

Return of Organization Exempt From Income Tax

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

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

A For the 2011 calendar year, or tax year beginning JUL 1, 2011 and ending JUN 30, 2012

B Check if applicable: <input type="checkbox"/> Address change <input type="checkbox"/> Name change <input type="checkbox"/> Initial return <input type="checkbox"/> Terminated <input checked="" type="checkbox"/> Amended return <input type="checkbox"/> Application pending	C Name of organization HOLOCAUST MUSEUM HOUSTON Doing Business As Number and street (or P.O. box if mail is not delivered to street address) Room/suite 5401 CAROLINE STREET City or town, state or country, and ZIP + 4 HOUSTON, TX 77004-6804 F Name and address of principal officer: KELLY ZUNIGA SAME AS C ABOVE	D Employer identification number 76-0331398 E Telephone number 713-942-8000 G Gross receipts \$ 3,503,244. H(a) Is this a group return for affiliates? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No H(b) Are all affiliates included? <input type="checkbox"/> Yes <input type="checkbox"/> No If "No," attach a list. (see instructions) H(c) Group exemption number ▶
I Tax-exempt status: <input checked="" type="checkbox"/> 501(c)(3) <input type="checkbox"/> 501(c) () ◀ (insert no.) <input type="checkbox"/> 4947(a)(1) or <input type="checkbox"/> 527		
J Website: ▶ WWW.HMH.ORG		
K Form of organization: <input checked="" type="checkbox"/> Corporation <input type="checkbox"/> Trust <input type="checkbox"/> Association <input type="checkbox"/> Other ▶		L Year of formation: 1991 M State of legal domicile: TX

Part I Summary

	1	Briefly describe the organization's mission or most significant activities: <u>WE ARE A MUSEUM, EDUCATION CENTER, AND MEMORIAL TO THE VICTIMS OF THE HOLOCAUST.</u>	
	2	Check this box <input type="checkbox"/> if the organization discontinued its operations or disposed of more than 25% of its net assets.	
Activities & Governance	3	Number of voting members of the governing body (Part VI, line 1a)	3 66
	4	Number of independent voting members of the governing body (Part VI, line 1b)	4 66
	5	Total number of individuals employed in calendar year 2011 (Part V, line 2a)	5 24
	6	Total number of volunteers (estimate if necessary)	6 360
	7a	Total unrelated business revenue from Part VIII, column (C), line 12	7a 0.
	7b	Net unrelated business taxable income from Form 990-T, line 34	7b 0.
Revenue	8	Contributions and grants (Part VIII, line 1h)	2,734,254. 3,141,377.
	9	Program service revenue (Part VIII, line 2g)	4,902. 750.
	10	Investment income (Part VIII, column (A), lines 3, 4, and 7d)	191. 132.
	11	Other revenue (Part VIII, column (A), lines 5, 6d, 8c, 9c, 10c, and 11e)	26,860. -98,480.
	12	Total revenue - add lines 8 through 11 (must equal Part VIII, column (A), line 12)	2,766,207. 3,043,779.
	Expenses	13	Grants and similar amounts paid (Part IX, column (A), lines 1-3)
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)	1,433,787. 1,462,812.
16a		Professional fundraising fees (Part IX, column (A), line 11e)	0. 0.
b		Total fundraising expenses (Part IX, column (D), line 25) ▶ 443,341.	
17		Other expenses (Part IX, column (A), lines 11a-11d, 11f-24e)	1,492,147. 1,721,230.
Net Assets or Fund Balances	18	Total expenses. Add lines 13-17 (must equal Part IX, column (A), line 25)	2,925,934. 3,184,042.
	19	Revenue less expenses. Subtract line 18 from line 12	-159,727. -140,263.
	20	Total assets (Part X, line 16)	Beginning of Current Year 6,589,298. End of Year 6,768,239.
	21	Total liabilities (Part X, line 26)	1,214,561. 1,533,764.
	22	Net assets or fund balances. Subtract line 21 from line 20	5,374,737. 5,234,475.

Part II Signature Block

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

Sign Here	Signature of officer KELLY ZUNIGA, EXECUTIVE DIRECTOR Type or print name and title	Date <u>1/31/14</u>
Paid Preparer Use Only	Print/Type preparer's name DEBORAH J. KNIGHT Preparer's signature Date 01/31/14 Check if self-employed <input type="checkbox"/> PTIN P00118495 Firm's name ▶ DOEREN MAYHEW Firm's address ▶ ONE RIVERWAY, SUITE 1200 HOUSTON, TX 77056 Firm's EIN ▶ 38-2492570 Phone no. 713-622-1120	

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

Part III Statement of Program Service Accomplishments

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

1 Briefly describe the organization's mission: HOLOCAUST MUSEUM HOUSTON IS DEDICATED TO EDUCATING PEOPLE ABOUT THE HOLOCAUST, REMEMBERING THE 6 MILLION JEWS AND OTHER INNOCENT VICTIMS AND HONORING THE SURVIVORS' LEGACY. USING THE LESSONS OF THE HOLOCAUST AND OTHER GENOCIDES, WE TEACH THE DANGERS OF HATRED, PREJUDICE, AND

2 Did the organization undertake any significant program services during the year which were not listed on the prior Form 990 or 990-EZ? [] Yes [X] No If "Yes," describe these new services on Schedule O.

3 Did the organization cease conducting, or make significant changes in how it conducts, any program services? [] Yes [X] No If "Yes," describe these changes on Schedule O.

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

4a (Code:) (Expenses \$ 1,242,853. including grants of \$) (Revenue \$ -17,738.) THE HOLOCAUST MUSEUM'S MISSION IS TO ESTABLISH AND MAINTAIN A MEMORIAL TO THE MILLIONS OF INDIVIDUALS WHO PERISHED DURING WORLD WAR II AT THE HANDS OF THE NAZIS, AND TO CONTINUE TO EDUCATE AND ENLIGHTEN PEOPLE BY PROMOTING AND PRESENTING PROGRAMS ON REMEMBRANCE, UNDERSTANDING, AND PREVENTION. THE MUSEUM HAD 157,020 ONSITE VISTORS THIS YEAR.

