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PUBLIC DISCLOSURE COPY

**Return of Organization Exempt From Income Tax**  
Under section 501(c), 527, or 4947(a)(1) of the Internal Revenue Code (except black lung benefit trust or private foundation)

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

**A** For the **2011** calendar year, or tax year beginning **OCT 1, 2011** and ending **SEP 30, 2012**

<b>B</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	<b>C</b> 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 or town, state or country, and ZIP + 4 WASHINGTON, DC 20024  <b>F</b> Name and address of principal officer: SARA J. BLOOMFIELD SAME AS C ABOVE	<b>D</b> Employer identification number  52-1309391  <b>E</b> Telephone number  (202) 488-0400  <b>G</b> Gross receipts \$ 163,930,271.  <b>H(a)</b> Is this a group return for affiliates? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No <b>H(b)</b> Are all affiliates included? <input type="checkbox"/> Yes <input type="checkbox"/> No If "No," attach a list. (see instructions)  <b>H(c)</b> Group exemption number ▶
<b>I</b> 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		
<b>J</b> Website: ▶ WWW.USHMM.ORG		
<b>K</b> Form of organization: <input type="checkbox"/> Corporation <input type="checkbox"/> Trust <input type="checkbox"/> Association <input checked="" type="checkbox"/> Other ▶ U.S.		
<b>L</b> Year of formation: 1980		<b>M</b> State of legal domicile: DC

**Part I Summary**

	<b>1</b> Briefly describe the organization's mission or most significant activities: <u>SEE SCHEDULE O</u>		
Activities & Governance	<b>2</b> Check this box <input type="checkbox"/> if the organization discontinued its operations or disposed of more than 25% of its net assets.		
	<b>3</b> Number of voting members of the governing body (Part VI, line 1a)	<b>3</b>	65
	<b>4</b> Number of independent voting members of the governing body (Part VI, line 1b)	<b>4</b>	65
	<b>5</b> Total number of individuals employed in calendar year 2011 (Part V, line 2a)	<b>5</b>	479
	<b>6</b> Total number of volunteers (estimate if necessary)	<b>6</b>	400
	<b>7a</b> Total unrelated business revenue from Part VIII, column (C), line 12	<b>7a</b>	3.
	<b>7b</b> Net unrelated business taxable income from Form 990-T, line 34	<b>7b</b>	0.
Revenue	<b>8</b> Contributions and grants (Part VIII, line 1h)	Prior Year	Current Year
	<b>9</b> Program service revenue (Part VIII, line 2g)	100,764,950.	87,132,690.
	<b>10</b> Investment income (Part VIII, column (A), lines 3, 4, and 7d)	0.	0.
	<b>11</b> Other revenue (Part VIII, column (A), lines 5, 6d, 8c, 9c, 10c, and 11e)	8,735,370.	9,102,867.
	<b>12</b> Total revenue - add lines 8 through 11 (must equal Part VIII, column (A), line 12)	2,168,624.	2,578,526.
	<b>13</b> Grants and similar amounts paid (Part IX, column (A), lines 1-3)	111,668,944.	98,814,083.
	<b>14</b> Benefits paid to or for members (Part IX, column (A), line 4)	519,750.	671,950.
	<b>15</b> Salaries, other compensation, employee benefits (Part IX, column (A), lines 5-10)	0.	0.
	<b>16a</b> Professional fundraising fees (Part IX, column (A), line 11e)	47,088,081.	48,349,944.
	<b>b</b> Total fundraising expenses (Part IX, column (D), line 25) ▶ 11,845,348.	2,595,994.	3,397,058.
Expenses	<b>17</b> Other expenses (Part IX, column (A), lines 11a-11d, 11f-24e)	44,843,357.	44,050,115.
	<b>18</b> Total expenses. Add lines 13-17 (must equal Part IX, column (A), line 25)	95,047,182.	96,469,067.
	<b>19</b> Revenue less expenses. Subtract line 18 from line 12	16,621,762.	2,345,016.
	<b>20</b> Total assets (Part X, line 16)	Beginning of Current Year	End of Year
Net Assets or Fund Balances	<b>21</b> Total liabilities (Part X, line 26)	325,995,357.	363,753,750.
	<b>22</b> Net assets or fund balances. Subtract line 21 from line 20	25,155,052.	35,779,385.
		300,840,305.	327,974,365.

**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.

<b>Sign Here</b>	Signature of officer 	Date 8/15/13
	MINNIE P. CARMICHAEL, CHIEF FINANCIAL OFFICER Type or print name and title	

<b>Paid Preparer Use Only</b>	Print/Type preparer's name MICHAEL SORRELLS, CPA	Preparer's signature 	Date	Check if self-employed <input type="checkbox"/>	PTIN P00001737
	Firm's name ▶ BDO USA, LLP	Firm's EIN ▶ 13-5381590			
	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

If "Yes," describe these new services on Schedule O.

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

If "Yes," describe these changes on Schedule O.

4 Describe the organization's program service accomplishments for each of its three largest program services, as measured by expenses. Section 501(c)(3) and 501(c)(4) organizations and section 4947(a)(1) trusts are required to report the amount of grants and allocations to others, the total expenses, and revenue, if any, for each program service reported.

4a (Code: ) (Expenses \$ 67,282,714. including grants of \$ 671,950. ) (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 67,282,714.

**Part IV Checklist of Required Schedules**

	Yes	No
<b>1</b> 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	
<b>2</b> Is the organization required to complete <i>Schedule B, Schedule of Contributors</i> ?		X
<b>3</b> 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
<b>4</b> <b>Section 501(c)(3) organizations.</b> 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
<b>5</b> 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
<b>6</b> 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
<b>7</b> 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
<b>8</b> 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	
<b>9</b> Did the organization report an amount in Part X, line 21; 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
<b>10</b> 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	
<b>11</b> 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.		
<b>a</b> 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>b</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	
<b>c</b> 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
<b>d</b> 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
<b>e</b> Did the organization report an amount for other liabilities in Part X, line 25? <i>If "Yes," complete Schedule D, Part X</i>	X	
<b>f</b> 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	
<b>12a</b> Did the organization obtain separate, independent audited financial statements for the tax year? <i>If "Yes," complete Schedule D, Parts XI, XII, and XIII</i>	X	
<b>b</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, XII, and XIII is optional</i>		X
<b>13</b> Is the organization a school described in section 170(b)(1)(A)(ii)? <i>If "Yes," complete Schedule E</i>		X
<b>14a</b> Did the organization maintain an office, employees, or agents outside of the United States?		X
<b>b</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	
<b>15</b> 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
<b>16</b> 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
<b>17</b> 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	
<b>18</b> 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	
<b>19</b> 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
<b>20a</b> Did the organization operate one or more hospital facilities? <i>If "Yes," complete Schedule H</i>		X
<b>b</b> If "Yes" to line 20a, did the organization attach a copy of its audited financial statements to this return?		

