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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
2012
Open to Public Inspection

A For the 2012 calendar year, or tax year beginning 07-01-2012, 2012, and ending 06-30-2013

B Check if applicable:
 Address change
 Name change
 Initial return
 Terminated
 Amended return
 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

D Employer identification number: 86-0072608
E Telephone number: (602) 257-1880
G Gross receipts \$ 9,540,336

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? Yes No
H(b) Are all affiliates included? Yes No
 If "No," attach a list (see instructions)
H(c) Group exemption number ▶

I Tax-exempt status: 501(c)(3) 501(c) () (Insert no) 4947(a)(1) or 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		
	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	47
	4 Number of independent voting members of the governing body (Part VI, line 1b)	4	47
	5 Total number of individuals employed in calendar year 2012 (Part V, line 2a)	5	152
	6 Total number of volunteers (estimate if necessary)	6	2,923
	7a Total unrelated business revenue from Part VIII, column (C), line 12	7a	28,053
b Net unrelated business taxable income from Form 990-T, line 34	7b	12,439	
Revenue	8 Contributions and grants (Part VIII, line 1h)	Prior Year	Current Year
	9 Program service revenue (Part VIII, line 2g)	4,943,370	5,491,850
	10 Investment income (Part VIII, column (A), lines 3, 4, and 7d)	1,924,333	2,102,120
	11 Other revenue (Part VIII, column (A), lines 5, 6d, 8c, 9c, 10c, and 11e)	6,704	7,982
	12 Total revenue—add lines 8 through 11 (must equal Part VIII, column (A), line 12)	945,240	800,656
		7,819,647	8,402,608
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)	5,166,262	4,621,397
	16a Professional fundraising fees (Part IX, column (A), line 11e)	850	10,523
	b Total fundraising expenses (Part IX, column (D), line 25) ▶ 857,907		
	17 Other expenses (Part IX, column (A), lines 11a–11d, 11f–24e)	3,567,943	4,420,417
18 Total expenses Add lines 13–17 (must equal Part IX, column (A), line 25)	8,735,055	9,052,337	
19 Revenue less expenses Subtract line 18 from line 12	-915,408	-649,729	
Net Assets or Fund Balances		Beginning of Current Year	End of Year
	20 Total assets (Part X, line 16)	11,078,519	10,575,318
	21 Total liabilities (Part X, line 26)	5,456,904	6,163,272
22 Net assets or fund balances Subtract line 21 from line 20	5,621,615	4,412,046	

Part II Signature Block

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

Sign Here
 Signature of officer: ***** Date: 2014-04-24
 GARY EGAN DEPUTY DIRECTOR OF FINANCE & ADMIN
 Type or print name and title

Paid Preparer Use Only
 Preparer's name: PHIL MCCOLLUM CPA Preparer's signature: Date:
 Firm's name: CLIFTONLARSONALLEN LLP Firm's EIN: 41-0746749
 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
 PHOENIX ART MUSEUM IS A VIBRANT DESTINATION CONNECTING PEOPLE TO GREAT ART FROM AROUND THE WORLD TO ENRICH THEIR LIVES AND COMMUNITIES

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 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 \$ 578,089 including grants of \$) (Revenue \$)
 SEE SCHEDULE O FOR DESCRIPTION OF "CURVES FOR E S ", DAN GRAHAM

4b (Code) (Expenses \$ 459,133 including grants of \$) (Revenue \$)
 SEE SCHEDULE O FOR DESCRIPTION OF "ORDER, CHAOS AND THE SPACE BETWEEN"

4c (Code) (Expenses \$ 138,392 including grants of \$) (Revenue \$)
 SEE SCHEDULE O FOR DESCRIPTION OF "THE ART OF THE VIDEO GAMES"

(Code) (Expenses \$ 531,336 including grants of \$) (Revenue \$ 244,800)
 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 \$ 90,010 including grants of \$) (Revenue \$)
 AHMED ALSOUNDANI, REDACTEDIRAQI-AMERICAN PAINTER AHMED ALSUDANI IS KNOWN FOR HIS VIBRANT, LARGE-SCALE FRAGMENTED COMPOSITIONS THAT COMBINE CHARCOAL DRAWING WITH ACRYLIC PAINT TO ARTICULATE THE ARTIST'S COMPELLING VOCABULARY OF VIOLENCE AND ITS REPERCUSSIONS PHOENIX ART MUSEUM IS PLEASED TO PRESENT AHMED ALSUDANI REDACTED-THE ARTIST'S FIRST MAJOR MUSEUM SHOW THAT FOCUSED ON TWENTY-ONE PAINTINGS CREATED SINCE 2010 ALSUDANI HAS LED A TUMULTUOUS LIFE HIS WORK IS ROOTED IN HIS TURBULENT PERSONAL EXPERIENCES BUT SPEAKS TO SOMETHING LARGER LOOK CLOSELY AND WE FIND NO TRACES OF CULTURE OR SOCIETY THE ANONYMITY OF HIS IMAGES HIGHLIGHTS THE UNIVERSALITY OF HIS ISSUES AT TURNS DARK AND FUNNY, HIS PAINTING IS A POWERFUL TESTAMENT TO HIS DESIRE TO CREATE ELOQUENT ARTWORKS THAT ASK VITAL QUESTIONS ABOUT OUR PLACE IN THE WORLD AMID EVER CHANGING INTERNATIONAL CIRCUMSTANCES

(Code) (Expenses \$ 57,585 including grants of \$) (Revenue \$)
 MODERN SPIRIT FASHION OF THE 1920'STHE 1920S HAVE BECOME SYNONYMOUS WITH FLAPPERS AND FREEDOM, BOBBED HAIR AND BLACK FRIDAY, SPEAKEASIES AND SHORTER HEMLINES MODERN SPIRIT 1920S FASHION DESIGN, THIS FASHION PRESENTS A UNIQUE LOOK BEYOND THOSE FAMILIAR IMAGES, AS IT CAPTURES THE MODERN SPIRIT OF THE DECADE'S LIVABLE FASHION, THE EVOLUTION OF CLOTHING AND ACCESSORIES AS AN EXPRESSION OF FREEDOM, INTELLECTUALISM, SEXUALITY AND ATHLETICISM IN THIS DECADE THAT MARKED THE BEGINNING OF THE MODERN AGE MODERN SPIRIT 1920S FASHION AND DESIGN PRESENTS MORE THAN 40 ENSEMBLES BY DESIGNERS SUCH AS GABRIELLE "COCO" CHANEL AND MADELIENE VIONNET, AND A FLOOD OF ACCESSORIES CAPTURING THE FREEDOM, CREATIVITY AND EXPRESSION OF THIS COLORFUL AND VIBRANT DECADE

