



See a Social Security Number? Say Something!
Report Privacy Problems to <https://public.resource.org/privacy>
Or call the IRS Identity Theft Hotline at 1-800-908-4490



Form **990**
 Department of the Treasury
 Internal Revenue Service

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

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

OMB No 1545-0047
2009
Open to Public Inspection

A For the 2009 calendar year, or tax year beginning 01-01-2009 and ending 12-31-2009

- B** Check if applicable:
 Address change
 Name change
 Initial return
 Terminated
 Amended return
 Application pending

C Name of organization
 THE MARINERS' MUSEUM

Doing Business As

Number and street (or P O box if mail is not delivered to street address) Room/suite
 100 MUSEUM DRIVE

City or town, state or country, and ZIP + 4
 NEWPORT NEWS, VA 23606

D Employer identification number
 54-0541801

E Telephone number
 (757) 591-7701

G Gross receipts \$ 9,617,185

F Name and address of principal officer
 CHRISTOPHER LEAHY
 100 MUSEUM DRIVE
 NEWPORT NEWS, VA 23606

H(a) Is this a group return for affiliates? Yes No

H(b) Are all affiliates included? Yes No
 If "No," attach a list (see instructions)

H(c) Group exemption number ▶

I Tax-exempt status 501(c) (3) (insert no) 4947(a)(1) or 527

J Website: ▶ WWW.MARINER.ORG

K Form of organization Corporation Trust Association Other ▶

L Year of formation 1930

M State of legal domicile VA

Part I Summary

Activities & Governance	1	Briefly describe the organization's mission or most significant activities DEVELOP AND ADVANCE AN UNDERSTANDING OF THE NATION'S MARITIME HERITAGE AND ITS GLOBAL RELATIONSHIPS, OF THE SIGNIFICANCE OF SEA POWER IN THE NATION'S DEVELOPMENT, AND OF THE IMPORTANCE OF MARITIME STRENGTH TO THE FUTURE OF THE COUNTRY		
	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	21
	4	Number of independent voting members of the governing body (Part VI, line 1b)	4	21
	5	Total number of employees (Part V, line 2a)	5	140
	6	Total number of volunteers (estimate if necessary)	6	209
	7a	Total gross unrelated business revenue from Part VIII, column (C), line 12	7a	42,065
b	Net unrelated business taxable income from Form 990-T, line 34	7b	0	
Revenue	8	Contributions and grants (Part VIII, line 1h)	Prior Year	Current Year
	9	Program service revenue (Part VIII, line 2g)	8,189,607	5,905,428
	10	Investment income (Part VIII, column (A), lines 3, 4, and 7d)	652,103	700,010
	11	Other revenue (Part VIII, column (A), lines 5, 6d, 8c, 9c, 10c, and 11e)	225,149	175,615
	12	Total revenue—add lines 8 through 11 (must equal Part VIII, column (A), line 12)	684,672	683,709
			9,751,531	7,464,762
Expenses	13	Grants and similar amounts paid (Part IX, column (A), lines 1-3)	3,503	0
	14	Benefits paid to or for members (Part IX, column (A), line 4)		0
	15	Salaries, other compensation, employee benefits (Part IX, column (A), lines 5-10)	4,355,887	3,900,219
	16a	Professional fundraising fees (Part IX, column (A), line 11e)	2,691	496
	b	Total fundraising expenses (Part IX, column (D), line 25) ▶428,846		
	17	Other expenses (Part IX, column (A), lines 11a-11d, 11f-24f)	5,435,525	5,631,037
	18	Total expenses Add lines 13-17 (must equal Part IX, column (A), line 25)	9,797,606	9,531,752
19	Revenue less expenses Subtract line 18 from line 12	-46,075	-2,066,990	
Net Assets or Fund Balances			Beginning of Current Year	End of Year
	20	Total assets (Part X, line 16)	130,797,729	138,964,465
	21	Total liabilities (Part X, line 26)	15,292,647	15,164,252
	22	Net assets or fund balances Subtract line 21 from line 20	115,505,082	123,800,213

Part II Signature Block

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

Sign Here

Signature of officer: ***** Date: 2010-10-01

CHRISTOPHER LEAHY VP FINANCE & TREASURER
 Type or print name and title

Paid Preparer's Use Only

Preparer's signature: James M Haggard Date: _____ Check if self-employed

Firm's name (or yours if self-employed), address, and ZIP + 4: GOODMAN & COMPANY LLP, 701 TOWN CENTER DRIVE SUITE 700, NEWPORT NEWS, VA 236064295

Preparer's identifying number (see instructions): _____ EIN: _____ Phone no: (757) 873-1033

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

Part III Statement of Program Service Accomplishments

1 Briefly describe the organization's mission

THE MISSION AND PURPOSE OF THE MARINER'S MUSEUM IS TO ILLUMINATE MANKIND'S EXPERIENCE WITH THE SEA AND THE EVENTS THAT SHAPED THE COURSE AND PROGRESS OF CIVILIZATION WE ACCOMPLISH OUR MISSION BY COLLECTING, CONSERVING AND INTERPRETING THE IMPORTANT OBJECTS WHICH RECORD OUR MARITIME HISTORY, BY STUDYING AND EXPLORING OUR PRESENT AND FUTURE RELATIONSHIP WITH THE SEA, AND BY WIDELY EXHIBITING AND DISSEMINATING THE KNOWLEDGE GAINED IN WAYS WHICH PROMOTE UNDERSTANDING AND APPRECIATION FOR OUR RELATIONSHIP WITH THE WORLD'S WATERWAYS INCIDENT TO THE WHOLE, THE MARINER'S MUSEUM PARK AND LAKE MAURY OFFER THE RESIDENTS OF AND VISITORS TO THE AREA THE OPPORTUNITY TO EXPERIENCE THE BEAUTY AND PEACE OF AN OASIS IN THE CITY, TO ENJOY HEALTHY EXERCISE ON THE NOLAND TRAIL AND TO ENHANCE THEIR APPRECIATION OF THE NATURAL HABITAT OF THE PARK

2 Did the organization undertake any significant program services during the year which were not listed on the prior Form 990 or 990-EZ? Yes No

If "Yes," describe these new services on Schedule O

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

If "Yes," describe these changes on Schedule O

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

4a (Code) (Expenses \$ 7,082,433 including grants of \$) (Revenue \$ 850,882)
EXHIBITIONS, COLLECTIONS, CONSERVATION, AND MAINTENANCE OF MUSEUM APPROXIMATELY 54,567 SERVED

