

Return of Organization Exempt From Income Tax

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

Open to Public Inspection

Department of the Treasury
Internal Revenue Service

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

A For the 2006 calendar year, or tax year beginning **OCT 1, 2006** and ending **SEP 30, 2007**

B Check if applicable:

Address change
 Name change
 Initial return
 Final return
 Amended return
 Application pending

Please use IRS label or print or type. See Specific Instructions.

C Name of organization
THE UNITED STATES HOLOCAUST MEMORIAL MUSEUM

Number and street (or P.O. box if mail is not delivered to street address) Room/suite
100 RAOUL WALLENBERG PL., SW

City or town, state or country, and ZIP + 4
WASHINGTON, DC 20024

D Employer identification number
52-1309391

E Telephone number
(202) 488-0400

F Accounting method: Cash Accrual
Other (specify)

Section 501(c)(3) organizations and 4947(a)(1) nonexempt charitable trusts must attach a completed Schedule A (Form 990 or 990-EZ).

H and I are not applicable to section 527 organizations.

H(a) Is this a group return for affiliates? Yes No

H(b) If "Yes," enter number of affiliates **N/A**

H(c) Are all affiliates included? **N/A** Yes No (If "No," attach a list.)

H(d) Is this a separate return filed by an organization covered by a group ruling? Yes No

I Group Exemption Number **N/A**

M Check if the organization is not required to attach Sch. B (Form 990, 990-EZ, or 990-PF).

G Website: **WWW.USHMM.ORG**

J Organization type (check only one) 501(c)(3) (insert no.) 4947(a)(1) or 527

K Check here if the organization is not a 509(a)(3) supporting organization and its gross receipts are normally not more than \$25,000. A return is not required, but if the organization chooses to file a return, be sure to file a complete return.

L Gross receipts: Add lines 6b, 8b, 9b, and 10b to line 12 **265,430,980.**

Part I Revenue, Expenses, and Changes in Net Assets or Fund Balances

Revenue	1 Contributions, gifts, grants, and similar amounts received:				
	a Contributions to donor advised funds	1a			
	b Direct public support (not included on line 1a)	1b	37,928,574.		
	c Indirect public support (not included on line 1a)	1c			
	d Government contributions (grants) (not included on line 1a)	1d	42,585,022.		
	e Total (add lines 1a through 1d) (cash \$ 79,073,855. noncash \$ 1,439,741.)	1e			80,513,596.
	2 Program service revenue including government fees and contracts (from Part VII, line 93)	2			
	3 Membership dues and assessments	3			
	4 Interest on savings and temporary cash investments	4			
	5 Dividends and interest from securities	5			5,623,882.
	6 a Gross rents	6a			
	b Less: rental expenses	6b			
c Net rental income or (loss). Subtract line 6b from line 6a	6c				
7 Other investment income (describe)	7				
8 a Gross amount from sales of assets other than inventory	(A) Securities	8a			
	175,186,513.	8a			
	b Less: cost or other basis and sales expenses	8b			
	154,865,849.	8b			
c Gain or (loss) (attach schedule)	8c	20,320,664.			
d Net gain or (loss). Combine line 8c, columns (A) and (B) STMT 1	8d			20,320,664.	
9 Special events and activities (attach schedule). If any amount is from gaming, check here <input type="checkbox"/>	a Gross revenue (not including \$ 3,713,660. of contributions reported on line 1b)	9a	454,264.		
	b Less: direct expenses other than fundraising expenses	9b	590,912.		
	c Net income or (loss) from special events. Subtract line 9b from line 9a SEE STATEMENT 2	9c			-136,648.
10 a Gross sales of inventory, less returns and allowances	10a	2,211,881.			
	b Less: cost of goods sold	10b	957,758.		
	c Gross profit or (loss) from sales of inventory (attach schedule). Subtract line 10b from line 10a STMT 3	10c			1,254,123.
11 Other revenue (from Part VII, line 103)	11			1,440,844.	
12 Total revenue. Add lines 1e, 2, 3, 4, 5, 6c, 7, 8d, 9c, 10c, and 11	12			109,016,461.	
Expenses	13 Program services (from line 44, column (B))	13			52,651,115.
	14 Management and general (from line 44, column (C))	14			13,295,500.
	15 Fundraising (from line 44, column (D))	15			11,529,826.
	16 Payments to affiliates (attach schedule)	16			
	17 Total expenses. Add lines 16 and 44, column (A)	17			77,476,441.
Net Assets	18 Excess or (deficit) for the year. Subtract line 17 from line 12	18			31,540,020.
	19 Net assets or fund balances at beginning of year (from line 73, column (A))	19			313,350,639.
	20 Other changes in net assets or fund balances (attach explanation) SEE STATEMENT 4	20			-3,304,921.
	21 Net assets or fund balances at end of year. Combine lines 18, 19, and 20	21			341,585,738.

Part II Statement of Functional Expenses

All organizations must complete column (A). Columns (B), (C), and (D) are required for section 501(c)(3) and (4) organizations and section 4947(a)(1) nonexempt charitable trusts but optional for others.

Do not include amounts reported on line 6b, 8b, 9b, 10b, or 16 of Part I.	(A) Total	(B) Program services	(C) Management and general	(D) Fundraising
22a Grants paid from donor advised funds (attach schedule) (cash \$ 0, noncash \$ 0) If this amount includes foreign grants, check here <input type="checkbox"/>				
22b Other grants and allocations (attach schedule) (cash \$ 0, noncash \$ 0) If this amount includes foreign grants, check here <input type="checkbox"/>				
23 Specific assistance to individuals (attach schedule)				
24 Benefits paid to or for members (attach schedule)				
25a Compensation of current officers, directors, key employees, etc. listed in Part V-A	956,522.	607,036.	248,713.	100,773.
25b Compensation of former officers, directors, key employees, etc. listed in Part V-B	0.	0.	0.	0.
25c Compensation and other distributions, not included above, to disqualified persons (as defined under section 4958(f)(1)) and persons described in section 4958(c)(3)(B)				
26 Salaries and wages of employees not included on lines 25a, b, and c	29,305,743.	18,040,111.	7,552,525.	3,713,107.
27 Pension plan contributions not included on lines 25a, b, and c	1,588,442.	955,754.	358,774.	273,914.
28 Employee benefits not included on lines 25a - 27	970,289.	398,025.	345,949.	226,315.
29 Payroll taxes	850,811.	424,899.	192,044.	233,868.
30 Professional fundraising fees				
31 Accounting fees	207,142.		207,142.	
32 Legal fees	11,121.		11,121.	
33 Supplies	3,072,584.	2,316,954.	368,850.	386,780.
34 Telephone	135,278.	135,278.		
35 Postage and shipping	1,061,919.	124,596.	47,000.	890,323.
36 Occupancy	1,957,651.	1,742,050.	25,036.	190,565.
37 Equipment rental and maintenance				
38 Printing and publications	1,763,629.	1,363,497.	225,400.	174,732.
39 Travel	1,948,497.	1,397,053.	273,923.	277,521.
40 Conferences, conventions, and meetings				
41 Interest				
42 Depreciation, depletion, etc. (attach schedule)	4,603,868.	4,591,332.	3,500.	9,036.
43 Other expenses not covered above (itemize):				
a				
b				
c				
d				
e				
f				
g SEE STATEMENT 5	29,042,945.	20,554,530.	3,435,523.	5,052,892.
44 Total functional expenses. Add lines 22a through 43g. (Organizations completing columns (B)-(D), carry these totals to lines 13-15)	77,476,441.	52,651,115.	13,295,500.	11,529,826.

Joint Costs. Check if you are following SOP 98-2.

Are any joint costs from a combined educational campaign and fundraising solicitation reported in (B) Program services? Yes No

If "Yes," enter (i) the aggregate amount of these joint costs \$ N/A ; (ii) the amount allocated to Program services \$ N/A ;

(iii) the amount allocated to Management and general \$ N/A ; and (iv) the amount allocated to Fundraising \$ N/A

Part III Statement of Program Service Accomplishments (See the instructions.)

Form 990 is available for public inspection and, for some people, serves as the primary or sole source of information about a particular organization. How the public perceives an organization in such cases may be determined by the information presented on its return. Therefore, please make sure the return is complete and accurate and fully describes, in Part III, the organization's programs and accomplishments.

What is the organization's primary exempt purpose? MEMORIAL MUSEUM FOR VICTIMS OF THE HOLOCAUST	Program Service Expenses (Required for 501(c)(3) and (4) orgs., and 4947(a)(1) trusts; but optional for others.)
All organizations must describe their exempt purpose achievements in a clear and concise manner. State the number of clients served, publications issued, etc. Discuss achievements that are not measurable. (Section 501(c)(3) and (4) organizations and 4947(a)(1) nonexempt charitable trusts must also enter the amount of grants and allocations to others.)	
a SEE STATEMENT 6	
(Grants and allocations \$) If this amount includes foreign grants, check here <input type="checkbox"/>	52,651,115.
b	
(Grants and allocations \$) If this amount includes foreign grants, check here <input type="checkbox"/>	
c	
(Grants and allocations \$) If this amount includes foreign grants, check here <input type="checkbox"/>	
d	
(Grants and allocations \$) If this amount includes foreign grants, check here <input type="checkbox"/>	
e Other program services (attach schedule)	
(Grants and allocations \$) If this amount includes foreign grants, check here <input type="checkbox"/>	
f Total of Program Service Expenses (should equal line 44, column (B), Program services)	52,651,115.

Part IV Balance Sheets (See the instructions.)

Note: Where required, attached schedules and amounts within the description column should be for end-of-year amounts only.

