

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 benefit trust or private foundation)

2012

Open to Public Inspection

Department of the Treasury
Internal Revenue Service

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

A For the 2012 calendar year, or tax year beginning and ending

B Check if applicable: <input type="checkbox"/> Address change <input type="checkbox"/> Name change <input type="checkbox"/> Initial return <input type="checkbox"/> Terminated <input type="checkbox"/> Amended return <input type="checkbox"/> Application pending	C Name of organization NATIONAL SEPTEMBER 11 MEMORIAL & MUSEUM AT THE WORLD TRADE CENTER FOUNDATION, INC		D Employer identification number 38-3678458
	Doing Business As 9/11 MEMORIAL		E Telephone number (212) 312-8800
	Number and street (or P.O. box if mail is not delivered to street address) Room/suite ONE LIBERTY PLAZA, 20TH FLOOR		
	City, town, or post office, state, and ZIP code NEW YORK, NY 10006		G Gross receipts \$ 85,416,865.
F Name and address of principal officer: DAVID LANGFORD SAME AS C ABOVE		H(a) Is this a group return for affiliates? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No H(b) Are all affiliates included? <input type="checkbox"/> Yes <input type="checkbox"/> No If "No," attach a list. (see instructions) H(c) Group exemption number ▶	
I Tax-exempt status: <input checked="" type="checkbox"/> 501(c)(3) <input type="checkbox"/> 501(c) () ◀ (insert no.) <input type="checkbox"/> 4947(a)(1) or <input type="checkbox"/> 527			
J Website: ▶ WWW.911MEMORIAL.ORG			
K Form of organization: <input checked="" type="checkbox"/> Corporation <input type="checkbox"/> Trust <input type="checkbox"/> Association <input type="checkbox"/> Other ▶			L Year of formation: 2003
M State of legal domicile: NY			

Part I Summary			
Activities & Governance	1 Briefly describe the organization's mission or most significant activities: CONSTRUCTION AND OPERATION OF THE NATIONAL SEPTEMBER 11 MEMORIAL AND MUSEUM AT THE WORLD TRADE		
	2 Check this box <input type="checkbox"/> if the organization discontinued its operations or disposed of more than 25% of its net assets.		
	3 Number of voting members of the governing body (Part VI, line 1a)	3	49
	4 Number of independent voting members of the governing body (Part VI, line 1b)	4	49
	5 Total number of individuals employed in calendar year 2012 (Part V, line 2a)	5	336
	6 Total number of volunteers (estimate if necessary)	6	392
	7a Total unrelated business revenue from Part VIII, column (C), line 12	7a	0.
b Net unrelated business taxable income from Form 990-T, line 34	7b	0.	
Revenue	8 Contributions and grants (Part VIII, line 1h)	Prior Year	Current Year
	9 Program service revenue (Part VIII, line 2g)	78,345,395.	73,475,877.
	10 Investment income (Part VIII, column (A), lines 3, 4, and 7d)	0.	0.
	11 Other revenue (Part VIII, column (A), lines 5, 6d, 8c, 9c, 10c, and 11e)	180,494.	-1,999,105.
	12 Total revenue - add lines 8 through 11 (must equal Part VIII, column (A), line 12)	3,326,225.	7,308,567.
		81,852,114.	78,785,339.
Expenses	13 Grants and similar amounts paid (Part IX, column (A), lines 1-3)	28,864.	38,219.
	14 Benefits paid to or for members (Part IX, column (A), line 4)	0.	0.
	15 Salaries, other compensation, employee benefits (Part IX, column (A), lines 5-10)	10,374,589.	14,117,299.
	16a Professional fundraising fees (Part IX, column (A), line 11e)	48,000.	48,000.
	b Total fundraising expenses (Part IX, column (D), line 25) ▶ 3,608,519.		
	17 Other expenses (Part IX, column (A), lines 11a-11d, 11f-24e)	25,149,565.	42,660,055.
18 Total expenses. Add lines 13-17 (must equal Part IX, column (A), line 25)	35,601,018.	56,863,573.	
19 Revenue less expenses. Subtract line 18 from line 12	46,251,096.	21,921,766.	
Net Assets or Fund Balances	20 Total assets (Part X, line 16)	Beginning of Current Year	End of Year
	21 Total liabilities (Part X, line 26)	689,257,137.	701,551,977.
	22 Net assets or fund balances. Subtract line 21 from line 20	56,080,875.	47,650,177.
		633,176,262.	653,901,800.

Part II Signature Block

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

Sign Here	Signature of officer	Date			
	DAVID LANGFORD, CFO Type or print name and title				
Paid Preparer Use Only	Print/Type preparer's name GARRETT M. HIGGINS	Preparer's signature GARRETT M. HIGGINS	Date 11/15/13	Check <input type="checkbox"/> if self-employed	PTIN P00543209
	Firm's name ▶ O'CONNOR DAVIES, LLP	Firm's EIN ▶ 27-1728945			
	Firm's address ▶ 665 FIFTH AVENUE NEW YORK, NY 10022	Phone no. (212) 286-2600			

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

Part III Statement of Program Service Accomplishments

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

1 Briefly describe the organization's mission:
SEE SCHEDULE O

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

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

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

4a (Code:) (Expenses \$ 41,670,579. including grants of \$) (Revenue \$ 6,750,148.)
OPERATIONS:

IN 2012, THE 9/11 MEMORIAL'S DAILY OPERATIONS CONTINUED TO REFLECT THOSE OF A WORLD CLASS INSTITUTION.

BECAUSE OF SURROUNDING CONSTRUCTION, THE TIMED RESERVATION SYSTEM CONTINUED TO BE REQUIRED. PASSES WERE MADE AVAILABLE VIA THE INTERNET OR IN-PERSON AT DESIGNATED OUTLETS. THE 9/11 MEMORIAL IS OPEN SEVEN DAYS A WEEK.

A VOLUNTEER CORPS OF APPROXIMATELY 200 WAS ALSO RECRUITED TO SUPPLEMENT THE DAILY WORK OF THE VISITOR SERVICES STAFF.

4b (Code:) (Expenses \$ 8,199,681. including grants of \$ 38,219.) (Revenue \$)
MUSEUM:

THE YEAR 2012 MARKED A PERIOD OF SUSTAINED, INTENSIVE ACTIVITY TOWARD THE GOAL OF COMPLETING THE MEMORIAL MUSEUM, WHICH IS SCHEDULED TO OPEN IN 2014.

DURING THIS PERIOD, THE MUSEUM'S LEAD EXHIBITION DESIGN FIRM COMPLETED DESIGN FOR THE MEMORIAL EXHIBITION, WHILE A FABRICATION FIRM PRODUCED APPROXIMATELY 50% OF THE EXHIBIT CASES, RAILINGS, BENCHES, AND OTHER COMPONENTS FOR THESE SAME AREAS OF THE MUSEUM. THE HISTORICAL EXHIBITION DESIGNER NEARED COMPLETION OF DESIGN FOR THE HISTORICAL EXHIBITION, AS A SECOND FABRICATOR MADE SIGNIFICANT PROGRESS ON

4c (Code:) (Expenses \$) including grants of \$) (Revenue \$)
DESIGN & CONSTRUCTION:

THIS YEAR, INTERIOR CEILING AND WALL CONSTRUCTION PROGRESSED IN BOTH THE MUSEUM AND PAVILION AND INTERIOR FINISH WORK WILL CONTINUE THROUGH 2013 AND INTO 2014. THROUGHOUT THE MUSEUM AND PAVILION, MECHANICAL AND ELECTRICAL SYSTEMS WERE TESTED AND INSPECTED. THIS COMMISSIONING OF SYSTEMS WILL CONTINUE INTO 2014 IN ADVANCE OF THE MUSEUM OPENING.

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

4e Total program service expenses **49,870,260.**

**NATIONAL SEPTEMBER 11 MEMORIAL & MUSEUM
AT THE WORLD TRADE CENTER FOUNDATION, INC**

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Part IV Checklist of Required Schedules

		Yes	No
1	Is the organization described in section 501(c)(3) or 4947(a)(1) (other than a private foundation)? <i>If "Yes," complete Schedule A</i>	X	
2	Is the organization required to complete <i>Schedule B, Schedule of Contributors</i> ?	X	
3	Did the organization engage in direct or indirect political campaign activities on behalf of or in opposition to candidates for public office? <i>If "Yes," complete Schedule C, Part I</i>		X
4	Section 501(c)(3) organizations. Did the organization engage in lobbying activities, or have a section 501(h) election in effect during the tax year? <i>If "Yes," complete Schedule C, Part II</i>	X	
5	Is the organization a section 501(c)(4), 501(c)(5), or 501(c)(6) organization that receives membership dues, assessments, or similar amounts as defined in Revenue Procedure 98-19? <i>If "Yes," complete Schedule C, Part III</i>		X
6	Did the organization maintain any donor advised funds or any similar funds or accounts for which donors have the right to provide advice on the distribution or investment of amounts in such funds or accounts? <i>If "Yes," complete Schedule D, Part I</i>		X
7	Did the organization receive or hold a conservation easement, including easements to preserve open space, the environment, historic land areas, or historic structures? <i>If "Yes," complete Schedule D, Part II</i>		X
8	Did the organization maintain collections of works of art, historical treasures, or other similar assets? <i>If "Yes," complete Schedule D, Part III</i>	X	
9	Did the organization report an amount in Part X, line 21, 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? <i>If "Yes," complete Schedule D, Part IV</i>		X
10	Did the organization, directly or through a related organization, hold assets in temporarily restricted endowments, permanent endowments, or quasi-endowments? <i>If "Yes," complete Schedule D, Part V</i>		X
11	If the organization's answer to any of the following questions is "Yes," then complete Schedule D, Parts VI, VII, VIII, IX, or X as applicable.		
a	Did the organization report an amount for land, buildings, and equipment in Part X, line 10? <i>If "Yes," complete Schedule D, Part VI</i>	X	
b	Did the organization report an amount for investments - other securities in Part X, line 12 that is 5% or more of its total assets reported in Part X, line 16? <i>If "Yes," complete Schedule D, Part VII</i>		X
c	Did the organization report an amount for investments - program related in Part X, line 13 that is 5% or more of its total assets reported in Part X, line 16? <i>If "Yes," complete Schedule D, Part VIII</i>		X
d	Did the organization report an amount for other assets in Part X, line 15 that is 5% or more of its total assets reported in Part X, line 16? <i>If "Yes," complete Schedule D, Part IX</i>	X	
e	Did the organization report an amount for other liabilities in Part X, line 25? <i>If "Yes," complete Schedule D, Part X</i>	X	
f	Did the organization's separate or consolidated financial statements for the tax year include a footnote that addresses the organization's liability for uncertain tax positions under FIN 48 (ASC 740)? <i>If "Yes," complete Schedule D, Part X</i>	X	
12a	Did the organization obtain separate, independent audited financial statements for the tax year? <i>If "Yes," complete Schedule D, Parts XI and XII</i>	X	
b	Was the organization included in consolidated, independent audited financial statements for the tax year? <i>If "Yes," and if the organization answered "No" to line 12a, then completing Schedule D, Parts XI and XII is optional</i>		X
13	Is the organization a school described in section 170(b)(1)(A)(ii)? <i>If "Yes," complete Schedule E</i>		X
14a	Did the organization maintain an office, employees, or agents outside of the United States?		X
b	Did the organization have aggregate revenues or expenses of more than \$10,000 from grantmaking, fundraising, business, investment, and program service activities outside the United States, or aggregate foreign investments valued at \$100,000 or more? <i>If "Yes," complete Schedule F, Parts I and IV</i>		X
15	Did the organization report on Part IX, column (A), line 3, more than \$5,000 of grants or assistance to any organization or entity located outside the United States? <i>If "Yes," complete Schedule F, Parts II and IV</i>		X
16	Did the organization report on Part IX, column (A), line 3, more than \$5,000 of aggregate grants or assistance to individuals located outside the United States? <i>If "Yes," complete Schedule F, Parts III and IV</i>		X
17	Did the organization report a total of more than \$15,000 of expenses for professional fundraising services on Part IX, column (A), lines 6 and 11e? <i>If "Yes," complete Schedule G, Part I</i>	X	
18	Did the organization report more than \$15,000 total of fundraising event gross income and contributions on Part VIII, lines 1c and 8a? <i>If "Yes," complete Schedule G, Part II</i>	X	
19	Did the organization report more than \$15,000 of gross income from gaming activities on Part VIII, line 9a? <i>If "Yes," complete Schedule G, Part III</i>	X	
20a	Did the organization operate one or more hospital facilities? <i>If "Yes," complete Schedule H</i>		X
b	If "Yes" to line 20a, did the organization attach a copy of its audited financial statements to this return?		

