

Return of Organization Exempt From Income Tax
Under section 501(c), 527, or 4947(a)(1) of the Internal Revenue Code (except private foundations)

2013

Department of the Treasury
Internal Revenue Service

Do not enter Social Security numbers on this form as it may be made public.

Information about Form 990 and its instructions is at www.irs.gov/form990

Open to Public Inspection

A For the 2013 calendar year, or tax year beginning **JUL 1, 2013** and ending **JUN 30, 2014**

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 THE ADLER PLANETARIUM		D Employer identification number 36-6210902
	Doing Business As		E Telephone number (312) 922-7827
	Number and street (or P.O. box if mail is not delivered to street address)	Room/suite	
	1300 SOUTH LAKE SHORE DRIVE		G Gross receipts \$ 22,385,046.
	City or town, state or province, country, and ZIP or foreign postal code CHICAGO, IL 60605		
F Name and address of principal officer: MICHELLE B. LARSON, PH.D SAME AS C ABOVE		H(a) Is this a group return for subordinates? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
I Tax-exempt status: <input checked="" type="checkbox"/> 501(c)(3) <input type="checkbox"/> 501(c) () (insert no.) <input type="checkbox"/> 4947(a)(1) or <input type="checkbox"/> 527		H(b) Are all subordinates included? <input type="checkbox"/> Yes <input type="checkbox"/> No If "No," attach a list. (see instructions)	
J Website: WWW.ADLERPLANETARIUM.ORG		H(c) Group exemption number ▶	
K Form of organization: <input checked="" type="checkbox"/> Corporation <input type="checkbox"/> Trust <input type="checkbox"/> Association <input type="checkbox"/> Other ▶		L Year of formation: 1930 M State of legal domicile: IL	

Part I Summary			
Activities & Governance	1 Briefly describe the organization's mission or most significant activities: THE ADLER PLANETARIUM'S MISSION IS TO INSPIRE EXPLORATION AND UNDERSTANDING OF OUR UNIVERSE.		
	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	68
	4 Number of independent voting members of the governing body (Part VI, line 1b)	4	66
	5 Total number of individuals employed in calendar year 2013 (Part V, line 2a)	5	349
	6 Total number of volunteers (estimate if necessary)	6	425
	7a Total unrelated business revenue from Part VIII, column (C), line 12	7a	14,897.
b Net unrelated business taxable income from Form 990-T, line 34	7b	11,577.	
Revenue	8 Contributions and grants (Part VIII, line 1h)	Prior Year	Current Year
	9 Program service revenue (Part VIII, line 2g)	8,109,170.	9,703,031.
	10 Investment income (Part VIII, column (A), lines 3, 4, and 7d)	5,468,559.	5,347,611.
	11 Other revenue (Part VIII, column (A), lines 5, 6d, 8c, 9c, 10c, and 11e)	578,838.	932,830.
	12 Total revenue - add lines 8 through 11 (must equal Part VIII, column (A), line 12)	1,316,707.	1,117,790.
Expenses	13 Grants and similar amounts paid (Part IX, column (A), lines 1-3)	15,473,274.	17,101,262.
	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)	0.	0.
	16a Professional fundraising fees (Part IX, column (A), line 11e)	10,297,324.	9,095,573.
	b Total fundraising expenses (Part IX, column (D), line 25) ▶ 2,237,825.	0.	0.
	17 Other expenses (Part IX, column (A), lines 11a-11d, 11f-24e)	10,245,428.	10,061,256.
18 Total expenses. Add lines 13-17 (must equal Part IX, column (A), line 25)	20,542,752.	19,156,829.	
19 Revenue less expenses. Subtract line 18 from line 12	-5,069,478.	-2,055,567.	
Net Assets or Fund Balances	20 Total assets (Part X, line 16)	Beginning of Current Year	End of Year
	21 Total liabilities (Part X, line 26)	63,583,483.	63,674,861.
	22 Net assets or fund balances. Subtract line 21 from line 20	34,046,755.	34,404,106.
		29,536,728.	29,270,755.

Part II Signature Block					
Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete. Declaration of preparer (other than officer) is based on all information of which preparer has any knowledge.					
Sign Here	Signature of officer			Date	
	MARCIA HEUSER, VP FOR FINANCE & ADMIN/CFO				
Paid Preparer Use Only	Print/Type preparer's name	Preparer's signature	Date	Check <input type="checkbox"/> if self-employed	PTIN
	LU ANN TRAPP	LU ANN TRAPP	02/25/15	<input type="checkbox"/>	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 or note to any line in this Part III [X]

1 Briefly describe the organization's mission: THE ADLER PLANETARIUM ('ADLER') IS A NOT-FOR-PROFIT CULTURAL INSTITUTION WHOSE MISSION IS TO INSPIRE EXPLORATION AND UNDERSTANDING OF OUR UNIVERSE. IT ASPIRES TO BE THE WORLD'S PREMIER CENTER FOR EXPERIENCING AND LEARNING SPACE SCIENCE.

2 Did the organization undertake any significant program services during the year which were not listed on the prior Form 990 or 990-EZ? [] Yes [X] No

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

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

4a (Code:) (Expenses \$ 15,300,926. including grants of \$) (Revenue \$ 5,347,611.) THE ADLER PLANETARIUM SEEKS TO INSPIRE THE NEXT GENERATION OF EXPLORERS AND SCIENTISTS. THE ADLER'S ARRAY OF EDUCATIONAL OFFERINGS ARE DESIGNED TO EQUIP PARTICIPANTS WITH THE SKILLS AND DESIRE TO LEARN MORE ABOUT OUR UNIVERSE. ONSITE ATTENDANCE TOTALED OVER 450,000 VISITORS DURING THE YEAR, INCLUDING APPROXIMATELY 60,000 STUDENTS WHO PARTICIPATED IN FIELD TRIPS. THE MUSEUM'S SUMMER CAMPS FOR AGES 5 - 17 AND ITS POPULAR ASTROOVERNIGHT PROGRAM ENGAGE YOUNG PEOPLE AND FAMILIES. DAILY VISITORS TO THE ADLER ENCOUNTER HANDS-ON LEARNING OPPORTUNITIES THROUGHOUT THE MUSEUM, INCLUDING OBSERVING ON THE ADLER'S TELESCOPE TERRACE OR IN THE DOANE OBSERVATORY. IN THE PLANET EXPLORER'S EXHIBITION, YOUNGER GUESTS CAN EXPERIENCE WHAT IT IS LIKE TO BLAST OFF IN A ROCKET, SLEEP IN A SPACE BED AND CONDUCT SCIENCE EXPERIMENTS. SKY SHOWS IN THE ADLER'S

4b (Code:) (Expenses \$ including grants of \$) (Revenue \$)

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

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

4e Total program service expenses 15,300,926.

Part IV Checklist of Required Schedules

		Yes	No
1	Is the organization described in section 501(c)(3) or 4947(a)(1) (other than a private foundation)? <i>If "Yes," complete Schedule A</i>	X	
2	Is the organization required to complete <i>Schedule B, Schedule of Contributors</i> ?	X	
3	Did the organization engage in direct or indirect political campaign activities on behalf of or in opposition to candidates for public office? <i>If "Yes," complete Schedule C, Part I</i>		X
4	Section 501(c)(3) organizations. Did the organization engage in lobbying activities, or have a section 501(h) election in effect during the tax year? <i>If "Yes," complete Schedule C, Part II</i>	X	
5	Is the organization a section 501(c)(4), 501(c)(5), or 501(c)(6) organization that receives membership dues, assessments, or similar amounts as defined in Revenue Procedure 98-19? <i>If "Yes," complete Schedule C, Part III</i>		X
6	Did the organization maintain any donor advised funds or any similar funds or accounts for which donors have the right to provide advice on the distribution or investment of amounts in such funds or accounts? <i>If "Yes," complete Schedule D, Part I</i>		X
7	Did the organization receive or hold a conservation easement, including easements to preserve open space, the environment, historic land areas, or historic structures? <i>If "Yes," complete Schedule D, Part II</i>		X
8	Did the organization maintain collections of works of art, historical treasures, or other similar assets? <i>If "Yes," complete Schedule D, Part III</i>	X	
9	Did the organization report an amount in Part X, line 21, for escrow or custodial account liability; serve as a custodian for amounts not listed in Part X; or provide credit counseling, debt management, credit repair, or debt negotiation services? <i>If "Yes," complete Schedule D, Part IV</i>		X
10	Did the organization, directly or through a related organization, hold assets in temporarily restricted endowments, permanent endowments, or quasi-endowments? <i>If "Yes," complete Schedule D, Part V</i>	X	
11	If the organization's answer to any of the following questions is "Yes," then complete Schedule D, Parts VI, VII, VIII, IX, or X as applicable.		
a	Did the organization report an amount for land, buildings, and equipment in Part X, line 10? <i>If "Yes," complete Schedule D, Part VI</i>	X	
b	Did the organization report an amount for investments - other securities in Part X, line 12 that is 5% or more of its total assets reported in Part X, line 16? <i>If "Yes," complete Schedule D, Part VII</i>		X
c	Did the organization report an amount for investments - program related in Part X, line 13 that is 5% or more of its total assets reported in Part X, line 16? <i>If "Yes," complete Schedule D, Part VIII</i>		X
d	Did the organization report an amount for other assets in Part X, line 15 that is 5% or more of its total assets reported in Part X, line 16? <i>If "Yes," complete Schedule D, Part IX</i>		X
e	Did the organization report an amount for other liabilities in Part X, line 25? <i>If "Yes," complete Schedule D, Part X</i>	X	
f	Did the organization's separate or consolidated financial statements for the tax year include a footnote that addresses the organization's liability for uncertain tax positions under FIN 48 (ASC 740)? <i>If "Yes," complete Schedule D, Part X</i>	X	
12a	Did the organization obtain separate, independent audited financial statements for the tax year? <i>If "Yes," complete Schedule D, Parts XI and XII</i>	X	
b	Was the organization included in consolidated, independent audited financial statements for the tax year? <i>If "Yes," and if the organization answered "No" to line 12a, then completing Schedule D, Parts XI and XII is optional</i>		X
13	Is the organization a school described in section 170(b)(1)(A)(ii)? <i>If "Yes," complete Schedule E</i>		X
14a	Did the organization maintain an office, employees, or agents outside of the United States?		X
b	Did the organization have aggregate revenues or expenses of more than \$10,000 from grantmaking, fundraising, business, investment, and program service activities outside the United States, or aggregate foreign investments valued at \$100,000 or more? <i>If "Yes," complete Schedule F, Parts I and IV</i>		X
15	Did the organization report on Part IX, column (A), line 3, more than \$5,000 of grants or other assistance to or for any foreign organization? <i>If "Yes," complete Schedule F, Parts II and IV</i>		X
16	Did the organization report on Part IX, column (A), line 3, more than \$5,000 of aggregate grants or other assistance to or for foreign individuals? <i>If "Yes," complete Schedule F, Parts III and IV</i>		X
17	Did the organization report a total of more than \$15,000 of expenses for professional fundraising services on Part IX, column (A), lines 6 and 11e? <i>If "Yes," complete Schedule G, Part I</i>		X
18	Did the organization report more than \$15,000 total of fundraising event gross income and contributions on Part VIII, lines 1c and 8a? <i>If "Yes," complete Schedule G, Part II</i>	X	
19	Did the organization report more than \$15,000 of gross income from gaming activities on Part VIII, line 9a? <i>If "Yes," complete Schedule G, Part III</i>		X
20a	Did the organization operate one or more hospital facilities? <i>If "Yes," complete Schedule H</i>		X
b	If "Yes" to line 20a, did the organization attach a copy of its audited financial statements to this return?		

