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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
2010
Open to Public Inspection

A For the 2010 calendar year, or tax year beginning 07-01-2010 and ending 06-30-2011

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 PHOENIX ART MUSEUM INC		D Employer identification number 86-0072608
	Doing Business As		E Telephone number (602) 257-1880
	Number and street (or P O box if mail is not delivered to street address) 1625 N CENTRAL AVENUE	Room/suite	G Gross receipts \$ 8,993,050
	City or town, state or country, and ZIP + 4 PHOENIX, AZ 850041685		
F Name and address of principal officer GARY EGAN 1625 N CENTRAL AVENUE PHOENIX, AZ 850041685		H(a) Is this a group return for affiliates? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No H(b) Are all affiliates included? <input type="checkbox"/> Yes <input type="checkbox"/> No If "No," attach a list (see instructions) H(c) Group exemption number	
I Tax-exempt status <input checked="" type="checkbox"/> 501(c)(3) <input type="checkbox"/> 501(c) () (Insert no) <input type="checkbox"/> 4947(a)(1) or <input type="checkbox"/> 527			
J Website: WWW PHXART ORG			

K Form of organization Corporation Trust Association Other **L** Year of formation 1949 **M** State of legal domicile AZ

Part I Summary

Activities & Governance	1 Briefly describe the organization's mission or most significant activities PHOENIX ART MUSEUM IS A VIBRANT DESTINATION CONNECTING PEOPLE TO GREAT ART FROM AROUND THE WORLD TO ENRICH THEIR LIVES AND COMMUNITIES THIS VISION IS SUPPORTED BY FOUR STRATEGIC PILLARS WHICH ARE 1 EXCEPTIONAL ART - TO CELEBRATE THE HIGHEST QUALITY VISUAL ART THROUGH OUTSTANDING EXHIBITIONS, ACQUISITIONS AND COLLECTION STEWARDSHIP 2 ENRICHMENT AND LEARNING - TO CREATE A NATIONALLY RECOGNIZED MODEL FOR ENHANCING EXPERIENCE OF THE VISUAL ARTS THROUGH INTERPRETATION, ENGAGED LEARNING, AND ENRICHMENT 3 BROAD AUDIENCE - TO ATTRACT THE BROADEST POSSIBLE AUDIENCE TO THE MUSEUM AS CONSISTENT AND ENTHUSIASTIC PARTICIPANTS 4 FISCAL STABILITY AND ORGANIZATIONAL EXCELLENCE - TO ACHIEVE AND MAINTAIN A STRONG FINANCIAL FOUNDATION			
	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)	43	
	4	Number of independent voting members of the governing body (Part VI, line 1b)	43	
	5	Total number of individuals employed in calendar year 2010 (Part V, line 2a)	122	
	6	Total number of volunteers (estimate if necessary)	2,964	
	7a	Total unrelated business revenue from Part VIII, column (C), line 12	30,190	
	7b	Net unrelated business taxable income from Form 990-T, line 34	0	
Revenue	8	Contributions and grants (Part VIII, line 1h)	5,474,043	4,982,269
	9	Program service revenue (Part VIII, line 2g)	1,833,220	1,967,920
	10	Investment income (Part VIII, column (A), lines 3, 4, and 7d)	12,883	8,985
	11	Other revenue (Part VIII, column (A), lines 5, 6d, 8c, 9c, 10c, and 11e)	1,598,560	1,098,497
	12	Total revenue—add lines 8 through 11 (must equal Part VIII, column (A), line 12)	8,918,706	8,057,671
Expenses	13	Grants and similar amounts paid (Part IX, column (A), lines 1-3)	0	0
	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)	4,159,635	3,902,346
	16a	Professional fundraising fees (Part IX, column (A), line 11e)	0	0
	b	Total fundraising expenses (Part IX, column (D), line 25) <u>775,699</u>		
	17	Other expenses (Part IX, column (A), lines 11a-11d, 11f-24f)	3,954,873	4,338,462
18	Total expenses Add lines 13-17 (must equal Part IX, column (A), line 25)	8,114,508	8,240,808	
19	Revenue less expenses Subtract line 18 from line 12	804,198	-183,137	
Net Assets or Fund Balances	20	Total assets (Part X, line 16)	14,012,462	12,952,973
	21	Total liabilities (Part X, line 26)	5,533,026	4,921,375
	22	Net assets or fund balances Subtract line 21 from line 20	8,479,436	8,031,598

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	2012-05-09 Date
	GARY EGAN DEPUTY DIRECTOR OF FINANCE & ADMIN Type or print name and title	

Paid Preparer Use Only	Print/Type preparer's name KEVIN E FINCHER CPA	Preparer's signature KEVIN E FINCHER CPA	Date	Check if self-employed <input type="checkbox"/>	PTIN
	Firm's name CLIFTONLARSONALLEN LLP				Firm's EIN
	Firm's address 20 E THOMAS RD STE 2300 PHOENIX, AZ 85012				Phone no (602) 266-2248

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

Part III Statement of Program Service Accomplishments

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

1 Briefly describe the organization's mission

SEE SCHEDULE O FOR THE MISSION STATEMENT

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 \$ 398,007 including grants of \$) (Revenue \$)

SEE SCHEDULE O FOR DESCRIPTION OF CEZANNE AND AMERICAN MODERNISM

4b (Code) (Expenses \$ 379,852 including grants of \$) (Revenue \$)

SEE SCHEDULE O FOR DESCRIPTION OF FASHION INDEPENDENT THE ORIGINAL STYLE OF ANN BONFOEY TAYLOR

4c (Code) (Expenses \$ 145,000 including grants of \$) (Revenue \$)

SEE SCHEDULE O FOR DESCRIPTION OF PORTAU ACQUISITION - PAYSAGE PROVENCAL (LANDSCAPE IN PROVENCE)

4d Other program services (Describe in Schedule O) **See also Additional Data for Description**
 (Expenses \$ 5,018,325 including grants of \$) (Revenue \$ 2,244,115)

4e Total program service expenses \$ 5,941,184

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 (see instruction)?	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, or have a section 501(h) election in effect during the tax year? <i>If "Yes," complete Schedule C, Part II.</i>		No
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>		No
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 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>	Yes	
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>		No
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>		No
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>	Yes	
e Did the organization report an amount for other liabilities in Part X, line 25? <i>If "Yes," complete Schedule D, Part X.</i>	Yes	
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>		No
12a Did the organization obtain separate, independent audited financial statements for the tax year? <i>If "Yes," complete Schedule D, Parts XI, XII, and XIII.</i>		No
b Was the organization included in consolidated, independent audited financial statements for the tax year? <i>If "Yes," and if the organization answered 'No' to line 12a, then completing Schedule D, Parts XI, XII, and XIII is optional.</i>	Yes	
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
b 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, Parts I and IV.</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, Parts II and IV.</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, Parts III and IV.</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 (see instructions).</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>	Yes	
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
20a Did the organization operate one or more hospitals? <i>If "Yes," complete Schedule H.</i>		No
b If "Yes" to line 20a, did the organization attach its audited financial statement to this return? Note. Some Form 990 filers that operate one or more hospitals must attach audited financial statements (see instructions)		