		(A) Beginning of year	(B) End of year
Assets	45 Cash - non-interest-bearing	17,415,084.	15,942,777.
	46 Savings and temporary cash investments		
	47 a Accounts receivable		
	b Less: allowance for doubtful accounts		
	48 a Pledges receivable	21,811,718.	
	b Less: allowance for doubtful accounts	2,330,867.	
	49 Grants receivable		
	50 a Receivables from current and former officers, directors, trustees, and key employees		
	b Receivables from other disqualified persons (as defined under section 4958(f)(1)) and persons described in section 4958(c)(3)(B)		
	51 a Other notes and loans receivable		
	b Less: allowance for doubtful accounts		
	52 Inventories for sale or use		
	53 Prepaid expenses and deferred charges		
	54 a Investments - publicly-traded securities STMT 10 <input type="checkbox"/> Cost <input checked="" type="checkbox"/> FMV	150,747,114.	
	b Investments - other securities <input type="checkbox"/> Cost <input type="checkbox"/> FMV		
	55 a Investments - land, buildings, and equipment: basis		
	b Less: accumulated depreciation		
	56 Investments - other SEE STATEMENT 7	19,160,850.	
	57 a Land, buildings, and equipment: basis	141,399,173.	
b Less: accumulated depreciation STMT 8	65,046,815.		
58 Other assets, including program-related investments (describe SEE STATEMENT 9)	36,973,614.		
59 Total assets (must equal line 74). Add lines 45 through 58	321,258,693.	350,967,483.	
Liabilities	60 Accounts payable and accrued expenses	7,908,054.	9,381,745.
	61 Grants payable		
	62 Deferred revenue		
	63 Loans from officers, directors, trustees, and key employees		
	64 a Tax-exempt bond liabilities		
	b Mortgages and other notes payable		
	65 Other liabilities (describe)		
66 Total liabilities . Add lines 60 through 65	7,908,054.	9,381,745.	
Net Assets or Fund Balances	Organizations that follow SFAS 117, check here <input checked="" type="checkbox"/> and complete lines 67 through 69 and lines 73 and 74.		
	67 Unrestricted	166,359,084.	175,009,963.
	68 Temporarily restricted	18,646,113.	20,820,434.
	69 Permanently restricted	128,345,442.	145,755,341.
	Organizations that do not follow SFAS 117, check here <input type="checkbox"/> and complete lines 70 through 74.		
	70 Capital stock, trust principal, or current funds		
	71 Paid-in or capital surplus, or land, building, and equipment fund		
	72 Retained earnings, endowment, accumulated income, or other funds		
	73 Total net assets or fund balances . Add lines 67 through 69 or lines 70 through 72. (Column (A) must equal line 19 and column (B) must equal line 21)	313,350,639.	341,585,738.
	74 Total liabilities and net assets/fund balances . Add lines 66 and 73	321,258,693.	350,967,483.

Part IV-A Reconciliation of Revenue per Audited Financial Statements With Revenue per Return (See the instructions.)

a	Total revenue, gains, and other support per audited financial statements		a	107,233,068.
b	Amounts included on line a but not on Part I, line 12:			
1	Net unrealized gains on investments	b1 -2,286,338.		
2	Donated services and use of facilities	b2 14,305.		
3	Recoveries of prior year grants	b3		
4	Other (specify): MUSEUM SHOP EXPENSES INCLUDED IN LINE 10	b4 957,758.		
	Add lines b1 through b4		b	-1,314,275.
c	Subtract line b from line a		c	108,547,343.
d	Amounts included on Part I, line 12, but not on line a:			
1	Investment expenses not included on Part I, line 6b	d1 469,118.		
2	Other (specify):	d2		
	Add lines d1 and d2		d	469,118.
e	Total revenue (Part I, line 12). Add lines c and d		e	109,016,461.

Part IV-B Reconciliation of Expenses per Audited Financial Statements With Expenses per Return

a	Total expenses and losses per audited financial statements		a	77,979,386.
b	Amounts included on line a but not on Part I, line 17:			
1	Donated services and use of facilities	b1 14,305.		
2	Prior year adjustments reported on Part I, line 20	b2		
3	Losses reported on Part I, line 20	b3		
4	Other (specify): MUSEUM SHOP EXPENSES INCLUDED IN LINE 10	b4 957,758.		
	Add lines b1 through b4		b	972,063.
c	Subtract line b from line a		c	77,007,323.
d	Amounts included on Part I, line 17, but not on line a:			
1	Investment expenses not included on Part I, line 6b	d1 469,118.		
2	Other (specify):	d2		
	Add lines d1 and d2		d	469,118.
e	Total expenses (Part I, line 17). Add lines c and d		e	77,476,441.

Part V-A Current Officers, Directors, Trustees, and Key Employees (List each person who was an officer, director, trustee, or key employee at any time during the year even if they were not compensated.) (See the instructions.)

(A) Name and address	(B) Title and average hours per week devoted to position	(C) Compensation (if not paid, enter -0-.)	(D) Contributions to employee benefit plans & deferred compensation plans	(E) Expense account and other allowances
SEE STATEMENT 11		798,650.	156,840.	1,032.

Part V-A Current Officers, Directors, Trustees, and Key Employees (continued)

Form sections 75a, 75b, 75c, and 75d. 75a: Enter the total number of officers, directors, and trustees permitted to vote on organization business at board meetings. 75b: Are any officers, directors, trustees, or key employees listed in Form 990, Part V-A, or highest compensated employees listed in Schedule A, Part I, or highest compensated professional and other independent contractors listed in Schedule A, Part II-A or II-B, related to each other through family or business relationships? 75c: Do any officers, directors, trustees, or key employees listed in Form 990, Part V-A, or highest compensated employees listed in Schedule A, Part I, or highest compensated professional and other independent contractors listed in Schedule A, Part II-A or II-B, receive compensation from any other organizations... 75d: Does the organization have a written conflict of interest policy?

Part V-B Former Officers, Directors, Trustees, and Key Employees That Received Compensation or Other Benefits (If any former officer, director, trustee, or key employee received compensation or other benefits (described below) during the year, list that person below and enter the amount of compensation or other benefits in the appropriate column. See the instructions.)

Table with 5 columns: (A) Name and address, (B) Loans and Advances, (C) Compensation (if not paid, enter -0-), (D) Contributions to employee benefit plans & deferred compensation plans, (E) Expense account and other allowances. The first row contains the word 'NONE' under column (A). All other rows are empty.

Part VI Other Information (See the instructions.)

Form sections 76 through 81b. 76: Did the organization make a change in its activities or methods of conducting activities? 77: Were any changes made in the organizing or governing documents but not reported to the IRS? 78a: Did the organization have unrelated business gross income of \$1,000 or more during the year covered by this return? 78b: If "Yes," has it filed a tax return on Form 990-T for this year? 79: Was there a liquidation, dissolution, termination, or substantial contraction during the year? 80a: Is the organization related (other than by association with a statewide or nationwide organization) through common membership, governing bodies, trustees, officers, etc., to any other exempt or nonexempt organization? 81a: Enter direct or indirect political expenditures. 81b: Did the organization file Form 1120-POL for this year?

Part VI Other Information (continued)		Yes	No
82 a	Did the organization receive donated services or the use of materials, equipment, or facilities at no charge or at substantially less than fair rental value?	82a	X
b	If "Yes," you may indicate the value of these items here. Do not include this amount as revenue in Part I or as an expense in Part II. (See instructions in Part III.)	82b	14,305.
83 a	Did the organization comply with the public inspection requirements for returns and exemption applications?	83a	X
b	Did the organization comply with the disclosure requirements relating to quid pro quo contributions?	83b	X
84 a	Did the organization solicit any contributions or gifts that were not tax deductible?	84a	X
b	If "Yes," did the organization include with every solicitation an express statement that such contributions or gifts were not tax deductible?	84b	N/A
85	501(c)(4), (5), or (6) organizations. a Were substantially all dues nondeductible by members?	85a	N/A
b	Did the organization make only in-house lobbying expenditures of \$2,000 or less? If "Yes" was answered to either 85a or 85b, do not complete 85c through 85h below unless the organization received a waiver for proxy tax owed for the prior year.	85b	N/A
c	Dues, assessments, and similar amounts from members	85c	N/A
d	Section 162(e) lobbying and political expenditures	85d	N/A
e	Aggregate nondeductible amount of section 6033(e)(1)(A) dues notices	85e	N/A
f	Taxable amount of lobbying and political expenditures (line 85d less 85e)	85f	N/A
g	Does the organization elect to pay the section 6033(e) tax on the amount on line 85f?	85g	N/A
h	If section 6033(e)(1)(A) dues notices were sent, does the organization agree to add the amount on line 85f to its reasonable estimate of dues allocable to nondeductible lobbying and political expenditures for the following tax year?	85h	N/A
86	501(c)(7) organizations. Enter: a Initiation fees and capital contributions included on line 12	86a	N/A
b	Gross receipts, included on line 12, for public use of club facilities	86b	N/A
87	501(c)(12) organizations. Enter: a Gross income from members or shareholders	87a	N/A
b	Gross income from other sources. (Do not net amounts due or paid to other sources against amounts due or received from them.)	87b	N/A
88 a	At any time during the year, did the organization own a 50% or greater interest in a taxable corporation or partnership, or an entity disregarded as separate from the organization under Regulations sections 301.7701-2 and 301.7701-3? If "Yes," complete Part IX	88a	X
b	At any time during the year, did the organization, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," complete Part XI	88b	X
89 a	501(c)(3) organizations. Enter: Amount of tax imposed on the organization during the year under: section 4911 <input type="text" value="0."/> ; section 4912 <input type="text" value="0."/> ; section 4955 <input type="text" value="0."/> .		
b	501(c)(3) and 501(c)(4) organizations. Did the organization engage in any section 4958 excess benefit transaction during the year or did it become aware of an excess benefit transaction from a prior year? If "Yes," attach a statement explaining each transaction	89b	X
c	Enter: Amount of tax imposed on the organization managers or disqualified persons during the year under sections 4912, 4955, and 4958		<input type="text" value="0."/>
d	Enter: Amount of tax on line 89c, above, reimbursed by the organization		<input type="text" value="0."/>
e	All organizations. At any time during the tax year, was the organization a party to a prohibited tax shelter transaction?	89e	X
f	All organizations. Did the organization acquire a direct or indirect interest in any applicable insurance contract?	89f	X
g	For supporting organizations and sponsoring organizations maintaining donor advised funds. Did the supporting organization, or a fund maintained by a sponsoring organization, have excess business holdings at any time during the year?	89g	X
90 a	List the states with which a copy of this return is filed <input type="text" value="DC"/>		
b	Number of employees employed in the pay period that includes March 12, 2006	90b	467
91 a	The books are in care of <input type="text" value="THE CHIEF FINANCIAL OFFICER"/> Telephone no. <input type="text" value="(202) 488-0400"/> Located at <input type="text" value="100 RAOUL WALLENBERG PL., SW, WASHINGTON, DC"/> ZIP + 4 <input type="text" value="20024"/>		
b	At any time during the calendar year, did the organization have an interest in or a signature or other authority over a financial account in a foreign country (such as a bank account, securities account, or other financial account)? If "Yes," enter the name of the foreign country <input type="text" value="N/A"/>	91b	X
See the instructions for exceptions and filing requirements for Form TD F 90-22.1, Report of Foreign Bank and Financial Accounts.			

Part VI Other Information (continued) Yes No

c At any time during the calendar year, did the organization maintain an office outside of the United States? 91c
 If "Yes," enter the name of the foreign country N/A

92 Section 4947(a)(1) nonexempt charitable trusts filing Form 990 in lieu of Form 1041- Check here
 and enter the amount of tax-exempt interest received or accrued during the tax year 92 N/A

Part VII Analysis of Income-Producing Activities (See the instructions.)

Note: Enter gross amounts unless otherwise indicated.