Part IV Checklist of Required Schedules (continued)

		Yes	No
21	Did the organization report more than \$5,000 of grants or other assistance to any domestic organization or government on Part IX, column (A), line 1? <i>If "Yes," complete Schedule I, Parts I and II</i>		X
22	Did the organization report more than \$5,000 of grants or other assistance to individuals in the United States on Part IX, column (A), line 2? <i>If "Yes," complete Schedule I, Parts I and III</i>		X
23	Did the organization answer "Yes" to Part VII, Section A, line 3, 4, or 5 about compensation of the organization's current and former officers, directors, trustees, key employees, and highest compensated employees? <i>If "Yes," complete Schedule J</i>	X	
24a	Did the organization have a tax-exempt bond issue with an outstanding principal amount of more than \$100,000 as of the last day of the year, that was issued after December 31, 2002? <i>If "Yes," answer lines 24b through 24d and complete Schedule K. If "No," go to line 25a</i>		X
b	Did the organization invest any proceeds of tax-exempt bonds beyond a temporary period exception?		
24b			
c	Did the organization maintain an escrow account other than a refunding escrow at any time during the year to defease any tax-exempt bonds?		
24c			
d	Did the organization act as an "on behalf of" issuer for bonds outstanding at any time during the year?		
24d			
25a	Section 501(c)(3) and 501(c)(4) organizations. Did the organization engage in an excess benefit transaction with a disqualified person during the year? <i>If "Yes," complete Schedule L, Part I</i>		X
b	Is the organization aware that it engaged in an excess benefit transaction with a disqualified person in a prior year, and that the transaction has not been reported on any of the organization's prior Forms 990 or 990-EZ? <i>If "Yes," complete Schedule L, Part I</i>		X
25b			X
26	Did the organization report any amount on Part X, line 5, 6, or 22 for receivables from or payables to any current or former officers, directors, trustees, key employees, highest compensated employees, or disqualified persons? If so, complete Schedule L, Part II	X	
27	Did the organization provide a grant or other assistance to an officer, director, trustee, key employee, substantial contributor or employee thereof, a grant selection committee member, or to a 35% controlled entity or family member of any of these persons? <i>If "Yes," complete Schedule L, Part III</i>		X
28	Was the organization a party to a business transaction with one of the following parties (see Schedule L, Part IV instructions for applicable filing thresholds, conditions, and exceptions):		
a	A current or former officer, director, trustee, or key employee? <i>If "Yes," complete Schedule L, Part IV</i>		X
28a			X
b	A family member of a current or former officer, director, trustee, or key employee? <i>If "Yes," complete Schedule L, Part IV</i>		X
28b			X
c	An entity of which a current or former officer, director, trustee, or key employee (or a family member thereof) was an officer, director, trustee, or direct or indirect owner? <i>If "Yes," complete Schedule L, Part IV</i>	X	
28c		X	
29	Did the organization receive more than \$25,000 in non-cash contributions? <i>If "Yes," complete Schedule M</i>	X	
29		X	
30	Did the organization receive contributions of art, historical treasures, or other similar assets, or qualified conservation contributions? <i>If "Yes," complete Schedule M</i>		X
30			X
31	Did the organization liquidate, terminate, or dissolve and cease operations? <i>If "Yes," complete Schedule N, Part I</i>		X
31			X
32	Did the organization sell, exchange, dispose of, or transfer more than 25% of its net assets? <i>If "Yes," complete Schedule N, Part II</i>		X
32			X
33	Did the organization own 100% of an entity disregarded as separate from the organization under Regulations sections 301.7701-2 and 301.7701-3? <i>If "Yes," complete Schedule R, Part I</i>		X
33			X
34	Was the organization related to any tax-exempt or taxable entity? <i>If "Yes," complete Schedule R, Part II, III, or IV, and Part V, line 1</i>		X
34			X
35a	Did the organization have a controlled entity within the meaning of section 512(b)(13)?		X
35a			X
b	If "Yes" to line 35a, did the organization receive any payment from or engage in any transaction with a controlled entity within the meaning of section 512(b)(13)? <i>If "Yes," complete Schedule R, Part V, line 2</i>		
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>		X
36			X
37	Did the organization conduct more than 5% of its activities through an entity that is not a related organization and that is treated as a partnership for federal income tax purposes? <i>If "Yes," complete Schedule R, Part VI</i>		X
37			X
38	Did the organization complete Schedule O and provide explanations in Schedule O for Part VI, lines 11b and 19?	X	
38		X	

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

Part V Statements Regarding Other IRS Filings and Tax Compliance

Check if Schedule O contains a response or note to any line in this Part V

Main form area containing questions 1a through 14b with input fields and Yes/No columns.

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

Check if Schedule O contains a response or note to any line 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 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.		
	68		
1b	Enter the number of voting members included in line 1a, above, who are independent		
	66		
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?		X
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?		X
4	Did the organization make any significant changes to its governing documents since the prior Form 990 was filed?		X
5	Did the organization become aware during the year of a significant diversion of the organization's assets?		X
6	Did the organization have members or stockholders?		X
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?		X
7b	Are any governance decisions of the organization reserved to (or subject to approval by) members, stockholders, or persons other than the governing body?		X
8	Did the organization contemporaneously document the meetings held or written actions undertaken during the year by the following:		
8a	The governing body?	X	
8b	Each committee with authority to act on behalf of the governing body?	X	
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		X

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?		X
10b	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?		
11a	Has the organization provided a complete copy of this Form 990 to all members of its governing body before filing the form?	X	
11b	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	X	
12b	Were officers, directors, or trustees, and key employees required to disclose annually interests that could give rise to conflicts?	X	
12c	Did the organization regularly and consistently monitor and enforce compliance with the policy? If "Yes," describe in Schedule O how this was done	X	
13	Did the organization have a written whistleblower policy?	X	
14	Did the organization have a written document retention and destruction policy?	X	
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?		
15a	The organization's CEO, Executive Director, or top management official	X	
15b	Other officers or key employees of the organization	X	
	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?		X
16b	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?		

Section C. Disclosure

- 17** List the states with which a copy of this Form 990 is required to be filed **IL, CA**
- 18** Section 6104 requires an organization to make its Forms 1023 (or 1024 if applicable), 990, and 990-T (Section 501(c)(3)s only) available for public inspection. Indicate how you made these available. Check all that apply.
 Own website Another's website Upon request Other (explain in Schedule O)
- 19** Describe in Schedule O whether (and if so, how), the organization made its governing documents, conflict of interest policy, and financial statements available to the public during the tax year.
- 20** State the name, physical address, and telephone number of the person who possesses the books and records of the organization: **MARCIA HEUSER - 312 922-7827**
1300 SOUTH LAKE SHORE DRIVE, CHICAGO, IL 60605

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

Check if Schedule O contains a response or note to any line in this Part VII

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

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

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

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

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

(A) Name and Title	(B) Average hours per week (list any hours for related organizations below line)	(C) Position (do not check more than one box, unless person is both an officer and a director/trustee)						(D) Reportable compensation from the organization (W-2/1099-MISC)	(E) Reportable compensation from related organizations (W-2/1099-MISC)	(F) Estimated amount of other compensation from the organization and related organizations
		Individual trustee or director	Institutional trustee	Officer	Key employee	Highest compensated employee	Former			
(1) JOSEPH T. LOWER BOARD CHAIRMAN	1.00	X		X				0.	0.	0.
(2) WILLIAM J. LUTZ BOARD TREASURER	1.00	X		X				0.	0.	0.
(3) BARBARA L. STEWART BOARD SECRETARY	1.00	X		X				0.	0.	0.
(4) JEFFREY T. FOLAND BOARD-VICE CHAIRMAN	1.00	X		X				0.	0.	0.
(5) LAMAR A. JOHNSON BOARD-VICE CHAIRMAN	1.00	X		X				0.	0.	0.
(6) IRENE S. PHELPS BOARD-VICE CHAIRMAN	1.00	X		X				0.	0.	0.
(7) BRYAN C. CRESSEY BOARD-EXECUTIVE COMM MEMBER	1.00	X						0.	0.	0.
(8) JOHN W. ESTEY BOARD-EXECUTIVE COMM MEMBER	1.00	X						0.	0.	0.
(9) JOHN J. PARO BOARD-EXECUTIVE COMM MEMBER	1.00	X						0.	0.	0.
(10) PRADIP K. PATIATH BOARD-EXECUTIVE COMM MEMBER	1.00	X						0.	0.	0.
(11) NANCY RUSCHEINSKI BOARD-EXECUTIVE COMM MEMBER	1.00	X						0.	0.	0.
(12) SCOTT C. SWANSON BOARD-EXECUTIVE COMM MEMBER	1.00	X						0.	0.	0.
(13) ANDREW J. MILLS BOARD MEMBER	1.00	X						0.	0.	0.
(14) BERNARD L. HENGESBAUGH BOARD MEMBER	1.00	X						0.	0.	0.
(15) BROOKE MACLEAN BOARD MEMBER	1.00	X						0.	0.	0.
(16) C. PAUL JOHNSON BOARD-LIFE TRUSTEE	1.00	X						0.	0.	0.
(17) CAPT. JAMES A. LOVELL, JR. BOARD MEMBER	1.00	X						0.	0.	0.

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

(A) Name and title	(B) Average hours per week (list any hours for related organizations below line)	(C) Position (do not check more than one box, unless person is both an officer and a director/trustee)						(D) Reportable compensation from the organization (W-2/1099-MISC)	(E) Reportable compensation from related organizations (W-2/1099-MISC)	(F) Estimated amount of other compensation from the organization and related organizations
		Individual trustee or director	Institutional trustee	Officer	Key employee	Highest compensated employee	Former			
(18) CAROLYN BOWMAN BOARD-LIFE TRUSTEE	1.00	X						0.	0.	0.
(19) CHRISTOPHER B. CURTIS BOARD MEMBER	1.00	X						0.	0.	0.
(20) CYNTHIA L. BALLEW BOARD MEMBER	1.00	X						0.	0.	0.
(21) DANIEL P. COONEY BOARD MEMBER	1.00	X						0.	0.	0.
(22) DANIEL R. EDER BOARD MEMBER	1.00	X						0.	0.	0.
(23) DARREL HACKETT BOARD MEMBER	1.00	X						0.	0.	0.
(24) DAVID A. CARLQUIST BOARD MEMBER	1.00	X						0.	0.	0.
(25) DAVID A. CROWN, PH.D. BOARD MEMBER	1.00	X						0.	0.	0.
(26) DAVID MINTZER, PH.D. BOARD-LIFE TRUSTEE	1.00	X						0.	0.	0.
1b Sub-total								0.	0.	0.
c Total from continuation sheets to Part VII, Section A								899,416.	0.	78,559.
d Total (add lines 1b and 1c)								899,416.	0.	78,559.