4b (Code:) (Expenses \$ 63,638. including grants of \$) (Revenue \$ 0.) EDUCATIONAL TRUNK PROGRAM - SERVED TEACHERS FROM VARIOUS SCHOOLS IN 2011-2012. MANY STUDENTS WERE IMPACTED BY THE TRUNKS PROGRAM. THE GOAL OF THE PROGRAM IS TO PROVIDE A COMPREHENSIVE CURRICULUM FOR TEACHERS TO BE USED IN THE INSTRUCTION OF HOLOCAUST EDUCATION IN ELEMENTARY, MIDDLE, AND HIGH SCHOOL LANGUAGE ARTS AND SOCIAL STUDIES CLASSROOMS. THE CONCEPT OF THE PROGRAM IS TO PROVIDE TEACHERS A WORKING KIT OF MULTIMEDIA TOOLS THAT, IN MOST CASES, WOULD BE COST PROHIBITIVE TO TEACHERS AND SCHOOL DISTRICTS. CURRICULUM TRUNKS ARE NOT ONLY LOANED TO ELEMENTARY, MIDDLE, AND HIGH SCHOOLS, BUT ALSO TO SEVERAL COMMUNITY COLLEGES, AS PART OF OUR OUTREACH PROGRAM.

4c (Code:) (Expenses \$ 66,882. including grants of \$) (Revenue \$ 0.) WARREN FELLOWSHIP - CREATED TO BENEFIT PRIMARILY FUTURE TEACHERS, IS SUPPORTED BY THE WARREN FELLOWSHIP FUND. ITS PURPOSE IS TO DEVELOP A CORPS OF EDUCATORS WHO WANT TO LEARN HOW TO EFFECTIVELY TEACH ABOUT THE HOLOCAUST AND OTHER GENOCIDES. THE TEACHERS ATTEND A SIX DAY INSTITUTE DESIGNED TO IMMERSE THEM IN HISTORICAL CONTENT AND PEDAGOGICAL ISSUES RELATED TO THE HOLOCAUST AND OTHER GENOCIDES. EMINENT SCHOLARS PROVIDE HISTORICAL AND ACADEMIC CONTENT WHILE UNIVERSITY FACULTY, AS WELL AS HMH MUSEUM STAFF, PROVIDE PEDAGOGICAL CONTEXT. DURING THE WEEK, FELLOWS WORK WITH SURVIVORS OF THE HOLOCAUST. FOLLOWING THE PROGRAM, FELLOWS ARE INVITED TO PARTICIPATE IN NUMEROUS EDUCATIONAL ACTIVITIES AND OUTREACH OPPORTUNITIES.

4d Other program services (Describe in Schedule O.) (Expenses \$ 25,047. including grants of \$) (Revenue \$)

4e Total program service expenses 1,398,420.

Part IV Checklist of Required Schedules

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

Part IV Checklist of Required Schedules (continued)

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

Part V Statements Regarding Other IRS Filings and Tax Compliance

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

Main form area containing questions 1a through 14b with Yes/No columns and input fields.

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

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

Section A. Governing Body and Management

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

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

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

Section C. Disclosure

17 List the states with which a copy of this Form 990 is required to be filed **NONE**

18 Section 6104 requires an organization to make its Forms 1023 (or 1024 if applicable), 990, and 990-T (Section 501(c)(3)s only) available for public inspection. Indicate how you made these available. Check all that apply.
 Own website Another's website Upon request

19 Describe in Schedule O whether (and if so, how), the organization made its governing documents, conflict of interest policy, and financial statements available to the public during the tax year.

20 State the name, physical address, and telephone number of the person who possesses the books and records of the organization: **KELLY ZUNIGA - 713-942-8000**
5401 CAROLINE STREET, HOUSTON, TX 77004-6804

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

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

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

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

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

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

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

(A) Name and Title	(B) Average hours per week (describe hours for related organizations in Schedule O)	(C) Position (do not check more than one box, unless person is both an officer and a director/trustee)						(D) Reportable compensation from the organization (W-2/1099-MISC)	(E) Reportable compensation from related organizations (W-2/1099-MISC)	(F) Estimated amount of other compensation from the organization and related organizations
		Individual trustee or director	Institutional trustee	Officer	Key employee	Highest compensated employee	Former			
(1) MICHAEL S. GOLDBERG PAST CHAIR	1.00	X		X				0.	0.	0.
(2) TALI BLUMROSEN CHAIR	1.00	X		X				0.	0.	0.
(3) GARY MARKOWITZ SECRETARY	1.00	X		X				0.	0.	0.
(4) GAIL KLEIN VC - EDUCATION	1.00	X		X				0.	0.	0.
(5) BUTCH MACH VC - COMMUNICATIONS	1.00	X		X				0.	0.	0.
(6) MARK MUCASEY VC - MUSEUM	1.00	X		X				0.	0.	0.
(7) R. EDWIN ALLDAY TREASURER	1.00	X		X				0.	0.	0.
(8) BARRY MANDEL VC - DEVELOPMENT	1.00	X		X				0.	0.	0.
(9) EILEEN D. WEISMAN DIRECTOR	1.00	X						0.	0.	0.
(10) PETER N. BERKOWITZ PAST CHAIR	1.00	X		X				0.	0.	0.
(11) WALTER HECHT PAST CHAIR	1.00	X		X				0.	0.	0.
(12) DAVID P. BELL DIRECTOR	1.00	X						0.	0.	0.
(13) KATHY KAPLAN BERKMAN DIRECTOR	1.00	X						0.	0.	0.
(14) NATASHA BLEYZER DIRECTOR	1.00	X						0.	0.	0.
(15) HON. ANNE CLUTTERBUCK DIRECTOR	1.00	X						0.	0.	0.
(16) DEBRA G. COHEN DIRECTOR	1.00	X						0.	0.	0.
(17) TOBI COOPER DIRECTOR	1.00	X						0.	0.	0.

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

(A) Name and title	(B) Average hours per week (describe hours for related organizations in Schedule O)	(C) Position (do not check more than one box, unless person is both an officer and a director/trustee)						(D) Reportable compensation from the organization (W-2/1099-MISC)	(E) Reportable compensation from related organizations (W-2/1099-MISC)	(F) Estimated amount of other compensation from the organization and related organizations
		Individual trustee or director	Institutional trustee	Officer	Key employee	Highest compensated employee	Former			
(18) ISABEL DAVID VC - SE	1.00	X		X				0.	0.	0.
(19) NANCY S. DINERSTEIN DIRECTOR	1.00	X						0.	0.	0.
(20) JEFF EARLY DIRECTOR	1.00	X						0.	0.	0.
(21) LINDA G. EISEMANN DIRECTOR	1.00	X						0.	0.	0.
(22) MARTIN FEIN DIRECTOR	1.00	X						0.	0.	0.
(23) WALTER FINGER DIRECTOR	1.00	X						0.	0.	0.
(24) DIEDRA FONTAINE DIRECTOR	1.00	X						0.	0.	0.
(25) NANCY FREED DIRECTOR	1.00	X						0.	0.	0.
(26) DAVID GERGER DIRECTOR	1.00	X						0.	0.	0.
1b Sub-total								0.	0.	0.
c Total from continuation sheets to Part VII, Section A								157,510.	0.	18,148.
d Total (add lines 1b and 1c)								157,510.	0.	18,148.

