

Form **990**

Return of Organization Exempt From Income Tax

2011

Department of the Treasury
Internal Revenue Service

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

Open to Public Inspection

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

A For the 2011 calendar year, or tax year beginning 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 Doing Business As 9/11 MEMORIAL Number and street (or P.O. box if mail is not delivered to street address) Room/suite ONE LIBERTY PLAZA, 20TH FLOOR City or town, state or country, and ZIP + 4 NEW YORK, NY 10006 F Name and address of principal officer: DAVID LANGFORD SAME AS C ABOVE	D Employer identification number 38-3678458 E Telephone number (212) 312-8800 G Gross receipts \$ 85,297,635. 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

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 48 4 Number of independent voting members of the governing body (Part VI, line 1b) 4 48 5 Total number of individuals employed in calendar year 2011 (Part V, line 2a) 5 253 6 Total number of volunteers (estimate if necessary) 6 248 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		Prior Year	Current Year
	8 Contributions and grants (Part VIII, line 1h)	87,438,036.	78,345,395.
	9 Program service revenue (Part VIII, line 2g)	0.	0.
	10 Investment income (Part VIII, column (A), lines 3, 4, and 7d)	710,085.	180,494.
	11 Other revenue (Part VIII, column (A), lines 5, 6d, 8c, 9c, 10c, and 11e)	1,276,634.	3,326,225.
	12 Total revenue - add lines 8 through 11 (must equal Part VIII, column (A), line 12)	89,424,755.	81,852,114.
Expenses			
	13 Grants and similar amounts paid (Part IX, column (A), lines 1-3)	307,000.	28,864.
	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)	6,563,215.	10,374,589.
	16a Professional fundraising fees (Part IX, column (A), line 11e)	48,000.	48,000.
	b Total fundraising expenses (Part IX, column (D), line 25) ▶ 4,396,027.		
	17 Other expenses (Part IX, column (A), lines 11a-11d, 11f-24e)	5,093,958.	25,149,565.
	18 Total expenses. Add lines 13-17 (must equal Part IX, column (A), line 25)	12,012,173.	35,601,018.
	19 Revenue less expenses. Subtract line 18 from line 12	77,412,582.	46,251,096.
Net Assets or Fund Balances		Beginning of Current Year	End of Year
	20 Total assets (Part X, line 16)	626,461,940.	689,257,137.
	21 Total liabilities (Part X, line 26)	41,871,246.	56,080,875.
	22 Net assets or fund balances. Subtract line 21 from line 20	584,590,694.	633,176,262.

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 DAVID LANGFORD, CFO Type or print name and title	Date			
Paid Preparer Use Only	Print/Type preparer's name MARK J. PISZKO, CPA	Preparer's signature MARK J. PISZKO, CPA	Date	Check if self-employed <input type="checkbox"/>	PTIN P01402796
	Firm's name ▶ O'CONNOR DAVIES, LLP	Firm's EIN ▶ 13-3385019			
	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 and section 4947(a)(1) trusts are required to report the amount of grants and allocations to others, the total expenses, and revenue, if any, for each program service reported.

4a (Code:) (Expenses \$ 21,342,836. including grants of \$ 0.) (Revenue \$ 3,995,746.)
OPERATIONS:

IN 2011, THE 9/11 MEMORIAL TRANSITIONED FROM A CONSTRUCTION SITE INTO AN OPERATING FACILITY WELCOMING MORE THAN A MILLION VISITORS BY THE END OF THE YEAR. ONE CHALLENGE TO ACHIEVING THIS GOAL WAS OPENING AND THEN RUNNING THE MEMORIAL WHILE SURROUNDED ON ALL FOUR SIDES BY ACTIVE WORLD TRADE CENTER SITE CONSTRUCTION. TO MANAGE VISITOR ACCESS AND OCCUPANCY, A TIMED-RESERVATION SYSTEM ("TRS") WAS INSTITUTED PROVIDING FREE VISITOR PASS RESERVATIONS TO BETTER FACILITATE AND ORGANIZE VISITATION. PASSES WERE MADE AVAILABLE VIA THE INTERNET OR IN-PERSON AT DESIGNATED OUTLETS. TO INSTITUTE SECURITY SCREENING, AS WELL AS TO MANAGE VISITATION, OFF-SITE FACILITIES WERE CONSTRUCTED ONE BLOCK SOUTH OF THE MEMORIAL. A SCREENING FACILITY WAS CREATED, AS WAS A ROOM DEDICATED TO

4b (Code:) (Expenses \$ 7,374,306. including grants of \$ 28,864.) (Revenue \$)
MUSEUM:

THE YEAR 2011 MARKED A PERIOD OF ADVANCING COMPLETION OF THE MUSEUM. THE PROJECT HAS MOVED INTO THE EXHIBITION FABRICATION PHASE WITH THE MEDIA PRODUCTION AND EXHIBITION FABRICATION FIRMS. CONSTRUCTION MANAGEMENT FOR THE MUSEUM'S MEMORIAL EXHIBITION AND INTERSTITIAL SPACES BEGAN, AS WELL AS PRODUCTION OF NUMEROUS MULTIMEDIA PROGRAMS FOR THE CORE EXHIBITIONS. THE CONSTRUCTION OF EXHIBIT CASEWORK COMMENCED WHILE LAYOUT OF THE MUSEUM'S CONTROL ROOMS AND EQUIPMENT SPECIFICATION WAS COMPLETED.

EDUCATION ACTIVITIES DURING THE YEAR INCLUDED CONVENING TWO CURRICULUM WRITING GROUPS FROM THE NEW YORK CITY DEPARTMENT OF EDUCATION AND THE

4c (Code:) (Expenses \$ 0. including grants of \$) (Revenue \$)
DESIGN & CONSTRUCTION:

THIS YEAR, THE 9/11 MEMORIAL SUCCESSFULLY OPENED TO THE PUBLIC. PLAZA CONSTRUCTION WAS COMPLETED IN ALL AREAS OPEN TO THE PUBLIC INCLUDING THE TWO REFLECTING POOLS (EACH ABOUT AN ACRE IN SIZE), THE BRONZE NAMES PARAPETS INSCRIBED WITH THE NAMES OF ALL THOSE LOST, AND THE SURROUNDING PLAZA LANDSCAPING INCLUDING 225 SWAMP WHITE OAK TREES AND THE "SURVIVOR TREE," A CALLERY PEAR TREE. STRUCTURAL STEEL, CONCRETE, AND EXTERIOR CLADDING FOR THE MUSEUM PAVILION WERE SUBSTANTIALLY COMPLETED. THE MUSEUM PAVILION ROOF WORK WILL CONTINUE INTO 2012. THE WEST VENT STRUCTURES AND CLADDING WERE ALSO COMPLETED THIS YEAR. THE EXHIBITION SPACES OF THE MUSEUM PROGRESSED AS WELL. INTERIOR FRAMING OF THE MUSEUM SPACES CONTINUED THIS YEAR AS WELL AS FRAMING OF THE HIGH

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

4e Total program service expenses 28,717,142.

