

Form **990**

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)

OMB No. 1545-0047

2012

Department of the Treasury
Internal Revenue Service

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

Open to Public Inspection

A For the **2012** calendar year, or tax year beginning **JUL 1, 2012** and ending **JUN 30, 2013**

B Check if applicable: <input type="checkbox"/> Address change <input type="checkbox"/> Name change <input type="checkbox"/> Initial return <input type="checkbox"/> Terminated <input type="checkbox"/> Amended return <input type="checkbox"/> Application pending	C Name of organization WHITNEY MUSEUM OF AMERICAN ART		D Employer identification number 13-1789318
	Doing Business As		E Telephone number 212-570-3600
	Number and street (or P.O. box if mail is not delivered to street address)	Room/suite	
	City, town, or post office, state, and ZIP code NEW YORK, NY 10021		G Gross receipts \$ 202,723,000.
F Name and address of principal officer: ADAM WEINBERG SAME AS C ABOVE		H(a) Is this a group return for affiliates? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
I Tax-exempt status: <input checked="" type="checkbox"/> 501(c)(3) <input type="checkbox"/> 501(c) () ◀ (insert no.) <input type="checkbox"/> 4947(a)(1) or <input type="checkbox"/> 527		H(b) Are all affiliates included? <input type="checkbox"/> Yes <input type="checkbox"/> No If "No," attach a list. (see instructions)	
J Website: ▶ WHITNEY.ORG		H(c) Group exemption number ▶	
K Form of organization: <input checked="" type="checkbox"/> Corporation <input type="checkbox"/> Trust <input type="checkbox"/> Association <input type="checkbox"/> Other ▶		L Year of formation: 1926 M State of legal domicile: NY	

Part I Summary

Activities & Governance	1 Briefly describe the organization's mission or most significant activities: THE WHITNEY MUSEUM OF AMERICAN ART IS A MUSEUM DEVOTED TO AMERICAN ART OF THE 20TH AND 21ST	
	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)	45
	4 Number of independent voting members of the governing body (Part VI, line 1b)	44
	5 Total number of individuals employed in calendar year 2012 (Part V, line 2a)	343
	6 Total number of volunteers (estimate if necessary)	70
	7a Total unrelated business revenue from Part VIII, column (C), line 12	107,000.
7b Net unrelated business taxable income from Form 990-T, line 34	85,540.	
Revenue	8 Contributions and grants (Part VIII, line 1h)	Prior Year: 45,961,000. Current Year: 84,331,000.
	9 Program service revenue (Part VIII, line 2g)	3,024,000. 2,823,000.
	10 Investment income (Part VIII, column (A), lines 3, 4, and 7d)	5,531,000. 3,013,000.
	11 Other revenue (Part VIII, column (A), lines 5, 6d, 8c, 9c, 10c, and 11e)	270,000. 1,104,000.
	12 Total revenue - add lines 8 through 11 (must equal Part VIII, column (A), line 12)	54,786,000. 91,271,000.
	Expenses	13 Grants and similar amounts paid (Part IX, column (A), lines 1-3)
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)		17,447,000. 18,141,000.
16a Professional fundraising fees (Part IX, column (A), line 11e)		254,000. 245,000.
b Total fundraising expenses (Part IX, column (D), line 25) ▶ 4,446,000.		
17 Other expenses (Part IX, column (A), lines 11a-11d, 11f-24e)		20,943,000. 21,992,000.
18 Total expenses. Add lines 13-17 (must equal Part IX, column (A), line 25)	38,694,000. 40,428,000.	
19 Revenue less expenses. Subtract line 18 from line 12	16,092,000. 50,843,000.	
Net Assets or Fund Balances	20 Total assets (Part X, line 16)	Beginning of Current Year: 602,967,000. End of Year: 687,931,000.
	21 Total liabilities (Part X, line 26)	156,083,000. 161,502,000.
	22 Net assets or fund balances. Subtract line 21 from line 20	446,884,000. 526,429,000.

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			
	▶ JOHN STANLEY, CHIEF OPERATING OFFICER	Type or print name and title			
Paid Preparer Use Only	Print/Type preparer's name FREDERICK MARTENS	Preparer's signature	Date	Check if self-employed <input type="checkbox"/>	PTIN P00298107
	Firm's name ▶ LUTZ AND CARR, CPAS LLP	Firm's EIN ▶ 13-1655065	Firm's address ▶ 300 EAST 42ND STREET NEW YORK, NY 10017	Phone no. 212-697-2299	

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 [X]

1 Briefly describe the organization's mission: THE WHITNEY SEEKS TO BE THE DEFINING MUSEUM OF 20TH AND 21ST CENTURY AMERICAN ART. THE MUSEUM COLLECTS, EXHIBITS, PRESERVES, RESEARCHES AND INTERPRETS ART OF THE U.S. IN THE BROADEST GLOBAL, HISTORICAL AND INTERDISCIPLINARY CONTEXTS. AS THE PREEMINENT ADVOCATE FOR AMERICAN

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 [X] No

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

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

4a (Code:) (Expenses \$ 17,029,000. including grants of \$ 50,000.) (Revenue \$ 2,682,000.) COLLECTION AND EXHIBITIONS OF AMERICAN ART: THE WHITNEY MUSEUM OF AMERICAN ART PRESENTED 13 EXHIBITIONS IN FY13. THESE INCLUDED: . . . AS APPLE PIE (JUNE 8, 2012-JUNE 9, 2013), YAYOI KUSAMA'S FIREFLIES ON THE WATER (JUNE 13-OCTOBER 28, 2012), SHARON HAYES: THERE'S SO MUCH I WANT TO SAY TO YOU (JUNE 21-SEPTEMBER 9, 2012), SIGNS & SYMBOLS (JUNE 28-OCTOBER 28, 2012), YAYOI KUSAMA (JULY 12-SEPTEMBER 30, 2012), WADE GUYTON OS (OCTOBER 4, 2012-JANUARY 13, 2013), RICHARD ARTSCHWAGER! (OCTOBER 25, 2012-FEBURARY 3, 2013), TRISHA BAGGA: PLYMOUTH ROCK 2 (NOVEMBER 7, 2012-JANUARY 27, 2013), SINISTER POP (NOVEMBER 15, 2012-MARCH 31, 2013), BLUES FOR SMOKE (FEBRUARY 7-APRIL 28, 2013), JAY DEFEO: A RETROSPECTIVE (FEBRUARY 28-JUNE 2, 2013), STEWART UOO AND JANA EULER: OUTSIDE INSIDE SENSIBILITY (MAY 10-AUGUST