2 Total number of individuals (including but not limited to those listed above) who received more than \$100,000 of reportable compensation from the organization 1

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

Section B. Independent Contractors

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

(A) Name and business address	(B) Description of services	(C) Compensation
NONE		

2 Total number of independent contractors (including but not limited to those listed above) who received more than \$100,000 of compensation from the organization 0

SEE PART VII, SECTION A CONTINUATION SHEETS

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

(A) Name and title	(B) Average hours per week	(C) Position (check all that apply)						(D) Reportable compensation from the organization (W-2/1099-MISC)	(E) Reportable compensation from related organizations (W-2/1099-MISC)	(F) Estimated amount of other compensation from the organization and related organizations
		Individual trustee or director	Institutional trustee	Officer	Key employee	Highest compensated employee	Former			
(27) BARNEY GERSHEN DIRECTOR	1.00	X					0.	0.	0.	
(28) CHERYL GOLUB DIRECTOR	1.00	X					0.	0.	0.	
(29) LILI GORDON DIRECTOR	1.00	X					0.	0.	0.	
(30) GARY S. GROSSMAN DIRECTOR	1.00	X					0.	0.	0.	
(31) LEISA HOLLAND-NELSON DIRECTOR	1.00	X					0.	0.	0.	
(32) PATRICIA BROOKS KAGAN DIRECTOR	1.00	X					0.	0.	0.	
(33) MARVIN KAPLAN DIRECTOR	1.00	X					0.	0.	0.	
(34) DOUGLAS D. KOCH, M.D. DIRECTOR	1.00	X					0.	0.	0.	
(35) RICHARD LEIBMAN DIRECTOR	1.00	X					0.	0.	0.	
(36) SANDY LESSIG DIRECTOR	1.00	X					0.	0.	0.	
(37) VELVA G. LEVINE DIRECTOR	1.00	X					0.	0.	0.	
(38) ERICA LEVIT DIRECTOR	1.00	X					0.	0.	0.	
(39) LEO LINBECK III DIRECTOR	1.00	X					0.	0.	0.	
(40) ROSALYN MARGOLIS DIRECTOR	1.00	X					0.	0.	0.	
(41) REV. DR. ROBERT G. MOORE DIRECTOR	1.00	X					0.	0.	0.	
(42) WILLIAM J. MORGAN DIRECTOR	1.00	X					0.	0.	0.	
(43) ROY NICHOL DIRECTOR	1.00	X					0.	0.	0.	
(44) GARLAND DEBNER POHL DIRECTOR	1.00	X					0.	0.	0.	
(45) HAZZAN DAVID PROPIS DIRECTOR	1.00	X					0.	0.	0.	
(46) ERIC J. PULASKI DIRECTOR	1.00	X					0.	0.	0.	
Total to Part VII, Section A, line 1c										

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

(A) Name and title	(B) Average hours per week	(C) Position (check all that apply)						(D) Reportable compensation from the organization (W-2/1099-MISC)	(E) Reportable compensation from related organizations (W-2/1099-MISC)	(F) Estimated amount of other compensation from the organization and related organizations
		Individual trustee or director	Institutional trustee	Officer	Key employee	Highest compensated employee	Former			
(47) RABBI JOSEPH RADINSKY DIRECTOR	1.00	X						0.	0.	0.
(48) EILEEN REED DIRECTOR	1.00	X						0.	0.	0.
(49) JERRY ROCHMAN DIRECTOR	1.00	X						0.	0.	0.
(50) AMB. ARTHUR L. SCHECHTER DIRECTOR	1.00	X						0.	0.	0.
(51) PAUL M. SCOTT, M.D. DIRECTOR	1.00	X						0.	0.	0.
(52) MARC SHARPE DIRECTOR	1.00	X						0.	0.	0.
(53) JOEL SPIRA DIRECTOR	1.00	X						0.	0.	0.
(54) RABBI BRAIN STRAUSS DIRECTOR	1.00	X						0.	0.	0.
(55) GARY TAYLOR DIRECTOR	1.00	X						0.	0.	0.
(56) KIM SELINE TRIMBLE DIRECTOR	1.00	X						0.	0.	0.
(57) DONNA VALLONE DIRECTOR	1.00	X						0.	0.	0.
(58) CHAJA VERVEER DIRECTOR	1.00	X						0.	0.	0.
(59) BENJAMIN WARREN DIRECTOR	1.00	X						0.	0.	0.
(60) INNA WIZIG DIRECTOR	1.00	X						0.	0.	0.
(61) CYVIA WOLFF DIRECTOR	1.00	X						0.	0.	0.
(62) E.D. WULFE DIRECTOR	1.00	X						0.	0.	0.
(63) NANCY LI DIRECTOR	1.00	X						0.	0.	0.
(64) HYMAN PENN DIRECTOR	1.00	X						0.	0.	0.
(65) COREY POWELL DIRECTOR	1.00	X						0.	0.	0.
(66) SALLIE ALCORN DIRECTOR	1.00	X						0.	0.	0.
Total to Part VII, Section A, line 1c										

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	
Contributions, Gifts, Grants and Other Similar Amounts	1 a Federated campaigns	1a					
	b Membership dues	1b	315,284.				
	c Fundraising events	1c	1,380,804.				
	d Related organizations	1d	83,797.				
	e Government grants (contributions)	1e					
	f All other contributions, gifts, grants, and similar amounts not included above	1f	1,361,492.				
	g Noncash contributions included in lines 1a-1f: \$		60,495.				
	h Total. Add lines 1a-1f		3,141,377.				
	Program Service Revenue	2 a EXHIBITION RENTALS	Business Code 900099	750.	750.		
b							
c							
d							
e							
f All other program service revenue							
g Total. Add lines 2a-2f			750.				
Other Revenue	3 Investment income (including dividends, interest, and other similar amounts)		132.			132.	
	4 Income from investment of tax-exempt bond proceeds						
	5 Royalties						
	6 a Gross rents	(i) Real	10,000.				
		(ii) Personal	0.				
		b Less: rental expenses					
		c Rental income or (loss)		10,000.			
	d Net rental income or (loss)		10,000.			10,000.	
	7 a Gross amount from sales of assets other than inventory	(i) Securities					
		(ii) Other					
		b Less: cost or other basis and sales expenses					
		c Gain or (loss)					
	d Net gain or (loss)						
	8 a Gross income from fundraising events (not including \$ 1,380,804. of contributions reported on line 1c). See Part IV, line 18	a	285,770.				
		b Less: direct expenses	b	384,162.			
c Net income or (loss) from fundraising events			-98,392.			-98,392.	
9 a Gross income from gaming activities. See Part IV, line 19	a						
	b Less: direct expenses	b					
	c Net income or (loss) from gaming activities						
10 a Gross sales of inventory, less returns and allowances	a	26,783.					
	b Less: cost of goods sold	b	75,303.				
	c Net income or (loss) from sales of inventory		-48,520.	-48,520.			
Miscellaneous Revenue		Business Code					
11 a OTHER INCOME		561499	38,432.	38,432.			
	b						
	c						
	d All other revenue						
	e Total. Add lines 11a-11d			38,432.			
12 Total revenue. See instructions.			3,043,779.	-9,338.	0.	-88,260.	