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	Yes	
24a	Did the organization have a tax-exempt bond issue with an outstanding principal amount of more than \$100,000 as of the last day of the year, that was issued after December 31, 2002? <i>If "Yes," answer lines 24b-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 (or a family member thereof) was an officer, director, trustee, or direct or indirect 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	Yes	
35	Is any related organization a controlled entity within the meaning of section 512(b)(13)?	35		No
a	Did the organization receive any payment from or engage in any transaction with a controlled entity within the meaning of section 512(b)(13)? <i>If "Yes," complete Schedule R, Part V, line 2</i> <input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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

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

		Yes	No
1a	Enter the number reported in Box 3 of Form 1096. Enter -0- if not applicable.		
1b	Enter the number of Forms W-2G included in line 1a. Enter -0- if not applicable.		
1c	Did the organization comply with backup withholding rules for reportable payments to vendors and reportable gaming (gambling) winnings to prize winners?	Yes	
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.		
2b	If at least one is reported on line 2a, did the organization file all required federal employment tax returns? Note. If the sum of lines 1a and 2a is greater than 250, you may be required to e-file (see instructions).	Yes	
3a	Did the organization have unrelated business gross income of \$1,000 or more during the year?	Yes	
3b	If "Yes," has it filed a Form 990-T for this year? If "No," provide an explanation in Schedule O.	Yes	
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
b	If "Yes," enter the name of the foreign country: _____ See instructions for filing requirements for Form TD F 90-22.1, Report of Foreign Bank and Financial Accounts.		
5a	Was the organization a party to a prohibited tax shelter transaction at any time during the tax year?		No
5b	Did any taxable party notify the organization that it was or is a party to a prohibited tax shelter transaction?		No
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?		No
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?	Yes	
b	If "Yes," did the organization notify the donor of the value of the goods or services provided?	Yes	
7c	Did the organization sell, exchange, or otherwise dispose of tangible personal property for which it was required to file Form 8282?		No
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?		No
7f	Did the organization, during the year, pay premiums, directly or indirectly, on a personal benefit contract?		No
7g	If the organization received a contribution of qualified intellectual property, did the organization file Form 8899 as required?		
7h	If the organization received a contribution of cars, boats, airplanes, or other vehicles, did the organization file a Form 1098-C?		
8	Sponsoring organizations maintaining donor advised funds and section 509(a)(3) supporting organizations. Did the supporting organization, or a donor advised fund maintained by a sponsoring organization, have excess business holdings at any time during the year?		
9	Sponsoring organizations maintaining donor advised funds.		
9a	Did the organization make any taxable distributions under section 4966?		
9b	Did the organization make a distribution to a donor, donor advisor, or related person?		
10	Section 501(c)(7) organizations. Enter		
10a	Initiation fees and capital contributions included on Part VIII, line 12.		
10b	Gross receipts, included on Form 990, Part VIII, line 12, for public use of club facilities.		
11	Section 501(c)(12) organizations. Enter		
11a	Gross income from members or shareholders.		
11b	Gross income from other sources (Do not net amounts due or paid to other sources against amounts due or received from them).		
12a	Section 4947(a)(1) non-exempt charitable trusts. Is the organization filing Form 990 in lieu of Form 1041?		
12b	If "Yes," enter the amount of tax-exempt interest received or accrued during the year.		
13	Section 501(c)(29) qualified nonprofit health insurance issuers.		
13a	Is the organization licensed to issue qualified health plans in more than one state? Note. See the instructions for additional information the organization must report on Schedule O.		
13b	Enter the amount of reserves the organization is required to maintain by the states in which the organization is licensed to issue qualified health plans.		
13c	Enter the amount of reserves on hand.		
14a	Did the organization receive any payments for indoor tanning services during the tax year?		No
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 lines 8a, 8b, or 10b below, describe the circumstances, processes, or changes in Schedule O. See instructions.
 Check if Schedule O contains a response to any question in this Part VI

Section A. Governing Body and Management

		Yes	No
1a	Enter the number of voting members of the governing body at the end of the tax year		
	1a 43		
b	Enter the number of voting members included in line 1a, above, who are independent		
	1b 43		
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 governing documents since the prior Form 990 was filed?		No
5	Did the organization become aware during the year of a significant diversion of the organization's assets?		No
6	Does the organization have members or stockholders?	Yes	
7a	Does the organization have members, stockholders, or other persons who may elect one or more members of the governing body?	Yes	
b	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		
a	The governing body?	Yes	
b	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
b	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?		
11a	Has the organization provided a copy of this Form 990 to all members of its governing body before filing the form?	Yes	
b	Describe in Schedule O the process, if any, used by the organization to review this Form 990		
12a	Does the organization have a written conflict of interest policy? If "No," go to line 13	Yes	
b	Are officers, directors or trustees, and key employees required to disclose annually interests that could give rise to conflicts?	Yes	
c	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?		
a	The organization's CEO, Executive Director, or top management official	Yes	
b	Other officers or key employees of the organization	Yes	
	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?		No
b	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 **AZ**
- 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.
 Own website Another's website 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 **▶**
 SCOTT MCDANIEL
 1625 N CENTRAL AVENUE
 PHOENIX, AZ 850041685
 (602) 257-2103

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

(A) Name and Title	(B) Average hours per week (describe hours for related organizations in Schedule O)	(C) Position (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			
See Additional Data Table										
1b Sub-Total										
c Total from continuation sheets to Part VII, Section A										
d Total (add lines 1b and 1c)							491,832	0	56,749	

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 ▶ **3**

	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>	Yes	
5 Did any person listed on line 1a receive or accrue compensation from any unrelated organization or individual 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
CARSCAPE CONSTRUCTIONS LLC 13370 W FOXFIRE DRIVE 101 SURPRISE, AZ 85374	LANDSCAPING SERVICES	275,837
SELECT TRAVEL SERVICE INC WEST 115 CENTURY ROAD SUITE 330 PARAMUS, NJ 07652	TRAVEL AGENCY	243,167
MONTCLAIR ART MUSEUM 3 SOUTH MOUNTAIN AVENUE MONTCLAIR, NJ 070421747	EXHIBITION & SHIPPING FEES	194,254
UPRIGHT COMMERCIAL JANITORIAL 3332 W THOMAS ROAD PHOENIX, AZ 85017	JANITORIAL SERVICES	139,283
ARCADIA FARMS 7014 EAST 1ST AVENUE SCOTTSDALE, AZ 85251	CAFE & CATERING SERVICES	116,927

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 ▶ **6**

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	1,226,991				
	c Fundraising events 1c	394,426				
	d Related organizations 1d	1,347,896				
	e Government grants (contributions) 1e	98,419				
	f All other contributions, gifts, grants, and similar amounts not included above 1f	1,914,537				
	g Noncash contributions included in lines 1a-1f \$	213,805				
	h Total. Add lines 1a-1f		4,982,269			
	Program Service Revenue	2a MEMBERSHIP DUES	900099	1,154,236	1,154,236	
b PROGRAM SERVICE REVENUE		900099	813,684	813,684		
c						
d						
e						
f All other program service revenue						
g Total. Add lines 2a-2f			1,967,920			
Other Revenue		3 Investment income (including dividends, interest and other similar amounts)		8,985		8,985
	4 Income from investment of tax-exempt bond proceeds					
	5 Royalties					
	6a Gross Rents	(i) Real				
		(ii) Personal				
		b Less rental expenses				
		c Rental income or (loss)				
	d Net rental income or (loss)					
	7a 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)					
	8a Gross income from fundraising events (not including \$ 394,426 of contributions reported on line 1c) See Part IV, line 18 a		1,332,015			
		b Less direct expenses b	652,884			
c Net income or (loss) from fundraising events			679,131		679,131	
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		558,690				
	b Less cost of goods sold b	282,495				
	c Net income or (loss) from sales of inventory		276,195	276,195		
Miscellaneous Revenue		Business Code				
11a EXPENSE REIMBURSEMENTS	900099	112,981			112,981	
	b CATERING	722320	30,190		30,190	
	c					
	d All other revenue					
	e Total. Add lines 11a-11d		143,171			
12 Total revenue. See Instructions		8,057,671	2,244,115	30,190	801,097	