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 AT THE WORLD TRADE CENTER FOUNDATION, INC

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Part IV Checklist of Required Schedules (continued)

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

Note. All Form 990 filers are required to complete Schedule O

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Part V Statements Regarding Other IRS Filings and Tax Compliance

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

		Yes	No
1a	Enter the number reported in Box 3 of Form 1096. Enter -0- if not applicable		
	1a 43		
b	Enter the number of Forms W-2G included in line 1a. Enter -0- if not applicable		
	1b 1		
c	Did the organization comply with backup withholding rules for reportable payments to vendors and reportable gaming (gambling) winnings to prize winners?	X	
	1c		
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		
	2a 336		
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)	X	
	2b		
3a	Did the organization have unrelated business gross income of \$1,000 or more during the year?		X
	3a		
b	If "Yes," has it filed a Form 990-T for this year? If "No," provide an explanation in Schedule O		
	3b		
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 account)?		X
	4a		
b	If "Yes," enter the name of the foreign country: See instructions for filing requirements for Form TD F 90-22.1, Report of Foreign Bank and Financial Accounts.		
	4b		
5a	Was the organization a party to a prohibited tax shelter transaction at any time during the tax year?		X
	5a		
b	Did any taxable party notify the organization that it was or is a party to a prohibited tax shelter transaction?		X
	5b		
c	If "Yes," to line 5a or 5b, did the organization file Form 8886-T?		
	5c		
6a	Does 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?		X
	6a		
b	If "Yes," did the organization include with every solicitation an express statement that such contributions or gifts were not tax deductible?		
	6b		
7	Organizations that may receive deductible contributions under section 170(c).		
a	Did the organization receive a payment in excess of \$75 made partly as a contribution and partly for goods and services provided to the payor?	X	
	7a		
b	If "Yes," did the organization notify the donor of the value of the goods or services provided?	X	
	7b		
c	Did the organization sell, exchange, or otherwise dispose of tangible personal property for which it was required to file Form 8282?		X
	7c		
d	If "Yes," indicate the number of Forms 8282 filed during the year		
	7d		
e	Did the organization receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?		X
	7e		
f	Did the organization, during the year, pay premiums, directly or indirectly, on a personal benefit contract?		X
	7f		
g	If the organization received a contribution of qualified intellectual property, did the organization file Form 8899 as required?		
	7g		
h	If the organization received a contribution of cars, boats, airplanes, or other vehicles, did the organization file a Form 1098-C?	X	
	7h		
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?		
	8		
9	Sponsoring organizations maintaining donor advised funds.		
a	Did the organization make any taxable distributions under section 4966?		
	9a		
b	Did the organization make a distribution to a donor, donor advisor, or related person?		
	9b		
10	Section 501(c)(7) organizations. Enter:		
a	Initiation fees and capital contributions included on Part VIII, line 12	10a	
b	Gross receipts, included on Form 990, Part VIII, line 12, for public use of club facilities	10b	
11	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	
12a	Section 4947(a)(1) non-exempt charitable trusts. Is the organization filing Form 990 in lieu of Form 1041?	12a	
b	If "Yes," enter the amount of tax-exempt interest received or accrued during the year	12b	
13	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.	13a	
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	13b	
c	Enter the amount of reserves on hand	13c	
14a	Did the organization receive any payments for indoor tanning services during the tax year?	14a	X
b	If "Yes," has it filed a Form 720 to report these payments? If "No," provide an explanation in Schedule O	14b	

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

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

Section A. Governing Body and Management

		Yes	No
1a	Enter the number of voting members of the governing body at the end of the tax year If there are material differences in voting rights among members of the governing body, or if the governing body delegated broad authority to an executive committee or similar committee, explain in Schedule O.		
	1a 49		
b	Enter the number of voting members included in line 1a, above, who are independent		
	1b 49		
2	Did any officer, director, trustee, or key employee have a family relationship or a business relationship with any other officer, director, trustee, or key employee?	2	X
3	Did the organization delegate control over management duties customarily performed by or under the direct supervision of officers, directors, or trustees, or key employees to a management company or other person?	3	X
4	Did the organization make any significant changes to its governing documents since the prior Form 990 was filed?	4	X
5	Did the organization become aware during the year of a significant diversion of the organization's assets?	5	X
6	Did the organization have members or stockholders?	6	X
7a	Did the organization have members, stockholders, or other persons who had the power to elect or appoint one or more members of the governing body?	7a	X
b	Are any governance decisions of the organization reserved to (or subject to approval by) members, stockholders, or persons other than the governing body?	7b	X
8	Did the organization contemporaneously document the meetings held or written actions undertaken during the year by the following:		
a	The governing body?	8a	X
b	Each committee with authority to act on behalf of the governing body?	8b	X
9	Is there any officer, director, trustee, or key employee listed in Part VII, Section A, who cannot be reached at the organization's mailing address? If "Yes," provide the names and addresses in Schedule O	9	X

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

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

Section C. Disclosure

- 17** List the states with which a copy of this Form 990 is required to be filed **SEE SCHEDULE O**
- 18** Section 6104 requires an organization to make its Forms 1023 (or 1024 if applicable), 990, and 990-T (Section 501(c)(3)s only) available for public inspection. Indicate how you made these available. Check all that apply.
 Own website Another's website Upon request Other (explain in Schedule O)
- 19** Describe in Schedule O whether (and if so, how), the organization made its governing documents, conflict of interest policy, and financial statements available to the public during the tax year.
- 20** State the name, physical address, and telephone number of the person who possesses the books and records of the organization: **MR. DAVID LANGFORD, CFO - 212-312-8800**
ONE LIBERTY PLAZA, 20TH FLOOR, NEW YORK, NY 10006

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

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

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

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

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

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

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

(A) Name and Title	(B) Average hours per week (list any hours for related organizations below line)	(C) Position (do not check more than one box, unless person is both an officer and a director/trustee)						(D) Reportable compensation from the organization (W-2/1099-MISC)	(E) Reportable compensation from related organizations (W-2/1099-MISC)	(F) Estimated amount of other compensation from the organization and related organizations
		Individual trustee or director	Institutional trustee	Officer	Key employee	Highest compensated employee	Former			
(1) MICHAEL R. BLOOMBERG CHAIRMAN	2.50	X		X				0.	0.	0.
(2) ANDREW M. SENCHAK TREASURER	2.50	X		X				0.	0.	0.
(3) VIRGINIA S. BAUER DIRECTOR	2.50	X						0.	0.	0.
(4) DAVID BEAMER DIRECTOR	2.50	X						0.	0.	0.
(5) PAULA GRANT BERRY DIRECTOR	2.50	X						0.	0.	0.
(6) FRANK BISIGNANO DIRECTOR	2.50	X						0.	0.	0.
(7) DEBRA BURLINGAME DIRECTOR	2.50	X						0.	0.	0.
(8) JOHN P. CAHILL DIRECTOR	2.50	X						0.	0.	0.
(9) RUSSEL L. CARSON DIRECTOR	2.50	X						0.	0.	0.
(10) KENNETH I. CHENAULT DIRECTOR	2.50	X						0.	0.	0.
(11) KEATING CROWN DIRECTOR	2.50	X						0.	0.	0.
(12) BILLY CRYSTAL DIRECTOR	2.50	X						0.	0.	0.
(13) ROBERT DE NIRO DIRECTOR	2.50	X						0.	0.	0.
(14) SAMUEL A. DIPIAZZA, JR. DIRECTOR	2.50	X						0.	0.	0.
(15) CHRISTINE A. FERER DIRECTOR	2.50	X						0.	0.	0.
(16) ANNE M. FINUCANE DIRECTOR	2.50	X						0.	0.	0.
(17) MAURICE R. GREENBERG DIRECTOR	2.50	X						0.	0.	0.

**NATIONAL SEPTEMBER 11 MEMORIAL & MUSEUM
AT THE WORLD TRADE CENTER FOUNDATION, INC**

Form 990 (2012)

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

(A) Name and title	(B) Average hours per week (list any hours for related organizations below line)	(C) Position (do not check more than one box, unless person is both an officer and a director/trustee)						(D) Reportable compensation from the organization (W-2/1099-MISC)	(E) Reportable compensation from related organizations (W-2/1099-MISC)	(F) Estimated amount of other compensation from the organization and related organizations
		Individual trustee or director	Institutional trustee	Officer	Key employee	Highest compensated employee	Former			
(18) DR. VARTAN GREGORIAN DIRECTOR	2.50	X						0.	0.	0.
(19) PATRICIA E. HARRIS DIRECTOR	2.50	X						0.	0.	0.
(20) WILLIAM B. HARRISON, JR. DIRECTOR	2.50	X						0.	0.	0.
(21) GERALD L. HASSELL DIRECTOR	2.50	X						0.	0.	0.
(22) ROBERT IGER DIRECTOR	2.50	X						0.	0.	0.
(23) LEE A. IELPI DIRECTOR	2.50	X						0.	0.	0.
(24) MONICA IKEN DIRECTOR	2.50	X						0.	0.	0.
(25) ROBERT WOOD JOHNSON, IV DIRECTOR	2.50	X						0.	0.	0.
(26) THOMAS S. JOHNSON DIRECTOR	2.50	X						0.	0.	0.
1b Sub-total								0.	0.	0.
c Total from continuation sheets to Part VII, Section A								2,566,770.	0.	360,059.
d Total (add lines 1b and 1c)								2,566,770.	0.	360,059.

2 Total number of individuals (including but not limited to those listed above) who received more than \$100,000 of reportable compensation from the organization 25

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

Section B. Independent Contractors

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

(A) Name and business address	(B) Description of services	(C) Compensation
BOVIS LEND LEASE, 200 PARK AVENUE, 9TH FLOOR, NEW YORK, NY 10166	CONSTRUCTION MANAGEMENT	44,486,897.
ABM FACILITY SERVICES FILE #52609, BOSTON, MA 90074-2609	BUILDING MAINTENANCE	7,317,354.
ANDREWS INTERNATIONAL, INC. P.O. BOX 417142, BOSTON, MA 02241-7142	SECURITY SERVICES	6,404,600.
ELECTROSONIC, INC. 10320 BREN ROAD EAST, MINNETONKA, MN 55343	AUDIO VISUAL SERVICES	1,825,809.
ENVIRONMENTAL TREE & DESIGN INC 23544 COONS ROAD, TOMBALL, TX 77375	TREE CARE AND TRANSPLANT	1,212,792.

2 Total number of independent contractors (including but not limited to those listed above) who received more than \$100,000 of compensation from the organization 66

SEE PART VII, SECTION A CONTINUATION SHEETS

Form **990** (2012)

232008
12-10-12

NATIONAL SEPTEMBER 11 MEMORIAL & MUSEUM
 AT THE WORLD TRADE CENTER FOUNDATION, INC

38-3678458

Form 990

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

(A) Name and title	(B) Average hours per week (list any hours for related organizations below line)	(C) Position (check all that apply)						(D) Reportable compensation from the organization (W-2/1099-MISC)	(E) Reportable compensation from related organizations (W-2/1099-MISC)	(F) Estimated amount of other compensation from the organization and related organizations
		Individual trustee or director	Institutional trustee	Officer	Key employee	Highest compensated employee	Former			
(27) ROBERT KASDIN DIRECTOR	2.50	X					0.	0.	0.	
(28) ANTHOULA KATSIMATIDES DIRECTOR	2.50	X					0.	0.	0.	
(29) PETER M. LEHRER DIRECTOR	2.50	X					0.	0.	0.	
(30) HOWARD W. LUTNICK DIRECTOR	2.50	X					0.	0.	0.	
(31) JULIE MENIN DIRECTOR	2.50	X					0.	0.	0.	
(32) IRA M. MILLSTEIN DIRECTOR	2.50	X					0.	0.	0.	
(33) HOWARD MILSTEIN DIRECTOR	2.50	X					0.	0.	0.	
(34) HON. PETER G. PETERSON DIRECTOR	2.50	X					0.	0.	0.	
(35) EMILY K. RAFFERTY DIRECTOR	2.50	X					0.	0.	0.	
(36) KEVIN M. RAMPE DIRECTOR	2.50	X					0.	0.	0.	
(37) JON STEWART DIRECTOR	2.50	X					0.	0.	0.	
(38) JUDITH RODIN DIRECTOR	2.50	X					0.	0.	0.	
(39) THOMAS H. ROGER DIRECTOR	2.50	X					0.	0.	0.	
(40) JANE ROSENTHAL DIRECTOR	2.50	X					0.	0.	0.	
(41) E. JOHN ROSENWALD JR. DIRECTOR	2.50	X					0.	0.	0.	
(42) AVI SCHICK DIRECTOR	2.50	X					0.	0.	0.	
(43) JERRY I. SPEYER DIRECTOR	2.50	X					0.	0.	0.	
(44) CRAIG ROBERTS STAPLETON DIRECTOR	2.50	X					0.	0.	0.	
(45) ANNE M. TATLOCK DIRECTOR	2.50	X					0.	0.	0.	
(46) DANIEL R. TISHMAN DIRECTOR	2.50	X					0.	0.	0.	
Total to Part VII, Section A, line 1c										

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AT THE WORLD TRADE CENTER FOUNDATION, INC

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Form 990

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

(A) Name and title	(B) Average hours per week (list any hours for related organizations below line)	(C) Position (check all that apply)						(D) Reportable compensation from the organization (W-2/1099-MISC)	(E) Reportable compensation from related organizations (W-2/1099-MISC)	(F) Estimated amount of other compensation from the organization and related organizations
		Individual trustee or director	Institutional trustee	Officer	Key employee	Highest compensated employee	Former			
(47) SETH WAUGH DIRECTOR	2.50	X					0.	0.	0.	
(48) JOHN C. WHITEHEAD DIRECTOR	2.50	X					0.	0.	0.	
(49) JOHN E. ZUCCOTTI DIRECTOR	2.50 2.50	X					0.	0.	0.	
(50) JOSEPH DANIELS PRESIDENT/CEO	40.00			X			320,925.	0.	48,137.	
(51) DAVID LANGFORD CFO	40.00 2.50			X			188,272.	0.	34,782.	
(52) ALLISON BLAIS SECRETARY & CHIEF OF STAFF	40.00			X			198,168.	0.	33,854.	
(53) CATHY BLANEY EVP OF DEVELOPMENT	40.00				X		219,179.	0.	33,160.	
(54) JAMES CONNORS EVP OF OPERATIONS	40.00				X		270,324.	0.	20,772.	
(55) ALICE GREENWALD EVP/DIR MEMORIAL & MUSEUM	40.00				X		313,827.	0.	40,556.	
(56) LUIS F. MENDES SENIOR VP OF FACILITIES DESIGN & CON	40.00				X		192,969.	0.	39,797.	
(57) CLIFFORD CHANIN VP EDUCATION & PUBLIC PRGMS.	40.00					X	172,660.	0.	12,704.	
(58) JOSEPH WEINKAM VP OF GOV'T RELATIONS & DEVELOPMENT	40.00					X	154,413.	0.	37,870.	
(59) NOELLE LILIE GENERAL COUNSEL	40.00 2.50					X	178,716.	0.	16,200.	
(60) LAWRENCE MANNION DIRECTOR OF SECURITY	40.00					X	172,392.	0.	17,679.	
(61) CAROLYN RASIC EVP OF EXTERNAL AFFAIRS AND STRATEGY	40.00					X	184,925.	0.	24,548.	
Total to Part VII, Section A, line 1c							2,566,770.		360,059.	