Part IX Statement of Functional Expenses

Section 501(c)(3) and 501(c)(4) organizations must complete all columns. All other organizations must complete column (A) but are not required to complete columns (B), (C), and (D).

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

Do not include amounts reported on lines 6b, 7b, 8b, 9b, and 10b of Part VIII.	(A) Total expenses	(B) Program service expenses	(C) Management and general expenses	(D) Fundraising expenses
1 Grants and other assistance to governments and organizations in the United States. See Part IV, line 21				
2 Grants and other assistance to individuals in the United States. See Part IV, line 22				
3 Grants and other assistance to governments, organizations, and individuals outside the United States. See Part IV, lines 15 and 16				
4 Benefits paid to or for members				
5 Compensation of current officers, directors, trustees, and key employees	175,658.	123,249.	25,763.	26,646.
6 Compensation not included above, to disqualified persons (as defined under section 4958(f)(1)) and persons described in section 4958(c)(3)(B)	1,061,482.	627,835.	135,910.	297,737.
7 Other salaries and wages				
8 Pension plan accruals and contributions (include section 401(k) and section 403(b) employer contributions)	44,900.	13,465.	24,947.	6,488.
9 Other employee benefits	92,452.	56,488.	11,201.	24,763.
10 Payroll taxes	88,320.		88,320.	
11 Fees for services (non-employees):				
a Management				
b Legal	392.		392.	
c Accounting	38,365.		38,365.	
d Lobbying				
e Professional fundraising services. See Part IV, line 17				
f Investment management fees				
g Other	414,987.	169,105.	220,235.	25,647.
12 Advertising and promotion	28,906.	22,403.	4,205.	2,298.
13 Office expenses	210,916.	146,782.	27,146.	36,988.
14 Information technology	26,123.	205.	16,154.	9,764.
15 Royalties				
16 Occupancy	274,343.	27,987.	246,356.	
17 Travel	158,516.	139,804.	18,712.	
18 Payments of travel or entertainment expenses for any federal, state, or local public officials				
19 Conferences, conventions, and meetings	60,836.	31,429.	22,823.	6,584.
20 Interest	68,654.		68,654.	
21 Payments to affiliates				
22 Depreciation, depletion, and amortization	124,874.	18,499.	106,375.	
23 Insurance	57,467.		57,467.	
24 Other expenses. Itemize expenses not covered above. (List miscellaneous expenses in line 24e. If line 24e amount exceeds 10% of line 25, column (A) amount, list line 24e expenses on Schedule O.)				
a SECURITY	144,087.	2,970.	140,907.	210.
b OTHER EXPENSES	60,177.	575.	59,163.	439.
c EQUIPMENT RENTAL & MAIN	28,399.	10,665.	17,734.	
d DUES & SUBSCRIPTIONS	24,188.	6,959.	11,452.	5,777.
e All other expenses				
25 Total functional expenses. Add lines 1 through 24e	3,184,042.	1,398,420.	1,342,281.	443,341.
26 Joint costs. Complete this line only if the organization reported in column (B) joint costs from a combined educational campaign and fundraising solicitation.				

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

Part X Balance Sheet

		(A)		(B)	
		Beginning of year		End of year	
Assets	1 Cash - non-interest-bearing	1,200.	1	1,000.	
	2 Savings and temporary cash investments	314,624.	2	558,312.	
	3 Pledges and grants receivable, net	180,447.	3	253,449.	
	4 Accounts receivable, net	137,743.	4	10,946.	
	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	62,548.	8	73,138.	
	9 Prepaid expenses and deferred charges	46,320.	9	84,114.	
	10a Land, buildings, and equipment: cost or other basis. Complete Part VI of Schedule D	10a 9,412,630.			
	b Less: accumulated depreciation	10b 3,625,350.	5,846,416.	10c	5,787,280.
	11 Investments - publicly traded securities		11		
	12 Investments - other securities. See Part IV, line 11		12		
	13 Investments - program-related. See Part IV, line 11		13		
	14 Intangible assets		14		
	15 Other assets. See Part IV, line 11		15		
16 Total assets. Add lines 1 through 15 (must equal line 34)		6,589,298.	16	6,768,239.	
Liabilities	17 Accounts payable and accrued expenses	117,037.	17	227,905.	
	18 Grants payable		18		
	19 Deferred revenue		19	2,951.	
	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	572,115.	23	572,115.	
	24 Unsecured notes and loans payable to unrelated third parties		24		
25 Other liabilities (including federal income tax, payables to related third parties, and other liabilities not included on lines 17-24). Complete Part X of Schedule D	525,409.	25	730,793.		
26 Total liabilities. Add lines 17 through 25		1,214,561.	26	1,533,764.	
Net Assets or Fund Balances	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	5,136,348.	27	4,861,803.	
	28 Temporarily restricted net assets	238,389.	28	372,672.	
	29 Permanently restricted net assets		29		
	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		5,374,737.	33	5,234,475.	
34 Total liabilities and net assets/fund balances		6,589,298.	34	6,768,239.	

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	3,043,779.
2	Total expenses (must equal Part IX, column (A), line 25)	2	3,184,042.
3	Revenue less expenses. Subtract line 2 from line 1	3	-140,263.
4	Net assets or fund balances at beginning of year (must equal Part X, line 33, column (A))	4	5,374,737.
5	Other changes in net assets or fund balances (explain in Schedule O)	5	1.
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	5,234,475.

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 type="checkbox"/> Separate basis <input checked="" 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.		

Form **990** (2011)

SCHEDULE A
(Form 990 or 990-EZ)

Department of the Treasury
Internal Revenue Service

Public Charity Status and Public Support

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

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

OMB No. 1545-0047

2011

Open to Public Inspection

Name of the organization HOLOCAUST MUSEUM HOUSTON	Employer identification number 76-0331398
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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?

