

Return of Organization Exempt From Income Tax

Under section 501(c), 527, or 4947(a)(1) of the Internal Revenue Code (except private foundations)

▶ Do not enter Social Security numbers on this form as it may be made public.

▶ Information about Form 990 and its instructions is at www.irs.gov/form990.

A For the 2017 calendar year, or tax year beginning 10/01, 2017, and ending 09/30, 2018

B Check if applicable:	<input type="checkbox"/> Address change	C Name of organization THE UNITED STATES HOLOCAUST MEMORIAL MUSEUM		D Employer identification number 52-1309391	
	<input type="checkbox"/> Name change	Doing Business As		E Telephone number (202) 488-2667	
	<input type="checkbox"/> Initial return	Number and street (or P.O. box if mail is not delivered to street address) Room/suite 100 RAOUL WALLENBERG PLACE, S.W.		G Gross receipts \$ 191,813,584.	
	<input type="checkbox"/> Terminated	City or town, state or province, country, and ZIP or foreign postal code WASHINGTON, DC 20024			
<input type="checkbox"/> Amended return	F Name and address of principal officer: SARA J. BLOOMFIELD		H(a) Is this a group return for subordinates? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
<input type="checkbox"/> Application pending	SAME AS C ABOVE		H(b) Are all subordinates included? <input type="checkbox"/> Yes <input type="checkbox"/> No		
I Tax-exempt status: <input checked="" type="checkbox"/> 501(c)(3) <input type="checkbox"/> 501(c) () (insert no.) <input type="checkbox"/> 4947(a)(1) or <input type="checkbox"/> 527			H(c) Group exemption number ▶		
J Website: ▶ WWW.USHMM.ORG			K Form of organization: <input type="checkbox"/> Corporation <input type="checkbox"/> Trust <input type="checkbox"/> Association <input checked="" type="checkbox"/> Other ▶ U.S. GOVT		
			L Year of formation: 1980		M State of legal domicile: DC

Part I Summary

		1 Briefly describe the organization's mission or most significant activities: <u>SEE SCHEDULE O</u>	
Activities & Governance		2 Check this box <input type="checkbox"/> if the organization discontinued its operations or disposed of more than 25% of its net assets.	
		3 Number of voting members of the governing body (Part VI, line 1a)	3 65.
		4 Number of independent voting members of the governing body (Part VI, line 1b)	4 65.
		5 Total number of individuals employed in calendar year 2017 (Part V, line 2a)	5 506.
		6 Total number of volunteers (estimate if necessary)	6 468.
		7a Total unrelated business revenue from Part VIII, column (C), line 12	7a -6,773.
		7b Net unrelated business taxable income from Form 990-T, line 34	7b 68,367.
Revenue			COPIES FOR PUBLIC INSPECTION
	8 Contributions and grants (Part VIII, line 1h)	Prior Year	Current Year
	9 Program service revenue (Part VIII, line 2g)	145,554,542.	132,151,005.
	10 Investment income (Part VIII, column (A), lines 3, 4, and 7d)	0.	0.
	11 Other revenue (Part VIII, column (A), lines 5, 6d, 8c, 9c, 10c, and 11e)	10,912,093.	13,994,439.
	12 Total revenue - add lines 8 through 11 (must equal Part VIII, column (A), line 12)	2,453,480.	2,570,851.
	13 Grants and similar amounts paid (Part IX, column (A), lines 1-3)	158,920,115.	148,716,295.
	14 Benefits paid to or for members (Part IX, column (A), line 4)	576,516.	620,800.
	15 Salaries, other compensation, employee benefits (Part IX, column (A), lines 5-10)	0.	0.
	16a Professional fundraising fees (Part IX, column (A), line 11e)	59,835,709.	61,665,115.
	16b Total fundraising expenses (Part IX, column (D), line 25) ▶ 14,846,659.	4,074,943.	4,195,346.
	Expenses	17 Other expenses (Part IX, column (A), lines 11a-11d, 11f-24e)	50,139,510.
18 Total expenses. Add lines 13-17 (must equal Part IX, column (A), line 25)		114,626,678.	121,555,722.
19 Revenue less expenses. Subtract line 18 from line 12		44,293,437.	27,160,573.
		Beginning of Current Year	End of Year
Net Assets or Fund Balances	20 Total assets (Part X, line 16)	648,611,580.	701,514,737.
	21 Total liabilities (Part X, line 26)	83,069,191.	86,425,808.
	22 Net assets or fund balances. Subtract line 21 from line 20.	565,542,389.	615,088,929.

Part II Signature Block

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

Sign Here	▶	Date	<u>7/11/2019</u>
	▶ POLLY POVEJSIL HEATH Type or print name and title	CFO	
Paid Preparer Use Only	Print/Type preparer's name	Preparer's signature	Date
	MARC BERGER		07/11/2019
	Firm's name ▶ BDO USA, LLP	Check <input type="checkbox"/> if self-employed	PTIN P01871563
Firm's address ▶ 8401 GREENSBORO DRIVE, #800 MCLEAN, VA 22102		Firm's EIN ▶ 13-5381590	Phone no. 703-893-0600

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

For Paperwork Reduction Act Notice, see the separate instructions.

Part III Statement of Program Service Accomplishments

Check if Schedule O contains a response or note to any line in this Part III Yes No

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 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 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 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 \$ 84,589,304. including grants of \$ 620,800.) (Revenue \$ 2,635,049.)
A LIVING MEMORIAL TO THE HOLOCAUST, THE UNITED STATES HOLOCAUST
MEMORIAL MUSEUM INSPIRES CITIZENS AND LEADERS WORLDWIDE TO
CONFRONT HATRED, PREVENT GENOCIDE, AND PROMOTE HUMAN DIGNITY.
FEDERAL SUPPORT GUARANTEES THE MUSEUM'S PERMANENT PLACE ON THE
NATIONAL MALL, AND ITS FAR-REACHING EDUCATIONAL PROGRAMS AND
GLOBAL IMPACT ARE MADE POSSIBLE BY GENEROUS DONORS. (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 84,589,304.

Part IV Checklist of Required Schedules

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

Part IV Checklist of Required Schedules (continued)

		Yes	No
20a	Did the organization operate one or more hospital facilities? <i>If "Yes," complete Schedule H.</i>		X
b	If "Yes" to line 20a, did the organization attach a copy of its audited financial statements to this return?		
21	Did the organization report more than \$5,000 of grants or other assistance to any domestic organization or domestic government 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 or other assistance to or for domestic individuals 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 25a.</i>		X
b	Did the organization invest any proceeds of tax-exempt bonds beyond a temporary period exception?		
c	Did the organization maintain an escrow account other than a refunding escrow at any time during the year to defease any tax-exempt bonds?		
d	Did the organization act as an "on behalf of" issuer for bonds outstanding at any time during the year?		
25a	Section 501(c)(3), 501(c)(4), and 501(c)(29) organizations. Did the organization engage in an excess benefit transaction with a disqualified person during the year? <i>If "Yes," complete Schedule L, Part I.</i>		X
b	Is the organization aware that it engaged in an excess benefit transaction with a disqualified person in a prior year, and that the transaction has not been reported on any of the organization's prior Forms 990 or 990-EZ? <i>If "Yes," complete Schedule L, Part I.</i>		X
26	Did the organization report any amount on Part X, line 5, 6, or 22 for receivables from or payables to any current or former officers, directors, trustees, key employees, highest compensated employees, or disqualified persons? <i>If "Yes," complete Schedule L, Part II.</i>		X
27	Did the organization provide a grant or other assistance to an officer, director, trustee, key employee, substantial contributor or employee thereof, a grant selection committee member, or to a 35% controlled entity or family member of any of these persons? <i>If "Yes," complete Schedule L, Part III.</i>		X
28	Was the organization a party to a business transaction with one of the following parties (see Schedule L, Part IV instructions for applicable filing thresholds, conditions, and exceptions):		
a	A current or former officer, director, trustee, or key employee? <i>If "Yes," complete Schedule L, Part IV.</i>		X
b	A family member of a current or former officer, director, trustee, or key employee? <i>If "Yes," complete Schedule L, Part IV.</i>		X
c	An entity of which a current or former officer, director, trustee, or key employee (or a family member thereof) was an officer, director, trustee, or direct or indirect owner? <i>If "Yes," complete Schedule L, Part IV.</i>		X
29	Did the organization receive more than \$25,000 in non-cash contributions? <i>If "Yes," complete Schedule M.</i>	X	
30	Did the organization receive contributions of art, historical treasures, or other similar assets, or qualified conservation contributions? <i>If "Yes," complete Schedule M.</i>	X	
31	Did the organization liquidate, terminate, or dissolve and cease operations? <i>If "Yes," complete Schedule N, Part I.</i>		X
32	Did the organization sell, exchange, dispose of, or transfer more than 25% of its net assets? <i>If "Yes," complete Schedule N, Part II.</i>		X
33	Did the organization own 100% of an entity disregarded as separate from the organization under Regulations sections 301.7701-2 and 301.7701-3? <i>If "Yes," complete Schedule R, Part I.</i>		X
34	Was the organization related to any tax-exempt or taxable entity? <i>If "Yes," complete Schedule R, Part II, III, or IV, and Part V, line 1.</i>		X
35a	Did the organization have a controlled entity within the meaning of section 512(b)(13)?		X
b	If "Yes" to line 35a, did the organization receive any payment from or engage in any transaction with a controlled entity within the meaning of section 512(b)(13)? <i>If "Yes," complete Schedule R, Part V, line 2.</i>		
36	Section 501(c)(3) organizations. Did the organization make any transfers to an exempt non-charitable related organization? <i>If "Yes," complete Schedule R, Part V, line 2.</i>		X
37	Did the organization conduct more than 5% of its activities through an entity that is not a related organization and that is treated as a partnership for federal income tax purposes? <i>If "Yes," complete Schedule R, Part VI.</i>		X
38	Did the organization complete Schedule O and provide explanations in Schedule O for Part VI, lines 11b and 19? Note. All Form 990 filers are required to complete Schedule O.	X	

Part V Statements Regarding Other IRS Filings and Tax Compliance

Check if Schedule O contains a response or note to any line in this Part V

Table with columns for line numbers (1a-14b), descriptions of questions, and Yes/No columns. Includes entries for Form 1096, Form W-2G, Form W-3, Form 8886-T, Form 8282, Form 8899, Form 1098-C, Form 990, Form 720, and Form 709.

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 or note to any line in this Part VI

Section A. Governing Body and Management

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

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

Table with 3 columns: Question, Yes, No. Rows include: 10a Did the organization have local chapters, branches, or affiliates?; 10b If "Yes," did the organization have written policies and procedures governing the activities of such chapters, affiliates, and branches to ensure their operations are consistent with the organization's exempt purposes?; 11a Has the organization provided a complete copy of this Form 990 to all members of its governing body before filing the form?; 11b Describe in Schedule O the process, if any, used by the organization to review this Form 990; 12a Did the organization have a written conflict of interest policy? If "No," go to line 13; 12b Were officers, directors, or trustees, and key employees required to disclose annually interests that could give rise to conflicts?; 12c Did the organization regularly and consistently monitor and enforce compliance with the policy? If "Yes," describe in Schedule O how this was done; 13 Did the organization have a written whistleblower policy?; 14 Did the organization have a written document retention and destruction policy?; 15 Did the process for determining compensation of the following persons include a review and approval by independent persons, comparability data, and contemporaneous substantiation of the deliberation and decision?; 15a The organization's CEO, Executive Director, or top management official; 15b Other officers or key employees of the organization; 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?; 16b If "Yes," did the organization follow a written policy or procedure requiring the organization to evaluate its participation in joint venture arrangements under applicable federal tax law, and take steps to safeguard the organization's exempt status with respect to such arrangements?

Section C. Disclosure

- 17 List the states with which a copy of this Form 990 is required to be filed
18 Section 6104 requires an organization to make its Forms 1023 (or 1024 if applicable), 990, and 990-T (Section 501(c)(3)s only) available for public inspection. Indicate how you made these available. Check all that apply.
19 Describe in Schedule O whether (and if so, how) the organization made its governing documents, conflict of interest policy, and financial statements available to the public during the tax year.
20 State the name, address, and telephone number of the person who possesses the organization's books and records:

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

Check if Schedule O contains a response or note to any line in this Part VII.

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

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

- List all of the organization's **current** officers, directors, trustees (whether individuals or organizations), regardless of amount of compensation. Enter -0- in columns (D), (E), and (F) if no compensation was paid.
- List all of the organization's **current** key employees, if any. See instructions for definition of "key employee."
- List the organization's five **current** highest compensated employees (other than an officer, director, trustee, or key employee) who received reportable compensation (Box 5 of Form W-2 and/or Box 7 of Form 1099-MISC) of more than \$100,000 from the organization and any related organizations.
- List all of the organization's **former** officers, key employees, and highest compensated employees who received more than \$100,000 of reportable compensation from the organization and any related organizations.
- List all of the organization's **former** directors or trustees that received, in the capacity as a former director or trustee of the organization, more than \$10,000 of reportable compensation from the organization and any related organizations.

