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)

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

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

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

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

C
Name of organization
CONNER PRAIRIE MUSEUM INC

D
Employer identification number
20-3402627

E
Telephone number
(317) 776-6000

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

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

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

J
Website:
WWW.CONNERPRAIRIE.ORG

K
Form of organization
☐ Corporation ☐ Trust ☐ Association ☐ Other

L
Year of formation
2005

M
State of legal domicile
IN

Part I
Summary

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

2 Check this box ☐ if the organization discontinued its operations or disposed of more than 25% of its net assets

3 Number of voting members of the governing body (Part V, line 1a) .... 3 42

4 Number of independent voting members of the governing body (Part V, line 1b) .... 4 42

5 Total number of individuals employed in calendar year 2012 (Part V, line 2a) .... 5 375

6 Total number of volunteers (estimate if necessary) .... 6 500

7a Total unrelated business revenue from Part VIII, column (C), line 12 .... 7a 255,233

7b Net unrelated business taxable income from Form 990-T, line 34 .... 7b 0

8 Contributions and grants (Part VIII, line 1h) .... 8 7,681,155 6,803,698

9 Program service revenue (Part VIII, line 2g) .... 9 1,435,089 1,785,262

10 Investment income (Part VIII, column (A), lines 3, 4, and 7d) .... 10 546,554 72,919

11 Other revenue (Part VIII, column (A), lines 5, 6d, 8c, 9c, 10c, and 11e) .... 11 1,255,300 1,349,351

12 Total revenue—add lines 8 through 11 (must equal Part VIII, column (A), line 12) .... 12 10,918,098 10,011,230

13 Grants and similar amounts paid (Part IX, column (A), lines 1-3) .... 13 1,915,717 728,285

14 Benefits paid to or for members (Part IX, column (A), line 4) .... 14 0 0

15 Salaries, other compensation, employee benefits (Part IX, column (A), lines 5-10) .... 15 5,815,344 5,997,050

16a Professional fundraising fees (Part IX, column (A), line 11e) .... 16a 0 0

16b Total fundraising expenses (Part IX, column (D), line 25) .... 16b 570,506

17 Other expenses (Part IX, column (A), lines 11a-11d, 11f-24c) .... 17 3,177,580 3,274,976

18 Total expenses—add lines 13-17 (must equal Part IX, column (A), line 25) .... 18 10,908,641 10,000,311

19 Revenue less expenses .... 9,457 10,919

20 Total assets (Part X, line 16) .... 20 4,989,241 4,801,465

21 Total liabilities (Part X, line 26) .... 21 792,306 593,601

22 Net assets or fund balances—subtract line 21 from line 20 .... 22 4,196,935 4,207,854

Part II
Signature Block

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

Signed by

KYLE WENGER CFO

Date
2013-11-01

Paid Preparer Use Only

Print/Type preparer's name
KENNETH J KEBER

Preparer's signature

Check ☐ if self-employed

PTIN
000240883

Phone number (317) 569-8899

Firm's name CROWE HORWATH LLP

Firm's EIN

Firm's address 3815 River Crossing Parkway
Suite 300
Indianapolis, IN 462400077

May the IRS discuss this return with the preparer shown above? (see instructions) ☐ Yes ☐ No
For Paperwork Reduction Act Notice, see the separate instructions.

Cat No 11282Y

Form 990 (2012)
Part III  Statement of Program Service Accomplishments

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

1  Briefly describe the organization’s mission

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

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

If “Yes,” describe these new services on Schedule O

3  Did the organization cease conducting, or make significant changes in how it conducts, any program services?  

If “Yes,” describe these changes on Schedule O

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

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

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

4b  (Code ) (Expenses $ 789,422 including grants of $ 728,285 ) (Revenue $ 1,088,921 )

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

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

4d  Other program services (Describe in Schedule O )

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

4e  Total program service expenses 8,188,136
### Part IV Checklist of Required Schedules

<table>
<thead>
<tr>
<th>Question</th>
<th>Yes</th>
<th>No</th>
</tr>
</thead>
<tbody>
<tr>
<td>1 Is the organization described in section 501(c)(3) or 4947(a)(1) (other than a private foundation)? If “Yes,” complete Schedule A</td>
<td>Yes</td>
<td></td>
</tr>
<tr>
<td>2 Is the organization required to complete Schedule B, Schedule of Contributors (see instructions)?</td>
<td>Yes</td>
<td></td>
</tr>
<tr>
<td>3 Did the organization engage in direct or indirect political campaign activities on behalf of or in opposition to candidates for public office? If “Yes,” complete Schedule C, Part I</td>
<td>No</td>
<td></td>
</tr>
<tr>
<td>4 Section 501(c)(3) organizations. Did the organization engage in lobbying activities, or have a section 501(h) election in effect during the tax year? If “Yes,” complete Schedule C, Part II</td>
<td>No</td>
<td></td>
</tr>
<tr>
<td>5 Is the organization a section 501(c)(4), 501(c)(5), or 501(c)(6) organization that receives membership dues, assessments, or similar amounts as defined in Revenue Procedure 98-19? If “Yes,” complete Schedule C, Part III</td>
<td>No</td>
<td></td>
</tr>
<tr>
<td>6 Did the organization maintain any donor advised funds or any similar funds or accounts for which donors have the right to provide advice on the distribution or investment of amounts in such funds or accounts? If “Yes,” complete Schedule D, Part I</td>
<td>No</td>
<td></td>
</tr>
<tr>
<td>7 Did the organization receive or hold a conservation easement, including easements to preserve open space, the environment, historic land areas, or historic structures? If “Yes,” complete Schedule D, Part II</td>
<td>No</td>
<td></td>
</tr>
<tr>
<td>8 Did the organization maintain collections of works of art, historical treasures, or other similar assets? If “Yes,” complete Schedule D, Part III</td>
<td>Yes</td>
<td></td>
</tr>
<tr>
<td>9 Did the organization report an amount in Part X, line 21 for escrow or custodial account liability, serve as a custodian for amounts not listed in Part X, or provide credit counseling, debt management, credit repair, or debt negotiation services? If “Yes,” complete Schedule D, Part IV</td>
<td>No</td>
<td></td>
</tr>
<tr>
<td>10 Did the organization, directly or through a related organization, hold assets in temporarily restricted endowments, permanent endowments, or quasi-endowments? If “Yes,” complete Schedule D, Part V</td>
<td>Yes</td>
<td></td>
</tr>
<tr>
<td>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</td>
<td></td>
<td></td>
</tr>
<tr>
<td>a Did the organization report an amount for land, buildings, and equipment in Part X, line 10?</td>
<td>Yes</td>
<td></td>
</tr>
<tr>
<td>b Did the organization report an amount for investments—other securities in Part X, line 12 that is 5% or more of its total assets reported in Part X, line 16? If “Yes,” complete Schedule D, Part VII</td>
<td>No</td>
<td></td>
</tr>
<tr>
<td>c Did the organization report an amount for investments—program related in Part X, line 13 that is 5% or more of its total assets reported in Part X, line 16? If “Yes,” complete Schedule D, Part VIII</td>
<td>No</td>
<td></td>
</tr>
<tr>
<td>d Did the organization report an amount for other assets in Part X, line 15 that is 5% or more of its total assets reported in Part X, line 16? If “Yes,” complete Schedule D, Part IX</td>
<td>Yes</td>
<td></td>
</tr>
<tr>
<td>e Did the organization report an amount for other liabilities in Part X, line 25? If “Yes,” complete Schedule D, Part X</td>
<td>No</td>
<td></td>
</tr>
<tr>
<td>f Did the organization’s separate or consolidated financial statements for the tax year include a footnote that addresses the organization’s liability for uncertain tax positions under FIN 48 (ASC 740)? If “Yes,” complete Schedule D, Part X</td>
<td>Yes</td>
<td></td>
</tr>
<tr>
<td>12a Did the organization obtain separate, independent audited financial statements for the tax year?</td>
<td>Yes</td>
<td></td>
</tr>
<tr>
<td>12b Was the organization included in consolidated, independent audited financial statements for the tax year? If “Yes,” and if the organization answered “No” to line 12a, then completing Schedule D, Parts XI and XII is optional</td>
<td>Yes</td>
<td></td>
</tr>
<tr>
<td>13 Is the organization a school described in section 170(b)(1)(A) (i)(ii)? If “Yes,” complete Schedule E</td>
<td>No</td>
<td></td>
</tr>
<tr>
<td>14a Did the organization maintain an office, employees, or agents outside of the United States?</td>
<td>No</td>
<td></td>
</tr>
<tr>
<td>14b Did the organization have aggregate revenues or expenses of more than $10,000 from grantmaking, fundraising, business, investment, and program service activities outside the United States, or aggregate foreign investments valued at $100,000 or more? If “Yes,” complete Schedule F, Parts I and IV</td>
<td>No</td>
<td></td>
</tr>
<tr>
<td>15 Did the organization report on Part IX, column (A), line 3, more than $5,000 of grants or assistance to any organization or entity located outside the United States? If “Yes,” complete Schedule F, Parts II and IV</td>
<td>No</td>
<td></td>
</tr>
<tr>
<td>16 Did the organization report on Part IX, column (A), line 3, more than $5,000 of aggregate grants or assistance to individuals located outside the United States? If “Yes,” complete Schedule F, Parts III and IV</td>
<td>No</td>
<td></td>
</tr>
<tr>
<td>17 Did the organization report a total of more than $15,000 of expenses for professional fundraising services on Part IX, column (A), lines 6 and 11e? If “Yes,” complete Schedule G, Part I (see instructions)</td>
<td>No</td>
<td></td>
</tr>
<tr>
<td>18 Did the organization report more than $15,000 total of fundraising event gross income and contributions on Part VIII, lines 1c and 8a? If “Yes,” complete Schedule G, Part II</td>
<td>Yes</td>
<td></td>
</tr>
<tr>
<td>19 Did the organization report more than $15,000 of gross income from gaming activities on Part VIII, line 9a? If “Yes,” complete Schedule G, Part III</td>
<td>No</td>
<td></td>
</tr>
<tr>
<td>20a Did the organization operate one or more hospital facilities? If “Yes,” complete Schedule H</td>
<td>No</td>
<td></td>
</tr>
<tr>
<td>b If “Yes” to line 20a, did the organization attach a copy of its audited financial statements to this return?</td>
<td>No</td>
<td></td>
</tr>
<tr>
<td></td>
<td></td>
<td></td>
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<tr>
<td>---</td>
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</tr>
<tr>
<td>21</td>
<td>Did the organization report more than $5,000 of grants and other assistance to any government or organization in the United States on Part IX, column (A), line 1? If “Yes,” complete Schedule I, Parts I and II</td>
<td>Yes</td>
</tr>
<tr>
<td>22</td>
<td>Did the organization report more than $5,000 of grants and other assistance to individuals in the United States on Part IX, column (A), line 2? If “Yes,” complete Schedule I, Parts I and III</td>
<td>No</td>
</tr>
<tr>
<td>23</td>
<td>Did the organization answer “Yes” to Part VII, Section A, line 3, 4, or 5 about compensation of the organization’s current and former officers, directors, trustees, key employees, and highest compensated employees? If “Yes,” complete Schedule I</td>
<td>Yes</td>
</tr>
<tr>
<td>24a</td>
<td>Did the organization have a tax-exempt bond issue with an outstanding principal amount of more than $100,000 as of the last day of the year, that was issued after December 31, 2002? If “Yes,” answer lines 24b through 24d and complete Schedule K. If “No,” go to line 25</td>
<td>No</td>
</tr>
<tr>
<td>24b</td>
<td>Did the organization invest any proceeds of tax-exempt bonds beyond a temporary period exception?</td>
<td></td>
</tr>
<tr>
<td>24c</td>
<td>Did the organization maintain an escrow account other than a refunding escrow at any time during the year to defease any tax-exempt bonds?</td>
<td></td>
</tr>
<tr>
<td>24d</td>
<td>Did the organization act as an “on behalf of” issuer for bonds outstanding at any time during the year?</td>
<td></td>
</tr>
<tr>
<td>25a</td>
<td>Section 501(c)(3) and 501(c)(4) organizations. Did the organization engage in an excess benefit transaction with a disqualified person during the year? If “Yes,” complete Schedule L, Part I</td>
<td>No</td>
</tr>
<tr>
<td>25b</td>
<td>Is the organization aware that it engaged in an excess benefit transaction with a disqualified person in a prior year, and that the transaction has not been reported on any of the organization’s prior Forms 990 or 990-EZ? If “Yes,” complete Schedule L, Part I</td>
<td>No</td>
</tr>
<tr>
<td>26</td>
<td>Was a loan to or by a current or former officer, director, trustee, key employee, highest compensated employee, or disqualified person outstanding as of the end of the organization’s tax year? If “Yes,” complete Schedule L, Part II</td>
<td>No</td>
</tr>
<tr>
<td>27</td>
<td>Did the organization provide a grant or other assistance to an officer, director, trustee, key employee, substantial contributor or employee thereof, a grant selection committee member, or to a 35% controlled entity or family member of any of these persons? If “Yes,” complete Schedule L, Part III</td>
<td>No</td>
</tr>
<tr>
<td>28</td>
<td>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)</td>
<td></td>
</tr>
<tr>
<td>28a</td>
<td>A current or former officer, director, trustee, or key employee? If “Yes,” complete Schedule L, Part IV</td>
<td>No</td>
</tr>
<tr>
<td>28b</td>
<td>An officer, director, or key employee (or a family member thereof) was an officer, director, trustee, or direct or indirect owner? If “Yes,” complete Schedule L, Part IV</td>
<td>No</td>
</tr>
<tr>
<td>29</td>
<td>Did the organization receive more than $25,000 in non-cash contributions? If “Yes,” complete Schedule M</td>
<td>Yes</td>
</tr>
<tr>
<td>30</td>
<td>Did the organization receive contributions of art, historical treasures, or other similar assets, or qualified conservation contributions? If “Yes,” complete Schedule M</td>
<td>No</td>
</tr>
<tr>
<td>31</td>
<td>Did the organization liquidate, terminate, or dissolve and cease operations? If “Yes,” complete Schedule N, Part I</td>
<td>No</td>
</tr>
<tr>
<td>32</td>
<td>Did the organization sell, exchange, dispose of, or transfer more than 25% of its net assets? If “Yes,” complete Schedule N, Part II</td>
<td>No</td>
</tr>
<tr>
<td>33</td>
<td>Did the organization own 100% of an entity disregarded as separate from the organization under Regulations sections 301.7701-2 and 301.7701-3? If “Yes,” complete Schedule R, Part I</td>
<td>Yes</td>
</tr>
<tr>
<td>34</td>
<td>Was the organization related to any tax-exempt or taxable entity? If “Yes,” complete Schedule R, Part II, III, or IV, and Part V, line 1</td>
<td>Yes</td>
</tr>
<tr>
<td>35a</td>
<td>Did the organization have a controlled entity within the meaning of section 512(b)(13)?</td>
<td>Yes</td>
</tr>
<tr>
<td>35b</td>
<td>If “Yes” to line 35a, did the organization receive any payment from or engage in any transaction with a controlled entity within the meaning of section 512(b)(13)? If “Yes,” complete Schedule R, Part V, line 2</td>
<td>Yes</td>
</tr>
<tr>
<td>36</td>
<td>Section 501(c)(3) organizations. Did the organization make any transfers to an exempt non-changable related organization? If “Yes,” complete Schedule R, Part V, line 2</td>
<td>No</td>
</tr>
<tr>
<td>37</td>
<td>Did the organization conduct more than 5% of its activities through an entity that is not a related organization and that is treated as a partnership for federal income tax purposes? If “Yes,” complete Schedule R, Part VI</td>
<td>No</td>
</tr>
<tr>
<td>38</td>
<td>Did the organization complete Schedule O and provide explanations in Schedule O for Part VI, lines 11b and 19?</td>
<td>Yes</td>
</tr>
</tbody>
</table>