	Yes	No
(i) A person who directly or indirectly controls, either alone or together with persons described in (ii) and (iii) below, the governing body of the supported organization?	11g(i)	
(ii) A family member of a person described in (i) above?	11g(ii)	
(iii) A 35% controlled entity of a person described in (i) or (ii) above?	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	
Total									

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

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

Section A. Public Support

Calendar year (or fiscal year beginning in) ▶	(a) 2007	(b) 2008	(c) 2009	(d) 2010	(e) 2011	(f) Total
1 Gifts, grants, contributions, and membership fees received. (Do not include any "unusual grants.")	3,278,641.	2,607,135.	2,207,978.	2,734,254.	3,149,777.	13,977,785.
2 Tax revenues levied for the organization's benefit and either paid to or expended on its behalf						
3 The value of services or facilities furnished by a governmental unit to the organization without charge						
4 Total. Add lines 1 through 3	3,278,641.	2,607,135.	2,207,978.	2,734,254.	3,149,777.	13,977,785.
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)						137,691.
6 Public support. Subtract line 5 from line 4.						13,840,094.

Section B. Total Support

Calendar year (or fiscal year beginning in) ▶	(a) 2007	(b) 2008	(c) 2009	(d) 2010	(e) 2011	(f) Total
7 Amounts from line 4	3,278,641.	2,607,135.	2,207,978.	2,734,254.	3,149,777.	13,977,785.
8 Gross income from interest, dividends, payments received on securities loans, rents, royalties and income from similar sources	110,659.	10,913.	10,215.	10,191.	10,132.	152,110.
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.)	35,892.	28,031.	44,323.	21,762.	-116,130.	13,878.
11 Total support. Add lines 7 through 10						14,143,773.
12 Gross receipts from related activities, etc. (see instructions)					12	490,415.
13 First five years. If the Form 990 is for the organization's first, second, third, fourth, or fifth tax year as a section 501(c)(3) organization, check this box and stop here						<input type="checkbox"/>

Section C. Computation of Public Support Percentage

14 Public support percentage for 2011 (line 6, column (f) divided by line 11, column (f))	14	97.85 %
15 Public support percentage from 2010 Schedule A, Part II, line 14	15	96.90 %
16a 33 1/3% support test - 2011. If the organization did not check the box on line 13, and line 14 is 33 1/3% or more, check this box and stop here. The organization qualifies as a publicly supported organization		<input checked="" type="checkbox"/>
b 33 1/3% support test - 2010. If the organization did not check a box on line 13 or 16a, and line 15 is 33 1/3% or more, check this box and stop here. The organization qualifies as a publicly supported organization		<input type="checkbox"/>
17a 10% -facts-and-circumstances test - 2011. If the organization did not check a box on line 13, 16a, or 16b, and line 14 is 10% or more, and if the organization meets the "facts-and-circumstances" test, check this box and stop here. Explain in Part IV how the organization meets the "facts-and-circumstances" test. The organization qualifies as a publicly supported organization		<input type="checkbox"/>
b 10% -facts-and-circumstances test - 2010. If the organization did not check a box on line 13, 16a, 16b, or 17a, and line 15 is 10% or more, and if the organization meets the "facts-and-circumstances" test, check this box and stop here. Explain in Part IV how the organization meets the "facts-and-circumstances" test. The organization qualifies as a publicly supported organization		<input type="checkbox"/>
18 Private foundation. If the organization did not check a box on line 13, 16a, 16b, 17a, or 17b, check this box and see instructions		<input type="checkbox"/>

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

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

Section A. Public Support

Calendar year (or fiscal year beginning in) ▶	(a) 2007	(b) 2008	(c) 2009	(d) 2010	(e) 2011	(f) Total
1 Gifts, grants, contributions, and membership fees received. (Do not include any "unusual grants.")						
2 Gross receipts from admissions, merchandise sold or services performed, or facilities furnished in any activity that is related to the organization's tax-exempt purpose						
3 Gross receipts from activities that are not an unrelated trade or business under section 513						
4 Tax revenues levied for the organization's benefit and either paid to or expended on its behalf						
5 The value of services or facilities furnished by a governmental unit to the organization without charge						
6 Total. Add lines 1 through 5						
7a Amounts included on lines 1, 2, and 3 received from disqualified persons						
b Amounts included on lines 2 and 3 received from other than disqualified persons that exceed the greater of \$5,000 or 1% of the amount on line 13 for the year						
c Add lines 7a and 7b						
8 Public support (Subtract line 7c from line 6.)						

Section B. Total Support

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

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

Section C. Computation of Public Support Percentage

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

Section D. Computation of Investment Income Percentage

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

19a 33 1/3% support tests - 2011. If the organization did not check the box on line 14, and line 15 is more than 33 1/3%, and line 17 is not more than 33 1/3%, check this box and **stop here**. The organization qualifies as a publicly supported organization

b 33 1/3% support tests - 2010. If the organization did not check a box on line 14 or line 19a, and line 16 is more than 33 1/3%, and line 18 is not more than 33 1/3%, check this box and **stop here**. The organization qualifies as a publicly supported organization

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

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

SCHEDULE A, PART II, LINE 10, EXPLANATION FOR OTHER INCOME:

NET INCOME FROM FUNDRAISING

NET SALES OF INVENTORY

PROGRAM SERVICE REVENUE

MISCELLANEOUS REVENUE

Multiple horizontal lines for providing supplemental information.

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

Department of the Treasury
Internal Revenue Service

Schedule of Contributors

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

OMB No. 1545-0047

2011

Name of the organization

HOLOCAUST MUSEUM HOUSTON

Employer identification number

76-0331398

Organization type (check one):

Filers of:

Section:

Form 990 or 990-EZ

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

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

527 political organization

Form 990-PF

501(c)(3) exempt private foundation

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

501(c)(3) taxable private foundation

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

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

General Rule

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

Special Rules

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

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

For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, contributions for use *exclusively* for religious, charitable, etc., purposes, but these contributions did not total to more than \$1,000. If this box is checked, enter here the total contributions that were received during the year for an *exclusively* religious, charitable, etc., purpose. Do not complete any of the parts unless the **General Rule** applies to this organization because it received nonexclusively religious, charitable, etc., contributions of \$5,000 or more during the year. ▶ \$ _____

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

LHA For Paperwork Reduction Act Notice, see the Instructions for Form 990, 990-EZ, or 990-PF. Schedule B (Form 990, 990-EZ, or 990-PF) (2011)

Name of organization HOLOCAUST MUSEUM HOUSTON	Employer identification number 76-0331398
--	--

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

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

Name of organization HOLOCAUST MUSEUM HOUSTON	Employer identification number 76-0331398
--	--

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

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

SCHEDULE D
(Form 990)

Department of the Treasury
Internal Revenue Service

Supplemental Financial Statements

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

▶ Attach to Form 990. ▶ See separate instructions.

