# Form **990**

# **Return of Organization Exempt From Income Tax**

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

OMB No. 1545-0047

Department of the Treasury Internal Revenue Service benefit trust or private foundation)
 The organization may have to use a copy of this return to satisfy state reporting requirements.

Open to Public Inspection

A	For the	2012 cale	ndar year, or tax year beginnin	g 01/01	, 2012, and e	ending	12/3	1	, 20 12			
В	Check if	applicable:	C Name of organization LEMAY-A	MERICAS CAR MUSEUM			D	Employ	er identification n	ımber		
	Address	change	Doing Business As						91-1867848			
	Name c	hange	Number and street (or P.O. box if	mail is not delivered to street ac	Idress) Roo	om/suite	E	Telepho	ne number			
$\Box$	Initial re	Ť	2702 East D Street						253-779-8490			
$\overline{\sqcap}$	Termina		City, town or post office, state, and	d ZiP code		***************************************						
$\Box$			Tacoma, WA 98421				G	G Gross receipts \$ 11,817,399				
$\exists$			······································	cer: David Madeira					for affiliates?  Yes	·		
ш	Applicat	' "	2702 East D Street, Tacoma, V						ncluded? Yes			
_	T		, , , , , , , , , , , , , , , , , , ,		47(a)(1) or 5	27			(see instructions)	0		
<u>.                                    </u>		mpt status:		( ) (BSett 110.) 494	47(a)(1) or L 5	21	H(c) Group e					
*******	Website		w.lemaymuseum.org	iation ☐ Other ▶	1 Vany of 6	in annuation		<del>-</del>	of legal domicile:	187.0		
_			Corporation Trust Assoc	iation [ Other -	L Year of f	ormation	1997	W State	or legal domicile.	WA		
	art I	Summ		-1								
	1		escribe the organization's mis									
ø	ļ		s the history and technology of									
Activities & Governance			and interpreting the valuable L	~~~~~~~~~~~~~~~~~~~~~~~~~~~~~~~~~~~~~~~				ng add	litional artifacts	that		
Ĕ			road themes of American mob									
ŏ	2		is box ▶☐ if the organizatior					5% of	its net assets.			
Ö	3	Number of	of voting members of the gov	erning body (Part VI, line	:1a)			3		32		
ŝ	4	Number of	of independent voting membe	ers of the governing body	y (Part VI, line	:1b) .		4		29		
ìţį	5	Total nun	nber of individuals employed	in calendar year 2012 (P	art V, line 2a)			5		67		
듅	6		nber of volunteers (estimate i	•				6		200		
⋖	7a		elated business revenue from					7a		0		
	b		ated business taxable incom					7b		0		
	<del> </del>	.,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,	<u> </u>				Prior Year		Current Ye			
	8	Contribut	ions and grants (Part VIII, line	ith)			4.6	59,256	8	,835,102		
ā	!		service revenue (Part VIII, line		40,355		269,644					
Revenue	9	-										
Be	10		nt income (Part VIII, column (	•				26,186		449,441		
	11		enue (Part VIII, column (A), lir					52,898		185,633		
	12		enue—add lines 8 through 11 (	·			5,1	72,899	11	,368,554		
	13		nd similar amounts paid (Part			<b>}</b>	····	0		0		
	14	•	oaid to or for members (Part I					0		0		
S	15	Salaries, c	other compensation, employee	benefits (Part IX, column	(A), lines 5–10	)	1,2	70,786	2,239,604			
Š	16a	Professio	nal fundraising fees (Part IX, o	column (A), line 11e) .				0		0		
Expenses	b		draising expenses (Part IX, co		863,01	3						
Ш	17	Other exp	oenses (Part IX, column (A), lir	nes 11a-11d, 11f-24e)			4,3	21,510	4	127,471		
	18	Total expe	enses. Add lines 13–17 (must	t equal Part IX, column (A	A), line 25)		5,5	92,296	6	367,075		
	19	Revenue I	less expenses. Subtract line	18 from line 12			-4	19,397	5	,001,479		
S of			·			Beg	inning of Curre	nt Year	End of Yea	ar		
sets or lances	20	Total asse	ets (Part X, line 16)			. $\square$	53,64	43,347	54	849,873		
Ass Ba	21		lities (Part X, line 26)				10.18	35,252	6	390,299		
Net Ass Fund Bal	22		s or fund balances. Subtract					58,095	***************************************	459,574		
	rt II		ure Block	11.0 11.1 11.0 11.0 11.0 11.0 11.0 11.0			10/10	30,000	<u></u>			
			y, I declare that I have examined this	return including accompanying	a schodulas and	etatemen	te and to the	hast of m	ny knowledge and	haliaf it is		
			ete. Declaration of preparer (other that						ly knowledge and	Donot, it is		
Sig	n	Sinna	ture of officer	Date								
		Signature of officer Date										
Hei	e e	*****	d Madeira, CEO									
			or print name and title			15:	1		I ryret r			
Pai	id	Print/Typ	e preparer's name	Preparer's signature		Date		Check [	] if PTIN			
	pare	r						self-emp	loyed			
	e Onl		me 🕨				Firm's	EIN 🕨				
	~ ~····	Firm's ad	ldress ▶				Phone	no.				
Mar	the IP	S dientee	this return with the preparer	chown ahova? (cap inetr	uctions)				□ Ves	□ No		

Cat. No. 11282Y

Part	
1	Check if Schedule O contains a response to any question in this Part III
1	The LeMay America's Car Museum preserves and interprets the history and technology of the automobile and its influence on
	American culture. The museum is dedicated to securing and interpreting the valuable LeMay Collection and to acquiring,
	preserving and interpreting additional artifacts that explore broad themes of American mobility and lifestyle in an instructive and
	entertaining manner.
2	Did the organization undertake any significant program services during the year which were not listed on the
	prior Form 990 or 990-EZ?
_	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?
	Vertex
	If "Yes," describe these changes on Schedule O.  Describe the organization's program service accomplishments for each of its three largest program services, as measured by
4	expenses. Section 501(c)(3) and 501(c)(4) organizations are required to report the amount of grants and allocations to others,
	the total expenses, and revenue, if any, for each program service reported.
4a	(Code: ) (Expenses \$ 338,059 including grants of \$ 0 ) (Revenue \$ 1,627,252 )
	Guest Services: The Museum creates an active, involved and social environment for car enthusiasts. It provides engaging and
	entertaining exhibitions for a broad spectrum of the community, a retail store which includes educational materials and a café. To
	enhance the visitor experience, the Museum offers racing simulators and slot car driving. Attendance since opening June 2012 =
	133,500.
	***************************************
4h	(Code: ) (Expenses \$ 304.172 including grants of \$ 0 ) (Revenue \$ 15,623 )
4b	(Code: ) (Expenses \$ 304,172 including grants of \$ 0 ) (Revenue \$ 15,623 )  Collection: The Museum is dedicated to secure and interpret the extensive LeMay car collection as well as to acquire, preserve
	and interpret additional mobility collections. There are approximately 300 cars in the collection.
	and the piet additional mobility contestions. There are approximately does and many contestions.
,	
	(O-d
	(Code: ) (Expenses \$ 230,785 including grants of \$ 0 ) (Revenue \$ 0 )
	Exhibition: The Museum breaks the traditional design of static displays of cars by rotating exhibitions from its vast collection and showcasing auto manufacturers' achievements and future directions in design, technology and product development. Number of
•	exhibitions: 12
,	CAMBRIQUES. 12
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•	
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•	
	Other program services (Describe in Schedule O.) See Schedule O, Statement 1
	(Expenses \$ 2,820,748 including grants of \$ 0 ) (Revenue \$ 1,051,761 )  Total program service expenses \$ 2,927,64

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

Part	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? If "Yes," complete Schedule I, Parts I and II	21		1
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? If "Yes," complete Schedule I, Parts I and III	22		✓
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? If "Yes," complete Schedule J	23	✓	
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? If "Yes," answer lines 24b through 24d and complete Schedule K. If "No," go to line 25	24a		<b>√</b>
b c	Did the organization invest any proceeds of tax-exempt bonds beyond a temporary period exception? Did the organization maintain an escrow account other than a refunding escrow at any time during the year to defease any tax-exempt bonds?	24b 24c		
d 25a	Did the organization act as an "on behalf of" issuer for bonds outstanding at any time during the year? 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? If "Yes," complete Schedule L, Part I	24d 25a		<b>✓</b>
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? If "Yes," complete Schedule L, Part I	25b		<b>√</b>
26	Was a loan to or by a current or former officer, director, trustee, key employee, highest compensated employee, or disqualified person outstanding as of the end of the organization's tax year? If "Yes," complete Schedule L, Part II.	26		<b>√</b>
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? If "Yes," complete Schedule L, Part III	27		<b>√</b>
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 current or former officer, director, trustee, or key employee? If "Yes," complete Schedule L, Part IV	28a 28b	<b>√</b>	✓
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? If "Yes," complete Schedule L, Part IV	28c	•	✓
29 30	Did the organization receive more than \$25,000 in non-cash contributions? If "Yes," complete Schedule M Did the organization receive contributions of art, historical treasures, or other similar assets, or qualified conservation contributions? If "Yes," complete Schedule M	29 30	<b>√</b>	
31	Did the organization liquidate, terminate, or dissolve and cease operations? If "Yes," complete Schedule N, Part I	31		<u> </u>
32	Did the organization sell, exchange, dispose of, or transfer more than 25% of its net assets? If "Yes," complete Schedule N, Part II	32		<b>√</b>
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? If "Yes," complete Schedule R, Part I	33		<b>√</b>
	Was the organization related to any tax-exempt or taxable entity? If "Yes," complete Schedule R, Part II, III, or IV, and Part V, line 1	34	1	
35a	Did the organization have a controlled entity within the meaning of section 512(b)(13)?	35a		<b>√</b>
	If "Yes" to line 35a, did the organization receive any payment from or engage in any transaction with a controlled entity within the meaning of section 512(b)(13)? If "Yes," complete Schedule R, Part V, line 2	35b		
36	Section 501(c)(3) organizations. Did the organization make any transfers to an exempt non-charitable related organization? If "Yes," complete Schedule R, Part V, line 2	36	✓	-
	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? If "Yes," complete Schedule R,			
38	Part VI	37 38	<b>✓</b>	<b>√</b>
			990	(2012)

