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In 2008, the Center for the Advancement of Science Education (CASE) expanded to reach more students, teachers and guests than ever before. While the economy sputtered, donors to the Museum's Annual Fund rallied to our cause and helped us raise the most money in the month of December in Museum history. Museum contributors recognize the importance of our vision to inspire and motivate the next generation of inventors and innovators. Science and innovation are critical to maintaining the leadership position of the United States in the global economy. In our 75 years, we have inspired physicists, NASA astronauts, Nobel Laureates and more. During the next 75 years, we thank all of our contributors for helping us to inspire the future scientists who will develop renewable energy, discover a cure for cancer and take humankind's first step on Mars.

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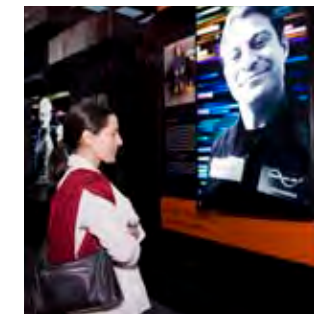
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Beginning in 2008, guests immersed themselves in some of the most cutting-edge inventions and ideas advanced by today's forward-looking innovators. From cuisine made by ink-jet printers to produce grown in high-rise urban farms, *Fast Forward ... Inventing the Future* poses the question "What if?" and challenges you to imagine the answers.



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Guests marveled at a colorful glass gallery containing more than 20 lamps and windows from Louis Comfort Tiffany and Frank Lloyd Wright as well as materials, tools and patterns used to make these pieces.



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In 2008, professional glassblowers from Corning Museum of Glass produced original, one-of-a-kind masterpieces based on guests' designs as part of *The Glass Experience*.



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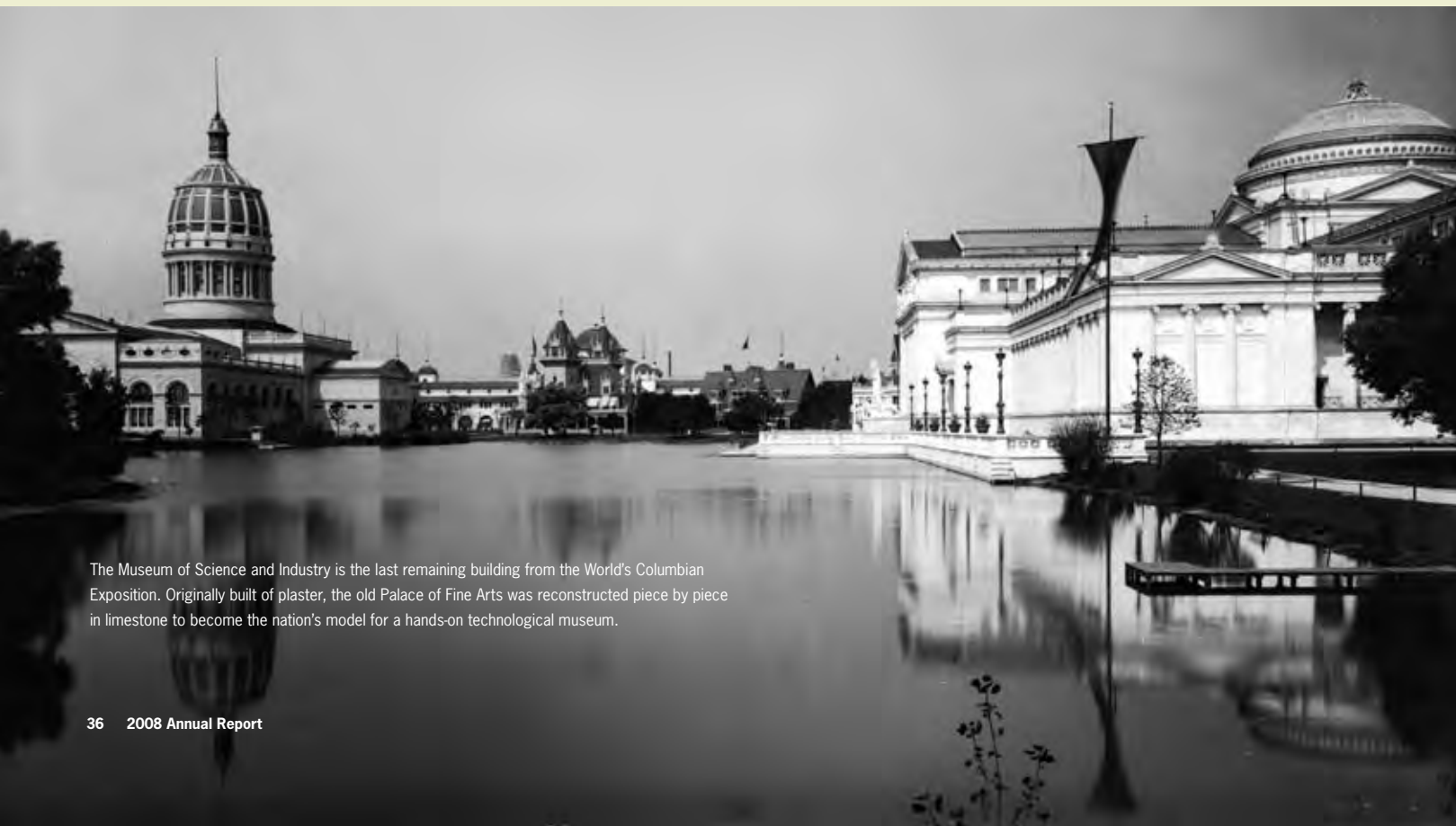
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Teachers enrolled in the Museum's Institute for Quality Science Teaching are introduced to 'Stan,' the Museum's human patient simulator. Stan has a pulse and suffers from "symptoms" that guests use to diagnose and suggest treatments. Members of the Museum's Board of Trustees, President's Council and advisory committees play an integral role in helping the Museum acquire cutting-edge technology such as the human patient simulator. We thank Carla Pugh, assistant professor of surgery at Northwestern's Feinberg School of Medicine and Nicholas Epley, professor of behavioral science at University of Chicago's Booth School of Business, for their help with development of *YOU! The Experience*, which will debut at the Museum in October 2009.