NATIONAL SEPTEMBER 11 MEMORIAL & MUSEUM
AT THE WORLD TRADE CENTER FOUNDATION, INC

Form 990 (2012)

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Part VIII Statement of Revenue

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

		(A)	(B)	(C)	(D)	
		Total revenue	Related or exempt function revenue	Unrelated business revenue	Revenue excluded from tax under sections 512, 513, or 514	
Contributions, Gifts, Grants and Other Similar Amounts	1 a Federated campaigns	1a				
	b Membership dues	1b				
	c Fundraising events	1c 2,480,495.				
	d Related organizations	1d				
	e Government grants (contributions)	1e 49,812,313.				
	f All other contributions, gifts, grants, and similar amounts not included above	1f 21,183,069.				
	g Noncash contributions included in lines 1a-1f: \$	1,076,036.				
	h Total. Add lines 1a-1f	73,475,877.				
	Program Service Revenue	2 a	Business Code			
b						
c						
d						
e						
f All other program service revenue						
g Total. Add lines 2a-2f						
Other Revenue	3 Investment income (including dividends, interest, and other similar amounts)		64,107.		64,107.	
	4 Income from investment of tax-exempt bond proceeds					
	5 Royalties		30,567.		30,567.	
	6 a Gross rents	(i) Real	12,110.			
		(ii) Personal	0.			
		b Less: rental expenses				
		c Rental income or (loss)	12,110.			
	d Net rental income or (loss)		12,110.		12,110.	
	7 a Gross amount from sales of assets other than inventory	(i) Securities				
		(ii) Other				
		b Less: cost or other basis and sales expenses		2,063,212.		
		c Gain or (loss)		-2,063,212.		
	d Net gain or (loss)		-2,063,212.		-2,063,212.	
	8 a Gross income from fundraising events (not including \$ 2,480,495. of contributions reported on line 1c). See Part IV, line 18	a	161,035.			
		b Less: direct expenses		762,803.		
c Net income or (loss) from fundraising events			-601,768.		-601,768.	
9 a Gross income from gaming activities. See Part IV, line 19	a	143,800.				
	b Less: direct expenses		82,901.			
	c Net income or (loss) from gaming activities		60,899.		60,899.	
10 a Gross sales of inventory, less returns and allowances	a	10,472,758.				
	b Less: cost of goods sold		3,722,610.			
	c Net income or (loss) from sales of inventory		6,750,148.	6,750,148.		
Miscellaneous Revenue		Business Code				
11 a INSURANCE PROCEEDS		900099	1,050,000.		1,050,000.	
	b NJ PAYROLL TAX REFUND	900099	3,370.		3,370.	
	c CASH FOUND ON PROPERTY	900099	3,241.		3,241.	
	d All other revenue					
	e Total. Add lines 11a-11d			1,056,611.		
12 Total revenue. See instructions.			78,785,339.	6,750,148.	0.	

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Form 990 (2012)

NATIONAL SEPTEMBER 11 MEMORIAL & MUSEUM

AT THE WORLD TRADE CENTER FOUNDATION, INC

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 response to any question in this Part IX

Do not include amounts reported on lines 6b, 7b, 8b, 9b, and 10b of Part VIII.	(A) Total expenses	(B) Program service expenses	(C) Management and general expenses	(D) Fundraising expenses
1 Grants and other assistance to governments and organizations in the United States. See Part IV, line 21	38,219.	38,219.		
2 Grants and other assistance to individuals in the United States. See Part IV, line 22				
3 Grants and other assistance to governments, organizations, and individuals outside the United States. See Part IV, lines 15 and 16				
4 Benefits paid to or for members				
5 Compensation of current officers, directors, trustees, and key employees	1,954,722.	1,178,787.	343,271.	432,664.
6 Compensation not included above, to disqualified persons (as defined under section 4958(f)(1)) and persons described in section 4958(c)(3)(B)				
7 Other salaries and wages	9,755,653.	7,818,004.	1,088,051.	849,598.
8 Pension plan accruals and contributions (include section 401(k) and 403(b) employer contributions)	642,782.	489,073.	91,377.	62,332.
9 Other employee benefits	870,165.	732,825.	53,541.	83,799.
10 Payroll taxes	893,977.	547,509.	273,032.	73,436.
11 Fees for services (non-employees):				
a Management				
b Legal	130,284.	80,284.	50,000.	
c Accounting	159,370.	39,413.	119,957.	
d Lobbying	240,774.			240,774.
e Professional fundraising services. See Part IV, line 17	48,000.			48,000.
f Investment management fees				
g Other. (If line 11g amount exceeds 10% of line 25, column (A) amount, list line 11g expenses on Sch O.)	1,659,486.	1,458,789.	64,698.	135,999.
12 Advertising and promotion	577,116.	317,438.	4,439.	255,239.
13 Office expenses	1,698,162.	810,518.	162,504.	725,140.
14 Information technology	1,983,793.	1,272,610.	516,701.	194,482.
15 Royalties				
16 Occupancy	2,534,090.	2,448,828.	81,607.	3,655.
17 Travel	267,038.	148,178.	181.	118,679.
18 Payments of travel or entertainment expenses for any federal, state, or local public officials				
19 Conferences, conventions, and meetings	25,206.	2,155.	23,051.	
20 Interest				
21 Payments to affiliates				
22 Depreciation, depletion, and amortization	18,434,057.	17,766,273.	416,191.	251,593.
23 Insurance	854,611.	743,934.	59,595.	51,082.
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 CONTRACTED SECURITY SER	6,565,698.	6,548,205.		17,493.
b CONTRACTED MAINTENANCE/	3,663,603.	3,663,603.		
c EQUIP REPAIRS & MAINT	1,708,671.	1,695,249.	3,525.	9,897.
d PROGRAMMATIC EVENTS	1,166,047.	1,166,047.		
e All other expenses	992,049.	904,319.	33,073.	54,657.
25 Total functional expenses. Add lines 1 through 24e	56,863,573.	49,870,260.	3,384,794.	3,608,519.
26 Joint costs. Complete this line only if the organization reported in column (B) joint costs from a combined educational campaign and fundraising solicitation.				

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

NATIONAL SEPTEMBER 11 MEMORIAL & MUSEUM
AT THE WORLD TRADE CENTER FOUNDATION, INC

Form 990 (2012)

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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	
Assets	1 Cash - non-interest-bearing	2,430,101.	1	1,106,079.	
	2 Savings and temporary cash investments	31,127,202.	2	13,086,649.	
	3 Pledges and grants receivable, net	65,642,193.	3	44,200,913.	
	4 Accounts receivable, net	2,396.	4	650,760.	
	5 Loans and other receivables from current and former officers, directors, trustees, key employees, and highest compensated employees. Complete Part II of Schedule L		5		
	6 Loans and other receivables from other disqualified persons (as defined under section 4958(f)(1)), persons described in section 4958(c)(3)(B), and contributing employers and sponsoring organizations of section 501(c)(9) voluntary employees' beneficiary organizations (see instr). Complete Part II of Sch L		6		
	7 Notes and loans receivable, net		7		
	8 Inventories for sale or use	1,681,442.	8	2,181,123.	
	9 Prepaid expenses and deferred charges	1,329,446.	9	1,196,959.	
	10a Land, buildings, and equipment: cost or other basis. Complete Part VI of Schedule D	10a 334,780,733.			
	b Less: accumulated depreciation	10b 28,177,092.			
		318,516,496.	10c	306,603,641.	
	11 Investments - publicly traded securities		11		
	12 Investments - other securities. See Part IV, line 11		12		
	13 Investments - program-related. See Part IV, line 11		13		
	14 Intangible assets		14		
15 Other assets. See Part IV, line 11	268,527,861.	15	332,525,853.		
16 Total assets. Add lines 1 through 15 (must equal line 34)	689,257,137.	16	701,551,977.		
Liabilities	17 Accounts payable and accrued expenses	55,831,473.	17	47,537,950.	
	18 Grants payable		18		
	19 Deferred revenue	107,800.	19		
	20 Tax-exempt bond liabilities		20		
	21 Escrow or custodial account liability. Complete Part IV of Schedule D		21		
	22 Loans and other payables to current and former officers, directors, trustees, key employees, highest compensated employees, and disqualified persons. Complete Part II of Schedule L		22		
	23 Secured mortgages and notes payable to unrelated third parties		23		
	24 Unsecured notes and loans payable to unrelated third parties		24		
	25 Other liabilities (including federal income tax, payables to related third parties, and other liabilities not included on lines 17-24). Complete Part X of Schedule D	141,602.	25	112,227.	
	26 Total liabilities. Add lines 17 through 25	56,080,875.	26	47,650,177.	
Net Assets or Fund Balances	Organizations that follow SFAS 117 (ASC 958), check here <input checked="" type="checkbox"/> and complete lines 27 through 29, and lines 33 and 34.				
	27 Unrestricted net assets	608,400,185.	27	632,166,637.	
	28 Temporarily restricted net assets	24,776,077.	28	21,735,163.	
	29 Permanently restricted net assets		29		
	Organizations that do not follow SFAS 117 (ASC 958), check here <input type="checkbox"/> and complete lines 30 through 34.				
	30 Capital stock or trust principal, or current funds		30		
	31 Paid-in or capital surplus, or land, building, or equipment fund		31		
	32 Retained earnings, endowment, accumulated income, or other funds		32		
33 Total net assets or fund balances	633,176,262.	33	653,901,800.		
34 Total liabilities and net assets/fund balances	689,257,137.	34	701,551,977.		

Form 990 (2012)

Part XI Reconciliation of Net Assets

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

1	Total revenue (must equal Part VIII, column (A), line 12)	1	78,785,339.
2	Total expenses (must equal Part IX, column (A), line 25)	2	56,863,573.
3	Revenue less expenses. Subtract line 2 from line 1	3	21,921,766.
4	Net assets or fund balances at beginning of year (must equal Part X, line 33, column (A))	4	633,176,262.
5	Net unrealized gains (losses) on investments	5	
6	Donated services and use of facilities	6	-1,196,228.
7	Investment expenses	7	
8	Prior period adjustments	8	
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	653,901,800.

Part XII Financial Statements and Reporting

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

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

Form 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

2012

Open to Public Inspection

Name of the organization **NATIONAL SEPTEMBER 11 MEMORIAL & MUSEUM AT THE WORLD TRADE CENTER FOUNDATION, INC** Employer identification number **38-3678458**

Part I Reason for Public Charity Status (All organizations must complete this part.) See instructions.

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

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

	Yes	No
(i) A person who directly or indirectly controls, either alone or together with persons described in (ii) and (iii) below, the governing body of the supported organization?		
(ii) A family member of a person described in (i) above?		
(iii) A 35% controlled entity of a person described in (i) or (ii) above?		
- h Provide the following information about the supported organization(s).

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

NATIONAL SEPTEMBER 11 MEMORIAL & MUSEUM

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

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

Section A. Public Support

Calendar year (or fiscal year beginning in) ▶	(a) 2008	(b) 2009	(c) 2010	(d) 2011	(e) 2012	(f) Total
1 Gifts, grants, contributions, and membership fees received. (Do not include any "unusual grants.")	45,970,282.	92,680,699.	87,438,036.	78,345,395.	73,475,877.	377,910,289.
2 Tax revenues levied for the organization's benefit and either paid to or expended on its behalf						
3 The value of services or facilities furnished by a governmental unit to the organization without charge						
4 Total. Add lines 1 through 3	45,970,282.	92,680,699.	87,438,036.	78,345,395.	73,475,877.	377,910,289.
5 The portion of total contributions by each person (other than a governmental unit or publicly supported organization) included on line 1 that exceeds 2% of the amount shown on line 11, column (f)						2,477,113.
6 Public support. Subtract line 5 from line 4.						375,433,176.

