

# 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)

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 2010 calendar year, or tax year beginning** 10/01, 2010, and ending 09/30, 2011

<b>B</b> Check if applicable:  <input type="checkbox"/> Address change <input type="checkbox"/> Name change <input type="checkbox"/> Initial return <input type="checkbox"/> Terminated <input type="checkbox"/> Amended return <input type="checkbox"/> Application pending	<b>C Name of organization</b> THE UNITED STATES HOLOCAUST MEMORIAL MUSEUM			<b>D Employer identification number</b> 52-1309391	
	Doing Business As			<b>E Telephone number</b> (202) 488-0400	
	Number and street (or P.O. box if mail is not delivered to street address) Room/suite 100 RAOUL WALLENBERG PLACE, S.W.				
	City or town, state or country, and ZIP + 4 WASHINGTON, DC 20024				
<b>F Name and address of principal officer:</b> SARA J. BLOOMFIELD 100 RAOUL WALLENBERG PLACE, SW WASHINGTON, DC 20024			<b>G Gross receipts \$</b> 153,921,168.		
<b>I Tax-exempt status:</b> <input checked="" type="checkbox"/> 501(c)(3) <input type="checkbox"/> 501(c)( ) ◀ (insert no.) <input type="checkbox"/> 4947(a)(1) or <input type="checkbox"/> 527			<b>H(a)</b> Is this a group return for affiliates? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No <b>H(b)</b> Are all affiliates included? <input type="checkbox"/> Yes <input type="checkbox"/> No If "No," attach a list. (see instructions)		
<b>J Website:</b> WWW.USHMM.ORG			<b>H(c)</b> Group exemption number ▶		
<b>K Form of organization:</b> <input type="checkbox"/> Corporation <input type="checkbox"/> Trust <input type="checkbox"/> Association <input checked="" type="checkbox"/> Other ▶ US GOVT-INDE			<b>L Year of formation:</b> 1980 <b>M State of legal domicile:</b> DC		

**Part I Summary**

<b>Activities &amp; Governance</b>	1	Briefly describe the organization's mission or most significant activities: 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.		
	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 2010 (Part V, line 2a)	5	519.
	6	Total number of volunteers (estimate if necessary)	6	515.
	7a	Total gross unrelated business revenue from Part VIII, column (C), line 12	7a	-10,391.
7b	Net unrelated business taxable income from Form 990-T, line 34	7b	-10,391.	
<b>Revenue</b>			<b>Prior Year</b>	<b>Current Year</b>
	8	Contributions and grants (Part VIII, line 1h)	79,330,858.	100,764,950.
	9	Program service revenue (Part VIII, line 2g)	0.	0.
	10	Investment income (Part VIII, column (A), lines 3, 4, and 7d)	11,860,249.	8,735,370.
	11	Other revenue (Part VIII, column (A), lines 5, 6d, 8c, 9c, 10c, and 11e)	2,691,796.	2,168,624.
12	Total revenue - add lines 8 through 11 (must equal Part VIII, column (A), line 12)	93,882,903.	111,668,944.	
<b>Expenses</b>	13	Grants and similar amounts paid (Part IX, column (A), lines 1-3)	590,550.	519,750.
	14	Benefits paid to or for members (Part IX, column (A), line 4)	0.	0.
	15	Salaries, other compensation, employee benefits (Part IX, column (A), lines 5-10)	45,538,667.	47,088,081.
	16a	Professional fundraising fees (Part IX, column (A), line 11e)	3,085,605.	2,595,994.
	16b	Total fundraising expenses (Part IX, column (D), line 25) ▶ 12,671,513.		
	17	Other expenses (Part IX, column (A), lines 11a-11d, 11f-24f)	42,752,064.	44,843,357.
	18	Total expenses. Add lines 13-17 (must equal Part IX, column (A), line 25)	91,966,886.	95,047,182.
19	Revenue less expenses. Subtract line 18 from line 12	1,916,017.	16,621,762.	
<b>Net Assets or Fund Balances</b>			<b>Beginning of Current Year</b>	<b>End of Year</b>
	20	Total assets (Part X, line 16)	319,543,715.	325,995,357.
	21	Total liabilities (Part X, line 26)	25,455,789.	25,155,052.
22	Net assets or fund balances. Subtract line 21 from line 20	294,087,926.	300,840,305.	

**Part II Signature Block**

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

<b>Sign Here</b>	Signature of officer Minnie P. Carmichael, Chief Financial Officer	Date 8/14/2012
	Type or print name and title	

<b>Paid Preparer Use Only</b>	Print/Type preparer's name Scott Sherman	Preparer's signature 	Date 8/7/12	Check if self-employed <input type="checkbox"/>	PTIN P00451522
	Firm's name ▶ KPMG LLP	Firm's address ▶ 1676 INTERNATIONAL DRIVE MCLEAN, VA 22102		EIN ▶ 13-5565207	Phone no. ▶ 703-286-8000

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

# Application for Extension of Time To File an Exempt Organization Return

► File a separate application for each return.

• If you are filing for an **Automatic 3-Month Extension**, complete only **Part I** and check this box

• If you are filing for an **Additional (Not Automatic) 3-Month Extension**, complete only **Part II** (on page 2 of this form).

**Do not complete Part II unless** you have already been granted an automatic 3-month extension on a previously filed Form 8868.

**Electronic filing (e-file)** You can electronically file Form 8868 if you need a 3-month automatic extension of time to file (6 months for a corporation required to file Form 990-T), or an additional (not automatic) 3-month extension of time. You can electronically file Form 8868 to request an extension of time to file any of the forms listed in Part I or Part II with the exception of Form 8870, Information Return for Transfers Associated With Certain Personal Benefit Contracts, which must be sent to the IRS in paper format (see instructions). For more details on the electronic filing of this form, visit [www.irs.gov/efile](http://www.irs.gov/efile) and click on *e-file for Charities & Nonprofits*.

## Part I Automatic 3-Month Extension of Time. Only submit original (no copies needed).

A corporation required to file Form 990-T and requesting an automatic 6-month extension - check this box and complete

Part I only

All other corporations (including 1120-C filers), partnerships, REMICs, and trusts must use Form 7004 to request an extension of time to file income tax returns.

<b>Type or print</b>	Name of exempt organization	Employer identification number
	THE UNITED STATES HOLOCAUST MEMORIAL MUSEUM	52-1309391
File by the due date for filing your return. See instructions.	Number, street, and room or suite no. If a P.O. box, see instructions.	
	100 RAOUL WALLENBERG PLACE, S.W. City, town or post office, state, and ZIP code. For a foreign address, see instructions.	
	WASHINGTON, DC 20024	

Enter the Return code for the return that this application is for (file a separate application for each return)

Application Is For	Return Code	Application Is For	Return Code
Form 990	01	Form 990-T (corporation)	07
Form 990-BL	02	Form 1041-A	08
Form 990-EZ	03	Form 4720	09
Form 990-PF	04	Form 5227	10
Form 990-T (sec. 401(a) or 408(a) trust)	05	Form 6069	11
Form 990-T (trust other than above)	06	Form 8870	12

• The books are in the care of ► MINNIE CARMICHAEL

Telephone No. ► 202 488-0481 FAX No. ►

• If the organization does not have an office or place of business in the United States, check this box

• If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) . If this is for the whole group, check this box  . If it is for part of the group, check this box  and attach a list with the names and EINs of all members the extension is for.

1 I request an automatic 3-month (6 months for a corporation required to file Form 990-T) extension of time until 05/15, 20 12, to file the exempt organization return for the organization named above. The extension is for the organization's return for:  
►  calendar year 20 or  
►  tax year beginning 10/01, 20 10, and ending 09/30, 20 11.

2 If the tax year entered in line 1 is for less than 12 months, check reason:  Initial return  Final return  
 Change in accounting period

3a If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions.	3a \$	0.
b If this application is for Form 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit.	3b \$	0.
c <b>Balance Due.</b> Subtract line 3b from line 3a. Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions.	3c \$	0.

**Caution.** If you are going to make an electronic fund withdrawal with this Form 8868, see Form 8453-EO and Form 8879-EO for payment instructions.

- If you are filing for an **Additional (Not Automatic) 3-Month Extension**, complete only **Part II** and check this box. . . . .
- Note.** Only complete Part II if you have already been granted an automatic 3-month extension on a previously filed Form 8868.
- If you are filing for an **Automatic 3-Month Extension**, complete only **Part I** (on page 1).

**Part II Additional (Not Automatic) 3-Month Extension of Time.** Only file the original (no copies needed).

<b>Type or print</b>  File by the due date for filing your return. See instructions.	Name of exempt organization or other filer, see instructions.		Enter filer's identifying number, see instructions	
	THE UNITED STATES HOLOCAUST MEMORIAL MUSEUM		<input checked="" type="checkbox"/>	Employer identification number (EIN) or 52-1309391
	Number, street, and room or suite no. If a P.O. box, see instructions.		<input type="checkbox"/>	Social security number (SSN)
	100 RAOUL WALLENBERG PLACE, S.W.			
City, town or post office, state, and ZIP code. For a foreign address, see instructions.				
WASHINGTON, DC 20024				

Enter the Return code for the return that this application is for (file a separate application for each return) . . . . .  0  1

Application Is For	Return Code	Application Is For	Return Code
Form 990	01		
Form 990-BL	02	Form 1041-A	08
Form 990-EZ	01	Form 4720	09
Form 990-PF	04	Form 5227	10
Form 990-T (sec. 401(a) or 408(a) trust)	05	Form 6069	11
Form 990-T (trust other than above)	06	Form 8870	12

**STOP! Do not complete Part II if you were not already granted an automatic 3-month extension on a previously filed Form 8868.**

- The books are in the care of  MINNIE CARMICHAEL  
Telephone No.  202 488-0481 FAX No.
- If the organization does not have an office or place of business in the United States, check this box
- If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) \_\_\_\_\_ . If this is for the whole group, check this box  . If it is for part of the group, check this box  and attach a list with the names and EINs of all members the extension is for.

- I request an additional 3-month extension of time until 08/15, 2012.
- For calendar year \_\_\_\_\_, or other tax year beginning 10/01, 2010, and ending 09/30, 2011.
- If the tax year entered in line 5 is for less than 12 months, check reason:  Initial return  Final return  
 Change in accounting period
- State in detail why you need the extension INFORMATION NECESSARY TO PREPARE A COMPLETE AND ACCURATE RETURN IS NOT YET AVAILABLE.

<b>8a</b> If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions.	<b>8a</b>	\$	0.
<b>b</b> If this application is for Form 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit and any amount paid previously with Form 8868.	<b>8b</b>	\$	0.
<b>c Balance Due.</b> Subtract line 8b from line 8a. Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions.	<b>8c</b>	\$	0.

**Signature and Verification must be completed for Part II only.**

Under penalties of perjury, I declare that I have examined this form, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete, and that I am authorized to prepare this form.

Signature  Title  CPA Date  5/10/12

**Part III** Statement of Program Service Accomplishments

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

1 Briefly describe the organization's mission:

THE UNITED STATES HOLOCAUST MEMORIAL MUSEUM IS AMERICA'S NATIONAL INSTITUTE FOR THE DOCUMENTATION, STUDY, AND INTERPRETATION OF HOLOCAUST HISTORY. FOR MORE INFORMATION, 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 exempt purpose achievements for each of the organization's three largest program services by expenses. Section 501(c)(3) and 501(c)(4) organizations and section 4947(a)(1) trusts are required to report the amount of grants and allocations to others, the total expenses, and revenue, if any, for each program service reported.