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	658,141	202,798	241,354	213,989
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	2,682,653	2,065,293	475,953	141,407
8	Pension plan contributions (include section 401(k) and section 403(b) employer contributions)	215,847	146,776	45,328	23,743
9	Other employee benefits	82,340	62,633	17,694	2,013
10	Payroll taxes	263,365	169,857	66,573	26,935
a	Fees for services (non-employees)				
	Management				
b	Legal	2,239		2,239	
c	Accounting	46,415	8,402	37,071	942
d	Lobbying				
e	Professional fundraising services See Part IV, line 17				
f	Investment management fees				
g	Other	317,027	281,071	31,367	4,589
12	Advertising and promotion	176,293	165,024	10,984	285
13	Office expenses	549,483	404,107	95,068	50,308
14	Information technology	66,668	10,620	55,898	150
15	Royalties				
16	Occupancy	650,363	562,157	79,516	8,690
17	Travel	117,426	88,973	26,714	1,739
18	Payments of travel or entertainment expenses for any federal, state, or local public officials				
19	Conferences, conventions, and meetings	19,178	3,180	15,818	180
20	Interest	22,328		22,328	
21	Payments to affiliates				
22	Depreciation, depletion, and amortization	627,457	583,535	18,824	25,098
23	Insurance	90,970	74,586	15,927	457
24	Other expenses Itemize expenses not covered above (List miscellaneous expenses in line 24f If line 24f amount exceeds 10% of line 25, column (A) amount, list line 24f expenses on Schedule O)				
a	OPERATING EXPENSES	1,308,682	854,563	184,759	269,360
b	CONTRACTED LABOR	192,713	186,719	1,500	4,494
c	REPAIR AND MAINTENANCE	107,224	60,436	46,788	0
d	DUES AND SUBSCRIPTIONS	43,996	10,454	32,222	1,320
e					
f	All other expenses				
25	Total functional expenses. Add lines 1 through 24f	8,240,808	5,941,184	1,523,925	775,699
26	Joint costs. Check here <input type="checkbox"/> if following SOP 98-2 (ASC 958-720) 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	1,149,814	1	1,104,278
	2 Savings and temporary cash investments	1,542,397	2	856,292
	3 Pledges and grants receivable, net	1,338,076	3	1,205,267
	4 Accounts receivable, net	129,298	4	89,276
	5 Receivables from current and former officers, directors, trustees, key employees, and highest compensated employees Complete Part II of Schedule L		5	
	6 Receivables from other disqualified persons (as defined under section 4958(f)(1)), persons described in section 4958(c)(3)(B), and contributing employers, and sponsoring organizations of section 501(c)(9) voluntary employees' beneficiary organizations (see instructions) Schedule L		6	
	7 Notes and loans receivable, net		7	
	8 Inventories for sale or use	430,654	8	414,943
	9 Prepaid expenses and deferred charges	202,695	9	260,354
	10a Land, buildings, and equipment cost or other basis Complete Part VI of Schedule D	14,322,761		
	b Less accumulated depreciation	7,851,572	10c	6,471,189
	11 Investments—publicly traded securities	44,135	11	56,707
	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	2,393,030	15	2,494,667
16 Total assets. Add lines 1 through 15 (must equal line 34)	14,012,462	16	12,952,973	
Liabilities	17 Accounts payable and accrued expenses	983,867	17	1,119,143
	18 Grants payable		18	
	19 Deferred revenue	823,079	19	548,733
	20 Tax-exempt bond liabilities	815,000	20	550,000
	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	585,000	23	885,000
	24 Unsecured notes and loans payable to unrelated third parties		24	
	25 Other liabilities Complete Part X of Schedule D	2,326,080	25	1,818,499
	26 Total liabilities. Add lines 17 through 25	5,533,026	26	4,921,375
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	2,332,513	27	1,977,390
	28 Temporarily restricted net assets	6,146,923	28	6,054,208
	29 Permanently restricted net assets		29	
	Organizations that do not follow SFAS 117, check here <input type="checkbox"/> and complete lines 30 through 34.			
	30 Capital stock or trust principal, or current funds		30	
	31 Paid-in or capital surplus, or land, building or equipment fund		31	
	32 Retained earnings, endowment, accumulated income, or other funds		32	
33 Total net assets or fund balances	8,479,436	33	8,031,598	
34 Total liabilities and net assets/fund balances	14,012,462	34	12,952,973	

Part XI Reconciliation of Net Assets

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

1	Total revenue (must equal Part VIII, column (A), line 12)	1	8,057,671
2	Total expenses (must equal Part IX, column (A), line 25)	2	8,240,808
3	Revenue less expenses Subtract line 2 from line 1	3	-183,137
4	Net assets or fund balances at beginning of year (must equal Part X, line 33, column (A))	4	8,479,436
5	Other changes in net assets or fund balances (explain in Schedule O)	5	-264,701
6	Net assets or fund balances at end of year Combine lines 3, 4, and 5 (must equal Part X, line 33, column (B))	6	8,031,598

Part XII Financial Statements and Reporting

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

		Yes	No
1	Accounting method used to prepare the Form 990 <input type="checkbox"/> Cash <input checked="" type="checkbox"/> Accrual <input type="checkbox"/> Other _____ If the organization changed its method of accounting from a prior year or checked "Other," explain in Schedule O		
2a	Were the organization's financial statements compiled or reviewed by an independent accountant?		No
b	Were the organization's financial statements audited by an independent accountant?	Yes	
c	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	
d	If "Yes" to line 2a or 2b, check a box below to indicate whether the financial statements for the year were issued on a separate basis, consolidated basis, or both <input type="checkbox"/> Separate basis <input checked="" 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?		No
b	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		

SCHEDULE A
(Form 990 or 990EZ)

Public Charity Status and Public Support

OMB No 1545-0047

2010

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
PHOENIX ART MUSEUM INC

Employer identification number

86-0072608

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

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

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

	Yes	No
11g(i)		
11g(ii)		
11g(iii)		

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

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) 2006	(b) 2007	(c) 2008	(d) 2009	(e) 2010	(f) Total
1 Gifts, grants, contributions, and membership fees received (Do not include any "unusual grants.")	14,118,307	12,226,082	5,564,823	5,169,910	4,982,269	42,061,391
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	3,578,845	4,531,538	3,723,447	3,514,135	5,190,328	20,538,293
4 Total. Add lines 1 through 3	17,697,152	16,757,620	9,288,270	8,684,045	10,172,597	62,599,684
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)						
6 Public Support. Subtract line 5 from line 4						62,599,684

