

Form **990**

Return of Organization Exempt From Income Tax

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

2012

Open to Public Inspection

Department of the Treasury
Internal Revenue Service

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

A For the 2012 calendar year, or tax year beginning and ending

B Check if applicable: <input type="checkbox"/> Address change <input type="checkbox"/> Name change <input type="checkbox"/> Initial return <input type="checkbox"/> Terminated <input type="checkbox"/> Amended return <input type="checkbox"/> Application pending	C Name of organization FIELD MUSEUM OF NATURAL HISTORY		D Employer identification number 36-2167011
	Doing Business As		E Telephone number (312) 922-9410
	Number and street (or P.O. box if mail is not delivered to street address) Room/suite 1400 SOUTH LAKE SHORE DRIVE	G Gross receipts \$ 108,743,987.	
	City, town, or post office, state, and ZIP code CHICAGO, IL 60605-2496		H(a) Is this a group return for affiliates? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No H(b) Are all affiliates included? <input type="checkbox"/> Yes <input type="checkbox"/> No If "No," attach a list. (see instructions) H(c) Group exemption number ▶
F Name and address of principal officer: RICHARD W. LARIVIERE SAME AS C ABOVE		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.FIELDMUSEUM.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: 1893 M State of legal domicile: IL	

Part I Summary

Activities & Governance	1 Briefly describe the organization's mission or most significant activities: THE MUSEUM IS AN INDEPENDENT CENTER OF LEARNING THAT ENGAGES IN RESEARCH AND PUBLIC EDUCATION.		
	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	82
	4 Number of independent voting members of the governing body (Part VI, line 1b)	4	73
	5 Total number of individuals employed in calendar year 2012 (Part V, line 2a)	5	742
	6 Total number of volunteers (estimate if necessary)	6	534
	7a Total unrelated business revenue from Part VIII, column (C), line 12	7a	4,021,146.
b Net unrelated business taxable income from Form 990-T, line 34	7b	705,088.	
Revenue	8 Contributions and grants (Part VIII, line 1h)	Prior Year	Current Year
	9 Program service revenue (Part VIII, line 2g)	39,965,721.	37,980,639.
	10 Investment income (Part VIII, column (A), lines 3, 4, and 7d)	22,649,046.	23,595,095.
	11 Other revenue (Part VIII, column (A), lines 5, 6d, 8c, 9c, 10c, and 11e)	11,563,245.	9,936,690.
	12 Total revenue - add lines 8 through 11 (must equal Part VIII, column (A), line 12)	3,304,557.	2,842,542.
Expenses	13 Grants and similar amounts paid (Part IX, column (A), lines 1-3)	77,482,569.	74,354,966.
	14 Benefits paid to or for members (Part IX, column (A), line 4)	426,368.	698,866.
	15 Salaries, other compensation, employee benefits (Part IX, column (A), lines 5-10)	0.	0.
	16a Professional fundraising fees (Part IX, column (A), line 11e)	29,415,604.	29,868,981.
	b Total fundraising expenses (Part IX, column (D), line 25) ▶ 4,029,327.	89,139.	61,916.
	17 Other expenses (Part IX, column (A), lines 11a-11d, 11f-24e)	45,625,902.	44,554,211.
	18 Total expenses. Add lines 13-17 (must equal Part IX, column (A), line 25)	75,557,013.	75,183,974.
19 Revenue less expenses. Subtract line 18 from line 12	1,925,556.	-829,008.	
Net Assets or Fund Balances	20 Total assets (Part X, line 16)	Beginning of Current Year	End of Year
	21 Total liabilities (Part X, line 26)	566,734,888.	594,427,236.
	22 Net assets or fund balances. Subtract line 21 from line 20	227,533,352.	230,547,218.
		339,201,536.	363,880,018.

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			
	J.W. CROFT, EXECUTIVE VICE PRESIDENT				
Paid Preparer Use Only	Print/Type preparer's name LU ANN TRAPP	Preparer's signature LU ANN TRAPP	Date 11/07/13	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 to any question in this Part III [X]

1 Briefly describe the organization's mission: THE FIELD MUSEUM IS AN EDUCATIONAL INSTITUTION CONCERNED WITH THE DIVERSITY AND RELATIONSHIPS IN NATURE AND AMONG CULTURES. IT PROVIDES COLLECTION-BASED RESEARCH AND LEARNING FOR GREATER PUBLIC UNDERSTANDING AND APPRECIATION OF THE WORLD IN WHICH WE LIVE. ITS

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 \$ 27,276,153. including grants of \$ 692,635.) (Revenue \$) RESEARCH AND COLLECTIONS: THE MUSEUM'S COLLECTIONS ARE THE ESSENCE OF THE MUSEUM. THEY TRACE THE HISTORY OF THE EARTH FROM ITS FORMATION THROUGH THE EVOLUTIONARY WAVES OF PLANT AND ANIMAL LIFE TO THE DEVELOPMENT AND EXPRESSION OF DIVERSE HUMAN CULTURES. THE COLLECTIONS AMOUNT TO OVER 24,000,000 NATURAL OBJECTS AND MAN-MADE ARTIFACTS SPANNING THE MUSEUM'S FOUR DISCIPLINES - ANTHROPOLOGY, BOTANY, GEOLOGY, AND ZOOLOGY

4b (Code:) (Expenses \$ 12,810,265. including grants of \$ 6,231.) (Revenue \$ 13,185,359.) PUBLIC PROGRAMS: THE MUSEUM DEVOTES MORE THAN HALF OF ITS TOTAL 1,300,000 SQUARE FEET OF SPACE TO EXHIBITIONS AND OTHER PUBLIC PROGRAMS.

4c (Code:) (Expenses \$ 7,103,410. including grants of \$) (Revenue \$) MUSEUM SERVICES: MUSEUM SERVICES PROVIDE SUPPORT AND MAINTENANCE FOR THE PUBLIC PROGRAMS.

4d Other program services (Describe in Schedule O.) (Expenses \$ 16,691,391. including grants of \$) (Revenue \$ 10,092,063.)

4e Total program service expenses 63,881,219.

Part IV Checklist of Required Schedules

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

Part IV Checklist of Required Schedules (continued)

	Yes	No
21 Did the organization report more than \$5,000 of grants and other assistance to any government or organization in the United States on Part IX, column (A), line 1? <i>If "Yes," complete Schedule I, Parts I and II</i>	X	
22 Did the organization report more than \$5,000 of grants and other assistance to individuals in the United States on Part IX, column (A), line 2? <i>If "Yes," complete Schedule I, Parts I and III</i>	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 25</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) and 501(c)(4) organizations. Did the organization engage in an excess benefit transaction with a disqualified person during the year? <i>If "Yes," complete Schedule L, Part I</i>		X
b Is the organization aware that it engaged in an excess benefit transaction with a disqualified person in a prior year, and that the transaction has not been reported on any of the organization's prior Forms 990 or 990-EZ? <i>If "Yes," complete Schedule L, Part I</i>		X
26 Was a loan to or by a current or former officer, director, trustee, key employee, highest compensated employee, or disqualified person outstanding as of the end of the organization's tax year? <i>If "Yes," complete Schedule L, Part II</i>		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?	X	

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

Part V Statements Regarding Other IRS Filings and Tax Compliance

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

Input box for Schedule O response

Main table with columns for question ID, question text, and Yes/No columns. Includes rows 1a-14b with various tax-related questions and numerical inputs.

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 to any question in this Part VI [X]

Section A. Governing Body and Management

Table with 3 columns: Question, Yes, No. Rows include: 1a (82), 1b (73), 2 (X), 3 (X), 4 (X), 5 (X), 6 (X), 7a (X), 7b (X), 8a (X), 8b (X), 9 (X).

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

Table with 3 columns: Question, Yes, No. Rows include: 10a (X), 10b, 11a (X), 11b, 12a (X), 12b (X), 12c (X), 13 (X), 14 (X), 15a (X), 15b (X), 16a (X), 16b.

Section C. Disclosure

- 17 List the states with which a copy of this Form 990 is required to be filed: AL, AK, AZ, CA, CO, CT, GA, IN, IL, KS, KY, ME
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.
19 Describe in Schedule O whether (and if so, how), the organization made its governing documents, conflict of interest policy, and financial statements available to the public during the tax year.
20 State the name, physical address, and telephone number of the person who possesses the books and records of the organization: J.W. CROFT - 312-665-7240
1400 S. LAKESHORE DRIVE, CHICAGO, IL 60605-2496

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

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

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) NORMAN R. BOBINS VICE CHAIRMAN, EXTERNAL AFFAIRS	3.00 0.00	X		X				0.	0.	0.
(2) JOHN A. CANNING JR. IMMEDIATE PAST CHAIRMAN	3.00 0.00	X		X				0.	0.	0.
(3) DR. RICHARD A. CHAIFETZ VICE CHAIRMAN, PENSION	3.00 0.00	X		X				0.	0.	0.
(4) MICHAEL W. FERRO JR. VICE CHAIRMAN, GOVERNANCE	3.00 0.00	X		X				0.	0.	0.
(5) JAMES S. FRANK VICE CHAIRMAN, FACILITIES	3.00 0.00	X		X				0.	0.	0.
(6) MARSHALL B. FRONT VICE CHAIRMAN, INVESTMENT	3.00 0.00	X		X				0.	0.	0.
(7) WILBUR H. GANTZ III VICE CHAIRMAN, SCIENCE	3.00 0.00	X		X				0.	0.	0.
(8) WILLIAM C. KUNKLER III VICE CHAIRMAN, DEVELOPMENT	3.00 0.00	X		X				0.	0.	0.
(9) BOBBY MEHTA VICE CHAIRMAN, PUBLIC PROGRAMS	3.00 0.00	X		X				0.	0.	0.
(10) JAMES J. O'CONNOR JR. VICE CHAIRMAN, TECHNOLOGY	3.00 0.00	X		X				0.	0.	0.
(11) PETER B. POND VICE CHAIRMAN, FINANCE	3.00 0.00	X		X				0.	0.	0.
(12) J.B. PRITZKER VICE CHAIRMAN, BUDGET	3.00 0.00	X		X				0.	0.	0.
(13) JOHN W. ROWE CHAIRMAN OF THE BOARD	3.00 0.00	X		X				0.	0.	0.
(14) NYDIA SEARLE SECRETARY	3.00 0.00	X		X				0.	0.	0.
(15) KELLY R. WELSH VICE CHAIRMAN, AUDIT	3.00 0.00	X		X				0.	0.	0.
(16) LINDA S. WOLF VICE CHAIRMAN, MARKETING	3.00 0.00	X		X				0.	0.	0.
(17) RICHARD W. LARIVIERE PRESIDENT & CEO (SEE SCHED O)	35.00 0.00	X		X				326,842.	0.	8,777.