(Code) (Expenses \$ 26,522 including grants of \$) (Revenue \$)
 KEHINDE WILEY, MEMLINGKEHINDE WILEY MEMLING REPRESENTS A NEW SERIES OF WORK BY THE YOUNG AMERICAN PAINTER THESE EIGHT PORTRAITS TAKE THEIR POSES AND CONTEXTS FROM THE WORKS BY THE LEGENDARY 15TH CENTURY FLEMISH MASTER HANS MEMLING BUT WILEY HAS SUBSTITUTED CONTEMPORARY SITTERS FOR THE HISTORICAL FIGURES AT A TIME WHEN PORTRAITS WERE STILL RARE, MEMLING WAS AMONG THE FIRST TO PAINT INDIVIDUALS WHO WERE NOT ROYALTY OR MEMBERS OF THE CLERGY MEMLING'S PORTRAITS OF INCREASINGLY INFLUENTIAL POWERFUL MERCHANT CLASS OF HIS DAY REPRESENT A QUIET REVOLUTION WITHIN FLEMISH SOCIETY WILEY REFERENCES MEMLING'S PAINTING AS PART OF HIS LARGER PROJECT TO EXPLORE THE PLACE OF THE INDIVIDUAL WITHIN SOCIETY BY REEVALUATING QUESTIONS OF HOW YOUNG MEN OF COLOUR ARE SEEN AND DEFINED PRESENTED IN ELABORATE FRAMES, KEHINDE'S PORTRAITS PLACE HIS MODERN SITTERS AT THE HEART OF CULTURE AND HISTORY DESPITE THEIR INTIMATE SIZE, WILEY'S PORTRAITS LOSE NONE OF THEIR IMPACT AND POWER THE SMALLER SCALE DEMANDS CLOSE INSPECTION AND PERSONAL ENGAGEMENT THE ACTIVE GAZE OF HIS SITTERS-A DEPARTURE FROM MEMLING'S WORK-LEADS THE VIEWER TO THINK MORE CAREFULLY ABOUT THE INDIVIDUAL LIVES AND EXPERIENCE BEHIND THE INDIVIDUALS DEPICTED IN THE IMAGES HIS LARGER-THAN-LIFE FIGURES COMMAND A RESPECT THAT IS OFTEN IN STARK CONTRAST WITH HIS SITTER'S DISENFRANCHISED AND ANONYMOUS BACKGROUNDS

(Code) (Expenses \$ 25,340 including grants of \$) (Revenue \$)
 DIGITAL PRINT FASHIONADVANCES IN DIGITAL TEXTILE PRINTING HAVE BROUGHT ABOUT THE WIDESPREAD USE IN FASHION DESIGN OF A NEW RANGE OF PRINTS IN BOLD, EYE-CATCHING PATTERNS AND COLORS OVER THE PAST TWO DECADES, TECHNOLOGICAL ADVANCES IN GRAPHICS SOFTWARE, PHOTOGRAPHY AND INK-JET PRINTING HAVE EXPANDED THE RANGE OF POSSIBLE IMAGE SOURCES, THE POTENTIAL FOR IMAGE MANIPULATION, AND THE RAPID PRODUCTION OF INTRICATE PATTERNS IN LIMITLESS COLORS THIS EXHIBITION FEATURING OVER 40 WORKS BY CONTEMPORARY DESIGNERS INCLUDING MARY KATRANTZOU, ALEXANDER MCQUEEN, RALPH RUCCI AND ISSEY MIYAKE AMONG OTHERS INCORPORATE DIGITALLY PRINTED TEXTILES IN THEIR DESIGNS

(Code) (Expenses \$ 22,014 including grants of \$) (Revenue \$)
 HIDDEN MEANINGS OF LOVE AND DEATHLOVE AND DEATH - TWO OF LIFE'S MOST ESSENTIAL EXPERIENCES - HAVE LONG BEEN THEMES EXPLORED IN ART WHILE PORTRAYALS OF LOVE AND DEATH IN WESTERN ART HAS RECEIVED MUCH ATTENTION, THESE THEMES AND THEIR APPEARANCE IN CHINESE ART, PARTICULARLY IN CHINESE LITERATI PAINTING, HAS GONE LARGELY UNEXPLORED IN MUSEUMS AND LITERATURE TODAY HIDDEN MEANINGS OF LOVE AND DEATH WILL DRAW FROM THE MARILYN AND ROY PAPP COLLECTION, AN IMPRESSIVE AND WORLD-RENOWNED COLLECTION OF CHINESE PAINTINGS FROM THE 14TH THROUGH 19TH CENTURIES, MANY OF WHICH CAPTURE THE SADNESS, LONGING, NOSTALGIA, FEAR AND SEXUAL YEARNING CONCEALED WITHIN A VISUAL LANGUAGE OF METAPHOR AND DETAILED, DELICATE IMAGERY THE EXHIBITION WILL INCLUDE MORE THAN THIRTY PIECES, INCLUDING HANGING SCROLLS, HAND SCROLLS, ALBUMS, AND FANS TO ACCOMPANY THIS EXHIBITION, THE 96-PAGE CATALOGUE "HIDDEN MEANINGS OF LOVE AND DEATH IN CHINESE PAINTING SELECTIONS FROM THE MARILYN AND ROY PAPP COLLECTION" IS AVAILABLE ONLINE AND IN THE MUSEUM STORE

(Code) (Expenses \$ 4,612,006 including grants of \$) (Revenue \$ 2,102,120)
 MUSEUM COLLECTIONS AND EXHIBITS

4d Other program services (Describe in Schedule O)
 (Expenses \$ 5,364,813 including grants of \$) (Revenue \$ 2,346,920)

4e Total program service expenses 6,540,427

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 for escrow or custodial account liability, serve as a custodian for amounts not listed in Part X, or provide credit counseling, debt management, credit repair, or debt negotiation services? <i>If "Yes," complete Schedule D, Part IV</i> <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 and XII</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 and XII 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, 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 United States? <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 United States? <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> <input checked="" type="checkbox"/>		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> <input checked="" type="checkbox"/>	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> <input checked="" type="checkbox"/>		No
20a Did the organization operate one or more hospital facilities? <i>If "Yes," complete Schedule H</i>		No
b If "Yes" to line 20a, did the organization attach a copy of its audited financial statements to this return?		