2 Total number of individuals (including but not limited to those listed above) who received more than \$100,000 of reportable compensation from the organization **5**

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

Section B. Independent Contractors

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

(A) Name and business address	(B) Description of services	(C) Compensation
UNITED BUILDING MAINTENANCE 3328 SOLUTIONS CENTER, CHICAGO, IL 60677	JANITORIAL SERVICES	418,516.
REGENTS OF THE UNIVERSITY OF MINNESOTA NW 5957, PO BOX 1450, MINNEAPOLIS, MN 55485	RESEARCH	395,009.
SAGIN, LLC, 747 N. LASALLE STREET, SUITE 500, CHICAGO, IL 60654	IT SERVICES	169,585.
K2 COMMUNICATIONS, 880 APOLLO STREET, SUITE 239, EL SEGUNDO, CA 90245	SHOW LICENSING	150,000.

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 **4**

SEE PART VII, SECTION A CONTINUATION SHEETS

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

(A) Name and title	(B) Average hours per week (list any hours for related organizations below line)	(C) Position (check all that apply)						(D) Reportable compensation from the organization (W-2/1099-MISC)	(E) Reportable compensation from related organizations (W-2/1099-MISC)	(F) Estimated amount of other compensation from the organization and related organizations
		Individual trustee or director	Institutional trustee	Officer	Key employee	Highest compensated employee	Former			
(27) DAVID W. FOX BOARD-LIFE TRUSTEE	1.00	X					0.	0.	0.	
(28) DONALD C. CLARK, JR. BOARD-LIFE TRUSTEE	1.00	X					0.	0.	0.	
(29) DONNA N. SMITH BOARD MEMBER	1.00	X					0.	0.	0.	
(30) DOUGLAS A. ENGEL BOARD MEMBER	1.00	X					0.	0.	0.	
(31) DUSHAN PETROVICH BOARD MEMBER	1.00	X					0.	0.	0.	
(32) EARLE M. COMBS III BOARD-LIFE TRUSTEE	1.00	X					0.	0.	0.	
(33) EDWARD J. WILLIAMS BOARD-LIFE TRUSTEE	1.00	X					0.	0.	0.	
(34) EMORY WILLIAMS BOARD-LIFE TRUSTEE	1.00	X					0.	0.	0.	
(35) FIDEL MARQUEZ JR. BOARD MEMBER	1.00	X					0.	0.	0.	
(36) FRANK M. CLARK BOARD-LIFE TRUSTEE	1.00	X					0.	0.	0.	
(37) GEORGE W. REED JR., PH.D. BOARD-LIFE TRUSTEE	1.00	X					0.	0.	0.	
(38) GURPREET SINGH BOARD MEMBER	1.00	X					0.	0.	0.	
(39) HAROLD B. SMITH BOARD-LIFE TRUSTEE	1.00	X					0.	0.	0.	
(40) HOWARD L. ECKER BOARD MEMBER	1.00	X					0.	0.	0.	
(41) HOWARD S. GOSS BOARD-LIFE TRUSTEE	1.00	X					0.	0.	0.	
(42) IMOGENE POWERS JOHNSON BOARD MEMBER	1.00	X					0.	0.	0.	
(43) J. DOUGLAS DONENFELD BOARD-LIFE TRUSTEE	1.00	X					0.	0.	0.	
(44) J. ERIK FYRWALD BOARD MEMBER	1.00	X					0.	0.	0.	
(45) JAMES J. O'CONNOR BOARD-LIFE TRUSTEE	1.00	X					0.	0.	0.	
(46) JANET D. ROWLEY BOARD-LIFE TRUSTEE	1.00	X					0.	0.	0.	
Total to Part VII, Section A, line 1c										

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

(A) Name and title	(B) Average hours per week (list any hours for related organizations below line)	(C) Position (check all that apply)						(D) Reportable compensation from the organization (W-2/1099-MISC)	(E) Reportable compensation from related organizations (W-2/1099-MISC)	(F) Estimated amount of other compensation from the organization and related organizations
		Individual trustee or director	Institutional trustee	Officer	Key employee	Highest compensated employee	Former			
(47) JAY N. WHIPPLE, JR. BOARD-LIFE TRUSTEE	1.00	X						0.	0.	0.
(48) JEFFREY S. ROTHSTEIN BOARD MEMBER	1.00	X						0.	0.	0.
(49) JILL W. ADLER BOARD-LIFE TRUSTEE	1.00	X						0.	0.	0.
(50) JONATHAN H. HERBST BOARD MEMBER	1.00	X						0.	0.	0.
(51) KATHY HOPINKAH HANNAN BOARD MEMBER	1.00	X						0.	0.	0.
(52) KENNETH NEBENZAHL BOARD-LIFE TRUSTEE	1.00	X						0.	0.	0.
(53) LINDA I. CELESIA BOARD-LIFE TRUSTEE	1.00	X						0.	0.	0.
(54) LISA H. LEWIS BOARD MEMBER	1.00	X						0.	0.	0.
(55) MARC A. PAULHUS BOARD MEMBER	1.00	X						0.	0.	0.
(56) MATTHEW F. SAUER BOARD MEMBER	1.00	X						0.	0.	0.
(57) MICHEL J. FELDMAN BOARD-LIFE TRUSTEE	1.00	X						0.	0.	0.
(58) NICHOLAS J. PRITZKER BOARD MEMBER	1.00	X						0.	0.	0.
(59) PAUL D. STEINBERG BOARD MEMBER	1.00	X						0.	0.	0.
(60) PETER O. VANDERVOORT, PH.D. BOARD-LIFE TRUSTEE	1.00	X						0.	0.	0.
(61) PHYLLIS LOCKETT BOARD MEMBER	1.00	X						0.	0.	0.
(62) RAJ BHATIA BOARD MEMBER	1.00	X						0.	0.	0.
(63) RAJ P. GUPTA BOARD MEMBER	1.00	X						0.	0.	0.
(64) ROBERT N. GORDON BOARD MEMBER	1.00	X						0.	0.	0.
(65) RYAN GARINO BOARD MEMBER	1.00	X						0.	0.	0.
(66) STEFAN C. JAMES BOARD MEMBER	1.00	X						0.	0.	0.
Total to Part VII, Section A, line 1c										

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

(A) Name and title	(B) Average hours per week (list any hours for related organizations below line)	(C) Position (check all that apply)						(D) Reportable compensation from the organization (W-2/1099-MISC)	(E) Reportable compensation from related organizations (W-2/1099-MISC)	(F) Estimated amount of other compensation from the organization and related organizations
		Individual trustee or director	Institutional trustee	Officer	Key employee	Highest compensated employee	Former			
(67) STEVEN S. LOUIS BOARD MEMBER	1.00	X					0.	0.	0.	
(68) STEVEN Y. GOLD BOARD MEMBER	1.00	X					0.	0.	0.	
(69) THOMAS A. NARDI BOARD MEMBER	1.00	X					0.	0.	0.	
(70) WILLIAM J. GRUBER BOARD MEMBER	1.00	X					0.	0.	0.	
(71) ROBERT C. KNUEPFER, JR. BOARD MEMBER	1.00	X					0.	0.	0.	
(72) PETER B. COOK BOARD MEMBER	1.00	X					0.	0.	0.	
(73) MICHELLE B. LARSON, PH.D. PRESIDENT AND CEO	35.00			X			338,891.	0.	14,031.	
(74) JAN PROMER EXECUTIVE VP AND COO	35.00			X			211,985.	0.	12,180.	
(75) MARCIA HEUSER CONTROLLER	35.00				X		122,670.	0.	17,191.	
(76) GINEVRA S. RANNEY VICE PRESIDENT	35.00				X		119,771.	0.	19,034.	
(77) MARVIN BOLT VICE PRESIDENT	35.00				X		106,099.	0.	16,123.	
Total to Part VII, Section A, line 1c								899,416.		78,559.

Part VIII Statement of Revenue

Check if Schedule O contains a response or note to any line 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 - 514	
Contributions, Gifts, Grants and Other Similar Amounts	1 a Federated campaigns	1a					
	b Membership dues	1b	625,446.				
	c Fundraising events	1c	1,593,716.				
	d Related organizations	1d					
	e Government grants (contributions)	1e	2,915,280.				
	f All other contributions, gifts, grants, and similar amounts not included above	1f	4,568,589.				
	g Noncash contributions included in lines 1a-1f: \$		811,848.				
	h Total. Add lines 1a-1f		9,703,031.				
	Program Service Revenue	2 a ADMISSIONS	Business Code 900099	4,979,844.	4,979,844.		
b CAMPS AND ASTROOVERNIGHTS		900099	220,336.	220,336.			
c SKY SHOWS		900099	82,669.	82,669.			
d OTHER PROGRAM REVENUE		900099	64,762.	64,762.			
e							
f All other program service revenue							
g Total. Add lines 2a-2f			5,347,611.				
Other Revenue	3 Investment income (including dividends, interest, and other similar amounts)		530,858.		14,897.	515,961.	
	4 Income from investment of tax-exempt bond proceeds						
	5 Royalties						
	6 a Gross rents	(i) Real	965,358.				
		(ii) Personal	0.				
		b Less: rental expenses	0.				
		c Rental income or (loss)	965,358.				
	d Net rental income or (loss)		965,358.			965,358.	
	7 a Gross amount from sales of assets other than inventory	(i) Securities	5,306,807.				
		(ii) Other					
		b Less: cost or other basis and sales expenses	4,874,651.	30,184.			
		c Gain or (loss)	432,156.	-30,184.			
	d Net gain or (loss)		401,972.			401,972.	
	8 a Gross income from fundraising events (not including \$ 1,593,716. of contributions reported on line 1c). See Part IV, line 18	a	119,800.				
		b Less: direct expenses	378,949.				
c Net income or (loss) from fundraising events			-259,149.			-259,149.	
9 a Gross income from gaming activities. See Part IV, line 19	a	11,800.					
	b Less: direct expenses	0.					
	c Net income or (loss) from gaming activities		11,800.			11,800.	
10 a Gross sales of inventory, less returns and allowances	a						
	b Less: cost of goods sold						
	c Net income or (loss) from sales of inventory						
Miscellaneous Revenue		Business Code					
11 a FOOD SERVICE AND CONCESSIONS	900099	399,781.			399,781.		
	b						
	c						
	d All other revenue						
	e Total. Add lines 11a-11d		399,781.				
12 Total revenue. See instructions.		17,101,262.	5,347,611.	14,897.	2,035,723.		