a Enter the number reported in Box 3 of Form 1096. Enter -0- if not applicable  b Enter the number of Forms W-2G included in line 1a. Enter -0- if not applicable  c Did the organization comply with backup withholding rules for reportable payments to vendors and reportable garning (gambling) winnings to prize winners?  2a Enter the number of employees reported on Form W-3, Transmittal of Wage and Tax Statements, filed for the calendar year ending with or within the year covered by this return  b If at least one is reported on line 2a, did the organization life all required federal employment tax returns?  Note, if the sum of lines 1 and 2a is greater than 260, you may be required to e-file (see instructions).  3a Did the organization have unrelated business gross income of \$1,000 or more during the year?  3b If "Yes," has it filed a Form 990-T for this year? If "No," provide an explanation in Schedule O.  4 At any time during the calendar year, did the organization have an interest in, or a signature or other authority over, a financial account in a foreign country (such as a bank account, securities account, or other financial accounts?  b If "Yes," enter the name of the foreign country (such as a bank account, securities account, or other financial accounts?  Was the organization a party to a prohibited tax shelter transaction at any time during the tax year?  b Id any taxable party notify the organization that it was or is a party to a prohibited tax shelter transaction and the organization solicit any contributions that were not tax deductible as charitable contributions?  b If "Yes," did the organization in life organization and explanation and party for goods and services provided to the payor?  b If "Yes," did the organization in the were not tax deductible as charitable contribution and party for goods and services provided to the payor?  b If "Yes," did the organization notify the donor of the value of the goods or services provided?  c Did the organization enceive a payment in excess of \$75 made partly	Part				
the Enter the number reported in Box 3 of Form 1096. Enter -0- if not applicable .		Check if Schedule O contains a response to any question in this Part V	<del></del>	Yes	No.
b Either the number of Forms W-2G included in line 1a. Enter -0- if not applicable.  of Did the organization comply with backup withholding pulse for reportable payments to vendors and reportable gaming (gambling) winings to prize winners?  a Enter the number of employees reported on Form W-3. Transmittal of Wage and Tax Statements, filed for the calendar year ending with or within the year covered by this return  if a least one is reported on line Ze, aid the organization file all required federal employment tax returns?  Note, if the sum of lines Ta and Ze is greated than 250, you may be required to e-file (see instructions).  3a Did the organization have unrelated business gross income of \$1,000 or more during the year?  4a Atany time during the calendar year, did the organization have an interest in, or a signature or other authority over, a financial account in a foreign country; ▶  5a le instructions for filing requirements for Form TD F 90-22.1, Report of Foreign Bank and Financial Accounts.  Was the organization and you to a prohibited tax shelter transaction at any time during the tax year?  5b If "Yes," enter the name of the foreign country; ▶  5a Is instructions for filing requirements for Form TD F 90-22.1, Report of Foreign Bank and Financial Accounts.  Was the organization have annual gross receipts that are normally greater than \$100,000, and did the organization in Form 8868-7?  5b If "Yes," did the organization include with every solicitation an express statement that such contributions or gifts were not tax deductible as charitatel contributions?  5c If "Yes," did the organization include with every solicitation an express statement that such contributions or gifts were not tax deductible as charitatel contributions and services provided?  7b Organizations that may receive deductible contributions or access to the organization foreign and services provided to the payor?  1if "Yes," did the organization organization organization organization organization organization organization organization	1a	Enter the number reported in Box 3 of Form 1096. Enter -0- if not applicable	1000000		
c Did the organization comply with backup withholding rules for reportable payments to vendors and reportable gaming (sambling) winnings to prize winners?  2a Enter the number of employees reported on Form W-3, Transmittal of Wage and Tax Statements, filed for the calendar year ending with or within the year covered by this return  b if at least one is reported on line 2a, did the organization file all required federal employment tax returns?  3b Did the organization files is and 2a is greater than 250, you may be required to e-file (see instructions)  3c Did the organization files and 2a is greater than 250, you may be required to e-file (see instructions)  3d Did the organization files or more of \$1,000 or more during the year?  3d At any time during the calendar year, did the organization have an interest in, or a signature or other authority over, a financial account in a foreign country (such as a bank account, securities account, or other financial accounts account; and in a foreign country (such as a bank account, securities account, or other financial accounts.  4a At any time during the calendar year, did the organization than the value on its provision of the organization aparty to a prohibited tax shelter transaction?  5a Was the organization a party to a prohibited tax shelter transaction at any time during the tax year?  5b Did any stable party notify the organization that it was or is a party to a prohibited tax shelter transaction?  6b Did the organization sell and accounts of the contributions under section 170(c).  5c Does the organization sell are accounts of the sell of the organization sell and accounts of the organization sell are accounts.  5c Did the organization sell, exchange, or otherwise dispose of tangible personal property for which it was required to file Form 8282 if led during the year  6c Did the organization sell, exchange, or otherwise dispose of tangible personal property for which it was required to file form 8282 if led during the year  6c Did the organization sell, exchan			1		
table the number of employees reported on Form W-3, Transmittal of Wage and Tax Statements, filed for the calendar year ending with or within the year covered by this return  If at least one is reported on line 2a, did the organization lite all required federal employment tax returns?  Note. If the sum of lines 1a and 2a is greater than 250, you may be required to e-file (see instructions)  3a Did the organization have unrelated business gross income of \$1,000 or more during the year?  3b If "Yes," has if filed a Form 990-T for this year? If "No," provide an explanation in Schedule O  At any time during the calendar year, did the organization have an interest in, or a signature or other authority over, a financial account in a foreign country (such as a bank account, securities account, or other financial accounts)?  b If "Yes," enter the name of the foreign country. ►  See instructions for filing requirements for from TDF 90-22.1, Report of Foreign Bank and Financial Accounts.  Was the organization have annual gross receipts that are normally greater than \$100,000, and did the organization in life. Form 8864 encountry or a prohibited tax shelter transaction?  b If "Yes," did the organization include with every solicitation an express statement that such contributions or gifts were not tax deductible as charitable contributions or gifts were not tax deductible?  7 Organizations that may receive deductible contributions under section 170(c).  a Did the organization that we approach in excess of \$75 made partly as a contribution and partly for goods and services provided to the payor?  b If "Yes," did the organization include with every solicitation an express statement that such contributions or gifts were not tax deductible?  Organizations that may receive deductible contributions under section 170(c).  a Did the organization sell, exchange, or otherwise dispose of tangible personal property for which it was required to file Form 8282? filed during the year  Pile of the organization received any funds, directl					
Statements, filed for the calendar year ending with or within the year covered by this return 2 a 5 b f at least one is reported on line 2a, did the organization file all required federal employment tax returns?  Note. If the sum of filnes is and 2 is greater than 250, you may be required to e-file (see instructions).  Did the organization have unrelated business gross income of \$1,000 or more during the year?  If "Yes," has it filed a Form 990-T for this year? If "No," provide an explanation in Schedule O.  3a Ja V.  If "Yes," has it filed a Form 990-T for this year? If "No," provide an explanation in Schedule O.  3b Ja V.  If "Yes," has it filed a Form 990-T for this year? If "No," provide an explanation in Schedule O.  3c Ja V.  If "Yes," has it filed a Form 990-T for this year? If "No," provide an explanation in Schedule O.  3c Ja V.			1c	✓	
b If at least one is reported on line 2a, did the organization file all required federal employment tax returns?  Note, if the sum of lines 1a and 2a is greater than 250, you may be required to e-file (see instructions)  3a Did the organization have unvalated business gross income of \$1,000 or more during the year?  b if "Yes," has it filed a Form 990-1 for file) year? If "No," provide an explanation in Schedule O.  4a At any time during the calendar year, did the organization have an interest in, or a signature or other authority over, a financial account in a foreign country (such as a bank account, securities account, or other financial accounts?  b if "Yes," enter the name of the foreign country (such as a bank account, securities account, or other financial accounts?  5a Was the organization a party to a prohibited tax shelter transaction at any time during the tax year?  5b Did any taxable party notify the organization that it was or is a party to a prohibited tax shelter transaction?  6 The Yes," did the organization have annual gross receipts that are normally greater than \$100,000, and did the organization solicit any contributions that were not tax deductible as charitable contributions?  6 Did the organization have annual gross receipts that are normally greater than \$100,000, and did the organization solicit any contributions that were not tax deductible as charitable contributions?  6 Did the organization shall were not tax deductible as charitable contributions and services provided to the payor?  7 Dragnizations that may receive deductible contributions under section 170(c).  6 Did the organization sell, exchange, or otherwise dispose of tangible personal property for which it was required to the form 8252?  7 Did the organization receive a payment in excess of \$75 made party as a contribution and party for goods and services provided to the payor?  7 Did the organization received a contribution of qualified intellectual property, did the organization file Form 8252?  8 Did the organization make	2a	} <b>,</b>			
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b If "Yes," did the organization notify the donor of the value of the goods or services provided?  c Did the organization sell, exchange, or otherwise dispose of tangible personal property for which it was required to file Form 8282?  d If "Yes," indicate the number of Forms 8282 filed during the year  Did the organization receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?  f Did the organization received a contribution of qualified intellectual property, did the organization file Form 8899 as required?  f If the organization received a contribution of outlified intellectual property, did the organization file Form 8899 as required?  f If the organization received a contribution of cars, boats, airplanes, or other vehicles, did the organization file a Form 1098-C?  Sponsoring organizations maintaining donor advised funds and section 509(a)(3) supporting organization, have excess business holdings at any time during the year?  Sponsoring organization make any taxable distributions under section 4966?  b Did the organization make any taxable distributions under section 4966?  b Did the organization make a distribution to a donor, donor advisor, or related person?  Section 501(c)(7) organizations. Enter:  a Initiation fees and capital contributions included on Part VIII, line 12  Section 501(c)(12) organizations. Enter:  a Gross income from members or shareholders  b Gross income from other sources (Do not net amounts due or paid to other sources against amounts due or received from them.)  11a  Section 501(c)(29) qualified nonprofit health insurance issuers.  a Is the organization licensed to issue qualified health plans in more than one state?  Note. See the instructions for additional information the organization must report on Schedule O.  b Enter the amount of reserves the organization is required to maintain by the states in which the organization is licensed to issue qualified health plans  c Enter the amount of reserves an hand  If the organization is licensed to iss	а				
c Did the organization sell, exchange, or otherwise dispose of tangible personal property for which it was required to file Form 8282?  d If "Yes," indicate the number of Forms 8282 filed during the year  e Did the organization receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?  f Did the organization, during the year, pay premiums, directly or indirectly, on a personal benefit contract?  f If the organization received a contribution of qualified intellectual property, did the organization file Form 8899 as required?  7			$\rightarrow$		
required to file Form 8282?  d if "Yes," indicate the number of Forms 8282 filed during the year  Did the organization receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?  f Did the organization, during the year, pay premiums, directly or indirectly, on a personal benefit contract?  f Did the organization during the year, pay premiums, directly or indirectly, on a personal benefit contract?  f If the organization received a contribution of qualified intellectual property, did the organization file Form 8899 as required?  h If the organization received a contribution of cars, boats, airplanes, or other vehicles, did the organization file Form 8899 as required?  Th   Sponsoring organizations maintaining donor advised funds and section 509(a)(3) supporting organizations. Did the supporting organization, or a donor advised fund maintained by a sponsoring organization, have excess business holdings at any time during the year?  Sponsoring organization make any taxable distributions under section 4966?  Byour organization make any taxable distributions under section 4966?  Byour organization make a distribution to a donor, donor advisor, or related person?  Section 501(c)(7) organizations. Enter:  Initiation fees and capital contributions included on Part VIII, line 12  Gross income from members or shareholders  Gross income from members or shareholders  Byour organization from other sources (Do not net amounts due or paid to other sources against amounts due or received from them.)  Section 501(c)(12) qualified nonprofit health insurance issuers.  Is the organization licensed to issue qualified health plans in more than one state?  Section 501(c)(29) qualified nonprofit health insurance issuers.  Is the organization is incensed to issue qualified health plans in more than one state?  Section 501(c)(29) qualified nonprofit health insurance issuers.  Is the organization is incensed to issue qualified health plans in more than one state?  Is a but the amount of reserves the organi			7b	<b>✓</b>	
d If "Yes," indicate the number of Forms 8282 filed during the year	C	· · · · · · · · · · · · · · · · · · ·	70		./
Pe Did the organization receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?  7	d	· ·	70		
f Did the organization, during the year, pay premiums, directly or indirectly, on a personal benefit contract?  g If the organization received a contribution of qualified intellectual property, did the organization file Form 889 as required?  h If the organization received a contribution of cars, boats, airplanes, or other vehicles, did the organization file a Form 1098-C?  Sponsoring organizations maintaining donor advised funds and section 509(a)(3) supporting organization, have excess business holdings at any time during the year?  Sponsoring organization make any taxable distributions under section 4966?  Did the organization make any taxable distributions under section 4966?  Did the organization make a distribution to a donor, donor advisor, or related person?  Section 501(c)(7) organizations. Enter:  a Initiation fees and capital contributions included on Part VIII, line 12  B Gross receipts, included on Form 990, Part VIII, line 12  Gross income from members or shareholders  Gross income from other sources (Do not net amounts due or paid to other sources against amounts due or received from them.)  12a Section 501(c)(2) qualified nonprofit health insurrance issuers.  Is the organization licensed to issue qualified health plans in more than one state?  Note. See the instructions for additional information the organization must report on Schedule O.  Enter the amount of reserves the organization is required to maintain by the states in which the organization is licensed to issue qualified health plans  Enter the amount of reserves on hand  T Gross income from 720 to report these payments? If "No," provide an explanation in Schedule O.  14a Did the organization receive any payments for indoor tanning services during the tax year?  14b If "Yes," has it filed a Form 720 to report these payments? If "No," provide an explanation in Schedule O.			7e		**************************************
If the organization received a contribution of cars, boats, airplanes, or other vehicles, did the organization file a Form 1098-C?   Sponsoring organizations maintaining donor advised funds and section 509(a)(3) supporting organizations. Did the supporting organization, or a donor advised fund maintained by a sponsoring organization, have excess business holdings at any time during the year?   Sponsoring organizations maintaining donor advised funds.   Did the organization make any taxable distributions under section 4966?   9a     Did the organization make any taxable distributions under section 4966?   9a     Did the organization make a distribution to a donor, donor advisor, or related person?   9b     Section 501(c)(7) organizations. Enter:   a linitation fees and capital contributions included on Part VIII, line 12   10a     Did section 501(c)(12) organizations. Enter:   a Gross income from members or shareholders   11a     B Gross income from other sources (Do not net amounts due or paid to other sources against amounts due or received from them.)   11b     Section 4947(a)(1) non-exempt charitable trusts. Is the organization filing Form 990 in lieu of Form 1041?   12a     Section 501(c)(29) qualified nonprofit health insurance issuers.   11b     S Section 501(c)(29) qualified nonprofit health insurance issuers.   13a     S Section 501(c)(29) qualified nonprofit health insurance issuers.   13a     S Section 501(c)(29) qualified nonprofit health plans in more than one state?   13a     Note. See the instructions for additional information the organization must report on Schedule O.     D Enter the amount of reserves the organization is required to maintain by the states in which the organization is licensed to issue qualified health plans   13b     C Enter the amount of reserves on hand   13c     D Id the organization receive any payments for indoor tanning services during the tax year?   14a   √     D If "Yes," has it filed a Form 720 to report these payments? If "No," provide an explanation in Schedule O	f				<b>√</b>
8 Sponsoring organizations maintaining donor advised funds and section 509(a)(3) supporting organizations. Did the supporting organization, or a donor advised fund maintained by a sponsoring organization, have excess business holdings at any time during the year?  9 Sponsoring organizations maintaining donor advised funds. a Did the organization make any taxable distributions under section 4966? b Did the organization make a distribution to a donor, donor advisor, or related person? 9 Did the organization make a distribution to a donor, donor advisor, or related person? 9 Initiation fees and capital contributions included on Part VIII, line 12 10 Initiation fees and capital contributions included on Part VIII, line 12 10 Gross receipts, included on Form 990, Part VIII, line 12, for public use of club facilities 10 Gross income from members or shareholders 11 Gross income from other sources (Do not net amounts due or paid to other sources against amounts due or received from them.) 12 Section 4947(a)(1) non-exempt charitable trusts. Is the organization filing Form 990 in lieu of Form 1041? 12 If "Yes," enter the amount of tax-exempt interest received or accrued during the year. 12 Is the organization licensed to issue qualified health plans in more than one state? Note. See the instructions for additional information the organization must report on Schedule O. 13 In the organization is licensed to issue qualified health plans in more than one state? 13 In the organization is licensed to issue qualified health plans in more than one state? 13 In the organization is required to maintain by the states in which the organization is licensed to issue qualified health plans in more than one state? 13 In the organization is required to maintain by the states in which the organization is licensed to issue qualified health plans in more than one state? 13 In the organization is required to maintain by the states in which the organization is required to maintain by the states in which the organization is required to mainta	g		7g		✓
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organization, have excess business holdings at any time during the year?  Sponsoring organizations maintaining donor advised funds.  Did the organization make any taxable distributions under section 4966?  Did the organization make a distribution to a donor, donor advisor, or related person?  Section 501(c)(7) organizations. Enter:  a linitation fees and capital contributions included on Part VIII, line 12  b Gross receipts, included on Form 990, Part VIII, line 12, for public use of club facilities  Gross income from members or shareholders  Gross income from other sources (Do not net amounts due or paid to other sources against amounts due or received from them.)  Section 4947(a)(1) non-exempt charitable trusts. Is the organization filing Form 990 in lieu of Form 1041?  If "Yes," enter the amount of tax-exempt interest received or accrued during the year.  Is the organization licensed to issue qualified health plans in more than one state?  Note. See the instructions for additional information the organization must report on Schedule O.  Enter the amount of reserves the organization is required to maintain by the states in which the organization is licensed to issue qualified health plans  c Enter the amount of reserves on hand  Did the organization receive any payments for indoor tanning services during the tax year?  Ida   If "Yes," has it filed a Form 720 to report these payments? If "No," provide an explanation in Schedule O.  Ida  If "Yes," has it filed a Form 720 to report these payments? If "No," provide an explanation in Schedule O.  Ida  If "Yes," has it filed a Form 720 to report these payments? If "No," provide an explanation in Schedule O.  Ida  Ida  Ida  Ida  Ida  Ida  Ida  Ida	8				
9 Sponsoring organizations maintaining donor advised funds. a Did the organization make any taxable distributions under section 4966?					
a Did the organization make any taxable distributions under section 4966?	0		b	88788	gwagiya
b Did the organization make a distribution to a donor, donor advisor, or related person?	_		9a		SQANEA C
Initiation fees and capital contributions included on Part VIII, line 12					
b Gross receipts, included on Form 990, Part VIII, line 12, for public use of club facilities .	10				
Section 501(c)(12) organizations. Enter:  a Gross income from members or shareholders	а	Initiation fees and capital contributions included on Part VIII, line 12			
a Gross income from members or shareholders					
b Gross income from other sources (Do not net amounts due or paid to other sources against amounts due or received from them.)  12a Section 4947(a)(1) non-exempt charitable trusts. Is the organization filing Form 990 in lieu of Form 1041?  13 Section 501(c)(29) qualified nonprofit health insurance issuers.  13 Is the organization licensed to issue qualified health plans in more than one state?		, , , , , ,			
against amounts due or received from them.)					
Section 4947(a)(1) non-exempt charitable trusts. Is the organization filing Form 990 in lieu of Form 1041?  If "Yes," enter the amount of tax-exempt interest received or accrued during the year	b				
b If "Yes," enter the amount of tax-exempt interest received or accrued during the year	12a	· · · · · · · · · · · · · · · · · · ·	12a	556976986	SAMPLEN,
Section 501(c)(29) qualified nonprofit health insurance issuers.  a Is the organization licensed to issue qualified health plans in more than one state?  Note. See the instructions for additional information the organization must report on Schedule O.  Enter the amount of reserves the organization is required to maintain by the states in which the organization is licensed to issue qualified health plans  Enter the amount of reserves on hand  Did the organization receive any payments for indoor tanning services during the tax year?  If "Yes," has it filed a Form 720 to report these payments? If "No," provide an explanation in Schedule O  14b	_				68.68
a Is the organization licensed to issue qualified health plans in more than one state?	13				
b Enter the amount of reserves the organization is required to maintain by the states in which the organization is licensed to issue qualified health plans	а		13a		
the organization is licensed to issue qualified health plans					
c Enter the amount of reserves on hand	b	Attanguage in Attanguage Attangua			
14a       Did the organization receive any payments for indoor tanning services during the tax year?	_				
b If "Yes," has it filed a Form 720 to report these payments? If "No," provide an explanation in Schedule O . 14b			142		
			+		Υ
				990	(2012)