	Unrelated business income		Excluded by section 512, 513, or 514		(E) Related or exempt function income
	(A) Business code	(B) Amount	(C) Exclu- sion code	(D) Amount	
93 Program service revenue:					
a					
b					
c					
d					
e					
f Medicare/Medicaid payments					
g Fees and contracts from government agencies					
94 Membership dues and assessments					
95 Interest on savings and temporary cash investments					
96 Dividends and interest from securities			14	5,623,882.	
97 Net rental income or (loss) from real estate:					
a debt-financed property					
b not debt-financed property					
98 Net rental income or (loss) from personal property					
99 Other investment income					
100 Gain or (loss) from sales of assets other than inventory			18	20,320,664.	
101 Net income or (loss) from special events			03	-136,648.	
102 Gross profit or (loss) from sales of inventory					1,254,123.
103 Other revenue:					
a ROYALTY			15	74,284.	
b OTHER INCOME					103,242.
c IMPUTED FINANCING SOURCE					1,263,318.
d					
e					
104 Subtotal (add columns (B), (D), and (E))		0.		25,882,182.	2,620,683.
105 Total (add line 104, columns (B), (D), and (E))					28,502,865.

Note: Line 105 plus line 1e, Part I, should equal the amount on line 12, Part I.

Part VIII Relationship of Activities to the Accomplishment of Exempt Purposes (See the instructions.)

Line No.	Explain how each activity for which income is reported in column (E) of Part VII contributed importantly to the accomplishment of the organization's exempt purposes (other than by providing funds for such purposes).
▼	SEE STATEMENT 12

Part IX Information Regarding Taxable Subsidiaries and Disregarded Entities (See the instructions.)

(A) Name, address, and EIN of corporation, partnership, or disregarded entity	(B) Percentage of ownership interest	(C) Nature of activities	(D) Total income	(E) End-of-year assets
	%			
N/A	%			
	%			
	%			

Part X Information Regarding Transfers Associated with Personal Benefit Contracts (See the instructions.)

(a) Did the organization, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract? Yes No
 (b) Did the organization, during the year, pay premiums, directly or indirectly, on a personal benefit contract? Yes No

Note: If "Yes" to (b), file Form 8870 and Form 4720 (see instructions).

Part XI Information Regarding Transfers To and From Controlled Entities. Complete only if the organization is a controlling organization as defined in section 512(b)(13). N/A

106 Did the reporting organization make any transfers to a controlled entity as defined in section 512(b)(13) of the Code? If "Yes," complete the schedule below for each controlled entity.

Yes	No

	(A) Name, address, of each controlled entity	(B) Employer Identification Number	(C) Description of transfer	(D) Amount of transfer
a	----- ----- -----			
b	----- ----- -----			
c	----- ----- -----			
Totals				

107 Did the reporting organization receive any transfers from a controlled entity as defined in section 512(b)(13) of the Code? If "Yes," complete the schedule below for each controlled entity.

Yes	No

	(A) Name, address, of each controlled entity	(B) Employer Identification Number	(C) Description of transfer	(D) Amount of transfer
a	----- ----- -----			
b	----- ----- -----			
c	----- ----- -----			
Totals				

108 Did the organization have a binding written contract in effect on August 17, 2006, covering the interest, rents, royalties, and annuities described in question 107 above?

Yes	No

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.

Please Sign Here

2/11/08
 Signature of officer Date
JOHN FAWSETT, CHIEF FINANCIAL OFFICER
 Type or print name and title

Paid Preparer's Use Only

Preparer's signature	Date	Check if self-employed <input type="checkbox"/>	Preparer's SSN or PTIN (See Gen. Inst. X)
Firm's name (or yours if self-employed), address, and ZIP + 4	EIN		Phone no.
DELOITTE TAX LLP 1750 TYSONS BLVD MCLEAN, VA 22102-4219			(703) 251-1000

SCHEDULE A
(Form 990 or 990-EZ)

Organization Exempt Under Section 501(c)(3)

(Except Private Foundation) and Section 501(e), 501(f), 501(k),
501(n), or 4947(a)(1) Nonexempt Charitable Trust

OMB No. 1545-0047

2006

Department of the Treasury
Internal Revenue Service

Supplementary Information-(See separate instructions.)
▶ **MUST be completed by the above organizations and attached to their Form 990 or 990-EZ**

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

Part I Compensation of the Five Highest Paid Employees Other Than Officers, Directors, and Trustees
(See page 2 of the instructions. List each one. If there are none, enter "None.")

(a) Name and address of each employee paid more than \$50,000	(b) Title and average hours per week devoted to position	(c) Compensation	(d) Contributions to employee benefit plans & deferred compensation	(e) Expense account and other allowances
JORDAN TANNENBAUM 100 RAOUL WALLENBERG PL., SW, WASHING	CHIEF DEVELOPMENT OF 40.00	283,789.	69,580.	1,032.
AMY FARRIER 100 RAOUL WALLENBERG PL., SW, WASHING	DEPUTY CHIEF DEVELOP 40.00	193,900.	35,779.	151.
JILL WEINBERG 100 RAOUL WALLENBERG PL., SW, WASHING	DIRECTOR, MIDWEST RE 40.00	180,138.	59,135.	385.
GEORGE HELLMAN 100 RAOUL WALLENBERG PL., SW, WASHING	DIRECTOR, PLANNED GI 40.00	155,706.	40,121.	199.
SHELLEY BINDER 100 RAOUL WALLENBERG PL., SW, WASHING	DIRECTOR, NORTHEAST 40.00	137,971.	45,048.	316.
Total number of other employees paid over \$50,000	▶ 280			

Part II-A Compensation of the Five Highest Paid Independent Contractors for Professional Services
(See page 2 of the instructions. List each one (whether individuals or firms). If there are none, enter "None.")

(a) Name and address of each independent contractor paid more than \$50,000	(b) Type of service	(c) Compensation
US PUBLIC HEALTH SERVICE 4550 MONTGOMERY AVENUE, BETHESDA, MD 20814	HEALTH UNIT AND OCCUPATIONAL HEALTH SERVI	285,987.
ARTHUR J. GALLAGHER & CO. OF NEW YORK 1627 I STREET, NW STE 800, WASHINGTON, DC 20006	INSURANCE BROKER	263,994.
DELOITTE & TOUCHE LLP P.O. BOX 7247-6446, PHILADELPHIA, PA 19170-6446	AUDIT AND TAX	207,142.
ENLASO CORPORATION 9543 W EMERALD ST, STE B, BOISE, ID 83704	LANGUAGE TRANSLATION SERVICE	151,377.
HARRIS ASSOCIATES TWO NORTH LASALLE STREET, CHICAGO, IL 60602-3790	INVESTMENT MANAGER	107,387.
Total number of others receiving over \$50,000 for professional services	▶ 5	

Part II-B Compensation of the Five Highest Paid Independent Contractors for Other Services
(List each contractor who performed services other than professional services, whether individuals or firms. If there are none, enter "None." See page 2 of the instructions.)

(a) Name and address of each independent contractor paid more than \$50,000	(b) Type of service	(c) Compensation
WACKENHUT SERVICES INCORPORATED 7121 FAIRWAY DRIVE, PALM BEACH GARDENS, FL 33418	GUARD SERVICES	4,532,999.
CARE FIRST - BLUE CROSS BLUE SHIELD 550 12TH STREET, WASHINGTON, DC 20065	HEALTH CARE INSURER	1,092,801.
BROOKS & BROOKS SERVICES, INC 1227 GOOD HOPE ROAD, SE, WASHINGTON, DC 20020	JANITORIAL SERVICES	916,058.
TARGET SOFTWARE, INC 1030 MASSACHUSETTS AVENUE, CAMBRIDGE, MA 02183	DATABASE & PRODUCTION SUPPORT	564,407.
NAM/BROOKS JOINT VENTURE P.O. BOX 32551, SANTA FE, NM 87594	JANITORIAL SERVICES	497,521.
Total number of other contractors receiving over \$50,000 for other services	▶ 46	

Part III Statements About Activities (See page 2 of the instructions.)

		Yes	No
1	During the year, has the organization attempted to influence national, state, or local legislation, including any attempt to influence public opinion on a legislative matter or referendum? If "Yes," enter the total expenses paid or incurred in connection with the lobbying activities ▶ \$ _____ \$ _____ (Must equal amounts on line 38, Part VI-A, or line i of Part VI-B.) Organizations that made an election under section 501(h) by filing Form 5768 must complete Part VI-A. Other organizations checking "Yes" must complete Part VI-B AND attach a statement giving a detailed description of the lobbying activities.	1	X
2	During the year, has the organization, either directly or indirectly, engaged in any of the following acts with any substantial contributors, trustees, directors, officers, creators, key employees, or members of their families, or with any taxable organization with which any such person is affiliated as an officer, director, trustee, majority owner, or principal beneficiary? (If the answer to any question is "Yes," attach a detailed statement explaining the transactions.)		
a	Sale, exchange, or leasing of property?	2a	X
b	Lending of money or other extension of credit?	2b	X
c	Furnishing of goods, services, or facilities?	2c	X
d	Payment of compensation (or payment or reimbursement of expenses if more than \$1,000)? SEE PART V-A, FORM 990	2d	X
e	Transfer of any part of its income or assets?	2e	X
3	a Did the organization make grants for scholarships, fellowships, student loans, etc.? (If "Yes," attach an explanation of how the organization determines that recipients qualify to receive payments.)	3a	X
b	Did the organization have a section 403(b) annuity plan for its employees?	3b	X
c	Did the organization receive or hold an easement for conservation purposes, including easements to preserve open space, the environment, historic land areas or historic structures? If "Yes," attach a detailed statement	3c	X
d	Did the organization provide credit counseling, debt management, credit repair, or debt negotiation services?	3d	X
4	a Did the organization maintain any donor advised funds? If "Yes," complete lines 4b through 4g. If "No," complete lines 4f and 4g	4a	X
b	Did the organization make any taxable distributions under section 4966?	4b	N/A
c	Did the organization make a distribution to a donor, donor advisor, or related person?	4c	N/A
d	Enter the total number of donor advised funds owned at the end of the tax year	N/A	
e	Enter the aggregate value of assets held in all donor advised funds owned at the end of the tax year	N/A	
f	Enter the total number of separate funds or accounts owned at the end of the year (excluding donor advised funds included on line 4d) where donors have the right to provide advice on the distribution or investment of amounts in such funds or accounts	0.	
g	Enter the aggregate value of assets in all funds or accounts included on line 4f at the end of the tax year	0.	

Part IV Reason for Non-Private Foundation Status (See pages 4 through 7 of the instructions.)

I certify that the organization is not a private foundation because it is: (Please check only **ONE** applicable box.)