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Museum volunteer Lenny Kleinmark, a former first class submarine engineman in the U.S. Naval Reserves, explains the inner workings of the U-505's systems to interested guests.



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Students in the Science Achievers program demonstrate their science skills to Museum guests and benefit from guest speakers such as Heidi Jeffery, a President's Council member who led a discussion about how the law applies to scientific discoveries.



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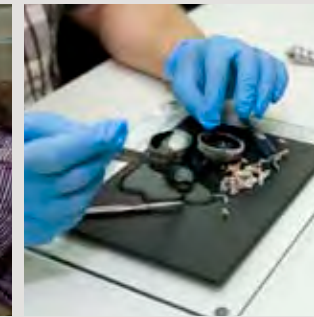
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Each year, the Museum invites teachers to experience the Museum the way their students do at a special after-hours Teacher Open House. Pictured above, teachers dissect a cow eyeball, an experience offered to guests and students every day in a program called "Dissect an Eye at MSI."

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June 2009

In 2008, the Museum felt the impact of a swift, sharp downturn in the global economy. There was no tougher year in recent history as countries worldwide moved quickly to shore up their banking systems, companies and organizations reacted to slowing demand and individuals took a hard look at their own financial situations. At the Museum, we recognized the coming challenges early in the year and implemented cost-saving measures to soften the blow to our operating results. These savings and diligent management efforts helped generate a surplus of \$1.2 million – our best bottom-line performance since 2005.

Two successful temporary exhibits – *The Glass Experience* and *Smart Home: Green + Wired* – each drew approximately 100,000 guests and helped generate operating revenue of \$38.9 million. This was down 10% from the prior year due to the slowing economy and strong performance in 2007 of three strong temporary exhibits led by *Body Worlds 2* and *Star Wars*. Total attendance (1.4 million) and paid attendance (500,000) were down 16% and 37% respectively. Paid attendance was affected by an abundance of free days, including the successful weeklong celebration of our 75th anniversary and 75 free days for children from mid-June through early September.

