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PUBLIC DISCLOSURE COPY

**Exempt Organization Declaration and Signature for
Electronic Filing**

For calendar year 2012, or tax year beginning OCT 1, 2012, and ending SEP 30, 2013

2012

Department of the Treasury
Internal Revenue Service

For use with Forms 990, 990-EZ, 990-PF, 1120-POL, and 8868

Name of exempt organization THE UNITED STATES HOLOCAUST MEMORIAL
MUSEUM

Employer identification number
52-1309391

Part I Type of Return and Return Information (Whole Dollars Only)

Check the box for the type of return being filed with Form 8453-EO and enter the applicable amount, if any, from the return. If you check the box on line 1a, 2a, 3a, 4a, or 5a below and the amount on that line of the return being filed with this form was blank, then leave line 1b, 2b, 3b, 4b, or 5b, whichever is applicable, blank (do not enter -0-). If you entered -0- on the return, then enter -0- on the applicable line below. Do not complete more than one line in Part I.

1a Form 990 check here	<input checked="" type="checkbox"/>	b Total revenue, if any (Form 990, Part VIII, column (A), line 12)	1b	<u>124145507</u>
2a Form 990-EZ check here	<input type="checkbox"/>	b Total revenue, if any (Form 990-EZ, line 9)	2b	
3a Form 1120-POL check here	<input type="checkbox"/>	b Total tax (Form 1120-POL, line 22)	3b	
4a Form 990-PF check here	<input type="checkbox"/>	b Tax based on investment income (Form 990-PF, Part VI, line 5)	4b	
5a Form 8868 check here	<input type="checkbox"/>	b Balance due (Form 8868, Part I, line 3c or Part II, line 8c)	5b	

Part II Declaration of Officer

6 I authorize the U.S. Treasury and its designated Financial Agent to initiate an Automated Clearing House (ACH) electronic funds withdrawal (direct debit) entry to the financial institution account indicated in the tax preparation software for payment of the organization's federal taxes owed on this return, and the financial institution to debit the entry to this account. To revoke a payment, I must contact the U.S. Treasury Financial Agent at 1-888-353-4537 no later than 2 business days prior to the payment (settlement) date. I also authorize the financial institutions involved in the processing of the electronic payment of taxes to receive confidential information necessary to answer inquiries and resolve issues related to the payment.


If a copy of this return is being filed with a state agency(ies) regulating charities as part of the IRS Fed/State program, I certify that I executed the electronic disclosure consent contained within this return allowing disclosure by the IRS of this Form 990/990-EZ/990-PF (as specifically identified in Part I above) to the selected state agency(ies).

Under penalties of perjury, I declare that I am an officer of the above named organization and that I have examined a copy of the organization's 2012 electronic return and accompanying schedules and statements, and to the best of my knowledge and belief, they are true, correct, and complete. I further declare that the amount in Part I above is the amount shown on the copy of the organization's electronic return. I consent to allow my intermediate service provider, transmitter, or electronic return originator (ERO) to send the organization's return to the IRS and to receive from the IRS (a) an acknowledgement of receipt or reason for rejection of the transmission, (b) the reason for any delay in processing the return or refund, and (c) the date of any refund.

Sign Here  | 8/14/14 | CHIEF FINANCIAL OFFICER
Signature of officer | Date | Title

Part III Declaration of Electronic Return Originator (ERO) and Paid Preparer (see instructions)

I declare that I have reviewed the above organization's return and that the entries on Form 8453-EO are complete and correct to the best of my knowledge. If I am only a collector, I am not responsible for reviewing the return and only declare that this form accurately reflects the data on the return. The organization officer will have signed this form before I submit the return. I will give the officer a copy of all forms and information to be filed with the IRS, and have followed all other requirements in Pub. 4163, Modernized e-file (MeF) Information for Authorized IRS e-file Providers for Business Returns. If I am also the Paid Preparer, under penalties of perjury I declare that I have examined the above organization's return and accompanying schedules and statements, and to the best of my knowledge and belief, they are true, correct, and complete. This Paid Preparer declaration is based on all information of which I have any knowledge.

ERO's Use Only	ERO's signature		Date	<u>8/14/2014</u>	Check if also paid preparer	<input checked="" type="checkbox"/>	Check if self-employed	<input type="checkbox"/>	ERO's SSN or PTIN	<u>P00001737</u>
	Firm's name (or yours if self-employed), address, and ZIP code	<u>BDO USA, LLP</u> <u>7101 WISCONSIN AVE., SUITE 800</u> <u>BETHESDA, MD 20814-4827</u>			EIN	<u>13-5381590</u>		Phone no.	<u>(301) 654-4900</u>	

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

Paid Preparer Use Only	Print/Type preparer's name	Preparer's signature	Date	Check <input type="checkbox"/> if self-employed	PTIN
	Firm's name	Firm's EIN			
	Firm's address	Phone no.			

Form **990**

Return of Organization Exempt From Income Tax

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

2012

Department of the Treasury
Internal Revenue Service

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

Open to Public Inspection

A For the 2012 calendar year, or tax year beginning OCT 1, 2012 **and ending** SEP 30, 2013

B Check if applicable: <input type="checkbox"/> Address change <input type="checkbox"/> Name change <input type="checkbox"/> Initial return <input type="checkbox"/> Terminated <input type="checkbox"/> Amended return <input type="checkbox"/> Application pending	C Name of organization THE UNITED STATES HOLOCAUST MEMORIAL MUSEUM Doing Business As _____ Number and street (or P.O. box if mail is not delivered to street address) Room/suite 100 RAOUL WALLENBERG PLACE, S.W. _____ City, town, or post office, state, and ZIP code WASHINGTON, DC 20024		D Employer identification number 52-1309391
	F Name and address of principal officer: SARA J. BLOOMFIELD SAME AS C ABOVE		E Telephone number (202) 488-0400
	I Tax-exempt status: <input checked="" type="checkbox"/> 501(c)(3) <input type="checkbox"/> 501(c) () (insert no.) <input type="checkbox"/> 4947(a)(1) or <input type="checkbox"/> 527		G Gross receipts \$ 187,415,604. H(a) Is this a group return for affiliates? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No H(b) Are all affiliates included? <input type="checkbox"/> Yes <input type="checkbox"/> No If "No," attach a list. (see instructions)
	J Website: WWW.USHMM.ORG		H(c) Group exemption number ▶ _____
K Form of organization: <input type="checkbox"/> Corporation <input type="checkbox"/> Trust <input type="checkbox"/> Association <input checked="" type="checkbox"/> Other ▶ U.S.			L Year of formation: 1980 M State of legal domicile: DC

Part I Summary

Activities & Governance	1 Briefly describe the organization's mission or most significant activities: <u>SEE SCHEDULE O</u>		
	2 Check this box <input type="checkbox"/> if the organization discontinued its operations or disposed of more than 25% of its net assets.		
	3 Number of voting members of the governing body (Part VI, line 1a)	65	
	4 Number of independent voting members of the governing body (Part VI, line 1b)	65	
	5 Total number of individuals employed in calendar year 2012 (Part V, line 2a)	453	
	6 Total number of volunteers (estimate if necessary)	400	
	7a Total unrelated business revenue from Part VIII, column (C), line 12	-4,625.	
b Net unrelated business taxable income from Form 990-T, line 34	-4,625.		
Revenue	8 Contributions and grants (Part VIII, line 1h)	87,132,690.	112,034,058.
	9 Program service revenue (Part VIII, line 2g)	0.	0.
	10 Investment income (Part VIII, column (A), lines 3, 4, and 7d)	9,102,867.	10,254,878.
	11 Other revenue (Part VIII, column (A), lines 5, 6d, 8c, 9c, 10c, and 11e)	2,578,526.	1,856,571.
	12 Total revenue - add lines 8 through 11 (must equal Part VIII, column (A), line 12)	98,814,083.	124,145,507.
	13 Grants and similar amounts paid (Part IX, column (A), lines 1-3)	671,950.	647,427.
	14 Benefits paid to or for members (Part IX, column (A), line 4)	0.	0.
	15 Salaries, other compensation, employee benefits (Part IX, column (A), lines 5-10)	48,349,944.	49,119,908.
	16a Professional fundraising fees (Part IX, column (A), line 11e)	3,397,058.	3,358,251.
	b Total fundraising expenses (Part IX, column (D), line 25) ▶ 12,086,268.		
	17 Other expenses (Part IX, column (A), lines 11a-11d, 11f-24e)	44,050,115.	51,575,818.
	18 Total expenses. Add lines 13-17 (must equal Part IX, column (A), line 25)	96,469,067.	104,701,404.
19 Revenue less expenses. Subtract line 18 from line 12	2,345,016.	19,444,103.	
Net Assets or Fund Balances	20 Total assets (Part X, line 16)	363,753,750.	403,728,154.
	21 Total liabilities (Part X, line 26)	35,779,385.	33,127,864.
	22 Net assets or fund balances. Subtract line 21 from line 20	327,974,365.	370,600,290.

Part II Signature Block

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

Sign Here	Signature of officer _____		Date _____
	MINNIE P. CARMICHAEL, CHIEF FINANCIAL OFFICER Type or print name and title		
Paid Preparer Use Only	Print/Type preparer's name MICHAEL SORRELLS, CPA	Preparer's signature _____	Date _____
	Firm's name ▶ BDO USA, LLP	Firm's EIN ▶ 13-5381590	Check <input type="checkbox"/> if self-employed PTIN P00001737
	Firm's address ▶ 7101 WISCONSIN AVE., SUITE 800 BETHESDA, MD 20814-4827	Phone no. (301) 654-4900	

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

Part III Statement of Program Service Accomplishments

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

1 Briefly describe the organization's mission: SEE SCHEDULE O.

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

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

4 Describe the organization's program service accomplishments for each of its three largest program services, as measured by expenses.

4a (Code:) (Expenses \$ 74,681,033. including grants of \$ 647,427.) (Revenue \$) A LIVING MEMORIAL TO THE HOLOCAUST, THE UNITED STATES HOLOCAUST MEMORIAL MUSEUM INSPIRES CITIZENS AND LEADERS WORLDWIDE TO CONFRONT HATRED, PROMOTE HUMAN DIGNITY, AND PREVENT GENOCIDE. A PUBLIC-PRIVATE PARTNERSHIP, FEDERAL SUPPORT GUARANTEES THE MUSEUM'S PERMANENCE, AND ITS FAR-REACHING EDUCATIONAL PROGRAMS AND GLOBAL IMPACT ARE MADE POSSIBLE BY DONORS NATIONWIDE. (SEE SCHEDULE O FOR CONTINUATION.)

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

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

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

4e Total program service expenses 74,681,033.

Part IV Checklist of Required Schedules

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

Part IV Checklist of Required Schedules (continued)

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

Part V Statements Regarding Other IRS Filings and Tax Compliance

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

		Yes	No
1a	Enter the number reported in Box 3 of Form 1096. Enter -0- if not applicable		
	1a 219		
b	Enter the number of Forms W-2G included in line 1a. Enter -0- if not applicable		
	1b 0		
c	Did the organization comply with backup withholding rules for reportable payments to vendors and reportable gaming (gambling) winnings to prize winners?	X	
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		
	2a 453		
b	If at least one is reported on line 2a, did the organization file all required federal employment tax returns? Note. If the sum of lines 1a and 2a is greater than 250, you may be required to e-file (see instructions)	X	
3a	Did the organization have unrelated business gross income of \$1,000 or more during the year?		X
b	If "Yes," has it filed a Form 990-T for this year? If "No," provide an explanation in Schedule O		
4a	At any time during the calendar year, did the organization have an interest in, or a signature or other authority over, a financial account in a foreign country (such as a bank account, securities account, or other financial account)?		X
b	If "Yes," enter the name of the foreign country: See instructions for filing requirements for Form TD F 90-22.1, Report of Foreign Bank and Financial Accounts.		
5a	Was the organization a party to a prohibited tax shelter transaction at any time during the tax year?		X
b	Did any taxable party notify the organization that it was or is a party to a prohibited tax shelter transaction?		X
c	If "Yes," to line 5a or 5b, did the organization file Form 8886-T?		
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?		X
b	If "Yes," did the organization include with every solicitation an express statement that such contributions or gifts were not tax deductible?		
7	Organizations that may receive deductible contributions under section 170(c).		
a	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?	X	
b	If "Yes," did the organization notify the donor of the value of the goods or services provided?	X	
c	Did the organization sell, exchange, or otherwise dispose of tangible personal property for which it was required to file Form 8282?		X
d	If "Yes," indicate the number of Forms 8282 filed during the year		
	7d		
e	Did the organization receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?		X
f	Did the organization, during the year, pay premiums, directly or indirectly, on a personal benefit contract?		X
g	If the organization received a contribution of qualified intellectual property, did the organization file Form 8899 as required?		
h	If the organization received a contribution of cars, boats, airplanes, or other vehicles, did the organization file a Form 1098-C?		
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?		
9	Sponsoring organizations maintaining donor advised funds.		
a	Did the organization make any taxable distributions under section 4966?		
b	Did the organization make a distribution to a donor, donor advisor, or related person?		
10	Section 501(c)(7) organizations. Enter:		
a	Initiation fees and capital contributions included on Part VIII, line 12	10a	
b	Gross receipts, included on Form 990, Part VIII, line 12, for public use of club facilities	10b	
11	Section 501(c)(12) organizations. Enter:		
a	Gross income from members or shareholders	11a	
b	Gross income from other sources (Do not net amounts due or paid to other sources against amounts due or received from them.)	11b	
12a	Section 4947(a)(1) non-exempt charitable trusts. Is the organization filing Form 990 in lieu of Form 1041?	12a	
b	If "Yes," enter the amount of tax-exempt interest received or accrued during the year	12b	
13	Section 501(c)(29) qualified nonprofit health insurance issuers.		
a	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.	13a	
b	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	13b	
c	Enter the amount of reserves on hand	13c	
14a	Did the organization receive any payments for indoor tanning services during the tax year?	14a	X
b	If "Yes," has it filed a Form 720 to report these payments? If "No," provide an explanation in Schedule O	14b	