- 5 A church, convention of churches, or association of churches. Section 170(b)(1)(A)(i).
- 6 A school. Section 170(b)(1)(A)(ii). (Also complete Part V.)
- 7 A hospital or a cooperative hospital service organization. Section 170(b)(1)(A)(iii).
- 8 A federal, state, or local government or governmental unit. Section 170(b)(1)(A)(v).
- 9 A medical research organization operated in conjunction with a hospital. Section 170(b)(1)(A)(iii). Enter the hospital's name, city, and state
- 10 An organization operated for the benefit of a college or university owned or operated by a governmental unit. Section 170(b)(1)(A)(iv). (Also complete the **Support Schedule** in Part IV-A.)
- 11a An organization that normally receives a substantial part of its support from a governmental unit or from the general public. Section 170(b)(1)(A)(vi). (Also complete the **Support Schedule** in Part IV-A.)
- 11b A community trust. Section 170(b)(1)(A)(vi). (Also complete the **Support Schedule** in Part IV-A.)
- 12 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 charitable, etc., 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). (Also complete the **Support Schedule** in Part IV-A.)
- 13 An organization that is not controlled by any disqualified persons (other than foundation managers) and otherwise meets the requirements of section 509(a)(3). Check the box that describes the type of supporting organization:
 Type I Type II Type III-Functionally Integrated Type III-Other

Provide the following information about the supported organizations. (See page 7 of the instructions.)

(a) Name(s) of supported organization(s)	(b) Employer identification number (EIN)	(c) Type of organization (described in lines 5 through 12 above or IRC section)	(d) Is the supported organization listed in the supporting organization's governing documents?		(e) Amount of support
			Yes	No	
Total					<input type="checkbox"/>

- 14 An organization organized and operated to test for public safety. Section 509(a)(4). (See page 7 of the instructions.)

Part IV-A Support Schedule (Complete only if you checked a box on line 10, 11, or 12.) **Use cash method of accounting.**
Note: You may use the worksheet in the instructions for converting from the accrual to the cash method of accounting.

Calendar year (or fiscal year beginning in)	(a) 2005	(b) 2004	(c) 2003	(d) 2002	(e) Total
15 Gifts, grants, and contributions received. (Do not include unusual grants. See line 28.)	75,664,759.	69,375,100.	68,907,142.	66,058,345.	280,005,346.
16 Membership fees received					
17 Gross receipts from admissions, merchandise sold or services performed, or furnishing of facilities in any activity that is related to the organization's charitable, etc., purpose	2,164,805.	2,206,046.	1,839,593.	744,510.	6,954,954.
18 Gross income from interest, dividends, amounts received from payments on securities loans (section 512(a)(5)), rents, royalties, and unrelated business taxable income (less section 511 taxes) from businesses acquired by the organization after June 30, 1975	4,260,106.	3,732,001.	2,778,155.	3,448,694.	14,218,956.
19 Net income from unrelated business activities not included in line 18					
20 Tax revenues levied for the organization's benefit and either paid to it or expended on its behalf					
21 The value of services or facilities furnished to the organization by a governmental unit without charge. Do not include the value of services or facilities generally furnished to the public without charge					
22 Other income. Attach a schedule. Do not include gain or (loss) from sale of capital assets	1,650,188.	1,410,028.	SEE STATEMENT 13 1,409,558.	1,185,401.	5,655,175.
23 Total of lines 15 through 22	83,739,858.	76,723,175.	74,934,448.	71,436,950.	306,834,431.
24 Line 23 minus line 17	81,575,053.	74,517,129.	73,094,855.	70,692,440.	299,879,477.
25 Enter 1% of line 23	837,399.	767,232.	749,344.	714,370.	
26 Organizations described on lines 10 or 11: a Enter 2% of amount in column (e), line 24					26a 5,997,590.
b Prepare a list for your records to show the name of and amount contributed by each person (other than a governmental unit or publicly supported organization) whose total gifts for 2002 through 2005 exceeded the amount shown in line 26a. Do not file this list with your return. Enter the total of all these excess amounts					26b 0.
c Total support for section 509(a)(1) test: Enter line 24, column (e)					26c 299,879,477.
d Add: Amounts from column (e) for lines: 18 14,218,956. 19 _____ 22 5,655,175. 26b _____					26d 19,874,131.
e Public support (line 26c minus line 26d total)					26e 280,005,346.
f Public support percentage (line 26e (numerator) divided by line 26c (denominator))					26f 93.3725%
27 Organizations described on line 12: a For amounts included in lines 15, 16, and 17 that were received from a "disqualified person," prepare a list for your records to show the name of, and total amounts received in each year from, each "disqualified person." Do not file this list with your return. Enter the sum of such amounts for each year: N/A (2005) _____ (2004) _____ (2003) _____ (2002) _____					
b For any amount included in line 17 that was received from each person (other than "disqualified persons"), prepare a list for your records to show the name of, and amount received for each year, that was more than the larger of (1) the amount on line 25 for the year or (2) \$5,000. (Include in the list organizations described in lines 5 through 11b, as well as individuals.) Do not file this list with your return. After computing the difference between the amount received and the larger amount described in (1) or (2), enter the sum of these differences (the excess amounts) for each year: N/A (2005) _____ (2004) _____ (2003) _____ (2002) _____					
c Add: Amounts from column (e) for lines: 15 _____ 16 _____ 17 _____ 20 _____ 21 _____					27c N/A
d Add: Line 27a total _____ and line 27b total _____					27d N/A
e Public support (line 27c total minus line 27d total)					27e N/A
f Total support for section 509(a)(2) test: Enter amount on line 23, column (e)					27f N/A
g Public support percentage (line 27e (numerator) divided by line 27f (denominator))					27g N/A %
h Investment income percentage (line 18, column (e) (numerator) divided by line 27f (denominator))					27h N/A %

28 Unusual Grants: For an organization described in line 10, 11, or 12 that received any unusual grants during 2002 through 2005, prepare a list for your records to show, for each year, the name of the contributor, the date and amount of the grant, and a brief description of the nature of the grant. Do not file this list with your return. Do not include these grants in line 15.

Part V Private School Questionnaire (See page 9 of the instructions.)

N/A

(To be completed ONLY by schools that checked the box on line 6 in Part IV)

		Yes	No
29	Does the organization have a racially nondiscriminatory policy toward students by statement in its charter, bylaws, other governing instrument, or in a resolution of its governing body?		
30	Does the organization include a statement of its racially nondiscriminatory policy toward students in all its brochures, catalogues, and other written communications with the public dealing with student admissions, programs, and scholarships?		
31	Has the organization publicized its racially nondiscriminatory policy through newspaper or broadcast media during the period of solicitation for students, or during the registration period if it has no solicitation program, in a way that makes the policy known to all parts of the general community it serves?		
If "Yes," please describe; if "No," please explain. (If you need more space, attach a separate statement.)			
.....			
.....			
32	Does the organization maintain the following:		
a	Records indicating the racial composition of the student body, faculty, and administrative staff?		
b	Records documenting that scholarships and other financial assistance are awarded on a racially nondiscriminatory basis?		
c	Copies of all catalogues, brochures, announcements, and other written communications to the public dealing with student admissions, programs, and scholarships?		
d	Copies of all material used by the organization or on its behalf to solicit contributions?		
If you answered "No" to any of the above, please explain. (If you need more space, attach a separate statement.)			
.....			
33	Does the organization discriminate by race in any way with respect to:		
a	Students' rights or privileges?		
b	Admissions policies?		
c	Employment of faculty or administrative staff?		
d	Scholarships or other financial assistance?		
e	Educational policies?		
f	Use of facilities?		
g	Athletic programs?		
h	Other extracurricular activities?		
If you answered "Yes" to any of the above, please explain. (If you need more space, attach a separate statement.)			
.....			
.....			
34 a	Does the organization receive any financial aid or assistance from a governmental agency?		
b	Has the organization's right to such aid ever been revoked or suspended?		
If you answered "Yes" to either 34a or b, please explain using an attached statement.			
35	Does the organization certify that it has complied with the applicable requirements of sections 4.01 through 4.05 of Rev. Proc. 75-50, 1975-2 C.B. 587, covering racial nondiscrimination? If "No," attach an explanation		

Part VI-A Lobbying Expenditures by Electing Public Charities (See page 10 of the instructions.)

N/A

(To be completed ONLY by an eligible organization that filed Form 5768)

Check a if the organization belongs to an affiliated group. Check b if you checked "a" and "limited control" provisions apply.

Limits on Lobbying Expenditures (The term "expenditures" means amounts paid or incurred.)		(a) Affiliated group totals	(b) To be completed for all electing organizations
		N/A	
36	Total lobbying expenditures to influence public opinion (grassroots lobbying)	36	
37	Total lobbying expenditures to influence a legislative body (direct lobbying)	37	
38	Total lobbying expenditures (add lines 36 and 37)	38	
39	Other exempt purpose expenditures	39	
40	Total exempt purpose expenditures (add lines 38 and 39)	40	
41	Lobbying nontaxable amount. Enter the amount from the following table -		
	If the amount on line 40 is -		
	The lobbying nontaxable amount is -		
	Not over \$500,000	20% of the amount on line 40	
	Over \$500,000 but not over \$1,000,000	\$100,000 plus 15% of the excess over \$500,000	
	Over \$1,000,000 but not over \$1,500,000	\$175,000 plus 10% of the excess over \$1,000,000	41
	Over \$1,500,000 but not over \$17,000,000	\$225,000 plus 5% of the excess over \$1,500,000	
	Over \$17,000,000	\$1,000,000	
42	Grassroots nontaxable amount (enter 25% of line 41)	42	
43	Subtract line 42 from line 36. Enter -0- if line 42 is more than line 36	43	
44	Subtract line 41 from line 38. Enter -0- if line 41 is more than line 38	44	

Caution: If there is an amount on either line 43 or line 44, you must file Form 4720.

4-Year Averaging Period Under Section 501(h)

(Some organizations that made a section 501(h) election do not have to complete all of the five columns below. See the instructions for lines 45 through 50 on page 13 of the instructions.)

Calendar year (or fiscal year beginning in) ▶	Lobbying Expenditures During 4-Year Averaging Period				N/A
	(a) 2006	(b) 2005	(c) 2004	(d) 2003	(e) Total
45	Lobbying nontaxable amount				0.
46	Lobbying ceiling amount (150% of line 45(e))				0.
47	Total lobbying expenditures				0.
48	Grassroots nontaxable amount				0.
49	Grassroots ceiling amount (150% of line 48(e))				0.
50	Grassroots lobbying expenditures				0.

Part VI-B Lobbying Activity by Nonelecting Public Charities

(For reporting only by organizations that did not complete Part VI-A) (See page 13 of the instructions.)

During the year, did the organization attempt to influence national, state or local legislation, including any attempt to influence public opinion on a legislative matter or referendum, through the use of:	Yes	No	Amount
a Volunteers		X	
b Paid staff or management (Include compensation in expenses reported on lines c through h.)		X	
c Media advertisements		X	
d Mailings to members, legislators, or the public		X	
e Publications, or published or broadcast statements		X	
f Grants to other organizations for lobbying purposes		X	
g Direct contact with legislators, their staffs, government officials, or a legislative body		X	
h Rallies, demonstrations, seminars, conventions, speeches, lectures, or any other means		X	
i Total lobbying expenditures (Add lines c through h.)			0.