4b (Code) (Expenses \$ 322,370 including grants of \$) (Revenue \$ 4,600)
LIBRARY - COLLECTION AND MAINTENANCE OF CURRENT AND HISTORICAL BOOKS AND PERIODICALS, INFORMATION INQUIRIES ADDRESSED APPROXIMATELY 3,435 INDIVIDUALS SERVED

4c (Code) (Expenses \$ 279,387 including grants of \$) (Revenue \$ 73,356)
EDUCATION - PROGRAMS WITH SPECIAL STUDENT TOURS APPROXIMATELY 16,399 INDIVIDUALS SERVED

4d Other program services (Describe in Schedule O) **See also Additional Data for Description**
(Expenses \$ 133,747 including grants of \$) (Revenue \$ 35,501)

4e Total program service expenses \$ 7,817,937

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>	Yes	
2	Is the organization required to complete Schedule B, Schedule of Contributors?	Yes	
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>		No
4	Section 501(c)(3) organizations. Did the organization engage in lobbying activities? <i>If "Yes," complete Schedule C, Part II.</i>		No
5	Section 501(c)(4), 501(c)(5), and 501(c)(6) organizations. Is the organization subject to the section 6033(e) notice and reporting requirement and proxy tax? <i>If "Yes," complete Schedule C, Part III.</i>		
6	Did the organization maintain any donor advised funds or any similar funds or accounts where 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>		No
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>		No
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>	Yes	
9	Did the organization report an amount in Part X, line 21, serve as a custodian for amounts not listed in Part X, or provide credit counseling, debt management, credit repair, or debt negotiation services? <i>If "Yes," complete Schedule D, Part IV.</i>		No
10	Did the organization, directly or through a related organization, hold assets in term, permanent, or quasi-endowments? <i>If "Yes," complete Schedule D, Part V.</i>	Yes	
11	Is the organization's answer to any of the following questions "Yes"? <i>If so, complete Schedule D, Parts VI, VII, VIII, IX, or X as applicable.</i>	Yes	
	• 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>		
	• 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>		
	• 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>		
	• 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>		
	• Did the organization report an amount for other liabilities in Part X, line 25? <i>If "Yes," complete Schedule D, Part X.</i>		
	• 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? <i>If "Yes," complete Schedule D, Part X.</i>		
12	Did the organization obtain separate, independent audited financial statements for the tax year? <i>If "Yes," complete Schedule D, Parts XI, XII, and XIII.</i>	Yes	
12A	Was the organization included in consolidated, independent audited financial statements for the tax year?	Yes	No
	<i>If "Yes," completing Schedule D, Parts XI, XII, and XIII is optional.</i>		No
13	Is the organization a school described in section 170(b)(1)(A)(ii)? <i>If "Yes," complete Schedule E.</i>		No
14a	Did the organization maintain an office, employees, or agents outside of the United States?		No
14b	Did the organization have aggregate revenues or expenses of more than \$10,000 from grantmaking, fundraising, business, and program service activities outside the United States? <i>If "Yes," complete Schedule F, Part I.</i>		No
15	Did the organization report on Part IX, column (A), line 3, more than \$5,000 of grants or assistance to any organization or entity located outside the U S ? <i>If "Yes," complete Schedule F, Part II.</i>		No
16	Did the organization report on Part IX, column (A), line 3, more than \$5,000 of aggregate grants or assistance to individuals located outside the U S ? <i>If "Yes," complete Schedule F, Part III.</i>		No
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>		No
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>		No
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>		No
20	Did the organization operate one or more hospitals? <i>If "Yes," complete Schedule H.</i>		No

Part IV Checklist of Required Schedules *(continued)*

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

Part V Statements Regarding Other IRS Filings and Tax Compliance

		Yes	No
1a	Enter the number reported in Box 3 of Form 1096, <i>Annual Summary and Transmittal of U.S. Information Returns</i> . Enter -0- if not applicable		
	1a 31		
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?		
	1c		
2a	Enter the number of employees reported on Form W-3, <i>Transmittal of Wage and Tax Statements</i> filed for the calendar year ending with or within the year covered by this return		
	2a 140		
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 this return (see instructions)	Yes	
	2b		
3a	Did the organization have unrelated business gross income of \$1,000 or more during the year covered by this return?	Yes	
	3a		
b	If "Yes," has it filed a Form 990-T for this year? If "No," provide an explanation in Schedule O	Yes	
	3b		
4a	At any time during the calendar year, did the organization have an interest in, or a signature or other authority over, a financial account in a foreign country (such as a bank account, securities account, or other financial account)?		No
	4a		
b	If "Yes," enter the name of the foreign country: _____ See the instructions for exceptions and filing requirements for Form TD F 90-22.1, Report of Foreign Bank and Financial Accounts		
	4b		
5a	Was the organization a party to a prohibited tax shelter transaction at any time during the tax year?		No
	5a		
b	Did any taxable party notify the organization that it was or is a party to a prohibited tax shelter transaction?		No
	5b		
c	If "Yes" to line 5a or 5b, did the organization file Form 8886-T, Disclosure by Tax-Exempt Entity Regarding Prohibited Tax Shelter Transaction?		
	5c		
6a	Does the organization have annual gross receipts that are normally greater than \$100,000, and did the organization solicit any contributions that were not tax deductible?		No
	6a		
b	If "Yes," did the organization include with every solicitation an express statement that such contributions or gifts were not tax deductible?		
	6b		
7	Organizations that may receive deductible contributions under section 170(c).		
a	Did the organization receive a payment in excess of \$75 made partly as a contribution and partly for goods and services provided to the payor?	Yes	
	7a		
b	If "Yes," did the organization notify the donor of the value of the goods or services provided?	Yes	
	7b		
c	Did the organization sell, exchange, or otherwise dispose of tangible personal property for which it was required to file Form 8282?		No
	7c		
d	If "Yes," indicate the number of Forms 8282 filed during the year		
	7d		
e	Did the organization, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?		No
	7e		
f	Did the organization, during the year, pay premiums, directly or indirectly, on a personal benefit contract?		No
	7f		
g	For all contributions of qualified intellectual property, did the organization file Form 8899 as required?		
	7g		
h	For contributions of cars, boats, airplanes, and other vehicles, did the organization file a Form 1098-C as required?		
	7h		
8	Sponsoring organizations maintaining donor advised funds and section 509(a)(3) supporting organizations. Did the supporting organization, or a donor advised fund maintained by a sponsoring organization, have excess business holdings at any time during the year?		
	8		
9	Sponsoring organizations maintaining donor advised funds.		
a	Did the organization make any taxable distributions under section 4966?		
	9a		
b	Did the organization make a distribution to a donor, donor advisor, or related person?		
	9b		
10	Section 501(c)(7) organizations. Enter		
a	Initiation fees and capital contributions included on Part VIII, line 12	10a	
b	Gross receipts, included on Form 990, Part VIII, line 12, for public use of club facilities	10b	
11	Section 501(c)(12) organizations. Enter		
a	Gross income from members or shareholders	11a	
b	Gross income from other sources (Do not net amounts due or paid to other sources against amounts due or received from them)	11b	
12a	Section 4947(a)(1) non-exempt charitable trusts. Is the organization filing Form 990 in lieu of Form 1041?	12a	
b	If "Yes," enter the amount of tax-exempt interest received or accrued during the year	12b	