Part IV Checklist of Required Schedules (continued)

21	Did the organization report more than \$5,000 of grants and other assistance to any government or organization in the United States on Part IX, column (A), line 1? <i>If "Yes," complete Schedule I, Parts I and II</i>	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, line 3, 4, or 5 about compensation of the organization's current and former officers, directors, trustees, key employees, and highest compensated employees? <i>If "Yes," complete Schedule J</i>	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 through 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, highest 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 employee thereof, a grant selection committee member, or to a 35% controlled entity or family member of any of these persons? <i>If "Yes," complete Schedule L, Part III</i>	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, Part II, III, or IV, and Part V, line 1</i>	34	Yes	
35a	Did the organization have a controlled entity within the meaning of section 512(b)(13)?	35a	Yes	
b	If 'Yes' to line 35a, did the organization receive any payment from or engage in any transaction with a controlled entity within the meaning of section 512(b)(13)? <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 11b 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, Transmittal of Wage and Tax Statements, 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 as charitable contributions?		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 [X]

Section A. Governing Body and Management

Table with 3 columns: Question, Yes, No. Rows include: 1a Enter the number of voting members of the governing body at the end of the tax year (47); 1b Enter the number of voting members included in line 1a, above, who are independent (47); 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 Did the organization have members or stockholders? (Yes); 7a Did the organization have members, stockholders, or other persons who had the power to elect or appoint one or more members of the governing body? (Yes); 7b Are any governance decisions of the organization reserved to (or subject to approval by) members, stockholders, or persons other than the governing body? (No); 8 Did the organization contemporaneously document the meetings held or written actions undertaken during the year by the following: 8a The governing body? (Yes); 8b Each committee with authority to act on behalf of the governing body? (Yes); 9 Is there any officer, director, trustee, or key employee listed in Part VII, Section A, who cannot be reached at the organization's mailing address? If "Yes," provide the names and addresses in Schedule O (No).

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

Table with 3 columns: Question, Yes, No. Rows include: 10a Did the organization have local chapters, branches, or affiliates? (No); 10b If "Yes," did the organization have written policies and procedures governing the activities of such chapters, affiliates, and branches to ensure their operations are consistent with the organization's exempt purposes?; 11a Has the organization provided a complete copy of this Form 990 to all members of its governing body before filing the form? (Yes); 11b Describe in Schedule O the process, if any, used by the organization to review this Form 990; 12a Did the organization have a written conflict of interest policy? If "No," go to line 13 (Yes); 12b Were officers, directors, or trustees, and key employees required to disclose annually interests that could give rise to conflicts? (Yes); 12c Did the organization regularly and consistently monitor and enforce compliance with the policy? If "Yes," describe in Schedule O how this was done (Yes); 13 Did the organization have a written whistleblower policy? (Yes); 14 Did the organization have a written document retention and destruction policy? (Yes); 15 Did the process for determining compensation of the following persons include a review and approval by independent persons, comparability data, and contemporaneous substantiation of the deliberation and decision? 15a The organization's CEO, Executive Director, or top management official (Yes); 15b Other officers or key employees of the organization (Yes); 16a Did the organization invest in, contribute assets to, or participate in a joint venture or similar arrangement with a taxable entity during the year? (No); 16b If "Yes," did the organization follow a written policy or procedure requiring the organization to evaluate its participation in joint venture arrangements under applicable federal tax law, and take steps to safeguard the organization's exempt status with respect to such arrangements?

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: [X] Own website, [] Another's website, [X] Upon request, [] Other (explain in Schedule O)
19 Describe in Schedule O whether (and if so, how), the organization made its governing documents, conflict of interest policy, and financial statements available to the public during the tax year
20 State the name, physical address, and telephone number of the person who possesses the books and records of the organization: SCOTT MCDANIEL 1625 N CENTRAL AVENUE PHOENIX, AZ (602) 257-2103

Part VIII Statement of Revenue

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

		(A) Total revenue	(B) Related or exempt function revenue	(C) Unrelated business revenue	(D) Revenue excluded from tax under sections 512, 513, or 514	
Contributions, Gifts, Grants and Other Similar Amounts	1a Federated campaigns 1a					
	b Membership dues 1b	1,074,362				
	c Fundraising events 1c	399,447				
	d Related organizations 1d	1,350,242				
	e Government grants (contributions) 1e	103,358				
	f All other contributions, gifts, grants, and similar amounts not included above 1f	2,564,441				
	g Noncash contributions included in lines 1a-1f \$	508,546				
	h Total. Add lines 1a-1f		5,491,850			
Program Service Revenue	Business Code					
	2a MEMBERSHIP DUES	900099	1,067,853	1,067,853		
	b PROGRAM SERVICE REVENUE	900099	1,034,267	1,034,267		
	c					
	d					
	e					
	f All other program service revenue					
	g Total. Add lines 2a-2f		2,102,120			
Other Revenue	3 Investment income (including dividends, interest, and other similar amounts)		7,982		7,982	
	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 \$ 399,447 of contributions reported on line 1c) See Part IV, line 18	a	1,228,881			
		b Less direct expenses b	844,951			
		c Net income or (loss) from fundraising events		383,930		383,930
	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	537,577			
b Less cost of goods sold b		292,777				
c Net income or (loss) from sales of inventory			244,800	244,800		
Miscellaneous Revenue		Business Code				
11a REIMBURSEMENTS	900099	143,873		143,873		
b CATERING	722320	28,053		28,053		
c						
d All other revenue						
e Total. Add lines 11a-11d		171,926				
12 Total revenue. See Instructions		8,402,608	2,346,920	28,053	535,785	

Part IX Statement of Functional Expenses

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

Check if Schedule O contains a response 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.	635,790	309,820	162,876	163,094
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.	3,067,362	2,146,716	632,352	288,294
8	Pension plan accruals and contributions (include section 401(k) and 403(b) employer contributions).	158,526	105,341	32,585	20,600
9	Other employee benefits.	475,310	349,663	84,406	41,241
10	Payroll taxes.	284,409	184,928	67,973	31,508
11	Fees for services (non-employees)				
a	Management.				
b	Legal.	357		357	
c	Accounting.	29,350		29,350	
d	Lobbying.				
e	Professional fundraising services. See Part IV, line 17.	10,523			10,523
f	Investment management fees.				
g	Other (If line 11g amount exceeds 10% of line 25, column (A) amount, list line 11g expenses on Schedule O).	160,737	124,680	33,722	2,335
12	Advertising and promotion.	443,480	402,002	40,732	746
13	Office expenses.	848,078	516,283	198,508	133,287
14	Information technology.	30,556	17,217	11,901	1,438
15	Royalties.				
16	Occupancy.	736,091	601,399	102,639	32,053
17	Travel.	194,189	139,163	30,488	24,538
18	Payments of travel or entertainment expenses for any federal, state, or local public officials.				
19	Conferences, conventions, and meetings.	5,782	3,247	495	2,040
20	Interest.	21,282		21,282	
21	Payments to affiliates.				
22	Depreciation, depletion, and amortization.	575,824	535,517	17,274	23,033
23	Insurance.	104,924	82,795	21,707	422
24	Other expenses. Itemize expenses not covered above (List miscellaneous expenses in line 24e. If line 24e amount exceeds 10% of line 25, column (A) amount, list line 24e expenses on Schedule O.)				
a	OPERATING EXPENSES	693,357	573,793	40,543	79,021
b	CONTRACTED LABOR	323,963	321,713		2,250
c	REPAIRS AND MAINTENANCE	152,064	59,475	92,589	
d	DUES AND SUBSCRIPTIONS	100,383	66,675	32,224	1,484
e	All other expenses				
25	Total functional expenses. Add lines 1 through 24e.	9,052,337	6,540,427	1,654,003	857,907
26	Joint costs. Complete this line only if the organization reported in column (B) joint costs from a combined educational campaign and fundraising solicitation. Check here <input type="checkbox"/> if following SOP 98-2 (ASC 958-720).				