4a (Code: ) (Expenses \$ 64,397,150. including grants of \$ 519,750. ) (Revenue \$ )

A LIVING MEMORIAL TO THE HOLOCAUST, THE UNITED STATES HOLOCAUST MEMORIAL MUSEUM INSPIRES CITIZENS AND LEADERS WORLDWIDE TO CONFRONT HATRED, PROMOTE HUMAN DIGNITY, AND PREVENT GENOCIDE. A PUBLIC-PRIVATE PARTNERSHIP, FEDERAL SUPPORT GUARANTEES THE MUSEUM'S PERMANENCE, AND ITS FAR-REACHING EDUCATIONAL PROGRAMS AND GLOBAL IMPACT ARE MADE POSSIBLE BY DONORS NATIONWIDE. FOR MORE INFORMATION, SEE SCHEDULE O.

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 64,397,150.

Part IV Checklist of Required Schedules

Table with 3 columns: Question, Yes, No. Rows 1-20b detailing various organizational requirements and their completion status.

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

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

Part V Statements Regarding Other IRS Filings and Tax Compliance

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

Table with columns for question number, description, sub-part, and Yes/No checkboxes. Includes questions 1a-1c, 2a-2b, 3a-3b, 4a-4b, 5a-5c, 6a-6b, 7a-7h, 8, 9a-9b, 10a-10b, 11a-11b, 12a-12b, 13a-13c, and 14a-14b.

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

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

Section A. Governing Body and Management

Table with 3 columns: Question, Yes, No. Rows include 1a, 1b, 2, 3, 4, 5, 6, 7a, 7b, 8a, 8b, 9.

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, 10b, 11a, 11b, 12a, 12b, 12c, 13, 14, 15a, 15b, 16a, 16b.

Section C. Disclosure

- 17 List the states with which a copy of this Form 990 is required to be filed N/A
18 Section 6104 requires an organization to make its Forms 1023 (or 1024 if applicable), 990, and 990-T (501(c)(3)s only) available for public inspection.
19 Describe in Schedule O whether (and if so, how), the organization makes its governing documents, conflict of interest policy, and financial statements available to the public.
20 State the name, physical address, and telephone number of the person who possesses the books and records of the organization: MINNIE CARMICHAEL 100 RAOUL WALLEMBERG PL., SW WASHINGTON, DC 20024 202-488-0481



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

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

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

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

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

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

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

(A) Name and Title	(B) Average hours per week (describe hours for related organizations in Schedule O)	(C) Position (check all that apply)						(D) Reportable compensation from the organization (W-2/1099-MISC)	(E) Reportable compensation from related organizations (W-2/1099-MISC)	(F) Estimated amount of other compensation from the organization and related organizations
		Individual trustee or director	Institutional trustee	Officer	Key employee	Highest compensated employee	Former			
(1) THE HONORABLE RICHARD J DURBIN COUNCIL MEMBER BEG 4/2011	.50	X					0.	0.	0.	
(2) MATTHEW L ADLER COUNCIL MEMBER	1.00	X					0.	0.	0.	
(3) FRED S ZEIDMAN COUNCIL MEMBER	2.00	X					0.	0.	0.	
(4) JOEL M GEIDERMAN COUNCIL MEMBER	2.00	X					0.	0.	0.	
(5) DEBRA ABRAMS COUNCIL MEMBER	1.00	X					0.	0.	0.	
(6) ELLIOTT ABRAMS COUNCIL MEMBER	1.00	X					0.	0.	0.	
(7) MIRIAM ADELSON COUNCIL MEMBER	1.00	X					0.	0.	0.	
(8) TOM A BERNSTEIN CHAIRMAN	5.00	X		X			0.	0.	0.	
(9) NORMAN R BOBINS COUNCIL MEMBER	1.00	X					0.	0.	0.	
(10) JOSHUA B BOLTEN VICE CHAIRMAN	3.00	X		X			0.	0.	0.	
(11) JOSEPH M BRODECKI COUNCIL MEMBER	1.00	X					0.	0.	0.	
(12) ALAN I CASDEN COUNCIL MEMBER	1.00	X					0.	0.	0.	
(13) MICHAEL CHERTOFF COUNCIL MEMBER	2.00	X					0.	0.	0.	
(14) KITTY DUKAKIS COUNCIL MEMBER	1.00	X					0.	0.	0.	
(15) CAROL B COHEN COUNCIL MEMBER	1.00	X					0.	0.	0.	
(16) WILLIAM J DANHOF COUNCIL MEMBER	2.00	X					0.	0.	0.	

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

(A) Name and title	(B) Average hours per week (describe hours for related organizations in Schedule O)	(C) Position (check all that apply)						(D) Reportable compensation from the organization (W-2/1099-MISC)	(E) Reportable compensation from related organizations (W-2/1099-MISC)	(F) Estimated amount of other compensation from the organization and related organizations
		Individual trustee or director	Institutional trustee	Officer	Key employee	Highest compensated employee	Former			
(17) MICHAEL DAVID EPSTEIN COUNCIL MEMBER	1.00	X					0.	0.	0.	
(18) DONALD ETRA COUNCIL MEMBER	2.00	X					0.	0.	0.	
(19) DAVID M FLAUM COUNCIL MEMBER	2.00	X					0.	0.	0.	
(20) NANCY B. GILBERT COUNCIL MEMBER BEG 6/2011	1.00	X					0.	0.	0.	
(21) MICHAEL J GERSON COUNCIL MEMBER	1.00	X					0.	0.	0.	
(22) K CHAYA FRIEDMAN COUNCIL MEMBER	1.00	X					0.	0.	0.	
(23) MARYLIN FOX COUNCIL MEMBER	1.00	X					0.	0.	0.	
(24) ZVI Y GITELMAN COUNCIL MEMBER	1.00	X					0.	0.	0.	
(25) MARC GOLDMAN COUNCIL MEMBER	1.00	X					0.	0.	0.	
(26) SANFORD L GOTTESMAN COUNCIL MEMBER	1.00	X					0.	0.	0.	
(27) CHERYL F HALPERN COUNCIL MEMBER	1.00	X					0.	0.	0.	
(28) J DAVID HELLER COUNCIL MEMBER	1.00	X					0.	0.	0.	
<b>1b Sub-total</b>							0.	0.	0.	
<b>c Total from continuation sheets to Part VII, Section A</b> ATTACHMENT 1							2,614,877.	0	494,157.	
<b>d Total (add lines 1b and 1c)</b>							2,614,877.	0	494,157.	

2 Total number of individuals (including but not limited to those listed above) who received more than \$100,000 in reportable compensation from the organization **76**

	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.

(A) Name and business address	(B) Description of services	(C) Compensation
ATTACHMENT 2		

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 **49**

**Part VIII Statement of Revenue**

				(A) Total revenue	(B) Related or exempt function revenue	(C) Unrelated business revenue	(D) Revenue excluded from tax under sections 512, 513, or 514	
<b>Contributions, gifts, grants and other similar amounts</b>	<b>1a</b> Federated campaigns . . . . .	<b>1a</b>						
	<b>b</b> Membership dues . . . . .	<b>1b</b>	8,949,252.					
	<b>c</b> Fundraising events . . . . .	<b>1c</b>	4,369,562.					
	<b>d</b> Related organizations . . . . .	<b>1d</b>						
	<b>e</b> Government grants (contributions) . .	<b>1e</b>	49,432,270.					
	<b>f</b> All other contributions, gifts, grants, and similar amounts not included above .	<b>1f</b>	38,013,866.					
	<b>g</b> Noncash contributions included in lines 1a-1f: \$		11,470,238.					
	<b>h Total.</b> Add lines 1a-1f . . . . .			100,764,950.				
<b>Program Service Revenue</b>	<b>Business Code</b>							
	<b>2a</b> _____							
	<b>b</b> _____							
	<b>c</b> _____							
	<b>d</b> _____							
	<b>e</b> _____							
	<b>f</b> All other program service revenue . . . . .							
	<b>g Total.</b> Add lines 2a-2f . . . . .			0.				
<b>Other Revenue</b>	<b>3</b> Investment income (including dividends, interest, and other similar amounts) . . . . .			5,438,573.		-10,391.	5,448,964.	
	<b>4</b> Income from investment of tax-exempt bond proceeds . . . . .			0.				
	<b>5</b> Royalties . . . . .			26,763.			26,763.	
		(i) Real	(ii) Personal					
	<b>6a</b> Gross Rents . . . . .							
	<b>b</b> Less: rental expenses . . . . .							
	<b>c</b> Rental income or (loss) . . . . .							
	<b>d</b> Net rental income or (loss) . . . . .				0.			
		(i) Securities	(ii) Other					
	<b>7a</b> Gross amount from sales of assets other than inventory . . . . .				42,915,989.			
	<b>b</b> Less: cost or other basis and sales expenses . . . . .				39,619,192.			
	<b>c</b> Gain or (loss) . . . . .				3,296,797.			
	<b>d</b> Net gain or (loss) . . . . .				3,296,797.		3,296,797.	
	<b>8a</b> Gross income from fundraising events (not including \$ 4,369,562. of contributions reported on line 1c). See Part IV, line 18 . . . . .	<b>a</b>			1,142,992.			
	<b>b</b> Less: direct expenses . . . . .	<b>b</b>			1,797,346.			
	<b>c</b> Net income or (loss) from fundraising events . . . . .				-654,354.			-654,354.
	<b>9a</b> Gross income from gaming activities. See Part IV, line 19 . . . . .	<b>a</b>						
	<b>b</b> Less: direct expenses . . . . .	<b>b</b>						
<b>c</b> Net income or (loss) from gaming activities . . . . .				0.				
<b>10a</b> Gross sales of inventory, less returns and allowances . . . . .	<b>a</b>			1,895,532.				
<b>b</b> Less: cost of goods sold . . . . .	<b>b</b>			835,686.				
<b>c</b> Net income or (loss) from sales of inventory . . . . .				1,059,846.	1,059,846.			
<b>Miscellaneous Revenue</b>			<b>Business Code</b>					
<b>11a</b> CAFE		900099		92,830.			92,830.	
<b>b</b> IMPUTED FINANCING SOURCE		900099		1,477,356.	1,477,356.			
<b>c</b> OTHER REVENUE		900099		166,183.	166,183.			
<b>d</b> All other revenue . . . . .								
<b>e Total.</b> Add lines 11a-11d . . . . .				1,736,369.				
<b>12 Total revenue.</b> See instructions . . . . .				111,668,944.	2,703,385.	-10,391.	8,211,000.	

**Part IX Statement of Functional Expenses**

Section 501(c)(3) and 501(c)(4) organizations must complete all columns.

All other organizations must complete column (A) but are not required to complete columns (B), (C), and (D).