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

Section A. Governing Body and Management

		Yes	No
1a	Enter the number of voting members of the governing body		
1b	Enter the number of voting members that are independent		
2	Did any officer, director, trustee, or key employee have a family relationship or a business relationship with any other officer, director, trustee, or key employee?		No
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?		No
4	Did the organization make any significant changes to its organizational documents since the prior Form 990 was filed?		No
5	Did the organization become aware during the year of a material diversion of the organization's assets?		No
6	Does the organization have members or stockholders?		No
7a	Does the organization have members, stockholders, or other persons who may elect one or more members of the governing body?		No
7b	Are any decisions of the governing body subject to approval by members, stockholders, or other persons?		No
8	Did the organization contemporaneously document the meetings held or written actions undertaken during the year by the following		
8a	The governing body?	Yes	
8b	Each committee with authority to act on behalf of the governing body?	Yes	
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		No

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

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

Section C. Disclosure

17	List the States with which a copy of this Form 990 is required to be filed <input type="checkbox"/> VA
18	Section 6104 requires an organization to make its Form 1023 (or 1024 if applicable), 990, and 990-T (501(c)(3)s only) available for public inspection. Indicate how you make these available. Check all that apply. <input type="checkbox"/> Own website <input type="checkbox"/> Another's website <input checked="" type="checkbox"/> Upon request
19	Describe in Schedule O whether (and if so, how), the organization makes its governing documents, conflict of interest policy, and financial statements available to the public. See Additional Data Table.
20	State the name, physical address, and telephone number of the person who possesses the books and records of the organization <input type="checkbox"/> THE OFFICERS 100 Museum Drive Newport News, VA 23606 (757) 591-7701

1b Total	349,426	0	11,783
-----------------	---------	---	--------

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

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

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

(A) Name and business address	(B) Description of services	(C) Compensation
DAVID KAMP & FRANK LLC 739 THIMBLE SHOALS BLVD SUITE 105 NEWPORT NEWS, VA 23601	LEGAL SERVICES	110,812

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

Part VIII Statement of Revenue

			(A) Total revenue	(B) Related or exempt function revenue	(C) Unrelated business revenue	(D) Revenue excluded from tax under sections 512, 513, or 514	
Contributions, gifts, grants and other similar amounts	1a	Federated campaigns 1a					
	b	Membership dues 1b	180,408				
	c	Fundraising events 1c					
	d	Related organizations 1d					
	e	Government grants (contributions) 1e	700,464				
	f	All other contributions, gifts, grants, and similar amounts not included above 1f	5,024,556				
	g	Noncash contributions included in lines 1a-1f \$ _____					
	h	Total. Add lines 1a-1f ▶	5,905,428				
Program Service Revenue			Business Code				
	2a	ADMISSIONS	900,099	465,570	465,570		
	b	EDUCATION PROGRAM FEES	611,710	73,356	73,356		
	c	PHOTOGRAPHY	900,099	35,501	35,501		
	d	MEMBERSHIP DUES	900,099	26,047	26,047		
	e	LIBRARY	900,099	4,600	4,600		
	f	All other program service revenue		94,936	94,936		
	g	Total. Add lines 2a-2f ▶	700,010				
Other Revenue	3	Investment income (including dividends, interest and other similar amounts) ▶	356,188			356,188	
	4	Income from investment of tax-exempt bond proceeds ▶					
	5	Royalties ▶					
	6a	(i) Real		(ii) Personal			
		b	Gross Rents	314,833			
		c	Less rental expenses				
		d	Rental income or (loss)	314,833			
	d	Net rental income or (loss) ▶	314,833			314,833	
	7a	(i) Securities		(ii) Other			
		b	Gross amount from sales of assets other than inventory	1,873,514			
		c	Less cost or other basis and sales expenses	2,054,087			
		d	Gain or (loss)	-180,573			
d	Net gain or (loss) ▶	-180,573			-180,573		
8a	Gross income from fundraising events (not including \$ _____ of contributions reported on line 1c) See Part IV, line 18 a						
	b	Less direct expenses b					
	c	Net income or (loss) from fundraising events ▶					
9a	Gross income from gaming activities See Part IV, line 19 a						
	b	Less direct expenses b					
	c	Net income or (loss) from gaming activities ▶					
10a	Gross sales of inventory, less returns and allowances a		268,795				
	b	Less cost of goods sold b	98,336				
	c	Net income or (loss) from sales of inventory ▶	170,459	65,912	42,065	62,482	
Miscellaneous Revenue		Business Code					
11a	OTHER INCOME		900,099	138,079	138,079		
	b	CHRIS CRAFT REVENUE	900,099	39,225	39,225		
	c	PUBLICATIONS REVENUE	900,099	10,495	10,495		
	d	All other revenue		10,618	10,618		
	e	Total. Add lines 11a-11d ▶	198,417				
12	Total revenue. See Instructions ▶	7,464,762	964,339	42,065	552,930		

Part IX Statement of Functional Expenses

Section 501(c)(3) and 501(c)(4) organizations must complete all columns.

All other organizations must complete column (A) but are not required to complete columns (B), (C), and (D).