Part X Balance Sheet

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

		(A)		(B)
		Beginning of year		End of year
Assets	1 Cash—non-interest-bearing	1,037,218	1	703,571
	2 Savings and temporary cash investments	910,836	2	618,570
	3 Pledges and grants receivable, net	1,131,471	3	1,604,454
	4 Accounts receivable, net	117,051	4	70,211
	5 Loans and other receivables from current and former officers, directors, trustees, key employees, and highest compensated employees Complete Part II of Schedule L		5	
	6 Loans and other receivables from other disqualified persons (as defined under section 4958(f)(1)), persons described in section 4958(c)(3)(B), and contributing employers and sponsoring organizations of section 501(c)(9) voluntary employees' beneficiary organizations (see instructions) Complete Part II of Schedule L		6	
	7 Notes and loans receivable, net		7	
	8 Inventories for sale or use	397,248	8	371,242
	9 Prepaid expenses and deferred charges	108,799	9	205,467
	10a Land, buildings, and equipment cost or other basis Complete Part VI of Schedule D	10a 14,715,789		
	b Less accumulated depreciation	10b 9,035,056	6,073,947	10c 5,680,733
	11 Investments—publicly traded securities	59,406	11	62,018
	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	1,242,543	15	1,259,052
16 Total assets. Add lines 1 through 15 (must equal line 34)	11,078,519	16	10,575,318	
Liabilities	17 Accounts payable and accrued expenses	773,504	17	1,257,655
	18 Grants payable		18	
	19 Deferred revenue	581,621	19	376,520
	20 Tax-exempt bond liabilities		20	
	21 Escrow or custodial account liability Complete Part IV of Schedule D		21	
	22 Loans and other payables to current and former officers, directors, trustees, key employees, highest compensated employees, and disqualified persons Complete Part II of Schedule L		22	
	23 Secured mortgages and notes payable to unrelated third parties	1,700,010	23	2,100,010
	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	2,401,769	25	2,429,087
	26 Total liabilities. Add lines 17 through 25	5,456,904	26	6,163,272
Net Assets or Fund Balances	Organizations that follow SFAS 117 (ASC 958), check here <input checked="" type="checkbox"/> and complete lines 27 through 29, and lines 33 and 34.			
	27 Unrestricted net assets	1,068,572	27	-820,615
	28 Temporarily restricted net assets	4,553,043	28	5,232,661
	29 Permanently restricted net assets		29	
	Organizations that do not follow SFAS 117 (ASC 958), check here <input type="checkbox"/> and complete lines 30 through 34.			
	30 Capital stock or trust principal, or current funds		30	
	31 Paid-in or capital surplus, or land, building or equipment fund		31	
	32 Retained earnings, endowment, accumulated income, or other funds		32	
33 Total net assets or fund balances	5,621,615	33	4,412,046	
34 Total liabilities and net assets/fund balances	11,078,519	34	10,575,318	

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	8,402,608
2	Total expenses (must equal Part IX, column (A), line 25)	2	9,052,337
3	Revenue less expenses Subtract line 2 from line 1	3	-649,729
4	Net assets or fund balances at beginning of year (must equal Part X, line 33, column (A))	4	5,621,615
5	Net unrealized gains (losses) on investments	5	2,612
6	Donated services and use of facilities	6	
7	Investment expenses	7	
8	Prior period adjustments	8	
9	Other changes in net assets or fund balances (explain in Schedule O)	9	-562,452
10	Net assets or fund balances at end of year Combine lines 3 through 9 (must equal Part X, line 33, column (B))	10	4,412,046

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? If "Yes," check a box below to indicate whether the financial statements for the year were compiled or reviewed on a separate basis, consolidated basis, or both <input type="checkbox"/> Separate basis <input type="checkbox"/> Consolidated basis <input type="checkbox"/> Both consolidated and separate basis		No
2b	Were the organization's financial statements audited by an independent accountant? If "Yes," check a box below to indicate whether the financial statements for the year were audited on a separate basis, consolidated basis, or both <input type="checkbox"/> Separate basis <input checked="" type="checkbox"/> Consolidated basis <input type="checkbox"/> Both consolidated and separate basis	Yes	
2c	If "Yes," to line 2a or 2b, does the organization have a committee that assumes responsibility for oversight of the audit, review, or compilation of its financial statements and selection of an independent accountant? If the organization changed either its oversight process or selection process during the tax year, explain in Schedule O	Yes	
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
3b	If "Yes," did the organization undergo the required audit or audits? If the organization did not undergo the required audit or audits, explain why in Schedule O and describe any steps taken to undergo such audits		

SCHEDULE A
(Form 990 or 990EZ)

Public Charity Status and Public Support

OMB No 1545-0047

2012

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.

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 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 - Non-functionally integrated
- e By checking this box, I certify that the organization is not controlled directly or indirectly by one or more disqualified persons other than foundation managers and other than one or more publicly supported organizations described in section 509(a)(1) or section 509(a)(2)
- f If the organization received a written determination from the IRS that it is a Type I, Type II, or Type III supporting organization, check this box
- g Since August 17, 2006, has the organization accepted any gift or contribution from any of the following persons?
 (i) A person who directly or indirectly controls, either alone or together with persons described in (ii) and (iii) below, the governing body of the supported organization?
 (ii) A family member of a person described in (i) above?
 (iii) A 35% controlled entity of a person described in (i) or (ii) above?
- h Provide the following information about the supported organization(s)