Part IV Checklist of Required Schedules

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

NATIONAL SEPTEMBER 11 MEMORIAL & MUSEUM
 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, highly compensated employee, or disqualified person outstanding as of the end of the organization's tax year? <i>If "Yes," complete Schedule L, Part II</i>		X
27 Did the organization provide a grant or other assistance to an officer, director, trustee, key employee, substantial contributor or employee thereof, a grant selection committee member, or to a 35% controlled entity or family member of any of these persons? <i>If "Yes," complete Schedule L, Part III</i>		X
28 Was the organization a party to a business transaction with one of the following parties (see Schedule L, Part IV instructions for applicable filing thresholds, conditions, and exceptions):		
a A current or former officer, director, trustee, or key employee? <i>If "Yes," complete Schedule L, Part IV</i>		X
b A family member of a current or former officer, director, trustee, or key employee? <i>If "Yes," complete Schedule L, Part IV</i>		X
c An entity of which a current or former officer, director, trustee, or key employee (or a family member thereof) was an officer, director, trustee, or direct or indirect owner? <i>If "Yes," complete Schedule L, Part IV</i>		X
29 Did the organization receive more than \$25,000 in non-cash contributions? <i>If "Yes," complete Schedule M</i>	X	
30 Did the organization receive contributions of art, historical treasures, or other similar assets, or qualified conservation contributions? <i>If "Yes," complete Schedule M</i>	X	
31 Did the organization liquidate, terminate, or dissolve and cease operations? <i>If "Yes," complete Schedule N, Part I</i>		X
32 Did the organization sell, exchange, dispose of, or transfer more than 25% of its net assets? <i>If "Yes," complete Schedule N, Part II</i>		X
33 Did the organization own 100% of an entity disregarded as separate from the organization under Regulations sections 301.7701-2 and 301.7701-3? <i>If "Yes," complete Schedule R, Part I</i>		X
34 Was the organization related to any tax-exempt or taxable entity? <i>If "Yes," complete Schedule R, Parts II, III, IV, and V, line 1</i>		X
35a Did the organization have a controlled entity within the meaning of section 512(b)(13)?		X
b Did the organization receive any payment from or engage in any transaction with a controlled entity within the meaning of section 512(b)(13)? <i>If "Yes," complete Schedule R, Part V, line 2</i>		X
36 Section 501(c)(3) organizations. Did the organization make any transfers to an exempt non-charitable related organization? <i>If "Yes," complete Schedule R, Part V, line 2</i>		X
37 Did the organization conduct more than 5% of its activities through an entity that is not a related organization and that is treated as a partnership for federal income tax purposes? <i>If "Yes," complete Schedule R, Part VI</i>		X
38 Did the organization complete Schedule O and provide explanations in Schedule O for Part VI, lines 11 and 19? Note. All Form 990 filers are required to complete Schedule O	X	

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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		
1b	Enter the number of Forms W-2G included in line 1a. Enter -0- if not applicable		
1a	35		
1b	0		
1c	Did the organization comply with backup withholding rules for reportable payments to vendors and reportable gaming (gambling) winnings to prize winners?	X	
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	253		
2b	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	
3a	Did the organization have unrelated business gross income of \$1,000 or more during the year?		X
3b	If "Yes," has it filed a Form 990-T for this year? If "No," provide an explanation in Schedule O		
4a	At any time during the calendar year, did the organization have an interest in, or a signature or other authority over, a financial account in a foreign country (such as a bank account, securities account, or other financial account)?		X
4b	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.		
5a	Was the organization a party to a prohibited tax shelter transaction at any time during the tax year?		X
5b	Did any taxable party notify the organization that it was or is a party to a prohibited tax shelter transaction?		X
5c	If "Yes," to line 5a or 5b, did the organization file Form 8886-T?		
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?		X
6b	If "Yes," did the organization include with every solicitation an express statement that such contributions or gifts were not tax deductible?		
7	Organizations that may receive deductible contributions under section 170(c).		
7a	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	
7b	If "Yes," did the organization notify the donor of the value of the goods or services provided?	X	
7c	Did the organization sell, exchange, or otherwise dispose of tangible personal property for which it was required to file Form 8282?		X
7d	If "Yes," indicate the number of Forms 8282 filed during the year		
7e	Did the organization receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?		X
7f	Did the organization, during the year, pay premiums, directly or indirectly, on a personal benefit contract?		X
7g	If the organization received a contribution of qualified intellectual property, did the organization file Form 8899 as required?		
7h	If the organization received a contribution of cars, boats, airplanes, or other vehicles, did the organization file a Form 1098-C?		
8	Sponsoring organizations maintaining donor advised funds and section 509(a)(3) supporting organizations. Did the supporting organization, or a donor advised fund maintained by a sponsoring organization, have excess business holdings at any time during the year?		
9	Sponsoring organizations maintaining donor advised funds.		
9a	Did the organization make any taxable distributions under section 4966?		
9b	Did the organization make a distribution to a donor, donor advisor, or related person?		
10	Section 501(c)(7) organizations. Enter:		
10a	Initiation fees and capital contributions included on Part VIII, line 12		
10b	Gross receipts, included on Form 990, Part VIII, line 12, for public use of club facilities		
11	Section 501(c)(12) organizations. Enter:		
11a	Gross income from members or shareholders		
11b	Gross income from other sources (Do not net amounts due or paid to other sources against amounts due or received from them.)		
12a	Section 4947(a)(1) non-exempt charitable trusts. Is the organization filing Form 990 in lieu of Form 1041?		
12b	If "Yes," enter the amount of tax-exempt interest received or accrued during the year		
13	Section 501(c)(29) qualified nonprofit health insurance issuers.		
13a	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.		
13b	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		
13c	Enter the amount of reserves on hand		
14a	Did the organization receive any payments for indoor tanning services during the tax year?		X
14b	If "Yes," has it filed a Form 720 to report these payments? If "No," provide an explanation in Schedule O		

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 48		
b	Enter the number of voting members included in line 1a, above, who are independent		
	1b 48		
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
- 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 (describe hours for related organizations in Schedule O)	(C) Position (do not check more than one box, unless person is both an officer and a director/trustee)						(D) Reportable compensation from the organization (W-2/1099-MISC)	(E) Reportable compensation from related organizations (W-2/1099-MISC)	(F) Estimated amount of other compensation from the organization and related organizations
		Individual trustee or director	Institutional trustee	Officer	Key employee	Highest compensated employee	Former			
(1) MICHAEL 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) MAURICE R. GREENBERG DIRECTOR	2.50	X						0.	0.	0.
(17) DR. VARTAN GREGORIAN DIRECTOR	2.50	X						0.	0.	0.

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

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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 (describe hours for related organizations in Schedule O)	(C) Position (do not check more than one box, unless person is both an officer and a director/trustee)						(D) Reportable compensation from the organization (W-2/1099-MISC)	(E) Reportable compensation from related organizations (W-2/1099-MISC)	(F) Estimated amount of other compensation from the organization and related organizations
		Individual trustee or director	Institutional trustee	Officer	Key employee	Highest compensated employee	Former			
(18) PATRICIA E. HARRIS DIRECTOR	2.50	X						0.	0.	0.
(19) WILLIAM B. HARRISON, JR. DIRECTOR	2.50	X						0.	0.	0.
(20) GERALD L. HASSELL DIRECTOR	2.50	X						0.	0.	0.
(21) ROBERT IGER DIRECTOR	2.50	X						0.	0.	0.
(22) LEE A. IELPI DIRECTOR	2.50	X						0.	0.	0.
(23) MONICA IKEN DIRECTOR	2.50	X						0.	0.	0.
(24) ROBERT WOOD JOHNSON, IV DIRECTOR	2.50	X						0.	0.	0.
(25) THOMAS S. JOHNSON DIRECTOR	2.50	X						0.	0.	0.
(26) ROBERT KASDIN DIRECTOR	2.50	X						0.	0.	0.
1b Sub-total								0.	0.	0.
c Total from continuation sheets to Part VII, Section A								2,683,098.	0.	344,358.
d Total (add lines 1b and 1c)								2,683,098.	0.	344,358.