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

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

(A) Name and Title	(B) Average hours per week (list any hours for related organizations below dotted line)	(C) Position (do not check more than one box, unless person is both an officer and a director/trustee)						(D) Reportable compensation from the organization (W-2/1099-MISC)	(E) Reportable compensation from related organizations (W-2/1099-MISC)	(F) Estimated amount of other compensation from the organization and related organizations
		Individual trustee or director	Institutional trustee	Officer	Key employee	Highest compensated employee	Former			
(1) HOWARD M. LORBER CHAIRMAN, COUNCIL	7.00 0.	X		X				0.	0.	0.
(2) ALLAN M. HOLT VICE CHAIRMAN, COUNCIL	4.00 0.	X		X				0.	0.	0.
(3) WALTER RAY ALLEN, JR. COUNCIL MEMBER	1.00 0.	X						0.	0.	0.
(4) LAURENCE M. BAER COUNCIL MEMBER	1.00 0.	X						0.	0.	0.
(5) DANIEL BENJAMIN COUNCIL MEMBER	1.00 0.	X						0.	0.	0.
(6) TOM A. BERNSTEIN CHAIRMAN EMERITUS, COUNCIL	1.00 0.	X						0.	0.	0.
(7) ELISA SPUNGEN BILDNER COUNCIL MEMBER (UNTIL 1/16/19)	1.00 0.	X						0.	0.	0.
(8) JOSHUA B. BOLTEN VICE CHAIR EMERITUS, COUNCIL	2.00 0.	X						0.	0.	0.
(9) MICHAEL S. BOSWORTH COUNCIL MEMBER	1.00 0.	X						0.	0.	0.
(10) ETHEL C. BROOKS COUNCIL MEMBER	1.00 0.	X						0.	0.	0.
(11) LEE T. BYCEL COUNCIL MEMBER (UNTIL 1/16/19)	1.00 0.	X						0.	0.	0.
(12) SARA DAREHSHORI COUNCIL MEMBER	1.00 0.	X						0.	0.	0.
(13) SHEFALI RAZDAN DUGGAL COUNCIL MEMBER (UNTIL 3/11/19)	1.00 0.	X						0.	0.	0.
(14) NORMAN L. EISEN COUNCIL MEMBER	1.00 0.	X						0.	0.	0.

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

(A) Name and title	(B) Average hours per week (list any hours for related organizations below dotted line)	(C) Position (do not check more than one box, unless person is both an officer and a director/trustee)						(D) Reportable compensation from the organization (W-2/1099-MISC)	(E) Reportable compensation from related organizations (W-2/1099-MISC)	(F) Estimated amount of other compensation from the organization and related organizations
		Individual trustee or director	Institutional trustee	Officer	Key employee	Highest compensated employee	Former			
(15) LEE A. FEINSTEIN COUNCIL MEMBER	2.00 0.	X					0.	0.	0.	
(16) RAFFI FREEDMAN-GURSPAN COUNCIL MEMBER	1.00 0.	X					0.	0.	0.	
(17) JORDAN T. GOODMAN COUNCIL MEMBER	1.00 0.	X					0.	0.	0.	
(18) SAMUEL N. GORDON COUNCIL MEMBER	1.00 0.	X					0.	0.	0.	
(19) GRANT T. HARRIS COUNCIL MEMBER (UNTIL 3/11/19)	1.00 0.	X					0.	0.	0.	
(20) SARAH K. HURWITZ COUNCIL MEMBER	1.00 0.	X					0.	0.	0.	
(21) PRISCILLA L. KERSTEN COUNCIL MEMBER	1.00 0.	X					0.	0.	0.	
(22) HOWARD KONAR COUNCIL MEMBER (UNTIL 3/11/19)	2.00 0.	X					0.	0.	0.	
(23) JONATHAN S. LAVINE COUNCIL MEMBER	1.00 0.	X					0.	0.	0.	
(24) EDWARD P. LAZARUS COUNCIL MEMBER	1.00 0.	X					0.	0.	0.	
(25) ALAN B. LAZOWSKI COUNCIL MEMBER (UNTIL 1/16/19)	1.00 0.	X					0.	0.	0.	
1b Sub-total							0.	0.	0.	
c Total from continuation sheets to Part VII, Section A							3,228,142.	0.	665,079.	
d Total (add lines 1b and 1c)							3,228,142.	0.	665,079.	

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 **▶** 186

	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
ATTACHMENT 1		

2 Total number of independent contractors (including but not limited to those listed above) who received more than \$100,000 in compensation from the organization **▶** 51

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

(A) Name and title	(B) Average hours per week (list any hours for related organizations below dotted line)	(C) Position (do not check more than one box, unless person is both an officer and a director/trustee)						(D) Reportable compensation from the organization (W-2/1099-MISC)	(E) Reportable compensation from related organizations (W-2/1099-MISC)	(F) Estimated amount of other compensation from the organization and related organizations
		Individual trustee or director	Institutional trustee	Officer	Key employee	Highest compensated employee	Former			
(26) STUART A. LEVEY COUNCIL MEMBER	1.00 0.	X						0.	0.	0.
(27) ERIC A. LEVINE COUNCIL MEMBER	1.00 0.	X						0.	0.	0.
(28) SUSAN G. LEVINE COUNCIL MEMBER	1.00 0.	X						0.	0.	0.
(29) SUSAN E. LOWENBERG COUNCIL MEMBER	2.00 0.	X						0.	0.	0.
(30) DAVID M. MARCHICK COUNCIL MEMBER	1.00 0.	X						0.	0.	0.
(31) LESLIE MEYERS COUNCIL MEMBER (UNTIL 1/16/19)	1.00 0.	X						0.	0.	0.
(32) TAMAR NEWBERGER COUNCIL MEMBER	1.00 0.	X						0.	0.	0.
(33) DEBORAH A. OPPENHEIMER COUNCIL MEMBER	1.00 0.	X						0.	0.	0.
(34) ERIC P. ORTNER COUNCIL MEMBER	1.00 0.	X						0.	0.	0.
(35) DANA M. PERLMAN COUNCIL MEMBER	1.00 0.	X						0.	0.	0.
(36) MICHAEL P. POLSKY COUNCIL MEMBER	1.00 0.	X						0.	0.	0.
1b Sub-total										
c Total from continuation sheets to Part VII, Section A										
d Total (add lines 1b and 1c)										

2 Total number of individuals (including but not limited to those listed above) who received more than \$100,000 of reportable compensation from the organization **▶ 186**

	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

2 Total number of independent contractors (including but not limited to those listed above) who received more than \$100,000 in compensation from the organization **▶**

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

(A) Name and title	(B) Average hours per week (list any hours for related organizations below dotted line)	(C) Position (do not check more than one box, unless person is both an officer and a director/trustee)						(D) Reportable compensation from the organization (W-2/1099-MISC)	(E) Reportable compensation from related organizations (W-2/1099-MISC)	(F) Estimated amount of other compensation from the organization and related organizations
		Individual trustee or director	Institutional trustee	Officer	Key employee	Highest compensated employee	Former			
(37) MICHAEL H. POSNER ----- COUNCIL MEMBER	1.00 ----- 0.	X					0.	0.	0.	
(38) RICHARD S. PRICE ----- COUNCIL MEMBER	1.00 ----- 0.	X					0.	0.	0.	
(39) RONALD RATNER ----- COUNCIL MEMBER	2.00 ----- 0.	X					0.	0.	0.	
(40) BENJAMIN J. RHODES ----- COUNCIL MEMBER	1.00 ----- 0.	X					0.	0.	0.	
(41) MELISSA ROGERS ----- COUNCIL MEMBER	1.00 ----- 0.	X					0.	0.	0.	
(42) DANIEL J. ROSEN ----- COUNCIL MEMBER	1.00 ----- 0.	X					0.	0.	0.	
(43) MENACHEM Z. ROSENSAFT ----- COUNCIL MEMBER	1.00 ----- 0.	X					0.	0.	0.	
(44) MICHAEL P. ROSS ----- COUNCIL MEMBER (UNTIL 3/11/19)	1.00 ----- 0.	X					0.	0.	0.	
(45) ELLIOT J. SCHRAGE ----- COUNCIL MEMBER	1.00 ----- 0.	X					0.	0.	0.	
(46) MAUREEN SCHULMAN ----- COUNCIL MEMBER	1.00 ----- 0.	X					0.	0.	0.	
(47) IRVIN N. SHAPELL ----- COUNCIL MEMBER	1.00 ----- 0.	X					0.	0.	0.	
1b Sub-total										
c Total from continuation sheets to Part VII, Section A										
d Total (add lines 1b and 1c)										

2 Total number of individuals (including but not limited to those listed above) who received more than \$100,000 of reportable compensation from the organization ► 186

	Yes	No
3 Did the organization list any former officer, director, or trustee, key employee, or highest compensated employee on line 1a? <i>If "Yes," complete Schedule J for such individual</i>		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? <i>If "Yes," complete Schedule J for such individual</i>	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? <i>If "Yes," complete Schedule J for such person</i>		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

2 Total number of independent contractors (including but not limited to those listed above) who received more than \$100,000 in compensation from the organization ►

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

(A) Name and title	(B) Average hours per week (list any hours for related organizations below dotted line)	(C) Position (do not check more than one box, unless person is both an officer and a director/trustee)						(D) Reportable compensation from the organization (W-2/1099-MISC)	(E) Reportable compensation from related organizations (W-2/1099-MISC)	(F) Estimated amount of other compensation from the organization and related organizations
		Individual trustee or director	Institutional trustee	Officer	Key employee	Highest compensated employee	Former			
(48) CINDY SIMON SKJODT COUNCIL MEMBER	2.00 0.	X						0.	0.	0.
(49) SCOTT STRAUS COUNCIL MEMBER (UNTIL 3/11/19)	1.00 0.	X						0.	0.	0.
(50) MICHELE TAYLOR COUNCIL MEMBER (UNTIL 1/16/19)	1.00 0.	X						0.	0.	0.
(51) HOWARD D. UNGER COUNCIL MEMBER	2.00 0.	X						0.	0.	0.
(52) CLEMANTINE WAMARIYA COUNCIL MEMBER	1.00 0.	X						0.	0.	0.
(53) ANDREW J. WEINSTEIN COUNCIL MEMBER	1.00 0.	X						0.	0.	0.
(54) JEREMY M. WEINSTEIN COUNCIL MEMBER	1.00 0.	X						0.	0.	0.
(55) DANIEL G. WEISS COUNCIL MEMBER	1.00 0.	X						0.	0.	0.
(56) THE HON. BENJAMIN L. CARDIN COUNCIL MEMBER (SPRING 2018)	1.00 0.	X						0.	0.	0.
(57) THE HONORABLE TED DEUTCH COUNCIL MEMBER	1.00 0.	X						0.	0.	0.
(58) THE HONORABLE AL FRANKEN COUNCIL MEMBER (UNTIL 1/2/18)	1.00 0.	X						0.	0.	0.
1b Sub-total										
c Total from continuation sheets to Part VII, Section A										
d Total (add lines 1b and 1c)										

2 Total number of individuals (including but not limited to those listed above) who received more than \$100,000 of reportable compensation from the organization **▶** 186

- 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*
- 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*
- 5** Did any person listed on line 1a receive or accrue compensation from any unrelated organization or individual for services rendered to the organization? *If "Yes," complete Schedule J for such person*

	Yes	No
3		X
4	X	
5		X

Section B. Independent Contractors

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

(A) Name and business address	(B) Description of services	(C) Compensation

2 Total number of independent contractors (including but not limited to those listed above) who received more than \$100,000 in compensation from the organization **▶**

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

(A) Name and title	(B) Average hours per week (list any hours for related organizations below dotted line)	(C) Position (do not check more than one box, unless person is both an officer and a director/trustee)						(D) Reportable compensation from the organization (W-2/1099-MISC)	(E) Reportable compensation from related organizations (W-2/1099-MISC)	(F) Estimated amount of other compensation from the organization and related organizations
		Individual trustee or director	Institutional trustee	Officer	Key employee	Highest compensated employee	Former			
(59) THE HONORABLE ORRIN G. HATCH COUNCIL MEMBER (UNTIL 1/3/19)	1.00 0.	X					0.	0.	0.	
(60) THE HONORABLE DAVID KUSTOFF COUNCIL MEMBER	1.00 0.	X					0.	0.	0.	
(61) THE HON. ILEANA ROS-LEHTINEN COUNCIL MEMBER (UNTIL 1/3/19)	1.00 0.	X					0.	0.	0.	
(62) THE HONORABLE MARCO RUBIO COUNCIL MEMBER	1.00 0.	X					0.	0.	0.	
(63) THE HONORABLE BERNARD SANDERS COUNCIL MEMBER	1.00 0.	X					0.	0.	0.	
(64) THE HONORABLE BRAD SCHNEIDER COUNCIL MEMBER	1.00 0.	X					0.	0.	0.	
(65) THE HONORABLE TIM SCOTT COUNCIL MEMBER	1.00 0.	X					0.	0.	0.	
(66) THE HONORABLE LEE ZELDIN COUNCIL MEMBER	1.00 0.	X					0.	0.	0.	
(67) SARA J. BLOOMFIELD DIRECTOR	40.00 0.			X			545,275.	0.	169,547.	
(68) POLLY HEATH CHIEF FINANCIAL OFFICER	40.00 0.			X			296,238.	0.	34,058.	
(69) JESSICA VIGGIANO DIR, COUNCIL RELATIONS	40.00 0.			X			105,693.	0.	13,729.	
1b Sub-total										
c Total from continuation sheets to Part VII, Section A										
d Total (add lines 1b and 1c)										

2 Total number of individuals (including but not limited to those listed above) who received more than \$100,000 of reportable compensation from the organization **▶** 186

	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

2 Total number of independent contractors (including but not limited to those listed above) who received more than \$100,000 in compensation from the organization **▶**