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) JOHN W. MCCARTER JR. PRES & CEO/PRES EMERITUS(SEE SCHED O	35.00 1.00	X		X				540,734.	0.	34,587.
(19) WENDY M. ABRAMS BOARD MEMBER	1.00 0.00	X						0.	0.	0.
(20) JAMES L. ALEXANDER BOARD MEMBER	1.00 0.00	X						0.	0.	0.
(21) ANTHONY K. ANDERSON BOARD MEMBER	1.00 0.00	X						0.	0.	0.
(22) SUSAN M. BENTON BOARD MEMBER	1.00 0.00	X						0.	0.	0.
(23) TOM BERNARDIN BOARD MEMBER	1.00 0.00	X						0.	0.	0.
(24) HOWARD B. BERNICK BOARD MEMBER	1.00 0.00	X						0.	0.	0.
(25) JEAN-CLAUDE BRIZARD BOARD MEMBER	1.00 0.00	X						0.	0.	0.
(26) JOHN L. BUCKSBAUM BOARD MEMBER	1.00 0.00	X						0.	0.	0.
1b Sub-total								867,576.	0.	43,364.
c Total from continuation sheets to Part VII, Section A								1,592,694.	0.	149,946.
d Total (add lines 1b and 1c)								2,460,270.	0.	193,310.

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 **24**

	Yes	No
3 Did the organization list any former officer, director, or trustee, key employee, or highest compensated employee on line 1a? If "Yes," complete Schedule J for such individual	3	X
4 For any individual listed on line 1a, is the sum of reportable compensation and other compensation from the organization and related organizations greater than \$150,000? If "Yes," complete Schedule J for such individual	4	X
5 Did any person listed on line 1a receive or accrue compensation from any unrelated organization or individual for services rendered to the organization? If "Yes," complete Schedule J for such person	5	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
PATH CONSTRUCTION COMPANY INC, 3550 WEST SALT CREEK LANE, ARLINGTON, IL 60005	CONSTRUCTION	2,702,946.
OMD USA LLC PO BOX 533202, CHARLOTTE, NC 28290	ADVERTISING	1,445,223.
SUPERIOR MECHANICAL SYSTEMS 7515 SANTA FE DRIVE, HODGKINS, IL 60525	CONSTRUCTION	1,192,572.
CATH ASSOCIATES INC 2401 MAIN STREET, EVANSTON, IL 60202	CONSTRUCTION	911,975.
DDB PO BOX 92244, CHICAGO, IL 60675	ADVERTISING	593,985.

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 **33**

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) GREGORY C. CASE BOARD MEMBER	1.00 0.00	X						0.	0.	0.
(28) RICHARD W. COLBURN BOARD MEMBER	1.00 0.00	X						0.	0.	0.
(29) KENNETH W. COQUILLETTE BOARD MEMBER	1.00 0.00	X						0.	0.	0.
(30) ROBERT W. CRAWFORD JR. BOARD MEMBER	1.00 0.00	X						0.	0.	0.
(31) LOUIS T. DELGADO BOARD MEMBER	1.00 0.00	X						0.	0.	0.
(32) ROGER K. DEROMEDI BOARD MEMBER	1.00 0.00	X						0.	0.	0.
(33) RICHARD ELDEN BOARD MEMBER	1.00 0.00	X						0.	0.	0.
(34) JAMEE C. FIELD BOARD MEMBER	1.00 0.00	X						0.	0.	0.
(35) MARSHALL FIELD BOARD MEMBER	1.00 0.00	X						0.	0.	0.
(36) JANICE L. FIELDS BOARD MEMBER	1.00 0.00	X						0.	0.	0.
(37) MICHAEL E. FLANNERY BOARD MEMBER	1.00 0.00	X						0.	0.	0.
(38) J. ERIK FYRWALD BOARD MEMBER	1.00 0.00	X						0.	0.	0.
(39) RONALD J. GIDWITZ BOARD MEMBER	1.00 0.00	X						0.	0.	0.
(40) RUTH ANN M. GILLIS BOARD MEMBER	1.00 0.00	X						0.	0.	0.
(41) SUE LING GIN BOARD MEMBER	1.00 0.00	X						0.	0.	0.
(42) ROBERT H. GORDON BOARD MEMBER	1.00 0.00	X						0.	0.	0.
(43) ANTONIO J. GRACIAS BOARD MEMBER	1.00 0.00	X						0.	0.	0.
(44) JACK M. GREENBERG BOARD MEMBER	1.00 0.00	X						0.	0.	0.
(45) JUDY GREFFIN BOARD MEMBER	1.00 0.00	X						0.	0.	0.
(46) LEWIS S. GRUBER 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)

(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) ADNAN HAMID BOARD MEMBER	1.00 0.00	X						0.	0.	0.
(48) DAVID G. HERRO BOARD MEMBER	1.00 0.00	X						0.	0.	0.
(49) DAVID D. HILLER BOARD MEMBER	1.00 0.00	X						0.	0.	0.
(50) MELLODY L. HOBSON BOARD MEMBER	1.00 0.00	X						0.	0.	0.
(51) TODD KAPLAN BOARD MEMBER	1.00 0.00	X						0.	0.	0.
(52) BRYANT L. KEIL BOARD MEMBER	1.00 0.00	X						0.	0.	0.
(53) MICHAEL L. KEISER BOARD MEMBER	1.00 0.00	X						0.	0.	0.
(54) CONSTANCE T. KELLER BOARD MEMBER	1.00 0.00	X						0.	0.	0.
(55) RICHARD L. KEYSER BOARD MEMBER	1.00 0.00	X						0.	0.	0.
(56) RANDOLPH R. KURTZ BOARD MEMBER	1.00 0.00	X						0.	0.	0.
(57) DIANE VON SCHLEGELL LEVY BOARD MEMBER	1.00 0.00	X						0.	0.	0.
(58) TIMOTHY J. MCCARTY BOARD MEMBER	1.00 0.00	X						0.	0.	0.
(59) W. JAMES MCNERNEY JR. BOARD MEMBER	1.00 0.00	X						0.	0.	0.
(60) CLARE MUNANA BOARD MEMBER	1.00 0.00	X						0.	0.	0.
(61) NEIL S. NOVICH BOARD MEMBER	1.00 0.00	X						0.	0.	0.
(62) DAVID C. PARRY BOARD MEMBER	1.00 0.00	X						0.	0.	0.
(63) AURIE A. PENNICK BOARD MEMBER	1.00 0.00	X						0.	0.	0.
(64) M. JUDE REYES BOARD MEMBER	1.00 0.00	X						0.	0.	0.
(65) LARRY D. RICHMAN BOARD MEMBER	1.00 0.00	X						0.	0.	0.
(66) THOMAS S. RICKETTS 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)

(A) Name and title	(B) Average hours per week (list any hours for related organizations below line)	(C) Position (check all that apply)						(D) Reportable compensation from the organization (W-2/1099-MISC)	(E) Reportable compensation from related organizations (W-2/1099-MISC)	(F) Estimated amount of other compensation from the organization and related organizations
		Individual trustee or director	Institutional trustee	Officer	Key employee	Highest compensated employee	Former			
(67) PATRICK G. RYAN JR. BOARD MEMBER	1.00 0.00	X						0.	0.	0.
(68) MICHAEL J. SACKS BOARD MEMBER	1.00 0.00	X						0.	0.	0.
(69) JAI SHEKHAWAT BOARD MEMBER	1.00 0.00	X						0.	0.	0.
(70) ALEJANDRO SILVA BOARD MEMBER	1.00 0.00	X						0.	0.	0.
(71) ADELE S. SIMMONS BOARD MEMBER	1.00 0.00	X						0.	0.	0.
(72) MATTHEW K. SIMON BOARD MEMBER	1.00 0.00	X						0.	0.	0.
(73) MAUREEN DWYER SMITH BOARD MEMBER	1.00 0.00	X						0.	0.	0.
(74) MICHAEL TANG BOARD MEMBER	1.00 0.00	X						0.	0.	0.
(75) MARK TEBBE BOARD MEMBER	1.00 0.00	X						0.	0.	0.
(76) GLENN F. TILTON BOARD MEMBER	1.00 0.00	X						0.	0.	0.
(77) DAVID M. TOLMIE BOARD MEMBER	1.00 0.00	X						0.	0.	0.
(78) EVERETT S. WARD BOARD MEMBER	1.00 0.00	X						0.	0.	0.
(79) LAURA S. WASHINGTON BOARD MEMBER	1.00 0.00	X						0.	0.	0.
(80) GREGORY D. WASSON BOARD MEMBER	1.00 0.00	X						0.	0.	0.
(81) MILES D. WHITE BOARD MEMBER	1.00 0.00	X						0.	0.	0.
(82) W. ROCKWELL WIRTZ BOARD MEMBER	1.00 0.00	X						0.	0.	0.
(83) PATRICK WOOD-PRINCE BOARD MEMBER	1.00 0.00	X						0.	0.	0.
(84) J.W. CROFT EXECUTIVE VICE PRESIDENT	35.00 1.00			X				300,148.	0.	28,304.
(85) R. L. GRANDE SR VP COLLECTIONS & RESEARCH	35.00 0.00				X			201,812.	0.	22,459.
(86) LAURA SADLER SENIOR VP, PUBLIC MUSEUM	35.00 0.00				X			192,964.	0.	17,480.
Total to Part VII, Section A, line 1c										

Part VIII Statement of Revenue

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

		(A)	(B)	(C)	(D)	
		Total revenue	Related or exempt function revenue	Unrelated business revenue	Revenue excluded from tax under sections 512, 513, or 514	
Contributions, Gifts, Grants and Other Similar Amounts	1 a Federated campaigns	1a				
	b Membership dues	1b				
	c Fundraising events	1c 1,241,623.				
	d Related organizations	1d				
	e Government grants (contributions)	1e 11,360,648.				
	f All other contributions, gifts, grants, and similar amounts not included above	1f 25,378,368.				
	g Noncash contributions included in lines 1a-1f: \$	3,348,907.				
	h Total. Add lines 1a-1f	37,980,639.				
	Program Service Revenue	2 a ADMISSIONS		Business Code 900099	11,103,453.	11,103,453.
b EVENT INCOME		900099	3,595,784.	312,533.	3,283,251.	
c MEMBERSHIP DUES		900099	3,112,043.	3,112,043.		
d TRAVELING EXHIBITS		900099	2,081,906.	2,081,906.		
e 3D THEATER TICKET SALES		900099	1,122,833.	1,122,833.		
f All other program service revenue		900099	2,579,076.	2,579,076.		
g Total. Add lines 2a-2f			23,595,095.			
Other Revenue		3 Investment income (including dividends, interest, and other similar amounts)			4,252,737.	77,648.
	4 Income from investment of tax-exempt bond proceeds					
	5 Royalties			414,419.		414,419.
	6 a	Gross rents	(i) Real 40,000.			
		Less: rental expenses	(ii) Personal 0.			
		Rental income or (loss)	40,000.			
		d Net rental income or (loss)		40,000.		40,000.
	7 a	Gross amount from sales of assets other than inventory	(i) Securities 37,616,195.			
		Less: cost or other basis and sales expenses	(ii) Other 31,932,242.			
		Gain or (loss)	5,683,953.			
		d Net gain or (loss)		5,683,953.		5,683,953.
	8 a	Gross income from fundraising events (not including \$ 1,241,623. of contributions reported on line 1c). See Part IV, line 18	a 248,462.			
		Less: direct expenses	b 449,871.			
		c Net income or (loss) from fundraising events		-201,409.		-201,409.
	9 a	Gross income from gaming activities. See Part IV, line 19	a			
Less: direct expenses		b				
c Net income or (loss) from gaming activities						
10 a	Gross sales of inventory, less returns and allowances	a 4,596,440.				
	Less: cost of goods sold	b 2,006,908.				
	c Net income or (loss) from sales of inventory		2,589,532.	1,929,285.	660,247.	
11 Miscellaneous Revenue		Business Code				
11 a						
	e Total. Add lines 11a-11d					
12 Total revenue. See instructions.		74,354,966.	22,241,129.	4,021,146.	10,112,052.	