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 or note to any line 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				
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				
4 Benefits paid to or for members				
5 Compensation of current officers, directors, trustees, and key employees	577,087.	461,932.	45,905.	69,250.
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	6,888,794.	5,532,700.	522,339.	833,755.
8 Pension plan accruals and contributions (include section 401(k) and 403(b) employer contributions)	479,767.	392,424.	35,512.	51,831.
9 Other employee benefits	458,360.	369,289.	34,308.	54,763.
10 Payroll taxes	691,565.	554,853.	56,285.	80,427.
11 Fees for services (non-employees):				
a Management				
b Legal	24,098.	19,105.	2,436.	2,557.
c Accounting				
d Lobbying	622.			622.
e Professional fundraising services. See Part IV, line 17				
f Investment management fees	63,611.		63,611.	
g Other. (If line 11g amount exceeds 10% of line 25, column (A) amount, list line 11g expenses on Sch O.)	1,086,568.	920,471.	72,907.	93,190.
12 Advertising and promotion	583,746.	454,321.	63,151.	66,274.
13 Office expenses	1,257,750.	830,723.	122,779.	304,248.
14 Information technology	389,742.	308,987.	39,403.	41,352.
15 Royalties				
16 Occupancy	473,603.	375,473.	47,881.	50,249.
17 Travel	207,293.	192,094.	3,271.	11,928.
18 Payments of travel or entertainment expenses for any federal, state, or local public officials				
19 Conferences, conventions, and meetings				
20 Interest	434,914.	344,800.	43,970.	46,144.
21 Payments to affiliates				
22 Depreciation, depletion, and amortization	3,214,269.	2,548,272.	341,034.	324,963.
23 Insurance	134,241.	107,027.	13,279.	13,935.
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 EQUIPMENT, LEASES AND R	1,384,411.	1,263,157.	59,325.	61,929.
b CLEANING AND MAINTENANC	418,516.	331,799.	42,312.	44,405.
c FOOD SERVICE AND CONCES	126,762.	84,878.	2,273.	39,611.
d UBI TAX	1,737.	1,737.		
e All other expenses	259,373.	206,884.	6,097.	46,392.
25 Total functional expenses. Add lines 1 through 24e	19,156,829.	15,300,926.	1,618,078.	2,237,825.
26 Joint costs. Complete this line only if the organization reported in column (B) joint costs from a combined educational campaign and fundraising solicitation.				

Check here if following SOP 98-2 (ASC 958-720)

Part X Balance Sheet

Check if Schedule O contains a response or note to any line in this Part X

		(A)		(B)	
		Beginning of year		End of year	
Assets	1	Cash - non-interest-bearing	304,342.	1	476,564.
	2	Savings and temporary cash investments	1,502,468.	2	2,577,549.
	3	Pledges and grants receivable, net	3,756,848.	3	2,628,386.
	4	Accounts receivable, net	282,580.	4	393,278.
	5	Loans and other receivables from current and former officers, directors, trustees, key employees, and highest compensated employees. Complete Part II of Schedule L	200,000.	5	160,872.
	6	Loans and other receivables from other disqualified persons (as defined under section 4958(f)(1)), persons described in section 4958(c)(3)(B), and contributing employers and sponsoring organizations of section 501(c)(9) voluntary employees' beneficiary organizations (see instr). Complete Part II of Sch L		6	
	7	Notes and loans receivable, net		7	
	8	Inventories for sale or use		8	
	9	Prepaid expenses and deferred charges	386,811.	9	413,925.
	10a	Land, buildings, and equipment: cost or other basis. Complete Part VI of Schedule D	10a 69,124,711.		
	b	Less: accumulated depreciation	10b 34,915,528.	10c	34,209,183.
	11	Investments - publicly traded securities	18,433,446.	11	20,283,110.
	12	Investments - other securities. See Part IV, line 11	2,709,049.	12	2,517,948.
	13	Investments - program-related. See Part IV, line 11		13	
	14	Intangible assets		14	
	15	Other assets. See Part IV, line 11	0.	15	14,046.
16	Total assets. Add lines 1 through 15 (must equal line 34)	63,583,483.	16	63,674,861.	
Liabilities	17	Accounts payable and accrued expenses	1,735,962.	17	1,567,990.
	18	Grants payable		18	
	19	Deferred revenue	895,254.	19	1,088,419.
	20	Tax-exempt bond liabilities	27,000,000.	20	27,000,000.
	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	4,415,539.	25	4,747,697.
	26	Total liabilities. Add lines 17 through 25	34,046,755.	26	34,404,106.
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	18,061,602.	27	19,600,155.
	28	Temporarily restricted net assets	8,056,800.	28	6,173,807.
	29	Permanently restricted net assets	3,418,326.	29	3,496,793.
	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	29,536,728.	33	29,270,755.	
34	Total liabilities and net assets/fund balances	63,583,483.	34	63,674,861.	

Part XI Reconciliation of Net Assets

Check if Schedule O contains a response or note to any line in this Part XI

1	Total revenue (must equal Part VIII, column (A), line 12)	1	17,101,262.
2	Total expenses (must equal Part IX, column (A), line 25)	2	19,156,829.
3	Revenue less expenses. Subtract line 2 from line 1	3	-2,055,567.
4	Net assets or fund balances at beginning of year (must equal Part X, line 33, column (A))	4	29,536,728.
5	Net unrealized gains (losses) on investments	5	2,200,124.
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	-410,530.
10	Net assets or fund balances at end of year. Combine lines 3 through 9 (must equal Part X, line 33, column (B))	10	29,270,755.

Part XII Financial Statements and Reporting

Check if Schedule O contains a response or note to any line in this Part XII

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

Form 990 (2013)

SCHEDULE A
(Form 990 or 990-EZ)

Department of the Treasury
Internal Revenue Service

Public Charity Status and Public Support
Complete if the organization is a section 501(c)(3) organization or a section 4947(a)(1) nonexempt charitable trust.

▶ Attach to Form 990 or Form 990-EZ.

▶ Information about Schedule A (Form 990 or 990-EZ) and its instructions is at www.irs.gov/form990.

OMB No. 1545-0047

2013

Open to Public Inspection

Name of the organization

THE ADLER PLANETARIUM

Employer identification number

36-6210902

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

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

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

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

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

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

Schedule A (Form 990 or 990-EZ) 2013

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) 2009	(b) 2010	(c) 2011	(d) 2012	(e) 2013	(f) Total
1 Gifts, grants, contributions, and membership fees received. (Do not include any "unusual grants.")	6,836,970.	9,795,768.	12,391,278.	6,374,375.	7,957,236.	43,355,627.
2 Tax revenues levied for the organization's benefit and either paid to or expended on its behalf	2,014,327.	1,907,229.	1,725,429.	1,734,795.	1,745,795.	9,127,575.
3 The value of services or facilities furnished by a governmental unit to the organization without charge ...						
4 Total. Add lines 1 through 3	8,851,297.	11,702,997.	14,116,707.	8,109,170.	9,703,031.	52,483,202.
5 The portion of total contributions by each person (other than a governmental unit or publicly supported organization) included on line 1 that exceeds 2% of the amount shown on line 11, column (f)						2,329,611.
6 Public support. Subtract line 5 from line 4.						50,153,591.

Section B. Total Support

Calendar year (or fiscal year beginning in) ▶	(a) 2009	(b) 2010	(c) 2011	(d) 2012	(e) 2013	(f) Total
7 Amounts from line 4	8,851,297.	11,702,997.	14,116,707.	8,109,170.	9,703,031.	52,483,202.
8 Gross income from interest, dividends, payments received on securities loans, rents, royalties and income from similar sources ...	916,058.	1,174,503.	1,210,350.	1,510,209.	1,496,216.	6,307,336.
9 Net income from unrelated business activities, whether or not the business is regularly carried on ...						
10 Other income. Do not include gain or loss from the sale of capital assets (Explain in Part IV.)	231,841.	163,070.	179,194.	206,820.	531,381.	1,312,306.
11 Total support. Add lines 7 through 10						60,102,844.
12 Gross receipts from related activities, etc. (see instructions)					12	27,400,419.
13 First five years. If the Form 990 is for the organization's first, second, third, fourth, or fifth tax year as a section 501(c)(3) organization, check this box and stop here	<input type="checkbox"/>					

Section C. Computation of Public Support Percentage

14 Public support percentage for 2013 (line 6, column (f) divided by line 11, column (f))	14	83.45 %
15 Public support percentage from 2012 Schedule A, Part II, line 14	15	83.58 %
16a 33 1/3% support test - 2013. If the organization did not check the box on line 13, and line 14 is 33 1/3% or more, check this box and stop here. The organization qualifies as a publicly supported organization	<input checked="" type="checkbox"/>	
b 33 1/3% support test - 2012. If the organization did not check a box on line 13 or 16a, and line 15 is 33 1/3% or more, check this box and stop here. The organization qualifies as a publicly supported organization	<input type="checkbox"/>	
17a 10% -facts-and-circumstances test - 2013. If the organization did not check a box on line 13, 16a, or 16b, and line 14 is 10% or more, and if the organization meets the "facts-and-circumstances" test, check this box and stop here. Explain in Part IV how the organization meets the "facts-and-circumstances" test. The organization qualifies as a publicly supported organization	<input type="checkbox"/>	
b 10% -facts-and-circumstances test - 2012. If the organization did not check a box on line 13, 16a, 16b, or 17a, and line 15 is 10% or more, and if the organization meets the "facts-and-circumstances" test, check this box and stop here. Explain in Part IV how the organization meets the "facts-and-circumstances" test. The organization qualifies as a publicly supported organization	<input type="checkbox"/>	
18 Private foundation. If the organization did not check a box on line 13, 16a, 16b, 17a, or 17b, check this box and see instructions	<input type="checkbox"/>	

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

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

Section A. Public Support

Calendar year (or fiscal year beginning in) ▶	(a) 2009	(b) 2010	(c) 2011	(d) 2012	(e) 2013	(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) 2009	(b) 2010	(c) 2011	(d) 2012	(e) 2013	(f) Total
9 Amounts from line 6						
10a Gross income from interest, dividends, payments received on securities loans, rents, royalties and income from similar sources						
b Unrelated business taxable income (less section 511 taxes) from businesses acquired after June 30, 1975						
c Add lines 10a and 10b						
11 Net income from unrelated business activities not included in line 10b, whether or not the business is regularly carried on						
12 Other income. Do not include gain or loss from the sale of capital assets (Explain in Part IV.)						
13 Total support. (Add lines 9, 10c, 11, and 12.)						

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

Section C. Computation of Public Support Percentage

15 Public support percentage for 2013 (line 8, column (f) divided by line 13, column (f))	15	%
16 Public support percentage from 2012 Schedule A, Part III, line 15	16	%

Section D. Computation of Investment Income Percentage

17 Investment income percentage for 2013 (line 10c, column (f) divided by line 13, column (f))	17	%
18 Investment income percentage from 2012 Schedule A, Part III, line 17	18	%

19a 33 1/3% support tests - 2013. 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 - 2012. 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. 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).