Membership count decreased 15% in 2008; however this is in comparison to a year (2007) that saw the second highest member count in Museum history. The 25,633 active member total in 2008 eclipses most comparable years that did not include a blockbuster exhibition. The most disappointing performance during 2008 took place in the endowment. Like most institutions, the 2008 economic and market conditions drove our endowment net asset value down. The 29% decrease abruptly reversed a better than 12% annual growth that had been achieved over the five-year period ended fiscal 2007 and 8% annual growth over

the 10-year period ending in fiscal 2007. This market performance and the current size of the endowment have prompted us to reevaluate our asset class allocation model and make some changes to be more conservative. Other changes in our balance sheet were primarily the result of continuing efforts to obtain pledges and cash for the *Science Rediscovered* capital campaign. Net assets decreased 9% to \$210.3 million primarily due to the reduction of the endowment. Liabilities increased 40% to \$72.1 million due mostly to financing the timing difference between the cash receipts and expenditures for campaign projects. Short term the campaign cash flow is being covered by an increased line of credit while we complete and implement a more permanent long-term debt structure.

Fundraising for *Science Rediscovered* is progressing well, but has been affected by the economic climate. In 2008, we received commitments for an additional \$34 million to bring total commitments to \$152 million. Through the end of 2008 we had received \$66 million and incurred expenses of \$72 million. As we move ahead and speak with potential donors, we are confident that we will reach our goal of \$205 million. Most encouraging were the results of the Columbian Ball and the Annual Fund. Despite the deteriorating economic conditions from September through year-end, contributions to the Annual Fund in December were the best for any December in our history. While the average amount per contribution was down, the number of contributors increased significantly. This show of support and commitment from our donor base demonstrates an understanding of and support for our vision to inspire the next generation of inventors and innovators. Now more than ever, America needs innovation to support future prosperity. Our new exhibits and programs are inspiring students every day and offering them the opportunities to pursue science and achieve the breakthroughs that will change the world.



William A. Osborn
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Statements of Activity

for the Years Ended December 31, 2008 and 2007

REVENUE AND SUPPORT

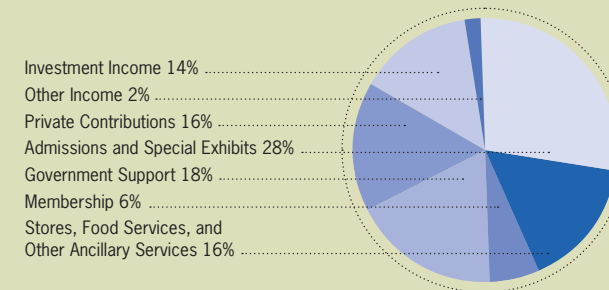
	2008	2007
Admissions	\$ 9,113,818	\$ 11,179,726
Special Exhibit	1,608,175	2,692,249
Stores, Food Services, and Other Ancillary Services	6,150,055	7,237,532
Membership	2,483,152	4,288,359
Government Support	7,054,426	6,217,409
Private Contributions	6,335,923	5,621,904
Investment Income	5,503,183	5,137,778
Other Income	677,963	690,211
TOTAL REVENUE	\$ 38,926,695	\$ 43,065,168

EXPENSES

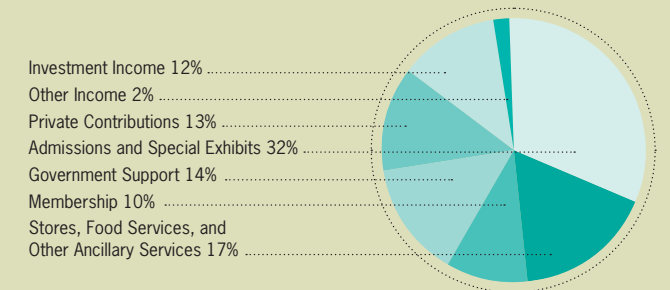
Public Programs	\$ 11,736,011	\$ 13,867,941
Education Programs	1,233,765	1,287,871
Program Support Services	5,446,200	6,162,456
Management and General	8,197,509	9,280,562
Development and Membership	2,518,371	3,146,419
Marketing	5,030,436	4,920,339
Stores, Food Services, and Other Ancillary Services	3,574,181	3,739,234
TOTAL EXPENSES	\$ 37,736,473	\$ 42,404,822
OPERATING INCOME	\$ 1,190,222	\$ 660,346

