM HAS HELPED ANIMALS IN NEED FOR DECADES SHEDD FREQUENTLY ACTS AS A PARTNER AND ADVISOR TO STATE AND FEDERAL GOVERNMENT AGENCIES, AND FELLOW ZOOS AND AQUARIUMS SEEKING ADVICE ABOUT REHOMING ORPHANED OR INJURED WILDLIFE

4c

(Code) (Expenses \$ 1,608,350 including grants of \$) (Revenue \$ 766,865)

CONSERVATION SCIENCE AND RESEARCH SHEDD IS LOCATED IN CHICAGO, BUT ITS RESEARCH IS WORLDWIDE ITS HUSBANDRY, VETERINARY AND CONSERVATION PROGRAMS ARE GROUNDED IN RESEARCH THAT SUPPORTS HEALTHY ANIMALS AT SHEDD AND VIBRANT WILD POPULATIONS AROUND THE WORLD SHEDD'S CONSERVATION RESEARCH PROGRAMS WORK TO MAXIMIZE BIODIVERSITY WHILE PRESERVING LOCAL LIVELIHOODS, AND FIELD RESEARCHERS OFTEN WORK SIDE-BY-SIDE WITH CITIZEN SCIENTISTS TO CONSERVE WILDLIFE AND HABITATS FOR FUTURE GENERATIONS THE AQUARIUM'S WORK INCLUDES MORE THAN TWO DECADES OF RESEARCH ON BAHAMIAN ROCK IGUANAS, ONE OF THE WORLD'S MOST CRITICALLY ENDANGERED LIZARDS, AS WELL AS STUDIES OF ENDANGERED ARAPAIMA IN GUYANA, ECONOMICALLY SIGNIFICANT CONCH AND LOBSTER IN THE BAHAMAS, AND SEAHORSES IN SOUTHEAST ASIA CLOSER TO HOME, SHEDD'S GREAT LAKES RESEARCH FOCUSES ON HIGH PRIORITY WILDLIFE AND HABITAT CONSERVATION ISSUES, THE AQUARIUM'S APPLIED STUDIES SUPPORT LOCAL AND REGIONAL AGENCIES IN DEVELOPING SOUND MANAGEMENT PLANS THAT CAN PROTECT THIS TREASURED NATIONAL RESOURCE ONSITE, SHEDD'S STATE-OF-THE-ART FACILITIES AND ANIMAL CARE EXPERTS SERVE AS RESOURCES FOR RESEARCH PARTNERS IN CHICAGO AND AROUND THE UNITED STATES ONSITE RESEARCH PROVIDES VALUABLE BIOLOGICAL AND BEHAVIORAL INFORMATION THAT INFORMS UNDERSTANDING OF SPECIES WHICH ARE NEARLY IMPOSSIBLE TO STUDY IN THE WILD IN ADDITION TO SHARING WHAT IT LEARNS WITH THE SCIENTIFIC COMMUNITY, SHEDD'S ONSITE WORK CONTRIBUTES TO ITS OWN FIELD RESEARCH, SUCH AS HEALTH ASSESSMENTS OF WILD ALASKAN BELUGA WHALES AND EFFORTS TO SAVE SHARKS FROM LIFE-THREATENING STRESS RESPONSES FROM ENVIRONMENTAL AND ANTHROPOGENIC STRESSORS

4d

Other program services (Describe in Schedule O)

(Expenses \$ including grants of \$) (Revenue \$)

4e























Total program service expenses ▶

40,799,261

Form 990 (2012)

Part IV

Checklist of Required Schedules

	Yes	No
1 Is the organization described in section 501(c)(3) or 4947(a)(1) (other than a private foundation)? If "Yes," complete Schedule A 	1 Yes	
2 Is the organization required to complete Schedule B, Schedule of Contributors (see instructions)? 	2 Yes	
3 Did the organization engage in direct or indirect political campaign activities on behalf of or in opposition to candidates for public office? If "Yes," complete Schedule C, Part I 	3	No
4 Section 501(c)(3) organizations. Did the organization engage in lobbying activities, or have a section 501(h) election in effect during the tax year? If "Yes," complete Schedule C, Part II 	4 Yes	
5 Is the organization a section 501(c)(4), 501(c)(5), or 501(c)(6) organization that receives membership dues, assessments, or similar amounts as defined in Revenue Procedure 98-19? If "Yes," complete Schedule C, Part III 	5	No
6 Did the organization maintain any donor advised funds or any similar funds or accounts for which donors have the right to provide advice on the distribution or investment of amounts in such funds or accounts? If "Yes," complete Schedule D, Part I 	6	No
7 Did the organization receive or hold a conservation easement, including easements to preserve open space, the environment, historic land areas, or historic structures? If "Yes," complete Schedule D, Part II 	7	No
8 Did the organization maintain collections of works of art, historical treasures, or other similar assets? If "Yes," complete Schedule D, Part III 	8 Yes	
9 Did the organization report an amount in Part X, line 21 for escrow or custodial account liability, serve as a custodian for amounts not listed in Part X, or provide credit counseling, debt management, credit repair, or debt negotiation services? If "Yes," complete Schedule D, Part IV 	9	No
10 Did the organization, directly or through a related organization, hold assets in temporarily restricted endowments, permanent endowments, or quasi-endowments? If "Yes," complete Schedule D, Part V 	10 Yes	
11 If the organization's answer to any of the following questions is "Yes," then complete Schedule D, Parts VI, VII, VIII, IX, or X as applicable		
a Did the organization report an amount for land, buildings, and equipment in Part X, line 10? If "Yes," complete Schedule D, Part VI. 	11a Yes	
b Did the organization report an amount for investments—other securities in Part X, line 12 that is 5% or more of its total assets reported in Part X, line 16? If "Yes," complete Schedule D, Part VII 	11b Yes	
c Did the organization report an amount for investments—program related in Part X, line 13 that is 5% or more of its total assets reported in Part X, line 16? If "Yes," complete Schedule D, Part VIII 	11c	No
d Did the organization report an amount for other assets in Part X, line 15 that is 5% or more of its total assets reported in Part X, line 16? If "Yes," complete Schedule D, Part IX 	11d	No
e Did the organization report an amount for other liabilities in Part X, line 25? If "Yes," complete Schedule D, Part X 	11e Yes	
f Did the organization's separate or consolidated financial statements for the tax year include a footnote that addresses the organization's liability for uncertain tax positions under FIN 48 (ASC 740)? If "Yes," complete Schedule D, Part X 	11f Yes	
12a Did the organization obtain separate, independent audited financial statements for the tax year? If "Yes," complete Schedule D, Parts XI and XII 	12a Yes	
b Was the organization included in consolidated, independent audited financial statements for the tax year? If "Yes," and if the organization answered "No" to line 12a, then completing Schedule D, Parts XI and XII is optional 	12b	No
13 Is the organization a school described in section 170(b)(1)(A)(ii)? If "Yes," complete Schedule E	13	No
14a Did the organization maintain an office, employees, or agents outside of the United States?	14a	No
b Did the organization have aggregate revenues or expenses of more than \$10,000 from grantmaking, fundraising, business, investment, and program service activities outside the United States, or aggregate foreign investments valued at \$100,000 or more? If "Yes," complete Schedule F, Parts I and IV 	14b Yes	
15 Did the organization report on Part IX, column (A), line 3, more than \$5,000 of grants or assistance to any organization or entity located outside the United States? If "Yes," complete Schedule F, Parts II and IV 	15 Yes	
16 Did the organization report on Part IX, column (A), line 3, more than \$5,000 of aggregate grants or assistance to individuals located outside the 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)

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

Part V

Statements Regarding Other IRS Filings and Tax Compliance

Check if Schedule O contains a response 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.	44	
b	Enter the number of Forms W-2G included in line 1a. Enter -0- if not applicable.	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	633
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	55		
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	54		
2	Did any officer, director, trustee, or key employee have a family relationship or a business relationship with any other officer, director, trustee, or key employee?	2	No
3	Did the organization delegate control over management duties customarily performed by or under the direct supervision of officers, directors or trustees, or key employees to a management company or other person?	3	Yes
4	Did the organization make any significant changes to its governing documents since the prior Form 990 was filed?	4	No
5	Did the organization become aware during the year of a significant diversion of the organization's assets?	5	No
6	Did the organization have members or stockholders?	6	No
7a	Did the organization have members, stockholders, or other persons who had the power to elect or appoint one or more members of the governing body?	7a	No
b	Are any governance decisions of the organization reserved to (or subject to approval by) members, stockholders, or persons other than the governing body?	7b	No
8	Did the organization contemporaneously document the meetings held or written actions undertaken during the year by the following		
a	The governing body?	8a	Yes
b	Each committee with authority to act on behalf of the governing body?	8b	Yes
9	Is there any officer, director, trustee, or key employee listed in Part VII, Section A, who cannot be reached at the organization's mailing address? If "Yes," provide the names and addresses in Schedule O	9	No

