

Form **990**

Return of Organization Exempt From Income Tax

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

OMB No. 1545-0047

2013

Department of the Treasury
Internal Revenue Service

Do not enter Social Security numbers on this form as it may be made public.

Information about Form 990 and its instructions is at www.irs.gov/form990.

Open to Public Inspection

A For the 2013 calendar year, or tax year beginning **JUL 1, 2013** and ending **JUN 30, 2014**

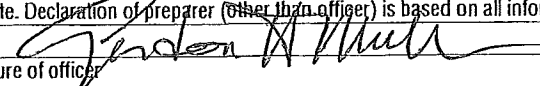

B Check if applicable: <input type="checkbox"/> Address change <input type="checkbox"/> Name change <input type="checkbox"/> Initial return <input type="checkbox"/> Terminated <input type="checkbox"/> Amended return <input type="checkbox"/> Application pending	C Name of organization THE NATIONAL WORLD WAR II MUSEUM, INC		D Employer identification number 72-1200790
	Doing Business As		E Telephone number 5045276012
	Number and street (or P.O. box if mail is not delivered to street address)	Room/suite	G Gross receipts \$ 53,619,445.
	945 MAGAZINE STREET		H(a) Is this a group return for subordinates? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No
	City or town, state or province, country, and ZIP or foreign postal code NEW ORLEANS, LA 70130		H(b) Are all subordinates included? <input type="checkbox"/> Yes <input type="checkbox"/> No
F Name and address of principal officer: GORDON MUELLER SAME AS C ABOVE			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.NATIONALWW2MUSEUM.ORG			
K Form of organization: <input checked="" type="checkbox"/> Corporation <input type="checkbox"/> Trust <input type="checkbox"/> Association <input type="checkbox"/> Other			L Year of formation: 1991
			M State of legal domicile: LA

Part I Summary

Activities & Governance	1 Briefly describe the organization's mission or most significant activities: TO OPERATE AND MAINTAIN A PUBLIC MUSEUM THAT PRESERVES AND HONORS THE AMERICAN EXPERIENCE IN WW II.		
	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	57
	4 Number of independent voting members of the governing body (Part VI, line 1b)	4	49
	5 Total number of individuals employed in calendar year 2013 (Part V, line 2a)	5	485
	6 Total number of volunteers (estimate if necessary)	6	350
	7a Total unrelated business revenue from Part VIII, column (C), line 12	7a	218,272.
b Net unrelated business taxable income from Form 990-T, line 34	7b	-2,642.	
Revenue	8 Contributions and grants (Part VIII, line 1h)	Prior Year 23,220,797.	Current Year 30,595,016.
	9 Program service revenue (Part VIII, line 2g)	7,964,849.	10,280,373.
	10 Investment income (Part VIII, column (A), lines 3, 4, and 7d)	1,769,815.	1,878,492.
	11 Other revenue (Part VIII, column (A), lines 5, 6d, 8c, 9c, 10c, and 11e)	5,060,903.	7,231,856.
	12 Total revenue - add lines 8 through 11 (must equal Part VIII, column (A), line 12)	38,016,364.	49,985,737.
	Expenses	13 Grants and similar amounts paid (Part IX, column (A), lines 1-3)	41,400.
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)		12,427,211.	14,004,105.
16a Professional fundraising fees (Part IX, column (A), line 11e)		271,065.	124,779.
b Total fundraising expenses (Part IX, column (D), line 25) 4,591,131.			
17 Other expenses (Part IX, column (A), lines 11a-11d, 11f-24e)		14,434,672.	18,219,568.
18 Total expenses. Add lines 13-17 (must equal Part IX, column (A), line 25)	27,174,348.	32,398,427.	
19 Revenue less expenses. Subtract line 18 from line 12	10,842,016.	17,587,310.	
Net Assets or Fund Balances	20 Total assets (Part X, line 16)	Beginning of Current Year 172,799,361.	End of Year 193,214,357.
	21 Total liabilities (Part X, line 26)	21,017,068.	22,186,910.
	22 Net assets or fund balances. Subtract line 21 from line 20	151,782,293.	171,027,447.

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		Date 11-6-14
	GORDON MUELLER, PRESIDENT & CEO	Type or print name and title
Paid Preparer Use Only	Print/Type preparer's name LAURENCE R. HOLMES	Preparer's signature 
	Firm's name BOURGEOIS BENNETT, L.L.C.	Date NOV 03 2014
	Firm's address 111 VETERANS BLVD. 17TH FLOOR METAIRIE, LA 70005	Check <input type="checkbox"/> self-employed PTIN P00664488
		Firm's EIN 72-0136870
		Phone no. 504.831.4949

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 or note to any line in this Part III

1 Briefly describe the organization's mission: THE NATIONAL WORLD WAR II MUSEUM TELLS THE STORY OF THE AMERICAN EXPERIENCE IN THE WAR THAT CHANGED THE WORLD - WHY IT FOUGHT, HOW IT WAS WON, AND WHAT IT MEANS TODAY - SO THAT ALL GENERATIONS WILL UNDERSTAND THE PRICE OF FREEDOM AND BE INSPIRED BY WHAT THEY LEARN.

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

3 Did the organization cease conducting, or make significant changes in how it conducts, any program services? Yes No

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

4a (Code:) (Expenses \$ 24,130,954. including grants of \$ 49,975.) (Revenue \$ 16,709,010.) TO DEVELOP AND OPERATE PROGRAMS TO EXPAND PUBLIC KNOWLEDGE OF THE AMERICAN EXPERIENCE DURING WORLD WAR II AND THE WORK OF THE NATIONAL WORLD WAR II MUSEUM IN PRESERVING THE MEMORIES AND ARTIFACTS ASSOCIATED WITH THAT HISTORIC TIME.

4b (Code:) (Expenses \$ 1,057,084. including grants of \$) (Revenue \$) TO PLAN AND CARRY OUT THE EXPANSION OF THE NATIONAL D-DAY MUSEUM INTO THE NATIONAL WORLD WAR II MUSEUM.

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

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

4e Total program service expenses 25,188,038.

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

Part IV Checklist of Required Schedules (continued)

	Yes	No
21 Did the organization report more than \$5,000 of grants or other assistance to any domestic organization or government on Part IX, column (A), line 1? If "Yes," complete Schedule I, Parts I and II	X	
22 Did the organization report more than \$5,000 of grants or other assistance to individuals in the United States on Part IX, column (A), line 2? If "Yes," complete Schedule I, Parts I and III	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? If "Yes," complete Schedule J	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? If "Yes," answer lines 24b through 24d and complete Schedule K. If "No," go to line 25a		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? If "Yes," complete Schedule L, Part 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? If "Yes," complete Schedule L, Part I		X
26 Did the organization report any amount on Part X, line 5, 6, or 22 for receivables from or payables to any current or former officers, directors, trustees, key employees, highest compensated employees, or disqualified persons? If so, complete Schedule L, Part II		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? If "Yes," complete Schedule L, Part III		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? If "Yes," complete Schedule L, Part IV		X
b A family member of a current or former officer, director, trustee, or key employee? If "Yes," complete Schedule L, Part IV	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? If "Yes," complete Schedule L, Part IV	X	
29 Did the organization receive more than \$25,000 in non-cash contributions? If "Yes," complete Schedule M	X	
30 Did the organization receive contributions of art, historical treasures, or other similar assets, or qualified conservation contributions? If "Yes," complete Schedule M	X	
31 Did the organization liquidate, terminate, or dissolve and cease operations? If "Yes," complete Schedule N, Part I		X
32 Did the organization sell, exchange, dispose of, or transfer more than 25% of its net assets? If "Yes," complete Schedule N, Part II		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? If "Yes," complete Schedule R, Part I		X
34 Was the organization related to any tax-exempt or taxable entity? If "Yes," complete Schedule R, Part II, III, or IV, and Part V, line 1	X	
35a Did the organization have a controlled entity within the meaning of section 512(b)(13)?		X
b If "Yes" to line 35a, did the organization receive any payment from or engage in any transaction with a controlled entity within the meaning of section 512(b)(13)? If "Yes," complete Schedule R, Part V, line 2		
36 Section 501(c)(3) organizations. Did the organization make any transfers to an exempt non-charitable related organization? If "Yes," complete Schedule R, Part V, line 2		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? If "Yes," complete Schedule R, Part VI		X
38 Did the organization complete Schedule O and provide explanations in Schedule O for Part VI, lines 11b and 19?	X	