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

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

Section A. Governing Body and Management

		Yes	No
1a	Enter the number of voting members of the governing body at the end of the tax year If there are material differences in voting rights among members of the governing body, or if the governing body delegated broad authority to an executive committee or similar committee, explain in Schedule O.		
1b	Enter the number of voting members included in line 1a, above, who are independent		
2	Did any officer, director, trustee, or key employee have a family relationship or a business relationship with any other officer, director, trustee, or key employee?		X
3	Did the organization delegate control over management duties customarily performed by or under the direct supervision of officers, directors, or trustees, or key employees to a management company or other person?		X
4	Did the organization make any significant changes to its governing documents since the prior Form 990 was filed?		X
5	Did the organization become aware during the year of a significant diversion of the organization's assets?		X
6	Did the organization have members or stockholders?		X
7a	Did the organization have members, stockholders, or other persons who had the power to elect or appoint one or more members of the governing body?		X
7b	Are any governance decisions of the organization reserved to (or subject to approval by) members, stockholders, or persons other than the governing body?		X
8	Did the organization contemporaneously document the meetings held or written actions undertaken during the year by the following:		
8a	The governing body?	X	
8b	Each committee with authority to act on behalf of the governing body?	X	
9	Is there any officer, director, trustee, or key employee listed in Part VII, Section A, who cannot be reached at the organization's mailing address? If "Yes," provide the names and addresses in Schedule O		X

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

		Yes	No
10a	Did the organization have local chapters, branches, or affiliates?		X
10b	If "Yes," did the organization have written policies and procedures governing the activities of such chapters, affiliates, and branches to ensure their operations are consistent with the organization's exempt purposes?		
11a	Has the organization provided a complete copy of this Form 990 to all members of its governing body before filing the form?	X	
11b	Describe in Schedule O the process, if any, used by the organization to review this Form 990.		
12a	Did the organization have a written conflict of interest policy? If "No," go to line 13	X	
12b	Were officers, directors, or trustees, and key employees required to disclose annually interests that could give rise to conflicts?	X	
12c	Did the organization regularly and consistently monitor and enforce compliance with the policy? If "Yes," describe in Schedule O how this was done	X	
13	Did the organization have a written whistleblower policy?	X	
14	Did the organization have a written document retention and destruction policy?	X	
15	Did the process for determining compensation of the following persons include a review and approval by independent persons, comparability data, and contemporaneous substantiation of the deliberation and decision?		
15a	The organization's CEO, Executive Director, or top management official	X	
15b	Other officers or key employees of the organization If "Yes" to line 15a or 15b, describe the process in Schedule O (see instructions).	X	
16a	Did the organization invest in, contribute assets to, or participate in a joint venture or similar arrangement with a taxable entity during the year?		X
16b	If "Yes," did the organization follow a written policy or procedure requiring the organization to evaluate its participation in joint venture arrangements under applicable federal tax law, and take steps to safeguard the organization's exempt status with respect to such arrangements?		

Section C. Disclosure

- 17** List the states with which a copy of this Form 990 is required to be filed NONE
- 18** Section 6104 requires an organization to make its Forms 1023 (or 1024 if applicable), 990, and 990-T (Section 501(c)(3)s only) available for public inspection. Indicate how you made these available. Check all that apply.
 Own website Another's website Upon request Other (explain in Schedule O)
- 19** Describe in Schedule O whether (and if so, how), the organization made its governing documents, conflict of interest policy, and financial statements available to the public during the tax year.
- 20** State the name, physical address, and telephone number of the person who possesses the books and records of the organization:
 MINNIE CARMICHAEL - (202) 488-0481
 100 RAUL WALLENBERG PLACE, S.W., WASHINGTON, DC 20024

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, and highest compensated employees who received more than \$100,000 of reportable compensation from the organization and any related organizations.
- List all of the organization's **former directors or trustees** that received, in the capacity as a former director or trustee of the organization, more than \$10,000 of reportable compensation from the organization and any related organizations.

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

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

(A) Name and Title	(B) Average hours per week (list any hours for related organizations below line)	(C) Position (do not check more than one box, unless person is both an officer and a director/trustee)						(D) Reportable compensation from the organization (W-2/1099-MISC)	(E) Reportable compensation from related organizations (W-2/1099-MISC)	(F) Estimated amount of other compensation from the organization and related organizations
		Individual trustee or director	Institutional trustee	Officer	Key employee	Highest compensated employee	Former			
(1) TOM A. BERNSTEIN CHAIRMAN, COUNCIL	5.00	X		X				0.	0.	0.
(2) JOSHUA B. BOLTEN VICE CHARIMAN, COUNCIL	3.00	X		X				0.	0.	0.
(3) ELLIOTT ABRAMS COUNCIL MEMBER	1.00	X						0.	0.	0.
(4) MIRIAM ADELSON COUNCIL MEMBER	1.00	X						0.	0.	0.
(5) MATTHEW L. ADLER COUNCIL MEMBER	1.00	X						0.	0.	0.
(6) ELISA SPUNGEN BILDNER COUNCIL MEMBER	1.00	X						0.	0.	0.
(7) NORMAN R. BOBINS COUNCIL MEMBER	1.00	X						0.	0.	0.
(8) JOSEPH M. BRODECKI COUNCIL MEMBER	1.00	X						0.	0.	0.
(9) MICHAEL CHERTOFF COUNCIL MEMBER	2.00	X						0.	0.	0.
(10) DIANA SHAW CLARK COUNCIL MEMBER	1.00	X						0.	0.	0.
(11) CAROL B. COHEN COUNCIL MEMBER	1.00	X						0.	0.	0.
(12) WILLIAM J. DANHOF COUNCIL MEMBER	1.00	X						0.	0.	0.
(13) KITTY DUKAKIS COUNCIL MEMBER	1.00	X						0.	0.	0.
(14) MICHAEL DAVID EPSTEIN COUNCIL MEMBER	1.00	X						0.	0.	0.
(15) DONALD ETRA COUNCIL MEMBER	1.00	X						0.	0.	0.
(16) JOHN FARAHI COUNCIL MEMBER	1.00	X						0.	0.	0.
(17) TODD A FISHER COUNCIL MEMBER	2.00	X						0.	0.	0.

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

(A) Name and title	(B) Average hours per week (list any hours for related organizations below line)	(C) Position (do not check more than one box, unless person is both an officer and a director/trustee)						(D) Reportable compensation from the organization (W-2/1099-MISC)	(E) Reportable compensation from related organizations (W-2/1099-MISC)	(F) Estimated amount of other compensation from the organization and related organizations
		Individual trustee or director	Institutional trustee	Officer	Key employee	Highest compensated employee	Former			
(18) DAVID M. FLAUM COUNCIL MEMBER	1.00	X					0.	0.	0.	
(19) JONATHAN SAFRAN FOER COUNCIL MEMBER	1.00	X					0.	0.	0.	
(20) AMY FRIEDKIN COUNCIL MEMBER	1.00	X					0.	0.	0.	
(21) K. CHAYA FRIEDMAN COUNCIL MEMBER	1.00	X					0.	0.	0.	
(22) JOEL GIEDERMAN COUNCIL MEMBER	2.00	X					0.	0.	0.	
(23) MICHAEL J. GERSON COUNCIL MEMBER	1.00	X					0.	0.	0.	
(24) NANCY B. GILBERT COUNCIL MEMBER	1.00	X					0.	0.	0.	
(25) ZVI Y. GITELMAN COUNCIL MEMBER	1.00	X					0.	0.	0.	
(26) MARC GOLDMAN COUNCIL MEMBER	1.00	X					0.	0.	0.	
1b Sub-total							0.	0.	0.	
c Total from continuation sheets to Part VII, Section A							2,582,926.	0.	507,651.	
d Total (add lines 1b and 1c)							2,582,926.	0.	507,651.	

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 133

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

Section B. Independent Contractors

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

(A) Name and business address	(B) Description of services	(C) Compensation
G4S GOVERNMENT SOLUTIONS, INC, 7121 FAIRWAY DR, PALM BEACH GARDENS, FL 33418	GUARD SERVICES	6,021,235.
DANIEL J. EDELMAN, INC, 200 E RANDOLPH STREET FL 63, CHICAGO, IL 60601	EVENT ORGANIZERS	2,336,960.
PRODUCTION SOLUTIONS 1953 GALLOWS ROAD, VIENNA, VA 22182	FULFILLMENT SERVICES	1,938,749.
NAM/BROOKS JOINT VENTURE, 1227 GOOD HOPE ROAD, SE, WASHINGTON, DC 20020	JANITORIAL SERVICES	1,580,131.
SERVICE FIRST CONSULTING, LLC 2306 GLEBE ROAD, ARLINGTON, VA 22207	INFORMATION TECHNOLOGY	792,173.

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 58

SEE PART VII, SECTION A CONTINUATION SHEETS

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

(A) Name and title	(B) Average hours per week (list any hours for related organizations below line)	(C) Position (check all that apply)						(D) Reportable compensation from the organization (W-2/1099-MISC)	(E) Reportable compensation from related organizations (W-2/1099-MISC)	(F) Estimated amount of other compensation from the organization and related organizations
		Individual trustee or director	Institutional trustee	Officer	Key employee	Highest compensated employee	Former			
(27) MARK D. GOODMAN COUNCIL MEMBER	1.00	X						0.	0.	0.
(28) SAMUEL GORDON COUNCIL MEMBER	1.00	X						0.	0.	0.
(29) SANFORD L. GOTTESMAN COUNCIL MEMBER	2.00	X						0.	0.	0.
(30) JOSEPH D. GUTMAN COUNCIL MEMBER	1.00	X						0.	0.	0.
(31) CHERYL F. HALPERN COUNCIL MEMBER	1.00	X						0.	0.	0.
(32) S. FITZGERALD HANEY COUNCIL MEMBER	1.00	X						0.	0.	0.
(33) BETH HEIFETZ COUNCIL MEMBER	1.00	X						0.	0.	0.
(34) J. DAVID HELLER COUNCIL MEMBER	1.00	X						0.	0.	0.
(35) ANDREW S HOCHBERG COUNCIL MEMBER	1.00	X						0.	0.	0.
(36) AMY KASLOW COUNCIL MEMBER	2.00	X						0.	0.	0.
(37) EZRA KATZ COUNCIL MEMBER	1.00	X						0.	0.	0.
(38) ROMAN R. KENT COUNCIL MEMBER	1.00	X						0.	0.	0.
(39) EDWARD I. KOCH COUNCIL MEMBER	1.00	X						0.	0.	0.
(40) HOWARD E. KONAR COUNCIL MEMBER	2.00	X						0.	0.	0.
(41) DOUGLAS R. KORN COUNCIL MEMBER	1.00	X						0.	0.	0.
(42) M. RONALD KROGOLD COUNCIL MEMBER	1.00	X						0.	0.	0.
(43) ALAN LAZOWSKI COUNCIL MEMBER	1.00	X						0.	0.	0.
(44) WILLIAM S. LEVINE COUNCIL MEMBER	1.00	X						0.	0.	0.
(45) HADASSAH F. LIEBERMAN COUNCIL MEMBER	1.00	X						0.	0.	0.
(46) DEBORAH E. LIPSTADT COUNCIL MEMBER	2.00	X						0.	0.	0.
Total to Part VII, Section A, line 1c										

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

(A) Name and title	(B) Average hours per week (list any hours for related organizations below line)	(C) Position (check all that apply)						(D) Reportable compensation from the organization (W-2/1099-MISC)	(E) Reportable compensation from related organizations (W-2/1099-MISC)	(F) Estimated amount of other compensation from the organization and related organizations
		Individual trustee or director	Institutional trustee	Officer	Key employee	Highest compensated employee	Former			
(47) SUSAN E. LOWENBERG COUNCIL MEMBER	1.00	X						0.	0.	0.
(48) KENNETH B. MEHLMAN COUNCIL MEMBER	1.00	X						0.	0.	0.
(49) LESLIE MYERS COUNCIL MEMBER	1.00	X						0.	0.	0.
(50) MICHAEL B. MUKASEY COUNCIL MEMBER	1.00	X						0.	0.	0.
(51) DEBORAH A. OPPENHEIMER COUNCIL MEMBER	1.00	X						0.	0.	0.
(52) CHERYL PEISACH COUNCIL MEMBER	1.00	X						0.	0.	0.
(53) DANA M. PERLMAN COUNCIL MEMBER	1.00	X						0.	0.	0.
(54) RICHARD S. PRICE COUNCIL MEMBER	1.00	X						0.	0.	0.
(55) PIERRE-RICHARD PROSPER COUNCIL MEMBER	1.00	X						0.	0.	0.
(56) RONALD RATNER COUNCIL MEMBER	1.00	X						0.	0.	0.
(57) GREG A. ROSENBAUM COUNCIL MEMBER	1.00	X						0.	0.	0.
(58) MENACHEM Z. ROSENSAFT COUNCIL MEMBER	1.00	X						0.	0.	0.
(59) KIRK A. RUDY COUNCIL MEMBER	1.00	X						0.	0.	0.
(60) ELLIOT J. SCHRAGE COUNCIL MEMBER	1.00	X						0.	0.	0.
(61) MAUREEN SCHULMAN COUNCIL MEMBER	1.00	X						0.	0.	0.
(62) ROBERT A. SHERMAN COUNCIL MEMBER	1.00	X						0.	0.	0.
(63) DANIEL J. SILVA COUNCIL MEMBER	1.00	X						0.	0.	0.
(64) ANDREA LAVIN SOLOW COUNCIL MEMBER	1.00	X						0.	0.	0.
(65) MARC R. STANLEY COUNCIL MEMBER	1.00	X						0.	0.	0.
(66) MICHAEL ASHLEY STEIN COUNCIL MEMBER	1.00	X						0.	0.	0.
Total to Part VII, Section A, line 1c										