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

(A) Name and title	(B) Average hours per week (list any hours for related organizations below dotted line)	(C) Position (do not check more than one box, unless person is both an officer and a director/trustee)						(D) Reportable compensation from the organization (W-2/1099-MISC)	(E) Reportable compensation from related organizations (W-2/1099-MISC)	(F) Estimated amount of other compensation from the organization and related organizations
		Individual trustee or director	Institutional trustee	Officer	Key employee	Highest compensated employee	Former			
(70) JORDAN TANNENBAUM CHIEF DEVELOPMENT OFFICER	40.00 0.				X			365,715.	0.	63,729.
(71) TANELL COLEMAN CHIEF MUSEUM OPER OFFICER	40.00 0.				X			204,498.	0.	41,098.
(72) SARAH OGILVIE CHIEF PROGRAM OFFICER	40.00 0.				X			198,959.	0.	53,212.
(73) RONALD CUFFE GENERAL COUNSEL	40.00 0.				X			162,401.	0.	33,379.
(74) ERAN GASKO DEP, CHIEF DEV OFFICER	40.00 0.					X		317,675.	0.	63,468.
(75) JILL WEINBERG DIR, MIDWEST REGION	40.00 0.					X		292,176.	0.	52,654.
(76) ANDREA BARCHAS DIR, NORTHEAST REGION	40.00 0.					X		285,275.	0.	43,359.
(77) GEORGE HELLMAN ASSOC DEPUTY CHIEF DEV OFCR	40.00 0.					X		233,368.	0.	47,855.
(78) STEVEN KLAPPHOLZ DIR, W. REGION (UNTIL 3/3/18)	40.00 0.					X		220,869.	0.	48,991.
1b Sub-total										
c Total from continuation sheets to Part VII, Section A										
d Total (add lines 1b and 1c)										

2 Total number of individuals (including but not limited to those listed above) who received more than \$100,000 of reportable compensation from the organization **▶** 186

	Yes	No
3 Did the organization list any former officer, director, or trustee, key employee, or highest compensated employee on line 1a? <i>If "Yes," complete Schedule J for such individual</i>		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? <i>If "Yes," complete Schedule J for such individual</i>	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? <i>If "Yes," complete Schedule J for such person</i>		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

2 Total number of independent contractors (including but not limited to those listed above) who received more than \$100,000 in compensation from the organization **▶**

Part VIII Statement of Revenue

Check if Schedule O contains a response or note to any line in this Part VIII.

			(A) Total revenue	(B) Related or exempt function revenue	(C) Unrelated business revenue	(D) Revenue excluded from tax under sections 512-514	
Contributions, Gifts, Grants and Other Similar Amounts	1a Federated campaigns	1a					
	b Membership dues	1b	11,701,740.				
	c Fundraising events	1c	9,205,071.				
	d Related organizations	1d					
	e Government grants (contributions)	1e	53,647,289.				
	f All other contributions, gifts, grants, and similar amounts not included above	1f	57,596,905.				
	g Noncash contributions included in lines 1a-1f: \$		4,805,263.				
	h Total. Add lines 1a-1f		132,151,005.				
Program Service Revenue	2a _____	Business Code					
	b _____						
	c _____						
	d _____						
	e _____						
	f All other program service revenue						
	g Total. Add lines 2a-2f		0.				
Other Revenue	3 Investment income (including dividends, interest, and other similar amounts).		9,141,719.		-6,773.	9,148,492.	
	4 Income from investment of tax-exempt bond proceeds		0.				
	5 Royalties		0.				
	6a Gross rents	(i) Real					
		(ii) Personal					
		b Less: rental expenses					
		c Rental income or (loss)					
	d Net rental income or (loss)		0.				
	7a Gross amount from sales of assets other than inventory	(i) Securities					
		(ii) Other					
		b Less: cost or other basis and sales expenses					
		c Gain or (loss)					
	d Net gain or (loss)		4,852,720.			4,852,720.	
	8a Gross income from fundraising events (not including \$ 9,205,071. of contributions reported on line 1c). See Part IV, line 18	a	1,885,575.				
		b Less: direct expenses	b	2,071,202.			
c Net income or (loss) from fundraising events			-185,627.			-185,627.	
9a Gross income from gaming activities. See Part IV, line 19	a						
	b Less: direct expenses	b					
	c Net income or (loss) from gaming activities		0.				
10a Gross sales of inventory, less returns and allowances	a	2,226,260.					
	b Less: cost of goods sold	b	972,731.				
	c Net income or (loss) from sales of inventory		1,253,529.	1,253,529.			
Miscellaneous Revenue		Business Code					
11a <u>IMPUTED INCOME</u>		900099	1,156,167.	1,156,167.			
	b <u>CAFE</u>	900099	121,429.		121,429.		
	c <u>OTHER</u>	900099	225,353.	225,353.			
	d All other revenue						
e Total. Add lines 11a-11d			1,502,949.				
12 Total revenue. See instructions.			148,716,295.	2,635,049.	-6,773.	13,937,014.	

Part IX Statement of Functional Expenses

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

Check if Schedule O contains a response or note to any line in this Part IX X

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

	(A) Total expenses	(B) Program service expenses	(C) Management and general expenses	(D) Fundraising expenses
1 Grants and other assistance to domestic organizations and domestic governments. See Part IV, line 21	0.			
2 Grants and other assistance to domestic individuals. See Part IV, line 22	326,250.	326,250.		
3 Grants and other assistance to foreign organizations, foreign governments, and foreign individuals. See Part IV, lines 15 and 16	294,550.	294,550.		
4 Benefits paid to or for members	0.			
5 Compensation of current officers, directors, trustees, and key employees	3,830,709.	259,714.	1,546,914.	2,024,081.
6 Compensation not included above, to disqualified persons (as defined under section 4958(f)(1)) and persons described in section 4958(c)(3)(B)	0.			
7 Other salaries and wages	43,070,560.	31,711,548.	6,992,330.	4,366,682.
8 Pension plan accruals and contributions (include section 401(k) and 403(b) employer contributions)	5,927,000.	4,312,948.	1,128,351.	485,701.
9 Other employee benefits	6,460,352.	4,362,644.	1,394,311.	703,397.
10 Payroll taxes	2,376,494.	1,790,218.	374,589.	211,687.
11 Fees for services (non-employees):				
a Management	0.			
b Legal	17,764.		17,764.	
c Accounting	172,862.		172,862.	
d Lobbying	0.			
e Professional fundraising services. See Part IV, line 17.	4,195,346.			4,195,346.
f Investment management fees	1,307,543.		1,128,091.	179,452.
g Other. (If line 11g amount exceeds 10% of line 25, column (A) amount, list line 11g expenses on Schedule O.) <u>ATCH 2</u>	25,365,485.	21,952,493.	3,180,117.	232,875.
12 Advertising and promotion	357,090.	301,670.	7,094.	48,326.
13 Office expenses	2,909,232.	2,468,162.	131,896.	309,174.
14 Information technology	2,868,066.		2,868,066.	
15 Royalties	8,934.	2,578.	6,356.	
16 Occupancy	5,797,145.	4,094,677.	1,208,345.	494,123.
17 Travel	2,662,244.	2,178,044.	204,642.	279,558.
18 Payments of travel or entertainment expenses for any federal, state, or local public officials	0.			
19 Conferences, conventions, and meetings	685,721.	516,490.	23,559.	145,672.
20 Interest	846,318.	846,318.		
21 Payments to affiliates	0.			
22 Depreciation, depletion, and amortization	8,470,328.	7,685,602.	747,630.	37,096.
23 Insurance	236,466.	126,915.	109,551.	
24 Other expenses. Itemize expenses not covered above (List miscellaneous expenses in line 24e. If line 24e amount exceeds 10% of line 25, column (A) amount, list line 24e expenses on Schedule O.)				
a POSTAGE	1,237,492.	79,907.	72,262.	1,085,323.
b EQUIPMENT	1,739,328.	886,133.	805,029.	48,166.
c COLLECTION	392,443.	392,443.		
d _____				
e All other expenses _____				
25 Total functional expenses. Add lines 1 through 24e	121,555,722.	84,589,304.	22,119,759.	14,846,659.
26 Joint costs. Complete this line only if the organization reported in column (B) joint costs from a combined educational campaign and fundraising solicitation. Check here <input type="checkbox"/> if following SOP 98-2 (ASC 958-720)	0.			

Part X Balance Sheet

Check if Schedule O contains a response or note to any line in this Part X.

		(A)		(B)
		Beginning of year		End of year
Assets	1 Cash - non-interest-bearing	33,368,359.	1	39,425,331.
	2 Savings and temporary cash investments	0.	2	0.
	3 Pledges and grants receivable, net	70,978,998.	3	73,460,601.
	4 Accounts receivable, net	0.	4	0.
	5 Loans and other receivables from current and former officers, directors, trustees, key employees, and highest compensated employees. Complete Part II of Schedule L	0.	5	0.
	6 Loans and other receivables from other disqualified persons (as defined under section 4958(f)(1)), persons described in section 4958(c)(3)(B), and contributing employers and sponsoring organizations of section 501(c)(9) voluntary employees' beneficiary organizations (see instructions). Complete Part II of Schedule L	0.	6	0.
	7 Notes and loans receivable, net	0.	7	0.
	8 Inventories for sale or use	0.	8	0.
	9 Prepaid expenses and deferred charges	0.	9	0.
	10a Land, buildings, and equipment: cost or other basis. Complete Part VI of Schedule D	10a 265,750,599.		
	b Less: accumulated depreciation	10b 149,731,517.		
		117,858,008.	10c	116,019,082.
	11 Investments - publicly traded securities	325,521,925.	11	352,872,257.
	12 Investments - other securities. See Part IV, line 11	99,044,373.	12	117,780,659.
	13 Investments - program-related. See Part IV, line 11	0.	13	0.
	14 Intangible assets	0.	14	0.
15 Other assets. See Part IV, line 11	1,839,917.	15	1,956,807.	
16 Total assets. Add lines 1 through 15 (must equal line 34)	648,611,580.	16	701,514,737.	
Liabilities	17 Accounts payable and accrued expenses	13,163,410.	17	11,031,092.
	18 Grants payable	0.	18	0.
	19 Deferred revenue	0.	19	0.
	20 Tax-exempt bond liabilities	0.	20	0.
	21 Escrow or custodial account liability. Complete Part IV of Schedule D	0.	21	0.
	22 Loans and other payables to current and former officers, directors, trustees, key employees, highest compensated employees, and disqualified persons. Complete Part II of Schedule L	0.	22	0.
	23 Secured mortgages and notes payable to unrelated third parties	0.	23	0.
	24 Unsecured notes and loans payable to unrelated third parties	0.	24	0.
	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	69,905,781.	25	75,394,716.
	26 Total liabilities. Add lines 17 through 25	83,069,191.	26	86,425,808.
Net Assets or Fund Balances	Organizations that follow SFAS 117 (ASC 958), check here <input checked="" type="checkbox"/> and complete lines 27 through 29, and lines 33 and 34.			
	27 Unrestricted net assets	163,702,833.	27	182,152,814.
	28 Temporarily restricted net assets	117,927,720.	28	135,701,375.
	29 Permanently restricted net assets	283,911,836.	29	297,234,740.
	Organizations that do not follow SFAS 117 (ASC 958), check here <input type="checkbox"/> and complete lines 30 through 34.			
	30 Capital stock or trust principal, or current funds		30	
	31 Paid-in or capital surplus, or land, building, or equipment fund		31	
	32 Retained earnings, endowment, accumulated income, or other funds		32	
33 Total net assets or fund balances	565,542,389.	33	615,088,929.	
34 Total liabilities and net assets/fund balances	648,611,580.	34	701,514,737.	

Part XI Reconciliation of Net Assets

Check if Schedule O contains a response or note to any line in this Part XI

1	Total revenue (must equal Part VIII, column (A), line 12)	1	148,716,295.
2	Total expenses (must equal Part IX, column (A), line 25)	2	121,555,722.
3	Revenue less expenses. Subtract line 2 from line 1	3	27,160,573.
4	Net assets or fund balances at beginning of year (must equal Part X, line 33, column (A))	4	565,542,389.
5	Net unrealized gains (losses) on investments	5	21,506,304.
6	Donated services and use of facilities	6	0.
7	Investment expenses	7	0.
8	Prior period adjustments	8	0.
9	Other changes in net assets or fund balances (explain in Schedule O)	9	879,663.
10	Net assets or fund balances at end of year. Combine lines 3 through 9 (must equal Part X, line 33, column (B))	10	615,088,929.

Part XII Financial Statements and Reporting

Check if Schedule O contains a response or note to any line in this Part XII

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

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.

▶ Go to www.irs.gov/Form990 for instructions and the latest information.

OMB No. 1545-0047

2017

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 12, 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 (Form 990 or 990-EZ).)
- 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 agricultural research organization described in **section 170(b)(1)(A)(ix)** operated in conjunction with a land-grant college or university or a non-land-grant college of agriculture (see instructions). Enter the name, city, and state of the college or university: _____
- 10 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.)
- 11 An organization organized and operated exclusively to test for public safety. See **section 509(a)(4)**.
- 12 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 in lines 12a through 12d that describes the type of supporting organization and complete lines 12e, 12f, and 12g.
 - a **Type I.** A supporting organization operated, supervised, or controlled by its supported organization(s), typically by giving the supported organization(s) the power to regularly appoint or elect a majority of the directors or trustees of the supporting organization. **You must complete Part IV, Sections A and B.**
 - b **Type II.** A supporting organization supervised or controlled in connection with its supported organization(s), by having control or management of the supporting organization vested in the same persons that control or manage the supported organization(s). **You must complete Part IV, Sections A and C.**
 - c **Type III functionally integrated.** A supporting organization operated in connection with, and functionally integrated with, its supported organization(s) (see instructions). **You must complete Part IV, Sections A, D, and E.**
 - d **Type III non-functionally integrated.** A supporting organization operated in connection with its supported organization(s) that is not functionally integrated. The organization generally must satisfy a distribution requirement and an attentiveness requirement (see instructions). **You must complete Part IV, Sections A and D, and Part V.**
 - e Check this box if the organization received a written determination from the IRS that it is a Type I, Type II, Type III functionally integrated, or Type III non-functionally integrated supporting organization.
- f Enter the number of supported organizations.
- g Provide the following information about the supported organization(s).

