

Form **990**

Return of Organization Exempt From Income Tax

OMB No. 1545-0047

Under section 501(c), 527, or 4947(a)(1) of the Internal Revenue Code (except private foundations)

2014
Open to Public Inspection

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.

A For the **2014** calendar year, or tax year beginning **JUL 1, 2014** and ending **JUN 30, 2015**

B Check if applicable: <input type="checkbox"/> Address change <input type="checkbox"/> Name change <input type="checkbox"/> Initial return <input type="checkbox"/> Final return/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	G Gross receipts \$ 22,530,405.
	1300 SOUTH LAKE SHORE DRIVE		H(a) Is this a group return for subordinates? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No
	City or town, state or province, country, and ZIP or foreign postal code CHICAGO, IL 60605		H(b) Are all subordinates included? <input type="checkbox"/> Yes <input type="checkbox"/> No
F Name and address of principal officer: MICHELLE B. LARSON, PH.D SAME AS C ABOVE			H(c) Group exemption number
I Tax-exempt status: <input checked="" type="checkbox"/> 501(c)(3) <input type="checkbox"/> 501(c) () (insert no.) <input type="checkbox"/> 4947(a)(1) or <input type="checkbox"/> 527			
J Website: WWW.ADLERPLANETARIUM.ORG			
K Form of organization: <input checked="" type="checkbox"/> Corporation <input type="checkbox"/> Trust <input type="checkbox"/> Association <input type="checkbox"/> Other			L Year of formation: 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 2014 (Part V, line 2a)	5	323
	6 Total number of volunteers (estimate if necessary)	6	449
	7 a Total unrelated business revenue from Part VIII, column (C), line 12	7a	22,637.
b Net unrelated business taxable income from Form 990-T, line 34	7b	18,855.	
Revenue	8 Contributions and grants (Part VIII, line 1h)	Prior Year	Current Year
	9 Program service revenue (Part VIII, line 2g)	9,703,031.	9,751,655.
	10 Investment income (Part VIII, column (A), lines 3, 4, and 7d)	5,347,611.	5,977,654.
	11 Other revenue (Part VIII, column (A), lines 5, 6d, 8c, 9c, 10c, and 11e)	932,830.	746,408.
	12 Total revenue - add lines 8 through 11 (must equal Part VIII, column (A), line 12)	1,117,790.	1,287,342.
Expenses	13 Grants and similar amounts paid (Part IX, column (A), lines 1-3)	17,101,262.	17,763,059.
	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.
	16 a Professional fundraising fees (Part IX, column (A), line 11e)	9,095,573.	9,281,638.
	b Total fundraising expenses (Part IX, column (D), line 25)	0.	0.
	17 Other expenses (Part IX, column (A), lines 11a-11d, 11f-24e)	1,958,435.	
	18 Total expenses. Add lines 13-17 (must equal Part IX, column (A), line 25)	10,061,256.	10,143,037.
19 Revenue less expenses. Subtract line 18 from line 12	19,156,829.	19,424,675.	
Net Assets or Fund Balances	20 Total assets (Part X, line 16)	-2,055,567.	-1,661,616.
	21 Total liabilities (Part X, line 26)	Beginning of Current Year	End of Year
	22 Net assets or fund balances. Subtract line 21 from line 20	63,674,861.	60,653,370.
		34,404,106.	33,990,361.
		29,270,755.	26,663,009.

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 Type or print name and title				
Paid Preparer Use Only	Print/Type preparer's name LU ANN TRAPP	Preparer's signature LU ANN TRAPP	Date 02/23/16	Check if self-employed <input type="checkbox"/>	PTIN P01506476
	Firm's name PLANTE & MORAN, PLLC	Firm's EIN 38-1357951	Phone no. (312) 207-1040		
	Firm's address 10 S. RIVERSIDE PLAZA 9TH FLOOR CHICAGO, IL 60606				

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

Part III Statement of Program Service Accomplishments

Check if Schedule O contains a response 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 \$ 15,548,693. including grants of \$) (Revenue \$ 5,977,654.) THE ADLER PLANETARIUM IS A RECOGNIZED LEADER IN PUBLIC ENGAGEMENT. THE MUSEUM'S SCIENTISTS, HISTORIANS, AND EDUCATORS INSPIRE THE NEXT GENERATION OF EXPLORERS BY EQUIPPING VISITORS WITH THE SKILLS AND DESIRE TO LEARN MORE ABOUT OUR UNIVERSE. DURING THE YEAR, OVER 500,000 VISITORS, INCLUDING APPROXIMATELY 60,000 STUDENTS ON FIELD TRIPS, EXPERIENCED THE MUSEUM'S INTERACTIVE EXHIBITIONS, LIVE PLANETARIUM SHOWS, HANDS-ON, MINDS-ON STEM EDUCATION PROGRAMS, AND WORLD-CLASS COLLECTIONS.

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 15,548,693.

Part IV Checklist of Required Schedules

Table with 3 columns: Question ID, Yes, No. Rows include questions 1 through 20b regarding organizational requirements and financial reporting.

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 domestic 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 or for domestic individuals 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?		
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?		
d Did the organization act as an "on behalf of" issuer for bonds outstanding at any time during the year?		
25a Section 501(c)(3), 501(c)(4), and 501(c)(29) organizations. Did the organization engage in an excess benefit transaction with a disqualified person during the year? <i>If "Yes," complete Schedule L, Part I</i>		X
b Is the organization aware that it engaged in an excess benefit transaction with a disqualified person in a prior year, and that the transaction has not been reported on any of the organization's prior Forms 990 or 990-EZ? <i>If "Yes," complete Schedule L, Part I</i>		X
26 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? <i>If "Yes," complete Schedule L, Part II</i>	X	
27 Did the organization provide a grant or other assistance to an officer, director, trustee, key employee, substantial contributor or employee thereof, a grant selection committee member, or to a 35% controlled entity or family member of any of these persons? <i>If "Yes," complete Schedule L, Part III</i>		X
28 Was the organization a party to a business transaction with one of the following parties (see Schedule L, Part IV instructions for applicable filing thresholds, conditions, and exceptions):		
a A current or former officer, director, trustee, or key employee? <i>If "Yes," complete Schedule L, Part IV</i>		X
b A family member of a current or former officer, director, trustee, or key employee? <i>If "Yes," complete Schedule L, Part IV</i>		X
c An entity of which a current or former officer, director, trustee, or key employee (or a family member thereof) was an officer, director, trustee, or direct or indirect owner? <i>If "Yes," complete Schedule L, Part IV</i>	X	
29 Did the organization receive more than \$25,000 in non-cash contributions? <i>If "Yes," complete Schedule M</i>	X	
30 Did the organization receive contributions of art, historical treasures, or other similar assets, or qualified conservation contributions? <i>If "Yes," complete Schedule M</i>		X
31 Did the organization liquidate, terminate, or dissolve and cease operations? <i>If "Yes," complete Schedule N, Part I</i>		X
32 Did the organization sell, exchange, dispose of, or transfer more than 25% of its net assets? <i>If "Yes," complete Schedule N, Part II</i>		X
33 Did the organization own 100% of an entity disregarded as separate from the organization under Regulations sections 301.7701-2 and 301.7701-3? <i>If "Yes," complete Schedule R, Part I</i>		X
34 Was the organization related to any tax-exempt or taxable entity? <i>If "Yes," complete Schedule R, Part II, III, or IV, and Part V, line 1</i>		X
35a Did the organization have a controlled entity within the meaning of section 512(b)(13)?		X
b If "Yes" to line 35a, did the organization receive any payment from or engage in any transaction with a controlled entity within the meaning of section 512(b)(13)? <i>If "Yes," complete Schedule R, Part V, line 2</i>		
36 Section 501(c)(3) organizations. Did the organization make any transfers to an exempt non-charitable related organization? <i>If "Yes," complete Schedule R, Part V, line 2</i>		X
37 Did the organization conduct more than 5% of its activities through an entity that is not a related organization and that is treated as a partnership for federal income tax purposes? <i>If "Yes," complete Schedule R, Part VI</i>		X
38 Did the organization complete Schedule O and provide explanations in Schedule O for Part VI, lines 11b and 19? Note. All Form 990 filers are required to complete Schedule O	X	

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

Table with columns for question numbers (1a-14b), descriptions, and Yes/No checkboxes. Includes sub-questions for backup withholding, employee reporting, foreign accounts, and charitable contributions.