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 **21**

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

Section B. Independent Contractors

1 Complete this table for your five highest compensated independent contractors that received more than \$100,000 of compensation from the organization. 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	138619303.
ACCENTURE, LLP P.O. BOX 70629, CHICAGO, IL 60673-0629	TECHNOLOGY CONSULTING	6,652,510.
DAVIS BRODY BOND, LLP 315 HUDSON STREET, NEW YORK, NY 10013	ARCHITECTURAL PLANNING	4,473,256.
ANDREWS INTERNATIONAL, INC. P.O. BOX 417142, BOSTON, MA 02241-7142	SECURITY SERVICES	2,705,318.
ENVIRONMENTAL TREE & DESIGN, INC. 23544 DOONS ROAD, TOMBALL, TX 77375	TREE CARE & TRANSPLANT	2,525,143.

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

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

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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	(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) ANTHOULA KATSIMATIDES DIRECTOR	2.50	X					0.	0.	0.	
(28) PETER M. LEHRER DIRECTOR	2.50	X					0.	0.	0.	
(29) HOWARD W. LUTNICK DIRECTOR	2.50	X					0.	0.	0.	
(30) JULIE MENIN DIRECTOR	2.50	X					0.	0.	0.	
(31) IRA M. MILLSTEIN DIRECTOR	2.50	X					0.	0.	0.	
(32) HOWARD MILSTEIN DIRECTOR	2.50	X					0.	0.	0.	
(33) HON. PETER G. PETERSON DIRECTOR	2.50	X					0.	0.	0.	
(34) EMILY K. RAFFERTY DIRECTOR	2.50	X					0.	0.	0.	
(35) KEVIN M. RAMPE DIRECTOR	2.50	X					0.	0.	0.	
(36) JON STEWART DIRECTOR	2.50	X					0.	0.	0.	
(37) JUDITH RODIN DIRECTOR	2.50	X					0.	0.	0.	
(38) THOMAS H. ROGER DIRECTOR	2.50	X					0.	0.	0.	
(39) JANE ROSENTHAL DIRECTOR	2.50	X					0.	0.	0.	
(40) E. JOHN ROSENWALD JR. DIRECTOR	2.50	X					0.	0.	0.	
(41) AVI SCHICK DIRECTOR	2.50	X					0.	0.	0.	
(42) JERRY I. SPEYER DIRECTOR	2.50	X					0.	0.	0.	
(43) CRAIG ROBERTS STAPLETON DIRECTOR	2.50	X					0.	0.	0.	
(44) ANNE M. TATLOCK DIRECTOR	2.50	X					0.	0.	0.	
(45) DANIEL R. TISHMAN DIRECTOR	2.50	X					0.	0.	0.	
(46) SETH WAUGH DIRECTOR	2.50	X					0.	0.	0.	
Total to Part VII, Section A, line 1c										

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

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Part VIII Statement of Revenue

			(A) Total revenue	(B) Related or exempt function revenue	(C) Unrelated business revenue	(D) Revenue excluded from tax under sections 512, 513, or 514	
Contributions, Gifts, Grants and Other Similar Amounts	1 a Federated campaigns	1a					
	b Membership dues	1b					
	c Fundraising events	1c	4141730.				
	d Related organizations	1d					
	e Government grants (contributions)	1e	53,751,297.				
	f All other contributions, gifts, grants, and similar amounts not included above	1f	20,452,368.				
	g Noncash contributions included in lines 1a-1f: \$		1,650,165.				
	h Total. Add lines 1a-1f		78,345,395.				
	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)		187,434.			187,434.	
	4 Income from investment of tax-exempt bond proceeds						
	5 Royalties		67,777.			67,777.	
	6 a Gross rents	(i) Real					
		(ii) Personal					
		b Less: rental expenses					
		c Rental income or (loss)					
	d Net rental income or (loss)						
	7 a Gross amount from sales of assets other than inventory	(i) Securities					
		(ii) Other					
		b Less: cost or other basis and sales expenses		6,940.			
		c Gain or (loss)		-6,940.			
	d Net gain or (loss)		-6,940.			-6,940.	
	8 a Gross income from fundraising events (not including \$ 4,141,730. of contributions reported on line 1c). See Part IV, line 18	a	304155.				
		b Less: direct expenses	b	1,045,521.			
c Net income or (loss) from fundraising events			-741,366.			-741366.	
9 a Gross income from gaming activities. See Part IV, line 19	a						
	b Less: direct expenses	b					
	c Net income or (loss) from gaming activities						
10 a Gross sales of inventory, less returns and allowances	a	6,388,806.					
	b Less: cost of goods sold	b	2,393,060.				
	c Net income or (loss) from sales of inventory		3995746.	3995746.			
Miscellaneous Revenue		Business Code					
11 a OTHER INCOME		900099	2,793.			2,793.	
b MEDIA GUIDE FEES		900099	1,275.			1,275.	
c							
d All other revenue							
e Total. Add lines 11a-11d			4,068.				
12 Total revenue. See instructions.			81,852,114.	3995746.	0.	-489027.	

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NATIONAL SEPTEMBER 11 MEMORIAL & MUSEUM

AT THE WORLD TRADE CENTER FOUNDATION, INC

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Part IX Statement of Functional Expenses

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

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

Do not include amounts reported on lines 6b, 7b, 8b, 9b, and 10b of Part VIII.	(A) Total expenses	(B) Program service expenses	(C) Management and general expenses	(D) Fundraising expenses
1 Grants and other assistance to governments and organizations in the United States. See Part IV, line 21	28,864.	28,864.		
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	1,747,414.	924,132.	306,534.	516,748.
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	6,943,116.	5,324,205.	782,510.	836,401.
8 Pension plan accruals and contributions (include section 401(k) and section 403(b) employer contributions)	509,722.	375,640.	66,482.	67,600.
9 Other employee benefits	532,459.	431,067.	32,200.	69,192.
10 Payroll taxes	641,878.	351,473.	212,619.	77,786.
11 Fees for services (non-employees):				
a Management	339,526.	299,786.	39,740.	
b Legal	126,574.	104,315.	13,355.	8,904.
c Accounting	114,242.		114,242.	
d Lobbying	244,032.			244,032.
e Professional fundraising services. See Part IV, line 17	48,000.			48,000.
f Investment management fees				
g Other	1,378,572.	1,015,430.	167,220.	195,922.
12 Advertising and promotion	1,132,715.	507,976.	5,310.	619,429.
13 Office expenses	1,249,366.	848,771.	135,511.	265,084.
14 Information technology	1,563,599.	1,147,222.	316,969.	99,408.
15 Royalties				
16 Occupancy	1,302,798.	1,220,697.	15,323.	66,778.
17 Travel	363,394.	149,959.	56,986.	156,449.
18 Payments of travel or entertainment expenses for any federal, state, or local public officials				
19 Conferences, conventions, and meetings	7,332.	2,350.	3,842.	1,140.
20 Interest				
21 Payments to affiliates				
22 Depreciation, depletion, and amortization	9,021,917.	8,758,078.	146,146.	117,693.
23 Insurance	521,169.	433,157.	41,417.	46,595.
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	3,094,246.	3,072,948.		21,298.
b CONTRACTED MAINTENANCE/	1,687,659.	1,687,659.		
c PROGRAMMATIC EVENTS	1,630,207.	1,630,207.		
d DIRECT MAIL EXPENSE	1,041,776.	112,299.	25,753.	903,724.
e All other expenses	330,441.	290,907.	5,690.	33,844.
25 Total functional expenses. Add lines 1 through 24e	35,601,018.	28,717,142.	2,487,849.	4,396,027.
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 <input type="checkbox"/> if following SOP 98-2 (ASC 958-720)				