Section B. Total Support

Calendar year (or fiscal year beginning in) ▶	(a) 2006	(b) 2007	(c) 2008	(d) 2009	(e) 2010	(f) Total
7 Amounts from line 4	17,697,152	16,757,620	9,288,270	8,684,045	10,172,597	62,599,684
8 Gross income from interest, dividends, payments received on securities loans, rents, royalties and income from similar sources	203,707	124,366	46,243	12,883	8,985	396,184
9 Net income from unrelated business activities, whether or not the business is regularly carried on	19,640	39,818	28,892	24,119	30,190	142,659
10 Other income Do not include gain or loss from the sale of capital assets (Explain in Part IV.)	14,426	263,104	130,346	108,495	112,981	629,352
11 Total support (Add lines 7 through 10)						63,767,879
12 Gross receipts from related activities, etc (See instructions)					12	19,384,516

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 2010 (line 6 column (f) divided by line 11 column (f))	14	98.170%
15 Public Support Percentage for 2009 Schedule A, Part II, line 14	15	98.110%

16a 33 1/3% support test—2010. 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—2009.** 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—2010.** 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—2009.** 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 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) 2006	(b) 2007	(c) 2008	(d) 2009	(e) 2010	(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) 2006	(b) 2007	(c) 2008	(d) 2009	(e) 2010	(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 2010 (line 8 column (f) divided by line 13 column (f))	15	
16 Public support percentage from 2009 Schedule A, Part III, line 15	16	

Section D. Computation of Investment Income Percentage

17 Investment income percentage for 2010 (line 10c column (f) divided by line 13 column (f))	17	
18 Investment income percentage from 2009 Schedule A, Part III, line 17	18	
19a 33 1/3% support tests—2010. 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—2009. 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.** Supplemental Information. Complete this part to provide the explanations required by Part II, line 10; Part II, line 17a or 17b; and Part III, line 12. Also complete this part for any additional information. (See instructions).

Additional Data

Software ID:
Software Version:
EIN: 86-0072608
Name: PHOENIX ART MUSEUM INC

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			
ANGELA C SINGER TRUSTEE	1 00	X					0	0	0	
BRAD WILDE TRUSTEE	1 00	X					0	0	0	
BRUCE COVILL TRUSTEE	1 00	X					0	0	0	
DENNIS LYON TRUSTEE	1 00	X					0	0	0	
DON MARTIN TRUSTEE	1 00	X					0	0	0	
DORIS ONG TRUSTEE	1 00	X					0	0	0	
DREW BROWN TRUSTEE	1 00	X					0	0	0	
EILEEN YEUNG TRUSTEE	1 00	X					0	0	0	
ELLEN KATZ TRUSTEE	1 00	X					0	0	0	
JACQUIE DORRANCE TRUSTEE	1 00	X					0	0	0	
JAMES LUNDY TRUSTEE	1 00	X					0	0	0	
JOE LAMPE TRUSTEE	1 00	X					0	0	0	
ANDREW KIM TRUSTEE	1 00	X					0	0	0	
JOHN BOUMA TRUSTEE	1 00	X					0	0	0	
KEN KENDRICK TRUSTEE	1 00	X					0	0	0	
MICHAEL GREENBAUM TRUSTEE-TREASURER	1 00	X					0	0	0	
PATRICIA NOLAN TRUSTEE-SECRETARY	1 00	X					0	0	0	
PAUL GROVES TRUSTEE	1 00	X					0	0	0	
RICHARD GOLDSMITH TRUSTEE	1 00	X					0	0	0	
SHARRON ORTH LEWIS TRUSTEE	1 00	X					0	0	0	
STEVE RINEBERG TRUSTEE	1 00	X					0	0	0	
STEVEN L TUFTS TRUSTEE	1 00	X					0	0	0	
STEVE WHEELER TRUSTEE-VICE CHAIRMAN	1 00	X					0	0	0	
SUSAN BLACK TRUSTEE	1 00	X					0	0	0	
TIMOTHY LOUIS TRUSTEE	1 00	X					0	0	0	

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			
TONY ASTORGA TRUSTEE	1 00	X						0	0	0
WILLIAM G WAY TRUSTEE-CHAIRMAN	1 00	X						0	0	0
SUSAN DRESCHER-MULZET TRUSTEE	1 00	X						0	0	0
DIANA ELLIS SMITH TRUSTEE	1 00	X						0	0	0
DR MERYL HABER TRUSTEE	1 00	X						0	0	0
DR HOWARD HENDLER TRUSTEE	1 00	X						0	0	0
SALLY LEHMANN TRUSTEE	1 00	X						0	0	0
JAY SCHLOTT TRUSTEE	1 00	X						0	0	0
POLLY LEVINE TRUSTEE	1 00	X						0	0	0
PETER BANKO TRUSTEE	1 00	X						0	0	0
JOAN CREMIN TRUSTEE	1 00	X						0	0	0
AJ DICKEY TRUSTEE	1 00	X						0	0	0
JUDY LINHART TRUSTEE	1 00	X						0	0	0
STEVE MACLELLAN TRUSTEE	1 00	X						0	0	0
JIM PATTERSON TRUSTEE	1 00	X						0	0	0
ARMITY SIMON TRUSTEE	1 00	X						0	0	0
GARY TOOKER TRUSTEE	1 00	X						0	0	0
JOHN ZIDICH TRUSTEE	1 00	X						0	0	0
JAMES BALLINGER SYBIL HARRINGTON DIRECTOR	37 50			X		X		232,048	0	26,334
GARY EGAN DEPUTY DIR-FINANCE & ADMIN	37 50			X				136,134	0	17,193
RITA LOCKE DIRECTOR OF DEVELOPMENT	37 50			X				123,650	0	13,222

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

4d. Other program services				
(Code) (Expenses \$	282,495	including grants of \$) (Revenue \$ 558,690)
GIFT SHOP AND MUSEUM STORE - DESIGNED TO GIVE VISITORS A MORE IN DEPTH KNOWLEDGE OF THE VISUAL ARTS AND OF THE SUBJECTS DISCUSSED IN THE MUSEUM'S COLLECTIONS AND EXHIBITIONS THE EDUCUATIONAL MERCHANDISE, UNIQUE MEMORABILIA AND EXHIBITION SPECIFIC ITEMS ALLOW FOR THE CONTINUATION OF THE MUSEUM EXPERIENCE AT HOME				
(Code) (Expenses \$	4,735,830	including grants of \$) (Revenue \$ 1,685,425)
MUSEUM COLLECTION AND EXHIBITS				

SCHEDULE D (Form 990)

OMB No 1545-0047

Supplemental Financial Statements

2010

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 PHOENIX ART MUSEUM INC

Employer identification number 86-0072608

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

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	
1d	
1e	
1f	

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

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

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

	(a) Current Year	(b) Prior Year	(c) Two Years Back	(d) Three Years Back	(e) Four Years Back
1a Beginning of year balance	20,470,831	18,620,839	22,182,620		
b Contributions	507,399	61,113	121,346		
c Investment earnings or losses	2,932,883	1,893,540	-3,201,608		
d Grants or scholarships	680,198	55,658	399,791		
e Other expenditures for facilities and programs					
f Administrative expenses	58,679	49,003	81,728		
g End of year balance	23,172,236	20,470,831	18,620,839		

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

- a** Board designated or quasi-endowment ▶ 0 %
- b** Permanent endowment ▶ 42.000 %
- c** Term endowment ▶ 58.000 %