Section B. Total Support

Calendar year (or fiscal year beginning in) ▶	(a) 2008	(b) 2009	(c) 2010	(d) 2011	(e) 2012	(f) Total
7 Amounts from line 4	45,970,282.	92,680,699.	87,438,036.	78,345,395.	73,475,877.	377,910,289.
8 Gross income from interest, dividends, payments received on securities loans, rents, royalties and income from similar sources	3,585,868.	1,332,950.	766,692.	255,211.	106,784.	6,047,505.
9 Net income from unrelated business activities, whether or not the business is regularly carried on						
10 Other income. Do not include gain or loss from the sale of capital assets (Explain in Part IV.)			900.	4,068.	1,056,611.	1,061,579.
11 Total support. Add lines 7 through 10						385,019,373.
12 Gross receipts from related activities, etc. (see instructions)					12	21,421,379.
13 First five years. If the Form 990 is for the organization's first, second, third, fourth, or fifth tax year as a section 501(c)(3) organization, check this box and stop here	<input type="checkbox"/>					

Section C. Computation of Public Support Percentage

14 Public support percentage for 2012 (line 6, column (f) divided by line 11, column (f))	14	97.51	%
15 Public support percentage from 2011 Schedule A, Part II, line 14	15	97.98	%
16a 33 1/3% support test - 2012. If the organization did not check the box on line 13, and line 14 is 33 1/3% or more, check this box and stop here. The organization qualifies as a publicly supported organization	<input checked="" type="checkbox"/>		
b 33 1/3% support test - 2011. If the organization did not check a box on line 13 or 16a, and line 15 is 33 1/3% or more, check this box and stop here. The organization qualifies as a publicly supported organization	<input type="checkbox"/>		
17a 10% -facts-and-circumstances test - 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 organization	<input type="checkbox"/>		
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 supported organization	<input type="checkbox"/>		
18 Private foundation. If the organization did not check a box on line 13, 16a, 16b, 17a, or 17b, check this box and see instructions	<input type="checkbox"/>		

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

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

Section A. Public Support

Calendar year (or fiscal year beginning in) ▶	(a) 2008	(b) 2009	(c) 2010	(d) 2011	(e) 2012	(f) Total
1 Gifts, grants, contributions, and membership fees received. (Do not include any "unusual grants.")						
2 Gross receipts from admissions, merchandise sold or services performed, or facilities furnished in any activity that is related to the organization's tax-exempt purpose						
3 Gross receipts from activities that are not an unrelated trade or business under section 513						
4 Tax revenues levied for the organization's benefit and either paid to or expended on its behalf						
5 The value of services or facilities furnished by a governmental unit to the organization without charge						
6 Total. Add lines 1 through 5						
7a Amounts included on lines 1, 2, and 3 received from disqualified persons						
b Amounts included on lines 2 and 3 received from other than disqualified persons that exceed the greater of \$5,000 or 1% of the amount on line 13 for the year						
c Add lines 7a and 7b						
8 Public support. (Subtract line 7c from line 6.)						

Section B. Total Support

Calendar year (or fiscal year beginning in) ▶	(a) 2008	(b) 2009	(c) 2010	(d) 2011	(e) 2012	(f) Total
9 Amounts from line 6						
10a Gross income from interest, dividends, payments received on securities loans, rents, royalties and income from similar sources						
b Unrelated business taxable income (less section 511 taxes) from businesses acquired after June 30, 1975						
c Add lines 10a and 10b						
11 Net income from unrelated business activities not included in line 10b, whether or not the business is regularly carried on						
12 Other income. Do not include gain or loss from the sale of capital assets (Explain in Part IV.)						
13 Total support. (Add lines 9, 10c, 11, and 12.)						

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

Section C. Computation of Public Support Percentage

15 Public support percentage for 2012 (line 8, column (f) divided by line 13, column (f))	15	%
16 Public support percentage from 2011 Schedule A, Part III, line 15	16	%

Section D. Computation of Investment Income Percentage

17 Investment income percentage for 2012 (line 10c, column (f) divided by line 13, column (f))	17	%
18 Investment income percentage from 2011 Schedule A, Part III, line 17	18	%

19a 33 1/3% support tests - 2012. If the organization did not check the box on line 14, and line 15 is more than 33 1/3%, and line 17 is not more than 33 1/3%, check this box and **stop here**. The organization qualifies as a publicly supported organization

b 33 1/3% support tests - 2011. If the organization did not check a box on line 14 or line 19a, and line 16 is more than 33 1/3%, and line 18 is not more than 33 1/3%, check this box and **stop here**. The organization qualifies as a publicly supported organization

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

NATIONAL SEPTEMBER 11 MEMORIAL & MUSEUM

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

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

MEDIA GUIDE FEES

2010 AMOUNT: \$ 900.

2011 AMOUNT: \$ 1,275.

JURY DUTY REIMBURSEMENT

2011 AMOUNT: \$ 45.

EXPENSE REIMBURSEMENTS

2011 AMOUNT: \$ 2,600.

2012 AMOUNT: \$ 3,370.

CASH FOUND ON PROPERTY

2011 AMOUNT: \$ 148.

2012 AMOUNT: \$ 3,241.

INSURANCE PROCEEDS

2012 AMOUNT: \$ 1,050,000.

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

NATIONAL SEPTEMBER 11 MEMORIAL & MUSEUM
AT THE WORLD TRADE CENTER FOUNDATION, INC

Employer identification number

38-3678458

Organization type (check one):

Filers of:

Section:

Form 990 or 990-EZ

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

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

527 political organization

Form 990-PF

501(c)(3) exempt private foundation

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

501(c)(3) taxable private foundation

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

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

General Rule

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

Special Rules

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

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

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

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

LHA For Paperwork Reduction Act Notice, see the Instructions for Form 990, 990-EZ, or 990-PF. Schedule B (Form 990, 990-EZ, or 990-PF) (2012)

Name of organization NATIONAL SEPTEMBER 11 MEMORIAL & MUSEUM AT THE WORLD TRADE CENTER FOUNDATION, INC	Employer identification number 38-3678458
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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
<u>1</u>	_____ _____ _____	\$ <u>5,000,000.</u>	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
<u>2</u>	_____ _____ _____	\$ <u>1,600,000.</u>	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
<u>3</u>	_____ _____ _____	\$ <u>8,103,402.</u>	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
<u>4</u>	_____ _____ _____	\$ <u>20,321,521.</u>	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
<u>5</u>	_____ _____ _____	\$ <u>1,703,638.</u>	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
<u>6</u>	_____ _____ _____	\$ <u>18,394,629.</u>	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)

Name of organization NATIONAL SEPTEMBER 11 MEMORIAL & MUSEUM AT THE WORLD TRADE CENTER FOUNDATION, INC	Employer identification number 38-3678458
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Part II Noncash Property (see instructions). Use duplicate copies of Part II if additional space is needed.

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

Name of organization NATIONAL SEPTEMBER 11 MEMORIAL & MUSEUM AT THE WORLD TRADE CENTER FOUNDATION, INC	Employer identification number 38-3678458
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Part III Exclusively religious, charitable, etc., individual contributions to section 501(c)(7), (8), or (10) organizations that total more than \$1,000 for the year. Complete columns (a) through (e) and the following line entry. For organizations completing Part III, enter the total of exclusively religious, charitable, etc., contributions of \$1,000 or less for the year. (Enter this information once.) ▶ \$ _____

Use duplicate copies of Part III if additional space is needed.

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

SCHEDULE C
(Form 990 or 990-EZ)

Department of the Treasury
Internal Revenue Service

Political Campaign and Lobbying Activities

For Organizations Exempt From Income Tax Under section 501(c) and section 527

OMB No. 1545-0047

2012

Open to Public
Inspection

▶ **Complete if the organization is described below.** ▶ **Attach to Form 990 or Form 990-EZ.**
▶ **See separate instructions.**

If the organization answered "Yes," to Form 990, Part IV, line 3, or Form 990-EZ, Part V, line 46 (Political Campaign Activities), then

- Section 501(c)(3) organizations: Complete Parts I-A and B. Do not complete Part I-C.
- Section 501(c) (other than section 501(c)(3)) organizations: Complete Parts I-A and C below. Do not complete Part I-B.
- Section 527 organizations: Complete Part I-A only.

If the organization answered "Yes," to Form 990, Part IV, line 4, or Form 990-EZ, Part VI, line 47 (Lobbying Activities), then

- Section 501(c)(3) organizations that have filed Form 5768 (election under section 501(h)): Complete Part II-A. Do not complete Part II-B.
- Section 501(c)(3) organizations that have NOT filed Form 5768 (election under section 501(h)): Complete Part II-B. Do not complete Part II-A.

If the organization answered "Yes," to Form 990, Part IV, line 5 (Proxy Tax), or Form 990-EZ, Part V, line 35c (Proxy Tax), then

- Section 501(c)(4), (5), or (6) organizations: Complete Part III.

Name of organization NATIONAL SEPTEMBER 11 MEMORIAL & MUSEUM AT THE WORLD TRADE CENTER FOUNDATION, INC	Employer identification number 38-3678458
--	---

Part I-A Complete if the organization is exempt under section 501(c) or is a section 527 organization.

- 1 Provide a description of the organization's direct and indirect political campaign activities in Part IV.
- 2 Political expenditures ▶ \$ _____
- 3 Volunteer hours _____

Part I-B Complete if the organization is exempt under section 501(c)(3).

- 1 Enter the amount of any excise tax incurred by the organization under section 4955 ▶ \$ _____
- 2 Enter the amount of any excise tax incurred by organization managers under section 4955 ▶ \$ _____
- 3 If the organization incurred a section 4955 tax, did it file Form 4720 for this year? Yes No
- 4a Was a correction made? Yes No
- b If "Yes," describe in Part IV.

Part I-C Complete if the organization is exempt under section 501(c), except section 501(c)(3).

- 1 Enter the amount directly expended by the filing organization for section 527 exempt function activities ▶ \$ _____
- 2 Enter the amount of the filing organization's funds contributed to other organizations for section 527 exempt function activities ▶ \$ _____
- 3 Total exempt function expenditures. Add lines 1 and 2. Enter here and on Form 1120-POL, line 17b ▶ \$ _____
- 4 Did the filing organization file **Form 1120-POL** for this year? Yes No
- 5 Enter the names, addresses and employer identification number (EIN) of all section 527 political organizations to which the filing organization made payments. For each organization listed, enter the amount paid from the filing organization's funds. Also enter the amount of political contributions received that were promptly and directly delivered to a separate political organization, such as a separate segregated fund or a political action committee (PAC). If additional space is needed, provide information in Part IV.

(a) Name	(b) Address	(c) EIN	(d) Amount paid from filing organization's funds. If none, enter -0-.	(e) Amount of political contributions received and promptly and directly delivered to a separate political organization. If none, enter -0-.

For Paperwork Reduction Act Notice, see the Instructions for Form 990 or 990-EZ. Schedule C (Form 990 or 990-EZ) 2012

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NATIONAL SEPTEMBER 11 MEMORIAL & MUSEUM

Part II-A Complete if the organization is exempt under section 501(c)(3) and filed Form 5768 (election under section 501(h)).

- A Check if the filing organization belongs to an affiliated group (and list in Part IV each affiliated group member's name, address, EIN, expenses, and share of excess lobbying expenditures).
- B Check if the filing organization checked box A and "limited control" provisions apply.

Limits on Lobbying Expenditures (The term "expenditures" means amounts paid or incurred.)		(a) Filing organization's totals	(b) Affiliated group totals												
1 a	Total lobbying expenditures to influence public opinion (grass roots lobbying)	0.													
b	Total lobbying expenditures to influence a legislative body (direct lobbying)	262,887.													
c	Total lobbying expenditures (add lines 1a and 1b)	262,887.													
d	Other exempt purpose expenditures	53,255,054.													
e	Total exempt purpose expenditures (add lines 1c and 1d)	53,517,941.													
f	Lobbying nontaxable amount. Enter the amount from the following table in both columns.	1,000,000.													
<table border="1"> <thead> <tr> <th>If the amount on line 1e, column (a) or (b) is:</th> <th>The lobbying nontaxable amount is:</th> </tr> </thead> <tbody> <tr> <td>Not over \$500,000</td> <td>20% of the amount on line 1e.</td> </tr> <tr> <td>Over \$500,000 but not over \$1,000,000</td> <td>\$100,000 plus 15% of the excess over \$500,000.</td> </tr> <tr> <td>Over \$1,000,000 but not over \$1,500,000</td> <td>\$175,000 plus 10% of the excess over \$1,000,000.</td> </tr> <tr> <td>Over \$1,500,000 but not over \$17,000,000</td> <td>\$225,000 plus 5% of the excess over \$1,500,000.</td> </tr> <tr> <td>Over \$17,000,000</td> <td>\$1,000,000.</td> </tr> </tbody> </table>		If the amount on line 1e, column (a) or (b) is:	The lobbying nontaxable amount is:	Not over \$500,000	20% of the amount on line 1e.	Over \$500,000 but not over \$1,000,000	\$100,000 plus 15% of the excess over \$500,000.	Over \$1,000,000 but not over \$1,500,000	\$175,000 plus 10% of the excess over \$1,000,000.	Over \$1,500,000 but not over \$17,000,000	\$225,000 plus 5% of the excess over \$1,500,000.	Over \$17,000,000	\$1,000,000.		
If the amount on line 1e, column (a) or (b) is:	The lobbying nontaxable amount is:														
Not over \$500,000	20% of the amount on line 1e.														
Over \$500,000 but not over \$1,000,000	\$100,000 plus 15% of the excess over \$500,000.														
Over \$1,000,000 but not over \$1,500,000	\$175,000 plus 10% of the excess over \$1,000,000.														
Over \$1,500,000 but not over \$17,000,000	\$225,000 plus 5% of the excess over \$1,500,000.														
Over \$17,000,000	\$1,000,000.														
g	Grassroots nontaxable amount (enter 25% of line 1f)	250,000.													
h	Subtract line 1g from line 1a. If zero or less, enter -0-	0.													
i	Subtract line 1f from line 1c. If zero or less, enter -0-	0.													
j	If there is an amount other than zero on either line 1h or line 1i, did the organization file Form 4720 reporting section 4911 tax for this year?		<input type="checkbox"/> Yes <input type="checkbox"/> No												

4-Year Averaging Period Under Section 501(h)
(Some organizations that made a section 501(h) election do not have to complete all of the five columns below. See the instructions for lines 2a through 2f on page 4.)