**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

<table>
<thead>
<tr>
<th></th>
<th>Yes</th>
<th>No</th>
</tr>
</thead>
<tbody>
<tr>
<td>1a Enter the number reported in Box 3 of Form 1096 Enter -0- if not applicable</td>
<td>66</td>
<td></td>
</tr>
<tr>
<td>1b Enter the number of Forms W-2G included in line 1a Enter -0- if not applicable</td>
<td>0</td>
<td></td>
</tr>
<tr>
<td>1c Did the organization comply with backup withholding rules for reportable payments to vendors and reportable gaming (gambling) winnings to prize winners?</td>
<td>Yes</td>
<td></td>
</tr>
<tr>
<td>2a Enter the number of employees reported on Form W-3, Transmittal of Wage and Tax Statements, filed for the calendar year ending with or within the year covered by this return</td>
<td>375</td>
<td></td>
</tr>
<tr>
<td>2b If at least one is reported on line 2a, did the organization file all required federal employment tax returns?</td>
<td>Yes</td>
<td></td>
</tr>
<tr>
<td>3a Did the organization have unrelated business gross income of $1,000 or more during the year?</td>
<td>Yes</td>
<td></td>
</tr>
<tr>
<td>3b If &quot;Yes,&quot; has it filed a Form 990-T for this year? If &quot;No,&quot; provide an explanation in Schedule O</td>
<td>Yes</td>
<td></td>
</tr>
<tr>
<td>4a At any time during the calendar year, did the organization have an interest in, or a signature or other authority over, a Depository Financial Account in a foreign country (such as a bank account, securities account, or other financial account)?</td>
<td>No</td>
<td></td>
</tr>
<tr>
<td>4b If &quot;Yes,&quot; enter the name of the foreign country</td>
<td>See instructions for filing requirements for Form TD F 90-22.1, Report of Foreign Bank and Financial Accounts</td>
<td></td>
</tr>
<tr>
<td>5a Was the organization a party to a prohibited tax shelter transaction at any time during the tax year?</td>
<td>No</td>
<td></td>
</tr>
<tr>
<td>5b Did any taxable party notify the organization that it was or is a party to a prohibited tax shelter transaction?</td>
<td>No</td>
<td></td>
</tr>
<tr>
<td>6a Does the organization have annual gross receipts that are normally greater than $100,000, and did the organization solicit any contributions that were not tax deductible as charitable contributions?</td>
<td>No</td>
<td></td>
</tr>
<tr>
<td>6b If &quot;Yes,&quot; did the organization include with every solicitation an express statement that such contributions or gifts were not tax deductible?</td>
<td>No</td>
<td></td>
</tr>
<tr>
<td>7 Organizations that may receive deductible contributions under section 170(c).</td>
<td></td>
<td></td>
</tr>
<tr>
<td>7a Did the organization receive a payment in excess of $75 made partly as a contribution and partly for goods and services provided to the payor?</td>
<td>Yes</td>
<td></td>
</tr>
<tr>
<td>7b If &quot;Yes,&quot; did the organization notify the donor of the value of the goods and services provided?</td>
<td>Yes</td>
<td></td>
</tr>
<tr>
<td>7c Did the organization sell, exchange, or otherwise dispose of tangible personal property for which it was required to file Form 8282?</td>
<td>No</td>
<td></td>
</tr>
<tr>
<td>7d If &quot;Yes,&quot; indicate the number of Forms 8282 filed during the year</td>
<td>7d</td>
<td></td>
</tr>
<tr>
<td>8 Sponsoring organizations maintaining donor advised funds and section 509(a)(3) supporting organizations. Did the supporting organization, or a donor advised fund maintained by a sponsoring organization, have excess business holdings at any time during the year?</td>
<td>8</td>
<td></td>
</tr>
<tr>
<td>9 Sponsoring organizations maintaining donor advised funds.</td>
<td></td>
<td></td>
</tr>
<tr>
<td>9a Did the organization make any taxable distributions under section 4966?</td>
<td>9a</td>
<td></td>
</tr>
<tr>
<td>9b Did the organization make a distribution to a donor, donor advisor, or related person?</td>
<td>9b</td>
<td></td>
</tr>
<tr>
<td>10 Section 501(c)(7) organizations. Enter</td>
<td></td>
<td></td>
</tr>
<tr>
<td>10a Initiation fees and capital contributions included on Part VIII, line 12</td>
<td>10a</td>
<td></td>
</tr>
<tr>
<td>10b Gross receipts, included on Form 990, Part VIII, line 12, for public use of club facilities</td>
<td>10b</td>
<td></td>
</tr>
<tr>
<td>11 Section 501(c)(12) organizations. Enter</td>
<td></td>
<td></td>
</tr>
<tr>
<td>11a Gross income from members or shareholders</td>
<td>11a</td>
<td></td>
</tr>
<tr>
<td>11b Gross income from other sources (Do not net amounts due or paid to other sources against amounts due or received from them)</td>
<td>11b</td>
<td></td>
</tr>
<tr>
<td>12a Section 4947(a)(1) non-exempt charitable trusts. Is the organization filing Form 990 in lieu of Form 1041?</td>
<td>12a</td>
<td></td>
</tr>
<tr>
<td>12b If &quot;Yes,&quot; enter the amount of tax-exempt interest received or accrued during the year</td>
<td>12b</td>
<td></td>
</tr>
<tr>
<td>13 Section 501(c)(29) qualified nonprofit health insurance issuers.</td>
<td></td>
<td></td>
</tr>
<tr>
<td>13a Is the organization licensed to issue qualified health plans in more than one state? Note: See the instructions for additional information the organization must report on Schedule O</td>
<td></td>
<td></td>
</tr>
<tr>
<td>13b Enter the amount of reserves the organization is required to maintain by the states in which the organization is licensed to issue qualified health plans</td>
<td>13b</td>
<td></td>
</tr>
<tr>
<td>13c Enter the amount of reserves on hand</td>
<td>13c</td>
<td></td>
</tr>
<tr>
<td>14a Did the organization receive any payments for indoor tanning services during the tax year?</td>
<td>No</td>
<td></td>
</tr>
<tr>
<td>14b If &quot;Yes,&quot; has it filed a Form 720 to report these payments? If &quot;No,&quot; provide an explanation in Schedule O</td>
<td>14b</td>
<td></td>
</tr>
</tbody>
</table>
### Part VI Governance, Management, and Disclosure

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

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

<table>
<thead>
<tr>
<th>Section A. Governing Body and Management</th>
</tr>
</thead>
<tbody>
<tr>
<td><strong>1a</strong> Enter the number of voting members of the governing body at the end of the tax year.</td>
</tr>
<tr>
<td><strong>1b</strong> Enter the number of voting members included in line 1a, above, who are independent.</td>
</tr>
</tbody>
</table>

| 2 | Did any officer, director, trustee, or key employee have a family relationship or a business relationship with any other officer, director, trustee, or key employee? |
| 3 | Did the organization delegate control over management duties customarily performed by or under the direct supervision of officers, directors or trustees, or key employees to a management company or other person? |
| 4 | Did the organization make any significant changes to its governing documents since the prior Form 990 was filed? |
| 5 | Did the organization become aware during the year of a significant diversion of the organization's assets? |
| 6 | Did the organization have members or stockholders? |
| 7a | Did the organization have members, stockholders, or other persons who had the power to elect or appoint one or more members of the governing body? |
| 7b | Are any governance decisions of the organization reserved to (or subject to approval by) members, stockholders, or persons other than the governing body? |
| 8 | Did the organization contemporaneously document the meetings held or written actions undertaken during the year by the following: |
| 8a | The governing body. |
| 8b | Each committee with authority to act on behalf of the governing body. |
| 9 | Is there any officer, director, trustee, or key employee listed in Part VII, Section A, who cannot be reached at the organization's mailing address? If "Yes," provide the names and addresses in Schedule O. |

<table>
<thead>
<tr>
<th>Section B. Policies (This Section B requests information about policies not required by the Internal Revenue Code.)</th>
</tr>
</thead>
<tbody>
<tr>
<td><strong>10a</strong> Did the organization have local chapters, branches, or affiliates?</td>
</tr>
<tr>
<td><strong>10b</strong> If &quot;Yes,&quot; did the organization have written policies and procedures governing the activities of such chapters, affiliates, and branches to ensure their operations are consistent with the organization's exempt purposes?</td>
</tr>
<tr>
<td><strong>11a</strong> Has the organization provided a complete copy of this Form 990 to all members of its governing body before filing the form?</td>
</tr>
<tr>
<td><strong>11b</strong> Describe in Schedule O the process, if any, used by the organization to review this Form 990.</td>
</tr>
<tr>
<td><strong>12a</strong> Did the organization have a written conflict of interest policy? If &quot;No,&quot; go to line 13.</td>
</tr>
<tr>
<td><strong>12b</strong> Were officers, directors, or trustees, and key employees required to disclose annually interests that could give rise to conflicts?</td>
</tr>
<tr>
<td><strong>12c</strong> Did the organization regularly and consistently monitor and enforce compliance with the policy? If &quot;Yes,&quot; describe in Schedule O how this was done.</td>
</tr>
<tr>
<td><strong>13</strong> Did the organization have a written whistleblower policy?</td>
</tr>
<tr>
<td><strong>14</strong> Did the organization have a written document retention and destruction policy?</td>
</tr>
<tr>
<td><strong>15</strong> Did the process for determining compensation of the following persons include a review and approval by independent persons, comparability data, and contemporaneous substantiation of the deliberation and decision?</td>
</tr>
<tr>
<td>a</td>
</tr>
<tr>
<td>b</td>
</tr>
<tr>
<td><strong>15a</strong> If &quot;Yes&quot; to line 15a or 15b, describe the process in Schedule O (see instructions).</td>
</tr>
<tr>
<td><strong>16a</strong> Did the organization invest in, contribute assets to, or participate in a joint venture or similar arrangement with a taxable entity during the year?</td>
</tr>
<tr>
<td><strong>16b</strong> If &quot;Yes,&quot; did the organization follow a written policy or procedure requiring the organization to evaluate its participation in joint venture arrangements under applicable federal tax law, and take steps to safeguard the organization's exempt status with respect to such arrangements?</td>
</tr>
</tbody>
</table>

### Section C. Disclosure

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

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

- [ ] Own website
- [ ] Another's website
- [X] Upon request
- [ ] Other (explain in Schedule O)

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

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

Kyle Wenger 13400 Allisonville Road Fishers, IN (317) 776-6000
## Part VII  Compensation of Officers, Directors, Trustees, Key Employees, Highest Compensated Employees, and Independent Contractors

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

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

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

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

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

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

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

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

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

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

<table>
<thead>
<tr>
<th>(A) Name and Title</th>
<th>(B) Average hours per week (list any hours for related organizations below dotted line)</th>
<th>(C) Position (do not check more than one box, unless person is both an officer and a director/trustee)</th>
<th>(D) Reportable compensation from the organization (W-2/1099-MISC)</th>
<th>(E) Reportable compensation from related organizations (W-2/1099-MISC)</th>
<th>(F) Estimated amount of other compensation from the organization and related organizations</th>
</tr>
</thead>
<tbody>
<tr>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
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<td></td>
</tr>
<tr>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
</tbody>
</table>

See Additional Data Table
### Part VII  Section A. Officers, Directors, Trustees, Key Employees, and Highest Compensated Employees (continued)

<table>
<thead>
<tr>
<th>(A) Name and Title</th>
<th>(B) Average hours per week (list any hours for related organizations below dotted line)</th>
<th>(C) Position (do not check more than one box, unless person is both an officer and a director/trustee)</th>
<th>(D) Reportable compensation from the organization (W-2/1099-MISC)</th>
<th>(E) Reportable compensation from related organizations (W-2/1099-MISC)</th>
<th>(F) Estimated amount of other compensation from the organization and related organizations</th>
</tr>
</thead>
<tbody>
<tr>
<td></td>
<td></td>
<td>Individual Trustee</td>
<td>Institutional Trustee</td>
<td>Officer</td>
<td>Key Employee</td>
</tr>
</tbody>
</table>

| 1b Sub-Total       |                                  |                    |                    |        |             |                                  |
|                   |                                  |                    |                    |        |             |                                  |
|                   |                                  |                    |                    |        |             |                                  |
|                   |                                  |                    |                    |        |             |                                  |
|                   |                                  |                    |                    |        |             |                                  |
|                   |                                  |                    |                    |        |             |                                  |
|                   |                                  |                    |                    |        |             |                                  |
|                   |                                  |                    |                    |        |             |                                  |

| c Total from continuation sheets to Part VII, Section A | | | | | |

| d Total (add lines 1b and 1c) | | | | | |

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

| 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 | Yes | No |

| 4 For any individual listed on line 1a, is the sum of reportable compensation and other compensation from the organization and related organizations greater than $150,000? If "Yes," complete Schedule J for such individual | Yes | No |

| 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 | Yes | No |

### Section B. Independent Contractors

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

<table>
<thead>
<tr>
<th>(A) Name and business address</th>
<th>(B) Description of services</th>
<th>(C) Compensation</th>
</tr>
</thead>
<tbody>
<tr>
<td>OPTIMEDIA 13940 COLLECTIONS CENTER DR CHICAGO IL 60693</td>
<td>ADVERTISING &amp; PR</td>
<td>476,521</td>
</tr>
<tr>
<td>TECHNICAL DEVELOPMENT CORP. 31 MILK ST BOSTON MA 02109</td>
<td>CONSULTING</td>
<td>118,142</td>
</tr>
</tbody>
</table>