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

		Yes	No
10a	Did the organization have local chapters, branches, or affiliates?	10a	No
b	If "Yes," did the organization have written policies and procedures governing the activities of such chapters, affiliates, and branches to ensure their operations are consistent with the organization's exempt purposes?	10b	
11a	Has the organization provided a complete copy of this Form 990 to all members of its governing body before filing the form?	11a	Yes
b	Describe in Schedule O the process, if any, used by the organization to review this Form 990		
12a	Did the organization have a written conflict of interest policy? If "No," go to line 13	12a	Yes
b	Were officers, directors, or trustees, and key employees required to disclose annually interests that could give rise to conflicts?	12b	Yes
c	Did the organization regularly and consistently monitor and enforce compliance with the policy? If "Yes," describe in Schedule O how this was done	12c	Yes
13	Did the organization have a written whistleblower policy?	13	Yes
14	Did the organization have a written document retention and destruction policy?	14	Yes
15	Did the process for determining compensation of the following persons include a review and approval by independent persons, comparability data, and contemporaneous substantiation of the deliberation and decision?		
a	The organization's CEO, Executive Director, or top management official	15a	Yes
b	Other officers or key employees of the organization	15b	Yes
If "Yes" to line 15a or 15b, describe the process in Schedule O (see instructions)			
16a	Did the organization invest in, contribute assets to, or participate in a joint venture or similar arrangement with a taxable entity during the year?	16a	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	IL
18	Section 6104 requires an organization to make its Form 1023 (or 1024 if applicable), 990, and 990-T (501(c)(3)s only) available for public inspection. Indicate how you made these available. Check all that apply. <input checked="" type="checkbox"/> Own website <input type="checkbox"/> Another's website <input checked="" type="checkbox"/> Upon request <input type="checkbox"/> Other (explain in Schedule O)	
19	Describe in Schedule O whether (and if so, how), the organization made its governing documents, conflict of interest policy, and financial statements available to the public during the tax year	
20	State the name, physical address, and telephone number of the person who possesses the books and records of the organization	JOYCE M SIMON 1200 SOUTH LAKE SHORE DRIVE CHICAGO, IL (312) 692-3114

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

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

- List all of the organization's **current** officers, directors, trustees (whether individuals or organizations), regardless of amount of compensation. Enter -0- in columns (D), (E), and (F) if no compensation was paid.

- List all of the organization's **current** key employees, if any. See instructions for definition of "key employee."

- List the organization's five **current** highest compensated employees (other than an officer, director, trustee or key employee) who received reportable compensation (Box 5 of Form W-2 and/or Box 7 of Form 1099-MISC) of more than \$100,000 from the organization and any related organizations

- List all of the organization's **former** officers, key employees, or highest compensated employees who received more than \$100,000 of reportable compensation from the organization and any related organizations

- List all of the organization's **former directors or trustees** that received, in the capacity as a former director or trustee of the organization, more than \$10,000 of reportable compensation from the organization and any related organizations

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

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

[illegible]

Part VII

1b	Sub-Total			
c	Total from continuation sheets to Part VII, Section A			
d	Total (add lines 1b and 1c)	5,777,863	0	255,258

2 Total number of individuals (including but not limited to those listed in Item 1) who received more than \$100,000 of reportable compensation from the organization. 24

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

Section B. Independent Contractors

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

(A) Name and business address	(B) Description of services	(C) Compensation
EDWARDS ENGINEERING INC 1000 TOUHY AVENUE ELK GROVE VILLAGE IL 600074922	ENGINEERING	2,863,897
41 NORTH CONTRACTORS LLC 4906 MAIN STREET SUITE 102 LISLE IL 60532	CONSTRUCTION CONTRACTOR	768,097
KIMCOEUREST SERVICES INC 13028 COLLECTION CENTER DRIVE CHICAGO IL 60693	CLEANING SERVICES	579,980
MONTERREY SECURITY CONSULTANTS INC 2232 S BLUE ISLAND AVENUE CHICAGO IL 60608	SECURITY SERVICES	551,375
KOBOTECH 8 S MICHIGAN AVE CHICAGO IL 60603	AV SERVICES	536,718

2 Total number of independent contractors (including but not limited to those listed above) who received more than \$100,000 of compensation from the organization ►9

Part VIII

Statement of Revenue

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

				(A)	(B)	(C)	(D)
				Total revenue	Related or exempt function revenue	Unrelated business revenue	Revenue excluded from tax under sections 512, 513, or 514
Contributions, Gifts, Grants and Other Similar Amounts	1a	Federated campaigns . . .	1a				
	b	Membership dues	1b	4,370,117			
	c	Fundraising events	1c	372,955			
	d	Related organizations	1d				
	e	Government grants (contributions)	1e	4,085,000			
	f	All other contributions, gifts, grants, and similar amounts not included above	1f	8,118,653			
	g	Noncash contributions included in lines 1a-1f \$		1,644,880			
	h	Total. Add lines 1a-1f		16,946,725			
Program Service Revenue			Business Code				
	2a	ADMISSIONS	900099	33,338,087	33,338,087		
	b	FOOD SERVICE	722210	1,293,279			1,293,279
	c	EDUCATIONAL PROGRAMS	900099	766,865	766,865		
	d	BELUGA ENCOUNTERS	900099	193,794	193,794		
	e	PENGUIN ENCOUNTERS	900099	159,463	159,463		
	f	All other program service revenue		337,439	291,033		46,406
	g	Total. Add lines 2a-2f		36,088,927			
Other Revenue	3	Investment income (including dividends, interest, and other similar amounts)		4,635,874			4,635,874
	4	Income from investment of tax-exempt bond proceeds . . .					
	5	Royalties					
	6a	(i) Real					
		(ii) Personal					
	b						
	c						
	d						
	7a	(i) Securities					
		(ii) Other					
	b						
	c						
	d						
	8a						
	a						
	b						
	c						
	9a						
	b						
	c						
	10a						
	b						
	c						
	Miscellaneous Revenue		Business Code				
	11a	OTHER REVENUE	900099	237,931		36,941	200,990
	b						
	c						
	d	All other revenue					
	e	Total. Add lines 11a-11d		237,931			
	12	Total revenue. See Instructions		65,833,199	34,749,242	36,941	14,100,291