**Part IV Checklist of Required Schedules** (continued)

	Yes	No
21 Did the organization report more than \$5,000 of grants and other assistance to any government or organization in the United States on Part IX, column (A), line 1? <i>If "Yes," complete Schedule I, Parts I and II</i>		X
22 Did the organization report more than \$5,000 of grants and other assistance to individuals in the United States on Part IX, column (A), line 2? <i>If "Yes," complete Schedule I, Parts I and III</i>	X	
23 Did the organization answer "Yes" to Part VII, Section A, line 3, 4, or 5 about compensation of the organization's current and former officers, directors, trustees, key employees, and highest compensated employees? <i>If "Yes," complete Schedule J</i>	X	
24a Did the organization have a tax-exempt bond issue with an outstanding principal amount of more than \$100,000 as of the last day of the year, that was issued after December 31, 2002? <i>If "Yes," answer lines 24b through 24d and complete Schedule K. If "No," go to line 25</i>		X
b Did the organization invest any proceeds of tax-exempt bonds beyond a temporary period exception?		
c Did the organization maintain an escrow account other than a refunding escrow at any time during the year to defease any tax-exempt bonds?		
d Did the organization act as an "on behalf of" issuer for bonds outstanding at any time during the year?		
25a <b>Section 501(c)(3) and 501(c)(4) organizations.</b> Did the organization engage in an excess benefit transaction with a disqualified person during the year? <i>If "Yes," complete Schedule L, Part I</i>		X
b Is the organization aware that it engaged in an excess benefit transaction with a disqualified person in a prior year, and that the transaction has not been reported on any of the organization's prior Forms 990 or 990-EZ? <i>If "Yes," complete Schedule L, Part I</i>		X
26 Was a loan to or by a current or former officer, director, trustee, key employee, highly compensated employee, or disqualified person outstanding as of the end of the organization's tax year? <i>If "Yes," complete Schedule L, Part II</i>		X
27 Did the organization provide a grant or other assistance to an officer, director, trustee, key employee, substantial contributor or employee thereof, a grant selection committee member, or to a 35% controlled entity or family member of any of these persons? <i>If "Yes," complete Schedule L, Part III</i>		X
28 Was the organization a party to a business transaction with one of the following parties (see Schedule L, Part IV instructions for applicable filing thresholds, conditions, and exceptions):		
a A current or former officer, director, trustee, or key employee? <i>If "Yes," complete Schedule L, Part IV</i>		X
b A family member of a current or former officer, director, trustee, or key employee? <i>If "Yes," complete Schedule L, Part IV</i>		X
c An entity of which a current or former officer, director, trustee, or key employee (or a family member thereof) was an officer, director, trustee, or direct or indirect owner? <i>If "Yes," complete Schedule L, Part IV</i>		X
29 Did the organization receive more than \$25,000 in non-cash contributions? <i>If "Yes," complete Schedule M</i>	X	
30 Did the organization receive contributions of art, historical treasures, or other similar assets, or qualified conservation contributions? <i>If "Yes," complete Schedule M</i>	X	
31 Did the organization liquidate, terminate, or dissolve and cease operations? <i>If "Yes," complete Schedule N, Part I</i>		X
32 Did the organization sell, exchange, dispose of, or transfer more than 25% of its net assets? <i>If "Yes," complete Schedule N, Part II</i>		X
33 Did the organization own 100% of an entity disregarded as separate from the organization under Regulations sections 301.7701-2 and 301.7701-3? <i>If "Yes," complete Schedule R, Part I</i>		X
34 Was the organization related to any tax-exempt or taxable entity? <i>If "Yes," complete Schedule R, Parts II, III, IV, and V, line 1</i>	X	
35a Did the organization have a controlled entity within the meaning of section 512(b)(13)?		X
b Did the organization receive any payment from or engage in any transaction with a controlled entity within the meaning of section 512(b)(13)? <i>If "Yes," complete Schedule R, Part V, line 2</i>		X
36 <b>Section 501(c)(3) organizations.</b> Did the organization make any transfers to an exempt non-charitable related organization? <i>If "Yes," complete Schedule R, Part V, line 2</i>		X
37 Did the organization conduct more than 5% of its activities through an entity that is not a related organization and that is treated as a partnership for federal income tax purposes? <i>If "Yes," complete Schedule R, Part VI</i>		X
38 Did the organization complete Schedule O and provide explanations in Schedule O for Part VI, lines 11 and 19? <b>Note.</b> 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
<b>1a</b>	Enter the number reported in Box 3 of Form 1096. Enter -0- if not applicable <span style="float: right;">241</span>		
<b>1b</b>	Enter the number of Forms W-2G included in line 1a. Enter -0- if not applicable <span style="float: right;">0</span>		
<b>1c</b>	Did the organization comply with backup withholding rules for reportable payments to vendors and reportable gaming (gambling) winnings to prize winners?	X	
<b>2a</b>	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 <span style="float: right;">479</span>		
<b>2b</b>	If at least one is reported on line 2a, did the organization file all required federal employment tax returns? <b>Note.</b> If the sum of lines 1a and 2a is greater than 250, you may be required to e-file (see instructions)	X	
<b>3a</b>	Did the organization have unrelated business gross income of \$1,000 or more during the year?	X	
<b>3b</b>	If "Yes," has it filed a Form 990-T for this year? If "No," provide an explanation in Schedule O	X	
<b>4a</b>	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>4b</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.		
<b>5a</b>	Was the organization a party to a prohibited tax shelter transaction at any time during the tax year?		X
<b>5b</b>	Did any taxable party notify the organization that it was or is a party to a prohibited tax shelter transaction?		X
<b>5c</b>	If "Yes," to line 5a or 5b, did the organization file Form 8886-T?		
<b>6a</b>	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?		X
<b>6b</b>	If "Yes," did the organization include with every solicitation an express statement that such contributions or gifts were not tax deductible?		
<b>7</b>	<b>Organizations that may receive deductible contributions under section 170(c).</b>		
<b>7a</b>	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>7b</b>	If "Yes," did the organization notify the donor of the value of the goods or services provided?	X	
<b>7c</b>	Did the organization sell, exchange, or otherwise dispose of tangible personal property for which it was required to file Form 8282?		X
<b>7d</b>	If "Yes," indicate the number of Forms 8282 filed during the year		
<b>7e</b>	Did the organization receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?		X
<b>7f</b>	Did the organization, during the year, pay premiums, directly or indirectly, on a personal benefit contract?		X
<b>7g</b>	If the organization received a contribution of qualified intellectual property, did the organization file Form 8899 as required?		
<b>7h</b>	If the organization received a contribution of cars, boats, airplanes, or other vehicles, did the organization file a Form 1098-C?		
<b>8</b>	<b>Sponsoring organizations maintaining donor advised funds and section 509(a)(3) supporting organizations.</b> Did the supporting organization, or a donor advised fund maintained by a sponsoring organization, have excess business holdings at any time during the year?		
<b>9</b>	<b>Sponsoring organizations maintaining donor advised funds.</b>		
<b>9a</b>	Did the organization make any taxable distributions under section 4966?		
<b>9b</b>	Did the organization make a distribution to a donor, donor advisor, or related person?		
<b>10</b>	<b>Section 501(c)(7) organizations.</b> Enter:		
<b>10a</b>	Initiation fees and capital contributions included on Part VIII, line 12		
<b>10b</b>	Gross receipts, included on Form 990, Part VIII, line 12, for public use of club facilities		
<b>11</b>	<b>Section 501(c)(12) organizations.</b> Enter:		
<b>11a</b>	Gross income from members or shareholders		
<b>11b</b>	Gross income from other sources (Do not net amounts due or paid to other sources against amounts due or received from them.)		
<b>12a</b>	<b>Section 4947(a)(1) non-exempt charitable trusts.</b> Is the organization filing Form 990 in lieu of Form 1041?		
<b>12b</b>	If "Yes," enter the amount of tax-exempt interest received or accrued during the year		
<b>13</b>	<b>Section 501(c)(29) qualified nonprofit health insurance issuers.</b>		
<b>13a</b>	Is the organization licensed to issue qualified health plans in more than one state? <b>Note.</b> See the instructions for additional information the organization must report on Schedule O.		
<b>13b</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		
<b>13c</b>	Enter the amount of reserves on hand		
<b>14a</b>	Did the organization receive any payments for indoor tanning services during the tax year?		X
<b>14b</b>	If "Yes," has it filed a Form 720 to report these payments? If "No," provide an explanation in Schedule O		