	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 monetary 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) 2008	(b) 2009	(c) 2010	(d) 2011	(e) 2012	(f) Total
1 Gifts, grants, contributions, and membership fees received (Do not include any "unusual grants.")	5,564,823	5,169,910	4,982,269	4,943,370	5,491,850	26,152,222
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	3,723,447	3,514,135	5,190,328	5,070,886	4,693,127	22,191,923
4 Total. Add lines 1 through 3	9,288,270	8,684,045	10,172,597	10,014,256	10,184,977	48,344,145
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)						564,846
6 Public support. Subtract line 5 from line 4						47,779,299

Section B. Total Support

Calendar year (or fiscal year beginning in) ▶	(a) 2008	(b) 2009	(c) 2010	(d) 2011	(e) 2012	(f) Total
7 Amounts from line 4	9,288,270	8,684,045	10,172,597	10,014,256	10,184,977	48,344,145
8 Gross income from interest, dividends, payments received on securities loans, rents, royalties and income from similar sources	46,243	12,883	8,985	6,704	7,982	82,797
9 Net income from unrelated business activities, whether or not the business is regularly carried on	28,892	24,119	30,190	31,882	28,053	143,136
10 Other income Do not include gain or loss from the sale of capital assets (Explain in Part IV.)	130,346	108,495	112,981	131,082	143,872	626,776
11 Total support (Add lines 7 through 10)						49,196,854
12 Gross receipts from related activities, etc. (see instructions)					12	19,597,918
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 <input type="checkbox"/>						

Section C. Computation of Public Support Percentage

14 Public support percentage for 2012 (line 6, column (f) divided by line 11, column (f))	14	97.120 %
15 Public support percentage for 2011 Schedule A, Part II, line 14	15	97.980 %
16a 33 1/3% support test—2012. If the organization did not check the box on line 13, and line 14 is 33 1/3% or more, check this box and stop here. The organization qualifies as a publicly supported organization <input checked="" type="checkbox"/>		
b 33 1/3% support test—2011. If the organization did not check a box on line 13 or 16a, and line 15 is 33 1/3% or more, check this box and stop here. The organization qualifies as a publicly supported organization <input type="checkbox"/>		
17a 10%-facts-and-circumstances test—2012. If the organization did not check a box on line 13, 16a, or 16b, and line 14 is 10% or more, and if the organization meets the "facts-and-circumstances" test, check this box and stop here. Explain in Part IV how the organization meets the "facts-and-circumstances" test. The organization qualifies as a publicly supported organization <input type="checkbox"/>		
b 10%-facts-and-circumstances test—2011. If the organization did not check a box on line 13, 16a, 16b, or 17a, and line 15 is 10% or more, and if the organization meets the "facts-and-circumstances" test, check this box and stop here. Explain in Part IV how the organization meets the "facts-and-circumstances" test. The organization qualifies as a publicly supported organization <input type="checkbox"/>		
18 Private foundation. If the organization did not check a box on line 13, 16a, 16b, 17a, or 17b, check this box and see instructions <input type="checkbox"/>		

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

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

Section A. Public Support

Calendar year (or fiscal year beginning in) ▶	(a) 2008	(b) 2009	(c) 2010	(d) 2011	(e) 2012	(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) 2008	(b) 2009	(c) 2010	(d) 2011	(e) 2012	(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 2012 (line 8, column (f) divided by line 13, column (f))	15	
16 Public support percentage from 2011 Schedule A, Part III, line 15	16	

Section D. Computation of Investment Income Percentage

17 Investment income percentage for 2012 (line 10c, column (f) divided by line 13, column (f))	17	
18 Investment income percentage from 2011 Schedule A, Part III, line 17	18	

- 19a 33 1/3% support tests—2012.** 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—2011.** If the organization did not check a box on line 14 or line 19a, and line 16 is more than 33 1/3% and line 18 is not more than 33 1/3%, check this box and **stop here**. The organization qualifies as a publicly supported organization
- 20 Private foundation.** If the organization did not check a box on line 14, 19a, or 19b, check this box and see instructions

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

Facts And Circumstances Test

Explanation

SCHEDULE D (Form 990)

OMB No 1545-0047

Supplemental Financial Statements

2012

Open to Public Inspection

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

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 3 columns: (a) Donor advised funds, (b) Funds and other accounts, and a Yes/No column. Rows include total number at end of year, aggregate contributions, aggregate grants, aggregate value, and questions about donor advised funds and grant purposes.

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

Table with 2 columns: Description and Held at the End of the Year (2a-2d). Rows include purpose of easements, number of easements, acreage, and monitoring expenses.

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.

Table with 2 columns: Description and Amount. Rows include questions about reporting art and historical treasures, and required amounts for revenues and assets.

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

3 Using the organization's acquisition, accession, and other records, check any of the following that are a significant use of its collection items (check all that apply)

- a Public exhibition
b Scholarly research
c Preservation for future generations
d Loan or exchange programs
e Other

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

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

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

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

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

Table with 2 columns: Description (1c-1f) and Amount

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

b If "Yes," explain the arrangement in Part XIII. Check here if the explanation has been provided in Part XIII

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

Table with 6 columns: (a) Current year, (b) Prior year, (c) Two years back, (d) Three years back, (e) Four years back. Rows include 1a-1g: Beginning of year balance, Contributions, Net investment earnings, gains, and losses, Grants or scholarships, Other expenditures for facilities and programs, Administrative expenses, End of year balance.

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

- a Board designated or quasi-endowment 100%
b Permanent endowment 38.000%
c Temporarily restricted endowment 61.000%
The percentages in lines 2a, 2b, and 2c should equal 100%

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

Table with 2 columns: Yes, No. Rows include 3a(i) unrelated organizations, 3a(ii) related organizations, 3b If "Yes" to 3a(ii), are the related organizations listed as required on Schedule R?

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

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

Table with 5 columns: (a) Cost or other basis (Investment), (b) Cost or other basis (other), (c) Accumulated depreciation, (d) Book value. Rows include 1a Land, b Buildings, c Leasehold improvements, d Equipment, e Other, Total. Add lines 1a through 1e (Column (d) must equal Form 990, Part X, column (B), line 10(c).)

Part VII Investments—Other Securities. See Form 990, Part X, line 12.

Table with 3 columns: (a) Description of security or category, (b) Book value, (c) Method of valuation. Rows include Financial derivatives, Closely-held equity interests, Other, and Total.

Part VIII Investments—Program Related. See Form 990, Part X, line 13.

Table with 3 columns: (a) Description of investment type, (b) Book value, (c) Method of valuation. Includes Total row.

Part IX Other Assets. See Form 990, Part X, line 15.

Table with 2 columns: (a) Description, (b) Book value. Row 1: CHARITABLE GIFT ANNUITIES with value 1,259,052. Includes Total row.

Part X Other Liabilities. See Form 990, Part X, line 25.