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.		
	1a	68	
b	Enter the number of voting members included in line 1a, above, who are independent		
	1b	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
b	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:		
a	The governing body?	X	
b	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
b	If "Yes," did the organization have written policies and procedures governing the activities of such chapters, affiliates, and branches to ensure their operations are consistent with the organization's exempt purposes?		
10b			
11a	Has the organization provided a complete copy of this Form 990 to all members of its governing body before filing the form?	X	
b	Describe in Schedule O the process, if any, used by the organization to review this Form 990.		
12a	Did the organization have a written conflict of interest policy? If "No," go to line 13	X	
b	Were officers, directors, or trustees, and key employees required to disclose annually interests that could give rise to conflicts?	X	
c	Did the organization regularly and consistently monitor and enforce compliance with the policy? If "Yes," describe in Schedule O how this was done	X	
12c			
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?		
a	The organization's CEO, Executive Director, or top management official	X	
b	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
b	If "Yes," did the organization follow a written policy or procedure requiring the organization to evaluate its participation in joint venture arrangements under applicable federal tax law, and take steps to safeguard the organization's exempt status with respect to such arrangements?		
16b			

Section C. Disclosure

- 17** List the states with which a copy of this Form 990 is required to be filed **IL, 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, address, and telephone number of the person who possesses the organization's books and records: **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) SCOTT C. SWANSON BOARD CHAIRMAN	1.00 0.00	X		X				0.	0.	0.
(2) WILLIAM J. LUTZ BOARD TREASURER	1.00 0.00	X		X				0.	0.	0.
(3) BARBARA L. STEWART BOARD SECRETARY	1.00 0.00	X		X				0.	0.	0.
(4) LAMAR A. JOHNSON, AIA EXECUTIVE VP AND COO THROUGH 10/14	1.00 0.00	X		X				0.	0.	0.
(5) NANCY RUSCHEINSKI BOARD-VICE CHAIRMAN	1.00 0.00	X		X				0.	0.	0.
(6) PRADIP K. PATIATH BOARD-VICE CHAIRMAN	1.00 0.00	X		X				0.	0.	0.
(7) AMY L. CARBONE BOARD MEMBER	1.00 0.00	X						0.	0.	0.
(8) ANDREW J. MILLS BOARD MEMBER	1.00 0.00	X						0.	0.	0.
(9) BERNARD L. HENGESBAUGH BOARD MEMBER	1.00 0.00	X						0.	0.	0.
(10) BROOKE MACLEAN BOARD MEMBER	1.00 0.00	X						0.	0.	0.
(11) BRYAN C. CRESSEY BOARD-EXECUTIVE COMM MEMBER	1.00 0.00	X						0.	0.	0.
(12) CAPTAIN JAMES A. LOVELL, JR. BOARD MEMBER	1.00 0.00	X						0.	0.	0.
(13) CAROLYN BOWMAN BOARD-LIFE TRUSTEE	1.00 0.00	X						0.	0.	0.
(14) CHRISTOPHER B. CURTIS BOARD MEMBER	1.00 0.00	X						0.	0.	0.
(15) CYNTHIA L. BALLEW BOARD MEMBER	1.00 0.00	X						0.	0.	0.
(16) DANIEL P. COONEY BOARD MEMBER	1.00 0.00	X						0.	0.	0.
(17) DANIEL R. EDER BOARD MEMBER	1.00 0.00	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) DARREL HACKETT BOARD-EXECUTIVE COMM MEMBER	1.00 0.00	X						0.	0.	0.
(19) DAVID A. CARLQUIST BOARD MEMBER	1.00 0.00	X						0.	0.	0.
(20) DAVID A. CROWN, PH.D. BOARD MEMBER	1.00 0.00	X						0.	0.	0.
(21) DAVID MINTZER, PH.D. BOARD-LIFE TRUSTEE	1.00 0.00	X						0.	0.	0.
(22) DAVID W. FOX BOARD-LIFE TRUSTEE	1.00 0.00	X						0.	0.	0.
(23) DONALD C. CLARK, JR. BOARD-LIFE TRUSTEE	1.00 0.00	X						0.	0.	0.
(24) DONNA N. SMITH BOARD MEMBER	1.00 0.00	X						0.	0.	0.
(25) DOUGLAS A. ENGEL BOARD MEMBER	1.00 0.00	X						0.	0.	0.
(26) DUSHAN PETROVICH BOARD MEMBER	1.00 0.00	X						0.	0.	0.
1b Sub-total								0.	0.	0.
c Total from continuation sheets to Part VII, Section A								1,150,955.	0.	109,120.
d Total (add lines 1b and 1c)								1,150,955.	0.	109,120.

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 **6**

	Yes	No
3 Did the organization list any former officer, director, or trustee, key employee, or highest compensated employee on line 1a? <i>If "Yes," complete Schedule J for such individual</i>		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? <i>If "Yes," complete Schedule J for such individual</i>	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? <i>If "Yes," complete Schedule J for such person</i>		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	413,189.
SAGIN, LLC, 747 N. LASALLE STREET, SUITE 500, CHICAGO, IL 60654	IT SERVICES	405,878.

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

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) EARLE M. COMBS III BOARD-LIFE TRUSTEE	1.00 0.00	X						0.	0.	0.
(28) EDWARD J. WILLIAMS BOARD-LIFE TRUSTEE	1.00 0.00	X						0.	0.	0.
(29) FIDEL MARQUEZ JR. BOARD MEMBER	1.00 0.00	X						0.	0.	0.
(30) FRANK M. CLARK BOARD-LIFE TRUSTEE	1.00 0.00	X						0.	0.	0.
(31) GURPREET SINGH BOARD MEMBER	1.00 0.00	X						0.	0.	0.
(32) HAROLD BYRON SMITH BOARD-LIFE TRUSTEE	1.00 0.00	X						0.	0.	0.
(33) HOWARD L. ECKER BOARD MEMBER	1.00 0.00	X						0.	0.	0.
(34) HOWARD S. GOSS BOARD-LIFE TRUSTEE	1.00 0.00	X						0.	0.	0.
(35) IMOGENE POWERS JOHNSON BOARD-LIFE TRUSTEE	1.00 0.00	X						0.	0.	0.
(36) IRENE SIRAGUSA PHELPS BOARD-LIFE TRUSTEE	1.00 0.00	X						0.	0.	0.
(37) J. DOUGLAS DONENFELD BOARD-LIFE TRUSTEE	1.00 0.00	X						0.	0.	0.
(38) J. ERIK FYRWALD BOARD MEMBER	1.00 0.00	X						0.	0.	0.
(39) JAMES J. O'CONNOR BOARD-LIFE TRUSTEE	1.00 0.00	X						0.	0.	0.
(40) JAY N. WHIPPLE, JR. BOARD-LIFE TRUSTEE	1.00 0.00	X						0.	0.	0.
(41) JEFFREY S. ROTHSTEIN BOARD MEMBER	1.00 0.00	X						0.	0.	0.
(42) JEFFREY T. FOLAND BOARD-EXECUTIVE COMM MEMBER	1.00 0.00	X						0.	0.	0.
(43) JOHN J. PARO BOARD-EXECUTIVE COMM MEMBER	1.00 0.00	X						0.	0.	0.
(44) JOHN W. ESTEY BOARD-EXECUTIVE COMM MEMBER	1.00 0.00	X						0.	0.	0.
(45) JONATHAN H. HERBST BOARD-EXECUTIVE COMM MEMBER	1.00 0.00	X						0.	0.	0.
(46) JOSEPH T. LOWER BOARD-EXECUTIVE COMM MEMBER	1.00 0.00	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) KATH M. CARTER BOARD MEMBER	1.00 0.00	X						0.	0.	0.
(48) KATHY HOPINKAH HANNAN BOARD MEMBER	1.00 0.00	X						0.	0.	0.
(49) KENNETH NEBENZAHL BOARD-LIFE TRUSTEE	1.00 0.00	X						0.	0.	0.
(50) LINDA I. CELESIA BOARD-LIFE TRUSTEE	1.00 0.00	X						0.	0.	0.
(51) LISA H. LEWIS BOARD MEMBER	1.00 0.00	X						0.	0.	0.
(52) MARC A. PAULHUS BOARD MEMBER	1.00 0.00	X						0.	0.	0.
(53) MARYANN MCNALLY BOARD MEMBER	1.00 0.00	X						0.	0.	0.
(54) MATTHEW F. SAUER BOARD MEMBER	1.00 0.00	X						0.	0.	0.
(55) MICHEL J. FELDMAN BOARD-LIFE TRUSTEE	1.00 0.00	X						0.	0.	0.
(56) NICHOLAS J. PRITZKER BOARD MEMBER	1.00 0.00	X						0.	0.	0.
(57) PAUL D. STEINBERG BOARD MEMBER	1.00 0.00	X						0.	0.	0.
(58) PETER O. VANDERVOORT, PH.D. BOARD-LIFE TRUSTEE	1.00 0.00	X						0.	0.	0.
(59) PHYLLIS M. LOCKETT BOARD MEMBER	1.00 0.00	X						0.	0.	0.
(60) RAJ BHATIA BOARD MEMBER	1.00 0.00	X						0.	0.	0.
(61) RAJ P. GUPTA BOARD MEMBER	1.00 0.00	X						0.	0.	0.
(62) ROBERT N. GORDON BOARD MEMBER	1.00 0.00	X						0.	0.	0.
(63) RYAN GARINO BOARD MEMBER	1.00 0.00	X						0.	0.	0.
(64) STEFAN C. JAMES BOARD MEMBER	1.00 0.00	X						0.	0.	0.
(65) STEVEN S. LOUIS, MD BOARD MEMBER	1.00 0.00	X						0.	0.	0.
(66) STEVEN Y. GOLD BOARD MEMBER	1.00 0.00	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)