Part	Part VI Governance, Management, and Disclosure For each "Yes" response to lines 2 through 7b below, response to line 8a, 8b, or 10b below, describe the circumstances, processes, or changes in Schedule O. S.									
	Check if Schedule O contains a response to any question in this Part VI		<u> </u>		. 🗸					
Sect	ion 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.	1a	32	163	140					
b 2	Enter the number of voting members included in line 1a, above, who are independent. Did any officer, director, trustee, or key employee have a family relationship or a business any other officer, director, trustee, or key employee?		2	<b>~</b>						
3	Did the organization delegate control over management duties customarily performed by or supervision of officers, directors, or trustees, or key employees to a management company or oth	er person? .	ot <b>3</b>		<b>√</b>					
<ul> <li>Did the organization make any significant changes to its governing documents since the prior Form 990 was filed?</li> <li>Did the organization become aware during the year of a significant diversion of the organization's assets?</li> <li>Did the organization have members or stockholders?</li> <li>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?</li> </ul>										
b	Are any governance decisions of the organization reserved to (or subject to approve stockholders, or persons other than the governing body?		s, <b>7</b> b		✓					
8	Did the organization contemporaneously document the meetings held or written actions undertaken during the year by the following:									
<ul> <li>a The governing body?</li></ul>										
Secti	on B. Policies (This Section B requests information about policies not required by th	e Internal Rev	enue C	ode.)						
			·····	Yes	No					
10a b	Did the organization have local chapters, branches, or affiliates?		10a 5, 10b		✓					
11a	Has the organization provided a complete copy of this Form 990 to all members of its governing body befo	e filing the form?	11a	1						
b	Describe in Schedule O the process, if any, used by the organization to review this Form 990.		35.00	(S) (S)						
12a b	Did the organization have a written conflict of interest policy? If "No," go to line 13 Were officers, directors, or trustees, and key employees required to disclose annually interests that could give	e rise to conflicts		<b>√</b>						
С	Did the organization regularly and consistently monitor and enforce compliance with the describe in Schedule O how this was done		12c	✓						
13 14 15	Did the organization have a written whistleblower policy?	 and approval b	13 14 y	<b>√</b>						
a b	The organization's CEO, Executive Director, or top management official		15a 15b	<b>√</b>						
16a	Did the organization invest in, contribute assets to, or participate in a joint venture or similar with a taxable entity during the year?		16a		✓					
	If "Yes," did the organization follow a written policy or procedure requiring the organization participation in joint venture arrangements under applicable federal tax law, and take steps to organization's exempt status with respect to such arrangements?	o safeguard the								
	on C. Disclosure  List the states with which a copy of this Form 990 is required to be filed ► WA									
17 18	List the states with which a copy of this Form 990 is required to be filed <b>WA</b> Section 6104 requires an organization to make its Forms 1023 (or 1024 if applicable), 990, a available for public inspection. Indicate how you made these available. Check all that apply.	nd 990-T (Sect	ion 501(	c)(3)s	only)					
19	Own website Another's website Upon request Other (explain in Sci Describe in Schedule O whether (and if so, how), the organization made its governing docu and financial statements available to the public during the tax year.	iments, conflic			olicy,					
20	State the name, physical address, and telephone number of the person who possesses the boorganization: David Madeira, (253)779-8490	ooks and record	ds of the							

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

#### 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.

	Ji any relate	a org	anız	atic	n c	ompe	ensa	ited any currer	t officer, director	r, or trustee.
(A) Name and Title	(B) Average hours per	(do n	ot ch unles	Pos neck ss pe	C) ition more rson	than is both	one n an	(D) Reportable compensation	(E) Reportable compensation from	(F) Estimated amount of
	week (list any hours for related organizations below dotted line)		Institutional trustee	Officer	Key employee	Highest compensated employee	Former	from the organization (W-2/1099-MISC)	related organizations (W-2/1099-MISC)	other compensation from the organization and related organizations
Karl Anderson	0.50									
Director	0.50	✓					<u> </u>	0	0	0
Neal Arntson	0.50									
Director	0.50	✓						0	0	0
John Barline	0.50									
Director	0.50	✓					<u> </u>	0	0	0
Stephan Boone	0.50	ļ								
Director	0.50	✓_					<u> </u>	0	0	0
Nicola Bulgari	0.50									
Director	0.50	✓						0	0	0
Moray Callum	0.50									
Director	0.5	✓						0	0	0
Bob Craves	0.50									
Director	0.50	✓					<u> </u>	0	0	0
Richard Davis	0.50									
Director	0.50	1						0	0	0
John Dimmer	0.50									
Director	0.50	<b>\</b>						0	0	0
Art Fischer	0.50									
Director	0.50	✓						o	o	0
James France	0.50									
Director	0.50	✓						0	0	0
Richard Griot	0.50									
Director	0.50	✓						0	0	0
McKeel Hagerty	0.50									
Director	0.50	✓						0	0	0
Tom Hedges	0.50									
Director	0.50	1						0	o	0

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

		(C)								
(A)	(B)	/20.0	ot ot		ition	e than o	^^^	(D)	(E)	(F)
Name and Title	Average					e man i is both		Reportable	Reportable	Estimated
	hours per					or/trus	tee)	compensation	compensation from related	amount of other
	week (list any hours for	익	9 중 중 요			Hig em	Former	from the	organizations	compensation
	related	divid	ti u	Officer	y en	Politics	l iii	organization	(W-2/1099-MISC)	from the
	organizations below dotted		ion		Key employee	88	`	(W-2/1099-MISC)		organization and related
•	line)	trus	a) tr		yee	mpe				organizations
		99	Institutional trustee			Highest compensated employee				
			ø			fe d				***************************************
Olu-la	0.50									
George Ingle	0.50	1						0	اه	0
Director	0.50	¥					-	U	U	
Doug LeMay	0.50	1						0	0	0
Director	0.50	<u> </u>					_	U	U	<u> </u>
Nancy LeMay	0.50	1							o	0
Director	0.50	¥			_			0	V	U
Charles Liekweg	0.50	,								^
Director	0.50	✓				·		0	0	0
David Madeira	40	,		,						
CEO	1.0	✓		✓	_		_	239,889	0	30,900
Keith Martin	0.50	,							ا	•
Director	0.50	✓						0	0	0
B Corry McFarland	0.50	,							_	_
Director	0.50	✓	-					0	0	0
James Gary May	0.50		İ							
Director	0.50	<b>√</b>						0	0	0
Don Meyer	0.50	,								
Director	0.50	✓			_			0	0	0
Paul Miller	40									
COO	1.0	✓		✓				158,276	0	23,151
Michael Phillips	0.50									
Director	0.50	<b>√</b>		_				0	0	0
Burt Richmond	0.50			İ						
Director	0.50	<b>✓</b>						0	0	0
Candid Romanelli	0.50									
Director	0.50	✓						0	0	0
Johnny Rutherford	0.50									
Director	0.50	1						0	0	0 Eorm <b>990</b> (2012)

Form **990** (2012)

Par	VII Section A. Officers, Directors, Trus	tees, Key E	mplo	yees	s, a	nd l	lighe	st C	Compensated E	mployees (	contil	nued)
					•	C)						
	(A)	(B)	///			sition			(D)	(E)		(F)
	Name and title	Average					e than is boti		Reportable	Reportab	le	Estimated
		hours per					or/trus		compensation	compensation	from	amount of
		week (list any hours for	익큜	sul	g	줎	홟픑	77	from the	related organization	ns	other compensation
		related	Individual trustee or director	titu	Officer	Key employee	B B	Former	organization	(W-2/1099-N		from the
		organizations	of ILL	ion	,	힐	1000	1	(W-2/1099-MISC)			organization and related
		below dotted line)	, tr	2 4		уе	ğ					organizations
		<u> </u>	e e	Institutional trustee			ens					
				ě			Highest compensated employee					
Willia	m Weyerhaeuser	0.50				†—						
Direc		0.50	1						0		0	0
Jamie	• Will	0.50						<b>†</b>				
Direc	***************************************	0.50	1					İ	0		0	0
	nic Dobson	40				<u> </u>	ļ	<del> </del>				<u> </u>
	Development Officer	1.0			1				117,605		0	15,699
					·				117,003		<u>`</u>	13,033
Scot	***************************************	40			1				125 007		^	10.067
Cnier	Marketing & Communications Officer	1.0			· ·			┢	125,087		0	10,967
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	wv.v.v.											
				ļ								
										·····		
1b	Sub-total							▶	640,857		0	80,717
C	Total from continuation sheets to Part							•				
d	Total (add lines 1b and 1c)							<b>&gt;</b>	640,857		0	80,717
2	Total number of individuals (including but		to th	ose	list	ed a	above	e) wl	ho received mo	ore than \$10	00,00	0 of
	reportable compensation from the organi	zation ► 0										
												Yes No
3	Did the organization list any former of							mp	loyee, or high	est comper	nsate	\$1
	employee on line 1a? If "Yes," complete S											3 🗸
4	For any individual listed on line 1a, is the											
	organization and related organizations	greater tha	ın \$1	50,0	000	? If	"Yes	s," (	complete Sch	edule J for	suc	h
	individual					•						4 🗸
5	Did any person listed on line 1a receive or									ation or ind	ividu	al
	for services rendered to the organization?	If "Yes," c	omple	ete S	Sch	edu	le J f	or s	uch person .			5 ✓
Section	n B. Independent Contractors											
1	Complete this table for your five highest of	ompensate	ed ind	ере	nde	ent d	contra	acto	ors that receive	d more thar	า \$10	0,000 of
	compensation from the organization. Rep	ort comper	satio	n fo	r th	е са	alenda	ar y	ear ending with	n or within t	he or	ganization's tax
	year.											
	(A)								(B)			(C)
	Name and business addr	ess							Description of se	ervices		Compensation
PCG C	ampbell, 21605 Hawthorne Blvd 100, Torrand	e, CA 90503	}					Cor	sulting			406,874
	ntia, 13037 BelRed Road 100, Bellevue, WA 9							Con	sulting			238,389
					•							
							1					
2	Total number of independent contractor							tho	ose listed abo	ve) who		
	received more than \$100,000 of compens	ation from t	he or	gani	zati	ion l	<u> </u>		0			

#### Part VIII Statement of Revenue Check if Schedule O contains a response to any question in this Part VIII. . . . . . (D) Revenue excluded from tax under sections 512, 513, or 514 (B) Related or exempt function revenue husiness Contributions, Gifts, Grants and Other Similar Amounts 1a Federated campaigns . . . 1a **b** Membership dues . . . . 1b 0 c Fundraising events . . . . 1c 0 d Related organizations . . . 1d 0 Government grants (contributions) 1e 0 All other contributions, gifts, grants, and similar amounts not included above | 11 8,835,102 Noncash contributions included in lines 1a-1f: \$ 3,122,373 h Total. Add lines 1a-1f . . . > 8,835,102 **Business Code** Program Service Revenue 1,458,623 0 0 713990 1,458,623 2a Admission 0 0 Rental Income 482,946 713990 482,946 0 159,196 159,196 0 Event Revenue 713990 138,029 138.029 0 0 713990 Parking Commission 30,850 30,850 0 0 713990 0 0 All other program service revenue. Total. Add lines 2a-2f . . 2,269,644 Investment income (including dividends, interest, and other similar amounts) . . . . . . . 456,213 0 0 456,213 Income from investment of tax-exempt bond proceeds 0 0 4 0 0 Royalties . . . . . 0 0 0 0 5 (i) Real 6a Gross rents . . 0 b Less: rental expenses 0 0 c Rental income or (loss) 0 0 d Net rental income or (loss) 0 a (i) Securities (ii) Other 7a Gross amount from sales of assets other than inventory 73,092 22,515 b Less: cost or other basis and sales expenses . 23,108 79,271 Gain or (loss) . . -593 -6,179 Net gain or (loss) > -6,772 -6,772 0 Other Revenue 8a Gross income from fundraising events (not including \$ of contributions reported on line 1c). See Part IV, line 18 . . . . . a 112,877 b Less: direct expenses . . . b 274,061 c Net income or (loss) from fundraising events 0 -161,184 -161,184 Gross income from gaming activities. See Part IV, line 19 . . . . . a 30,519 Less: direct expenses . . . . b 72,405 Net income or (loss) from gaming activities . . -41,886 -41,886 0 10a Gross sales of inventory, less returns and allowances . . . a Less: cost of goods sold . . . Net income or (loss) from sales of inventory . . . Miscellaneous Revenue Business Code Merchandise Sales 11a 713990 9,257 9,257 8,180 0 0 Impairment Loss Adjustment 713990 8,180 b 0 0 0 d All other revenue . . . . . Total. Add lines 11a-11d . . . . 17,437 е

Total revenue. See instructions. . .

12

0

2,694,636

11,368,554

-161,184

Form 990 (2012) Part IX Statement of Functional Expenses
Section 501(c)(3) and 501(c)(4) organizations must complete all columns. All other organizations must complete column (A).