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

Part V Statements Regarding Other IRS Filings and Tax Compliance

Check if Schedule O contains a response or note to any line in this Part V

		Yes	No
1a	Enter the number reported in Box 3 of Form 1096. Enter -0- if not applicable		
1a	85		
b	Enter the number of Forms W-2G included in line 1a. Enter -0- if not applicable		
1b	0		
c	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	485		
b	If at least one is reported on line 2a, did the organization file all required federal employment tax returns? Note. If the sum of lines 1a and 2a is greater than 250, you may be required to e-file (see instructions)	X	
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," to line 3b, provide an explanation in Schedule O	X	
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	
b	If "Yes," enter the name of the foreign country: CAYMAN ISLANDS 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 as charitable contributions?		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).		
a	Did the organization receive a payment in excess of \$75 made partly as a contribution and partly for goods and services provided to the payor?	X	
7b	If "Yes," did the organization notify the donor of the value of the goods or services provided?	X	
c	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?		X
7h	If the organization received a contribution of cars, boats, airplanes, or other vehicles, did the organization file a Form 1098-C?	X	
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?		X
9	Sponsoring organizations maintaining donor advised funds.		
9a	Did the organization make any taxable distributions under section 4966?		X
9b	Did the organization make a distribution to a donor, donor advisor, or related person?		X
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 or note to any line 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.		
	57		
b	Enter the number of voting members included in line 1a, above, who are independent		
	49		
2	Did any officer, director, trustee, or key employee have a family relationship or a business relationship with any other officer, director, trustee, or key employee?	X	
3	Did the organization delegate control over management duties customarily performed by or under the direct supervision of officers, directors, or trustees, or key employees to a management company or other person?		X
4	Did the organization make any significant changes to its governing documents since the prior Form 990 was filed?		X
5	Did the organization become aware during the year of a significant diversion of the organization's assets?		X
6	Did the organization have members or stockholders?		X
7a	Did the organization have members, stockholders, or other persons who had the power to elect or appoint one or more members of the governing body?		X
b	Are any governance decisions of the organization reserved to (or subject to approval by) members, stockholders, or persons other than the governing body?		X
8	Did the organization contemporaneously document the meetings held or written actions undertaken during the year by the following:		
a	The governing body?	X	
b	Each committee with authority to act on behalf of the governing body?	X	
9	Is there any officer, director, trustee, or key employee listed in Part VII, Section A, who cannot be reached at the organization's mailing address? If "Yes," provide the names and addresses in Schedule O		X

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

		Yes	No
10a	Did the organization have local chapters, branches, or affiliates?		X
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?	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	X	
b	Were officers, directors, or trustees, and key employees required to disclose annually interests that could give rise to conflicts?	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	X	
12c		X	
13	Did the organization have a written whistleblower policy?	X	
14	Did the organization have a written document retention and destruction policy?	X	
15	Did the process for determining compensation of the following persons include a review and approval by independent persons, comparability data, and contemporaneous substantiation of the deliberation and decision?		
a	The organization's CEO, Executive Director, or top management official	X	
b	Other officers or key employees of the organization	X	
	If "Yes" to line 15a or 15b, describe the process in Schedule O (see instructions).		
16a	Did the organization invest in, contribute assets to, or participate in a joint venture or similar arrangement with a taxable entity during the year?		X
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 **AK, AL, AR, AZ, CA, CO, CT, FL, GA, HI, IL, KS**
- 18** Section 6104 requires an organization to make its Forms 1023 (or 1024 if applicable), 990, and 990-T (Section 501(c)(3)s only) available for public inspection. Indicate how you made these available. Check all that apply.
 Own website
 Another's website
 Upon request
 Other (explain in Schedule O)
- 19** Describe in Schedule O whether (and if so, how), the organization made its governing documents, conflict of interest policy, and financial statements available to the public during the tax year.
- 20** State the name, physical address, and telephone number of the person who possesses the books and records of the organization: **REBECCA MACKIE - (504)527-6012**
945 MAGAZINE STREET, NEW ORLEANS, LA 70130

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

Check if Schedule O contains a response or note to any line in this Part VII

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

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

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

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

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

(A) Name and Title	(B) Average hours per week (list any hours for related organizations below line)	(C) Position (do not check more than one box, unless person is both an officer and a director/trustee)						(D) Reportable compensation from the organization (W-2/1099-MISC)	(E) Reportable compensation from related organizations (W-2/1099-MISC)	(F) Estimated amount of other compensation from the organization and related organizations
		Individual trustee or director	Institutional trustee	Officer	Key employee	Highest compensated employee	Former			
(1) RICHARD C. ADKERSON CHAIRMAN OF THE BOARD	8.00	X		X				0.	0.	0.
(2) JAMES A. COURTER VICE CHAIRMAN OF THE BOARD	8.00	X		X				0.	0.	0.
(3) DAVID BARKSDALE SECRETARY	4.00	X		X				0.	0.	0.
(4) HAROLD J. BOUILLION TREASURER	4.00	X		X				0.	0.	0.
(5) HERSCHEL L. ABBOTT, JR. PAST CHAIRMAN OF THE BOARD	2.00	X		X				0.	0.	0.
(6) GORDON H. "NICK" MUELLER, PH.D. PRESIDENT & CEO	40.00	X		X			411,672.	0.	45,000.	
(7) MICHAEL L. ASHNER TRUSTEE	2.00	X						0.	0.	0.
(8) DAVID J. BERGER TRUSTEE	2.00	X						0.	0.	0.
(9) DONALD T. BOLLINGER TRUSTEE	2.00	X						0.	0.	0.
(10) DREW BRES TRUSTEE	2.00	X						0.	0.	0.
(11) MICHAEL S. BYLEN TRUSTEE	2.00	X						0.	0.	0.
(12) JEFFREY R. CARTER TRUSTEE	2.00	X						0.	0.	0.
(13) THOMAS B. COLEMAN TRUSTEE	2.00	X						0.	0.	0.
(14) JED V. DAVIS TRUSTEE	2.00	X						0.	0.	0.
(15) RICHARD L. DUCHOSSOIS TRUSTEE	2.00	X						0.	0.	0.
(16) ROBERT M. EDSEL TRUSTEE	2.00	X						0.	0.	0.
(17) H. M. FAVROT, JR. TRUSTEE	2.00	X						0.	0.	0.

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

(A) Name and title	(B) Average hours per week (list any hours for related organizations below line)	(C) Position (do not check more than one box, unless person is both an officer and a director/trustee)						(D) Reportable compensation from the organization (W-2/1099-MISC)	(E) Reportable compensation from related organizations (W-2/1099-MISC)	(F) Estimated amount of other compensation from the organization and related organizations
		Individual trustee or director	Institutional trustee	Officer	Key employee	Highest compensated employee	Former			
(18) JAMES R. FISHER, SR. TRUSTEE	2.00	X					0.	0.	0.	
(19) PETER J. FOS, PH.D. TRUSTEE	2.00	X					0.	0.	0.	
(20) PETER N. FOSS TRUSTEE	2.00	X					0.	0.	0.	
(21) LOUIS M. FREEMAN TRUSTEE	2.00	X					0.	0.	0.	
(22) JOHN D. GEORGES TRUSTEE	2.00	X					0.	0.	0.	
(23) WILLIAM A. GOLDRING TRUSTEE	2.00	X					0.	0.	0.	
(24) CHARLES W. "CHIP" GOODYEAR TRUSTEE	2.00	X					0.	0.	0.	
(25) JOHN M. HAIRSTON TRUSTEE	2.00	X					0.	0.	0.	
(26) TERENCE E. HALL TRUSTEE	2.00	X					0.	0.	0.	
1b Sub-total							411,672.	0.	45,000.	
c Total from continuation sheets to Part VII, Section A							1,545,482.	0.	62,066.	
d Total (add lines 1b and 1c)							1,957,154.	0.	107,066.	

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 **9**

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

Section B. Independent Contractors

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

(A) Name and business address	(B) Description of services	(C) Compensation
BRICE BUILDING CO LLC PO BOX 7341, METAIRIE, LA 70010	CONSTRUCTION	3,680,478.
SOLOMON GROUP ENTERTAINMENT LLC, 900 SOUTH PETERS STREET, C-1, NEW ORLEANS, LA 70130	ENTERTAINMENT DESIGN AND PRODUCTION	1,815,558.
PETER MAYER ADVERTISING 324 CAMP STREET, NEW ORLEANS, LA 70130	ADVERTISING	1,180,904.
GALLAGHER & ASSOCIATES, 8665 GEORGIA AVENUE, SILVER SPRING, MD 20910	MUSEUM PLANNING AND DESIGN	1,034,696.
ARTIGUES CONSTRUCTION CO INC 1215 FRIED ST, GRETNA, LA 70053-5541	CONSTRUCTION	882,295.