Part IX Statement of Functional Expenses

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

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

Do not include amounts reported on lines 6b, 7b, 8b, 9b, and 10b of Part VIII.	(A) Total expenses	(B) Program service expenses	(C) Management and general expenses	(D) Fundraising expenses
1 Grants and other assistance to governments and organizations in the United States. See Part IV, line 21	296,705.	296,705.		
2 Grants and other assistance to individuals in the United States. See Part IV, line 22	261,861.	261,861.		
3 Grants and other assistance to governments, organizations, and individuals outside the United States. See Part IV, lines 15 and 16	140,300.	140,300.		
4 Benefits paid to or for members				
5 Compensation of current officers, directors, trustees, and key employees	1,479,871.	452,288.	534,836.	492,747.
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	19,727,121.	16,787,231.	1,106,850.	1,833,040.
8 Pension plan accruals and contributions (include section 401(k) and 403(b) employer contributions)	1,157,410.	971,909.	76,050.	109,451.
9 Other employee benefits	5,755,003.	4,891,753.	345,300.	517,950.
10 Payroll taxes	1,749,576.	1,469,166.	114,960.	165,450.
11 Fees for services (non-employees):				
a Management				
b Legal	409,212.	50,183.	344,291.	14,738.
c Accounting	153,042.		153,042.	
d Lobbying	60,000.		60,000.	
e Professional fundraising services. See Part IV, line 17	61,916.			61,916.
f Investment management fees	834,110.		834,110.	
g Other. (If line 11g amount exceeds 10% of line 25, column (A) amount, list line 11g expenses on Sch O.)	8,580,064.	7,688,097.	449,073.	442,894.
12 Advertising and promotion	2,137,897.	2,134,482.	3,415.	
13 Office expenses	6,624,864.	4,718,463.	1,716,647.	189,754.
14 Information technology	924,895.	759,885.	165,010.	
15 Royalties	113,440.	113,440.		
16 Occupancy	8,611,647.	8,256,451.	295,830.	59,366.
17 Travel	3,046,300.	2,708,072.	294,103.	44,125.
18 Payments of travel or entertainment expenses for any federal, state, or local public officials				
19 Conferences, conventions, and meetings				
20 Interest	9,621.		9,621.	
21 Payments to affiliates				
22 Depreciation, depletion, and amortization	12,492,282.	12,180,933.	213,453.	97,896.
23 Insurance	243,092.		243,092.	
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 UNRELATED BUSINESS INCO	313,745.		313,745.	
b				
c				
d				
e All other expenses				
25 Total functional expenses. Add lines 1 through 24e	75,183,974.	63,881,219.	7,273,428.	4,029,327.
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 to any question in this Part X

		(A)		(B)	
		Beginning of year		End of year	
Assets	1 Cash - non-interest-bearing	1,286,999.	1	847,201.	
	2 Savings and temporary cash investments	7,935,972.	2	17,316,378.	
	3 Pledges and grants receivable, net	12,283,275.	3	14,202,610.	
	4 Accounts receivable, net	2,965,572.	4	5,775,674.	
	5 Loans and other receivables from current and former officers, directors, trustees, key employees, and highest compensated employees. Complete Part II of Schedule L				5
	6 Loans and other receivables from other disqualified persons (as defined under section 4958(f)(1)), persons described in section 4958(c)(3)(B), and contributing employers and sponsoring organizations of section 501(c)(9) voluntary employees' beneficiary organizations (see instr). Complete Part II of Sch L				6
	7 Notes and loans receivable, net				7
	8 Inventories for sale or use	1,513,224.	8	1,590,794.	
	9 Prepaid expenses and deferred charges				9
	10a Land, buildings, and equipment: cost or other basis. Complete Part VI of Schedule D	10a 417,452,578.			
	b Less: accumulated depreciation	10b 158,494,788.	260,508,088.	10c	258,957,790.
	11 Investments - publicly traded securities	145,133,752.	11	168,600,263.	
	12 Investments - other securities. See Part IV, line 11	130,993,307.	12	121,952,394.	
	13 Investments - program-related. See Part IV, line 11		13		
	14 Intangible assets		14		
	15 Other assets. See Part IV, line 11	4,114,699.	15	5,184,132.	
16 Total assets. Add lines 1 through 15 (must equal line 34)	566,734,888.	16	594,427,236.		
Liabilities	17 Accounts payable and accrued expenses	7,209,572.	17	7,929,772.	
	18 Grants payable		18		
	19 Deferred revenue	5,106,586.	19	6,254,403.	
	20 Tax-exempt bond liabilities	167,000,000.	20	167,000,000.	
	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	4,550,000.	24	5,000,000.	
	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	43,667,194.	25	44,363,043.	
	26 Total liabilities. Add lines 17 through 25	227,533,352.	26	230,547,218.	
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	195,563,056.	27	204,225,295.	
	28 Temporarily restricted net assets	70,539,940.	28	74,977,188.	
	29 Permanently restricted net assets	73,098,540.	29	84,677,535.	
	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	339,201,536.	33	363,880,018.	
34 Total liabilities and net assets/fund balances	566,734,888.	34	594,427,236.		

Part XI Reconciliation of Net Assets

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

1	Total revenue (must equal Part VIII, column (A), line 12)	1	74,354,966.
2	Total expenses (must equal Part IX, column (A), line 25)	2	75,183,974.
3	Revenue less expenses. Subtract line 2 from line 1	3	-829,008.
4	Net assets or fund balances at beginning of year (must equal Part X, line 33, column (A))	4	339,201,536.
5	Net unrealized gains (losses) on investments	5	27,180,686.
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	-1,673,196.
10	Net assets or fund balances at end of year. Combine lines 3 through 9 (must equal Part X, line 33, column (B))	10	363,880,018.

Part XII Financial Statements and Reporting

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

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

Form 990 (2012)

Part II Support Schedule for Organizations Described in Sections 170(b)(1)(A)(iv) and 170(b)(1)(A)(vi)

(Complete only if you checked the box on line 5, 7, or 8 of Part I or if the organization failed to qualify under Part III. If the organization fails to qualify under the tests listed below, please complete Part III.)

Section A. Public Support

Calendar year (or fiscal year beginning in) ▶	(a) 2008	(b) 2009	(c) 2010	(d) 2011	(e) 2012	(f) Total
1 Gifts, grants, contributions, and membership fees received. (Do not include any "unusual grants.")	51,103,618.	31,207,714.	25,679,446.	36,609,705.	35,500,504.	180,100,987.
2 Tax revenues levied for the organization's benefit and either paid to or expended on its behalf	7,011,000.	6,238,468.	5,853,762.	6,276,236.	5,592,178.	30,971,644.
3 The value of services or facilities furnished by a governmental unit to the organization without charge						
4 Total. Add lines 1 through 3	58,114,618.	37,446,182.	31,533,208.	42,885,941.	41,092,682.	211,072,631.
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)						5,374,724.
6 Public support. Subtract line 5 from line 4.						205,697,907.

Section B. Total Support

Calendar year (or fiscal year beginning in) ▶	(a) 2008	(b) 2009	(c) 2010	(d) 2011	(e) 2012	(f) Total
7 Amounts from line 4	58,114,618.	37,446,182.	31,533,208.	42,885,941.	41,092,682.	211,072,631.
8 Gross income from interest, dividends, payments received on securities loans, rents, royalties and income from similar sources	4,697,800.	6,006,331.	3,624,304.	4,024,427.	4,707,156.	23,060,018.
9 Net income from unrelated business activities, whether or not the business is regularly carried on	153,781.	660,376.	723,912.	734,497.	705,088.	2,977,654.
10 Other income. Do not include gain or loss from the sale of capital assets (Explain in Part IV.)		814,849.	584,520.	464,548.	266,743.	2,130,660.
11 Total support. Add lines 7 through 10						239,240,963.
12 Gross receipts from related activities, etc. (see instructions)					12 112,817,032.	
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 2012 (line 6, column (f) divided by line 11, column (f))	14	85.98	%
15 Public support percentage from 2011 Schedule A, Part II, line 14	15	83.68	%
16a 33 1/3% support test - 2012. If the organization did not check the box on line 13, and line 14 is 33 1/3% or more, check this box and stop here. The organization qualifies as a publicly supported organization			<input checked="" type="checkbox"/>
b 33 1/3% support test - 2011. If the organization did not check a box on line 13 or 16a, and line 15 is 33 1/3% or more, check this box and stop here. The organization qualifies as a publicly supported organization			<input type="checkbox"/>
17a 10% -facts-and-circumstances test - 2012. If the organization did not check a box on line 13, 16a, or 16b, and line 14 is 10% or more, and if the organization meets the "facts-and-circumstances" test, check this box and stop here. Explain in Part IV how the organization meets the "facts-and-circumstances" test. The organization qualifies as a publicly supported organization			<input type="checkbox"/>
b 10% -facts-and-circumstances test - 2011. If the organization did not check a box on line 13, 16a, 16b, or 17a, and line 15 is 10% or more, and if the organization meets the "facts-and-circumstances" test, check this box and stop here. Explain in Part IV how the organization meets the "facts-and-circumstances" test. The organization qualifies as a publicly supported organization			<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) 2008	(b) 2009	(c) 2010	(d) 2011	(e) 2012	(f) Total
1 Gifts, grants, contributions, and membership fees received. (Do not include any "unusual grants.")						
2 Gross receipts from admissions, merchandise sold or services performed, or facilities furnished in any activity that is related to the organization's tax-exempt purpose						
3 Gross receipts from activities that are not an unrelated trade or business under section 513						
4 Tax revenues levied for the organization's benefit and either paid to or expended on its behalf						
5 The value of services or facilities furnished by a governmental unit to the organization without charge						
6 Total. Add lines 1 through 5						
7a Amounts included on lines 1, 2, and 3 received from disqualified persons						
b Amounts included on lines 2 and 3 received from other than disqualified persons that exceed the greater of \$5,000 or 1% of the amount on line 13 for the year						
c Add lines 7a and 7b						
8 Public support. (Subtract line 7c from line 6.)						