<b>Do not include amounts reported on lines 6b, 7b, 8b, 9b, and 10b of Part VIII.</b>	(A) Total expenses	(B) Program service expenses	(C) Management and general expenses	(D) Fundraising expenses
1 Grants and other assistance to governments and organizations in the U.S. See Part IV, line 21 . . .	0.			
2 Grants and other assistance to individuals in the U.S. See Part IV, line 22 . . . . .	519,750.	519,750.		
3 Grants and other assistance to governments, organizations, and individuals outside the U.S. See Part IV, lines 15 and 16 . . . . .	0.			
4 Benefits paid to or for members . . . . .	0.			
5 Compensation of current officers, directors, trustees, and key employees . . . . .	1,880,178.	240,767.	1,244,508.	394,903.
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 . . . . .	33,913,891.	22,311,466.	7,104,002.	4,498,423.
8 Pension plan contributions (include section 401(k) and section 403(b) employer contributions) . . . . .	4,722,911.	3,259,014.	1,010,379.	453,518.
9 Other employee benefits . . . . .	4,263,338.	2,490,738.	1,338,173.	434,427.
10 Payroll taxes . . . . .	2,307,763.	1,541,070.	468,230.	298,463.
11 Fees for services (non-employees):				
a Management . . . . .	0.			
b Legal . . . . .	8,356.		8,356.	
c Accounting . . . . .	247,677.		247,677.	
d Lobbying . . . . .	0.			
e Professional fundraising services. See Part IV, line 17	2,595,994.			2,595,994.
f Investment management fees . . . . .	1,079,792.		1,017,678.	62,114.
g Other . . . . .	19,683,272.	16,443,200.	1,976,010.	1,264,062.
12 Advertising and promotion . . . . .	0.			
13 Office expenses . . . . .	4,331,130.	3,544,759.	104,849.	681,522.
14 Information technology . . . . .	2,555,725.		2,555,725.	
15 Royalties . . . . .	0.			
16 Occupancy . . . . .	5,152,238.	4,657,958.	162,205.	332,075.
17 Travel . . . . .	1,721,321.	1,305,251.	177,142.	238,928.
18 Payments of travel or entertainment expenses for any federal, state, or local public officials . . . . .	0.			
19 Conferences, conventions, and meetings . . . . .	566,582.	27,785.	1,498.	537,299.
20 Interest . . . . .	0.			
21 Payments to affiliates . . . . .	0.			
22 Depreciation, depletion, and amortization . . . . .	7,728,156.	7,303,035.	407,049.	18,072.
23 Insurance . . . . .	277,044.	179,080.	97,964.	
24 Other expenses. Itemize expenses not covered above (List miscellaneous expenses in line 24f. If line 24f amount exceeds 10% of line 25, column (A) amount, list line 24f expenses on Schedule O.)				
a <u>POSTAGE</u> . . . . .	913,481.	60,144.		853,337.
b <u>MISCELLANEOUS EXPENSES</u> . . . . .	274,714.	209,264.	57,074.	8,376.
c <u>EQUIPMENT</u> . . . . .	266,365.	266,365.		
d <u>COLLECTION</u> . . . . .	37,504.	37,504.		
e _____				
f All other expenses _____				
<b>25 Total functional expenses.</b> Add lines 1 through 24f	<b>95,047,182.</b>	<b>64,397,150.</b>	<b>17,978,519.</b>	<b>12,671,513.</b>
<b>26 Joint Costs.</b> Check here <input type="checkbox"/> if following SOP 98-2 (ASC 958-720). Complete this line only if the organization reported in column (B) joint costs from a combined educational campaign and fundraising solicitation . . . . .				

**Part X Balance Sheet**

		(A) Beginning of year		(B) End of year	
<b>Assets</b>	1	Cash - non-interest-bearing	18,320,442.	1	15,735,046.
	2	Savings and temporary cash investments		2	
	3	Pledges and grants receivable, net	17,431,050.	3	18,895,574.
	4	Accounts receivable, net		4	
	5	Receivables from current and former officers, directors, trustees, key employees, and highest compensated employees. Complete Part II of Schedule L		5	
	6	Receivables from other disqualified persons (as defined under section 4958(f)(1)), persons described in section 4958(c)(3)(B), and contributing employers and sponsoring organizations of section 501(c)(9) voluntary employees' beneficiary organizations (see instructions)		6	
	7	Notes and loans receivable, net		7	
	8	Inventories for sale or use		8	
	9	Prepaid expenses and deferred charges		9	
	10 a	Land, buildings, and equipment: cost or other basis. Complete Part VI of Schedule D	187,769,902.		
		<b>10a</b>			
	b	Less: accumulated depreciation	103,035,870.		
		<b>10b</b>			
			89,035,294.	<b>10c</b>	84,734,032.
	11	Investments - publicly traded securities	141,804,484.	11	150,959,132.
	12	Investments - other securities. See Part IV, line 11	51,811,527.	12	54,506,361.
13	Investments - program-related. See Part IV, line 11		13		
14	Intangible assets		14		
15	Other assets. See Part IV, line 11	1,140,918.	15	1,165,212.	
16	<b>Total assets.</b> Add lines 1 through 15 (must equal line 34)	319,543,715.	16	325,995,357.	
<b>Liabilities</b>	17	Accounts payable and accrued expenses	13,416,565.	17	8,973,747.
	18	Grants payable		18	
	19	Deferred revenue		19	
	20	Tax-exempt bond liabilities		20	
	21	Escrow or custodial account liability. Complete Part IV of Schedule D		21	
	22	Payables to current and former officers, directors, trustees, key employees, highest compensated employees, and disqualified persons. Complete Part II of Schedule L		22	
	23	Secured mortgages and notes payable to unrelated third parties		23	
	24	Unsecured notes and loans payable to unrelated third parties		24	
	25	Other liabilities. Complete Part X of Schedule D	12,039,224.	25	16,181,305.
	26	<b>Total liabilities.</b> Add lines 17 through 25	25,455,789.	26	25,155,052.
<b>Net Assets or Fund Balances</b>	Organizations that follow SFAS 117, check here <input checked="" type="checkbox"/> and complete lines 27 through 29, and lines 33 and 34.				
	27	Unrestricted net assets	140,228,785.	27	126,734,546.
	28	Temporarily restricted net assets	35,903,604.	28	36,718,616.
	29	Permanently restricted net assets	117,955,537.	29	137,387,143.
	Organizations that do not follow SFAS 117, 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	294,087,926.	33	300,840,305.	
34	Total liabilities and net assets/fund balances	319,543,715.	34	325,995,357.	

**Part XI Reconciliation of Net Assets**

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

1	Total revenue (must equal Part VIII, column (A), line 12)	1	111,668,944.
2	Total expenses (must equal Part IX, column (A), line 25)	2	95,047,182.
3	Revenue less expenses. Subtract line 2 from line 1	3	16,621,762.
4	Net assets or fund balances at beginning of year (must equal Part X, line 33, column (A))	4	294,087,926.
5	Other changes in net assets or fund balances (explain in Schedule O)	5	-9,869,383.
6	Net assets or fund balances at end of year. Combine lines 3, 4, and 5 (must equal Part X, line 33, column (B))	6	300,840,305.

**Part XII Financial Statements and Reporting**

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

		Yes	No
1	Accounting method used to prepare the Form 990: <input type="checkbox"/> Cash <input checked="" type="checkbox"/> Accrual <input type="checkbox"/> Other _____ If the organization changed its method of accounting from a prior year or checked "Other," explain in Schedule O.		
2a	Were the organization's financial statements compiled or reviewed by an independent accountant?		X
2b	Were the organization's financial statements audited by an independent accountant?	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	
d	If "Yes" to line 2a or 2b, check a box below to indicate whether the financial statements for the year were issued on a separate basis, consolidated basis, or both: <input checked="" type="checkbox"/> Separate basis <input type="checkbox"/> Consolidated basis <input type="checkbox"/> Both consolidated and separate basis		
3a	As a result of a federal award, was the organization required to undergo an audit or audits as set forth in the Single Audit Act and OMB Circular A-133?		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)

**Public Charity Status and Public Support**

OMB No. 1545-0047

**2010**

**Open to Public Inspection**

Department of the Treasury  
Internal Revenue Service

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

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

<b>Name of the organization</b> THE UNITED STATES HOLOCAUST MEMORIAL MUSEUM	<b>Employer identification number</b> 52-1309391
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**Part I Reason for Public Charity Status** (All organizations must complete this part.) See instructions.

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

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

	Yes	No
11g(i)		
11g(ii)		
11g(iii)		
  - (ii) A family member of a person described in (i) above? 

	Yes	No
11g(ii)		
  - (iii) A 35% controlled entity of a person described in (i) or (ii) above? 

	Yes	No
11g(iii)		
- h Provide the following information about the supported organization(s).

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

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

Schedule A (Form 990 or 990-EZ) 2010

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

**Section A. Public Support**

Calendar year (or fiscal year beginning in) ▶	(a) 2006	(b) 2007	(c) 2008	(d) 2009	(e) 2010	(f) Total
1 Gifts, grants, contributions, and membership fees received. (Do not include any "unusual grants.") . . . . .						
2 Tax revenues levied for the organization's benefit and either paid to or expended on its behalf . . . . .						
3 The value of services or facilities furnished by a governmental unit to the organization without charge . . . . .						
4 <b>Total.</b> Add lines 1 through 3 . . . . .						
5 The portion of total contributions by each person (other than a governmental unit or publicly supported organization) included on line 1 that exceeds 2% of the amount shown on line 11, column (f). . . . .						
6 <b>Public support.</b> Subtract line 5 from line 4.						

**Section B. Total Support**

Calendar year (or fiscal year beginning in) ▶	(a) 2006	(b) 2007	(c) 2008	(d) 2009	(e) 2010	(f) Total
7 Amounts from line 4 . . . . .						
8 Gross income from interest, dividends, payments received on securities loans, rents, royalties and income from similar sources . . . . .						
9 Net income from unrelated business activities, whether or not the business is regularly carried on . . . . .						
10 Other income. Do not include gain or loss from the sale of capital assets (Explain in Part IV.) . . . . .						
11 <b>Total support.</b> Add lines 7 through 10 . . . . .						

12 Gross receipts from related activities, etc. (see instructions) . . . . . **12**

13 **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**

14 Public support percentage for 2010 (line 6, column (f) divided by line 11, column (f)) . . . . . **14** %

15 Public support percentage from 2009 Schedule A, Part II, line 14 . . . . . **15** %

16a **33 1/3 % support test - 2010.** If the organization did not check the box on line 13, and line 14 is 33 1/3 % or more, check this box and **stop here.** The organization qualifies as a publicly supported organization . . . . .

b **33 1/3 % support test - 2009.** If the organization did not check a box on line 13 or 16a, and line 15 is 33 1/3 % or more, check this box and **stop here.** The organization qualifies as a publicly supported organization . . . . .

17a **10%-facts-and-circumstances test - 2010.** If the organization did not check a box on line 13, 16a or 16b, and line 14 is 10% or more, and if the organization meets the "facts-and-circumstances" test, check this box and **stop here.** Explain in Part IV how the organization meets the "facts-and-circumstances" test. The organization qualifies as a publicly supported organization . . . . .

b **10%-facts-and-circumstances test - 2009.** If the organization did not check a box on line 13, 16a, 16b, or 17a, and line 15 is 10% or more, and if the organization meets the "facts-and-circumstances" test, check this box and **stop here.** Explain in Part IV how the organization meets the "facts-and-circumstances" test. The organization qualifies as a publicly supported organization . . . . .

18 **Private foundation.** If the organization did not check a box on line 13, 16a, 16b, 17a, or 17b, check this box and see instructions . . . . .



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

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

Section A. Public Support

Table with 7 columns: (a) 2006, (b) 2007, (c) 2008, (d) 2009, (e) 2010, (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 under section 513; 4 Tax revenues levied for the organization's benefit; 5 The value of services or facilities furnished by a governmental unit; 6 Total. Add lines 1 through 5; 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 (Subtract line 7c from line 6).

Section B. Total Support

Table with 7 columns: (a) 2006, (b) 2007, (c) 2008, (d) 2009, (e) 2010, (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. Do not include gain or loss from the sale of capital assets (Explain in Part IV.); 13 Total support. (Add lines 9, 10c, 11, and 12.); 14 First five years. If the Form 990 is for the organization's first, second, third, fourth, or fifth tax year as a section 501(c)(3) organization, check this box and stop here.

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. Row 15: Public support percentage for 2010 (line 8, column (f) divided by line 13, column (f)) . . . . . 15 %; Row 16: Public support percentage from 2009 Schedule A, Part III, line 15 . . . . . 16 %

Section D. Computation of Investment Income Percentage

Table with 3 columns: Description, Line Number, Percentage. Row 17: Investment income percentage for 2010 (line 10c, column (f) divided by line 13, column (f)) . . . . . 17 %; Row 18: Investment income percentage from 2009 Schedule A, Part III, line 17 . . . . . 18 %

19a 33 1/3 % support tests - 2010. 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 - 2009. 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

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**Part IV** **Supplemental information.** Complete this part to provide the explanations required by Part II, line 10; Part II, line 17a or 17b; or Part III, line 12. Also complete this part for any additional information. (See instructions).