**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**

	1a	1b	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.	65			
b Enter the number of voting members included in line 1a, above, who are independent		65		
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?			2	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?			3	X
4 Did the organization make any significant changes to its governing documents since the prior Form 990 was filed?			4	X
5 Did the organization become aware during the year of a significant diversion of the organization's assets?			5	X
6 Did the organization have members or stockholders?			6	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?			7a	X
b Are any governance decisions of the organization reserved to (or subject to approval by) members, stockholders, or persons other than the governing body?			7b	X
8 Did the organization contemporaneously document the meetings held or written actions undertaken during the year by the following:				
a The governing body?			8a	X
b Each committee with authority to act on behalf of the governing body?			8b	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			9	X

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

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

**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
- 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 RAOUL 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 (describe hours for related organizations in Schedule O)	(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) DEBRA ABRAMS COUNCIL MEMBER	1.00	X						0.	0.	0.
(4) ELLIOTT ABRAMS COUNCIL MEMBER	1.00	X						0.	0.	0.
(5) MIRIAM ADELSON COUNCIL MEMBER	1.00	X						0.	0.	0.
(6) MATTHEW L. ADLER 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) ALAN I. CASDEN COUNCIL MEMBER	1.00	X						0.	0.	0.
(10) MICHAEL CHERTOFF COUNCIL MEMBER	2.00	X						0.	0.	0.
(11) CAROL B. COHEN COUNCIL MEMBER	1.00	X						0.	0.	0.
(12) WILLIAM J. DANHOF COUNCIL MEMBER	2.00	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	2.00	X						0.	0.	0.
(16) DAVID M. FLAUM COUNCIL MEMBER	2.00	X						0.	0.	0.
(17) AMY FRIEDKIN COUNCIL MEMBER	1.00	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 (describe hours for related organizations in Schedule O)	(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) K. CHAYA FRIEDMAN COUNCIL MEMBER	1.00	X						0.	0.	0.
(19) JOEL GEIDERMAN COUNCIL MEMBER	2.00	X						0.	0.	0.
(20) MICHAEL J. GERSON COUNCIL MEMBER	1.00	X						0.	0.	0.
(21) NANCY B. GILBERT COUNCIL MEMBER	1.00	X						0.	0.	0.
(22) ZVI Y. GITELMAN COUNCIL MEMBER	1.00	X						0.	0.	0.
(23) MARC GOLDMAN COUNCIL MEMBER	1.00	X						0.	0.	0.
(24) MARK D. GOODMAN COUNCIL MEMBER	1.00	X						0.	0.	0.
(25) SANFORD L. GOTTESMAN COUNCIL MEMBER	2.00	X						0.	0.	0.
(26) JOSEPH D. GUTMAN COUNCIL MEMBER	1.00	X						0.	0.	0.
<b>1b Sub-total</b>								0.	0.	0.
<b>c Total from continuation sheets to Part VII, Section A</b>								2,588,337.	0.	490,050.
<b>d Total (add lines 1b and 1c)</b>								2,588,337.	0.	490,050.

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 **114**

	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
G45 GOVERNMENT SOLUTIONS, 7121 FAIRWAY DRIVE, PALM BEACH GARDENS, FL 33418	GUARD SERVICES	6,293,761.
PRODUCTION SOLUTIONS 1953 GALLOWES ROAD, VIENNA, VA 22182	FULFILLMENT SERVICES	2,350,289.
ELCONS, 8231 PENN RANDALL PLACE, UPPER MARLBORO, MD 20772	ELEVATOR MAINTENANCE	1,933,058.
NAM/BROOKS JOINT VENTURE, 1227 GOOD HOPE ROAD, SE, WASHINGTON, DC 20020	JANITORIAL SERVICES	1,871,807.
SERVICE FIRST 2306 GLEBE ROAD, ARLINGTON, VA 22207	INFORMATION TECHNOLOGY	849,195.

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 **46**

SEE PART VII, SECTION A CONTINUATION SHEETS

Form 990 (2011)

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

(A) Name and title	(B) Average hours per week	(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) CHERYL F. HALPERN COUNCIL MEMBER	1.00	X						0.	0.	0.
(28) J. DAVID HELLER COUNCIL MEMBER	1.00	X						0.	0.	0.
(29) ANDREW S HOCHBERG COUNCIL MEMBER	1.00	X						0.	0.	0.
(30) AMY KASLOW COUNCIL MEMBER	2.00	X						0.	0.	0.
(31) EZRA KATZ COUNCIL MEMBER	1.00	X						0.	0.	0.
(32) ROMAN R. KENT COUNCIL MEMBER	1.00	X						0.	0.	0.
(33) EDWARD I. KOCH COUNCIL MEMBER	1.00	X						0.	0.	0.
(34) HOWARD E. KONAR COUNCIL MEMBER	2.00	X						0.	0.	0.
(35) DOUGLAS R. KORN COUNCIL MEMBER	1.00	X						0.	0.	0.
(36) M. RONALD KROINGOLD COUNCIL MEMBER	1.00	X						0.	0.	0.
(37) NORMA LERNER COUNCIL MEMBER	1.00	X						0.	0.	0.
(38) WILLIAM S. LEVINE COUNCIL MEMBER	2.00	X						0.	0.	0.
(39) HADASSAH F. LIEBERMAN COUNCIL MEMBER	1.00	X						0.	0.	0.
(40) DEBORAH E. LIPSTADT COUNCIL MEMBER	2.00	X						0.	0.	0.
(41) SUSAN E. LOWENBERG COUNCIL MEMBER	1.00	X						0.	0.	0.
(42) KENNETH B. MEHLMAN COUNCIL MEMBER	1.00	X						0.	0.	0.
(43) MICHAEL B. MUKASEY COUNCIL MEMBER	1.00	X						0.	0.	0.
(44) DEBORAH A. OPPENHEIMER COUNCIL MEMBER	1.00	X						0.	0.	0.
(45) CHERYL PEISACH COUNCIL MEMBER	1.00	X						0.	0.	0.
(46) RICHARD S. PRICE 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	(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) PIERRE-RICHARD PROSPER COUNCIL MEMBER	1.00	X						0.	0.	0.
(48) RONALD RATNER COUNCIL MEMBER	1.00	X						0.	0.	0.
(49) J. PHILIP ROSEN COUNCIL MEMBER	1.00	X						0.	0.	0.
(50) MENACHEM Z. ROSENSAFT COUNCIL MEMBER	1.00	X						0.	0.	0.
(51) KIRK A. RUDY COUNCIL MEMBER	1.00	X						0.	0.	0.
(52) ELLIOT J. SCHRAGE COUNCIL MEMBER	1.00	X						0.	0.	0.
(53) DANIEL J. SILVA COUNCIL MEMBER	1.00	X						0.	0.	0.
(54) MARC R. STANLEY COUNCIL MEMBER	1.00	X						0.	0.	0.
(55) HOWARD D. UNGER COUNCIL MEMBER	2.00	X						0.	0.	0.
(56) CLEMANTINE WAMARIYA COUNCIL MEMBER	1.00	X						0.	0.	0.
(57) ELIE WIESEL COUNCIL MEMBER	1.00	X						0.	0.	0.
(58) JEFFREY S. WILPON COUNCIL MEMBER	1.00	X						0.	0.	0.
(59) BRADLEY D. WINE COUNCIL MEMBER	1.00	X						0.	0.	0.
(60) JUDITH YUDOF COUNCIL MEMBER	1.00	X						0.	0.	0.
(61) FRED ZIEDMAN COUNCIL MEMBER	2.00	X						0.	0.	0.
(62) THE HONORABLE MICHAEL GRIMM COUNCIL MEMBER	0.50	X						0.	0.	0.
(63) THE HONORABLE NAN HAYWORTH COUNCIL MEMBER	0.50	X						0.	0.	0.
(64) THE HONORABLE STEVE ISRAEL COUNCIL MEMBER	0.50	X						0.	0.	0.
(65) THE HONORABLE PATRICK MEEHAN COUNCIL MEMBER	0.50	X						0.	0.	0.
(66) THE HONORABLE HENRY A. WAXMAN COUNCIL MEMBER	0.50	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	(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) THE HONORABLE RICHARD J. DURBIN COUNCIL MEMBER	0.50	X						0.	0.	0.
(68) THE HONORABLE ORRIN G. HATCH COUNCIL MEMBER	0.50	X						0.	0.	0.
(69) THE HON. FRANK R. LAUTENBERG COUNCIL MEMBER	0.50	X						0.	0.	0.
(70) THE HONORABLE BERNARD SANDERS COUNCIL MEMBER	0.50	X						0.	0.	0.
(71) SARA BLOOMFIELD DIRECTOR	40.00			X				485,564.	0.	124,146.
(72) WILLIAM PARSONS CHIEF OF STAFF	40.00			X				184,281.	0.	43,213.
(73) MINNIE CARMICHAEL CHIEF FINANCIAL OFFICER	40.00			X				160,496.	0.	20,455.
(74) JORDAN TANNENBAUM CHIEF DEVELOPMENT OFFICER	40.00				X			326,236.	0.	56,127.
(75) LORNA MILES CHIEF MARKETING OFFICER	40.00				X			206,533.	0.	23,832.
(76) TANELL COLEMAN DIR, OPS AND ADMIN	40.00				X			151,782.	0.	31,267.
(77) AMY FARRIER DEP, CHIEF DEV. OFFICER	40.00					X		233,366.	0.	31,054.
(78) JILL WEINBERG DIR, MIDWEST REGION	40.00					X		231,562.	0.	41,835.
(79) ANDREA BARCHAS DIR, NORTHEAST REGION	40.00					X		225,930.	0.	51,684.
(80) JOSEPH KRAUS CHIEF INFORMATION OFFICER	40.00					X		204,915.	0.	29,930.
(81) GEORGE HELLMAN DIR, PLANGIVING	40.00					X		177,672.	0.	36,507.
<b>Total to Part VII, Section A, line 1c</b>								<b>2,588,337.</b>		<b>490,050.</b>