Part IX

Statement of Functional Expenses

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

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

☐

Do not include amounts reported on lines 6b, 7b, 8b, 9b, and 10b of Part VIII.		(A) Total expenses	(B) Program service expenses	(C) Management and general expenses	(D) Fundraising expenses
1	Grants and other assistance to governments and organizations in the United States. See Part IV, line 21.	8,000	8,000		
2	Grants and other assistance to individuals in the United States. See Part IV, line 22.				
3	Grants and other assistance to governments, organizations, and individuals outside the United States. See Part IV, lines 15 and 16.	75,000	75,000		
4	Benefits paid to or for members.				
5	Compensation of current officers, directors, trustees, and key employees.	3,548,325	1,333,020	1,522,278	693,027
6	Compensation not included above, to disqualified persons (as defined under section 4958(f)(1)) and persons described in section 4958(c)(3)(B).				
7	Other salaries and wages.	15,321,787	12,139,005	2,417,086	765,696
8	Pension plan accruals and contributions (include section 401(k) and 403(b) employer contributions).	718,751	488,000	159,201	71,550
9	Other employee benefits.	2,851,519	2,062,346	573,786	215,387
10	Payroll taxes.	1,516,364	1,029,446	335,937	150,981
11	Fees for services (non-employees):				
a	Management.	1,518,177	1,469,786	39,428	8,963
b	Legal.	57,453		57,453	
c	Accounting.	68,890	3,225	65,665	
d	Lobbying.	15,000		15,000	
e	Professional fundraising services. See Part IV, line 17.				
f	Investment management fees.	565,998		565,998	
g	Other (If line 11g amount exceeds 10% of line 25, column (A) amount, list line 11g expenses on Schedule O).	3,224,872	2,201,068	666,357	357,447
12	Advertising and promotion.	1,654,311	113,711	1,540,600	
13	Office expenses.	3,043,273	2,356,733	316,849	369,691
14	Information technology.	282,640	40,488	216,070	26,082
15	Royalties.				
16	Occupancy.	1,582,650	1,500,419	69,346	12,885
17	Travel.	849,077	644,228	112,236	92,613
18	Payments of travel or entertainment expenses for any federal, state, or local public officials.				
19	Conferences, conventions, and meetings.	36,386	18,799	16,163	1,424
20	Interest.	1,320,643	1,314,363		6,280
21	Payments to affiliates.				
22	Depreciation, depletion, and amortization.	11,684,357	11,174,351	426,143	83,863
23	Insurance.	554,741	49,132	505,609	
24	Other expenses. Itemize expenses not covered above (List miscellaneous expenses in line 24e. If line 24e amount exceeds 10% of line 25, column (A) amount, list line 24e expenses on Schedule O):				
a	REPAIR AND MAINTENANCE	1,257,969	1,206,960	39,969	11,040
b	FOOD SERVICE EXPENSE	493,818	493,818		
c	PROFESSIONAL DEVELOPMEN	186,401	119,065	63,110	4,226
d	UNRELATED BUSINESS INCO	7,182	7,182		
e	All other expenses	1,066,908	951,116	91,266	24,526
25	Total functional expenses. Add lines 1 through 24e.	53,510,492	40,799,261	9,815,550	2,895,681
26	Joint costs. Complete this line only if the organization reported in column (B) joint costs from a combined educational campaign and fundraising solicitation. Check here <input type="checkbox"/> if following SOP 98-2 (ASC 958-720).				

Part X

Balance Sheet

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

☐

				(A)		(B)
				Beginning of year		End of year
Assets	1	Cash—non-interest-bearing			1	
	2	Savings and temporary cash investments		16,534,776	2	24,861,375
	3	Pledges and grants receivable, net		18,190,927	3	11,187,408
	4	Accounts receivable, net		1,559,566	4	2,494,303
	5	Loans and other receivables from current and former officers, directors, trustees, key employees, and highest compensated employees Complete Part II of Schedule L			5	
	6	Loans and other receivables from other disqualified persons (as defined under section 4958(f)(1)), persons described in section 4958(c)(3)(B), and contributing employers and sponsoring organizations of section 501(c)(9) voluntary employees' beneficiary organizations (see instructions) Complete Part II of Schedule L			6	
	7	Notes and loans receivable, net			7	
	8	Inventories for sale or use			8	
	9	Prepaid expenses and deferred charges		1,700,478	9	1,096,263
	10a	Land, buildings, and equipment cost or other basis Complete Part VI of Schedule D	10a	289,616,240		
	b	Less accumulated depreciation	10b	141,854,270	154,182,065	10c 147,761,970
	11	Investments—publicly traded securities		131,117,900	11	149,290,103
	12	Investments—other securities See Part IV, line 11		22,983,756	12	26,591,630
	13	Investments—program-related See Part IV, line 11			13	
	14	Intangible assets			14	
	15	Other assets See Part IV, line 11		1,490,340	15	1,509,471
	16	Total assets. Add lines 1 through 15 (must equal line 34)		347,759,808	16	364,792,523
Liabilities	17	Accounts payable and accrued expenses		6,034,849	17	4,866,240
	18	Grants payable			18	
	19	Deferred revenue		768,863	19	913,139
	20	Tax-exempt bond liabilities		28,946,638	20	27,642,270
	21	Escrow or custodial account liability Complete Part IV of Schedule D			21	
	22	Loans and other payables to current and former officers, directors, trustees, key employees, highest compensated employees, and disqualified persons Complete Part II of Schedule L			22	
	23	Secured mortgages and notes payable to unrelated third parties			23	
	24	Unsecured notes and loans payable to unrelated third parties			24	
	25	Other liabilities (including federal income tax, payables to related third parties, and other liabilities not included on lines 17-24) Complete Part X of Schedule D		5,847,921	25	3,398,268
	26	Total liabilities. Add lines 17 through 25		41,598,271	26	36,819,917
Net Assets or Fund Balances	Organizations that follow SFAS 117 (ASC 958), check here <input checked="" type="checkbox"/> and complete lines 27 through 29, and lines 33 and 34.					
	27	Unrestricted net assets		238,940,124	27	261,682,538
	28	Temporarily restricted net assets		51,792,781	28	50,766,332
	29	Permanently restricted net assets		15,428,632	29	15,523,736
	Organizations that do not follow SFAS 117 (ASC 958), check here <input type="checkbox"/> and complete lines 30 through 34.					
	30	Capital stock or trust principal, or current funds			30	
	31	Paid-in or capital surplus, or land, building or equipment fund			31	
	32	Retained earnings, endowment, accumulated income, or other funds			32	
	33	Total net assets or fund balances		306,161,537	33	327,972,606
	34	Total liabilities and net assets/fund balances		347,759,808	34	364,792,523

Part XI Reconciliation of Net Assets

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

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

Part XII Financial Statements and Reporting

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

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

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 SHEDD AQUARIUM SOCIETY	Employer identification number 36-2167918
--	--

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

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

1

☐

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

2

☐

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

3

☐

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

4

☐

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

5

☐

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

6

☐

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

7

☒

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

8

☐

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

9

☐

An organization that normally receives (1) more than 33¹/₃% of its support from contributions, membership fees, and gross receipts from activities related to its exempt functions—subject to certain exceptions, and (2) no more than 33¹/₃% of its support from gross investment income and unrelated business taxable income (less section 511 tax) from businesses acquired by the organization after June 30, 1975 See **section 509(a)(2).** (Complete Part III)

10

☐

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

11

☐

An organization organized and operated exclusively for the benefit of, to perform the functions of, or to carry out the purposes of one or more publicly supported organizations described in section 509(a)(1) or section 509(a)(2) See **section 509(a)(3).** Check the box that describes the type of supporting organization and complete lines 11e through 11h

a

☐

Type I

b

☐

Type II

c

☐

Type III - Functionally integrated

d

☐

Type III - Non-functionally integrated

e

☐

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

f

☐

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

g

☐

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

(i)

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

(ii)

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

(iii)

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

h

☐

Provide the following information about the supported organization(s)

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

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

Part II

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

Section A. Public Support						
Calendar year (or fiscal year beginning in) ▶	(a) 2008	(b) 2009	(c) 2010	(d) 2011	(e) 2012	(f) Total
1 Gifts, grants, contributions, and membership fees received (Do not include any "unusual grants.")	26,574,307	14,699,777	25,342,155	19,049,881	12,935,944	98,602,064
2 Tax revenues levied for the organization's benefit and either paid to or expended on its behalf	5,023,355	4,452,963	4,211,458	4,500,777	4,010,781	22,199,334
3 The value of services or facilities furnished by a governmental unit to the organization without charge						
4 Total. Add lines 1 through 3	31,597,662	19,152,740	29,553,613	23,550,658	16,946,725	120,801,398
5 The portion of total contributions by each person (other than a governmental unit or publicly supported organization) included on line 1 that exceeds 2% of the amount shown on line 11, column (f)						1,860,862
6 Public support. Subtract line 5 from line 4						118,940,536

Section B. Total Support						
Calendar year (or fiscal year beginning in) ▶	(a) 2008	(b) 2009	(c) 2010	(d) 2011	(e) 2012	(f) Total
7 Amounts from line 4	31,597,662	19,152,740	29,553,613	23,550,658	16,946,725	120,801,398
8 Gross income from interest, dividends, payments received on securities loans, rents, royalties and income from similar sources	7,152,503	5,877,350	6,342,331	7,447,767	7,568,884	34,388,835
9 Net income from unrelated business activities, whether or not the business is regularly carried on	39,730	121,134	10,000	68,964	36,941	276,769
10 Other income. Do not include gain or loss from the sale of capital assets (Explain in Part IV.)	1,315,086	119,609	184,360	169,829	200,990	1,989,874
11 Total support (Add lines 7 through 10)						157,456,876
12 Gross receipts from related activities, etc. (see instructions)					12	153,437,123
13 First five years. If the Form 990 is for the organization's first, second, third, fourth, or fifth tax year as a 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	75.540 %
15 Public support percentage for 2011 Schedule A, Part II, line 14	15	73.680 %
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 IIIPart 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