Section B. Total Support

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

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

Section C. Computation of Public Support Percentage

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

Section D. Computation of Investment Income Percentage

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

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

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

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

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.

OMB No. 1545-0047

2012

Name of the organization

Employer identification number

FIELD MUSEUM OF NATURAL HISTORY

36-2167011

Organization type (check one):

Filers of:

Section:

Form 990 or 990-EZ

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, \$5,000 or more (in money or property) from any one contributor. Complete Parts I and II.

Special Rules

For a section 501(c)(3) organization 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) and received from any one contributor, during the year, a contribution 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 a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, total contributions of more than \$1,000 for use *exclusively* for religious, charitable, scientific, literary, or educational purposes, or the prevention of cruelty to children or animals. Complete Parts I, II, and III.

For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, contributions for use *exclusively* for religious, charitable, etc., purposes, but these contributions did not total to 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 of \$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 Part I, line 2 of its Form 990-PF, 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) (2012)

Name of organization FIELD MUSEUM OF NATURAL HISTORY	Employer identification number 36-2167011
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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
<u>1</u>	_____ _____ _____	\$ <u>1,083,797.</u>	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input checked="" type="checkbox"/> (Complete Part II if there is a noncash contribution.)
<u>2</u>	_____ _____ _____	\$ <u>5,592,178.</u>	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
<u>3</u>	_____ _____ _____	\$ <u>3,554,187.</u>	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
<u>4</u>	_____ _____ _____	\$ <u>1,145,909.</u>	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
<u>5</u>	_____ _____ _____	\$ <u>1,000,000.</u>	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
<u>6</u>	_____ _____ _____	\$ <u>1,575,000.</u>	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)

Name of organization FIELD MUSEUM OF NATURAL HISTORY	Employer identification number 36-2167011
--	---

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
7	<hr/> <hr/> <hr/> <hr/>	\$ <u>1,010,000.</u>	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
8	<hr/> <hr/> <hr/> <hr/>	\$ <u>1,012,000.</u>	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
9	<hr/> <hr/> <hr/> <hr/>	\$ <u>2,748,062.</u>	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
10	<hr/> <hr/> <hr/> <hr/>	\$ <u>1,000,000.</u>	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input checked="" type="checkbox"/> (Complete Part II if there is a noncash contribution.)
<hr/> <hr/> <hr/> <hr/>	<hr/> <hr/> <hr/> <hr/>	\$ _____	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
<hr/> <hr/> <hr/> <hr/>	<hr/> <hr/> <hr/> <hr/>	\$ _____	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)

Name of organization FIELD MUSEUM OF NATURAL HISTORY	Employer identification number 36-2167011
--	---

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
<u>1</u>	SOFTWARE _____ _____ _____	\$ <u>1,083,797.</u>	<u>07/10/12</u>
<u>10</u>	5591 SHARES OF GRAINGER STOCK _____ _____ _____	\$ <u>1,000,000.</u>	<u>06/20/12</u>
_____	_____ _____ _____ _____	\$ _____	_____
_____	_____ _____ _____ _____	\$ _____	_____
_____	_____ _____ _____ _____	\$ _____	_____
_____	_____ _____ _____ _____	\$ _____	_____

Name of organization FIELD MUSEUM OF NATURAL HISTORY	Employer identification number 36-2167011
--	---

Part III Exclusively religious, charitable, etc., individual contributions to section 501(c)(7), (8), or (10) organizations that total more than \$1,000 for the year. 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 information 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

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

2012

Department of the Treasury
Internal Revenue Service

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

Open to Public Inspection

▶ **See separate instructions.**

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

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

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

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

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

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

Name of organization FIELD MUSEUM OF NATURAL HISTORY	Employer identification number 36-2167011
--	---

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) 2012

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

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

Limits on Lobbying Expenditures (The term "expenditures" means amounts paid or incurred.)		(a) Filing organization's totals	(b) Affiliated group totals												
1 a	Total lobbying expenditures to influence public opinion (grass roots lobbying)														
b	Total lobbying expenditures to influence a legislative body (direct lobbying)														
c	Total lobbying expenditures (add lines 1a and 1b)														
d	Other exempt purpose expenditures														
e	Total exempt purpose expenditures (add lines 1c and 1d)														
f	Lobbying nontaxable amount. Enter the amount from the following table in both columns.														
<table border="1"> <thead> <tr> <th>If the amount on line 1e, column (a) or (b) is:</th> <th>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?														

Yes No

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

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

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

For each "Yes," response to lines 1a through 1i below, provide in Part IV a detailed description of the lobbying activity.	(a)		(b)
	Yes	No	Amount
1 During the year, did the filing organization attempt to influence foreign, national, state or local legislation, including any attempt to influence public opinion on a legislative matter or referendum, through the use of:			
a Volunteers?		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	
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		71,485.
h Rallies, demonstrations, seminars, conventions, speeches, lectures, or any similar means?		X	
i Other activities?		X	
j Total. Add lines 1c through 1i			71,485.
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

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

PART II-B, LINE 1, LOBBYING ACTIVITIES:

THE MUSEUM DEVOTED AN INSUBSTANTIAL PART OF ITS ACTIVITIES TO MONITORING AND COMMUNICATING WITH THE FEDERAL AND STATE LEGISLATURES IN AN EFFORT TO FURTHER LEGISLATION WHICH MIGHT BENEFIT THE MUSEUM. IN ADDITION TO MINIMAL EMPLOYEE TIME ALLOCATED TO LOBBYING, AN OUTSIDE CONSULTING FIRM WAS PAID \$60,000 FOR THEIR SERVICES IN SUPPORT OF THESE

SCHEDULE D
(Form 990)

Department of the Treasury
Internal Revenue Service

Supplemental Financial Statements

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

▶ **Attach to Form 990. ▶ See separate instructions.**

OMB No. 1545-0047

2012

Open to Public Inspection

Name of the organization

FIELD MUSEUM OF NATURAL HISTORY

Employer identification number

36-2167011

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

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

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

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

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

Protection of natural habitat Preservation of a certified historic structure

Preservation of open space

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

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

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

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

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

Yes No

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

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

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

Yes No

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

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

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

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

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

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

▶ \$ _____

(ii) Assets included in Form 990, Part X

▶ \$ _____

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

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

▶ \$ _____

b Assets included in Form 990, Part X

▶ \$ _____

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

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

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

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

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

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

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

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

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

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

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

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

	(a) Current year	(b) Prior year	(c) Two years back	(d) Three years back	(e) Four years back
1a Beginning of year balance	274,221,882.	300,540,857.	275,936,197.	225,214,934.	328,385,760.
b Contributions	4,772,738.	3,708,392.	6,908,166.	3,787,092.	11,574,474.
c Net investment earnings, gains, and losses	35,343,073.	-3,207,966.	32,449,462.	59,646,630.	-98,502,009.
d Grants or scholarships					
e Other expenditures for facilities and programs	14,300,000.	26,000,000.	14,000,000.	12,000,000.	15,428,659.
f Administrative expenses	834,110.	819,401.	752,968.	712,459.	814,632.
g End of year balance	299,203,583.	274,221,882.	300,540,857.	275,936,197.	225,214,934.

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

- a Board designated or quasi-endowment 60.40 %
- b Permanent endowment 25.10 %
- c Temporarily restricted endowment 14.50 %

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	<input checked="" type="checkbox"/>	<input type="checkbox"/>
(ii) related organizations	<input type="checkbox"/>	<input checked="" type="checkbox"/>

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

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

Part VI Land, Buildings, and Equipment. 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		298,556,718.	95,348,821.	203,207,897.
c Leasehold improvements		96,562,721.	48,023,921.	48,538,800.
d Equipment		20,116,381.	15,122,046.	4,994,335.
e Other		2,216,758.		2,216,758.

Total. Add lines 1a through 1e. (Column (d) must equal Form 990, Part X, column (B), line 10(c).) 258,957,790.

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

(a) Description of security or category (including name of security)	(b) Book value	(c) Method of valuation: Cost or end-of-year market value
(1) Financial derivatives		
(2) Closely-held equity interests		
(3) Other		
(A) EQUITY SECURITY FUNDS	11,544,519.	END-OF-YEAR MARKET VALUE
(B) FIXED INCOME SECURITIES		
(C) FUNDS	12,851,272.	END-OF-YEAR MARKET VALUE
(D) HEDGED EQUITY FUNDS	29,776,224.	END-OF-YEAR MARKET VALUE
(E) ABSOLUTE RETURN FUNDS	65,625,661.	END-OF-YEAR MARKET VALUE
(F) LIMITED PARTNERSHIP	2,154,718.	END-OF-YEAR MARKET VALUE
(G)		
(H)		
(I)		
Total. (Col. (b) must equal Form 990, Part X, col. (B) line 12.)	121,952,394.	

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

(a) Description of investment type	(b) Book value	(c) Method of valuation: Cost or end-of-year market value
(1)		
(2)		
(3)		
(4)		
(5)		
(6)		
(7)		
(8)		
(9)		
(10)		
Total. (Col. (b) must equal Form 990, Part X, col. (B) line 13.)		

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

(a) Description	(b) Book value
(1)	
(2)	
(3)	
(4)	
(5)	
(6)	
(7)	
(8)	
(9)	
(10)	
Total. (Column (b) must equal Form 990, Part X, col. (B) line 15.)	

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

1. (a) Description of liability	(b) Book value
(1) Federal income taxes	
(2) ASSET RETIREMENT OBLIGATION	8,950,389.
(3) ACCRUED PENSION COSTS	9,723,952.
(4) INTEREST RATE SWAP	25,688,702.
(5)	
(6)	
(7)	
(8)	
(9)	
(10)	
(11)	
Total. (Column (b) must equal Form 990, Part X, col. (B) line 25.)	44,363,043.

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

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

1	Total revenue, gains, and other support per audited financial statements	1	103,275,076.
2	Amounts included on line 1 but not on Form 990, Part VIII, line 12:		
a	Net unrealized gains on investments	2a	27,180,686.
b	Donated services and use of facilities	2b	116,755.
c	Recoveries of prior year grants	2c	
d	Other (Describe in Part XIII.)	2d	2,456,779.
e	Add lines 2a through 2d	2e	29,754,220.
3	Subtract line 2e from line 1	3	73,520,856.
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	834,110.
b	Other (Describe in Part XIII.)	4b	
c	Add lines 4a and 4b	4c	834,110.
5	Total revenue. Add lines 3 and 4c . (This must equal Form 990, Part I, line 12.)	5	74,354,966.