NATIONAL SEPTEMBER 11 MEMORIAL & MUSEUM
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Part X Balance Sheet

		(A) Beginning of year		(B) End of year	
Assets	1 Cash - non-interest-bearing	412,594.	1	2,430,101.	
	2 Savings and temporary cash investments	110,607,290.	2	31,127,202.	
	3 Pledges and grants receivable, net	92,750,296.	3	65,642,193.	
	4 Accounts receivable, net	4,886.	4	2,396.	
	5 Receivables from current and former officers, directors, trustees, key employees, and highest compensated employees. Complete Part II of Schedule L		5		
	6 Receivables from other disqualified persons (as defined under section 4958(f)(1)), persons described in section 4958(c)(3)(B), and contributing employers and sponsoring organizations of section 501(c)(9) voluntary employees' beneficiary organizations (see instructions)		6		
	7 Notes and loans receivable, net		7		
	8 Inventories for sale or use	423,571.	8	1,681,442.	
	9 Prepaid expenses and deferred charges	350,215.	9	1,329,446.	
	10a Land, buildings, and equipment: cost or other basis. Complete Part VI of Schedule D	10a 328,588,050.			
	b Less: accumulated depreciation	10b 10,071,554.	1,100,939.	10c 318,516,496.	
	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	420,812,149.	15	268,527,861.	
16 Total assets. Add lines 1 through 15 (must equal line 34)	626,461,940.	16	689,257,137.		
Liabilities	17 Accounts payable and accrued expenses	41,871,246.	17	55,831,473.	
	18 Grants payable		18		
	19 Deferred revenue		19	107,800.	
	20 Tax-exempt bond liabilities		20		
	21 Escrow or custodial account liability. Complete Part IV of Schedule D		21		
	22 Payables to current and former officers, directors, trustees, key employees, highest compensated employees, and disqualified persons. Complete Part II of Schedule L		22		
	23 Secured mortgages and notes payable to unrelated third parties		23		
	24 Unsecured notes and loans payable to unrelated third parties		24		
	25 Other liabilities (including federal income tax, payables to related third parties, and other liabilities not included on lines 17-24). Complete Part X of Schedule D	0.	25	141,602.	
	26 Total liabilities. Add lines 17 through 25	41,871,246.	26	56,080,875.	
Net Assets or Fund Balances	Organizations that follow SFAS 117, check here <input checked="" type="checkbox"/> and complete lines 27 through 29, and lines 33 and 34.				
	27 Unrestricted net assets	546,916,540.	27	608,400,185.	
	28 Temporarily restricted net assets	37,674,154.	28	24,776,077.	
	29 Permanently restricted net assets		29		
	Organizations that do not follow SFAS 117, check here <input type="checkbox"/> and complete lines 30 through 34.				
	30 Capital stock or trust principal, or current funds		30		
	31 Paid-in or capital surplus, or land, building, or equipment fund		31		
	32 Retained earnings, endowment, accumulated income, or other funds		32		
	33 Total net assets or fund balances	584,590,694.	33	633,176,262.	
34 Total liabilities and net assets/fund balances	626,461,940.	34	689,257,137.		

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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	81,852,114.
2	Total expenses (must equal Part IX, column (A), line 25)	2	35,601,018.
3	Revenue less expenses. Subtract line 2 from line 1	3	46,251,096.
4	Net assets or fund balances at beginning of year (must equal Part X, line 33, column (A))	4	584,590,694.
5	Other changes in net assets or fund balances (explain in Schedule O)	5	2,334,472.
6	Net assets or fund balances at end of year. Combine lines 3, 4, and 5 (must equal Part X, line 33, column (B))	6	633,176,262.

Part XII Financial Statements and Reporting

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

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

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SCHEDULE A
(Form 990 or 990-EZ)

Department of the Treasury
Internal Revenue Service

Public Charity Status and Public Support

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

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

OMB No. 1545-0047

2011

Open to Public Inspection

Name of the organization 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 - Other
- e By checking this box, I certify that the organization is not controlled directly or indirectly by one or more disqualified persons other than foundation managers and other than one or more publicly supported organizations described in section 509(a)(1) or section 509(a)(2).
- f If the organization received a written determination from the IRS that it is a Type I, Type II, or Type III supporting organization, check this box
- g Since August 17, 2006, has the organization accepted any gift or contribution from any of the following persons?

	Yes	No
(i) A person who directly or indirectly controls, either alone or together with persons described in (ii) and (iii) below, the governing body of the supported organization?		
(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 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) 2007	(b) 2008	(c) 2009	(d) 2010	(e) 2011	(f) Total
1 Gifts, grants, contributions, and membership fees received. (Do not include any "unusual grants.")	190,537,099.	45,970,282.	92,680,699.	87,438,036.	78,345,395.	494,971,511.
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	190,537,099.	45,970,282.	92,680,699.	87,438,036.	78,345,395.	494,971,511.
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)						39,308.
6 Public support. Subtract line 5 from line 4.						494,932,203.

Section B. Total Support

Calendar year (or fiscal year beginning in) ▶	(a) 2007	(b) 2008	(c) 2009	(d) 2010	(e) 2011	(f) Total
7 Amounts from line 4	190,537,099.	45,970,282.	92,680,699.	87,438,036.	78,345,395.	494,971,511.
8 Gross income from interest, dividends, payments received on securities loans, rents, royalties and income from similar sources	4,242,424.	3,585,868.	1,332,950.	766,692.	255,211.	10,183,145.
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.	4,968.
11 Total support. Add lines 7 through 10						505,159,624.
12 Gross receipts from related activities, etc. (see instructions)					12	10,643,786.
13 First five years. If the Form 990 is for the organization's first, second, third, fourth, or fifth tax year as a section 501(c)(3) organization, check this box and stop here	<input type="checkbox"/>					

Section C. Computation of Public Support Percentage

14 Public support percentage for 2011 (line 6, column (f) divided by line 11, column (f))	14	97.98	%
15 Public support percentage from 2010 Schedule A, Part II, line 14	15	96.41	%
16a 33 1/3% support test - 2011. If the organization did not check the box on line 13, and line 14 is 33 1/3% or more, check this box and stop here. The organization qualifies as a publicly supported organization	<input checked="" type="checkbox"/>		
b 33 1/3% support test - 2010. If the organization did not check a box on line 13 or 16a, and line 15 is 33 1/3% or more, check this box and stop here. The organization qualifies as a publicly supported organization	<input type="checkbox"/>		
17a 10% -facts-and-circumstances test - 2011. If the organization did not check a box on line 13, 16a, or 16b, and line 14 is 10% or more, and if the organization meets the "facts-and-circumstances" test, check this box and stop here. Explain in Part IV how the organization meets the "facts-and-circumstances" test. The organization qualifies as a publicly supported organization	<input type="checkbox"/>		
b 10% -facts-and-circumstances test - 2010. If the organization did not check a box on line 13, 16a, 16b, or 17a, and line 15 is 10% or more, and if the organization meets the "facts-and-circumstances" test, check this box and stop here. Explain in Part IV how the organization meets the "facts-and-circumstances" test. The organization qualifies as a publicly supported organization	<input type="checkbox"/>		
18 Private foundation. If the organization did not check a box on line 13, 16a, 16b, 17a, or 17b, check this box and see instructions	<input type="checkbox"/>		