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SCHEDULE D (Form 990)

Supplemental Financial Statements

OMB No. 1545-0047

Department of the Treasury Internal Revenue Service

Complete if the organization answered "Yes," to Form 990, Part IV, line 6, 7, 8, 9, 10, 11, or 12. Attach to Form 990. See separate instructions.

2010

Open to Public Inspection

Name of the organization

THE UNITED STATES HOLOCAUST MEMORIAL MUSEUM

Employer identification number

52-1309391

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

Table with 2 columns: (a) Donor advised funds, (b) Funds and other accounts. Rows include: 1 Total number at end of year, 2 Aggregate contributions to (during year), 3 Aggregate grants from (during year), 4 Aggregate value at end of year, 5 Did the organization inform all donors... Yes No, 6 Did the organization inform all grantees... Yes No.

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

Table with 2 columns: Description, Held at the End of the Tax Year. Rows include: 1 Purpose(s) of conservation easements, 2 Complete lines 2a through 2d if the organization held a qualified conservation contribution... 2a Total number of conservation easements, 2b Total acreage restricted by conservation easements, 2c Number of conservation easements on a certified historic structure, 2d Number of conservation easements included in (c) acquired after 8/17/06, 3 Number of conservation easements modified, transferred, released, extinguished, or terminated, 4 Number of states where property subject to conservation easement is located, 5 Does the organization have a written policy regarding the periodic monitoring, inspection, handling of violations, and enforcement of the conservation easements it holds? Yes No, 6 Staff and volunteer hours devoted to monitoring, inspecting, and enforcing conservation easements during the year, 7 Amount of expenses incurred in monitoring, inspecting, and enforcing conservation easements during the year \$, 8 Does each conservation easement reported on line 2(d) above satisfy the requirements of section 170(h)(4)(B) (i) and 170(h)(4)(B)(ii)? Yes No, 9 In Part XIV, describe how the organization reports conservation easements in its revenue and expense statement, and balance sheet, and include, if applicable, the text of the footnote to the organization's financial statements that describes the organization's accounting for conservation easements.

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

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

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

Schedule D (Form 990) 2010

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

3 Using the organization's acquisition, accession, and other records, check any of the following that are a significant use of its collection items (check all that apply):

- a  Public exhibition
- b  Scholarly research
- c  Preservation for future generations
- d  Loan or exchange programs
- e  Other \_\_\_\_\_

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

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

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

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

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

	Amount
c Beginning balance . . . . .	<b>1c</b>
d Additions during the year . . . . .	<b>1d</b>
e Distributions during the year . . . . .	<b>1e</b>
f Ending balance . . . . .	<b>1f</b>

2a Did the organization include an amount on Form 990, Part X, line 21? . . . . .  Yes  No

b If "Yes," explain the arrangement in Part XI V.

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

	(a) Current year	(b) Prior year	(c) Two years back	(d) Three years back	(e) Four years back
1a Beginning of year balance . . . . .	186,842,058.	171,459,804.	164,015,073.		
b Contributions . . . . .	19,399,894.	4,519,827.	3,232,477.		
c Net investment earnings, gains, and losses . . . . .	-475,077.	17,924,744.	6,607,398.		
d Grants or scholarships . . . . .					
e Other expenditures for facilities and programs . . . . .	7,488,677.	6,208,681.	2,000,000.		
f Administrative expenses . . . . .	1,079,792.	853,636.	395,144.		
g End of year balance . . . . .	197,198,406.	186,842,058.	171,459,804.		

2 Provide the estimated percentage of the year end balance held as:

- a Board designated or quasi-endowment ▶ 26.0000 %
- b Permanent endowment ▶ 74.0000 %
- c Term endowment ▶ \_\_\_\_\_ %

3a Are there endowment funds not in the possession of the organization that are held and administered for the organization by:

- (i) unrelated organizations . . . . .
- (ii) related organizations . . . . .

	Yes	No
3a(i)		X
3a(ii)		X
3b		

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

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

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

Description of investment	(a) Cost or other basis (investment)	(b) Cost or other basis (other)	(c) Accumulated depreciation	(d) Book value
1a Land . . . . .				
b Buildings . . . . .		128,281,524.	62,109,556.	66,171,968.
c Leasehold improvements . . . . .		1,625,933.	988,856.	637,077.
d Equipment . . . . .		17,490,542.	15,466,313.	2,024,229.
e Other . . . . .		40,371,903.	24,471,145.	15,900,758.
<b>Total.</b> Add lines 1a through 1e. (Column (d) must equal Form 990, Part X, column (B), line 10(c).) . . . . .				84,734,032.

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

(a) Description of security or category (including name of security)	(b) Book value	(c) Method of valuation: Cost or end-of-year market value
(1) Financial derivatives . . . . .		
(2) Closely-held equity interests . . . . .		
(3) Other		
(A) GLOBAL EQUITIES	6,168,573.	FMV
(B) HIGH YIELD CORPORATE BOND FDS	8,284,507.	FMV
(C) EQUITY LONG/SHORT HEDGE FDS	8,427,570.	FMV
(D) EVENT DRIVEN HEDGE FUNDS	23,798,546.	FMV
(E) MULTI-STRATEGY HEDGE FUNDS	7,827,165.	FMV
(F)		
(G)		
(H)		
(I)		
<b>Total.</b> (Column (b) must equal Form 990, Part X, col. (B) line 12.)	54,506,361.	

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

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

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

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

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

1. (a) Description of liability	(b) Amount
(1) Federal income taxes	
(2) UNEXPENDED APPROPRIATIONS	11,373,254.
(3) CHARITABLE GIFT ANNUITY LIABILITY	4,808,051.
(4)	
(5)	
(6)	
(7)	
(8)	
(9)	
(10)	
(11)	
<b>Total.</b> (Column (b) must equal Form 990, Part X, col. (B) line 25.)	16,181,305.

2. FIN 48 (ASC 740) Footnote. In Part XIV, provide the text of the footnote to the organization's financial statements that reports the organization's liability for uncertain tax positions under FIN 48 (ASC 740).

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

1	Total revenue (Form 990, Part VIII, column (A), line 12)	1	111,668,944.
2	Total expenses (Form 990, Part IX, column (A), line 25)	2	95,047,182.
3	Excess or (deficit) for the year. Subtract line 2 from line 1	3	16,621,762.
4	Net unrealized gains (losses) on investments	4	-9,869,383.
5	Donated services and use of facilities	5	
6	Investment expenses	6	
7	Prior period adjustments	7	
8	Other (Describe in Part XIV.)	8	
9	Total adjustments (net). Add lines 4 through 8	9	-9,869,383.
10	Excess or (deficit) for the year per audited financial statements. Combine lines 3 and 9	10	6,752,379.

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

1	Total revenue, gains, and other support per audited financial statements	1	102,226,645.
2	Amounts included on line 1 but not on Form 990, Part VIII, line 12:		
a	Net unrealized gains on investments	2a	-9,869,383.
b	Donated services and use of facilities	2b	16,836.
c	Recoveries of prior year grants	2c	
d	Other (Describe in Part XIV.)	2d	
e	Add lines 2a through 2d	2e	-9,852,547.
3	Subtract line 2e from line 1	3	112,079,192.
4	Amounts included on Form 990, Part VIII, line 12, but not on line 1:		
a	Investment expenses not included on Form 990, Part VIII, line 7b	4a	1,079,792.
b	Other (Describe in Part XIV.)	4b	-1,490,040.
c	Add lines 4a and 4b	4c	-410,248.
5	Total revenue. Add lines 3 and 4c. (This must equal Form 990, Part I, line 12.)	5	111,668,944.

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

1	Total expenses and losses per audited financial statements	1	95,474,266.
2	Amounts included on line 1 but not on Form 990, Part IX, line 25:		
a	Donated services and use of facilities	2a	16,836.
b	Prior year adjustments	2b	
c	Other losses	2c	
d	Other (Describe in Part XIV.)	2d	1,490,040.
e	Add lines 2a through 2d	2e	1,506,876.
3	Subtract line 2e from line 1	3	93,967,390.
4	Amounts included on Form 990, Part IX, line 25, but not on line 1:		
a	Investment expenses not included on Form 990, Part VIII, line 7b	4a	1,079,792.
b	Other (Describe in Part XIV.)	4b	
c	Add lines 4a and 4b	4c	1,079,792.
5	Total expenses. Add lines 3 and 4c. (This must equal Form 990, Part I, line 18.)	5	95,047,182.

**Part XIV Supplemental Information**

Complete this part to provide the descriptions required for Part II, lines 3, 5, and 9; Part III, lines 1a and 4; Part IV, lines 1b and 2b; Part V, line 4; Part X, line 2; Part XI, line 8; Part XII, lines 2d and 4b; and Part XIII, lines 2d and 4b. Also complete this part to provide any additional information.

SEE PAGE 5

**Part XIV** Supplemental Information (continued)

PART III, LINE 1A

WORKS OF ART FOOTNOTE

IN CONFORMITY WITH THE PRACTICE GENERALLY FOLLOWED BY MUSEUMS, NO VALUE IS ASSIGNED TO THE COLLECTIONS IN THE STATEMENT OF FINANCIAL POSITION. PURCHASES OF COLLECTION ITEMS ARE RECOGNIZED AS REDUCTIONS IN UNRESTRICTED NET ASSETS IN THE PERIOD OF ACQUISITION. PROCEEDS FROM DEACCESSIONS OF COLLECTION ITEMS ARE RECOGNIZED AS INCREASES IN THE APPROPRIATE NET ASSET CLASS AND ARE DESIGNATED FOR FUTURE COLLECTION ACQUISITIONS.

PART III, LINE 4

ORGANIZATION'S COLLECTIONS

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 POLICY INCLUDES GUIDANCE ON THE PRESERVATION, CARE, AND MAINTENANCE OF THE COLLECTIONS AND PROCEDURES RELATED TO THE ACCESSION/DEACCESSION OF COLLECTION ITEMS. THE MISSION AND PURPOSE OF THE MUSEUM'S COLLECTION IS TO PRESERVE FOR FUTURE GENERATIONS THE PHOTOGRAPHIC, DOCUMENTARY, AND ARTIFACTUAL RECORD OF THIS FATEFUL PERIOD IN JEWISH AND WORLD HISTORY.

**Part XIV Supplemental Information** (continued)

PART V, LINE 4

ENDOWMENT FUNDS

THE MUSEUM'S ENDOWMENT CONSISTS OF APPROXIMATELY 61 INDIVIDUAL FUNDS ESTABLISHED FOR A VARIETY OF PURPOSES. THE ENDOWMENT SERVES AS A PERPETUAL FUNDING SOURCE FOR THE MUSEUM.

PART X, LINE 2

FIN 48 STATEMENT

THE MUSEUM IS EXEMPT FROM INCOME TAXATION, EXCEPT FOR THEIR UNRELATED BUSINESS INCOME, UNDER THE 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 OF BEING SUSTAINED. THE MUSEUM DOES NOT BELIEVE ITS FINANCIAL STATEMENTS INCLUDE ANY UNCERTAIN TAX POSITIONS.

PART XII, LINE 4B

FINANCIAL STATEMENT RECONCILIATION

REVENUES REPORTED ON FORM 990 NOT REPORTED ON THE AUDITED FINANCIAL STATEMENTS.

MUSEUM GIFT SHOP COST OF GOODS SOLD	(835,686)
SPECIAL EVENTS	(654,354)
	-----
	(1,490,040)



**Part XIV** Supplemental Information (continued)

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PART XIII, LINE 2D

FINANCIAL STATEMENT RECONCILIATION

EXPENSES REPORTED ON THE AUDITED FINANCIAL STATEMENTS NOT REPORTED ON  
FORM 990.

MUSEUM GIFT SHOP COST OF GOODS SOLD 835,686

SPECIAL EVENTS 654,354

-----

1,490,040.