Table with columns (A) Name and title, (B) Average hours per week, (C) Position (check all that apply), (D) Reportable compensation from the organization, (E) Reportable compensation from related organizations, and (F) Estimated amount of other compensation. Includes entries for Thomas A. Nardi, William J. Gruber, Michelle B. Larson, Jan Promer, Marcia Heuser, Geza Gyuk, Ginevra Ranney, and Sarah Cole.

Total to Part VII, Section A, line 1c 1,150,955. 109,120.

Part VIII Statement of Revenue

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

		(A) Total revenue	(B) Related or exempt function revenue	(C) Unrelated business revenue	(D) Revenue excluded from tax under sections 512 - 514	
Contributions, Gifts, Grants and Other Similar Amounts	1 a Federated campaigns	1a				
	b Membership dues	1b	703,286.			
	c Fundraising events	1c	1,783,381.			
	d Related organizations	1d				
	e Government grants (contributions)	1e	3,198,167.			
	f All other contributions, gifts, grants, and similar amounts not included above	1f	4,066,821.			
	g Noncash contributions included in lines 1a-1f: \$		228,449.			
	h Total. Add lines 1a-1f		9,751,655.			
	Program Service Revenue	2 a ADMISSIONS	Business Code			
		900099	5,546,930.	5,546,930.		
b CAMPS AND ASTROOVERNIGHTS		900099	258,205.	258,205.		
c SKY SHOWS		900099	111,500.	111,500.		
d OTHER PROGRAM REVENUE		900099	61,019.	61,019.		
e						
f All other program service revenue						
g Total. Add lines 2a-2f		5,977,654.				
Other Revenue	3 Investment income (including dividends, interest, and other similar amounts)		670,923.		22,637.	
	4 Income from investment of tax-exempt bond proceeds					
	5 Royalties					
	6 a Gross rents	(i) Real	1,089,481.			
		(ii) Personal				
	b Less: rental expenses		0.			
	c Rental income or (loss)		1,089,481.			
	d Net rental income or (loss)		1,089,481.		1,089,481.	
	7 a Gross amount from sales of assets other than inventory	(i) Securities	4,349,469.			
		(ii) Other				
		b Less: cost or other basis and sales expenses		4,273,984.		
	c Gain or (loss)		75,485.			
	d Net gain or (loss)		75,485.		75,485.	
8 a Gross income from fundraising events (not including \$ 1,783,381. of contributions reported on line 1c). See Part IV, line 18	a	148,550.				
	b Less: direct expenses	b	493,362.			
	c Net income or (loss) from fundraising events		-344,812.		-344,812.	
9 a Gross income from gaming activities. See Part IV, line 19	a	10,700.				
	b Less: direct expenses	b	0.			
	c Net income or (loss) from gaming activities		10,700.		10,700.	
10 a Gross sales of inventory, less returns and allowances	a					
	b Less: cost of goods sold	b				
	c Net income or (loss) from sales of inventory					
Miscellaneous Revenue		Business Code				
11 a FOOD SERVICE AND CONCESSIONS		900099	520,719.		520,719.	
	b MISCELLANEOUS	900099	11,254.		11,254.	
	c					
	d All other revenue					
	e Total. Add lines 11a-11d		531,973.			
12 Total revenue. See instructions.		17,763,059.	5,977,654.	22,637.	2,011,113.	

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 domestic organizations and domestic governments. See Part IV, line 21 ...				
2 Grants and other assistance to domestic individuals. See Part IV, line 22				
3 Grants and other assistance to foreign organizations, foreign governments, and foreign individuals. See Part IV, lines 15 and 16				
4 Benefits paid to or for members				
5 Compensation of current officers, directors, trustees, and key employees	833,465.	670,524.	74,882.	88,059.
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	6,902,146.	5,570,419.	622,401.	709,326.
8 Pension plan accruals and contributions (include section 401(k) and 403(b) employer contributions)	345,900.	275,670.	32,086.	38,144.
9 Other employee benefits	455,114.	367,608.	40,692.	46,814.
10 Payroll taxes	745,013.	600,236.	66,912.	77,865.
11 Fees for services (non-employees):				
a Management				
b Legal	13,738.	10,917.	1,563.	1,258.
c Accounting				
d Lobbying				
e Professional fundraising services. See Part IV, line 17				
f Investment management fees	66,306.		66,306.	
g Other. (If line 11g amount exceeds 10% of line 25, column (A) amount, list line 11g expenses on Sch. O.)	1,137,360.	810,206.	123,016.	204,138.
12 Advertising and promotion	628,631.	494,103.	68,846.	65,682.
13 Office expenses	1,005,985.	704,303.	138,805.	162,877.
14 Information technology	626,607.	497,902.	71,308.	57,397.
15 Royalties				
16 Occupancy	501,998.	398,888.	57,127.	45,983.
17 Travel	220,849.	196,206.	3,804.	20,839.
18 Payments of travel or entertainment expenses for any federal, state, or local public officials				
19 Conferences, conventions, and meetings				
20 Interest	466,551.	370,721.	53,094.	42,736.
21 Payments to affiliates				
22 Depreciation, depletion, and amortization	3,419,368.	2,717,030.	389,124.	313,214.
23 Insurance	166,443.	133,531.	18,235.	14,677.
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	1,172,124.	1,142,689.	16,444.	12,991.
b CLEANING AND MAINTENANC	413,189.	328,320.	47,021.	37,848.
c FOOD SERVICE AND CONCES	104,271.	100,817.	2,516.	938.
d UBI TAX	2,965.	2,965.		
e All other expenses	196,652.	155,638.	23,365.	17,649.
25 Total functional expenses. Add lines 1 through 24e	19,424,675.	15,548,693.	1,917,547.	1,958,435.
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) Beginning of year		(B) End of year
Assets	1 Cash - non-interest-bearing	476,564.	1	540,040.
	2 Savings and temporary cash investments	2,577,549.	2	1,803,403.
	3 Pledges and grants receivable, net	2,628,386.	3	2,455,466.
	4 Accounts receivable, net	393,278.	4	438,961.
	5 Loans and other receivables from current and former officers, directors, trustees, key employees, and highest compensated employees. Complete Part II of Schedule L	160,872.	5	120,654.
	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	413,925.	9	328,465.
	10a Land, buildings, and equipment: cost or other basis. Complete Part VI of Schedule D	10a 70,185,225.		
	b Less: accumulated depreciation	10b 38,331,752.	10c	31,853,473.
	11 Investments - publicly traded securities	20,283,110.	11	20,544,836.
	12 Investments - other securities. See Part IV, line 11	2,517,948.	12	2,557,266.
	13 Investments - program-related. See Part IV, line 11		13	
	14 Intangible assets		14	
	15 Other assets. See Part IV, line 11	14,046.	15	10,806.
16 Total assets. Add lines 1 through 15 (must equal line 34)	63,674,861.	16	60,653,370.	
Liabilities	17 Accounts payable and accrued expenses	1,567,990.	17	1,254,931.
	18 Grants payable		18	
	19 Deferred revenue	1,088,419.	19	988,919.
	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	4,747,697.	25	4,746,511.
	26 Total liabilities. Add lines 17 through 25	34,404,106.	26	33,990,361.
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	19,600,155.	27	17,235,746.
	28 Temporarily restricted net assets	6,173,807.	28	5,930,453.
	29 Permanently restricted net assets	3,496,793.	29	3,496,810.
	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	29,270,755.	33	26,663,009.	
34 Total liabilities and net assets/fund balances	63,674,861.	34	60,653,370.	