If "Yes" to any of the above, also attach a statement giving a detailed description of the lobbying activities.

Part VII Information Regarding Transfers To and Transactions and Relationships With Noncharitable Exempt Organizations (See page 13 of the instructions.)

51 Did the reporting organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?

a Transfers from the reporting organization to a noncharitable exempt organization of:

(i) Cash

(ii) Other assets

b Other transactions:

(i) Sales or exchanges of assets with a noncharitable exempt organization

(ii) Purchases of assets from a noncharitable exempt organization

(iii) Rental of facilities, equipment, or other assets

(iv) Reimbursement arrangements

(v) Loans or loan guarantees

(vi) Performance of services or membership or fundraising solicitations

c Sharing of facilities, equipment, mailing lists, other assets, or paid employees

d If the answer to any of the above is "Yes," complete the following schedule. Column (b) should always show the fair market value of the goods, other assets, or services given by the reporting organization. If the organization received less than fair market value in any transaction or sharing arrangement, show in column (d) the value of the goods, other assets, or services received:

	Yes	No
51a(i)		X
a(ii)		X
b(i)		X
b(ii)		X
b(iii)		X
b(iv)		X
b(v)		X
b(vi)		X
c		X

N/A

(a) Line no.	(b) Amount involved	(c) Name of noncharitable exempt organization	(d) Description of transfers, transactions, and sharing arrangements

52 a Is the organization directly or indirectly affiliated with, or related to, one or more tax-exempt organizations described in section 501(c) of the Code (other than section 501(c)(3)) or in section 527? Yes No

b If "Yes," complete the following schedule: N/A

(a) Name of organization	(b) Type of organization	(c) Description of relationship

2006 DEPRECIATION AND AMORTIZATION REPORT

FORM 990 PAGE 2

990

Asset No.	Description	Date Acquired	Method	Life	Line No.	Unadjusted Cost Or Basis	Bus % Excl	* Reduction In Basis	Basis For Depreciation	Accumulated Depreciation	Current Sec 179	Current Year Deduction
	MUSEUM FACILITY AND OTHER FIXED ASSETS			5.00	17	141,399,173.		0	141,399,173.	60,442,947.	0	4,603,868.
	* TOTAL 990 PAGE 2 DEPR					141,399,173.		0	141,399,173.	60,442,947.	0	4,603,868.

* ITC, Section 179, Salvage, Bonus, Commercial Revitalization Deduction, GO Zone

(D) - Asset disposed

FORM 990 **GAIN (LOSS) FROM PUBLICLY TRADED SECURITIES** **STATEMENT** **1**

<u>DESCRIPTION</u>	<u>GROSS SALES PRICE</u>	<u>COST OR OTHER BASIS</u>	<u>EXPENSE OF SALE</u>	<u>NET GAIN OR (LOSS)</u>
REALIZED GAIN ON SALE OF INVESTMENTS	175,186,513.	154,865,849.	0.	20,320,664.
TO FORM 990, PART I, LINE 8	175,186,513.	154,865,849.	0.	20,320,664.

FORM 990

SPECIAL EVENTS AND ACTIVITIES

STATEMENT 2

DESCRIPTION OF EVENT	GROSS RECEIPTS	CONTRIBUT. INCLUDED	GROSS REVENUE	DIRECT EXPENSES	NET INCOME
CHICAGO B & A LUNCH	1,382,450.	1,381,950.	500.	0.	500.
CHICAGO'S BOOK AND AUTHOR EVENT	1,278,176.	1,090,566.	187,610.	266,851.	-79,241.
DAY OF REMEMBRANCE	582,883.	414,099.	168,784.	233,448.	-64,664.
VARIOUS EVENTS	924,415.	827,045.	97,370.	90,613.	6,757.
TO FM 990, PART I, LINE 9	4,167,924.	3,713,660.	454,264.	590,912.	-136,648.

FORM 990

INCOME AND COST OF GOODS SOLD
INCLUDED ON PART I, LINE 10

STATEMENT 3

INCOME

1. GROSS RECEIPTS	2,211,881	
2. RETURNS AND ALLOWANCES		
3. LINE 1 LESS LINE 2		2,211,881
4. COST OF GOODS SOLD (LINE 13)	957,758	
5. GROSS PROFIT (LINE 3 LESS LINE 4)		1,254,123

COST OF GOODS SOLD

6. INVENTORY AT BEGINNING OF YEAR	236,904	
7. MERCHANDISE PURCHASED		
8. COST OF LABOR		
9. MATERIALS AND SUPPLIES		
10. OTHER COSTS	905,678	
11. ADD LINES 6 THROUGH 10		1,142,582
12. INVENTORY AT END OF YEAR	184,824	
13. COST OF GOODS SOLD (LINE 11 LESS LINE 12)		957,758

FORM 990

OTHER CHANGES IN NET ASSETS OR FUND BALANCES

STATEMENT 4

DESCRIPTIONAMOUNT

UNREALIZED (LOSS)/GAIN ON INVESTMENTS

-2,286,338.

CHANGED IN UNEXPENDED FEDERAL APPROPRIATIONS

-1,018,583.

TOTAL TO FORM 990, PART I, LINE 20

-3,304,921.

FORM 990

OTHER EXPENSES

STATEMENT 5

DESCRIPTION	(A)	(B)	(C)	(D)
	TOTAL	PROGRAM SERVICES	MANAGEMENT AND GENERAL	FUNDRAISING
JANITORIAL SERVICES	1,667,187.	1,664,493.	0.	2,694.
SECURITY SERVICES	4,939,862.	4,939,862.	0.	0.
EQUIPMENT	973,629.	921,790.	14,000.	37,839.
COLLECTIONS	30,785.	30,785.	0.	0.
BAD DEBT EXPENSE	432,740.	0.	122,820.	309,920.
BANK FEES	152,316.	29,729.	1,118.	121,469.
INVESTMENT MANAGER FEES	559,916.	0.	551,417.	8,499.
TEMPORARY HELP	133,746.	61,582.	14,068.	58,096.
STIPENDS AND HONORARIA	994,334.	989,769.	4,550.	15.
CONSULTANTS	396,657.	376,446.	20,211.	0.
OTHER SERVICE CONTRACTS	8,393,687.	3,577,732.	469,218.	4,346,737.
PROFESSIONAL SERVICES	1,826,618.	1,168,655.	579,414.	78,549.
INTERGOVERNMENTAL PURCHASES AND CONTRACTS	8,340,464.	6,725,984.	1,614,480.	0.
ENTERTAINMENT AND BEVERAGE	148,559.	49,062.	35,723.	63,774.
AUXILIARY INCOME	8,154.	1,766.	6,088.	300.
MISCELLANEOUS	44,291.	16,875.	2,416.	25,000.
TOTAL TO FM 990, LN 43	29,042,945.	20,554,530.	3,435,523.	5,052,892.

FORM 990

STATEMENT OF PROGRAM SERVICE ACCOMPLISHMENTS

STATEMENT 6

DESCRIPTION OF PROGRAM SERVICE ONE

A LIVING MEMORIAL TO THE HOLOCAUST, THE UNITED STATES HOLOCAUST MEMORIAL MUSEUM STIMULATES LEADERS AND CITIZENS TO CONFRONT HATRED, PREVENT GENOCIDE, PROMOTE HUMAN DIGNITY, AND STRENGTHEN DEMOCRACY. A PUBLIC-PRIVATE PARTNERSHIP, FEDERAL SUPPORT GUARANTEES THE MUSEUM'S PERMANENCE, AND DONORS NATIONWIDE MAKE POSSIBLE ITS EDUCATIONAL ACTIVITIES AND GLOBAL OUTREACH.

LOCATED AMONG OUR NATIONAL MONUMENTS TO FREEDOM ON THE NATIONAL MALL, THE MUSEUM PROVIDES A POWERFUL LESSON IN THE FRAGILITY OF FREEDOM, THE MYTH OF PROGRESS, THE NEED FOR VIGILANCE IN PRESERVING DEMOCRATIC VALUES. WITH UNIQUE POWER AND AUTHENTICITY, THE MUSEUM TEACHES MILLIONS OF PEOPLE EACH YEAR ABOUT THE DANGERS OF UNCHECKED HATRED AND THE NEED TO PREVENT GENOCIDE. AND WE ENCOURAGE THEM TO ACT, CULTIVATING A SENSE OF MORAL RESPONSIBILITY AMONG OUR CITIZENS SO THAT THEY WILL RESPOND TO THE MONUMENTAL CHALLENGES THAT CONFRONT OUR WORLD. TODAY WE FACE AN ALARMING RISE IN HOLOCAUST DENIAL AND ANTISEMITISM-EVEN IN THE VERY LANDS WHERE THE HOLOCAUST HAPPENED-AS WELL AS GENOCIDE AND THREATS OF GENOCIDE IN OTHER PARTS OF THE WORLD. ALL OF THIS WHEN WE ARE SOON APPROACHING A TIME WHEN HOLOCAUST SURVIVORS AND OTHER EYEWITNESSES WILL NO LONGER BE ALIVE.

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

IN ADDITION TO ITS LEADERSHIP TRAINING PROGRAMS, THE MUSEUM SPONSORS ON-SITE AND TRAVELING EXHIBITIONS, EDUCATIONAL OUTREACH, WEB SITE, CAMPUS OUTREACH AND HOLOCAUST COMMEMORATIONS, INCLUDING THE NATION'S ANNUAL OBSERVANCE IN THE U.S. CAPITOL. OUR CENTER FOR ADVANCED HOLOCAUST STUDIES WORKS TO ENSURE THE CONTINUED GROWTH AND VITALITY OF THE FIELD OF HOLOCAUST STUDIES. AS A LIVING MEMORIAL TO THE HOLOCAUST, WE WORK TO PREVENT GENOCIDE IN THE FUTURE THROUGH

OUR ACADEMY FOR GENOCIDE PREVENTION WHICH TRAINS FOREIGN POLICY PROFESSIONALS. WORKING WITH HOLOCAUST SURVIVORS AND AN ARRAY OF ORGANIZATIONS, THE MUSEUM IS A LEADER IN GALVANIZING ATTENTION TO THE CRISIS IN DARFUR.

SINCE ITS DEDICATION IN 1993, THE MUSEUM HAS WELCOMED MORE THAN 25 MILLION VISITORS, INCLUDING MORE THAN 8 MILLION SCHOOL CHILDREN AND 86 HEADS OF STATE. TODAY 90 PERCENT OF THE MUSEUM'S VISITORS ARE NOT JEWISH, AND OUR WEB SITE, THE WORLD'S LEADING ONLINE AUTHORITY ON THE HOLOCAUST, HAD 20 MILLION VISITS IN 2007 FROM AN AVERAGE OF 100 DIFFERENT COUNTRIES DAILY. WITH HUNDREDS OF THOUSANDS OF ONLINE VISITORS FROM COUNTRIES WITH MAJORITY MUSLIM POPULATIONS, THE MUSEUM'S MULTILINGUAL ONLINE HOLOCAUST ENCYCLOPEDIA IS AVAILABLE IN ARABIC, FARSI, FRENCH AND SPANISH. FOR MORE INFORMATION, PLEASE VISIT WWW.USHMM.ORG.