**SCHEDULE F  
(Form 990)**

**Statement of Activities Outside the United States**

OMB No. 1545-0047

**2010**

**Open to Public Inspection**

Department of the Treasury  
Internal Revenue Service

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

Name of the organization

Employer identification number

THE UNITED STATES HOLOCAUST MEMORIAL MUSEUM

52-1309391

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

1 **For grantmakers.** Does the organization maintain records to substantiate the amount of 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 **For grantmakers.** Describe in Part V the organization's procedures for monitoring the use of grant funds outside the United States.

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

(a) Region	(b) Number of offices in the region	(c) Number of employees, agents, and independent contractors in region	(d) Activities conducted in region (by type) (e.g., fundraising, program services, investments, grants to recipients located in the region)	(e) If activity listed in (d) is a program service, describe specific type of service(s) in region	(f) Total expenditures for and investments in region
(1) CENTRAL AMERICA/CARIBBEAN	0.	0.	INVESTMENTS		13,432,662.
(2)					
(3)					
(4)					
(5)					
(6)					
(7)					
(8)					
(9)					
(10)					
(11)					
(12)					
(13)					
(14)					
(15)					
(16)					
(17)					
<b>3a</b> Sub-total . . . . .	0.	0.			13,432,662.
<b>b</b> Total from continuation sheets to Part I . . . . .					
<b>c</b> Totals (add lines 3a and 3b)	0.	0.			13,432,662.

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

Schedule F (Form 990) 2010

**Part II** Grants and Other Assistance to Organizations or Entities Outside the United States. Complete if the organization answered "Yes" to Form 990, Part IV, line 15, for any recipient who received more than \$5,000. Check this box if no one recipient received more than \$5,000. Part II can be duplicated if additional space is needed.

1	(a) Name of organization	(b) IRS code section and EIN (if applicable)	(c) Region	(d) Purpose of grant	(e) Amount of cash grant	(f) Manner of cash disbursement	(g) Amount of non-cash assistance	(h) Description of non-cash assistance	(i) Method of valuation (book, FMV, appraisal, other)
(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" to Form 990, Part IV, line 16. Part III can be duplicated if additional space is needed.

(a) Type of grant or assistance	(b) Region	(c) Number of recipients	(d) Amount of cash grant	(e) Manner of cash disbursement	(f) Amount of non-cash assistance	(g) Description of non-cash assistance	(h) Method of valuation (book, FMV, appraisal, other)
(1)							
(2)							
(3)							
(4)							
(5)							
(6)							
(7)							
(8)							
(9)							
(10)							
(11)							
(12)							
(13)							
(14)							
(15)							
(16)							
(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 file Form 3520, Annual Return to Report Transactions with Foreign Trusts and Receipt of Certain Foreign Gifts, and/or Form 3520-A, Annual Information Return of Foreign Trust With a U.S. Owner (see Instructions for Forms 3520 and 3520-A)* . . . . .  Yes  No
- 3 Did the organization have an ownership interest in a foreign corporation during the tax year? *If "Yes," the organization may be required to file Form 5471, Information Return of U.S. Persons with respect to Certain Foreign Corporations. (see Instructions for Form 5471)* . . . . .  Yes  No
- 4 Was the organization a direct or indirect shareholder of a passive foreign investment company or a qualified electing fund during the tax year? *If "Yes," the organization may be required to file Form 8621, Return by a Shareholder of a Passive Foreign Investment Company or Qualified Electing Fund. (see Instructions for Form 8621)* . . . . .  Yes  No
- 5 Did the organization have an ownership interest in a foreign partnership during the tax year? *If "Yes," the organization may be required to file Form 8865, Return of U.S. Persons with respect to Certain Foreign Partnerships. (see Instructions for Form 8865)* . . . . .  Yes  No
- 6 Did the organization have any operations in or related to any boycotting countries during the tax year? *If "Yes," the organization may be required to file Form 5713, International Boycott Report (see Instructions for Form 5713)* . . . . .  Yes  No

**Part V** **Supplemental Information**

Complete this part to provide the information required by Part I, line 2 (monitoring of funds); Part I, line 3, column (f) (accounting method); 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).

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

Department of the Treasury  
Internal Revenue Service

**Supplemental Information Regarding  
Fundraising or Gaming Activities**

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

OMB No. 1545-0047

**2010**

**Open To Public  
Inspection**

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

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

1 Indicate whether the organization raised funds through any of the following activities. Check all that apply.

- a  Mail solicitations
- b  Internet and email solicitations
- c  Phone solicitations
- d  In-person solicitations
- e  Solicitation of non-government grants
- f  Solicitation of government grants
- g  Special fundraising events

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 ten highest paid individuals or entities (fundraisers) pursuant to agreements under which the fundraiser is to be compensated at least \$5,000 by the organization.

(i) Name and address of individual or entity (fundraiser)	(ii) Activity	(iii) Did fundraiser have custody or control of contributions?		(iv) Gross receipts from activity	(v) Amount paid to (or retained by) fundraiser listed in col. (i)	(vi) Amount paid to (or retained by) organization
		Yes	No			
1 PRODUCTION SOLUTIONS	DATA MGMT SERVICES		X		1,259,513.	
2 BLACKBAUD SOFTWARE	DONOR MGMT SERVICES		X		236,790.	
3 AB DATA LTD	CONSULTING SERVICES		X		362,210.	
4 CAROL ENTERS LIST COMPANY COPYWRITER	LIST MANAGEMENT		X		113,752.	
5 LAUTMAN MASK NEILL & CO	CONSULTING SERVICES		X		88,938.	
6 LEXIS NEXIS	ONLINE RSCH SRVS		X		43,957.	
7 COMMUNITY COUNSELING SERVICE CO.	CONSULTING SERVICES		X		268,026.	
8 INTEGRAL - DC LLC	CONSULTING SERVICES		X		104,500.	
9 ANNE TRAVERS CONSULTING LLC CONSULTING	SERVICES		X		75,485.	
10 TYCHERSTEIN LLC	CONSULTING SERVICES		X		39,077.	
<b>Total</b> . . . . . ▶					2,592,248.	

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.

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

		(a) Event #1	(b) Event #2	(c) Other Events	(d) Total events	
		UKRAINE TRIP (event type)	DOR (event type)	21. (total number)	(add col. (a) through col. (c))	
Revenue	1	Gross receipts	548,393.	1,244,251.	3,719,910.	5,512,554.
	2	Less: Charitable contributions	237,500.	996,144.	3,135,918.	4,369,562.
	3	Gross income (line 1 minus line 2)	310,893.	248,107.	583,992.	1,142,992.
Direct Expenses	4	Cash prizes				
	5	Noncash prizes				
	6	Rent/facility costs				
	7	Food and beverages				
	8	Entertainment				
	9	Other direct expenses	415,020.	571,034.	811,292.	1,797,346.
	10	Direct expense summary. Add lines 4 through 9 in column (d)				( 1,797,346.)
11	Net income summary. Combine line 3, column (d), and line 10				-654,354.	

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

		(a) Bingo	(b) Pull tabs/Instant bingo/progressive bingo	(c) Other gaming	(d) Total gaming (add col. (a) through col. (c))
Revenue	1	Gross revenue			
Direct Expenses	2	Cash prizes			
	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. Combine line 1, column d, and line 7			

9 Enter the state(s) in which the organization operates gaming activities: \_\_\_\_\_  
 a Is the organization licensed to operate gaming activities in each of these states?  Yes  No  
 b If "No," explain: \_\_\_\_\_

10 a Were any of the organization's gaming licenses revoked, suspended or terminated during the tax year?  Yes  No  
 b If "Yes," explain: \_\_\_\_\_



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

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.** Complete this part to 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 complete this part to provide any additional information (see instructions).

SCHEDULE G, PART I, LINE 2B

CONTRACTORS FOR FUNDRAISING ACTIVITIES

THE CONTRACTORS LISTED GIVE ADVICE ON MARKETING STRATEGY, BUT THE ACTUAL FUNDRAISING IS DONE BY THE MUSEUM. THE MUSEUM DOES NOT TIE DONATIONS TO THE ADVICE GIVEN BY THE CONTRACTORS. FOR MORE INFORMATION, SEE SCHEDULE O.

**SCHEDULE I  
(Form 990)**

Department of the Treasury  
Internal Revenue Service

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

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

OMB No. 1545-0047

**2010**

**Open to Public  
Inspection**

Name of the organization

THE UNITED STATES HOLOCAUST MEMORIAL MUSEUM

Employer identification number

52-1309391

**Part I General Information on Grants and Assistance**

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

**Part II Grants and Other Assistance to Governments and Organizations in the United States.** Complete if the organization answered "Yes" to Form 990, Part IV, line 21, for any recipient that received more than \$5,000. Check this box if no one recipient received more than \$5,000. Part II can be duplicated if additional space is needed

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
- 3 Enter total number of other organizations

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

**Part III** Grants and Other Assistance to Individuals in the United States. Complete if the organization answered "Yes" 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 CAHS ANNUAL FELLOWSHIP	1.	15,500.			
2 BEN AND ZELDA COHEN FELLOWSHIP	3.	16,000.			
3 RAUL HILBERG FELLOWSHIP	1.	7,000.			
4 RESEARCH FELLOWSHIP OF THE MILES LERMAN CENTER	1.	11,000.			
5 INA LEVINE INVITATIONAL SCHOLAR FELLOWSHIP	2.	64,200.			
6 MATTHEW FAMILY FELLOWSHIP	2.	24,000.			
7 LEON MILMAN MEMORIAL FELLOWSHIP	1.	10,500.			

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

**Part III Grants and Other Assistance to Individuals in the United States.** 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 JUDITH B AND BURTON P RESNICK POSTDOCTORAL FELLOWS	1.	17,500.			
2 PEARL RESNICK POSTDOCTORAL FELLOWSHIP	1.	28,000.			
3 CHARLES H REVSON FOUNDATION FELLOWSHIP	2.	94,300.			
4 BARBARA AND RICHARD ROSENBERG FELLOWSHIP	2.	33,000.			
5 JOYCE AND ARTHUR SCHECHTER FELLOWSHIP	1.	7,000.			
6 J B & MAURICE C SHAPIRO SR SCHOLAR-IN-RESIDENCE	2.	56,500.			
7 SOSIAND FOUNDATION FELLOWSHIP	4.	31,250.			

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

**Part III Grants and Other Assistance to Individuals in the United States.** 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 TAKIEF FAMILY FOUNDATION FELLOWSHIP	1.	17,500.			
2 TZIPOSAB WIESEL FELLOWSHIP	5.	49,100.			
3 DIANE AND HOWARD WOHL FELLOWSHIP	2.	33,900.			
4 ROBERT SAVITT FELLOWSHIP	1.	3,500.			
5					
6					
7					

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

PART I, LINE 2  
 USE OF GRANT FUNDS IN THE U.S.  
 SCHOLARSHIPS, FELLOWSHIPS, AND SIMILAR AWARDS ARE GRANTED ON A  
 COMPETITIVE BASIS TO SUPPORT SIGNIFICANT RESEARCH AND WRITING ABOUT THE  
 HOLOCAUST. THE MUSEUM WELCOMES PROPOSALS FROM SCHOLARS IN ALL RELEVANT  
 DISCIPLINES INCLUDING HISTORY, POLITICAL SCIENCE, LITERATURE, JEWISH  
 STUDIES, PHILOSOPHY, RELIGION, PSYCHOLOGY, COMPARATIVE GENOCIDE STUDIES,  
 LAW, AND OTHERS.

**SCHEDULE J  
(Form 990)**

Department of the Treasury  
Internal Revenue Service

**Compensation Information**

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

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

▶ Attach to Form 990. ▶ See separate instructions.

OMB No. 1545-0047

**2010**

**Open to Public Inspection**

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

Employer identification number  
**52-1309391**

**Part I Questions Regarding Compensation**

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

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

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

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

**3** Indicate which, if any, of the following the organization uses to establish the compensation of the organization's CEO/Executive Director. Check all that apply.