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

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

Section A. Public Support

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

Section B. Total Support

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

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

Section C. Computation of Public Support Percentage

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

Section D. Computation of Investment Income Percentage

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

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

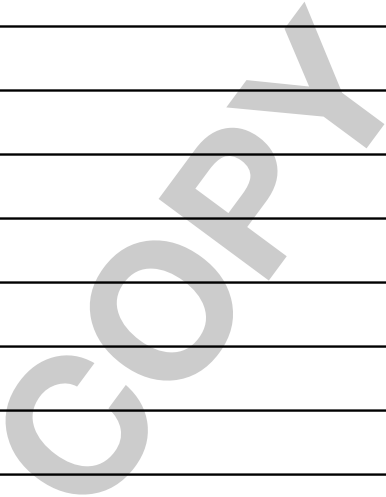
b 33 1/3% support tests - 2010. If the organization did not check a box on line 14 or line 19a, and line 16 is more than 33 1/3%, and line 18 is not more than 33 1/3%, check this box and **stop here**. The organization qualifies as a publicly supported organization

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

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

FORM 990; SCHEDULE A, PART II, LINE 10: EXPLANATION OF OTHER INCOME:

OTHER INCOME CONSISTS OF MEDIA GUIDE FEES, TOTALING \$900 FOR THE TAX YEAR 2010 AND \$1,275 FOR THE TAX YEAR 2011. OTHER INCOME FOR THE 2011 TAX YEAR ALSO CONSISTS OF \$2,600 AS REIMBURSEMENT OF EXPENSES, AND \$193 IN MISCELLANEOUS REVENUE. TOTAL OTHER INCOME REPORTED FOR 2011 TOTALS \$4,068.



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

Department of the Treasury
Internal Revenue Service

Schedule of Contributors

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

OMB No. 1545-0047

2011

Name of the organization

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) (2011)

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
1	_____ _____ _____	\$ <u>31,325,778.</u>	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
2	_____ _____ _____	\$ <u>1,900,000.</u>	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
3	_____ _____ _____	\$ <u>6,486,021.</u>	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
4	_____ _____ _____	\$ <u>1,861,820.</u>	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
5	_____ _____ _____	\$ <u>14,012,478.</u>	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
_____	_____ _____ _____	\$ _____	Person <input 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)

Political Campaign and Lobbying Activities

OMB No. 1545-0047

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

2011

Department of the Treasury
Internal Revenue Service

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

Open to Public Inspection

▶ **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
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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) 2011

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)														
b Total lobbying expenditures to influence a legislative body (direct lobbying)														
c Total lobbying expenditures (add lines 1a and 1b)														
d Other exempt purpose expenditures														
e Total exempt purpose expenditures (add lines 1c and 1d)														
f Lobbying nontaxable amount. Enter the amount from the following table in both columns.														
<table border="1" style="width:100%; border-collapse: collapse;"> <thead> <tr> <th style="width:35%;">If the amount on line 1e, column (a) or (b) is:</th> <th style="width:65%;">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)														
h Subtract line 1g from line 1a. If zero or less, enter -0-														
i Subtract line 1f from line 1c. If zero or less, enter -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) 2008	(b) 2009	(c) 2010	(d) 2011	(e) Total
2a Lobbying nontaxable amount					
b Lobbying ceiling amount (150% of line 2a, column(e))					
c Total lobbying expenditures					
d Grassroots nontaxable amount					
e Grassroots ceiling amount (150% of line 2d, column (e))					
f Grassroots lobbying expenditures					

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)).

	(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?		X	
b Paid staff or management (include compensation in expenses reported on lines 1c through 1i)?	X		
c Media advertisements?		X	
d Mailings to members, legislators, or the public?		X	
e Publications, or published or broadcast statements?		X	
f Grants to other organizations for lobbying purposes?		X	
g Direct contact with legislators, their staffs, government officials, or a legislative body?	X		15,421.
h Rallies, demonstrations, seminars, conventions, speeches, lectures, or any similar means?		X	
i Other activities?	X		244,032.
j Total. Add lines 1c through 1i			259,453.
2a Did the activities in line 1 cause the organization to be not described in section 501(c)(3)?		X	
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; and Part II-B, line 1. Also, complete this part for any additional information.

PART II-B, LINE 1, LOBBYING ACTIVITIES:

IN 2011, THE NATIONAL SEPTEMBER 11TH MEMORIAL AND MUSEUM WORKED WITH A CONSULTANT TO DEVELOP A STRATEGY FOR THE PURPOSE OF SEEKING FEDERAL FUNDING TO SUPPORT THE MEMORIAL AND THE MUSEUM.

SCHEDULE D
(Form 990)

Department of the Treasury
Internal Revenue Service

Supplemental Financial Statements

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

▶ Attach to Form 990. ▶ See separate instructions.

OMB No. 1545-0047

2011

Open to Public
Inspection

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

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

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

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

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

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

▶ \$ _____

(ii) Assets included in Form 990, Part X

▶ \$ _____

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

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

▶ \$ _____

b Assets included in Form 990, Part X

▶ \$ _____

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

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

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

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

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

	(a) Current year	(b) Prior year	(c) Two years back	(d) Three years back	(e) Four years back
1a Beginning of year balance					
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:

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

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

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

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

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

Description of property	(a) Cost or other basis (investment)	(b) Cost or other basis (other)	(c) Accumulated depreciation	(d) Book value
1a Land				
b Buildings		316033369.	7,113,411.	308919958.
c Leasehold improvements		4,996,307.	1,042,330.	3,953,977.
d Equipment		6,447,738.	1,543,850.	4,903,888.
e Other		1,110,636.	371,963.	738,673.
Total. Add lines 1a through 1e. (Column (d) must equal Form 990, Part X, column (B), line 10(c).)				318516496.

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	268,458,364.
(2) INTELLECTUAL PROPERTY RIGHTS, NET OF ACCUM AMORTIZATION	69,497.
(3)	
(4)	
(5)	
(6)	
(7)	
(8)	
(9)	
(10)	
Total. (Column (b) must equal Form 990, Part X, col (B) line 15.) ▶	268,527,861.

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	141,602.
(3)	
(4)	
(5)	
(6)	
(7)	
(8)	
(9)	
(10)	
(11)	
Total. (Column (b) must equal Form 990, Part X, col (B) line 25.) ▶	141,602.

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

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

1	Total revenue (Form 990, Part VIII, column (A), line 12)	1	81,852,114.
2	Total expenses (Form 990, Part IX, column (A), line 25)	2	35,601,018.
3	Excess or (deficit) for the year. Subtract line 2 from line 1	3	46,251,096.
4	Net unrealized gains (losses) on investments	4	
5	Donated services and use of facilities	5	2,334,472.
6	Investment expenses	6	
7	Prior period adjustments	7	
8	Other (Describe in Part XIV.)	8	
9	Total adjustments (net). Add lines 4 through 8	9	2,334,472.
10	Excess or (deficit) for the year per audited financial statements. Combine lines 3 and 9	10	48,585,568.