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

1	Total expenses and losses per audited financial statements	1	78,596,594.
2	Amounts included on line 1 but not on Form 990, Part IX, line 25:		
a	Donated services and use of facilities	2a	116,755.
b	Prior year adjustments	2b	
c	Other losses	2c	
d	Other (Describe in Part XIII.)	2d	4,129,975.
e	Add lines 2a through 2d	2e	4,246,730.
3	Subtract line 2e from line 1	3	74,349,864.
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	834,110.
b	Other (Describe in Part XIII.)	4b	
c	Add lines 4a and 4b	4c	834,110.
5	Total expenses. Add lines 3 and 4c . (This must equal Form 990, Part I, line 18.)	5	75,183,974.

Part XIII Supplemental Information

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

PART III, LINE 1A: THE MUSEUM'S COLLECTIONS ARE MADE UP OF OBJECTS OF

HISTORICAL, CULTURAL OR SCIENTIFIC SIGNIFICANCE THAT ARE HELD FOR

EDUCATIONAL, RESEARCH, SCIENTIFIC AND CURATORIAL PURPOSES. EACH OF THE

ITEMS IS CATALOGED, PRESERVED AND CARED FOR, AND ACTIVITIES VERIFYING ITS

EXISTENCE AND ASSESSING ITS CONDITION ARE PERFORMED CONTINUOUSLY. THE

COLLECTIONS ARE SUBJECT TO A POLICY THAT REQUIRES PROCEEDS FROM SALES OF

COLLECTION ITEMS TO BE DEPOSITED IN THE ENDOWMENT, WITH EARNINGS TO BE

USED TO ACQUIRE OTHER ITEMS FOR COLLECTIONS OR PROVIDE FOR THE DIRECT CARE

Part XIII Supplemental Information (continued)

OF EXISTING COLLECTIONS.

IN ACCORDANCE WITH THE PRACTICE GENERALLY FOLLOWED BY MUSEUMS, THE VALUE OF OBJECTS IN THE COLLECTIONS IS EXCLUDED FROM THE FINANCIAL STATEMENTS; COLLECTIONS ARE REFLECTED IN THE ACCOMPANYING FINANCIAL STATEMENTS AT A NOMINAL VALUE OF \$1. SUCH COLLECTIONS HAVE BEEN ACQUIRED THROUGH PURCHASES AND CONTRIBUTIONS SINCE THE MUSEUM'S INCEPTION. PURCHASES OF COLLECTION ITEMS ARE RECORDED AS DECREASES IN UNRESTRICTED NET ASSETS IN THE YEAR IN WHICH THE ITEMS ARE ACQUIRED, OR AS DECREASES IN TEMPORARILY RESTRICTED NET ASSETS IF THE ASSETS USED TO PURCHASE THE ITEMS ARE RESTRICTED BY DONORS. CONTRIBUTED COLLECTION ITEMS ARE NOT REFLECTED IN THE FINANCIAL STATEMENTS. PROCEEDS FROM DEACCESSIONS OR INSURANCE RECOVERIES ARE REFLECTED AS INCREASES IN NET ASSETS. THERE WERE NO SALES OF COLLECTION ITEMS IN 2012. DURING 2011, THE MUSEUM SOLD COLLECTION ITEMS FOR \$3,825,000. IN ACCORDANCE WITH MUSEUM POLICY, THE PROCEEDS WILL BE USED FOR FUTURE COLLECTION ACQUISITION OR COLLECTION CARE.

PART III, LINE 4: THE MUSEUM'S COLLECTIONS ARE MADE UP OF ARTIFACTS OF HISTORICAL, CULTURAL, OR SCIENTIFIC SIGNIFICANCE. A PORTION OF THE COLLECTION IS FEATURED IN THE MUSEUM'S GENERAL COLLECTION WHICH IS OPEN FOR PUBLIC EXHIBITION. THE COLLECTION IS ALSO USED FOR ADVANCED SCIENTIFIC STUDY AND SCHOLARLY RESEARCH. THROUGH EXHIBITION AND STUDY, THE MUSEUM ACTS AS AN INDEPENDENT CENTER OF LEARNING FOCUSED ON DIVERSITY IN THE WORLD'S PHYSICAL ENVIRONMENTS AND CULTURES IN FURTHERANCE OF THE ORGANIZATION'S EXEMPT PURPOSE

PART V, LINE 4: THE ASSETS OF THE ENDOWMENT FUNDS SHALL BE INVESTED TO OBTAIN THE GREATEST "TOTAL RETURN" COMMENSURATE WITH THE RISKS DEEMED

Part XIII Supplemental Information (continued)

APPROPRIATE PURSUANT TO THE PROVISIONS OF THE INVESTMENT POLICY. THE PRIMARY OBJECTIVES OF THE MANAGEMENT OF THE ENDOWMENT FUNDS ARE TO 1) ACHIEVE LONG-TERM GROWTH THROUGH CAPITAL APPRECIATION AS WELL AS INCOME AND 2) PRESERVE THE PURCHASING POWER OF THE ASSETS OF THE ENDOWMENT FUND BY OBTAINING A "REAL RETURN" EQUAL TO OR IN EXCESS OF NORMAL ANNUAL SPENDING-ENDOWMENT WITHDRAWALS TO SUPPORT THE MUSEUM.

PART X, LINE 2: THE MUSEUM IS EXEMPT FROM INCOME TAXATION UNDER THE PROVISIONS OF SECTION 501(C)(3) OF THE INTERNAL REVENUE CODE AND A COMPARABLE STATE OF ILLINOIS STATUTE. HOWEVER, THE MUSEUM DOES HAVE A NOMINAL TAX EXPENSE DUE TO BUSINESS ACTIVITIES UNRELATED TO ITS EXEMPT MISSION. MANAGEMENT BELIEVES THERE ARE NO MATERIAL UNCERTAIN TAX POSITIONS THAT REQUIRE RECOGNITION IN THE ACCOMPANYING FINANCIAL STATEMENTS. THE TAX YEARS ENDED 2009, 2010 AND 2011 ARE STILL OPEN TO AUDIT FOR BOTH FEDERAL AND STATE PURPOSES.

THE MUSEUM HAS A POLICY TO RECORD INTEREST AND PENALTIES (IF ANY) RELATED TO INCOME TAX MATTERS IN INCOME TAX EXPENSE. THE MUSEUM HAS DETERMINED THAT ITS TAX POSITIONS SATISFY THE MORE LIKELY THAN NOT CRITERION. FOR THE YEARS ENDED DECEMBER 31, 2012 AND 2011, NO INTEREST AND PENALTIES WERE RECORDED.

PART XI, LINE 2D - OTHER ADJUSTMENTS:

SPECIAL EVENTS EXPENSES	449,871.
COST OF GOODS SOLD	2,006,908.
TOTAL TO SCHEDULE D, PART XI, LINE 2D	2,456,779.

PART XII, LINE 2D - OTHER ADJUSTMENTS:

**SCHEDULE F
(Form 990)**

Department of the Treasury
Internal Revenue Service

Statement of Activities Outside the United States

▶ Complete if the organization answered "Yes" to Form 990,
Part IV, line 14b, 15, or 16.
▶ Attach to Form 990. ▶ See separate instructions.

OMB No. 1545-0047

2012

Open to Public
Inspection

Name of the organization FIELD MUSEUM OF NATURAL HISTORY	Employer identification number 36-2167011
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Part I General Information on Activities Outside the United States. Complete if the organization answered "Yes" to Form 990, Part IV, line 14b.

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

2 For grantmakers. Describe in Part V the organization's procedures for monitoring the use of its grants and other assistance outside the United States.

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

(a) Region	(b) Number of offices in the region	(c) Number of employees, agents, and independent contractors in region	(d) Activities conducted in region (by type) (e.g., fundraising, program services, investments, grants to recipients located in the region)	(e) If activity listed in (d) is a program service, describe specific type of service(s) in region	(f) Total expenditures for and investments in region
EAST ASIA AND THE PACIFIC	0	0	PROGRAM SERVICES	COLLECTIONS & RESEARCH	200,722.
EUROPE (INCLUDING ICELAND & GREENLAND)	0	0	PROGRAM SERVICES	COLLECTIONS & RESEARCH	380,014.
NORTH AMERICA	0	0	PROGRAM SERVICES	COLLECTIONS & RESEARCH	89,039.
SOUTH AMERICA	0	0	PROGRAM SERVICES	COLLECTIONS & RESEARCH	1,430,809.
SUB-SAHARAN AFRICA	0	0	PROGRAM SERVICES	COLLECTIONS & RESEARCH	469,626.
CENTRAL AMERICA AND THE CARIBBEAN	0	0	PROGRAM SERVICES	COLLECTIONS & RESEARCH	21,951.
MIDDLE EAST AND NORTH AFRICA	0	0	PROGRAM SERVICES	COLLECTIONS & RESEARCH	50,457.
CENTRAL AMERICA AND THE CARIBBEAN	0	0	PROGRAM SERVICES	PUBLIC PROGRAMS	1,257.
3 a Sub-total	0	0			2,643,875.
b Total from continuation sheets to Part I	0	0			85,804,343.
c Totals (add lines 3a and 3b)	0	0			88,448,218.

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

Schedule F (Form 990) 2012

Part I Continuation of Activities per Region. (Schedule F (Form 990), Part I, line 3)

(a) Region	(b) Number of offices in the region	(c) Number of employees or agents in region	(d) Activities conducted in region (by type) (i.e., fundraising, program services, grants to recipients located in the region)	(e) If activity listed in (d) is a program service, describe specific type of service(s) in region	(f) Total expenditures for region
EAST ASIA AND THE PACIFIC	0	0	PROGRAM SERVICES	PUBLIC PROGRAMS	24,853.
EUROPE (INCLUDING ICELAND & GREENLAND)	0	0	PROGRAM SERVICES	PUBLIC PROGRAMS	175,293.
NORTH AMERICA	0	0	PROGRAM SERVICES	PUBLIC PROGRAMS	107,845.
SUB-SAHARAN AFRICA	0	0	GRANTMAKING	STIPEND FOR RESEARCH	80,364.
EAST ASIA AND THE PACIFIC	0	0	GRANTMAKING	STIPEND FOR RESEARCH	17,898.
EUROPE (INCLUDING ICELAND & GREENLAND)	0	0	GRANTMAKING	STIPEND FOR RESEARCH	6,010.
NORTH AMERICA	0	0	GRANTMAKING	STIPEND FOR RESEARCH	2,390.
RUSSIA & THE NEWLY INDEPENDENT STATES	0	0	GRANTMAKING	STIPEND FOR RESEARCH	19,428.
SOUTH AMERICA	0	0	GRANTMAKING	STIPEND FOR RESEARCH	14,210.
CENTRAL AMERICA AND THE CARIBBEAN	0	0	INVESTMENTS		85,356,052.
Totals					85,804,343.

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

1 (a) Name of organization	(b) IRS code section and EIN (if applicable)	(c) Region	(d) Purpose of grant	(e) Amount of cash grant	(f) Manner of cash disbursement	(g) Amount of non-cash assistance	(h) Description of non-cash assistance	(i) Method of valuation (book, FMV, appraisal, other)
		SUB-SAHARAN AFRICA	STIPEND FOR RESEARCH	13,672.	WIRE	0.		
		SUB-SAHARAN AFRICA	STIPEND FOR RESEARCH	6,180.	WIRE	0.		