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

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		699,253		699,253
b Buildings				
c Leasehold improvements		10,674,786	5,744,630	4,930,156
d Equipment		1,870,669	1,286,579	584,090
e Other		1,078,053	820,363	257,690
Total. Add lines 1a-1e (Column (d) should equal Form 990, Part X, column (B), line 10(c).)				6,471,189

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	8,057,671
2	Total expenses (Form 990, Part IX, column (A), line 25)	2	8,240,808
3	Excess or (deficit) for the year Subtract line 2 from line 1	3	-183,137
4	Net unrealized gains (losses) on investments	4	12,572
5	Donated services and use of facilities	5	
6	Investment expenses	6	
7	Prior period adjustments	7	
8	Other (Describe in Part XIV)	8	-277,273
9	Total adjustments (net) Add lines 4 - 8	9	-264,701
10	Excess or (deficit) for the year per financial statements Combine lines 3 and 9	10	-447,838

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	14,255,867
2	Amounts included on line 1 but not on Form 990, Part VIII, line 12		
a	Net unrealized gains on investments	2a	
b	Donated services and use of facilities	2b	5,629,423
c	Recoveries of prior year grants	2c	
d	Other (Describe in Part XIV)	2d	1,334,004
e	Add lines 2a through 2d	2e	6,963,427
3	Subtract line 2e from line 1	3	7,292,440
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	765,231
c	Add lines 4a and 4b	4c	765,231
5	Total Revenue Add lines 3 and 4c . (This should equal Form 990, Part I, line 12)	5	8,057,671

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

1	Total expenses and losses per audited financial statements	1	14,126,372
2	Amounts included on line 1 but not on Form 990, Part IX, line 25		
a	Donated services and use of facilities	2a	5,629,423
b	Prior year adjustments	2b	
c	Other losses	2c	
d	Other (Describe in Part XIV)	2d	341,174
e	Add lines 2a through 2d	2e	5,970,597
3	Subtract line 2e from line 1	3	8,155,775
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	85,033
c	Add lines 4a and 4b	4c	85,033
5	Total expenses Add lines 3 and 4c . (This should equal Form 990, Part I, line 18)	5	8,240,808

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	FINANCIAL STATEMENT FOOTNOTE REGARDING THE FINE ARTS COLLECTION FINE ARTS COLLECTION CONSISTS OF PURCHASED AND DONATED WORKS OF ART THE COLLECTION IS ON DISPLAY TO THE GENERAL PUBLIC THE MUSEUM EMPLOYS PROFESSIONAL STAFF TO ENSURE THAT THE COLLECTION ITEMS ARE PRESERVED AND PROTECTED THE COLLECTION ITEMS ARE NOT CAPITALIZED BY THE MUSEUM COSTS OF PURCHASING COLLECTION ITEMS, DEACCESSIONS OF COLLECTION ITEMS AND PROCEEDS FROM INSURANCE RECOVERIES ARE INCLUDED AS A CHANGE IN THE APPROPRIATE CATEGORY OF NET ASSETS PROCEEDS FROM THE DEACCESSION OF COLLECTION ITEMS ARE RESTRICTED FOR PURCHASES OF ADDITIONAL COLLECTION ITEMS ACQUISITIONS OF FINE ART, INCLUDED AS A DECREASE IN UNRESTRICTED NET ASSETS, TOTALED \$378,910 AND \$417,120 FOR THE YEARS ENDED JUNE 30, 2011 AND 2010, RESPECTIVELY
DESCRIPTION OF INTENDED USE OF ENDOWMENT FUNDS	PART V, LINE 4	THE ORGANIZATION'S ENDOWMENT FUNDS WILL BE USED TO SUPPORT VARIOUS PROGRAMS OF PHOENIX ART MUSEUM
PART XI, LINE 8 - OTHER ADJUSTMENTS		ACQUISITION OF FINE ART CHANGE IN CHARITABLE GIFT ANNUITIES
PART XII, LINE 2D - OTHER ADJUSTMENTS		COST OF SALES \$282,495 CHANGE IN CHARITABLE GIFT ANNUITIES \$101,637 RELATED ORGANIZATION REVENUE \$949,872
PART XII, LINE 4B - OTHER ADJUSTMENTS		GRANT FROM AFFILIATE ELIMINATED ON FINANCIAL STATEMENTS \$680,198 SPECIAL EVENTS EXP OFFSET AGAINST REVENUE ON FINANCIAL STATEMENTS \$65,390 INTERCOMPANY REVENUE ELIMINATED ON FINANCIAL STATEMENTS \$19,643
PART XIII, LINE 2D - OTHER ADJUSTMENTS		COST OF SALES \$282,495 RELATED ORGANIZATION EXPENSE \$58,679
PART XIII, LINE 4B - OTHER ADJUSTMENTS		INTERCOMPANY EXPENSES ELIMINATED ON FINANCIAL STATEMENTS \$19,643 SPECIAL EVENTS EXP OFFSET AGAINST REVENUE ON FINANCIAL STATEMENTS \$65,390

SCHEDULE G (Form 990 or 990-EZ)

Supplemental Information Regarding Fundraising or Gaming Activities

OMB No 1545-0047

2010

Open to Public Inspection

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

Department of the Treasury Internal Revenue Service

Name of the organization PHOENIX ART MUSEUM INC

Employer identification number 86-0072608

Part I Fundraising Activities. Complete if the organization answered "Yes" to Form 990, Part IV, line 17.

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

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

2a Did the organization have a written or oral agreement with any individual... Yes No

b If "Yes," list the ten highest paid individuals or entities (fundraisers) pursuant to agreements...

Table with 6 columns: (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. Includes a Total row at the bottom.

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

Part II Fundraising Events. Complete if the organization answered "Yes" to Form 990, Part IV, line 18, or reported more than \$15,000 on Form 990-EZ, line 6a. List events with gross receipts greater than \$5,000.

		(a) Event #1 THE PARTY 2011 (event type)	(b) Event #2 CF BUILDING A COLLECTON DINNER/AUCT (event type)	(c) Other Events 7 (total number)	(d) Total Events (Add col (a) through col (c))
Revenue	1 Gross receipts	1,225,455	250,392	250,594	1,726,441
	2 Less Charitable contributions	368,717	8,050	17,659	394,426
	3 Gross income (line 1 minus line 2)	856,738	242,342	232,935	1,332,015
Direct Expenses	4 Cash prizes				
	5 Non-cash prizes				
	6 Rent/facility costs				
	7 Food and beverages				
	8 Entertainment				
	9 Other direct expenses	360,823	137,746	154,315	652,884
	10 Direct expense summary Add lines 4 through 9 in column (d) ▶				652,884
11 Net income summary Combine lines 3 and 10 in column (d) ▶				679,131	

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 Non-cash prizes				
	4 Rent/facility costs				
	5 Other direct expenses				
	6 Volunteer labor	<input type="checkbox"/> Yes% <input type="checkbox"/> No	<input type="checkbox"/> Yes% <input type="checkbox"/> No	<input type="checkbox"/> Yes% <input type="checkbox"/> No	
7 Direct expense summary Add lines 2 through 5 in column (d) ▶					
8 Net gaming income summary Combine lines 1 and 7 in 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 Provide 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

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 distributed to other exempt organizations or spent in the organization's own exempt activities during the tax year ▶ \$ _____

Part IV Complete this part to provide additional information for responses to question on Schedule G (see instructions.)