***********	Check if Schedule O contains a respons	se to any question i	in this Part IX		
	t include amounts reported on lines 6b, 7b, , and 10b of Part VIII.	(A) Total expenses	(B) Program service expenses	(C) Management and general expenses	( <b>D)</b> Fundraising expenses
1	Grants and other assistance to governments and organizations in the United States. See Part IV, line 21	0	0		
2	Grants and other assistance to individuals in the United States. See Part IV, line 22	0	0		
3	Grants and other assistance to governments, organizations, and individuals outside the United States. See Part IV, lines 15 and 16	0	0		
4 5	Benefits paid to or for members Compensation of current officers, directors, trustees, and key employees	0 725,882	0 101,057	415,522	209,303
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	0	0	0
7 8	Other salaries and wages	1,191,233 10,919	486,343 3,354	494,874 5,267	210,016 2,298
9	Other employee benefits	139,627 171,943	42,890 52,924	67,356 82,887	29,381 36,132
10 11 a	Fees for services (non-employees):  Management	355,405	331,297	0	24,108
b c	Legal	4,563 29,513	1,640	2,923 29,513	0
d	Lobbying	0	0	0	0
e	Professional fundraising services. See Part IV, line 17	0	_		0
f g	Investment management fees	0	0	0	0
12	Advertising and promotion	607,509	434,222	86,325	86,962
13	Office expenses	203,521	36,216	162,533	4,772
14	Information technology	123,845	29,174	81,807	12,864
15	Royalties	0	0	0	0
16	Occupancy	1,032,808	1,009,002	12,415	11,391
17 18	Payments of travel or entertainment expenses for any federal, state, or local public officials	137,149	53,696 0	37,032	46,421
19	Conferences, conventions, and meetings .	234,356	64,423	7,687	162,246
20	Interest	273,913	246,522	27,391	0
21	Payments to affiliates	0	0	0	0
22	Depreciation, depletion, and amortization .	544,653	488,155	54,239	2,259
23	Insurance	50,282	32,197	18,085	0
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 b	Collection Maintenance	136,269	88,147	27,008	21,114
c					
d				253.25	22.0
e	All other expenses	393,685	192,505	197,434	3,746
25 26	Total functional expenses. Add lines 1 through 24e  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)	6,367,075	3,693,764	1,810,298	863,013

Part X **Balance Sheet** Check if Schedule O contains a response to any question in this Part X (A) (B) Beginning of year End of year 1 1,283,553 604,386 2 2 16,393 163,916 3 7,079,845 3 6,583,555 102,300 4 138,540 4 5 Loans and other receivables from current and former officers, directors, trustees, key employees, and highest compensated employees. 0 5 0 Loans and other receivables from other disqualified persons (as defined under section 4958(f)(1)), persons described in section 4958(c)(3)(B), and contributing employers and sponsoring organizations of section 501(c)(9) voluntary employees' beneficiary 6 0 O 7 0 0 8 17.200 20,100 8 Prepaid expenses and deferred charges 9 69,021 45,071 9 Land, buildings, and equipment: cost or 10a other basis. Complete Part VI of Schedule D 10a 12,285,412 10b Less: accumulated depreciation . . . . 534,188 11,803,744 10c 11,751,224 b O 11 Investments—publicly traded securities . . . . . 11 0 12 Investments-other securities. See Part IV, line 11 . 12 13 Investments-program-related. See Part IV, line 11 . . . 0 13 14 0 14 15 35,519,131 33,295,241 15 16 Total assets. Add lines 1 through 15 (must equal line 34) . . . . . . 53,643,347 54,849,873 16 17 382,833 432,426 17 18 0 0 18 19 0 0 19 20 0 0 20 Escrow or custodial account liability. Complete Part IV of Schedule D . 0 21 0 21 Loans and other payables to current and former officers, directors, 22 Liabilities trustees, key employees, highest compensated employees, and disqualified persons. Complete Part II of Schedule L . . . . . . . 22 0 23 Secured mortgages and notes payable to unrelated third parties . . . 9,575,000 8.672.452 23 24 0 Unsecured notes and loans payable to unrelated third parties . . . 24 Other liabilities (including federal income tax, payables to related third 25 parties, and other liabilities not included on lines 17-24). Complete Part X 227,419 -2,714,579 25 10,185,252 26 Total liabilities. Add lines 17 through 25 . 6,390,299 Organizations that follow SFAS 117 (ASC 958), check here ▶ ✓ and Balances complete lines 27 through 29, and lines 33 and 34. 27 36,562,282 41,832,621 27 28 6,895,813 6.626.953 28 29 0 Fund 29 Organizations that do not follow SFAS 117 (ASC 958), check here ▶ □ and complete lines 30 through 34. Net Assets or 30 Capital stock or trust principal, or current funds . . . . . . . . . 30 31 31 Paid-in or capital surplus, or land, building, or equipment fund . . . 32 32 Retained earnings, endowment, accumulated income, or other funds . 33 43,458,095 48,459,574 33 Total fiabilities and net assets/fund balances . . . . . . . . . . . 34 54,849,873 53,643,347 34 Form 990 (2012)

Page 12

Par	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		11,36	8,554			
2	Total expenses (must equal Part IX, column (A), line 25)	2		6,36	7,075			
3	Revenue less expenses. Subtract line 2 from line 1	3		5,001,479				
4	Net assets or fund balances at beginning of year (must equal Part X, line 33, column (A))	4		43,458,09				
5	Net unrealized gains (losses) on investments	5						
6	Donated services and use of facilities	6			0			
7	Investment expenses							
8	Prior period adjustments	8			0			
9	Other changes in net assets or fund balances (explain in Schedule O)	9			0			
10	Net assets or fund balances at end of year. Combine lines 3 through 9 (must equal Part X, line							
	33, column (B))	10		48,45	9,574			
Part	XII Financial Statements and Reporting							
	Check if Schedule O contains a response to any question in this Part XII							
			(management)	Yes	No			
1	Accounting method used to prepare the Form 990: Cash Accrual Other		_					
	If the organization changed its method of accounting from a prior year or checked "Other," ex	plain	in 💮 🔆					
	Schedule O.							
2a								
	If "Yes," check a box below to indicate whether the financial statements for the year were com	oiled (	or					
	reviewed on a separate basis, consolidated basis, or both:							
	☐ Separate basis ☐ Consolidated basis ☐ Both consolidated and separate basis			0.000				
b	Were the organization's financial statements audited by an independent accountant?		. 2b	✓				
	If "Yes," check a box below to indicate whether the financial statements for the year were audite	ed on	a					
	separate basis, consolidated basis, or both:		10.5 (4.5	30) (30)				
	☐ Separate basis ☐ Consolidated basis ☐ Both consolidated and separate basis							
¢	If "Yes" to line 2a or 2b, does the organization have a committee that assumes responsibility for or							
	of the audit, review, or compilation of its financial statements and selection of an independent account	ntant'	2c	✓				
	If the organization changed either its oversight process or selection process during the tax year, ex	plain	n 🗔					
	Schedule O.							
3a	As a result of a federal award, was the organization required to undergo an audit or audits as set	forth i	n					
	the Single Audit Act and OMB Circular A-133?		. 3a		✓			
b	If "Yes," did the organization undergo the required audit or audits? If the organization did not undergo	rgo th	e 🗔		***************************************			
	required audit or audits, explain why in Schedule O and describe any steps taken to undergo such a	udits	3b					
			For	ո 990	(2012)			

#### **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

Open to Public Inspection

Employer identification number

Name of the organization 91-1867848 **LEMAY-AMERICAS CAR MUSEUM** 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). A school described in section 170(b)(1)(A)(ii). (Attach Schedule E.) A hospital or a cooperative hospital service organization described in section 170(b)(1)(A)(iii). 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: 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.) A federal, state, or local government or governmental unit described in section 170(b)(1)(A)(v). 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.) A community trust described in section 170(b)(1)(A)(vi). (Complete Part II.) An organization that normally receives: (1) more than 331/3% 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 331/3% 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). 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. c Type III-Functionally integrated d Type III-Non-functionally integrated **b** Type II 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). If the organization received a written determination from the IRS that it is a Type I, Type II, or Type III supporting f Since August 17, 2006, has the organization accepted any gift or contribution from any of the q following persons? (i) A person who directly or indirectly controls, either alone or together with persons described in (ii) and Yes No (iii) below, the governing body of the supported organization? 11g(i) 11g(ii) (ii) A family member of a person described in (i) above? . . . . . . 11g(iii) (iii) A 35% controlled entity of a person described in (i) or (ii) above? . Provide the following information about the supported organization(s). (vii) Amount of monetary (iv) is the organization (i) Name of supported (iii) Type of organization (v) Did you notify (vi) Is the the organization in organization in col. organization (described on lines 1-9 in col. (i) listed in your support governing document? col. (i) of your (i) organized in the above or IRC section support? U.S.? (see instructions)) Yes Yes No Yes No No (A) (B) (C) (D) (E)

Support Schedule for Organizations Described in Sections 170(b)(1)(A)(iv) and 170(b)(1)(A)(vi) Part II (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 (e) 2012 (f) Total (a) 2008 **(b)** 2009 (c) 2010 (d) 2011 Calendar year (or fiscal year beginning in) Gifts, grants, contributions, and membership fees received. (Do not include any "unusual grants.") . . . revenues levied for 2 organization's benefit and either paid to or expended on its behalf . . . The value of services or facilities furnished by a governmental unit to the organization without charge . . . . Total. Add lines 1 through 3. . . . The portion of total contributions by each person (other than unit publicly governmental supported organization) included on line 1 that exceeds 2% of the amount shown on line 11, column (f) . . . . Public support. Subtract line 5 from line 4. Section B. Total Support (c) 2010 (d) 2011 (e) 2012 (f) Total (a) 2008 (b) 2009 Calendar year (or fiscal year beginning in) Amounts from line 4 . . . . . . 7 8 Gross income from interest, dividends, payments received on securities loans, rents, royalties and income from similar Net income from unrelated business activities, whether or not the business is regularly carried on . . . . . Other income. Do not include gain or loss from the sale of capital assets (Explain in Part IV.) . . . . . . . Total support. Add lines 7 through 10 11 12 12 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) 13 Section C. Computation of Public Support Percentage % Public support percentage for 2012 (line 6, column (f) divided by line 11, column (f) . . . . Public support percentage from 2011 Schedule A, Part II, line 14 . . . . . . . . . . . . . . . . . % 15 331/3% support test - 2012. If the organization did not check the box on line 13, and line 14 is 331/3% or more, check this 16a b 331/3% support test-2011. If the organization did not check a box on line 13 or 16a, and line 15 is 331/3% or more, check this box and stop here. The organization qualifies as a publicly supported organization 17a 10%-facts-and-circumstances test-2012. 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 b 10%-facts-and-circumstances test-2011. 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 Private foundation. If the organization did not check a box on line 13, 16a, 16b, 17a, or 17b, check this box and see 18

# 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														
Caler	ndar year (or fiscal year beginning in)	(a) 2008	<b>(b)</b> 2009	(c) 2010	(d) 2011	(e) 2012	(f) Total							
1	Gifts, grants, contributions, and membership fees													
	received. (Do not include any "unusual grants.")	1,959,103	3,222,004	20,395,350	4,659,256	8,835,102	39,070,815							
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	l o	0	o	0	2,280,902	2,280,902							
3	Gross receipts from activities that are not an		***											
	unrelated trade or business under section 513	o	0	o	o	o	0							
4	Tax revenues levied for the													
	organization's benefit and either paid													
	to or expended on its behalf	o	0	0	o	o	0							
5	The value of services or facilities													
·	furnished by a governmental unit to the													
	organization without charge	0	0	o	0	o	0							
6	Total. Add lines 1 through 5	1,959,103	3,222,004	20,395,350	4,659,256	11,116,004	41,351,717							
7a	Amounts included on lines 1, 2, and 3	1/000/100	0,222,001		.,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,									
	received from disqualified persons .	323,650	171,518	730,847	612,936	1,364,298	3,203,249							
h	Amounts included on lines 2 and 3	020,000	171,010	700,011	0127000	7/00 1/200	<u> </u>							
b	received from other than disqualified													
	persons that exceed the greater of \$5,000													
	or 1% of the amount on line 13 for the year	o	0	0	o	o	0							
c	Add lines 7a and 7b	323,650	171,518	730,847	612,936	1,364,298	3,203,249							
8	Public support (Subtract line 7c from	323,000	171,010	7807047	<u> </u>	1,001,200	0/200/2.0							
Ū							38.148.468							
Secti	line 6.)													
	dar year (or fiscal year beginning in)	(a) 2008	<b>(b)</b> 2009	(c) 2010	(d) 2011	(e) 2012	(f) Total							
9	Amounts from line 6	1,959,103	3,222,004	20,395,350	4,659,256	11,116,004	41,351,717							
10a	Gross income from interest, dividends,	170007100	0,,-		-,, -, -, -, -, -, -, -, -, -, -, -, -,									
104	payments received on securities loans, rents,													
	royalties and income from similar sources .	72,864	11,477	335,428	649,356	455,620	1,524,745							
b	Unrelated business taxable income (less	72,004	.,,,,,	3337,140										
	section 511 taxes) from businesses													
	acquired after June 30, 1975	0	o	اه	0	o	0							
С	Add lines 10a and 10b	72,864	11,477	335,428	649,356	455,620	1,524,745							
11	Net income from unrelated business	72,007	, , , , , ,			,								
•••	activities not included in line 10b, whether													
	or not the business is regularly carried on	0	0	o	o	o	0							
12	Other income. Do not include gain or	-												
12	loss from the sale of capital assets				İ									
	(Explain in Part IV.)	276,091	276,116	322,828	378,172	143,396	1,396,603							
13	Total support. (Add lines 9, 10c, 11,	270,001	2,0,110	322,020	370,172	140,000	1,000,000							
	and 12.)	2,308,058	3,509,597	21,053,606	5,686,784	11,715,020	44,273,065							
14	First five years. If the Form 990 is for th													
	organization, check this box and stop her	_					h							
Secti	on C. Computation of Public Suppor													
15	Public support percentage for 2012 (line 8			3. column (f))		15	86.17 %							
16	Public support percentage from 2011 Sch		-			16	90.67 %							
	on D. Computation of Investment Inc													
17	Investment income percentage for 2012 (I			/ line 13, colum	nn (f))	17	3.44 %							
18	Investment income percentage from 2011					18	11.42 %							
19a														
174	17 is not more than 331/3%, check this box	and stop here.	The organization	on qualifies as a	publicly suppo	rted organization	on . ▶ 🗸							
ь	331/3% support tests-2011. If the organiz													
D	line 18 is not more than 331/3%, check this b													
20	Private foundation. If the organization did	-	-											