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

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

- a** Receive a severance payment or change-of-control payment from the organization or a related organization? . . . . . **4a** X
- b** Participate in, or receive payment from, a supplemental nonqualified retirement plan? . . . . . **4b** X
- c** Participate in, or receive payment from, an equity-based compensation arrangement? . . . . . **4c** X
- If "Yes" to any of lines 4a-c, list the persons and provide the applicable amounts for each item in Part III.

**Only section 501(c)(3) and 501(c)(4) organizations must complete lines 5-9.**

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

- a** The organization? . . . . . **5a** X
- b** Any related organization? . . . . . **5b** X
- If "Yes" to line 5a or 5b, describe in Part III.

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

- a** The organization? . . . . . **6a** X
- b** Any related organization? . . . . . **6b** X
- If "Yes" to line 6a or 6b, describe in Part III.

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

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

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

	Yes	No
<b>1b</b>		
<b>2</b>		
<b>4a</b>		X
<b>4b</b>	X	
<b>4c</b>		X
<b>5a</b>		X
<b>5b</b>		X
<b>6a</b>		X
<b>6b</b>		X
<b>7</b>		X
<b>8</b>		X
<b>9</b>		

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

Schedule J (Form 990) 2010

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

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

**Note.** The sum of columns (B)(i)-(iii) must equal the applicable column (D) or column (E) amounts on Form 990, Part VII, line 1a.

(A) Name	(B) Breakdown of W-2 and/or 1099-MISC compensation			(C) Retirement and other deferred compensation	(D) Nontaxable benefits	(E) Total of columns (B)(i)-(D)	(F) Compensation reported in prior Form 990 or Form 990-EZ
	(i) Base compensation	(ii) Bonus & incentive compensation	(iii) Other reportable compensation				
1 SARA BLOOMFIELD	(i) 461,669. (ii) 0. (iii) 0.	0. 0. 0.	40,084. 0. 0.	112,900. 0. 0.	7,242. 0. 0.	621,895. 0. 0.	0. 0. 0.
2 WILLIAM PARSONS	(i) 158,881. (ii) 0. (iii) 0.	34,352. 0. 0.	1,317. 0. 0.	26,830. 0. 0.	14,545. 0. 0.	235,925. 0. 0.	0. 0. 0.
3 MINNIE CARMICHAEL	(i) 146,387. (ii) 0. (iii) 0.	15,000. 0. 0.	11,289. 0. 0.	11,289. 0. 0.	7,936. 0. 0.	191,901. 0. 0.	0. 0. 0.
4 AMY FARRIER	(i) 212,015. (ii) 0. (iii) 0.	1,000. 0. 0.	9,104. 0. 0.	25,580. 0. 0.	5,460. 0. 0.	253,159. 0. 0.	0. 0. 0.
5 ANDREA BARCHAS	(i) 191,172. (ii) 0. (iii) 0.	25,000. 0. 0.	22,890. 0. 0.	25,680. 0. 0.	24,717. 0. 0.	289,459. 0. 0.	0. 0. 0.
6 JILL WEINBERG	(i) 193,073. (ii) 0. (iii) 0.	15,500. 0. 0.	22,874. 0. 0.	26,310. 0. 0.	14,485. 0. 0.	272,242. 0. 0.	0. 0. 0.
7 GEORGE HELLMAN	(i) 142,386. (ii) 0. (iii) 0.	17,100. 0. 0.	22,334. 0. 0.	20,510. 0. 0.	18,447. 0. 0.	220,777. 0. 0.	0. 0. 0.
8 MICHAEL ABRAMOWITZ	(i) 152,857. (ii) 0. (iii) 0.	8,000. 0. 0.	16,729. 0. 0.	19,065. 0. 0.	23,027. 0. 0.	219,678. 0. 0.	0. 0. 0.
9 JORDAN TANNENBAUM	(i) 287,192. (ii) 0. (iii) 0.	0. 0. 0.	26,355. 0. 0.	29,400. 0. 0.	26,727. 0. 0.	369,674. 0. 0.	0. 0. 0.
10 LORNA MILES	(i) 205,606. (ii) 0. (iii) 0.	15,000. 0. 0.	1,246. 0. 0.	15,952. 0. 0.	7,242. 0. 0.	245,046. 0. 0.	0. 0. 0.
11 TANELL COLEMAN	(i) 148,201. (ii) 0. (iii) 0.	9,000. 0. 0.	1,264. 0. 0.	23,377. 0. 0.	7,436. 0. 0.	189,278. 0. 0.	0. 0. 0.
12	(i) --- (ii) --- (iii) ---	--- --- ---	--- --- ---	--- --- ---	--- --- ---	--- --- ---	--- --- ---
13	(i) --- (ii) --- (iii) ---	--- --- ---	--- --- ---	--- --- ---	--- --- ---	--- --- ---	--- --- ---
14	(i) --- (ii) --- (iii) ---	--- --- ---	--- --- ---	--- --- ---	--- --- ---	--- --- ---	--- --- ---
15	(i) --- (ii) --- (iii) ---	--- --- ---	--- --- ---	--- --- ---	--- --- ---	--- --- ---	--- --- ---
16	(i) --- (ii) --- (iii) ---	--- --- ---	--- --- ---	--- --- ---	--- --- ---	--- --- ---	--- --- ---

**Part III Supplemental Information**

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

PART I, LINE 4B

PARTICIPATION IN SUPPLEMENTAL NONQUALIFIED RETIREMENT PLAN

THE US HOLOCAUST MEMORIAL MUSEUM ESTABLISHED A SECTION 457(F) PLAN FOR SARA BLOOMFIELD ON DECEMBER 19, 2007. THE EMPLOYER CONTRIBUTIONS UNDER

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

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



**SCHEDULE M  
(Form 990)**

Department of the Treasury  
Internal Revenue Service

**Noncash Contributions**

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

OMB No. 1545-0047

**2010**

**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	442 .		
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	59 .	11,470,238 .	SELLING PRICE
10 Securities - Closely held stock . . . . .				
11 Securities - Partnership, LLC, or trust interests . . . . .				
12 Securities - Miscellaneous . . . . .				
13 Qualified conservation contribution - Historic structures . . . . .				
14 Qualified conservation contribution - Other . . . . .				
15 Real estate - Residential . . . . .				
16 Real estate - Commercial . . . . .				
17 Real estate - Other . . . . .				
18 Collectibles . . . . .				
19 Food inventory . . . . .				
20 Drugs and medical supplies . . . . .				
21 Taxidermy . . . . .				
22 Historical artifacts . . . . .				
23 Scientific specimens . . . . .				
24 Archeological artifacts . . . . .				
25 Other ▶( _____ )				
26 Other ▶( _____ )				
27 Other ▶( _____ )				
28 Other ▶( _____ )				

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

29

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

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

Schedule M (Form 990) (2010)

**Part II** **Supplemental Information.** Complete this part to provide the information required by Part I, lines 30b, 32b, and 33. Also complete this part for any additional information.

PART I, LINE 1, COLUMN (C)

WORKS OF ART FOOTNOTE

IN CONFORMITY WITH THE PRACTICE GENERALLY FOLLOWED BY MUSEUMS, NO VALUE IS ASSIGNED TO THE COLLECTIONS IN THE STATEMENT OF FINANCIAL POSITION. PURCHASES OF COLLECTION ITEMS ARE RECOGNIZED AS REDUCTIONS IN UNRESTRICTED NET ASSETS IN THE PERIOD OF ACQUISITION. PROCEEDS FROM DEACCESSIONS OF COLLECTION ITEMS ARE RECOGNIZED AS INCREASES IN THE APPROPRIATE NET ASSET CLASS AND ARE DESIGNATED FOR FUTURE COLLECTION ACQUISITIONS.

PART I, LINE 33

REVENUES FROM NONCASH PROPERTIES

IN CONFORMITY WITH THE PRACTICE GENERALLY FOLLOWED BY MUSEUMS, NO VALUE IS ASSIGNED TO THE COLLECTIONS DONATED TO THE MUSEUM IN THE STATEMENT OF ACTIVITIES. THE AMOUNTS SHOWN IN PART I, COLUMN B REPRESENT THE NUMBER OF CONTRIBUTIONS RECEIVED, NOT THE NUMBER OF CONTRIBUTED ITEMS. IT IS IMPRACTICAL FOR THE MUSEUM TO QUANTIFY THE NUMBER AND TYPE OF DONATIONS IT RECEIVES FOR ITS COLLECTIONS. THE MUSEUM'S HOLDINGS INCLUDE: ART - PERIOD DRAWINGS, PRINTS, SCULPTURE, POSTERS, & OTHER CREATIVE WORKS; BOOKS & PAMPHLETS; BROADSIDES, ADVERTISEMENTS, & MAPS; FILM AND VIDEO - HISTORICAL FOOTAGE, AUDIO & VIDEO ORAL TESTIMONIES, MUSIC & SOUND RECORDINGS; FURNISHING, ARCHITECTURAL FRAGMENTS, MODELS, MACHINERY, & TOOLS; MICROFILM & MICROFICHE OF GOVERNMENT DOCUMENTS & OTHER OFFICIAL RECORDS; PERSONAL EFFECTS, RITUAL OBJECTS, JEWELRY, MUSICAL INSTRUMENTS, & NUMISMATICS (CURRENCY); PERSONAL PAPERS - DOCUMENTS, CORRESPONDENCE, MEMOIRS, SCRAPBOOKS, PHOTOGRAPHS, & PHOTO ALBUMS; AND TEXTILES - UNIFORMS, COSTUMES, CLOTHING, BADGES, ARMBANDS, FLAGS, & BANNERS

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

Department of the Treasury  
Internal Revenue Service

**Supplemental Information to Form 990 or 990-EZ**

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

OMB No. 1545-0047

**2010**

**Open to Public  
Inspection**

Name of the organization

THE UNITED STATES HOLOCAUST MEMORIAL MUSEUM

Employer identification number

52-1309391

FORM 990, PART III, LINE 1

ORGANIZATION'S MISSION

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

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

THE MUSEUM'S PRIMARY MISSION IS TO ADVANCE AND DISSEMINATE KNOWLEDGE  
ABOUT THIS UNPRECEDENTED TRAGEDY; TO PRESERVE THE MEMORY OF THOSE WHO  
SUFFERED; AND TO ENCOURAGE ITS VISITORS TO REFLECT UPON THE MORAL AND  
SPIRITUAL QUESTIONS RAISED BY THE EVENTS OF THE HOLOCAUST AS WELL AS  
THEIR OWN RESPONSIBILITIES AS CITIZENS OF A DEMOCRACY.

CHARTERED BY A UNANIMOUS ACT OF CONGRESS IN 1980 AND LOCATED ADJACENT TO  
THE NATIONAL MALL IN WASHINGTON, DC, THE MUSEUM STRIVES TO BROADEN PUBLIC

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

UNDERSTANDING OF THE HISTORY OF THE HOLOCAUST THROUGH MULTIFACETED PROGRAMS: EXHIBITIONS; RESEARCH AND PUBLICATION; COLLECTING AND PRESERVING MATERIAL EVIDENCE, ART AND ARTIFACTS RELATED TO THE HOLOCAUST; ANNUAL HOLOCAUST COMMEMORATIONS KNOWN AS DAYS OF REMEMBRANCE; DISTRIBUTION OF EDUCATION MATERIALS AND TEACHER RESOURCES; AND A VARIETY OF PUBLIC PROGRAMMING DESIGNED TO ENHANCE UNDERSTANDING OF THE HOLOCAUST AND RELATED ISSUES, INCLUDING THOSE OF CONTEMPORARY SIGNIFICANCE.