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	17,763,059.
2	Total expenses (must equal Part IX, column (A), line 25)	2	19,424,675.
3	Revenue less expenses. Subtract line 2 from line 1	3	-1,661,616.
4	Net assets or fund balances at beginning of year (must equal Part X, line 33, column (A))	4	29,270,755.
5	Net unrealized gains (losses) on investments	5	-623,069.
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	-323,061.
10	Net assets or fund balances at end of year. Combine lines 3 through 9 (must equal Part X, line 33, column (B))	10	26,663,009.

Part XII Financial Statements and Reporting

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

- 1 Accounting method used to prepare the Form 990: Cash Accrual Other _____
If the organization changed its method of accounting from a prior year or checked "Other," explain in Schedule O.
- 2a Were the organization's financial statements compiled or reviewed by an independent accountant?
If "Yes," check a box below to indicate whether the financial statements for the year were compiled or reviewed on a separate basis, consolidated basis, or both:
 Separate basis Consolidated basis Both consolidated and separate basis
- b Were the organization's financial statements audited by an independent accountant?
If "Yes," check a box below to indicate whether the financial statements for the year were audited on a separate basis, consolidated basis, or both:
 Separate basis Consolidated basis Both consolidated and separate basis
- c If "Yes" to line 2a or 2b, does the organization have a committee that assumes responsibility for oversight of the audit, review, or compilation of its financial statements and selection of an independent accountant?
If the organization changed either its oversight process or selection process during the tax year, explain in Schedule O.
- 3a As a result of a federal award, was the organization required to undergo an audit or audits as set forth in the Single Audit Act and OMB Circular A-133?
- b If "Yes," did the organization undergo the required audit or audits? If the organization did not undergo the required audit or audits, explain why in Schedule O and describe any steps taken to undergo such audits

	Yes	No
2a		X
2b	X	
2c	X	
3a	X	
3b	X	

Form 990 (2014)

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) 2010	(b) 2011	(c) 2012	(d) 2013	(e) 2014	(f) Total
1 Gifts, grants, contributions, and membership fees received. (Do not include any "unusual grants.")	9795768.	12391278.	6374375.	7957236.	7981470.	44500127.
2 Tax revenues levied for the organization's benefit and either paid to or expended on its behalf	1907229.	1725429.	1734795.	1745795.	1770185.	8883433.
3 The value of services or facilities furnished by a governmental unit to the organization without charge						
4 Total. Add lines 1 through 3	11702997.	14116707.	8109170.	9703031.	9751655.	53383560.
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)						1402612.
6 Public support. Subtract line 5 from line 4.						51980948.

Section B. Total Support

Calendar year (or fiscal year beginning in) ▶	(a) 2010	(b) 2011	(c) 2012	(d) 2013	(e) 2014	(f) Total
7 Amounts from line 4	11702997.	14116707.	8109170.	9703031.	9751655.	53383560.
8 Gross income from interest, dividends, payments received on securities loans, rents, royalties and income from similar sources	1174503.	1210350.	1510209.	1496216.	1760404.	7151682.
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 VI.)	163,070.	179,194.	206,820.	531,381.	691,223.	1771688.
11 Total support. Add lines 7 through 10						62306930.
12 Gross receipts from related activities, etc. (see instructions)					12	27,790,334.
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 2014 (line 6, column (f) divided by line 11, column (f))	14	83.43 %
15 Public support percentage from 2013 Schedule A, Part II, line 14	15	83.45 %
16a 33 1/3% support test - 2014. 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 - 2013. 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 - 2014. 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 VI 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 - 2013. 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 VI 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) 2010	(b) 2011	(c) 2012	(d) 2013	(e) 2014	(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) 2010	(b) 2011	(c) 2012	(d) 2013	(e) 2014	(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 VI.)						
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 2014 (line 8, column (f) divided by line 13, column (f))	15	%
16 Public support percentage from 2013 Schedule A, Part III, line 15	16	%

Section D. Computation of Investment Income Percentage

17 Investment income percentage for 2014 (line 10c, column (f) divided by line 13, column (f))	17	%
18 Investment income percentage from 2013 Schedule A, Part III, line 17	18	%

19a 33 1/3% support tests - 2014. 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 - 2013. 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 Supporting Organizations

(Complete only if you checked a box on line 11 of Part I. If you checked 11a of Part I, complete Sections A and B. If you checked 11b of Part I, complete Sections A and C. If you checked 11c of Part I, complete Sections A, D, and E. If you checked 11d of Part I, complete Sections A and D, and complete Part V.)

Section A. All Supporting Organizations

	Yes	No
1 Are all of the organization's supported organizations listed by name in the organization's governing documents? <i>If "No" describe in Part VI how the supported organizations are designated. If designated by class or purpose, describe the designation. If historic and continuing relationship, explain.</i>		
2 Did the organization have any supported organization that does not have an IRS determination of status under section 509(a)(1) or (2)? <i>If "Yes," explain in Part VI how the organization determined that the supported organization was described in section 509(a)(1) or (2).</i>		
3a Did the organization have a supported organization described in section 501(c)(4), (5), or (6)? <i>If "Yes," answer (b) and (c) below.</i>		
b Did the organization confirm that each supported organization qualified under section 501(c)(4), (5), or (6) and satisfied the public support tests under section 509(a)(2)? <i>If "Yes," describe in Part VI when and how the organization made the determination.</i>		
c Did the organization ensure that all support to such organizations was used exclusively for section 170(c)(2)(B) purposes? <i>If "Yes," explain in Part VI what controls the organization put in place to ensure such use.</i>		
4a Was any supported organization not organized in the United States ("foreign supported organization")? <i>If "Yes" and if you checked 11a or 11b in Part I, answer (b) and (c) below.</i>		
b Did the organization have ultimate control and discretion in deciding whether to make grants to the foreign supported organization? <i>If "Yes," describe in Part VI how the organization had such control and discretion despite being controlled or supervised by or in connection with its supported organizations.</i>		
c Did the organization support any foreign supported organization that does not have an IRS determination under sections 501(c)(3) and 509(a)(1) or (2)? <i>If "Yes," explain in Part VI what controls the organization used to ensure that all support to the foreign supported organization was used exclusively for section 170(c)(2)(B) purposes.</i>		
5a Did the organization add, substitute, or remove any supported organizations during the tax year? <i>If "Yes," answer (b) and (c) below (if applicable). Also, provide detail in Part VI, including (i) the names and EIN numbers of the supported organizations added, substituted, or removed, (ii) the reasons for each such action, (iii) the authority under the organization's organizing document authorizing such action, and (iv) how the action was accomplished (such as by amendment to the organizing document).</i>		
b Type I or Type II only. Was any added or substituted supported organization part of a class already designated in the organization's organizing document?		
c Substitutions only. Was the substitution the result of an event beyond the organization's control?		
6 Did the organization provide support (whether in the form of grants or the provision of services or facilities) to anyone other than (a) its supported organizations; (b) individuals that are part of the charitable class benefited by one or more of its supported organizations; or (c) other supporting organizations that also support or benefit one or more of the filing organization's supported organizations? <i>If "Yes," provide detail in Part VI.</i>		
7 Did the organization provide a grant, loan, compensation, or other similar payment to a substantial contributor (defined in IRC 4958(c)(3)(C)), a family member of a substantial contributor, or a 35-percent controlled entity with regard to a substantial contributor? <i>If "Yes," complete Part I of Schedule L (Form 990).</i>		
8 Did the organization make a loan to a disqualified person (as defined in section 4958) not described in line 7? <i>If "Yes," complete Part I of Schedule L (Form 990).</i>		
9a Was the organization controlled directly or indirectly at any time during the tax year by one or more disqualified persons as defined in section 4946 (other than foundation managers and organizations described in section 509(a)(1) or (2))? <i>If "Yes," provide detail in Part VI.</i>		
b Did one or more disqualified persons (as defined in line 9(a)) hold a controlling interest in any entity in which the supporting organization had an interest? <i>If "Yes," provide detail in Part VI.</i>		
c Did a disqualified person (as defined in line 9(a)) have an ownership interest in, or derive any personal benefit from, assets in which the supporting organization also had an interest? <i>If "Yes," provide detail in Part VI.</i>		
10a Was the organization subject to the excess business holdings rules of IRC 4943 because of IRC 4943(f) (regarding certain Type II supporting organizations, and all Type III non-functionally integrated supporting organizations)? <i>If "Yes," answer (b) below.</i>		
b Did the organization have any excess business holdings in the tax year? <i>(Use Schedule C, Form 4720, to determine whether the organization had excess business holdings.)</i>		

Part IV Supporting Organizations (continued)