**Part VIII Statement of Revenue**

			(A) Total revenue	(B) Related or exempt function revenue	(C) Unrelated business revenue	(D) Revenue excluded from tax under sections 512, 513, or 514	
<b>Contributions, Gifts, Grants and Other Similar Amounts</b>	<b>1 a</b> Federated campaigns	<b>1a</b>					
	<b>b</b> Membership dues	<b>1b</b>	9,383,625.				
	<b>c</b> Fundraising events	<b>1c</b>	6,385,745.				
	<b>d</b> Related organizations	<b>1d</b>					
	<b>e</b> Government grants (contributions)	<b>1e</b>	48,073,860.				
	<b>f</b> All other contributions, gifts, grants, and similar amounts not included above	<b>1f</b>	23,289,460.				
	<b>g</b> Noncash contributions included in lines 1a-1f: \$		375,420.				
	<b>h Total.</b> Add lines 1a-1f		87,132,690.				
<b>Program Service Revenue</b>	<b>2 a</b>	Business Code					
	<b>b</b>						
	<b>c</b>						
	<b>d</b>						
	<b>e</b>						
	<b>f</b> All other program service revenue						
	<b>g Total.</b> Add lines 2a-2f						
<b>Other Revenue</b>	<b>3</b> Investment income (including dividends, interest, and other similar amounts)		6,932,783.		3.	6,932,780.	
	<b>4</b> Income from investment of tax-exempt bond proceeds						
	<b>5</b> Royalties						
	<b>6 a</b> Gross rents	(i) Real	(ii) Personal				
	<b>b</b> Less: rental expenses						
	<b>c</b> Rental income or (loss)						
	<b>d</b> Net rental income or (loss)						
	<b>7 a</b> Gross amount from sales of assets other than inventory	(i) Securities	(ii) Other				
		65,149,465.					
	<b>b</b> Less: cost or other basis and sales expenses						
	<b>c</b> Gain or (loss)						
	<b>d</b> Net gain or (loss)			2,170,084.			2,170,084.
	<b>8 a</b> Gross income from fundraising events (not including \$ 6,385,745. of contributions reported on line 1c). See Part IV, line 18	<b>a</b>		973,103.			
		<b>b</b> Less: direct expenses		1,320,200.			
<b>c</b> Net income or (loss) from fundraising events			-347,097.			-347,097.	
<b>9 a</b> Gross income from gaming activities. See Part IV, line 19	<b>a</b>						
	<b>b</b> Less: direct expenses						
	<b>c</b> Net income or (loss) from gaming activities						
<b>10 a</b> Gross sales of inventory, less returns and allowances	<b>a</b>		1,807,700.				
	<b>b</b> Less: cost of goods sold		816,607.				
	<b>c</b> Net income or (loss) from sales of inventory		991,093.	991,093.			
<b>Miscellaneous Revenue</b>		<b>Business Code</b>					
<b>11 a</b> IMPUTED FIN. SOURCE		900099	1,663,536.	1,663,536.			
<b>b</b> CAFE		900099	98,361.			98,361.	
<b>c</b>							
<b>d</b> All other revenue		900099	172,633.	172,633.			
<b>e Total.</b> Add lines 11a-11d			1,934,530.				
<b>12 Total revenue.</b> See instructions.			98,814,083.	2,827,262.	3.	8,854,128.	

**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) but are not required to complete columns (B), (C), and (D).

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

Do not include amounts reported on lines 6b, 7b, 8b, 9b, and 10b of Part VIII.	(A) Total expenses	(B) Program service expenses	(C) Management and general expenses	(D) Fundraising expenses
<b>1</b> Grants and other assistance to governments and organizations in the United States. See Part IV, line 21				
<b>2</b> Grants and other assistance to individuals in the United States. See Part IV, line 22	671,950.	671,950.		
<b>3</b> Grants and other assistance to governments, organizations, and individuals outside the United States. See Part IV, lines 15 and 16				
<b>4</b> Benefits paid to or for members				
<b>5</b> Compensation of current officers, directors, trustees, and key employees	1,764,695.	440,735.	924,967.	398,993.
<b>6</b> Compensation not included above, to disqualified persons (as defined under section 4958(f)(1)) and persons described in section 4958(c)(3)(B)				
<b>7</b> Other salaries and wages	34,696,372.	23,480,771.	7,014,401.	4,201,200.
<b>8</b> Pension plan accruals and contributions (include section 401(k) and section 403(b) employer contributions)	5,313,675.	3,538,683.	1,329,711.	445,281.
<b>9</b> Other employee benefits	4,194,642.	2,626,625.	1,178,393.	389,624.
<b>10</b> Payroll taxes	2,380,560.	1,644,503.	464,347.	271,710.
<b>11</b> Fees for services (non-employees):				
<b>a</b> Management				
<b>b</b> Legal	14,130.		14,130.	
<b>c</b> Accounting	246,982.		246,982.	
<b>d</b> Lobbying				
<b>e</b> Professional fundraising services. See Part IV, line 17	3,397,058.			3,397,058.
<b>f</b> Investment management fees	1,137,390.		1,041,678.	95,712.
<b>g</b> Other	21,149,762.	18,537,005.	1,886,990.	725,767.
<b>12</b> Advertising and promotion				
<b>13</b> Office expenses	3,764,866.	3,578,684.	79,806.	106,376.
<b>14</b> Information technology	2,402,940.		2,402,940.	
<b>15</b> Royalties				
<b>16</b> Occupancy	5,035,661.	4,693,339.	42,756.	299,566.
<b>17</b> Travel	1,486,812.	1,239,153.	76,804.	170,855.
<b>18</b> Payments of travel or entertainment expenses for any federal, state, or local public officials				
<b>19</b> Conferences, conventions, and meetings	637,668.	123,909.	21,185.	492,574.
<b>20</b> Interest				
<b>21</b> Payments to affiliates				
<b>22</b> Depreciation, depletion, and amortization	6,897,964.	6,374,794.	514,139.	9,031.
<b>23</b> Insurance	292,586.	190,810.	101,776.	
<b>24</b> 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.)				
<b>a</b> POSTAGE	841,601.			841,601.
<b>b</b> EQUIPMENT	82,928.	82,928.		
<b>c</b> COLLECTIONS	58,825.	58,825.		
<b>d</b>				
<b>e</b> All other expenses				
<b>25</b> Total functional expenses. Add lines 1 through 24e	96,469,067.	67,282,714.	17,341,005.	11,845,348.
<b>26</b> 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**