	······································
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).
General Ex	planation - Income from fundraising: \$112,877
	~
General Exp	planation - Income from Gaming Activities: \$30,519
	~~~~~~~~~~~~~~~~~~~~~~~~~~~~~~~~~~~~~~
	**************************************
	***************************************
	***************************************
	***************************************
	***************************************
	***************************************

# SCHEDULE D (Form 990)

# **Supplemental Financial Statements**

20**12** 

2012

Department of the Treasury Internal Revenue Service Name of the organization ➤ 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.

b. Open to Public Inspection
Employer identification number

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.  1 Total number at end of year .  2 Aggregate contributions to (during year) .  3 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 inform all 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, of rear yother purpose   Yes   1    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   Yes   1    Purpose(8) 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   Preservation or of pan space   Preservation of open space   Complete lines 2 at twough 2 dif the organization held a qualified conservation contribution in the form of a conservation easement to the last day of the tax year.  a Total number of conservation easements on a certified historic structure included in (a)   2a    1 Aumber of conservation easements on a certified historic structure included in (a)   2a    2 A   Number of conservation easements in coldied, transferred, released, extinguished, or terminated by the organization during it tax year.  4 Number of states where property subject to conservation easements in located   Yes   1    Amount of expenses incurred in monitoring, inspecting, and enforcing conservation easements that describes the organization for organization have a written policy regarding the periodic monitoring, inspection, handling of violations, and enforcement of the conservation easements in thotics?   Yes   1    5 Does the organization where a	LEMA	Y-AMERICAS CAR MUSEUM			867848
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 inform all 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 advisors or for any other purpose conferring impermissible private benefit?   Port II   Conservation Easements. Complete if the organization (check all that apply).   Preservation of land for public use (e.g., recreation or education)   Preservation of an instorcially important land area   Preservation of land for public use (e.g., recreation or education)   Preservation of an instorcially important land area   Preservation of open space   Complete lines 2 at through 2 dl if the organization held a qualified conservation contribution in the form of a conservation easement on the last day of the tax year.   2	Pai	Organizations Maintaining Dono	or Advised Funds or Other Similar	<b>Funds or Accounts</b>	. Complete if the
Total number at end of year .  2 Aggregate contributions to (during year) .  3 Aggregate value at end of 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? .		organization answered "Yes" to F	orm 990, Part IV, line 6.		
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?			(a) Donor advised funds	(b) Funds and	other accounts
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?	1	Total number at end of year			
3 Aggregate grants from (during year) . 4 Aggregate value et and 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? . 6 Did the organization inform all 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? .    Yes   1		· · · · · · · · · · · · · · · · · · ·			
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?		** *			
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?					
funds are the organization's property, subject to the organization's exclusive legal control?. Yes   1    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?  Part II Conservation Easements. Complete if the organization answered "Yes" to Form 990, Part IV, line 7.  Purpose(s) of conservation easements held by the organization answered "Yes" to Form 990, Part IV, line 7.  Preservation of land for public use (e.g., recreation or education) Preservation of an historically important land area Preservation of land for public use (e.g., recreation or education) Preservation of an historically important land area Preservation of open space  Complete lines 2 at 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.  Total number of conservation easements  Total acreage restricted by conservation easements  Total acreage restricted by conservation easements  Total acreage restricted by conservation easements on a certified historic structure included in (a) .  Number of conservation easements no a certified historic structure included in (a) .  Number of conservation easements modified, transferred, released, extinguished, or terminated by the organization during the tax year P  Number of states where property subject to conservation easement is located P  Number of states where property subject to conservation easement is located P  Number of states where property subject to conservation easement is located P  Number of states where property subject to conservation easement is located P  Number of states where property subject to conservation easement is located P  Number of states where property subject to conservation easement is located P  Number of states where property subject to conservation easement is located P  Numbe		Did the examination inform all denote and	donor advisors in writing that the assu	ets held in donor advis	ed sed
olid 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?  Part III Conservation Easements. Complete if 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 natural habitat  □ Preservation of a certified historic structure  □ Preservation of natural habitat  □ Preservation of a certified historic structure  □ Preservation of a certified historic structure  □ Preservation of a certified historic structure  □ Preservation of a certified historic structure  □ Preservation of the last day of the tax year.  a Total number of conservation easements  □ Preservation easements  □ Preservation easements  □ Preservation easements on a certified historic structure included in (a) □ Preservation easements included in (a) □ Preservation easements included in (a) □ Preservation easements easements included in (a) □ Preservation easements easements included in (a) □ Preservation easements easements easements easement easements easement easements easements easements easements easements easements easements easement easements easem	Ð	funds are the organization's property subject	et to the organization's exclusive legal of	ontrol?	. DYAS NA
only for charitable purposes and not for the benefit of the donor or donor advisor, or for any other purpose conferring impermissible private benefit?	_				
Conferring impermissible private benefit?  Part II Conservation Easements. Complete if the organization answered "Yes" to Form 990, Part IV, line 7.  Prosecyation of land for public use (e.g., recreation or education)	ь	Did the organization inform all grantees, do	nors, and donor advisors in writing that	or for any other number.	nea
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 open space  2 Complete lines 2a through 26 if the organization held a qualified conservation contribution in the form of a conservation easement on the last day of the tax year.  a Total number of conservation easements  b Total acreage restricted by conservation easements.  c Number of conservation easements an a certified historic structure included in (a)					
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   Preservation of natural habitat   Preservation of natural habitat   Preservation of open space   Preservation of open space   Preservation of open space   Preservation of the last day of the tax year.  a Total number of conservation easements   2a   Preservation of a conservation easement on the last day of the tax year.  a Total number of conservation easements   2a   Preservation easements   2a   Preservation easements   2a   Preservation easements   2b   Preservation easements   2b   Preservation easements   Preservation easements   Preservation easements   Preservation easements   Preservation easements   Preservation easements   Preservation easements   Preservation   Preservati		conferring impermissible private benefit? .			tes inc
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   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.  a Total number of conservation easements   2a   Hold at the End of the Tax Y.    a Total acreage restricted by conservation easements   2b   2c    b Total acreage restricted by conservation easements   2b   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   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?    5 Staff and volunteer hours devoted to monitoring, inspecting, and enforcing conservation easements during the year    Amount of expenses incurred in monitoring, inspecting, and enforcing conservation easements during the year    5 Does each conservation easement reported on line 2(d) above satisfy the requirements of section 170(h)(4)(B) (ii)?    9 In Part XIII, 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 easement mand balance sheet, and include, if applicable, the text of the footnote to the organization's financial statement and balance sheet, and include, if applicable, the text of the footnote to the organization in the revenue statement and balance she works of art, historical	Par	Conservation Easements. Comp	lete if the organization answered "Y	es" to Form 990, Pa	rt IV, iirie 7.
Preservation of a certified historic structure  Preservation of open space  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.  a Total number of conservation easements  b Total acreage restricted by conservation easements  c Number of conservation easements on a certified historic structure included in (a)  Number of conservation easements included in (c) acquired after 8/17/06, and not on a historic structure listed in the National Register  Number of conservation easements included in (c) acquired after 8/17/06, and not on a historic structure listed in the National Register  Number of conservation easements modified, transferred, released, extinguished, or terminated by the organization during the tax year ▶  Number of states where property subject to conservation easement is located ▶  Does the organization have a written policy regarding the periodic monitoring, inspection, handling of violations, and enforcement of the conservation easements it holds?  Staff and volunteer hours devoted to monitoring, inspecting, and enforcing conservation easements during the year  Number of expenses incurred in monitoring, inspecting, and enforcing conservation easements during the year  Amount of expenses incurred in monitoring, inspecting, and enforcing conservation easements during the year  Number of expenses incurred in monitoring, inspecting, and enforcing conservation easements during the year  Part III organization easement reported on line 2(d) above satisfy the requirements of section 170(h)(4)(B)(B)  (i) and section 170(h)(4)(B)(B)  (ii) and section 170(h)(4)(B)(B)  (iii) and section 170(h)(4)(B)(B)  (iii) and section 170(h)(4)(B)(B)  (iii) and section 170(h)(4)(B)(B)  (iii) and section 170(h)(4)(B)(B)  (iii) and section 170(h)(4)(B)(B)  (iii) and section 170(h)(4)(B)(B)  (iii) and section 170(h)(4)(B)(B)(B)  (iii) and section 170(h)(4)(B)(B)(B)  (iii) and section 170(h)(4)(B)(B)(B)  (iii) and sec	1	Purpose(s) of conservation easements held I	by the organization (check_all that apply	<b>).</b>	
Preservation of open space  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.  a Total number of conservation easements b Total acreage restricted by conservation easements c Number of conservation easements on a certified historic structure included in (a) d Number of conservation easements included in (a) acquired after 8/17/06, and not on a historic structure listed in the National Register  Number of conservation easements modified, transferred, released, extinguished, or terminated by the organization during the tax year ▶  Number of states where property subject to conservation easement is located ▶  Does the organization have a written policy regarding the periodic monitoring, inspection, handling of violations, and enforcement of the conservation easements it holds?  Staff and volunteer hours devoted to monitoring, inspecting, and enforcing conservation easements during the year  Amount of expenses incurred in monitoring, inspecting, and enforcing conservation easements during the year  Amount of expenses incurred in monitoring, inspecting, and enforcing conservation easements during the year  Amount of expenses incurred in monitoring, inspecting, and enforcing conservation easements during the year  Amount of expenses incurred in monitoring, inspecting, and enforcing conservation easements during the year  Net 1   1   1   1   1   1   1   1   1   1		Preservation of land for public use (e.g.,			
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.    A		☐ Protection of natural habitat	☐ Preservati	on of a certified historic	c structure
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c Number of conservation easements on a certified historic structure included in (a)			sements	2b	
d Number of conservation easements included in (c) acquired after 8/17/06, and not on a historic structure listed in the National Register		Number of conservation easements on a cer	tified historic structure included in (a).	2c	
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(i) and section 170(h)(4)(B)(ii)?	_		an or not to the constitution		/m\
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<ul> <li>If the organization elected, as permitted under SFAS 116 (ASC 958), not to report in its revenue statement and balance sh works of art, historical treasures, or other similar assets held for public exhibition, education, or research in furtherance public service, provide, in Part XIII, the text of the footnote to its financial statements that describes these items.</li> <li>If the organization elected, as permitted under SFAS 116 (ASC 958), to report in its revenue statement and balance sh works of art, historical treasures, or other similar assets held for public exhibition, education, or research in furtherance public service, provide the following amounts relating to these items: <ol> <li>Revenues included in Form 990, Part VIII, line 1</li> <li>If the organization received or held works of art, historical treasures, or other similar assets for financial gain, provider following amounts required to be reported under SFAS 116 (ASC 958) relating to these items:</li> </ol> </li> <li>Revenues included in Form 990, Part VIII, line 1</li> <li>Assets included in Form 990, Part VIII, line 1</li> <li>Assets included in Form 990, Part VIII, line 1</li> <li>Assets included in Form 990, Part VIII, line 1</li> <li>Assets included in Form 990, Part VIII, line 1</li> <li>Assets included in Form 990, Part VIII, line 1</li> <li>Assets included in Form 990, Part VIII, line 1</li> <li>Assets included in Form 990, Part VIII, line 1</li> <li>Assets included in Form 990, Part VIII, line 1</li> <li>Assets included in Form 990, Part VIII, line 1</li> <li>Assets included in Form 990, Part VIII, line 1</li> <li>Assets included in Form 990, Part VIII, line 1</li> <li>Assets included in Form 990, Part VIII, line 1</li> <li>Assets included in Form 990, Part VIII, line 1</li> <li>Assets included in Form 990, Part VIII, line 1</li> <li>Assets included in Form 990, Part VIII, line 1</li> <li>Assets included in Form 990, Part VIII, line 1</li> <li>Assets included in Form 990, Part VIII, line 1</li> <li>Assets included in Form 990,</li></ul>	Part				issets.
works of art, historical treasures, or other similar assets held for public exhibition, education, or research in furtherance public service, provide, in Part XIII, 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 sh works of art, historical treasures, or other similar assets held for public exhibition, education, or research in furtherance public service, provide the following amounts relating to these items:  (i) Revenues included in Form 990, Part VIII, line 1					