Explanation

SCHEDULE C

(Form 990 or 990-EZ)

Department of the Treasury
Internal Revenue Service

Political Campaign and Lobbying Activities

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

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

OMB No 1545-0047

2012

Open to Public Inspection

If the organization answered “Yes” to Form 990, Part IV, Line 3, or Form 990-EZ, Part V, line 46 (Political Campaign Activities), then

- Section 501(c)(3) organizations Complete Parts I-A and B Do not complete Part I-C
- Section 501(c) (other than section 501(c)(3)) organizations Complete Parts I-A and C below Do not complete Part I-B
- Section 527 organizations Complete Part I-A only

If the organization answered “Yes” to Form 990, Part IV, Line 4, or Form 990-EZ, Part VI, line 47 (Lobbying Activities), then

- Section 501(c)(3) organizations that have filed Form 5768 (election under section 501(h)) Complete Part II-A Do not complete Part II-B
- Section 501(c)(3) organizations that have NOT filed Form 5768 (election under section 501(h)) Complete Part II-B Do not complete Part II-A

If the organization answered “Yes” to Form 990, Part IV, Line 5 (Proxy Tax) or Form 990-EZ, Part V, line 35c (Proxy Tax), then

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

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

Part I-A Complete if the organization is exempt under section 501(c) or is a section 527 organization.

1	Provide a description of the organization’s direct and indirect political campaign activities in Part IV	
2	Political expenditures	▶ \$
3	Volunteer hours	

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

1	Enter the amount of any excise tax incurred by the organization under section 4955	▶ \$
2	Enter the amount of any excise tax incurred by organization managers under section 4955	▶ \$
3	If the organization incurred a section 4955 tax, did it file Form 4720 for this year?	<input type="checkbox"/> Yes <input type="checkbox"/> No
4a	Was a correction made?	<input type="checkbox"/> Yes <input type="checkbox"/> No
b	If “Yes,” describe in Part IV	

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

1	Enter the amount directly expended by the filing organization for section 527 exempt function activities	▶ \$
2	Enter the amount of the filing organization's funds contributed to other organizations for section 527 exempt function activities	▶ \$
3	Total exempt function expenditures Add lines 1 and 2 Enter here and on Form 1120-POL, line 17b	▶ \$
4	Did the filing organization file Form 1120-POL for this year?	<input type="checkbox"/> Yes <input type="checkbox"/> No
5	Enter the names, addresses and employer identification number (EIN) of all section 527 political organizations to which the filing organization made payments For each organization listed, enter the amount paid from the filing organization’s funds Also enter the amount of political contributions received that were promptly and directly delivered to a separate political organization, such as a separate segregated fund or a political action committee (PAC) If additional space is needed, provide information in Part IV	

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

Part II-A

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

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

Limits on Lobbying Expenditures (The term "expenditures" means amounts paid or incurred.)		(a) Filing organization's totals	(b) Affiliated group totals												
1a Total lobbying expenditures to influence public opinion (grass roots lobbying)															
b Total lobbying expenditures to influence a legislative body (direct lobbying)															
c Total lobbying expenditures (add lines 1a and 1b)															
d Other exempt purpose expenditures															
e Total exempt purpose expenditures (add lines 1c and 1d)															
f Lobbying nontaxable amount Enter the amount from the following table in both columns															
<table><tr><td>If the amount on line 1e, column (a) or (b) is:</td><td>The lobbying nontaxable amount is:</td></tr><tr><td>Not over \$500,000</td><td>20% of the amount on line 1e</td></tr><tr><td>Over \$500,000 but not over \$1,000,000</td><td>\$100,000 plus 15% of the excess over \$500,000</td></tr><tr><td>Over \$1,000,000 but not over \$1,500,000</td><td>\$175,000 plus 10% of the excess over \$1,000,000</td></tr><tr><td>Over \$1,500,000 but not over \$17,000,000</td><td>\$225,000 plus 5% of the excess over \$1,500,000</td></tr><tr><td>Over \$17,000,000</td><td>\$1,000,000</td></tr></table>		If the amount on line 1e, column (a) or (b) is:	The lobbying nontaxable amount is:	Not over \$500,000	20% of the amount on line 1e	Over \$500,000 but not over \$1,000,000	\$100,000 plus 15% of the excess over \$500,000	Over \$1,000,000 but not over \$1,500,000	\$175,000 plus 10% of the excess over \$1,000,000	Over \$1,500,000 but not over \$17,000,000	\$225,000 plus 5% of the excess over \$1,500,000	Over \$17,000,000	\$1,000,000		
If the amount on line 1e, column (a) or (b) is:	The lobbying nontaxable amount is:														
Not over \$500,000	20% of the amount on line 1e														
Over \$500,000 but not over \$1,000,000	\$100,000 plus 15% of the excess over \$500,000														
Over \$1,000,000 but not over \$1,500,000	\$175,000 plus 10% of the excess over \$1,000,000														
Over \$1,500,000 but not over \$17,000,000	\$225,000 plus 5% of the excess over \$1,500,000														
Over \$17,000,000	\$1,000,000														
g Grassroots nontaxable amount (enter 25% of line 1f)															
h Subtract line 1g from line 1a If zero or less, enter -0-															
i Subtract line 1f from line 1c If zero or less, enter -0-															
j If there is an amount other than zero on either line 1h or line 1i, did the organization file Form 4720 reporting section 4911 tax for this year?		<input type="checkbox"/> Yes <input type="checkbox"/> No													

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

Lobbying Expenditures During 4-Year Averaging Period					
Calendar year (or fiscal year beginning in)	(a) 2009	(b) 2010	(c) 2011	(d) 2012	(e) Total
2a Lobbying nontaxable amount					
b Lobbying ceiling amount (150% of line 2a, column(e))					
c Total lobbying expenditures					
d Grassroots nontaxable amount					
e Grassroots ceiling amount (150% of line 2d, column (e))					
f Grassroots lobbying expenditures					

Part II-B

Complete if the organization is exempt under section 501(c)(3) and has NOT filed Form 5768 (election under section 501(h)).

For each "Yes" response to lines 1a through 1i below, provide in Part IV a detailed description of the lobbying activity.		(a)		(b)
		Yes	No	Amount
1	During the year, did the filing organization attempt to influence foreign, national, state or local legislation, including any attempt to influence public opinion on a legislative matter or referendum, through the use of			
	a Volunteers?			
	b Paid staff or management (include compensation in expenses reported on lines 1c through 1i)?			
	c Media advertisements?			
	d Mailings to members, legislators, or the public?			
	e Publications, or published or broadcast statements?			
	f Grants to other organizations for lobbying purposes?			
	g Direct contact with legislators, their staffs, government officials, or a legislative body?			
	h Rallies, demonstrations, seminars, conventions, speeches, lectures, or any similar means?			
	i Other activities?			
j Total. Add lines 1c through 1i.			23,844	
2a	Did the activities in line 1 cause the organization to be not described in section 501(c)(3)?		No	
b	If "Yes," enter the amount of any tax incurred under section 4912			
c	If "Yes," enter the amount of any tax incurred by organization managers under section 4912			
d	If the filing organization incurred a section 4912 tax, did it file Form 4720 for this year?			