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

1	Total revenue, gains, and other support per audited financial statements	1	85,534,956.
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	3,675,902.
c	Recoveries of prior year grants	2c	
d	Other (Describe in Part XIV.)	2d	6,940.
e	Add lines 2a through 2d	2e	3,682,842.
3	Subtract line 2e from line 1	3	81,852,114.
4	Amounts included on Form 990, Part VIII, line 12, but not on line 1:		
a	Investment expenses not included on Form 990, Part VIII, line 7b	4a	
b	Other (Describe in Part XIV.)	4b	
c	Add lines 4a and 4b	4c	0.
5	Total revenue. Add lines 3 and 4c. (This must equal Form 990, Part I, line 12.)	5	81,852,114.

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

1	Total expenses and losses per audited financial statements	1	36,883,538.
2	Amounts included on line 1 but not on Form 990, Part IX, line 25:		
a	Donated services and use of facilities	2a	1,341,430.
b	Prior year adjustments	2b	
c	Other losses	2c	
d	Other (Describe in Part XIV.)	2d	6,940.
e	Add lines 2a through 2d	2e	1,348,370.
3	Subtract line 2e from line 1	3	35,535,168.
4	Amounts included on Form 990, Part IX, line 25, but not on line 1:		
a	Investment expenses not included on Form 990, Part VIII, line 7b	4a	
b	Other (Describe in Part XIV.)	4b	65,850.
c	Add lines 4a and 4b	4c	65,850.
5	Total expenses. Add lines 3 and 4c. (This must equal Form 990, Part I, line 18.)	5	35,601,018.

Part XIV Supplemental Information

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

PART 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 XIV 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 THE LEADERSHIP OF THE BOARD AND STAFF, THE MEMORIAL STRIVES TO ESTABLISH, PRESERVE AND DOCUMENT PRIMARY RECORDS, MATERIAL EVIDENCE, SPOKEN TESTIMONY AND OTHER WIDE RANGING CULTURAL DOCUMENTATION BEARING ON THE EXPERIENTIAL AND TRANSFORMATIVE NATURE OF THE SEPTEMBER 11, 2001 TERRORIST ATTACKS, THE BOMBING OF THE WORLD TRADE CENTER ON FEBRUARY 26, 1993 AND THE HISTORY OF THE BUILDINGS THEMSELVES. THE MEMORIAL ALSO COLLECTS ARTIFACTS, SPOKEN REMEMBRANCES AND OTHER MATERIALS WHICH HONOR THE VICTIMS OF THE 9/11/01 AND 2/26/93 TERRORIST ATTACKS AND THEIR LEGACIES.

THE COLLECTION IS MAINTAINED FOR USE IN THE PERMANENT EXHIBITION OF THE FUTURE MEMORIAL MUSEUM, AS WELL AS FOR TEMPORARY AND TRAVELLING EXHIBITIONS AND FOR LOANS TO OTHER ORGANIZATIONS, AND AS AN ON-LINE RESEARCH AND EDUCATIONAL TOOL TO BE USED BY THE PUBLIC AND BY SCHOLARS TO SUPPORT INTERNATIONAL RESEARCH AND PUBLICATIONS OF INTELLECTUAL MERIT.

IN CONFORMITY WITH ACCOUNTING POLICIES GENERALLY FOLLOWED BY HISTORY AND ART MUSEUMS, 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

Part XIV Supplemental Information (continued)

ACTIVITIES. PURSUANT TO MEMORIAL'S COLLECTIONS MANAGEMENT POLICY,
 PROCEEDS FROM DE-ACCESSIONS ARE TO BE USED EXCLUSIVELY TO ACQUIRE OTHER
 ITEMS FOR THE COLLECTION AND WILL BE RECORDED AS TEMPORARILY RESTRICTED
 NET ASSETS.

ACQUISITIONS OF COLLECTION ITEMS:

IN 2011, THE ORGANIZATION SPENT \$65,850 ON ACQUISITIONS OF COLLECTION
 ITEMS. THESE ACQUISITIONS WERE PARTIALLY FUNDED BY CASH CONTRIBUTIONS
 THAT WERE RECEIVED IN 2010 AND RESTRICTED FOR THIS PURPOSE.

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 DECEMBER 31, 2008.

PART XII, LINE 2D - OTHER ADJUSTMENTS:

RECLASSIFICATION: DISPOSAL OF FIXED ASSET 6,940.

PART XIII, LINE 2D - OTHER ADJUSTMENTS:

RECLASSIFICATION: DISPOSAL OF FIXED ASSET 6,940.

PART XIII, LINE 4B - OTHER ADJUSTMENTS:

RECLASSIFICATION: MUSEUM COLLECTION EXPENSE 65,850.

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

2011

**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	1,364,616.	1,089,777.	274,839.
Total				1,364,616.	1,089,777.	274,839.

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

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	
		BENEFIT DINNER (event type)	BENEFIT BREAKFAST (event type)	2 (total number)	(add col. (a) through col. (c))	
Revenue	1	Gross receipts	3,589,140.	782,000.	74,745.	4,445,885.
	2	Less: Charitable contributions	3,345,115.	751,870.	44,745.	4,141,730.
	3	Gross income (line 1 minus line 2)	244,025.	30,130.	30,000.	304,155.
Direct Expenses	4	Cash prizes				
	5	Noncash prizes				
	6	Rent/facility costs	252,623.	49,996.	28,290.	330,909.
	7	Food and beverages				
	8	Entertainment				
	9	Other direct expenses	593,838.	110,523.	10,251.	714,612.
	10	Direct expense summary. Add lines 4 through 9 in column (d)				(1,045,521)
	11	Net income summary. Combine line 3, column (d), and line 10				-741,366.

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

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

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

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

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:

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

Name ▶ _____

Address ▶ _____

- 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 ▶ _____

Gaming manager compensation ▶ \$ _____

Description of services provided ▶ _____

- Director/officer Employee Independent contractor

17 Mandatory distributions:

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

Part IV Supplemental Information. Complete this part to provide the 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

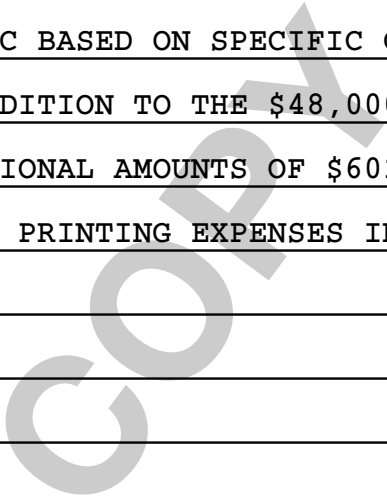
THE ORGANIZATION HAS A NON-EXCLUSIVE AGREEMENT FOR DIRECT RESPONSE MARKETING CONSULTATION AND MANAGEMENT, THE CREATION AND PRODUCTION OF

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 \$602,489 AND \$439,288 AS
REIMBURSEMENT FOR POSTAGE AND PRINTING EXPENSES INCURRED.