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 **16**

SEE PART VII, SECTION A CONTINUATION SHEETS

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

(A) Name and title	(B) Average hours per week (list any hours for related organizations below line)	(C) Position (check all that apply)						(D) Reportable compensation from the organization (W-2/1099-MISC)	(E) Reportable compensation from related organizations (W-2/1099-MISC)	(F) Estimated amount of other compensation from the organization and related organizations
		Individual trustee or director	Institutional trustee	Officer	Key employee	Highest compensated employee	Former			
(27) ROBERT TUCKER HAYES TRUSTEE	2.00	X						0.	0.	0.
(28) DAVID P. HESS TRUSTEE	2.00	X						0.	0.	0.
(29) C. PAUL HILLIARD TRUSTEE	2.00	X						0.	0.	0.
(30) WILLIAM H. HINES TRUSTEE	2.00	X						0.	0.	0.
(31) COL. JACK H. JACOBS, USA (RET.) TRUSTEE	2.00	X						0.	0.	0.
(32) JAMES W. JACOBS TRUSTEE	2.00	X						0.	0.	0.
(33) JOHN E. KOERNER, III TRUSTEE	2.00	X						0.	0.	0.
(34) LT. COL. KEVIN J. LILLY, TXSG TRUSTEE	2.00	X						0.	0.	0.
(35) DEBORAH G. LINDSAY TRUSTEE	2.00	X						0.	0.	0.
(36) E. RALPH LUPIN, M. D. TRUSTEE	2.00	X						0.	0.	0.
(37) MATTHEW MARCO TRUSTEE	2.00	X						0.	0.	0.
(38) JAMES E. MAURIN TRUSTEE	2.00	X						0.	0.	0.
(39) SUZANNE T. MESTAYER TRUSTEE	2.00	X						0.	0.	0.
(40) DENNIS A. MUILENBURG TRUSTEE	2.00	X						0.	0.	0.
(41) ROBERT J. PATRICK TRUSTEE	2.00	X						0.	0.	0.
(42) SONIA A. PEREZ TRUSTEE	2.00	X						0.	0.	0.
(43) M. CLELAND POWELL, III TRUSTEE	2.00	X						0.	0.	0.
(44) BOB READY TRUSTEE	2.00	X						0.	0.	0.
(45) KEVIN P. REILLY, JR. TRUSTEE	2.00	X						0.	0.	0.
(46) TODD RICKETTS TRUSTEE	2.00	X						0.	0.	0.
Total to Part VII, Section A, line 1c										

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

(A) Name and title	(B) Average hours per week (list any hours for related organizations below line)	(C) Position (check all that apply)						(D) Reportable compensation from the organization (W-2/1099-MISC)	(E) Reportable compensation from related organizations (W-2/1099-MISC)	(F) Estimated amount of other compensation from the organization and related organizations
		Individual trustee or director	Institutional trustee	Officer	Key employee	Highest compensated employee	Former			
(47) TRACY L. ROSSER TRUSTEE	2.00	X					0.	0.	0.	
(48) MARK M. RUBIN TRUSTEE	2.00	X					0.	0.	0.	
(49) WILLIAM P. RUTLEDGE TRUSTEE	2.00	X					0.	0.	0.	
(50) PHILIP G. SATRE TRUSTEE	2.00	X					0.	0.	0.	
(51) J. SCOTT SPRADLEY TRUSTEE	2.00	X					0.	0.	0.	
(52) CAROLL SUGGS TRUSTEE	2.00	X					0.	0.	0.	
(53) TED M. WEGGELAND TRUSTEE	2.00	X					0.	0.	0.	
(54) BRUCE N. WHITMAN TRUSTEE	2.00	X					0.	0.	0.	
(55) GOVERNOR PETE WILSON TRUSTEE	2.00	X					0.	0.	0.	
(56) FRED S. ZEIDMAN TRUSTEE	2.00	X					0.	0.	0.	
(57) ROBERT W. FARNSWORTH SR VP OF CAPITAL EXPANSION	40.00				X		295,444.	0.	12,098.	
(58) REBECCA ALBRECHT MACKIE VP OF FINANCE & CFO	40.00				X		235,878.	0.	16,003.	
(59) STEPHEN WATSON VP OF OPERATIONS & COO	40.00				X		232,344.	0.	14,643.	
(60) MICHAEL CARROLL VP OF INSTITUTIONAL ADVANC	40.00				X		262,092.	0.	10,441.	
(61) PATRICIA M. EUBANKS AVP, CORPORATE ALLIANCES	40.00					X	121,417.	0.	8,881.	
(62) PETER BOESE AVP, TRAVEL & CONFERENCES	40.00					X	155,888.	0.	0.	
(63) PAUL PARRIE AVP, OPERATIONS	40.00					X	134,457.	0.	0.	
(64) EDNA MCDUFFIE DIRECTOR CAPITAL PROGRAMS	40.00					X	107,962.	0.	0.	
Total to Part VII, Section A, line 1c							1,545,482.		62,066.	

Part VIII Statement of Revenue

Check if Schedule O contains a response or note to any line in this Part VIII

		(A) Total revenue	(B) Related or exempt function revenue	(C) Unrelated business revenue	(D) Revenue excluded from tax under sections 512 - 514	
Contributions, Gifts, Grants and Other Similar Amounts	1 a Federated campaigns					
	b Membership dues	831,962.				
	c Fundraising events	333,130.				
	d Related organizations					
	e Government grants (contributions)	136,386.				
	f All other contributions, gifts, grants, and similar amounts not included above	29,293,538.				
	g Noncash contributions included in lines 1a-1f \$	6,620,321.				
	h Total. Add lines 1a-1f	30,595,016.				
Program Service Revenue	2 a <u>ADMISSIONS</u>	900099	10,280,373.	10,280,373.		
	b					
	c					
	d					
	e					
	f All other program service revenue					
	g Total. Add lines 2a-2f		10,280,373.			
Other Revenue	3 Investment income (including dividends, interest, and other similar amounts)		1,878,492.		1,878,492.	
	4 Income from investment of tax-exempt bond proceeds					
	5 Royalties					
	6 a Gross rents	(i) Real	986,897.			
		(ii) Personal				
		b Less: rental expenses	299,776.			
		c Rental income or (loss)	687,121.			
	d Net rental income or (loss)		687,121.		687,121.	
	7 a Gross amount from sales of assets other than inventory	(i) Securities				
		(ii) Other				
		b Less: cost or other basis and sales expenses				
		c Gain or (loss)				
	d Net gain or (loss)					
	8 a Gross income from fundraising events (not including \$ 333,130. of contributions reported on line 1c). See Part IV, line 18	a	51,045.			
		b Less: direct expenses	153,219.			
c Net income or (loss) from fundraising events			-102,174.		-102,174.	
9 a Gross income from gaming activities. See Part IV, line 19	a					
	b Less: direct expenses					
	c Net income or (loss) from gaming activities					
10 a Gross sales of inventory, less returns and allowances	a	8,152,814.				
	b Less: cost of goods sold	3,180,713.				
	c Net income or (loss) from sales of inventory		4,972,101.	4,753,829.	218,272.	
Miscellaneous Revenue		Business Code				
11 a <u>TAX CREDIT INCENTIVES</u>	900099	1,596,573.	1,596,573.			
b <u>OTHER REVENUE - EXCLUDED</u>	900099	78,235.	78,235.			
c						
d All other revenue						
e Total. Add lines 11a-11d		1,674,808.				
12 Total revenue. See instructions.		49,985,737.	16,709,010.	218,272.	2,463,439.	

Part IX Statement of Functional Expenses

Section 501(c)(3) and 501(c)(4) organizations must complete all columns. All other organizations must complete column (A).