Part III-A

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

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

Part III-B

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

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

Part IV

Supplemental Information

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

Identifier	Return Reference	Explanation
EXPLANATION OF LOBBYING ACTIVITIES	PART II-B, LINE 1	PAYMENTS TO OUTSIDE CONSULTANT

SCHEDULE D
(Form 990)

Department of the Treasury
Internal Revenue Service

Supplemental Financial Statements

OMB No 1545-0047

2012

Open to Public Inspection

Name of the organization
SHEDD AQUARIUM SOCIETY

Employer identification number
36-2167918

Part I

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

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

Part II

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

1

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

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

2

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

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

3

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

4

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

5

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

☐ Yes☐ No

6

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

7

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

8

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

☐ Yes☐ No

9

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

Part III

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

1a

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

b

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

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

▶ \$ _____

(ii) Assets included in Form 990, Part X

▶ \$ _____

2

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

a

Revenues included in Form 990, Part VIII, line 1

▶ \$ _____

b

Assets included in Form 990, Part X

▶ \$ _____

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

Cat No 52283D

Schedule D (Form 990) 2012

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

d

☒ Loan or exchange programs

b

☒ Scholarly research

e

☐ Other

c

☒ Preservation for future generations
- 4

Provide a description of the organization's collections and explain how they further the organization's exempt purpose in Part XIII
- 5

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

☐ Yes

☒ No

Part IV

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

- 1a

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

☐ Yes

☐ No
- b

If "Yes," explain the arrangement in Part XIII and complete the following table
- | | |
|----|--------|
| | Amount |
| 1c | |
| 1d | |
| 1e | |
| 1f | |

c

Beginning balance

d

Additions during the year

e

Distributions during the year

f

Ending balance
- 2a

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

☐ Yes

☐ No
- b

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

☐

Part V

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

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

2

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

a

Board designated or quasi-endowment ▶ 69 180 %

b

Permanent endowment ▶ 8 130 %

c

Temporarily restricted endowment ▶ 22 690 %

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

3a

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

(i)

unrelated organizations

3a(i)

☐ Yes

☐ No

(ii)

related organizations

3a(ii)

☐ Yes

☐ No

b

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

3b

☐

4

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

Part VI

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

Description of property	(a) Cost or other basis (investment)	(b)Cost or other basis (other)	(c) Accumulated depreciation	(d) Book value
1a Land				
b Buildings		104,223,519	38,856,714	65,366,805
c Leasehold improvements		122,742,863	61,636,987	61,105,876
d Equipment		62,481,091	41,360,569	21,120,522
e Other		168,767		168,767
Total. Add lines 1a through 1e (Column (d) must equal Form 990, Part X, column (B), line 10(c).)				147,761,970

Part XI Reconciliation of Revenue per Audited Financial Statements With Revenue per Return					
1	Total revenue, gains, and other support per audited financial statements			1	75,681,280
2	Amounts included on line 1 but not on Form 990, Part VIII, line 12				
a	Net unrealized gains on investments	2a	9,488,362		
b	Donated services and use of facilities	2b			
c	Recoveries of prior year grants	2c			
d	Other (Describe in Part XIII)	2d	925,717		
e	Add lines 2a through 2d			2e	10,414,079
3	Subtract line 2e from line 1			3	65,267,201
4	Amounts included on Form 990, Part VIII, line 12, but not on line 1				
a	Investment expenses not included on Form 990, Part VIII, line 7b	4a	565,998		
b	Other (Describe in Part XIII)	4b			
c	Add lines 4a and 4b		4c		
5	Total revenue Add lines 3 and 4c. (This must equal Form 990, Part I, line 12)			5	65,833,199
Part XII Reconciliation of Expenses per Audited Financial Statements With Expenses per Return					
1	Total expenses and losses per audited financial statements			1	53,870,211
2	Amounts included on line 1 but not on Form 990, Part IX, line 25				
a	Donated services and use of facilities	2a			
b	Prior year adjustments	2b			
c	Other losses	2c			
d	Other (Describe in Part XIII)	2d	925,717		
e	Add lines 2a through 2d			2e	925,717
3	Subtract line 2e from line 1			3	52,944,494
4	Amounts included on Form 990, Part IX, line 25, but not on line 1:				
a	Investment expenses not included on Form 990, Part VIII, line 7b	4a	565,998		
b	Other (Describe in Part XIII)	4b			
c	Add lines 4a and 4b		4c		
5	Total expenses Add lines 3 and 4c. (This must equal Form 990, Part I, line 18)			5	53,510,492

Part XIII Supplemental Information

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

Identifier	Return Reference	Explanation
	PART III, LINE 1A	LIVE ANIMAL INVENTORY THE COSTS OF PURCHASING OR COLLECTING LIVE ANIMALS ARE EXPENSED AS INCURRED. DONATED SPECIMENS ARE NOT VALUED AND, THEREFORE, ARE NOT REFLECTED IN THE FINANCIAL STATEMENTS.
	PART III, LINE 4	THE AQUARIUM HOUSES ONE OF THE LARGEST AND MOST DIVERSE COLLECTIONS OF LIVE AQUATIC ANIMALS IN THE WORLD. CURRENTLY, THIS INCLUDES 836 SPECIES OF FISHES AND 276 SPECIES OF INVERTEBRATES. IN ADDITION THERE ARE OVER 47 SPECIES OF REPTILES, 29 SPECIES OF AMPHIBIANS, 8 SPECIES OF MAMMALS AND 8 SPECIES OF BIRDS. ALTOGETHER, THE COLLECTIONS INCLUDE 1,800 FISHES AND INVERTEBRATES FROM 80 PROTECTED SPECIES. ABOUT 1,700 OF THESE ANIMALS ARE OFF-EXHIBIT FOR BREEDING PURPOSES.
DESCRIPTION OF INTENDED USE OF ENDOWMENT FUNDS	PART V, LINE 4	THE INTENDED USES OF THE ENDOWMENT ARE TO FUND GENERAL OPERATIONS, EDUCATIONAL PROGRAMS, CONSERVATION ACTIVITIES AND SPECIAL PROJECTS.
DESCRIPTION OF UNCERTAIN TAX POSITIONS UNDER FIN 48	PART X, LINE 2	FIN 48 FOOTNOTE - THE SOCIETY RECOGNIZES INCOME TAX LIABILITIES OR BENEFITS AT THE TIME SUCH AMOUNTS HAVE BEEN INCURRED AND ARE REASONABLY ESTIMABLE. ANY POTENTIAL INTEREST OR PENALTIES RELATED TO POSSIBLE FUTURE TAX LIABILITIES ARE RECORDED AS INCOME TAX EXPENSE. THE SOCIETY BELIEVES IT HAS NO MATERIAL UNRECOGNIZED INCOME TAX BENEFITS OR LIABILITIES AT DECEMBER 31, 2012 AND 2011 AND IS NO LONGER SUBJECT TO EXAMINATION BY FEDERAL, STATE OR LOCAL TAX AUTHORITIES FOR PERIODS BEFORE 2009.
PART XI, LINE 2D - OTHER ADJUSTMENTS		FUNDRAISING EVENTS 554,847 RENTAL EXPENSES 370,870
PART XII, LINE 2D - OTHER ADJUSTMENTS		FUNDRAISING EVENTS 554,847 RENTAL EXPENSES 370,870

SCHEDULE F
(Form 990)

Statement of Activities Outside the United States

OMB No 1545-0047

2012

Open to Public Inspection

► Complete if the organization answered "Yes" to Form 990, Part IV, line 14b, 15, or 16.

► Attach to Form 990. ► See separate instructions.

Department of the Treasury
Internal Revenue Service

Name of the organization
SHEDD AQUARIUM SOCIETY

Employer identification number
36-2167918

Part I

General Information on Activities Outside the United States. Complete if the organization answered "Yes" to Form 990, Part IV, line 14b.

1

For grantmakers. Does the organization maintain records to substantiate the amount of 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

For grantmakers. Describe in Part V the organization's procedures for monitoring the use of grant funds outside the United States.

3

Activites per Region (The following Part I, line 3 table can be duplicated if additional space is needed)

(a) Region	(b) Number of offices in the region	(c) Number of employees, agents, and independent contractors in region	(d) Activities conducted in region (by type) (e g , fundraising, program services, investments, grants to recipients located in the region)	(e) If activity listed in (d) is a program service, describe specific type of service(s) in region	(f) Total expenditures for and investments in region
NORTH AMERICA	0	0	GRANTS TO RECIPIENTS LOCATED IN THE REGION	SEAHORSE CONSERVATION	75,000
NORTH AMERICA	0	0	PROGRAM SERVICES	CONFERENCE ATTENDANCE	7,102
CENTRAL AMERICA AND THE CARIBBEAN	0	0	PROGRAM SERVICES	AQUATIC RESEARCH TRIPS	29,507
CENTRAL AMERICA AND THE CARIBBEAN	0	0	PROGRAM SERVICES	CONFERENCE ATTENDANCE	811
CENTRAL AMERICA AND THE CARIBBEAN	0	0	PROGRAM SERVICES	RESEARCH TRIPS	24,548
SOUTH AMERICA	0	0	PROGRAM SERVICES	AQUATIC RESEARCH	23,151
SOUTH AMERICA	0	0	PROGRAM SERVICES	CONFERENCE ATTENDANCE	1,858
ASIA	0	0	PROGRAM SERVICES	COLLECTION RESEARCH	23,384
ASIA	0	0	PROGRAM SERVICES	CONFERENCE ATTENDANCE	10,670
EUROPE	0	0	PROGRAM SERVICES	CONFERENCE ATTENDANCE	2,521
SUB-SAHARAN AFRICA	0	0	PROGRAM SERVICES	CONFERENCE ATTENDANCE	14,354
CENTRAL AMERICA AND THE CARIBBEAN	0	0	INVESTMENTS		3,966,000
3a Sub-total	0	0			185,361
b Total from continuation sheets to Part I	0	0			3,993,545
c Totals (add lines 3a and 3b)	0	0			4,178,906

Part II

Grants and Other Assistance to Organizations or Entities Outside the United States. Complete if the organization answered "Yes" to Form 990, Part IV, line 15, for any recipient who received more than \$5,000. Part II can be duplicated if additional space is needed.