SCHEDULE A, PART II, LINE 10, EXPLANATION FOR OTHER INCOME:

MISCELLANEOUS INCOME

2009 AMOUNT: \$ 68,691.

2010 AMOUNT: \$ 64,320.

2011 AMOUNT: \$ 59,494.

2012 AMOUNT: \$ 76,020.

2013 AMOUNT: \$ 0.

FUNDRAISING

2009 AMOUNT: \$ 163,150.

2010 AMOUNT: \$ 98,750.

2011 AMOUNT: \$ 102,500.

2012 AMOUNT: \$ 112,500.

2013 AMOUNT: \$ 119,800.

RAFFLE

2011 AMOUNT: \$ 17,200.

2012 AMOUNT: \$ 18,300.

2013 AMOUNT: \$ 11,800.

FOOD SERVICE AND CONCESSIONS

2013 AMOUNT: \$ 399,781.

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.** ▶ **Information about Schedule C (Form 990 or 990-EZ) and its instructions is at www.irs.gov/form990.**

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

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

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

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

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

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

Name of organization THE ADLER PLANETARIUM	Employer identification number 36-6210902
--	---

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

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

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

- 1 Enter the amount of any excise tax incurred by the organization under section 4955 ▶ \$ _____
- 2 Enter the amount of any excise tax incurred by organization managers under section 4955 ▶ \$ _____
- 3 If the organization incurred a section 4955 tax, did it file Form 4720 for this year? Yes No
- 4a Was a correction made? Yes No
- b If "Yes," describe in Part IV.

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

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

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

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

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

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

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

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

Lobbying Expenditures During 4-Year Averaging Period					
Calendar year (or fiscal year beginning in)	(a) 2010	(b) 2011	(c) 2012	(d) 2013	(e) Total
2a Lobbying nontaxable amount					
b Lobbying ceiling amount (150% of line 2a, column(e))					
c Total lobbying expenditures					
d Grassroots nontaxable amount					
e Grassroots ceiling amount (150% of line 2d, column (e))					
f Grassroots lobbying expenditures					

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

For each "Yes," response to lines 1a through 1i below, provide in Part IV a detailed description of the lobbying activity.

	(a)		(b)
	Yes	No	Amount
1 During the year, did the filing organization attempt to influence foreign, national, state or local legislation, including any attempt to influence public opinion on a legislative matter or referendum, through the use of:			
a Volunteers?	X		
b Paid staff or management (include compensation in expenses reported on lines 1c through 1i)? ..	X		
c Media advertisements?		X	
d Mailings to members, legislators, or the public?	X		569.
e Publications, or published or broadcast statements?		X	
f Grants to other organizations for lobbying purposes?		X	
g Direct contact with legislators, their staffs, government officials, or a legislative body?	X		24,808.
h Rallies, demonstrations, seminars, conventions, speeches, lectures, or any similar means?		X	
i Other activities?		X	
j Total. Add lines 1c through 1i			25,377.
2a Did the activities in line 1 cause the organization to be not described in section 501(c)(3)?		X	
b If "Yes," enter the amount of any tax incurred under section 4912			
c If "Yes," enter the amount of any tax incurred by organization managers under section 4912			
d If the filing organization incurred a section 4912 tax, did it file Form 4720 for this year?			

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

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

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

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

Part IV Supplemental Information

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

PART II-B, LINE 1, LOBBYING ACTIVITIES:

EXPLANATION: THE ADLER PLANETARIUM DEVOTED AN INSUBSTANTIAL PART OF ITS ACTIVITIES TO MONITORING AND COMMUNICATING WITH FEDERAL AND STATE ELECTED OFFICIALS REGARDING LEGISLATIVE MATTERS.

SCHEDULE D
(Form 990)

Department of the Treasury
Internal Revenue Service

Supplemental Financial Statements

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

▶ **Information about Schedule D (Form 990) and its instructions is at www.irs.gov/form990**

OMB No. 1545-0047

2013

Open to Public Inspection

Name of the organization

THE ADLER PLANETARIUM

Employer identification number

36-6210902

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

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

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

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

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

Protection of natural habitat Preservation of a certified historic structure

Preservation of open space

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

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

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

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

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

Yes No

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

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

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

Yes No

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

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

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

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

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

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

▶ \$ _____

(ii) Assets included in Form 990, Part X

▶ \$ _____

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

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

▶ \$ _____

b Assets included in Form 990, Part X

▶ \$ _____

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

- 3 Using the organization's acquisition, accession, and other records, check any of the following that are a significant use of its collection items (check all that apply):
- a Public exhibition
 - b Scholarly research
 - c Preservation for future generations
 - d Loan or exchange programs
 - e Other _____
- 4 Provide a description of the organization's collections and explain how they further the organization's exempt purpose in Part XIII.
- 5 During the year, did the organization solicit or receive donations of art, historical treasures, or other similar assets to be sold to raise funds rather than to be maintained as part of the organization's collection? Yes No

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

- 1a Is the organization an agent, trustee, custodian or other intermediary for contributions or other assets not included on Form 990, Part X? Yes No
- b If "Yes," explain the arrangement in Part XIII and complete the following table:
- | | Amount |
|---------------------------------|--------|
| c Beginning balance | 1c |
| d Additions during the year | 1d |
| e Distributions during the year | 1e |
| f Ending balance | 1f |
- 2a Did the organization include an amount on Form 990, Part X, line 21? Yes No
- b If "Yes," explain the arrangement in Part XIII. Check here if the explanation has been provided in Part XIII

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

	(a) Current year	(b) Prior year	(c) Two years back	(d) Three years back	(e) Four years back
1a Beginning of year balance	3,929,191.	3,560,572.	3,590,889.	2,907,568.	1,932,434.
b Contributions	78,035.	10,000.		500,000.	1,000,000.
c Net investment earnings, gains, and losses	548,268.	386,607.	-28,226.	279,901.	250.
d Grants or scholarships					
e Other expenditures for facilities and programs	190,645.	27,988.	2,091.	96,580.	25,116.
f Administrative expenses					
g End of year balance	4,364,849.	3,929,191.	3,560,572.	3,590,889.	2,907,568.

- 2 Provide the estimated percentage of the current year end balance (line 1g, column (a)) held as:
- a Board designated or quasi-endowment _____ %
 - b Permanent endowment 80.12 %
 - c Temporarily restricted endowment 19.88 %
- The percentages in lines 2a, 2b, and 2c should equal 100%.

- 3a Are there endowment funds not in the possession of the organization that are held and administered for the organization by:
- | | Yes | No |
|-----------------------------|-------------------------------------|-------------------------------------|
| (i) unrelated organizations | <input checked="" type="checkbox"/> | <input type="checkbox"/> |
| (ii) related organizations | <input type="checkbox"/> | <input checked="" type="checkbox"/> |
- b If "Yes" to 3a(ii), are the related organizations listed as required on Schedule R?

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

Part VI Land, Buildings, and Equipment.

Complete if the organization answered "Yes" to Form 990, Part IV, line 11a. 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		41,849,999.	17,768,231.	24,081,768.
c Leasehold improvements		2,460,278.	1,771,183.	689,095.
d Equipment		3,405,885.	2,168,586.	1,237,299.
e Other		21,408,549.	13,207,528.	8,201,021.
Total. Add lines 1a through 1e. (Column (d) must equal Form 990, Part X, column (B), line 10(c).)				34,209,183.

Part VII Investments - Other Securities.

Complete if the organization answered "Yes" to Form 990, Part IV, line 11b. See Form 990, Part X, line 12.

(a) Description of security or category (including name of security)	(b) Book value	(c) Method of valuation: Cost or end-of-year market value
(1) Financial derivatives		
(2) Closely-held equity interests		
(3) Other		
(A)		
(B)		
(C)		
(D)		
(E)		
(F)		
(G)		
(H)		
Total. (Col. (b) must equal Form 990, Part X, col. (B) line 12.)		

Part VIII Investments - Program Related.

Complete if the organization answered "Yes" to Form 990, Part IV, line 11c. See Form 990, Part X, line 13.

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

Part IX Other Assets.

Complete if the organization answered "Yes" to Form 990, Part IV, line 11d. See Form 990, Part X, line 15.

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

Part X Other Liabilities.

Complete if the organization answered "Yes" to Form 990, Part IV, line 11e or 11f. See Form 990, Part X, line 25.

1. (a) Description of liability	(b) Book value
(1) Federal income taxes	
(2) DEFERRED PENSION BENEFIT PLAN	
(3) LIABILITY	4,234,102.
(4) RETIREMENT ANNUITY DUE TO FORMER	
(5) OFFICER BENEFICIARY	59,764.
(6) INTEREST RATE SWAP	195,372.
(7) CAPITAL LEASE OBLIGATIONS	258,459.
(8)	
(9)	
Total. (Column (b) must equal Form 990, Part X, col. (B) line 25.)	4,747,697.

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

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

Complete if the organization answered "Yes" to Form 990, Part IV, line 12a.

1	Total revenue, gains, and other support per audited financial statements		1	19,943,318.
2	Amounts included on line 1 but not on Form 990, Part VIII, line 12:			
a	Net unrealized gains on investments	2a	2,200,124.	
b	Donated services and use of facilities	2b	296,410.	
c	Recoveries of prior year grants	2c		
d	Other (Describe in Part XIII.)	2d	409,133.	
e	Add lines 2a through 2d	2e		2,905,667.
3	Subtract line 2e from line 1		3	17,037,651.
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	63,611.	
b	Other (Describe in Part XIII.)	4b		
c	Add lines 4a and 4b	4c		63,611.
5	Total revenue. Add lines 3 and 4c. (This must equal Form 990, Part I, line 12.)		5	17,101,262.

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

Complete if the organization answered "Yes" to Form 990, Part IV, line 12a.

1	Total expenses and losses per audited financial statements		1	20,209,291.
2	Amounts included on line 1 but not on Form 990, Part IX, line 25:			
a	Donated services and use of facilities	2a	296,410.	
b	Prior year adjustments	2b		
c	Other losses	2c		
d	Other (Describe in Part XIII.)	2d	819,663.	
e	Add lines 2a through 2d	2e		1,116,073.
3	Subtract line 2e from line 1		3	19,093,218.
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	63,611.	
b	Other (Describe in Part XIII.)	4b		
c	Add lines 4a and 4b	4c		63,611.
5	Total expenses. Add lines 3 and 4c. (This must equal Form 990, Part I, line 18.)		5	19,156,829.

Part XIII Supplemental Information.