4b (Code:) (Expenses \$ 10,015,000. including grants of \$ 0.) (Revenue \$ 141,000.) CURATORIAL AND RELATED SUPPORT: IN FY13 THE CURATORIAL DEPARTMENT CONTINUED THE PLANNING PROCESS FOR THE PERMANENT COLLECTION DISPLAY AT THE NEW BUILDING INCLUDING THE INAUGURAL EXHIBITION OF THE MUSEUM WHICH WILL BE DRAWN ENTIRELY FROM THE PERMANENT COLLECTION. THE RESEARCH AND PLANNING PHASE HAS INCLUDED A CHRONOLOGICAL SERIES OF PERMANENT COLLECTION EXHIBITIONS AT THE BREUER BUILDING, WHICH BEGAN WITH "BREAKING GROUND: THE WHITNEY'S FOUNDING COLLECTION" AND CONTINUED THROUGH "SINISTER POP," CULMINATING WITH "I, YOU, WE" ON ART FROM THE 1980S AND 1990S. THESE EXHIBITIONS HAVE FUNCTIONED IN PART AS LABORATORIES AS WE EXAMINE THE NEARLY 20,000 WORKS IN THE COLLECTION IN NEW AND INNOVATIVE WAYS. ADDITIONALLY, A CORE TEAM OF CURATORS CONTINUES ITS REVIEW OF THE WHITNEY'S COLLECTION,

4c (Code:) (Expenses \$ 2,875,000. including grants of \$ 0.) (Revenue \$ 0.) EDUCATION PROGRAMS: IN FY13, WHITNEY EDUCATION SERVED OVER 567,568 PEOPLE THROUGH SCHOOL & EDUCATOR PROGRAMS, PUBLIC PROGRAMS, SENIOR PROGRAMS, FAMILY PROGRAMS, TEEN PROGRAMS, COMMUNITY PROGRAMS, INTERPRETATION PROGRAMS, AND WEB VISITORS. THE WHITNEY OFFERED FREE TOURS OF EXHIBITIONS AND THE PERMANENT COLLECTION, GUIDED VISITS FOR SCHOOLS, TEEN PROGRAMS WITH ARTISTS-IN-RESIDENCE, FAMILY ART WORKSHOPS AND FAMILY DAY PROGRAMS, SIGN LANGUAGE AND TOUCH TOURS, EVENING PUBLIC PROGRAMS PLANNED IN COLLABORATION WITH EXHIBITING ARTISTS, ONLINE EXHIBITION-RELATED CONTENT AND A MULTIMEDIA GUIDE. IN ADVANCE OF THE WHITNEY'S MOVE TO THE MEAT PACKING DISTRICT, THE DEPARTMENT'S ACCESS AND COMMUNITY DIVISION CONTINUED TO GROW MUSEUM PARTNERSHIPS WITH DOWNTOWN SCHOOLS, SENIOR

4d Other program services (Describe in Schedule O.) (Expenses \$ 1,093,000. including grants of \$) (Revenue \$ 138,000.)

4e Total program service expenses 31,012,000.

Part IV Checklist of Required Schedules

		Yes	No
1	Is the organization described in section 501(c)(3) or 4947(a)(1) (other than a private foundation)? <i>If "Yes," complete Schedule A</i>	X	
2	Is the organization required to complete <i>Schedule B, Schedule of Contributors</i> ?	X	
3	Did the organization engage in direct or indirect political campaign activities on behalf of or in opposition to candidates for public office? <i>If "Yes," complete Schedule C, Part I</i>		X
4	Section 501(c)(3) organizations. Did the organization engage in lobbying activities, or have a section 501(h) election in effect during the tax year? <i>If "Yes," complete Schedule C, Part II</i>	X	
5	Is the organization a section 501(c)(4), 501(c)(5), or 501(c)(6) organization that receives membership dues, assessments, or similar amounts as defined in Revenue Procedure 98-19? <i>If "Yes," complete Schedule C, Part III</i>		X
6	Did the organization maintain any donor advised funds or any similar funds or accounts for which donors have the right to provide advice on the distribution or investment of amounts in such funds or accounts? <i>If "Yes," complete Schedule D, Part I</i>		X
7	Did the organization receive or hold a conservation easement, including easements to preserve open space, the environment, historic land areas, or historic structures? <i>If "Yes," complete Schedule D, Part II</i>		X
8	Did the organization maintain collections of works of art, historical treasures, or other similar assets? <i>If "Yes," complete Schedule D, Part III</i>	X	
9	Did the organization report an amount in Part X, line 21, for escrow or custodial account liability; serve as a custodian for amounts not listed in Part X; or provide credit counseling, debt management, credit repair, or debt negotiation services? <i>If "Yes," complete Schedule D, Part IV</i>		X
10	Did the organization, directly or through a related organization, hold assets in temporarily restricted endowments, permanent endowments, or quasi-endowments? <i>If "Yes," complete Schedule D, Part V</i>	X	
11	If the organization's answer to any of the following questions is "Yes," then complete Schedule D, Parts VI, VII, VIII, IX, or X as applicable.		
a	Did the organization report an amount for land, buildings, and equipment in Part X, line 10? <i>If "Yes," complete Schedule D, Part VI</i>	X	
b	Did the organization report an amount for investments - other securities in Part X, line 12 that is 5% or more of its total assets reported in Part X, line 16? <i>If "Yes," complete Schedule D, Part VII</i>	X	
c	Did the organization report an amount for investments - program related in Part X, line 13 that is 5% or more of its total assets reported in Part X, line 16? <i>If "Yes," complete Schedule D, Part VIII</i>		X
d	Did the organization report an amount for other assets in Part X, line 15 that is 5% or more of its total assets reported in Part X, line 16? <i>If "Yes," complete Schedule D, Part IX</i>		X
e	Did the organization report an amount for other liabilities in Part X, line 25? <i>If "Yes," complete Schedule D, Part X</i>	X	
f	Did the organization's separate or consolidated financial statements for the tax year include a footnote that addresses the organization's liability for uncertain tax positions under FIN 48 (ASC 740)? <i>If "Yes," complete Schedule D, Part X</i>		X
12a	Did the organization obtain separate, independent audited financial statements for the tax year? <i>If "Yes," complete Schedule D, Parts XI and XII</i>	X	
b	Was the organization included in consolidated, independent audited financial statements for the tax year? <i>If "Yes," and if the organization answered "No" to line 12a, then completing Schedule D, Parts XI and XII is optional</i>		X
13	Is the organization a school described in section 170(b)(1)(A)(ii)? <i>If "Yes," complete Schedule E</i>		X
14a	Did the organization maintain an office, employees, or agents outside of the United States?		X
b	Did the organization have aggregate revenues or expenses of more than \$10,000 from grantmaking, fundraising, business, investment, and program service activities outside the United States, or aggregate foreign investments valued at \$100,000 or more? <i>If "Yes," complete Schedule F, Parts I and IV</i>	X	
15	Did the organization report on Part IX, column (A), line 3, more than \$5,000 of grants or assistance to any organization or entity located outside the United States? <i>If "Yes," complete Schedule F, Parts II and IV</i>		X
16	Did the organization report on Part IX, column (A), line 3, more than \$5,000 of aggregate grants or assistance to individuals located outside the United States? <i>If "Yes," complete Schedule F, Parts III and IV</i>		X
17	Did the organization report a total of more than \$15,000 of expenses for professional fundraising services on Part IX, column (A), lines 6 and 11e? <i>If "Yes," complete Schedule G, Part I</i>	X	
18	Did the organization report more than \$15,000 total of fundraising event gross income and contributions on Part VIII, lines 1c and 8a? <i>If "Yes," complete Schedule G, Part II</i>	X	
19	Did the organization report more than \$15,000 of gross income from gaming activities on Part VIII, line 9a? <i>If "Yes," complete Schedule G, Part III</i>		X
20a	Did the organization operate one or more hospital facilities? <i>If "Yes," complete Schedule H</i>		X
b	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)