	Yes	No
11 Has the organization accepted a gift or contribution from any of the following persons?		
a A person who directly or indirectly controls, either alone or together with persons described in (b) and (c) below, the governing body of a supported organization?		
b A family member of a person described in (a) above?		
c A 35% controlled entity of a person described in (a) or (b) above? <i>If "Yes" to a, b, or c, provide detail in Part VI.</i>		

Section B. Type I Supporting Organizations

	Yes	No
1 Did the directors, trustees, or membership of one or more supported organizations have the power to regularly appoint or elect at least a majority of the organization's directors or trustees at all times during the tax year? <i>If "No," describe in Part VI how the supported organization(s) effectively operated, supervised, or controlled the organization's activities. If the organization had more than one supported organization, describe how the powers to appoint and/or remove directors or trustees were allocated among the supported organizations and what conditions or restrictions, if any, applied to such powers during the tax year.</i>		
2 Did the organization operate for the benefit of any supported organization other than the supported organization(s) that operated, supervised, or controlled the supporting organization? <i>If "Yes," explain in Part VI how providing such benefit carried out the purposes of the supported organization(s) that operated, supervised, or controlled the supporting organization.</i>		

Section C. Type II Supporting Organizations

	Yes	No
1 Were a majority of the organization's directors or trustees during the tax year also a majority of the directors or trustees of each of the organization's supported organization(s)? <i>If "No," describe in Part VI how control or management of the supporting organization was vested in the same persons that controlled or managed the supported organization(s).</i>		

Section D. Type III Supporting Organizations

	Yes	No
1 Did the organization provide to each of its supported organizations, by the last day of the fifth month of the organization's tax year, (1) a written notice describing the type and amount of support provided during the prior tax year, (2) a copy of the Form 990 that was most recently filed as of the date of notification, and (3) copies of the organization's governing documents in effect on the date of notification, to the extent not previously provided?		
2 Were any of the organization's officers, directors, or trustees either (i) appointed or elected by the supported organization(s) or (ii) serving on the governing body of a supported organization? <i>If "No," explain in Part VI how the organization maintained a close and continuous working relationship with the supported organization(s).</i>		
3 By reason of the relationship described in (2), did the organization's supported organizations have a significant voice in the organization's investment policies and in directing the use of the organization's income or assets at all times during the tax year? <i>If "Yes," describe in Part VI the role the organization's supported organizations played in this regard.</i>		

Section E. Type III Functionally-Integrated Supporting Organizations

1 Check the box next to the method that the organization used to satisfy the Integral Part Test during the year (see instructions):		
a <input type="checkbox"/> The organization satisfied the Activities Test. Complete line 2 below.		
b <input type="checkbox"/> The organization is the parent of each of its supported organizations. Complete line 3 below.		
c <input type="checkbox"/> The organization supported a governmental entity. Describe in Part VI how you supported a government entity (see instructions).		
2 Activities Test. Answer (a) and (b) below.		
a Did substantially all of the organization's activities during the tax year directly further the exempt purposes of the supported organization(s) to which the organization was responsive? <i>If "Yes," then in Part VI identify those supported organizations and explain how these activities directly furthered their exempt purposes, how the organization was responsive to those supported organizations, and how the organization determined that these activities constituted substantially all of its activities.</i>		
b Did the activities described in (a) constitute activities that, but for the organization's involvement, one or more of the organization's supported organization(s) would have been engaged in? <i>If "Yes," explain in Part VI the reasons for the organization's position that its supported organization(s) would have engaged in these activities but for the organization's involvement.</i>		
3 Parent of Supported Organizations. Answer (a) and (b) below.		
a Did the organization have the power to regularly appoint or elect a majority of the officers, directors, or trustees of each of the supported organizations? Provide details in Part VI.		
b Did the organization exercise a substantial degree of direction over the policies, programs, and activities of each of its supported organizations? <i>If "Yes," describe in Part VI the role played by the organization in this regard.</i>		

Part V Type III Non-Functionally Integrated 509(a)(3) Supporting Organizations

- 1 Check here if the organization satisfied the Integral Part Test as a qualifying trust on Nov. 20, 1970. See instructions. All other Type III non-functionally integrated supporting organizations must complete Sections A through E.

Section A - Adjusted Net Income		(A) Prior Year	(B) Current Year (optional)
1	Net short-term capital gain	1	
2	Recoveries of prior-year distributions	2	
3	Other gross income (see instructions)	3	
4	Add lines 1 through 3	4	
5	Depreciation and depletion	5	
6	Portion of operating expenses paid or incurred for production or collection of gross income or for management, conservation, or maintenance of property held for production of income (see instructions)	6	
7	Other expenses (see instructions)	7	
8	Adjusted Net Income (subtract lines 5, 6 and 7 from line 4)	8	

Section B - Minimum Asset Amount		(A) Prior Year	(B) Current Year (optional)
1	Aggregate fair market value of all non-exempt-use assets (see instructions for short tax year or assets held for part of year):		
a	Average monthly value of securities	1a	
b	Average monthly cash balances	1b	
c	Fair market value of other non-exempt-use assets	1c	
d	Total (add lines 1a, 1b, and 1c)	1d	
e	Discount claimed for blockage or other factors (explain in detail in Part VI):		
2	Acquisition indebtedness applicable to non-exempt-use assets	2	
3	Subtract line 2 from line 1d	3	
4	Cash deemed held for exempt use. Enter 1-1/2% of line 3 (for greater amount, see instructions).	4	
5	Net value of non-exempt-use assets (subtract line 4 from line 3)	5	
6	Multiply line 5 by .035	6	
7	Recoveries of prior-year distributions	7	
8	Minimum Asset Amount (add line 7 to line 6)	8	

Section C - Distributable Amount			Current Year
1	Adjusted net income for prior year (from Section A, line 8, Column A)	1	
2	Enter 85% of line 1	2	
3	Minimum asset amount for prior year (from Section B, line 8, Column A)	3	
4	Enter greater of line 2 or line 3	4	
5	Income tax imposed in prior year	5	
6	Distributable Amount. Subtract line 5 from line 4, unless subject to emergency temporary reduction (see instructions)	6	
7	<input type="checkbox"/> Check here if the current year is the organization's first as a non-functionally-integrated Type III supporting organization (see instructions).		

Schedule A (Form 990 or 990-EZ) 2014

Part V Type III Non-Functionally Integrated 509(a)(3) Supporting Organizations (continued)

Section D - Distributions	Current Year
1 Amounts paid to supported organizations to accomplish exempt purposes	
2 Amounts paid to perform activity that directly furthers exempt purposes of supported organizations, in excess of income from activity	
3 Administrative expenses paid to accomplish exempt purposes of supported organizations	
4 Amounts paid to acquire exempt-use assets	
5 Qualified set-aside amounts (prior IRS approval required)	
6 Other distributions (describe in Part VI). See instructions.	
7 Total annual distributions. Add lines 1 through 6.	
8 Distributions to attentive supported organizations to which the organization is responsive (provide details in Part VI). See instructions.	
9 Distributable amount for 2014 from Section C, line 6	
10 Line 8 amount divided by Line 9 amount	

Section E - Distribution Allocations (see instructions)	(i) Excess Distributions	(ii) Underdistributions Pre-2014	(iii) Distributable Amount for 2014
1 Distributable amount for 2014 from Section C, line 6			
2 Underdistributions, if any, for years prior to 2014 (reasonable cause required-see instructions)			
3 Excess distributions carryover, if any, to 2014:			
a			
b			
c			
d			
e From 2013			
f Total of lines 3a through e			
g Applied to underdistributions of prior years			
h Applied to 2014 distributable amount			
i Carryover from 2009 not applied (see instructions)			
j Remainder. Subtract lines 3g, 3h, and 3i from 3f.			
4 Distributions for 2014 from Section D, line 7: \$			
a Applied to underdistributions of prior years			
b Applied to 2014 distributable amount			
c Remainder. Subtract lines 4a and 4b from 4.			
5 Remaining underdistributions for years prior to 2014, if any. Subtract lines 3g and 4a from line 2 (if amount greater than zero, see instructions).			
6 Remaining underdistributions for 2014. Subtract lines 3h and 4b from line 1 (if amount greater than zero, see instructions).			
7 Excess distributions carryover to 2015. Add lines 3j and 4c.			
8 Breakdown of line 7:			
a			
b			
c			
d Excess from 2013			
e Excess from 2014			

Schedule A (Form 990 or 990-EZ) 2014

Part VI **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**

2010 AMOUNT: \$ 64,320.

2011 AMOUNT: \$ 59,494.

2012 AMOUNT: \$ 76,020.

2014 AMOUNT: \$ 11,254.

FUNDRAISING

2010 AMOUNT: \$ 98,750.

2011 AMOUNT: \$ 102,500.

2012 AMOUNT: \$ 112,500.

2013 AMOUNT: \$ 119,800.

2014 AMOUNT: \$ 148,550.

RAFFLE

2011 AMOUNT: \$ 17,200.

2012 AMOUNT: \$ 18,300.

2013 AMOUNT: \$ 11,800.

2014 AMOUNT: \$ 10,700.

FOOD SERVICE AND CONCESSIONS

2013 AMOUNT: \$ 399,781.

2014 AMOUNT: \$ 520,719.

Schedule B

(Form 990, 990-EZ, or 990-PF)

Department of the Treasury Internal Revenue Service

Schedule of Contributors

Attach to Form 990, Form 990-EZ, or Form 990-PF. Information about Schedule B (Form 990, 990-EZ, or 990-PF) and its instructions is at www.irs.gov/form990.