Lobbying Expenditures During 4-Year Averaging Period					
Calendar year (or fiscal year beginning in)	(a) 2009	(b) 2010	(c) 2011	(d) 2012	(e) Total
2a	Lobbying nontaxable amount		1,000,000.	1,000,000.	2,000,000.
b	Lobbying ceiling amount (150% of line 2a, column(e))				3,000,000.
c	Total lobbying expenditures		259,453.	262,887.	522,340.
d	Grassroots nontaxable amount		250,000.	250,000.	500,000.
e	Grassroots ceiling amount (150% of line 2d, column (e))				750,000.
f	Grassroots lobbying expenditures				

Schedule C (Form 990 or 990-EZ) 2012

NATIONAL SEPTEMBER 11 MEMORIAL & MUSEUM

Part II-B Complete if the organization is exempt under section 501(c)(3) and has NOT filed Form 5768 (election under section 501(h)).

For each "Yes," response to lines 1a through 1i below, provide in Part IV a detailed description of the lobbying activity.	(a)		(b)
	Yes	No	Amount
1 During the year, did the filing organization attempt to influence foreign, national, state or local legislation, including any attempt to influence public opinion on a legislative matter or referendum, through the use of:			
a Volunteers?			
b Paid staff or management (include compensation in expenses reported on lines 1c through 1i)? ..			
c Media advertisements?			
d Mailings to members, legislators, or the public?			
e Publications, or published or broadcast statements?			
f Grants to other organizations for lobbying purposes?			
g Direct contact with legislators, their staffs, government officials, or a legislative body?			
h Rallies, demonstrations, seminars, conventions, speeches, lectures, or any similar means?			
i Other activities?			
j Total. Add lines 1c through 1i			
2a Did the activities in line 1 cause the organization to be not described in section 501(c)(3)?			
b If "Yes," enter the amount of any tax incurred under section 4912			
c If "Yes," enter the amount of any tax incurred by organization managers under section 4912			
d If the filing organization incurred a section 4912 tax, did it file Form 4720 for this year?			

Part III-A Complete if the organization is exempt under section 501(c)(4), section 501(c)(5), or section 501(c)(6).

	Yes	No
1 Were substantially all (90% or more) dues received nondeductible by members?	1	
2 Did the organization make only in-house lobbying expenditures of \$2,000 or less?	2	
3 Did the organization agree to carry over lobbying and political expenditures from the prior year?	3	

Part III-B Complete if the organization is exempt under section 501(c)(4), section 501(c)(5), or section 501(c)(6) and if either (a) BOTH Part III-A, lines 1 and 2, are answered "No," OR (b) Part III-A, line 3, is answered "Yes."

1 Dues, assessments and similar amounts from members	1	
2 Section 162(e) nondeductible lobbying and political expenditures (do not include amounts of political expenses for which the section 527(f) tax was paid).		
a Current year	2a	
b Carryover from last year	2b	
c Total	2c	
3 Aggregate amount reported in section 6033(e)(1)(A) notices of nondeductible section 162(e) dues	3	
4 If notices were sent and the amount on line 2c exceeds the amount on line 3, what portion of the excess does the organization agree to carryover to the reasonable estimate of nondeductible lobbying and political expenditure next year?	4	
5 Taxable amount of lobbying and political expenditures (see instructions)	5	

Part IV Supplemental Information

Complete this part to provide the descriptions required for Part I-A, line 1; Part I-B, line 4; Part I-C, line 5; Part II-A (affiliated group list); Part II-A, line 2; and Part II-B, line 1. Also, complete this part for any additional information.

SCHEDULE D
(Form 990)

Department of the Treasury
Internal Revenue Service

Supplemental Financial Statements

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

▶ **Attach to Form 990. ▶ See separate instructions.**

OMB No. 1545-0047

2012

Open to Public Inspection

Name of the organization NATIONAL SEPTEMBER 11 MEMORIAL & MUSEUM
AT THE WORLD TRADE CENTER FOUNDATION, INC

Employer identification number
38-3678458

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

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

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

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

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

Protection of natural habitat Preservation of a certified historic structure

Preservation of open space

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

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

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

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

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

Yes No

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

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

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

Yes No

9 In Part 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 accounting for conservation easements.

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

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

1a If the organization elected, as permitted under SFAS 116 (ASC 958), not to report in its revenue statement and balance sheet works of art, historical treasures, or other similar assets held for public exhibition, education, or research in furtherance of public service, provide, in Part 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 sheet works of art, historical treasures, or other similar assets held for public exhibition, education, or research in furtherance of public service, provide the following amounts relating to these items:

(i) Revenues included in Form 990, Part VIII, line 1 ▶ \$ _____

(ii) Assets included in Form 990, Part X ▶ \$ _____

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

a Revenues included in Form 990, Part VIII, line 1 ▶ \$ _____

b Assets included in Form 990, Part X ▶ \$ _____

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

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

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

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

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

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

- 2 Provide the estimated percentage of the current year end balance (line 1g, column (a)) held as:
- a Board designated or quasi-endowment _____ %
 - b Permanent endowment _____ %
 - c Temporarily restricted endowment _____ %
- The percentages in lines 2a, 2b, and 2c should equal 100%.
- 3a Are there endowment funds not in the possession of the organization that are held and administered for the organization by:
- | | Yes | No |
|---|--------|----|
| (i) unrelated organizations | 3a(i) | |
| (ii) related organizations | 3a(ii) | |
| b If "Yes" to 3a(ii), are the related organizations listed as required on Schedule R? | 3b | |

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

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

Description of property	(a) Cost or other basis (investment)	(b) Cost or other basis (other)	(c) Accumulated depreciation	(d) Book value
1a Land				
b Buildings		316,342,339.	21,371,129.	294,971,210.
c Leasehold improvements		5,643,684.	2,561,476.	3,082,208.
d Equipment		11,298,585.	3,512,870.	7,785,715.
e Other		1,496,125.	731,617.	764,508.
Total. Add lines 1a through 1e. (Column (d) must equal Form 990, Part X, column (B), line 10(c).)				306,603,641.

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

(a) Description of security or category (including name of security)	(b) Book value	(c) Method of valuation: Cost or end-of-year market value
(1) Financial derivatives		
(2) Closely-held equity interests		
(3) Other		
(A)		
(B)		
(C)		
(D)		
(E)		
(F)		
(G)		
(H)		
(I)		
Total. (Col. (b) must equal Form 990, Part X, col. (B) line 12.)		

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

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

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

(a) Description	(b) Book value
(1) CONSTRUCTION IN PROGRESS	332,183,696.
(2) INTELLECTUAL PROPERTY RIGHTS, NET OF ACCUM AMORTIZATION	42,344.
(3) DUE FROM RELATED PARTY	299,813.
(4)	
(5)	
(6)	
(7)	
(8)	
(9)	
(10)	
Total. (Column (b) must equal Form 990, Part X, col. (B) line 15.)	332,525,853.

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

1. (a) Description of liability	(b) Book value
(1) Federal income taxes	
(2) DEFERRED RENT	112,227.
(3)	
(4)	
(5)	
(6)	
(7)	
(8)	
(9)	
(10)	
(11)	
Total. (Column (b) must equal Form 990, Part X, col. (B) line 25.)	112,227.

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

Part XI Reconciliation of Revenue per Audited Financial Statements With Revenue per Return

1	Total revenue, gains, and other support per audited financial statements		1	79,873,551.
2	Amounts included on line 1 but not on Form 990, Part VIII, line 12:			
a	Net unrealized gains on investments	2a		
b	Donated services and use of facilities	2b	75,000.	
c	Recoveries of prior year grants	2c		
d	Other (Describe in Part XIII.)	2d	2,063,212.	
e	Add lines 2a through 2d	2e		2,138,212.
3	Subtract line 2e from line 1		3	77,735,339.
4	Amounts included on Form 990, Part VIII, line 12, but not on line 1:			
a	Investment expenses not included on Form 990, Part VIII, line 7b	4a		
b	Other (Describe in Part XIII.)	4b	1,050,000.	
c	Add lines 4a and 4b	4c		1,050,000.
5	Total revenue. Add lines 3 and 4c. (This must equal Form 990, Part I, line 12.)		5	78,785,339.

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

1	Total expenses and losses per audited financial statements		1	59,148,013.
2	Amounts included on line 1 but not on Form 990, Part IX, line 25:			
a	Donated services and use of facilities	2a	1,271,228.	
b	Prior year adjustments	2b		
c	Other losses	2c		
d	Other (Describe in Part XIII.)	2d	2,063,212.	
e	Add lines 2a through 2d	2e		3,334,440.
3	Subtract line 2e from line 1		3	55,813,573.
4	Amounts included on Form 990, Part IX, line 25, but not on line 1:			
a	Investment expenses not included on Form 990, Part VIII, line 7b	4a		
b	Other (Describe in Part XIII.)	4b	1,050,000.	
c	Add lines 4a and 4b	4c		1,050,000.
5	Total expenses. Add lines 3 and 4c. (This must equal Form 990, Part I, line 18.)		5	56,863,573.

Part XIII Supplemental Information

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

PART III, LINE 1A: THE VALUE OF THE ORGANIZATION'S COLLECTION IS NOT REFLECTED AS AN ASSET IN THE STATEMENT OF FINANCIAL POSITION, AND GIFTS OF COLLECTION ITEMS ARE EXCLUDED FROM REVENUE IN THE STATEMENT OF ACTIVITIES. PURCHASES OF COLLECTION ITEMS ARE RECORDED IN THE YEAR IN WHICH THE ITEMS WERE ACQUIRED AS DECREASES IN UNRESTRICTED NET ASSETS IN THE STATEMENT OF ACTIVITIES. PURSUANT TO THE ORGANIZATION'S COLLECTIONS AND MANAGEMENT POLICY, PROCEEDS FROM DEACCESSIONS ARE TO BE USED EXCLUSIVELY TO ACQUIRE OTHER ITEMS FOR THE COLLECTION AND WILL BE RECORDED AS UNRESTRICTED NET

Part XIII Supplemental Information (continued)

ASSETS DESIGNATED FOR ACQUISITIONS OF COLLECTION ITEMS.

PART III, LINE 4: THE ORGANIZATION IS IN THE PROCESS OF ASSEMBLING A PERMANENT COLLECTION AND HAS INSTITUTED A COLLECTIONS MANAGEMENT POLICY TO DEFINE THE SCOPE AND INTELLECTUAL FRAMEWORK OF CONTENT ASSETS AND THE PROCEDURES BY WHICH THESE MATERIALS ARE ACCESSIONED, CATALOGUED AND PRESERVED. THROUGH LEADERSHIP OF THE BOARD AND STAFF, THE ORGANIZATION STRIVES TO ESTABLISH, PRESERVE AND DOCUMENT PRIMARY RECORDS, MATERIAL EVIDENCE, SPOKEN TESTIMONY AND OTHER WIDE-RANGING CULTURAL DOCUMENTATION RELATED TO THE FEBRUARY 26, 1993 AND SEPTEMBER 11, 2001 TERRORIST ATTACKS, THE HISTORICAL CONTEXT LEADING UP TO THEM, AND THEIR AFTERMATH AND ONGOING REPERCUSSIONS. THE ORGANIZATION ALSO COLLECTS ARTIFACTS, SPOKEN REMEMBRANCES AND OTHER MATERIALS WHICH HONOR AND COMMEMORATE THE VICTIMS OF THE SEPTEMBER 11, 2001 AND FEBRUARY 26, 1993 TERRORIST ATTACKS AND THEIR LEGACIES. THE ORGANIZATION MAKES ITS COLLECTION AVAILABLE AS LOANS TO OTHER MUSEUMS AND PRESENTING INSTITUTIONS, IN THE U.S. AND ABROAD, THAT MEET OUR SECURITY AND ENVIRONMENTAL CRITERIA. THE COLLECTION IS ALSO AVAILABLE, THROUGH ITS CATALOGUE AND BY APPOINTMENT, TO THE PUBLIC FOR RESEARCH PURPOSES AND IN COOPERATION WITH OUR PROFESSIONAL STAFF AND SCHOOL EDUCATORS FOR THE CREATION OF LESSON PLANS THAT ARE THEN MADE AVAILABLE THROUGH OUR WEBSITE. WHEN THE MUSEUM IS FULLY OPEN TO THE PUBLIC, ITS COLLECTIONS WILL ALSO BE USED IN EDUCATIONAL AND PUBLIC PROGRAMS FOR THE BENEFIT OF VISITORS.

