



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



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

Return of Organization Exempt From Income Tax
Under section 501(c), 527, or 4947(a)(1) of the Internal Revenue Code (except black lung benefit trust or private foundation)
 The organization may have to use a copy of this return to satisfy state reporting requirements

OMB No 1545-0047
2011
Open to Public Inspection

A For the 2011 calendar year, or tax year beginning 07-01-2011 and ending 06-30-2012

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 Doing Business As Number and street (or P O box if mail is not delivered to street address) Room/suite 1625 N CENTRAL AVENUE 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	D Employer identification number 86-0072608 E Telephone number (602) 257-1880 G Gross receipts \$ 9,009,528
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		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
J Website: WWW PHXART ORG		
K Form of organization <input checked="" type="checkbox"/> Corporation <input type="checkbox"/> Trust <input type="checkbox"/> Association <input type="checkbox"/> Other		L Year of formation 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)	3		44
	4 Number of independent voting members of the governing body (Part VI, line 1b)	4		44
	5 Total number of individuals employed in calendar year 2011 (Part V, line 2a)	5		145
	6 Total number of volunteers (estimate if necessary)	6		3,012
	7a Total unrelated business revenue from Part VIII, column (C), line 12	7a		37,878
	b Net unrelated business taxable income from Form 990-T, line 34	7b		10,077
Revenue		Prior Year	Current Year	
	8 Contributions and grants (Part VIII, line 1h)	4,982,269	4,943,370	
	9 Program service revenue (Part VIII, line 2g)	1,967,920	1,924,333	
	10 Investment income (Part VIII, column (A), lines 3, 4, and 7d)	8,985	6,704	
	11 Other revenue (Part VIII, column (A), lines 5, 6d, 8c, 9c, 10c, and 11e)	1,098,497	945,240	
	12 Total revenue—add lines 8 through 11 (must equal Part VIII, column (A), line 12)	8,057,671	7,819,647	
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)	3,902,346	5,166,262	
	16a Professional fundraising fees (Part IX, column (A), line 11e)	0	850	
	b Total fundraising expenses (Part IX, column (D), line 25) <u>844,219</u>			
	17 Other expenses (Part IX, column (A), lines 11a–11d, 11f–24e)	4,338,462	3,567,943	
	18 Total expenses Add lines 13–17 (must equal Part IX, column (A), line 25)	8,240,808	8,735,055	
	19 Revenue less expenses Subtract line 18 from line 12	-183,137	-915,408	
Net Assets or Fund Balances		Beginning of Current Year	End of Year	
	20 Total assets (Part X, line 16)	12,952,973	11,078,519	
	21 Total liabilities (Part X, line 26)	4,921,375	5,456,904	
	22 Net assets or fund balances Subtract line 21 from line 20	8,031,598	5,621,615	

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	2013-04-19 Date	
	GARY EGAN DEPUTY DIRECTOR OF FINANCE & ADMIN Type or print name and title		
Paid Preparer's Use Only	Preparer's signature <u>PHIL MCCOLLUM CPA</u> Date _____ Check if self-employed <input type="checkbox"/>	Preparer's taxpayer identification number (see instructions) P00129716 EIN <u>41-0746749</u> Phone no <u>(602) 266-2248</u>	
	Firm's name (or yours if self-employed), address, and ZIP + 4 CLIFTONLARSONALLEN LLP 20 E THOMAS RD STE 2300 PHOENIX, AZ 85012		

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

4a (Code) (Expenses \$ 262,938 including grants of \$) (Revenue \$)

SEE SCHEDULE O FOR DESCRIPTION OF MEXICAN MODERNISM FROM THE BLAISTEN COLLECTION

4b (Code) (Expenses \$ 248,743 including grants of \$) (Revenue \$)

SEE SCHEDULE O FOR DESCRIPTION OF FRANK LLOYD WRIGHT ORGANIC ARCHITECTURE FOR THE 21ST CENTURY

4c (Code) (Expenses \$ 79,000 including grants of \$) (Revenue \$ 79,000)

SEE SCHEDULE O FOR DESCRIPTION OF "UNDER THE BRIDGE", ALVAN FISHER

(Code) (Expenses \$ 690,337 including grants of \$) (Revenue \$ 738,019)

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 EDUCATIONAL MERCHANDISE, UNIQUE MEMORABILIA AND EXHIBITION SPECIFIC ITEMS ALLOW FOR THE CONTINUATION OF THE MUSEUM EXPERIENCE AT HOME

(Code) (Expenses \$ 4,813,173 including grants of \$) (Revenue \$ 1,459,335)

MUSEUM COLLECTION AND EXHIBITS

4d Other program services (Describe in Schedule O)
(Expenses \$ 5,503,510 including grants of \$) (Revenue \$ 2,197,354)