OMB No. 1545-0047

2011

**Open to Public
Inspection**

Name of the organization

HOLOCAUST MUSEUM HOUSTON

Employer identification number

76-0331398

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

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

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

1 Purpose(s) of conservation easements held by the organization (check all that apply).

Preservation of land for public use (e.g., recreation or education) Preservation of an historically important land area

Protection of natural habitat Preservation of a certified historic structure

Preservation of open space

2 Complete lines 2a through 2d if the organization held a qualified conservation contribution in the form of a conservation easement on the last day of the tax year.

	Held at the End of the Tax Year
a Total number of conservation easements	2a
b Total acreage restricted by conservation easements	2b
c Number of conservation easements on a certified historic structure included in (a)	2c
d Number of conservation easements included in (c) acquired after 8/17/06, and not on a historic structure listed in the National Register	2d

3 Number of conservation easements modified, transferred, released, extinguished, or terminated by the organization during the tax year ▶ _____

4 Number of states where property subject to conservation easement is located ▶ _____

5 Does the organization have a written policy regarding the periodic monitoring, inspection, handling of violations, and enforcement of the conservation easements it holds?

Yes No

6 Staff and volunteer hours devoted to monitoring, inspecting, and enforcing conservation easements during the year ▶ _____

7 Amount of expenses incurred in monitoring, inspecting, and enforcing conservation easements during the year ▶ \$ _____

8 Does each conservation easement reported on line 2(d) above satisfy the requirements of section 170(h)(4)(B)(i) and section 170(h)(4)(B)(ii)?

Yes No

9 In Part XIV, describe how the organization reports conservation easements in its revenue and expense statement, and balance sheet, and include, if applicable, the text of the footnote to the organization's financial statements that describes the organization's accounting for conservation easements.

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

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

1a If the organization elected, as permitted under SFAS 116 (ASC 958), not to report in its revenue statement and balance sheet works of art, historical treasures, or other similar assets held for public exhibition, education, or research in furtherance of public service, provide, in Part XIV, the text of the footnote to its financial statements that describes these items.

b If the organization elected, as permitted under SFAS 116 (ASC 958), to report in its revenue statement and balance sheet works of art, historical treasures, or other similar assets held for public exhibition, education, or research in furtherance of public service, provide the following amounts relating to these items:

(i) Revenues included in Form 990, Part VIII, line 1

▶ \$ _____

(ii) Assets included in Form 990, Part X

▶ \$ _____

2 If the organization received or held works of art, historical treasures, or other similar assets for financial gain, provide the following amounts required to be reported under SFAS 116 (ASC 958) relating to these items:

a Revenues included in Form 990, Part VIII, line 1

▶ \$ _____

b Assets included in Form 990, Part X

▶ \$ _____

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

- 3 Using the organization's acquisition, accession, and other records, check any of the following that are a significant use of its collection items (check all that apply):
- a Public exhibition
 - b Scholarly research
 - c Preservation for future generations
 - d Loan or exchange programs
 - e Other _____
- 4 Provide a description of the organization's collections and explain how they further the organization's exempt purpose in Part XIV.
- 5 During the year, did the organization solicit or receive donations of art, historical treasures, or other similar assets to be sold to raise funds rather than to be maintained as part of the organization's collection? Yes No

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

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

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

	(a) Current year	(b) Prior year	(c) Two years back	(d) Three years back	(e) Four years back
1a Beginning of year balance	7,847,587.	7,180,905.	6,464,552.	7,076,896.	
b Contributions	118,000.	-50,000.	182,894.	603,452.	
c Net investment earnings, gains, and losses	126,398.	805,372.	629,174.	-1,040,647.	
d Grants or scholarships	83,797.	83,650.	81,319.	171,800.	
e Other expenditures for facilities and programs					
f Administrative expenses	2,440.	5,040.	3,604.	3,349.	
g End of year balance	8,005,748.	7,847,587.	7,191,697.	6,464,552.	

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

- a Board designated or quasi-endowment 79.00 %
- b Permanent endowment 15.80 %
- c Temporarily restricted endowment 5.20 %

The percentages in lines 2a, 2b, and 2c should equal 100%.

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

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

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

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

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

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

Description of property	(a) Cost or other basis (investment)	(b) Cost or other basis (other)	(c) Accumulated depreciation	(d) Book value
1a Land		3,577,887.		3,577,887.
b Buildings		4,379,068.	2,331,647.	2,047,421.
c Leasehold improvements				
d Equipment				
e Other		1,455,675.	1,293,703.	161,972.
Total. Add lines 1a through 1e. (Column (d) must equal Form 990, Part X, column (B), line 10(c).)				5,787,280.

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)		
(B)		
(C)		
(D)		
(E)		
(F)		
(G)		
(H)		
(I)		
Total. (Col (b) must equal Form 990, Part X, col (B) line 12.) ▶		

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

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

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

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

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

1. (a) Description of liability	(b) Book value
(1) Federal income taxes	
(2) DUE TO HOLOCAUST MUSEUM FOUNDATION	730,793.
(3)	
(4)	
(5)	
(6)	
(7)	
(8)	
(9)	
(10)	
(11)	
Total. (Column (b) must equal Form 990, Part X, col (B) line 25.) ▶	730,793.

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	3,043,779.
2	Total expenses (Form 990, Part IX, column (A), line 25)	2	3,184,042.
3	Excess or (deficit) for the year. Subtract line 2 from line 1	3	-140,263.
4	Net unrealized gains (losses) on investments	4	
5	Donated services and use of facilities	5	
6	Investment expenses	6	
7	Prior period adjustments	7	
8	Other (Describe in Part XIV.)	8	1.
9	Total adjustments (net). Add lines 4 through 8	9	1.
10	Excess or (deficit) for the year per audited financial statements. Combine lines 3 and 9	10	-140,262.

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	3,279,683.
2	Amounts included on line 1 but not on Form 990, Part VIII, line 12:		
a	Net unrealized gains on investments	2a	
b	Donated services and use of facilities	2b	
c	Recoveries of prior year grants	2c	
d	Other (Describe in Part XIV.)	2d	319,701.
e	Add lines 2a through 2d	2e	319,701.
3	Subtract line 2e from line 1	3	2,959,982.
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	
b	Other (Describe in Part XIV.)	4b	83,797.
c	Add lines 4a and 4b	4c	83,797.
5	Total revenue. Add lines 3 and 4c. (This must equal Form 990, Part I, line 12.)	5	3,043,779.