Identifier	ReturnReference	Explanation
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Schedule J
(Form 990)

Compensation Information

OMB No 1545-0047

2010

Open to Public Inspection

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

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

▶ Attach to Form 990. ▶ See separate instructions.

Department of the Treasury
Internal Revenue Service

Name of the organization
PHOENIX ART MUSEUM INC

Employer identification number

86-0072608

Part I Questions Regarding Compensation

- 1a** Check the appropriate box(es) if the organization provided any of the following to or for a person listed in Form 990, Part VII, Section A, line 1a. Complete Part III to provide any relevant information regarding these items.
- | | |
|--|---|
| <input type="checkbox"/> First-class or charter travel | <input type="checkbox"/> 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 checked="" 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 in line 1a are checked, did the organization follow a written policy regarding payment or reimbursement or provision of all the expenses described above? If "No," complete Part III to explain

2 Did the organization require substantiation prior to reimbursing or allowing expenses incurred by all officers, directors, trustees, and the CEO/Executive Director, regarding the items checked in line 1a?

3 Indicate which, if any, of the following the organization uses to establish the compensation of the organization's CEO/Executive Director. Check all that apply.

- | | |
|---|---|
| <input type="checkbox"/> Compensation committee | <input type="checkbox"/> Written employment contract |
| <input type="checkbox"/> Independent compensation consultant | <input checked="" type="checkbox"/> Compensation survey or study |
| <input checked="" type="checkbox"/> Form 990 of other organizations | <input checked="" type="checkbox"/> Approval by the board or compensation committee |

4 During the year, did any person listed in Form 990, Part VII, Section A, line 1a with respect to the filing organization or a related organization:

- a** Receive a severance payment or change-of-control payment from the organization or a related organization?
- b** Participate in, or receive payment from, a supplemental nonqualified retirement plan?
- c** Participate in, or receive payment from, an equity-based compensation arrangement?
- If "Yes" to any of lines 4a-c, list the persons and provide the applicable amounts for each item in Part III

Only 501(c)(3) and 501(c)(4) organizations only must complete lines 5-9.

5 For persons listed in form 990, Part VII, Section A, line 1a, did the organization pay or accrue any compensation contingent on the revenues of:

- a** The organization?
- b** Any related organization?

If "Yes," to line 5a or 5b, describe in Part III

6 For persons listed in form 990, Part VII, Section A, line 1a, did the organization pay or accrue any compensation contingent on the net earnings of:

- a** The organization?
- b** Any related organization?

If "Yes," to line 6a or 6b, describe in Part III

7 For persons listed in Form 990, Part VII, Section A, line 1a, did the organization provide any non-fixed payments not described in lines 5 and 6? If "Yes," describe in Part III

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 Regs. section 53.4958-4(a)(3)? If "Yes," describe in Part III

9 If "Yes" to line 8, did the organization also follow the rebuttable presumption procedure described in Regulations section 53.4958-6(c)?

	Yes	No
1b	Yes	
2	Yes	
4a		No
4b		No
4c		No
5a		No
5b		No
6a		No
6b		No
7		No
8		No
9		

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) must equal the applicable column (D) or column (E) amounts on Form 990, Part VII, line 1a

(A) Name		(B) Breakdown of W-2 and/or 1099-MISC compensation			(C) Retirement and other deferred compensation	(D) Nontaxable benefits	(E) Total of columns (B)(i)-(D)	(F) Compensation reported in prior Form 990 or Form 990-EZ
		(i) Base compensation	(ii) Bonus & incentive compensation	(iii) Other reportable compensation				
(1) JAMES BALLINGER	(i)	232,048	0	0	0	26,334	258,382	0
	(ii)	0	0	0	0	0	0	0
(2) GARY EGAN	(i)	136,134	0	0	0	17,193	153,327	0
	(ii)	0	0	0	0	0	0	0
(3)								
(4)								
(5)								
(6)								
(7)								
(8)								
(9)								
(10)								
(11)								
(12)								
(13)								
(14)								
(15)								
(16)								

Part III Supplemental Information

Complete this part to provide the information, explanation, or descriptions required for Part I, lines 1a, 1b, 4c, 5a, 5b, 6a, 6b, 7, and 8. Also complete this part for any additional information.

Identifier	Return Reference	Explanation
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**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).

▶ Attach to Form 990. ▶ See separate instructions.

2010

**Open to Public
Inspection**

Department of the Treasury
Internal Revenue Service

Name of the organization
PHOENIX ART MUSEUM INC

Employer identification number

86-0072608

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		(i) Pool financing	
							Yes	No	Yes	No	Yes	No
A	THE INDUSTRIAL BOND DEVELOPMENT AUTHORITY OF THE CITY OF PHOENIX	86-0447254	71884GAA4	03-30-2006	6,120,000	MUSEUM EXPANSION	X			X		X

Part II Proceeds

	A	B	C	D
1 Amount of bonds retired	6,120,000			
2 Amount of bonds legally defeased				
3 Total proceeds of issue				
4 Gross proceeds in reserve funds				
5 Capitalized interest from proceeds				
6 Proceeds in refunding escrow				
7 Issuance costs from proceeds	120,000			
8 Credit enhancement from proceeds				
9 Working capital expenditures from proceeds				
10 Capital expenditures from proceeds	6,000,000			
11 Other spent proceeds				
12 Other unspent proceeds				
13 Year of substantial completion	2006			
	Yes	No	Yes	No
14 Were the bonds issued as part of a current refunding issue?		X		
15 Were the bonds issued as part of an advance refunding issue?		X		
16 Has the final allocation of proceeds been made?	X			
17 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	
	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?		X						
2 Are there any lease arrangements that may result in private business use of bond-financed property?	X							

Part III Private Business Use (Continued)

	A		B		C		D	
	Yes	No	Yes	No	Yes	No	Yes	No
3a Are there any management or service contracts that may result in private business use?		X						
b Are there any research agreements that may result in private business use of bond-financed property?		X						
c 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	0 %							
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	0 %							
6 Total of lines 4 and 5	0 %							
7 Has the organization adopted management practices and procedures to ensure the post-issuance compliance of its tax-exempt bond liabilities?	X							

Part IV Arbitrage

	A		B		C		D	
	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?		X						
2 Is the bond issue a variable rate issue?	X							
3a Has the organization or the governmental issuer entered into a hedge with respect to the bond issue?		X						
b Name of provider								
c Term of hedge								
d Was the hedge superintegrated?								
e Was a hedge terminated?								
4a Were gross proceeds invested in a GIC?		X						
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?		X						
6 Did the bond issue qualify for an exception to rebate?		X						

Part V Supplemental Information

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

Identifier	Return Reference	Explanation

SCHEDULE M (Form 990)

NonCash Contributions

OMB No 1545-0047

2010

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 PHOENIX ART MUSEUM INC

Employer identification number 86-0072608

Part I Types of Property

Table with 4 columns: (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 oncash contribution amounts. Rows include Art-Works of art, Art-Historical treasures, Art-Fractional interests, Books and publications, Clothing and household goods, Cars and other vehicles, Boats and planes, Intellectual property, Securities-Publicly traded, Securities-Closely held stock, Securities-Partnership, LLC, or trust interests, Securities-Miscellaneous, Qualified conservation contribution-Historic structures, Qualified conservation contribution-Other, Real estate-Residential, Real estate-Commercial, Real estate-Other, Collectibles, Food inventory, Drugs and medical supplies, Taxidermy, Historical artifacts, Scientific specimens, Archeological artifacts, 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 14

Table with 3 columns: Question, Yes, No. Rows include 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...), 31 (Does the organization have a gift acceptance policy...), 32a (Does the organization hire or use third parties or related organizations to solicit, process, or sell non-cash contributions?), 33 (If the organization did not report revenues in column (c) for a type of property for which column (a) is checked, describe in Part II).