IN 2012, THE ORGANIZATION SPENT \$166,805 ON ACQUISITIONS OF COLLECTION ITEMS. THESE ACQUISITIONS WERE FUNDED IN PART BY TEMPORARILY RESTRICTED CASH CONTRIBUTIONS.

Part XIII Supplemental Information (continued)

PART X, LINE 2: THE ORGANIZATION RECOGNIZES THE EFFECT OF INCOME TAX POSITIONS ONLY IF THOSE POSITIONS ARE MORE LIKELY THAN NOT TO BE SUSTAINED. MANAGEMENT HAS DETERMINED THAT THE ORGANIZATION HAD NO UNCERTAIN TAX POSITIONS THAT WOULD REQUIRE FINANCIAL STATEMENT RECOGNITION OR DISCLOSURE. THE ORGANIZATION IS NO LONGER SUBJECT TO EXAMINATION BY THE APPLICABLE TAXING JURISDICTIONS FOR YEARS PRIOR TO 2009.

PART XI, LINE 2D - OTHER ADJUSTMENTS:

RECLASSIFICATION: DISPOSAL OF DISPOSAL ASSETS 2,063,212.

PART XI, LINE 4B - OTHER ADJUSTMENTS:

RECLASSIFICATION: INSURANCE PROCEEDS 1,050,000.

PART XII, LINE 2D - OTHER ADJUSTMENTS:

RECLASSIFICATION: DISPOSAL OF DISPOSAL ASSETS 2,063,212.

PART XII, LINE 4B - OTHER ADJUSTMENTS:

RECLASSIFICATION: INSURANCE PROCEEDS 1,050,000.

SCHEDULE G
(Form 990 or 990-EZ)

Department of the Treasury
Internal Revenue Service

**Supplemental Information Regarding
Fundraising or Gaming Activities**

OMB No. 1545-0047

2012

**Open To Public
Inspection**

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

Name of the organization **NATIONAL SEPTEMBER 11 MEMORIAL & MUSEUM
AT THE WORLD TRADE CENTER FOUNDATION, INC** Employer identification number
38-3678458

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

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

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

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

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

(i) Name and address of individual or entity (fundraiser)	(ii) Activity	(iii) Did fundraiser have custody or control of contributions?		(iv) Gross receipts from activity	(v) Amount paid to (or retained by) fundraiser listed in col. (i)	(vi) Amount paid to (or retained by) organization
		Yes	No			
THE LUKENS COMPANY - 2800 SHIRLINGTON RD. SUITE 900,	DIRECT MAIL CONSULTING/MANAGEMENT		X	635,286.	48,000.	587,286.
Total				635,286.	48,000.	587,286.

3 List all states in which the organization is registered or licensed to solicit contributions or has been notified it is exempt from registration or licensing.

AL, AZ, CA, CT, FL, GA, IL, KS, KY, ME, MD, MA, MI, MN, NH, NJ, NY, NC, ND, OH, OK, OR, PA, RI, SC, TN, UT, WA, WI, CO, MS

NATIONAL SEPTEMBER 11 MEMORIAL & MUSEUM

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

		(a) Event #1	(b) Event #2	(c) Other events	(d) Total events (add col. (a) through col. (c))	
		BENEFIT DINNER (event type)	(event type)	NONE (total number)		
Revenue	1	Gross receipts	2,641,530.			2,641,530.
	2	Less: Contributions	2,480,495.			2,480,495.
	3	Gross income (line 1 minus line 2)	161,035.			161,035.
Direct Expenses	4	Cash prizes				
	5	Noncash prizes				
	6	Rent/facility costs	223,911.			223,911.
	7	Food and beverages				
	8	Entertainment				
	9	Other direct expenses	538,892.			538,892.
	10	Direct expense summary. Add lines 4 through 9 in column (d)				(762,803.)
	11	Net income summary. Combine line 3, column (d), and line 10				-601,768.

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

		(a) Bingo	(b) Pull tabs/instant bingo/progressive bingo	(c) Other gaming	(d) Total gaming (add col. (a) through col. (c))	
		1	Gross revenue			143,800.
Direct Expenses	2	Cash prizes				
	3	Noncash prizes			50,000.	50,000.
	4	Rent/facility costs				
	5	Other direct expenses			32,901.	32,901.
	6	Volunteer labor	<input type="checkbox"/> Yes _____ % <input type="checkbox"/> No	<input type="checkbox"/> Yes _____ % <input type="checkbox"/> No	<input type="checkbox"/> Yes _____ % <input checked="" type="checkbox"/> No	
7	Direct expense summary. Add lines 2 through 5 in column (d)				(82,901.)	
8	Net gaming income summary. Combine line 1, column d, and line 7				60,899.	

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

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

NATIONAL SEPTEMBER 11 MEMORIAL & MUSEUM

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

13a	100.00	%
13b		%
- 14 Enter the name and address of the person who prepares the organization's gaming/special events books and records:

Name ► NATALIE PINKERTON

Address ► ONE LIBERTY PLAZA, 20TH FLOOR - NEW YORK, NY 10006

- 15a Does the organization have a contract with a third party from whom the organization receives gaming revenue? Yes No
- b If "Yes," enter the amount of gaming revenue received by the organization ► \$ _____ and the amount of gaming revenue retained by the third party ► \$ _____.
- c If "Yes," enter name and address of the third party:

Name ► _____

Address ► _____

16 Gaming manager information:

Name ► VARIOUS

Gaming manager compensation ► \$ 4,480.

Description of services provided ► OVERALL SUPERVISION AND MANAGEMENT OF THE GAMING OPERATION; RECORDKEEPING

Director/officer Employee Independent contractor

17 Mandatory distributions:

- a Is the organization required under state law to make charitable distributions from the gaming proceeds to retain the state gaming license? Yes No
- b Enter the amount of distributions required under state law to be distributed to other exempt organizations or spent in the organization's own exempt activities during the tax year ► \$ _____

Part IV Supplemental Information. Complete this part to provide the 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 this part to provide any additional information (see instructions).

SCHEDULE G, PART I, LINE 2B, LIST OF TEN HIGHEST PAID FUNDRAISERS:

(I) NAME OF FUNDRAISER: THE LUKENS COMPANY

(I) ADDRESS OF FUNDRAISER:

2800 SHIRLINGTON RD. SUITE 900, ARLINGTON, VA 22206

SCHEDULE G, PART I, LINE 2B, COLUMN (V): THE LUKENS COMPANY ("TLC") AND

THE ORGANIZATION HAS A NON-EXCLUSIVE AGREEMENT FOR DIRECT RESPONSE MARKETING CONSULTATION AND MANAGEMENT, THE CREATION AND PRODUCTION OF

Part IV Supplemental Information (continued)

DIRECT MAIL PACKAGES, PACKAGE INSERTS, SPACE ADVERTISEMENTS, TELEMARKETING CAMPAIGNS, DIRECT RESPONSE TELEVISION, AND INTERNET-BASED MARKETING PROGRAMS.

TLC RECEIVED A MONTHLY RETAINER FEE OF \$4,000 PER MONTH PLUS REIMBURSEMENT OF ALL MAILING, COPY CREATION, AND OTHER SERVICE FEES INCURRED UNDER THE CONTRACT AGREEMENT.

THE ORGANIZATION DISTINGUISHES BETWEEN PAYMENT FOR CONSULTING FEES AND EXPENSE REIMBURSEMENT WITH TLC BASED ON SPECIFIC CONTRACT ARRANGEMENTS AND ITEMIZED INVOICING. IN ADDITION TO THE \$48,000 OF CONSULTANT FEES PAID, TLC ALSO RECEIVED ADDITIONAL AMOUNTS OF \$631,317 AS REIMBURSEMENT FOR POSTAGE AND PRINTING EXPENSES INCURRED.

FORM 990, PART VIII, LINE 8C AND FORM 990, SCHEDULE G, PART II, LINE 11: EXPLANATION OF FUNDRAISING EVENTS LOSS:

THE PROPER COMPLETION OF FORM 990 REQUIRES ORGANIZATIONS TO REPORT THE ACTIVITY FROM FUNDRAISING EVENTS THAT SUBSTANTIALLY FURTHER THE ORGANIZATION'S EXEMPT PURPOSE IN PART VIII, LINE 8C AND FORM 990, SCHEDULE G, PART II, LINE 11. FUNDRAISING EVENTS OFTEN GENERATE BOTH CONTRIBUTIONS AND INCOME, SUCH AS WHEN AN INDIVIDUAL PAYS MORE THAN THE RETAIL VALUE FOR THE GOODS OR SERVICES FURNISHED. DURING THE YEAR ENDED DECEMBER 31, 2012 THE MEMORIAL CONDUCTED ONE SUCCESSFUL FUNDRAISING EVENT GENERATING CONTRIBUTION REVENUE TOTALING \$2,480,495. THIS CONTRIBUTION REVENUE IS REQUIRED TO BE REPORTED ON PART VIII, LINE 1C OF THE FORM 990 AS CONTRIBUTIONS FROM FUNDRAISING EVENTS PER THE IRS INSTRUCTIONS. THIS RESULTED IN A LOSS FROM FUNDRAISING EVENTS IN THE AMOUNT OF \$684,669 BUT AN OVERALL NET GAIN OF \$1,939,626.

Part IV Supplemental Information (continued)

SCHEDULE G, PART III, LINE 16:

GAMING MANAGERS CONTINUED:

GAMING MANAGERS INCLUDED NATALIE PINKERTON, ADAM LORENTZEN, CATHY
BLANEY. ALL GAMING MANAGERS WERE EMPLOYEES OF THE ORGANIZATION AND
COMPENSATION RELATED MANAGEMENT TOTALED \$4,480.

**SCHEDULE I
(Form 990)**

Department of the Treasury
Internal Revenue Service

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

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

OMB No. 1545-0047

2012

**Open to Public
Inspection**

Name of the organization **NATIONAL SEPTEMBER 11 MEMORIAL & MUSEUM
AT THE WORLD TRADE CENTER FOUNDATION, INC** Employer identification number
38-3678458

Part I General Information on Grants and Assistance

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

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

1 (a) Name and address of organization or government	(b) EIN	(c) IRC section if applicable	(d) Amount of cash grant	(e) Amount of non-cash assistance	(f) Method of valuation (book, FMV, appraisal, other)	(g) Description of non-cash assistance	(h) Purpose of grant or assistance
SOUND PORTRAIT PRODUCTIONS, INC. (STORY CORPS) - 80 HANSON PLACE, 2ND FLOOR - BROOKLYN, NY 11217	13-3753011	501(C)(3)	18,500.	0.	N/A	N/A	TO FUND ORAL HISTORIES THROUGH THE "STORY CORPS" PROJECT COVERING 9/11 EVENTS.
PROJECT REBIRTH 163 WILLIAMS STREET, 4TH FL. NEW YORK, NY 10038	33-0994939	501(C)(3)	19,719.	0.	N/A	N/A	USED FOR PROJECT REBIRTH EXHIBITION.

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

3 Enter total number of other organizations listed in the line 1 table **0.**

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

Schedule I (Form 990) (2012)

NATIONAL SEPTEMBER 11 MEMORIAL & MUSEUM
 AT THE WORLD TRADE CENTER FOUNDATION, INC

Part III **Grants and Other Assistance to Individuals in the United States.** Complete if the organization answered "Yes" to Form 990, Part IV, line 22.
 Part III can be duplicated if additional space is needed.

(a) Type of grant or assistance	(b) Number of recipients	(c) Amount of cash grant	(d) Amount of non-cash assistance	(e) Method of valuation (book, FMV, appraisal, other)	(f) Description of non-cash assistance

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

SCHEDULE I, PART I, LINE 2: IN EACH CASE, THE ORGANIZATION REQUIRED AN
 AGREEMENT MANDATING SIGNIFICANT OVERSIGHT OF PROGRAM ACTIVITIES WHERE
 ORGANIZATION FUNDS WERE BEING PROVIDED. THE ORGANIZATION REQUIRED THESE
 RECIPIENTS TO SUBMIT REPORTS DOCUMENTING SPECIFIC PROGRAM OUTCOMES
 SUPPORTED BY THE GRANT AND GRANT FUNDS EXPENDED.

**SCHEDULE J
(Form 990)**

Compensation Information

OMB No. 1545-0047

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

2012

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

Open to Public Inspection

Department of the Treasury
Internal Revenue Service

▶ Attach to Form 990. ▶ See separate instructions.