Do not include amounts reported on lines 6b, 7b, 8b, 9b, and 10b of Part VIII.		(A) Total expenses	(B) Program service expenses	(C) Management and general expenses	(D) Fundraising expenses
1	Grants and other assistance to governments and organizations in the U S See Part IV, line 21				
2	Grants and other assistance to individuals in the U S See Part IV, line 22				
3	Grants and other assistance to governments, organizations, and individuals outside the U S See Part IV, lines 15 and 16				
4	Benefits paid to or for members				
5	Compensation of current officers, directors, trustees, and key employees	361,209	116,608	150,962	93,639
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	2,977,223	2,408,322	452,687	116,214
8	Pension plan contributions (include section 401(k) and section 403(b) employer contributions)	14,944	11,303	2,702	939
9	Other employee benefits	291,170	220,218	52,649	18,303
10	Payroll taxes	255,673	193,371	46,230	16,072
11	Fees for services (non-employees)				
a	Management				
b	Legal	44,027		44,027	
c	Accounting	36,700		36,700	
d	Lobbying				
e	Professional fundraising See Part IV, line 17	496			496
f	Investment management fees				
g	Other	237,662	157,938	32,464	47,260
12	Advertising and promotion	276,256	256,343	10,020	9,893
13	Office expenses	345,946	198,992	107,661	39,293
14	Information technology	141,364	115,461	14,819	11,084
15	Royalties				
16	Occupancy	777,726	635,006	139,177	3,543
17	Travel	98,463	63,388	26,998	8,077
18	Payments of travel or entertainment expenses for any federal, state, or local public officials				
19	Conferences, conventions, and meetings	28,077	26,561	68	1,448
20	Interest	388,769	388,714	55	
21	Payments to affiliates				
22	Depreciation, depletion, and amortization	2,502,531	2,416,544	71,703	14,284
23	Insurance	45,150	869	44,276	5
24	Other expenses Itemize expenses not covered above (Expenses grouped together and labeled miscellaneous may not exceed 5% of total expenses shown on line 25 below)				
a	REPAIRS AND MAINTENANCE	493,070	463,642	27,068	2,360
b	COLLECTION ACQUISITIONS	63,411	63,411	0	0
c	DUES AND LICENSES	32,839	13,031	18,151	1,657
d	PHOTOGRAPHY & DIGITAL I	18,761	11,404	873	6,484
e	EXHIBIT CONSTRUCTION	17,807	17,807	0	0
f	All other expenses	82,478	39,004	5,679	37,795
25	Total functional expenses. Add lines 1 through 24f	9,531,752	7,817,937	1,284,969	428,846
26	Joint costs. Check here <input type="checkbox"/> if following SOP 98-2 Complete this line only if the organization reported in column (B) joint costs from a combined educational campaign and fundraising solicitation				

Part X Balance Sheet

		(A)		(B)
		Beginning of year		End of year
Assets	1 Cash—non-interest-bearing	4,640,677	1	4,669,413
	2 Savings and temporary cash investments		2	1,317,793
	3 Pledges and grants receivable, net	4,568,365	3	3,438,065
	4 Accounts receivable, net	388,891	4	389,183
	5 Receivables from current and former officers, directors, trustees, key employees, and highest compensated employees. Complete Part II of Schedule L		5	
	6 Receivables from other disqualified persons (as defined under section 4958(f)(1)) and persons described in section 4958(c)(3)(B). Complete Part II of Schedule L		6	
	7 Notes and loans receivable, net		7	
	8 Inventories for sale or use	318,672	8	324,353
	9 Prepaid expenses and deferred charges	73,737	9	49,042
	10a Land, buildings, and equipment cost or other basis. Complete Part VI of Schedule D	62,985,743		
	b Less accumulated depreciation	25,194,132		
		39,781,489	10c	37,791,611
	11 Investments—publicly traded securities	7,786,692	11	9,181,365
	12 Investments—other securities. See Part IV, line 11	1,305,658	12	1,235,993
	13 Investments—program-related. See Part IV, line 11		13	
	14 Intangible assets		14	
15 Other assets. See Part IV, line 11	71,933,548	15	80,567,647	
16 Total assets. Add lines 1 through 15 (must equal line 34)	130,797,729	16	138,964,465	
Liabilities	17 Accounts payable and accrued expenses	662,441	17	455,237
	18 Grants payable		18	
	19 Deferred revenue	4,959,362	19	5,052,527
	20 Tax-exempt bond liabilities	9,513,381	20	9,513,381
	21 Escrow or custodial account liability. Complete Part IV of Schedule D		21	
	22 Payables to current and former officers, directors, trustees, key employees, highest compensated employees, and disqualified persons. Complete Part II of Schedule L		22	
	23 Secured mortgages and notes payable to unrelated third parties		23	
	24 Unsecured notes and loans payable to unrelated third parties		24	
	25 Other liabilities. Complete Part X of Schedule D	157,463	25	143,107
	26 Total liabilities. Add lines 17 through 25	15,292,647	26	15,164,252
Net Assets or Fund Balances	Organizations that follow SFAS 117, check here <input checked="" type="checkbox"/> and complete lines 27 through 29, and lines 33 and 34.			
	27 Unrestricted net assets	40,277,505	27	40,291,501
	28 Temporarily restricted net assets	2,865,550	28	2,458,152
	29 Permanently restricted net assets	72,362,027	29	81,050,560
	Organizations that do not follow SFAS 117, check here <input type="checkbox"/> and complete lines 30 through 34.			
	30 Capital stock or trust principal, or current funds		30	
	31 Paid-in or capital surplus, or land, building or equipment fund		31	
	32 Retained earnings, endowment, accumulated income, or other funds		32	
33 Total net assets or fund balances	115,505,082	33	123,800,213	
34 Total liabilities and net assets/fund balances	130,797,729	34	138,964,465	

Part XI Financial Statements and Reporting

		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? . . .		No
2b	Were the organization's financial statements audited by an independent accountant?	Yes	
2c	If "Yes," to 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	Yes	
2d	If "Yes" to line 2a or 2b, check a box below to indicate whether the financial statements for the year were issued on a consolidated basis, separate basis, or both <input checked="" type="checkbox"/> Separate basis <input type="checkbox"/> Consolidated basis <input type="checkbox"/> Both consolidated and separated basis		
3a	As a result of a federal award, was the organization required to undergo an audit or audits as set forth in the Single Audit Act and OMB Circular A-133?	Yes	
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 . . .	Yes	

SCHEDULE A (Form 990 or 990EZ)

Public Charity Status and Public Support

2009

Open to Public Inspection

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

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

Department of the Treasury Internal Revenue Service

Name of the organization THE MARINERS' MUSEUM

Employer identification number

54-0541801

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

Table with 7 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 support?

Part II Support Schedule for Organizations Described in IRC 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.)