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

3 Enter total number of other organizations or entities **2**

Part III Grants and Other Assistance to Individuals Outside the United States. Complete if the organization answered "Yes" to Form 990, Part IV, line 16.

Part III can be duplicated if additional space is needed.

(a) Type of grant or assistance	(b) Region	(c) Number of recipients	(d) Amount of cash grant	(e) Manner of cash disbursement	(f) Amount of non-cash assistance	(g) Description of non-cash assistance	(h) Method of valuation (book, FMV, appraisal, other)
STIPEND FOR RESEARCH	EAST ASIA AND THE PACIFIC	1	6,000.	CHECK	0.		
STIPEND FOR RESEARCH	RUSSIA & THE NEWLY INDEPENDENT STATES	1	19,428.	CHECK	0.		
STIPEND FOR RESEARCH	SUB-SAHARAN AFRICA	5	38,364.	WIRE	0.		

Part IV Foreign Forms

- 1 Was the organization a U.S. transferor of property to a foreign corporation during the tax year? *If "Yes," the organization may be required to file Form 926, Return by a U.S. Transferor of Property to a Foreign Corporation (see Instructions for Form 926)* Yes No
- 2 Did the organization have an interest in a foreign trust during the tax year? *If "Yes," the organization may be required to file Form 3520, Annual Return to Report Transactions with Foreign Trusts and Receipt of Certain Foreign Gifts, and/or Form 3520-A, Annual Information Return of Foreign Trust With a U.S. Owner (see Instructions for Forms 3520 and 3520-A)* Yes No
- 3 Did the organization have an ownership interest in a foreign corporation during the tax year? *If "Yes," the organization may be required to file Form 5471, Information Return of U.S. Persons With Respect To Certain Foreign Corporations. (see Instructions for Form 5471)* Yes No
- 4 Was the organization a direct or indirect shareholder of a passive foreign investment company or a qualified electing fund during the tax year? *If "Yes," the organization may be required to file Form 8621, Information Return by a Shareholder of a Passive Foreign Investment Company or Qualified Electing Fund. (see Instructions for Form 8621)* Yes No
- 5 Did the organization have an ownership interest in a foreign partnership during the tax year? *If "Yes," the organization may be required to file Form 8865, Return of U.S. Persons With Respect To Certain Foreign Partnerships. (see Instructions for Form 8865)* Yes No
- 6 Did the organization have any operations in or related to any boycotting countries during the tax year? *If "Yes," the organization may be required to file Form 5713, International Boycott Report. (see Instructions for Form 5713)* Yes No

Schedule F (Form 990) 2012

Part V Supplemental Information

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

SCHEDULE F, PART I, LINE 2: STAFF MAKE VISITS TO MONITOR WORK BEING DONE OUTSIDE THE UNITED STATES AND REPORT ON THE STATUS OF THE GRANTS.

Multiple horizontal lines for supplemental information.

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
		WOMEN'S BOARD EVENT	PRESIDENT'S LEADERSHIP C	1	(add col. (a) through col. (c))
		(event type)	(event type)	(total number)	
Revenue	1 Gross receipts	1,319,934.	80,201.	89,950.	1,490,085.
	2 Less: Contributions	1,119,107.	58,846.	63,670.	1,241,623.
	3 Gross income (line 1 minus line 2)	200,827.	21,355.	26,280.	248,462.
Direct Expenses	4 Cash prizes				
	5 Noncash prizes				
	6 Rent/facility costs				
	7 Food and beverages				
	8 Entertainment				
	9 Other direct expenses	362,557.	41,622.	45,692.	449,871.
	10 Direct expense summary. Add lines 4 through 9 in column (d)				(449,871)
	11 Net income summary. Combine line 3, column (d), and line 10				-201,409.

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

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

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

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

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

13a		%
13b		%

 - a The organization's facility
 - b An outside facility
- 14 Enter the name and address of the person who prepares the organization's gaming/special events books and records:

Name ▶ _____

Address ▶ _____

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

Name ▶ _____

Address ▶ _____

16 Gaming manager information:

Name ▶ _____

Gaming manager compensation ▶ \$ _____

Description of services provided ▶ _____

Director/officer Employee Independent contractor

17 Mandatory distributions:

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

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

SCHEDULE G, PART I, LINE 2B, LIST OF TEN HIGHEST PAID FUNDRAISERS:

(I) NAME OF FUNDRAISER: SD&A TELESERVICES

(I) ADDRESS OF FUNDRAISER:

5757 W. CENTURY BLVD., SUITE 300, LOS ANGELES, CA 90045

**SCHEDULE I
(Form 990)**

Department of the Treasury
Internal Revenue Service

**Grants and Other Assistance to Organizations,
Governments, and Individuals in the United States**
Complete if the organization answered "Yes" to Form 990, Part IV, line 21 or 22.
▶ Attach to Form 990.

OMB No. 1545-0047

2012

**Open to Public
Inspection**

Name of the organization

FIELD MUSEUM OF NATURAL HISTORY

**Employer identification number
36-2167011**

Part I General Information on Grants and Assistance

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

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

1 (a) Name and address of organization or government	(b) EIN	(c) IRC section if applicable	(d) Amount of cash grant	(e) Amount of non-cash assistance	(f) Method of valuation (book, FMV, appraisal, other)	(g) Description of non-cash assistance	(h) Purpose of grant or assistance
UNIVERSITY OF ILLINOIS 601 S. MORGAN CHICAGO, IL 60607	37-6000511	501(C)(3)	34,358.	0.			STIPEND FOR STUDENT RESEARCH WORK
THE ART INSTITUTE OF CHICAGO 37 SOUTH WABASH CHICAGO, IL 60603	36-2167725	501(C)(3)	6,321.	0.			STIPEND FOR STUDENT RESEARCH WORK
VON BRAUN CENTER FOR SCIENCE AND INNOVATION - 320 SPARKMAN DRIVE - HUNTSVILLE, AL 35805	20-5508033	501(C)(3)	250,000.	0.			STIPEND FOR RESEARCH WORK

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

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

Schedule I (Form 990) (2012)

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

(a) Type of grant or assistance	(b) Number of recipients	(c) Amount of cash grant	(d) Amount of non-cash assistance	(e) Method of valuation (book, FMV, appraisal, other)	(f) Description of non-cash assistance
STIPENDS FOR RESEARCH AND COLLECTIONS	98	261,861.	0.		

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

SCHEDULE I, PART I, LINE 2: A DEPARTMENT ADMINISTRATOR REVIEWS ALL OF THE
 REQUESTS FOR PAYMENTS AND SIGNS OFF ON THE REQUEST BEFORE PAYMENT IS
 ISSUED.

**SCHEDULE J
(Form 990)**

Department of the Treasury
Internal Revenue Service

Compensation Information

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

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

▶ Attach to Form 990. ▶ See separate instructions.

OMB No. 1545-0047

2012

Open to Public Inspection

Name of the organization

FIELD MUSEUM OF NATURAL HISTORY

Employer identification number

36-2167011

Part I Questions Regarding Compensation

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

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

Schedule J (Form 990) 2012

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

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

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

(A) Name and Title		(B) Breakdown of W-2 and/or 1099-MISC compensation			(C) Retirement and other deferred compensation	(D) Nontaxable benefits	(E) Total of columns (B)(i)-(D)	(F) Compensation reported as deferred in prior Form 990
		(i) Base compensation	(ii) Bonus & incentive compensation	(iii) Other reportable compensation				
(1) RICHARD W. LARIVIERE PRESIDENT & CEO (SEE SCHED O)	(i)	226,842.	0.	100,000.	0.	8,777.	335,619.	0.
	(ii)	0.	0.	0.	0.	0.	0.	0.
(2) JOHN W. MCCARTER JR. PRES & CEO/PRES EMERITUS(SEE SCHED O)	(i)	346,500.	0.	194,234.	34,241.	346.	575,321.	194,234.
	(ii)	0.	0.	0.	0.	0.	0.	0.
(3) J.W. CROFT EXECUTIVE VICE PRESIDENT	(i)	300,148.	0.	0.	19,540.	8,764.	328,452.	0.
	(ii)	0.	0.	0.	0.	0.	0.	0.
(4) R. L. GRANDE SR VP COLLECTIONS & RESEARCH	(i)	201,812.	0.	0.	9,102.	13,357.	224,271.	0.
	(ii)	0.	0.	0.	0.	0.	0.	0.
(5) LAURA SADLER SENIOR VP, PUBLIC MUSEUM	(i)	192,964.	0.	0.	8,703.	8,777.	210,444.	0.
	(ii)	0.	0.	0.	0.	0.	0.	0.
(6) ROBERT MARTIN CURATOR	(i)	209,880.	0.	0.	9,466.	8,764.	228,110.	0.
	(ii)	0.	0.	0.	0.	0.	0.	0.
(7) JOSEPH BRENNAN VP TECH AND GENERAL COUNSEL	(i)	191,324.	0.	0.	8,629.	14,132.	214,085.	0.
	(ii)	0.	0.	0.	0.	0.	0.	0.
(8) OLIVIER RIEPPEL CURATOR	(i)	164,753.	10,000.	0.	7,881.	8,777.	191,411.	0.
	(ii)	0.	0.	0.	0.	0.	0.	0.
(9) DEBRA MOSKOVITS SR VICE PRESIDENT ECCO	(i)	164,833.	0.	0.	7,434.	4,770.	177,037.	0.
	(ii)	0.	0.	0.	0.	0.	0.	0.
(10) SHAWN VANDERZIEL VP ADMINISTRATION	(i)	156,980.	0.	0.	7,080.	4,770.	168,830.	0.
	(ii)	0.	0.	0.	0.	0.	0.	0.
	(i)							
	(ii)							
	(i)							
	(ii)							
	(i)							
	(ii)							
	(i)							
	(ii)							
	(i)							
	(ii)							

Part III Supplemental Information

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

PART I, LINE 1A: THE PRESIDENT AND EXECUTIVE VICE PRESIDENT RECEIVED SOCIAL CLUB DUES. THE PURPOSE OF THE SOCIAL CLUB DUES ARE FOR BUSINESS USES RELATED TO ENTERTAINING GUESTS, FUNDRAISING, AND NETWORKING. THE MUSEUM ALSO PROVIDES TRAVEL FOR COMPANIONS ON SELECT BUSINESS TRIPS WHERE THERE IS A BUSINESS PURPOSE FOR THE SPOUSE'S TRAVEL. IN 2012, THE PRESIDENT EMERITUS RECEIVED TAXABLE COMPENSATION IN THE FORM OF A GROSSED UP PAYMENT FOR FUTURE CLUB DUES.