OMB No. 1545-0047

2014

Name of the organization

THE ADLER PLANETARIUM

Employer identification number

36-6210902

Organization type (check one):

Filers of:

Section:

Form 990 or 990-EZ

[X] 501(c)(3) (enter number) organization

[] 4947(a)(1) nonexempt charitable trust not treated as a private foundation

[] 527 political organization

Form 990-PF

[] 501(c)(3) exempt private foundation

[] 4947(a)(1) nonexempt charitable trust treated as a private foundation

[] 501(c)(3) taxable private foundation

Check if your organization is covered by the General Rule or a Special Rule.

Note. Only a section 501(c)(7), (8), or (10) organization can check boxes for both the General Rule and a Special Rule. See instructions.

General Rule

[] For an organization filing Form 990, 990-EZ, or 990-PF that received, during the year, contributions totaling \$5,000 or more (in money or property) from any one contributor. Complete Parts I and II. See instructions for determining a contributor's total contributions.

Special Rules

[X] For an organization described in section 501(c)(3) filing Form 990 or 990-EZ that met the 33 1/3% support test of the regulations under sections 509(a)(1) and 170(b)(1)(A)(vi), that checked Schedule A (Form 990 or 990-EZ), Part II, line 13, 16a, or 16b, and that received from any one contributor, during the year, total contributions of the greater of (1) \$5,000 or (2) 2% of the amount on (i) Form 990, Part VIII, line 1h, or (ii) Form 990-EZ, line 1. Complete Parts I and II.

[] For an organization described in section 501(c)(7), (8), or (10) filing Form 990 or 990-EZ that received from any one contributor, during the year, total contributions of more than \$1,000 exclusively for religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals. Complete Parts I, II, and III.

[] For an organization described in section 501(c)(7), (8), or (10) filing Form 990 or 990-EZ that received from any one contributor, during the year, contributions exclusively for religious, charitable, etc., purposes, but no such contributions totaled more than \$1,000. If this box is checked, enter here the total contributions that were received during the year for an exclusively religious, charitable, etc., purpose. Do not complete any of the parts unless the General Rule applies to this organization because it received nonexclusively religious, charitable, etc., contributions totaling \$5,000 or more during the year ... \$

Caution. An organization that is not covered by the General Rule and/or the Special Rules does not file Schedule B (Form 990, 990-EZ, or 990-PF), but it must answer "No" on Part IV, line 2, of its Form 990; or check the box on line H of its Form 990-EZ or on its Form 990-PF, Part I, line 2, to certify that it does not meet the filing requirements of Schedule B (Form 990, 990-EZ, or 990-PF).

LHA For Paperwork Reduction Act Notice, see the Instructions for Form 990, 990-EZ, or 990-PF. Schedule B (Form 990, 990-EZ, or 990-PF) (2014)

Name of organization THE ADLER PLANETARIUM	Employer identification number 36-6210902
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Part I Contributors (see instructions). Use duplicate copies of Part I if additional space is needed.

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
1	_____ _____ _____	\$ <u>1,025,000.</u>	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
2	_____ _____ _____	\$ <u>447,026.</u>	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
3	_____ _____ _____	\$ <u>430,000.</u>	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
4	_____ _____ _____	\$ <u>1,770,185.</u>	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
_____ _____ _____	_____ _____ _____	\$ _____	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
_____ _____ _____	_____ _____ _____	\$ _____	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)

Name of organization THE ADLER PLANETARIUM	Employer identification number 36-6210902
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Part II Noncash Property (see instructions). Use duplicate copies of Part II if additional space is needed.

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

Name of organization THE ADLER PLANETARIUM	Employer identification number 36-6210902
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Part III Exclusively religious, charitable, etc., contributions to organizations described in section 501(c)(7), (8), or (10) that total more than \$1,000 for the year from any one contributor. Complete columns (a) through (e) and the following line entry. For organizations completing Part III, enter the total of exclusively religious, charitable, etc., contributions of \$1,000 or less for the year. (Enter this info. once.) ▶ \$ _____
Use duplicate copies of Part III if additional space is needed.

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
(e) Transfer of gift			
Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee	
(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
(e) Transfer of gift			
Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee	
(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
(e) Transfer of gift			
Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee	
(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
(e) Transfer of gift			
Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee	

SCHEDULE C
(Form 990 or 990-EZ)

Political Campaign and Lobbying Activities

OMB No. 1545-0047

2014

Open to Public Inspection

Department of the Treasury
Internal Revenue Service

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.**

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

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) (see separate instructions) or Form 990-EZ, Part V, line 35c (Proxy Tax) (see separate instructions), then

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

Name of organization THE ADLER PLANETARIUM	Employer identification number 36-6210902
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Part I-A Complete if the organization is exempt under section 501(c) or is a section 527 organization.

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

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

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

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

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

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

For Paperwork Reduction Act Notice, see the Instructions for Form 990 or 990-EZ. Schedule C (Form 990 or 990-EZ) 2014

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10-21-14

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

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

Limits on Lobbying Expenditures (The term "expenditures" means amounts paid or incurred.)		(a) Filing organization's totals	(b) Affiliated group totals												
1a	Total lobbying expenditures to influence public opinion (grass roots lobbying)														
b	Total lobbying expenditures to influence a legislative body (direct lobbying)														
c	Total lobbying expenditures (add lines 1a and 1b)														
d	Other exempt purpose expenditures														
e	Total exempt purpose expenditures (add lines 1c and 1d)														
f	Lobbying nontaxable amount. Enter the amount from the following table in both columns.														
<table border="1" style="width: 100%;"> <thead> <tr> <th style="width: 50%;">If the amount on line 1e, column (a) or (b) is:</th> <th style="width: 50%;">The lobbying nontaxable amount is:</th> </tr> </thead> <tbody> <tr> <td>Not over \$500,000</td> <td>20% of the amount on line 1e.</td> </tr> <tr> <td>Over \$500,000 but not over \$1,000,000</td> <td>\$100,000 plus 15% of the excess over \$500,000.</td> </tr> <tr> <td>Over \$1,000,000 but not over \$1,500,000</td> <td>\$175,000 plus 10% of the excess over \$1,000,000.</td> </tr> <tr> <td>Over \$1,500,000 but not over \$17,000,000</td> <td>\$225,000 plus 5% of the excess over \$1,500,000.</td> </tr> <tr> <td>Over \$17,000,000</td> <td>\$1,000,000.</td> </tr> </tbody> </table>		If the amount on line 1e, column (a) or (b) is:	The lobbying nontaxable amount is:	Not over \$500,000	20% of the amount on line 1e.	Over \$500,000 but not over \$1,000,000	\$100,000 plus 15% of the excess over \$500,000.	Over \$1,000,000 but not over \$1,500,000	\$175,000 plus 10% of the excess over \$1,000,000.	Over \$1,500,000 but not over \$17,000,000	\$225,000 plus 5% of the excess over \$1,500,000.	Over \$17,000,000	\$1,000,000.		
If the amount on line 1e, column (a) or (b) is:	The lobbying nontaxable amount is:														
Not over \$500,000	20% of the amount on line 1e.														
Over \$500,000 but not over \$1,000,000	\$100,000 plus 15% of the excess over \$500,000.														
Over \$1,000,000 but not over \$1,500,000	\$175,000 plus 10% of the excess over \$1,000,000.														
Over \$1,500,000 but not over \$17,000,000	\$225,000 plus 5% of the excess over \$1,500,000.														
Over \$17,000,000	\$1,000,000.														
g	Grassroots nontaxable amount (enter 25% of line 1f)														
h	Subtract line 1g from line 1a. If zero or less, enter -0-														
i	Subtract line 1f from line 1c. If zero or less, enter -0-														
j	If there is an amount other than zero on either line 1h or line 1i, did the organization file Form 4720 reporting section 4911 tax for this year?	<input type="checkbox"/> Yes	<input type="checkbox"/> No												

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

Lobbying Expenditures During 4-Year Averaging Period					
Calendar year (or fiscal year beginning in)	(a) 2011	(b) 2012	(c) 2013	(d) 2014	(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				

Schedule C (Form 990 or 990-EZ) 2014

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		1,209.
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		13,810.
h Rallies, demonstrations, seminars, conventions, speeches, lectures, or any similar means?		X	
i Other activities?		X	
j Total. Add lines 1c through 1i			15,019.
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, lines 1 and 2 (see instructions); and Part II-B, line 1. Also, complete this part for any additional information.