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)	# OF CONTRIBUTORS FROM RECORDS OF CONTRIBUTIONS
NON REPORTING OF REVENUE	PART I, LINE 33	- THE MUSEUM HAS A LARGE COLLECTION OF FINE ART BUT DOES NOT CAPITALIZE OR VALUE ITS COLLECTION, SO GIFTS OF ART ARE NOT INCLUDED IN REVENUE

Schedule M (Form 990) 2010

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 to provide any additional information.**
▶ **Attach to Form 990 or 990-EZ.**

OMB No 1545-0047

2010

**Open to Public
Inspection**

Name of the organization
PHOENIX ART MUSEUM INC

Employer identification number

86-0072608

Identifier	Return Reference	Explanation
PROGRAM SERVICE ACCOMPLISHMENT # 1	FORM 990, PAGE 2, PART III	CEZANNE AND AMERICAN MODERNISM FRENCH MASTER PAUL CEZANNE, ONE OF THE MOST RECOGNIZABLE NAMES IN ART, IS CELEBRATED WORLDWIDE FOR HIS POST-IMPRESSIONIST MASTERPIECES. HOWEVER, CEZANNE'S GREATEST LEGACY MAY BE THE TRANSFORMATIVE EFFECT HIS WORK HAD ON 20TH CENTURY ARTISTS. CEZANNE AND AMERICAN MODERNISM IS THE FIRST EXHIBITION TO EXAMINE CEZANNE'S INFLUENCE ON AMERICAN ARTISTS WORKING BETWEEN 1900 AND 1930 BY BRINGING TOGETHER 16 OF THE FRENCH MASTER'S PAINTINGS AND WORKS ON PAPERS WITH MORE THAN 80 WORKS BY 33 AMERICAN ARTISTS, INCLUDING MARSDEN HARTLEY, MAURICE PRENDERGAST, ARSHILE GORKY, ALFRED STIEGLITZ AND MAN RAY. THE EXHIBITION SHOWCASES OUTSTANDING WORKS FROM PUBLIC AND PRIVATE COLLECTIONS THROUGHOUT THE U.S., INCLUDING THE METROPOLITAN MUSEUM OF ART, ART INSTITUTE OF CHICAGO, MUSEUM OF FINE ARTS, BOSTON, AND WORKS FROM PHOENIX ART MUSEUM'S PERMANENT COLLECTION.

Identifier	Return Reference	Explanation
PROGRAM SERVICE ACCOMPLISHMENT # 2	FORM 990, PAGE 2, PART III	FASHION INDEPENDENT THE ORIGINAL STYLE OF ANN BONFOEY TAYLOR FASHION INDEPENDENT THE ORIGINAL STYLE OF ANN BONFOEY TAYLOR, A FASHION DESIGN EXHIBITION EXCLUSIVE TO PHOENIX ART MUSEUM, OPENS THE CLOSET OF AN ACCLAIMED AMERICAN TASTEMAKER TO REVEAL AN EXTRAORDINARY WARDROBE OF CUSTOM-MADE COUTURE AND PERSONALLY DESIGNED SPORTING ENSEMBLES IN 2008, SOCIALITE AND SPORTSWOMAN ANN BONFOEY TAYLOR'S WARDROBE WAS GIFTED TO THE MUSEUM BY THE TAYLOR FAMILY SELECTED BY ARTS AND ANTIQUES AS ONE OF THE TOP 100 MUSEUM GIFTS OF 2008, THIS PRESTIGIOUS ACQUISITION WAS A RICH ARCHIVE OF WORKS BY THE MOST MASTERFUL FASHION DESIGNERS OF THE 1940S THROUGH 1960S INCLUDING CHARLES JAMES, MADAME GRES, BALENCIAGA, GIVENCHY AND FORTUNY FASHION INDEPENDENT THE ORIGINAL STYLE OF ANN BONFOEY TAYLOR, ON VIEW NOW THROUGH MAY 29, 2011, SHOWCASES TAYLOR'S WARDROBE, UNIQUE STYLE AND VISION AND PROVIDES A COMPREHENSIVE LOOK AT THE ARTISTIC PROCESS OF SEVERAL LEGENDARY FASHION DESIGNERS

Identifier	Return Reference	Explanation
PROGRAM SERVICE ACCOMPLISHMENT # 3	FORM 990, PAGE 2, PART III	PORTAU ACQUISITION - PAYSAGE PROVENCAL (LANDSCAPE IN PROVENCE) PORTAU WAS A PROFESSIONAL MUSICIAN AND PAINTER DURING HIS VERY SHORT LIFE. HE WAS AN ACQUAINTANCE OF GEORGE SEURAT AND PAINTED IN A POINTILLIST STYLE. HE APPARENTLY WAS KNOWN IN BOTH PARIS AND BOSTON WHERE HE TRAVELLED ON TOUR FOR HIS PAINTINGS. HOWEVER, THERE IS NO RECORD HE EVEN HELD A FORMAL EXHIBITION. PORTAU PAINTED PRIMARILY AS A NEO-IMPRESSIONIST UNDER THE INFLUENCE OF SEURAT. AMONG THE FEW WORKS KNOWN BY THE ARTIST, THIS IS THE MOST "IMPRESSIONIST" IN COMPOSITION. SINCE THERE WERE NO EXHIBITIONS OF HIS WORK, THERE IS LITTLE TO JUDGE DIFFERENCES. HE WAS PRIMARILY A LANDSCAPE AND SEASCAPE PAINTER.

Identifier	Return Reference	Explanation
MISSION STATEMENT	FORM 990, PAGE 2, PART III	PHOENIX ART MUSEUM IS A VIBRANT DESTINATION CONNECTING PEOPLE TO GREAT ART FROM AROUND THE WORLD TO ENRICH THEIR LIVES AND COMMUNITIES THIS VISION IS SUPPORTED BY FOUR STRATEGIC PILLARS WHICH ARE 1 EXCEPTIONAL ART - TO CELEBRATE THE HIGHEST QUALITY VISUAL ART THROUGH OUTSTANDING EXHIBITIONS, ACQUISITIONS AND COLLECTION STEWARDSHIP 2 ENRICHMENT AND LEARNING - TO CREATE A NATIONALLY RECOGNIZED MODEL FOR ENHANCING EXPERIENCE OF THE VISUAL ARTS THROUGH INTERPRETATION, ENGAGED LEARNING, AND ENRICHMENT 3 BROAD AUDIENCE - TO ATTRACT THE BROADEST POSSIBLE AUDIENCE TO THE MUSEUM AS CONSISTENT AND ENTHUSIASTIC PARTICIPANTS 4 FISCAL STABILITY AND ORGANIZATIONAL EXCELLENCE - TO ACHIEVE AND MAINTAIN A STRONG FINANCIAL FOUNDATION