Revenue and Support

Year ended December 31, 2008

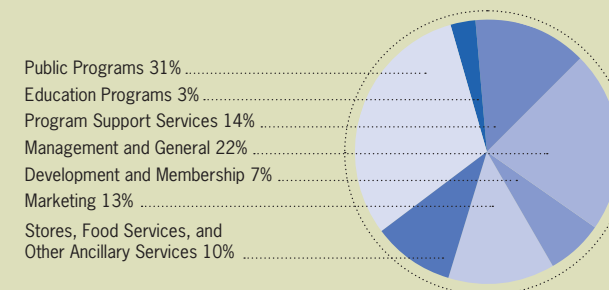


Year ended December 31, 2007

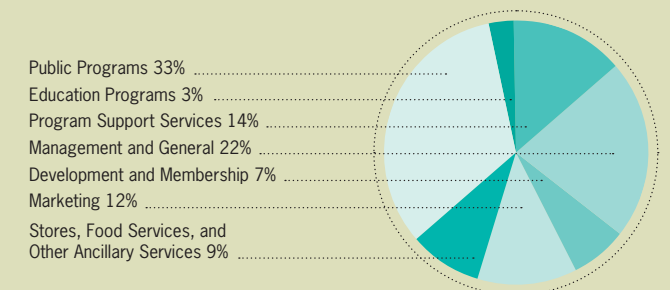


Expenses

Year ended December 31, 2008



Year ended December 31, 2007



Balance Sheet

for the Years Ended December 31, 2008 and 2007

ASSETS	2008	2007
CURRENT ASSETS		
Cash	\$ 934,280	\$ 370,939
Short-term investments	3,711,029	5,367,542
Accounts and interest receivable	5,229,695	1,474,611
Pledges receivable, net	14,414,895	13,328,132
Inventories and prepaid expenses	1,643,118	1,493,028
TOTAL CURRENT ASSETS	25,933,017	22,034,252
LONG-TERM PLEDGES RECEIVABLE, NET	25,603,644	23,034,555
LONG-TERM INVESTMENTS	63,586,646	90,206,301
MUSEUM PROPERTIES, NET	166,582,070	146,125,098
OTHER ASSETS, NET	669,815	806,471
TOTAL ASSETS	\$ 282,375,192	\$ 282,206,677
LIABILITIES AND NET ASSETS		
CURRENT LIABILITIES		
Accounts payable	\$ 5,450,713	\$ 3,082,993
Accrued liabilities	9,858,855	7,945,522
Current portion of notes payable	22,386,328	5,532,621
Other liabilities	1,523,754	859,955
TOTAL CURRENT LIABILITIES	39,219,650	17,421,091
DEFERRED REVENUE, LESS CURRENT PORTION	2,166,667	1,108,000
LONG-TERM LIABILITIES, LESS CURRENT PORTION	627,827	980,365
NOTES PAYABLE, LESS CURRENT PORTION	30,087,759	31,874,087
TOTAL LIABILITIES	72,101,903	51,383,543
NET ASSETS		
Unrestricted	130,233,466	163,478,702
Temporarily restricted	74,054,823	66,359,432
Permanently restricted	5,985,000	985,000
TOTAL NET ASSETS	210,273,289	230,823,134
TOTAL LIABILITIES AND NET ASSETS	\$ 282,375,192	\$ 282,206,677

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CONCEPT, DESIGN AND PRODUCTION

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The savings below are achieved when postconsumer recycled fiber is used in place of virgin fiber. This project uses 3,104 lbs of paper, which has a postconsumer recycled percentage of 30%.

8 trees preserved for the future

23 lbs waterborne waste not created

3,323 gallons wastewater flow saved

368 lbs solid waste not generated

724 lbs net greenhouse gases prevented

5,540,640 BTUs energy not consumed