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

(A) Name and title	(B) Average hours per week (list any hours for related organizations below line)	(C) Position (check all that apply)						(D) Reportable compensation from the organization (W-2/1099-MISC)	(E) Reportable compensation from related organizations (W-2/1099-MISC)	(F) Estimated amount of other compensation from the organization and related organizations
		Individual trustee or director	Institutional trustee	Officer	Key employee	Highest compensated employee	Former			
(67) HOWARD D. UNGER COUNCIL MEMBER	2.00	X						0.	0.	0.
(68) CLEMANTINE WAMARIYA COUNCIL MEMBER	1.00	X						0.	0.	0.
(69) ELIE WIESEL COUNCIL MEMBER	1.00	X						0.	0.	0.
(70) JEFFREY S. WILPON COUNCIL MEMBER	1.00	X						0.	0.	0.
(71) FRED ZIEDMAN COUNCIL MEMBER	2.00	X						0.	0.	0.
(72) THE HONORABLE MICHAEL GRIMM COUNCIL MEMBER	1.00	X						0.	0.	0.
(73) THE HONORABLE STEVE ISRAEL COUNCIL MEMBER	0.50	X						0.	0.	0.
(74) THE HONORABLE PATRICK MEEHAN COUNCIL MEMBER	0.50	X						0.	0.	0.
(75) THE HONORABLE HENRY A. WAXMAN COUNCIL MEMBER	0.50	X						0.	0.	0.
(76) THE HONORABLE AL FRANKEN COUNCIL MEMBER	0.50	X						0.	0.	0.
(77) THE HONORABLE ORRIN G. HATCH COUNCIL MEMBER	0.50	X						0.	0.	0.
(78) THE HONORABLE BERNARD SANDERS COUNCIL MEMBER	0.50	X						0.	0.	0.
(79) SARA BLOOMFIELD DIRECTOR	40.00			X				464,442.	0.	121,322.
(80) WILLIAM PARSONS CHIEF OF STAFF	40.00			X				184,285.	0.	43,763.
(81) MINNIE CARMICHAEL CHIEF FINANCIAL OFFICER	40.00			X				160,510.	0.	20,581.
(82) JORDAN TANNENBAUM CHIEF DEVELOPMENT OFFICER	40.00				X			331,236.	0.	55,465.
(83) LORNA MILES CHIEF MARKETING OFFICER	40.00				X			206,493.	0.	23,412.
(84) TANELL COLEMAN DIR, OPS AND ADMIN	40.00				X			157,496.	0.	33,504.
(85) AMY FARRIER DEP, CHIEF DEV. OFFICER	40.00					X		236,422.	0.	30,701.
(86) JILL WEINBERG DIR, MIDWEST REGION	40.00					X		231,940.	0.	42,034.
Total to Part VII, Section A, line 1c										

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

(A) Name and title	(B) Average hours per week (list any hours for related organizations below line)	(C) Position (check all that apply)						(D) Reportable compensation from the organization (W-2/1099-MISC)	(E) Reportable compensation from related organizations (W-2/1099-MISC)	(F) Estimated amount of other compensation from the organization and related organizations
		Individual trustee or director	Institutional trustee	Officer	Key employee	Highest compensated employee	Former			
(87) ANDREA BARCHAS DIR, NORTHEAST REGION	40.00					X		233,973.	0.	43,601.
(88) JOSEPH KRAUS CHIEF INFROMATION OFFICER	40.00					X		206,180.	0.	50,260.
(89) MICHAEL ABRAMOWITZ DIR, CPG	40.00					X		169,949.	0.	43,008.
Total to Part VII, Section A, line 1c								2,582,926.		507,651.

Part VIII Statement of Revenue

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

			(A) Total revenue	(B) Related or exempt function revenue	(C) Unrelated business revenue	(D) Revenue excluded from tax under sections 512, 513, or 514	
Contributions, Gifts, Grants and Other Similar Amounts	1 a Federated campaigns	1a					
	b Membership dues	1b	9,970,171.				
	c Fundraising events	1c	3,862,428.				
	d Related organizations	1d					
	e Government grants (contributions)	1e	49,959,460.				
	f All other contributions, gifts, grants, and similar amounts not included above	1f	48,241,999.				
	g Noncash contributions included in lines 1a-1f: \$		1,774,325.				
	h Total. Add lines 1a-1f		112,034,058.				
	Program Service Revenue	2 a _____	Business Code				
b _____							
c _____							
d _____							
e _____							
f All other program service revenue							
g Total. Add lines 2a-2f							
Other Revenue	3 Investment income (including dividends, interest, and other similar amounts)		7,053,158.		-4,625.	7,057,783.	
	4 Income from investment of tax-exempt bond proceeds						
	5 Royalties						
	6 a Gross rents	(i) Real	(ii) Personal				
		b Less: rental expenses					
		c Rental income or (loss)					
		d Net rental income or (loss)					
	7 a Gross amount from sales of assets other than inventory	(i) Securities	(ii) Other				
		64,182,876.					
		b Less: cost or other basis and sales expenses		60,981,156.			
		c Gain or (loss)		3,201,720.			
	d Net gain or (loss)		3,201,720.			3,201,720.	
	8 a Gross income from fundraising events (not including \$ 3,862,428. of contributions reported on line 1c). See Part IV, line 18	a		851,810.			
		b Less: direct expenses	b	1,522,421.			
		c Net income or (loss) from fundraising events		-670,611.			-670,611.
9 a Gross income from gaming activities. See Part IV, line 19	a						
	b Less: direct expenses	b					
	c Net income or (loss) from gaming activities						
10 a Gross sales of inventory, less returns and allowances	a		1,760,709.				
	b Less: cost of goods sold	b	766,520.				
	c Net income or (loss) from sales of inventory		994,189.	994,189.			
Miscellaneous Revenue		Business Code					
11 a IMPUTED FIN. SOURCE		900099	1,217,349.	1,217,349.			
b CAFE		900099	89,985.			89,985.	
c _____							
d All other revenue		900099	225,659.	225,659.			
e Total. Add lines 11a-11d			1,532,993.				
12 Total revenue. See instructions.			124,145,507.	2,437,197.	-4,625.	9,678,877.	

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

	(A) Total expenses	(B) Program service expenses	(C) Management and general expenses	(D) Fundraising expenses
1 Grants and other assistance to governments and organizations in the United States. See Part IV, line 21				
2 Grants and other assistance to individuals in the United States. See Part IV, line 22	647,427.	647,427.		
3 Grants and other assistance to governments, organizations, and individuals outside the United States. See Part IV, lines 15 and 16				
4 Benefits paid to or for members				
5 Compensation of current officers, directors, trustees, and key employees	1,918,249.	461,565.	1,051,573.	405,111.
6 Compensation not included above, to disqualified persons (as defined under section 4958(f)(1)) and persons described in section 4958(c)(3)(B)				
7 Other salaries and wages	35,850,131.	24,835,797.	6,716,803.	4,297,531.
8 Pension plan accruals and contributions (include section 401(k) and 403(b) employer contributions)	4,935,039.	3,550,749.	950,836.	433,454.
9 Other employee benefits	3,963,410.	2,489,900.	1,153,838.	319,672.
10 Payroll taxes	2,453,079.	1,717,508.	459,333.	276,238.
11 Fees for services (non-employees):				
a Management				
b Legal	23,006.		23,006.	
c Accounting	158,328.		158,328.	
d Lobbying				
e Professional fundraising services. See Part IV, line 17	3,358,251.			3,358,251.
f Investment management fees	1,184,423.		1,046,375.	138,048.
g Other. (If line 11g amount exceeds 10% of line 25, column (A) amount, list line 11g expenses on Sch O.)	25,583,543.	22,931,867.	1,789,422.	862,254.
12 Advertising and promotion				
13 Office expenses	4,482,813.	4,152,167.	249,904.	80,742.
14 Information technology	3,638,987.		3,638,987.	
15 Royalties				
16 Occupancy	4,892,033.	4,549,435.	44,247.	298,351.
17 Travel	2,394,595.	2,102,154.	130,658.	161,783.
18 Payments of travel or entertainment expenses for any federal, state, or local public officials				
19 Conferences, conventions, and meetings	829,807.	326,034.	4,488.	499,285.
20 Interest				
21 Payments to affiliates				
22 Depreciation, depletion, and amortization	6,856,589.	6,450,553.	406,036.	
23 Insurance	325,655.	215,386.	110,269.	
24 Other expenses. Itemize expenses not covered above. (List miscellaneous expenses in line 24e. If line 24e amount exceeds 10% of line 25, column (A) amount, list line 24e expenses on Schedule O.)				
a POSTAGE	955,548.			955,548.
b EQUIPMENT	148,694.	148,694.		
c COLLECTIONS	101,797.	101,797.		
d				
e All other expenses				
25 Total functional expenses. Add lines 1 through 24e	104,701,404.	74,681,033.	17,934,103.	12,086,268.
26 Joint costs. Complete this line only if the organization reported in column (B) joint costs from a combined educational campaign and fundraising solicitation.				

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

Part X Balance Sheet

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

		(A) Beginning of year		(B) End of year
Assets	1 Cash - non-interest-bearing	20,477,840.	1	18,625,737.
	2 Savings and temporary cash investments		2	
	3 Pledges and grants receivable, net	18,465,025.	3	36,526,359.
	4 Accounts receivable, net		4	
	5 Loans and other receivables from current and former officers, directors, trustees, key employees, and highest compensated employees. Complete Part II of Schedule L		5	
	6 Loans and other receivables from other disqualified persons (as defined under section 4958(f)(1)), persons described in section 4958(c)(3)(B), and contributing employers and sponsoring organizations of section 501(c)(9) voluntary employees' beneficiary organizations (see instr). Complete Part II of Sch L		6	
	7 Notes and loans receivable, net		7	
	8 Inventories for sale or use		8	
	9 Prepaid expenses and deferred charges		9	
	10a Land, buildings, and equipment: cost or other basis. Complete Part VI of Schedule D	10a 193,681,748.		
	b Less: accumulated depreciation	10b 116,529,842.	80,018,067.	10c 77,151,906.
	11 Investments - publicly traded securities	173,122,813.	11	206,163,060.
	12 Investments - other securities. See Part IV, line 11	69,999,213.	12	63,721,656.
	13 Investments - program-related. See Part IV, line 11		13	
	14 Intangible assets		14	
	15 Other assets. See Part IV, line 11	1,670,792.	15	1,539,436.
16 Total assets. Add lines 1 through 15 (must equal line 34)	363,753,750.	16	403,728,154.	
Liabilities	17 Accounts payable and accrued expenses	10,834,104.	17	10,491,506.
	18 Grants payable		18	
	19 Deferred revenue		19	
	20 Tax-exempt bond liabilities		20	
	21 Escrow or custodial account liability. Complete Part IV of Schedule D		21	
	22 Loans and other payables to current and former officers, directors, trustees, key employees, highest compensated employees, and disqualified persons. Complete Part II of Schedule L		22	
	23 Secured mortgages and notes payable to unrelated third parties		23	
	24 Unsecured notes and loans payable to unrelated third parties		24	
	25 Other liabilities (including federal income tax, payables to related third parties, and other liabilities not included on lines 17-24). Complete Part X of Schedule D	24,945,281.	25	22,636,358.
	26 Total liabilities. Add lines 17 through 25	35,779,385.	26	33,127,864.
Net Assets or Fund Balances	Organizations that follow SFAS 117 (ASC 958), check here <input checked="" type="checkbox"/> and complete lines 27 through 29, and lines 33 and 34.			
	27 Unrestricted net assets	140,161,250.	27	144,515,728.
	28 Temporarily restricted net assets	41,459,384.	28	59,915,608.
	29 Permanently restricted net assets	146,353,731.	29	166,168,954.
	Organizations that do not follow SFAS 117 (ASC 958), check here <input type="checkbox"/> and complete lines 30 through 34.			
	30 Capital stock or trust principal, or current funds		30	
	31 Paid-in or capital surplus, or land, building, or equipment fund		31	
	32 Retained earnings, endowment, accumulated income, or other funds		32	
33 Total net assets or fund balances	327,974,365.	33	370,600,290.	
34 Total liabilities and net assets/fund balances	363,753,750.	34	403,728,154.	

Part XI Reconciliation of Net Assets

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

1	Total revenue (must equal Part VIII, column (A), line 12)	1	124,145,507.
2	Total expenses (must equal Part IX, column (A), line 25)	2	104,701,404.
3	Revenue less expenses. Subtract line 2 from line 1	3	19,444,103.
4	Net assets or fund balances at beginning of year (must equal Part X, line 33, column (A))	4	327,974,365.
5	Net unrealized gains (losses) on investments	5	23,181,822.
6	Donated services and use of facilities	6	
7	Investment expenses	7	
8	Prior period adjustments	8	
9	Other changes in net assets or fund balances (explain in Schedule O)	9	0.
10	Net assets or fund balances at end of year. Combine lines 3 through 9 (must equal Part X, line 33, column (B))	10	370,600,290.

Part XII Financial Statements and Reporting

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

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

Form 990 (2012)

SCHEDULE A
(Form 990 or 990-EZ)

Public Charity Status and Public Support

OMB No. 1545-0047

2012

Open to Public Inspection

Department of the Treasury
Internal Revenue Service

Complete if the organization is a section 501(c)(3) organization or a section 4947(a)(1) nonexempt charitable trust.