PART I, LINE 4B: THE ONLY MUSEUM EMPLOYEE TO PARTICIPATE IN THE MUSEUM'S SUPPLEMENTAL NONQUALIFIED RETIREMENT PLAN IS JOHN W. MCCARTER, JR. MR. MCCARTER RECEIVED A DISTRIBUTION OF \$62,275.68 FROM THE NONQUALIFIED RETIREMENT PLAN IN CALENDAR YEAR 2012.

PART I, LINE 8: -

FOR 2012, THE NEW PRESIDENT AND CEO'S BASE COMPENSATION AND RELOCATION ALLOWANCE WERE PAID PURSUANT TO AN INITIAL CONTRACT AS DEFINED IN REGS. SECTION 53.4958-4(A)(3)

Part III Supplemental Information

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

SCHEDULE J, PART II, COLUMN B(III) - OTHER REPORTABLE**COMPENSATION**

RICHARD W. LARIVIERE'S 2012 W-2 COMPENSATION INCLUDES A ONE-TIME TAXABLE RELOCATION ALLOWANCE OF \$100,000. PER THE PRESIDENT AND CEO'S EMPLOYMENT AGREEMENT, THIS ONE-TIME RELOCATION ALLOWANCE WAS APPROVED BY THE MUSEUM'S BOARD OF TRUSTEES TO ASSIST WITH COSTS RELATED TO RELOCATING TO CHICAGO FOR THE PRESIDENT & CEO POSITION.

JOHN W. MCCARTER'S 2012 W-2 COMPENSATION INCLUDES \$194,234 OF PREVIOUSLY ACCRUED COMPENSATION. PER THE RETIRING CEO & PRESIDENT'S EMPLOYMENT AGREEMENT, A PAID SABBATICAL APPROVED BY THE MUSEUM'S BOARD OF TRUSTEES STARTED ON 10/1/2012. THIS EXPENSE WAS FULLY ACCRUED AS OF 12/31/2011 AND REPORTED AS DEFERRED COMPENSATION IN THE PRIOR YEAR'S 990. THIS SABBATICAL IS IN RECOGNITION OF THE RETIRING CEO & PRESIDENT'S 16 YEARS OF SERVICE AND EXTENSIVE LEADERSHIP AND COMMITMENT TO THE MUSEUM.

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
JOHN W. ROWE	TRUSTEE OF THE MUSE	1,339,843.	THE MUSEUM		X
RUTH ANN M. GILLIS	TRUSTEE OF THE MUSE	1,339,843.	THE MUSEUM		X
KELLY R. WELSH	TRUSTEE OF THE MUSE	599,321.	NORTHERN TR		X
GLENN F. TILTON	TRUSTEE OF THE MUSE	3,612,111.	JP MORGAN P		X
WILLIAM C. KUNKLER III	TRUSTEE OF THE MUSE	599,321.	NORTHERN TR		X
JOHN A. CANNING, JR.	TRUSTEE OF THE MUSE	1,339,843.	THE MUSEUM		X
SUE LING GIN	TRUSTEE OF THE MUSE	1,339,843.	THE MUSEUM		X
ANTHONY K. ANDERSON	TRUSTEE OF THE MUSE	1,339,843.	THE MUSEUM		X
JOHN W. ROWE	TRUSTEE OF THE MUSE	599,321.	NORTHERN TR		X

Part V Supplemental Information

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

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

(A) NAME OF PERSON: JOHN W. ROWE

(B) RELATIONSHIP BETWEEN INTERESTED PERSON AND ORGANIZATION:

TRUSTEE OF THE MUSEUM AND CHAIRMAN EMERITUS, EXELON CORPORATION

(D) DESCRIPTION OF TRANSACTION: THE MUSEUM PURCHASES ELECTRICAL SERVICES FROM A SUBSIDIARY OF EXELON CORPORATION AT MARKET RATES AND THE DELIVERY OF THE ELECTRICAL SERVICES FROM COMMONWEALTH EDISON AT REGULATED RATES.

(A) NAME OF PERSON: RUTH ANN M. GILLIS

(B) RELATIONSHIP BETWEEN INTERESTED PERSON AND ORGANIZATION:

TRUSTEE OF THE MUSEUM AND EXEC VP & CHIEF ADMIN OFFICER, EXELON CORPORATION

(D) DESCRIPTION OF TRANSACTION: THE MUSEUM PURCHASES ELECTRICAL SERVICES FROM A SUBSIDIARY OF EXELON CORPORATION AT MARKET RATES AND THE DELIVERY OF THE ELECTRICAL SERVICES FROM COMMONWEALTH EDISON AT REGULATED RATES.

(A) NAME OF PERSON: KELLY R. WELSH

(B) RELATIONSHIP BETWEEN INTERESTED PERSON AND ORGANIZATION:

TRUSTEE OF THE MUSEUM AND EXEC VP & GEN COUNS OF NORTHERN TRUST

(D) DESCRIPTION OF TRANSACTION: NORTHERN TRUST PROVIDES FINANCIAL SERVICES TO THE FIELD MUSEUM. THE RATES PAID ARE COMPETITIVE WITH MARKET

Part V Supplemental Information

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

RATES.

(A) NAME OF PERSON: GLENN F. TILTON

(B) RELATIONSHIP BETWEEN INTERESTED PERSON AND ORGANIZATION:

TRUSTEE OF THE MUSEUM AND MIDWEST CHAIRMAN AT JP MORGAN

(D) DESCRIPTION OF TRANSACTION: JP MORGAN PROVIDES FINANCIAL SERVICES TO THE MUSEUM RELATED TO THE MUSEUM'S OUTSTANDING BONDS. THE RATES PAID ARE COMPETITIVE WITH MARKET RATES.

(A) NAME OF PERSON: WILLIAM C. KUNKLER III

(B) RELATIONSHIP BETWEEN INTERESTED PERSON AND ORGANIZATION:

TRUSTEE OF THE MUSEUM AND WIFE IS A DIRECTOR AT NORTHERN TRUST.

(D) DESCRIPTION OF TRANSACTION: NORTHERN TRUST PROVIDES FINANCIAL SERVICES TO THE FIELD MUSEUM. THE RATES PAID ARE COMPETITIVE WITH MARKET RATES.

(A) NAME OF PERSON: JOHN A. CANNING, JR.

(B) RELATIONSHIP BETWEEN INTERESTED PERSON AND ORGANIZATION:

TRUSTEE OF THE MUSEUM AND BOARD MEMBER AT EXELON

(D) DESCRIPTION OF TRANSACTION: THE MUSEUM PURCHASES ELECTRICAL SERVICES FROM A SUBSIDIARY OF EXELON CORPORATION AT MARKET RATES AND THE DELIVERY OF THE ELECTRICAL SERVICES FROM COMMONWEALTH EDISON AT REGULATED RATES.

(A) NAME OF PERSON: SUE LING GIN

(B) RELATIONSHIP BETWEEN INTERESTED PERSON AND ORGANIZATION:

TRUSTEE OF THE MUSEUM AND BOARD MEMBER AT EXELON

(D) DESCRIPTION OF TRANSACTION: THE MUSEUM PURCHASES ELECTRICAL SERVICES FROM A SUBSIDIARY OF EXELON CORPORATION AT MARKET RATES AND THE DELIVERY

Part V Supplemental Information

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

OF THE ELECTRICAL SERVICES FROM COMMONWEALTH EDISON AT REGULATED RATES.

(A) NAME OF PERSON: ANTHONY K. ANDERSON

(B) RELATIONSHIP BETWEEN INTERESTED PERSON AND ORGANIZATION:

TRUSTEE OF THE MUSEUM AND BOARD MEMBER AT EXELON

(D) DESCRIPTION OF TRANSACTION: THE MUSEUM PURCHASES ELECTRICAL SERVICES FROM A SUBSIDIARY OF EXELON CORPORATION AT MARKET RATES AND THE DELIVERY OF THE ELECTRICAL SERVICES FROM COMMONWEALTH EDISON AT REGULATED RATES.

(A) NAME OF PERSON: JOHN W. ROWE

(B) RELATIONSHIP BETWEEN INTERESTED PERSON AND ORGANIZATION:

TRUSTEE OF THE MUSEUM AND DIRECTOR AT NORTHERN TRUST

(D) DESCRIPTION OF TRANSACTION: NORTHERN TRUST PROVIDES FINANCIAL SERVICES TO THE FIELD MUSEUM. THE RATES PAID ARE COMPETITIVE WITH MARKET RATES.

**SCHEDULE M
(Form 990)**

Noncash Contributions

OMB No. 1545-0047

2012

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.**

Name of the organization **FIELD MUSEUM OF NATURAL HISTORY** Employer identification number **36-2167011**

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	37	2,193,610.	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	X	54	0.	
24 Archeological artifacts	X	2	0.	
25 Other ▶ (<u>SOFTWARE</u>)	X	1	1,083,797.	FAIR MARKET VALUE
26 Other ▶ (<u>AIRLINE MILES</u>)	X	1	71,500.	COST/SELLING PRICE
27 Other ▶ (_____)				
28 Other ▶ (_____)				

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

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

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

Schedule M (Form 990) (2012)

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

SCHEDULE M, LINE 32B: THE STOCK GIFTS GO INTO THE MUSEUM'S ACCOUNT AT NORTHERN TRUST, AND THEN NORTHERN TRUST SELLS THE STOCK ON BEHALF OF THE MUSEUM THE DAY AFTER THE RECEIPT. NORTHERN TRUST DEPOSITS PROCEEDS FROM THE SALE OF SECURITIES INTO THE MUSEUM'S ACCOUNT.

SCHEDULE M, LINE 33: THE MUSEUM DOES NOT REPORT CONTRIBUTIONS OF COLLECTION ITEMS AS REVENUE AS PERMITTED UNDER GENERALLY ACCEPTED ACCOUNTING PRINCIPLES. THE MUSEUM DOES NOT CAPITALIZE ITS COLLECTION AS ALLOWED UNDER SFAS 116.

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.

OMB No. 1545-0047

2012

Open to Public
Inspection

Name of the organization

FIELD MUSEUM OF NATURAL HISTORY

Employer identification number

36-2167011

FORM 990, PART III, LINE 1, DESCRIPTION OF ORGANIZATION MISSION:

COLLECTIONS, PUBLIC LEARNING PROGRAMS, AND RESEARCH ARE INSEPARABLY
LINKED TO SERVE A DIVERSE PUBLIC OF VARIED AGES, BACKGROUNDS AND
KNOWLEDGE.

FORM 990, PART III, LINE 4D, OTHER PROGRAM SERVICES:

INSTITUTIONAL ADVANCEMENT, PUBLIC SERVICES, BUSINESS ENTERPRISES,
EDUCATION AND LIBRARY.

EXPENSES \$ 16,691,391. INCLUDING GRANTS OF \$ 0. REVENUE \$ 10,092,063.

FORM 990, PART VI, SECTION A, LINE 2: BOARD OF TRUSTEES MEMBER JAMEE C.