(I) Name of supported organization	(II) EIN	(III) Type of organization (described on lines 1-10 above (see instructions))	(IV) Is the organization listed in your governing document?		(V) Amount of monetary support (see instructions)	(VI) Amount of other support (see instructions)
			Yes	No		
(A)						
(B)						
(C)						
(D)						
(E)						
Total						

Part II Support Schedule for Organizations Described in Sections 170(b)(1)(A)(iv) and 170(b)(1)(A)(vi)
(Complete only if you checked the box on line 5, 7, or 8 of Part I or if the organization failed to qualify under Part III. If the organization fails to qualify under the tests listed below, please complete Part III.)

Section A. Public Support

Table with 6 columns: (a) 2013, (b) 2014, (c) 2015, (d) 2016, (e) 2017, (f) Total. Rows include: 1 Gifts, grants, contributions, and membership fees received; 2 Tax revenues levied for the organization's benefit; 3 The value of services or facilities furnished by a governmental unit; 4 Total; 5 The portion of total contributions by each person; 6 Public support.

Section B. Total Support

Table with 6 columns: (a) 2013, (b) 2014, (c) 2015, (d) 2016, (e) 2017, (f) Total. Rows include: 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; 10 Other income; 11 Total support; 12 Gross receipts from related activities; 13 First five years.

Section C. Computation of Public Support Percentage

Table with 2 columns: Description, Percentage. Rows include: 14 Public support percentage for 2017 (91.88%); 15 Public support percentage from 2016 Schedule A, Part II, line 14 (91.82%); 16a 33 1/3% support test - 2017 (checked); 16b 33 1/3% support test - 2016; 17a 10%-facts-and-circumstances test - 2017; 17b 10%-facts-and-circumstances test - 2016; 18 Private foundation.

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

(Complete only if you checked the box on line 10 of Part I or if the organization failed to qualify under Part II. If the organization fails to qualify under the tests listed below, please complete Part II.)

Section A. Public Support

Table with 7 columns: (a) 2013, (b) 2014, (c) 2015, (d) 2016, (e) 2017, (f) Total. Rows include: 1 Gifts, grants, contributions, and membership fees received; 2 Gross receipts from admissions, merchandise sold or services performed; 3 Gross receipts from activities that are not an unrelated trade or business; 4 Tax revenues levied for the organization's benefit; 5 The value of services or facilities furnished by a governmental unit; 6 Total; 7a Amounts included on lines 1, 2, and 3 received from disqualified persons; 7b Amounts included on lines 2 and 3 received from other than disqualified persons; 7c Add lines 7a and 7b; 8 Public support.

Section B. Total Support

Table with 7 columns: (a) 2013, (b) 2014, (c) 2015, (d) 2016, (e) 2017, (f) Total. Rows include: 9 Amounts from line 6; 10a Gross income from interest, dividends, payments received on securities loans, rents, royalties, and income from similar sources; 10b Unrelated business taxable income (less section 511 taxes) from businesses acquired after June 30, 1975; 10c Add lines 10a and 10b; 11 Net income from unrelated business activities not included in line 10b; 12 Other income; 13 Total support.

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

Table with 3 columns: Description, Line Number, Percentage. Rows: 15 Public support percentage for 2017; 16 Public support percentage from 2016 Schedule A, Part III, line 15.

Section D. Computation of Investment Income Percentage

Table with 3 columns: Description, Line Number, Percentage. Rows: 17 Investment income percentage for 2017; 18 Investment income percentage from 2016 Schedule A, Part III, line 17.

19a 33 1/3% support tests - 2017. 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 - 2016. 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.

Part IV Supporting Organizations

(Complete only if you checked a box in line 12 on Part I. If you checked 12a of Part I, complete Sections A and B. If you checked 12b of Part I, complete Sections A and C. If you checked 12c of Part I, complete Sections A, D, and E. If you checked 12d of Part I, complete Sections A and D, and complete Part V.)

Section A. All Supporting Organizations

		Yes	No
1	Are all of the organization's supported organizations listed by name in the organization's governing documents? If "No," describe in Part VI how the supported organizations are designated. If designated by class or purpose, describe the designation. If historic and continuing relationship, explain.		
2	Did the organization have any supported organization that does not have an IRS determination of status under section 509(a)(1) or (2)? If "Yes," explain in Part VI how the organization determined that the supported organization was described in section 509(a)(1) or (2).		
3a	Did the organization have a supported organization described in section 501(c)(4), (5), or (6)? If "Yes," answer (b) and (c) below.		
b	Did the organization confirm that each supported organization qualified under section 501(c)(4), (5), or (6) and satisfied the public support tests under section 509(a)(2)? If "Yes," describe in Part VI when and how the organization made the determination.		
c	Did the organization ensure that all support to such organizations was used exclusively for section 170(c)(2)(B) purposes? If "Yes," explain in Part VI what controls the organization put in place to ensure such use.		
4a	Was any supported organization not organized in the United States ("foreign supported organization")? If "Yes," and if you checked 12a or 12b in Part I, answer (b) and (c) below.		
b	Did the organization have ultimate control and discretion in deciding whether to make grants to the foreign supported organization? If "Yes," describe in Part VI how the organization had such control and discretion despite being controlled or supervised by or in connection with its supported organizations.		
c	Did the organization support any foreign supported organization that does not have an IRS determination under sections 501(c)(3) and 509(a)(1) or (2)? If "Yes," explain in Part VI what controls the organization used to ensure that all support to the foreign supported organization was used exclusively for section 170(c)(2)(B) purposes.		
5a	Did the organization add, substitute, or remove any supported organizations during the tax year? If "Yes," answer (b) and (c) below (if applicable). Also, provide detail in Part VI , including (i) the names and EIN numbers of the supported organizations added, substituted, or removed; (ii) the reasons for each such action; (iii) the authority under the organization's organizing document authorizing such action; and (iv) how the action was accomplished (such as by amendment to the organizing document).		
b	Type I or Type II only. Was any added or substituted supported organization part of a class already designated in the organization's organizing document?		
c	Substitutions only. Was the substitution the result of an event beyond the organization's control?		
6	Did the organization provide support (whether in the form of grants or the provision of services or facilities) to anyone other than (i) its supported organizations, (ii) individuals that are part of the charitable class benefited by one or more of its supported organizations, or (iii) other supporting organizations that also support or benefit one or more of the filing organization's supported organizations? If "Yes," provide detail in Part VI .		
7	Did the organization provide a grant, loan, compensation, or other similar payment to a substantial contributor (defined in section 4958(c)(3)(C)), a family member of a substantial contributor, or a 35% controlled entity with regard to a substantial contributor? If "Yes," complete Part I of Schedule L (Form 990 or 990-EZ).		
8	Did the organization make a loan to a disqualified person (as defined in section 4958) not described in line 7? If "Yes," complete Part I of Schedule L (Form 990 or 990-EZ).		
9a	Was the organization controlled directly or indirectly at any time during the tax year by one or more disqualified persons as defined in section 4946 (other than foundation managers and organizations described in section 509(a)(1) or (2))? If "Yes," provide detail in Part VI .		
b	Did one or more disqualified persons (as defined in line 9a) hold a controlling interest in any entity in which the supporting organization had an interest? If "Yes," provide detail in Part VI .		
c	Did a disqualified person (as defined in line 9a) have an ownership interest in, or derive any personal benefit from, assets in which the supporting organization also had an interest? If "Yes," provide detail in Part VI .		
10a	Was the organization subject to the excess business holdings rules of section 4943 because of section 4943(f) (regarding certain Type II supporting organizations, and all Type III non-functionally integrated supporting organizations)? If "Yes," answer 10b below.		
b	Did the organization have any excess business holdings in the tax year? (Use Schedule C, Form 4720, to determine whether the organization had excess business holdings.)		

Part IV Supporting Organizations (continued)

		Yes	No
11	Has the organization accepted a gift or contribution from any of the following persons?		
a	A person who directly or indirectly controls, either alone or together with persons described in (b) and (c) below, the governing body of a supported organization?		
b	A family member of a person described in (a) above?		
c	A 35% controlled entity of a person described in (a) or (b) above? <i>If "Yes" to a, b, or c, provide detail in Part VI.</i>		

Section B. Type I Supporting Organizations

		Yes	No
1	Did the directors, trustees, or membership of one or more supported organizations have the power to regularly appoint or elect at least a majority of the organization's directors or trustees at all times during the tax year? <i>If "No," describe in Part VI how the supported organization(s) effectively operated, supervised, or controlled the organization's activities. If the organization had more than one supported organization, describe how the powers to appoint and/or remove directors or trustees were allocated among the supported organizations and what conditions or restrictions, if any, applied to such powers during the tax year.</i>		
2	Did the organization operate for the benefit of any supported organization other than the supported organization(s) that operated, supervised, or controlled the supporting organization? <i>If "Yes," explain in Part VI how providing such benefit carried out the purposes of the supported organization(s) that operated, supervised, or controlled the supporting organization.</i>		

Section C. Type II Supporting Organizations

		Yes	No
1	Were a majority of the organization's directors or trustees during the tax year also a majority of the directors or trustees of each of the organization's supported organization(s)? <i>If "No," describe in Part VI how control or management of the supporting organization was vested in the same persons that controlled or managed the supported organization(s).</i>		

Section D. All Type III Supporting Organizations

		Yes	No
1	Did the organization provide to each of its supported organizations, by the last day of the fifth month of the organization's tax year, (i) a written notice describing the type and amount of support provided during the prior tax year, (ii) a copy of the Form 990 that was most recently filed as of the date of notification, and (iii) copies of the organization's governing documents in effect on the date of notification, to the extent not previously provided?		
2	Were any of the organization's officers, directors, or trustees either (i) appointed or elected by the supported organization(s) or (ii) serving on the governing body of a supported organization? <i>If "No," explain in Part VI how the organization maintained a close and continuous working relationship with the supported organization(s).</i>		
3	By reason of the relationship described in (2), did the organization's supported organizations have a significant voice in the organization's investment policies and in directing the use of the organization's income or assets at all times during the tax year? <i>If "Yes," describe in Part VI the role the organization's supported organizations played in this regard.</i>		

Section E. Type III Functionally Integrated Supporting Organizations

1	<i>Check the box next to the method that the organization used to satisfy the Integral Part Test during the year (see instructions).</i>		
a	<input type="checkbox"/> The organization satisfied the Activities Test. <i>Complete line 2 below.</i>		
b	<input type="checkbox"/> The organization is the parent of each of its supported organizations. <i>Complete line 3 below.</i>		
c	<input type="checkbox"/> The organization supported a governmental entity. <i>Describe in Part VI how you supported a government entity (see instructions).</i>		
2	Activities Test. <i>Answer (a) and (b) below.</i>		
a	Did substantially all of the organization's activities during the tax year directly further the exempt purposes of the supported organization(s) to which the organization was responsive? <i>If "Yes," then in Part VI identify those supported organizations and explain how these activities directly furthered their exempt purposes, how the organization was responsive to those supported organizations, and how the organization determined that these activities constituted substantially all of its activities.</i>		
b	Did the activities described in (a) constitute activities that, but for the organization's involvement, one or more of the organization's supported organization(s) would have been engaged in? <i>If "Yes," explain in Part VI the reasons for the organization's position that its supported organization(s) would have engaged in these activities but for the organization's involvement.</i>		
3	Parent of Supported Organizations. <i>Answer (a) and (b) below.</i>		
a	Did the organization have the power to regularly appoint or elect a majority of the officers, directors, or trustees of each of the supported organizations? <i>Provide details in Part VI.</i>		
b	Did the organization exercise a substantial degree of direction over the policies, programs, and activities of each of its supported organizations? <i>If "Yes," describe in Part VI the role played by the organization in this regard.</i>		

Part V Type III Non-Functionally Integrated 509(a)(3) Supporting Organizations

1 Check here if the organization satisfied the Integral Part Test as a qualifying trust on Nov. 20, 1970 (explain in Part VI). See instructions. All other Type III non-functionally integrated supporting organizations must complete Sections A through E.

Section A - Adjusted Net Income		(A) Prior Year	(B) Current Year (optional)
1	Net short-term capital gain	1	
2	Recoveries of prior-year distributions	2	
3	Other gross income (see instructions)	3	
4	Add lines 1 through 3.	4	
5	Depreciation and depletion	5	
6	Portion of operating expenses paid or incurred for production or collection of gross income or for management, conservation, or maintenance of property held for production of income (see instructions)	6	
7	Other expenses (see instructions)	7	
8	Adjusted Net Income (subtract lines 5, 6, and 7 from line 4).	8	

Section B - Minimum Asset Amount		(A) Prior Year	(B) Current Year (optional)
1 Aggregate fair market value of all non-exempt-use assets (see instructions for short tax year or assets held for part of year):			
a	Average monthly value of securities	1a	
b	Average monthly cash balances	1b	
c	Fair market value of other non-exempt-use assets	1c	
d	Total (add lines 1a, 1b, and 1c)	1d	
e Discount claimed for blockage or other factors (explain in detail in Part VI):			
2	Acquisition indebtedness applicable to non-exempt-use assets	2	
3	Subtract line 2 from line 1d.	3	
4	Cash deemed held for exempt use. Enter 1-1/2% of line 3 (for greater amount, see instructions).	4	
5	Net value of non-exempt-use assets (subtract line 4 from line 3)	5	
6	Multiply line 5 by .035.	6	
7	Recoveries of prior-year distributions	7	
8	Minimum Asset Amount (add line 7 to line 6)	8	

Section C - Distributable Amount			Current Year
1	Adjusted net income for prior year (from Section A, line 8, Column A)	1	
2	Enter 85% of line 1.	2	
3	Minimum asset amount for prior year (from Section B, line 8, Column A)	3	
4	Enter greater of line 2 or line 3.	4	
5	Income tax imposed in prior year	5	
6	Distributable Amount. Subtract line 5 from line 4, unless subject to emergency temporary reduction (see instructions).	6	

7 Check here if the current year is the organization's first as a non-functionally integrated Type III supporting organization (see instructions).