		(A) Beginning of year		(B) End of year	
Assets	1 Cash - non-interest-bearing .....	15,735,046.	1	20,477,840.	
	2 Savings and temporary cash investments .....		2		
	3 Pledges and grants receivable, net .....	18,895,574.	3	18,465,025.	
	4 Accounts receivable, net .....		4		
	5 Receivables from current and former officers, directors, trustees, key employees, and highest compensated employees. Complete Part II of Schedule L .....		5		
	6 Receivables from other disqualified persons (as defined under section 4958(f)(1)), persons described in section 4958(c)(3)(B), and contributing employers and sponsoring organizations of section 501(c)(9) voluntary employees' beneficiary organizations (see instructions) .....		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 189,734,446.			
	b Less: accumulated depreciation .....	10b 109,716,379.	84,734,032.	10c	80,018,067.
	11 Investments - publicly traded securities .....	150,959,132.	11	173,122,813.	
	12 Investments - other securities. See Part IV, line 11 .....	54,506,361.	12	69,999,213.	
	13 Investments - program-related. See Part IV, line 11 .....		13		
	14 Intangible assets .....		14		
	15 Other assets. See Part IV, line 11 .....	1,165,212.	15	1,670,792.	
16 <b>Total assets.</b> Add lines 1 through 15 (must equal line 34) .....	325,995,357.	16	363,753,750.		
Liabilities	17 Accounts payable and accrued expenses .....	8,973,747.	17	10,834,104.	
	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 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 .....	16,181,305.	25	24,945,281.	
	26 <b>Total liabilities.</b> Add lines 17 through 25 .....	25,155,052.	26	35,779,385.	
Net Assets or Fund Balances	<b>Organizations that follow SFAS 117, check here</b> <input checked="" type="checkbox"/> <b>and complete lines 27 through 29, and lines 33 and 34.</b>				
	27 Unrestricted net assets .....	126,734,546.	27	140,161,250.	
	28 Temporarily restricted net assets .....	36,718,616.	28	41,459,384.	
	29 Permanently restricted net assets .....	137,387,143.	29	146,353,731.	
	<b>Organizations that do not follow SFAS 117, check here</b> <input type="checkbox"/> <b>and complete lines 30 through 34.</b>				
	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 <b>Total net assets or fund balances</b> .....	300,840,305.	33	327,974,365.		
34 <b>Total liabilities and net assets/fund balances</b> .....	325,995,357.	34	363,753,750.		

**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	98,814,083.
2	Total expenses (must equal Part IX, column (A), line 25)	2	96,469,067.
3	Revenue less expenses. Subtract line 2 from line 1	3	2,345,016.
4	Net assets or fund balances at beginning of year (must equal Part X, line 33, column (A))	4	300,840,305.
5	Other changes in net assets or fund balances (explain in Schedule O)	5	24,789,044.
6	Net assets or fund balances at end of year. Combine lines 3, 4, and 5 (must equal Part X, line 33, column (B))	6	327,974,365.

**Part XII Financial Statements and Reporting**

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

1 Accounting method used to prepare the Form 990:  Cash  Accrual  Other

If the organization changed its method of accounting from a prior year or checked "Other," explain in Schedule O.

2a Were the organization's financial statements compiled or reviewed by an independent accountant?

b Were the organization's financial statements audited by an independent accountant?

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.

d If "Yes" to line 2a or 2b, check a box below to indicate whether the financial statements for the year were issued on a separate basis, consolidated basis, or both:

Separate basis  Consolidated basis  Both consolidated and separate basis

3a As a result of a federal award, was the organization required to undergo an audit or audits as set forth in the Single Audit Act and OMB Circular A-133?

b If "Yes," did the organization undergo the required audit or audits? If the organization did not undergo the required audit or audits, explain why in Schedule O and describe any steps taken to undergo such audits.

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

Form 990 (2011)



**SCHEDULE A**  
**(Form 990 or 990-EZ)**

Department of the Treasury  
Internal Revenue Service

**Public Charity Status and Public Support**

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.

OMB No. 1545-0047

**2011**

Open to Public Inspection

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 - Other
- 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
(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? <b>11g(i)</b>		
(ii) A family member of a person described in (i) above? <b>11g(ii)</b>		
(iii) A 35% controlled entity of a person described in (i) or (ii) above? <b>11g(iii)</b>		
- 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 support
			Yes	No	Yes	No	Yes	No	
<b>Total</b>									

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

Schedule A (Form 990 or 990-EZ) 2011

**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) 2007	(b) 2008	(c) 2009	(d) 2010	(e) 2011	(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 <b>Total.</b> 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 <b>Public support.</b> Subtract line 5 from line 4.						

**Section B. Total Support**

Calendar year (or fiscal year beginning in) ▶	(a) 2007	(b) 2008	(c) 2009	(d) 2010	(e) 2011	(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 <b>Total support.</b> Add lines 7 through 10						
12 Gross receipts from related activities, etc. (see instructions)					12	
13 <b>First five years.</b> 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 <b>stop here</b> <input type="checkbox"/>						

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

14 Public support percentage for 2011 (line 6, column (f) divided by line 11, column (f))	14	%
15 Public support percentage from 2010 Schedule A, Part II, line 14	15	%
16a <b>33 1/3% support test - 2011.</b> If the organization did not check the box on line 13, and line 14 is 33 1/3% or more, check this box and <b>stop here.</b> The organization qualifies as a publicly supported organization <input type="checkbox"/>		
b <b>33 1/3% support test - 2010.</b> 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 <b>stop here.</b> The organization qualifies as a publicly supported organization <input type="checkbox"/>		
17a <b>10% -facts-and-circumstances test - 2011.</b> 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 <b>stop here.</b> 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 <b>10% -facts-and-circumstances test - 2010.</b> 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 <b>stop here.</b> 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 <b>Private foundation.</b> 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) 2007	(b) 2008	(c) 2009	(d) 2010	(e) 2011	(f) Total
<b>1</b> Gifts, grants, contributions, and membership fees received. (Do not include any "unusual grants.")						
<b>2</b> 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						
<b>3</b> Gross receipts from activities that are not an unrelated trade or business under section 513						
<b>4</b> Tax revenues levied for the organization's benefit and either paid to or expended on its behalf						
<b>5</b> The value of services or facilities furnished by a governmental unit to the organization without charge						
<b>6 Total.</b> Add lines 1 through 5						
<b>7a</b> Amounts included on lines 1, 2, and 3 received from disqualified persons						
<b>b</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						
<b>c</b> Add lines 7a and 7b						
<b>8 Public support.</b> (Subtract line 7c from line 6.)						