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

PART III, LINE 1A:

EXPLANATION: IN CONFORMITY WITH THE ACCOUNTING PRACTICES GENERALLY

FOLLOWED BY MUSEUMS, THE ADLER'S COLLECTIONS, WHICH WERE ACQUIRED THROUGH

PURCHASES AND CONTRIBUTIONS SINCE THE ADLER'S INCEPTION, ARE NOT

RECOGNIZED AS ASSETS ON THE STATEMENT OF FINANCIAL POSITION. PURCHASES OF

COLLECTION ITEMS ARE RECORDED AS DECREASES IN UNRESTRICTED NET ASSETS IN

THE YEAR IN WHICH THE ITEMS ARE ACQUIRED. THERE WERE NO EXPENDITURES FOR

COLLECTIONS IN THE YEAR ENDED JUNE 30, 2014. EXPENDITURES FOR COLLECTIONS

TOTALED \$90,101 DURING THE YEAR ENDED JUNE 30, 2013. THE ADLER'S

COLLECTIONS ARE MADE UP OF APPROXIMATELY 10,000 ARTIFACTS OF HISTORICAL

SIGNIFICANCE THAT ARE HELD FOR EDUCATIONAL, RESEARCH, SCIENTIFIC, AND

CURATORIAL PURPOSES. THE COLLECTIONS ARE SUBJECT TO A POLICY THAT REQUIRES

Part XIII Supplemental Information (continued)

PROCEEDS FROM THEIR SALES TO BE USED TO ACQUIRE OTHER ITEMS FOR
COLLECTIONS.

PART III, LINE 4:

EXPLANATION: FROM ITS INCEPTION, THE ADLER PLANETARIUM AND ASTRONOMY MUSEUM (THE ADLER) HAS HELD ONE OF THE WORLD'S FOREMOST COLLECTIONS OF INSTRUMENTS RELATING TO ASTRONOMY. TODAY, THE ADLER POSSESSES A MAJOR COLLECTION OF HISTORIC SCIENTIFIC INSTRUMENTS; COLLECTIONS OF RARE BOOKS AND OF WORKS ON PAPER DEALING WITH ASTRONOMY, SCIENTIFIC INSTRUMENTS AND RELATED SUBJECTS; A COLLECTION OF REPLICAS AND SIMILAR "HAND-ON" OBJECTS USED FOR EDUCATIONAL PURPOSES; AND ARCHIVES PERTAINING TO THE HISTORY OF THE ADLER ITSELF. THE ADLER'S HISTORIC SCIENTIFIC INSTRUMENT COLLECTION NOW CONTAINS ABOUT 1800 THREE-DIMENSIONAL ARTIFACTS DATING FROM THE 12TH THROUGH THE 20TH CENTURIES, RANGING FROM MEDIEVAL ASTROLABES AND ARMILLARY SPHERES TO SUNDIALS, PLANETARIUM, AND TELESCOPES FROM THE SCIENTIFIC REVOLUTION TO THE INSTRUMENTS OF THE PRESENT CENTURY FOR CELESTIAL NAVIGATION. THE RARE BOOK COLLECTION (NUMBERING ABOUT 2,400) AND WORKS ON PAPER COLLECTION (755 WORKS) COVER SUBJECTS RELATED TO ASTRONOMY. THE EDUCATIONAL COLLECTION FURNISHES REALISTIC MODELS AND REPLICAS FOR USE BY THE EDUCATORS ON THE MUSEUM FLOOR AND OFF-SITE, IN SITUATIONS WHERE THE USE OF DELICATE ARTIFACTS WOULD BE INAPPROPRIATE.

PART V, LINE 4:

EXPLANATION: THE ENDOWMENT FUNDS ARE TO BE USED PRIMARILY FOR THE MAINTENANCE AND OPERATION OF THE FACILITIES OF THE ADLER PLANETARIUM. THE ADLER PLANETARIUM HAS ADOPTED INVESTMENT AND SPENDING POLICIES FOR ENDOWMENT ASSETS THAT ATTEMPT TO PROVIDE A PREDICTABLE STREAM OF FUNDING TO PROGRAMS SUPPORTED BY ITS ENDOWMENT WHILE SEEKING TO MAINTAIN THE

Part XIII Supplemental Information (continued)

PURCHASING POWER OF THE ENDOWMENT ASSETS.

PART X, LINE 2:

EXPLANATION: THE ACCOUNTING STANDARD FOR UNCERTAINTY IN INCOME TAXES ADDRESSES THE DETERMINATION OF WHETHER TAX BENEFITS CLAIMED OR EXPECTED TO BE CLAIMED ON A TAX RETURN SHOULD BE RECORDED IN THE FINANCIAL STATEMENTS. UNDER THIS GUIDANCE, THE ADLER MAY RECOGNIZE THE TAX BENEFIT FROM AN UNCERTAIN TAX POSITION ONLY IF IT IS MORE-LIKELY-THAN-NOT THAT THE TAX POSITION WILL BE SUSTAINED ON EXAMINATION FROM TAXING AUTHORITIES, BASED ON THE TECHNICAL MERITS OF THE POSITIONS. EXAMPLES OF TAX POSITIONS INCLUDE THE TAX-EXEMPT STATUS OF THE ADLER AND VARIOUS POSITIONS RELATED TO THE POTENTIAL SOURCES OF UNRELATED BUSINESS TAXABLE INCOME. THE TAX BENEFITS RECOGNIZED IN THE FINANCIAL STATEMENTS FROM SUCH A POSITION, IF ANY, ARE MEASURED BASED ON THE LARGEST BENEFIT THAT HAS A GREATER THAN 50 PERCENT LIKELIHOOD OF BEING REALIZED UPON ULTIMATE SETTLEMENT. THERE WERE NO UNRECOGNIZED TAX BENEFITS IDENTIFIED OR RECORDED AS LIABILITIES FOR THE REPORTING PERIODS PRESENTED IN THESE FINANCIAL STATEMENTS. MANAGEMENT BELIEVES IT IS NO LONGER SUBJECT TO INCOME TAX EXAMINATIONS FOR YEARS PRIOR TO 2011.

PART XI, LINE 2D - OTHER ADJUSTMENTS:

FUNDRAISING EVENT DIRECT EXPENSES	378,949.
LOSS ON DISPOSED FIXED ASSETS	30,184.
TOTAL TO SCHEDULE D, PART XI, LINE 2D	409,133.

PART XII, LINE 2D - OTHER ADJUSTMENTS:

CHANGE IN VALUE OF DEFINED BENEFIT PENSION PLAN	351,045.
UNREALIZED LOSS ON INTEREST RATE SWAP	59,485.

SCHEDULE G
(Form 990 or 990-EZ)

Supplemental Information Regarding Fundraising or Gaming Activities
Complete if the organization answered "Yes" to Form 990, Part IV, lines 17, 18, or 19, or if the
organization entered more than \$15,000 on Form 990-EZ, line 6a.

OMB No. 1545-0047

2013

Open To Public Inspection

Department of the Treasury
Internal Revenue Service

Attach to Form 990 or Form 990-EZ.

Information about Schedule G (Form 990 or 990-EZ) and its instructions is at www.irs.gov/form990

Name of the organization THE ADLER PLANETARIUM
Employer identification number 36-6210902

Part I Fundraising Activities. Complete if the organization answered "Yes" to Form 990, Part IV, line 17. Form 990-EZ filers are not required to complete this part.

- 1 Indicate whether the organization raised funds through any of the following activities. Check all that apply.
a Mail solicitations
b Internet and email solicitations
c Phone solicitations
d In-person solicitations
e Solicitation of non-government grants
f Solicitation of government grants
g Special fundraising events
2 a Did the organization have a written or oral agreement with any individual...
b If "Yes," list the ten highest paid individuals or entities (fundraisers) pursuant to agreements...

Table with 6 columns: (i) Name and address of individual or entity (fundraiser), (ii) Activity, (iii) Did fundraiser have custody or control of contributions?, (iv) Gross receipts from activity, (v) Amount paid to (or retained by) fundraiser listed in col. (i), (vi) Amount paid to (or retained by) organization.

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

Blank lines for listing states.

Part II Fundraising Events. Complete if the organization answered "Yes" to Form 990, Part IV, line 18, or reported more than \$15,000 of fundraising event contributions and gross income on Form 990-EZ, lines 1 and 6b. List events with gross receipts greater than \$5,000.

		(a) Event #1	(b) Event #2	(c) Other events	(d) Total events (add col. (a) through col. (c))
		CELESTIAL BALL (event type)	WOMEN IN SPACE SCIENC (event type)	NONE (total number)	
Revenue	1 Gross receipts	1,541,566.	171,950.		1,713,516.
	2 Less: Contributions	1,437,766.	155,950.		1,593,716.
	3 Gross income (line 1 minus line 2)	103,800.	16,000.		119,800.
Direct Expenses	4 Cash prizes				
	5 Noncash prizes				
	6 Rent/facility costs				
	7 Food and beverages	102,054.	21,682.		123,736.
	8 Entertainment	3,840.			3,840.
	9 Other direct expenses	231,448.	19,925.		251,373.
	10 Direct expense summary. Add lines 4 through 9 in column (d)				378,949.
	11 Net income summary. Subtract line 10 from line 3, column (d)				-259,149.

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

		(a) Bingo	(b) Pull tabs/instant bingo/progressive bingo	(c) Other gaming	(d) Total gaming (add col. (a) through col. (c))
		1 Gross revenue			
Direct Expenses	2 Cash prizes				
	3 Noncash prizes				
	4 Rent/facility costs				
	5 Other direct expenses				
	6 Volunteer labor	<input type="checkbox"/> Yes _____ % <input type="checkbox"/> No	<input type="checkbox"/> Yes _____ % <input type="checkbox"/> No	<input type="checkbox"/> Yes _____ % <input type="checkbox"/> No	
7 Direct expense summary. Add lines 2 through 5 in column (d)					
8 Net gaming income summary. Subtract line 7 from line 1, column (d)					

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

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

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

13a		%
13b		%

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

Name ▶ _____

Address ▶ _____

- 15a** Does the organization have a contract with a third party from whom the organization receives gaming revenue? Yes No
- b** If "Yes," enter the amount of gaming revenue received by the organization ▶ \$ _____ and the amount of gaming revenue retained by the third party ▶ \$ _____.
- c** If "Yes," enter name and address of the third party:

Name ▶ _____

Address ▶ _____

16 Gaming manager information:

Name ▶ _____

Gaming manager compensation ▶ \$ _____

Description of services provided ▶ _____

Director/officer Employee Independent contractor

- 17** Mandatory distributions:
 - a** Is the organization required under state law to make charitable distributions from the gaming proceeds to retain the state gaming license? Yes No
 - b** Enter the amount of distributions required under state law to be distributed to other exempt organizations or spent in the organization's own exempt activities during the tax year ▶ \$ _____

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

**SCHEDULE J
(Form 990)**

Compensation Information

OMB No. 1545-0047

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

2013

▶ Complete if the organization answered "Yes" on Form 990, Part IV, line 23.
▶ Attach to Form 990. ▶ See separate instructions.

Open to Public Inspection

Department of the Treasury
Internal Revenue Service

▶ Information about Schedule J (Form 990) and its instructions is at www.irs.gov/form990

Name of the organization

THE ADLER PLANETARIUM

Employer identification number

36-6210902

Part I Questions Regarding Compensation

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

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

Schedule J (Form 990) 2013

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

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

Note. The sum of columns (B)(i)-(iii) for each listed individual must equal the total amount of Form 990, Part VII, Section A, line 1a, applicable column (D) and (E) amounts for that individual.