Check if Schedule O contains a response or note to any line in this Part IX

	(A) Total expenses	(B) Program service expenses	(C) Management and general expenses	(D) Fundraising expenses
Do not include amounts reported on lines 6b, 7b, 8b, 9b, and 10b of Part VIII.				
1 Grants and other assistance to governments and organizations in the United States. See Part IV, line 21	10,719.	10,719.		
2 Grants and other assistance to individuals in the United States. See Part IV, line 22	39,256.	39,256.		
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	1,504,848.	542,517.	700,239.	262,092.
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	10,550,202.	8,741,058.	120,838.	1,688,306.
8 Pension plan accruals and contributions (include section 401(k) and 403(b) employer contributions)	203,863.	104,793.	81,802.	17,268.
9 Other employee benefits	791,940.	640,759.	64,346.	86,835.
10 Payroll taxes	953,252.	777,556.	81,374.	94,322.
11 Fees for services (non-employees):				
a Management				
b Legal	177,099.	126,580.	49,953.	566.
c Accounting	65,500.		65,500.	
d Lobbying				
e Professional fundraising services. See Part IV, line 17	124,779.			124,779.
f Investment management fees				
g Other. (If line 11g amount exceeds 10% of line 25, column (A) amount, list line 11g expenses on Sch O.)	865,051.	788,960.	76,091.	
12 Advertising and promotion	2,025,772.	1,898,165.	1,175.	126,432.
13 Office expenses	4,368,413.	2,580,253.	487,678.	1,300,482.
14 Information technology				
15 Royalties				
16 Occupancy	1,579,335.	1,579,335.		
17 Travel	463,787.	241,747.	10,231.	211,809.
18 Payments of travel or entertainment expenses for any federal, state, or local public officials				
19 Conferences, conventions, and meetings				
20 Interest				
21 Payments to affiliates				
22 Depreciation, depletion, and amortization	1,992,458.	1,992,458.		
23 Insurance	1,700,739.	1,062,236.	384,467.	254,036.
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 EDUCATIONAL PROGRAMMING	3,396,731.	3,145,439.	0.	251,292.
b FEES, LICENSES, PERMITS	723,935.	350,189.	362,703.	11,043.
c CONSULTANTS	239,494.	211,103.	0.	28,391.
d MISC. OPERATING EXP.	182,635.	66,462.	49,945.	66,228.
e All other expenses	438,619.	288,453.	82,916.	67,250.
25 Total functional expenses. Add lines 1 through 24e	32,398,427.	25,188,038.	2,619,258.	4,591,131.
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 checked="" type="checkbox"/> if following SOP 98-2 (ASC 958-720)	4,163,994.	2,150,748.	495,865.	1,517,380.

Part X Balance Sheet

Check if Schedule O contains a response or note to any line in this Part X

		(A) Beginning of year		(B) End of year	
Assets	1	Cash - non-interest-bearing		1	
	2	Savings and temporary cash investments	11,240,601.	2 18,983,325.	
	3	Pledges and grants receivable, net	16,438,782.	3 15,277,658.	
	4	Accounts receivable, net		4	
	5	Loans and other receivables from current and former officers, directors, trustees, key employees, and highest compensated employees. Complete Part II of Schedule L		5	
	6	Loans and other receivables from other disqualified persons (as defined under section 4958(f)(1)), persons described in section 4958(c)(3)(B), and contributing employers and sponsoring organizations of section 501(c)(9) voluntary employees' beneficiary organizations (see instr). Complete Part II of Sch L		6	
	7	Notes and loans receivable, net	43,661,332.	7 49,110,363.	
	8	Inventories for sale or use	668,902.	8 661,174.	
	9	Prepaid expenses and deferred charges	489,162.	9 330,528.	
	10a	Land, buildings, and equipment: cost or other basis. Complete Part VI of Schedule D	10a 83,426,294.		
	b	Less: accumulated depreciation	10b 18,648,901.	59,463,051.	10c 64,777,393.
	11	Investments - publicly traded securities	8,413,588.	11 9,275,177.	
	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	32,423,943.	15 34,798,739.	
16	Total assets. Add lines 1 through 15 (must equal line 34)	172,799,361.	16 193,214,357.		
Liabilities	17	Accounts payable and accrued expenses	3,709,958.	17 2,907,693.	
	18	Grants payable		18	
	19	Deferred revenue	766,881.	19 1,051,713.	
	20	Tax-exempt bond liabilities		20	
	21	Escrow or custodial account liability. Complete Part IV of Schedule D	787,527.	21 160,746.	
	22	Loans and other payables to current and former officers, directors, trustees, key employees, highest compensated employees, and disqualified persons. Complete Part II of Schedule L		22	
	23	Secured mortgages and notes payable to unrelated third parties	12,394,670.	23 14,342,136.	
	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	3,358,032.	25 3,724,622.	
	26	Total liabilities. Add lines 17 through 25	21,017,068.	26 22,186,910.	
Net Assets or Fund Balances	Organizations that follow SFAS 117 (ASC 958), check here <input checked="" type="checkbox"/> and complete lines 27 through 29, and lines 33 and 34.				
	27	Unrestricted net assets	125,297,180.	27 140,297,887.	
	28	Temporarily restricted net assets	19,530,062.	28 23,217,301.	
	29	Permanently restricted net assets	6,955,051.	29 7,512,259.	
	Organizations that do not follow SFAS 117 (ASC 958), check here <input type="checkbox"/> and complete lines 30 through 34.				
	30	Capital stock or trust principal, or current funds		30	
	31	Paid-in or capital surplus, or land, building, or equipment fund		31	
	32	Retained earnings, endowment, accumulated income, or other funds		32	
33	Total net assets or fund balances	151,782,293.	33 171,027,447.		
34	Total liabilities and net assets/fund balances	172,799,361.	34 193,214,357.		

Part XI Reconciliation of Net Assets

Check if Schedule O contains a response or note to any line in this Part XI

1	Total revenue (must equal Part VIII, column (A), line 12)	1	49,985,737.
2	Total expenses (must equal Part IX, column (A), line 25)	2	32,398,427.
3	Revenue less expenses. Subtract line 2 from line 1	3	17,587,310.
4	Net assets or fund balances at beginning of year (must equal Part X, line 33, column (A))	4	151,782,293.
5	Net unrealized gains (losses) on investments	5	1,092,482.
6	Donated services and use of facilities	6	565,362.
7	Investment expenses	7	
8	Prior period adjustments	8	
9	Other changes in net assets or fund balances (explain in Schedule O)	9	0.
10	Net assets or fund balances at end of year. Combine lines 3 through 9 (must equal Part X, line 33, column (B))	10	171,027,447.

Part XII Financial Statements and Reporting

Check if Schedule O contains a response or note to any line in this Part XII

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

SCHEDULE A (Form 990 or 990-EZ)

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.

OMB No 1545-0047

2013

Open to Public Inspection

Department of the Treasury Internal Revenue Service

Information about Schedule A (Form 990 or 990-EZ) and its instructions is at www.irs.gov/form990.

Name of the organization THE NATIONAL WORLD WAR II MUSEUM, INC Employer identification number 72-1200790

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 [X] An organization that normally receives a substantial part of its support from a governmental unit or from the general public described in section 170(b)(1)(A)(vi). (Complete Part II.)
8 A community trust described in section 170(b)(1)(A)(vi). (Complete Part II.)
9 An organization that normally receives: (1) more than 33 1/3% of its support from contributions, membership fees, and gross receipts from activities related to its exempt functions subject to certain exceptions, and (2) no more than 33 1/3% of its support from gross investment income and unrelated business taxable income (less section 511 tax) from businesses acquired by the organization after June 30, 1975. See section 509(a)(2). (Complete Part III.)
10 An organization organized and operated exclusively to test for public safety. See section 509(a)(4).
11 An organization organized and operated exclusively for the benefit of, to perform the functions of, or to carry out the purposes of one or more publicly supported organizations described in section 509(a)(1) or section 509(a)(2). See section 509(a)(3). Check the box that describes the type of supporting organization and complete lines 11e through 11h.
a Type I b Type II c Type III - Functionally integrated d Type III - Non-functionally integrated
e By checking this box, I certify that the organization is not controlled directly or indirectly by one or more disqualified persons other than foundation managers and other than one or more publicly supported organizations described in section 509(a)(1) or section 509(a)(2).
f If the organization received a written determination from the IRS that it is a Type I, Type II, or Type III supporting organization, check this box
g Since August 17, 2006, has the organization accepted any gift or contribution from any of the following persons?
(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).

Table with 2 columns: Yes, No. Rows for 11g(i), 11g(ii), 11g(iii).

Table with 7 main columns: (i) Name of supported organization, (ii) EIN, (iii) Type of organization, (iv) Is the organization in col. (i) listed in your governing document?, (v) Did you notify the organization in col. (i) of your support?, (vi) Is the organization in col. (i) organized in the U.S., (vii) Amount of monetary support. Sub-columns for Yes/No for (iv) and (vi).

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

Schedule A (Form 990 or 990-EZ) 2013

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) 2009	(b) 2010	(c) 2011	(d) 2012	(e) 2013	(f) Total
1 Gifts, grants, contributions, and membership fees received. (Do not include any "unusual grants.")	24,921,256.	31,062,913.	29,527,196.	23,220,797.	30,595,016.	139,327,178.
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	24,921,256.	31,062,913.	29,527,196.	23,220,797.	30,595,016.	139,327,178.
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)						13,576,154.
6 Public support. Subtract line 5 from line 4.						125,751,024.