	Yes	No
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>		X
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>	X	
23 Did the organization answer "Yes" to Part VII, Section A, line 3, 4, or 5 about compensation of the organization's current and former officers, directors, trustees, key employees, and highest compensated employees? <i>If "Yes," complete Schedule J</i>	X	
24a Did the organization have a tax-exempt bond issue with an outstanding principal amount of more than \$100,000 as of the last day of the year, that was issued after December 31, 2002? <i>If "Yes," answer lines 24b through 24d and complete Schedule K. If "No," go to line 25</i>	X	
b Did the organization invest any proceeds of tax-exempt bonds beyond a temporary period exception?		X
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?		X
d Did the organization act as an "on behalf of" issuer for bonds outstanding at any time during the year?		X
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>		X
b Is the organization aware that it engaged in an excess benefit transaction with a disqualified person in a prior year, and that the transaction has not been reported on any of the organization's prior Forms 990 or 990-EZ? <i>If "Yes," complete Schedule L, Part I</i>		X
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>		X
27 Did the organization provide a grant or other assistance to an officer, director, trustee, key employee, substantial contributor or employee thereof, a grant selection committee member, or to a 35% controlled entity or family member of any of these persons? <i>If "Yes," complete Schedule L, Part III</i>		X
28 Was the organization a party to a business transaction with one of the following parties (see Schedule L, Part IV instructions for applicable filing thresholds, conditions, and exceptions):		
a A current or former officer, director, trustee, or key employee? <i>If "Yes," complete Schedule L, Part IV</i>		X
b A family member of a current or former officer, director, trustee, or key employee? <i>If "Yes," complete Schedule L, Part IV</i>		X
c An entity of which a current or former officer, director, trustee, or key employee (or a family member thereof) was an officer, director, trustee, or direct or indirect owner? <i>If "Yes," complete Schedule L, Part IV</i>		X
29 Did the organization receive more than \$25,000 in non-cash contributions? <i>If "Yes," complete Schedule M</i>	X	
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>	X	
31 Did the organization liquidate, terminate, or dissolve and cease operations? <i>If "Yes," complete Schedule N, Part I</i>		X
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>		X
33 Did the organization own 100% of an entity disregarded as separate from the organization under Regulations sections 301.7701-2 and 301.7701-3? <i>If "Yes," complete Schedule R, Part I</i>		X
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>		X
35a Did the organization have a controlled entity within the meaning of section 512(b)(13)?		X
b If "Yes" to line 35a, did the organization receive any payment from or engage in any transaction with a controlled entity within the meaning of section 512(b)(13)? <i>If "Yes," complete Schedule R, Part V, line 2</i>		
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>		X
37 Did the organization conduct more than 5% of its activities through an entity that is not a related organization and that is treated as a partnership for federal income tax purposes? <i>If "Yes," complete Schedule R, Part VI</i>		X
38 Did the organization complete Schedule O and provide explanations in Schedule O for Part VI, lines 11b and 19?	X	

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

Part V Statements Regarding Other IRS Filings and Tax Compliance

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

Main form area containing questions 1a through 14b with input fields and Yes/No columns.

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

Check if Schedule O contains a response 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; 1b Enter the number of voting members included in line 1a, above, who are independent; 2 Did any officer, director, trustee, or key employee have a family relationship or a business relationship with any other officer, director, trustee, or key employee?; 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?; 4 Did the organization make any significant changes to its governing documents since the prior Form 990 was filed?; 5 Did the organization become aware during the year of a significant diversion of the organization's assets?; 6 Did the organization have members or stockholders?; 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?; 7b Are any governance decisions of the organization reserved to (or subject to approval by) members, stockholders, or persons other than the governing body?; 8 Did the organization contemporaneously document the meetings held or written actions undertaken during the year by the following: a The governing body? b Each committee with authority to act on behalf of the governing body?; 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.

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?; 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?; 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; 12b Were officers, directors, or trustees, and key employees required to disclose annually interests that could give rise to conflicts?; 12c Did the organization regularly and consistently monitor and enforce compliance with the policy? If "Yes," describe in Schedule O how this was done; 13 Did the organization have a written whistleblower policy?; 14 Did the organization have a written document retention and destruction policy?; 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; 15b Other officers or key employees of the organization; 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?; 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

Table with 2 columns: Question, Answer. Rows include: 17 List the states with which a copy of this Form 990 is required to be filed; 18 Section 6104 requires an organization to make its Forms 1023 (or 1024 if applicable), 990, and 990-T (Section 501(c)(3)s only) available for public inspection. Indicate how you made these available. Check all that apply.; 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: CHIEF FINANCIAL OFFICER - 212-671-1820 945 MADISON AVENUE, NEW YORK, NY 10021