▶ Attach to Form 990 or Form 990-EZ. ▶ See separate instructions.

Name of the organization THE UNITED STATES HOLOCAUST MEMORIAL MUSEUM
Employer identification number 52-1309391

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

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

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

	Yes	No
11g(i)		
11g(ii)		
11g(iii)		

 - (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? _____
- h Provide the following information about the supported organization(s).

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

LHA For Paperwork Reduction Act Notice, see the Instructions for Form 990 or 990-EZ. Schedule A (Form 990 or 990-EZ) 2012

232021
12-04-12

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

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

Section A. Public Support

Calendar year (or fiscal year beginning in) ►	(a) 2008	(b) 2009	(c) 2010	(d) 2011	(e) 2012	(f) Total
1 Gifts, grants, contributions, and membership fees received. (Do not include any "unusual grants.")						
2 Tax revenues levied for the organization's benefit and either paid to or expended on its behalf						
3 The value of services or facilities furnished by a governmental unit to the organization without charge						
4 Total. Add lines 1 through 3						
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)						
6 Public support. Subtract line 5 from line 4.						

Section B. Total Support

Calendar year (or fiscal year beginning in) ►	(a) 2008	(b) 2009	(c) 2010	(d) 2011	(e) 2012	(f) Total
7 Amounts from line 4						
8 Gross income from interest, dividends, payments received on securities loans, rents, royalties and income from similar sources						
9 Net income from unrelated business activities, whether or not the business is regularly carried on						
10 Other income. Do not include gain or loss from the sale of capital assets (Explain in Part IV.)						
11 Total support. Add lines 7 through 10						
12 Gross receipts from related activities, etc. (see instructions)					12	
13 First five years. If the Form 990 is for the organization's first, second, third, fourth, or fifth tax year as a section 501(c)(3) organization, check this box and stop here <input type="checkbox"/>						

Section C. Computation of Public Support Percentage

14 Public support percentage for 2012 (line 6, column (f) divided by line 11, column (f))	14	%
15 Public support percentage from 2011 Schedule A, Part II, line 14	15	%
16a 33 1/3% support test - 2012. If the organization did not check the box on line 13, and line 14 is 33 1/3% or more, check this box and stop here. The organization qualifies as a publicly supported organization <input type="checkbox"/>		
b 33 1/3% support test - 2011. If the organization did not check a box on line 13 or 16a, and line 15 is 33 1/3% or more, check this box and stop here. The organization qualifies as a publicly supported organization <input type="checkbox"/>		
17a 10% -facts-and-circumstances test - 2012. If the organization did not check a box on line 13, 16a, or 16b, and line 14 is 10% or more, and if the organization meets the "facts-and-circumstances" test, check this box and stop here. Explain in Part IV how the organization meets the "facts-and-circumstances" test. The organization qualifies as a publicly supported organization <input type="checkbox"/>		
b 10% -facts-and-circumstances test - 2011. If the organization did not check a box on line 13, 16a, 16b, or 17a, and line 15 is 10% or more, and if the organization meets the "facts-and-circumstances" test, check this box and stop here. Explain in Part IV how the organization meets the "facts-and-circumstances" test. The organization qualifies as a publicly supported organization <input type="checkbox"/>		
18 Private foundation. If the organization did not check a box on line 13, 16a, 16b, 17a, or 17b, check this box and see instructions <input type="checkbox"/>		

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

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

Section A. Public Support

Calendar year (or fiscal year beginning in) ▶	(a) 2008	(b) 2009	(c) 2010	(d) 2011	(e) 2012	(f) Total
1 Gifts, grants, contributions, and membership fees received. (Do not include any "unusual grants.")						
2 Gross receipts from admissions, merchandise sold or services performed, or facilities furnished in any activity that is related to the organization's tax-exempt purpose						
3 Gross receipts from activities that are not an unrelated trade or business under section 513						
4 Tax revenues levied for the organization's benefit and either paid to or expended on its behalf						
5 The value of services or facilities furnished by a governmental unit to the organization without charge						
6 Total. Add lines 1 through 5						
7a Amounts included on lines 1, 2, and 3 received from disqualified persons						
b Amounts included on lines 2 and 3 received from other than disqualified persons that exceed the greater of \$5,000 or 1% of the amount on line 13 for the year						
c Add lines 7a and 7b						
8 Public support. (Subtract line 7c from line 6.)						

Section B. Total Support

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

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

Section C. Computation of Public Support Percentage

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

Section D. Computation of Investment Income Percentage

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

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

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

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

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

Department of the Treasury
Internal Revenue Service

Schedule of Contributors

▶ Attach to Form 990, Form 990-EZ, or Form 990-PF.

OMB No. 1545-0047

2012

Name of the organization THE UNITED STATES HOLOCAUST MEMORIAL MUSEUM	Employer identification number 52-1309391
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Organization type (check one):

Filers of:

Section:

- | | |
|--------------------|---|
| Form 990 or 990-EZ | <input checked="" type="checkbox"/> 501(c)(3) (enter number) organization

<input type="checkbox"/> 4947(a)(1) nonexempt charitable trust not treated as a private foundation

<input type="checkbox"/> 527 political organization |
| Form 990-PF | <input type="checkbox"/> 501(c)(3) exempt private foundation

<input type="checkbox"/> 4947(a)(1) nonexempt charitable trust treated as a private foundation

<input type="checkbox"/> 501(c)(3) taxable private foundation |

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

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

General Rule

- For an organization filing Form 990, 990-EZ, or 990-PF that received, during the year, \$5,000 or more (in money or property) from any one contributor. Complete Parts I and II.

Special Rules

- For a section 501(c)(3) organization filing Form 990 or 990-EZ that met the 33 1/3% support test of the regulations under sections 509(a)(1) and 170(b)(1)(A)(vi) and received from any one contributor, during the year, a contribution of the greater of **(1)** \$5,000 or **(2)** 2% of the amount on (i) Form 990, Part VIII, line 1h, or (ii) Form 990-EZ; line 1. Complete Parts I and II.
- For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, total contributions of more than \$1,000 for use *exclusively* for religious, charitable, scientific, literary, or educational purposes, or the prevention of cruelty to children or animals. Complete Parts I, II, and III.
- For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, contributions for use *exclusively* for religious, charitable, etc., purposes, but these contributions did not total to more than \$1,000. If this box is checked, enter here the total contributions that were received during the year for an *exclusively* religious, charitable, etc., purpose. Do not complete any of the parts unless the **General Rule** applies to this organization because it received nonexclusively religious, charitable, etc., contributions of \$5,000 or more during the year ▶ \$ _____

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

LHA For Paperwork Reduction Act Notice, see the Instructions for Form 990, 990-EZ, or 990-PF. Schedule B (Form 990, 990-EZ, or 990-PF) (2012)

Name of organization THE UNITED STATES HOLOCAUST MEMORIAL MUSEUM	Employer identification number 52-1309391
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Part I Contributors (see instructions). Use duplicate copies of Part I if additional space is needed.

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
1		\$ 15,000,000.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
2		\$ 4,000,000.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
3		\$ 5,000,000.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
		\$ _____	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
		\$ _____	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
		\$ _____	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)

Name of organization THE UNITED STATES HOLOCAUST MEMORIAL MUSEUM	Employer identification number 52-1309391
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Part II Noncash Property (see instructions). Use duplicate copies of Part II if additional space is needed.

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

Name of organization THE UNITED STATES HOLOCAUST MEMORIAL MUSEUM	Employer identification number 52-1309391
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Part III Exclusively religious, charitable, etc., individual contributions to section 501(c)(7), (8), or (10) organizations that total more than \$1,000 for the year. Complete columns (a) through (e) and the following line entry. For organizations completing Part III, enter the total of exclusively religious, charitable, etc., contributions of \$1,000 or less for the year. (Enter this information once.) ▶ \$ _____

Use duplicate copies of Part III if additional space is needed.

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held

(e) Transfer of gift	
Transferee's name, address, and ZIP + 4	Relationship of transferor to transferee

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held

(e) Transfer of gift	
Transferee's name, address, and ZIP + 4	Relationship of transferor to transferee

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held

(e) Transfer of gift	
Transferee's name, address, and ZIP + 4	Relationship of transferor to transferee

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held

(e) Transfer of gift	
Transferee's name, address, and ZIP + 4	Relationship of transferor to transferee

SCHEDULE D
(Form 990)

Department of the Treasury
Internal Revenue Service

Supplemental Financial Statements

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

OMB No. 1545-0047

2012
Open to Public Inspection

Name of the organization THE UNITED STATES HOLOCAUST MEMORIAL MUSEUM **Employer identification number** 52-1309391

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

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

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

- 1 Purpose(s) of conservation easements held by the organization (check all that apply).
 Preservation of land for public use (e.g., recreation or education) Preservation of an historically important land area
 Protection of natural habitat Preservation of a certified historic structure
 Preservation of open space
- 2 Complete lines 2a through 2d if the organization held a qualified conservation contribution in the form of a conservation easement on the last day of the tax year.
- | | Held at the End of the Tax Year |
|--|---------------------------------|
| a Total number of conservation easements | 2a |
| b Total acreage restricted by conservation easements | 2b |
| c Number of conservation easements on a certified historic structure included in (a) | 2c |
| d Number of conservation easements included in (c) acquired after 8/17/06, and not on a historic structure listed in the National Register | 2d |
- 3 Number of conservation easements modified, transferred, released, extinguished, or terminated by the organization during the tax year ▶ _____
- 4 Number of states where property subject to conservation easement is located ▶ _____
- 5 Does the organization have a written policy regarding the periodic monitoring, inspection, handling of violations, and enforcement of the conservation easements it holds?
- Yes No
- 6 Staff and volunteer hours devoted to monitoring, inspecting, and enforcing conservation easements during the year ▶ _____
- 7 Amount of expenses incurred in monitoring, inspecting, and enforcing conservation easements during the year ▶ \$ _____
- 8 Does each conservation easement reported on line 2(d) above satisfy the requirements of section 170(h)(4)(B)(i) and section 170(h)(4)(B)(ii)?
- Yes No
- 9 In Part XIII, describe how the organization reports conservation easements in its revenue and expense statement, and balance sheet, and include, if applicable, the text of the footnote to the organization's financial statements that describes the organization's accounting for conservation easements.

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

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

- 1a If the organization elected, as permitted under SFAS 116 (ASC 958), not to report in its revenue statement and balance sheet works of art, historical treasures, or other similar assets held for public exhibition, education, or research in furtherance of public service, provide, in Part XIII, the text of the footnote to its financial statements that describes these items.
- b If the organization elected, as permitted under SFAS 116 (ASC 958), to report in its revenue statement and balance sheet works of art, historical treasures, or other similar assets held for public exhibition, education, or research in furtherance of public service, provide the following amounts relating to these items:
- (i) Revenues included in Form 990, Part VIII, line 1
- ▶ \$ _____
- (ii) Assets included in Form 990, Part X
- ▶ \$ _____
- 2 If the organization received or held works of art, historical treasures, or other similar assets for financial gain, provide the following amounts required to be reported under SFAS 116 (ASC 958) relating to these items:
- a Revenues included in Form 990, Part VIII, line 1
- ▶ \$ _____
- b Assets included in Form 990, Part X
- ▶ \$ _____

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

- 3 Using the organization's acquisition, accession, and other records, check any of the following that are a significant use of its collection items (check all that apply):
- a Public exhibition
 - b Scholarly research
 - c Preservation for future generations
 - d Loan or exchange programs
 - e Other _____

- 4 Provide a description of the organization's collections and explain how they further the organization's exempt purpose in Part XIII.
- 5 During the year, did the organization solicit or receive donations of art, historical treasures, or other similar assets to be sold to raise funds rather than to be maintained as part of the organization's collection? Yes No

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

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

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

	(a) Current year	(b) Prior year	(c) Two years back	(d) Three years back	(e) Four years back
1a Beginning of year balance	223,250,327.	197,198,406.	186,842,058.	171,459,804.	164,015,073.
b Contributions	11,677,089.	2,510,663.	19,399,894.	4,519,827.	3,232,477.
c Net investment earnings, gains, and losses	29,326,517.	31,571,940.	-475,077.	17,924,744.	6,607,398.
d Grants or scholarships					
e Other expenditures for facilities and programs	12,337,036.	6,893,292.	7,488,677.	6,208,681.	2,000,000.
f Administrative expenses	1,184,423.	1,137,390.	1,079,792.	853,636.	395,144.
g End of year balance	250,732,474.	223,250,327.	197,198,406.	186,842,058.	171,459,804.

- 2 Provide the estimated percentage of the current year end balance (line 1g, column (a)) held as:
- a Board designated or quasi-endowment 23.89 %
 - b Permanent endowment 76.11 %
 - c Temporarily restricted endowment %
- The percentages in lines 2a, 2b, and 2c should equal 100%.
- 3a Are there endowment funds not in the possession of the organization that are held and administered for the organization by:
- | | Yes | No |
|---|-----|----|
| (i) unrelated organizations | | X |
| (ii) related organizations | | X |
| b If "Yes" to 3a(ii), are the related organizations listed as required on Schedule R? | | |
- 4 Describe in Part XIII the intended uses of the organization's endowment funds.

Part VI Land, Buildings, and Equipment. See Form 990, Part X, line 10.

Description of property	(a) Cost or other basis (investment)	(b) Cost or other basis (other)	(c) Accumulated depreciation	(d) Book value
1a Land				
b Buildings		130,174,816.	69,865,649.	60,309,167.
c Leasehold improvements		1,625,933.	1,595,179.	30,754.
d Equipment		18,697,716.	17,477,805.	1,219,911.
e Other		43,183,283.	27,591,209.	15,592,074.
Total. Add lines 1a through 1e. (Column (d) must equal Form 990, Part X, column (B), line 10(c).)				77,151,906.