1	(a) Name of organization	(b) IRS code section and EIN (if applicable)	(c) Region	(d) Purpose of grant	(e) Amount of cash grant	(f) Manner of cash disbursement	(g) Amount of non-cash assistance	(h) Description of non-cash assistance	(i) Method of valuation (book, FMV, appraisal, other)
			NORTH AMERICA	SEAHORSE CONSERVATION	75,000	CHECK			

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

Part III

[illegible]

Part IV Foreign Forms

- 1

Was the organization a U S transferor of property to a foreign corporation during the tax year? *If "Yes," the organization may be required to file Form 926, Return by a U.S. Transferor of Property to a Foreign Corporation (see Instructions for Form 926)*

☒ Yes

☐ No
- 2

Did the organization have an interest in a foreign trust during the tax year? *If "Yes," the organization may be required to file Form 3520, Annual Return to Report Transactions with Foreign Trusts and Receipt of Certain Foreign Gifts, and/or Form 3520-A, Annual Information Return of Foreign Trust With a U.S. Owner (see Instructions for Forms 3520 and 3520-A)*

☐ Yes

☒ No
- 3

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

☐ Yes

☒ No
- 4

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

☐ Yes

☒ No
- 5

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

☒ Yes

☐ No
- 6

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

☐ Yes

☒ No

Supplemental Information

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

[illegible]

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.

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

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

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

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

2012

Open to Public Inspection

SHEDD AQUARIUM SOCIETY

36-2167918

Part I General Information on Grants and Assistance

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

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

[illegible]

- | | | | |
|----------|---|---|----------|
| 2 | Enter total number of section 501(c)(3) and government organizations listed in the line 1 table | | <u>1</u> |
| 3 | Enter total number of other organizations listed in the line 1 table | | |

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
PROCEDURE FOR MONITORING GRANTS IN THE U S	PART I, LINE 2	SCHEDULE I, PART I, LINE 2 SHEDD REQUIRES REPORTS ON HOW FUNDS WERE EXPENDED AND ACCORDING TO PLAN AND EVALUATION OF RESULTS OF THE PROGRAM'S ACCOMPLISHMENTS

Schedule J
(Form 990)

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

Open to Public Inspection

Name of the organization
SHEDD AQUARIUM SOCIETY

Employer identification number
36-2167918

Part I

Questions Regarding Compensation

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

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				
See Additional Data Table								

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
	PART I, LINE 1A	PART I, LINE 1A LINE 1A - HEALTH OR SOCIAL CLUB DUES OR INITIATION FEES - THE PRESIDENT/CEO WAS PROVIDED CERTAIN SOCIAL CLUB DUES, THE PORTION OF THIS BENEFIT NOT RELATED TO BONA FIDE BUSINESS PURPOSES WAS TREATED AS TAXABLE COMPENSATION
	PART I, LINE 4B	PART I, LINE 4B LINE 4B - THE PRESIDENT/CEO PARTICIPATED IN A SUPPLEMENTAL NON-QUALIFIED RETIREMENT PLAN AS DESCRIBED IN SECTION 457(F) TOTAL CONTRIBUTIONS FOR THE YEAR WERE \$94,235 A FINAL PAYOUT WAS MADE IN 2012 IN THE AMOUNT OF \$2,579,032 THIS AMOUNT WAS ACCRUED OVER 14 YEARS CONTRIBUTIONS MADE TO THE PLAN WERE CONSIDERED BY THE COMPENSATION COMMITTEE OF THE BOARD OF TRUSTEES WHEN PERFORMING THEIR ANNUAL REVIEW OF THE PRESIDENT/CEO'S COMPENSATION SEE SCHEDULE O, PART VI, SECTION B, LINE 15 FOR ADDITIONAL INFORMATION THE FOLLOWING PEOPLE ALSO RECEIVED PAYMENTS FROM A SUPPLEMENTAL NON-QUALIFIED RETIREMENT PLAN JOHN ROTHCHILD \$199,200, LINDA WILSON \$148,100
	PART I, LINE 5	PART I, LINE 5 LINE 5A - A PORTION OF THE BONUSES PAID TO CERTAIN PERSONS LISTED IN PART VII, SECTION A, LINE 1A WERE CONTINGENT ON A PORTION OF THE ORGANIZATION'S REVENUES
	PART I, LINE 6	PART I, LINE 6 LINE 6A - A PORTION OF THE BONUSES PAID TO CERTAIN PERSONS LISTED IN PART VII, SECTION A, LINE 1A WERE CONTINGENT ON A PORTION OF THE ORGANIZATIONS NET EARNINGS
	PART I, LINE 7	PART I, LINE 7 PART 7A - BONUSES WERE PAID TO CERTAIN PERSONS LISTED IN PART VII, SECTION A, LINE 1A AT THE DISCRETION OF THE BOARD OF TRUSTEES AND PRESIDENT/CEO

Software ID:
Software Version:
EIN: 36-2167918
Name: SHEDD AQUARIUM SOCIETY

Form 990, Schedule J, Part II - Officers, Directors, Trustees, Key Employees, and Highest Compensated Employees

(A) Name		(B) Breakdown of W-2 and/or 1099-MISC compensation			(C) Deferred compensation	(D) Nontaxable benefits	(E) Total of columns (B)(i)-(D)	(F) Compensation reported in prior Form 990 or Form 990-EZ
		(i) Base Compensation	(ii) Bonus & incentive compensation	(iii) Other compensation				
TED A BEATTIE	(i) (ii)	475,402 0	317,500 0	2,601,532 0	15,000 0	9,744 0	3,419,178 0	1,712,566 0
JOYCE M SIMON	(i) (ii)	242,438 0	35,000 0	37,996 0	14,115 0	10,396 0	339,945 0	0 0
AMY RITTER COWEN	(i) (ii)	188,348 0	35,000 0	30,650 0	11,285 0	6,151 0	271,434 0	0 0
MICHAEL M DELFINI	(i) (ii)	205,563 0	25,000 0	17,000 0	13,164 0	18,259 0	278,986 0	0 0
KENNETH T RAMIREZ	(i) (ii)	185,936 0	20,000 0	3,854 0	7,708 0	10,319 0	227,817 0	0 0
ROGER GERMANN	(i) (ii)	161,382 0	15,000 0	17,000 0	9,858 0	18,201 0	221,441 0	0 0
SANDY MAREK	(i) (ii)	153,858 0	20,000 0	8,385 0	10,062 0	18,181 0	210,486 0	0 0
CHERYL MELL	(i) (ii)	151,316 0	2,000 0	8,070 0	9,684 0	6,347 0	177,417 0	0 0
NANCY B ANSCHEL	(i) (ii)	140,848 0	5,000 0	12,689 0	9,517 0	10,275 0	178,329 0	0 0
JENNIFER BARYL	(i) (ii)	134,620 0	5,000 0	15,039 0	9,023 0	6,328 0	170,010 0	0 0
JOHN ROTHCHILD	(i) (ii)	59,872 0	1,000 0	221,418 0	8,418 0	9,364 0	300,072 0	0 0
LINDA WILSON	(i) (ii)	61,234 0	1,000 0	161,913 0	7,751 0	6,108 0	238,006 0	0 0

Schedule K
(Form 990)

Department of the Treasury
Internal Revenue Service

Supplemental Information on Tax Exempt Bonds

▶ Complete if the organization answered "Yes" to Form 990, Part IV, line 24a. Provide descriptions, explanations, and any additional information in Part VI.
▶ Attach to Form 990. ▶ See separate instructions.