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

1	Total expenses and losses per audited financial statements	1	3,261,785.
2	Amounts included on line 1 but not on Form 990, Part IX, line 25:		
a	Donated services and use of facilities	2a	
b	Prior year adjustments	2b	
c	Other losses	2c	
d	Other (Describe in Part XIV.)	2d	161,540.
e	Add lines 2a through 2d	2e	161,540.
3	Subtract line 2e from line 1	3	3,100,245.
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	
b	Other (Describe in Part XIV.)	4b	83,797.
c	Add lines 4a and 4b	4c	83,797.
5	Total expenses. Add lines 3 and 4c. (This must equal Form 990, Part I, line 18.)	5	3,184,042.

Part XIV Supplemental Information

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

PART XI, LINE 8 - OTHER ADJUSTMENTS:

ROUNDING 1.

PART XII, LINE 2D - OTHER ADJUSTMENTS:

REVENUE OF HHM FOUNDATION 244,398.

INVENTORY COST OF GOOD SOLD 75,303.

TOTAL TO SCHEDULE D, PART XII, LINE 2D 319,701.

Part XIV Supplemental Information (continued)

PART XII, LINE 4B - OTHER ADJUSTMENTS:

HMM FOUNDATION CONTRIBUTION REVENUE 83,797.

PART XIII, LINE 2D - OTHER ADJUSTMENTS:

EXPENSES OF HMM FOUNDATION 86,237.

INVENTORY COST OF GOOD SOLD 75,303.

TOTAL TO SCHEDULE D, PART XIII, LINE 2D 161,540.

PART XIII, LINE 4B - OTHER ADJUSTMENTS:

HMM FOUNDATION CONTRIBUTION EXPENSE 83,797.

PART III, LINE 1A - F/S FOOTNOTE FOR ART, TREASURES, ETC.

THE MUSEUM'S COLLECTIONS ARE MADE UP OF HISTORICAL ARTIFACTS, WORKS OF ART, BOOKS, AND OTHER ITEMS PERTAINING TO EDUCATION, RESEARCH, AND CURATORIAL PURPOSES. EACH OF THE ITEMS ARE PRESERVED AND CARED FOR, AND ACTIVITIES VERIFYING EXISTENCE AND ASSESSING CONDITION ARE PERFORMED PERIODICALLY. THE MUSEUM HAS NEVER SOLD AN ITEM FROM ITS COLLECTION. IN THE UNLIKELY EVENT THAT A COLLECTION ITEM WAS SOLD OR DISPOSED OF, THE PROCEEDS WOULD BE USED TO FURTHER THE MUSEUM'S MISSION.

PART III, LINE 4 - DESCRIPTION OF ORGANIZATION'S COLLECTIONS AND HOW

FURTHER EXEMPT PURPOSE

HMM COLLECTIONS CONSIST OF A DIVERSE ASSORTMENT OF ARTIFACTS, REQUIRING MULTIPLE CONSERVATION NEEDS. EXAMPLES OF THE MANY TYPES OF OBJECTS WE CARE FOR ARE: A 1942 RAILCAR AND DANISH BOAT WHICH RESIDE OUTDOORS; PAINTINGS AND WORKS ON PAPER MADE BY HOLOCAUST SURVIVORS; DAGGERS, BAYONETS, AND

Part XIV Supplemental Information (continued)

SCULPTURE; CERAMIC DISHWARE AND SILVER MEMORABILIA ITEMS; LEATHER SHOES
 AND HOLSTERS, UNIFORMS, HATS, AND HANDMADE TABLECLOTHS, ORIGINAL BRICKS
 FROM WARSAW GHETTO MICROFILM AND AV MATERIALS, AND NUMEROUS BOOKS, FLAT
 PAPER AND ARCHIVAL ITEMS, PHOTOGRAPHS, MANUSCRIPTS ARCHIVES AND TWO TORAH
 SCROLLS.

THE HMH COLLECTIONS ARE USED TO EDUCATE PEOPLE ON THE HOLOCAUST AND OTHER
 GENOCIDES AS WELL AS TEACH THE DANGERS OF HATRED, PREJUDICE AND APATHY.

PART V, LINE 4- INTENDED USES OF ENDOWMENT FUND

ENDOWMENT FUNDS ARE INTENDED TO SUPPORT THE ACTIVITIES OF THE HOLOCAUST
 MUSEUM HOUSTON INCLUDING BUT NOT LIMITED TO THE FOLLOWING: EDUCATIONAL
 PROGRAMS, TEACHER EDUCATION, CONSERVATION, LECTURE SERIES, DOCENT PROGRAM,
 YOM HA'SHOAH PROGRAM, AND CHILD SURVIVORS.

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

		(a) Event #1	(b) Event #2	(c) Other events	(d) Total events (add col. (a) through col. (c))
		ANNUAL DINNER (event type)	SPIRIT LUNCH (event type)	NONE (total number)	
Revenue	1 Gross receipts	1,262,748.	403,826.		1,666,574.
	2 Less: Charitable contributions	1,044,818.	335,986.		1,380,804.
	3 Gross income (line 1 minus line 2)	217,930.	67,840.		285,770.
Direct Expenses	4 Cash prizes				
	5 Noncash prizes				
	6 Rent/facility costs				
	7 Food and beverages	195,366.	35,178.		230,544.
	8 Entertainment	50,746.	23,474.		74,220.
	9 Other direct expenses	46,192.	33,206.		79,398.
	10 Direct expense summary. Add lines 4 through 9 in column (d)				(384,162)
	11 Net income summary. Combine line 3, column (d), and line 10				-98,392.

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

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

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

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

**SCHEDULE J
(Form 990)**

Department of the Treasury
Internal Revenue Service

Compensation Information

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

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

▶ Attach to Form 990. ▶ See separate instructions.