**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

2011

**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. Check this box if no one recipient received more than \$5,000. Part II can be duplicated if additional space is needed

1 (a) Name and address of organization or government	(b) EIN	(c) IRC section if applicable	(d) Amount of cash grant	(e) Amount of non-cash assistance	(f) Method of valuation (book, FMV, appraisal, other)	(g) Description of non-cash assistance	(h) Purpose of grant or assistance
SOUND PORTRAIT PRODUCTIONS, INC. (STORY CORPS) - 80 HANSON PLACE, 2ND FLOOR - BROOKLYN, NY 11217	13-3753011	501(C)(3)	26,500.	0.	N/A	N/A	TO FUND ORAL HISTORIES THROUGH THE "STORY CORPS" PROJECT COVERING 9/11 EVENTS.
VOICES OF SEPTEMBER 11TH 161 CHERRY STREET NEW CANAAN, CT 06840	16-1639299	501(C)(3)	2,364.	0.	N/A	N/A	USED FOR COMPONENTS NEEDED FOR MEMORIAL 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) (2011)

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, 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)**

Department of the Treasury
Internal Revenue Service

Compensation Information

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

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

▶ Attach to Form 990. ▶ See separate instructions.

OMB No. 1545-0047

2011

Open to Public Inspection

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

Part I Questions Regarding Compensation

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

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

Schedule J (Form 990) 2011

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		(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	(i)	319,466.	0.	0.	24,500.	22,258.	366,224.	0.
	(ii)	0.	0.	0.	0.	0.	0.	0.
2 DAVID LANGFORD	(i)	187,312.	0.	0.	19,278.	14,911.	221,501.	0.
	(ii)	0.	0.	0.	0.	0.	0.	0.
3 ALLISON BLAIS	(i)	177,251.	0.	0.	16,200.	7,214.	200,665.	0.
	(ii)	0.	0.	0.	0.	0.	0.	0.
4 SALVATORE ADINOLFI	(i)	248,414.	0.	0.	12,300.	9,187.	269,901.	0.
	(ii)	0.	0.	0.	0.	0.	0.	0.
5 CATHY BLANEY	(i)	271,579.	0.	0.	24,500.	22,258.	318,337.	0.
	(ii)	0.	0.	0.	0.	0.	0.	0.
6 JAMES CONNORS	(i)	268,944.	0.	0.	20,572.	0.	289,516.	0.
	(ii)	0.	0.	0.	0.	0.	0.	0.
7 ALICE GREENWALD	(i)	313,766.	0.	0.	24,500.	12,905.	351,171.	0.
	(ii)	0.	0.	0.	0.	0.	0.	0.
8 THOMAS CANCELLIERE	(i)	196,155.	0.	0.	19,500.	0.	215,655.	0.
	(ii)	0.	0.	0.	0.	0.	0.	0.
9 NOELLE LILIE	(i)	162,145.	0.	0.	14,756.	0.	176,901.	0.
	(ii)	0.	0.	0.	0.	0.	0.	0.
10 LAWRENCE MANNION	(i)	168,109.	0.	0.	16,850.	492.	185,451.	0.
	(ii)	0.	0.	0.	0.	0.	0.	0.
11 LUIS F. MENDES	(i)	183,765.	0.	0.	16,366.	22,258.	222,389.	0.
	(ii)	0.	0.	0.	0.	0.	0.	0.
12 CAROLYN RASIC	(i)	186,192.	0.	0.	16,247.	7,306.	209,745.	0.
	(ii)	0.	0.	0.	0.	0.	0.	0.
13	(i)							
	(ii)							
14	(i)							
	(ii)							
15	(i)							
	(ii)							
16	(i)							
	(ii)							

**SCHEDULE M
(Form 990)**

Noncash Contributions

OMB No. 1545-0047

2011

Open to Public Inspection

Department of the Treasury
Internal Revenue Service

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

Name of the organization **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	1		
3 Art - Fractional interests				
4 Books and publications	X		22,494.	FAIR MARKET VALUE
5 Clothing and household goods	X		78,444.	FAIR MARKET VALUE
6 Cars and other vehicles	X	1	247,248.	FAIR MARKET VALUE
7 Boats and planes				
8 Intellectual property				
9 Securities - Publicly traded	X	2	746,339.	FAIR MARKET VALUE
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	X	5	22,495.	FAIR MARKET VALUE
20 Drugs and medical supplies				
21 Taxidermy				
22 Historical artifacts				
23 Scientific specimens				
24 Archeological artifacts				
25 Other ▶ (EQUIPMENT)	X	3	243,185.	FAIR MARKET VALUE
26 Other ▶ (SOFTWARE)	X	1	162,460.	FAIR MARKET VALUE
27 Other ▶ (TREES)	X	1	127,500.	FAIR MARKET VALUE
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** **1**

	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) (2011)

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.

COPY

SCHEDULE O
(Form 990 or 990-EZ)

Department of the Treasury
Internal Revenue Service

Supplemental Information to Form 990 or 990-EZ

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

OMB No. 1545-0047

2011

Open to Public
Inspection

Name of the organization	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 NATIONAL SEPTEMBER 11 MEMORIAL MUSEUM AT THE WORLD TRADE CENTER

WILL BEAR SOLEMN WITNESS TO THE TERRORIST ATTACKS OF SEPTEMBER 11, 2001

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

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

132211
01-23-12

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

IN 2011, THE ORGANIZATION PREPARED FOR THE PUBLIC OPENING OF THE MEMORIAL, INCLUDING LAUNCHING A TIMED RESERVATIONS SYSTEM AND CREATING A VISITOR ENTRY PLAN, AMONG OTHER INITIATIVES. SINCE OPENING THE MEMORIAL ON SEPTEMBER 11TH, 2011 IN A CEREMONY FOR VICTIMS' FAMILIES AND THEN TO THE PUBLIC ON SEPTEMBER 12, 2011. ON THE MEMORIAL SIDE, THE ORGANIZATION HAS TRANSITIONED THE PRIMARY FOCUS OF ITS ACTIVITIES FROM PLANNING AND DEVELOPMENT TO PROVIDING VISITOR SERVICES, MAINTENANCE, SECURITY AND OPERATIONS OF THE MEMORIAL. INTENSIVE WORK CONTINUES ON THE DEVELOPMENT AND PLANS FOR OPENING THE MUSEUM. BY THE END OF 2011, OVER ONE MILLION VISITORS CAME TO THE MEMORIAL AND PEOPLE FROM ALL 50 STATES AND MORE THAN 100 COUNTRIES RESERVED VISITOR PASSES.

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

9/11 FAMILY MEMBERS, A SECOND RETAIL SPACE AND A STAFF-ONLY AREA. ADJACENT TO THESE AREAS, AN OUTDOOR CHECK-IN AREA WAS BUILT TO PROCESS VISITORS AND QUEUE THEM ON HIGH DEMAND DAYS. AN EXTERNAL CALL CENTER ACCOMPANIED THE LAUNCH OF THE TRS AND THEN TRANSITIONED INTO A SMALLER

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IN-HOUSE OPERATION THAT ALSO ISSUED DAY-OF PASSES AT THE PREVIEW SITE.

THE PREVIEW SITE STAFFING MODEL OF PROVIDING VISITOR EDUCATION AND

VISITOR SOUVENIR SALES WAS DUPLICATED IN THE VISITOR CENTER LOCATED AT

THE END OF THE MEMORIAL VISITOR EXIT PATH. IN ORDER TO FACILITATE

VISITOR SERVICES AT THE MEMORIAL, THE 9/11 MEMORIAL ASSEMBLED A

SUBSTANTIAL STAFF CONSISTING OF FIELD SUPERVISORS AND VISITOR HOST

PERSONNEL. ADDITIONALLY A LARGE VOLUNTEER CORPS HAS BEEN RECRUITED TO

SUPPLEMENT THE DAILY WORK OF THE VISITOR SERVICES FIELD STAFF. THE

OPERATIONS TEAM WILL CONTINUE TO GROW IN PREPARATION FOR THE MUSEUM

OPENING.