Table with 2 columns: (a) Description of liability, (b) Book value. Rows include Federal income taxes, CHARITABLE GIFT ANNUITIES, ACCRUED PENSION, and Total.

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

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

1	Total revenue, gains, and other support per audited financial statements	1	14,161,858
2	Amounts included on line 1 but not on Form 990, Part VIII, line 12		
a	Net unrealized gains on investments	2a	2,612
b	Donated services and use of facilities	2b	5,360,301
c	Recoveries of prior year grants	2c	
d	Other (Describe in Part XIII)	2d	396,337
e	Add lines 2a through 2d	2e	5,759,250
3	Subtract line 2e from line 1	3	8,402,608
4	Amounts included on Form 990, Part VIII, line 12, but not on line 1		
a	Investment expenses not included on Form 990, Part VIII, line 7b	4a	
b	Other (Describe in Part XIII)	4b	
c	Add lines 4a and 4b	4c	0
5	Total revenue Add lines 3 and 4c . (This must equal Form 990, Part I, line 12)	5	8,402,608

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

1	Total expenses and losses per audited financial statements	1	15,371,427
2	Amounts included on line 1 but not on Form 990, Part IX, line 25		
a	Donated services and use of facilities	2a	5,360,301
b	Prior year adjustments	2b	
c	Other losses	2c	
d	Other (Describe in Part XIII)	2d	986,842
e	Add lines 2a through 2d	2e	6,347,143
3	Subtract line 2e from line 1	3	9,024,284
4	Amounts included on Form 990, Part IX, line 25, but not on line 1:		
a	Investment expenses not included on Form 990, Part VIII, line 7b	4a	
b	Other (Describe in Part XIII)	4b	28,053
c	Add lines 4a and 4b	4c	28,053
5	Total expenses Add lines 3 and 4c . (This must equal Form 990, Part I, line 18)	5	9,052,337

Part XIII Supplemental Information

Complete this part to provide the descriptions required for Part II, lines 3, 5, and 9, Part III, lines 1a and 4, Part IV, lines 1b and 2b, Part V, line 4, Part X, line 2, Part XI, lines 2d and 4b, and Part XII, 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 \$533,960 AND \$245,150 FOR THE YEARS ENDED JUNE 30, 2013 AND 2012, RESPECTIVELY
DESCRIPTION OF INTENDED USE OF ENDOWMENT FUNDS	PART V, LINE 4	THE MUSEUM HAS VARIOUS FUNDS THAT ARE DESIGNATED FOR RESTRICTED PURPOSES SUCH AS EXHIBITION COSTS, EDUCATION PROGRAMS, ART CONSERVATION, AND EDUCATOR AND CURATOR SALARIES AND BENEFITS OTHER FUNDS ARE USED AS DIRECTED BY THE MUSEUM DIRECTOR WE ALSO HAVE SUPPORT ORGANIZATION FUNDING FOR THE ACQUISITION OF NEW ART, EXHIBITION SUPPORT AND CURATORIAL SUPPORT
PART XI, LINE 2D - OTHER ADJUSTMENTS		COST OF SALES 292,777 CHANGE IN CHARITABLE GIFT ANNUITIES -28,492 SPECIAL EVENTS EXP OFFSET AGAINST REVENUE ON FINANCIAL STATEMENTS 132,052
PART XII, LINE 2D - OTHER ADJUSTMENTS		COST OF SALES 292,777 SPECIAL EVENTS EXP OFFSET AGAINST REVENUE ON FINANCIAL STATEMENTS 160,105 ACQUISITION OF FINE ART 533,960
PART XII, LINE 4B - OTHER ADJUSTMENTS		CATERING INCOME INCLUDED IN EXPENSE ON FINANCIAL STATEMENTS 28,053

SCHEDULE G (Form 990 or 990-EZ)

Supplemental Information Regarding Fundraising or Gaming Activities

OMB No 1545-0047

2012

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. Form 990-EZ filers are not required to complete this part.

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 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 email 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 under which the fundraiser is to be compensated at least \$5,000 by the organization

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 of fundraising event contributions and gross income on Form 990-EZ, lines 1 and 6b. List events with gross receipts greater than \$5,000.

		(a) Event #1	(b) Event #2	(c) Other events	(d) Total events
		<u>THE PARTY</u> (event type)	<u>CF ART AUCTION</u> (event type)	<u>8</u> (total number)	(add col (a) through col (c))
Revenue	1 Gross receipts	751,571	290,653	586,104	1,628,328
	2 Less Contributions	254,960	90,527	53,960	399,447
	3 Gross income (line 1 minus line 2)	496,611	200,126	532,144	1,228,881
Direct Expenses	4 Cash prizes				
	5 Noncash prizes				
	6 Rent/facility costs				
	7 Food and beverages	62,377	27,266	125,111	214,754
	8 Entertainment	52,532			52,532
	9 Other direct expenses	240,894	56,502	280,269	577,665
	10 Direct expense summary Add lines 4 through 9 in column (d) ▶				
11 Net income summary Combine line 3, column (d), and line 10 ▶					383,930

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))
		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 _____

Does the organization operate gaming activities with nonmembers? Yes No

12 Is the organization a grantor, beneficiary or trustee of a trust or a member of a partnership or other entity formed to administer charitable gaming? Yes No

13 Indicate the percentage of gaming activity operated in

a The organization's facility	13a	
b An outside facility	13b	

14 Enter the name and address of the person who prepares the organization's gaming/special events books and records

Name ▶

Address ▶

15a Does the organization have a contract with a third party from whom the organization receives gaming revenue? Yes No

b If "Yes," enter the amount of gaming revenue received by the organization ▶ \$ _____ and the amount of gaming revenue retained by the third party ▶ \$ _____

c If "Yes," enter name and address of the third party

Name ▶

Address ▶

16 Gaming manager information

Name ▶

Gaming manager compensation ▶ \$

Description of services provided ▶

Director/officer Employee Independent contractor

17 Mandatory distributions

a Is the organization required under state law to make charitable distributions from the gaming proceeds to retain the state gaming license? Yes No

b Enter the amount of distributions required under state law distributed to other exempt organizations or spent in the organization's own exempt activities during the tax year ▶ \$ _____

Part IV Supplemental Information. Complete this part to provide the explanations required by Part I, line 2b, columns (iii) and (v), and Part III, lines 9, 9b, 10b, 15b, 15c, 16, and 17b, as applicable. Also complete this part to provide any additional information (see instructions).