PART II-B, LINE 1, LOBBYING ACTIVITIES:

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

2014
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 value of contributions to (during year)		
3 Aggregate value of 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.

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

<input type="checkbox"/> Preservation of land for public use (e.g., recreation or education)	<input type="checkbox"/> Preservation of a historically important land area
<input type="checkbox"/> Protection of natural habitat	<input type="checkbox"/> Preservation of a certified historic structure
<input type="checkbox"/> Preservation of open space	
- 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
- Number of conservation easements modified, transferred, released, extinguished, or terminated by the organization during the tax year ▶ _____
- Number of states where property subject to conservation easement is located ▶ _____
- Does the organization have a written policy regarding the periodic monitoring, inspection, handling of violations, and enforcement of the conservation easements it holds?
- Staff and volunteer hours devoted to monitoring, inspecting, and enforcing conservation easements during the year ▶ _____
- Amount of expenses incurred in monitoring, inspecting, and enforcing conservation easements during the year ▶ \$ _____
- 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)?
- 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.

- 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.
 - 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) Revenue included in Form 990, Part VIII, line 1	▶ \$ _____
(ii) Assets included in Form 990, Part X	▶ \$ _____
- 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 Revenue 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, for escrow or custodial account liability? 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	4,364,849.	3,929,191.	3,560,572.	3,590,889.	2,907,568.
b Contributions		78,035.	10,000.		500,000.
c Net investment earnings, gains, and losses	22,654.	548,268.	386,607.	-28,226.	279,901.
d Grants or scholarships					
e Other expenditures for facilities and programs	199,644.	190,645.	27,988.	2,091.	96,580.
f Administrative expenses					
g End of year balance	4,187,859.	4,364,849.	3,929,191.	3,560,572.	3,590,889.

- 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 83.50 %
 - c Temporarily restricted endowment 16.50 %
- The percentages in lines 2a, 2b, and 2c should equal 100%.
- 3a Are there endowment funds not in the possession of the organization that are held and administered for the organization by:
- | | Yes | No |
|---|-----|----|
| (i) unrelated organizations | X | |
| (ii) related organizations | | X |
| b If "Yes" to 3a(ii), are the related organizations listed as required on Schedule R? | | |
- 4 Describe in Part XIII the intended uses of the organization's endowment funds.

Part VI Land, Buildings, and Equipment.

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.	19,163,231.	22,686,768.
c Leasehold improvements		3,367,853.	1,895,384.	1,472,469.
d Equipment		3,846,182.	2,393,365.	1,452,817.
e Other		21,121,191.	14,879,772.	6,241,419.
Total. Add lines 1a through 1e. (Column (d) must equal Form 990, Part X, column (B), line 10c.)				31,853,473.

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	4,313,508.
(4) RETIREMENT ANNUITY DUE TO FORMER	
(5) OFFICER BENEFICIARY	56,146.
(6) INTEREST RATE SWAP	158,717.
(7) CAPITAL LEASE OBLIGATIONS	218,140.
(8)	
(9)	
Total. (Column (b) must equal Form 990, Part X, col. (B) line 25.) ▶	4,746,511.

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	18,683,990.
2	Amounts included on line 1 but not on Form 990, Part VIII, line 12:			
a	Net unrealized gains (losses) on investments	2a		
b	Donated services and use of facilities	2b	532,705.	
c	Recoveries of prior year grants	2c		
d	Other (Describe in Part XIII.)	2d	530,017.	
e	Add lines 2a through 2d	2e		1,062,722.
3	Subtract line 2e from line 1	3		17,621,268.
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	66,306.	
b	Other (Describe in Part XIII.)	4b	75,485.	
c	Add lines 4a and 4b	4c		141,791.
5	Total revenue. Add lines 3 and 4c. (This must equal Form 990, Part I, line 12.)	5		17,763,059.

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	21,291,736.
2	Amounts included on line 1 but not on Form 990, Part IX, line 25:			
a	Donated services and use of facilities	2a	532,705.	
b	Prior year adjustments	2b		
c	Other losses	2c		
d	Other (Describe in Part XIII.)	2d	1,476,147.	
e	Add lines 2a through 2d	2e		2,008,852.
3	Subtract line 2e from line 1	3		19,282,884.
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	66,306.	
b	Other (Describe in Part XIII.)	4b	75,485.	
c	Add lines 4a and 4b	4c		141,791.
5	Total expenses. Add lines 3 and 4c. (This must equal Form 990, Part I, line 18.)	5		19,424,675.

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:

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 YEARS ENDED JUNE 30, 2015 AND 2014. 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 PROCEEDS FROM THEIR SALES TO BE USED TO ACQUIRE OTHER ITEMS FOR COLLECTIONS.

Part XIII Supplemental Information (continued)

PART III, LINE 4:

FROM ITS INCEPTION, THE ADLER PLANETARIUM 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 OVER 1,800 THREE-DIMENSIONAL ARTIFACTS DATING FROM THE 12TH THROUGH THE 20TH CENTURIES, RANGING FROM MEDIEVAL ASTROLABES AND ARMILLARY SPHERES TO SUNDIALS, PLANETARIA, AND TELESCOPES FROM THE SCIENTIFIC REVOLUTION TO MODERN INSTRUMENTS FOR CELESTIAL NAVIGATION. THE RARE BOOK COLLECTION (NUMBERING ABOUT 2,400) AND WORKS ON PAPER COLLECTION (OVER 750 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:

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 PURCHASING POWER OF THE ENDOWMENT ASSETS.

PART X, LINE 2:

Part XIII Supplemental Information (continued)

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 2012.

PART XI, LINE 2D - OTHER ADJUSTMENTS:

FUNDRAISING EVENT DIRECT EXPENSES	493,362.
UNREALIZED GAIN ON INTEREST RATE SWAP	36,655.
TOTAL TO SCHEDULE D, PART XI, LINE 2D	530,017.

PART XI, LINE 4B - OTHER ADJUSTMENTS:

REALIZED GAIN ON SALES OF SECURITIES	75,485.
--------------------------------------	---------

PART XII, LINE 2D - OTHER ADJUSTMENTS:

CHANGE IN VALUE OF DEFINED BENEFIT PENSION PLAN	359,716.
FUNDRAISING EVENT DIRECT EXPENSES	493,362.
UNREALIZED LOSS ON INVESTMENTS	623,069.

Part XIII Supplemental Information *(continued)*

TOTAL TO SCHEDULE D, PART XII, LINE 2D 1,476,147.

PART XII, LINE 4B - OTHER ADJUSTMENTS:

REALIZED GAIN ON SALES OF SECURITIES 75,485.

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)	1 (total number)		
Revenue	1	Gross receipts	1,616,263.	185,918.	129,750.	1,931,931.
	2	Less: Contributions	1,525,813.	166,068.	91,500.	1,783,381.
	3	Gross income (line 1 minus line 2)	90,450.	19,850.	38,250.	148,550.
Direct Expenses	4	Cash prizes				
	5	Noncash prizes				
	6	Rent/facility costs				
	7	Food and beverages				
	8	Entertainment				
	9	Other direct expenses	381,697.	49,286.	62,379.	493,362.
	10	Direct expense summary. Add lines 4 through 9 in column (d)				493,362.
11	Net income summary. Subtract line 10 from line 3, column (d)				-344,812.	

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

		(a) Bingo	(b) Pull tabs/instant bingo/progressive bingo	(c) Other gaming	(d) Total gaming (add col. (a) through col. (c))
Revenue	1	Gross revenue			
Direct Expenses	2	Cash prizes			
	3	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 conducts gaming activities: _____

a Is the organization licensed to conduct 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: _____

**SCHEDULE J
(Form 990)**

Compensation Information

OMB No. 1545-0047

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

2014

▶ Complete if the organization answered "Yes" on Form 990, Part IV, line 23.

▶ Attach to Form 990.

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

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.

- | | |
|--|---|
| <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) |

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

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?

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.