Section B. Total Support

Calendar year (or fiscal year beginning in) ▶	(a) 2009	(b) 2010	(c) 2011	(d) 2012	(e) 2013	(f) Total
7 Amounts from line 4	24,921,256.	31,062,913.	29,527,196.	23,220,797.	30,595,016.	139,327,178.
8 Gross income from interest, dividends, payments received on securities loans, rents, royalties and income from similar sources	1,808,463.	2,166,003.	1,690,240.	1,769,815.	1,878,492.	9,313,013.
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.)	5,018.	311,141.	1,203,065.	451,821.	1,674,808.	3,645,853.
11 Total support. Add lines 7 through 10						152,286,044.
12 Gross receipts from related activities, etc. (see instructions)					12	64,441,363.
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 2013 (line 6, column (f) divided by line 11, column (f))	14	82.58 %
15 Public support percentage from 2012 Schedule A, Part II, line 14	15	85.54 %
16a 33 1/3% support test - 2013. 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 - 2012. 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 - 2013. 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 - 2012. 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) 2009	(b) 2010	(c) 2011	(d) 2012	(e) 2013	(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) 2009	(b) 2010	(c) 2011	(d) 2012	(e) 2013	(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 2013 (line 8, column (f) divided by line 13, column (f))	15	%
16 Public support percentage from 2012 Schedule A, Part III, line 15	16	%

Section D. Computation of Investment Income Percentage

17 Investment income percentage for 2013 (line 10c, column (f) divided by line 13, column (f))	17	%
18 Investment income percentage from 2012 Schedule A, Part III, line 17	18	%

19a **33 1/3% support tests - 2013.** 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 - 2012.** 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.** Provide the explanations required by Part II, line 10; Part II, line 17a or 17b; and Part III, line 12.
Also complete this part for any additional information. (See instructions).

SCHEDULE 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.

▶ Information about Schedule D (Form 990) and its instructions is at www.irs.gov/form990.

OMB No. 1545-0047

2013

Open to Public Inspection

Name of the organization

THE NATIONAL WORLD WAR II MUSEUM, INC

Employer identification number

72-1200790

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.

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

<input type="checkbox"/> Preservation of land for public use (e.g., recreation or education)	<input type="checkbox"/> Preservation of an historically important land area
<input type="checkbox"/> Protection of natural habitat	<input type="checkbox"/> Preservation of a certified historic structure
<input type="checkbox"/> Preservation of open space	
- Complete lines 2a through 2d if the organization held a qualified conservation contribution in the form of a conservation easement on the last day of the tax year.

	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
- Number of conservation easements modified, transferred, released, extinguished, or terminated by the organization during the tax year ▶
- Number of states where property subject to conservation easement is located ▶
- Does the organization have a written policy regarding the periodic monitoring, inspection, handling of violations, and enforcement of the conservation easements it holds?
- Staff and volunteer hours devoted to monitoring, inspecting, and enforcing conservation easements during the year ▶
- Amount of expenses incurred in monitoring, inspecting, and enforcing conservation easements during the year ▶ \$
- 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)?
- In Part XIII, describe how the organization reports conservation easements in its revenue and expense statement, and balance sheet, and include, if applicable, the text of the footnote to the organization's financial statements that describes the organization's accounting for conservation easements.

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

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

- If the organization elected, as permitted under SFAS 116 (ASC 958), not to report in its revenue statement and balance sheet works of art, historical treasures, or other similar assets held for public exhibition, education, or research in furtherance of public service, provide, in Part XIII, the text of the footnote to its financial statements that describes these items.
- 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	▶ \$	0.
(ii) Assets included in Form 990, Part X	▶ \$	10,251,792.
- If the organization received or held works of art, historical treasures, or other similar assets for financial gain, provide the following amounts required to be reported under SFAS 116 (ASC 958) relating to these items:

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

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

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

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

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

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

	(a) Current year	(b) Prior year	(c) Two years back	(d) Three years back	(e) Four years back
1a Beginning of year balance	9,095,666.	7,226,602.	6,689,140.	5,573,444.	4,541,333.
b Contributions	966,059.	1,323,589.	1,095,709.	93,805.	403,840.
c Net investment earnings, gains, and losses	846,622.	545,475.	-558,247.	1,021,891.	628,271.
d Grants or scholarships					
e Other expenditures for facilities and programs					
f Administrative expenses					
g End of year balance	10,908,347.	9,095,666.	7,226,602.	6,689,140.	5,573,444.

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

- a Board designated or quasi-endowment 24.97 %
- b Permanent endowment 68.87 %
- c Temporarily restricted endowment 6.16 %

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

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

	Yes	No
(i) unrelated organizations		<input checked="" type="checkbox"/>
(ii) related organizations		<input checked="" type="checkbox"/>

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

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

Part VI Land, Buildings, and Equipment.

Complete if the organization answered "Yes" to Form 990, Part IV, line 11a. 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	7,173,276.			7,173,276.
b Buildings	36,579,299.		10,209,083.	26,370,216.
c Leasehold improvements				
d Equipment	7,901,095.		5,234,845.	2,666,250.
e Other	31,772,624.		3,204,973.	28,567,651.
Total. Add lines 1a through 1e. (Column (d) must equal Form 990, Part X, column (B), line 10(c).)				64,777,393.

Part VII Investments - Other Securities.

Complete if the organization answered "Yes" to Form 990, Part IV, line 11b. 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)		
Total. (Col. (b) must equal Form 990, Part X, col. (B) line 12.)		

Part VIII Investments - Program Related.

Complete if the organization answered "Yes" to Form 990, Part IV, line 11c. See Form 990, Part X, line 13.

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

Part IX Other Assets.

Complete if the organization answered "Yes" to Form 990, Part IV, line 11d. See Form 990, Part X, line 15.

(a) Description	(b) Book value
(1) COLLECTIONS	9,198,742.
(2) OTHER ASSETS	2,062,797.
(3) DUE FROM WORLD WAR II THEATRE, INC.	895,812.
(4) DUE FROM WORLD WAR II PAVILIONS, INC.	22,641,388.
(5)	
(6)	
(7)	
(8)	
(9)	
Total. (Column (b) must equal Form 990, Part X, col. (B) line 15.)	34,798,739.

Part X Other Liabilities.

Complete if the organization answered "Yes" to Form 990, Part IV, line 11e or 11f. See Form 990, Part X, line 25.

1. (a) Description of liability	(b) Book value
(1) Federal income taxes	
(2) DUE TO WORLD WAR II THEATRE, INC.	3,546,614.
(3) DUE TO WORLD WAR II CAMPAIGNS,	
(4) INC.	178,008.
(5)	
(6)	
(7)	
(8)	
(9)	
Total. (Column (b) must equal Form 990, Part X, col. (B) line 25.)	3,724,622.

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

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

Complete if the organization answered "Yes" to Form 990, Part IV, line 12a.

1	Total revenue, gains, and other support per audited financial statements		1	56,769,627.
2	Amounts included on line 1 but not on Form 990, Part VIII, line 12:			
a	Net unrealized gains on investments	2a	1,092,482.	
b	Donated services and use of facilities	2b		
c	Recoveries of prior year grants	2c		
d	Other (Describe in Part XIII.)	2d	5,691,408.	
e	Add lines 2a through 2d	2e		6,783,890.
3	Subtract line 2e from line 1	3		49,985,737.
4	Amounts included on Form 990, Part VIII, line 12, but not on line 1:			
a	Investment expenses not included on Form 990, Part VIII, line 7b	4a		
b	Other (Describe in Part XIII.)	4b		
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		49,985,737.

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

Complete if the organization answered "Yes" to Form 990, Part IV, line 12a.

1	Total expenses and losses per audited financial statements		1	42,038,900.
2	Amounts included on line 1 but not on Form 990, Part IX, line 25:			
a	Donated services and use of facilities	2a	36,000.	
b	Prior year adjustments	2b		
c	Other losses	2c		
d	Other (Describe in Part XIII.)	2d	9,604,473.	
e	Add lines 2a through 2d	2e		9,640,473.
3	Subtract line 2e from line 1	3		32,398,427.
4	Amounts included on Form 990, Part IX, line 25, but not on line 1:			
a	Investment expenses not included on Form 990, Part VIII, line 7b	4a		
b	Other (Describe in Part XIII.)	4b		
c	Add lines 4a and 4b	4c		0.
5	Total expenses. Add lines 3 and 4c. (This must equal Form 990, Part I, line 18.)	5		32,398,427.

Part XIII Supplemental Information.