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

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

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

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

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

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

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

(A) Name and Title	(B) Average hours per week (list any hours for related organizations below line)	(C) Position (do not check more than one box, unless person is both an officer and a director/trustee)						(D) Reportable compensation from the organization (W-2/1099-MISC)	(E) Reportable compensation from related organizations (W-2/1099-MISC)	(F) Estimated amount of other compensation from the organization and related organizations
		Individual trustee or director	Institutional trustee	Officer	Key employee	Highest compensated employee	Former			
(1) ADAM D. WEINBERG ALICE PRATT BROWN DIRECTOR	35.00	X		X				734,678.	0.	67,466.
(2) ROBERT J. HURST CO-CHAIRMAN	1.00	X		X				0.	0.	0.
(3) BROOKE GARBER NEIDICH CO-CHAIRMAN	1.00	X		X				0.	0.	0.
(4) MELVA BUCKSBAUM VICE CHAIRMAN	1.00	X		X				0.	0.	0.
(5) WARREN B. KANDERS VICE CHAIRMAN	1.00	X		X				0.	0.	0.
(6) SCOTT RESNICK VICE CHAIRMAN	1.00	X		X				0.	0.	0.
(7) LAURIE M. TISCH VICE CHAIRMAN	1.00	X		X				0.	0.	0.
(8) NEIL G. BLUHM PRESIDENT	1.00	X		X				0.	0.	0.
(9) PAMELLA G. DEVOS VICE PRESIDENT	1.00	X		X				0.	0.	0.
(10) SUSAN K. HESS VICE PRESIDENT	1.00	X		X				0.	0.	0.
(11) JOHN C. PHELAN VICE PRESIDENT	1.00	X		X				0.	0.	0.
(12) PAUL C. SCHORR IV VICE PRESIDENT	1.00	X		X				0.	0.	0.
(13) FERN KAYE TESSLER VICE PRESIDENT	1.00	X		X				0.	0.	0.
(14) RICHARD M. DEMARTINI TREASURER	1.00	X		X				0.	0.	0.
(15) NANCY CARRINGTON CROWN SECRETARY	1.00	X		X				0.	0.	0.
(16) STEVEN AMES TRUSTEE	1.00	X						0.	0.	0.
(17) J. DARIUS BIKOFF TRUSTEE	1.00	X						0.	0.	0.

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

(A) Name and title	(B) Average hours per week (list any hours for related organizations below line)	(C) Position (do not check more than one box, unless person is both an officer and a director/trustee)						(D) Reportable compensation from the organization (W-2/1099-MISC)	(E) Reportable compensation from related organizations (W-2/1099-MISC)	(F) Estimated amount of other compensation from the organization and related organizations
		Individual trustee or director	Institutional trustee	Officer	Key employee	Highest compensated employee	Former			
(18) DAVID CAREY TRUSTEE	1.00	X						0.	0.	0.
(19) JOANNE LEONHARDT CASSULLO TRUSTEE	1.00	X						0.	0.	0.
(20) RICHARD M. CHANG TRUSTEE	1.00	X						0.	0.	0.
(21) HENRY CORNELL TRUSTEE	1.00	X						0.	0.	0.
(22) BETH RUDIN DEWOODY TRUSTEE	1.00	X						0.	0.	0.
(23) FAIRFAX DORN TRUSTEE	1.00	X						0.	0.	0.
(24) VICTOR F. GANZI TRUSTEE	1.00	X						0.	0.	0.
(25) HENRY LOUIS GATES, JR. TRUSTEE	1.00	X						0.	0.	0.
(26) PHILIP H. GEIER, JR. TRUSTEE	1.00	X						0.	0.	0.
1b Sub-total								734,678.	0.	67,466.
c Total from continuation sheets to Part VII, Section A								2,529,662.	0.	449,309.
d Total (add lines 1b and 1c)								3,264,340.	0.	516,775.

2 Total number of individuals (including but not limited to those listed above) who received more than \$100,000 of reportable compensation from the organization 38

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

Section B. Independent Contractors

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

(A) Name and business address	(B) Description of services	(C) Compensation
TURNER CONSTRUCTION COMPANY, 375 HUDSON STREET, 6TH FLOOR, NEW YORK, NY 10014	CONSTRUCTION SERVICES	4,607,000.
RENZO PIANO BUILDING WORKSHOP 34 RUE DES ARCHIVES, PARIS, FRANCE 19170	ARCHITECTURAL SERVICES	4,492,000.
COOPER, ROBERTSON, & PARTNERS 311 WEST 43RD STREET, NEW YORK, NY 10036	ARCHITECTURAL SERVICES	3,618,000.
GARDINER & THEOBALD INC 317 MADISON AVENUE, NEW YORK, NY 10017	CONSTRUCTION SERVICES	1,097,000.
FRIED, FRANK, HARRIS, SHRIVER & JACOBSON ONE NEW YORK PLAZA, NEW YORK, NY 10004	LEGAL SERVICES	577,000.

2 Total number of independent contractors (including but not limited to those listed above) who received more than \$100,000 of compensation from the organization 44

SEE PART VII, SECTION A CONTINUATION SHEETS

Form 990 (2012)

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

(A) Name and title	(B) Average hours per week (list any hours for related organizations below line)	(C) Position (check all that apply)						(D) Reportable compensation from the organization (W-2/1099-MISC)	(E) Reportable compensation from related organizations (W-2/1099-MISC)	(F) Estimated amount of other compensation from the organization and related organizations
		Individual trustee or director	Institutional trustee	Officer	Key employee	Highest compensated employee	Former			
(27) SONDRA GILMAN GONZALEZ-FALLA TRUSTEE	1.00	X						0.	0.	0.
(28) ROBERT B. GOERGEN TRUSTEE	1.00	X						0.	0.	0.
(29) JAMES A. GORDON TRUSTEE	1.00	X						0.	0.	0.
(30) ANNE DIAS GRIFFIN TRUSTEE	1.00	X						0.	0.	0.
(31) GEORGE S. KAUFMAN TRUSTEE	1.00	X						0.	0.	0.
(32) EMILY FISHER LANDAU TRUSTEE	1.00	X						0.	0.	0.
(33) RAYMOND J. LEARSY TRUSTEE	1.00	X						0.	0.	0.
(34) MIYOUNG LEE TRUSTEE	1.00	X						0.	0.	0.
(35) JONATHAN O. LEE EX OFFICIO	1.00	X						0.	0.	0.
(36) THOMAS H. LEE TRUSTEE	1.00	X						0.	0.	0.
(37) RAYMOND J. MCGUIRE TRUSTEE	1.00	X						0.	0.	0.
(38) PETER NORTON TRUSTEE	1.00	X						0.	0.	0.
(39) DONNA PERRET ROSEN TRUSTEE	1.00	X						0.	0.	0.
(40) RICHARD D. SEGAL TRUSTEE	1.00	X						0.	0.	0.
(41) JONATHAN S. SOBEL TRUSTEE	1.00	X						0.	0.	0.
(42) THOMAS E. TUFT TRUSTEE	1.00	X						0.	0.	0.
(43) FRED WILSON TRUSTEE	1.00	X						0.	0.	0.
(44) ROBERT W. WILSON TRUSTEE	1.00	X						0.	0.	0.
(45) DAVID W. ZALAZNICK TRUSTEE	1.00	X						0.	0.	0.
(46) JOHN S. STANLEY CHIEF OPERATING OFFICER	35.00			X				341,267.	0.	43,832.
Total to Part VII, Section A, line 1c										