public service, provide, in Part XIII, 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 sh works of art, historical treasures, or other similar assets held for public exhibition, education, or research in furtherance public service, provide the following amounts relating to these items:  (i) Revenues included in Form 990, Part VIII, line 1	1a	If the organization elected, as permitted unc	der SFAS 116 (ASC 958), not to report	in its revenue statemer	nt and balance shee
<ul> <li>b If the organization elected, as permitted under SFAS 116 (ASC 958), to report in its revenue statement and balance sh works of art, historical treasures, or other similar assets held for public exhibition, education, or research in furtherance public service, provide the following amounts relating to these items: <ol> <li>(i) Revenues included in Form 990, Part VIII, line 1</li> <li>(ii) Assets included in Form 990, Part X</li> <li>2 If the organization received or held works of art, historical treasures, or other similar assets for financial gain, provider following amounts required to be reported under SFAS 116 (ASC 958) relating to these items:</li> </ol> <ul> <li>a Revenues included in Form 990, Part VIII, line 1</li> <li>(iii) Assets included in Form 990, Part VIII, line 1</li> <li>(iiii) Assets included in Form 990, Part VIII, line 1</li> <li>(iiiii) Assets included in Form 990, Part VIII, line 1</li> <li>(iiiiii) Assets included in Form 990, Part VIII, line 1</li> <li>(iiiiii) Assets included in Form 990, Part VIII, line 1</li> <li>(iiiiiiiiiiiiiiiiiiiiiiiiiiiiiiiiiii</li></ul></li></ul>		works of art, historical treasures, or other	similar assets held for public exhibition	n, education, or resea	rch in turtherance o
works of art, historical treasures, or other similar assets held for public exhibition, education, or research in furtherance public service, provide the following amounts relating to these items:  (i) Revenues included in Form 990, Part VIII, line 1					
public service, provide the following amounts relating to these items:  (i) Revenues included in Form 990, Part VIII, line 1	b	If the organization elected, as permitted ur	nder SFAS 116 (ASC 958), to report in	ı its revenue statemen	t and balance shee
<ul> <li>(i) Revenues included in Form 990, Part VIII, line 1</li></ul>				n, education, or resear	rch in furtherance o
<ul> <li>(ii) Assets included in Form 990, Part X</li></ul>		public service, provide the following amount:	s relating to these items:		
<ul> <li>(ii) Assets included in Form 990, Part X</li></ul>		(i) Revenues included in Form 990, Part VIII,	, line 1	\$	
<ul> <li>If the organization received or held works of art, historical treasures, or other similar assets for financial gain, provide following amounts required to be reported under SFAS 116 (ASC 958) relating to these items:</li> <li>a Revenues included in Form 990, Part VIII, line 1</li></ul>		(ii) Assets included in Form 990. Part X		▶ \$	
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	2	If the organization received or held works	of art, historical treasures, or other si	milar assets for financ	ial gain, provide the
a Revenues included in Form 990, Part VIII, line 1					
h Assets included in Form 990 Part X	я	, ,	•		0
THE CONTROL OF THE PROPERTY OF THE PARTY OF	h	Assets included in Form 990. Part X		<b>&gt;</b> \$	1,395,100

	ie D (1 0/111 990) 2012							
Par	III Organizations Maintaining	Collections of	Art, His	torical	reasures	, or Ot	her Similar As	sets (continued)
3	Using the organization's acquisition, collection items (check all that apply):	accession, and o	ther reco	rds, chec	ck any of th	e follov	ving that are a s	significant use of its
а	✓ Public exhibition		d		or exchang			
b	☐ Scholarly research		е	☐ Othe	r			
С	Preservation for future generations	1						
4	Provide a description of the organizat	ion's collections	and expla	ain how t	hey further	the org	ganization's exer	npt purpose in Part
5	During the year, did the organization assets to be sold to raise funds rather	solicit or receive	donation	ns of art,	historical tr	reasure	s, or other simil	ar ☑ Yes ☐ No
	assets to be sold to raise lurius rather	man to be maint	allieu as	f the eve	colyanization	0513 00	rod "Voc" to Er	vm 000 Part IV
Part	IV Escrow and Custodial Arra				janization	answe	red res to re	Jiiii 990, Fait iv,
	line 9, or reported an amount ls the organization an agent, trustee,	t on Form 990,	Part A, II	nie z i.	or contribut	ione or	other recete n	nt
1a	included on Form 990, Part X?					. ,		☐ Yes ☐ No
b	If "Yes," explain the arrangement in Pa	art XIII and compl	lete the fo	ollowing to	able:			
							_  A	mount
С	Beginning balance					10	;	
d	Additions during the year					1d	I	
e	Distributions during the year					1e	•	
f	Ending balance					1f		
2a	Did the organization include an amour	nt on Form 990, P	art X, line	21? .				☐ Yes ☐ No
b	If "Yes," explain the arrangement in Pa	art XIII. Check her	re if the e	xplanatio	n has been	provide	ed in Part XIII .	$\square$
	EV Endowment Funds. Comple	ete if the organiz	zation ar	nswered	"Yes" to F	orm 9	90, Part IV, line	10.
	,	(a) Current year		or year	(c) Two year	rs back	(d) Three years bac	(e) Four years back
1a	Beginning of year balance							
b	Contributions		·					
	Net investment earnings, gains, and							
C	losses							
d	Grants or scholarships							
е	Other expenditures for facilities and							
	programs							
f	Administrative expenses		ļ					
g	End of year balance		<u> </u>	01 4	1	\\ \ \ \ \ \ \ \ \ \ \ \ \ \ \ \ \ \ \		
2	Provide the estimated percentage of t			e (line 1g	ı, column (a	)) held	as:	
а	Board designated or quasi-endowmer	nt 🕨	%					
b	Permanent endowment	%						
С	Temporarily restricted endowment ▶	%						
	The percentages in lines 2a, 2b, and 2	c should equal 10	00%.					
3a	Are there endowment funds not in the	possession of the	he organi	zation the	at are held	and ad	ministered for th	ie
	organization by:							Yes No
	(i) unrelated organizations							3a(i)
	(ii) related organizations							3a(ii)
b	If "Yes" to 3a(ii), are the related organi	zations listed as r	required o	on Sched	ule R? .			3b
4	Describe in Part XIII the intended uses	of the organization	on's endo	owment fi	unds.			
Part	VI Land, Buildings, and Equip	ment. See Forn	n 990, P	art X, lin	e 10.			
	Description of property	(a) Cost or o	ther basis	(b) Cost of	or other basis ther)		Accumulated epreciation	(d) Book value
40	Land		0		2,088,191			2,088,191
1a	Buildings		0		2,000,191	50000000000000000000000000000000000000	0	<u> </u>
b	Leasehold improvements		0		491,574		40,307	451,267
C	•		0	<del> </del>	2,569,179		425,117	2,144,062
d e	Equipment		0	<del> </del>	7,136,468		68,764	7,067,704
-	Add lines 1a through 1e. (Column (d) m	ust equal Form 0		l		)(c).}	•	11,751,224
ı Çtalı	Add thes ta though to lookinh (a) It	ase oquar i omi s	vo, i ait /	9 2014/11/	. 1-/, 0 10	~//		

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)		
(1)		
Total. (Column (b) must equal Form 990, Part X, col. (B) line 12.) ▶	0 F 000 D V	1: 10
Part VIII Investments—Program Related		
(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)		
Total. (Column (b) must equal Form 990, Part X, col. (B) line 13.)		
Part IX Other Assets. See Form 990, Par	t X. line 15.	
	Description	(b) Book value
(1) Note Receivable		25,823,200
(2) Prepaid Financing Costs, net		75,683
(3) Art Statues		1,415,193
(4) Investment in Related Entity		612,605
(5) Classic & Antique Cars - not accessed		7,592,450
(6)		
(7)		
(8)		
(9)		
(10)		
Total. (Column (b) must equal Form 990, Part X, col		▶ 35,519,131
Part X Other Liabilities. See Form 990, F	Part X, line 25.	
1. (a) Description of liability	(b) Book value	
(1) Federal income taxes	0	
(2) Due to Related Entities	-2,714,579	
(3)		
(4)		
(5)		
(6)		
(7)		
(8)		
(9)		
(10)		
(11)		
Total. (Column (b) must equal Form 990, Part X, col. (B) line 25.) ▶	-2,714,579	
<ol><li>FIN 48 (ASC 740) Footnote. In Part XIII, provide the te liability for uncertain tax positions under FIN 48 (ASC 74)</li></ol>		anization's financial statements that reports the organization's

Page 4
11,779,617
411,063 11,368,554
0 11,368,554 6,778,138
411,063 6,367,075
6,367,075

Schedule D (Form 990) 2012

Pari	XI Reconciliation of Revenue per Audited Financial Stateme	ents	With Revenue per l	Returr	1
1	Total revenue, gains, and other support per audited financial statements			1	11,779,617
2	Amounts included on line 1 but not on Form 990, Part VIII, line 12:				
а	Net unrealized gains on investments	2a	0		
b	Donated services and use of facilities	2b	64,597		
C	Recoveries of prior year grants	2c	0		
d	Other (Describe in Part XIII.)	2d	346,466	2.86	
e	•			2e	411,063
3	Subtract line 2e from line 1			3	11,368,554
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	0		
b	Other (Describe in Part XIII.)	4b	0		
C	Add lines 4a and 4b			4c	0
5	Total revenue. Add lines 3 and 4c. (This must equal Form 990, Part I, line	12.)		5	11,368,554
	XII Reconciliation of Expenses per Audited Financial Statem	ents	With Expenses pe	r Retu	
1	Total expenses and losses per audited financial statements			1	6,778,138
2	Amounts included on line 1 but not on Form 990, Part IX, line 25:				
	Donated services and use of facilities	2a	64,597		
a	Prior year adjustments	2b	0		
b	Other losses	2c	0		
C	Other (Describe in Part XIII.)	2d	346,466		
d			340,400	2e	411,063
e	Add lines 2a through 2d	• •		3	6,367,075
3	Subtract line 2e from line 1	i .	, , . <i>.</i> , , , ,		0,307,073
4	Amounts included on Form 990, Part IX, line 25, but not on line 1:	4a	o	8.00	
a	Investment expenses not included on Form 990, Part VIII, line 7b	4a 4b	0		
b	Other (Describe in Part XIII.)			4c	^
_C	Add lines 4a and 4b			5	6,367,075
5	Total expenses. Add lines 3 and 4c. (This must equal Form 990, Part I, line	e 10.)		3	0,307,075
Part	XIII Supplemental Information	0. D.	# III lines to and 4: D	out IV/ E	ings 1h and 2h:
Comp	lete this part to provide the descriptions required for Part II, lines 3, 5, and	y; ra	rt III, Imes Ta anu 4; Pa	nrovid	e any additional
	line 4; Part X, line 2; Part XI, lines 2d and 4b; and Part XII, lines 2d and 4b	, Alsc	Complete this part to	piovia	e arry additional
inform	•• •				a Book and
Sched	ule D, Part III, Line 1 - The Museum's has adopted a policy of not capitalizing t	ne col	lection in its financial s	tatemer	its. Accordingly,
no col	lection items are recognized as assets, whether they are purchased or receive				
			************		
Sched	ule D, Part III, Line 4 - The Lemay car collection serves as a showcase for auto	manu	facturers achievement	s and it	iture direction in
	n, technology and product development. The cars are used in the interactive ec				
and de	emonstrating restoration and preservation.				
	***************************************				
Sched	ule D, Part XI, Line 2d - Fundraising direct expenses = \$274,061 and gaming ac	tivitie	s direct expenses = \$72	2,405	
Sched	ule D, Part XII, Line 2d - Fundraising direct expenses = \$274,061 and gaming a	ctivitie	es direct expenses = \$7	2,405	

Schedule D (Form 990) 2012	Page 5
Part XIII - Supplemental Information (Continued)	
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January 1. pro-	
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#### **SCHEDULE G** (Form 990 or 990-EZ)

# **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.

OMB No. 1545-0047

Department of the Treasury Internal Revenue Service ➤ Attach to Form 990 or Form 990-EZ. ➤ See separate instructions. Employer identification number Name of the organization 91-1867848 **LEMAY-AMERICAS CAR MUSEUM** Fundraising Activities. Complete if the organization answered "Yes" to Form 990, Part IV, line 17. Part I Form 990-EZ filers are not required to complete this part. Indicate whether the organization raised funds through any of the following activities. Check all that apply. e Solicitation of non-government grants Mail solicitations а Internet and email solicitations Solicitation of government grants c Phone solicitations Special fundraising events d In-person solicitations 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. (v) Amount paid to (iii) Did fundraiser have custody or control of contributions? (vi) Amount paid to (i) Name and address of individual (iv) Gross receipts from activity (or retained by) fundraiser listed in (or retained by) organization (ii) Activity or entity (fundraiser) col. (i) Yes No 1 2 3 4 5 6 10 Total List all states in which the organization is registered or licensed to solicit contributions or has been notified it is exempt from 3 registration or licensing.

		gross receipts greater that	(a) Event #1	(b) Event #2	(c) Other events	(4) 7-1-1
			Museum Opening	(4) = 10.00	(4,	(d) Total events (add col. (a) through
			(event type)	(event type)	(total number)	col. (c))
Revenue	1	Gross receipts	112,877			112,877
Œ.	2	Less: Contributions	0			0
	3	Gross income (line 1 minus line 2)	112,877			112,877
	4	Cash prizes	0			0
	5	Noncash prizes	0			0
nses	6	Rent/facility costs	0			0
Direct Expenses	7	Food and beverages	107,391		0	107,391
Direc	8	Entertainment	48,907		0	48,907
	9	Other direct expenses .	117,763			117,763
			d lines 4 through 0 in co	olumn (ď)	<b>•</b>	( 274,061 )
	10	Direct expense summary. Add				
Pa	10 11	Net income summary. Combi  Gaming. Complete if the	ne line 3, column (d), ar	nd line 10		-161,184
Pa	11	Net income summary. Combi	ne line 3, column (d), ar organization answer	nd line 10 ed "Yes" to Form 99		-161,184 reported more
- 1	11	Net income summary. Combi Gaming. Complete if the	ne line 3, column (d), ar organization answer	nd line 10		-161,184
- 1	11	Net income summary. Combi Gaming. Complete if the	ne line 3, column (d), ar organization answer 00-EZ, line 6a.	nd line 10 ed "Yes" to Form 99  (b) Pull tabs/instant	▶   90, Part IV, line 19, or r	-161,184 reported more (d) Total gaming (add
Revenue	11 rt III	Net income summary. Combi Gaming. Complete if the than \$15,000 on Form 99	ne line 3, column (d), ar organization answer 00-EZ, line 6a.	nd line 10 ed "Yes" to Form 99  (b) Pull tabs/instant	O, Part IV, line 19, or r	-161,184 'eported more  (d) Total gaming (add col. (a) through col. (c))
Revenue	11 rt III	Net income summary. Combi  Gaming. Complete if the than \$15,000 on Form 99  Gross revenue	ne line 3, column (d), ar organization answer 00-EZ, line 6a.	nd line 10 ed "Yes" to Form 99  (b) Pull tabs/instant	O, Part IV, line 19, or r	-161,184 reported more  (d) Total gaming (add coi. (a) through col. (c))  30,519
Revenue	11 rt III 1	Net income summary. Combi  Gaming. Complete if the than \$15,000 on Form 99  Gross revenue	ne line 3, column (d), ar organization answer 00-EZ, line 6a.	nd line 10 ed "Yes" to Form 99  (b) Pull tabs/instant	(c) Other gaming	-161,184 reported more  (d) Total gaming (add col. (a) through col. (c))  30,519
Revenue	1 2 3	Net income summary. Combi  Gaming. Complete if the than \$15,000 on Form 99  Gross revenue	ne line 3, column (d), ar organization answer 90-EZ, line 6a. (a) Bingo	nd line 10 ed "Yes" to Form 99  (b) Pull tabs/instant bingo/progressive bingo	(c) Other gaming 30,519 68,250	-161,184 reported more  (d) Total gaming (add col. (a) through col. (c))  30,519 0 68,250
Revenue	1 2 3 4	Net income summary. Combi  Gaming. Complete if the than \$15,000 on Form 99  Gross revenue	ne line 3, column (d), ar organization answer 00-EZ, line 6a.	nd line 10 ed "Yes" to Form 99  (b) Pull tabs/instant	(c) Other gaming 30,519 68,250	-161,184 reported more  (d) Total gaming (add col. (a) through col. (c))  30,519  0  68,250
Revenue	11 rt	Net income summary. Combi  Gaming. Complete if the than \$15,000 on Form 99  Gross revenue	ne line 3, column (d), ar organization answer 30-EZ, line 6a.  (a) Bingo	ed "Yes" to Form 99  (b) Pull tabs/instant bingo/progressive bingo	(c) Other gaming  30,519  68,250  4,155	-161,184 reported more  (d) Total gaming (add col. (a) through col. (c))  30,519  0  68,250
Revenue	11	Rent/facility costs  Other direct expenses  Volunteer labor	ne line 3, column (d), ar organization answer 30-EZ, line 6a.  (a) Bingo  Yes %  No	nd line 10 ed "Yes" to Form 99  (b) Pull tabs/instant bingo/progressive bingo  Yes %  No	(c) Other gaming  30,519  68,250  0  4,155  Yes %  No	-161,184 reported more  (d) Total gaming (add col. (a) through col. (c))  30,519  0  68,250  0  4,155
<b>o</b> Direct Expenses Revenue	11 2 3 4 5 6 7 8 Enra ls t	Net income summary. Combine Gaming. Complete if the than \$15,000 on Form 99 and the state of the than \$15,000 on Form 99 and the state of the organization licensed to op 100, " explain:	ne line 3, column (d), ar organization answer 30-EZ, line 6a.  (a) Bingo  Yes %  No  d lines 2 through 5 in column (d), ar organization operates gaming activities	ed "Yes" to Form 99  (b) Pull tabs/instant bingo/progressive bingo  Yes % No  No  No  No  No  No  No  No  No  No	(c) Other gaming  (c) Other gaming  30,519  68,250  0  4,155  Yes  No	-161,184 reported more  (d) Total gaming (add col. (a) through col. (c))  30,519  0  68,250  0  4,155  ( 72,405 )  -41,886