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

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

<table>
<thead>
<tr>
<th></th>
<th>(A) Total revenue</th>
<th>(B) Related or exempt function revenue</th>
<th>(C) Unrelated business revenue</th>
<th>(D) Revenue excluded from tax under sections 512, 513, or 514</th>
</tr>
</thead>
<tbody>
<tr>
<td>1a</td>
<td>Federated campaigns</td>
<td>0</td>
<td></td>
<td></td>
</tr>
<tr>
<td>b</td>
<td>Membership dues</td>
<td>212,064</td>
<td></td>
<td></td>
</tr>
<tr>
<td>c</td>
<td>Fundraising events</td>
<td>7,750</td>
<td></td>
<td></td>
</tr>
<tr>
<td>d</td>
<td>Related organizations</td>
<td>4,854,984</td>
<td></td>
<td></td>
</tr>
<tr>
<td>e</td>
<td>Government grants (contributions)</td>
<td>72,982</td>
<td></td>
<td></td>
</tr>
<tr>
<td>f</td>
<td>All other contributions, gifts, grants, and similar amounts not included above</td>
<td>1,655,918</td>
<td></td>
<td></td>
</tr>
<tr>
<td>g</td>
<td>Noncash contributions included in lines 1a-1f</td>
<td>179,879</td>
<td></td>
<td></td>
</tr>
<tr>
<td>h</td>
<td><strong>Total. Add lines 1a-1f</strong></td>
<td>6,803,698</td>
<td></td>
<td></td>
</tr>
</tbody>
</table>

#### Contributions, Gifts, Grants and Other Similar Amounts

<table>
<thead>
<tr>
<th></th>
<th>Business Code</th>
<th></th>
<th></th>
<th></th>
</tr>
</thead>
<tbody>
<tr>
<td>2a</td>
<td>ADMISSIONS &amp; FEES</td>
<td>900099</td>
<td>1,573,197</td>
<td>1,573,197</td>
</tr>
<tr>
<td>b</td>
<td>MEMBERSHIP DUES</td>
<td>900099</td>
<td>212,065</td>
<td>212,065</td>
</tr>
<tr>
<td>c</td>
<td></td>
<td></td>
<td>0</td>
<td></td>
</tr>
<tr>
<td>d</td>
<td></td>
<td></td>
<td>0</td>
<td></td>
</tr>
<tr>
<td>e</td>
<td></td>
<td></td>
<td>0</td>
<td></td>
</tr>
<tr>
<td>f</td>
<td>All other program service revenue</td>
<td>0</td>
<td>0</td>
<td>0</td>
</tr>
<tr>
<td>g</td>
<td><strong>Total. Add lines 2a-2f</strong></td>
<td>1,785,262</td>
<td></td>
<td></td>
</tr>
</tbody>
</table>

#### Program Service Revenue

<table>
<thead>
<tr>
<th></th>
<th>(i) Real</th>
<th>(ii) Personal</th>
<th></th>
<th></th>
</tr>
</thead>
<tbody>
<tr>
<td>6a</td>
<td>Gross rents</td>
<td>603,683</td>
<td></td>
<td></td>
</tr>
<tr>
<td>b</td>
<td>Less rental expenses</td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>c</td>
<td>Rental income or (loss)</td>
<td>603,683</td>
<td>0</td>
<td></td>
</tr>
<tr>
<td>d</td>
<td><strong>Net rental income or (loss)</strong></td>
<td>603,683</td>
<td>83,952</td>
<td>519,731</td>
</tr>
</tbody>
</table>

#### (i) Securities

<table>
<thead>
<tr>
<th></th>
<th>(i) Securities</th>
<th>(ii) Other</th>
<th></th>
<th></th>
</tr>
</thead>
<tbody>
<tr>
<td>7a</td>
<td>Gross amount from sales of assets other than inventory</td>
<td>182,836</td>
<td>73,383</td>
<td></td>
</tr>
<tr>
<td>b</td>
<td>Less cost or other basis and sales expenses</td>
<td>183,653</td>
<td></td>
<td></td>
</tr>
<tr>
<td>c</td>
<td>Gain or (loss)</td>
<td>-817</td>
<td>73,383</td>
<td></td>
</tr>
<tr>
<td>d</td>
<td><strong>Net gain or (loss)</strong></td>
<td>72,566</td>
<td></td>
<td></td>
</tr>
</tbody>
</table>

#### General Revenue (not including of contributions reported on line 1c)

- \$ 7,750

<p>| | | | | |</p>
<table>
<thead>
<tr>
<th></th>
<th></th>
<th></th>
<th></th>
<th></th>
</tr>
</thead>
<tbody>
<tr>
<td>a</td>
<td>8,880</td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>b</td>
<td>5,386</td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>c</td>
<td><strong>Net income or (loss) from fundraising events</strong></td>
<td>3,494</td>
<td></td>
<td></td>
</tr>
</tbody>
</table>

#### Miscellaneous Revenue

<table>
<thead>
<tr>
<th></th>
<th>Business Code</th>
<th></th>
<th></th>
<th></th>
</tr>
</thead>
<tbody>
<tr>
<td>11a</td>
<td>MISCELLANEOUS REVENUE</td>
<td>900099</td>
<td>17,627</td>
<td>17,627</td>
</tr>
<tr>
<td>b</td>
<td></td>
<td></td>
<td>0</td>
<td></td>
</tr>
<tr>
<td>c</td>
<td></td>
<td></td>
<td>0</td>
<td></td>
</tr>
<tr>
<td>d</td>
<td>All other revenue</td>
<td>0</td>
<td>0</td>
<td>0</td>
</tr>
<tr>
<td>e</td>
<td><strong>Total. Add lines 11a-11d</strong></td>
<td>17,627</td>
<td></td>
<td></td>
</tr>
<tr>
<td>12</td>
<td><strong>Total revenue. See Instructions</strong></td>
<td>10,011,230</td>
<td>2,356,155</td>
<td>255,233</td>
</tr>
</tbody>
</table>
## Part IX Statement of Functional Expenses

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

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

**Do not include amounts reported on lines 6b, 7b, 8b, 9b, and 10b of Part VIII.**

<table>
<thead>
<tr>
<th></th>
<th>(A) Total expenses</th>
<th>(B) Program service expenses</th>
<th>(C) Management and general expenses</th>
<th>(D) Fundraising expenses</th>
</tr>
</thead>
<tbody>
<tr>
<td>1</td>
<td>Grants and other assistance to governments and organizations in the United States See Part IV, line 21</td>
<td>728,285</td>
<td>728,285</td>
<td></td>
</tr>
<tr>
<td>2</td>
<td>Grants and other assistance to individuals in the United States See Part IV, line 22</td>
<td>0</td>
<td></td>
<td></td>
</tr>
<tr>
<td>3</td>
<td>Grants and other assistance to governments, organizations, and individuals outside the United States See Part IV, lines 15 and 16</td>
<td>0</td>
<td></td>
<td></td>
</tr>
<tr>
<td>4</td>
<td>Benefits paid to or for members</td>
<td>0</td>
<td></td>
<td></td>
</tr>
<tr>
<td>5</td>
<td>Compensation of current officers, directors, trustees, and key employees</td>
<td>180,871</td>
<td>27,131</td>
<td>90,435</td>
</tr>
<tr>
<td>6</td>
<td>Compensation not included above, to disqualified persons (as defined under section 4958(f)(1)) and persons described in section 4958(c)(3)(B)</td>
<td>18,938</td>
<td>18,938</td>
<td></td>
</tr>
<tr>
<td>7</td>
<td>Other salaries and wages</td>
<td>4,413,776</td>
<td>3,545,985</td>
<td>565,084</td>
</tr>
<tr>
<td>8</td>
<td>Pension plan accruals and contributions (include section 401(k) and 403(b) employer contributions)</td>
<td>224,448</td>
<td>168,455</td>
<td>36,132</td>
</tr>
<tr>
<td>9</td>
<td>Other employee benefits</td>
<td>817,053</td>
<td>683,400</td>
<td>72,343</td>
</tr>
<tr>
<td>10</td>
<td>Payroll taxes</td>
<td>341,964</td>
<td>265,145</td>
<td>45,378</td>
</tr>
<tr>
<td>11</td>
<td>Fees for services (non-employees)</td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>a</td>
<td>Management</td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>b</td>
<td>Legal</td>
<td>22,433</td>
<td>22,433</td>
<td></td>
</tr>
<tr>
<td>c</td>
<td>Accounting</td>
<td>39,597</td>
<td>39,597</td>
<td></td>
</tr>
<tr>
<td>d</td>
<td>Lobbying</td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>e</td>
<td>Professional fundraising services See Part IV, line 17</td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>f</td>
<td>Investment management fees</td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>g</td>
<td>Other (If line 11g amount exceeds 10% of line 25, column (A) amount, list line 11g expenses on Schedule O)</td>
<td>775,473</td>
<td>686,489</td>
<td>45,308</td>
</tr>
<tr>
<td>12</td>
<td>Advertising and promotion</td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>13</td>
<td>Office expenses</td>
<td>649,511</td>
<td>649,511</td>
<td></td>
</tr>
<tr>
<td>14</td>
<td>Information technology</td>
<td>803,082</td>
<td>725,702</td>
<td>56,770</td>
</tr>
<tr>
<td>15</td>
<td>Royalties</td>
<td>17,484</td>
<td>17,484</td>
<td></td>
</tr>
<tr>
<td>16</td>
<td>Occupancy</td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>17</td>
<td>Travel</td>
<td>311,061</td>
<td>285,696</td>
<td>23,950</td>
</tr>
<tr>
<td>18</td>
<td>Payments of travel or entertainment expenses for any federal, state, or local public officials</td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>19</td>
<td>Conferences, conventions, and meetings</td>
<td>37,206</td>
<td>9,898</td>
<td>23,497</td>
</tr>
<tr>
<td>20</td>
<td>Interest</td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>21</td>
<td>Payments to affiliates</td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>22</td>
<td>Depreciation, depletion, and amortization</td>
<td>165,118</td>
<td>165,118</td>
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<tr>
<td>23</td>
<td>Insurance</td>
<td>252,422</td>
<td>99,479</td>
<td>152,943</td>
</tr>
<tr>
<td>24</td>
<td>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)</td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>a</td>
<td>BAD DEBT EXPENSE</td>
<td>2,350</td>
<td>2,350</td>
<td></td>
</tr>
<tr>
<td>b</td>
<td>BANK SERVICE CHARGES</td>
<td>68,808</td>
<td>58,532</td>
<td>7,974</td>
</tr>
<tr>
<td>c</td>
<td>TAXES, FEES &amp; ASSESSMENTS</td>
<td>17,785</td>
<td>16,316</td>
<td>1,463</td>
</tr>
<tr>
<td>d</td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>e</td>
<td>All other expenses</td>
<td>81,123</td>
<td>30,922</td>
<td>35,139</td>
</tr>
<tr>
<td>25</td>
<td>Total functional expenses Add lines 1 through 24e</td>
<td>10,000,311</td>
<td>8,188,136</td>
<td>1,241,669</td>
</tr>
<tr>
<td>26</td>
<td>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)</td>
<td>0</td>
<td></td>
<td></td>
</tr>
</tbody>
</table>
### Part X Balance Sheet

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

<table>
<thead>
<tr>
<th></th>
<th>(A) Beginning of year</th>
<th>(B) End of year</th>
</tr>
</thead>
<tbody>
<tr>
<td>1</td>
<td>Cash—non-interest-bearing</td>
<td>660,137</td>
</tr>
<tr>
<td>2</td>
<td>Savings and temporary cash investments</td>
<td>614,216</td>
</tr>
<tr>
<td>3</td>
<td>Pledges and grants receivable, net</td>
<td>867,760</td>
</tr>
<tr>
<td>4</td>
<td>Accounts receivable, net</td>
<td>3,677</td>
</tr>
<tr>
<td>5</td>
<td>Loans and other receivables from current and former officers, directors, trustees, key employees, and highest compensated employees Complete Part II of Schedule L</td>
<td></td>
</tr>
<tr>
<td>6</td>
<td>Loans and other receivables from other disqualified persons (as defined under section 4958(f)(1)), persons described in section 4958(c)(3)(B), and contributing employers and sponsoring organizations of section 501(c)(9) voluntary employees’ beneficiary organizations (see instructions) Complete Part II of Schedule L</td>
<td></td>
</tr>
<tr>
<td>7</td>
<td>Notes and loans receivable, net</td>
<td></td>
</tr>
<tr>
<td>8</td>
<td>Inventories for sale or use</td>
<td>124,431</td>
</tr>
<tr>
<td>9</td>
<td>Prepaid expenses and deferred charges</td>
<td>143,099</td>
</tr>
<tr>
<td>10a</td>
<td>Land, buildings, and equipment cost or other basis Complete Part VI of Schedule D</td>
<td>2,217,482</td>
</tr>
<tr>
<td>10b</td>
<td>Less accumulated depreciation</td>
<td>591,673</td>
</tr>
<tr>
<td>11</td>
<td>Investments—publicly traded securities</td>
<td></td>
</tr>
<tr>
<td>12</td>
<td>Investments—other securities See Part IV, line 11</td>
<td>15,205</td>
</tr>
<tr>
<td>13</td>
<td>Investments—program-related See Part IV, line 11</td>
<td></td>
</tr>
<tr>
<td>14</td>
<td>Intangible assets</td>
<td></td>
</tr>
<tr>
<td>15</td>
<td>Other assets See Part IV, line 11</td>
<td>769,789</td>
</tr>
<tr>
<td>16</td>
<td><strong>Total assets.</strong> Add lines 1 through 15 (must equal line 34)</td>
<td>4,989,241</td>
</tr>
<tr>
<td>17</td>
<td>Accounts payable and accrued expenses</td>
<td>658,001</td>
</tr>
<tr>
<td>18</td>
<td>Grants payable</td>
<td></td>
</tr>
<tr>
<td>19</td>
<td>Deferred revenue</td>
<td>134,305</td>
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<tr>
<td>20</td>
<td>Tax-exempt bond liabilities</td>
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<tr>
<td>21</td>
<td>Escrow or custodial account liability Complete Part IV of Schedule D</td>
<td></td>
</tr>
<tr>
<td>22</td>
<td>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</td>
<td></td>
</tr>
<tr>
<td>23</td>
<td>Secured mortgages and notes payable to unrelated third parties</td>
<td></td>
</tr>
<tr>
<td>24</td>
<td>Unsecured notes and loans payable to unrelated third parties</td>
<td></td>
</tr>
<tr>
<td>25</td>
<td>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</td>
<td></td>
</tr>
<tr>
<td>26</td>
<td><strong>Total liabilities.</strong> Add lines 17 through 25</td>
<td>792,306</td>
</tr>
</tbody>
</table>