TO FORM 990, PART III, LINE A

GRANTS

EXPENSES

52,651,115.

FORM 990

OTHER INVESTMENTS

STATEMENT 7

DESCRIPTION	VALUATION METHOD	AMOUNT
ALTERNATIVE INVESTMENTS	MARKET VALUE	57,859,577.
TOTAL TO FORM 990, PART IV, LINE 56, COLUMN B		57,859,577.

FORM 990 DEPRECIATION OF ASSETS NOT HELD FOR INVESTMENT STATEMENT 8

DESCRIPTION	COST OR OTHER BASIS	ACCUMULATED DEPRECIATION	BOOK VALUE
FURNITURE	5,183,071.	5,183,071.	0.
COMPUTER EQUIPMENT	8,788,932.	8,730,970.	57,962.
OTHER EQUIPMENT	5,073,118.	4,632,859.	440,259.
MUSEUM FACILITY	122,354,052.	46,499,915.	75,854,137.
TOTAL TO FORM 990, PART IV, LN 57	141,399,173.	65,046,815.	76,352,358.

FORM 990

OTHER ASSETS

STATEMENT 9

DESCRIPTION

AMOUNT

OTHER ASSETS

898,469.

PERMANENT EXHIBITION

36,737,835.

TOTAL TO FORM 990, PART IV, LINE 58, COLUMN B

37,636,304.

FORM 990

NON-GOVERNMENT SECURITIES

STATEMENT 10

SECURITY DESCRIPTION	COST/FMV	CORPORATE STOCKS	CORPORATE BONDS	OTHER PUBLICLY TRADED SECURITIES	TOTAL NON-GOV'T SECURITIES
MUTUAL FUNDS	FMV			41,589,952.	41,589,952.
EQUITY SECURITIES	FMV	86,237,389.			86,237,389.
STATE OF ISRAEL BONDS	FMV			2,172,926.	2,172,926.
PORTFOLIO CASH	FMV			8,720,582.	8,720,582.
MONEY MARKET FUNDS	FMV			4,945,520.	4,945,520.
DONATED STOCK	FMV	29,247.			29,247.
TO FORM 990, LINE 54A, COL B		86,266,636.		57,428,980.	143,695,616.

FORM 990 PART V-A - LIST OF CURRENT OFFICERS, DIRECTORS, TRUSTEES AND KEY EMPLOYEES STATEMENT 11

NAME AND ADDRESS	TITLE AND AVRG HRS/WK	COMPEN- SATION	EMPLOYEE BEN PLAN CONTRIB	EXPENSE ACCOUNT
SARA BLOOMFIELD 100 RAOUL WALLENBERG PL., SW WASHINGTON, DC 20024	MUSEUM DIRECTOR 40.00	492,040.	53,860.	1,032.
WILLIAM PARSONS 100 RAOUL WALLENBERG PL., SW WASHINGTON, DC 20024	CHIEF OF STAFF 40.00	154,258.	63,838.	0.
JOHN FAWSETT 100 RAOUL WALLENBERG PL., SW WASHINGTON, DC 20024	CHIEF FINANCIAL OFFICER 40.00	152,352.	39,142.	0.
FRED S. ZEIDMAN, 100 RAOUL WALLENBERG PL., SW WASHINGTON, DC 20024	CHAIRMAN 0.00	0.	0.	0.
JOEL M. GEIDERMAN 100 RAOUL WALLENBERG PL., SW WASHINGTON, DC 20024	VICE CHAIRMAN 0.00	0.	0.	0.
DEBBIE ABRAMS 100 RAOUL WALLENBERG PL., SW WASHINGTON, DC 20024	COUNCIL MEMBER 0.00	0.	0.	0.
JAMES M. ABROMS 100 RAOUL WALLENBERG PL., SW WASHINGTON, DC 20024	COUNCIL MEMBER 0.00	0.	0.	0.
MIRIAM ADELSON 100 RAOUL WALLENBERG PL., SW WASHINGTON, DC 20024	COUNCIL MEMBER 0.00	0.	0.	0.
IVAN E. BECKER 100 RAOUL WALLENBERG PL., SW WASHINGTON, DC 20024	COUNCIL MEMBER 0.00	0.	0.	0.
DOTTIE BENNETT 100 RAOUL WALLENBERG PL., SW WASHINGTON, DC 20024	COUNCIL MEMBER 0.00	0.	0.	0.
FRANK R. BERMAN 100 RAOUL WALLENBERG PL., SW WASHINGTON, DC 20024	COUNCIL MEMBER 0.00	0.	0.	0.

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TOM A. BERNSTEIN 100 RAOUL WALLENBERG PL., SW WASHINGTON, DC 20024	COUNCIL MEMBER 0.00	0.	0.	0.
BRUCE L. BIALOSKY 100 RAOUL WALLENBERG PL., SW WASHINGTON, DC 20024	COUNCIL MEMBER 0.00	0.	0.	0.
MAREK J. CHODAKIEWICZ 100 RAOUL WALLENBERG PL., SW WASHINGTON, DC 20024	COUNCIL MEMBER 0.00	0.	0.	0.
CAROL B. COHEN 100 RAOUL WALLENBERG PL., SW WASHINGTON, DC 20024	COUNCIL MEMBER 0.00	0.	0.	0.
DEBRA LERNER COHEN 100 RAOUL WALLENBERG PL., SW WASHINGTON, DC 20024	COUNCIL MEMBER 0.00	0.	0.	0.
WILLIAM J. DANHOF 100 RAOUL WALLENBERG PL., SW WASHINGTON, DC 20024	COUNCIL MEMBER 0.00	0.	0.	0.
SAM M. DEVINKI 100 RAOUL WALLENBERG PL., SW WASHINGTON, DC 20024	COUNCIL MEMBER 0.00	0.	0.	0.
DONALD ETRA 100 RAOUL WALLENBERG PL., SW WASHINGTON, DC 20024	COUNCIL MEMBER 0.00	0.	0.	0.
ITCHKO EZRATTI 100 RAOUL WALLENBERG PL., SW WASHINGTON, DC 20024	COUNCIL MEMBER 0.00	0.	0.	0.
DAVID M. FLAUM 100 RAOUL WALLENBERG PL., SW WASHINGTON, DC 20024	COUNCIL MEMBER 0.00	0.	0.	0.
MARILYN R. FOX 100 RAOUL WALLENBERG PL., SW WASHINGTON, DC 20024	COUNCIL MEMBER 0.00	0.	0.	0.
HOWARD L. GANEK 100 RAOUL WALLENBERG PL., SW WASHINGTON, DC 20024	COUNCIL MEMBER 0.00	0.	0.	0.
TONY B. GELBART 100 RAOUL WALLENBERG PL., SW WASHINGTON, DC 20024	COUNCIL MEMBER 0.00	0.	0.	0.

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MICHAEL J. GERSON 100 RAOUL WALLENBERG PL., SW WASHINGTON, DC 20024	COUNCIL MEMBER 0.00	0.	0.	0.
JOANNE T. GINSBERG 100 RAOUL WALLENBERG PL., SW WASHINGTON, DC 20024	COUNCIL MEMBER 0.00	0.	0.	0.
CONSTANCE B. GIRARD-DICARLO 100 RAOUL WALLENBERG PL., SW WASHINGTON, DC 20024	COUNCIL MEMBER 0.00	0.	0.	0.
ZVI Y. GITELMAN 100 RAOUL WALLENBERG PL., SW WASHINGTON, DC 20024	COUNCIL MEMBER 0.00	0.	0.	0.
MARC S. GOLDMAN 100 RAOUL WALLENBERG PL., SW WASHINGTON, DC 20024	COUNCIL MEMBER 0.00	0.	0.	0.
PHYLLIS G. HEIDEMAN 100 RAOUL WALLENBERG PL., SW WASHINGTON, DC 20024	COUNCIL MEMBER 0.00	0.	0.	0.
ARLENE HERSON 100 RAOUL WALLENBERG PL., SW WASHINGTON, DC 20024	COUNCIL MEMBER 0.00	0.	0.	0.
REBBETZIN ESTHER JUNGREIS 100 RAOUL WALLENBERG PL., SW WASHINGTON, DC 20024	COUNCIL MEMBER 0.00	0.	0.	0.
EDWARD I. KOCH 100 RAOUL WALLENBERG PL., SW WASHINGTON, DC 20024	COUNCIL MEMBER 0.00	0.	0.	0.
M. RONALD KROGOLD 100 RAOUL WALLENBERG PL., SW WASHINGTON, DC 20024	COUNCIL MEMBER 0.00	0.	0.	0.
MICHAEL I. LEOVITZ 100 RAOUL WALLENBERG PL., SW WASHINGTON, DC 20024	COUNCIL MEMBER 0.00	0.	0.	0.
ELENA N. LEFKOWITZ 100 RAOUL WALLENBERG PL., SW WASHINGTON, DC 20024	COUNCIL MEMBER 0.00	0.	0.	0.
NORMA LERNER 100 RAOUL WALLENBERG PL., SW WASHINGTON, DC 20024	COUNCIL MEMBER 0.00	0.	0.	0.

WILLIAM S. LEVINE 100 RAOUL WALLENBERG PL., SW WASHINGTON, DC 20024	COUNCIL MEMBER 0.00	0.	0.	0.
STEVEN M. LEVY 100 RAOUL WALLENBERG PL., SW WASHINGTON, DC 20024	COUNCIL MEMBER 0.00	0.	0.	0.
MARCIA P. MCCRAW 100 RAOUL WALLENBERG PL., SW WASHINGTON, DC 20024	COUNCIL MEMBER 0.00	0.	0.	0.
KENNETH B. MEHLMAN 100 RAOUL WALLENBERG PL., SW WASHINGTON, DC 20024	COUNCIL MEMBER 0.00	0.	0.	0.
MICHAEL A. MORRIS 100 RAOUL WALLENBERG PL., SW WASHINGTON, DC 20024	COUNCIL MEMBER 0.00	0.	0.	0.
MARVIN A. POMERANTZ 100 RAOUL WALLENBERG PL., SW WASHINGTON, DC 20024	COUNCIL MEMBER 0.00	0.	0.	0.
DENNIS PRAGER 100 RAOUL WALLENBERG PL., SW WASHINGTON, DC 20024	COUNCIL MEMBER 0.00	0.	0.	0.
ALAN N. RECHTSCHAFFEN 100 RAOUL WALLENBERG PL., SW WASHINGTON, DC 20024	COUNCIL MEMBER 0.00	0.	0.	0.
HARRY REICHER 100 RAOUL WALLENBERG PL., SW WASHINGTON, DC 20024	COUNCIL MEMBER 0.00	0.	0.	0.
JACK ROSEN 100 RAOUL WALLENBERG PL., SW WASHINGTON, DC 20024	COUNCIL MEMBER 0.00	0.	0.	0.
J. PHILIP ROSEN 100 RAOUL WALLENBERG PL., SW WASHINGTON, DC 20024	COUNCIL MEMBER 0.00	0.	0.	0.
ERIC F. ROSS 100 RAOUL WALLENBERG PL., SW WASHINGTON, DC 20024	COUNCIL MEMBER 0.00	0.	0.	0.
RICHARD S. SAMBOL 100 RAOUL WALLENBERG PL., SW WASHINGTON, DC 20024	COUNCIL MEMBER 0.00	0.	0.	0.