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

PART III, LINE 1A:

AS OF JUNE 30, 2014 AND 2013, COLLECTIONS CONSIST OF THREE
 FILMS COMMISSIONED BY THE MUSEUM, A COLLECTION OF GERMAN, FRENCH AND
 AMERICAN ARTIFACTS ACQUIRED FROM THE ST. LO MUSEUM IN FRANCE IN 1995,
 AIRCRAFT, TANKS, CERTAIN MILITARY VEHICLES, AND MISCELLANEOUS ARTIFACTS.
 THE MUSEUM DOES NOT RECORD DEPRECIATION ON ITS COLLECTIONS BECAUSE
 DEPRECIATION IS NOT PRESENTLY REQUIRED TO BE RECOGNIZED ON INDIVIDUAL
 WORKS OF ART OR HISTORICAL TREASURES WHOSE ECONOMIC BENEFIT OR SERVICE
 POTENTIAL IS USED SO SLOWLY THAT THEIR ESTIMATED USEFUL LIVES ARE
 EXTRAORDINARILY LONG. IT IS THE MUSEUM'S POLICY TO CAPITALIZE ONLY THOSE
 ITEMS PURCHASED, NOT THOSE DONATED, UNLESS THE ITEM'S COST IS SIGNIFICANT
 AND IS ABLE TO BE VALUED OBJECTIVELY. DONATED COLLECTION ITEMS ARE NOT

Part XIII Supplemental Information (continued)

RECORDED, EXCEPT IN RARE CIRCUMSTANCES, DUE TO THE LACK OF AN OBJECTIVE BASIS OF VALUATION.

PART III, LINE 4:

THE NATIONAL WWII MUSEUM'S COLLECTION CONSISTS OF OVER 140,000 UNIQUE ITEMS FROM WWII INCLUDING, LETTERS, PHOTOGRAPHS, DIARIES, UNIFORMS, WEAPONS, BOATS, PLANES, TANKS, TRUCKS, PERSONAL ACCOUNTS, ARCHIVAL FILM AND LIBRARY MATERIAL. THIS MATERIAL IS USED IN PUBLIC EXHIBITIONS, SCHOLARLY RESEARCH AND LOANS WITH OTHER INSTITUTIONS TO DEMONSTRATE WHY WWII WAS FOUGHT, HOW IT WAS WON AND WHY IT IS IMPORTANT TO US TODAY SO THAT ALL GENERATIONS WILL UNDERSTAND THE PRICE OF FREEDOM AND BE INSPIRED BY WHAT THEY LEARN.

PART IV, LINE 2B:

CONSTRUCTION RETAINAGE

PART X, LINE 2:

ACCOUNTING STANDARDS PROVIDE DETAILED GUIDANCE FOR FINANCIAL STATEMENT RECOGNITION, MEASUREMENT, AND DISCLOSURE OF UNCERTAIN TAX POSITIONS RECOGNIZED IN AN ENTITY'S FINANCIAL STATEMENTS. THESE STANDARDS REQUIRE AN ENTITY TO RECOGNIZE THE FINANCIAL STATEMENT IMPACT OF A TAX POSITION WHEN IT IS MORE LIKELY THAN NOT THAT THE POSITION WILL NOT BE SUSTAINED UPON EXAMINATION. AS OF JUNE 30, 2014, THE MUSEUM BELIEVES THAT IT HAS NO UNCERTAIN TAX POSITIONS THAT QUALIFY FOR EITHER RECOGNITION OR DISCLOSURE IN THE CONSOLIDATED FINANCIAL STATEMENTS. TAX YEARS JUNE 30, 2011 AND LATER REMAIN SUBJECT TO EXAMINATION BY THE TAXING AUTHORITIES.

PART XI, LINE 2D - OTHER ADJUSTMENTS:

Part XIII Supplemental Information (continued)

COST OF GOODS SOLD	3,180,713.
SPECIAL EVENTS	153,219.
GIFTS IN KIND	601,362.
RENTAL EXPENSE	299,776.
WORLD WAR II PAVILIONS, INC. - RENTAL INCOME	208,992.
WORLD WAR II THEATRE, INC. - RENTAL INCOME	552,501.
WORLD WAR II CAMPAIGNS, INC. INCOME	694,845.
TOTAL TO SCHEDULE D, PART XI, LINE 2D	5,691,408.

PART XII, LINE 2D - OTHER ADJUSTMENTS:

COST OF GOODS SOLD	3,180,713.
SPECIAL EVENTS	153,219.
WORLD WAR II THEATRE, INC. - OPERATIONS	4,405,175.
RENTAL EXPENSE	299,776.
WORLD WAR II PAVILIONS, INC. - OPERATIONS	1,565,590.
TOTAL TO SCHEDULE D, PART XII, LINE 2D	9,604,473.

SCHEDULE G
(Form 990 or 990-EZ)

Department of the Treasury
Internal Revenue Service

Supplemental Information Regarding Fundraising or Gaming Activities
Complete if the organization answered "Yes" to Form 990, Part IV, lines 17, 18, or 19, or if the organization entered more than \$15,000 on Form 990-EZ, line 6a.
▶ Attach to Form 990 or Form 990-EZ.
▶ Information about Schedule G (Form 990 or 990-EZ) and its instructions is at www.irs.gov/form990.

OMB No. 1545-0047

2013

Open To Public
Inspection

Name of the organization

THE NATIONAL WORLD WAR II MUSEUM, INC

Employer identification number

72-1200790

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			
EDGE DIRECT, LLC - ATTN: MICHELLE VANCE PO BOX 840	CONSULTING		X	5,880,137.	367,261.	5,512,876.
SATURN CORPORATION - 4701 LYDELL RD., CHEVERLY, MD	DATABASE MANAGEMENT	X		0.	510,642.	-510,642.
AMBER WILLIAMS COUNTIS - 158 HARMON DR., NORTHFIELD, VT	CONSULTING		X	0.	5,060.	-5,060.
JAMES MCCORMICK - 825 WILDLIFE, ESTES PARK, CO	CONSULTING		X	0.	35,104.	-35,104.
SPECIALIZED FUNDRAISING SERVICES - 300 EAST HENRY	DIRECT MAIL SERVICES		X	0.	297,391.	-297,391.
Total				5,880,137.	1,215,458.	4,664,679.

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.

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

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 NONE	(d) Total events (add col. (a) through col. (c))
		VICTORY BALL (event type)	(event type)	(total number)	
Revenue	1	Gross receipts	384,175.		384,175.
	2	Less: Contributions	333,130.		333,130.
	3	Gross income (line 1 minus line 2)	51,045.		51,045.
Direct Expenses	4	Cash prizes			
	5	Noncash prizes			
	6	Rent/facility costs			
	7	Food and beverages			
	8	Entertainment			
	9	Other direct expenses	153,219.		153,219.
	10	Direct expense summary. Add lines 4 through 9 in column (d)			153,219.
	11	Net income summary. Subtract line 10 from line 3, column (d)			-102,174.

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. Subtract line 7 from line 1, column (d)			

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: _____

- 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. 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: EDGE DIRECT, LLC

(I) ADDRESS OF FUNDRAISER: _____

ATTN: MICHELLE VANCE PO BOX 840, TULSA, OK 74101-0840

(I) NAME OF FUNDRAISER: SATURN CORPORATION

(I) ADDRESS OF FUNDRAISER: 4701 LYDELL RD., CHEVERLY, MD 20781

Part IV Supplemental Information (continued)

(I) NAME OF FUNDRAISER: AMBER WILLIAMS COUNTIS

(I) ADDRESS OF FUNDRAISER: 158 HARMON DR., NORTHFIELD, VT 05663

(I) NAME OF FUNDRAISER: JAMES MCCORMICK

(I) ADDRESS OF FUNDRAISER: 825 WILDLIFE, ESTES PARK, CO 80517

(I) NAME OF FUNDRAISER: SPECIALIZED FUNDRAISING SERVICES

(I) ADDRESS OF FUNDRAISER: 300 EAST HENRY STREET, SPARTANBURG, SC 29302

Multiple horizontal lines for additional entries.

SCHEDULE I (Form 990)
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.

Department of the Treasury
 Internal Revenue Service

Name of the organization: **THE NATIONAL WORLD WAR II MUSEUM, INC**
 Employer identification number: **72-1200790**

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

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

1 (a) Name and address of organization or government	(b) EIN	(c) IRC section if applicable	(d) Amount of cash grant	(e) Amount of non-cash assistance	(f) Method of valuation (book, FMV, appraisal, other)	(g) Description of non-cash assistance	(h) Purpose of grant or assistance
VARIOUS GRANTS LESS THAN \$5,000			10,719	0	FMV - CASH		12 GRANTS TO ORGANIZATIONS FOR STUDENT COMPETITIONS.

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

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
SMALL GRANTS WERE AWARDED TO ESSAY CONTESTANTS AND NATIONAL HISTORY DAY WINNERS FROM LOUISIANA TO COVER COST OF TRAVEL TO WASHINGTON DC FOR THE NATIONAL COMPETITION.	72	34,255.	0.	FMV - CASH	
A SINGLE GRANT OF \$5,000 TO A NATIONAL HISTORY DAY SCHOLAR	1	5,000.	0.	FMV - CASH	

Part IV Supplemental Information. Provide the information required in Part I, line 2, Part III, column (b), and any other additional information.