Identifier	Return Reference	Explanation
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Schedule J
(Form 990)

Compensation Information

OMB No 1545-0047

2012

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

- 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 of 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 filing organization used to establish the compensation of the organization's CEO/Executive Director. Check all that apply. Do not check any boxes for methods used by a related organization to establish compensation of the CEO/Executive Director, but explain in Part III

- | | |
|---------------------------------------------------------------------|-------------------------------------------------------------------------------------|
| <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?
- 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 Regulations 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) for each listed individual must equal the total amount of Form 990, Part VII, Section A, line 1a, applicable column (D) and (E) amounts for that individual.

(A) Name and Title		(B) Breakdown of W-2 and/or 1099-MISC compensation			(C) Retirement and other deferred compensation	(D) Nontaxable benefits	(E) Total of columns (B)(i)-(D)	(F) Compensation reported as deferred in prior Form 990
		(i) Base compensation	(ii) Bonus & incentive compensation	(iii) Other reportable compensation				
(1) GARY EGAN DEPUTY DIR- FINANCE & ADMIN	(i)	148,623	0	0	9,632	12,806	171,061	0
	(ii)	0	0	0	0	0	0	0
(2) JAMES BALLINGER SYBIL HARRINGTON DIRECTOR	(i)	284,661	0	1,909	19,944	21,022	327,536	0
	(ii)	0	0	0	0	0	0	0
(3) RONALD MILLER DIRECTOR OF DEVELOPMENT	(i)	148,886	0	0	9,632	12,817	171,335	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, 3, 4a, 4b, 4c, 5a, 5b, 6a, 6b, 7, and 8, and for Part II. Also complete this part for any additional information.

Identifier	Return Reference	Explanation
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SCHEDULE M (Form 990)

Noncash Contributions

OMB No 1545-0047

2012

Open to Public Inspection

Complete if the organizations 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) Noncash contribution amounts reported on Form 990, Part VIII, line 1g, (d) Method of determining noncash 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

30a During the year, did the organization receive by contribution any property reported in Part I, lines 1-28 that it must hold for at least three years from the date of the initial contribution... 31 Does the organization have a gift acceptance policy... 32a Does the organization hire or use third parties... 33 If the organization did not report an amount in column (c) for a type of property for which column (a) is checked...

Part III Supplemental Information. Complete this part to provide the information required by Part I, lines 30b, 32b, and 33, and whether the organization is reporting in Part I, column (b), the number of contributions, the number of items received, or a combination of both. Also complete this part for any additional information.

Identifier	Return Reference	Explanation
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) (2012)

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

2012

Open to Public Inspection

Name of the organization
PHOENIX ART MUSEUM

Employer identification number

86-0072608

Identifier	Return Reference	Explanation
PROGRAM SERVICE ACCOMPLISHMENT # 4A	FORM 990, PAGE 2, PART III	"CURVES FOR ES ", DAN GRAHAM PHOENIX ART MUSEUM ACQUIRED A NEW AND IMPORTANT CONTEMPORARY ART PIECE, CURVES FOR ES , AN INTERACTIVE SCULPTURAL STRUCTURE BY ARTIST DAN GRAHAM THE SCULPTURE WAS PART OF A SERIES GRAHAM BEGAN IN THE 1970S AND HAS BEEN COLLECTED WORLDWIDE DISORIENTING THE VIEWERS FROM THEIR SURROUNDINGS AND UNDERSTANDING OF SPACE HIS GLASS AND METAL PAVILIONS ARE CONCEIVED TO INTERACT WITH THE ARCHITECTURE AROUND THEM AND OFFER VISITORS A RICH AND MATCHLESS MOMENT FOR RELATION AND REFLECTION GRAHAM'S PAVILIONS ARE RIGOROUSLY CONCEPTUAL, BEAUTIFUL AND PUBLIC IT WAS UNVEILED TO THE PUBLIC IN EARLY 2013

Identifier	Return Reference	Explanation
PROGRAM SERVICE ACCOMPLISHMENT # 4B	FORM 990, PAGE 2, PART III	<p>ORDER, CHAOS AND THE SPACE BETWEEN DRAWN FROM THE INTERNATIONALLY RENOWNED DIANE AND BRUCE HALLE COLLECTION, ORDER, CHAOS, AND THE SPACE BETWEEN PRESENTS CONTEMPORARY, CUTTING EDGE WORKS BY LATIN AMERICAN ARTISTS WHO QUESTION THE NATURE OF THE CREATIVE PROCESS WHETHER WORKING ON CANVAS, IN SCULPTURE, PHOTOGRAPHY, VIDEO, OR INSTALLATION THESE RADICAL INNOVATORS HAVE TRANSFORMED TRADITIONAL ARTISTIC LANGUAGES INTO NEW WAYS OF CREATING AND CONCEIVING WORKS OF ART THE WORKS PRESENTED IN THIS EXHIBITION SHOWCASE THE MEANS BY WHICH ARTISTS WORKING IN LATIN AMERICA HAVE OVERCOME THEIR GEOGRAPHIC MARGINALITY TO INITIATE ARTISTIC CURRENTS THAT RESONATE ON AN INTERNATIONAL SCALE THIS EXHIBITION IS NOT A SURVEY OF LATIN AMERICAN ART, BUT RATHER A SNAPSHOT OF THE DYNAMIC HALLE COLLECTION AT A PARTICULAR MOMENT IN ITS CONTINUING HISTORY IT PROVIDES A WINDOW INTO MANY OF THE MOST SIGNIFICANT TRENDS IN LATIN AMERICAN ART FROM THE MID-20TH CENTURY TO THE PRESENT DAY THIS EXHIBITION OF THE COLLECTION WILL HELP TO FOSTER GREATER AWARENESS OF MANY GROUNDBREAKING 20TH AND 21ST CENTURY LATIN AMERICAN ARTISTS AND THE TREMENDOUS SCOPE OF THEIR CREATIVE ENDEAVORS ORDER, CHAOS, AND THE SPACE BETWEEN IS CO-CURATED BY DR BEVERLY ADAMS, CURATOR OF THE DIANE AND BRUCE HALLE COLLECTION, AND DR VANESSA DAVIDSON, SHAWN AND JOE LAMPE ASSOCIATE CURATOR OF LATIN AMERICAN ART AT PHOENIX ART MUSEUM</p>