Section A. Public Support

Calendar year (or fiscal year beginning in)	(a) 2005	(b) 2006	(c) 2007	(d) 2008	(e) 2009	(f) Total
1 Gifts, grants, contributions, and membership fees received (Do not include any "unusual grants.")	16,913,365	9,426,561	12,037,206	8,189,607	5,905,428	52,472,167
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	16,913,365	9,426,561	12,037,206	8,189,607	5,905,428	52,472,167
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)						355,879
6 Public Support. Subtract line 5 from line 4						52,116,288

Section B. Total Support

Calendar year (or fiscal year beginning in)	(a) 2005	(b) 2006	(c) 2007	(d) 2008	(e) 2009	(f) Total
7 Amounts from line 4	16,913,365	1,265,757	12,037,206	8,189,607	5,905,428	52,472,167
8 Gross income from interest, dividends, payments received on securities loans, rents, royalties and income from similar sources	722,315	1,265,757	1,127,870	388,575	671,021	4,175,538
9 Net income from unrelated business activities, whether or not the business is regularly carried on						
10 Other income (Explain in Part IV) Do not include gain or loss from the sale of capital assets	588,479	573,654	562,801	567,584	198,417	2,490,935
11 Total support (Add lines 7 through 10)						59,138,640
12 Gross receipts from related activities, etc (See instructions)					12	3,845,642

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

Section C. Computation of Public Support Percentage

14 Public Support Percentage for 2009 (line 6 column (f) divided by line 11 column (f))	14	88 130 %
15 Public Support Percentage for 2008 Schedule A, Part II, line 14	15	88 680 %

16a 33 1/3% support test—2009. 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

b 33 1/3% support test—2008. If the organization did not check the 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

17a 10%-facts-and-circumstances test—2009. 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

b 10%-facts-and-circumstances test—2008. 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

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

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

(Complete only if you checked the box on line 9 of Part I.)

Section A. Public Support

Calendar year (or fiscal year beginning in)	(a) 2005	(b) 2006	(c) 2007	(d) 2008	(e) 2009	(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) 2005	(b) 2006	(c) 2007	(d) 2008	(e) 2009	(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 501(c)(3) organization, check this box and **stop here**

Section C. Computation of Public Support Percentage

15 Public Support Percentage for 2009 (line 8 column (f) divided by line 13 column (f))	15	
16 Public support percentage from 2008 Schedule A, Part III, line 15	16	

Section D. Computation of Investment Income Percentage

17 Investment income percentage for 2009 (line 10c column (f) divided by line 13 column (f))	17	
18 Investment income percentage from 2008 Schedule A, Part III, line 17	18	
19a 33 1/3% support tests—2009. 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 <input type="checkbox"/>		
b 33 1/3% support tests—2008. 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 <input type="checkbox"/>		
20 Private Foundation If the organization did not check a box on line 14, 19a or 19b, check this box and see instructions <input type="checkbox"/>		

Part IV **Supplemental Information.** Supplemental Information. Complete this part to provide the explanation required by Part II, line 10; Part II, line 17a or 17b; or Part III, line 12. Provide any other additional information. See instructions

Explanation

Schedule A, Part IV, Supplemental Information OTHER INCOME INCLUDES PUBLICATIONS REVENUE, CHRIS CRAFT REVENUE, BOAT HOUSE REVENUE, AND DEACCESSION INCOME

Additional Data

Software ID:
Software Version:
EIN: 54-0541801
Name: THE MARINERS' MUSEUM

Form 990, Part III - 4 Program Service Accomplishments (See the Instructions)

4d. Other program services

(Code) (Expenses \$ 133,747 including grants of \$) (Revenue \$ 35,501)

PHOTOGRAPHY - COLLECTION AND MAINTENANCE OF CURRENT AND HISTORICAL PHOTOGRAPHS, INFORMATION INQUIRIES
ADDRESSED APPROXIMATELY 700 INDIVIDUALS SERVED

Form 990, Part VII - Compensation of Officers, Directors, Trustees, Key Employees, Highest Compensated Employees, and Independent Contractors

(A) Name and Title	(B) Average hours per week	(C) Position (check all that apply)						(D) Reportable compensation from the organization (W-2/1099-MISC)	(E) Reportable compensation from related organizations (W-2/1099-MISC)	(F) Estimated amount of other compensation from the organization and related organizations
		Individual trustee or director	Institutional Trustee	Officer	Key employee	Highest compensated employee	Former			
JOHN R LAWSON II CHAIRMAN	1 00	X		X				0	0	0
ROBERT L FREEMAN JR SECRETARY	1 00	X		X				0	0	0
RICHARD F BARRY III VICE CHAIRMAN	1 00	X		X				0	0	0
CHARLES L CABELL TRUSTEE	1 00	X						0	0	0
JOHN T CASTEEN III TRUSTEE	1 00	X						0	0	0
NORWOOD DAVIS JR TRUSTEE	1 00	X						0	0	0
EVELYN J FIELDS TRUSTEE	1 00	X						0	0	0
ELIZABETH HARDEN TRUSTEE	1 00	X						0	0	0
DAVID F HOST TRUSTEE	1 00	X						0	0	0
ANN HUNNICUT TRUSTEE	1 00	X						0	0	0
ALLEN R JONES JR TRUSTEE	1 00	X						0	0	0
SHEPERD W MCKENNEY TRUSTEE	1 00	X						0	0	0
MATTHEW J MULHERIN TRUSTEE	1 00	X						0	0	0
VIRGINIA FITZHUGH WILSON TRUSTEE	1 00	X						0	0	0
CHARLES W WORNOM TRUSTEE	1 00	X						0	0	0
ANNE C H CONNER TRUSTEE	1 00	X						0	0	0
JOHN R COOKE TRUSTEE	1 00	X						0	0	0
NEIL COSSONS TRUSTEE	1 00	X						0	0	0
CASSANDRA GREENE TRUSTEE	1 00	X						0	0	0
CONRAD HALL TRUSTEE	1 00	X						0	0	0
RICHARD L MCCLUNEY JR TRUSTEE	1 00	X						0	0	0
TIMOTHY J SULLIVAN PRESIDENT (THRU 10/09)	35 00			X				82,160	0	1,034
HELEN M MYERS TREASURER (THRU 8/09)	35 00			X				43,274	0	1,785
WILLIAM B COGAR PRESIDENT (EFF 11/09)	35 00			X				115,156	0	4,663
CHRISTOPHER M LEAHY VP FINANCE & TREASURER (35 00			X				52,639	0	457

Form 990, Part VII - Compensation of Officers, Directors, Trustees, Key Employees, Highest Compensated Employees, and Independent Contractors

(A) Name and Title	(B) Average hours per week	(C) Position (check all that apply)						(D) Reportable compensation from the organization (W-2/1099-MISC)	(E) Reportable compensation from related organizations (W-2/1099-MISC)	(F) Estimated amount of other compensation from the organization and related organizations
		Individual trustee or director	Institutional Trustee	Officer	Key employee	Highest compensated employee	Former			
MARGE SHELTON ASST SECRETARY & EXEC DI	35 00			X				56,197	0	3,844

Form 990, Part VIII - Statement of Revenue - 2a - 2g Program Service Revenue -

	Business Code	(A) Total Revenue	(B) Related or Exempt Function Revenue	(C) Unrelated Business Revenue	(D) Revenue Excluded from Tax under IRC 512, 513, or 514
ADMISSIONS	900,099	465,570	465,570		
EDUCATION PROGRAM FEES	611,710	73,356	73,356		
PHOTOGRAPHY	900,099	35,501	35,501		
MEMBERSHIP DUES	900,099	26,047	26,047		
LIBRARY	900,099	4,600	4,600		