**Section B. Total Support**

Calendar year (or fiscal year beginning in) ▶	(a) 2007	(b) 2008	(c) 2009	(d) 2010	(e) 2011	(f) Total
<b>9</b> Amounts from line 6						
<b>10a</b> Gross income from interest, dividends, payments received on securities loans, rents, royalties and income from similar sources						
<b>b</b> Unrelated business taxable income (less section 511 taxes) from businesses acquired after June 30, 1975						
<b>c</b> Add lines 10a and 10b						
<b>11</b> Net income from unrelated business activities not included in line 10b, whether or not the business is regularly carried on						
<b>12</b> Other income. Do not include gain or loss from the sale of capital assets (Explain in Part IV.)						
<b>13 Total support.</b> (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**

<b>15</b> Public support percentage for 2011 (line 8, column (f) divided by line 13, column (f))	<b>15</b>	%
<b>16</b> Public support percentage from 2010 Schedule A, Part III, line 15	<b>16</b>	%

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

<b>17</b> Investment income percentage for 2011 (line 10c, column (f) divided by line 13, column (f))	<b>17</b>	%
<b>18</b> Investment income percentage from 2010 Schedule A, Part III, line 17	<b>18</b>	%

**19a 33 1/3% support tests - 2011.** 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 - 2010.** 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 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

**2011**

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 XIV, 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 XIV, 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 XIV.

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 XIV 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 XIV.

**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	197,198,406.	186,842,058.	171,459,804.	164,015,073.	
b Contributions	2,510,663.	19,399,894.	4,519,827.	3,232,477.	
c Net investment earnings, gains, and losses	31,571,940.	-475,077.	17,924,744.	6,607,398.	
d Grants or scholarships					
e Other expenditures for facilities and programs	6,893,292.	7,488,677.	6,208,681.	2,000,000.	
f Administrative expenses	1,137,390.	1,079,792.	853,636.	395,144.	
g End of year balance	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  26.27 %
- b Permanent endowment  73.73 %
- c Temporarily restricted endowment  .00 %

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 XIV 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		129,299,724.	65,989,533.	63,310,191.
c Leasehold improvements		1,625,933.	1,296,534.	329,399.
d Equipment		18,029,048.	16,361,709.	1,667,339.
e Other		40,779,741.	26,068,603.	14,711,138.

**Total.** Add lines 1a through 1e. (Column (d) must equal Form 990, Part X, column (B), line 10(c).)  80,018,067.

**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	6,904,655.	END-OF-YEAR MARKET VALUE
(B) HIGH YIELD CORPORATE BOND FUNDS	9,804,458.	END-OF-YEAR MARKET VALUE
(C) EQUITY LONG/SHORT HEDGE FUNDS	9,330,504.	END-OF-YEAR MARKET VALUE
(D) EVENT DRIVEN HEDGE FUNDS	26,394,638.	END-OF-YEAR MARKET VALUE
(E) MULTI-STRATEGY HEDGE FUNDS	7,145,906.	END-OF-YEAR MARKET VALUE
(F) BANK LOAN FUND	10,419,052.	END-OF-YEAR MARKET VALUE
(G)		
(H)		
(I)		
<b>Total.</b> (Col (b) must equal Form 990, Part X, col (B) line 12.) ▶	69,999,213.	

**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)		
<b>Total.</b> (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)	
<b>Total.</b> (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	13,799,102.
(3) CHARITABLE GIFT ANNUITY LIABILITY	11,146,179.
(4)	
(5)	
(6)	
(7)	
(8)	
(9)	
(10)	
(11)	
<b>Total.</b> (Column (b) must equal Form 990, Part X, col (B) line 25.) ▶	24,945,281.

2. FIN 48 (ASC 740) Footnote. In Part XIV, 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).

**Part XI Reconciliation of Change in Net Assets from Form 990 to Audited Financial Statements**

1	Total revenue (Form 990, Part VIII, column (A), line 12)	1	98,814,083.
2	Total expenses (Form 990, Part IX, column (A), line 25)	2	96,469,067.
3	Excess or (deficit) for the year. Subtract line 2 from line 1	3	2,345,016.
4	Net unrealized gains (losses) on investments	4	24,789,044.
5	Donated services and use of facilities	5	
6	Investment expenses	6	
7	Prior period adjustments	7	
8	Other (Describe in Part XIV.)	8	
9	Total adjustments (net). Add lines 4 through 8	9	24,789,044.
10	Excess or (deficit) for the year per audited financial statements. Combine lines 3 and 9	10	27,134,060.

**Part XII Reconciliation of Revenue per Audited Financial Statements With Revenue per Return**

1	Total revenue, gains, and other support per audited financial statements	1	123,652,323.
2	Amounts included on line 1 but not on Form 990, Part VIII, line 12:		
a	Net unrealized gains on investments	2a	24,789,044.
b	Donated services and use of facilities	2b	22,882.
c	Recoveries of prior year grants	2c	
d	Other (Describe in Part XIV.)	2d	
e	Add lines 2a through 2d	2e	24,811,926.
3	Subtract line 2e from line 1	3	98,840,397.
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	1,137,390.
b	Other (Describe in Part XIV.)	4b	-1,163,704.
c	Add lines 4a and 4b	4c	-26,314.
5	Total revenue. Add lines 3 and 4c. (This must equal Form 990, Part I, line 12.)	5	98,814,083.

**Part XIII Reconciliation of Expenses per Audited Financial Statements With Expenses per Return**

1	Total expenses and losses per audited financial statements	1	96,518,263.
2	Amounts included on line 1 but not on Form 990, Part IX, line 25:		
a	Donated services and use of facilities	2a	22,882.
b	Prior year adjustments	2b	
c	Other losses	2c	
d	Other (Describe in Part XIV.)	2d	1,163,704.
e	Add lines 2a through 2d	2e	1,186,586.
3	Subtract line 2e from line 1	3	95,331,677.
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	1,137,390.
b	Other (Describe in Part XIV.)	4b	
c	Add lines 4a and 4b	4c	1,137,390.
5	Total expenses. Add lines 3 and 4c. (This must equal Form 990, Part I, line 18.)	5	96,469,067.

**Part XIV 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, line 8; Part XII, lines 2d and 4b; and Part XIII, 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 XIV** 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 APPROXIMATELY 63  
 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) INTERPRETATION NO. 48 (FIN 48),  
 ACCOUNTING FOR UNCERTAINTY IN INCOME TAXES (NOW CODIFIED AS ACCOUNTING  
 STANDARDS CODIFICATION (ASC) 740-10), ON JULY 1, 2007. UNDER FIN 48, 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 FIN 48 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. THE MUSEUM BELIEVES THAT IT IS NO LONGER SUBJECT TO U.S.  
 FEDERAL INCOME TAX EXAMINATIONS BY TAX AUTHORITIES FOR YEARS BEFORE 2008.



**Part XIV** Supplemental Information (continued)

FOR THE YEAR ENDED SEPTEMBER 30, 2012 AND 2011, THERE WERE NO INTEREST OR

PENALTIES RECORDED OR INCLUDED IN THE STATEMENT OF ACTIVITIES.