TO HELP RAISE AWARENESS ABOUT THE MEMORIAL AS WELL AS INFORM THE PUBLIC

ABOUT HOW TO PLAN A VISIT TO THE MEMORIAL, THE 9/11 MEMORIAL LAUNCHED A

PRO BONO PSA CAMPAIGN. DONATED MEDIA WAS SECURED FOR TELEVISION,

RADIO, OUTDOOR, AND ONLINE PLACEMENT. IN ADDITION, A STREET SIGNAGE

PROGRAM WAS CREATED TO HELP DIRECT VISITORS TO THE MEMORIAL'S ENTRANCE.

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

NEW JERSEY STATE HOLOCAUST COMMISSION, RESULTING IN THE PRODUCTION AND

ONLINE DISSEMINATION OF MORE THAN 80 K-12 LESSON PLANS RELATING TO THE

TEACHING OF 9/11 HISTORY. IN ADDITION, GUIDELINES FOR HOW TO TALK TO

CHILDREN ABOUT THE 9/11 ATTACKS WERE POSTED TO THE MEMORIAL WEBSITE FOR

USE BY PARENTS AND EDUCATORS IN ADVANCE OF THE 10TH ANNIVERSARY OF THE

ATTACKS.

MUSEUM STAFF CONTINUED INTENSIVE WORK ON EXHIBITION SCRIPT WRITING,

EDITING AND REVIEW. IN ADDITION, THE FINAL SELECTION OF PHOTO AND VIDEO

COMPONENTS REACHED SUBSTANTIAL COMPLETION, COUPLED WITH EXTENSIVE

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LICENSING ACTIVITY.

A NUMBER OF MUSEUM INITIATIVES WERE UNDERTAKEN AND ACCOMPLISHED IN CONJUNCTION WITH THE 10TH ANNIVERSARY OF 9/11 AND THE OPENING OF THE MEMORIAL IN SEPTEMBER 2011. TWO SPECIAL EXHIBITIONS WERE MOUNTED, ONE ENTITLED "FROM MEMORY TO MEMORIAL," FEATURED AT THE 9/11 MEMORIAL PREVIEW SITE, AND THE SECOND, A TRAVELING EXHIBITION ENTITLED "MEMORY REMAINS: 9/11 ARTIFACTS AT HANGAR 17." THE LATTER EXHIBITION OPENED IN NEW YORK CITY AT THE INTERNATIONAL CENTER OF PHOTOGRAPHY, AND WAS ALSO PRESENTED AT THREE VENUES ABROAD STARTING IN AUGUST 2011: THE IMPERIAL WAR MUSEUM IN LONDON, THE CENTER FOR CONTEMPORARY CULTURE IN BARCELONA, AND THE CENTROCENTRO IN MADRID. IN ADDITION TO THESE EXHIBITION PROJECTS, MUSEUM STAFF SUPPORTED THE OPENING OF A NEW MEMORIAL VISITOR CENTER BY SELECTING AND INSTALLING FEATURED OBJECTS AND PHOTOGRAPHS FROM THE PERMANENT COLLECTION.

THE MUSEUM PRODUCED THREE 10TH ANNIVERSARY-RELATED PUBLICATIONS. "A PLACE OF REMEMBRANCE: THE OFFICIAL BOOK OF THE NATIONAL SEPTEMBER 11 MEMORIAL" WAS PUBLISHED BY NATIONAL GEOGRAPHIC. A COMPANION BOOK TO THE "MEMORY REMAINS" EXHIBITION WAS ALSO PUBLISHED BY NATIONAL GEOGRAPHIC, AND ANOTHER BOOK, "ART FOR HEART," FEATURING CHILDREN'S ARTWORK AND POETRY CREATED IN THE AFTERMATH OF 9/11, WAS PUBLISHED BY ASSOULINE. THE ANNIVERSARY ALSO OCCASIONED A NUMBER OF PARTNERSHIP VENTURES, INCLUDING ONE WITH WNYC FOR A PRODUCTION OF THE "RADIO ROOKIES" SERIES FOCUSED ON YOUNG PEOPLE'S REFLECTIONS ON 9/11. THE PROGRAM RECEIVED A NUMBER OF ACCOLADES INCLUDING THE COLUMBIA DART AWARD AND THE SOCIETY OF PROFESSIONAL JOURNALISTS AWARD. A MAJOR INTERNATIONAL SYMPOSIUM, "IN THE TRACKS OF MEMORY," WAS OFFERED IN NOVEMBER 2011 BY A CONSORTIUM

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OF ORGANIZATIONS INCLUDING THE 9/11 MEMORIAL MUSEUM, NEW YORK UNIVERSITY, CNRS CENTER FOR INTERNATIONAL RESEARCH IN THE HUMANITIES AND SOCIAL SCIENCES, THE MEMORIAL DE CAEN, AND THE CULTURAL SERVICES OF THE FRENCH EMBASSY IN NEW YORK. ALSO IN CONJUNCTION WITH THE MEMORIAL'S OPENING, A VICTIM REMEMBRANCE COMPONENT WAS CREATED IN COLLABORATION WITH THE MUSEUM'S PARTNER, STORYCORPS, FOR THE NEWLY LAUNCHED MEMORIAL GUIDE MULTI-PLATFORM APP. THIS PROGRAM WAS SUBSEQUENTLY RECOGNIZED WITH A PEABODY AWARD.

FORM 990, PART III, LINE 4C, PROGRAM SERVICE ACCOMPLISHMENTS: CEILINGS IN THE EXHIBITION SPACES. MANY LARGE ARTIFACTS SUCH AS AN AMBULANCE, FIRE TRUCKS, AND WORLD TRADE CENTER STEEL DAMAGED ON 9/11 WERE DELIVERED TO THE SITE FROM A STORAGE HANGAR AT JFK AIRPORT AND PLACED IN THE MUSEUM SPACES.

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 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 CURRENTLY HAS IN PLACE 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

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ATTESTATIONS FOR POTENTIAL OR ACTUAL CONFLICTS EXPECTED TO OCCUR WITHIN THE FOLLOWING YEAR. 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 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.

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FORM 990, PART VI, LINE 17, LIST OF STATES RECEIVING COPY OF FORM 990:

AL, AK, AZ, AR, CA, CO, CT, FL, GA, HI, IL, KS, KY, ME, MD, MA, MI, MN, MS, NH, NJ, NM, NY, NC, ND

OH, OK, OR, PA, RI, SC, TN, UT, VA, WA, WV, WI

FORM 990, PART VI, SECTION C, LINE 19: NATIONAL SEPTEMBER 11 MEMORIAL & MUSEUM MAKES ITS FORM 990 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 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 XI, LINE 5, CHANGES IN NET ASSETS:

DONATED SERVICES AND USE OF FACILITIES: 2,334,472.

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.

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

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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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, 2011 THE MEMORIAL CONDUCTED FOUR SUCCESSFUL FUNDRAISING EVENTS GENERATING CONTRIBUTION REVENUE TOTALING \$4,141,730. 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 \$741,366 BUT AN OVERALL NET GAIN OF \$3,400,364.