(A) Name and Title		(B) Breakdown of W-2 and/or 1099-MISC compensation			(C) Retirement and other deferred compensation	(D) Nontaxable benefits	(E) Total of columns (B)(i)-(D)	(F) Compensation reported as deferred in prior Form 990
		(i) Base compensation	(ii) Bonus & incentive compensation	(iii) Other reportable compensation				
(1) MICHELLE B. LARSON, PH.D. PRESIDENT AND CEO	(i)	286,940.	22,500.	29,451.	8,175.	5,856.	352,922.	0.
	(ii)	0.	0.	0.	0.	0.	0.	0.
(2) JAN PROMER EXECUTIVE VP AND COO	(i)	209,485.	2,500.	0.	6,501.	5,679.	224,165.	0.
	(ii)	0.	0.	0.	0.	0.	0.	0.
	(i)							
	(ii)							
	(i)							
	(ii)							
	(i)							
	(ii)							
	(i)							
	(ii)							
	(i)							
	(ii)							
	(i)							
	(ii)							
	(i)							
	(ii)							
	(i)							
	(ii)							
	(i)							
	(ii)							

Part III Supplemental Information

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

PART I, LINE 1A:

EXPLANATION: THE PRESIDENT AND CEO HAS A MEMBERSHIP WITH THE CHICAGO CLUB FOR HOLDING BUSINESS RELATED MEETINGS. THERE IS NO PERSONAL USE OF THIS MEMBERSHIP SO THE BENEFIT IS NOT TREATED AS TAXABLE COMPENSATION TO THE PRESIDENT AND CEO.

PART I, LINE 7:

EXPLANATION: BONUSES WERE PAID TO CERTAIN PERSONS LISTED IN PART VII SECTION SECTION LINE A1 AT THE DISCRETION OF THE BOARD OF TRUSTEES AND PRESIDENT AND CEO BASED ON SPECIAL ACHIEVEMENT CRITERIA THAT THE BOARD SET.

PART I, LINE 8:

EXPLANATION: THE PRESIDENT AND CEO'S SALARY AND BONUS ARE PAID PURSUANT TO AN INITIAL EMPLOYMENT CONTRACT AGREEMENT.

SCHEDULE L
(Form 990 or 990-EZ)

Department of the Treasury
Internal Revenue Service

Transactions With Interested Persons

▶ **Complete if the organization answered "Yes" on Form 990, Part IV, line 25a, 25b, 26, 27, 28a, 28b, or 28c, or Form 990-EZ, Part V, line 38a or 40b.**
▶ **Attach to Form 990 or Form 990-EZ. ▶ See separate instructions.**
▶ **Information about Schedule L (Form 990 or 990-EZ) and its instructions is at www.irs.gov/form990.**

OMB No. 1545-0047

2013

Open To Public Inspection

Name of the organization **THE ADLER PLANETARIUM** Employer identification number **36-6210902**

Part I Excess Benefit Transactions (section 501(c)(3) and section 501(c)(4) organizations only).

Complete if the organization answered "Yes" on Form 990, Part IV, line 25a or 25b, or Form 990-EZ, Part V, line 40b.

1 (a) Name of disqualified person	(b) Relationship between disqualified person and organization	(c) Description of transaction	(d) Corrected?	
			Yes	No

- 2 Enter the amount of tax incurred by the organization managers or disqualified persons during the year under section 4958 ▶ \$ _____
- 3 Enter the amount of tax, if any, on line 2, above, reimbursed by the organization ▶ \$ _____

Part II Loans to and/or From Interested Persons.

Complete if the organization answered "Yes" on Form 990-EZ, Part V, line 38a or Form 990, Part IV, line 26; or if the organization reported an amount on Form 990, Part X, line 5, 6, or 22.

(a) Name of interested person	(b) Relationship with organization	(c) Purpose of loan	(d) Loan to or from the organization?		(e) Original principal amount	(f) Balance due	(g) In default?		(h) Approved by board or committee?		(i) Written agreement?	
			To	From			Yes	No	Yes	No	Yes	No
MICHELLE B. LAROFFICER	RECRUITM			X	200,000.	160,872.		X	X		X	

Total ▶ \$ **160,872.**

Part III Grants or Assistance Benefiting Interested Persons.

Complete if the organization answered "Yes" on Form 990, Part IV, line 27.

(a) Name of interested person	(b) Relationship between interested person and the organization	(c) Amount of assistance	(d) Type of assistance	(e) Purpose of assistance

SEE PART V FOR CONTINUATIONS

Part IV Business Transactions Involving Interested Persons.

Complete if the organization answered "Yes" on Form 990, Part IV, line 28a, 28b, or 28c.

(a) Name of interested person	(b) Relationship between interested person and the organization	(c) Amount of transaction	(d) Description of transaction	(e) Sharing of organization's revenues?	
				Yes	No
CHARTER ONE BANK/RBS CITIZENS	TRUSTEE MARK PAULHU	692,513.	CORPORATE C		X
RBS ASSET FINANCE	TRUSTEE MARK PAULHU	577,444.	OPERATING L		X
PNC BANK/PNC CAPITAL MARKETS	TRUSTEE SCOTT SWANS	368,834.	LETTER OF C		X

Part V Supplemental Information

Provide additional information for responses to questions on Schedule L (see instructions).

SCHEDULE L, PART II, LOANS TO AND FROM INTERESTED PERSONS:

(A) NAME OF PERSON: MICHELLE B. LARSON

(C) PURPOSE OF LOAN: RECRUITMENT LOAN

SCH L, PART IV, BUSINESS TRANSACTIONS INVOLVING INTERESTED PERSONS:

(A) NAME OF PERSON: CHARTER ONE BANK/RBS CITIZENS BANK

(B) RELATIONSHIP BETWEEN INTERESTED PERSON AND ORGANIZATION:

TRUSTEE MARK PAULHUS IS PRESIDENT OF CHARTER ONE BANK & RBS CITIZENS

(D) DESCRIPTION OF TRANSACTION: CORPORATE CREDIT CARD PAYMENTS; BANK

FEEES. THIS TRANSACTION FOLLOWED THE ORGANIZATION'S ESTABLISHED

PROCUREMENT POLICY AND THE RATES ARE COMPETITIVE WITH MARKET RATES. THE

TRUSTEE WAS NOT INVOLVED IN THE NEGOTIATIONS OR FINAL DECISION.

(A) NAME OF PERSON: RBS ASSET FINANCE

(B) RELATIONSHIP BETWEEN INTERESTED PERSON AND ORGANIZATION:

TRUSTEE MARK PAULHUS IS AN OFFICER OF RBS ASSET FINANCE

(D) DESCRIPTION OF TRANSACTION: OPERATING LEASE PAYMENTS. THIS

TRANSACTION FOLLOWED THE ORGANIZATION'S ESTABLISHED PROCUREMENT POLICY

AND THE RATES ARE COMPETITIVE WITH MARKET RATES. THE TRUSTEE WAS NOT

INVOLVED IN THE NEGOTIATIONS OR FINAL DECISION.

Part V Supplemental Information

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

(A) NAME OF PERSON: PNC BANK/PNC CAPITAL MARKETS

(B) RELATIONSHIP BETWEEN INTERESTED PERSON AND ORGANIZATION:

TRUSTEE SCOTT SWANSON IS PRESIDENT OF PNC BANK

(D) DESCRIPTION OF TRANSACTION: LETTER OF CREDIT AND REMARKETING FEES;

SWAP SETTLEMENTS. THIS TRANSACTION FOLLOWED THE ORGANIZATION'S

ESTABLISHED PROCUREMENT POLICY AND THE RATES ARE COMPETITIVE WITH MARKET

RATES. THE TRUSTEE WAS NOT INVOLVED IN THE NEGOTIATIONS OR FINAL

DECISION.

**SCHEDULE M
(Form 990)**

Noncash Contributions

OMB No. 1545-0047

2013

Open to Public Inspection

Department of the Treasury
Internal Revenue Service

- ▶ Complete if the organizations answered "Yes" on Form 990, Part IV, lines 29 or 30.
- ▶ Attach to Form 990.
- ▶ Information about Schedule M (Form 990) and its instructions is at www.irs.gov/form990

Name of the organization **THE ADLER PLANETARIUM** Employer identification number **36-6210902**

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	8 143,938.	FAIR MARKET VALUE	
10	Securities - Closely held stock				
11	Securities - Partnership, LLC, or trust interests				
12	Securities - Miscellaneous				
13	Qualified conservation contribution - Historic structures				
14	Qualified conservation contribution - Other				
15	Real estate - Residential				
16	Real estate - Commercial				
17	Real estate - Other				
18	Collectibles				
19	Food inventory				
20	Drugs and medical supplies				
21	Taxidermy				
22	Historical artifacts				
23	Scientific specimens				
24	Archeological artifacts				
25	Other ▶ (SOFTWARE)	X	55 596,410.	FAIR MARKET VALUE	
26	Other ▶ (FOOD - EVENTS)	X	13 71,500.	FAIR MARKET VALUE	
27	Other ▶ ()				
28	Other ▶ ()				

29 Number of Forms 8283 received by the organization during the tax year for contributions for which the organization completed Form 8283, Part IV, Donee Acknowledgement **29**

	Yes	No
30a During the year, did the organization receive by contribution any property reported in Part I, lines 1 - 28, that it must hold for at least three years from the date of the initial contribution, and which is not required to be used for exempt purposes for the entire holding period?		X
b If "Yes," describe the arrangement in Part II.		
31 Does the organization have a gift acceptance policy that requires the review of any non-standard contributions?	X	
32a Does the organization hire or use third parties or related organizations to solicit, process, or sell noncash contributions?		X
b If "Yes," describe in Part II.		
33 If the organization did not report an amount in column (c) for a type of property for which column (a) is checked, describe in Part II.		

LHA For Paperwork Reduction Act Notice, see the Instructions for Form 990. Schedule M (Form 990) (2013)

Part II

Supplemental Information. 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.

Lined area for supplemental information.

SCHEDULE O
(Form 990 or 990-EZ)

Department of the Treasury
Internal Revenue Service

Supplemental Information to Form 990 or 990-EZ

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

▶ Attach to Form 990 or 990-EZ.

▶ Information about Schedule O (Form 990 or 990-EZ) and its instructions is at www.irs.gov/form990

OMB No. 1545-0047

2013

Open to Public
Inspection

Name of the organization

THE ADLER PLANETARIUM

Employer identification number

36-6210902

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

THREE THEATERS ENGAGE VISITORS IN ALL AGES IN LEARNING TOGETHER.