Name of the organization **NATIONAL SEPTEMBER 11 MEMORIAL & MUSEUM AT THE WORLD TRADE CENTER FOUNDATION, INC** Employer identification number **38-3678458**

Part I Questions Regarding Compensation

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

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

Schedule J (Form 990) 2012

NATIONAL SEPTEMBER 11 MEMORIAL & MUSEUM

AT THE WORLD TRADE CENTER FOUNDATION, INC 38-3678458

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

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

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

(A) Name and Title		(B) Breakdown of W-2 and/or 1099-MISC compensation			(C) Retirement and other deferred compensation	(D) Nontaxable benefits	(E) Total of columns (B)(i)-(D)	(F) Compensation reported as deferred in prior Form 990
		(i) Base compensation	(ii) Bonus & incentive compensation	(iii) Other reportable compensation				
(1) JOSEPH DANIELS PRESIDENT/CEO	(i)	320,925.	0.	0.	25,000.	23,137.	369,062.	0.
	(ii)	0.	0.	0.	0.	0.	0.	0.
(2) DAVID LANGFORD CFO	(i)	188,272.	0.	0.	19,278.	15,504.	223,054.	0.
	(ii)	0.	0.	0.	0.	0.	0.	0.
(3) ALLISON BLAIS SECRETARY & CHIEF OF STAFF	(i)	198,168.	0.	0.	26,351.	7,503.	232,022.	0.
	(ii)	0.	0.	0.	0.	0.	0.	0.
(4) CATHY BLANEY EVP OF DEVELOPMENT	(i)	219,179.	0.	0.	20,385.	12,775.	252,339.	0.
	(ii)	0.	0.	0.	0.	0.	0.	0.
(5) JAMES CONNORS EVP OF OPERATIONS	(i)	270,324.	0.	0.	20,772.	0.	291,096.	0.
	(ii)	0.	0.	0.	0.	0.	0.	0.
(6) ALICE GREENWALD EVP/DIR MEMORIAL & MUSEUM	(i)	313,827.	0.	0.	25,000.	15,556.	354,383.	0.
	(ii)	0.	0.	0.	0.	0.	0.	0.
(7) LUIS F. MENDES SENIOR VP OF FACILITIES DESIGN & CON	(i)	192,969.	0.	0.	16,660.	23,137.	232,766.	0.
	(ii)	0.	0.	0.	0.	0.	0.	0.
(8) CLIFFORD CHANIN VP EDUCATION & PUBLIC PRGMS.	(i)	172,660.	0.	0.	4,846.	7,858.	185,364.	0.
	(ii)	0.	0.	0.	0.	0.	0.	0.
(9) JOSEPH WEINKAM VP OF GOV'T RELATIONS & DEVELOPMENT	(i)	154,413.	0.	0.	15,699.	22,171.	192,283.	0.
	(ii)	0.	0.	0.	0.	0.	0.	0.
(10) NOELLE LILIE GENERAL COUNSEL	(i)	178,716.	0.	0.	16,200.	0.	194,916.	0.
	(ii)	0.	0.	0.	0.	0.	0.	0.
(11) LAWRENCE MANNION DIRECTOR OF SECURITY	(i)	172,392.	0.	0.	17,187.	492.	190,071.	0.
	(ii)	0.	0.	0.	0.	0.	0.	0.
(12) CAROLYN RASIC EVP OF EXTERNAL AFFAIRS AND STRATEGY	(i)	184,925.	0.	0.	16,247.	8,301.	209,473.	0.
	(ii)	0.	0.	0.	0.	0.	0.	0.
	(i)							
	(ii)							
	(i)							
	(ii)							
	(i)							
	(ii)							
	(i)							
	(ii)							

**SCHEDULE M
(Form 990)**

Noncash Contributions

OMB No. 1545-0047

2012

Open to Public Inspection

Department of the Treasury
Internal Revenue Service

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

Name of the organization **NATIONAL SEPTEMBER 11 MEMORIAL & MUSEUM
AT THE WORLD TRADE CENTER FOUNDATION, INC**

Employer identification number
38-3678458

Part I Types of Property

	(a) Check if applicable	(b) Number of contributions or items contributed	(c) Noncash contribution amounts reported on Form 990, Part VIII, line 1g	(d) Method of determining noncash contribution amounts
1 Art - Works of art				
2 Art - Historical treasures	X	194		
3 Art - Fractional interests				
4 Books and publications				
5 Clothing and household goods				
6 Cars and other vehicles	X	1	50,000.	FAIR MARKET VALUE
7 Boats and planes				
8 Intellectual property				
9 Securities - Publicly traded				
10 Securities - Closely held stock				
11 Securities - Partnership, LLC, or trust interests				
12 Securities - Miscellaneous				
13 Qualified conservation contribution - Historic structures				
14 Qualified conservation contribution - Other				
15 Real estate - Residential				
16 Real estate - Commercial				
17 Real estate - Other				
18 Collectibles				
19 Food inventory				
20 Drugs and medical supplies				
21 Taxidermy				
22 Historical artifacts				
23 Scientific specimens				
24 Archeological artifacts				
25 Other ▶ (<u>EQUIPMENT</u>)	X	2	1,026,036.	FAIR MARKET VALUE
26 Other ▶ (_____)				
27 Other ▶ (_____)				
28 Other ▶ (_____)				

29 Number of Forms 8283 received by the organization during the tax year for contributions for which the organization completed Form 8283, Part IV, Donee Acknowledgement **29** 0

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

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

Schedule M (Form 990) (2012)

Part II

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, COLUMN (B): THE ORGANIZATION IS REPORTING THE
NUMBER OF CONTRIBUTORS IN PART I COLUMN (B).

SCHEDULE M, LINE 33: THE VALUE OF THE ORGANIZATION'S COLLECTION IS
NOT REFLECTED AS AN ASSET IN THE STATEMENTS OF FINANCIAL POSITION, AND
GIFTS OF COLLECTION ITEMS ARE EXCLUDED FROM REVENUE IN THE STATEMENT OF
ACTIVITIES.

SCHEDULE O
(Form 990 or 990-EZ)

Department of the Treasury
Internal Revenue Service

Supplemental Information to Form 990 or 990-EZ

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

OMB No. 1545-0047

2012

Open to Public
Inspection

Name of the organization	NATIONAL SEPTEMBER 11 MEMORIAL & MUSEUM AT THE WORLD TRADE CENTER FOUNDATION, INC	Employer identification number 38-3678458
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FORM 990, PART I, LINE 1, DESCRIPTION OF ORGANIZATION MISSION:

CENTER SITE. THE ORGANIZATION OPERATES THE FACILITIES AS COMPLETED.

THE MEMORIAL MUSEUM WILL BE AN AUTHORITATIVE SOURCE OF INFORMATION,

LEARNING AND UNDERSTANDING OF THE 9/11 ATTACKS, THEIR PRECURSORS, AND

ONGOING RAMIFICATIONS WITH EDUCATIONAL RESOURCES AND PROGRAMS AS A CORE

COMPONENT OF PROGRAMMING FOR VISITORS.

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

THE MEMORIAL MISSION:

REMEMBER AND HONOR THE THOUSANDS OF INNOCENT MEN, WOMEN, AND CHILDREN

MURDERED BY TERRORISTS IN THE HORRIFIC ATTACKS OF FEBRUARY 26, 1993 AND

SEPTEMBER 11, 2001.

RESPECT THIS PLACE MADE SACRED THROUGH TRAGIC LOSS.

RECOGNIZE THE ENDURANCE OF THOSE WHO SURVIVED, THE COURAGE OF THOSE WHO

RISKED THEIR LIVES TO SAVE OTHERS, AND THE COMPASSION OF ALL WHO

SUPPORTED US IN OUR DARKEST HOURS.

MAY THE LIVES REMEMBERED, THE DEEDS RECOGNIZED, AND THE SPIRIT

REAWAKENED BE ETERNAL BEACONS, WHICH REAFFIRM RESPECT FOR LIFE,

STRENGTHEN OUR RESOLVE TO PRESERVE FREEDOM, AND INSPIRE AN END TO

HATRED, IGNORANCE AND INTOLERANCE.

THE MEMORIAL MUSEUM MISSION:

THE NATIONAL SEPTEMBER 11 MEMORIAL MUSEUM AT THE WORLD TRADE CENTER

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

Schedule O (Form 990 or 990-EZ) (2012)

232211
01-04-13

Name of the organization	NATIONAL SEPTEMBER 11 MEMORIAL & MUSEUM AT THE WORLD TRADE CENTER FOUNDATION, INC	Employer identification number	38-3678458
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WILL BEAR SOLEMN WITNESS TO THE TERRORIST ATTACKS OF SEPTEMBER 11, 2001 AND FEBRUARY 26, 1993. THE MUSEUM WILL HONOR THE NEARLY 3,000 VICTIMS OF THESE ATTACKS AND ALL THOSE WHO RISKED THEIR LIVES TO SAVE OTHERS. IT WILL FURTHER RECOGNIZE THE THOUSANDS WHO SURVIVED AND ALL WHO DEMONSTRATED EXTRAORDINARY COMPASSION IN THE AFTERMATH. DEMONSTRATING THE CONSEQUENCES OF TERRORISM ON INDIVIDUAL LIVES AND ITS IMPACT ON COMMUNITIES AT THE LOCAL, NATIONAL AND INTERNATIONAL LEVELS, THE MUSEUM WILL ATTEST TO THE TRIUMPH OF HUMAN DIGNITY OVER HUMAN DEPRAVITY AND AFFIRM AN UNWAVERING COMMITMENT TO THE FUNDAMENTAL VALUE OF HUMAN LIFE.

FORM 990, PART III, LINE 4B, PROGRAM SERVICE ACCOMPLISHMENTS:

EXHIBITRY FOR THIS CORE INSTALLATION. THE EXHIBITIONS' LEAD MEDIA DESIGN AND PRODUCTION COMPANY MADE SIGNIFICANT PROGRESS ON THE PRODUCTION OF THE APPROXIMATELY 80 MEDIA PIECES, COMPLETING OVER 70 INTERVIEWS FOR AN IMMERSIVE INSTALLATION, REFLECTING ON 9/11. ANOTHER SOFTWARE DEVELOPMENT FIRM CAME ON BOARD AS A CONSULTANT TO PRODUCE DIGITAL REGISTRIES OF 9/11 SURVIVORS, RESCUE AND RECOVERY WORKERS, AND 9/11 MEMORIALS WORLDWIDE.

STAFF COMPLETED EXHIBITION PANEL TEXT FOR THE HISTORICAL EXHIBITION, CONSISTING OF MORE THAN 2,100 INDIVIDUAL TEXT AND IMAGE PANELS. GRAPHIC PRODUCTION FOR APPROXIMATELY 43% OF THESE LABELS AND PANELS WAS COMPLETED IN 2012. WITH EXHIBITION TEXT FOR THE INTERSTITIAL SPACES AND MEMORIAL EXHIBITION COMPLETED, SOME 55% OF THESE LABELS AND PANELS WERE PRODUCED DURING THE SAME PERIOD.

IN ADDITION, APPROXIMATELY 700 COLLECTION OBJECTS WERE SURVEYED AND

Name of the organization	NATIONAL SEPTEMBER 11 MEMORIAL & MUSEUM AT THE WORLD TRADE CENTER FOUNDATION, INC	Employer identification number	38-3678458
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PREPARED FOR EXHIBITION DISPLAY.

CONTINUED, PROACTIVE ACQUISITION OF MATERIALS AND ORAL TESTIMONIES WAS PURSUED TO STRENGTHEN THE PLANNED EXHIBITION NARRATIVE AND TO FURTHER DEVELOP THE MUSEUM'S COMPREHENSIVE, PERMANENT COLLECTION. DURING THIS PERIOD, THE ORAL HISTORY NEEDS OF THE HISTORICAL EXHIBITION WERE SUBSTANTIALLY MET, AND THE TOTAL NUMBER (AS OF YEAR-END 2012) OF RECORDED INTERVIEWS PRODUCED BY THE MUSEUM GREW TO NEARLY 700.

IN MAY 2012, IN CONJUNCTION WITH THE 10-YEAR ANNIVERSARY OF THE END OF THE RECOVERY AT GROUND ZERO, THE MEMORIAL LAUNCHED ITS "GROUND ZERO RECOVERY TIMELINE," AN INTERACTIVE, WEB-BASED EXHIBITION EXPLORING THE NINE-MONTH RECOVERY EFFORT AT THE WORLD TRADE CENTER SITE THROUGH IMAGES, ARTIFACTS, AND AUDIO DRAWN FROM THE MUSEUM'S COLLECTION.

BY THE END OF 2012, THE MUSEUM COLLECTION TOTALED MORE THAN:

1,970 ORAL HISTORIES

23,160 IMAGES

500 HOURS OF MOVING IMAGES

10,310 ARTIFACTS [ON LOAN OR IN THE MUSEUM'S COLLECTION]

2,130 ARCHIVAL DOCUMENTS

2,380 DONORS TO THE COLLECTION

EDUCATION ACTIVITIES DURING THE YEAR INCLUDED CO-HOSTING AND CO-TEACHING THE INAUGURAL GILDER LEHRMAN INSTITUTE SUMMER TEACHERS' SEMINAR, ON "9/11 AND AMERICAN MEMORY," AND THE LAUNCH OF A PRIMARY RESOURCE CENTER ON THE MEMORIAL WEBSITE THAT MAKES AVAILABLE FOR

Name of the organization	NATIONAL SEPTEMBER 11 MEMORIAL & MUSEUM AT THE WORLD TRADE CENTER FOUNDATION, INC	Employer identification number 38-3678458
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TEACHERS, STUDENTS, AND RESEARCHERS KEY DOCUMENTS, SPEECHES, AND
LEGISLATION PERTAINING TO 9/11.