JAY STEIN 100 RAOUL WALLENBERG PL., SW WASHINGTON, DC 20024	COUNCIL MEMBER 0.00	0.	0.	0.
MERRYL H. TISCH 100 RAOUL WALLENBERG PL., SW WASHINGTON, DC 20024	COUNCIL MEMBER 0.00	0.	0.	0.
WILLIAM F. WELD 100 RAOUL WALLENBERG PL., SW WASHINGTON, DC 20024	COUNCIL MEMBER 0.00	0.	0.	0.
ELIE WIESEL 100 RAOUL WALLENBERG PL., SW WASHINGTON, DC 20024	COUNCIL MEMBER 0.00	0.	0.	0.
JEFFREY S. WILPON 100 RAOUL WALLENBERG PL., SW WASHINGTON, DC 20024	COUNCIL MEMBER 0.00	0.	0.	0.
BRADLEY D. WINE 100 RAOUL WALLENBERG PL., SW WASHINGTON, DC 20024	COUNCIL MEMBER 0.00	0.	0.	0.
JUDITH YUDOF 100 RAOUL WALLENBERG PL., SW WASHINGTON, DC 20024	COUNCIL MEMBER 0.00	0.	0.	0.
HONORABLE CHRISTOPHER B. CANNON 100 RAOUL WALLENBERG PL., SW WASHINGTON, DC 20024	COUNCIL MEMBER 0.00	0.	0.	0.
HONORABLE ERIC I. CANTOR 100 RAOUL WALLENBERG PL., SW WASHINGTON, DC 20024	COUNCIL MEMBER 0.00	0.	0.	0.
HONORABLE TOM LANTOS 100 RAOUL WALLENBERG PL., SW WASHINGTON, DC 20024	COUNCIL MEMBER 0.00	0.	0.	0.
HONORABLE STEVEN C. LATOURETTE 100 RAOUL WALLENBERG PL., SW WASHINGTON, DC 20024	COUNCIL MEMBER 0.00	0.	0.	0.
HONORABLE HENRY A. WAXMAN 100 RAOUL WALLENBERG PL., SW WASHINGTON, DC 20024	COUNCIL MEMBER 0.00	0.	0.	0.
HONORABLE NORM COLEMAN 100 RAOUL WALLENBERG PL., SW WASHINGTON, DC 20024	COUNCIL MEMBER 0.00	0.	0.	0.

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HONORABLE RUSSELL D. FEINGOLD 100 RAOUL WALLENBERG PL., SW WASHINGTON, DC 20024	COUNCIL MEMBER 0.00	0.	0.	0.
HONORABLE ORRIN G. HATCH 100 RAOUL WALLENBERG PL., SW WASHINGTON, DC 20024	COUNCIL MEMBER 0.00	0.	0.	0.
HONORABLE FRANK R. LAUTENBERG 100 RAOUL WALLENBERG PL., SW WASHINGTON, DC 20024	COUNCIL MEMBER 0.00	0.	0.	0.
HONORABLE BERNARD SANDERS 100 RAOUL WALLENBERG PL., SW WASHINGTON, DC 20024	COUNCIL MEMBER 0.00	0.	0.	0.
HONORABLE ABRAHAM E. HASPEL 100 RAOUL WALLENBERG PL., SW WASHINGTON, DC 20024	COUNCIL MEMBER 0.00	0.	0.	0.
HONORABLE J. CHRISTIAN KENNEDY 100 RAOUL WALLENBERG PL., SW WASHINGTON, DC 20024	COUNCIL MEMBER 0.00	0.	0.	0.
HONORABLE PHILIP H. ROSENFELT 100 RAOUL WALLENBERG PL., SW WASHINGTON, DC 20024	COUNCIL MEMBER 0.00	0.	0.	0.
JANE MILLER 100 RAOUL WALLENBERG PL., SW WASHINGTON, DC 20024	SECRETARY 0.00	0.	0.	0.
GERARD LEVAL, ESQUIRE 100 RAOUL WALLENBERG PL., SW WASHINGTON, DC 20024	GENERAL COUNCIL 0.00	0.	0.	0.

TOTALS INCLUDED ON FORM 990, PART V-A

798,650.

156,840.

1,032.

FORM 990

PART VIII - RELATIONSHIP OF ACTIVITIES TO
ACCOMPLISHMENT OF EXEMPT PURPOSES

STATEMENT 12

LINE	EXPLANATION OF RELATIONSHIP OF ACTIVITIES
102	GAIN ON SALE OF INVENTORY FROM THE MUSEUM SHOP. THE MUSEUM SHOP SELLS HOLOCAUST RELATED EDUCATION AND MATERIALS, SUCH AS BOOKS AND VIDEOS TO THE PUBLIC.
103B	OTHER MISCELLANEOUS AUXILIARY INCOME RELATED TO THE OPERATIONS OF THE MUSEUM.
103C	IMPUTED INCOME FROM FEDERAL RETIREMENT PLANS.

SCHEDULE A	OTHER INCOME			STATEMENT 13
DESCRIPTION	2005 AMOUNT	2004 AMOUNT	2003 AMOUNT	2002 AMOUNT
OTHER REVENUE	1,650,188.	1,410,028.	1,409,558.	1,185,401.
TOTAL TO SCHEDULE A, LINE 22	1,650,188.	1,410,028.	1,409,558.	1,185,401.

**Return by a U.S. Transferor of Property
 to a Foreign Corporation**
 Attach to your income tax return.

Part I U.S. Transferor Information (see instructions)

Name of transferor THE UNITED STATES HOLOCAUST MEMORIAL MUSEUM	Identifying number (see instructions) 52-1309391
--	---

- 1** If the transferor was a corporation, complete questions 1a, 1b, and 1c.
- a** If the transfer was a section 361(a) or (b) transfer, was the transferor controlled (under section 368(c)) by 5 or fewer domestic corporations? Yes No
- b** Did the transferor remain in existence after the transfer? Yes No
 If not, list the controlling shareholder(s) and their identifying number(s):

Controlling shareholder	Identifying number

- c** If the transferor was a member of an affiliated group filing a consolidated return, was it the parent corporation? Yes No
 If not, list the name and employer identification number (EIN) of the parent corporation:

Name of parent corporation	EIN of parent corporation

- 2** If the transferor was a partner in a partnership that was the actual transferor (but is not treated as such under section 367), list the name and EIN of the transferor's partnership:

Name of partnership	EIN of partnership
PARALLON CAPITAL INSTITUTIONAL PARTNERS, LP	94-3106323

Part II Transferee Foreign Corporation Information (see instructions)

3 Name of transferee (foreign corporation) SEAL ROCK OFFSHORE HOLDINGS, LTD	4 Identifying number, if any
--	------------------------------

5 Address (including country)
 WALKERS SPV LIMITED, WALKER HOUSE, MARY STREET, PO BOX 908 GT
 GEORGE TOWN, GRAND CAYMAN CJ

6 Country of incorporation or organization
 CAYMAN ISLANDS

7 Foreign law characterization (see instructions)
 CORPORATION

- 8** Is the transferee foreign corporation a controlled foreign corporation? Yes No

LHA For Paperwork Reduction Act Notice, see instructions.

Part III Information Regarding Transfer of Property (see instructions)

9 Date of transfer	10 Type of nonrecognition transaction (see instructions) SECTION 351
--------------------	---

11 Description of property transferred:
CASH OF \$417,429

- 12 Did this transfer result from a change in the classification of the transferee to that of a foreign corporation? Yes No
- 13 Was the transferor required to recognize income under Temporary Regulations sections 1.367(a)-4T through 1.367(a)-6T (e.g., for tainted property, depreciation recapture, branch loss recapture, etc.)? Yes No
- 14 a Was intangible property (within the meaning of section 936(h)(3)(B)) transferred as a result of the transaction? Yes No
- b If yes, describe the nature of the rights to the intangible property that was transferred in the transfer:

**UNITED STATES HOLOCAUST MEMORIAL MUSEUM
EIN: 52-1309391**

**STATEMENT ATTACHED TO AND MADE PART OF FORM 990
RETURN OF PRIVATE FOUNDATION
FOR TAXABLE YEAR-ENDED SEPTEMBER 30, 2007**

**Statement Filed Pursuant to Treas. Reg. Section 1.6038B-1(c)
and Temp. Reg. Section 1.6038B-1T(c)**

- (1) Name of Transferor: United States Holocaust Memorial Museum
EIN: 52-1309391
Address: 100 Raoul Wallenberg Place, SW
Washington, DC 20024

- (2) Name of Transferee: Seal Rock Offshore Holdings, LTD
EIN: N/A
Address: Walkers SPV Limited, Walker House, Mary Street, PO Box 908 GT
George Town, Grand Cayman, CJ
Country of Incorporation: Cayman Islands

The Transferor is a limited partner in Farallon Capital Institutional Partners, LP, a U.S. partnership

Farallon Capital Institutional Partners, LP was the actual transferor of a total of \$417,429 on various dates during the year under §351 to Seal Rock Offshore Holdings, LTD.

- (3) The United States Holocaust Memorial Museum, as transferor, received shares of stock the fair market value of which is believed to be equal to the amount of cash contributed. The description and number of shares received is available upon request.

- (4) (i) Cash in the amount of US\$417,429.

- (5) N/A

- (6) N/A

Reportable Transaction Disclosure Statement

OMB No. 1545-1800

Attachment
Sequence No. **137**

▶ Attach to your tax return.
▶ See separate instructions.

Name(s) shown on return

**THE UNITED STATES HOLOCAUST
MEMORIAL MUSEUM**

Identifying number

52-1309391

Number, street, and room or suite no.

100 RAOUL WALLENBERG PL., SW

City or town, state, and ZIP code

WASHINGTON, DC 20024

A Enter the form number of the tax return that this form is attached to ▶ **990**
Enter the year of the tax return with which this form is filed ▶ **09/30/2007**

B Check the box(es) that apply (see instructions).