Identifier	Return Reference	Explanation
PROGRAM SERVICE ACCOMPLISHMENT # 4C	FORM 990, PAGE 2, PART III	THE ART OF THE VIDEO GAMES THE ART OF VIDEO GAMES, WHICH TRAVELS FROM THE SMITHSONIAN AMERICAN ART MUSEUM, IS ONE OF THE FIRST EXHIBITIONS TO EXPLORE THE FORTY-YEAR EVOLUTION OF VIDEO GAMES AS AN ARTISTIC MEDIUM, WITH A FOCUS ON STRIKING VISUAL EFFECTS AND THE CREATIVE USE OF NEW TECHNOLOGIES IT FEATURES SOME OF THE MOST INFLUENTIAL ARTISTS AND DESIGNERS DURING FIVE ERAS OF GAME TECHNOLOGY, FROM EARLY PIONEERS TO CONTEMPORARY DESIGNERS THE EXHIBITION FOCUSES ON THE INTERPLAY OF GRAPHICS, TECHNOLOGY AND STORY TELLING THROUGH SOME OF THE BEST GAMES FOR TWENTY GAMING SYSTEMS RANGING FROM THE ATARI VCS TO THE PLAY STATION 3 EIGHTY GAMES, SELECTED WITH THE HELP OF THE PUBLIC, DEMONSTRATE THE EVOLUTION OF THE MEDIUM THE GAMES ARE PRESENTED THROUGH STILL IMAGES AND VIDEO FOOTAGE IN ADDITION, THE GALLERIES WILL INCLUDE VIDEO INTERVIEWS WITH TWENTY DEVELOPERS AND ARTISTS, LARGE PRINTS OF IN-GAME SCREEN SHOTS, AND HISTORIC GAME CONSOLES CHRIS MELISSINOS, FOUNDER OF PAST PIXELS AND COLLECTOR OF VIDEO GAMES AND GAMING SYSTEMS, IS THE CURATOR OF THE EXHIBITION

Identifier	Return Reference	Explanation
	FORM 990, PART VI, SECTION A, LINE 6	THE MUSEUM HAS A MEMBERSHIP PROGRAM THAT CURRENTLY HAS 10,640 MEMBERS REGULAR MEMBERS AND CIRCLES MEMBERS, EACH GET ONE VOTE

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 FINANCIAL STATEMENTS ARE AVAILABLE ON THE WEBSITE AND THE ORGANIZATION MAKES ITS GOVERNING DOCUMENTS, AND CONFLICT OF INTEREST POLICY, AVAILABLE UPON REQUEST

Identifier	Return Reference	Explanation
CHANGES IN NET ASSETS OR FUND BALANCES	FORM 990, PART XI, LINE 9	ACQUISITION OF FINE ART -533,960 CHANGE IN CHARITABLE GIFT ANNUITIES -28,492

Identifier	Return Reference	Explanation
	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

2012

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" to Form 990, Part IV, line 33.)

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

Part II Identification of Related Tax-Exempt Organizations (Complete if the organization answered "Yes" to 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 entity?	
						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" to 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" to 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	(i) Section 512 (b)(13) controlled entity?	
								Yes	No

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

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

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

a Receipt of **(i)** interest **(ii)** annuities **(iii)** royalties or **(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 Dividends from related organization(s)

g Sale of assets to related organization(s)

h Purchase of assets from related organization(s)

i Exchange of assets with related organization(s)

j Lease of facilities, equipment, or other assets to related organization(s)

k Lease of facilities, equipment, or other assets from related organization(s)

l Performance of services or membership or fundraising solicitations for related organization(s)

m Performance of services or membership or fundraising solicitations by related organization(s)

n Sharing of facilities, equipment, mailing lists, or other assets with related organization(s)

o Sharing of paid employees with related organization(s)

p Reimbursement paid to related organization(s) for expenses

q Reimbursement paid by related organization(s) for expenses

r Other transfer of cash or property to related organization(s)

s Other transfer of cash or property from related 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	Yes	
1l	Yes	
1m		No
1n	Yes	
1o	Yes	
1p		No
1q	Yes	
1r	Yes	
1s	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-s)	(c) Amount involved	(d) Method of determining amount involved
(1) PHOENIX ART MUSEUM ENDOWMENT FUND	C	1,350,242	FAIR MARKET VALUE
(2) PHOENIX ART MUSEUM ENDOWMENT FUND	E	2,100,010	FAIR MARKET VALUE
(3) PHOENIX ART MUSEUM ENDOWMENT FUND	N	0	
(4) PHOENIX ART MUSEUM ENDOWMENT FUND	Q	0	
(5) PHOENIX ART MUSEUM ENDOWMENT FUND	S	192,399	FAIR MARKET VALUE

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

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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Additional Data

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

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 (list any hours for related organizations below dotted line)	(C) Position (do not check more than one box, unless person is both an officer and a director/trustee)						(D) Reportable compensation from the organization (W-2/1099-MISC)	(E) Reportable compensation from related organizations (W-2/1099-MISC)	(F) Estimated amount of other compensation from the organization and related organizations
		Individual trustee or director	Institutional Trustee	Officer	Key employee	Highest compensated employee	Former			
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
ALVAN ADAMS TRUSTEE	1 00	X						0	0	0
DORIS ONG TRUSTEE-SECRETARY	1 00	X		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		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
AMY CLAGUE TRUSTEE	1 00	X						0	0	0
TONY ASTORGA TRUSTEE	1 00	X						0	0	0
WILLIAM G WAY TRUSTEE-CHAIRMAN	1 00	X		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
MIKE COHN 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 (list any hours for related organizations below dotted line)	(C) Position (do not check more than one box, unless person is both an officer and a director/trustee)						(D) Reportable compensation from the organization (W-2/1099-MISC)	(E) Reportable compensation from related organizations (W-2/1099-MISC)	(F) Estimated amount of other compensation from the organization and related organizations
		Individual trustee or director	Institutional Trustee	Officer	Key employee	Highest compensated employee	Former			
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
JACQUIE DORRANCE TRUSTEE	1 00	X						0	0	0
JIM PATTERSON TRUSTEE-VICE CHAIRMAN	1 00	X		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-TREASURER	1 00	X		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
MICHAEL GREENBAUM TRUSTEE	1 00	X						0	0	0
LILA HARNETT TRUSTEE	1 00	X						0	0	0
PATRICIA NOLAN TRUSTEE	1 00	X						0	0	0
STEVE RIZLEY TRUSTEE	1 00	X						0	0	0
ANN SNER TRUSTEE	1 00	X						0	0	0
GARY EGAN DEPUTY DIR-FINANCE & ADMIN	37 50			X				148,623	0	22,438

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 (list any hours for related organizations below dotted line)	(C) Position (do not check more than one box, unless person is both an officer and a director/trustee)							(D) Reportable compensation from the organization (W-2/1099-MISC)	(E) Reportable compensation from related organizations (W-2/1099-MISC)	(F) Estimated amount of other compensation from the organization and related organizations
		Individual trustee or director	Institutional Trustee	Officer	Key employee	Highest compensated employee	Former				
JAMES BALLINGER SYBIL HARRINGTON DIRECTOR	37 50				X			286,570	0	40,966	
RONALD MILLER DIRECTOR OF DEVELOPMENT	37 50					X		148,886	0	22,449	