Schedu	ule G (Form 990 or 990-EZ) 2012	Pa	age 3
11 12	Does the organization operate gaming activities with nonmembers?		
13 a b			%
14	Enter the name and address of the person who prepares the organization's gaming/special events books and records:		
	Name Richard Deitz		
	Address ► 2702 East D Street Tacoma, WA 98421		
15a	Does the organization have a contract with a third party from whom the organization receives gaming revenue?	[7]	No
b c	teme is a sign of the sign of		140
	Name ►		
	Address►		
16	Gaming manager information:		
	Name ► Dominic Dobson		
	Gaming manager compensation ► \$ 1,176		
	Description of services provided  Oversight of the raffle process, including initiation.		
	☑ Director/officer ☐ Employee ☐ Independent contractor		
17 a	Mandatory distributions:  Is the organization required under state law to make charitable distributions from the gaming proceeds to retain the state gaming license?	<b>7</b>	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 ▶ \$ 0		
Part	Supplemental Information. Complete this part to provide the explanations required by Part I, line 2b, columns (iii) and (v), and Part III, lines 9, 9b, 10b, 15b, 15c, 16, and 17b, as applicable. Also complete t part to provide any additional information (see instructions).	his	

### **SCHEDULE J** (Form 990)

Department of the Treasury Internal Revenue Service

Name of the organization

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

Open to Public Inspection

LEMAY-AMERICAS CAR MUSEUM

Employer identification number

91-1867848

Part	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.			
	☐ First-class or charter travel ☐ Housing allowance or residence for personal use			
	☐ Travel for companions ☐ Payments for business use of personal residence			
	☐ Tax indemnification and gross-up payments ☐ Health or social club dues or initiation fees			
	☐ Discretionary spending account ☐ Personal services (e.g., maid, chauffeur, chef)	10000		
			88.000	
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	schvillan	\$56540256VF
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	Taxable and	12000000
3	Indicate which, if any, of the following the filing organization used to establish the compensation of the			
	organization's CEO/Executive Director. Check all that apply. Do not check any boxes for methods used by a			
	related organization to establish compensation of the CEO/Executive Director, but explain in Part III.			
	☐ Independent compensation consultant ☐ Compensation survey or study			
	☐ Form 990 of other organizations ☐ Approval by the board or compensation committee			
			a soon	
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:			
а	Receive a severance payment or change-of-control payment?	4a		<b>/</b>
b	Participate in, or receive payment from, a supplemental nonqualified retirement plan?	4b	✓	
С	Participate in, or receive payment from, an equity-based compensation arrangement?	4c		<b>✓</b>
	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:	300		
а	The organization?	5a		<b>✓</b>
b	Any related organization?	5b		<b>/</b>
	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	388 (S)		200
	compensation contingent on the net earnings of:	X (1)		
а	The organization?	6a		✓
b	Any related organization?	6b		<b>√</b>
	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		✓
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			i
	in Part III	8		✓
9	If "Yes" to line 8, did the organization also follow the rebuttable presumption procedure described in			
•	Regulations section 53 4958-6(c)?	a		l

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.

oldenile 990 Part VII Section A line Note. The sum of columns (B)(i)-(ii) for each listed individual must annal the total or

22 11,598 270,789 0	(B) Breakdown of W-2 and/or 1099-MISC compensation		(B) Breakdown o	(B) Breakdown of W-2 and/or 1099-MISC compensation	3C compensation	(C) Retirement and	olderstand (C)	(F) Tarted of a classic	
David Maider, CEO         (1)         159.809         10.00         19.302         11.596         270,789           Paul Miller, COO         (1)         133.226         250.00         0         14.000         9.151         181.427           (1)	(A) Name and Title		(i) Base compensation	(ii) Bonus & incentive compensation	(iii) Other reportable compensation	other deferred	(U) Nontaxable benefits	( <b>E</b> ) I otal of columns (B)(f)-(D)	(F) Compensation reported as deferred in prior Form 990
Paul Miller, COO         (II)         (II)         (III)         (III)	David Madeira, CEO	0	189,889				11,598		
Paul Miller, COO         (1)         133,279         25,000         0         14,000         9,151         181,429           (1)	****	(1)	0		1		0		
0        0       0       0       0       0       0       0       0       0       0       0       0       0       0       0       0       0       0       0	Paul Miller, COO	ε	133,276		- Andrews of the second		9,151	181,427	0
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		ε							
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	16	€							

Curricmental Information	Supplemental micrimation	
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Complete this part to provide the information ovaluation or decompations was was 1 may 1 m at
Company this part to provide the information, explanation, or descriptions required for rail 1, inters 14, 10, 3, 44, 40, 46, 38, 50, 68, 60, 7, and 8, and 10f Part II
Also complete this part for any additional information.
William Control of Con
Schedule J, Part I, Line 3 - The Board of Directors' responsibility is to provide for an appropriate executive compensation policy. The Museum's executive compensation notice is intended

Schedule J. Part I. Line 3 - The Board of Directors' responsibility is to provide for an appropriate executive compensation policy. The Museum's executive compensation policy is intended to enable the Museum to remain competitive with similar institutions in terms of salary, frince henefits, and provision of professional development opportunities for its executive.
Personnel. The policy is also intended to ensure that executive and professional compensation is not "excessive" as defined by Internal Revenue Service (IRS) regulations currently in
effect.
Schedule J, Part I, Line 4 - CEO and COO participate in a 457(b) non-qualified plan. Total employer contributions in 2012 for CEO and COO were \$9,750 and \$14,000 respectively.

# SCHEDULE L (Form 990 or 990-EZ)

# **Transactions With Interested Persons**

► Complete if the organization answered "Yes" on Form 990, Part IV, line 25a, 25b, 26, 27, 28a, 28b, or 28c, or Form 990-EZ, Part V, line 38a or 40b.

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

OMB No. 1545-0047
2012
Open To Public

Department of the Treasury Internal Revenue Service Name of the organization

(10)

Employer identification number

LEMA	Y-AMERICAS CAR M	USEUM								91-	18678	48		
Par	Excess Bene Complete if the	fit Transaction ne organization	ns (section 50 answered "Ye	1(c)(3) a	and sect Form 99	ion 501(c)( 0, Part IV, i	4) org ine 25	anizations only) 5a or 25b, or Fo	rm 99	0-EZ,	Part	V, line	40b.	
	f-1 1 ( f di lifi-d		(b) Relationship b	etween o	disqualified	person and		(c) Descriptio	n of trai	neantin	n		(d) Cor	rected
1	(a) Name of disqualified	person		organiza	ation			(c) Descriptio	II OI II AI	sacio	11		Yes	No
(1)														
(2)												·		
(3)														
(4)			.,,,										L	
(5)														
(6)			.,				L							
2	Enter the amount											_		
	under section 4958									• •		·		
3	Enter the amount o	of tax, if any, on	line 2, above,	reimb	ursed by	the organ	izatio	n			• 9	<u> </u>		
Part	Loans to and	/or From Inter	ested Person	1 <b>S.</b>	Farm 00	0 EZ Port'	V line	38a or Form 9	20 Da	/\ا <del>اد</del> و	lina 2	e ori	f tha	
	organization r	eported an am	answered re	990. Pi	art X. lin	e 5. 6. or 2:	v, iii ie 2.	s god of Toffing	30, i c	, ,	III IC Z	.0, 01 1	i tilo	
	Organization 1	T		1		, -, I			T		Γ	<del></del>	l	
(a) N	ame of interested person	(b) Relationship	(c) Purpose of		oan to or	(e) Origin		(f) Balance due	(g) In o	iefault?		proved pard or	(i) W agree	ritten
		with organization	loan		m the nization?	principal an	lount		Ì			nittee?	agree	HEHR:
				То	From	<u> </u>			Yes	No	Yes	No	Yes	No
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Total					<del>-1</del>			\$						
Part		sistance Bene												
	Complete if th	e organization	answered "Ye	s" on f	Form 990	0, Part IV, I	ine 27	7.						
(a)	Name of interested persor		ship between inter		(c) Amount	of assistance	(	d) Type of assistanc	:e	(e	) Purpo	se of a	ssistan	ce
(1)												~,.,		
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(9)														

Diane Fitzgerald  Family relationship  16,019  Compensation  Supplemental Information  Complete this part to provide additional information for responses to questions on Schedule L (see instructions).	gerald Family relationship 16,018 Compensation	(a) Name of interested person	(b) Relationship between interested person and the organization	(c) Amount of transaction	(d) Description of transaction	(e) Sh organi reve Yes	zati
Supplemental Information Complete this part to provide additional information for responses to questions on Schedule L (see instructions).	upplemental Information Implete this part to provide additional information for responses to questions on Schedule L (see instructions).	Vano Eitzgorald	Family relationshin	16.019	Compensation	***	
Complete this part to provide additional information for responses to questions on Schedule L (see instructions).	omplete this part to provide additional information for responses to questions on Schedule L (see instructions).	lane ritzgeralu	r army relations up	10,0.0			T
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# SCHEDULE M (Form 990)

Department of the Treasury Internal Revenue Service

Name of the organization

# **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

2012

Open To Public Inspection

LEMAY-AMERICAS CAR MUSEUM

Employer identification number 91-1867848

Part	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) of determining stribution amounts
1	Art-Works of art	<b>√</b>	1	10,000	FMV	
2	Art-Historical treasures					
3	Art-Fractional interests					
4	Books and publications					
5	Clothing and household goods	<b>√</b>		10,000	FMV	
6	Cars and other vehicles	<b>√</b>	17	2,101,423	FMV	
7	Boats and planes					
8	Intellectual property	✓	1	115,581	FMV	
9	Securities - Publicly traded	1	5	343	FMV	
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	✓	7	126,837	FMV	
20	Drugs and medical supplies					
21	Taxidermy					
22	Historical artifacts					
23	Scientific specimens					
24	Archeological artifacts					
25	Other ► ( Furniture )	<b>✓</b>	1	15,068	FMV	
26	Other ► ( Trophies )	✓	4	4,257	FMV	
27	Other► ( Exhibitory )	✓	17	723,715	FMV	
28	Other ► ( Sch M, Stmt 1 )				γ	
29	Number of Forms 8283 received					
	which the organization completed	Form 8283	, Part IV, Donee Acknowled	igement	29	11
						Yes No
30a		ion receive	by contribution any prope	rty reported in Part I, lines	1-28 that	
	it must hold for at least three yea					.
	used for exempt purposes for the		ng period?			30a ✓
	If "Yes," describe the arrangement			et		
31	Does the organization have a					
	contributions?					31 🗸
32a	Does the organization hire or use					
	contributions?					32a ✓
b	If "Yes," describe in Part II.					
33	If the organization did not report ar describe in Part II.	amount in	column (c) for a type of pro	perty for which column (a) i	s cnecked,	

<u></u>	Supplemental Information. Complete this part to provide the information required by Part I, lines 30b, 32b, and 33, and whether the organization is reporting in Part I, column (b), the number of contributions, the number of items received, or a combination of both. Also complete this part for any additional information.
Schedule M.	Part I, Line 32b - Lucky Auctions and Mather Auctions are used to sell non-collection vehicles.
Schedule M,	Part I, Line 33 - We received 4 stock transactions which were pledge payments against a prior year pledge, therefore, no
revenue was	s recorded in current year.
	***************************************
	VIII. VIII. VIII. VIII. VIII. VIII. VIII. VIII. VIII. VIII. VIII. VIII. VIII. VIII. VIII. VIII. VIII. VIII. VIII. VIII. VIII. VIII. VIII. VIII. VIII. VIII. VIII. VIII. VIII. VIII. VIII. VIII. VIII. VIII. VIII. VIII. VIII. VIII. VIII. VIII. VIII. VIII. VIII. VIII. VIII. VIII. VIII. VIII. VIII. VIII. VIII. VIII. VIII. VIII. VIII. VIII. VIII. VIII. VIII. VIII. VIII. VIII. VIII. VIII. VIII. VIII. VIII. VIII. VIII. VIII. VIII. VIII. VIII. VIII. VIII. VIII. VIII. VIII. VIII. VIII. VIII. VIII. VIII. VIII. VIII. VIII. VIII. VIII. VIII. VIII. VIII. VIII. VIII. VIII. VIII. VIII. VIII. VIII. VIII. VIII. VIII. VIII. VIII. VIII. VIII. VIII. VIII. VIII. VIII. VIII. VIII. VIII. VIII. VIII. VIII. VIII. VIII. VIII. VIII. VIII. VIII. VIII. VIII. VIII. VIII. VIII. VIII. VIII. VIII. VIII. VIII. VIII. VIII. VIII. VIII. VIII. VIII. VIII. VIII. VIII. VIII. VIII. VIII. VIII. VIII. VIII. VIII. VIII. VIII. VIII. VIII. VIII. VIII. VIII. VIII. VIII. VIII. VIII. VIII. VIII. VIII. VIII. VIII. VIII. VIII. VIII. VIII. VIII. VIII. VIII. VIII. VIII. VIII. VIII. VIII. VIII. VIII. VIII. VIII. VIII. VIII. VIII. VIII. VIII. VIII. VIII. VIII. VIII. VIII. VIII. VIII. VIII. VIII. VIII. VIII. VIII. VIII. VIII. VIII. VIII. VIII. VIII. VIII. VIII. VIII. VIII. VIII. VIII. VIII. VIII. VIII. VIII. VIII. VIII. VIII. VIII. VIII. VIII. VIII. VIII. VIII. VIII. VIII. VIII. VIII. VIII. VIII. VIII. VIII. VIII. VIII. VIII. VIII. VIII. VIII. VIII. VIII. VIII. VIII. VIII. VIII. VIII. VIII. VIII. VIII. VIII. VIII. VIII. VIII. VIII. VIII. VIII. VIII. VIII. VIII. VIII. VIII. VIII. VIII. VIII. VIII. VIII. VIII. VIII. VIII. VIII. VIII. VIII. VIII. VIII. VIII. VIII. VIII. VIII. VIII. VIII. VIII. VIII. VIII. VIII. VIII. VIII. VIII. VIII. VIII. VIII. VIII. VIII. VIII. VIII. VIII. VIII. VIII. VIII. VIII. VIII. VIII. VIII. VIII. VIII. VIII. VIII. VIII. VIII. VIII. VIII. VIII. VIII. VIII. VIII. VIII. VIII. VIII. VIII. VIII. VIII. VIII. VIII. VIII. VIII. VIII. VIII. VIII. VIII. VIII. VIII. VIII. VIII. VIII. VIII. VIII. VIII. VIII. VIII. VIII. VIII. VIII. VIII. VIII. VIII. VIII.
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## Schedule M, Part II, Statement 1

Form: Schedule M

Page: 1

Line Number: Part I Line 25-28

#### **Description of Other Types of Property**

		lines on Part I	Contributions	Revenues
Description	Miscellaneous	Yes	13	10,797
Method of determining	FMV			
revenues				
Description	Inventory	Yes	1	4,352
Method of determining	FMV			
revenues				

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

Department of the Treasury

Name of the organization

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

2012

Open to Public Inspection

Employer identification number

LEMAY-AMERICAS CAR MUSEUM	91-1867848
Form 990, Part III, Line 2 - After opening in June 2012 as planned, the museum features rotating exhibi	ts designed to centerpiece the
automotive industry and its history along with an educational center and library.	
Form 990, Part VI, Section A, Line 2 - Nancy and Doug Lemay, board directors, have a family relations	nip, Burt Richmond, board director,
has a family relationship with a part-time employee.	
Form 990, Part VI, Section B, Line 11b - The Form 990 is reviewed by the finance committee, sent to the	e CEO for final approval and then
made available to the remainder of the board before IRS submission.	
~~~~~~~~~~~~~~~~~~~~~~~~~~~~~~~~~~~~~~	
Form 990, Part VI, Section B, Line 12c - Each year at the annual board meeting, the chairman of the bo	ard reviews the museum's conflict
of interest policy with the board members. He informs the board of any contracts or relationships the	nuseum currently has which may
produce a conflict. Each board member signs his/her conflict of interest statement and the board toge	ther votes on any contracts or matters
where conflicts may exist. Any board members not present at the meeting are sent a copy of the confli	ct of interest statement. All connict of
interest statements are monitored for completion.	
vvvv	
The Object of the Control of the Chief Operation Officer provides neural data and analysis	from national regional and local
Form 990, Part VI, Section B, Line 15 - The Chief Operations Officer provides payroll data and analysis	nom national, regional and local
sources for all senior management positions.	
***************************************	
Form 990, Part VI, Section C, Line 19 - The Museum's governing documents, conflict of interest policy	and financial statements are
available upon request.	
available upon request.	
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#### Schedule O, Statement 1