Form 990, Part IX - Statement of Functional Expenses - 24a - 24e Other Expenses

<i>Do not include amounts reported on line 6b, 8b, 9b, and 10b of Part VIII.</i>	(A) Total expenses	(B) Program service expenses	(C) Management and general expenses	(D) Fundraising expenses
REPAIRS AND MAINTENANCE	493,070	463,642	27,068	2,360
COLLECTION ACQUISITIONS	63,411	63,411	0	0
DUES AND LICENSES	32,839	13,031	18,151	1,657
PHOTOGRAPHY & DIGITAL I	18,761	11,404	873	6,484
EXHIBIT CONSTRUCTION	17,807	17,807	0	0

SCHEDULE D (Form 990)

OMB No 1545-0047

Supplemental Financial Statements

2009

Open to Public Inspection

Complete if the organization answered "Yes," to Form 990, Part IV, line 6, 7, 8, 9, 10, 11, or 12. Attach to Form 990. See separate instructions.

Department of the Treasury Internal Revenue Service

Name of the organization THE MARINERS' MUSEUM

Employer identification number

54-0541801

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.

Table with 2 columns: (a) Donor advised funds, (b) Funds and other accounts. Rows 1-4: Total number at end of year, Aggregate contributions to (during year), Aggregate grants from (during year), 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?
6 Did the organization inform all grantees, donors, and donor advisors in writing that grant funds may be used only for charitable purposes and not for the benefit of the donor or donor advisor, or for any other purpose conferring impermissible private benefit?

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

- 1 Purpose(s) of conservation easements held by the organization (check all that apply): Preservation of land for public use, Protection of natural habitat, Preservation of open space, Preservation of an historically important land area, Preservation of a certified historic structure.

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

Table with 2 columns: Description, Held at the End of the Year. Rows 2a-2d: Total number of conservation easements, Total acreage restricted by conservation easements, Number of conservation easements on a certified historic structure included in (a), Number of conservation easements included in (c) acquired after 8/17/06.

- 3 Number of conservation easements modified, transferred, released, extinguished, or terminated by the organization during the taxable year
4 Number of states where property subject to conservation easement is located
5 Does the organization have a written policy regarding the periodic monitoring, inspection, handling of violations, and enforcement of the conservation easements it holds?
6 Staff and volunteer hours devoted to monitoring, inspecting and enforcing conservation easements during the year
7 Amount of expenses incurred in monitoring, inspecting, and enforcing conservation easements during the year
8 Does each conservation easement reported on line 2(d) above satisfy the requirements of section 170(h)(4)(B)(i) and 170(h)(4)(B)(ii)?
9 In Part XIV, describe how the organization reports conservation easements in its revenue and expense statement, and balance sheet, and include, if applicable, the text of the footnote to the organization's financial statements that describes the organization's accounting for conservation easements

Part III Organizations Maintaining Collections of Art, Historical Treasures, or Other Similar Assets. Complete if the organization answered "Yes" to Form 990, Part IV, line 8.

- 1a If the organization elected, as permitted under SFAS 116, not to report in its revenue statement and balance sheet works of art, historical treasures, or other similar assets held for public exhibition, education or research in furtherance of public service, provide, in Part XIV, the text of the footnote to its financial statements that describes these items
b If the organization elected, as permitted under SFAS 116, to report in its revenue statement and balance sheet works of art, historical treasures, or other similar assets held for public exhibition, education, or research in furtherance of public service, provide the following amounts relating to these items: (i) Revenues included in Form 990, Part VIII, line 1; (ii) Assets included in Form 990, Part X
2 If the organization received or held works of art, historical treasures, or other similar assets for financial gain, provide the following amounts required to be reported under SFAS 116 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 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 PUBLICATIONS (BOOKS, MOVIES)

4 Provide a description of the organization's collections and explain how they further the organization's exempt purpose in Part XIV

5 During the year, did the organization solicit or receive donations of art, historical treasures or other similar assets to be sold to raise funds rather than to be maintained as part of the organization's collection? Yes No

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

1a Is the organization an agent, trustee, custodian or other intermediary for contributions or other assets not included on Form 990, Part X? Yes No

b If "Yes," explain the arrangement in Part XIV and complete the following table

	Amount
1c Beginning balance	
1d Additions during the year	
1e Distributions during the year	
1f Ending balance	

2a Did the organization include an amount on Form 990, Part X, line 21? Yes No

b If "Yes," explain the arrangement in Part XIV

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

	(a) Current Year	(b) Prior Year	(c) Two Years Back	(d) Three Years Back	(e) Four Years Back
1a Beginning of year balance	7,752,244	10,728,226			
b Contributions	1,237	1,158,119			
c Investment earnings or losses	1,641,264	-2,763,348			
d Grants or scholarships					
e Other expenditures for facilities and programs	366,686	1,361,719			
f Administrative expenses	6,577	9,034			
g End of year balance	9,021,482	7,752,244			

2 Provide the estimated percentage of the year end balance held as

- a** Board designated or quasi-endowment ▶ 84 450 % %
- b** Permanent endowment ▶ 15 550 % %
- c** Term endowment ▶ %

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

	Yes	No
(i) unrelated organizations	3a(i)	No
(ii) related organizations	3a(ii)	No
b If "Yes" to 3a(ii), are the related organizations listed as required on Schedule R?	3b	

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

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

Description of investment	(a) Cost or other basis (investment)	(b) Cost or other basis (other)	(c) Accumulated depreciation	(d) Book value
1a Land		1,995,993		1,995,993
b Buildings		47,506,543	16,614,638	30,891,905
c Leasehold improvements				
d Equipment		702,028	582,740	119,288
e Other		12,781,179	7,996,754	4,784,425
Total. Add lines 1a-1e (Column (d) should equal Form 990, Part X, column (B), line 10(c).)				37,791,611

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

1	Total revenue (Form 990, Part VIII, column (A), line 12)	1	7,464,762
2	Total expenses (Form 990, Part IX, column (A), line 25)	2	9,531,752
3	Excess or (deficit) for the year Subtract line 2 from line 1	3	-2,066,990
4	Net unrealized gains (losses) on investments	4	10,168,588
5	Donated services and use of facilities	5	
6	Investment expenses	6	
7	Prior period adjustments	7	
8	Other (Describe in Part XIV)	8	193,533
9	Total adjustments (net) Add lines 4 - 8	9	10,362,121
10	Excess or (deficit) for the year per financial statements Combine lines 3 and 9	10	8,295,131