4e Total program service expenses \$ 6,094,191

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> <input checked="" type="checkbox"/>	Yes	
2 Is the organization required to complete <i>Schedule B, Schedule of Contributors</i> (see instructions)? <input checked="" type="checkbox"/>	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 for which donors have the right to provide advice on the distribution or investment of amounts in such funds or accounts? <i>If "Yes," complete Schedule D, Part I.</i> <input checked="" type="checkbox"/>		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> <input checked="" type="checkbox"/>		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> <input checked="" type="checkbox"/>	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> <input checked="" type="checkbox"/>		No
10 Did the organization, directly or through a related organization, hold assets in temporarily restricted endowments, permanent endowments, or quasi-endowments? <i>If "Yes," complete Schedule D, Part V.</i> <input checked="" type="checkbox"/>	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> <input checked="" type="checkbox"/>	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> <input checked="" type="checkbox"/>		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> <input checked="" type="checkbox"/>		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> <input checked="" type="checkbox"/>	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> <input checked="" type="checkbox"/>	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> <input checked="" type="checkbox"/>		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> <input checked="" type="checkbox"/>		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> <input checked="" type="checkbox"/>	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, investment, and program service activities outside the United States, or aggregate foreign investments valued at \$100,000 or more? <i>If "Yes," complete Schedule F, Part I.</i>		No
15 Did the organization report on Part IX, column (A), line 3, more than \$5,000 of grants or assistance to any organization or entity located outside the U S? <i>If "Yes," complete Schedule F, Part II 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, Part 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.</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. All Form 990 filers that operated one or more hospitals must attach audited financial statements.		

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 questions 24b-24d and complete Schedule K. If "No," go to line 25</i>	24a		No
b	Did the organization invest any proceeds of tax-exempt bonds beyond a temporary period exception?	24b		
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		
d	Did the organization act as an "on behalf of" issuer for bonds outstanding at any time during the year?	24d		
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 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	
35a	Is any related organization a controlled entity of the filing organization within the meaning of section 512(b)(13)?	35a	Yes	
b	Did the organization receive any payment from or engage in any transaction with a controlled entity within the meaning of section 512(b)(13)? <i>If "Yes," complete Schedule R, Part V, line 2</i>	35b		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

Table with columns for question number, question text, and Yes/No response. Includes sections for backup withholding, employee reporting, foreign accounts, prohibited transactions, and charitable trusts.

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

Table with 3 columns: Question, Yes, No. Rows include: 1a (44), 1b (44), 2 (No), 3 (No), 4 (No), 5 (No), 6 (Yes), 7a (Yes), 7b (No), 8a (Yes), 8b (Yes), 9 (No).

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

Table with 3 columns: Question, Yes, No. Rows include: 10a (No), 10b, 11a (Yes), 11b, 12a (Yes), 12b (Yes), 12c (Yes), 13 (Yes), 14 (Yes), 15a (Yes), 15b (Yes), 16a (No), 16b.

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 made these available. Check all that apply.
19 Describe in Schedule O whether (and if so, how), the organization made its governing documents, conflict of interest policy, and financial statements available to the public. 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 per week (describe hours for related organizations in Schedule O)	(C) Position (do not check more than one box, unless person is both an officer and a director/trustee)						(D) Reportable compensation from the organization (W-2/1099-MISC)	(E) Reportable compensation from related organizations (W-2/1099-MISC)	(F) Estimated amount of other compensation from the organization and related organizations
		Individual trustee or director	Institutional Trustee	Officer	Key employee	Highest compensated employee	Former			
See Additional Data Table										
1b Sub-Total										
c Total from continuation sheets to Part VII, Section A										
d Total (add lines 1b and 1c)							505,829	0	49,140	

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

	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 Report compensation for the calendar year ending with or within the organization's tax year

(A) Name and business address	(B) Description of services	(C) Compensation
CARESCAPE CONSTRUCTIONS LLC 13370 W FOXFIRE DRIVE 101 SURPRISE, AZ 85374	LANDSCAPING SERVICES	162,788
UPRIGHT COMMERCIAL JANITORIAL 3332 W THOMAS ROAD PHOENIX, AZ 85017	JANITORIAL SERVICES	161,459
HAMMER GALLERIES 475 PARK AVENUE NEW YORK, NY 10022	ARTWORK	145,000
JOHNSON CONTROLS PO BOX 730068 DALLAS, TX 75373	SECURITY SYSTEMS	117,670
PS STUDIOS INC 3002 N THIRD STREET PHOENIX, AZ 85012	DESIGN/PRINTING	112,843
2 Total number of independent contractors (including but not limited to those listed above) who received more than \$100,000 of compensation from the organization 7		