Part V Type III Non-Functionally Integrated 509(a)(3) Supporting Organizations (continued)

Section D - Distributions	Current Year
1 Amounts paid to supported organizations to accomplish exempt purposes	
2 Amounts paid to perform activity that directly furthers exempt purposes of supported organizations, in excess of income from activity	
3 Administrative expenses paid to accomplish exempt purposes of supported organizations	
4 Amounts paid to acquire exempt-use assets	
5 Qualified set-aside amounts (prior IRS approval required)	
6 Other distributions (describe in Part VI). See instructions.	
7 Total annual distributions. Add lines 1 through 6.	
8 Distributions to attentive supported organizations to which the organization is responsive (provide details in Part VI). See instructions.	
9 Distributable amount for 2017 from Section C, line 6	
10 Line 8 amount divided by Line 9 amount	

Section E - Distribution Allocations (see instructions)	(i) Excess Distributions	(ii) Underdistributions Pre-2017	(iii) Distributable Amount for 2017
1 Distributable amount for 2017 from Section C, line 6			
2 Underdistributions, if any, for years prior to 2017 (reasonable cause required-explain in Part VI). See instructions.			
3 Excess distributions carryover, if any, to 2017			
a			
b From 2013			
c From 2014			
d From 2015			
e From 2016			
f Total of lines 3a through e			
g Applied to underdistributions of prior years			
h Applied to 2017 distributable amount			
i Carryover from 2012 not applied (see instructions)			
j Remainder. Subtract lines 3g, 3h, and 3i from 3f.			
4 Distributions for 2017 from Section D, line 7: \$			
a Applied to underdistributions of prior years			
b Applied to 2017 distributable amount			
c Remainder. Subtract lines 4a and 4b from 4.			
5 Remaining underdistributions for years prior to 2017, if any. Subtract lines 3g and 4a from line 2. For result greater than zero, explain in Part VI. See instructions.			
6 Remaining underdistributions for 2017. Subtract lines 3h and 4b from line 1. For result greater than zero, explain in Part VI. See instructions.			
7 Excess distributions carryover to 2018. Add lines 3j and 4c.			
8 Breakdown of line 7:			
a Excess from 2013			
b Excess from 2014			
c Excess from 2015			
d Excess from 2016			
e Excess from 2017			

Part VI **Supplemental Information.** Provide the explanations required by Part II, line 10; Part II, line 17a or 17b; Part III, line 12; Part IV, Section A, lines 1, 2, 3b, 3c, 4b, 4c, 5a, 6, 9a, 9b, 9c, 11a, 11b, and 11c; Part IV, Section B, lines 1 and 2; Part IV, Section C, line 1; Part IV, Section D, lines 2 and 3; Part IV, Section E, lines 1c, 2a, 2b, 3a and 3b; Part V, line 1; Part V, Section B, line 1e; Part V, Section D, lines 5, 6, and 8; and Part V, Section E, lines 2, 5, and 6. Also complete this part for any additional information. (See instructions.)

SCHEDULE A, PARTS I AND II:

ALTHOUGH THE UNITED STATES HOLOCAUST MEMORIAL MUSEUM IS A FEDERAL GOVERNMENTAL UNIT DESCRIBED IN BOX 6, IT HAS COMPLETED THE PART II PUBLIC SUPPORT SCHEDULE SO THAT IT QUALIFIES FOR THE SPECIAL RULE CONTRIBUTION REPORTING ON SCHEDULE B.

Schedule of Contributors

2017

▶ Attach to Form 990, Form 990-EZ, or Form 990-PF.
 ▶ Go to www.irs.gov/Form990 for the latest information.

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

Organization type (check one):

Filers of:

Section:

Form 990 or 990-EZ

501(c)(3) (enter number) organization

4947(a)(1) nonexempt charitable trust **not** treated as a private foundation

527 political organization

Form 990-PF

501(c)(3) exempt private foundation

4947(a)(1) nonexempt charitable trust treated as a private foundation

501(c)(3) taxable private foundation

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

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

General Rule

For an organization filing Form 990, 990-EZ, or 990-PF that received, during the year, contributions totaling \$5,000 or more (in money or property) from any one contributor. Complete Parts I and II. See instructions for determining a contributor's total contributions.

Special Rules

For an organization described in section 501(c)(3) filing Form 990 or 990-EZ that met the 33 1/3 % support test of the regulations under sections 509(a)(1) and 170(b)(1)(A)(vi), that checked Schedule A (Form 990 or 990-EZ), Part II, line 13, 16a, or 16b, and that received from any one contributor, during the year, total contributions of the greater of (1) \$5,000; or (2) 2% of the amount on (i) Form 990, Part VIII, line 1h; or (ii) Form 990-EZ, line 1. Complete Parts I and II.

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

For an organization described in section 501(c)(7), (8), or (10) filing Form 990 or 990-EZ that received from any one contributor, during the year, contributions *exclusively* for religious, charitable, etc., purposes, but no such contributions totaled more than \$1,000. If this box is checked, enter here the total contributions that were received during the year for an *exclusively* religious, charitable, etc., purpose. Don't complete any of the parts unless the **General Rule** applies to this organization because it received *nonexclusively* religious, charitable, etc., contributions totaling \$5,000 or more during the year ▶ \$ _____

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

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

Employer identification number
52-1309391

Part I Contributors (see instructions). Use duplicate copies of Part I if additional space is needed.

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
1		\$ 5,000,000.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
2		\$ 5,000,000.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
3		\$ 3,750,000.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
		\$ _____	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
		\$ _____	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
		\$ _____	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)

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

Employer identification number

52-1309391

Part II Noncash Property (see instructions). Use duplicate copies of Part II if additional space is needed.

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

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

Employer identification number

52-1309391

Part III *Exclusively religious, charitable, etc., contributions to organizations described in section 501(c)(7), (8), or (10) that total more than \$1,000 for the year from any one contributor. Complete columns (a) through (e) and the following line entry. For organizations completing Part III, enter the total of exclusively religious, charitable, etc., contributions of \$1,000 or less for the year. (Enter this information once. See instructions.)* ▶ \$ _____
 Use duplicate copies of Part III if additional space is needed.

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
_____	_____	_____	_____
	_____	_____	_____
	_____	_____	_____
(e) Transfer of gift			
Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee	
_____		_____	
_____		_____	
_____		_____	
_____	_____	_____	_____
	_____	_____	_____
	_____	_____	_____
(e) Transfer of gift			
Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee	
_____		_____	
_____		_____	
_____		_____	
_____	_____	_____	_____
	_____	_____	_____
	_____	_____	_____
(e) Transfer of gift			
Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee	
_____		_____	
_____		_____	
_____		_____	
_____	_____	_____	_____
	_____	_____	_____
	_____	_____	_____
(e) Transfer of gift			
Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee	
_____		_____	
_____		_____	
_____		_____	

SCHEDULE D (Form 990)

Department of the Treasury Internal Revenue Service

Supplemental Financial Statements

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

Attach to Form 990.

Go to www.irs.gov/Form990 for instructions and the latest information.

OMB No. 1545-0047

2017

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" on Form 990, Part IV, line 6.

Table with 2 columns: (a) Donor advised funds, (b) Funds and other accounts. Rows include total number at end of year, aggregate value of contributions, grants, and end of year, and two yes/no questions about donor advisement.

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

Form for conservation easements including checkboxes for land use, habitat, and historic structures, and a table for details on easements held at the end of the tax year.

Part III Organizations Maintaining Collections of Art, Historical Treasures, or Other Similar Assets. Complete if the organization answered "Yes" on Form 990, Part IV, line 8.

Form for art and historical treasures including questions about reporting requirements and revenue/assets included.

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 [X] Public exhibition
b [X] Scholarly research
c [X] Preservation for future generations
d [X] Loan or exchange programs
e [] Other

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

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

Part IV Escrow and Custodial Arrangements.

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

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

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

Table with 2 columns: Description, Amount. Rows: 1c Beginning balance, 1d Additions during the year, 1e Distributions during the year, 1f Ending balance.

2a Did the organization include an amount on Form 990, Part X, line 21, for escrow or custodial account liability? [] Yes [] No

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

Part V Endowment Funds.

Complete if the organization answered "Yes" on Form 990, Part IV, line 10.

Table with 6 columns: (a) Current year, (b) Prior year, (c) Two years back, (d) Three years back, (e) Four years back. Rows: 1a Beginning of year balance, 1b Contributions, 1c Net investment earnings, gains, and losses, 1d Grants or scholarships, 1e Other expenditures for facilities and programs, 1f Administrative expenses, 1g End of year balance.

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

- a Board designated or quasi-endowment > 35.8500 %
b Permanent endowment > 62.4000 %
c Temporarily restricted endowment > 1.7500 %
The percentages on 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:

Table with 2 columns: Yes, No. Rows: (i) unrelated organizations, (ii) related organizations.

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

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

Part VI Land, Buildings, and Equipment.

Complete if the organization answered "Yes" on Form 990, Part IV, line 11a. See Form 990, Part X, line 10.

Table with 4 columns: (a) Cost or other basis (investment), (b) Cost or other basis (other), (c) Accumulated depreciation, (d) Book value. Rows: 1a Land, 1b Buildings, 1c Leasehold improvements, 1d Equipment, 1e Other.

Total. Add lines 1a through 1e. (Column (d) must equal Form 990, Part X, column (B), line 10c.) > 116,019,082.

Part VII Investments - Other Securities.

Complete if the organization answered "Yes" on Form 990, Part IV, line 11b. 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) MULTI-STRATEGY MUTUAL FUNDS	11,168,687.	FMV
(B) BANK LOAN FUND	14,542,821.	FMV
(C) EQUITY LONG/SHORT HEDGE FUNDS	19,903,127.	FMV
(D) EVENT DRIVEN HEDGE FUNDS	63,714,247.	FMV
(E) MULTI-STRATEGY HEDGE FUNDS	408,653.	FMV
(F) PRIVATE EQUITY	8,043,124.	FMV
(G)		
(H)		
Total. (Column (b) must equal Form 990, Part X, col. (B) line 12.) ▶	117,780,659.	

Part VIII Investments - Program Related.

Complete if the organization answered "Yes" on Form 990, Part IV, line 11c. See Form 990, Part X, line 13.

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

Part IX Other Assets.

Complete if the organization answered "Yes" on Form 990, Part IV, line 11d. See Form 990, Part X, line 15.

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

Part X Other Liabilities.

Complete if the organization answered "Yes" on Form 990, Part IV, line 11e or 11f. See Form 990, Part X, line 25.

1. (a) Description of liability	(b) Book value
(1) Federal income taxes	
(2) UNEXPENDED APPROPRIATIONS	26,828,416.
(3) CHARITABLE GIFT ANNUITY LIABILITY	13,421,084.
(4) TERM LOAN	35,145,216.
(5)	
(6)	
(7)	
(8)	
(9)	
Total. (Column (b) must equal Form 990, Part X, col. (B) line 25.) ▶	75,394,716.

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

Part XIII Supplemental Information (continued)

SCHEDULE D, 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.

SCHEDULE D, PART V, LINE 4:

THE MUSEUM'S ENDOWMENT CONSISTS OF 82 INDIVIDUAL FUNDS ESTABLISHED FOR A VARIETY OF PURPOSES. THE ENDOWMENT SERVES AS A PERPETUAL FUNDING SOURCE FOR THE MUSEUM.

SCHEDULE D, PART X, LINE 2:

THE MUSEUM IS EXEMPT FROM INCOME TAXATION, EXCEPT FOR ITS UNRELATED BUSINESS INCOME, UNDER PROVISIONS OF SECTION 501(C)(3) OF THE INTERNAL REVENUE CODE. THE MUSEUM RECOGNIZES THE EFFECT OF INCOME TAX POSITIONS ONLY IF THOSE POSITIONS ARE MORE LIKELY THAN NOT TO BE SUSTAINED.

UNDER ASC 740-10, AN ORGANIZATION MUST RECOGNIZE THE TAX BENEFIT ASSOCIATED WITH TAX POSITIONS TAKEN FOR TAX RETURN PURPOSES WHEN IT IS MORE-LIKELY-THAN-NOT THAT THE POSITION WILL BE SUSTAINED. THE IMPLEMENTATION OF ASC 740-10 HAD NO IMPACT THE MUSEUM'S FINANCIAL

Part XIII Supplemental Information (continued)

STATEMENTS. THE MUSEUM DOES NOT BELIEVE THERE ARE ANY MATERIAL UNCERTAIN TAX POSITIONS, AND ACCORDINGLY, IT WILL NOT RECOGNIZE ANY LIABILITY FOR UNRECOGNIZED TAX BENEFITS. THE MUSEUM HAS FILED FOR AND RECEIVED INCOME TAX EXEMPTIONS IN THE JURISDICTIONS WHERE IT IS REQUIRED. ADDITIONALLY, THE MUSEUM HAS FILED INTERNAL REVENUE SERVICE (IRS) FORM 990 AND 990-T TAX RETURNS AS REQUIRED AND ALL OTHER APPLICABLE RETURNS IN THOSE 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 2015. FOR THE YEARS ENDED SEPTEMBER 30, 2018 AND 2017, THERE WERE NO INTEREST OR PENALTIES RECORDED OR INCLUDED IN THE STATEMENT OF ACTIVITIES RELATED TO UNCERTAIN TAX POSITIONS.