Identifier	Return Reference	Explanation
FORM 990, PART VI, SECTION A, LINE 6		THE MUSEUM HAS A MEMBERSHIP PROGRAM THAT CURRENTLY HAS 11,056 MEMBERS

Identifier	Return Reference	Explanation
FORM 990, PART VI, SECTION A, LINE 7A		MEMBERS OF THE GOVERNING BODY (BOARD OF TRUSTEES) ARE NOMINATED BY THE MUSEUM'S NOMINATING COMMITTEE AND THEN ARE VOTED UPON BY THE THE MUSEUM MEMBERSHIP

Identifier	Return Reference	Explanation
FORM 990, PART VI, SECTION B, LINE 11		THE 990 TAX RETURN WILL BE PRESENTED TO MEMBERS OF THE OPERATIONS COMMITTEE FOR REVIEW THE BOARD OF TRUSTEES WILL ALSO RECEIVE A COPY OF THE 990 TAX RETURN TO REVIEW

Identifier	Return Reference	Explanation
	FORM 990, PART VI, SECTION B, LINE 12C	THE MUSEUM'S GUIDELINES FOR PROFESSIONAL PRACTICES QUESTIONNAIRE AND COMPLIANCE AGREEMENT IS REQUIRED TO BE COMPLETED AND SIGNED BY TRUSTEES, PRESIDENTS OF SUPPORT ORGANIZATIONS, MUSEUM DIRECTOR, DIVISION HEADS, DEPARTMENT HEADS, AND ALL ACCOUNTING STAFF ANNUALLY THIS PROCESS IS DONE EVERY YEAR IN SEPTEMBER THE COMPLETED AND SIGNED AGREEMENTS ARE REVIEWED BY HUMAN RESOURCES MANAGER FOR COMPLETENESS ANY QUESTION THAT ARISES IS DISCUSSED WITH THE INDIVIDUAL SIGNING THE AGREEMENT

Identifier	Return Reference	Explanation
	FORM 990, PART VI, SECTION B, LINE 15	THE MUSEUM ENGAGES IN AN ANNUAL STAFF EVALUATION PROCESS TO DETERMINE PREVIOUS ACCOMPLISHMENTS, SET STAFF AND DEPARTMENT GOALS, AND DETERMINE SALARY INCREASES FOR THE CEO POSITION, A SALARY SURVEY WAS USED FROM THE AMERICAN ASSOCIATION OF MUSEUM DIRECTORS TO ENSURE THAT OUR CEO COMPENSATION IS IN LINE WITH MUSEUMS OF SIMILAR SIZE AND FINANCIAL STRENGTH AN AD HOC COMMITTEE OF BOARD MEMBERS WAS THEN CONSULTED TO DETERMINE THE LEVEL OF CEO COMPENSATION FOR THE MUSEUM

Identifier	Return Reference	Explanation
	FORM 990, PART VI, SECTION C, LINE 19	THE ORGANIZATION MAKES ITS GOVERNING DOCUMENTS, CONFLICT OF INTEREST POLICY, AND FINANCIAL STATEMENTS AVAILABLE UPON REQUEST

Identifier	Return Reference	Explanation
CHANGES IN NET ASSETS OR FUND BALANCES	FORM 990, PART XI, LINE 5	NET UNREALIZED GAINS ON INVESTMENTS 12,572 ACQUISITION OF FINE ART -378,910 CHANGE IN CHARITABLE GIFT ANNUITIES 101,637 TOTAL TO FORM 990, PART XI, LINE 5 -264,701

Identifier	Return Reference	Explanation
AUDIT COMMITTEE	FORM 990, PART XII, LINE 2C	THE ORGANIZATION HAS NOT CHANGED ITS OVERSIGHT PROCESS FOR THE AUDIT OR ITS SELECTION PROCESS FOR INDEPENDENT AUDITORS DURING THE YEAR

**SCHEDULE R
(Form 990)**

Related Organizations and Unrelated Partnerships

OMB No 1545-0047

2010

**Open to Public
Inspection**

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

Department of the Treasury
Internal Revenue Service

Name of the organization
PHOENIX ART MUSEUM INC

Employer identification number

86-0072608

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

(a) Name, address, and EIN 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(b)(13) controlled organization	
						Yes	No
(1) PHOENIX ART MUSEUM ENDOWMENT FUND INC 1625 N CENTRAL AVENUE PHOENIX, AZ 850041685 86-0765761	FINANCIAL SUPPORT OF PHOENIX ART MUSEUM	AZ	501(C)(3)	LINE 11A, I	N/A	Yes	

Part III Identification of Related Organizations Taxable as a Partnership (Complete if the organization answered "Yes" on Form 990, Part IV, line 34 because it had one or more related organizations treated as a partnership during the tax year.)

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

Part IV Identification of Related Organizations Taxable as a Corporation or Trust (Complete if the organization answered "Yes" on Form 990, Part IV, line 34 because it had one or more related organizations treated as a corporation or trust during the tax year.)

(a) Name, address, and EIN of related organization	(b) Primary activity	(c) Legal domicile (state or foreign country)	(d) Direct controlling entity	(e) Type of entity (C corp, S corp, or trust)	(f) Share of total income	(g) Share of end-of-year assets	(h) Percentage ownership

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

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

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?

- a** Receipt of **(i)** interest **(ii)** annuities **(iii)** royalties **(iv)** rent from a controlled entity
- b** Gift, grant, or capital contribution to other organization(s)
- c** Gift, grant, or capital contribution from other organization(s)
- d** Loans or loan guarantees to or for other organization(s)
- e** Loans or loan guarantees by other organization(s)

- f** Sale of assets to other organization(s)
- g** Purchase of assets from other organization(s)
- h** Exchange of assets
- i** Lease of facilities, equipment, or other assets to other organization(s)

- j** Lease of facilities, equipment, or other assets from other organization(s)
- k** Performance of services or membership or fundraising solicitations for other organization(s)
- l** Performance of services or membership or fundraising solicitations by other organization(s)
- m** Sharing of facilities, equipment, mailing lists, or other assets
- n** Sharing of paid employees

- o** Reimbursement paid to other organization for expenses
- p** Reimbursement paid by other organization for expenses

- q** Other transfer of cash or property to other organization(s)
- r** Other transfer of cash or property from other organization(s)

	Yes	No
1a		No
1b		No
1c	Yes	
1d		No
1e	Yes	
1f		No
1g		No
1h		No
1i		No
1j		No
1k		No
1l		No
1m	Yes	
1n		No
1o		No
1p	Yes	
1q		No
1r	Yes	

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

(a) Name of other organization	(b) Transaction type(a-r)	(c) Amount involved	(d) Method of determining amount involved
(1) PHOENIX ART MUSEUM ENDOWMENT FUND	C	680,198	FAIR MARKET VALUE
(2) PHOENIX ART MUSEUM ENDOWMENT FUND	M		
(3) PHOENIX ART MUSEUM ENDOWMENT FUND	P	1,150	FAIR MARKET VALUE
(4) PHOENIX ART MUSEUM ENDOWMENT FUND	R	885,000	FAIR MARKET VALUE
(5)			
(6)			

Part VII **Supplemental Information**

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

Identifier	Return Reference	Explanation
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