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

(a) Description of security or category (including name of security)	(b) Book value	(c) Method of valuation: Cost or end-of-year market value
(1) Financial derivatives		
(2) Closely-held equity interests		
(3) Other		
(A) GLOBAL EQUITIES	7,942,943.	END-OF-YEAR MARKET VALUE
(B) EQUITY LONG/SHORT HEDGE FUNDS	10,771,135.	END-OF-YEAR MARKET VALUE
(C) EVENT DRIVEN HEDGE FUNDS	28,047,847.	END-OF-YEAR MARKET VALUE
(D) MULTI-STRATEGY HEDGE FUNDS	1,060,602.	END-OF-YEAR MARKET VALUE
(E) BANK LOAN FUND	10,884,239.	END-OF-YEAR MARKET VALUE
(F) MULTI-STRATEGY MUTUAL FUNDS	5,014,890.	END-OF-YEAR MARKET VALUE
(G)		
(H)		
(I)		
Total. (Col. (b) must equal Form 990, Part X, col. (B) line 12.) ▶	63,721,656.	

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

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

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

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

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

1. (a) Description of liability	(b) Book value
(1) Federal income taxes	
(2) UNEXPENDED APPROPRIATIONS	11,626,318.
(3) CHARITABLE GIFT ANNUITY LIABILITY	11,010,040.
(4)	
(5)	
(6)	
(7)	
(8)	
(9)	
(10)	
(11)	
Total. (Column (b) must equal Form 990, Part X, col. (B) line 25.) ▶	22,636,358.

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

Part XI Reconciliation of Revenue per Audited Financial Statements With Revenue per Return		
1	Total revenue, gains, and other support per audited financial statements	1 149,448,939.
2	Amounts included on line 1 but not on Form 990, Part VIII, line 12:	
a	Net unrealized gains on investments	2a 23,181,822.
b	Donated services and use of facilities	2b 1,868,902.
c	Recoveries of prior year grants	2c
d	Other (Describe in Part XIII.)	2d
e	Add lines 2a through 2d	2e 25,050,724.
3	Subtract line 2e from line 1	3 124,398,215.
4	Amounts included on Form 990, Part VIII, line 12, but not on line 1:	
a	Investment expenses not included on Form 990, Part VIII, line 7b	4a 1,184,423.
b	Other (Describe in Part XIII.)	4b -1,437,131.
c	Add lines 4a and 4b	4c -252,708.
5	Total revenue. Add lines 3 and 4c. (This must equal Form 990, Part I, line 12.)	5 124,145,507.

Part XII Reconciliation of Expenses per Audited Financial Statements With Expenses per Return		
1	Total expenses and losses per audited financial statements	1 106,823,014.
2	Amounts included on line 1 but not on Form 990, Part IX, line 25:	
a	Donated services and use of facilities	2a 1,868,902.
b	Prior year adjustments	2b
c	Other losses	2c
d	Other (Describe in Part XIII.)	2d 1,437,131.
e	Add lines 2a through 2d	2e 3,306,033.
3	Subtract line 2e from line 1	3 103,516,981.
4	Amounts included on Form 990, Part IX, line 25, but not on line 1:	
a	Investment expenses not included on Form 990, Part VIII, line 7b	4a 1,184,423.
b	Other (Describe in Part XIII.)	4b
c	Add lines 4a and 4b	4c 1,184,423.
5	Total expenses. Add lines 3 and 4c. (This must equal Form 990, Part I, line 18.)	5 104,701,404.

Part XIII Supplemental Information

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

PART III, LINE 1A: IN CONFORMITY WITH THE PRACTICE GENERALLY FOLLOWED BY

MUSEUMS, NO VALUE IS ASSIGNED TO THE COLLECTIONS IN THE STATEMENT OF

FINANCIAL POSITION. PURCHASES OF COLLECTION ITEMS ARE RECOGNIZED AS

REDUCTIONS IN UNRESTRICTED NET ASSETS IN THE PERIOD OF ACQUISITION.

PROCEEDS FROM DEACCESSIONS OF COLLECTION ITEMS ARE RECOGNIZED AS INCREASES

IN THE APPROPRIATE NET ASSET CLASS AND ARE DESIGNATED FOR FUTURE

COLLECTION ACQUISITIONS.

Part XIII Supplemental Information (continued)

PART III, LINE 4: THE MUSEUM ACQUIRES ITS COLLECTIONS, WHICH INCLUDE
WORKS OF ART, ARTIFACTS, ARCHIVES, FILM AND VIDEO, ORAL HISTORY, AND
HISTORICAL TREASURES, BY PURCHASE OR BY DONATION. ALL COLLECTIONS ARE
HELD FOR PUBLIC EXHIBITION, EDUCATION, OR RESEARCH. THE MUSEUM'S
COLLECTION MANAGEMENT POLICY INCLUDES GUIDANCE ON THE PRESERVATION, CARE,
AND MAINTENANCE OF THE COLLECTIONS AND PROCEDURES RELATED TO THE
ACCESSION/DEACCESSION OF COLLECTION ITEMS. THE MISSION AND PURPOSE OF THE
MUSEUM'S COLLECTION IS TO PRESERVE FOR FUTURE GENERATIONS THE
PHOTOGRAPHIC, DOCUMENTARY, AND ARTIFACTUAL RECORD OF THIS FATEFUL PERIOD
IN JEWISH AND WORLD HISTORY.

PART V, LINE 4: THE MUSEUM'S ENDOWMENT CONSISTS OF 68 INDIVIDUAL FUNDS
ESTABLISHED FOR A VARIETY OF PURPOSES. THE ENDOWMENT SERVES AS A
PERPETUAL FUNDING SOURCE FOR THE MUSEUM.

PART X, LINE 2: THE MUSEUM ADOPTED THE PROVISIONS OF FINANCIAL
ACCOUNTING STANDARDS BOARD (FASB), ACCOUNTING FOR UNCERTAINTY IN INCOME
TAXES ACCOUNTING STANDARDS CODIFICATION (ASC) 740-10), ON JULY 1, 2007.
UNDER ASC 740-10, AN ORGANIZATION MUST RECOGNIZE THE TAX BENEFIT
ASSOCIATED WITH TAX POSITIONS TAKEN FOR TAX RETURN PURPOSES WHEN IT IS
MORE-LIKELY-THAN-NOT THAT THE POSITION WILL BE SUSTAINED. THE
IMPLEMENTATION OF ASC 740-10 HAD NO IMPACT ON THE MUSEUM'S FINANCIAL
STATEMENTS. THE MUSEUM DOES NOT BELIEVE THERE ARE ANY MATERIAL UNCERTAIN
TAX POSITIONS, AND ACCORDINGLY, IT WILL NOT RECOGNIZE ANY LIABILITY FOR
UNRECOGNIZED TAX BENEFITS. THE MUSEUM HAS FILED FOR AND RECEIVED INCOME
TAX EXEMPTIONS IN THE JURISDICTIONS WHERE IT IS REQUIRED. ADDITIONALLY,
THE MUSEUM HAS FILED INTERNAL REVENUE SERVICE (IRS) FORM 990 AND 990-T TAX
RETURNS AS REQUIRED AND ALL OTHER APPLICABLE RETURNS IN THOSE

Part XIII Supplemental Information (continued)

JURISDICTIONS WHERE IT IS REQUIRED. THE MUSEUM BELIEVES THAT IT IS NO
LONGER SUBJECT TO U.S. FEDERAL INCOME TAX EXAMINATIONS BY TAX AUTHORITIES
FOR YEARS BEFORE 2010. FOR THE YEARS ENDED SEPTEMBER 30, 2013 AND 2012,
THERE WERE NO INTEREST OR PENALTIES RECORDED OR INCLUDED IN THE STATEMENT
OF ACTIVITIES.

PART XI, LINE 4B - OTHER ADJUSTMENTS:

GROSS REVENUE FROM FUNDRAISING EVENTS	851,810.
EXPENSES FOR FUNDRAISING EVENTS	-1,522,421.
COST OF GOODS SOLD FOR GIFT SHOP	-766,520.
TOTAL TO SCHEDULE D, PART XI, LINE 4B	-1,437,131.

PART XII, LINE 2D - OTHER ADJUSTMENTS:

GROSS REVENUE FROM FUNDRAISING EVENTS	-851,810.
EXPENSES FOR FUNDRAISING EVENTS	1,522,421.
COST OF GOODS SOLD FOR GIFT SHOP	766,520.
TOTAL TO SCHEDULE D, PART XII, LINE 2D	1,437,131.

**SCHEDULE F
(Form 990)**

Statement of Activities Outside the United States

OMB No. 1545-0047

2012

Open to Public Inspection

Department of the Treasury
Internal Revenue Service

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

Name of the organization
THE UNITED STATES HOLOCAUST MEMORIAL
MUSEUM

Employer identification number
52-1309391

Part I General Information on Activities Outside the United States. Complete if the organization answered "Yes" to Form 990, Part IV, line 14b.

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

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

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

(a) Region	(b) Number of offices in the region	(c) Number of employees, agents, and independent contractors in region	(d) Activities conducted in region (by type) (e.g., fundraising, program services, investments, grants to recipients located in the region)	(e) If activity listed in (d) is a program service, describe specific type of service(s) in region	(f) Total expenditures for and investments in region
CENTRAL AMERICA AND THE CARIBBEAN -	0	0	INVESTMENTS		17,099,815.
3 a Sub-total	0	0			17,099,815.
b Total from continuation sheets to Part I	0	0			0.
c Totals (add lines 3a and 3b)	0	0			17,099,815.

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

Schedule F (Form 990) 2012

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

1 (a) Name of organization	(b) IRS code section and EIN (if applicable)	(c) Region	(d) Purpose of grant	(e) Amount of cash grant	(f) Manner of cash disbursement	(g) Amount of non-cash assistance	(h) Description of non-cash assistance	(i) Method of valuation (book, FMV, appraisal, other)

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

3 Enter total number of other organizations or entities

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

Part III can be duplicated if additional space is needed.

(a) Type of grant or assistance	(b) Region	(c) Number of recipients	(d) Amount of cash grant	(e) Manner of cash disbursement	(f) Amount of non-cash assistance	(g) Description of non-cash assistance	(h) Method of valuation (book, FMV, appraisal, other)

Part IV Foreign Forms

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

Schedule F (Form 990) 2012

Part V Supplemental Information

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

Multiple horizontal lines for supplemental information.

SCHEDULE G
(Form 990 or 990-EZ)

Department of the Treasury
Internal Revenue Service

**Supplemental Information Regarding
Fundraising or Gaming Activities**

Complete if the organization answered "Yes" to Form 990, Part IV, lines 17, 18, or 19,
or if the organization entered more than \$15,000 on Form 990-EZ, line 6a.
▶ Attach to Form 990 or Form 990-EZ. ▶ See separate instructions.

OMB No. 1545-0047

2012

**Open To Public
Inspection**

Name of the organization **THE UNITED STATES HOLOCAUST MEMORIAL MUSEUM** Employer identification number **52-1309391**

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

- 1 Indicate whether the organization raised funds through any of the following activities. Check all that apply.
- a Mail solicitations
 - b Internet and email solicitations
 - c Phone solicitations
 - d In-person solicitations
 - e Solicitation of non-government grants
 - f Solicitation of government grants
 - g Special fundraising events
- 2 a Did the organization have a written or oral agreement with any individual (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.

(i) Name and address of individual or entity (fundraiser)	(ii) Activity	(iii) Did fundraiser have custody or control of contributions?		(iv) Gross receipts from activity	(v) Amount paid to (or retained by) fundraiser listed in col. (i)	(vi) Amount paid to (or retained by) organization
		Yes	No			
PRODUCTION SOLUTIONS - 1953 GALLOWES RD, STE 600, VIENNA,	DATA MANAGEMENT SVS		X	0.	1,341,931.	-1,341,931.
AB DATA, LTD - 600 AB DATA DRIVE, MILWAUKEE, WI 53217	CONSULTING SERVICES		X	0.	379,424.	-379,424.
TYCHERSTEIN, LLC - 5925 FOREST LANE, STE 410, DALLAS,	CONSULTING SERVICES		X	0.	278,749.	-278,749.
BLUE STATE DIGITAL - 406 7TH STREET, NW 3RD FLR,	STRATEGIC CONSULTING		X	0.	246,178.	-246,178.
LAUTMAN MASKA NEILL & COMPANY - 1730 RHODE ISLAND AVE. NW,	CONSULTING SERVICES		X	0.	242,159.	-242,159.
INFOGROUP - 200 PEMBERWICK ROAD, GREENWICH, CT 06830	CONSULTING SERVICES		X	0.	180,751.	-180,751.
PDR II - 79 CHAPEL STREET, NEWTON, MA 02458	TELEMARKETING SVS		X	0.	169,975.	-169,975.
INTEGRAL - DC - 1203 19TH STREET, NW STE 500,	CONSULTING SERVICES		X	0.	120,217.	-120,217.
COMMUNITY COUNSELING SERVICES - 461 5TH AVENUE 3RD FLR, NEW	CONSULTING SERVICES		X	0.	118,625.	-118,625.
L & E MERIDIAN - 7400 FULLEON ROAD, STE 110, SPRINGFIELD,	CONSULTING SERVICES		X	0.	102,115.	-102,115.
Total					3,180,124.	-3,180,124.