FIELD HAS A FAMILY RELATIONSHIP WITH BOARD OF TRUSTEES MEMBER MARSHALL
FIELD

BOARD OF TRUSTEES MEMBER AURIE A. PENNICK HAS A BUSINESS RELATIONSHIP WITH
BOARD OF TRUSTEES MEMBER MARSHALL FIELD

BOARD OF TRUSTEES MEMBERS WILBUR H. GANTZ III, JOHN W. MCCARTER JR., AND
NEIL S. NOVICH HAVE A BUSINESS RELATIONSHIP.

BOARD OF TRUSTEES MEMBER J. B. PRITZKER HAS A BUSINESS RELATIONSHIP WITH
BOARD OF TRUSTEES MEMBER MICHAEL W. FERRO JR.

BOARD OF TRUSTEES MEMBERS JOHN W. ROWE, JOHN A. CANNING JR., SUE LING GIN,
RUTH ANN M. GILLIS, AND ANTHONY K. ANDERSON HAVE A BUSINESS RELATIONSHIP.

Name of the organization FIELD MUSEUM OF NATURAL HISTORY	Employer identification number 36-2167011
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BOARD OF TRUSTEES MEMBER LARRY RICHMAN HAS A BUSINESS RELATIONSHIP WITH BOARD OF TRUSTEES MEMBER NORMAN BOBINS.

BOARD OF TRUSTEES MEMBER DAVID M. TOLMIE HAS A BUSINESS RELATIONSHIP WITH ROGER DEROMEDI, DR. RICHARD A. CHAIFETZ, RONALD J. GIDWITZ, AND MICHAEL W. FERRO JR.

FORM 990, PART VI, SECTION B, LINE 11: THE BOARD RETAINS THE SERVICES OF AN INDEPENDENT CPA FIRM TO PREPARE THE ORGANIZATION'S FORM 990. MANAGEMENT REVIEWS THE COMPLETED FORM 990. A DRAFT OF THE FORM 990 IS PRESENTED TO THE AUDIT COMMITTEE. A FULL COPY OF THE 990 IS THEN PROVIDED TO ALL VOTING MEMBERS OF THE GOVERNING BODY PRIOR TO FILING. THE GOVERNING BODY IS PROVIDED A REASONABLE AMOUNT OF TIME TO REVIEW THE RETURN AND ASK ANY QUESTIONS DIRECTLY TO THE ORGANIZATION'S MANAGEMENT OR TO CONTACT THE INDEPENDENT CPA FIRM PRIOR TO FILING.

FORM 990, PART VI, SECTION B, LINE 12C: THE MUSEUM'S OFFICERS, DIRECTORS, TRUSTEES, AND KEY EMPLOYEES ARE ANNUALLY REQUIRED TO COMPLETE A CONFLICT OF INTEREST DISCLOSURE STATEMENT AS A CONDITION OF THEIR SERVICE TO THE ORGANIZATION. POTENTIAL CONFLICTS ARE LOGGED WITH AND MONITORED BY THE GENERAL COUNSEL AND SECRETARY OF THE BOARD.

FORM 990, PART VI, SECTION B, LINE 15: THE EXECUTIVE COMMITTEE IS RESPONSIBLE FOR THE APPROVAL OF COMPENSATION. THE EXECUTIVE COMMITTEE IS COMPRISED OF INDEPENDENT TRUSTEES. THE COMMITTEE USES SALARY DATA FROM COMPARABLE INSTITUTIONS, UPDATED ANNUALLY, TO HELP DETERMINE COMPENSATION OF THE CEO. COMPENSATION DELIBERATIONS TAKE PLACE IN EXECUTIVE SESSION WITHOUT ANY STAFF PRESENT. THE COMPENSATION ARRANGEMENTS ARE DOCUMENTED

Name of the organization FIELD MUSEUM OF NATURAL HISTORY	Employer identification number 36-2167011
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VIA EXECUTED EMPLOYMENT CONTRACTS. THE VICE PRESIDENT OF ADMINISTRATION CONDUCTS SALARY ANALYSIS OF OTHER OFFICERS AND KEY EMPLOYEES WITH APPROVAL BY THE CEO.

IN APRIL 2012, THE FIELD MUSEUM BOARD OF TRUSTEES ENGAGED A GLOBAL EXECUTIVE SEARCH FIRM TO CONDUCT A SEARCH FOR A NEW PRESIDENT AND CEO TO REPLACE THE RETIRING PRESIDENT JOHN W. MCCARTER. THE CHAIRMAN OF THE BOARD APPOINTED A SEARCH COMMITTEE COMPRISED OF 14 TRUSTEES AND 2 STAFF MEMBERS. THE SEARCH COMMITTEE REVIEWED, INTERVIEWED, AND SELECTED FINAL CANDIDATES. THE SEARCH COMMITTEE RECOMMENDED THE SELECTED CANDIDATE TO THE EXECUTIVE COMMITTEE. THE EXECUTIVE SEARCH FIRM REVIEWED SALARY HISTORY AND MARKET COMPETITIVENESS TO ASSIST THE EXECUTIVE COMMITTEE IN MAKING AN OFFER TO THE CANDIDATE. AFTER A REVIEW OF CREDENTIALS, THE EXECUTIVE COMMITTEE AND FULL BOARD OF TRUSTEES UNANIMOUSLY ELECTED AND SUPPORTED THE HIRING OF RICHARD W. LARIVIERE, WHO BEGAN HIS EMPLOYMENT IN AUGUST 2012.

FORM 990, PART VI, LINE 17, LIST OF STATES RECEIVING COPY OF FORM 990:
AL, AK, AZ, CA, CO, CT, GA, IN, IL, KS, KY, ME, MI, MN, MS, NJ, NM, NY, NC, ND, OH, OK, OR, PA, UT
WA, WI, VA, TN, SC, RI, MA, MD, WV

FORM 990, PART VI, SECTION C, LINE 19:
THE MUSEUM'S FORM 990 IS AVAILABLE AT THE ORGANIZATION'S PRINCIPAL PLACE OF BUSINESS UPON REQUEST. THE MUSEUM'S GOVERNING DOCUMENTS AND FINANCIAL STATEMENTS ARE AVAILABLE THROUGH APPLICABLE GOVERNMENTAL AGENCIES OR THROUGH REQUEST AT THE MUSEUM'S PRINCIPAL PLACE OF BUSINESS. THE CONFLICT OF INTEREST POLICY IS AVAILABLE UPON WRITTEN REQUEST TO THE ORGANIZATION (AND AT MANAGEMENT'S DISCRETION).

Name of the organization FIELD MUSEUM OF NATURAL HISTORY	Employer identification number 36-2167011
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FORM 990, PART VII, COLUMN (D) - REPORTABLE COMPENSATION

RICHARD W. LARIVIERE'S 2012 W-2 COMPENSATION INCLUDES A ONE-TIME TAXABLE RELOCATION ALLOWANCE OF \$100,000. PER THE PRESIDENT AND CEO'S EMPLOYMENT AGREEMENT, THIS ONE-TIME RELOCATION ALLOWANCE WAS APPROVED BY THE MUSEUM'S BOARD OF TRUSTEES TO ASSIST WITH COSTS RELATED TO RELOCATING TO CHICAGO FOR THE PRESIDENT & CEO POSITION.

JOHN W. MCCARTER'S 2012 W-2 COMPENSATION INCLUDES \$194,234 OF PREVIOUSLY ACCRUED COMPENSATION. PER THE RETIRING CEO & PRESIDENT'S EMPLOYMENT AGREEMENT, A PAID SABBATICAL APPROVED BY THE MUSEUM'S BOARD OF TRUSTEES STARTED ON 10/1/2012. THIS EXPENSE WAS FULLY ACCRUED AS OF 12/31/2011 AND REPORTED AS DEFERRED COMPENSATION IN THE PRIOR YEAR'S 990. THIS SABBATICAL IS IN RECOGNITION OF THE RETIRING CEO & PRESIDENT'S 16 YEARS OF SERVICE AND EXTENSIVE LEADERSHIP AND COMMITMENT TO THE MUSEUM.

FORM 990, PART IX, LINE 11G, OTHER FEES:

SCIENTIFIC RESEARCH, CONSERVATION, AND EXHIBITION DESIGN FEES:

PROGRAM SERVICE EXPENSES	7,688,097.
MANAGEMENT AND GENERAL EXPENSES	449,073.
FUNDRAISING EXPENSES	442,894.
TOTAL EXPENSES	8,580,064.
TOTAL OTHER FEES ON FORM 990, PART IX, LINE 11G, COL A	8,580,064.

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

Related Organizations and Unrelated Partnerships

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

Name of the organization **FIELD MUSEUM OF NATURAL HISTORY** Employer identification number **36-2167011**

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

(a) Name, address, and EIN (if applicable) of disregarded entity	(b) Primary activity	(c) Legal domicile (state or foreign country)	(d) Total income	(e) End-of-year assets	(f) Direct controlling entity

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

(a) Name, address, and EIN of related organization	(b) Primary activity	(c) Legal domicile (state or foreign country)	(d) Exempt Code section	(e) Public charity status (if section 501(c)(3))	(f) Direct controlling entity	(g) Section 512(b)(13) controlled entity?	
						Yes	No
MUSEUM CAMPUS CORPORATION - 36-4272361 1400 SOUTH LAKE SHORE DRIVE CHICAGO, IL 60605	ATTRACT VISITORS TO THE MUSEUM CAMPUS' CENTRALLY LOCATED FACILITIES	ILLINOIS	501(C)(3)	LINE 11A, I			X

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

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

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

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

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

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

1 During the tax year, did the organization engage in any of the following transactions with one or more related organizations listed in Parts II-IV?

	Yes	No
a Receipt of (i) interest (ii) annuities (iii) royalties or (iv) rent from a controlled entity		X
b Gift, grant, or capital contribution to related organization(s)		X
c Gift, grant, or capital contribution from related organization(s)		X
d Loans or loan guarantees to or for related organization(s)		X
e Loans or loan guarantees by related organization(s)		X
f Dividends from related organization(s)		X
g Sale of assets to related organization(s)		X
h Purchase of assets from related organization(s)		X
i Exchange of assets with related organization(s)		X
j Lease of facilities, equipment, or other assets to related organization(s)		X
k Lease of facilities, equipment, or other assets from related organization(s)		X
l Performance of services or membership or fundraising solicitations for related organization(s)		X
m Performance of services or membership or fundraising solicitations by related organization(s)		X
n Sharing of facilities, equipment, mailing lists, or other assets with related organization(s)		X
o Sharing of paid employees with related organization(s)		X
p Reimbursement paid to related organization(s) for expenses		X
q Reimbursement paid by related organization(s) for expenses		X
r Other transfer of cash or property to related organization(s)		X
s Other transfer of cash or property from related organization(s)		X

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

(a) Name of other organization	(b) Transaction type (a-s)	(c) Amount involved	(d) Method of determining amount involved
(1)			
(2)			
(3)			
(4)			
(5)			
(6)			

Part VII Supplemental Information

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

Multiple horizontal lines for supplemental information.