THE ADLER SUPPORTS SCHOOL GROUPS THROUGH A VARIETY OF OFFERINGS,
RANGING FROM SKY SHOWS, TO FIELD TRIP GUIDES, TO INTERACTIVE SOFTWARE
EXPERIENCES. TEACHERS AND ADMINISTRATORS ENROLL IN THE ADLER'S
RESPECTED PROFESSIONAL DEVELOPMENT PROGRAMS AND MAY BORROW
CURRICULUM-RELATED SCIENCE KITS AND FIELD TRIP SUPPORT MATERIALS. THE
ADLER IS A NATIONAL LEADER IN SCIENCE EDUCATION AND SPONSORS PUBLIC
SYMPOSIA AND LECTURES, WHICH ARE ALSO SHARED WITH A ROBUST COMMUNITY OF
ON-LINE SUPPORTERS AND FRIENDS THROUGH SOCIAL MEDIA AND
WWW.ADLERPLANETARIUM.ORG. THE ADLER IS ALSO A FOUNDING PARTNER OF THE
CITIZEN SCIENCE ALLIANCE AND ZOONIVERSE ORG, AN ON-LINE GLOBAL
INITIATIVE THAT HAS ENGAGED ALMOST 1,200,000 PEOPLE IN FRONTIER
SCIENCE. THE ADLER PLANETARIUM HAS TAKEN THE LEAD AMONG PLANETARIUMS
WORLD-WIDE IN ESTABLISHING AN ASTRONOMY AND ASTROPHYSICS RESEARCH GROUP
IN A MUSEUM SETTING. ADLER PLANETARIUM ASTRONOMERS POSSESS RICH AND
DIVERSE EXPERTISE IN MANY AREAS OF ASTRONOMY AS WELL AS OTHER CLOSELY
RELATED SCIENCE FIELDS SUCH AS PARTICLE PHYSICS AND GEOPHYSICS. ADLER
RESEARCHERS ARE INVOLVED IN MANY PROJECTS AT THE LEADING EDGE OF
SCIENTIFIC KNOWLEDGE. THE ASTRONOMY DEPARTMENT HAS PARTICULARLY STRONG
GROUPS IN FOUR AREAS; STAR FORMATION, GAMMA RAY OBSERVATIONS, ASTEROID
CHARACTERIZATION AND ASTROPHYSICAL DATA MINING. WHEN MAX ADLER FOUNDED
THE ADLER PLANETARIUM IN 1930, HE RECOGNIZED THE IMPORTANCE OF
ESTABLISHING A COLLECTION OF ASTRONOMICAL ARTIFACTS TO TELL THE
IMPORTANT HISTORY OF HUMANITY'S EXPLORATION OF THE UNIVERSE. MR. ADLER

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

Schedule O (Form 990 or 990-EZ) (2013)

332211
09-04-13

Name of the organization THE ADLER PLANETARIUM	Employer identification number 36-6210902
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PURCHASED 500 ASTRONOMICAL, NAVIGATIONAL, AND MATHEMATICAL INSTRUMENTS FROM ANTON MENSING IN THE NETHERLANDS. HOUSED IN THE ADLER'S WEBSTER INSTITUTE FOR THE HISTORY OF ASTRONOMY, THE ADLER COLLECTIONS TODAY CONTAIN 1,800 INSTRUMENTS AND MODELS FROM THE 12TH THROUGH THE 20TH CENTURIES REPRESENTING MANY TYPES OF ASTRONOMICAL INSTRUMENTS, IT IS THE LARGEST COLLECTION OF SUCH MATERIAL IN THE WESTERN HEMISPHERE AND ONE OF THE MOST SIGNIFICANT IN THE WORLD. PORTIONS OF THESE COLLECTIONS ARE ON DISPLAY THROUGHOUT THE YEAR TO USE IN EXHIBITS AT THE MUSEUM. MANY OBJECTS IN THE COLLECTIONS ARE ALSO AVAILABLE FOR USE IN RESEARCH PROJECTS FOR SCHOLARS AND GRADUATE STUDENTS.

FORM 990, PART VI, SECTION A, LINE 1:

EXPLANATION: AN "EXECUTIVE COMMITTEE" CONSISTING OF THE CHAIR, VICE CHAIRS, TREASURER, SECRETARY, PRESIDENT AND CEO, AND SIX (6) ADDITIONAL TRUSTEES (ONE OF WHICH MAY BE THE IMMEDIATE PAST CHAIR) ELECTED BY THE BOARD OF TRUSTEES AT THE REGULAR ANNUAL MEETING OF THE BOARD OF TRUSTEES SHALL, WHEN THE BOARD OF TRUSTEES IS NOT IN SESSION, HAVE AND EXERCISE ALL OF THE AUTHORITY OF THE BOARD OF TRUSTEES IN THE MANAGEMENT OF THE CORPORATION EXCEPT AS PROVIDED IN THE ILLINOIS NOT FOR PROFIT CORPORATION ACT. THE EXECUTIVE COMMITTEE SHALL REPORT ON ITS ACTIVITIES TO THE BOARD OF TRUSTEES AT THE BOARD'S LEGALLY CONVENED MEETINGS. THE PRESIDENT AND CEO SHALL SERVE AS EXECUTIVE SECRETARY TO THE EXECUTIVE COMMITTEE.

FORM 990, PART VI, SECTION B, LINE 11:

EXPLANATION: THE FORM 990 IS REVIEWED BY MANAGEMENT OF THE ORGANIZATION AND IF ANY QUESTIONS ARISE DURING THEIR REVIEW, THEY ARE ADDRESSED WITH THEIR PAID TAX PREPARER. A PRESENTATION OF THE FORM 990 IS PRESENTED TO THE FINANCE COMMITTEE WHO HAS BEEN DELEGATED THE REVIEW RESPONSIBILITY. ALL

Name of the organization THE ADLER PLANETARIUM	Employer identification number 36-6210902
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BOARD MEMBERS RECEIVE A COPY OF THE FINAL FORM 990, INCLUDING ALL APPLICABLE SCHEDULES, PRIOR TO FILING THE FORM WITH THE IRS.

FORM 990, PART VI, SECTION B, LINE 12C:

EXPLANATION: IT IS THE POLICY OF THE ADLER PLANETARIUM, ITS BOARD OF TRUSTEES AND COMMITTEES TO ENSURE THAT BOARD MEMBERS AND EMPLOYEES IN ALL OF THEIR ACTIVITIES AVOID CONFLICTS OF INTEREST-ACTUAL, POTENTIAL OR PERCEIVED-WHILE PERFORMING THEIR MUSEUM-RELATED DUTIES. IN PARTICULAR, NO PERSONS SHOULD OBTAIN OR APPEAR TO OBTAIN SPECIAL ADVANTAGES FOR THEMSELVES, THEIR RELATIVES, OR THEIR CLOSE ASSOCIATES AS A RESULT OF THEIR AFFILIATION AS A BOARD MEMBER OR EMPLOYEE. ALL OFFICERS, DIRECTORS AND KEY EMPLOYEES ARE REQUESTED TO COMPLETE A CONFLICT OF INTEREST DISCLOSURE ANNUALLY. THE DISCLOSURES ARE REVIEWED BY EXECUTIVE STAFF AND IF A CONFLICT IS DETERMINED TO EXIST, THE MATTER IS BROUGHT TO THE EXECUTIVE COMMITTEE FOR FURTHER REVIEW. THE IMPLICATIONS IN PRACTICE FOR THIS POLICY VARY FROM ACTIVITY TO ACTIVITY AND THIS GENERAL POLICY SHOULD NOT LIMIT THE COOPERATION AND MUTUAL ASSISTANCE THAT IS NECESSARY FOR THE EFFECTIVE FUNCTIONING OF THE ORGANIZATION. IN ADDITION, THE ADLER IS A MEMBER OF THE AMERICAN ASSOCIATION OF MUSEUMS AND SUBSCRIBES TO THE CODE OF ETHICS FOR MUSEUMS. IN SUBSCRIBING TO THIS CODE, THE ADLER ASSUMES RESPONSIBILITY FOR THE ACTIONS OF EMPLOYEES OF THEIR GOVERNING AUTHORITY AND VOLUNTEERS IN THE PERFORMANCE OF MUSEUM-RELATED DUTIES. A COPY OF THE CODE OF ETHICS FOR MUSEUMS IS GIVEN TO EACH NEW FULL-TIME EMPLOYEE. IF A CONFLICT IS DETERMINED BETWEEN A BOARD MEMBER AND THE ORGANIZATION, THE CONFLICT IS NOTED AND THE BOARD MEMBER IS ASKED TO ABSTAIN FROM ANY DISCUSSION OF OR VOTING ON ISSUES RELATED TO THAT CONFLICT.

FORM 990, PART VI, SECTION B, LINE 15:

332212
09-04-13

Name of the organization THE ADLER PLANETARIUM	Employer identification number 36-6210902
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EXPLANATION: IN FALL 2011, THE COMPENSATION COMMITTEE OF THE BOARD (COMPRISED OF INDEPENDENT BOARD MEMBERS AND THE ADLER PRESIDENT AND CEO) INITIATED A COMPREHENSIVE REVIEW OF SALARIES AND BENEFITS FOR ALL STAFF POSITIONS, INCLUDING TOP MANAGEMENT, THAT WAS CONCLUDED IN SPRING 2012 AND FURTHER UPDATED IN LATE 2012. DATA FROM LOCAL AND NATIONAL MUSEUMS, SCIENCE CENTERS, UNIVERSITIES AND OTHER EDUCATIONAL INSTITUTIONS, AND CHICAGO-BASED PROFESSIONAL SERVICE FIRMS AND OTHER EMPLOYERS WAS CONSIDERED. IN ADDITION, THE COMPENSATION COMMITTEE INFORMALLY SURVEYS, ON A PERIODIC BASIS, SIMILAR SIZED AND LOCATED NOT-FOR-PROFIT ORGANIZATIONS TO ATTRACT, RETAIN, AND REWARD HIGH-PERFORMING INDIVIDUALS. THE EXECUTIVE COMMITTEE HAS ASSUMED THE RESPONSIBILITIES OF THE COMPENSATION COMMITTEE. THE EXECUTIVE COMMITTEE REVIEWS THE COMPENSATION OF THE PRESIDENT AND CEO ANNUALLY.

THE PRESIDENT AND CEO DOES NOT TAKE PART IN ANY DECISIONS REGARDING HER OWN COMPENSATION. CONTEMPORANEOUS DOCUMENTATION OF THE DELIBERATIONS AND DECISIONS IS KEPT.

FORM 990, PART VI, SECTION C, LINE 19:

EXPLANATION: GOVERNING DOCUMENTS, CONFLICT OF INTEREST POLICIES, AND FINANCIAL STATEMENTS ARE NOT REQUIRED DISCLOSURES PURSUANT TO INTERNAL REVENUE CODE (IRC) SECTION 6104. THESE DOCUMENTS ARE NOT AVAILABLE TO THE PUBLIC AT THIS TIME.

FORM 990, PART XI, LINE 9, CHANGES IN NET ASSETS:

CHANGE IN VALUE OF DEFINED BENEFIT PENSION PLAN	-351,045.
UNREALIZED LOSS ON INTEREST RATE SWAP	-59,485.
TOTAL TO FORM 990, PART XI, LINE 9	-410,530.