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

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

		(a) Event #1	(b) Event #2	(c) Other events	(d) Total events (add col. (a) through col. (c))
		20TH ANNIVERSARY- DC (event type)	NEW YORK TRIBUTE DINNER (event type)	28 (total number)	
Revenue	1 Gross receipts	1,406,120.	499,690.	2,808,428.	4,714,238.
	2 Less: Contributions	1,138,620.	263,090.	2,460,718.	3,862,428.
	3 Gross income (line 1 minus line 2)	267,500.	236,600.	347,710.	851,810.
Direct Expenses	4 Cash prizes				
	5 Noncash prizes				
	6 Rent/facility costs				
	7 Food and beverages				
	8 Entertainment				
	9 Other direct expenses	590,061.	244,960.	687,400.	1,522,421.
	10 Direct expense summary. Add lines 4 through 9 in column (d)				(1,522,421)
	11 Net income summary. Combine line 3, column (d), and line 10				-670,611.

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

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

9 Enter the state(s) in which the organization operates gaming activities: _____

a Is the organization licensed to operate gaming activities in each of these states? Yes No

b If "No," explain: _____

10a Were any of the organization's gaming licenses revoked, suspended or terminated during the tax year? Yes No

b If "Yes," explain: _____

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

13a		%
13b		%
- 14 Enter the name and address of the person who prepares the organization's gaming/special events books and records:

Name ▶ _____

Address ▶ _____

15a Does the organization have a contract with a third party from whom the organization receives gaming revenue? Yes No

b If "Yes," enter the amount of gaming revenue received by the organization ▶ \$ _____ and the amount of gaming revenue retained by the third party ▶ \$ _____.

c If "Yes," enter name and address of the third party:

Name ▶ _____

Address ▶ _____

16 Gaming manager information:

Name ▶ _____

Gaming manager compensation ▶ \$ _____

Description of services provided ▶ _____

- Director/officer
- Employee
- Independent contractor

17 Mandatory distributions:

a Is the organization required under state law to make charitable distributions from the gaming proceeds to retain the state gaming license? Yes No

b Enter the amount of distributions required under state law to be distributed to other exempt organizations or spent in the organization's own exempt activities during the tax year ▶ \$ _____

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

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

(I) NAME OF FUNDRAISER: PRODUCTION SOLUTIONS

(I) ADDRESS OF FUNDRAISER: 1953 GALLOWS RD, STE 600, VIENNA, VA 22182

(I) NAME OF FUNDRAISER: AB DATA, LTD

(I) ADDRESS OF FUNDRAISER: 600 AB DATA DRIVE, MILWAUKEE, WI 53217

(I) NAME OF FUNDRAISER: TYCHERSTEIN, LLC

Part IV Supplemental Information (continued)

(I) ADDRESS OF FUNDRAISER: 5925 FOREST LANE, STE 410, DALLAS, TX 75230

(I) NAME OF FUNDRAISER: BLUE STATE DIGITAL

(I) ADDRESS OF FUNDRAISER:

406 7TH STREET, NW 3RD FLR, WASHINGTON, DC 20004

(I) NAME OF FUNDRAISER: LAUTMAN MASKA NEILL & COMPANY

(I) ADDRESS OF FUNDRAISER: 1730 RHODE ISLAND AVE. NW, WASHINGTON, DC 20036

(I) NAME OF FUNDRAISER: INFOGROUP

(I) ADDRESS OF FUNDRAISER: 200 PEMBERWICK ROAD, GREENWICH, CT 06830

(I) NAME OF FUNDRAISER: PDR II

(I) ADDRESS OF FUNDRAISER: 79 CHAPEL STREET, NEWTON, MA 02458

(I) NAME OF FUNDRAISER: INTEGRAL - DC

(I) ADDRESS OF FUNDRAISER:

1203 19TH STREET, NW STE 500, WASHINGTON, DC 20036

(I) NAME OF FUNDRAISER: COMMUNITY COUNSELING SERVICES

(I) ADDRESS OF FUNDRAISER: 461 5TH AVENUE 3RD FLR, NEW YORK, NY 10017

(I) NAME OF FUNDRAISER: L & E MERIDIAN

(I) ADDRESS OF FUNDRAISER:

7400 FULLEON ROAD, STE 110, SPRINGFIELD, VA 22153

SCHEDULE G, PART I, LINE 2B, COLUMN (V): CONTRACTORS FOR FUNDRAISING

ACTIVITIES:

Part IV Supplemental Information (continued)

THE CONTRACTORS LISTED GIVE ADVICE ON MARKETING STRATEGY, BUT THE ACTUAL FUNDRAISING IS DONE BY THE MUSEUM. THE MUSEUM DOES NOT TIE DONATIONS TO THE ADVICE GIVEN BY THE CONTRACTORS.

THE FOLLOWING SERVICES ARE PROVIDED BY THE CONTRACTORS:

- PRODUCTION SOLUTIONS: DATA MANAGEMENT SERVICES
- AB DATA, LTD: MAIL CONSULTING SERVICES
- COMMUNITY COUNSELING SERVICE COMPANY: FEASIBILITY AND PLANNING STUDY
- CAROL ENTERS LIST COMPANY COPYWRITER: LIST MANAGEMENT SERVICES
- INTEGRAL - DC LLC: ANALYTICAL SERVICES
- LAUTMAN MASKA NEILL & CO: DIRECT MAIL/MGMT/MAJOR GIFTS & PLANNED GIVING

DONORS

- TYCHERSTEIN LLC: ADVISES ON MARKETING AND ENDOWMENT EFFORTS

SCHEDULE G, PART I, LINE 3

LICENSING FOR FUNDRAISING ACTIVITIES:

AS AN INDEPENDENT ESTABLISHMENT OF THE UNITED STATES GOVERNMENT, AND PURSUANT TO THE SUPREMACY CLAUSE OF THE U.S. CONSTITUTION, THE MUSEUM IS NOT SUBJECT TO STATE OR DISTRICT OF COLUMBIA REGULATION OF THE MUSEUM'S FUNDRAISING ACTIVITY; THUS, THE MUSEUM CAN PERFORM FUNDRAISING ACTIVITIES IN ANY STATE.

**SCHEDULE I
(Form 990)**

Department of the Treasury
Internal Revenue Service

**Grants and Other Assistance to Organizations,
Governments, and Individuals in the United States**

Complete if the organization answered "Yes" to Form 990, Part IV, line 21 or 22.
▶ Attach to Form 990.

OMB No. 1545-0047

2012

Open to Public
Inspection

Name of the organization

THE UNITED STATES HOLOCAUST MEMORIAL
MUSEUM

Employer identification number

52-1309391

Part I General Information on Grants and Assistance

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

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

1 (a) Name and address of organization or government	(b) EIN	(c) IRC section if applicable	(d) Amount of cash grant	(e) Amount of non-cash assistance	(f) Method of valuation (book, FMV, appraisal, other)	(g) Description of non-cash assistance	(h) Purpose of grant or assistance

- 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

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

(a) Type of grant or assistance	(b) Number of recipients	(c) Amount of cash grant	(d) Amount of non-cash assistance	(e) Method of valuation (book, FMV, appraisal, other)	(f) Description of non-cash assistance
BEN & ZELDA COHEN FELLOWSHIP	3	18,500.	0.		
HEIDEMAN FELLOWSHIP	1	22,500.	0.		
CUMMINGS FOUNDATION FELLOWSHIP	6	100,152.	0.		
MARGIT MEISSNER MEISSNER - CZECH LANDS FELLOWSHIP	1	4,000.	0.		
MILES LERMAN CENTER FOR THE STUDY OF JEWISH RESISTANCE FELLOWSHIP	1	22,200.	0.		

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

SCHEDULE I, PART I, LINE 2: USE OF GRANT FUNDS IN THE U.S.:

SCHOLARSHIPS, FELLOWSHIPS, AND SIMILAR AWARDS ARE GRANTED ON A COMPETITIVE BASIS TO SUPPORT SIGNIFICANT RESEARCH AND WRITING ABOUT THE HOLOCAUST. THE MUSEUM WELCOMES PROPOSALS FROM SCHOLARS IN ALL RELEVANT DISCIPLINES INCLUDING HISTORY, POLITICAL SCIENCE, LITERATURE, JEWISH STUDIES, PHILOSOPHY, RELIGION, PSYCHOLOGY, COMPARATIVE GENOCIDE STUDIES, LAW, AND OTHERS.

Part III Continuation of Grants and Other Assistance to Individuals in the United States (Schedule I (Form 990), Part III.)

(a) Type of grant or assistance	(b) Number of recipients	(c) Amount of cash grant	(d) Amount of non-cash assistance	(e) Method of valuation (book, FMV, appraisal, other)	(f) Description of non-cash assistance
INA LEVINE INVITATIONAL SCHOLAR FELLOWSHIP	1.	56,000.	0.		
EVERETT AND MARIAN GORDON FELLOW	1.	14,500.	0.		
YETTA AND JACOB GELMAN FELLOWSHIP	1.	4,700.	0.		
JUDITH B. AND BURTON P. RESNICK POSTDOCTORAL FELLOWSHIP	2.	32,000.	0.		
PEARL RESNICK POSTDOCTORAL FELLOWSHIP	2.	26,000.	0.		
L. DENNIS AND SUSAN R. SHAPIRO FELLOWSHIP	1.	7,000.	0.		
ROBERT SAVITT FELLOWSHIP	1.	11,000.	0.		
AUSNIT MEMORIAL LIBRARY FELLOWSHIP	1.	11,700.	0.		
JB & MAURICE C SHAPIRO SR SCHOLAR-IN-RESIDENCE FELLOWSHIP	2.	64,200.	0.		

Part III Continuation of Grants and Other Assistance to Individuals in the United States (Schedule I (Form 990), Part III.)

(a) Type of grant or assistance	(b) Number of recipients	(c) Amount of cash grant	(d) Amount of non-cash assistance	(e) Method of valuation (book, FMV, appraisal, other)	(f) Description of non-cash assistance
SOSLAND FOUNDATION FELLOWSHIP	2.	28,875.	0.		
SUMMER GRADUATE RESEARCH ASSISTANTSHIP	4.	32,000.	0.		
TAKIFF FAMILY FOUNDATION FELLOWSHIP	3.	36,500.	0.		
TZIPORA WIESEL FELLOWSHIP	3.	42,100.	0.		
DIANE AND HOWARD WOHL FELLOWSHIP	2.	33,900.	0.		
HSE - HIGHER SCHOOL OF ECONOMICS STUDENTS - HERR	2.	7,000.	0.		
IFZ - EXCHANGE SCHOLAR - CAHS DIRECTOR FUNDS	1.	7,400.	0.		
NORMAN RAAB FELLOWSHIPS	3.	36,700.	0.		
LIFE REBORN' FELLOWSHIP FOR THE STUDY O DISPLACED PERSONS	2.	21,500.	0.		

Part III Continuation of Grants and Other Assistance to Individuals in the United States (Schedule I (Form 990), Part III.)

(a) Type of grant or assistance	(b) Number of recipients	(c) Amount of cash grant	(d) Amount of non-cash assistance	(e) Method of valuation (book, FMV, appraisal, other)	(f) Description of non-cash assistance
RAUL HILBERG FELLOWSHIP	1.	7,000.	0.		

**SCHEDULE J
(Form 990)**

Department of the Treasury
Internal Revenue Service

Compensation Information

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

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

▶ Attach to Form 990. ▶ See separate instructions.

OMB No. 1545-0047

2012

Open to Public Inspection

Name of the organization **THE UNITED STATES HOLOCAUST MEMORIAL MUSEUM** Employer identification number **52-1309391**

Part I Questions Regarding Compensation

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

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

Schedule J (Form 990) 2012

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

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

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

(A) Name and Title	(B) Breakdown of W-2 and/or 1099-MISC compensation			(C) Retirement and other deferred compensation	(D) Nontaxable benefits	(E) Total of columns (B)(i)-(D)	(F) Compensation reported as deferred in prior Form 990
	(i) Base compensation	(ii) Bonus & incentive compensation	(iii) Other reportable compensation				
(1) SARA BLOOMFIELD DIRECTOR	(i) 423,358. (ii) 0.	0.	41,084.	113,000.	8,322.	585,764.	0.
(2) WILLIAM PARSONS CHIEF OF STAFF	(i) 136,247. (ii) 0.	24,710.	23,328.	27,839.	15,924.	228,048.	0.
(3) MINNIE CARMICHAEL CHIEF FINANCIAL OFFICER	(i) 148,979. (ii) 0.	0.	11,531.	11,531.	9,050.	181,091.	0.
(4) JORDAN TANNENBAUM CHIEF DEVELOPMENT OFFICER	(i) 287,152. (ii) 0.	20,000.	24,084.	30,000.	25,465.	386,701.	0.
(5) LORNA MILES CHIEF MARKETING OFFICER	(i) 205,286. (ii) 0.	0.	1,207.	16,590.	6,822.	229,905.	0.
(6) TANELL COLEMAN DIR, OPS AND ADMIN	(i) 150,357. (ii) 0.	0.	7,139.	25,954.	7,550.	191,000.	0.
(7) AMY FARRIER DEP, CHIEF DEV. OFFICER	(i) 212,196. (ii) 0.	15,000.	9,226.	25,594.	5,107.	267,123.	0.
(8) JILL WEINBERG DIR, MIDWEST REGION	(i) 190,971. (ii) 0.	18,100.	22,869.	26,310.	15,724.	273,974.	0.
(9) ANDREA BARCHAS DIR, NORTHEAST REGION	(i) 192,308. (ii) 0.	17,840.	23,825.	26,707.	16,894.	277,574.	0.
(10) JOSEPH KRAUS CHIEF INFORMATION OFFICER	(i) 194,146. (ii) 0.	0.	12,034.	25,115.	25,145.	256,440.	0.
(11) MICHAEL ABRAMOWITZ DIR, CPG	(i) 152,948. (ii) 0.	0.	17,001.	21,243.	21,765.	212,957.	0.
	(i) 0. (ii) 0.	0. 0.	0. 0.	0. 0.	0. 0.	0. 0.	0. 0.
	(i) 0. (ii) 0.	0. 0.	0. 0.	0. 0.	0. 0.	0. 0.	0. 0.
	(i) 0. (ii) 0.	0. 0.	0. 0.	0. 0.	0. 0.	0. 0.	0. 0.
	(i) 0. (ii) 0.	0. 0.	0. 0.	0. 0.	0. 0.	0. 0.	0. 0.
	(i) 0. (ii) 0.	0. 0.	0. 0.	0. 0.	0. 0.	0. 0.	0. 0.