FORM 990, PART III, LINE 4A

PROGRAM SERVICE ACCOMPLISHMENTS

A LIVING MEMORIAL TO THE HOLOCAUST, THE UNITED STATES HOLOCAUST MEMORIAL MUSEUM INSPIRES CITIZENS AND LEADERS WORLDWIDE TO CONFRONT HATRED, PROMOTE HUMAN DIGNITY, AND PREVENT GENOCIDE. A PUBLIC-PRIVATE PARTNERSHIP, FEDERAL SUPPORT GUARANTEES THE MUSEUM'S PERMANENCE, AND ITS FAR-REACHING EDUCATIONAL PROGRAMS AND GLOBAL IMPACT ARE MADE POSSIBLE BY DONORS NATIONWIDE.

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

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

THE HOLOCAUST HAPPENED-AS WELL AS GENOCIDE AND THREATS OF GENOCIDE IN OTHER PARTS OF THE WORLD. THIS IS OCCURRING AS WE APPROACH A TIME WHEN HOLOCAUST SURVIVORS AND OTHER EYEWITNESSES WILL NO LONGER BE ALIVE.

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

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

SINCE ITS DEDICATION IN 1993, THE MUSEUM HAS WELCOMED NEARLY 30 MILLION

Name of the organization THE UNITED STATES HOLOCAUST MEMORIAL MUSEUM	Employer identification number 52-1309391
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VISITORS, INCLUDING MORE THAN 9 MILLION SCHOOL CHILDREN AND 91 HEADS OF STATE. TODAY 90 PERCENT OF THE MUSEUM'S VISITORS ARE NOT JEWISH, AND OUR WEB SITE, THE WORLD'S LEADING ONLINE AUTHORITY ON THE HOLOCAUST, ON AVERAGE RECEIVES VISITS FROM OVER 100 DIFFERENT COUNTRIES DAILY. WITH HUNDREDS OF THOUSANDS OF ONLINE VISITORS FROM COUNTRIES WITH MAJORITY MUSLIM POPULATIONS, TRANSLATING OUR WEB SITE INTO ARABIC AND FARSI IS A TOP PRIORITY; ALREADY, PORTIONS ARE AVAILABLE IN MORE THAN 20 LANGUAGES.

FORM 990, PART VI, LINE 11B

PROCESS FOR REVIEW OF FORM 990

THE FORM 990 IS PREPARED BY THE OFFICE OF FINANCE UNDER THE DIRECTION OF THE MUSEUM'S CHIEF FINANCIAL OFFICER, WITH CONSULTATION PROVIDED BY THE MUSEUM'S INDEPENDENT AUDITOR. THE FORM 990 IS REVIEWED INTERNALLY BY THE MUSEUM'S INTERNAL AUDITOR, THE MUSEUM'S GENERAL COUNSEL, THE MUSEUM'S CHIEF FINANCIAL OFFICER, AND THE MUSEUM'S DIRECTOR. THE DRAFT FORM 990 IS THEN REVIEWED BY THE MUSEUM'S INDEPENDENT AUDITOR, KPMG. 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 IRS. THE LETTER ALSO STATES THAT QUESTIONS AND COMMENTS CAN BE FORWARDED TO THE FINANCE OFFICE. AFTER THE COMMENT PERIOD IS OVER, THE FORM 990 IS SUBMITTED TO THE IRS.

FORM 990, PART VI, LINE 12C

CONFLICT OF INTEREST POLICY

EACH COUNCIL MEMBER IS GIVEN A COPY OF THE CONFLICTS OF INTEREST AND ETHICS POLICY AND THEY ARE REQUIRED TO SIGN AN ANNUAL COMPLIANCE

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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 AND REVIEW COMMITTEE 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 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, LINES 15A & 15B

PROCESS FOR DETERMINING OFFICERS' COMPENSATION

THE DIRECTOR OF THE MUSEUM IS THE CHIEF EXECUTIVE OFFICER OF THE MUSEUM. THE DIRECTOR IS APPOINTED BY THE CHAIRPERSON OF THE MUSEUM'S COUNCIL (ITS "BOARD OF TRUSTEES"), SUBJECT TO CONFIRMATION OF THE COUNCIL. TO ESTABLISH THE DIRECTOR'S SALARY UNDER THE CURRENT CONTRACT, THE COUNCIL RETAINED THE SERVICES OF A LAWYER AND CONSULTANT WHOSE EXPERTISE IS COMPENSATION MATTERS FOR EXECUTIVES FOR NONPROFIT ENTITIES TO CONDUCT A COMPARABLE COMPENSATION STUDY FOR THE DIRECTOR'S POSITION. WORKING WITH THE EXECUTIVE REVIEW COMMITTEE OF THE COUNCIL, SEVERAL COMPARABLE NON-PROFITS WERE SELECTED TO STUDY. THE CONSULTANT COLLECTED COMPENSATION INFORMATION ON THE CHIEF EXECUTIVES OF THESE NON-PROFITS AND PROVIDED THE

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EXECUTIVE REVIEW COMMITTEE WITH AN ANALYSIS. THE COMPARATIVE DATA WAS USED BY THE EXECUTIVE REVIEW COMMITTEE IN ITS DISCUSSIONS WITH THE CONSULTANT TO DEVELOP A RECOMMENDATION FOR A NEW COMPENSATION PACKAGE BEGINNING IN FISCAL YEAR 2007. IT WAS DETERMINED THAT BEFORE THE STUDY, THE MUSEUM DIRECTOR'S SALARY WAS BELOW THE 50TH PERCENTILE AMONG HER PEERS AT OTHER SIMILAR NONPROFIT INSTITUTIONS. IN RECOGNITION OF THE MUSEUM DIRECTOR'S PAST SUPERIOR PERFORMANCE, HER LONG TENURE AT THE INSTITUTION, AND VALUE TO THE MUSEUM, THE EXECUTIVE REVIEW COMMITTEE RECOMMENDED TO THE EXECUTIVE COMMITTEE OF THE COUNCIL THAT THE DIRECTOR'S COMPENSATION RATE BE SET AT THE 75TH PERCENTILE GOING FORWARD, AND ADJUSTED THE DIRECTOR'S BASE SALARY ACCORDINGLY. THE COMPENSATION REVIEW ALSO IDENTIFIED A DEFICIENCY IN THE MUSEUM DIRECTOR'S RETIREMENT PLAN WHEN COMPARED WITH OTHER SIMILARLY SITUATED SENIOR EXECUTIVES, AND ADJUSTED IT ACCORDINGLY.

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

PROCESS FOR DETERMINING CHIEF DEVELOPMENT OFFICER'S COMPENSATION



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

THE CHIEF DEVELOPMENT OFFICER'S CURRENT WRITTEN EMPLOYMENT CONTRACT ENDS DECEMBER 31, 2013 WITH AUTOMATIC TWO-YEAR RENEWAL PERIODS THEREAFTER.

PROCESS FOR DETERMINING CHIEF MARKETING OFFICER'S COMPENSATION

THE CHIEF MARKETING OFFICER WAS HIRED AFTER A NATIONAL SEARCH CONDUCTED BY A NATIONALLY RESPECTED SEARCH FIRM. THE COMPENSATION FOR THE CMO WAS ESTABLISHED BY THE MUSEUM DIRECTOR AND WAS BASED ON THE INDIVIDUAL'S PRIOR COMPENSATION, THE COMPENSATION RATES FOR OTHER FINAL CANDIDATES FOR THE POSITION AND IN THE MARKET PLACE, AND ADVICE FROM THE SEARCH FIRM. THE MARKETING/COMMUNICATION OFFICE WAS ESTABLISHED IN 2009 TO ADVANCE THE MUSEUM'S STRATEGIC PLANNING GOALS OF 1) EXPANDING, DIVERSIFYING AND MORE DEEPLY ENGAGING OUR AUDIENCES, AND 2) SECURING THE MUSEUM'S FUTURE THROUGH A MAJOR NATIONAL FUNDRAISING CAMPAIGN.

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THE CHIEF MARKETING OFFICER'S CURRENT WRITTEN EMPLOYMENT CONTRACT ENDS  
APRIL 30, 2014 WITH AUTOMATIC TWO-YEAR RENEWAL PERIODS THEREAFTER.

ALL OTHER OFFICERS AND KEY EMPLOYEES ARE FEDERAL GOVERNMENT EMPLOYEES.

FORM 990, PART VI, LINE 19

PUBLIC ACCESS TO ORGANIZATIONAL DOCUMENTS

THE MUSEUM MAKES AVAILABLE ON ITS PUBLIC WEBSITE THE FOLLOWING DOCUMENTS  
AND INFORMATION: 1) A COPY OF THE MUSEUM'S ENABLING LEGISLATION; 2) A  
COPY OF THE "REPORT TO THE PRESIDENT, PRESIDENT'S COMMISSION ON THE  
HOLOCAUST (SEPTEMBER 27, 1979); 3) A COPY OF THE UNITED STATES HOLOCAUST  
MEMORIAL COUNCIL'S BY-LAWS; 4) A COPY OF THE MUSEUM'S "STANDARDS OF  
ETHICAL CONDUCT" (APPLICABLE TO MUSEUM EMPLOYEES); 5) A COPY OF THE  
UNITED STATES HOLOCAUST MEMORIAL COUNCIL'S "CONFLICTS OF INTEREST AND  
ETHICS POLICY", AND 6) A COPY OF THE "CONFLICTS OF INTEREST POLICY AND  
DISCLOSURE STATEMENT" OF THE INVESTMENT SUBCOMMITTEE OF THE FINANCE  
COMMITTEE OF THE UNITED STATES HOLOCAUST MEMORIAL COUNCIL.

FORM 990, PART XI, LINE 5

OTHER CHANGES IN NET ASSETS

UNREALIZED LOSSES FROM INVESTMENTS ..... \$(9,869,383)

SCHEDULE G, PART I, LINE 2B

CONTRACTORS FOR FUNDRAISING ACTIVITIES

THE FOLLOWING SERVICES ARE PROVIDED BY THE CONTRACTORS:

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- PRODUCTION SOLUTIONS: DATA MANAGEMENT SERVICES
- AB DATA, LTD: MAIL CONSULTING SERVICES
- COMMUNITY COUNSELING SERVICE COMPANY: FEASIBILITY AND PLANNING STUDY
- BLACKBAUD SOFTWARE: DONOR MANAGEMENT SERVICES
- CAROL ENTERS LIST COMPANY COPYWRITER: LIST MANAGEMENT SERVICES
- INTERGRAL - DC LLC: ANALYTICAL SERVICES
- LAUTMAN MASK NEILL & CO: DIRECT MAIL MGMT/MAJOR GIFTS & PLANNED GIVING DONORS
- ANNE TRAVERS CONSULTING LLC: IDENTIFIES FOUNDATION AND CORPORATE DONORS
- LEXIS NEXIS: ONLINE RESEARCH SERVICES
- TYCHERSTEIN LLC: ADVISES ON MARKETING AND ENDOWMENT EFFORTS

SCHEDULE G, PART I, LINE 3

LICENSING FOR FUNDRAISING ACTIVITIES

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

ATTACHMENT 1

PART VII - CONTINUATION OF OFFICERS, DIRECTORS, TRUSTEES, KEY EMPLOYEES AND HIGHEST COMPENSATED EMPLOYEES

(1)=IND.TRUSTEE/DIR. (2)=INS.TRUSTEE (3)=OFFICER (4)=KEY EMP. (5)=HIGHEST COMP. (6)=FORMER

	(A) NAME AND TITLE	(B) HOURS	(C) POSITION						COMPENSATION FROM		
			(1)	(2)	(3)	(4)	(5)	(6)	(D) ORG.	(E) REL. ORG.	(F) OTHER
29	ANDREW S HOCHBERG COUNCIL MEMBER	1.00	X						0.	0.	0.
30	RONALD RATNER COUNCIL MEMBER	1.00	X						0.	0.	0.
31	AMY KASLOW										