OMB No. 1545-0047

2011

Open to Public Inspection

Name of the organization

HOLOCAUST MUSEUM HOUSTON

Employer identification number

76-0331398

Part I Questions Regarding Compensation

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

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

Schedule J (Form 990) 2011

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

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

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

(A) Name		(B) Breakdown of W-2 and/or 1099-MISC compensation			(C) Retirement and other deferred compensation	(D) Nontaxable benefits	(E) Total of columns (B)(i)-(D)	(F) Compensation reported as deferred in prior Form 990
		(i) Base compensation	(ii) Bonus & incentive compensation	(iii) Other reportable compensation				
1 SUSAN MYERS	(i)	142,510.	15,000.	0.	16,500.	1,648.	175,658.	0.
	(ii)	0.	0.	0.	0.	0.	0.	0.
2	(i)							
	(ii)							
3	(i)							
	(ii)							
4	(i)							
	(ii)							
5	(i)							
	(ii)							
6	(i)							
	(ii)							
7	(i)							
	(ii)							
8	(i)							
	(ii)							
9	(i)							
	(ii)							
10	(i)							
	(ii)							
11	(i)							
	(ii)							
12	(i)							
	(ii)							
13	(i)							
	(ii)							
14	(i)							
	(ii)							
15	(i)							
	(ii)							
16	(i)							
	(ii)							

**SCHEDULE M
(Form 990)**

Noncash Contributions

OMB No. 1545-0047

2011

**Open to Public
Inspection**

Department of the Treasury
Internal Revenue Service

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

Name of the organization **HOLOCAUST MUSEUM HOUSTON** Employer identification number **76-0331398**

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				
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				
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 ▶ (<u>ADVERTISING</u>)	X	1	41,695.	ESTIMATED FMV
26 Other ▶ (<u>AIRLINE TICKE</u>)	X	1	12,800.	ESTIMATED FMV
27 Other ▶ (<u>FLOWERS</u>)	X	1	6,000.	ESTIMATED FMV
28 Other ▶ ()				

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

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

SCHEDULE O
(Form 990 or 990-EZ)

Department of the Treasury
Internal Revenue Service

Supplemental Information to Form 990 or 990-EZ

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

OMB No. 1545-0047

2011

Open to Public
Inspection

Name of the organization HOLOCAUST MUSEUM HOUSTON	Employer identification number 76-0331398
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FORM 990, ITEM B: AMENDED RETURN EXPLANATION

THE ORIGINAL RETURN WAS AMENDED BECAUSE THE CONSOLIDATED AUDITED

FINANCIAL STATEMENT'S REVENUE AND EXPENSES WERE INAPPROPRIATELY

ALLOCATED BETWEEN HOLOCAUST MUSEUM HOUSTON EIN#76-0331398 AND HOUSTON

HOLOCAUST MUSEUM FOUNDATION INC. EIN# 76-0542408; AND FORM 990, PART

IX: STATEMENT OF FUNCTIONAL EXPENSES WAS NOT COMPLETED. NUMEROUS AREAS

THROUGHOUT THE RETURN CHANGED AS A RESULT OF THE CORRECTED DATA.

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

APATHY.

FORM 990, PART III, LINE 4D, OTHER PROGRAM SERVICES:

SUMMER INSTITUTE - THIS PROGRAM IS DESIGNED TO EDUCATE EDUCATORS AND

WOULD-BE EDUCATORS, AS WELL AS STUDENTS FROM ALL AROUND THE WORLD,

ABOUT THE HOLOCAUST. IT ALSO PROVIDES STUDIES ON OTHER GENOCIDES AND

WAYS IN WHICH SOCIETY CAN CHOOSE NOT TO BE A BYSTANDER BUT, BE AN

UPSTANDER TO ENSURE THAT GENOCIDE CEASES AND IS NEVER REPEATED.

EXPENSES \$ 25,047. INCLUDING GRANTS OF \$ 0. REVENUE \$ 0.

FORM 990, PART VI, SECTION B, LINE 11: FORM 990 REVIEW PROCESS - THE 990

IS REVIEWED BY THE FINANCE COMMITTEE AND THEN PROVIDED TO THE FULL BOARD

PRIOR TO FILING WITH THE IRS.

FORM 990, PART VI, SECTION B, LINE 12C: EXPLANATION OF MONITORING AND

ENFORCEMENT OF CONFLICT - THE EXECUTIVE DIRECTOR AND CHAIRMAN OF THE BOARD

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

Schedule O (Form 990 or 990-EZ) (2011)

132211
01-23-12

Name of the organization HOLOCAUST MUSEUM HOUSTON	Employer identification number 76-0331398
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MAKE THE GOVERNING BODY AWARE OF ANY POTENTIAL CONFLICT SO THAT A
DISCUSSION AMONG THE BOARD MEMBERS MAY TAKE PLACE.

FORM 990, PART VI, SECTION B, LINE 15A: COMPENSATION REVIEW & APPROVAL
PROCESS - HMM DOES NOT UTILIZE OUTSIDE SERVICES TO DETERMINE PAY
STRUCTURES. CURRENT ED SALARY IS BASED ON PRIOR SALARY OF SAME POSITION
WITH ALLOWANCE FOR EXPERIENCE AND COMPARABLE SALARIES.

FORM 990, PART VI, SECTION C, LINE 19: THESE DOCUMENTS ARE MADE AVAILABLE
UPON REQUEST.

FORM 990, PART VI, SECTION A, LINE 9 -
EXECUTIVE DIRECTOR, SUSAN MYERS, RETIRED AS OF APRIL 30, 2013. HER LAST
KNOWN ADDRESS IS 3406 SHELDON, PEARLAND, TX 77584.

FORM 990, PART XI, LINE 5, CHANGES IN NET ASSETS:
ROUNDING 1.

FORM 990, PART XII, LINE 2C:
ORGANIZATIONS PROCESS TO REVIEW 990:
THE OVERSIGHT PROCESS OR SELECTION PROCESS HAS NOT CHANGED.

Related Organizations and Unrelated Partnerships

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

Name of the organization: **HOLOCAUST MUSEUM HOUSTON**
Employer identification number: **76-0331398**

Part I Identification of Disregarded Entities (Complete if the organization answered "Yes" to 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

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

(a) Name, address, and EIN of related organization	(b) Primary activity	(c) Legal domicile (state or foreign country)	(d) Exempt Code section	(e) Public charity status (if section 501(c)(3))	(f) Direct controlling entity	(g) Section 512(b)(13) controlled entity?	
						Yes	No
HOUSTON HOLOCAUST MUSEUM FD, INC - 76-0542408, 5401 CAROLINE STREET, HOUSTON, TX 77004	SUPPORT HOLOCAUST MUSEUM OF HOUSTON	TEXAS	501(C)(3)	509(A)(3)	N/A	X	

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

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

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

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

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

(a) Name of other organization	(b) Transaction type (a-r)	(c) Amount involved	(d) Method of determining amount involved
(1) HOUSTON HOLOCAUST MUSEUM FD, INC	C	83,797	CASH
(2) HOUSTON HOLOCAUST MUSEUM FD, INC	E	605,000	CASH
(3)			
(4)			
(5)			
(6)			