Part III Supplemental Information

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

PART I, LINE 4B: PARTICIPATION IN SUPPLEMENTAL NONQUALIFIED RETIREMENT

PLAN:

THE U.S. HOLOCAUST MEMORIAL MUSEUM ESTABLISHED A SECTION 457(F) PLAN FOR

SARA BLOOMFIELD ON DECEMBER 19, 2007. THE EMPLOYER CONTRIBUTIONS UNDER

THIS PLAN ARE SUBJECT TO A SUBSTANTIAL RISK OF FORFEITURE. AMOUNTS

DEFERRED UNDER THE PLAN ARE REPORTED ON SCHEDULE J, PART II, COLUMN C.

**SCHEDULE M
(Form 990)**

Department of the Treasury
Internal Revenue Service

Noncash Contributions

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

OMB No. 1545-0047

2012

Open to Public Inspection

Name of the organization **THE UNITED STATES HOLOCAUST MEMORIAL MUSEUM** Employer identification number **52-1309391**

Part I Types of Property

	(a) Check if applicable	(b) Number of contributions or items contributed	(c) Noncash contribution amounts reported on Form 990, Part VIII, line 1g	(d) Method of determining noncash contribution amounts
1 Art - Works of art	X	566		
2 Art - Historical treasures				
3 Art - Fractional interests				
4 Books and publications				
5 Clothing and household goods				
6 Cars and other vehicles				
7 Boats and planes				
8 Intellectual property				
9 Securities - Publicly traded	X	65	1,774,325.	SELLING PRICE
10 Securities - Closely held stock				
11 Securities - Partnership, LLC, or trust interests				
12 Securities - Miscellaneous				
13 Qualified conservation contribution - Historic structures				
14 Qualified conservation contribution - Other				
15 Real estate - Residential				
16 Real estate - Commercial				
17 Real estate - Other				
18 Collectibles				
19 Food inventory				
20 Drugs and medical supplies				
21 Taxidermy				
22 Historical artifacts				
23 Scientific specimens				
24 Archeological artifacts				
25 Other ()				
26 Other ()				
27 Other ()				
28 Other ()				

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

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

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

Schedule M (Form 990) (2012)

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

SCHEDULE M, LINE 33: PART I, LINE 1, COLUMN (C):

WORKS OF ART FOOTNOTE: IN CONFORMITY WITH THE PRACTICE GENERALLY

FOLLOWED BY MUSEUMS, NO VALUE IS ASSIGNED TO THE COLLECTIONS IN THE

STATEMENT OF FINANCIAL POSITION. PURCHASES OF COLLECTION ITEMS ARE

RECOGNIZED AS REDUCTIONS IN UNRESTRICTED NET ASSETS IN THE PERIOD OF

ACQUISITION. PROCEEDS FROM DEACCESSIONS OF COLLECTION ITEMS ARE

RECOGNIZED AS INCREASES IN THE APPROPRIATE NET ASSET CLASS AND ARE

DESIGNATED FOR FUTURE COLLECTION ACQUISITIONS.

PART I, LINE 33:

REVENUES FROM NONCASH PROPERTIES: IN CONFORMITY WITH THE PRACTICE

GENERALLY FOLLOWED BY MUSEUMS, NO VALUE IS ASSIGNED TO THE COLLECTIONS

DONATED TO THE MUSEUM IN THE STATEMENT OF ACTIVITIES. THE AMOUNTS SHOWN

IN PART I, COLUMN B REPRESENT THE NUMBER OF CONTRIBUTIONS RECEIVED, NOT

THE NUMBER OF CONTRIBUTED ITEMS. IT IS IMPRACTICAL FOR THE MUSEUM TO

QUANTIFY THE NUMBER AND TYPE OF DONATIONS IT RECEIVES FOR ITS

COLLECTIONS. THE MUSEUM'S HOLDINGS INCLUDE: ART - PERIOD DRAWINGS,

PRINTS, SCULPTURE, POSTERS, & OTHER CREATIVE WORKS; BOOKS & PAMPHLETS;

BROADSIDES, ADVERTISEMENTS, & MAPS; FILM AND VIDEO - HISTORICAL

FOOTAGE, AUDIO & VIDEO ORAL TESTIMONIES, MUSIC & SOUND RECORDINGS;

FURNISHING, ARCHITECTURAL FRAGMENTS, MODELS, MACHINERY, & TOOLS;

MICROFILM & MICROFICHE OF GOVERNMENT DOCUMENTS & OTHER OFFICIAL

RECORDS; PERSONAL EFFECTS, RITUAL OBJECTS, JEWELRY, MUSICAL

INSTRUMENTS, & NUMISMATICS (CURRENCY); PERSONAL PAPERS - DOCUMENTS,

CORRESPONDENCE, MEMOIRS, SCRAPBOOKS, PHOTOGRAPHS, & PHOTO ALBUMS; AND

TEXTILES - UNIFORMS, COSTUMES, CLOTHING, BADGES, ARMBANDS, FLAGS, &

BANNERS.

SCHEDULE O
(Form 990 or 990-EZ)

Department of the Treasury
Internal Revenue Service

Supplemental Information to Form 990 or 990-EZ

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

OMB No. 1545-0047

2012
Open to Public
Inspection

Name of the organization	THE UNITED STATES HOLOCAUST MEMORIAL MUSEUM	Employer identification number	52-1309391
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FORM 990, PART I, ITEM K, OTHER ORGANIZATION TYPE:

U.S. GOVT'T ESTABLISHED INDEPENDENT AGENCY

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

AMERICA'S NATIONAL INSTITUTION FOR THE DOCUMENTATION, STUDY, AND
INTERPRETATION OF HOLOCAUST HISTORY AND THE COUNTRY'S MEMORIAL TO THE
MILLIONS OF PEOPLE MURDERED DURING THE HOLOCAUST.

FORM 990, PART III, LINE 1

DESCRIPTION OF THE ORGANIZATION'S MISSION:

THE UNITED STATES HOLOCAUST MEMORIAL MUSEUM IS AMERICA'S NATIONAL
INSTITUTION FOR THE DOCUMENTATION, STUDY, AND INTERPRETATION OF
HOLOCAUST HISTORY, AND SERVES AS THIS COUNTRY'S MEMORIAL TO THE
MILLIONS OF PEOPLE MURDERED DURING THE HOLOCAUST.

THE HOLOCAUST WAS THE STATE-SPONSORED, SYSTEMATIC PERSECUTION AND
ANNIHILATION OF EUROPEAN JEWRY BY NAZI GERMANY AND ITS COLLABORATORS
BETWEEN 1933 AND 1945. JEWS WERE THE PRIMARY VICTIMS - SIX MILLION
WERE MURDERED; GYPSIES, THE HANDICAPPED AND POLES WERE ALSO TARGETED
FOR DESTRUCTION OR DECIMATION FOR RACIAL, ETHNIC, OR NATIONAL REASONS.
MILLIONS MORE, INCLUDING HOMOSEXUALS, JEHOVAH'S WITNESSES, SOVIET
PRISONERS OF WAR AND POLITICAL DISSIDENTS, ALSO SUFFERED GRIEVOUS
OPPRESSION AND DEATH UNDER NAZI TYRANNY.

THE MUSEUM'S PRIMARY MISSION IS TO ADVANCE AND DISSEMINATE KNOWLEDGE

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

Schedule O (Form 990 or 990-EZ) (2012)

232211
01-04-13

Name of the organization THE UNITED STATES HOLOCAUST MEMORIAL MUSEUM	Employer identification number 52-1309391
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ABOUT THIS UNPRECEDENTED TRAGEDY; TO PRESERVE THE MEMORY OF THOSE WHO SUFFERED; AND TO ENCOURAGE ITS VISITORS TO REFLECT UPON THE MORAL AND SPIRITUAL QUESTIONS RAISED BY THE EVENTS OF THE HOLOCAUST AS WELL AS THEIR OWN RESPONSIBILITIES AS CITIZENS OF A DEMOCRACY.

CHARTERED BY A UNANIMOUS ACT OF CONGRESS IN 1980 AND LOCATED ADJACENT TO THE NATIONAL MALL IN WASHINGTON, DC, THE MUSEUM STRIVES TO BROADEN PUBLIC UNDERSTANDING OF THE HISTORY OF THE HOLOCAUST THROUGH MULTIFACETED PROGRAMS: EXHIBITIONS; RESEARCH AND PUBLICATION; COLLECTING AND PRESERVING MATERIAL EVIDENCE, ART AND ARTIFACTS RELATED TO THE HOLOCAUST; ANNUAL HOLOCAUST COMMEMORATIONS KNOWN AS DAYS OF REMEMBRANCE; DISTRIBUTION OF EDUCATION MATERIALS AND TEACHER RESOURCES; AND A VARIETY OF PUBLIC PROGRAMMING DESIGNED TO ENHANCE UNDERSTANDING OF THE HOLOCAUST AND RELATED ISSUES, INCLUDING THOSE OF CONTEMPORARY SIGNIFICANCE.

FORM 990, PART III, LINE 4A

DESCRIPTION OF PROGRAM SERVICES (CONTINUED):

LOCATED AMONG OUR NATIONAL MONUMENTS TO FREEDOM ON THE NATIONAL MALL, THE MUSEUM PROVIDES A POWERFUL LESSON IN THE FRAGILITY OF FREEDOM, THE MYTH OF PROGRESS, THE NEED FOR VIGILANCE IN PRESERVING DEMOCRATIC VALUES. WITH UNIQUE POWER AND AUTHENTICITY, THE MUSEUM TEACHES MILLIONS OF PEOPLE EACH YEAR ABOUT THE DANGERS OF UNCHECKED HATRED AND THE NEED TO PREVENT GENOCIDE, AND WE ENCOURAGE THEM TO ACT, CULTIVATING A SENSE OF MORAL RESPONSIBILITY AMONG OUR CITIZENS SO THAT THEY WILL RESPOND TO THE MONUMENTAL CHALLENGES THAT CONFRONT OUR WORLD. TODAY, WE FACE AN ALARMING RISE IN HOLOCAUST DENIAL AND ANTI-SEMITISM-EVEN IN THE VERY LANDS WHERE THE HOLOCAUST HAPPENED-AS WELL AS GENOCIDE AND

Name of the organization	THE UNITED STATES HOLOCAUST MEMORIAL MUSEUM	Employer identification number 52-1309391
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TREATS OF GENOCIDE IN OTHER PARTS OF THE WORLD. THIS IS OCCURRING AS
WE APPROACH A TIME WHEN HOLOCAUST SURVIVORS AND OTHER EYEWITNESSES WILL
NO LONGER BE ALIVE.

THE MUSEUM WORKS CLOSELY WITH MANY KEY SEGMENTS OF SOCIETY WHO WILL
AFFECT THE FUTURE OF OUR NATION. PROFESSIONALS FROM THE FIELDS OF LAW
ENFORCEMENT, THE JUDICIARY AND THE MILITARY, AS WELL AS DIPLOMACY,
MEDICINE, EDUCATION AND RELIGION STUDY THE HOLOCAUST, WITH EMPHASIS ON
THE ROLE OF THEIR PARTICULAR PROFESSIONS AND THE IMPLICATIONS FOR THEIR
OWN RESPONSIBILITIES. THESE PROGRAMS INTENSIFY THEIR SENSE OF
COMMITMENT TO THE CORE VALUES OF THEIR FIELDS AND THEIR ROLES IN THE
PROTECTION OF INDIVIDUALS AND SOCIETY.

IN ADDITION TO ITS LEADERSHIP TRAINING PROGRAMS, THE MUSEUM SPONSORS
ON-SITE AND TRAVELING EXHIBITIONS, EDUCATIONAL OUTREACH, WEB SITE,
CAMPUS OUTREACH AND HOLOCAUST COMMEMORATIONS, INCLUDING THE NATION'S
ANNUAL OBSERVANCE IN THE U.S. CAPITOL. OUR CENTER FOR ADVANCED
HOLOCAUST STUDIES WORKS TO ENSURE THE CONTINUED GROWTH AND VITALITY OF
THE FIELD OF HOLOCAUST STUDIES. AS A LIVING MEMORIAL TO THE HOLOCAUST,
WE WORK TO PREVENT GENOCIDE IN THE FUTURE THROUGH OUR ACADEMY FOR
GENOCIDE PREVENTION WHICH TRAINS FOREIGN POLICY PROFESSIONALS. WORKING
WITH HOLOCAUST SURVIVORS AND AN ARRAY OF ORGANIZATIONS, THE MUSEUM IS A
LEADER IN GALVANIZING ATTENTION TO THE CRISIS IN SUDAN.

SINCE ITS DEDICATION IN 1993, THE MUSEUM HAS WELCOMED NEARLY 36 MILLION
VISITORS, INCLUDING MORE THAN 10 MILLION SCHOOL CHILDREN AND 96 HEADS
OF STATE. TODAY, 90 PERCENT OF THE MUSEUM'S VISITORS ARE NOT JEWISH,
AND OUR WEB SITE, THE WORLD'S LEADING ONLINE AUTHORITY ON THE

Name of the organization THE UNITED STATES HOLOCAUST MEMORIAL MUSEUM	Employer identification number 52-1309391
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HOLOCAUST, ON AVERAGE RECEIVES VISITS FROM OVER 100 DIFFERENT COUNTRIES DAILY. WITH HUNDREDS OF THOUSANDS OF ONLINE VISITORS FROM COUNTRIES WITH MAJORITY MUSLIM POPULATIONS, TRANSLATING OUR WEB SITE INTO ARABIC AND FARSI IS A TOP PRIORITY; ALREADY, PORTIONS ARE AVAILABLE IN MORE THAN 20 LANGUAGES.