Form: 990 Page: 2

Line Number: Part III Line 4d

## Other Program Services Accomplishments

Activity Code	Description	Expense	Grants	Revenue
	Club Auto is a special membership in addition to the Museum's general membership program. Members of Club Auto are provided a safe space to display their collector cars and share their knowledge with other automobile enthusiasts through educational speakers and car shows. Patrons unable to attend the Museum during normal operating hours are offered the opportunity to view the collection during after-hours events through the Museum's Event Sales program. The Museum also provides its visitors with a store to purchase educational materials and café.	2,820,748	0	1,051,761
Total:		2,820,748	0	1,051,761

# SCHEDULE R (Form 990)

Department of the Treasury Internal Revenue Service Name of the organization

LEMAY-AMERICAS CAR MUSEUM

Partl

Related Organizations and Unrelated Partnerships

Complete if the organization answered "Ves" to Form 990, Part IV, line 33, 34, 35, 36, or 37.

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OMB No. 1545-0047

Open to Public

91-1867848

Employer identification number ▼ See separate instructions. ▶ Attach to Form 990.

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

(g) Section 512(b)(13) controlled entity? Schedule R (Form 990) 2012 (f)
Direct controlling
entity 8 > 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.) Yes Oirect controlling and entity (e) End-of-year assets N/A Ϋ́ (e)
Public charity status
(if section 501(c)(3)) (d) Total income Line 11a Line 7 (d) Exempt Code section (c) Legal domicile (state or foreign country) 501(c)(3) 501(c)(3) Cat. No. 50135Y (c)
Legal domicile (state
or foreign country) (b) Primary activity WA Ϋ́ Owns building leased by museum Operates parking facilities surrounding (b) Primary activity For Paperwork Reduction Act Notice, see the Instructions for Form 990. (a) Name, address, and EIN (if applicable) of disregarded entity (a) Name, address, and EIN of related organization (1) LeMay Dome Parking Association (27-2511735) (2) Harold E Lemay Museum (27-2511537) 2702 East D Street, Tacoma, WA 98421 2702 East D Street, Tacoma, WA 98421 Part II € <u>(0</u> € 9 ල 9 E € 0 ල 3

(k) Percentage ownership Identification of Related Organizations Taxable as a Partnership (Complete if the organization answered "Yes" to Form 990, Part IV, line 34 because it had one or more related organizations treated as a partnership during the tax year.) (I) General or managing partner? Yes (i)
Code V—UBI
amount in box 20
of Schedule K-1 (Form 1065) (h)
Disproportionate
allocations? ŝ Yes (g) Share of end-of-year assets (f) Share of total income (e)
Predominant
income (related,
unrelated,
excluded from
tax under
sections 512-514) (d)
Direct controlling
entity (c) Legal domicile (state or foreign country) (b) Primary activity (a) Name, address, and EIN of related organization Part III € Ø

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(0) Section 512(b)(13) controlled entity? ž Identification of Related Organizations Taxable as a Corporation or Trust (Complete if the organization answered "Yes" to Form 990, Part IV, line 34 because it had one or more related organizations treated as a corporation or trust during the tax year.) Yes (h) Percentage ownership end-of-year assets (g) Share of (f) Share of total income (e)
Type of entity
(C corp, S corp, or trust) (d)
Direct controlling entity (c) Legal domicile (state or foreign country) Primary activity (a)
Name, address, and EIN of related organization Part IV ල € <u>(C</u> ଷ 9

Schedule R (Form 990) 2012

8

Transactions With Related Organizations (Complete if the organization answered "Yes" to Form 990, Part IV, line 34, 35b, or 36.) Schedule R (Form 990) 2012

Part V Transacti

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Yes											_		>					CONTRACTOR OF					<i>&gt;</i>	resho		(d) Method of determining amount involved			590,000 New Market Tax Credit contract						066 m
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Jamo	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?	Receipt of (i) interest (ii) annuities (iii) royalties or (iv) rent from a controlled entity	Gift, grant, or capital contribution to related organization(s)	Gift, grant, or capital contribution from related organization(s)	Loans or loan guarantees to or for related organization(s)	Loans or loan guarantees by related organization(s)	1 1 1	Dividends from related organization(s)	Sale of assets to related organization(s)	Purchase of assets from related organization(s)	Exchange of assets with related organization(s)	Lease of facilities, equipment, or other assets to related organization(s)	Lease of facilities, equipment, or other assets from related organization(s)	Performance of services or membership or fundraising solicitations for related organization(s)	Performance of services or membership or fundraising solicitations by related organization(s)	Sharing of facilities, equipment, malling lists, or other assets with related organization(s)	Sharing of paid employees with related organization(s)	)	1	neimousement palu to relateu organization(s) tor expenses	Reimbursement paid by related organization(s) for expenses	Other transfer of cash or property to related organization(s)	Other transfer of cash or property from related organization(s)	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.			LeMay Dome Parking Association		Haroid E Lemay Museum						
Note. Complete line 1 if any entity is listed in Parts II. III, or	ا ت		-			e L	ë	آ ہ ⊶		<b>교</b>	<u></u>	<u></u>	<u>پ</u>	<u>م</u>	E	r S	Ċ.	)			ř o		اي				LeMa	_	Haro			_	_		
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Unrelated Organizations Taxable as a Partnership (Complete if the organization answered "Yes" to Form 990, Part IV, line 37.) Part VI

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) (b) (c) (d) (d) (d)	(g)	(9)	6	(4)	6	(A)	3			71.7
Name, address, and EIN of entity	Primary activity	Legal domicile		Are all partners			Disproportionate	e Code V—UBI		
		(state or toreign country)		section 1 501(c)(3) organizations?	total income	end-of-year assets	allocations?	of Schedule K-1		
			section 512-514)	Yes No			Yes		Yes	<del></del>
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(16)										
								Sche	dule R (Fo	Schedule R (Form 990) 2012

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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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## 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

2012

Name of the organization	Employer identification number			
LEMAY-AMERICAS CAR MUSEUM		91-1867848		
Organization type (check o	ne):			
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 fou	ındation		
	☐ 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 <b>General Rule</b> or a <b>Special Rule</b> . <b>Note.</b> 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 filling Form 990 or 990-EZ that met the 33½ % 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.				
during the year, total	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 <b>General Rule</b> applies to this organization because it received nonexclusively religious, charitable, etc., contributions of \$5,000 or more during the year				
Caution. An organization tha	at is not covered by the General Rule and/or the Special Rules does not	file Schedule B (Form 990,		

Name of organization
LEMAY-AMERICAS CAR MUSEUM

Employer identification number 91-1867848

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

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
1	Sequoia Foundation  1250 Pacific Avenue  Tacoma, WA 98402-4318	\$ 1,500,000	Person Payroll Noncash  (Complete Part II if there is a noncash contribution.)
(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
2	PO Box 44667  Tacoma, WA 98448	\$ 734,400	Person Payroll Noncash  (Complete Part II if there is a noncash contribution.)
(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
3	Michael Warn  147312 Stenbock Way NE  Aurora, OR 97002	\$	Person Payroll Noncash (Complete Part II if there is a noncash contribution.)
(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
	(b) Name, address, and ZIP + 4  Paul lanuario  541 Lakeview Drive  Duncan, SC 29334	(c) Total contributions  \$ 375,000	(d) Type of contribution  Person Payroll Noncash (Complete Part II if there is a noncash contribution.)
No.	Name, address, and ZIP + 4  Paul lanuario  541 Lakeview Drive	Total contributions	Person Payroll Noncash (Complete Part II if there is
No. 4	Name, address, and ZIP + 4  Paul lanuario  541 Lakeview Drive  Duncan, SC 29334  (b)	\$ 375,000	Type of contribution  Person Payroll Noncash (Complete Part II if there is a noncash contribution.)
(a) No.	Name, address, and ZIP + 4  Paul lanuario  541 Lakeview Drive  Duncan, SC 29334  (b)  Name, address, and ZIP + 4  William Cofer  115 Country View Drive	\$ 375,000  (c) Total contributions	Type of contribution  Person
(a) No.	Name, address, and ZIP + 4  Paul lanuario  541 Lakeview Drive  Duncan, SC 29334  (b)  Name, address, and ZIP + 4  William Cofer  115 Country View Drive  Simpsonville, SC 29681  (b)	\$ 375,000  (c) Total contributions  \$ 375,000	Type of contribution  Person Payroll Noncash (Complete Part II if there is a noncash contribution.)  (d) Type of contribution  Person Payroll Noncash (Complete Part II if there is a noncash contribution.)

Name of organization
LEMAY-AMERICAS CAR MUSEUM

Employer identification number 91-1867848

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

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
7	Nicoła Bulgari  730 Fifth Avenue  New York, NY 10019	\$161,512	Person
(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
8	Nicola Bulgari  730 Fifth Avenue  New York, NY 10019	\$100,000	Person  Payroll  Noncash  (Complete Part II if there is a noncash contribution.)
(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
9	Emerald Queen Casinos  5700 Pacific Hwy East  Fife, WA 98424	\$ 206,000	Person  Payroll  Noncash  (Complete Part II if there is a noncash contribution.)
(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
10	Forest Foundation  1250 Pacific Avenue  Tacoma, WA 98402	\$ 200,000	Person  Payroll  Noncash  (Complete Part II if there is a noncash contribution.)
(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
11	University of Michigan  1032 Greenest  Ann Arbor, MI 48109	\$200,000	Person Payroll Omnicash (Complete Part II if there is a noncash contribution.)
(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
12	Arscentia  13037 Bel Red Road  Bellevue, WA 98005	\$ <u>198,445</u>	Person Payroll Oncash (Complete Part II if there is a noncash contribution.)

Name of organization

**LEMAY-AMERICAS CAR MUSEUM** 

Employer identification number 91-1867848

Noncash Property (see instructions). Use duplicate copies of Part II if additional space is needed. Part II (c) FMV (or estimate) (a) No. from Date received Description of noncash property given (see instructions) Part I Classic Car 3 \$ 700,000 (c) (a) No. (d) (b) FMV (or estimate) from Date received Description of noncash property given (see instructions) Part I Classic Car 375,000 (c) (a) No. (d) (b) FMV (or estimate) from Date received Description of noncash property given (see instructions) Part I Classic Car 12/30/2012 375,000 (c) FMV (or estimate) (a) No. (d) (b) from **Date received** Description of noncash property given (see instructions) Part I Classic Car, car models 161,512 (c) (a) No. (d) FMV (or estimate) from **Date received** Description of noncash property given (see instructions) Part I 11 3/14/2012 \$ 200,000 (c) FMV (or estimate) (a) No. (d) (b) from Date received Description of noncash property given (see instructions) Part I Exhibitory products 12 \$ 198,445 12/30/2012 Name of organization

Employer identification number 91-1867848

Part III	Exclusively religious, charitable, ethat total more than \$1,000 for the For organizations completing Part I contributions of \$1,000 or less for the second second second second second second second second second second second second second second second second second second second second second second second second second second second second second second second second second second second second second second second second second second second second second second second second second second second second second second second second second second second second second second second second second second second second second second second second second second second second second second second second second second second second second second second second second second second second second second second second second second second second second second second second second second second second second second second second second second second second second second second second second second second second second second second second second second second second second second second second second second second second second second second second second second second second second second second second second second second second second second second second second second second second second second second second second second second second second second second second second second second second second second second second second second second second second second second second second second second second second second second second second second second second second second second second second second second second second second second second second second second second second second second second second second second second second second second second second second second second second second second second second second second second second second second second second second second second second second second second second second second second second second second second second second second second second second second s	CAS CAR MOSEDW  **Clusively religious, charitable, etc., individual contributions to section 501(c)(7), (8), or (10) organizations  **nat total more than \$1,000 for the year. Complete columns (a) through (e) and the following line entry.  **port organizations completing Part III, enter the total of exclusively religious, charitable, etc.,  **portributions of \$1,000 or less for the year. (Enter this information once. See instructions.)  **portributions of Part III if additional space is needed.		
(a) No. from Part I	(b) Purpose of gift			(d) Description of how gift is held
	(e) Transfer of gift			
	Transferee's name, address, and ZIP + 4 Relation		ationship of transferor to transferee	
(a) No.	(b) Purpose of gift	(c) Use of gift		(d) Description of how gift is held
Part I				
	Transferee's name, address,		fer of gift Rel	ationship of transferor to transferee
(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	Rel	ationship of transferor to transferee
(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			
   	Transfer of Harries and toos			