SCHEDULE D, PART XI, LINE 4B - OTHER ADJUSTMENTS:

COST OF GOODS SOLD FOR GIFT SHOP	(\$ 972,731)
SPECIAL EVENTS COSTS	(\$ 185,627)
BAD DEBT BOOKED WITH PERM RESTRICTED INCOME	\$ 74,120

TOTAL TO SCHEDULE D, PART XI, LINE 4B	(\$ 1,084,238)

SCHEDULE D, PART XII, LINE 2D - OTHER ADJUSTMENTS:

COST OF GOODS SOLD FOR GIFT SHOP	\$ 972,731
SPECIAL EVENTS COSTS	\$ 185,627
BAD DEBT BOOKED WITH PERM RESTRICTED INCOME	(\$ 74,120)

TOTAL TO SCHEDULE D, PART XII, LINE 2D	\$1,084,238

Part XIII Supplemental Information (continued)

SCHEDULE D, PART XII, LINE 4B - OTHER ADJUSTMENTS:

CHANGE IN INTEREST RATE SWAP \$879,663

**SCHEDULE F
(Form 990)**

Statement of Activities Outside the United States

OMB No. 1545-0047

2017

**Open to Public
Inspection**

Department of the Treasury
Internal Revenue Service

▶ Complete if the organization answered "Yes" on Form 990, Part IV, line 14b, 15, or 16.

▶ Attach to Form 990.

▶ Go to www.irs.gov/Form990 for instructions and the latest information.

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" on 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 the region	(d) Activities conducted in the region (by type) (such as, 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 the region	(f) Total expenditures for and investments in the region
(1) CENTRAL AMERICA/CARIBBEAN	0.	0.	INVESTMENTS		75,418,148.
(2) EUROPE	0.	0.	PROGRAM SERVICES	GRANTS	174,750.
(3) NORTH AMERICA	0.	0.	PROGRAM SERVICES	GRANTS	30,600.
(4) SOUTH ASIA	0.	0.	PROGRAM SERVICES	GRANTS	89,200.
(5)					
(6)					
(7)					
(8)					
(9)					
(10)					
(11)					
(12)					
(13)					
(14)					
(15)					
(16)					
(17)					
3a Sub-total					75,712,698.
b Total from continuation sheets to Part I					
c Totals (add lines 3a and 3b)					75,712,698.

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

1	(a) Name of organization	(b) IRS code section and EIN (if applicable)	(c) Region	(d) Purpose of grant	(e) Amount of cash grant	(f) Manner of cash disbursement	(g) Amount of non-cash assistance	(h) Description of non-cash assistance	(i) Method of valuation (book, FMV, appraisal, other)
(1)									
(2)									
(3)									
(4)									
(5)									
(6)									
(7)									
(8)									
(9)									
(10)									
(11)									
(12)									
(13)									
(14)									
(15)									
(16)									

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

3 Enter total number of other organizations or entities

Part III Grants and Other Assistance to Individuals Outside the United States. Complete if the organization answered "Yes" on Form 990, Part IV, line 16. Part III can be duplicated if additional space is needed.

(a) Type of grant or assistance	(b) Region	(c) Number of recipients	(d) Amount of cash grant	(e) Manner of cash disbursement	(f) Amount of noncash assistance	(g) Description of noncash assistance	(h) Method of valuation (book, FMV, appraisal, other)
(1) ABRAMSON-SGRA ENDOWMENT	SOUTH ASIA	3.	14,000.	WIRE			
(2) J.B. & MAURICE C. SHAPIRO SENIOR SCHOLAR	SOUTH ASIA	1.	8,200.	WIRE			
(3) PEARL RESNICK POST DOCTORAL	SOUTH ASIA	1.	5,200.	WIRE			
(4) PHYLLIS GREENBERG & RICHARD D. HEIDEMAN	SOUTH ASIA	2.	54,800.	WIRE			
(5) HIGHER SCHOOL ECONOMICS IN MOSCOW	SOUTH ASIA	2.	7,000.	WIRE			
(6) CONF ON JEWISH MATERIAL CLAIMS AGAINST G	EUROPE/ICELAND/GREENLAND	1.	27,100.	WIRE			
(7) EDITH MILLMAN FELLOWSHIP	EUROPE/ICELAND/GREENLAND	1.	30,800.	WIRE			
(8) FELLOWSHIP OF THE INITIATIVE ON UKRAINE-	EUROPE/ICELAND/GREENLAND	1.	16,000.	WIRE			
(9) FRED AND MARIA DEVINKI MEMORIAL FELLOWSH	EUROPE/ICELAND/GREENLAND	1.	11,600.	WIRE			
(10) GERALD M. FISCH MEMORIAL FELLOWSHIP	EUROPE/ICELAND/GREENLAND	2.	47,450.	WIRE			
(11) GUZENBERGER-REICHMAN FAMILY FELLOWSHIP	EUROPE/ICELAND/GREENLAND	1.	23,400.	WIRE			
(12) J.B. AND MAURICE C. SHAPIRO FELLOWSHIP	EUROPE/ICELAND/GREENLAND	1.	10,500.	WIRE			
(13) JUDITH B. & BURTON P. RESNICK POSTDOCTOR	EUROPE/ICELAND/GREENLAND	1.	7,900.	WIRE			
(14) DIANE AND HOWARD WOHL FELLOWSHIP	NORTH AMERICA	1.	15,500.	WIRE			
(15) NORMAN RABB FOUNDATION FELLOW	NORTH AMERICA	1.	7,000.	WIRE			
(16) J.B. AND MAURICE C. SHAPIRO FELLOWSHIP	NORTH AMERICA	1.	8,100.	WIRE			
(17)							
(18)							

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 separately 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; don't file with Form 990)*, 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 separately file Form 5713, International Boycott Report (see Instructions for Form 5713; don't file with Form 990)* Yes No

Part V Supplemental Information

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

SCHEDULE F, PART I, LINE 2:

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 G
(Form 990 or 990-EZ)

Supplemental Information Regarding Fundraising or Gaming Activities

OMB No. 1545-0047

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

2017

Department of the Treasury
Internal Revenue Service

▶ Attach to Form 990 or Form 990-EZ.
▶ Go to www.irs.gov/Form990 for the latest 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" on 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

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

b If "Yes," list the 10 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			
1	ATTACHMENT 1						
2							
3							
4							
5							
6							
7							
8							
9							
10							
Total					1,277,156.	2,216,426.	1,139,453.

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" on 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	
		TRIBUTE DINNER (event type)	CHICAGO LUNCH (event type)	29. (total number)	(add col. (a) through col. (c))	
Revenue	1	Gross receipts	2,629,427.	1,730,234.	6,730,985.	11,090,646.
	2	Less: Contributions	2,285,997.	1,730,234.	5,188,840.	9,205,071.
	3	Gross income (line 1 minus line 2)	343,430.		1,542,145.	1,885,575.
Direct Expenses	4	Cash prizes				
	5	Noncash prizes				
	6	Rent/facility costs				
	7	Food and beverages				
	8	Entertainment				
	9	Other direct expenses	341,975.		1,729,227.	2,071,202.
	10	Direct expense summary. Add lines 4 through 9 in column (d)				2,071,202.
11	Net income summary. Subtract line 10 from line 3, column (d)				-185,627.	

Part III Gaming. Complete if the organization answered "Yes" on 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	1	Gross revenue			
	2	Cash prizes			
Direct Expenses	3	Noncash prizes			
	4	Rent/facility costs			
	5	Other direct expenses			
6	Volunteer labor	Yes _____ % No	Yes _____ % No	Yes _____ % No	
	7	Direct expense summary. Add lines 2 through 5 in column (d)			
8	Net gaming income summary. Subtract line 7 from line 1, column (d)				

9 Enter the state(s) in which the organization conducts gaming activities: _____
 a Is the organization licensed to conduct 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 conduct 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 conducted in:

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

Name ▶ _____

Address ▶ _____

- 15 a 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. Provide the explanation 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 provide any additional information (see instructions).

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

ACTIVITIES: THE CONSULTANTS AND TELEMARKETERS LISTED ADVISE AND ASSIST THE MUSEUM IN FUNDRAISING AND MARKETING STRATEGY. THE MUSEUM DOES NOT TIE DONATIONS TO THE ADVICE GIVEN FOR THESE CONSULTING AND TELEMARKETING SERVICES.

- 11 Does the organization conduct 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 conducted in:

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

Name ▶ _____

Address ▶ _____

- 15 a 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. Provide the explanation 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 provide any additional information (see instructions).

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.

ATTACHMENT 1

990, SCHEDULE G, PART I - HIGHEST PAID FUNDRAISER	ACTIVITY	DID FUNDRAISER HAVE CUSTODY OR CONTROL OF CONTRIBUTIONS? YES NO	GROSS RECEIPTS FROM ACTIVITY	AMOUNT PAID TO (OR RETAINED BY) FUNDRAISER	AMOUNT PAID TO (OR RETAINED BY) ORGANIZATION
NAME AND ADDRESS OF FUNDRAISER CHAPMAN CUBINE & HUSSEY 2000 15TH STREET NORTH SUITE 550 ARLINGTON VA 22201	CONSULTING	X		799,991.	
LAUTMAN MASKA NEILL & CO. 1730 RHODE ISLAND AVE, NW SUITE 301 WASHINGTON DC 20036	CONSULTING	X		285,811.	
INFOGROUP 200 PEMBERWICK RD GREENWHICH CT 06830	CONSULTING	X		187,125.	
CAROL STULBERG 16307 CELINDA PLACE ENCINO CA 91436	FUNDRAISER	X	1,277,156.	137,703.	1,139,453.
TYCHERSYTEIN, LLC 5925 FOREST LANE SUITE 410 DALLAS TX 75230	CONSULTING	X		675,834.	

ATTACHMENT 1 (CONT'D)

DONOR SERVICES GROUP LLC 1200 WILSHIRE BLVD. SUITE 650 LOS ANGELES CA 90017	TELEMARKET	X	40,962.
CAMERON ANDREWS 115 PINE AVENUE SUITE 625 LONG BEACH CA 90802	CONSULTING	X	45,000.
HARVEST FRC, INC. 82 COLONIAL DRIVE NEWTON PA 18940	CONSULTING	X	44,000.

**SCHEDULE I
(Form 990)**

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

OMB No. 1545-0047

2017

Department of the Treasury
Internal Revenue Service

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

**Open to Public
Inspection**

▶ Attach to Form 990.
▶ Go to www.irs.gov/Form990 for the latest information.

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

1 (a) Name and address of organization or government	(b) EIN	(c) IRC section (if applicable)	(d) Amount of cash grant	(e) Amount of non-cash assistance	(f) Method of valuation (book, FMV, appraisal, other)	(g) Description of non-cash assistance	(h) Purpose of grant or assistance
(1)							
(2)							
(3)							
(4)							
(5)							
(6)							
(7)							
(8)							
(9)							
(10)							
(11)							
(12)							

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

For Paperwork Reduction Act Notice, see the Instructions for Form 990. Schedule I (Form 990) (2017)

Part III Grants and Other Assistance to Domestic Individuals. Complete if the organization answered "Yes" on 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
1 ABRAMSON - SGRA ENDOWMENT	3.	28,000.			
2 ALEXANDER GRASS MEMORIAL FELLOW	2.	26,900.			
3 BEN AND ZELDA COHEN	2.	15,300.			
4 CONFERENCE ON JEWISH MATERIAL CLAIMS	1.	7,400.			
5 DIANE AND HOWARD WOHL	1.	7,000.			
6 FRED AND MARIA DEVINKI MEMORIAL	1.	3,500.			
7 INA LEVINE INVITATIONAL	1.	14,500.			

Part IV Supplemental Information. Provide the information required in Part I, line 2, Part III, column (b); and any other additional information.

Part III Grants and Other Assistance to Domestic Individuals. Complete if the organization answered "Yes" on 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
1 INA LEVINE (RUTGERS UNIVERSITY)	1.	49,000.			
2 J.B. MAURICE (UNIVERSITY OF MICHIGAN)	1.	7,900.			
3 J.B. MAURICE SHAPIRO SENIOR SCHOLAR	1.	49,000.			
4 JUDITH B. & BURTON P. RESNICK INVITATIONAL	1.	7,900.			
5 JUDITH B. & BURTON POSTDOCTORAL FELLOW	1.	14,800.			
6 L. DENNIS AND SUSAN R. SHAPIRO	1.	3,500.			
7 LYDIA AND DAVID ZIMMERN MEMORIAL FELLOW	1.	19,000.			

Part IV Supplemental Information. Provide the information required in Part I, line 2, Part III, column (b); and any other additional information.

Part III Grants and Other Assistance to Domestic Individuals. Complete if the organization answered "Yes" on 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
1 MARGIT MEISSNER FUND	1.	7,400.			
2 NORMAN RABB FOUNDATION FELLOW	2.	10,500.			
3 PEARL RESNICK POSTDOCTORAL	1.	30,100.			
4 ROBERT A. SAVITT FELLOWSHIP	1.	1,850.			
5 SOSLAND FELLOWSHIP	2.	22,700.			
6					
7					

Part IV Supplemental Information. Provide the information required in Part I, line 2, Part III, column (b); and any other additional information.