- | | |
|--|---|
| <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 |

4 During the year, did any person listed in Form 990, Part VII, Section A, line 1a, with respect to the filing organization or a related organization:

- a** Receive a severance payment or change-of-control payment?
- b** Participate in, or receive payment from, a supplemental nonqualified retirement plan?
- c** Participate in, or receive payment from, an equity-based compensation arrangement?
- If "Yes" to any of lines 4a-c, list the persons and provide the applicable amounts for each item in Part III.

Only section 501(c)(3), 501(c)(4), and 501(c)(29) organizations must complete lines 5-9.

5 For persons listed in Form 990, Part VII, Section A, line 1a, did the organization pay or accrue any compensation contingent on the revenues of:

- a** The organization?
- b** Any related organization?
- If "Yes" to line 5a or 5b, describe in Part III.

6 For persons listed in Form 990, Part VII, Section A, line 1a, did the organization pay or accrue any compensation contingent on the net earnings of:

- a** The organization?
- b** Any related organization?
- If "Yes" to line 6a or 6b, describe in Part III.

7 For persons listed in Form 990, Part VII, Section A, line 1a, did the organization provide any non-fixed payments not described in lines 5 and 6? If "Yes," describe in Part III

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

9 If "Yes" to line 8, did the organization also follow the rebuttable presumption procedure described in Regulations section 53.4958-6(c)?

	Yes	No
1b	X	
2	X	
4a	X	
4b		X
4c		X
5a		X
5b		X
6a		X
6b		X
7	X	
8	X	
9	X	

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

Schedule J (Form 990) 2014

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 in column (B) 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)	299,040.	45,000.	41,798.	8,750.	1,518.	396,106.	0.
	(ii)	0.	0.	0.	0.	0.	0.	0.
(2) JAN PROMER EXECUTIVE VP AND COO THROUGH 10/14	(i)	203,875.	1,000.	66,893.	5,507.	6,556.	283,831.	0.
	(ii)	0.	0.	0.	0.	0.	0.	0.
(3) MARCIA HEUSER VP - FINANCE AND ADMINISTRATION/CFO	(i)	130,042.	1,000.	49.	4,176.	18,261.	153,528.	0.
	(ii)	0.	0.	0.	0.	0.	0.	0.
(4) GINEVRA RANNEY VICE PRESIDENT	(i)	123,360.	1,000.	0.	4,502.	21,446.	150,308.	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:

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 4A:

JAN PROMER, EXECUTIVE VP AND COO, RECEIVED SEVERANCE PAYMENT OF \$66,893 UPON HER DEPARTURE FROM THE ORGANIZATION.

PART I, LINE 7:

BONUSES WERE PAID TO CERTAIN PERSONS LISTED IN PART VII 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:

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

SCHEDULE L
(Form 990 or 990-EZ)

Transactions With Interested Persons

OMB No. 1545-0047

2014

Open To Public Inspection

Department of the Treasury
Internal Revenue Service

▶ **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.**
▶ **Information about Schedule L (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 Excess Benefit Transactions (section 501(c)(3), section 501(c)(4), and 501(c)(29) 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.	120,654.		X	X		X	
Total						▶ \$ 120,654.						

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 CITIZ	TRUSTEE MARC PAULHU	591,776.	CORPORATE C		X
RBS ASSET FINANCE	TRUSTEE MARC PAULHU	577,444.	OPERATING L		X
PNC BANK/PNC CAPITAL MARKE	TRUSTEE SCOTT SWANS	419,742.	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 MARC PAULHUS IS PRESIDENT OF CHARTER ONE BANK & RBS CITIZENS

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

2014

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	10	110,786.	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 ▶ (FOOD - EVENTS)	X	13	69,500.	FAIR MARKET VALUE
26 Other ▶ (SOFTWARE)	X	2	48,163.	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 through 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) (2014)

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.

Multiple horizontal lines 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

2014

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:

DAILY VISITORS TO THE ADLER CAN ENJOY MYRIAD OPPORTUNITIES TO LEARN

ABOUT SPACE SCIENCE VIA OUR ASTRONOMERS AND FACILITATORS, EXHIBITS,

IMMERSIVE SKY SHOWS OR TELESCOPE OBSERVING ON OUR TERRACE OR THROUGH

OUR DOANE OBSERVATORY. FOR YOUNGER GUESTS, PLANET EXPLORERS ALLOWS

THEM TO EXPERIENCE WHAT IT'S LIKE TO BLAST OFF IN A ROCKET, SLEEP IN A

SPACE BED AND CONDUCT SCIENCE EXPERIMENTS. THE MUSEUM'S SUMMER CAMPS,

FOR KIDS AGES 3-17, PROVIDE AN EXTENDED LEARNING OPPORTUNITY AS DOES

ITS POPULAR ASTRO-OVERNIGHTS PROGRAM, WHICH ENGAGE YOUNG PEOPLE AND

FAMILIES ALIKE IN AFTER-HOURS EXPLORATION.

THE ADLER SUPPORTS SCHOOL GROUPS AND ENHANCED EDUCATION FROM SKY SHOWS

TO FIELD TRIP GUIDES, TO INTERACTIVE SOFTWARE EXPERIENCES. TEACHERS AND

ADMINISTRATORS ENROLL IN THE ADLER'S RESPECTED PROFESSIONAL DEVELOPMENT

PROGRAMS AND ARE ENCOURAGED TO BORROW CURRICULUM-RELATED SCIENCE KITS

AND FIELD TRIP SUPPORT MATERIALS TO AMPLIFY THE EXPERIENCE FOR THEIR

STUDENTS. THE ADLER IS A NATIONAL LEADER IN SCIENCE EDUCATION AND

SPONSORS PUBLIC SYMPOSIA AND LECTURES, WHICH ARE ALSO SHARED WITH A

ROBUST COMMUNITY OF ONLINE SUPPORTERS THROUGH THE ADLER'S WEBSITE,

WWW.ADLERPLANETARIUM.ORG, AND VARIOUS SOCIAL MEDIA CHANNELS. THE ADLER

PLANETARIUM IS ALSO A FOUNDING PARTNER OF THE CITIZEN SCIENCE ALLIANCE

AND ZONIVERSE.ORG, AN ON-LINE GLOBAL INITIATIVE THAT HAS ENGAGED

ALMOST 1,400,000 PEOPLE IN FRONTIER SCIENCE.

AMONG PLANETARIA WORLDWIDE, THE ADLER HAS TAKEN THE LEAD IN

ESTABLISHING AN ASTRONOMY AND ASTROPHYSICS RESEARCH GROUP IN A MUSEUM

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

Schedule O (Form 990 or 990-EZ) (2014)

432211
08-27-14

Name of the organization THE ADLER PLANETARIUM	Employer identification number 36-6210902
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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 EXPERTISE IN FOUR AREAS: STAR FORMATION, GAMMA RAY OBSERVATIONS, ASTEROID CHARACTERIZATION AND ASTROPHYSICAL DATA MINING.

WHEN MAX ADLER FOUNDED THE ADLER PLANETARIUM IN MAY OF 1930, HE RECOGNIZED THE IMPORTANCE OF ESTABLISHING A COLLECTION OF ASTRONOMICAL ARTIFACTS TO TELL THE HISTORY OF HUMANITY'S EXPLORATION OF THE UNIVERSE. AT THE TIME, MR. ADLER 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, TODAY, THE ADLER COLLECTIONS CONTAIN OVER 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 IN EXHIBITS MUSEUM-WIDE. THE WEBSTER INSTITUTE IS CURRENTLY IMPLEMENTING ITS COLLECTIONS ACCESS INITIATIVE. A LARGE NUMBER OF DIGITIZED ITEMS HAVE BEEN MADE AVAILABLE ON THE DIGITAL COLLECTIONS CATALOG, WHICH CONSTITUTES AN IMPORTANT RESEARCH TOOL FOR SCHOLARS AND GRADUATE STUDENTS ALIKE.

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

AN "EXECUTIVE COMMITTEE" CONSISTING OF THE CHAIR, VICE CHAIRS, TREASURER, SECRETARY, PRESIDENT AND CEO, AND SIX (6) ADDITIONAL TRUSTEES (ONE OF WHICH

Name of the organization THE ADLER PLANETARIUM	Employer identification number 36-6210902
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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 A, LINE 2:

CHRISTOPHER CURTIS, BOARD MEMBER, AND JOHN W. ESTEY, BOARD-EXECUTIVE COMMITTEE MEMBER SHARE A BUSINESS RELATIONSHIP.

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

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 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:

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

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

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

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**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:
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	-359,716.
UNREALIZED LOSS ON INTEREST RATE SWAP	36,655.
TOTAL TO FORM 990, PART XI, LINE 9	-323,061.