**SCHEDULE J
(Form 990)**

Compensation Information

OMB No 1545-0047

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

▶ Complete if the organization answered "Yes" on Form 990, Part IV, line 23.
▶ Attach to Form 990. ▶ See separate instructions.

2013

Open to Public Inspection

Department of the Treasury
Internal Revenue Service

▶ Information about Schedule J (Form 990) and its instructions is at www.irs.gov/form990.

Name of the organization

THE NATIONAL WORLD WAR II MUSEUM, INC

Employer identification number

72-1200790

Part I Questions Regarding Compensation

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

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

Schedule J (Form 990) 2013

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.

Table with 11 columns: (A) Name and Title; (B) Breakdown of W-2 and/or 1099-MISC compensation (i) Base compensation, (ii) Bonus & incentive compensation, (iii) Other reportable 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.

Part III Supplemental Information Provide the information, explanation, or descriptions required for Part I, lines 1a, 1b, 3, 4a, 4b, 4c, 5a, 5b, 6a, 6b, 7, and 8, and for Part II. Also complete this part for any additional information.

PART I, LINE 1A:

ORGANIZATION PURCHASED FIRST CLASS AIRFARE FOR THE CEO WHEN

TRAVELING ABROAD ONLY.

Multiple horizontal lines for supplemental information.

Part IV Business Transactions Involving Interested Persons.

Complete if the organization answered "Yes" on Form 990, Part IV, line 28a, 28b, or 28c.

(a) Name of interested person	(b) Relationship between interested person and the organization	(c) Amount of transaction	(d) Description of transaction	(e) Sharing of organization's revenues?	
				Yes	No
GORDON MUELLER	FAMILY MEMBER	40,188.	EMPLOYEE		X
JOHN HAIRSTON	BANK OFFICER	3,360,643.	BANK SERVIC		X
CLELAND POWELL	BANK OFFICER	2,247,951.	BANK SERVIC		X
KEVIN REILLY	CORPORATE OFFICER	36,936.	BILLBOARD S	X	
WILLIAM GOLDRING	CORPORATE OFFICER	76,920.	SUPPLIER	X	

Part V Supplemental Information

Provide additional information for responses to questions on Schedule L (see instructions).

SCH L, PART IV, BUSINESS TRANSACTIONS INVOLVING INTERESTED PERSONS:

(A) NAME OF PERSON: JOHN HAIRSTON

(D) DESCRIPTION OF TRANSACTION: BANK SERVICES

(A) NAME OF PERSON: CLELAND POWELL

(D) DESCRIPTION OF TRANSACTION: BANK SERVICES

(A) NAME OF PERSON: KEVIN REILLY

(D) DESCRIPTION OF TRANSACTION: BILLBOARD SERVICES

**SCHEDULE M
(Form 990)**

Noncash Contributions

OMB No 1545-0047

2013

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.
- ▶ Information about Schedule M (Form 990) and its instructions is at www.irs.gov/form990.

Name of the organization

THE NATIONAL WORLD WAR II MUSEUM, INC

Employer identification number

72-1200790

Part I	Types of Property	(a) Check if applicable	(b) Number of contributions or items contributed	(c) Noncash contribution amounts reported on Form 990, Part VIII, line 1g	(d) Method of determining noncash contribution amounts
1	Art - Works of art				
2	Art - Historical treasures				
3	Art - Fractional interests				
4	Books and publications				
5	Clothing and household goods				
6	Cars and other vehicles	X	26	18,067.	SALES PRICE
7	Boats and planes				
8	Intellectual property				
9	Securities - Publicly traded	X	24	5,964,890.	FMV
10	Securities - Closely held stock				
11	Securities - Partnership, LLC, or trust interests				
12	Securities - Miscellaneous				
13	Qualified conservation contribution - Historic structures				
14	Qualified conservation contribution - Other				
15	Real estate - Residential				
16	Real estate - Commercial				
17	Real estate - Other				
18	Collectibles				
19	Food inventory				
20	Drugs and medical supplies				
21	Taxidermy				
22	Historical artifacts	X	756		NOT VALUED
23	Scientific specimens				
24	Archeological artifacts				
25	Other ▶ (<u>EQUIPMENT AND</u>)	X	13	316,318.	FMV
26	Other ▶ (<u>PREMIUMS</u>)	X	2	285,619.	FMV
27	Other ▶ (<u>AUCTION ITEMS</u>)	X	88	35,427.	FMV
28	Other ▶ ()				

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

29

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?

	Yes	No
30a		X
31	X	
32a	X	
33		

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?

32a Does the organization hire or use third parties or related organizations to solicit, process, or sell noncash contributions?

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) (2013)

Part II **Supplemental Information.** 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, LINE 32B:

THE ORGANIZATION USES THIRD PARTY CHARITABLE AUTOMOBILE RESOURCES TO PROCESS AND SELL DONATED AUTOMOBILES ON BEHALF OF THE MUSEUM.

SCHEDULE M, LINE 33:

THE MUSEUM DOES NOT APPRAISE VALUE ON HISTORICAL ARTIFACTS FOR THE PURPOSE OF REVENUE RECOGNITION.

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.

▶ Information about Schedule O (Form 990 or 990-EZ) and its instructions is at www.irs.gov/form990.

OMB No. 1545-0047

2013

Open to Public
Inspection

Name of the organization

THE NATIONAL WORLD WAR II MUSEUM, INC

Employer identification number

72-1200790

FORM 990, PART VI, SECTION A, LINE 2:

REPORTED ON SCHEDULE L

FORM 990, PART VI, SECTION B, LINE 11:

THE FINANCE COMMITTEE SHALL DISTRIBUTE THE FORM 990 TO THE
BOARD OF TRUSTEES BEFORE THE FILING DATE AND FINAL DEADLINE WITH EXTENSIONS
AS DEFINED BY THE INTERNAL REVENUE SERVICE. ANY QUESTIONS OR FEEDBACK ARE
REFERRED TO THE CHAIRMAN OF THE BOARD AND FINANCE COMMITTEE.

FORM 990, PART VI, SECTION B, LINE 12C:

WRITTEN CONFLICT OF INTEREST DISCLOSURE IS MONITORED THROUGH
QUESTIONNAIRES COLLECTED AT THE BOARD OF TRUSTEES MEETING. CONFLICTS ARE
DISCLOSED TO THE FULL BOARD. WHEN ANY CONFLICT OF INTEREST RELATES TO A
MATTER REQUIRING ACTION OF THE BOARD OF TRUSTEES, THE INTERESTED PERSON
SHALL CALL IT TO THE ATTENTION OF THE BOARD OF TRUSTEES OR ITS APPROPRIATE
COMMITTEE, AND SUCH PERSON SHALL NOT VOTE ON THE MATTER. UNLESS OTHERWISE
REQUESTED TO REMAIN PRESENT DURING A MEETING, THE PERSON HAVING THE
CONFLICT SHALL RETIRE FROM THE ROOM IN WHICH THE BOARD OR COMMITTEE IS
MEETING AND SHALL NOT PARTICIPATE IN THE FINAL DELIBERATION OR DECISION
REGARDING THE MATTER UNDER CONSIDERATION. THE MINUTES OF THE MEETING OF THE
BOARD OR COMMITTEE SHALL REFLECT THAT THE CONFLICT OF INTEREST WAS
DISCLOSED AND THAT THE INTERESTED PERSON WAS NOT PRESENT DURING THE FINAL
DISCUSSION OR VOTE AND DID NOT VOTE. A COPY OF THE CONFLICT OF INTEREST
BYLAW SHALL BE FURNISHED TO EACH TRUSTEE AND SENIOR STAFF MEMBER WHO IS
PRESENTLY SERVING THE MUSEUM, OR WHO MAY HEREAFTER BECOME ASSOCIATED WITH
THE MUSEUM. THIS POLICY SHALL BE REVIEWED ANNUALLY FOR THE INFORMATION AND

Name of the organization

THE NATIONAL WORLD WAR II MUSEUM, INC

Employer identification number

72-1200790

GUIDANCE OF TRUSTEES AND STAFF MEMBERS. ANY NEW TRUSTEE OR STAFF MEMBER SHALL BE ADVISED OF THIS POLICY UPON UNDERTAKING THE DUTIES OF SUCH OFFICE.

FORM 990, PART VI, SECTION B, LINE 15:

CEO COMPENSATION IS REVIEWED AND APPROVED BY INDEPENDENT PERSONS ON THE BOARD, AND COMPARABILITY DATA IS GATHERED BY THE MUSEUM'S HUMAN RESOURCE PERSONNEL FOR TESTING MARKET RATES

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

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

FORM 990, PART VI, SECTION C, LINE 19:

UPON REQUEST

SCHEDULE R
 (Form 990)

Related Organizations and Unrelated Partnerships

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

▶ Information about Schedule R (Form 990) and its instructions is at www.irs.gov/form990.