SCHEDULE I, PART I, LINE 2: USE OF GRANT FUNDS IN THE US:

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 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" on Form 990, Part IV, line 23.
- ▶ Attach to Form 990.
- ▶ Go to www.irs.gov/Form990 for instructions and the latest information.

OMB No. 1545-0047

2017

Open to Public Inspection

Name of the organization

THE UNITED STATES HOLOCAUST MEMORIAL MUSEUM

Employer identification number

52-1309391

Part I Questions Regarding Compensation

	Yes	No								
<p>1a Check the appropriate box(es) if the organization provided any of the following to or for a person listed on Form 990, Part VII, Section A, line 1a. Complete Part III to provide any relevant information regarding these items.</p> <table border="0"> <tr> <td><input checked="" type="checkbox"/> First-class or charter travel</td> <td><input type="checkbox"/> Housing allowance or residence for personal use</td> </tr> <tr> <td><input type="checkbox"/> Travel for companions</td> <td><input type="checkbox"/> Payments for business use of personal residence</td> </tr> <tr> <td><input type="checkbox"/> Tax indemnification and gross-up payments</td> <td><input type="checkbox"/> Health or social club dues or initiation fees</td> </tr> <tr> <td><input type="checkbox"/> Discretionary spending account</td> <td><input type="checkbox"/> Personal services (such as, maid, chauffeur, chef)</td> </tr> </table>	<input checked="" 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 (such as, maid, chauffeur, chef)		
<input checked="" 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 (such as, maid, chauffeur, chef)									
<p>b If any of the boxes on line 1a are checked, did the organization follow a written policy regarding payment or reimbursement or provision of all of the expenses described above? If "No," complete Part III to explain</p>	X									
<p>2 Did the organization require substantiation prior to reimbursing or allowing expenses incurred by all directors, trustees, and officers, including the CEO/Executive Director, regarding the items checked on line 1a?</p>	X									
<p>3 Indicate which, if any, of the following the filing organization used to establish the compensation of the organization's CEO/Executive Director. Check all that apply. Do not check any boxes for methods used by a related organization to establish compensation of the CEO/Executive Director, but explain in Part III.</p> <table border="0"> <tr> <td><input checked="" type="checkbox"/> Compensation committee</td> <td><input checked="" type="checkbox"/> Written employment contract</td> </tr> <tr> <td><input checked="" type="checkbox"/> Independent compensation consultant</td> <td><input checked="" type="checkbox"/> Compensation survey or study</td> </tr> <tr> <td><input type="checkbox"/> Form 990 of other organizations</td> <td><input checked="" type="checkbox"/> Approval by the board or compensation committee</td> </tr> </table>	<input checked="" type="checkbox"/> Compensation committee	<input 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				
<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									
<p>4 During the year, did any person listed on Form 990, Part VII, Section A, line 1a, with respect to the filing organization or a related organization:</p>										
<p>a Receive a severance payment or change-of-control payment?</p>		X								
<p>b Participate in, or receive payment from, a supplemental nonqualified retirement plan?</p>	X									
<p>c Participate in, or receive payment from, an equity-based compensation arrangement?</p> <p>If "Yes" to any of lines 4a-c, list the persons and provide the applicable amounts for each item in Part III.</p>		X								
<p>Only section 501(c)(3), 501(c)(4), and 501(c)(29) organizations must complete lines 5-9.</p>										
<p>5 For persons listed on Form 990, Part VII, Section A, line 1a, did the organization pay or accrue any compensation contingent on the revenues of:</p>										
<p>a The organization?</p>		X								
<p>b Any related organization?</p> <p>If "Yes" on line 5a or 5b, describe in Part III.</p>		X								
<p>6 For persons listed on Form 990, Part VII, Section A, line 1a, did the organization pay or accrue any compensation contingent on the net earnings of:</p>										
<p>a The organization?</p>		X								
<p>b Any related organization?</p> <p>If "Yes" on line 6a or 6b, describe in Part III.</p>		X								
<p>7 For persons listed on Form 990, Part VII, Section A, line 1a, did the organization provide any nonfixed payments not described on lines 5 and 6? If "Yes," describe in Part III.</p>		X								
<p>8 Were any amounts reported on Form 990, Part VII, paid or accrued pursuant to a contract that was subject to the initial contract exception described in Regulations section 53.4958-4(a)(3)? If "Yes," describe in Part III</p>		X								
<p>9 If "Yes" on line 8, did the organization also follow the rebuttable presumption procedure described in Regulations section 53.4958-6(c)?</p>										

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

Schedule J (Form 990) 2017

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

For each individual whose compensation must be reported on 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 aren't listed on Form 990, Part VII.

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

(A) Name and Title	(B) Breakdown of W-2 and/or 1099-MISC compensation			(C) Retirement and other deferred compensation	(D) Nontaxable benefits	(E) Total of columns (B)(i)-(D)	(F) Compensation in column (B) reported as deferred on prior Form 990
	(i) Base compensation	(ii) Bonus & incentive compensation	(iii) Other reportable compensation				
1 SARA J. BLOOMFIELD DIRECTOR	(i) 468,227. (ii) 0. (iii) 0.	50,000.	27,048.	157,400.	12,147.	714,822.	0.
2 POLLY HEATH CHIEF FINANCIAL OFFICER	(i) 270,654. (ii) 0. (iii) 0.	0.	25,584.	32,078.	1,980.	330,296.	0.
3 JORDAN TANNENBAUM CHIEF DEVELOPMENT OFFICER	(i) 305,667. (ii) 0. (iii) 0.	33,000.	27,048.	32,400.	31,329.	429,444.	0.
4 TANELL COLEMAN CHIEF MUSEUM OPER OFFICER	(i) 149,034. (ii) 0. (iii) 0.	36,413.	19,051.	32,049.	9,049.	245,596.	0.
5 SARAH OGILVIE CHIEF PROGRAM OFFICER	(i) 137,175. (ii) 0. (iii) 0.	36,413.	25,371.	32,030.	21,182.	252,171.	0.
6 RONALD CUFFE GENERAL COUNSEL	(i) 143,990. (ii) 0. (iii) 0.	0.	18,411.	11,997.	21,382.	195,780.	0.
7 ERAN GASKO DEP, CHIEF DEV OFFICER	(i) 263,123. (ii) 0. (iii) 0.	30,000.	24,552.	32,400.	31,068.	381,143.	0.
8 JILL WEINBERG DIR, MIDWEST REGION	(i) 238,608. (ii) 0. (iii) 0.	27,984.	25,584.	32,375.	20,279.	344,830.	0.
9 ANDREA BARCHAS DIR, NORTHEAST REGION	(i) 231,963. (ii) 0. (iii) 0.	26,264.	27,048.	31,289.	12,070.	328,634.	0.
10 GEORGE HELLMAN ASSOC DEPUTY CHIEF DEV OFCR	(i) 186,482. (ii) 0. (iii) 0.	22,000.	24,886.	26,276.	21,579.	281,223.	0.
STEVEN KLAPPHOLZ 11 DIR, W. REGION (UNTIL 3/3/18)	(i) 205,758. (ii) 0. (iii) 0.	0.	15,111.	27,357.	21,634.	269,860.	0.
12	(i) 0. (ii) 0. (iii) 0.	0.	0.	0.	0.	0.	0.
13	(i) 0. (ii) 0. (iii) 0.	0.	0.	0.	0.	0.	0.
14	(i) 0. (ii) 0. (iii) 0.	0.	0.	0.	0.	0.	0.
15	(i) 0. (ii) 0. (iii) 0.	0.	0.	0.	0.	0.	0.
16	(i) 0. (ii) 0. (iii) 0.	0.	0.	0.	0.	0.	0.

Part III Supplemental Information

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

SCHEDULE J, PART I, LINE 1A:

THE MUSEUM DIRECTOR'S EMPLOYMENT CONTRACT PERMITS BUSINESS CLASS TRAVEL FOR FLIGHTS FOUR HOURS OR LONGER. FOR PLANES WITH ONLY TWO CLASSES OF SEATING, FIRST CLASS TRAVEL IS REIMBURSABLE FOR THESE LONGER FLIGHTS.

SCHEDULE J, PART I, LINE 4B:

THE U.S. HOLOCAUST MEMORIAL MUSEUM ESTABLISHED FOR SARA BLOOMFIELD A SECTION 457(B) PLAN AND A SECTION 457(F) PLAN ON JANUARY 1, 2014. THE EMPLOYER CONTRIBUTIONS UNDER THE 457(F) PLAN ARE SUBJECT TO A SUBSTANTIAL RISK OF FORFEITURE. AMOUNTS DEFERRED UNDER THE PLANS ARE REPORTED ON SCHEDULE J, PART II, COLUMN C.

**SCHEDULE M
(Form 990)**

Department of the Treasury
Internal Revenue Service

Noncash Contributions

- ▶ Complete if the organizations answered "Yes" on Form 990, Part IV, lines 29 or 30.
- ▶ Attach to Form 990.
- ▶ Go to www.irs.gov/Form990 for the latest information.

OMB No. 1545-0047

2017

**Open to Public
Inspection**

Name of the organization

THE UNITED STATES HOLOCAUST MEMORIAL MUSEUM

Employer identification number

52-1309391

Part I Types of Property

	(a) Check if applicable	(b) Number of contributions or items contributed	(c) Noncash contribution amounts reported on Form 990, Part VIII, line 1g	(d) Method of determining noncash contribution amounts
1 Art - Works of art	X	460.	0.	
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	153.	4,805,263.	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

30a During the year, did the organization receive by contribution any property reported in Part I, lines 1 through 28, that it must hold for at least three years from the date of the initial contribution, and which isn't required to be used for exempt purposes for the entire holding period?

	Yes	No
30a		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 nonstandard contributions?

31	X	
----	---	--

32a Does the organization hire or use third parties or related organizations to solicit, process, or sell noncash contributions?

32a	X	
-----	---	--

b If "Yes," describe in Part II.

33 If the organization didn't report an amount in column (c) for a type of property for which column (a) is checked, describe in Part II.

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

SCHEDULE M, LINE 32B:

THE MUSEUM WORKS WITH A CONTRACTOR WHO FACILITATES THE ACQUISITION OF ARTIFACTS, ART, PHOTOS AND DOCUMENTS WITHIN THE HOLOCAUST-SURVIVOR COMMUNITY. THIS INCLUDES IDENTIFYING, ESTABLISHING AND MAINTAINING WRITTEN, TELEPHONE AND IN-PERSON CONTACT WITH POTENTIAL DONORS AND OTHER SOURCES OF ACQUISITIONS, ON-SITE VISITS AND FIELD WORK.

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.

SCHEDULE M, 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,

Part II **Supplemental Information.** 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.

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

Supplemental Information to Form 990 or 990-EZ

OMB No. 1545-0047

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

2017

▶ Attach to Form 990 or 990-EZ.

**Open to Public
Inspection**

Department of the Treasury
Internal Revenue Service

▶ Information about Schedule O (Form 990 or 990-EZ) and its instructions is at www.irs.gov/form990.

Name of the organization

THE UNITED STATES HOLOCAUST MEMORIAL MUSEUM

Employer identification number

52-1309391

FORM 990, PART I, ITEM K, OTHER ORGANIZATION TYPE:

INDEPENDENT ESTABLISHMENT OF THE U.S. GOVERNMENT

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, PROGRAM SERVICE ACCOMPLISHMENT CONT:

DESCRIPTION OF THE ORGANIZATION'S MISSION: CHARTERED BY A UNANIMOUS ACT
OF CONGRESS, 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 JEWS BY NAZI GERMANY AND ITS COLLABORATORS
BETWEEN 1933 AND 1945. JEWS WERE THE PRIMARY VICTIMS - SIX MILLION WERE
MURDERED. THE GERMANS ALSO TARGETED ROMA, PEOPLE WITH DISABILITIES,
POLES, SOVIET PRISONERS OF WAR, HOMOSEXUALS, JEHOVAH'S WITNESSES, AND
DISSIDENTS FOR RACIAL OR POLITICAL REASONS.

THE MUSEUM'S PRIMARY MISSION IS TO ADVANCE AND DISSEMINATE KNOWLEDGE
ABOUT THIS UNPRECEDENTED TRAGEDY, TO PRESERVE THE MEMORY OF THOSE WHO

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

SUFFERED, AND TO ENCOURAGE 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. THE MUSEUM PROVIDES POWERFUL LESSONS IN THE FRAGILITY OF FREEDOM, THE NATURE OF HATE, AND THE CONSEQUENCES OF INDIFFERENCE.

SINCE ITS DEDICATION IN 1993, THE MUSEUM HAS WELCOMED ALMOST 45 MILLION VISITORS, INCLUDING 100 HEADS OF STATE AND MORE THAN TWELVE MILLION SCHOOL-AGE CHILDREN. OUR WEBSITE, ONE OF THE WORLD'S LEADING ONLINE AUTHORITIES ON THE HOLOCAUST, IS AVAILABLE IN 16 LANGUAGES AND WAS VISITED IN 2018 BY 19.5 MILLION PEOPLE REPRESENTING 238 COUNTRIES AND TERRITORIES.