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	1,111,674				
	c	Fundraising events 1c	236,898				
	d	Related organizations 1d	2,058,128				
	e	Government grants (contributions) 1e	249,114				
	f	All other contributions, gifts, grants, and similar amounts not included above 1f	1,287,556				
	g	Noncash contributions included in lines 1a-1f \$ <u>1,232,129</u>					
	h	Total. Add lines 1a-1f ▶	4,943,370				
Program Service Revenue			Business Code				
	2a	MEMBERSHIP DUES	900099	1,015,780	1,015,780		
	b	PROGRAM SERVICE REVENUE	900099	908,553	908,553		
	c						
	d						
	e						
	f	All other program service revenue					
g	Total. Add lines 2a-2f ▶	1,924,333					
Other Revenue	3	Investment income (including dividends, interest and other similar amounts) ▶	6,704			6,704	
	4	Income from investment of tax-exempt bond proceeds ▶					
	5	Royalties ▶					
	6a	(i) Real		(ii) Personal			
		b	Gross rents				
		c	Less rental expenses				
		d	Net rental income or (loss) ▶				
	7a	(i) Securities		(ii) Other			
		b	Gross amount from sales of assets other than inventory				
		c	Less cost or other basis and sales expenses				
		d	Net gain or (loss) ▶				
	8a	Gross income from fundraising events (not including \$ <u>236,898</u> of contributions reported on line 1c) See Part IV, line 18					
	a		1,228,142				
	b	Less direct expenses b	803,883				
	c	Net income or (loss) from fundraising events ▶	424,259			424,259	
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		738,019					
b	Less cost of goods sold b	385,998					
c	Net income or (loss) from sales of inventory ▶	352,021	352,021				
Miscellaneous Revenue		Business Code					
11a	REIMBURSEMENTS	900099	131,082		131,082		
b	CATERING	722320	37,878	37,878			
c							
d	All other revenue						
e	Total. Add lines 11a-11d ▶	168,960					
12	Total revenue. See Instructions ▶	7,819,647	2,276,354	37,878	562,045		

Part IX Statement of Functional Expenses

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

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

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

Do not include amounts reported on lines 6b, 7b, 8b, 9b, and 10b of Part VIII.		(A) Total expenses	(B) Program service expenses	(C) Management and general expenses	(D) Fundraising expenses
1	Grants and other assistance to governments and organizations in the United States See Part IV, line 21				
2	Grants and other assistance to individuals in the United States See Part IV, line 22				
3	Grants and other assistance to governments, organizations, and individuals outside the United States See Part IV, lines 15 and 16				
4	Benefits paid to or for members				
5	Compensation of current officers, directors, trustees, and key employees	570,659	313,617	150,268	106,774
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	2,967,838	2,027,747	604,975	335,116
8	Pension plan contributions (include section 401(k) and section 403(b) employer contributions)	870,121	579,527	182,097	108,497
9	Other employee benefits	467,899	319,907	96,134	51,858
10	Payroll taxes	289,745	182,257	71,956	35,532
11	Fees for services (non-employees)				
a	Management				
b	Legal	3,039		3,039	
c	Accounting	35,750		35,750	
d	Lobbying				
e	Professional fundraising See Part IV, line 17	850			850
f	Investment management fees				
g	Other	145,680	43,651	99,621	2,408
12	Advertising and promotion	290,475	273,063	16,795	617
13	Office expenses	847,344	532,385	218,066	96,893
14	Information technology	22,408	9,990	12,418	
15	Royalties				
16	Occupancy	309,003	226,037	57,846	25,120
17	Travel	122,976	60,094	35,829	27,053
18	Payments of travel or entertainment expenses for any federal, state, or local public officials				
19	Conferences, conventions, and meetings	8,431	5,277	1,154	2,000
20	Interest	23,757		23,757	
21	Payments to affiliates				
22	Depreciation, depletion, and amortization	607,657	565,121	18,230	24,306
23	Insurance	126,355	106,314	19,639	402
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	480,774	399,256	56,944	24,574
b	CONTRACTED LABOR	341,849	340,949	0	900
c	REPAIRS AND MAINTENANCE	119,759	64,348	55,411	0
d	DUES AND SUBSCRIPTIONS	82,686	44,651	36,716	1,319
e					
f	All other expenses				
25	Total functional expenses. Add lines 1 through 24f	8,735,055	6,094,191	1,796,645	844,219
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	1,104,278	1	1,037,218
	2 Savings and temporary cash investments	856,292	2	910,836
	3 Pledges and grants receivable, net	1,205,267	3	1,131,471
	4 Accounts receivable, net	89,276	4	117,051
	5 Receivables from current and former officers, directors, trustees, key employees, and highest compensated employees Complete Part II of Schedule L		5	
	6 Receivables from other disqualified persons (as defined under section 4958(f)(1)) and persons described in section 4958(c)(3)(B) Complete Part II of Schedule L		6	
	7 Notes and loans receivable, net		7	
	8 Inventories for sale or use	414,943	8	397,248
	9 Prepaid expenses and deferred charges	260,354	9	108,799
	10a Land, buildings, and equipment cost or other basis Complete Part VI of Schedule D	14,533,177		
	b Less accumulated depreciation	8,459,230	10c	6,073,947
	11 Investments—publicly traded securities	56,707	11	59,406
	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	2,494,667	15	1,242,543
16 Total assets. Add lines 1 through 15 (must equal line 34)	12,952,973	16	11,078,519	
Liabilities	17 Accounts payable and accrued expenses	1,119,143	17	773,504
	18 Grants payable		18	
	19 Deferred revenue	548,733	19	581,621
	20 Tax-exempt bond liabilities	550,000	20	0
	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	885,000	23	1,700,010
	24 Unsecured notes and loans payable to unrelated third parties		24	
	25 Other liabilities (including federal income tax, payables to related third parties, and other liabilities not included on lines 17-24) Complete Part X of Schedule D	1,818,499	25	2,401,769
	26 Total liabilities. Add lines 17 through 25	4,921,375	26	5,456,904
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	1,977,390	27	1,068,572
	28 Temporarily restricted net assets	6,054,208	28	4,553,043
	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	8,031,598	33	5,621,615	
34 Total liabilities and net assets/fund balances	12,952,973	34	11,078,519	