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

Table with 6 main columns: (A) Name and title, (B) Average hours per week, (C) Position, (D) Reportable compensation from the organization, (E) Reportable compensation from related organizations, (F) Estimated amount of other compensation. Rows include staff members like IDEHEN ARUEDE, ROSE E. O'NEILL-SUSPITSYNA, DONNA M. DESALVO, etc.

Total to Part VII, Section A, line 1c 2,529,662. 449,309.

Part VIII Statement of Revenue

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

		(A)	(B)	(C)	(D)	
		Total revenue	Related or exempt function revenue	Unrelated business revenue	Revenue excluded from tax under sections 512, 513, or 514	
Contributions, Gifts, Grants and Other Similar Amounts	1 a Federated campaigns	1a				
	b Membership dues	1b 3,027,000.				
	c Fundraising events	1c 3,503,000.				
	d Related organizations	1d				
	e Government grants (contributions)	1e 20,679,000.				
	f All other contributions, gifts, grants, and similar amounts not included above	1f 57,122,000.				
	g Noncash contributions included in lines 1a-1f: \$	23,960,000.				
	h Total. Add lines 1a-1f	84,331,000.				
	Program Service Revenue	2 a <u>ADMISSION INCOME</u>	Business Code 900099	2,308,000.	2,308,000.	
b <u>TRAVELING EXHIBITIONS</u>		900099	374,000.	374,000.		
c <u>LOAN FEES</u>		900099	141,000.	141,000.		
d						
e						
f All other program service revenue						
g Total. Add lines 2a-2f		2,823,000.				
Other Revenue	3 Investment income (including dividends, interest, and other similar amounts)		1,588,000.	99,000.	1,489,000.	
	4 Income from investment of tax-exempt bond proceeds					
	5 Royalties		288,000.		288,000.	
	6 a Gross rents	(i) Real	164,000.			
		(ii) Personal				
		b Less: rental expenses	59,000.			
		c Rental income or (loss)	105,000.			
	d Net rental income or (loss)		105,000.		105,000.	
	7 a Gross amount from sales of assets other than inventory	(i) Securities	110,891,000.			
		(ii) Other				
		b Less: cost or other basis and sales expenses	109,466,000.			
		c Gain or (loss)	1,425,000.			
	d Net gain or (loss)		1,425,000.		1,425,000.	
	8 a Gross income from fundraising events (not including \$ 3,503,000. of contributions reported on line 1c). See Part IV, line 18	a	848,000.			
		b Less: direct expenses	848,000.			
c Net income or (loss) from fundraising events			0.			
9 a Gross income from gaming activities. See Part IV, line 19	a					
	b Less: direct expenses					
	c Net income or (loss) from gaming activities					
10 a Gross sales of inventory, less returns and allowances	a	1,225,000.				
	b Less: cost of goods sold	1,079,000.				
	c Net income or (loss) from sales of inventory		146,000.	138,000.	8,000.	
Miscellaneous Revenue		Business Code				
11 a <u>INSURANCE PROCEEDS</u>	900099	263,000.			263,000.	
	b <u>MISCELLANEOUS INCOME</u>	900099	210,000.		210,000.	
	c <u>RESTAURANT INCOME</u>	900099	92,000.		92,000.	
	d All other revenue					
e Total. Add lines 11a-11d		565,000.				
12 Total revenue. See instructions.		91,271,000.	2,961,000.	107,000.	3,872,000.	

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	50,000.	50,000.		
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	2,919,000.	1,035,000.	1,106,000.	778,000.
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	11,642,000.	8,663,000.	1,419,000.	1,560,000.
8 Pension plan accruals and contributions (include section 401(k) and 403(b) employer contributions)	860,000.	598,000.	160,000.	102,000.
9 Other employee benefits	1,803,000.	1,209,000.	326,000.	268,000.
10 Payroll taxes	917,000.	627,000.	163,000.	127,000.
11 Fees for services (non-employees):				
a Management	174,000.		174,000.	
b Legal				
c Accounting	227,000.		227,000.	
d Lobbying				
e Professional fundraising services. See Part IV, line 17	245,000.			245,000.
f Investment management fees	492,000.		492,000.	
g Other. (If line 11g amount exceeds 10% of line 25, column (A) amount, list line 11g expenses on Sch O.)	817,000.	669,000.	42,000.	106,000.
12 Advertising and promotion	637,000.	619,000.	6,000.	12,000.
13 Office expenses	381,000.	114,000.	45,000.	222,000.
14 Information technology	308,000.	229,000.	37,000.	42,000.
15 Royalties				
16 Occupancy	3,099,000.	2,790,000.	254,000.	55,000.
17 Travel	390,000.	222,000.	102,000.	66,000.
18 Payments of travel or entertainment expenses for any federal, state, or local public officials				
19 Conferences, conventions, and meetings				
20 Interest				
21 Payments to affiliates				
22 Depreciation, depletion, and amortization	1,484,000.	1,194,000.	160,000.	130,000.
23 Insurance	723,000.	538,000.	87,000.	98,000.
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 PRE-CONSTRUCTION COSTS	5,681,000.	5,681,000.	0.	0.
b EXHIBITION EXPENSE	4,106,000.	4,106,000.	0.	0.
c ART ACQUISITIONS	1,860,000.	1,860,000.	0.	0.
d OTHER EXPENSES	1,613,000.	808,000.	170,000.	635,000.
e All other expenses				
25 Total functional expenses. Add lines 1 through 24e	40,428,000.	31,012,000.	4,970,000.	4,446,000.
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 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) Beginning of year		(B) End of year
Assets	1 Cash - non-interest-bearing	22,763,000.	1	39,368,000.
	2 Savings and temporary cash investments	19,871,000.	2	34,796,000.
	3 Pledges and grants receivable, net	66,130,000.	3	56,279,000.
	4 Accounts receivable, net	623,000.	4	1,091,000.
	5 Loans and other receivables from current and former officers, directors, trustees, key employees, and highest compensated employees. Complete Part II of Schedule L		5	
	6 Loans and other receivables from other disqualified persons (as defined under section 4958(f)(1)), persons described in section 4958(c)(3)(B), and contributing employers and sponsoring organizations of section 501(c)(9) voluntary employees' beneficiary organizations (see instr). Complete Part II of Sch L		6	
	7 Notes and loans receivable, net		7	
	8 Inventories for sale or use	648,000.	8	882,000.
	9 Prepaid expenses and deferred charges	104,953,000.	9	208,825,000.
	10a Land, buildings, and equipment: cost or other basis. Complete Part VI of Schedule D	10a 55,188,000.		
	b Less: accumulated depreciation	10b 18,002,000.	35,996,000.	10c 37,186,000.
	11 Investments - publicly traded securities	96,788,000.	11	102,231,000.
	12 Investments - other securities. See Part IV, line 11	255,195,000.	12	207,273,000.
	13 Investments - program-related. See Part IV, line 11		13	
	14 Intangible assets		14	
	15 Other assets. See Part IV, line 11		15	
16 Total assets. Add lines 1 through 15 (must equal line 34)	602,967,000.	16	687,931,000.	
Liabilities	17 Accounts payable and accrued expenses	14,439,000.	17	22,425,000.
	18 Grants payable		18	
	19 Deferred revenue	476,000.	19	1,035,000.
	20 Tax-exempt bond liabilities	136,425,000.	20	135,300,000.
	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		23	
	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	4,743,000.	25	2,742,000.
	26 Total liabilities. Add lines 17 through 25	156,083,000.	26	161,502,000.
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	104,357,000.	27	107,734,000.
	28 Temporarily restricted net assets	168,720,000.	28	236,995,000.
	29 Permanently restricted net assets	173,807,000.	29	181,700,000.
	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	446,884,000.	33	526,429,000.	
34 Total liabilities and net assets/fund balances	602,967,000.	34	687,931,000.	