PART XII, LINE 4B - OTHER ADJUSTMENTS:

GROSS REVENUE FROM FUNDRAISING EVENTS	973,103.
EXPENSES FOR FUNDRAISING EVENTS	-1,320,200.
COST OF GOODS SOLD FOR GIFT SHOP	-816,607.
TOTAL TO SCHEDULE D, PART XII, LINE 4B	-1,163,704.

PART XIII, LINE 2D - OTHER ADJUSTMENTS:

GROSS REVENUE FROM FUNDRAISING EVENTS	-973,103.
EXPENSES FOR FUNDRAISING EVENTS	1,320,200.
COST OF GOODS SOLD FOR GIFT SHOP	816,607.
TOTAL TO SCHEDULE D, PART XIII, LINE 2D	1,163,704.

**SCHEDULE F  
(Form 990)**

**Statement of Activities Outside the United States**

OMB No. 1545-0047

**2011**

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.

Open to Public  
Inspection

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		14,910,129.
<b>3 a</b> Sub-total .....	0	0			14,910,129.
<b>b</b> Total from continuation sheets to Part I .....	0	0			0.
<b>c Totals</b> (add lines 3a and 3b) .....	0	0			14,910,129.

**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. Check this box if no one recipient 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 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) 2011

**SCHEDULE G**  
**(Form 990 or 990-EZ)**

**Supplemental Information Regarding**  
**Fundraising or Gaming Activities**

OMB No. 1545-0047

**2011**

Department of the Treasury  
Internal Revenue Service

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.

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, AB DATA, LTD - 600 AB DATA DRIVE, MILWAUKEE, WI 53217	DATA MGMT SVS		X	0.	1,405,199.	-1,405,199.
COMMUNITY COUNSELING SERVICE, INC - 461 5TH AVE., 3RD TYCHERSTEIN LLC - 5925 FOREST LANE, STE 410, DALLAS, TX	CONSULTING SVS		X	0.	325,000.	-325,000.
PDR II - 79 CHAPEL STREET, NEWTON, MA 02458	TELEMARKETING SVS		X	0.	183,002.	-183,002.
BLUE STATE DIGITAL - 406 7TH ST. NW, 3RD FLOOR, LAUTMAN MASKA NEILL & COMPANY - 1730 RHODE ISLAND AVE. NW, INTEGRAL - DC - 1203 19TH ST. NW, STE 500, WASHINGTON, DC	STRATEGIC CONSULTING		X	0.	170,126.	-170,126.
L & E MERIDIAN - 7400 FULLERTON RD., STE 410, CAROL ENTERS LIST COMPANY - 9663C MAIN ST., FAIRFAX, VA	MAILING SVS		X	0.	120,123.	-120,123.
	LIST MANAGEMENT		X	0.	102,489.	-102,489.
<b>Total</b>					<b>3,196,975.</b>	<b>-3,196,975.</b>

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
		UKRAINE TRIP (event type)	DOR (event type)	21 (total number)	(add col. (a) through col. (c))
Revenue	<b>1</b> Gross receipts .....	1,714,800.	2,688,422.	2,955,626.	7,358,848.
	<b>2</b> Less: Charitable contributions .....	1,563,608.	2,516,672.	2,305,465.	6,385,745.
	<b>3</b> Gross income (line 1 minus line 2) .....	151,192.	171,750.	650,161.	973,103.
Direct Expenses	<b>4</b> Cash prizes .....				
	<b>5</b> Noncash prizes .....				
	<b>6</b> Rent/facility costs .....				
	<b>7</b> Food and beverages .....				
	<b>8</b> Entertainment .....				
	<b>9</b> Other direct expenses .....	204,346.	2,947.	1,112,907.	1,320,200.
	<b>10</b> Direct expense summary. Add lines 4 through 9 in column (d) .....				( 1,320,200 )
	<b>11</b> Net income summary. Combine line 3, column (d), and line 10 .....				-347,097.

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

		(a) Bingo	(b) Pull tabs/instant bingo/progressive bingo	(c) Other gaming	(d) Total gaming (add col. (a) through col. (c))
Revenue	<b>1</b> Gross revenue .....				
Direct Expenses	<b>2</b> Cash prizes .....				
	<b>3</b> Noncash prizes .....				
	<b>4</b> Rent/facility costs .....				
	<b>5</b> Other direct expenses .....				
	<b>6</b> 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	
	<b>7</b> Direct expense summary. Add lines 2 through 5 in column (d) .....				( )
	<b>8</b> 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:
 

<b>13a</b>		%
<b>13b</b>		%

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

Name ▶ \_\_\_\_\_

Address ▶ \_\_\_\_\_

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

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

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

Name ▶ \_\_\_\_\_

Address ▶ \_\_\_\_\_

16 Gaming manager information:

Name ▶ \_\_\_\_\_

Gaming manager compensation ▶ \$ \_\_\_\_\_

Description of services provided ▶ \_\_\_\_\_

- Director/officer
- Employee
- Independent contractor

17 Mandatory distributions:

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

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

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

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

(I) NAME OF FUNDRAISER: PRODUCTION SOLUTIONS

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

(I) NAME OF FUNDRAISER: COMMUNITY COUNSELING SERVICE, INC

(I) ADDRESS OF FUNDRAISER: 461 5TH AVE., 3RD FLOOR, NEW YORK, NY 10017

(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 ST. NW, 3RD FLOOR, WASHINGTON, DC 20004

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

(I) ADDRESS OF FUNDRAISER:

1730 RHODE ISLAND AVE. NW, STE 301, WASHINGTON, DC 20036

(I) NAME OF FUNDRAISER: INTEGRAL - DC

(I) ADDRESS OF FUNDRAISER: 1203 19TH ST. NW, STE 500, WASHINGTON, DC 20036

(I) NAME OF FUNDRAISER: L & E MERIDIAN

(I) ADDRESS OF FUNDRAISER:

7400 FULLERTON RD., STE 410, SPRINGFIELD, VA 22153

(I) NAME OF FUNDRAISER: CAROL ENTERS LIST COMPANY

(I) ADDRESS OF FUNDRAISER: 9663C MAIN ST. , FAIRFAX, VA 22032

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

ACTIVITIES:

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

**Part IV** Supplemental Information (continued)

-COMMUNITY COUNSELING SERVICE COMPANY: FEASIBILITY AND PLANNING STUDY

-CAROL ENTERS LIST COMPANY COPYWRITER: LIST MANAGEMENT SERVICES

-INTEGRAL - DC LLC: ANALYTICAL SERVICES

-LAUTMAN MASK 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

2011

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. Check this box if no one recipient received more than \$5,000. Part II can be duplicated if additional space is needed.

Table with 7 columns: (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

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

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

(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
CAHS-IFZ EXCHANGE	1	14,600.	0.		
BEN AND ZELDA COHEN FELLOWSHIP	3	58,000.	0.		
CUMMINGS FOUNDATION FELLOWSHIP	3	22,700.	0.		
HEIDEMAN	2	40,250.	0.		
RAUL HILBERG FELLOWSHIP	1	6,514.	0.		

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

SCHEDULE I, PART I, LINE 2: USE OF GRAND 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.