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	7,819,647
2	Total expenses (must equal Part IX, column (A), line 25)	2	8,735,055
3	Revenue less expenses Subtract line 2 from line 1	3	-915,408
4	Net assets or fund balances at beginning of year (must equal Part X, line 33, column (A))	4	8,031,598
5	Other changes in net assets or fund balances (explain in Schedule O)	5	-1,494,575
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	5,621,615

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

2011

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

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 **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 IRC 170(b)(1)(A)(iv) and 170(b)(1)(A)(vi)
(Complete only if you checked the box on line 5, 7, or 8 of Part I or if the organization failed to qualify under Part III. If the organization fails to qualify under the tests listed below, please complete Part III.)

Section A. Public Support

Calendar year (or fiscal year beginning in)	(a) 2007	(b) 2008	(c) 2009	(d) 2010	(e) 2011	(f) Total
1 Gifts, grants, contributions, and membership fees received (Do not include any "unusual grants.")	12,226,082	5,564,823	5,169,910	4,982,269	4,943,370	32,886,454
2 Tax revenues levied for the organization's benefit and either paid to or expended on its behalf						
3 The value of services or facilities furnished by a governmental unit to the organization without charge	4,531,538	3,723,447	3,514,135	5,190,328	5,070,886	22,030,334
4 Total. Add lines 1 through 3	16,757,620	9,288,270	8,684,045	10,172,597	10,014,256	54,916,788
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)						34,142
6 Public Support. Subtract line 5 from line 4						54,882,646

Section B. Total Support

Calendar year (or fiscal year beginning in)	(a) 2007	(b) 2008	(c) 2009	(d) 2010	(e) 2011	(f) Total
7 Amounts from line 4	16,757,620	9,288,270	8,684,045	10,172,597	10,014,256	54,916,788
8 Gross income from interest, dividends, payments received on securities loans, rents, royalties and income from similar sources	124,366	46,243	12,883	8,985	6,704	199,181
9 Net income from unrelated business activities, whether or not the business is regularly carried on	39,818	28,892	24,119	30,190	31,882	154,901
10 Other income (Explain in Part IV) Do not include gain or loss from the sale of capital assets	263,104	130,346	108,495	112,981	131,082	746,008
11 Total support (Add lines 7 through 10)						56,016,878
12 Gross receipts from related activities, etc (See instructions)					12	18,858,270

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 2011 (line 6 column (f) divided by line 11 column (f))	14	97.980 %
15 Public Support Percentage for 2010 Schedule A, Part II, line 14	15	98.170 %

16a 33 1/3% support test—2011. If the organization did not check the box on line 13, and line 14 is 33 1/3% or more, check this box and **stop here.** The organization qualifies as a publicly supported organization

b 33 1/3% support test—2010. 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—2011. If the organization did not check a box on line 13, 16a, or 16b and line 14 is 10% or more, and if the organization meets the "facts and circumstances" test, check this box and **stop here.** Explain in Part IV how the organization meets the "facts and circumstances" test. The organization qualifies as a publicly supported organization

b 10%-facts-and-circumstances test—2010. If the organization did not check a box on line 13, 16a, 16b, or 17a and line 15 is 10% or more, and if the organization meets the "facts and circumstances" test, check this box and **stop here.** Explain in Part IV how the organization meets the "facts and circumstances" test. The organization qualifies as a publicly supported organization

18 Private Foundation If the organization did not check a box on line 13, 16a, 16b, 17a or 17b, check this box and see instructions