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	91,271,000.
2	Total expenses (must equal Part IX, column (A), line 25)	2	40,428,000.
3	Revenue less expenses. Subtract line 2 from line 1	3	50,843,000.
4	Net assets or fund balances at beginning of year (must equal Part X, line 33, column (A))	4	446,884,000.
5	Net unrealized gains (losses) on investments	5	26,991,000.
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	1,711,000.
10	Net assets or fund balances at end of year. Combine lines 3 through 9 (must equal Part X, line 33, column (B))	10	526,429,000.

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		X
b	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 checked="" type="checkbox"/> Separate basis <input type="checkbox"/> Consolidated basis <input type="checkbox"/> Both consolidated and separate basis	X	
c	If "Yes" to line 2a or 2b, does the organization have a committee that assumes responsibility for oversight of the audit, review, or compilation of its financial statements and selection of an independent accountant? If the organization changed either its oversight process or selection process during the tax year, explain in Schedule O.	X	
3a	As a result of a federal award, was the organization required to undergo an audit or audits as set forth in the Single Audit Act and OMB Circular A-133?		X
b	If "Yes," did the organization undergo the required audit or audits? If the organization did not undergo the required audit or audits, explain why in Schedule O and describe any steps taken to undergo such audits		

Form **990** (2012)

SCHEDULE A
(Form 990 or 990-EZ)

Department of the Treasury
Internal Revenue Service

Public Charity Status and Public Support

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

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

OMB No. 1545-0047

2012

Open to Public Inspection

Name of the organization

WHITNEY MUSEUM OF AMERICAN ART

Employer identification number

13-1789318

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?

	Yes	No
(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?	11g(i)	
(ii) A family member of a person described in (i) above?	11g(ii)	
(iii) A 35% controlled entity of a person described in (i) or (ii) above?	11g(iii)	
- h Provide the following information about the supported organization(s).

(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									

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

Schedule A (Form 990 or 990-EZ) 2012

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.")	23,602,000.	29,448,000.	62,061,000.	45,961,000.	84,331,000.	245,403,000.
2 Tax revenues levied for the organization's benefit and either paid to or expended on its behalf						
3 The value of services or facilities furnished by a governmental unit to the organization without charge						
4 Total. Add lines 1 through 3	23,602,000.	29,448,000.	62,061,000.	45,961,000.	84,331,000.	245,403,000.
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)						9,517,228.
6 Public support. Subtract line 5 from line 4.						235,885,772.

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	23,602,000.	29,448,000.	62,061,000.	45,961,000.	84,331,000.	245,403,000.
8 Gross income from interest, dividends, payments received on securities loans, rents, royalties and income from similar sources	1,027,000.	957,000.	2,145,000.	2,171,000.	2,040,000.	8,340,000.
9 Net income from unrelated business activities, whether or not the business is regularly carried on						
10 Other income. Do not include gain or loss from the sale of capital assets (Explain in Part IV.)	471,000.	167,000.	47,000.	156,000.	565,000.	1,406,000.
11 Total support. Add lines 7 through 10						255,149,000.
12 Gross receipts from related activities, etc. (see instructions)					12	21,415,000.
13 First five years. If the Form 990 is for the organization's first, second, third, fourth, or fifth tax year as a section 501(c)(3) organization, check this box and stop here						<input type="checkbox"/>

Section C. Computation of Public Support Percentage

14 Public support percentage for 2012 (line 6, column (f) divided by line 11, column (f))	14	92.45	%
15 Public support percentage from 2011 Schedule A, Part II, line 14	15	60.46	%
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 section 501(c)(3) organization, check this box and **stop here**

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

Schedule B
(Form 990, 990-EZ,
or 990-PF)

Department of the Treasury
Internal Revenue Service

Schedule of Contributors

▶ **Attach to Form 990, Form 990-EZ, or Form 990-PF.**

OMB No. 1545-0047

2012

Name of the organization

WHITNEY MUSEUM OF AMERICAN ART

Employer identification number

13-1789318

Organization type (check one):

Filers of:

Section:

Form 990 or 990-EZ

501(c)(3) (enter number) organization

4947(a)(1) nonexempt charitable trust **not** treated as a private foundation

527 political organization

Form 990-PF

501(c)(3) exempt private foundation

4947(a)(1) nonexempt charitable trust treated as a private foundation

501(c)(3) taxable private foundation

Check if your organization is covered by the **General Rule** or a **Special Rule**.