OMB No 1545-0047

2012

Open to Public Inspection

Name of the organization
SHEDD AQUARIUM SOCIETY

Employer identification number
36-2167918

Part I Bond Issues

(a) Issuer name	(b) Issuer EIN	(c) CUSIP #	(d) Date issued	(e) Issue price	(f) Description of purpose	(g) Defeased		(h) On behalf of issuer		(i) Pool financing	
						Yes	No	Yes	No	Yes	No
A ILLINOIS FINANCE AUTHORITY	86-1091967	45200BSF6	11-08-2005	35,881,436	ADVANCE REFUND 1997 BONDS		X		X		X

Part II Proceeds

		A		B		C		D	
1	Amount of bonds retired								
2	Amount of bonds legally defeased								
3	Total proceeds of issue	35,881,436							
4	Gross proceeds in reserve funds								
5	Capitalized interest from proceeds								
6	Proceeds in refunding escrows	38,644,694							
7	Issuance costs from proceeds	470,480							
8	Credit enhancement from proceeds								
9	Working capital expenditures from proceeds								
10	Capital expenditures from proceeds								
11	Other spent proceeds								
12	Other unspent proceeds								
13	Year of substantial completion								
		Yes	No	Yes	No	Yes	No	Yes	No
14	Were the bonds issued as part of a current refunding issue?		X						
15	Were the bonds issued as part of an advance refunding issue?	X							
16	Has the final allocation of proceeds been made?	X							
17	Does the organization maintain adequate books and records to support the final allocation of proceeds?	X							

Part III Private Business Use

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

Part III

Private Business Use (Continued)

		A		B		C		D	
		Yes	No	Yes	No	Yes	No	Yes	No
3a	Are there any management or service contracts that may result in private business use of bond-financed property?		X						
b	If "Yes" to line 3a, does the organization routinely engage bond counsel or other outside counsel to review any management or service contracts relating to the financed property?								
c	Are there any research agreements that may result in private business use of bond-financed property?		X						
d	If "Yes" to line 3c, does the organization routinely engage bond counsel or other outside counsel to review any research agreements relating to the financed property?								
4	Enter the percentage of financed property used in a private business use by entities other than a section 501(c)(3) organization or a state or local government	%		%		%		%	
5	Enter the percentage of financed property used in a private business use as a result of unrelated trade or business activity carried on by your organization, another section 501(c)(3) organization, or a state or local government	%		%		%		%	
6	Total of lines 4 and 5	%		%		%		%	
7	Does the bond issue meet the private security or payment test?		X						
8a	Has there been a sale or disposition of any of the bond financed property to a nongovernmental person other than a 501(c)(3) organization since the bonds were issued?		X						
b	If "Yes" to line 8a, enter the percentage of bond-financed property sold or disposed of	%		%		%		%	
c	If "Yes" to line 8a, was any remedial action taken pursuant to Regulations sections 1.141-12 and 1.145-2?								
9	Has the organization established written procedures to ensure that all nonqualified bonds of the issue are remediated in accordance with the requirements under Regulations sections 1.141-12 and 1.145-2?	X							

Part IV

Arbitrage

		A		B		C		D	
		Yes	No	Yes	No	Yes	No	Yes	No
1	Has the issuer filed Form 8038-T?		X						
2	If "No" to line 1, did the following apply?								
a	Rebate not due yet?		X						
b	Exception to rebate?	X							
c	No rebate due?		X						
	If you checked "No rebate due" in line 2c, provide in Part VI the date the rebate computation was performed								
3	Is the bond issue a variable rate issue?		X						
4a	Has the organization or the governmental issuer entered into a qualified hedge with respect to the bond issue?		X						
b	Name of provider								
c	Term of hedge								
d	Was the hedge superintegrated?								
e	Was a hedge terminated?								

Part IV

Arbitrage (Continued)

		A		B		C		D	
		Yes	No	Yes	No	Yes	No	Yes	No
5a	Were gross proceeds invested in a guaranteed investment contract (GIC)?		X						
b	Name of provider								
c	Term of GIC								
d	Was the regulatory safe harbor for establishing the fair market value of the GIC satisfied?								
6	Were any gross proceeds invested beyond an available temporary period?		X						
7	Has the organization established written procedures to monitor the requirements of section 148?		X						

Part V

Procedures To Undertake Corrective Action

		A		B		C		D	
		Yes	No	Yes	No	Yes	No	Yes	No
1	Has the organization established written procedures to ensure that violations of federal tax requirements are timely identified and corrected through the voluntary closing agreement program if self-remediation is not available under applicable regulations?								

Part VI

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

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

SCHEDULE M
(Form 990)

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
SHEDD AQUARIUM SOCIETY

Employer identification number
36-2167918

Part I

Types of Property

	(a) Check if applicable	(b) Number of contributions or items contributed	(c) Noncash contribution amounts reported on Form 990, Part VIII, line 1g	(d) Method of determining noncash contribution amounts
1 Art—Works of art				
2 Art—Historical treasures				
3 Art—Fractional interests				
4 Books and publications				
5 Clothing and household goods				
6 Cars and other vehicles				
7 Boats and planes				
8 Intellectual property				
9 Securities—Publicly traded	X	26	1,354,316	FAIR MARKET VALUE
10 Securities—Closely held stock				
11 Securities—Partnership, LLC, or trust interests				
12 Securities—Miscellaneous				
13 Qualified conservation contribution—Historic structures				
14 Qualified conservation contribution—Other				
15 Real estate—Residential				
16 Real estate—Commercial				
17 Real estate—Other				
18 Collectibles				
19 Food inventory				
20 Drugs and medical supplies				
21 Taxidermy				
22 Historical artifacts				
23 Scientific specimens				
24 Archeological artifacts				
FOOD & 25 Other ► (BEVERAGE)	X	37	211,953	FAIR MARKET VALUE
AIRLINE 26 Other ► (TICKETS)	X	1	69,600	FAIR MARKET VALUE
27 Other ► (MISCELLANEOUS)	X	1	9,012	FAIR MARKET VALUE
28 Other ► ()				

29

Number of Forms 8283 received by the organization during the tax year for contributions for which the organization completed Form 8283, Part IV, Donee Acknowledgement

30a

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

30a

Yes

No

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

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

Cat No 51227J

Schedule M (Form 990) (2012)

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
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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 SHEDD AQUARIUM SOCIETY	Employer identification number 36-2167918
--	--