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

1	Total revenue, gains, and other support per audited financial statements	1	17,935,219
2	Amounts included on line 1 but not on Form 990, Part VIII, line 12		
a	Net unrealized gains on investments	2a	10,168,588
b	Donated services and use of facilities	2b	10,000
c	Recoveries of prior year grants	2c	
d	Other (Describe in Part XIV)	2d	291,869
e	Add lines 2a through 2d	2e	10,470,457
3	Subtract line 2e from line 1	3	7,464,762
4	Amounts included on Form 990, Part VIII, line 12, but not on line 1:		
a	Investment expenses not included on Form 990, Part VIII, line 7b	4a	
b	Other (Describe in Part XIV)	4b	
c	Add lines 4a and 4b	4c	0
5	Total Revenue Add lines 3 and 4c . (This should equal Form 990, Part I, line 12)	5	7,464,762

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

1	Total expenses and losses per audited financial statements	1	9,640,088
2	Amounts included on line 1 but not on Form 990, Part IX, line 25		
a	Donated services and use of facilities	2a	10,000
b	Prior year adjustments	2b	
c	Other losses	2c	
d	Other (Describe in Part XIV)	2d	98,336
e	Add lines 2a through 2d	2e	108,336
3	Subtract line 2e from line 1	3	9,531,752
4	Amounts included on Form 990, Part IX, line 25, but not on line 1:		
a	Investment expenses not included on Form 990, Part VIII, line 7b	4a	
b	Other (Describe in Part XIV)	4b	
c	Add lines 4a and 4b	4c	0
5	Total expenses Add lines 3 and 4c . (This should equal Form 990, Part I, line 18)	5	9,531,752

Part XIV Supplemental Information

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

Identifier	Return Reference	Explanation
Part III, Line 1a		BEGINNING IN 2008, UNDER THE PROVISION OF SFAS NO 116, THE VALUE OF THE COLLECTION HAS BEEN EXCLUDED FROM THE STATEMENT OF FINANCIAL POSITION ONLY CURRENT YEAR PURCHASES AND PROCEEDS FROM SALE ARE REFLECTED IN THE STATEMENT OF ACTIVITIES IT IS THE POLICY OF THE MUSEUM THAT PROCEEDS FROM THE SALE OF ANY COLLECTION ITEMS ARE TO BE USED FOR THE ACQUISITION OF OBJECTS FOR THE PERMANENT COLLECTIONS OR FOR THE CONSERVATION OF ITEMS CURRENTLY OWNED BY THE MUSEUM EXTERNAL CONSERVATORS
Part III, Line 4		THE COLLECTION INCLUDES MARITIME RELATED OBJECTS AND EPHEMERA USED FOR EDUCATIONAL PURPOSES
Part V, Line 4	Description of Intended Use of Endowment Funds	THE ENDOWMENT IS A PERPETUAL FUND WHOSE PURPOSE IS TO PROVIDE A PREDICTABLE STREAM OF FUNDING TO PROGRAMS SUPPORTED BY ITS ENDOWMENT FUNDS WHILE ALSO MAINTAINING THE PURCHASING POWER OF THOSE ENDOWMENT ASSETS OVER THE LONG-TERM
Part XI, Line 8 - Other Adjustments		DISCOUNT TO NET PRESENT VALUE 205552 CHANGE IN VALUE OF SPLIT INTEREST AGREEMENTS -12019
Part XII, Line 2d - Other Adjustments		COST OF GOODS SOLD 98336 DISCOUNT TO NET PRESENT VALUE 205552 CHANGE IN VALUE OF SPLIT INTEREST AGREEMENTS -12019
Part XIII, Line 2d - Other Adjustments		COST OF GOODS SOLD 98336

**Schedule K
(Form 990)**

OMB No 1545-0047

Supplemental Information on Tax Exempt Bonds

▶ **Complete if the organization answered "Yes" to Form 990, Part IV, line 24a. Provide descriptions, explanations, and any additional information in Schedule O (Form 990).**

2009

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

**Open to Public
Inspection**

Department of the Treasury
Internal Revenue Service

Name of the organization
THE MARINERS' MUSEUM

Employer identification number

54-0541801

Part I Bond Issues

	(a) Issuer Name	(b) Issuer EIN	(c) CUSIP #	(d) Date Issued	(e) Issue Price	(f) Description of Purpose	(g) Defeased		(h) On Behalf of Issuer	
							Yes	No	Yes	No
A	INDUSTRIAL DEVELOPMENT AUTHORITY OF MATHEWS COUNTY VIRGINIA	54-6001417		12-02-2005	10,000,000	FINANCE ACQUISITION AND CONSTRUCTION OF EXHIBITS AND USS MONITOR CENTER		X		X

Part II Proceeds

	A	B	C	D	E				
1	Total proceeds of issue	10,000,000							
2	Gross proceeds in reserve funds								
3	Proceeds in refunding or defeasance escrows								
4	Other unspent proceeds								
5	Issuance costs from proceeds	20,000							
6	Working capital expenditures from proceeds								
7	Capital expenditures from proceeds								
8	Year of substantial completion	2007							
		Yes	No	Yes	No	Yes	No	Yes	No
9	Were the bonds issued as part of a current refunding issue?		X						
10	Were the bonds issued as part of an advance refunding issue?		X						
11	Has the final allocation of proceeds been made?	X							
12	Does the organization maintain adequate books and records to support the final allocation of proceeds?	X							

Part III Private Business Use

	A	B	C	D	E					
	Yes	No	Yes	No	Yes	No	Yes	No	Yes	No
1	Was the organization a partner in a partnership, or a member of an LLC, which owned property financed by tax-exempt bonds?									
2	Are there any lease arrangements with respect to the financed property which may result in private business use?									

Part III Private Business Use (Continued)

	A		B		C		D		E	
	Yes	No	Yes	No	Yes	No	Yes	No	Yes	No
3a Are there any management or service contracts with respect to the financed property which may result in private business use?										
3b Are there any research agreements with respect to the financed property which may result in private business use?										
3c Does the organization routinely engage bond counsel or other outside counsel to review any management or service contracts or research agreements relating to the financed property?										
4 Enter the percentage of financed property used in a private business use by entities other than a section 501(c)(3) organization or a state or local government										
5 Enter the percentage of financed property used in a private business use as a result of unrelated trade or business activity carried on by your organization, another section 501(c)(3) organization, or a state or local government										
6 Total of lines 4 and 5										
7 Has the organization adopted management practices and procedures to ensure the post-issuance compliance of its tax-exempt bond liabilities?										