THE MUSEUM'S LEVINE INSTITUTE FOR HOLOCAUST EDUCATION IS A LEADER IN TEACHING THIS HISTORY TO NEW GENERATIONS THROUGH ONSITE AND TRAVELING EXHIBITIONS; THE CREATION OF MULTIMEDIA EDUCATIONAL RESOURCES FOR TEACHERS AND STUDENTS, INCLUDING THE WORLD'S DEFINITIVE ONLINE HOLOCAUST ENCYCLOPEDIA; AND ANNUAL SEMINARS AND WORKSHOPS. THE PURPOSE OF THESE EDUCATIONAL PROGRAMS IS TO HELP PEOPLE UNDERSTAND BOTH HOW AND WHY THE HOLOCAUST HAPPENED AND PROMOTE CRITICAL THINKING.

THE MUSEUM WORKS CLOSELY WITH MANY KEY SEGMENTS OF SOCIETY WHO ARE RESPONSIBLE FOR SAFEGUARDING DEMOCRACY. BY STUDYING THE ROLE OF THEIR OWN PROFESSION DURING THE HOLOCAUST, PROFESSIONALS FROM THE FIELDS OF LAW ENFORCEMENT, THE JUDICIARY, AND THE MILITARY GAIN INSIGHT INTO THEIR OWN

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

OUR NATIONAL INSTITUTE FOR HOLOCAUST DOCUMENTATION IS THE WORLD'S MOST COMPREHENSIVE COLLECTION OF HOLOCAUST-RELATED MATERIAL. BUILDING, PRESERVING AND MAKING THIS COLLECTION ACCESSIBLE TO THE PUBLIC ADVANCES BOTH ACADEMIC RESEARCH AND EDUCATION. SECURING THE LONG-TERM GROWTH AND VITALITY OF HOLOCAUST SCHOLARSHIP IS THE PURPOSE OF OUR MANDEL CENTER FOR ADVANCED HOLOCAUST STUDIES, WHICH, AMONG OTHER PROGRAMS, HOSTS SCHOLARS FROM ALL OVER THE WORLD TO CONDUCT ORIGINAL RESEARCH IN ITS VAST HOLDINGS.

TODAY WE FACE AN ALARMING RISE IN HOLOCAUST DENIAL AND ANTISEMITISM - EVEN IN THE VERY LANDS WHERE THE HOLOCAUST HAPPENED - AS WELL AS THREATS OF GENOCIDE IN OTHER PARTS OF THE WORLD. THIS IS OCCURRING JUST AS WE APPROACH A TIME WHEN HOLOCAUST SURVIVORS AND OTHER EYEWITNESSES WILL NO LONGER BE ALIVE.

OUR SIMON-SKJODT CENTER FOR THE PREVENTION OF GENOCIDE WORKS TO MAKE THE PREVENTION OF GENOCIDE A NATIONAL AND INTERNATIONAL PRIORITY THROUGH RESEARCH, EDUCATION, AND PUBLIC OUTREACH. THE CENTER, WHICH SERVES AS A RESOURCE TO GOVERNMENT OFFICIALS, MOST RECENTLY DOCUMENTED AND RAISED THE ALARM ABOUT THE GENOCIDAL CRIMES PERPETRATED BY ISIS AGAINST THE YAZEDI AND OTHER MINORITIES IN IRAQ AND BY THE BURMESE MILITARY AGAINST THAT COUNTRY'S ROHINGYA MINORITY.

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WITH UNIQUE POWER AND AUTHENTICITY, THE MUSEUM REACHES MILLIONS OF PEOPLE EACH YEAR INSPIRING A DEEPER UNDERSTANDING THAT THE UNTHINKABLE IS ALWAYS POSSIBLE AND THAT INDIVIDUALS HAVE MORE POWER THAN THEY REALIZE.

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, AND 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 ANTISEMITISM - EVEN IN THE VERY LANDS WHERE THE HOLOCAUST HAPPENED - AS WELL AS GENOCIDE AND THREATS OF GENOCIDE IN OTHER PARTS OF THE WORLD. THIS IS OCCURRING JUST 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. BY STUDYING THE CHOICES MADE BY INDIVIDUALS AND INSTITUTIONS DURING THE HOLOCAUST, PROFESSIONALS FROM THE FIELDS OF LAW ENFORCEMENT, THE JUDICIARY, AND THE MILITARY, AS WELL AS DIPLOMACY, MEDICINE, EDUCATION, AND RELIGION, GAIN FRESH INSIGHT INTO THEIR OWN RESPONSIBILITIES TODAY. IN ADDITION TO OUR LEADERSHIP TRAINING PROGRAMS, THE MUSEUM SPONSORS ONSITE AND TRAVELING EXHIBITIONS, EDUCATIONAL OUTREACH, AND HOLOCAUST COMMEMORATIONS, INCLUDING THE NATION'S ANNUAL OBSERVANCE OF THE DAYS OF

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REMEMBRANCE IN THE U.S. CAPITOL. OUR CENTER FOR ADVANCED HOLOCAUST STUDIES FOSTERS THE CONTINUED GROWTH AND VITALITY OF THE FIELD OF HOLOCAUST STUDIES.

OUR CENTER FOR THE PREVENTION OF GENOCIDE WORKS TO MAKE THE PREVENTION OF GENOCIDE AND RELATED CRIMES AGAINST HUMANITY A NATIONAL AND INTERNATIONAL PRIORITY THROUGH A MULTIPRONGED PROGRAM OF RESEARCH, EDUCATION, AND PUBLIC OUTREACH. THE CENTER ALSO WORKS TO EQUIP DECISION MAKERS, BOTH IN THE U.S. AND AROUND THE WORLD, WITH THE KNOWLEDGE, TOOLS, AND INSTITUTIONAL SUPPORT REQUIRED TO PREVENT-OR, IF NECESSARY, HALT-GENOCIDE AND RELATED CRIMES AGAINST HUMANITY. WORKS TO EDUCATE, ENGAGE, AND INSPIRE THE PUBLIC TO LEARN MORE ABOUT PAST GENOCIDES - SUCH AS THOSE IN RWANDA, BOSNIA, AND DARFUR, - AND TO CONSIDER WHAT THEY CAN DO TO PREVENT THESE ATROCITIES IN THE FUTURE.

THE CENTER FOR THE PREVENTION OF GENOCIDE ALSO WORKS TO GALVANIZE POLICY MAKERS BOTH IN THE U.S. AND AROUND THE WORLD TO CREATE THE TOOLS AND STRUCTURES NEEDED TO AVERT THE NEXT CRISIS. MOST RECENTLY, THE MUSEUM DOCUMENTED AND RAISED THE ALARM ABOUT THE GENOCIDES PERPERTRATED BY ISIS AGAINST THE YAZDI IN IRAQ AND BY BURMESE MILITARY AGAINST THAT COUNTRY'S ROHINGYA MINORITY.

SINCE ITS DEDICATION IN 1993, THE MUSEUM HAS WELCOMED MORE THAN 44 MILLION VISITORS, INCLUDING 100 HEADS OF STATE AND MORE THAN TWELVE MILLION SCHOOL-AGE CHILDREN. OUR WEBSITE, THE WORLD'S LEADING ONLINE

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AUTHORITY ON THE HOLOCAUST, IS AVAILABLE IN 16 LANGUAGES AND WAS VISITED IN 2018 BY MORE THAN 19.5 MILLION PEOPLE REPRESENTING 238 COUNTRIES AND TERRITORIES.

FORM 990, PART VI, SECTION A, LINE 2:

ALLAN HOLT AND DAVID MARCHICK HAVE A BUSINESS RELATIONSHIP.

FORM 990, PART VI, SECTION B, LINE 11B:

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.

FORM 990, PART VI, SECTION B, LINE 12C:

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 GENERAL COUNSEL ARE REQUIRED TO ANNUALLY COMPLETE AND SUBMIT A

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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, LINES 15A & 15B:

LINE 15A: THE DIRECTOR OF THE MUSEUM IS THE CHIEF EXECUTIVE OFFICER OF THE MUSEUM. THE DIRECTOR IS APPOINTED BY THE CHAIRPERSON OF THE UNITED STATES HOLOCAUST MEMORIAL COUNCIL, SUBJECT TO CONFIRMATION OF THE COUNCIL. IN 2007, AN OUTSIDE CONSULTING FIRM WAS RETAINED TO ASSIST THE COUNCIL IN DETERMINING THE APPROPRIATE COMPENSATION LEVEL FOR THE DIRECTOR. ON THE BASIS OF THE REPORT ISSUED BY THE CONSULTING FIRM, EFFECTIVE ON JANUARY 1, 2007, THE COUNCIL ENTERED INTO A SEVEN-YEAR EMPLOYMENT AGREEMENT WITH THE DIRECTOR. HE DIRECTOR'S COMPENSATION WAS SET AT A LEVEL EQUAL TO APPROXIMATELY THE 75TH PERCENTILE OF THE COMPENSATION FOR CHIEF EXECUTIVE OFFICERS OF COMPARABLE ORGANIZATIONS. UPON EXPIRATION OF THAT EMPLOYMENT AGREEMENT, EFFECTIVE ON JANUARY 1, 2014, THE MUSEUM ENTERED INTO A NEW EMPLOYMENT AGREEMENT WITH A SEVEN YEAR TERM, WITH AN OPTION GIVEN TO THE MUSEUM TO EXTEND THE TERM FOR AN ADDITIONAL TWO YEARS. THE ANNUALIZED BASE COMPENSATION IN THE NEW EMPLOYMENT AGREEMENT WAS SET AT A LEVEL THAT REPRESENTED A 5.55% INCREASE OVER THE ANNUALIZED BASE COMPENSATION OF THE DIRECTOR FOR THE FIRST YEAR OF THE PRIOR EMPLOYMENT AGREEMENT, WHICH HAD BEEN SET IN 2007 ON THE BASIS OF INFORMATION PROVIDED BY AN INDEPENDENT OUTSIDE CONSULTANT. THE NEW EMPLOYMENT AGREEMENT PROVIDES THAT THE DIRECTOR'S ANNUALIZED BASE COMPENSATION DOES NOT INCREASE DURING THE TERM OF THE NEW EMPLOYMENT AGREEMENT; ANY INCREASES IN COMPENSATION TO THE DIRECTOR BEING SOLELY AT

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THE DISCRETION OF THE COUNCIL. THE NEW EMPLOYMENT AGREEMENT ALSO PROVIDES FOR AN INCREASE IN THE CAP ON PAYMENTS TO THE DIRECTOR PURSUANT TO ONE OF TWO NON-QUALIFIED DEFERRED COMPENSATION PLANS THAT HAD BEEN ESTABLISHED UNDER THE PRIOR EMPLOYMENT AGREEMENT. THE NEW EMPLOYMENT AGREEMENT WAS NEGOTIATED AT ARMS-LENGTH BETWEEN THE DIRECTOR AND A SELECT GROUP OF COUNCIL MEMBERS, ASSISTED BY THE COUNCIL'S GENERAL COUNSEL. THE NEW EMPLOYMENT AGREEMENT WAS APPROVED BY THE COUNCIL'S EXECUTIVE COMMITTEE.

LINE 15B: THE PROCESS FOR DETERMINING OFFICERS' 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 IN EFFECT FOR THIS REPORTING PERIOD HAS INCREASES APPLICABLE TO MUSEUM-WIDE COST OF LIVING ADJUSTMENTS AND ENDS DECEMBER 31, 2017.

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.

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FORM 990, PART XI, LINE 9:

CHANGE IN VALUE OF INTEREST RATE SWAP 879,663

FORM 990, PART XII, LINE 2C:

THE PROCESS FOR OVERSIGHT OF THE AUDITED FINANCIAL STATEMENTS: THE
 PROCESS HAS NOT CHANGED FROM THE PRIOR YEAR.

ATTACHMENT 1990, PART VII- COMPENSATION OF THE FIVE HIGHEST PAID IND. CONTRACTORS

<u>NAME AND ADDRESS</u>	<u>DESCRIPTION OF SERVICES</u>	<u>COMPENSATION</u>
DPR CONSTRUCTION, A GENERAL PARTNERSHIP 1450 VETERANS BLVD. REDWOOD CITY, CA 94063	CONSTRUCTION	10,545,656.
CENTERRA GROUP, LLC 7121 FAIRWAY DR, STE 301 PALM BEACH GARDENS, FL 33418	GUARD SERVICES	6,255,345.
PRODUCTION SOLUTIONS 1953 GALLOWS ROAD VIENNA, VA 22182	FULFILLMENT SERVICES	5,438,059.
GRUNLEY CONSTRUCTION CO., INC 15020 SHADY GROVE RD ROCKVILLE, MD 20850	CONSTRUCTION	4,076,459.
BROOKS & BROOKS SERVICES, INC. 5550 TUXEDO RD, SUITE D CHEVERLY, MD 20781	HOUSEKEEPING	2,930,389.

ATTACHMENT 2

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ATTACHMENT 2 (CONT'D)

FORM 990, PART IX - OTHER FEES

<u>DESCRIPTION</u>	<u>(A) TOTAL FEES</u>	<u>(B) PROGRAM SERVICE EXP.</u>	<u>(C) MANAGEMENT AND GENERAL</u>	<u>(D) FUNDRAISING EXPENSES</u>
SECURITY SERVICES	7,733,068.	7,733,068.		
OTHER SERVICE CONTRACTS	6,594,797.	6,395,423.	30,053.	169,321.
PROFESSIONAL SERVICES	6,153,435.	3,575,920.	2,577,515.	
JANITORIAL SERVICES	2,025,022.	2,019,454.		5,568.
STIPENDS AND HONORARIA	1,312,560.	1,308,560.		4,000.
BANK FEES	333,544.	39,631.	283,052.	10,861.
OTHER	1,213,059.	880,437.	289,497.	43,125.
TOTALS	<u>25,365,485.</u>	<u>21,952,493.</u>	<u>3,180,117.</u>	<u>232,875.</u>