Note. Only a section 501(c)(7), (8), or (10) organization can check boxes for both the General Rule and a Special Rule. See instructions.

General Rule

For an organization filing Form 990, 990-EZ, or 990-PF that received, during the year, \$5,000 or more (in money or property) from any one contributor. Complete Parts I and II.

Special Rules

For a section 501(c)(3) organization filing Form 990 or 990-EZ that met the 33 1/3% support test of the regulations under sections 509(a)(1) and 170(b)(1)(A)(vi) and received from any one contributor, during the year, a contribution of the greater of **(1)** \$5,000 or **(2)** 2% of the amount on (i) Form 990, Part VIII, line 1h, or (ii) Form 990-EZ, line 1. Complete Parts I and II.

For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, total contributions of more than \$1,000 for use *exclusively* for religious, charitable, scientific, literary, or educational purposes, or the prevention of cruelty to children or animals. Complete Parts I, II, and III.

For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, contributions for use *exclusively* for religious, charitable, etc., purposes, but these contributions did not total to more than \$1,000. If this box is checked, enter here the total contributions that were received during the year for an *exclusively* religious, charitable, etc., purpose. Do not complete any of the parts unless the **General Rule** applies to this organization because it received nonexclusively religious, charitable, etc., contributions of \$5,000 or more during the year ▶ \$ _____

Caution. An organization that is not covered by the General Rule and/or the Special Rules does not file Schedule B (Form 990, 990-EZ, or 990-PF), but it **must** answer "No" on Part IV, line 2, of its Form 990; or check the box on line H of its Form 990-EZ or on Part I, line 2 of its Form 990-PF, to certify that it does not meet the filing requirements of Schedule B (Form 990, 990-EZ, or 990-PF).

LHA For Paperwork Reduction Act Notice, see the Instructions for Form 990, 990-EZ, or 990-PF. Schedule B (Form 990, 990-EZ, or 990-PF) (2012)

Name of organization WHITNEY MUSEUM OF AMERICAN ART	Employer identification number 13-1789318
--	--

Part I Contributors (see instructions). Use duplicate copies of Part I if additional space is needed.

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
1	<hr/> <hr/> <hr/>	\$ 6,350,000.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
2	<hr/> <hr/> <hr/>	\$ 2,187,500.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
3	<hr/> <hr/> <hr/>	\$ 2,078,748.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
4	<hr/> <hr/> <hr/>	\$ 2,500,000.	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input checked="" type="checkbox"/> (Complete Part II if there is a noncash contribution.)
5	<hr/> <hr/> <hr/>	\$ 2,400,000.	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input checked="" type="checkbox"/> (Complete Part II if there is a noncash contribution.)
	<hr/> <hr/> <hr/>	\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)

Name of organization WHITNEY MUSEUM OF AMERICAN ART	Employer identification number 13-1789318
--	--

Part II Noncash Property (see instructions). Use duplicate copies of Part II if additional space is needed.

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
4	ARTWORK _____ _____ _____	\$ 2,500,000.	03/19/14
5	ARTWORK _____ _____ _____	\$ 2,400,000.	03/19/14
_____	_____ _____ _____	\$ _____	_____
_____	_____ _____ _____	\$ _____	_____
_____	_____ _____ _____	\$ _____	_____
_____	_____ _____ _____	\$ _____	_____

Name of organization WHITNEY MUSEUM OF AMERICAN ART	Employer identification number 13-1789318
--	--

Part III Exclusively religious, charitable, etc., individual contributions to section 501(c)(7), (8), or (10) organizations that total more than \$1,000 for the year. Complete columns (a) through (e) and the following line entry. For organizations completing Part III, enter the total of exclusively religious, charitable, etc., contributions of \$1,000 or less for the year. (Enter this information once.) ▶ \$ _____
Use duplicate copies of Part III if additional space is needed.

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
(e) Transfer of gift			
Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee	
(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
(e) Transfer of gift			
Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee	
(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
(e) Transfer of gift			
Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee	
(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
(e) Transfer of gift			
Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee	

SCHEDULE C
(Form 990 or 990-EZ)

Political Campaign and Lobbying Activities

OMB No. 1545-0047

For Organizations Exempt From Income Tax Under section 501(c) and section 527

2012

Department of the Treasury
Internal Revenue Service

▶ **Complete if the organization is described below.** ▶ **Attach to Form 990 or Form 990-EZ.**

Open to Public Inspection

▶ **See separate instructions.**

If the organization answered "Yes," to Form 990, Part IV, line 3, or Form 990-EZ, Part V, line 46 (Political Campaign Activities), then

- Section 501(c)(3) organizations: Complete Parts I-A and B. Do not complete Part I-C.
- Section 501(c) (other than section 501(c)(3)) organizations: Complete Parts I-A and C below. Do not complete Part I-B.
- Section 527 organizations: Complete Part I-A only.

If the organization answered "Yes," to Form 990, Part IV, line 4, or Form 990-EZ, Part VI, line 47 (Lobbying Activities), then

- Section 501(c)(3) organizations that have filed Form 5768 (election under section 501(h)): Complete Part II-A. Do not complete Part II-B.
- Section 501(c)(3) organizations that have NOT filed Form 5768 (election under section 501(h)): Complete Part II-B. Do not complete Part II-A.

If the organization answered "Yes," to Form 990, Part IV, line 5 (Proxy Tax), or Form 990-EZ, Part V, line 35c (Proxy Tax), then

- Section 501(c)(4), (5), or (6) organizations: Complete Part III.

Name of organization <p style="text-align: center;">WHITNEY MUSEUM OF AMERICAN ART</p>	Employer identification number <p style="text-align: center;">13-1789318</p>
---	---

Part I-A Complete if the organization is exempt under section 501(c) or is a section 527 organization.

- 1 Provide a description of the organization's direct and indirect political campaign activities in Part IV.
- 2 Political expenditures ▶ \$ _____
- 3 Volunteer hours _____

Part I-B Complete if the organization is exempt under section 501(c)(3).

- 1 Enter the amount of any excise tax incurred by the organization under section 4955 ▶ \$ _____
- 2 Enter the amount of any excise tax incurred by organization managers under section 4955 ▶ \$ _____
- 3 If the organization incurred a section 4955 tax, did it file Form 4720 for this year? Yes No
- 4a Was a correction made? Yes No
- b If "Yes," describe in Part IV.

Part I-C Complete if the organization is exempt under section 501(c), except section 501(c)(3).