#### Organizations that follow SFAS 117 (ASC 958), check here □ and complete lines 27 through 29, and lines 33 and 34.

<table>
<thead>
<tr>
<th></th>
<th>(A) Beginning of year</th>
<th>(B) End of year</th>
</tr>
</thead>
<tbody>
<tr>
<td>27</td>
<td>Unrestricted net assets</td>
<td>4,117,054</td>
</tr>
<tr>
<td>28</td>
<td>Temporarily restricted net assets</td>
<td>79,881</td>
</tr>
<tr>
<td>29</td>
<td>Permanently restricted net assets</td>
<td></td>
</tr>
</tbody>
</table>

#### Organizations that do not follow SFAS 117 (ASC 958), check here □ and complete lines 30 through 34.

<table>
<thead>
<tr>
<th></th>
<th>(A) Beginning of year</th>
<th>(B) End of year</th>
</tr>
</thead>
<tbody>
<tr>
<td>30</td>
<td>Capital stock or trust principal, or current funds</td>
<td></td>
</tr>
<tr>
<td>31</td>
<td>Paid-in or capital surplus, or land, building or equipment fund</td>
<td></td>
</tr>
<tr>
<td>32</td>
<td>Retained earnings, endowment, accumulated income, or other funds</td>
<td></td>
</tr>
<tr>
<td>33</td>
<td>Total net assets or fund balances</td>
<td>4,198,935</td>
</tr>
<tr>
<td>34</td>
<td>Total liabilities and net assets/fund balances</td>
<td>4,989,241</td>
</tr>
</tbody>
</table>
### Part XI  Reconciliation of Net Assets

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

<p>| | |</p>
<table>
<thead>
<tr>
<th></th>
<th></th>
</tr>
</thead>
<tbody>
<tr>
<td>1</td>
<td>Total revenue (must equal Part VIII, column (A), line 12)</td>
</tr>
<tr>
<td>2</td>
<td>Total expenses (must equal Part IX, column (A), line 25)</td>
</tr>
<tr>
<td>3</td>
<td>Revenue less expenses Subtract line 2 from line 1</td>
</tr>
<tr>
<td>4</td>
<td>Net assets or fund balances at beginning of year (must equal Part X, line 33, column (A))</td>
</tr>
<tr>
<td>5</td>
<td>Net unrealized gains (losses) on investments</td>
</tr>
<tr>
<td>6</td>
<td>Donated services and use of facilities</td>
</tr>
<tr>
<td>7</td>
<td>Investment expenses</td>
</tr>
<tr>
<td>8</td>
<td>Prior period adjustments</td>
</tr>
<tr>
<td>9</td>
<td>Other changes in net assets or fund balances (explain in Schedule O)</td>
</tr>
<tr>
<td>10</td>
<td>Net assets or fund balances at end of year Combine lines 3 through 9 (must equal Part X, line 33, column (B))</td>
</tr>
</tbody>
</table>

### Part XII  Financial Statements and Reporting

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

<p>| | |</p>
<table>
<thead>
<tr>
<th></th>
<th></th>
</tr>
</thead>
<tbody>
<tr>
<td>1</td>
<td>Accounting method used to prepare the Form 990</td>
</tr>
<tr>
<td></td>
<td>If the organization changed its method of accounting from a prior year or checked &quot;Other,&quot; explain in Schedule O</td>
</tr>
<tr>
<td>2a</td>
<td>Were the organization's financial statements compiled or reviewed by an independent accountant?</td>
</tr>
<tr>
<td></td>
<td>If &quot;Yes,&quot; 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</td>
</tr>
<tr>
<td></td>
<td>☑ Separate basis, Consolidated basis, Both consolidated and separate basis</td>
</tr>
<tr>
<td>2b</td>
<td>Were the organization's financial statements audited by an independent accountant?</td>
</tr>
<tr>
<td></td>
<td>If &quot;Yes,&quot; check a box below to indicate whether the financial statements for the year were audited on a separate basis, consolidated basis, or both</td>
</tr>
<tr>
<td></td>
<td>☑ Separate basis, Consolidated basis, Both consolidated and separate basis</td>
</tr>
<tr>
<td>2c</td>
<td>If &quot;Yes,&quot; 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?</td>
</tr>
<tr>
<td></td>
<td>If the organization changed either its oversight process or selection process during the tax year, explain in Schedule O</td>
</tr>
<tr>
<td>3a</td>
<td>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?</td>
</tr>
<tr>
<td>3b</td>
<td>If &quot;Yes,&quot; 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</td>
</tr>
</tbody>
</table>

Form 990 (2012)
<table>
<thead>
<tr>
<th>Name and Title</th>
<th>Average hours per week</th>
<th>Position (do not check more than one box, unless person is both an officer and a director/trustee)</th>
<th>Reportable compensation from the organization (W-2/1099-MISC)</th>
<th>Reportable compensation from related organizations (W-2/1099-MISC)</th>
<th>Estimated amount of other compensation from the organization and related organizations</th>
</tr>
</thead>
<tbody>
<tr>
<td>CHRISTOPHER CLAPP</td>
<td>1 00</td>
<td>X</td>
<td>0</td>
<td>0</td>
<td>0</td>
</tr>
<tr>
<td>BOARD VICE CHAIR</td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>KAREN HILL TREASURER</td>
<td>1 00</td>
<td>X</td>
<td>0</td>
<td>0</td>
<td>0</td>
</tr>
<tr>
<td>MARY L BUSCH SECRETARY</td>
<td>1 00</td>
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<td>0</td>
<td>0</td>
<td>0</td>
</tr>
<tr>
<td>TIMOTHY HASSINGER</td>
<td>1 00</td>
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<td>0</td>
<td>0</td>
<td>0</td>
</tr>
<tr>
<td>BOARD CHAIR</td>
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<td>0</td>
<td>0</td>
<td>0</td>
</tr>
<tr>
<td>ANTHONY NAJEM BOARD MEMBER</td>
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<td>X</td>
<td>0</td>
<td>0</td>
<td>0</td>
</tr>
<tr>
<td>BERKLEY W DUCK III BOARD MEMBER</td>
<td>1 00</td>
<td>X</td>
<td>0</td>
<td>0</td>
<td>0</td>
</tr>
<tr>
<td>BRUCE BRYANT BOARD MEMBER</td>
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<td>0</td>
<td>0</td>
</tr>
<tr>
<td>BJU MELTON BOARD MEMBER</td>
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<td>0</td>
<td>0</td>
</tr>
<tr>
<td>CHRISTINE ALTMAN BOARD MEMBER</td>
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<tr>
<td>DONALD B ALTMEYER BOARD MEMBER</td>
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<tr>
<td>GARY REYNOLDS BOARD MEMBER</td>
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<tr>
<td>GINGER MERKEL BOARD MEMBER</td>
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<tr>
<td>HELEN M LEWIS BOARD MEMBER</td>
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<td>X</td>
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<td>0</td>
</tr>
<tr>
<td>HILARY S SALATICH BOARD MEMBER</td>
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<td>0</td>
<td>0</td>
</tr>
<tr>
<td>J CHRISTOPHER COOKE EX-OFFICIOS BOARD MEMBER, IMMEDIATE PAST PRESIDENT</td>
<td>1 00</td>
<td>X</td>
<td>0</td>
<td>0</td>
<td>0</td>
</tr>
<tr>
<td>JANE NIEDERBERGER BOARD MEMBER</td>
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<td>0</td>
<td>0</td>
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<tr>
<td>JAY RICKER BOARD MEMBER</td>
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<td>0</td>
</tr>
<tr>
<td>JERRY SEMLER BOARD MEMBER</td>
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<td>0</td>
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</tr>
<tr>
<td>JOE RUSSELL BOARD MEMBER</td>
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<td>0</td>
<td>0</td>
</tr>
<tr>
<td>JOHN G YOUNG BOARD MEMBER</td>
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<td>0</td>
<td>0</td>
</tr>
<tr>
<td>JOHN SAUNDER BOARD MEMBER</td>
<td>1 00</td>
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<td>0</td>
<td>0</td>
</tr>
<tr>
<td>JULIE VIEL/LIU-THOMPSON BOARD MEMBER</td>
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<td>0</td>
<td>0</td>
</tr>
<tr>
<td>KEITH GAMBLE BOARD MEMBER</td>
<td>1 00</td>
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<td>0</td>
</tr>
<tr>
<td>KENNETH HUTCHEN EX-OFFICIOS BOARD MEMBER, PRESIDENT OF THE HORIZON COUNCIL</td>
<td>1 00</td>
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<td>0</td>
<td>0</td>
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<tr>
<td>MARJORIE MEYER BOARD MEMBER</td>
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<td>0</td>
<td>0</td>
</tr>
<tr>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>Name and Title</td>
<td>Average hours per week</td>
<td>Position (do not check more than one box, unless person is both an officer and a director/trustee)</td>
<td>Reportable compensation from the organization (W-2/1099-MISC)</td>
<td>Reportable compensation from related organizations (W-2/1099-MISC)</td>
<td>Estimated amount of other compensation from the organization and related organizations</td>
</tr>
<tr>
<td>----------------------------------------------------</td>
<td>------------------------</td>
<td>------------------------------------------------------------------------------------------------</td>
<td>-------------------------------------------------------------</td>
<td>-----------------------------------------------------------------</td>
<td>--------------------------------------------------------------------------------------------</td>
</tr>
<tr>
<td>MEGAN WILES EX-OFFICIO BOARD MEMBER, PRESIDENT OF THE ALLIANCE</td>
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<tr>
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<tr>
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<tr>
<td>PAT GARRETT ROONEY BOARD MEMBER</td>
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<tr>
<td>PHILIP SCARPIO BOARD MEMBER</td>
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<td>0</td>
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<tr>
<td>RICHARD THARP BOARD MEMBER</td>
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<tr>
<td>ROY A CAGE BOARD MEMBER</td>
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<tr>
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<tr>
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<td>SUSAN O CONNER BOARD MEMBER</td>
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<td>TERRY ANKER BOARD MEMBER</td>
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<tr>
<td>TIMOTHY C LAWSON BOARD MEMBER</td>
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<tr>
<td>WILLIAM C WELDON BOARD MEMBER</td>
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<td>0</td>
</tr>
<tr>
<td>WILLIAM E CORLEY BOARD MEMBER</td>
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<td>0</td>
</tr>
<tr>
<td>ELLEN M ROSENTHAL PRESIDENT &amp; CEO</td>
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<tr>
<td>CATHRYN FERREE VP OF EXHIBITS, PROGRAMS &amp; FACILITIES</td>
<td>40 00</td>
<td>X</td>
<td>106,859</td>
<td>0</td>
<td>18,373</td>
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<tr>
<td>DAN FOLTA VP INSTITUTIONAL ADVANCEMENT</td>
<td>40 00</td>
<td>X</td>
<td>112,478</td>
<td>0</td>
<td>18,386</td>
</tr>
<tr>
<td>KYLE L WENGER CFO</td>
<td>40 00</td>
<td>X</td>
<td>115,315</td>
<td>0</td>
<td>21,555</td>
</tr>
</tbody>
</table>
## Part I Reason for Public Charity Status

(All organizations must complete this part.) See instructions.

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

1. A church, convention of churches, or association of churches described in section 170(b)(1)(A)(i).
2. A school described in section 170(b)(1)(A)(ii). (Attach Schedule E)
3. A hospital or a cooperative hospital service organization described in section 170(b)(1)(A)(iii).
4. A medical research organization operated in conjunction with a hospital described in section 170(b)(1)(A)(iii). Enter the hospital's name, city, and state.
5. An organization operated for the benefit of a college or university owned or operated by a governmental unit described in section 170(b)(1)(A)(iv). (Complete Part II)
6. A federal, state, or local government or governmental unit described in section 170(b)(1)(A)(v).
7. An organization that normally receives a substantial part of its support from a governmental unit or from the general public described in section 170(b)(1)(A)(vi). (Complete Part II)
8. A community trust described in section 170(b)(1)(A)(vi). (Complete Part II)
9. An organization that normally receives (1) more than 33⅓% of its support from contributions, membership fees, and gross receipts from activities related to its exempt functions—subject to certain exceptions, and (2) no more than 33⅓% of its support from gross investment income and unrelated business taxable income (less section 511 tax) from businesses acquired by the organization after June 30, 1975. See section 509(a)(2). (Complete Part III)
10. An organization organized and operated exclusively to test for public safety. See section 509(a)(4).
11. An organization organized and operated exclusively for the benefit of, to perform the functions of, or to carry out the purposes of one or more publicly supported organizations described in section 509(a)(1) or section 509(a)(2). See section 509(a)(3). Check the box that describes the type of supporting organization and complete lines 11e through 11h.
   a. Type I
   b. Type II
   c. Type III - Functionally integrated
   d. Type III - Non-functionally integrated

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

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

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

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

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

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

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

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

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

Cat No 11285F

Schedule A (Form 990 or 990-EZ) 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