Name of the organization				Employer identification number		
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ATTACHMENT 1 (CONT'D)						
	COUNCIL MEMBER	2.00	X	0.	0.	0.
32	EZRA KATZ					
	COUNCIL MEMBER	1.00	X	0.	0.	0.
33	EDWARD I KOCH					
	COUNCIL MEMBER	1.00	X	0.	0.	0.
34	HOWARD KONAR					
	COUNCIL MEMBER	2.00	X	0.	0.	0.
35	DOUGLAS R KORN					
	COUNCIL MEMBER	1.00	X	0.	0.	0.
36	M RONALD KRONGOLD					
	COUNCIL MEMBER	1.00	X	0.	0.	0.
37	CONSTANCE B GIRARD-DICARLO					
	COUNCIL MEMBER	1.00	X	0.	0.	0.
38	MENACHEM Z ROSENSAFT					
	COUNCIL MEMBER	1.00	X	0.	0.	0.
39	NORMA LERNER					
	COUNCIL MEMBER	2.00	X	0.	0.	0.
40	WILLIAM S LEVINE					
	COUNCIL MEMBER	2.00	X	0.	0.	0.
41	KIRK A RUDY					
	COUNCIL MEMBER	1.00	X	0.	0.	0.
42	HADASSAH F LIEBERMAN					
	COUNCIL MEMBER	1.00	X	0.	0.	0.
43	DEBORAH E LIPSTADT					
	COUNCIL MEMBER BEG 6/2011	1.00	X	0.	0.	0.
44	KENNETH B MEHLMAN					
	COUNCIL MEMBER	1.00	X	0.	0.	0.
45	MARC R STANLEY					
	COUNCIL MEMBER BEG 6/2011	1.00	X	0.	0.	0.
46	MICHAEL B MUKASEY					
	COUNCIL MEMBER	1.00	X	0.	0.	0.
47	MICHAEL LBOVITZ					
	COUNCIL MEMBER	1.00	X	0.	0.	0.
48	PIERRE-RICHARD PROSPER					
	COUNCIL MEMBER	1.00	X	0.	0.	0.
49	MICHAEL MORRIS					
	COUNCIL MEMBER	1.00	X	0.	0.	0.
50	J PHILIP ROSEN					
	COUNCIL MEMBER	1.00	X	0.	0.	0.
51	THE HONORABLE GABRIELLE GIFFORDS					
	COUNCIL MEMBER	.50	X	0.	0.	0.

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## ATTACHMENT 1 (CONT'D)

52	DANIEL J SILVA COUNCIL MEMBER	1.00	X	0.	0.	0.
53	THE HONORABLE NAN HAYWORTH COUNCIL MEMBER BEG 4/2011	.50	X	0.	0.	0.
54	ELIE WIESEL COUNCIL MEMBER	1.00	X	0.	0.	0.
55	JEFFREY S WILPON COUNCIL MEMBER	1.00	X	0.	0.	0.
56	BRADLEY D WINE COUNCIL MEMBER	1.00	X	0.	0.	0.
57	JUDITH YUDOF COUNCIL MEMBER	1.00	X	0.	0.	0.
58	THE HONORABLE MICHAEL G. GRIMM COUNCIL MEMBER BEG 4/2011	.50	X	0.	0.	0.
59	THE HONORABLE PATRICK MEEHAN COUNCIL MEMBER BEG 4/2011	.50	X	0.	0.	0.
60	THE HONORABLE HENRY A WAXMAN COUNCIL MEMBER	.50	X	0.	0.	0.
61	MARK D GOODMAN COUNCIL MEMBER	1.00	X	0.	0.	0.
62	THE HONORABLE ORRIN G HATCH COUNCIL MEMBER	.50	X	0.	0.	0.
63	THE HONORABLE FRANK R LAUTENBERG COUNCIL MEMBER	.50	X	0.	0.	0.
64	THE HONORABLE BERNARD SANDERS COUNCIL MEMBER	.50	X	0.	0.	0.
65	DOUGLAS A DAVIDSON COUNCIL MEMBER, NON-VOTING	1.00	X	0.	0.	0.
66	PHILIP H ROSENFELT COUNCIL MEMBER, NON-VOTING	1.00	X	0.	0.	0.
67	JANE M LYDER COUNCIL MEMBER, NON-VOTING	1.00	X	0.	0.	0.
68	GERARD LEVAL COUNCIL MEMBER, NON-VOTING	4.00	X	0.	0.	0.
69	SARA BLOOMFIELD MUSEUM DIRECTOR	40.00	X	501,753.	0.	120,142.
70	WILLIAM PARSONS CHIEF OF STAFF	40.00	X	194,550.	0.	41,375.
71	MINNIE CARMICHAEL CHIEF FINANCIAL OFFICER	40.00	X	172,676.	0.	19,225.
72	JORDAN TANNENBAUM CHIEF DEVELOPMENT OFFICER	40.00	X	313,547.	0.	56,127.

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ATTACHMENT 1 (CONT'D)

73	LORNA MILES CHIEF MARKETING OFFICER	40.00	X	221,852.	0.	23,194.
74	TANELL COLEMAN DIR, OPS AND ADMIN	40.00	X	158,465.	0.	30,813.
75	AMY FARRIER DEP. CHIEF DEVELOPMENT OFFICER	40.00	X	222,119.	0.	31,040.
76	ANDREA BARCHAS DIR, NORTHEAST REGION	40.00	X	239,062.	0.	50,397.
77	JILL WEINBERG DIR, MIDWEST REGION	40.00	X	231,447.	0.	40,795.
78	GEORGE HELLMAN DIR, PLANNED GIVING	40.00	X	181,820.	0.	38,957.
79	MICHAEL ABRAMOWITZ DIR, COMM ON CONSCIENCE	40.00	X	177,586.	0.	42,092.

ATTACHMENT 2990, PART VII- COMPENSATION OF THE FIVE HIGHEST PAID IND. CONTRACTORS

<u>NAME AND ADDRESS</u>	<u>DESCRIPTION OF SERVICES</u>	<u>COMPENSATION</u>
NAM BROOKS JOINT VENTURE INC 1227 GOOD HOPE ROAD, SE WASHINGTON, DC 20020	JANITORIAL SERVICE	2,053,603.
WACKENHUT SERVICES INCORPORATED 7121 FAIRWAY DRIVE PALM BEACH GARDENS, FL 33418	GUARD SERVICES	5,159,688.
SERVICE FIRST CONSULTING LLC 2306 GLEBE ROAD ARLINGTON, VA 22207	INFORMATION TECH	807,696.
PRODUCTION SOLUTIONS 1953 GALLOWS ROAD VIENNA, VA 22182	FULFILLMENT SERVICES	2,047,039.
ZIP SYNDICATE INC 109 SOUTH 13TH STREET UNIT 3 SOUTH PHILADELPHIA, PA 19107	WEB SITE DESIGN	787,766.
	TOTAL COMPENSATION	<u>10,855,792.</u>

Name of the organization THE UNITED STATES HOLOCAUST MEMORIAL MUSEUM	Employer identification number 52-1309391
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ATTACHMENT 3

FORM 990, PART VIII - GROSS SALES AND COST OF GOODS SOLD

GROSS SALES LESS RETURNS AND ALLOWANCES .....	1,895,532.
INVENTORY AT BEGINNING OF YEAR .....	356,117.
PURCHASES .....	827,803.
SALARIES AND WAGES .....	
OTHER COSTS .....	
SUBTOTAL .....	1,183,920.
MINUS ENDING INVENTORY .....	348,234.
COST OF GOODS SOLD .....	835,686.

**SCHEDULE R  
(Form 990)**

Department of the Treasury  
Internal Revenue Service

Name of the organization

THE UNITED STATES HOLOCAUST MEMORIAL MUSEUM

**Related Organizations and Unrelated Partnerships**

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

OMB No. 1545-0047

**2010**

Open to Public Inspection

Employer identification number  
52-1309391

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

(a) Name, address, and EIN of disregarded entity	(b) Primary activity	(c) Legal domicile (state or foreign country)	(d) Total income	(e) End-of-year assets	(f) Direct controlling entity
(1) -----					
(2) -----					
(3) -----					
(4) -----					
(5) -----					
(6) -----					

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

(a) Name, address, and EIN of related organization	(b) Primary activity	(c) Legal domicile (state or foreign country)	(d) Exempt Code section	(e) Public charity status (if section 501 (c)(3))	(f) Direct controlling entity	(g) Section 512(b)(13) controlled entity?	
						Yes	No
(1) -----							
(2) -----							
(3) -----							
(4) -----							
(5) -----							
(6) -----							
(7) -----							

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

Schedule R (Form 990) 2010



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

(a) Name, address, and EIN of related organization	(b) Primary activity	(c) Legal domicile (state or foreign country)	(d) Direct controlling entity	(e) Predominant income (related, unrelated, excluded from tax under sections 512-514)	(f) Share of total income	(g) Share of end-of-year assets	(h) Disproportionate allocations?		(i) Code V-UBI amount in box 20 of Schedule K-1 (Form 1065)	(j) General or managing partner?		(k) Percentage ownership
							Yes	No		Yes	No	
(1) -----												
(2) -----												
(3) -----												
(4) -----												
(5) -----												
(6) -----												
(7) -----												

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

(a) Name, address, and EIN of related organization	(b) Primary activity	(c) Legal domicile (state or foreign country)	(d) Direct controlling entity	(e) Type of entity (C corp, S corp, or trust)	(f) Share of total income	(g) Share of end-of-year assets	(h) Percentage ownership
(1) H&B W CR TRUST 100 RAOUL WALLENBERG PLACE, S.W. WASHINGTON, DC 20024	CRT	DC	N/A	TRUST	0.	336,625.	100.0000
(2) R H CR TRUST 100 RAOUL WALLENBERG PLACE, S.W. WASHINGTON, DC 20024	CRT	DC	N/A	TRUST	0.	5,387.	100.0000
(3) -----							
(4) -----							
(5) -----							
(6) -----							
(7) -----							

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

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

		Yes	No
1	During the tax year, did the organization engage in any of the following transactions with one or more related organizations listed in Parts II-IV?		
a	Receipt of (i) interest (ii) annuities (iii) royalties or (iv) rent from a controlled entity		X
b	Gift, grant, or capital contribution to other organization(s)		X
c	Gift, grant, or capital contribution from other organization(s)		X
d	Loans or loan guarantees to or for other organization(s)		X
e	Loans or loan guarantees by other organization(s)		X
f	Sale of assets to other organization(s)		X
g	Purchase of assets from other organization(s)		X
h	Exchange of assets		X
i	Lease of facilities, equipment, or other assets to other organization(s)		X
j	Lease of facilities, equipment, or other assets from other organization(s)		X
k	Performance of services or membership or fundraising solicitations for other organization(s)		X
l	Performance of services or membership or fundraising solicitations by other organization(s)		X
m	Sharing of facilities, equipment, mailing lists, or other assets		X
n	Sharing of paid employees		X
o	Reimbursement paid to other organization for expenses		X
p	Reimbursement paid by other organization for expenses		X
q	Other transfer of cash or property to other organization(s)		X
r	Other transfer of cash or property from other organization(s)		X

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

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

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

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

(a) Name, address, and EIN of entity	(b) Primary activity	(c) Legal domicile (state or foreign country)	(d) Are all partners section 501(c)(3) organizations?		(e) Share of end-of-year assets	(f) Disproportionate allocations?		(g) Code V-UBI amount in box 20 of Schedule K-1 (Form 1065)	(h) General or managing partner?	
			Yes	No		Yes	No		Yes	No
(1) _____										
(2) _____										
(3) _____										
(4) _____										
(5) _____										
(6) _____										
(7) _____										
(8) _____										
(9) _____										
(10) _____										
(11) _____										
(12) _____										
(13) _____										
(14) _____										
(15) _____										
(16) _____										

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**Part VII** **Supplemental Information**

Complete this part to provide additional information for responses to questions on Schedule R (see instructions).

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