Identifier	Return Reference	Explanation
	FORM 990, PART VI, SECTION A, LINE 1	THE EXECUTIVE COMMITTEE OF THE BOARD OF TRUSTEES HAS THE POWER AND AUTHORITY OF THE BOARD OF TRUSTEES AND MAY ACT ON BEHALF OF THE BOARD OF TRUSTEES BETWEEN MEETINGS OF THE BOARD, SUBJECT TO CERTAIN LIMITATIONS UNDER THE TERMS OF THE ORGANIZATION'S BYLAWS, THE EXECUTIVE COMMITTEE IS MADE UP OF FIVE TO TEN MEMBERS OF THE BOARD OF TRUSTEES ELECTED BY THE BOARD AT ITS ANNUAL MEETING, IN ADDITION, THE CHAIRPERSON OF THE BOARD SERVES AS AN EX OFFICIO MEMBER WITH A VOTE
	FORM 990, PART VI, SECTION A, LINE 3	THE ORGANIZATION CONTRACTS WITH SODEXO AMERICA, LLC AND EVENT NETWORK, INC TO MANAGE AND OPERATE FOOD SERVICES AND GIFT SHOPS, RESPECTIVELY, AT THE AQUARIUM
	FORM 990, PART VI, SECTION B, LINE 11	THE COMPLETED FORM 990, INCLUDING SCHEDULES, WAS DISTRIBUTED TO THE MEMBERS OF THE AUDIT COMMITTEE (THE COMMITTEE) OF THE BOARD OF TRUSTEES THE COMMITTEE MET ON MAY 1, 2013 WITH THE ORGANIZATION'S PRESIDENT/CEO AND CHIEF FINANCIAL OFFICER TO REVIEW THE FORM 990 AND RELATED SCHEDULES SUBSEQUENTLY, EACH TRUSTEE WAS REQUESTED TO REVIEW THE FINAL FORM 990, INCLUDING SCHEDULES, WHICH HAD BEEN UPLOADED TO THE TRUSTEES' EXTRANET SITE ALL QUESTIONS OR COMMENTS WERE DIRECTED TO THE ORGANIZATION'S CHIEF FINANCIAL OFFICER
	FORM 990, PART VI, SECTION B, LINE 12C	ANNUALLY, TRUSTEES, AFFILIATES, EMPLOYEES AND VOLUNTEERS ARE ASKED TO REVIEW THE ORGANIZATION'S CODE OF ETHICS AND COMPLETE A CODE OF ETHICS STATEMENT AND QUESTIONNAIRE, WHICH INCLUDES THEIR AGREEMENT TO REPORT PROMPTLY ANY REPORTABLE MATTERS SUCH STATEMENTS ARE REVIEWED AND EVALUATED BY THE AUDIT COMMITTEE OF THE BOARD OF TRUSTEES
	FORM 990, PART VI, SECTION B, LINE 15	THE COMPENSATION COMMITTEE (THE COMMITTEE) OF THE BOARD OF TRUSTEES IS RESPONSIBLE FOR THE ANNUAL REVIEW OF THE COMPENSATION OF THE OFFICERS AND KEY EMPLOYEES OF THE ORGANIZATION ALL MEMBERS OF THE COMMITTEE ARE INDEPENDENT IN DETERMINING THE COMPENSATION OF THE PRESIDENT/CEO, THE COMMITTEE EVALUATES HIS PERFORMANCE AGAINST PREVIOUSLY AGREED UPON CRITERIA, CONSIDERS INFORMATION PROVIDED BY AN INDEPENDENT COMPENSATION CONSULTANT AND COMPARABLE MARKET DATA, THEN DEBATES AND DOCUMENTS ITS RECOMMENDATION OF REASONABLE COMPENSATION IN DETERMINING THE COMPENSATION OF OTHER OFFICERS AND KEY EMPLOYEES, THE SAME PROCEDURES ARE PERFORMED, HOWEVER, THE COMMITTEE CONSIDERS THE CEO'S EVALUATION OF THE STAFFS' PERFORMANCE THE RECOMMENDATIONS ARE THEN TAKEN TO THE EXECUTIVE COMMITTEE OF THE BOARD FOR FINAL REVIEW AND ACTION
	FORM 990, PART VI, SECTION C, LINE 19	CERTAIN OF THE ORGANIZATION'S GOVERNING DOCUMENTS ARE MADE AVAILABLE UPON REQUEST IT'S AUDITED FINANCIAL STATEMENTS AND PUBLIC-DISCLOSURE COPIES OF ITS FORM 990 ARE INCLUDED ON ITS WEB SITE

Additional Data

Software ID:

Software Version:

EIN: 36-2167918

Name: SHEDD AQUARIUM SOCIETY

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

(A) Name and Title	(B) Average hours per week (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			
TED A BEATTIE TRUSTEE, PRES & CEO(SEE SCHEDULE J)	45 00	X		X				3,394,434	0	24,744
PETER J BENSEN TRUSTEE	1 00	X						0	0	0
RICHARD W BURKE SR TRUSTEE	1 00	X						0	0	0
ELLEN D CAYA TRUSTEE	1 00	X						0	0	0
ELIZABETH H CONNELLY TRUSTEE	1 00	X						0	0	0
EUGENE M CUMMINGS TRUSTEE	1 00	X						0	0	0
SCOTT L DILLE TRUSTEE	1 00	X						0	0	0
DAVID L EPSTEIN TRUSTEE	1 00	X						0	0	0
RICHARD E ERWIN TRUSTEE	1 00	X						0	0	0
TYRONE C FAHNER TRUSTEE	1 00	X						0	0	0
SARAH N GARVEY TRUSTEE	1 00	X						0	0	0
H JOHN GILBERTSON JR TRUSTEE	1 00	X						0	0	0
JOHN J GREISCH TRUSTEE	1 00	X						0	0	0
BRETT J HART TRUSTEE	1 00	X						0	0	0
WALLACE L HEAD TRUSTEE	1 00	X						0	0	0
QUENTIN G HEISLER JR TRUSTEE	1 00	X						0	0	0
DANIEL J HENNESSY TRUSTEE	1 00	X						0	0	0
KYM M HUBBARD TRUSTEE	1 00	X						0	0	0
ROBERT H JORDAN TRUSTEE	1 00	X						0	0	0
BRIAN A KENNEY TRUSTEE	1 00	X						0	0	0
RICHARD L KEYSER TRUSTEE	1 00	X						0	0	0
THOMAS N KING TRUSTEE	1 00	X						0	0	0
CARY A KOCHMAN TRUSTEE	1 00	X						0	0	0
DAVID J KOO TRUSTEE	1 00	X						0	0	0
ANNE E KREBS TRUSTEE	1 00	X						0	0	0

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		Individual trustee or director	Institutional Trustee	Officer	Key employee	Highest compensated employee	Former			
DONNA LAPIETRA TRUSTEE	1 00	X						0	0	0
STUART LARKINS TRUSTEE	1 00	X						0	0	0
BRUCE K LEE TRUSTEE	1 00	X						0	0	0
CHERYL E MAYBERRY MCKISSACK TRUSTEE	1 00	X						0	0	0
ANDREW MCNALLY V TRUSTEE	1 00	X						0	0	0
HARVEY L MILLER TRUSTEE	1 00	X						0	0	0
J JAY MILLER TRUSTEE	1 00	X						0	0	0
WADE D MIQUELON TRUSTEE	1 00	X						0	0	0
SUSAN E MORRISON TRUSTEE	1 00	X						0	0	0
PATRICK J MULLEN TRUSTEE	1 00	X						0	0	0
CHRISTOPHER J OATES TRUSTEE	1 00	X						0	0	0
ELLEN L O'CONNOR TRUSTEE	1 00	X						0	0	0
JANE B PERKINS TRUSTEE	1 00	X						0	0	0
BRUCE J PILLER TRUSTEE	1 00	X						0	0	0
GINEVRA REED RALPH TRUSTEE	1 00	X						0	0	0
SUSAN REGENSTEIN TRUSTEE	1 00	X						0	0	0
MARC E ROTHMAN TRUSTEE	1 00	X						0	0	0
GREGORY H SACHS TRUSTEE	1 00	X						0	0	0
JOHN F SANDNER TRUSTEE	1 00	X						0	0	0
BENJAMIN M SHAPIRO TRUSTEE	1 00	X						0	0	0
DAVID P SCHARF TRUSTEE	1 00	X						0	0	0
NANCY S SEARLE TRUSTEE	1 00	X						0	0	0
LLOYD D SEMPLE JR TRUSTEE	1 00	X						0	0	0
SANDRA L SIMON TRUSTEE	1 00	X						0	0	0
MARY S SMITH TRUSTEE	1 00	X						0	0	0

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(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			
GUY E SNYDER TRUSTEE	1 00	X						0	0	0
STEVEN J SOLOMON TRUSTEE	1 00	X						0	0	0
TRACY SOUDER TRUSTEE	1 00	X						0	0	0
WILLIAM C STEERS JR TRUSTEE	1 00	X						0	0	0
JANE L WARNER TRUSTEE	1 00	X						0	0	0
REEVE BYRON WAUD TRUSTEE	1 00	X						0	0	0
STEVE WELLER TRUSTEE	1 00	X						0	0	0
DONNA SIMS WILSON TRUSTEE	1 00	X						0	0	0
JOYCE M SIMON SECRETARY/TREASURER	45 00			X				315,434	0	24,511
AMY RITTER COWEN EXECUTIVE VICE PRESIDENT	45 00				X			253,998	0	17,436
MICHAEL M DELFINI EXECUTIVE VICE PRESIDENT	45 00				X			247,563	0	31,423
KENNETH T RAMIREZ EXECUTIVE VICE PRESIDENT	45 00				X			209,790	0	18,027
ROGER GERMANN EXECUTIVE VICE PRESIDENT	45 00				X			193,382	0	28,059
SANDY MAREK SENIOR VICE PRESIDENT	45 00				X			182,243	0	28,243
CHERYL MELL SENIOR VICE PRESIDENT	45 00					X		161,386	0	16,031
NANCY B ANSHEL SENIOR VICE PRESIDENT	45 00					X		158,537	0	19,792
JENNIFER BARYL SENIOR VICE PRESIDENT	45 00					X		154,659	0	15,351
JOHN ROTHCHILD DIRECTOR	45 00					X		282,290	0	17,782
LINDA WILSON DIRECTOR	45 00					X		224,147	0	13,859