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

### Section B. Total Support

<table>
<thead>
<tr>
<th>Calendar year (or fiscal year beginning in)</th>
<th>(a) 2008</th>
<th>(b) 2009</th>
<th>(c) 2010</th>
<th>(d) 2011</th>
<th>(e) 2012</th>
<th>(f) Total</th>
</tr>
</thead>
<tbody>
<tr>
<td>7 Amounts from line 4</td>
<td>9,391,472</td>
<td>7,278,476</td>
<td>7,429,007</td>
<td>7,681,155</td>
<td>6,803,698</td>
<td>38,583,808</td>
</tr>
<tr>
<td>8 Gross income from interest, dividends, payments received on securities loans, rents, royalties and income from similar sources</td>
<td>505,331</td>
<td>487,655</td>
<td>536,972</td>
<td>521,630</td>
<td>604,036</td>
<td>2,655,624</td>
</tr>
<tr>
<td>9 Net income from unrelated business activities, whether or not the business is regularly carried on</td>
<td>0</td>
<td>0</td>
<td>0</td>
<td>0</td>
<td>0</td>
<td>0</td>
</tr>
<tr>
<td>10 Other income Do not include gain or loss from the sale of capital assets (Explain in Part IV)</td>
<td>40,232</td>
<td>49,697</td>
<td>154,666</td>
<td>44,709</td>
<td>26,507</td>
<td>315,811</td>
</tr>
<tr>
<td><strong>Total support (Add lines 7 through 10)</strong></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td>41,555,243</td>
<td></td>
</tr>
<tr>
<td>12 Gross receipts from related activities, etc (see instructions)</td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td>12</td>
</tr>
<tr>
<td>13 First five years. If the Form 990 is for the organization’s first, second, third, fourth, or fifth tax year as a 501(c)(3) organization, check this box and stop here</td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td>9,675,515</td>
</tr>
</tbody>
</table>

### Section C. Computation of Public Support Percentage

<table>
<thead>
<tr>
<th></th>
<th>(a) 2008</th>
<th>(b) 2009</th>
<th>(c) 2010</th>
<th>(d) 2011</th>
<th>(e) 2012</th>
<th>(f) Total</th>
</tr>
</thead>
<tbody>
<tr>
<td>14 Public support percentage for 2012 (line 6, column (f) divided by line 11, column (f))</td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td>24 640 %</td>
</tr>
<tr>
<td>15 Public support percentage for 2011 Schedule A, Part II, line 14</td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td>22 520 %</td>
</tr>
<tr>
<td>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</td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>16b 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</td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>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 &quot;facts-and-circumstances” test, check this box and stop here. Explain in Part IV how the organization meets the &quot;facts-and-circumstances” test. The organization qualifies as a publicly supported organization</td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>17b 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 &quot;facts-and-circumstances” test, check this box and stop here. Explain in Part IV how the organization meets the &quot;facts-and-circumstances” test. The organization qualifies as a publicly supported organization</td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>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</td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
</tbody>
</table>
### 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

<table>
<thead>
<tr>
<th>Calendar year (or fiscal year beginning in)</th>
<th>(a) 2008</th>
<th>(b) 2009</th>
<th>(c) 2010</th>
<th>(d) 2011</th>
<th>(e) 2012</th>
<th>(f) Total</th>
</tr>
</thead>
<tbody>
<tr>
<td>1 Gifts, grants, contributions, and membership fees received (Do not include any &quot;unusual grants&quot;)</td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>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</td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>3 Gross receipts from activities that are not an unrelated trade or business under section 513</td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>4 Tax revenues levied for the organization's benefit and either paid to or expended in its behalf</td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>5 The value of services or facilities furnished by a governmental unit to the organization without charge</td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td><strong>6 Total. Add lines 1 through 5</strong></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>7a Amounts included on lines 1, 2, and 3 received from disqualified persons</td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>7b 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</td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>7c Add lines 7a and 7b</td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td><strong>8 Public support (Subtract line 7c from line 6)</strong></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
</tbody>
</table>

#### Section B. Total Support

<table>
<thead>
<tr>
<th>Calendar year (or fiscal year beginning in)</th>
<th>(a) 2008</th>
<th>(b) 2009</th>
<th>(c) 2010</th>
<th>(d) 2011</th>
<th>(e) 2012</th>
<th>(f) Total</th>
</tr>
</thead>
<tbody>
<tr>
<td>9 Amounts from line 6</td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>10a Gross income from interest, dividends, payments received on securities loans, rents, royalties and income from similar sources</td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>10b Unrelated business taxable income (less section 511 taxes) from businesses acquired after June 30, 1975</td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>10c Add lines 10a and 10b</td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>11 Net income from unrelated business activities not included in line 10b, whether or not the business is regularly carried on</td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>12 Other income. Do not include gain or loss from the sale of capital assets (Explain in Part IV)</td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td><strong>13 Total support. (Add lines 9, 10c, 11, and 12)</strong></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td><strong>14 First five years. If the Form 990 is for the organization's first, second, third, fourth, or fifth year as a 501(c)(3) organization, check this box and stop here</strong></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
</tbody>
</table>

#### Section C. Computation of Public Support Percentage

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

#### Section D. Computation of Investment Income Percentage

| 17 Investment income percentage for 2012 (line 10c, column (f) divided by line 13, column (f)) |         |
| 18 Investment income percentage from 2011 Schedule A, Part III, line 17 |         |
| 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 |         |
| 19b 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 |         |
CONNER PRAIRE MUSEUM ("CPM") WAS FORMED AS AN INDIANA NONPROFIT CORPORATION ON SEPTEMBER 1, 2005. CPM, AN AFFILIATE OF THE SMITHSONIAN MUSEUM, WAS ORGANIZED TO OPERATE AND MANAGE THE CONNER PRAIRE MUSEUM, WHICH PROVIDES EDUCATIONAL PROGRAMS IN FISHERS, INDIANA. IN 2005, CPM SUBMITTED FORM 1023, APPLICATION FOR RECOGNITION OF EXEMPTION ("CMS 1023"), THE INTERIOR REVENUE SERVICE ("SERVICE") ISSUED A DETERMINATION LETTER ("DETERMINATION LETTER") RECOGNIZING CPM AS AN ORGANIZATION DESCRIPTED IN CODE SECTION 501(c)(3) AND AS A PUBLIC CHARITY BY VIRTUE OF CODE SECTIONS 509(A)(1) AND 170(B)(1)(A)(VI) ("CPM'S DETERMINATION LETTER"). CPM HAS BEEN ORGANIZED AND OPERATING FOR THE PAST SIX YEARS. CPM'S ORGANIZATIONAL PURPOSES AND OPERATIONS HAVE NOT CHANGED IN ANY MATERIAL RESPECT SINCE CMS 1023 WAS SUBMITTED AND IT RECEIVED ITS DETERMINATION LETTER AS DETAILED MORE FULLY BELOW. DURING THIS TIME, CPM HAS PROVIDED PROFESSIONAL OPPORTUNITIES TO THE RESIDENTS OF CENTRAL INDIANA AND PROVIDING HANDS ON EXPERIENCES FOR BOTH CHILDREN AND ADULTS ALIKE. TO ENSURE THESE OPPORTUNITIES ARE ABLE TO CONTINUE IN PERPETUITY, CPM HAS BEEN DEDICATED TO OBTAINING PUBLIC SUPPORT FOR THESE OPERATIONS. DESPITE THESE EFFORTS, CPM'S PUBLIC SUPPORT OVER THE FIRST SIX YEARS DID NOT EXCEED ONE-THIRD (1/3) OF ITS FINANCIAL SUPPORT. HOWEVER, THE FACTS AND CIRCUMSTANCES CLEARLY ILLUSTRATE THAT CPM SHOULD CONTINUE TO BE CLASSIFIED AS A PUBLICLY SUPPORTED ORGANIZATION UNDER THE IRS REGULATIONS, THAT EVEN IF AN ORGANIZATION FAILS TO MEET THE IRS'S MANDATORY SUPPORT TEST, IT IS PUBLICLY SUPPORTED IT NORMALLY RECEIVES A SUBSTANTIAL PART OF ITS SUPPORT FROM GOVERNMENTAL UNITS, FROM CONTRIBUTIONS MADE DIRECTLY OR INDIRECTLY BY THE GENERAL PUBLIC, OR FROM A COMBINATION OF THESE SOURCES, AND MEETS THE OTHER REQUIREMENTS OF THIS PARAGRAPH (F)(3). THERE ARE SEVERAL FACTORS THAT ARE EVALUATED TO DETERMINE WHETHER AN ENTITY SATISFIES THE 10% FACTS AND CIRCUMSTANCES TEST. THE SERVICES AND EDUCATIONAL OPPORTUNITIES THAT CPM PROVIDES TO ALL WHO VISIT CONNER PRAIRE MUSEUM ARE VARYING IN NATURE. AS A RESULT, CPM ENJOYS A BROAD PUBLIC SUPPORT FROM THOSE WHO UTILIZE THE EDUCATIONAL OPPORTUNITIES THAT ARE PROVIDED BY CPM AS WELL AS FROM DONORS THAT INCLUDE INDIVIDUALS, CORPORATIONS, FOUNDATIONS, MUNICIPALITIES, AND GOVERNMENT ENTITIES. THE FOLLOWING DETAILS CLEARLY ILLUSTRATE THAT CPM QUALIFIES AS A PUBLICLY SUPPORTED ORGANIZATION UNDER REG. SEC 1 170A-9T(I)(3). DURING THE INITIAL FIVE YEAR PERIOD AFTER RECEIVING THE DETERMINATION LETTER, CPM SATISFIED AND WILL CONTINUE TO SATISFY THE 10% REQUIREMENT. CPM ENJOYS A WIDE RANGE OF SUPPORT FROM ENDED INDIVIDUALS, CORPORATIONS, FOUNDATIONS, MUNICIPALITIES, AND GOVERNMENT ENTITIES. CPM HAS IN EXCESS OF 6,000 CHARITABLE CONTRIBUTORS. VARYING IN SIZE, AMOUNT, AND TYPE OF CONTRIBUTION THIS PUBLIC SUPPORT IS FURTHER ENHANCED BY THE REVENUE GENERATED FROM THE ADMISSION TO THE MUSEUM, INCLUDING FROM STUDENT AND SCHOOLS CORPORA TIONS THAT VISIT THE MUSEUM FOR SCHOOLS. CPM IS BOTH ACTIVE AND DEPENDENT ON PUBLICLY PROVIDED SUPPORT. LEVELS OF PUBLIC FUNDING CMS MUSKINGAM ENTAILS A COMPREHENSIVE DEVELOPMENT PROGRAM THAT INCLUDES ANNUAL GIFTS, CORPORATE SPONSORSHIPS, MAJOR GIFTS, IN KIND GIFTS, FOUNDATION GRANTS, AND ESTATE GIFTS. A DEVELOPMENT TEAM CONSISTING OF AN ANNUAL FUND MANAGER, CORPORATE DEVELOPMENT DIRECTOR, GRANT WRITER, VICE PRESIDENT OF ADVANCEMENT, AND PRESIDENT AND CEO, ARE RESPONSIBLE FOR SOLICITING FUNDING THROUGH A VARIETY OF APPROACHES. IN 2005, CPM SUBMITTED ITS PRIOR PROPOSALS, PHONE SOLICITATIONS, LETTERS, AND SPECIAL EVENTS THE DEVELOPMENT OPERATIONS ALSO INCLUDE A FULL-TIME PROSPECT RESEARCHER AS WELL AS A DATABASE MANAGER. THIS COMPREHENSIVE FUNDRAISING PROGRAM ILLUSTRATES THAT CPM IS ORGANIZED AND OPERATED IN A MANNER TO ATTRACT NEW AND ADDITIONAL PUBLIC SUPPORT ON A CONTINUOUS BASIS, PROVIDING ADDITIONAL SUPPORT OF ITS STATUS AS A PUBLICLY SUPPORTED ORGANIZATION. THE ANNUAL PUBLIC SUPPORT RECEIVED BY CPM IS SUPPORTED BY INDIVIDUALS, CORPORATIONS, FOUNDATIONS, MUNICIPALITIES, AND GOVERNMENT ENTITIES, AND CPM'S STAFF AND BOARD OF DIRECTORS EXERT THEIR EFFORTS TO FULLY EXPLOIT THESE SOURCES. THE STRATEGIC PLANNING WOULD REQUIRE THE TAX BENEFITS OF SUPPORT FROM "DIRECTLY OR INDIRECTLY FROM A REPRESENTATIVE NUMER OF PERSONS WILL BE TAKEN INTO CONSIDERATION" IN DETERMINING WHETHER AN ORGANIZATION SATISFIES THE PUBLIC SUPPORT TEST CPM CLEARLY EXEMPLIFIES AN ORGANIZATION THAT SATISFIES THIS STANDARD. CPM IS INTERNATIONALY RENOWNED FOR ITS INTERACTIVE HISTORY PARK, WHERE INDIVIDUALS ARE ABLE TO ENGAGE AND DISCOVER WHAT IT WAS LIKE TO LIVE AND PLAY IN INDIANA'S PAST. ACCORDINGLY, CPM ENJOYS A WIDE RANGE OF SUPPORT FROM CERTAIN INDIVIDUALS. CPM'S ORGANIZATION HAS A DEDICATED STAFF THAT REACHES OUT TO OVER 10,000 COMMUNITY AND INSTITUTIONAL RELATIONSHIP. THE MUSEUM PROGRAMS ALLOW THE STUDENTS TO UTILIZE AND EXPERIENCE THE EDUCATIONAL OPPORTUNITIES OFFERED BY CPM. OVER 550 SCHOOLS VISIT CPM TO UTILIZE AND ALLOW STUDENTS TO ENGAGE IN THE INTERACTIVE HISTORY PARK. ADDITIONALLY, CPM IS ALSO SUPPORTED BY OVER 300,000 INDIVIDUALS THAT VISIT THE MUSEUM EVERY YEAR. FURTHER ILLUSTRATING THE PUBLIC IMPACT OF CPM, OVER 10,000 PERSONS VISIT THE MUSEUM EVERY YEAR. TO ENSURE THAT AN ENTIRE FAMILY CAN OBTAIN AN ANNUAL MEMBERSHIP PASS TO CPM FOR UNDER $100 FINALLY, THE INFLUENCE OF CPM IS ALSO SHOWN BY THE SUMMER CAMP THAT IT HOSTS ON AN ANNUAL BASIS WHERE APROXIMATELY, 1,500 CHILDREN PARTICIPATE EACH SUMMER. THE PUBLIC SUPPORT OF CPM IS ALSO ILLUSTRATED THROUGH THE REPRESENTATIVE GOVERNING BODY OF CPM ACCORDING TO TREAT. REG. SEC 1 170A-9T(F)(3)(ii)(C). AN ORGANIZATION WILL BE VIEWED AS BEING PUBLICLY SUPPORTED IF THE GOVERNING BOARD OFFICERS ("BOARD") WILL BE ABLE TO OBTAIN CORROBORATION FROM "DIRECTLY OR INDIRECTLY FROM A REPRESENTATIVE NUMBER OF PERSONS" AND WHERE THE DIRECTORS "ARE PERSONS HAVING SPECIAL KNOWLEDGE OR EXPERTISE IN THE PARTICULAR FIELD OR DISCIPLINE IN WHICH THE ORGANIZATION IS OPERATING" TO ENSURE CPM OBTAINS A WIDE CROSS-SECTION OF THE PUBLIC. THE BOARD OF DIRECTORS OF CPM IS AUTHORIZED TO HAVE UP TO FIFTY (50) DIRECTORS. CURRENTLY CPM HAS FORTY-TWO (42) DIRECTORS, AND THEIR BIOGRAPHIES DETAIL THE SIGNIFICANT EXPERIENCE THEY EACH BRING TO THE BOARD OF DIRECTORS CAN FIND IN THE INCOME TAX RETURN OF THE MUSEUM. THE DIRECTORS OF CPM HAVE THE REQUIRED EXPERIENCE AND KNOWLEDGE TO BE A PUBLICLY SUPPORTED ORGANIZATION, THE REQUIREMENTS TO INCLUDE, IN PART, THAT THE DIRECTOR HAS "DEMONSTRATED PHILANTHROPIC OR NON-PROFIT INTERESTS OR INVOLVEMENT WITH A SUBSTANTIAL NON-PROFIT ORGANIZATION" AS WELL AS HAS "DEMONSTRATED ABILITY TO RAISE AND/OR MAKE SUBSTANTIAL GIFTS FOR THE BENEFIT OF A NON-PROFIT ORGANIZATION" FINALLY, TO HELP ENSURE THE QUALITY AND EXPERIENCE CPM PROVIDES IS AT THE HIGHEST LEVEL, EACH DIRECTOR MUST HAVE "EXPERIENCE IN HISTORY MUSEUM AND OR INTEREST IN EARLY AMERICAN HISTORY," FOR ALL THESE REASONS, CPM'S BOARD OF DIRECTORS ILLUSTRATES THAT CPM IS A PUBLICLY SUPPORTED ORGANIZATION. FINALLY, CMS PUBLIC SUPPORT IS ILLUSTRATED BY THE EDUCATIONAL ACTIVITIES IT PROVIDES THAT DIRECTLY BENEFIT THE PUBLIC TREATS SEC 1 170A-9T(F)(3)(ii)(D)(1) CONTEMPLATES THAT AN ORGANIZATION THAT PROVIDES FACILITIES OR SERVICES DIRECTLY FOR THE BENEFIT OF THE LOCAL YEAR-ROUND PUBLIC OR THAT MAKES A PUBLICLY SUPPORTED ORGANIZATION WEAKEN THE CONCEPT OF "MUSEUM AS AN ORGANIZATION THAT SATISFIES THIS CRITERIA. CPM IS JUST THAT A MUSEUM THAT PROVIDES BOTH FACILITIES AND SERVICES DIRECTLY FOR THE BENEFIT OF THE PUBLIC THIS IS EVIDENCED BY THE FACT THAT CPM IS AN AFFILIATE OF THE SMITHSONIAN MUSEUM NOT ONLY DOES CPM CARRY OUT AN IMPORTANT ACTIVITY OF EDUCATING INDIVIDUALS ON THE HISTORY OF INDIANA, BUT IT DOES SO IN A UNIQUE AND INTEGRATIVE MANNER, ATTRACTING ALL POPULATIONS, WHICH FURThERS BOTH CPM'S MISSION AND BENEFIT TO THE PUBLIC. THE FOREGOING ILLUSTRATES THAT CPMclearly AN EDUCATIONAL ORGANIZATION THAT IS PUBLICLY SUPPORTED, AS DEFINED IN TREATS SEC 1 170A-9T(F)(3).
**Supplemental Financial Statements**