Department of the Treasury
 Internal Revenue Service

Name of the organization
THE NATIONAL WORLD WAR II MUSEUM, INC

Employer identification number
72-1200790

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

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

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

(a) Name, address, and EIN of related organization	(b) Primary activity	(c) Legal domicile (state or foreign country)	(d) Exempt Code section	(e) Public charity status (if section 501(c)(3))	(f) Direct controlling entity	(g) Section 512(e)(13) controlled entity?	
						Yes	No
WORLD WAR II THEATRE INC. - 42-1743078 945 MAGAZINE STREET NEW ORLEANS, LA 70130	THEATRE AND CANTEN	LOUISIANA	501(C)(3)	LINE 11A, I N/A			X
WWII PAVILIONS INC. - 27-2262560 945 MAGAZINE STREET NEW ORLEANS, LA 70130	SUPPORT EDUCATIONAL, CHARITABLE & SOCIAL PURPOSES OF NATIONAL WW II	LOUISIANA	501(C)(3)	LINE 11A, I N/A			X
WORLD WAR II CAMPAIGNS, INC. - 27-4741563 945 MAGAZINE STREET NEW ORLEANS, LA 70130	SUPPORT EDUCATIONAL, CHARITABLE & SOCIAL PURPOSES OF NATIONAL WW II	LOUISIANA	501(C)(3)	LINE 11A, I N/A			X
WAREHOUSE DISTRICT DEVELOPMENT, INC. - 27-4739715 945 MAGAZINE STREET, NEW ORLEANS, LA 70130	SERVING THE LOW INCOME COMMUNITIES THAT INCLUDE THE NATIONAL WWII MUSEUM	LOUISIANA	501(C)(3)	LINE 11A, I N/A			X

THE NATIONAL WORLD WAR II MUSEUM, INC

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

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

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

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

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

(a) Name of related organization	(b) Transaction type (a-s)	(c) Amount involved	(d) Method of determining amount involved
(1) WORLD WAR II THEATRE INC.	K	562,500.	
(2) WWII PAVILIONS, INC.	K	217,992.	
(3) WWII PAVILIONS, INC.	R	183,813.	
(4) WWII PAVILIONS, INC.	J	9,000.	
(5) WORLD WAR II THEATRE INC.	J	10,000.	
(6) CHALK # 17	R	6,035.	

THE NATIONAL WORLD WAR II MUSEUM, INC

Schedule R (Form 990)

Part V Continuation of Transactions With Related Organizations (Schedule R (Form 990), Part V, line 2)

(8)	(a) Name of other organization	(b) Transaction type (a-r)	(c) Amount involved	(d) Method of determining amount involved
(9)	THE NATIONAL WORLD WAR II CAMPAIGNS, INC.	J	40,800.	
(10)				
(11)				
(12)				
(13)				
(14)				
(15)				
(16)				
(17)				
(18)				
(19)				
(20)				
(21)				
(22)				
(23)				
(24)				

Part VII Supplemental Information

Provide additional information for responses to questions on Schedule R (see instructions).

PART II, IDENTIFICATION OF RELATED TAX-EXEMPT ORGANIZATIONS:

NAME OF RELATED ORGANIZATION:

WWII PAVILIONS, INC.

PRIMARY ACTIVITY: SUPPORT EDUCATIONAL, CHARITABLE & SOCIAL PURPOSES OF
NATIONAL WW II MUSEUM.

NAME OF RELATED ORGANIZATION:

WORLD WAR II CAMPAIGNS, INC.

PRIMARY ACTIVITY: SUPPORT EDUCATIONAL, CHARITABLE & SOCIAL PURPOSES OF
NATIONAL WW II MUSEUM.

NAME OF RELATED ORGANIZATION:

CHALK # 17

PRIMARY ACTIVITY: SUPPORT EDUCATIONAL, CHARITABLE & SOCIAL PURPOSES OF
NATIONAL WW II MUSEUM.

Form **8879-EO**

IRS e-file Signature Authorization for an Exempt Organization

OMB No. 1545-1878

For calendar year 2013, or fiscal year beginning JUL 1, 2013, and ending JUN 30, 2014

2013

Department of the Treasury
Internal Revenue Service

▶ Do not send to the IRS. Keep for your records.

▶ Information about Form 8879-EO and its instructions is at www.irs.gov/form8879eo.

Name of exempt organization

Employer identification number

THE NATIONAL WORLD WAR II MUSEUM, INC

72-1200790

Name and title of officer

**GORDON MUELLER
PRESIDENT & CEO**

Part I Type of Return and Return Information (Whole Dollars Only)

Check the box for the return for which you are using this Form 8879-EO and enter the applicable amount, if any, from the return. If you check the box on line 1a, 2a, 3a, 4a, or 5a, below, and the amount on that line for the return being filed with this form was blank, then leave line 1b, 2b, 3b, 4b, or 5b, whichever is applicable, blank (do not enter -0-). But, if you entered -0- on the return, then enter -0- on the applicable line below. Do not complete more than 1 line in Part I.

1a Form 990 check here	▶ <input checked="" type="checkbox"/>	b Total revenue, if any (Form 990, Part VIII, column (A), line 12)	1b	<u>49,985,737.</u>
2a Form 990-EZ check here	▶ <input type="checkbox"/>	b Total revenue, if any (Form 990-EZ, line 9)	2b	_____
3a Form 1120-POL check here	▶ <input type="checkbox"/>	b Total tax (Form 1120-POL, line 22)	3b	_____
4a Form 990-PF check here	▶ <input type="checkbox"/>	b Tax based on investment income (Form 990-PF, Part VI, line 5)	4b	_____
5a Form 8868 check here	▶ <input type="checkbox"/>	b Balance Due (Form 8868, Part I, line 3c or Part II, line 8c)	5b	_____

Part II Declaration and Signature Authorization of Officer

Under penalties of perjury, I declare that I am an officer of the above organization and that I have examined a copy of the organization's 2013 electronic return and accompanying schedules and statements and to the best of my knowledge and belief, they are true, correct, and complete. I further declare that the amount in Part I above is the amount shown on the copy of the organization's electronic return. I consent to allow my intermediate service provider, transmitter, or electronic return originator (ERO) to send the organization's return to the IRS and to receive from the IRS (a) an acknowledgement of receipt or reason for rejection of the transmission, (b) the reason for any delay in processing the return or refund, and (c) the date of any refund. If applicable, I authorize the U.S. Treasury and its designated Financial Agent to initiate an electronic funds withdrawal (direct debit) entry to the financial institution account indicated in the tax preparation software for payment of the organization's federal taxes owed on this return, and the financial institution to debit the entry to this account. To revoke a payment, I must contact the U.S. Treasury Financial Agent at 1-888-353-4537 no later than 2 business days prior to the payment (settlement) date. I also authorize the financial institutions involved in the processing of the electronic payment of taxes to receive confidential information necessary to answer inquiries and resolve issues related to the payment. I have selected a personal identification number (PIN) as my signature for the organization's electronic return and, if applicable, the organization's consent to electronic funds withdrawal.

Officer's PIN: check one box only

I authorize **BOURGEOIS BENNETT, L.L.C.**

ERO firm name

to enter my PIN **70130**

Enter five numbers, but do not enter all zeros

as my signature on the organization's tax year 2013 electronically filed return. If I have indicated within this return that a copy of the return is being filed with a state agency(ies) regulating charities as part of the IRS Fed/State program, I also authorize the aforementioned ERO to enter my PIN on the return's disclosure consent screen.

As an officer of the organization, I will enter my PIN as my signature on the organization's tax year 2013 electronically filed return. If I have indicated within this return that a copy of the return is being filed with a state agency(ies) regulating charities as part of the IRS Fed/State program, I will enter my PIN on the return's disclosure consent screen.

Officer's signature

Date

11/6/14

Part III Certification and Authentication

ERO's EFIN/PIN. Enter your six-digit electronic filing identification number (EFIN) followed by your five-digit self-selected PIN.

72020070005

do not enter all zeros

I certify that the above numeric entry is my PIN, which is my signature on the 2013 electronically filed return for the organization indicated above. I confirm that I am submitting this return in accordance with the requirements of Pub. 4163, Modernized e-File (MeF) Information for Authorized IRS e-file Providers for Business Returns.

ERO's signature

Date

NOV 03 2014

**ERO Must Retain This Form - See Instructions
Do Not Submit This Form To the IRS Unless Requested To Do So**