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

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

Section A. Public Support

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

Section B. Total Support

Calendar year (or fiscal year beginning in)	(a) 2007	(b) 2008	(c) 2009	(d) 2010	(e) 2011	(f) Total
9 Amounts from line 6						
10a Gross income from interest, dividends, payments received on securities loans, rents, royalties and income from similar sources						
b Unrelated business taxable income (less section 511 taxes) from businesses acquired after June 30, 1975						
c Add lines 10a and 10b						
11 Net income from unrelated business activities not included in line 10b, whether or not the business is regularly carried on						
12 Other income. Do not include gain or loss from the sale of capital assets (Explain in Part IV.)						
13 Total support (Add lines 9, 10c, 11 and 12.)						
14 First Five Years If the Form 990 is for the organization's first, second, third, fourth, or fifth tax year as a 501(c)(3) organization, check this box and stop here <input type="checkbox"/>						

Section C. Computation of Public Support Percentage

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

Section D. Computation of Investment Income Percentage

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

- 19a 33 1/3% support tests—2011.** If the organization did not check the box on line 14, and line 15 is more than 33 1/3% and line 17 is not more than 33 1/3%, check this box and **stop here**. The organization qualifies as a publicly supported organization
- b 33 1/3% support tests—2010.** If the organization did not check a box on line 14 or line 19a, and line 16 is more than 33 1/3% and line 18 is not more than 33 1/3%, check this box and **stop here**. The organization qualifies as a publicly supported organization
- 20 Private Foundation** If the organization did not check a box on line 14, 19a or 19b, check this box and see instructions

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

Facts And Circumstances Test

Explanation

SCHEDULE A, PART II, LINE 10, EXPLANATION OF OTHER INCOME ROYALTIES RESTAURANT TRAVEL TOURS MISCELLANEOUS REIMBURSEMENTS SECURITY SERVICES

SCHEDULE D (Form 990)

OMB No 1545-0047

Supplemental Financial Statements

2011

Open to Public Inspection

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

Department of the Treasury Internal Revenue Service

Name of the organization PHOENIX ART MUSEUM

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

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

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

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

	(a) Current Year	(b) Prior Year	(c) Two Years Back	(d) Three Years Back	(e) Four Years Back
1a Beginning of year balance	23,172,236	20,470,831	18,620,839	22,182,620	
b Contributions	1,075,930	507,399	61,113	121,346	
c Investment earnings or losses	-186,681	2,932,883	1,893,540	-3,201,608	
d Grants or scholarships	1,044,693	680,198	55,658	399,791	
e Other expenditures for facilities and programs					
f Administrative expenses	67,717	58,679	49,003	81,728	
g End of year balance	22,949,075	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 Land, Buildings, and Equipment. See Form 990, Part X, line 10.

Description of property	(a) Cost or other basis (Investment)	(b) Cost or other basis (other)	(c) Accumulated depreciation	(d) Book value
1a Land		699,253		699,253
b Buildings				
c Leasehold improvements		10,700,484	6,125,302	4,575,182
d Equipment		2,055,387	1,445,923	609,464
e Other		1,078,053	888,005	190,048
Total. Add lines 1a-1e (Column (d) should equal Form 990, Part X, column (B), line 10(c).)				6,073,947

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

1	Total revenue (Form 990, Part VIII, column (A), line 12)	1	7,819,647
2	Total expenses (Form 990, Part IX, column (A), line 25)	2	8,735,055
3	Excess or (deficit) for the year Subtract line 2 from line 1	3	-915,408
4	Net unrealized gains (losses) on investments	4	2,699
5	Donated services and use of facilities	5	
6	Investment expenses	6	
7	Prior period adjustments	7	
8	Other (Describe in Part XIV)	8	-616,435
9	Total adjustments (net) Add lines 4 - 8	9	-613,736
10	Excess or (deficit) for the year per financial statements Combine lines 3 and 9	10	-1,529,144

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	13,527,115
2	Amounts included on line 1 but not on Form 990, Part VIII, line 12		
a	Net unrealized gains on investments	2a	-777,660
b	Donated services and use of facilities	2b	5,516,843
c	Recoveries of prior year grants	2c	
d	Other (Describe in Part XIV)	2d	2,029,192
e	Add lines 2a through 2d	2e	6,768,375
3	Subtract line 2e from line 1	3	6,758,740
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	1,060,907
c	Add lines 4a and 4b	4c	1,060,907
5	Total Revenue Add lines 3 and 4c . (This should equal Form 990, Part I, line 12)	5	7,819,647

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

1	Total expenses and losses per audited financial statements	1	15,056,259
2	Amounts included on line 1 but not on Form 990, Part IX, line 25		
a	Donated services and use of facilities	2a	5,516,843
b	Prior year adjustments	2b	
c	Other losses	2c	
d	Other (Describe in Part XIV)	2d	1,865,268
e	Add lines 2a through 2d	2e	7,382,111
3	Subtract line 2e from line 1	3	7,674,148
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	1,060,907
c	Add lines 4a and 4b	4c	1,060,907
5	Total expenses Add lines 3 and 4c . (This should equal Form 990, Part I, line 18)	5	8,735,055