Initial year filer

Protective disclosure

1a Name of reportable transaction

REPORTABLE LOSS TRANSACTION PURSUANT TO SEC. 988

1b Initial year participated in transaction

2006

1c Material advisor or tax shelter registration number
(9 digits or 11 digits)

2 Identify the type of reportable transaction. Check all the box(es) that apply (see instructions).

a Listed transaction

d Loss

b Confidential

e Significant book-tax difference

c Contractual protection

f Brief asset holding period

3 If the transaction is a "listed transaction" or substantially similar to a listed transaction, identify the listed transaction (see instructions) ▶

4 Enter the number of transactions reported on this form ▶ **2**

5 If you invested in the transaction through another entity, such as a partnership, an S corporation, or a foreign corporation, provide the information below for the entity.

a Name ▶ **SEE ATTACHED.**

b Type of entity ▶

c Form number of tax return filed ▶

d Employer identification number (EIN) ▶

6 Enter below, the name and address of each person to whom you paid a fee with regard to the transaction if that person promoted, solicited, or recommended your participation in the transaction, or provided tax advice related to the transaction. (Attach additional sheet, if necessary.)

a Name

Number, street, and room or suite no.

City or town, state, and ZIP code

b Name

Number, street, and room or suite no.

City or town, state, and ZIP code

LHA For Paperwork Reduction Act Notice, see separate instructions.

Form **8886** (Rev. 12-2005)

7 Facts. Describe the facts of the transaction that relate to the expected tax benefits, including your participation in the transaction. For listed transactions identified in item 2a, also provide the complete name, address, and nature of involvement of all parties to the transaction (see instructions).

THE UNITED STATES HOLOCAUST MEMORIAL MUSEUM HOLDS AN INTEREST IN TWO PARTNERSHIPS THAT PARTICIPATED IN REPORTABLE LOSS TRANSACTIONS PURSUANT TO SECTION 988. THESE TRANSACTIONS WERE REPORTED ON THE K-1'S RECEIVED BY THE UNITED STATES HOLOCAUST MEMORIAL MUSEUM. SEE ATTACHED STATEMENTS FROM THE K-1'S FOR THE LOSS AMOUNTS AND ADDITIONAL INFORMATION.

8 Expected tax benefits. Describe the expected tax benefits, including deductions, exclusions from gross income, nonrecognition of gain, tax credits, adjustments (or the absence of adjustments) to the basis of property, etc. (see instructions for more details). SEE ATTACHED STATEMENT FROM K-1'S.

9 Estimated tax benefits. Provide a separate estimate of the amount of each of the expected tax benefits described above for each affected tax year (including prior and future years). SEE ATTACHED STATEMENT FROM K-1'S.

**THE UNITED STATES HOLOCAUST MEMORIAL MUSEUM
EIN: 52-1309391**

**STATEMENT ATTACHED TO AND MADE A PART OF
FORM 8886
REPORTABLE TRANSACTION DISCLOSURE STATEMENT
FOR THE TAXABLE YEAR ENDED SEPTEMBER 30, 2007**

Line 5

- a. Name: Davidson Kempner Institutional Partners, L.P.**
- b. Type of entity: Partnership**
- c. Form number of tax return filed : 1065**
- d. Employer identification number (EIN): 13-3597020**

- a. Name: Farallon Capital Institutional Partners, LP**
- b. Type of entity: Partnership**
- c. Form number of tax return filed: 1065**
- d. Employer identification number (EIN): 94-3106323**

Schedule K-1 (Form 1065)

2006

For calendar year 2006, or tax year beginning ... 2006 ending ... 20

Department of the Treasury Internal Revenue Service

Partner's Share of Income, Deductions, Credits, etc. See back of form and separate instructions.

Table with 4 main sections: Part I (Information About the Partnership), Part II (Information About the Partner), Part III (Partner's Share of Current Year Income, Deductions, Credits, and Other Items), and a 'For IRS Use Only' section. Includes rows for income types like Ordinary business income, Dividends, and Deductions.

Part I: Information About the Partnership. Includes fields for Partnership's employer identification number (13-3597020), name (Davidson Kempner Institutional Partners, L.P.), address (65 East 55th Street, New York, NY 10022), and IRS Center (Ogden).

Part II: Information About the Partner. Includes fields for Partner's identifying number (52-1309391), name (United States Holocaust Memorial Museum), address (100 Raoul Wallenberg Place, SW, Washington, DC 20024-2126), and partner type (General partner or LLC member-manager).

Part III: Partner's Share of Current Year Income, Deductions, Credits, and Other Items. Includes a table for income types (1-14) and a 'For IRS Use Only' section with a capital account analysis table.

Tax Supplemental Schedule K1

UNITED STATES HOLOCAUST MEMORIAL MUSEUM - USHOLOCAUSTM

Davidson Kempner Institutional Partners - DKIP

Partnership's Tax ID: 13-3597020

Please consult your tax advisor as to the proper tax treatment.

INFORMATION REGARDING UNRELATED BUSINESS TAXABLE INCOME:

Debt/Basis percentage to be applied to all K-1 items of income, loss and deductions other than capital gains and losses is 0.00%.

Debt/Basis percentage to be applied to capital gains and losses listed on your K-1 is 0.00%.

The above percentage should be modified if indebtedness was incurred to acquire this partnership interest.

REPORTABLE TRANSACTIONS DISCLOSURE

In accordance with Regulation Section 1.6011-4(b)(5)(i)(D), your share of reportable loss transactions arising from Section 988 transactions is

(40,246.09)

In accordance with Regulation Section 1.6011-4(b)(5)(i)(B), your share of reportable loss transactions is 0.

In accordance with Regulation Section 1.6011-4(b)(6), your share of book-tax differences is 0.

In accordance with Regulation Section 1.6011-4(a) transactions identified in regulation Section 1.6011-4, such as the above, may have to be reported by you on a Form 8886, Reportable Transactions Disclosure Statement, consistent with Regulation section 1.6011-4(d) and (e). Please consult your tax advisor.

STATE TAX CONSIDERATIONS

Unless otherwise noted, the partnership's activities consist of the trading of securities for its own account.

In general, the income generated from these activities, as well as any related portfolio income, is not subject to income tax by most states with respect to amounts allocated to nonresident partners. Please consult your tax advisor regarding the application of this general principle to your situation.

Totals may differ due to rounding.

651106

**Schedule K-1
(Form 1065)**

2006

Department of the Treasury
Internal Revenue Service

For calendar year 2006, or tax
year beginning _____
ending _____

**Partner's Share of Income, Deductions,
Credits, etc.**

▶ See back of form and separate instructions.

Final K-1

Amended K-1

OMB No. 1545-0099

Part I Information About the Partnership

A Partnership's employer identification number
94-3106323

B Partnership's name, address, city, state, and ZIP code
Farallon Capital Institutional Partners, LP
One Maritime Plaza, Suite 2100
San Francisco, CA 94111

C IRS Center where partnership filed return
Ogden

D Check if this is a publicly traded partnership (PTP)

E Tax shelter registration number, if any _____

F Check if Form 8271 is attached

Part II Information About the Partner

G Partner's identifying number
52-1309391

H Partner's name, address, city, state, and ZIP code
United States Holocaust Memorial Museum
100 Raoul Wallenberg Place, SW
Washington, DC 20024

I General partner or LLC member-manager Limited partner or other LLC member

J Domestic partner Foreign partner

K What type of entity is this partner? Exempt Org.

L Partner's share of profit, loss, and capital:

	Beginning	Ending
Profit	VARIOUS %	VARIOUS %
Loss	VARIOUS %	VARIOUS %
Capital	0.111362 %	0.093077 %

M Partner's share of liabilities at year end:

Nonrecourse	\$	-
Qualified nonrecourse financing	\$	-
Recourse	\$	-

N Partner's capital account analysis:

Beginning capital account	\$	4,938,852
Capital contributed during the year	\$	-
Current year increase (decrease)	\$	972,813
Withdrawals & distributions	\$	(-)
Ending capital account	\$	5,911,665

Tax basis GAAP Section 704(b) book
 Other (explain)

Part III Partner's Share of Current Year Income, Deductions, Credits, and Other Items

1	Ordinary business income (loss)	15	Credits
	243,210		
2	Net rental real estate income (loss)		
3	Other net rental income (loss)	16	Foreign transactions
		A	VARIOUS
4	Guaranteed payments	B	651,889
5	Interest income	C	360,093
6a	Ordinary dividends	D	36,421
6b	Qualified dividends	H	34,260
7	Royalties	I	102
8	Net short-term capital gain (loss)	L	6,016
	2,354		
9a	Net long-term capital gain (loss)	17	Alternative minimum tax (AMT) items
	4,783		
9b	Collectibles (28%) gain (loss)		
9c	Unrecaptured section 1250 gain		
10	Net section 1231 gain (loss)	18	Tax-exempt income and nondeductible expenses
11	Other income (loss)		
A	(11)		
E	-		
F	379,539	19	Distributions
12	Section 179 deduction	A	-
13	Other deductions		
G	0	20	Other information
J	15,893	A	266,446
		B	15,893
14	Self-employment earnings (loss)		

*See attached statement for additional information.

For IRS Use Only

FARALLON CAPITAL INSTITUTIONAL PARTNERS, LP
ATTACHMENT TO SCHEDULE K-1

Partner Name: United States Holocaust Memorial Museum
Partner ID#: 52-1309391
Partner #: 146

12. AS A RESULT OF TAX SHELTER LEGISLATION, WE ARE PROVIDING TO YOU YOUR ALLOCABLE SHARE OF GROSS FOREIGN CURRENCY LOSSES PURSUANT TO IRC SECTION 988 FOR EACH NON-FUNCTIONAL CURRENCY. THIS LOSS HAS BEEN REPORTED ON FORM 8886 AS REQUIRED UNDER TREAS. REG. 1.6011-4(b)(5) TO DISCLOSE "LOSS TRANSACTIONS." YOU MAY ALSO BE REQUIRED TO FILE FORM 8886. PLEASE CONSULT YOUR TAX ADVISOR WITH REGARD TO THIS ISSUE.

<u>FOREIGN CURRENCY</u>	<u>YOUR SHARE OF GROSS LOSS</u>
AUSTRALIA	(990)
BRAZIL	(2,006)
CANADA	(1,152)
CHILE	(7)
DENMARK	(2,330)
EURO	(21,821)
FRANCE	(2)
GREAT BRITAIN	(9,524)
HONG KONG	(25)
INDIA	(874)
INDONESIA	(1,804)
JAPAN	(441)
MALAYSIA	(14)
MEXICO	(1,949)
NEW ZEALAND	(159)
NORWAY	(25)
PHILIPPINES	(1,045)
SINGAPORE	(223)
SOUTH AFRICA	(2)
SOUTH KOREA	(4,531)
SWEDEN	(3,585)
SWITZERLAND	(224)
TAIWAN	(268)
THAILAND	(2,075)
TURKEY	(18)
TOTAL	<u>(55,096)</u>