Schedule I (Form 990)

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
RESEARCH FELLOWSHIP OF THE MILES LERMAN CENTER-STUDY OF JEWISH RESISTANCE	1.	21,000.	0.		
INA LEVINE INVITATIONAL SCHOLAR FELLOWSHIP	2.	57,200.	0.		
MATHEW FAMILY FELLOWSHIP	1.	7,000.	0.		
LEON MILMAN MEMORIAL FELLOWSHIP	1.	10,500.	0.		
JUDITH B. AND BURTON P. RESNICK POSTDOCTORAL FELLOWSHIP	1.	28,500.	0.		
PEARL RESNICK POSTDOCTORAL FELLOWSHIP	2.	29,200.	0.		
CHARLES H. REYSON FOUNDATION FELLOWSHIP	6.	32,086.	0.		
SHAPPELL FAMILY FOUNDATION FELLOWSHIP	1.	14,500.	0.		
L. DENNIS AND SUSAN R. SHAPIRO FELLOWSHIP	1.	4,000.	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
HIGHER SCHOOL OF ECONOMICS - CUMMINGS SIX WEEK RESEARCH ASSISTANT	1.	3,000.	0.		
HIGHER SCHOOL OF ECONOMICS - SIX WEEK RESEARCH ASSISTANT	1.	3,000.	0.		
SUMMER GRADUATE RESEARCH ASSISTANT - CUMMINGS	1.	7,500.	0.		
RAAB FOUNDATION FELLOWSHIP	1.	11,000.	0.		
J. B. AND MAURICE C. SHAPIRO SENIOR SCHOLAR-IN-RESIDENCE FELLOWSHIP	2.	77,500.	0.		
SOSLAND FOUNDATION FELLOWSHIP	4.	67,500.	0.		
SUMMER GRADUATE RESEARCH ASSISTANTSHIP	3.	24,000.	0.		
TIZFORAH WIESEL FELLOWSHIP	3.	63,000.	0.		
DIANE AND HOWARD WOHL FELLOWSHIP	5.	69,400.	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

**2011**

Open to Public Inspection

Name of the organization **THE UNITED STATES HOLOCAUST MEMORIAL MUSEUM**

Employer identification number  
**52-1309391**

**Part I Questions Regarding Compensation**

**1a** Check the appropriate box(es) if the organization provided any of the following to or for a person listed in Form 990, Part VII, Section A, line 1a. Complete Part III to provide any relevant information regarding these items.

- |  |  |
|--|--|
| <input type="checkbox"/> First-class or charter travel             | <input type="checkbox"/> Housing allowance or residence for personal use |
| <input type="checkbox"/> Travel for companions                     | <input type="checkbox"/> Payments for business use of personal residence |
| <input type="checkbox"/> Tax indemnification and gross-up payments | <input type="checkbox"/> Health or social club dues or initiation fees   |
| <input type="checkbox"/> Discretionary spending account            | <input type="checkbox"/> Personal services (e.g., maid, chauffeur, chef) |

**b** If any of the boxes on line 1a are checked, did the organization follow a written policy regarding payment or reimbursement or provision of all of the expenses described above? If "No," complete Part III to explain

**2** Did the organization require substantiation prior to reimbursing or allowing expenses incurred by all officers, directors, trustees, and the CEO/Executive Director, regarding the items checked in line 1a?

**3** Indicate which, if any, of the following the filing organization used to establish the compensation of the organization's CEO/Executive Director. Check all that apply. Do not check any boxes for methods used by a related organization to establish compensation of the CEO/Executive Director. Explain in Part III.

- |   |   |
|---|---|
| <input checked="" type="checkbox"/> Compensation committee              | <input checked="" type="checkbox"/> Written employment contract                     |
| <input checked="" type="checkbox"/> Independent compensation consultant | <input checked="" type="checkbox"/> Compensation survey or study                    |
| <input type="checkbox"/> Form 990 of other organizations                | <input checked="" type="checkbox"/> Approval by the board or compensation committee |

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

**a** Receive a severance payment or change-of-control payment?

**b** Participate in, or receive payment from, a supplemental nonqualified retirement plan?

**c** Participate in, or receive payment from, an equity-based compensation arrangement?

If "Yes" to any of lines 4a-c, list the persons and provide the applicable amounts for each item in Part III.

**Only section 501(c)(3) 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?

**b** Any related organization?

If "Yes" to line 5a or 5b, describe in Part III.

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

**a** The organization?

**b** Any related organization?

If "Yes" to line 6a or 6b, describe in Part III.

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

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

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

	Yes	No
1a		
1b		
2		
3		
4a		X
4b	X	
4c		X
5a		X
5b		X
6a		X
6b		X
7		X
8		X
9		

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

Schedule J (Form 990) 2011

**Part I 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	(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	(i)	445,720.	0.	112,900.	11,246.	609,710.	0.
	(ii)	0.	0.	0.	0.	0.	0.
2 WILLIAM PARSONS	(i)	158,253.	24,710.	27,573.	15,640.	227,494.	0.
	(ii)	0.	0.	0.	0.	0.	0.
3 MINNIE CARMICHAEL	(i)	148,965.	0.	11,531.	8,924.	180,951.	0.
	(ii)	0.	0.	0.	0.	0.	0.
4 JORDAN TANNENBAUM	(i)	287,652.	15,000.	29,400.	26,727.	382,363.	0.
	(ii)	0.	0.	0.	0.	0.	0.
5 LORNA MILES	(i)	205,286.	0.	16,590.	7,242.	230,365.	0.
	(ii)	0.	0.	0.	0.	0.	0.
6 TANELL COLEMAN	(i)	150,500.	0.	23,743.	7,524.	183,049.	0.
	(ii)	0.	0.	0.	0.	0.	0.
7 AMY FARRIER	(i)	212,137.	12,000.	25,594.	5,460.	264,420.	0.
	(ii)	0.	0.	0.	0.	0.	0.
8 JILL WEINBERG	(i)	192,033.	16,655.	26,310.	15,525.	273,397.	0.
	(ii)	0.	0.	0.	0.	0.	0.
9 ANDREA BARCHAS	(i)	191,039.	12,000.	26,707.	24,977.	277,614.	0.
	(ii)	0.	0.	0.	0.	0.	0.
10 JOSEPH KRAUS	(i)	194,011.	0.	25,115.	4,815.	234,845.	0.
	(ii)	0.	0.	0.	0.	0.	0.
11 GEORGE HELLMAN	(i)	143,338.	12,000.	20,522.	15,985.	214,179.	0.
	(ii)	0.	0.	0.	0.	0.	0.
12	(i)						
(ii)							
13	(i)						
(ii)							
14	(i)						
(ii)							
15	(i)						
(ii)							
16	(i)						
(ii)							



Part III Supplemental Information

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

PART I, LINE 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)**

**Noncash Contributions**

OMB No. 1545-0047

**2011**

Open to Public Inspection

Department of the Treasury  
Internal Revenue Service

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

Name of the organization **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	567		
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		375,420.	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) (2011)

**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

**2011**

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) (2011)

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01-23-12

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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

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THREATS 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 30 MILLION

VISITORS, INCLUDING MORE THAN 9 MILLION SCHOOL CHILDREN AND 91 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 HOLOCAUST, ON

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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

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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 UNDER THE CURRENT CONTRACT, 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

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MUSEUM DIRECTOR'S RETIREMENT PLAN WHEN COMPARED WITH OTHER SIMILARLY

SITUATED SENIOR EXECUTIVES, AND ADJUSTED IT ACCORDINGLY.

THE CURRENT WRITTEN EMPLOYMENT CONTRACT 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

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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 XI, LINE 5, CHANGES IN NET ASSETS:

NET UNREALIZED GAINS ON INVESTMENTS: 24,789,044.

FORM 990, PART XII, LINE 2C

THE PROCESS FOR OVERSIGHT OF THE AUDITED FINANCIAL STATEMENTS:

THE PROCESS HAS NOT CHANGED FROM THE PRIOR YEAR.





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

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

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

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

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

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