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 \$245,150 AND \$378,910 FOR THE YEARS ENDED JUNE 30, 2012 AND 2011, 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 -245,150 CHANGE IN CHARITABLE GIFT ANNUITIES -148,124 AFFILIATE CHANGE IN NET ASSETS -223,161 TOTAL TO SCHEDULE D, PART XI, LINE 8 -616,435
PART XII, LINE 2D - OTHER ADJUSTMENTS		COST OF SALES 385,998 CHANGE IN CHARITABLE GIFT ANNUITIES -148,124 RELATED ORGANIZATION REVENUE 1,669,608 SPECIAL EVENTS EXP OFFSET AGAINST REVENUE ON FINANCIAL STATEMENTS 121,710
PART XII, LINE 4B - OTHER ADJUSTMENTS		GRANT FROM AFFILIATE ELIMINATED ON FINANCIAL STATEMENTS 1,044,693 INTERCOMPANY REVENUE ELIMINATED ON FINANCIAL STATEMENTS 16,214
PART XIII, LINE 2D - OTHER ADJUSTMENTS		COST OF SALES 385,998 RELATED ORGANIZATION EXPENSE 1,112,410 SPECIAL EVENTS EXP OFFSET AGAINST REVENUE ON FINANCIAL STATEMENTS 121,710 ACQUISITION OF FINE ART 245,150
PART XIII, LINE 4B - OTHER ADJUSTMENTS		GRANT FROM AFFILIATE ELIMINATED ON FINANCIAL STATEMENTS 1,044,693 INTERCOMPANY EXPENSES ELIMINATED ON FINANCIAL STATEMENTS 16,214

SCHEDULE G (Form 990 or 990-EZ)

Supplemental Information Regarding Fundraising or Gaming Activities

OMB No 1545-0047

2011

Open to Public Inspection

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

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

Name of the organization PHOENIX ART MUSEUM

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 (including officers, directors, trustees or key employees listed in Form 990, Part VII) or entity in connection with professional fundraising services? Yes No

b If "Yes," list the ten highest paid individuals or entities (fundraisers) pursuant to agreements under which the fundraiser is to be compensated at least \$5,000 by the organization. Form 990-EZ filers are not required to complete this table.

Table with 6 columns: (i) Name and address of individual or entity (fundraiser), (ii) Activity, (iii) Did fundraiser have custody or control of contributions? (Yes/No), (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 2012 (event type)	(b) Event #2 CONTEMP. FORUM- ART AUCTION & DINNER (event type)	(c) Other Events 8 (total number)	(d) Total Events (Add col (a) through col (c))
Revenue	1 Gross receipts	1,010,007	201,645	253,388	1,465,040
	2 Less Charitable contributions	229,248	7,150	500	236,898
	3 Gross income (line 1 minus line 2)	780,759	194,495	252,888	1,228,142
Direct Expenses	4 Cash prizes				
	5 Non-cash prizes			106	106
	6 Rent/facility costs				
	7 Food and beverages	91,011	43,510	75,839	210,360
	8 Entertainment	22,528			22,528
	9 Other direct expenses	425,265	74,721	70,902	570,888
	10 Direct expense summary Add lines 4 through 9 in column (d) ▶				(803,882)
11 Net income summary Combine lines 3 and 10 in column (d) ▶				424,260	

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
------------	-----------------	-------------

Schedule J
(Form 990)

Compensation Information

OMB No 1545-0047

2011

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

Employer identification number

86-0072608

Part I Questions Regarding Compensation

Yes No

1a Check the appropriate box(es) if the organization provided any of the following to or for a person listed in Form 990, Part VII, Section A, line 1a. Complete Part III to provide any relevant information regarding these items

- First-class or charter travel
- Travel for companions
- Tax idemnification and gross-up payments
- Discretionary spending account
- Housing allowance or residence for personal use
- Payments for business use of personal residence
- Health or social club dues or initiation fees
- 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

1b Yes

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

2 Yes

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

- Compensation committee
- Independent compensation consultant
- Form 990 of other organizations
- Written employment contract
- Compensation survey or study
- Approval by the board or compensation committee

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

a Receive a severance payment or change-of-control payment?

4a No

b Participate in, or receive payment from, a supplemental nonqualified retirement plan?

4b No

c Participate in, or receive payment from, an equity-based compensation arrangement?

4c No

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?

5a No

b Any related organization?

5b No

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

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

a The organization?

6a No

b Any related organization?

6b No

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

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

7 No

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

8 No

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

9

Part II Officers, Directors, Trustees, Key Employees, and Highest Compensated Employees. Use Schedule J-1 if additional space needed.