Part IV Arbitrage

	A		B		C		D		E	
	Yes	No	Yes	No	Yes	No	Yes	No	Yes	No
1 Has a Form 8038-T, Arbitrage Rebate, Yield Reduction and Penalty in Lieu of Arbitrage Rebate, been filed with respect to the bond issue?										
2 Is the bond issue a variable rate issue?										
3a Has the organization or the governmental issuer identified a hedge with respect to the bond issue on its books and records?										
b Name of provider										
c Term of hedge										
4a Were gross proceeds invested in a GIC?										
b Name of provider										
c Term of GIC										
d Was the regulatory safe harbor for establishing the fair market value of the GIC satisfied?										
5 Were any gross proceeds invested beyond an available temporary period?										
6 Did the bond issue qualify for an exception to rebate?										

SCHEDULE M (Form 990)

NonCash Contributions

OMB No 1545-0047

2009

Open to Public Inspection

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

Department of the Treasury Internal Revenue Service

Name of the organization THE MARINERS' MUSEUM

Employer identification number

54-0541801

Part I Types of Property

Table with 4 columns: (a) Check if applicable, (b) Number of Contributions, (c) Revenues reported on Form 990, Part VIII, line 1g, (d) Method of determining revenues. Rows include Art-Works of art, Books and publications, Historical artifacts, etc.

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

Table with 3 columns: Question, Yes, No. Rows include 30a, 31, 32a, 33 regarding contribution reporting and policies.

Part II

Supplemental Information. Complete this part to provide the information required by Part I, lines 30b, 32b, and 33. Also complete this part for any additional information.

Identifier	Return Reference	Explanation
Method for Determining Number of Contributors	Part I, Column (b)	ORGANIZATION IS REPORTING A COMBINATION OF THE NUMBER OF CONTRIBUTORS AND THE NUMBER OF ITEMS RECEIVED
Non Reporting of Revenue	Part I, Line 33	BEGINNING IN 2008, UNDER THE PROVISION OF SFAS NO 116, THE VALUE OF THE COLLECTION HAS BEEN EXCLUDED FROM THE STATEMENT OF FINANCIAL POSITION. THUS, THE VALUE OF DONATED COLLECTION ITEMS ARE EXCLUDED FROM REVENUE. FAIR MARKET VALUES OF THE DONATED ITEMS RECEIVED IN 2009 BASED ON APPRAISALS ARE AS FOLLOWS: ART - WORKS OF ART \$ 4,575; BOOKS & PUBLICATIONS \$ 7,993; HISTORICAL ARTIFACTS \$ 31,555; PHOTGRAPHS \$ 3,305

SCHEDULE O
(Form 990)

Supplemental Information to Form 990

OMB No 1545-0047

2009

Open to Public Inspection

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

Name of the organization
THE MARINERS' MUSEUM

Employer identification number

54-0541801

Identifier	Return Reference	Explanation
Form 990, Part VI, Section B, line 11		A DRAFT COPY OF THE ORGANIZATION'S FORM 990 IS REVIEWED BY THE FINANCE COMMITTEE (WHICH INCLUDES SEVERAL FINANCIAL EXPERTS) AT A SCHEDULED FINANCE COMMITTEE MEETING THE FINANCE COMMITTEE ASKS QUESTIONS AND PROVIDES REVISIONS TO THE FORM 990 IF APPROVED BY THE FINANCE COMMITTEE, A RECOMMENDATION IS MADE BY THE FINANCE COMMITTEE FOR THE BOARD TO REVIEW THE FORM 990 AND APPROVE ULTIMATELY, THE FULL BOARD WILL APPROVE THE FORM 990 AND THE FORM 990 IS FILED
Form 990, Part VI, Section B, line 12c		THE ORGANIZATION'S BOARD REVIEWS THE CONFLICT OF INTEREST POLICY, PROVIDE QUESTIONNAIRES FOR THE BOARD MEMBERS TO REPORT CONFLICTS OF INTEREST, AND REPORT ON ANY FINDINGS OF CONFLICTS OF INTERESTS
Form 990, Part VI, Section B, line 15		THE ORGANIZATION'S BOARD OF TRUSTEES REVIEWS AND APPROVES THE COMPENSATION OF THE TOP MANAGEMENT OFFICIAL AND OFFICERS AND KEY EMPLOYEES OF THE ORGANIZATION
Form 990, Part VI, Section C, line 19		THE ORGANIZATION'S GOVERNING DOCUMENTS, CONFLICT OF INTEREST POLICY, AND FINANCIAL STATEMENTS ARE MADE AVAILABLE TO THE PUBLIC FOR REVIEW UPON REQUEST
		FORM 990, PART XI, LINE 2C THERE WERE NO CHANGES TO THE FINANCE COMMITTEE'S PROCEDURES REGARDING THE OVERSIGHT OF THE AUDIT AND SELECTION OF THE INDEPENDENT AUDITORS
		SCHEDULE D, PART IX OTHER ASSETS - FUNDS HELD IN TRUST BY OTHERS FUNDS HELD IN TRUST BY OTHERS CONSIST PRIMARILY OF IRREVOCABLE TRUSTS ESTABLISHED BY THE MUSEUM FOUNDER, ARCHER M HUNTINGTON, WHO HAS DIRECTED THAT THE ASSETS OF THE TRUSTS BE INVESTED IN PERPETUITY AND THAT THE RELATED INCOME BE PAID TO THE MUSEUM THE MUSEUM RECEIVES INVESTMENT INCOME ON THE SECURITIES HELD BY THE TRUSTS THIS INVESTMENT INCOME IS REPORTED, NET OF EXPENSES REALIZED AND UNREALIZED GAINS AND LOSSES, AS WELL AS ALL OTHER EARNINGS ON THE MARKET VALUE OF FUNDS HELD BY OTHERS, ARE RECORDED AS PERMANENTLY RESTRICTED GAINS AND LOSSES AS OF JANUARY 1, 2002, THE MUSEUM ADOPTED A TOTAL RETURN POLICY WITH RESPECT TO INCOME RECEIVED FROM ITS JP MORGAN CHASE BANK TRUSTS THIS TOTAL RETURN POLICY ALLOWS THE MUSEUM TO RECEIVE INCOME BASED UPON 4 5% OF THE MOST RECENT THREE-YEAR ROLLING AVERAGE OF THE FAIR MARKET VALUE OF THE TRUSTS THEREFORE, THE INCOME DISTRIBUTION MAY CONSIST OF DIVIDENDS, INTEREST, AND PROCEEDS FROM SECURITIES SALES THE REMAINING TRUSTS DISTRIBUTE INCOME BASED ON DIVIDENDS AND INTEREST ONLY