**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.

<table>
<thead>
<tr>
<th></th>
<th>(a) Donor advised funds</th>
<th>(b) Funds and other accounts</th>
</tr>
</thead>
<tbody>
<tr>
<td>1</td>
<td>Total number at end of year</td>
<td></td>
</tr>
<tr>
<td>2</td>
<td>Aggregate contributions to (during year)</td>
<td></td>
</tr>
<tr>
<td>3</td>
<td>Aggregate grants from (during year)</td>
<td></td>
</tr>
<tr>
<td>4</td>
<td>Aggregate value at end of year</td>
<td></td>
</tr>
</tbody>
</table>

5. Did the organization inform all donors and donor advisors in writing that the assets held in donor advised funds are the organization's property, subject to the organization's exclusive legal control?  
   - Yes  
   - No

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

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

1. Purpose(s) of conservation easements held by the organization (check all that apply)
   - Preservation of land for public use (e.g., recreation or education)
   - Preservation of an historically important land area
   - Protection of natural habitat
   - Preservation of a certified historic structure
   - Preservation of open space

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

<table>
<thead>
<tr>
<th>Held at the End of the Year</th>
</tr>
</thead>
<tbody>
<tr>
<td><strong>2a</strong></td>
</tr>
<tr>
<td><strong>2b</strong></td>
</tr>
<tr>
<td><strong>2c</strong></td>
</tr>
<tr>
<td><strong>2d</strong></td>
</tr>
</tbody>
</table>

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

**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

1b 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

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

<table>
<thead>
<tr>
<th>Amount</th>
</tr>
</thead>
<tbody>
<tr>
<td>1c</td>
</tr>
<tr>
<td>1d</td>
</tr>
<tr>
<td>1e</td>
</tr>
<tr>
<td>1f</td>
</tr>
</tbody>
</table>

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.

1a  Beginning of year balance
   ✔ 89,298,070

b  Contributions
   ✔ 877,295

c  Net investment earnings, gains, and losses
   ✔ 10,657,050

d  Grants or scholarships
   ✔ 4,854,984

e  Other expenditures for facilities and programs
   ✔ 399,199

f  Administrative expenses
   ✔ 0

g  End of year balance
   ✔ 95,578,232

2  Provide the estimated percentage of the current year end balance (line 1g, column (a)) held as
   a  Board designated or quasi-endowment
      99 700 %

   b  Permanent endowment
      0 300 %

   c  Temporarily restricted endowment
      0 %

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

   (i) unrelated organizations

   (ii) related organizations

   □ Yes  ✔ No

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

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


<table>
<thead>
<tr>
<th>Description of property</th>
<th>(a) Cost or other basis (investment)</th>
<th>(b) Cost or other basis (other)</th>
<th>(c) Accumulated depreciation</th>
<th>(d) Book value</th>
</tr>
</thead>
<tbody>
<tr>
<td>1a  Land</td>
<td></td>
<td></td>
<td></td>
<td>0</td>
</tr>
<tr>
<td>b  Buildings</td>
<td></td>
<td></td>
<td></td>
<td>0</td>
</tr>
<tr>
<td>c  Leasehold improvements</td>
<td></td>
<td></td>
<td></td>
<td>767,482</td>
</tr>
<tr>
<td>d  Equipment</td>
<td></td>
<td>1,450,000</td>
<td>460,714</td>
<td>989,286</td>
</tr>
<tr>
<td>e  Other</td>
<td></td>
<td></td>
<td></td>
<td>0</td>
</tr>
</tbody>
</table>

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

   ✔ 1,625,809
### Part VII Investments—Other Securities

See Form 990, Part X, line 12.

<table>
<thead>
<tr>
<th>(a) Description of security or category</th>
<th>(b) Book value</th>
<th>(c) Method of valuation Cost or end-of-year market value</th>
</tr>
</thead>
<tbody>
<tr>
<td>(1) Financial derivatives</td>
<td></td>
<td></td>
</tr>
<tr>
<td>(2) Closely-held equity interests</td>
<td></td>
<td></td>
</tr>
<tr>
<td>Other</td>
<td></td>
<td></td>
</tr>
<tr>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td></td>
<td></td>
<td></td>
</tr>
</tbody>
</table>

**Total. (Column (b) must equal Form 990, Part X, col (b) line 12.)**

### Part VIII Investments—Program Related

See Form 990, Part X, line 13.

<table>
<thead>
<tr>
<th>(a) Description of investment type</th>
<th>(b) Book value</th>
<th>(c) Method of valuation Cost or end-of-year market value</th>
</tr>
</thead>
<tbody>
<tr>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td></td>
<td></td>
<td></td>
</tr>
</tbody>
</table>

**Total. (Column (b) must equal Form 990, Part X, col (b) line 13.)**

### Part IX Other Assets

See Form 990, Part X, line 15.

<table>
<thead>
<tr>
<th>(a) Description</th>
<th>(b) Book value</th>
</tr>
</thead>
<tbody>
<tr>
<td>DUE FROM CONNER PRAIRIE FOUNDATION, INC</td>
<td>356,096</td>
</tr>
<tr>
<td></td>
<td></td>
</tr>
<tr>
<td></td>
<td></td>
</tr>
<tr>
<td></td>
<td></td>
</tr>
</tbody>
</table>

**Total. (Column (b) must equal Form 990, Part X, col (b) line 15.)**

### Part X Other Liabilities

See Form 990, Part X, line 25.

<table>
<thead>
<tr>
<th>(a) Description of liability</th>
<th>(b) Book value</th>
</tr>
</thead>
<tbody>
<tr>
<td>Federal income taxes</td>
<td>0</td>
</tr>
</tbody>
</table>

See Additional Data Table

**Total. (Column (b) must equal Form 990, Part X, col (b) line 25.)**

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 XII: Reconciliation of Revenue per Audited Financial Statements With Revenue per Return

<table>
<thead>
<tr>
<th>Description</th>
<th>Amount</th>
<th>Notes</th>
</tr>
</thead>
<tbody>
<tr>
<td>1. Total revenue, costs, and other support per audited financial statements</td>
<td></td>
<td></td>
</tr>
<tr>
<td>2. Amounts included on line 1 but not on Form 990, Part VIII, line 25</td>
<td>49,000</td>
<td></td>
</tr>
<tr>
<td>3. Donated services and use of facilities</td>
<td>49,000</td>
<td></td>
</tr>
<tr>
<td>4. Other (Describe in Part XIX)</td>
<td></td>
<td></td>
</tr>
<tr>
<td>5. Investment expenses not included on Form 990, Part VIII, line 7b</td>
<td>555,509</td>
<td></td>
</tr>
<tr>
<td>6. Other (Describe in Part XIX)</td>
<td></td>
<td></td>
</tr>
<tr>
<td>7. Add lines 2 through 6</td>
<td>555,509</td>
<td>0</td>
</tr>
<tr>
<td>8. Total revenue. Add lines 3 and 4c. (This must equal Form 990, Part I, line 12.)</td>
<td>5,000,011</td>
<td></td>
</tr>
</tbody>
</table>

### Part XIII: Supplemental Information

- **Collections of art - description of collections**
  - **Schedule D, Part II, Line 1a**
    - **Description**: Conner Prairie Museum, Inc. maintains an extensive collection of items from 1890 to 1945 that are relevant to central Indiana during this time period. Due to the difficulty in establishing a value for collections, purchases are expensed as purchased. Standard museum procedures are used in accessing, cataloging, and managing objects. Conner Prairie Museum, Inc.'s procedures provide a clean, safe, and stable environment for its permanent collections. Objects used in the living history programs are given reasonable care towards continuing preservation. There were 1,535 and 1,724 deaccessions and 94 and 171 acquisitions in 2012 and 2011, respectively.

- **Collections of art - description of collections**
  - **Schedule D, Part II, Line 4**
    - **Description**: Conner Prairie, Inc. is divided into several sections, including: the barn, the log cabin, and historical treasured. The 1895 civil war journey includes several buildings and displays which highlight what life was like in Indiana during the Civil War. The log cabin holds a variety of historical farm equipment and the barn-barn highlights historic techniques for farming and caring for farm animals. The porter barn and school are decorated with historic art and heirlooms from the 1800's. The cedar chapel covered bridge was considered a historical structure itself, as it was built in the 1875's and then moved to the museum for preservation. The 1838 prairie town includes several buildings and displays which highlight what life was like in the early 1800's in Indiana. Robb's mill house is filled with equipment and displays about early 19th-century medical procedures. Practiced in the 1880's, the porter barn and school is considered the largest and most important structure in the world. Many more exhibits in this section of the museum contain artifacts and historical treasures. The Conner h Omnies has an exhibit for the Conner family history. Visitors can experience how canoes were historically created from the 1800's and allow the canoe house features beautiful, textile looms which demonstrate how textiles were created and distributed. Canoes were historically created from the 1800's and allow the canoe house features beautiful, textile looms which demonstrate how textiles were created and distributed.

- **Intended uses of endowment funds**
  - **Schedule D, Part V, Line 4**
    - **Description**: The fund is used to support the Conner Prairie Museum, Inc. and its operations.

- **FIN 49 (ASC 740) footnote**
  - **Schedule D, Part X, Line 2**
    - **Description**: The museum is exempt from income taxes on income from related activities under Section 501(c)(3) of the Internal Revenue Code. Additionally, the museum is not considered to be a business. The museum may be subject to income tax on unrelated business income. However, the organization did not have any unrelated business income in 2012 and 2011. The management has determined that the museum does not have any transactions that result in any uncertainties regarding the possible impact on the museum's financial statements. The museum is no longer subject to examination by tax authorities for years before 2008. The museum's tax return shows the total amount of unrecognized tax benefits to be $19,500,000, which is the maximum potential liability. The museum recognizes interest and penalties related to unrecognized tax benefits. The amount of income tax benefit related to tax positions previously taken is $10,000,000, which is subject to interest and penalties at December 31, 2012.
## Part I  Fundraising Activities

Complete if the organization answered "Yes" to Form 990, Part IV, line 17.