IN 2012, THE MEMORIAL & MUSEUM ENGAGED RIZZOLI INTERNATIONAL
PUBLICATIONS, INC. THE FIRST PUBLICATION, THE STORIES THEY TELL, IS
EXPECTED TO BE AVAILABLE IN LATE SUMMER 2013. THE PUBLICATION
HIGHLIGHTS A SELECTION OF ARTIFACTS THAT WILL BE ON VIEW IN THE
MUSEUM'S CORE EXHIBITIONS. STAFF CONTRIBUTIONS INCLUDED ESSAY
SUBMISSIONS, RIGHTS AND REPRODUCTION WORK, AND ARTIFACT PHOTOGRAPHY
COORDINATION.

WORK ALSO PROGRESSED ON TWO ORIGINAL DOCUMENTARY FILMS FOCUSED ON
LEADERSHIP AND DECISION MAKING ON THE DAY AND IN WAKE OF THE 9/11
ATTACKS.

IN SEPTEMBER 2012, MUSEUM STAFF PRESENTED A SPECIAL PREVIEW OF IN
MEMORIAM, THE MUSEUM'S MEMORIAL EXHIBITION, TO FAMILIES, FIRST
RESPONDERS, SURVIVORS, AND OTHER 9/11 COMMUNITY MEMBERS AT THE ANNUAL
VOICES OF SEPTEMBER 11TH FORUM. MARKING THE FIRST TIME THAT
FULLY-DEVELOPED ELEMENTS OF A MUSEUM EXHIBITION WERE SHARED PUBLICLY,
THIS PREVIEW GENERATED OVERWHELMINGLY POSITIVE RESPONSES.

ANOTHER MUSEUM COLLABORATION GARNERED WELL DESERVED RECOGNITION WHEN
STORYCORPS WAS AWARDED BOTH A PEABODY AND DUPONT AWARD FOR 9/11-RELATED
PIECES CREATED IN PARTNERSHIP WITH THE 9/11 MEMORIAL MUSEUM. IN
WORKING WITH ANOTHER PEABODY HONOREE, PROJECT REBIRTH, A SPECIAL
MULTI-SCREEN, IMMERSIVE INSTALLATION ENTITLED REBIRTH AT GROUND ZERO,
WHICH IS BEING DESIGNED FOR EXCLUSIVE PRESENTATION AT THE MEMORIAL

Name of the organization	NATIONAL SEPTEMBER 11 MEMORIAL & MUSEUM AT THE WORLD TRADE CENTER FOUNDATION, INC	Employer identification number	38-3678458
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MUSEUM, WAS PRODUCED.

FINALLY, THE 9/11 MEMORIAL MUSEUM BECAME THE NEW STEWARD OF THE PUBLIC ART PROJECT TRIBUTE IN LIGHT, WHICH MARKS EACH ANNIVERSARY OF THE ATTACKS WITH TWO BEAMS OF LIGHT PROJECTED HIGH INTO THE LOWER MANHATTAN SKY, A COMMEMORATION THAT HAS COME TO SYMBOLIZE THE RESILIENCY AND UNITY DEMONSTRATED BY THE NATION AFTER 9/11.

FORM 990, PART VI, SECTION B, LINE 11: A DRAFT OF THE 990 IS SHARED ELECTRONICALLY AND IN PAPER FORM WITH THE AUDIT COMMITTEE AND FINANCE AND INVESTMENT COMMITTEE, AND EACH COMMITTEE REVIEWS AND, THE AUDIT COMMITTEE APPROVES THE 990 IN ADVANCE OF FILING. PRIOR TO FILING, ELECTRONIC AND PAPER COPIES ARE ALSO PROVIDED TO THE FULL BOARD FOR REVIEW AND AN OPPORTUNITY TO ASK QUESTIONS.

FORM 990, PART VI, SECTION B, LINE 12C: THE NATIONAL SEPTEMBER 11 MEMORIAL & MUSEUM HAS A CONFLICT OF INTEREST POLICY WHICH IT ACTIVELY MONITORS AND ENFORCES. THE BOARD CURRENTLY MANDATES THAT ALL EMPLOYEES AND THE GOVERNING BODY ANNUALLY SIGN A CONFLICT OF INTEREST QUESTIONNAIRE AND DISCLOSE ANY POTENTIAL OR ACTUAL CONFLICTS THAT MAY EXIST. THE SIGNED CONFLICT OF INTEREST QUESTIONNAIRE IS FILED ANNUALLY WITH THE SECRETARY OF THE MEMORIAL OR HER DESIGNEE WHO REVIEWS THE SIGNED ATTESTATIONS FOR POTENTIAL OR ACTUAL CONFLICTS EXPECTED TO OCCUR WITHIN THE FOLLOWING YEAR. IF A CONFLICT IS REPORTED THE GENERAL COUNSEL IS CONSULTED. IF A POTENTIAL OR ACTUAL CONFLICT OF INTEREST EXISTS ON THE PART OF A DIRECTOR OR OFFICER, DISCLOSURE SHALL BE MADE TO THE CHAIR(S) OF THE NOMINATING, GOVERNANCE AND COMPENSATION COMMITTEES. IN THE CASE OF ANY OTHER OFFICER OR EMPLOYEE, DISCLOSURE SHALL BE MADE TO THE OFFICER'S OR EMPLOYEE'S SUPERIOR, AS

Name of the organization	NATIONAL SEPTEMBER 11 MEMORIAL & MUSEUM AT THE WORLD TRADE CENTER FOUNDATION, INC	Employer identification number	38-3678458
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PROVIDED IN THE MEMORIAL'S EMPLOYEE MANUAL. IF AN ACTUAL CONFLICT EXISTS AND INVOLVES A PARTICULAR TRANSACTION THAT REQUIRES A VOTE OF THE BOARD OR A COMMITTEE OF THE BOARD, THE AFFECTED MEMBER OF MANAGEMENT OR THE GOVERNING BODY WILL NOT BE ENTITLED TO VOTE, DELIBERATE OR OTHERWISE USE HIS OR HER PERSONAL INFLUENCE ON THE MATTER IN QUESTION.

FORM 990, PART VI, SECTION B, LINE 15: NATIONAL SEPTEMBER 11 MEMORIAL & MUSEUM HAS ESTABLISHED A WRITTEN COMPENSATION POLICY FOR THEIR COMPENSATION COMMITTEE TO FOLLOW IN ESTABLISHING THE COMPENSATIONS FOR THE PRESIDENT/CEO, TOP MANAGEMENT OFFICIALS, OTHER OFFICERS OR KEY EMPLOYEES. THE POLICY MANDATES THAT EXECUTIVE COMPENSATION BE PERIODICALLY REVIEWED BY THE COMPENSATION COMMITTEE AND THAT THE COMMITTEE SHOULD BE FREE OF CONFLICTS OF INTEREST. IN ADDITION, THE APPROVING COMPENSATION COMMITTEE REVIEWS APPROPRIATE AND ADEQUATE DATA TO DETERMINE THE REASONABLENESS OF COMPENSATION BEING CONSIDERED. THE COMPENSATION COMMITTEE USES A VARIETY OF INFORMATION AND STUDIES THAT ARE AVAILABLE TO DETERMINE THAT THE APPROPRIATE LEVEL OF COMPENSATION IS BEING PAID TO ITS EXECUTIVES. THE COMPENSATION COMMITTEE'S DECISION ON THE AMOUNT OF COMPENSATION PAID IS DOCUMENTED IN A CONTEMPORANEOUSLY WRITTEN FORMAT INCLUDING THE DATE OF THE DECISION, THE MEMBERS PRESENT DURING THE DECISION, THE FULL TERMS OF THE TRANSACTION THAT WAS APPROVED AND THE COMPARABLE DATA USED AND RELIED UPON TO MAKE THE DECISION. THE PROCESS WAS LAST UNDERTAKEN IN 2011.

FORM 990, PART VI, LINE 17, LIST OF STATES RECEIVING COPY OF FORM 990:
AL, AZ, CA, CT, FL, GA, IL, KS, KY, ME, MD, MA, MI, MN, NH, NJ, NY, NC, ND, OH, OK, OR, PA, RI, SC
TN, UT, WA, WI, CO, MS

FORM 990, PART VI, SECTION C, LINE 19: NATIONAL SEPTEMBER 11 MEMORIAL &

Name of the organization NATIONAL SEPTEMBER 11 MEMORIAL & MUSEUM AT THE WORLD TRADE CENTER FOUNDATION, INC	Employer identification number 38-3678458
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MUSEUM MAKES ITS FORM 990, FORM 1023 AND CONFLICT OF INTEREST POLICY AVAILABLE FOR PUBLIC INSPECTION AS REQUIRED UNDER SECTION 6104 OF THE INTERNAL REVENUE CODE BY POSTING IT ON ITS WEBSITE. THE FINANCIAL STATEMENTS AND GOVERNING DOCUMENTS AS PART OF FORM 1023 ARE ALSO POSTED ON THE WEBSITE. THE FORM 990 IS ALSO AVAILABLE ON GUIDESTAR.ORG. IN ADDITION, FORMS 990 AND 1023 AS WELL AS THE FINANCIAL STATEMENTS ARE AVAILABLE UPON WRITTEN REQUEST AT ONE LIBERTY PLAZA, 20TH FL., NEW YORK, NY 10006 OR BY CALLING THE ORGANIZATION DIRECTLY AT 212-312-8800.

FORM 990, PART XII, LINE 2C:
COMMITTEE OVERSIGHT OF THE AUDIT OF THE FINANCIAL STATEMENTS:
THE ORGANIZATION HAS A COMMITTEE THAT ASSUMES RESPONSIBILITY FOR OVERSIGHT OF THE AUDIT OF ITS FINANCIAL STATEMENTS AND SELECTION OF AN INDEPENDENT ACCOUNTANT. THIS PROCESS DID NOT CHANGE FROM THE PRIOR YEAR.

Related Organizations and Unrelated Partnerships

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

Name of the organization **NATIONAL SEPTEMBER 11 MEMORIAL & MUSEUM
AT THE WORLD TRADE CENTER FOUNDATION, INC** Employer identification number **38-3678458**

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

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

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

(a) Name, address, and EIN of related organization	(b) Primary activity	(c) Legal domicile (state or foreign country)	(d) Exempt Code section	(e) Public charity status (if section 501(c)(3))	(f) Direct controlling entity	(g) Section 512(b)(13) controlled entity?	
						Yes	No
WORLD TRADE CENTER PERFORMING ARTS CENTER, INC. - 45-5316035, ONE LIBERTY PLAZA, 20TH FLOOR, NEW YORK, NY 10006	CREATE A CULTURAL AND PERFORMING ARTS CENTER AT THE WORLD TRADE CENTER	NEW YORK	501(C)(3)	LINE 7	NATIONAL SEPTEMBER 11 MEMORIAL & MUSEUM	X	

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

SEE PART VII FOR CONTINUATIONS

Part III 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.)

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

Part IV 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.)

(a) Name, address, and EIN of related organization	(b) Primary activity	(c) Legal domicile (state or foreign country)	(d) Direct controlling entity	(e) Type of entity (C corp, S corp, or trust)	(f) Share of total income	(g) Share of end-of-year assets	(h) Percentage ownership	(i) Section 512(b)(13) controlled entity?	
								Yes	No

NATIONAL SEPTEMBER 11 MEMORIAL & MUSEUM
 AT THE WORLD TRADE CENTER FOUNDATION, INC

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

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

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

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

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

(a) Name of other organization	(b) Transaction type (a-s)	(c) Amount involved	(d) Method of determining amount involved
(1) WORLD TRADE CENTER PERFORMING ARTS CENTER, INC.	D	299,813.FMV	
(2) WORLD TRADE CENTER PERFORMING ARTS CENTER, INC.	L	14,000.FMV	
(3)			
(4)			
(5)			
(6)			

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

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

(a) Name, address, and EIN of entity	(b) Primary activity	(c) Legal domicile (state or foreign country)	(d) Predominant income (related, unrelated, excluded from tax under section 512-514)	(e) Are all partners sec. 501(c)(3) orgs.?		(f) Share of total income	(g) Share of end-of-year assets	(h) Dispropor- tionate allocations?		(i) Code V-UBI amount in box 20 of Schedule K-1 (Form 1065)	(j) General or managing partner?		(k) Percentage ownership
				Yes	No			Yes	No		Yes	No	

Part VII Supplemental Information

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

PART II, IDENTIFICATION OF RELATED TAX-EXEMPT ORGANIZATIONS:

NAME OF RELATED ORGANIZATION:

WORLD TRADE CENTER PERFORMING ARTS CENTER, INC.

PRIMARY ACTIVITY: CREATE A CULTURAL AND PERFORMING ARTS CENTER AT THE
WORLD TRADE CENTER SITE

DIRECT CONTROLLING ENTITY: NATIONAL SEPTEMBER 11 MEMORIAL & MUSEUM AT THE
WORLD TRADE CENTER FDTN, INC.