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

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

(A) Name		(B) Breakdown of W-2 and/or 1099-MISC compensation			(C) Retirement and other deferred compensation	(D) Nontaxable benefits	(E) Total of columns (B)(i)-(D)	(F) Compensation reported in prior Form 990 or Form 990-EZ
		(i) Base compensation	(ii) Bonus & incentive compensation	(iii) Other reportable compensation				
(1) JAMES BALLINGER	(i)	328,422	0	0	23,808	7,900	360,130	0
	(ii)	0	0	0	0	0	0	0
(2) GARY EGAN	(i)	145,762	0	0	10,567	4,144	160,473	0
	(ii)	0	0	0	0	0	0	0

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
------------	------------------	-------------

SCHEDULE M (Form 990)

NonCash Contributions

OMB No 1545-0047

2011

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

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) Contribution amounts reported on Form 990, Part VIII, line 1g, (d) Method of determining contribution amounts. Rows include Art-Works of art, Books and publications, Securities-Publicly traded, etc.

29 Number of Forms 8283 received by the organization during the tax year for contributions for which the organization completed Form 8283, Part IV, Donee Acknowledgement 29 11

Table with 3 columns: Question, Yes, No. Rows include 30a, 31, 32a, 33 regarding property holding periods, gift acceptance policies, and non-cash contributions.

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) 2011

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

2011

Open to Public Inspection

Name of the organization
PHOENIX ART MUSEUM

Employer identification number

86-0072608

Identifier	Return Reference	Explanation
PROGRAM SERVICE ACCOMPLISHMENT # 1	FORM 990, PAGE 2, PART III	MEXICAN MODERNISM FROM THE BLAISTEN COLLECTION VIEWED FOR THE FIRST TIME IN THE UNITED STATES AT PHOENIX ART MUSEUM IN 2011, THE BLAISTEN COLLECTION OFFERS AN ARRAY OF WORKS FROM THE MEXICAN ARTISTIC RENAISSANCE. MEXICAN MODERNISM FROM THE BLAISTEN COLLECTION PROVIDED A DEFINITIVE LOOK AT MEXICAN ART CREATED BETWEEN 1910-1950 AND SHOWCASED 80 PAINTINGS BY 45 OF MEXICO'S LEADING ARTISTS, INCLUDING FRIDA KAHLO AND JOSE CLEMENTE OROZCO. IT DREW UPON WORKS OF SEVEN DISTINCT THEMES: AVANT GARDE, EXPERIMENTATION, NATIONAL RENAISSANCE, URBAN ARTISTS, SELF PORTRAITS AND PORTRAITURE, STUDENTS OF THE OPEN AIR SCHOOLS, STILL LIFE, AND SURREALISM. IN ADDITION TO THE WORKS, THE EXHIBITION ALSO INCLUDED SEVERAL EDUCATIONAL PROGRAMS, INCLUDING LECTURES BY JOSE BERNARDI OF ASU'S DESIGN SCHOOL, AND NYU'S DR. EDWARD J. SULLIVAN, AN EXPERT IN THE FIELD OF LATIN AMERICAN ART.

Identifier	Return Reference	Explanation
PROGRAM SERVICE ACCOMPLISHMENT # 2	FORM 990, PAGE 2, PART III	FRANK LLOYD WRIGHT ORGANIC ARCHITECTURE FOR THE 21ST CENTURY FRANK LLOYD WRIGHT IS CONSIDERED THE MOST IMPORTANT AND INFLUENTIAL AMERICAN ARCHITECT OF THE 20TH CENTURY OVER THE COURSE OF HIS SEVEN DECADE CAREER, HE BUILT MORE EDIFICES AND HOMES THAN ANY OTHER ARCHITECT OF HIS TIME. FRANK LLOYD WRIGHT ORGANIC ARCHITECTURE FOR THE 21ST CENTURY COVERED THE BREAD OF HIS CAREER FROM 1900-1959, WITHIN THE FRAMEWORK OF CREATING CONNECTIONS TO THE CHALLENGES ARCHITECTS AND PLANNERS FACE TODAY, IN TERMS OF 'GREEN' ARCHITECTURE, ENVIRONMENTAL CONCERNS AND OTHER EFFORTS AT SUSTAINABILITY. THE EXHIBITION INCLUDED SEVEN LARGE-SCALE MODELS, AS WELL AS FINAL COLOR PRESENTATION DRAWINGS AND PRELIMINARY SKETCHES, AND PROJECTS AND VIDEOS THAT BROUGHT WRIGHT AND HIS IDEAS TO LIFE. IN ADDITION, THE EXHIBITION FEATURED EDUCATIONAL PROGRAMMING, INCLUDING FILMS, AND A TWO-PART COLLABORATIVE LECTURE SERIES WITH ARIZONA STATE UNIVERSITY.