1. Indicate whether the organization raised funds through any of the following activities. Check all that apply:
   - [ ] Mail solicitations
   - [ ] Internet and email solicitations
   - [ ] Phone solicitations
   - [ ] In-person solicitations
   - [ ] Solicitation of non-government grants
   - [ ] Solicitation of government grants
   - [ ] Special fundraising events

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

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

<table>
<thead>
<tr>
<th>(i) Name and address of individual or entity (fundraiser)</th>
<th>(ii) Activity</th>
<th>(iii) Did fundraiser have custody or control of contributions?</th>
<th>(iv) Gross receipts from activity</th>
<th>(v) Amount paid to (or retained by) fundraiser listed in col (i)</th>
<th>(vi) Amount paid to (or retained by) organization</th>
</tr>
</thead>
<tbody>
<tr>
<td></td>
<td></td>
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</tr>
</tbody>
</table>

Total: ....................................................%

3. List all states in which the organization is registered or licensed to solicit funds or has been notified it is exempt from registration or licensing.
## Part II  
**Fundraising Events.** Complete if the organization answered “Yes” to Form 990, Part IV, line 18, or reported more than $15,000 of fundraising event contributions and gross income on Form 990-EZ, lines 1 and 6a. List events with gross receipts greater than $5,000.

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

## 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.

<table>
<thead>
<tr>
<th>Revenue</th>
<th>(a) Bingo</th>
<th>(b) Pull tabs/Instant bingo/progressive bingo</th>
<th>(c) Other gaming</th>
<th>(d) Total gaming (add col (a) through col (c))</th>
</tr>
</thead>
<tbody>
<tr>
<td>1</td>
<td>Gross revenue</td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>2</td>
<td>Cash prizes</td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>3</td>
<td>Non-cash prizes</td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>4</td>
<td>Rent/facility costs</td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>5</td>
<td>Other direct expenses</td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>6 Volunteer labor</td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>7 Direct expense summary Add lines 2 through 5 in column (d)</td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>8 Net gaming income summary Combine lines 1 and 7 in column (d)</td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
</tbody>
</table>

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

   

______________________________________________________________________________________________

______________________________________________________________________________________________

Schedule G (Form 990 or 990-EZ) 2012
Does the organization operate gaming activities with nonmembers? □ Yes □ No

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

13. Indicate the percentage of gaming activity operated in
   a. The organization's facility □
   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 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).

<table>
<thead>
<tr>
<th>Identifier</th>
<th>Return Reference</th>
<th>Explanation</th>
</tr>
</thead>
</table>

Schedule G (Form 990 or 990-EZ) 2012
Schedule I
(Form 990)

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

<p>| |
||
|---|---|</p>
<table>
<thead>
<tr>
<th>No.</th>
<th>Description of Grant</th>
</tr>
</thead>
<tbody>
<tr>
<td>1</td>
<td>Does the organization maintain records to substantiate the amount of the grants or assistance, the grantee's eligibility for the grants or assistance, and the selection criteria used to award the grants or assistance? Yes</td>
</tr>
<tr>
<td>2</td>
<td>Describe in Part IV the organization's procedures for monitoring the use of grant funds in the United States</td>
</tr>
</tbody>
</table>

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.

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

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

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

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

<table>
<thead>
<tr>
<th>(a) Type of grant or assistance</th>
<th>(b) Number of recipients</th>
<th>(c) Amount of cash grant</th>
<th>(d) Amount of non-cash assistance</th>
<th>(e) Method of valuation (book, FMV, appraisal, other)</th>
<th>(f) Description of non-cash assistance</th>
</tr>
</thead>
<tbody>
<tr>
<td></td>
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<td></td>
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<td></td>
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<td></td>
</tr>
</tbody>
</table>

### 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.

<table>
<thead>
<tr>
<th>Identifier</th>
<th>Return Reference</th>
<th>Explanation</th>
</tr>
</thead>
<tbody>
<tr>
<td>Procedures for monitoring use of grant funds</td>
<td>Schedule I, Part I, Line 2</td>
<td>CONNER PRAIRIE MUSEUM, INC REMITS GRANT FUNDS TO CONNER PRAIRIE FOUNDATION, INC GRANTS PAID ARE APPROVED BY CONNER PRAIRIE MUSEUM, INC 'S BOARD OF DIRECTORS CONNER PRAIRIE MUSEUM, INC RELIES ON CONNER PRAIRIE FOUNDATION, INC 'S BOARD OF DIRECTORS TO MONITOR THE USE OF THE FUNDS AND ENSURE THEY ARE USED FOR THE APPROPRIATE PROGRAMS AND ACTIVITIES OF CONNER PRAIRIE FOUNDATION, INC</td>
</tr>
</tbody>
</table>
### Part I: Questions Regarding Compensation

<table>
<thead>
<tr>
<th>Question</th>
<th>Yes</th>
<th>No</th>
</tr>
</thead>
<tbody>
<tr>
<td>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.</td>
<td></td>
<td></td>
</tr>
<tr>
<td>- First-class or charter travel</td>
<td></td>
<td></td>
</tr>
<tr>
<td>- Travel for companions</td>
<td></td>
<td></td>
</tr>
<tr>
<td>- Tax indemnification and gross-up payments</td>
<td></td>
<td></td>
</tr>
<tr>
<td>- Discretionary spending account</td>
<td></td>
<td></td>
</tr>
<tr>
<td>- Housing allowance or residence for personal use</td>
<td></td>
<td></td>
</tr>
<tr>
<td>- Payments for business use of personal residence</td>
<td></td>
<td></td>
</tr>
<tr>
<td>- Health or social club dues or initiation fees</td>
<td></td>
<td></td>
</tr>
<tr>
<td>- Personal services (e.g., maid, chauffeur, chef)</td>
<td></td>
<td></td>
</tr>
<tr>
<td>1b. If any of the boxes in line 1a are checked, did the organization follow a written policy regarding payment or reimbursement or provision of all of the expenses described above? If &quot;No,&quot; complete Part III to explain.</td>
<td></td>
<td></td>
</tr>
<tr>
<td>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?</td>
<td></td>
<td></td>
</tr>
<tr>
<td>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.</td>
<td></td>
<td></td>
</tr>
<tr>
<td>- Compensation committee</td>
<td></td>
<td></td>
</tr>
<tr>
<td>- Independent compensation consultant</td>
<td></td>
<td></td>
</tr>
<tr>
<td>- Form 990 of other organizations</td>
<td></td>
<td></td>
</tr>
</tbody>
</table>

### Part II: Additional Information

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:

<table>
<thead>
<tr>
<th>Question</th>
<th>Yes</th>
<th>No</th>
</tr>
</thead>
<tbody>
<tr>
<td>a. The organization?</td>
<td></td>
<td></td>
</tr>
<tr>
<td>b. Any related organization?</td>
<td></td>
<td></td>
</tr>
</tbody>
</table>

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:

<table>
<thead>
<tr>
<th>Question</th>
<th>Yes</th>
<th>No</th>
</tr>
</thead>
<tbody>
<tr>
<td>a. The organization?</td>
<td></td>
<td></td>
</tr>
<tr>
<td>b. Any related organization?</td>
<td></td>
<td></td>
</tr>
</tbody>
</table>

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

8. Were any amounts reported in Form 990, Part VII, paid or accrued pursuant to a contract that was subject to the initial contract exception described in Regulations section 53.4958-4(a)(3)? If "Yes," describe in Part III.

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

<table>
<thead>
<tr>
<th>Name and Title</th>
<th>Breakdown of W-2 and/or 1099-MISC compensation</th>
<th>Retirement and other deferred compensation</th>
<th>Nontaxable benefits</th>
<th>Total of columns (B)(i)-(D)</th>
<th>Compensation reported as deferred in prior Form 990</th>
</tr>
</thead>
<tbody>
<tr>
<td>ELLEN M ROSENTHAL, PRESIDENT &amp; CEO</td>
<td>(i) 160,888</td>
<td>(ii) 3,304</td>
<td>(iii) 4,064</td>
<td>(D) 12,003</td>
<td>(E) 612</td>
</tr>
</tbody>
</table>

Schedule J (Form 990) 2012
## 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.

<table>
<thead>
<tr>
<th>Identifier</th>
<th>Return Reference</th>
<th>Explanation</th>
</tr>
</thead>
</table>

Schedule J (Form 990) 2012
### Noncash Contributions

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

#### Part I  Types of Property

<table>
<thead>
<tr>
<th></th>
<th>(a) Check if applicable</th>
<th>(b) Number of contributions or items contributed</th>
<th>(c) Noncash contribution amounts reported on Form 990, Part VIII, line 1g</th>
<th>(d) Method of determining noncash contribution amounts</th>
</tr>
</thead>
<tbody>
<tr>
<td>1</td>
<td>Art—Works of art</td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>2</td>
<td>Art—Historical treasures</td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>3</td>
<td>Art—Fractional interests</td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>4</td>
<td>Books and publications</td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>5</td>
<td>Clothing and household goods</td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>6</td>
<td>Cars and other vehicles</td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>7</td>
<td>Boats and planes</td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>8</td>
<td>Intellectual property</td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>9</td>
<td>Securities—Publicly traded</td>
<td></td>
<td>X 10 161,686  MARKET VALUE</td>
<td>MARKET VALUE</td>
</tr>
<tr>
<td>10</td>
<td>Securities—Closely held stock</td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>11</td>
<td>Securities—Partnership, LLC, or trust interests</td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>12</td>
<td>Securities—Miscellaneous</td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>13</td>
<td>Qualified conservation contribution—Historic structures</td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>14</td>
<td>Qualified conservation contribution—Other</td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>15</td>
<td>Real estate—Residential</td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>16</td>
<td>Real estate—Commercial</td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>17</td>
<td>Real estate—Other</td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>18</td>
<td>Collectibles</td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>19</td>
<td>Food inventory</td>
<td>X 1 1,909  COST</td>
<td></td>
<td></td>
</tr>
<tr>
<td>20</td>
<td>Drugs and medical supplies</td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>21</td>
<td>Taxidermy</td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>22</td>
<td>Historical artifacts</td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>23</td>
<td>Scientific specimens</td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>24</td>
<td>Archeological artifacts</td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>25</td>
<td>Other (SIGNAGE)</td>
<td>X 1 3,190  MARKET VALUE</td>
<td></td>
<td></td>
</tr>
<tr>
<td>26</td>
<td>Other (EQUIPMENT)</td>
<td>X 1 8,400  MARKET VALUE</td>
<td></td>
<td></td>
</tr>
<tr>
<td>27</td>
<td>Other (SUPPLIES)</td>
<td>X 9 4,694  COST</td>
<td></td>
<td></td>
</tr>
</tbody>
</table>

- **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

#### 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?
  - Yes  No
  - 30a  No

#### 31  Does the organization have a gift acceptance policy that requires the review of any non-standard contributions?
  - Yes  No
  - 31  Yes

#### 32a  Does the organization hire or use third parties or related organizations to solicit, process, or sell noncash contributions?
  - Yes  No
  - 32a  No

#### 33  If the organization did not report an amount in column (c) for a type of property for which column (a) is checked, describe in Part II
**Part II** Supplemental Information. Complete this part to provide the information required by Part I, lines 30b, 32b, and 33, and whether the organization is reporting in Part I, column (b), the number of contributions, the number of items received, or a combination of both. Also complete this part for any additional information.

<table>
<thead>
<tr>
<th>Identifier</th>
<th>Return Reference</th>
<th>Explanation</th>
</tr>
</thead>
<tbody>
<tr>
<td>Explanations of reporting method for number of contributions</td>
<td>Schedule M, Part I</td>
<td>SECURITIES - PUBLICLY TRADED NUMBER OF CONTRIBUTIONS FOOD INVENTORY NUMBER OF CONTRIBUTIONS OTHER NUMBER OF CONTRIBUTIONS OTHER NUMBER OF CONTRIBUTIONS OTHER NUMBER OF CONTRIBUTIONS</td>
</tr>
<tr>
<td>Number of contributions or items contributed</td>
<td>Schedule M, part I, column (b), Line 9</td>
<td>NUMBER OF CONTRIBUTIONS</td>
</tr>
<tr>
<td>Number of contributions or items contributed</td>
<td>Schedule M, part I, column (b), Line 19</td>
<td>NUMBER OF CONTRIBUTIONS</td>
</tr>
<tr>
<td>Number of contributions or items contributed</td>
<td>Schedule M, part I, column (b), Line other=SIGNAGE</td>
<td>NUMBER OF CONTRIBUTIONS</td>
</tr>
<tr>
<td>Number of contributions or items contributed</td>
<td>Schedule M, part I, column (b), Line other=EQUIPMENT</td>
<td>NUMBER OF CONTRIBUTIONS</td>
</tr>
</tbody>
</table>
### Supplemental Information to Form 990 or 990-EZ