FORM 990, PART VI, SECTION B, LINE 11: PROCESS FOR REVIEW OF FORM 990: THE FORM 990 IS PREPARED BY THE MUSEUM'S INDEPENDENT AUDITOR, BDO USA, UNDER THE DIRECTION OF THE MUSEUM'S CHIEF FINANCIAL OFFICER. THE DRAFT 990 IS REVIEWED INTERNALLY BY THE MUSEUM'S INTERNAL AUDITOR, ITS GENERAL COUNSEL, ITS CHIEF FINANCIAL OFFICER AND THE MUSEUM DIRECTOR. A HARD COPY OF THE DRAFT FORM 990 IS THEN MAILED TO EACH COUNCIL MEMBER WITH A COVER LETTER STATING THE DATE THE FORM WILL BE FILED WITH THE IRS. THE LETTER ALSO STATES THAT QUESTIONS AND COMMENTS CAN BE FORWARDED TO THE FINANCE OFFICE. AFTER THE COMMENT PERIOD IS OVER, THE FORM 990 IS SUBMITTED TO THE IRS.

FORM 990, PART VI, SECTION B, LINE 12C: CONFLICT OF INTEREST POLICY: EACH COUNCIL MEMBER IS GIVEN A COPY OF THE CONFLICTS OF INTEREST AND ETHICS POLICY AND THEY ARE REQUIRED TO SIGN AN ANNUAL COMPLIANCE STATEMENT THAT CONFIRMS THEY HAVE READ THE POLICY AND AGREE TO COMPLY WITH ITS PROVISIONS. THE COUNCIL'S GENERAL COUNSEL ASCERTAINS THAT EACH COUNCIL MEMBER HAS SIGNED AND SUBMITTED AN ANNUAL COMPLIANCE STATEMENT AND REPORTS TO THE EXECUTIVE COMMITTEE AND THE AUDIT COMMITTEE ON WHETHER ANY ACTUAL OR POTENTIAL CONFLICTS OF INTEREST ARE DISCLOSED THEREIN.

KEY STAFF MEMBERS, OFFICE HEADS, CONTRACTING OFFICIALS, AND OTHER STAFF MEMBERS HAVING FIDUCIARY RESPONSIBILITY AND SELECTED BY THE MUSEUM'S

Name of the organization THE UNITED STATES HOLOCAUST MEMORIAL MUSEUM	Employer identification number 52-1309391
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GENERAL COUNSEL ARE REQUIRED TO ANNUALLY COMPLETE AND SUBMIT A CONFIDENTIAL FINANCIAL DISCLOSURE REPORT. THE REPORTS ARE REVIEWED BY THE MUSEUM'S GENERAL COUNSEL FOR ANY ACTUAL OR POTENTIAL CONFLICTS OF INTEREST AND, WHERE FOUND, CORRECTIVE MEASURES WILL BE REQUIRED.

FORM 990, PART VI, SECTION B, LINE 15: THE PROCESS FOR DETERMINING

OFFICERS' COMPENSATION:

THE DIRECTOR OF THE MUSEUM IS THE CHIEF EXECUTIVE OFFICER OF THE MUSEUM. THE DIRECTOR IS APPOINTED BY THE CHAIRPERSON OF THE MUSEUM'S COUNCIL (ITS "BOARD OF TRUSTEES"), SUBJECT TO CONFIRMATION OF THE COUNCIL. TO ESTABLISH THE DIRECTOR'S SALARY, THE COUNCIL RETAINED THE SERVICES OF A LAWYER AND CONSULTANT, WHOSE EXPERTISE IS COMPENSATION MATTERS FOR EXECUTIVES FOR NONPROFIT ENTITIES, TO CONDUCT A COMPARABLE COMPENSATION STUDY FOR THE DIRECTOR'S POSITION. WORKING WITH THE EXECUTIVE REVIEW COMMITTEE OF THE COUNCIL, SEVERAL COMPARABLE NON-PROFITS WERE SELECTED TO STUDY. THE CONSULTANT COLLECTED COMPENSATION INFORMATION ON THE CHIEF EXECUTIVES OF THESE NON-PROFITS AND PROVIDED THE EXECUTIVE REVIEW COMMITTEE WITH AN ANALYSIS. THE COMPARATIVE DATA WAS USED BY THE EXECUTIVE REVIEW COMMITTEE IN ITS DISCUSSIONS WITH THE CONSULTANT TO DEVELOP A RECOMMENDATION FOR A NEW COMPENSATION PACKAGE BEGINNING IN FISCAL YEAR 2007. IT WAS DETERMINED THAT BEFORE THE STUDY, THE MUSEUM DIRECTOR'S SALARY WAS BELOW THE 50TH PERCENTILE AMONG HER PEERS AT OTHER SIMILAR NONPROFIT INSTITUTIONS. IN RECOGNITION OF THE MUSEUM DIRECTOR'S PAST SUPERIOR PERFORMANCE, HER LONG TENURE AT THE INSTITUTION, AND VALUE TO THE MUSEUM, THE EXECUTIVE REVIEW COMMITTEE RECOMMENDED TO THE EXECUTIVE COMMITTEE OF THE COUNCIL THAT THE DIRECTOR'S COMPENSATION RATE BE SET AT THE 75TH PERCENTILE GOING FORWARD, AND ADJUSTED THE DIRECTOR'S BASE SALARY ACCORDINGLY. THE COMPENSATION REVIEW ALSO IDENTIFIED A DEFICIENCY IN THE MUSEUM DIRECTOR'S RETIREMENT

Name of the organization THE UNITED STATES HOLOCAUST MEMORIAL MUSEUM	Employer identification number 52-1309391
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PLAN WHEN COMPARED WITH OTHER SIMILARLY SITUATED SENIOR EXECUTIVES, AND ADJUSTED IT ACCORDINGLY.

THE CONTRACT IN EFFECT FOR THIS REPORTING PERIOD FOR THE MUSEUM DIRECTOR HAS A TERM FROM JANUARY 1, 2007 THROUGH DECEMBER 31, 2013, WITH AN OPTION TO EXTEND FOR TWO YEARS, EXERCISABLE BY THE MUSEUM. THE NEGOTIATIONS WITH THE MUSEUM DIRECTOR WERE CONDUCTED AT ARMS-LENGTH AND THE COUNCIL USED AN OUTSIDE LAW FIRM RATHER THAN THE MUSEUM'S GENERAL COUNSEL OR THE COUNCIL'S GENERAL COUNSEL TO CONDUCT NEGOTIATIONS WITH THE MUSEUM DIRECTOR.

THE PROCESS FOR DETERMINING CHIEF DEVELOPMENT OFFICER'S COMPENSATION: TO ESTABLISH THE CHIEF DEVELOPMENT OFFICER'S COMPENSATION, THE MUSEUM RETAINED THE SERVICES OF A CONSULTING FIRM TO REVIEW THE COMPETITIVENESS IN THE PRIVATE FUNDRAISING INDUSTRY FOR THE DEVELOPMENT STAFF COMPENSATION STRUCTURE. THE CONSULTANT COLLECTED AND ANALYZED DATA FROM OTHER COMPARABLE ORGANIZATIONS. THEY CONCLUDED THAT THE CHIEF DEVELOPMENT OFFICER'S COMPENSATION WAS BELOW THE AVERAGE COMPENSATION OF THE COMPARABLE ORGANIZATIONS. BASED ON THIS CONCLUSION, A CONFERENCE CALL WAS HELD WITH THE CO-CHAIRS OF THE DEVELOPMENT COMMITTEE, CHAIR OF THE COUNCIL, AND THE DIRECTOR. THE DECISION WAS MADE TO SET THE COMPENSATION AT THE AVERAGE COMPENSATION LEVEL.

THE CHIEF DEVELOPMENT OFFICER'S CURRENT WRITTEN EMPLOYMENT CONTRACT ENDS DECEMBER 31, 2014 WITH AUTOMATIC TWO-YEAR RENEWAL PERIODS THEREAFTER.

THE PROCESS FOR DETERMINING CHIEF MARKETING OFFICER'S COMPENSATION: THE CHIEF MARKETING OFFICER WAS HIRED AFTER A NATIONAL SEARCH CONDUCTED BY A NATIONALLY RESPECTED SEARCH FIRM. THE COMPENSATION FOR THE CMO WAS ESTABLISHED BY THE MUSEUM DIRECTOR AND WAS BASED ON THE INDIVIDUAL'S PRIOR COMPENSATION, THE COMPENSATION RATES FOR OTHER FINAL CANDIDATES FOR THE

Name of the organization THE UNITED STATES HOLOCAUST MEMORIAL MUSEUM	Employer identification number 52-1309391
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POSITION AND IN THE MARKET PLACE, AND ADVICE FROM THE SEARCH FIRM. THE MARKETING/COMMUNICATION OFFICE WAS ESTABLISHED IN 2009 TO ADVANCE THE MUSEUM'S STRATEGIC PLANNING GOALS OF 1) EXPANDING, DIVERSIFYING AND MORE DEEPLY ENGAGING OUR AUDIENCES, AND 2) SECURING THE MUSEUM'S FUTURE THROUGH A MAJOR NATIONAL FUNDRAISING CAMPAIGN. THE CHIEF MARKETING OFFICER'S CURRENT WRITTEN EMPLOYMENT CONTRACT ENDS APRIL 30, 2014 WITH AUTOMATIC TWO-YEAR RENEWAL PERIODS THEREAFTER.

ALL OTHER OFFICERS AND KEY EMPLOYEES ARE FEDERAL GOVERNMENT EMPLOYEES. FORM 990, PART VI, SECTION C, LINE 19: THE GOVERNING DOCUMENTS, CONFLICT OF INTEREST POLICY, AND FINANCIAL STATEMENTS ARE AVAILABLE ON THE ORGANIZATION'S WEBSITE AND UPON REQUEST.

FORM 990, PART XII, LINE 2C THE PROCESS FOR OVERSIGHT OF THE AUDITED FINANCIAL STATEMENTS: THE PROCESS HAS NOT CHANGED FROM THE PRIOR YEAR.

FORM 990, PART IX, LINE 11G

OTHER FEES FOR SERVICES

SECURITY	6,384,537
CONSULTING	1,776,410
20TH ANNIVERSARY PLANNING/INSTALLATION	5,778,956
JANITORIAL	1,649,039
STIPENDS	1,205,248
EXHIBIT PLANNING/INSTALLATION, ETC.	2,307,173

Name of the organization	THE UNITED STATES HOLOCAUST MEMORIAL MUSEUM	Employer identification number	52-1309391
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REPAIR AND MAINTENANCE	1,400,090
FINANCE AND DEVELOPMENT CONTRACTOR	454,319
INTERGOVERNMENTAL	446,248
DATA MANAGMENT	414,166
CATALOGING/MEDIA/ARCHIVING	899,915
TRANSPORTATION	243,458
WEBSITE DESIGN	242,783
TRANSLATION	179,874
BASEMENT RENOVATION	144,523
FULFILLMENT	142,588
RECRUITING	131,658
OTHER	1,782,558
TOTAL TO LINE 11G	25,583,543

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

Name of the organization: THE UNITED STATES HOLOCAUST MEMORIAL MUSEUM
Employer identification number: 52-1309391

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

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

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

(a) Name, address, and EIN of related organization	(b) Primary activity	(c) Legal domicile (state or foreign country)	(d) Exempt Code section	(e) Public charity status (if section 501(c)(3))	(f) Direct controlling entity	(g) Section 512(b)(13) controlled entity?	
						Yes	No

For Paperwork Reduction Act Notice, see the Instructions for Form 990. **Schedule R (Form 990) 2012**

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

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

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

(a) Name, address, and EIN of related organization	(b) Primary activity	(c) Legal domicile (state or foreign country)	(d) Direct controlling entity	(e) Type of entity (C corp, S corp, or trust)	(f) Share of total income	(g) Share of end-of-year assets	(h) Percentage ownership	(i) Section 512(b)(13) controlled entity?	
								Yes	No
H & B W CR TRUST									
100 RAOUL WALLENBERG PL SW WASHINGTON, DC 20024	CRT	DC		TRUST		336,626.	100.00%		X
LH R CR TRUST									
100 RAOUL WALLENBERG PL SW WASHINGTON, DC 20024	CRT	DC		TRUST		6,387.	100.00%		X

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

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

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

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.

	(a) Name of other organization	(b) Transaction type (a-s)	(c) Amount involved	(d) Method of determining amount involved	Yes	No
(1)						
(2)						
(3)						
(4)						
(5)						
(6)						

Part VI Unrelated Organizations Taxable as a Partnership (Complete if the organization answered "Yes" to Form 990, Part IV, line 37.)

Provide the following information for each entity taxed as a partnership through which the organization conducted more than five percent of its activities (measured by total assets or gross revenue) that was not a related organization. See instructions regarding exclusion for certain investment partnerships.

(a) Name, address, and EIN of entity	(b) Primary activity	(c) Legal domicile (state or foreign country)	(d) Predominant income (related, unrelated, excluded from tax under section 512-514)	(e) Are all partners Sec. 501(c)(3) orgs.?		(f) Share of total income	(g) Share of end-of-year assets	(h) Dispropor- tionate allocations?		(i) Code V-UBI amount in box 20 of Schedule K-1 (Form 1065)	(j) General or managing partner?		(k) Percentage ownership	
				Yes	No			Yes	No		Yes	No		