Identifier	Return Reference	Explanation
PROGRAM SERVICE ACCOMPLISHMENT # 3	FORM 990, PAGE 2, PART III	"UNDER THE BRIDGE", ALVAN FISHER IN 2011, PHOENIX ART MUSEUM WAS ABLE TO ACQUIRE "UNDER THE BRIDGE", AN 1828 WORK BY NOTED AMERICAN ARTIST, ALVAN FISHER THE WORK IS AN EXCEPTIONAL, EARLY EXAMPLE OF FISHER'S WORK, WHO LIVED JUST AFTER THE REVOLUTIONARY WAR AND DIED DURING THE CIVIL WAR THE PAINTING, OIL ON CANVAS, MEASURES 30" X 25", AND ALSO INCLUDED A HAND CARVED FRAME BY JOHN DOGGETT

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 11,295 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 RETURN WILL BE PROVIDED TO EACH BOARD MEMBER TO READ AND EACH WILL BE GIVEN THE OPPORTUNITY TO ASK QUESTIONS

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	DATA FROM OTHER MUSEUMS IS USED TO EVALUATE COMPENSATION FOR THE CEO, INCLUDING FROM THE AMERICAN ASSOCIATION OF MUSEUM DIRECTORS. THE EXECUTIVE COMMITTEE MAKES THE DECISION FOR DETERMINING THE COMPENSATION OF OTHER OFFICERS OR KEY EMPLOYEES, COMPARISONS ARE MADE WITH OTHER MUSEUMS. DECISIONS MADE DURING BUDGET PROCESS.

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 2,699 ACQUISITION OF FINE ART -245,150 CHANGE IN CHARITABLE GIFT ANNUITIES -148,124 TRANSFER OF LAND TO ENDOWMENT FUND -1,104,000 TOTAL TO FORM 990, PART XI, LINE 5 -1,494,575

Identifier	Return Reference	Explanation
AUDIT COMMITTE	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

2011

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

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	PHOENIX ART MUSEUM	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 related organization(s)
- c** Gift, grant, or capital contribution from related organization(s)
- d** Loans or loan guarantees to or for related organization(s)
- e** Loans or loan guarantees by related organization(s)

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

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

- o** Reimbursement paid to related organization(s) for expenses
- p** Reimbursement paid by related organization(s) for expenses

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

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

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	1,044,693	FAIR MARKET VALUE
(2) PHOENIX ART MUSEUM ENDOWMENT FUND	M		
(3) PHOENIX ART MUSEUM ENDOWMENT FUND	P	37,118	FAIR MARKET VALUE
(4) PHOENIX ART MUSEUM ENDOWMENT FUND	Q	82,569	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****Schedule R (Form 990) 2011**

Additional Data

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

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

4d. Other program services

(Code) (Expenses \$ 690,337 including grants of \$) (Revenue \$ 738,019)

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 \$ 4,813,173 including grants of \$) (Revenue \$ 1,459,335)

MUSEUM COLLECTION AND EXHIBITS

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-SECRETARY	1 00	X						0	0	0
DREW BROWN TRUSTEE	1 00	X						0	0	0
ELLEN KATZ 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
JOHN BOUMA TRUSTEE	1 00	X						0	0	0
KEN KENDRICK TRUSTEE	1 00	X						0	0	0
PAUL GROVES TRUSTEE-VICE CHAIRMAN	1 00	X						0	0	0
RICHARD GOLDSMITH 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	1 00	X						0	0	0
TIMOTHY LOUIS TRUSTEE	1 00	X						0	0	0
TONY ASTORGA TRUSTEE-VICE CHAIRMAN	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

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			
JAY SCHLOTT 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
JUDY LINHART TRUSTEE	1 00	X						0	0	0
STEVE MACLELLAN TRUSTEE	1 00	X						0	0	0
JIM PATTERSON TRUSTEE-TREASURER	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
DONALD BRANDT TRUSTEE	1 00	X						0	0	0
RON BUTLER TRUSTEE	1 00	X						0	0	0
JOSEPH D'AMICO TRUSTEE	1 00	X						0	0	0
DENISE DELGADO TRUSTEE	1 00	X						0	0	0
ERIN GOGOLAK TRUSTEE	1 00	X						0	0	0
ROSELLEN PAPP TRUSTEE	1 00	X						0	0	0
DAVID ROUSSEAU TRUSTEE	1 00	X						0	0	0
SUE SELIG TRUSTEE	1 00	X						0	0	0
ADAM SINGER TRUSTEE	1 00	X						0	0	0
RAYMOND SLOMSKI TRUSTEE	1 00	X						0	0	0
JAMES BALLINGER SYBIL HARRINGTON DIRECTOR	37 50			X				328,422	0	31,708
GARY EGAN DEPUTY DIR-FINANCE & ADMIN	37 50			X				145,762	0	14,711
RONALD MILLER DIRECTOR OF DEVELOPMENT	37 50			X				31,645	0	2,721