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

#### Name of the organization
CONNER PRAIRIE MUSEUM INC

#### Employer identification number
20-3402627

<table>
<thead>
<tr>
<th>Identifier</th>
<th>Return Reference</th>
<th>Explanation</th>
</tr>
</thead>
<tbody>
<tr>
<td>HISTORIC MUSEUM EXPERIENCE (CONTINUED FROM PART III, LINE 4A)</td>
<td>FORM 990, PART III, LINE 4A</td>
<td>OUR ON-SITE GENERAL AUDIENCE OF 300,000 ANNUAL VISITORS IS DRAWN LARGELY FROM CENTRAL INDIANA. APPROXIMATELY 60% OF ATTENDEES ARE YOUTH WITH THE BALANCE BEING ADULTS AND SENIORS. APPROXIMATELY 50,000 SCHOOL STUDENTS VISIT THE MUSEUM EACH YEAR AND COME FROM THROUGHOUT INDIANA AND NEIGHBORING STATES. THOSE SCHOOL GROUPS FROM THE GREATER INDIANAPOLIS METROPOLITAN AREA REFLECT THE DIVERSITY WITHIN THE SCHOOL DISTRICT(S). AS A GENERAL RULE, THEREFORE, SCHOOL GROUP PARTICIPATION IS FAR MORE CULTURALLY DIVERSE THAN GENERAL ATTENDANCE. FOR THE MIDWEST, CONNER PRAIRIE IS A DESTINATION FOR FAMILIES WITH CHILDREN OF ALL AGES, IT IS A PLACE WHERE THEY CAN SUPPLEMENT OR ENHANCE IN-CLASS LEARNING, PURSUE NEW INTERESTS, AND EXPLORE NATURE, SCIENCE, ART AND HISTORY. IT IS A PLACE WHERE GRANDPARENTS CAN SHARE MEMORIES WITH GRANDCHILDREN, OR TALK ABOUT HOW BEST TO CARE FOR THE ENVIRONMENT. FOR FAMILIES WITH YOUNG CHILDREN IT IS A MUCH SOUGHT AFTER DESTINATION. FOR SCHOOL TEACHERS, A PLANNED FIELD TRIP TO CONNER PRAIRIE IS ONE THAT UNFOLDS THE RICHES OF THE PAST WHILE ENCOURAGING INTEREST BEYOND FACTS, FIGURES AND DATES. FOR BUSINESSES, THE BEAUTY, INTEGRITY AND PROGRAMMING AT CONNER PRAIRIE IS A RECRUITING TOOL THAT HELPS SELL RECRUITS ON RELOCATING TO THE AREA, AND IS AN ASSET TO THOSE ALREADY HERE. THE PRIMARY VISITOR EXPERIENCE CURRENTLY INCLUDES FIVE DISTINCT HISTORY AREAS: 1816 LENAPE INDIAN CAMP, WILLIAM CONNER HOMESTEAD, 1836 PRAIRIETOWN, 1859 BALLOON VOYAGE, AND 1863 CIVIL WAR JOURNEY. A MODERN WELCOME CENTER IS ALSO A MAJOR COMPONENT OF THE CONNER PRAIRIE COMPLEX. A PARTIAL LIST OF CONNER PRAIRIES SPECIAL PROGRAMMING INCLUDE CIVIL WAR WEEKEND (RENACTION OF LIFE DURING THE CIVIL WAR WITH &quot;STAGED/REENACTED&quot; BATTLES), GLORIOUS FOURTH (CELEBRATING THE NATION'S BIRTH CIRCA 1886), CURIOSITY FAIR (WHOS, HOWS AND WHYS OF SCIENCE, TECHNOLOGY, ENGINEERING AND MATH), FOLLOW THE NORTH STAR (AN IMMERSION PROGRAM ABOUT THE UNDERGROUND RAILROAD CONDUCTED FOR SCHOOL GROUPS AND THE GENERAL PUBLIC), AND HEARTHSIDE SUPPERS (AN INTIMATE DINING EXPERIENCE WITH THE GUESTS ASSISTING IN 1836 COOKING PRACTICES). ULTIMATELY, THE MUSEUM IS NOT JUST A PURVEYOR OF HISTORY, BUT CONTINUALLY STRIVES TO INSPIRE FUTURE GENERATIONS OF INQUISTIVE STUDENTS OF THE HUMAN EXPERIENCE.</td>
</tr>
<tr>
<td>Identifier</td>
<td>Return Reference</td>
<td>Explanation</td>
</tr>
<tr>
<td>------------</td>
<td>-----------------</td>
<td>-------------</td>
</tr>
<tr>
<td>Delegate broad authority to a committee</td>
<td>Form 990, Part VI, Section A, Line 1a</td>
<td>According to the organization's bylaws, the board of directors may create one or more committees to assist in carrying out any of the purposes of the corporation, define the responsibilities of such committee or committees and delegate such committee or committees those powers that the board of directors determines to be appropriate. The board of directors shall appoint the members of each committee. At least two members of each committee shall be members of the board of directors and, if the committee is to exercise powers of the board of directors, then each member appointed to the committee shall be a member of the board of directors. The president shall be an ex-official member of all standing committees other than committees exercising audit or executive compensation responsibilities. Provided, however, that in committee action constituting the exercise of a power of the board of directors, the participation of the president in that action shall not be considered in determining the existence of a quorum or the vote on the action. No other person employed by the corporation shall serve on any committee. No person having a business relationship with the corporation, or who is employed by an entity having a business relationship with the corporation, shall serve on a committee exercising audit or executive compensation responsibilities.</td>
</tr>
<tr>
<td>Identifier</td>
<td>Return Reference</td>
<td>Explanation</td>
</tr>
<tr>
<td>------------------------------------------------</td>
<td>------------------</td>
<td>---------------------------------------------------------------------------------------------------------------------------------------------</td>
</tr>
<tr>
<td>Review of form 990 by governing body</td>
<td>Form 990, Part VI, Section B, Line 11b</td>
<td>A DRAFT OF THE FORM 990 IS PROVIDED TO EACH MEMBER OF THE AUDIT COMMITTEE FOR THEIR INDIVIDUAL REVIEW. AN OVERVIEW OF THE FORM 990 IS THEN PRESENTED TO THE AUDIT COMMITTEE BY THE PAID TAX RETURN PREPARER AND THE SENIOR MANAGEMENT OF CONNER PRAIRIE MUSEUM, INC. THE PRESENTATION AND MEETING INCLUDE A DETAILED DISCUSSION OF THE FORM 990 ANSWERING ANY QUESTIONS POSED BY THE MEMBERS OF THE AUDIT COMMITTEE. AFTER THE AUDIT COMMITTEE APPROVES THE DRAFT, COPIES OF THE FORM 990, EXCLUDING SCHEDULE B, SCHEDULE OF CONTRIBUTORS (WHICH IS NOT A REQUIRED DISCLOSURE PURSUANT TO INTERNAL REVENUE CODE (IRC) SECTION 6104), ARE PROVIDED TO EVERY VOTING MEMBER OF THE GOVERNING BODY BEFORE IT IS FILED WITH THE IRS.</td>
</tr>
<tr>
<td>Identifier</td>
<td>Return Reference</td>
<td>Explanation</td>
</tr>
<tr>
<td>-----------------------------</td>
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<tr>
<td>Conflict of interest policy</td>
<td>Form 990, Part VI, Section B, Line 12c</td>
<td>EVERY YEAR, A CONFLICT OF INTEREST QUESTIONNAIRE IS SENT TO EACH INTERESTED PERSON OF THE ORGANIZATION. AFTER THE QUESTIONNAIRES ARE COMPLETED, THEY ARE REVIEWED BY THE GOVERNANCE COMMITTEE FOR POTENTIAL CONFLICTS OF INTEREST. THE GOVERNANCE COMMITTEE IS COMPRISED OF BOARD MEMBERS AND A STAFF LIAISON. AT LEAST ONE MEMBER OF THIS COMMITTEE IS PRESENT AT ALL BOARD MEETINGS TO ENSURE THAT BOARD MEMBERS WITH POTENTIAL CONFLICTS ABSTAIN FROM PARTICIPATING IN DISCUSSIONS AND VOTING ON TRANSACTIONS RELATED TO THOSE POTENTIAL CONFLICTS.</td>
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<td>Identifier</td>
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<tr>
<td>PROCESS USED TO ENSURE COMPENSATION OF OTHER OFFICERS/KEY EMPLOYEES</td>
<td>FORM 990, PART VI, LINE 15B</td>
<td>THE ORGANIZATION DOES NOT HAVE OTHER OFFICERS OR KEY EMPLOYEES THAT RECEIVE COMPENSATION, THEREFORE THIS QUESTION IS NOT APPLICABLE AND HAS BEEN ANSWERED &quot;NO&quot; IN ACCORDANCE WITH THE FORM 990 INSTRUCTIONS. COMPENSATION OF THE HIGHEST COMPENSATED EMPLOYEES REPORTED IN PART VII (CFO, VP OF INSTITUTIONAL ADVANCEMENT, AND VP OF EXHIBITS, PROGRAMS &amp; FACILITIES) IS REVIEWED BY THE PRESIDENT/CEO USING COMPARABLE DATA GARNERED FROM LOCAL NON-PROFIT COMPENSATION SURVEYS AND THE AMERICAN ASSOCIATION OF MUSEUMS (AAM) COMPENSATION SURVEY. IF COMPENSATION CHANGES ARE RECOMMENDED BY THE PRESIDENT/CEO, THE FINAL DECISIONS ARE DOCUMENTED AND REVIEWED BY THE EXECUTIVE COMPENSATION COMMITTEE.</td>
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<td>Identifier</td>
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<td>Explanation</td>
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<tr>
<td>Governing documents, conflict of interest policy and financial statements available to the public</td>
<td>Form 990, Part VI, Section C, Line 19</td>
<td>FINANCIAL STATEMENTS, GOVERNING DOCUMENTS, AND CONFLICT OF INTEREST POLICIES ARE NOT REQUIRED DISCLOSURES PURSUANT TO INTERNAL REVENUE CODE (IRC) SECTION 6104. THESE DOCUMENTS ARE NOT AVAILABLE TO THE PUBLIC AT THIS TIME</td>
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<td>Identifier</td>
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<td>Explanation</td>
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<tr>
<td>Number of contributions or items contributed</td>
<td>Schedule M, part I, column (b), Line other=OPERATING EQUIPMENT AND SUPPLIES</td>
<td>NUMBER OF CONTRIBUTIONS</td>
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<tr>
<td>Identifier</td>
<td>Return Reference</td>
<td>Explanation</td>
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<tr>
<td>Number of contributions or items contributed</td>
<td>Schedule M, part I, column (b), Line 9</td>
<td>NUMBER OF CONTRIBUTIONS</td>
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<tr>
<td>Identifier</td>
<td>Return Reference</td>
<td>Explanation</td>
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<tr>
<td>Number of contributions or items contributed</td>
<td>Schedule M, part I, column (b), Line 19</td>
<td>NUMBER OF CONTRIBUTIONS</td>
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<td>Identifier</td>
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<tr>
<td>Number of contributions or items contributed</td>
<td>Schedule M, part I, column (b), Line other=SIGNAGE</td>
<td>NUMBER OF CONTRIBUTIONS</td>
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<td>Identifier</td>
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<td>Explanation</td>
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<tr>
<td>Number of contributions or items contributed</td>
<td>Schedule M, part I, column (b), Line other=EQUIPMENT</td>
<td>NUMBER OF CONTRIBUTIONS</td>
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<td>Identifier</td>
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<td>Explanation</td>
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<tr>
<td>Number of contributions or items contributed</td>
<td>Schedule M, part I, column (b), Line other=OPERATING EQUIPMENT AND SUPPLIES</td>
<td>NUMBER OF CONTRIBUTIONS</td>
</tr>
</tbody>
</table>
**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.

### Part I: Identification of Disregarded Entities

(Complete if the organization answered "Yes" to Form 990, Part IV, line 33.)

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

### 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.)

<table>
<thead>
<tr>
<th>(a) Name, address, and EIN of related organization</th>
<th>(b) Primary activity</th>
<th>(c) Legal domicile (state or foreign country)</th>
<th>(d) Exempt Code section</th>
<th>(e) Public charity status (if section 501(c)(3))</th>
<th>(f) Direct controlling entity</th>
<th>(g) Section 512(b)(13) controlled entity?</th>
</tr>
</thead>
<tbody>
<tr>
<td>(1) CONNER PRAIRIE FOUNDATION INC 13400 ALLISONVILLE ROAD FISHERS, IN 46038</td>
<td>SUPPORT CONNER PRAIRIE MUSEUM</td>
<td>IN</td>
<td>501(C)(3)</td>
<td>11 - Type I</td>
<td>CONNER PRAIRIE MUSEUM INC</td>
<td>Yes</td>
</tr>
</tbody>
</table>
### 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.)

<table>
<thead>
<tr>
<th>(a) Name, address, and EIN of related organization</th>
<th>(b) Primary activity</th>
<th>(c) Legal domicile (state or foreign country)</th>
<th>(d) Direct controlling entity</th>
<th>(e) Predominant income (related, unrelated, excluded from tax under sections 512-514)</th>
<th>(f) Share of total income</th>
<th>(g) Share of end-of-year assets</th>
<th>(h) Desproportionate allocations?</th>
<th>(i) Code V-UBI amount in box 20 of Schedule K-1 (Form 1065)</th>
<th>(j) General or managing partner?</th>
<th>(k) Percentage ownership</th>
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### 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.)

<table>
<thead>
<tr>
<th>(a) Name, address, and EIN of related organization</th>
<th>(b) Primary activity</th>
<th>(c) Legal domicile (state or foreign country)</th>
<th>(d) Direct controlling entity</th>
<th>(e) Type of entity (C corp, S corp, or trust)</th>
<th>(f) Share of total income</th>
<th>(g) Share of end-of-year assets</th>
<th>(h) Percentage ownership</th>
<th>(i) Section 512 (b)(13) controlled entity?</th>
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Schedule R (Form 990) 2012
Part V  Transactions With Related Organizations  (Complete if the organization answered "Yes" to Form 990, Part IV, line 34, 35b, or 36.)

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?
   a. Receipt of (i) interest (ii) annuities (iii) royalties or (iv) rent from a controlled entity
   b. Gift, grant, or capital contribution to related organization(s)
   c. Gift, grant, or capital contribution from related organization(s)
   d. Loans or loan guarantees to or for related organization(s)
   e. Loans or loan guarantees by related organization(s)
   f. Dividends from related organization(s)
   g. Sale of assets to related organization(s)
   h. Purchase of assets from related organization(s)
   i. Exchange of assets with related organization(s)
   j. Lease of facilities, equipment, or other assets to related organization(s)
   k. Lease of facilities, equipment, or other assets from related organization(s)
   l. Performance of services or membership or fundraising solicitations for related organization(s)
   m. Performance of services or membership or fundraising solicitations by related organization(s)
   n. Sharing of facilities, equipment, mailing lists, or other assets with related organization(s)
   o. Sharing of paid employees with related organization(s)
   p. Reimbursement paid to related organization(s) for expenses
   q. Reimbursement paid by related organization(s) for expenses
   r. Other transfer of cash or property to related organization(s)
   s. Other transfer of cash or property from related organization(s)

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

<table>
<thead>
<tr>
<th>(a) Name of other organization</th>
<th>(b) Transaction type (a-s)</th>
<th>(c) Amount involved</th>
<th>(d) Method of determining amount involved</th>
</tr>
</thead>
<tbody>
<tr>
<td>(1) CONNER PRAIRIE FOUNDATION INC</td>
<td>B</td>
<td>728,285</td>
<td>BOOK VALUE</td>
</tr>
<tr>
<td>(2) CONNER PRAIRIE FOUNDATION INC</td>
<td>C</td>
<td>4,854,984</td>
<td>BOOK VALUE</td>
</tr>
<tr>
<td>(a) Name, address, and EIN of entity</td>
<td>(b) Primary activity</td>
<td>(c) Legal domicile (state or foreign country)</td>
<td>(d) Predominant income (related, unrelated, excluded from tax under section 512-514)</td>
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### Supplemental Information

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

<table>
<thead>
<tr>
<th>Identifier</th>
<th>Return Reference</th>
<th>Explanation</th>
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<tbody>
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</table>
Software ID: 12000266
Software Version: v2012.1.0
EIN: 20-3402627
Name: CONNER PRAIRIE MUSEUM INC