- 1 Enter the amount directly expended by the filing organization for section 527 exempt function activities ▶ \$ _____
- 2 Enter the amount of the filing organization's funds contributed to other organizations for section 527 exempt function activities ▶ \$ _____
- 3 Total exempt function expenditures. Add lines 1 and 2. Enter here and on Form 1120-POL, line 17b ▶ \$ _____
- 4 Did the filing organization file **Form 1120-POL** for this year? Yes No
- 5 Enter the names, addresses and employer identification number (EIN) of all section 527 political organizations to which the filing organization made payments. For each organization listed, enter the amount paid from the filing organization's funds. Also enter the amount of political contributions received that were promptly and directly delivered to a separate political organization, such as a separate segregated fund or a political action committee (PAC). If additional space is needed, provide information in Part IV.

(a) Name	(b) Address	(c) EIN	(d) Amount paid from filing organization's funds. If none, enter -0-.	(e) Amount of political contributions received and promptly and directly delivered to a separate political organization. If none, enter -0-.

For Paperwork Reduction Act Notice, see the Instructions for Form 990 or 990-EZ. Schedule C (Form 990 or 990-EZ) 2012

Part II-A Complete if the organization is exempt under section 501(c)(3) and filed Form 5768 (election under section 501(h)).

- A** Check if the filing organization belongs to an affiliated group (and list in Part IV each affiliated group member's name, address, EIN, expenses, and share of excess lobbying expenditures).
- B** Check if the filing organization checked box A and "limited control" provisions apply.

Limits on Lobbying Expenditures (The term "expenditures" means amounts paid or incurred.)		(a) Filing organization's totals	(b) Affiliated group totals
1 a Total lobbying expenditures to influence public opinion (grass roots lobbying)			
b Total lobbying expenditures to influence a legislative body (direct lobbying)			
c Total lobbying expenditures (add lines 1a and 1b)			
d Other exempt purpose expenditures			
e Total exempt purpose expenditures (add lines 1c and 1d)			
f Lobbying nontaxable amount. Enter the amount from the following table in both columns.			
If the amount on line 1e, column (a) or (b) is:	The lobbying nontaxable amount is:		
Not over \$500,000	20% of the amount on line 1e.		
Over \$500,000 but not over \$1,000,000	\$100,000 plus 15% of the excess over \$500,000.		
Over \$1,000,000 but not over \$1,500,000	\$175,000 plus 10% of the excess over \$1,000,000.		
Over \$1,500,000 but not over \$17,000,000	\$225,000 plus 5% of the excess over \$1,500,000.		
Over \$17,000,000	\$1,000,000.		
g Grassroots nontaxable amount (enter 25% of line 1f)			
h Subtract line 1g from line 1a. If zero or less, enter -0-			
i Subtract line 1f from line 1c. If zero or less, enter -0-			
j If there is an amount other than zero on either line 1h or line 1i, did the organization file Form 4720 reporting section 4911 tax for this year?		<input type="checkbox"/> Yes	<input type="checkbox"/> No

4-Year Averaging Period Under Section 501(h)
(Some organizations that made a section 501(h) election do not have to complete all of the five columns below. See the instructions for lines 2a through 2f on page 4.)

Lobbying Expenditures During 4-Year Averaging Period					
Calendar year (or fiscal year beginning in)	(a) 2009	(b) 2010	(c) 2011	(d) 2012	(e) Total
2a Lobbying nontaxable amount					
b Lobbying ceiling amount (150% of line 2a, column(e))					
c Total lobbying expenditures					
d Grassroots nontaxable amount					
e Grassroots ceiling amount (150% of line 2d, column (e))					
f Grassroots lobbying expenditures					

Part II-B Complete if the organization is exempt under section 501(c)(3) and has NOT filed Form 5768 (election under section 501(h)).

For each "Yes," response to lines 1a through 1i below, provide in Part IV a detailed description of the lobbying activity.

	(a)		(b)
	Yes	No	Amount
1 During the year, did the filing organization attempt to influence foreign, national, state or local legislation, including any attempt to influence public opinion on a legislative matter or referendum, through the use of:			
a Volunteers?		X	
b Paid staff or management (include compensation in expenses reported on lines 1c through 1i)? ..	X		
c Media advertisements?		X	
d Mailings to members, legislators, or the public?		X	
e Publications, or published or broadcast statements?		X	
f Grants to other organizations for lobbying purposes?		X	
g Direct contact with legislators, their staffs, government officials, or a legislative body?	X		102,253.
h Rallies, demonstrations, seminars, conventions, speeches, lectures, or any similar means?		X	
i Other activities?		X	
j Total. Add lines 1c through 1i			102,253.
2a Did the activities in line 1 cause the organization to be not described in section 501(c)(3)?		X	
b If "Yes," enter the amount of any tax incurred under section 4912			
c If "Yes," enter the amount of any tax incurred by organization managers under section 4912			
d If the filing organization incurred a section 4912 tax, did it file Form 4720 for this year?			

Part III-A Complete if the organization is exempt under section 501(c)(4), section 501(c)(5), or section 501(c)(6).

	Yes	No
1 Were substantially all (90% or more) dues received nondeductible by members?	1	
2 Did the organization make only in-house lobbying expenditures of \$2,000 or less?	2	
3 Did the organization agree to carry over lobbying and political expenditures from the prior year?	3	

Part III-B Complete if the organization is exempt under section 501(c)(4), section 501(c)(5), or section 501(c)(6) and if either (a) BOTH Part III-A, lines 1 and 2, are answered "No," OR (b) Part III-A, line 3, is answered "Yes."

1 Dues, assessments and similar amounts from members	1	
2 Section 162(e) nondeductible lobbying and political expenditures (do not include amounts of political expenses for which the section 527(f) tax was paid).		
a Current year	2a	
b Carryover from last year	2b	
c Total	2c	
3 Aggregate amount reported in section 6033(e)(1)(A) notices of nondeductible section 162(e) dues	3	
4 If notices were sent and the amount on line 2c exceeds the amount on line 3, what portion of the excess does the organization agree to carryover to the reasonable estimate of nondeductible lobbying and political expenditure next year?	4	
5 Taxable amount of lobbying and political expenditures (see instructions)	5	

Part IV Supplemental Information

Complete this part to provide the descriptions required for Part I-A, line 1; Part I-B, line 4; Part I-C, line 5; Part II-A (affiliated group list); Part II-A, line 2; and Part II-B, line 1. Also, complete this part for any additional information.

SCHEDULE D
(Form 990)

Department of the Treasury
Internal Revenue Service

Supplemental Financial Statements

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

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

OMB No. 1545-0047

2012

Open to Public Inspection

Name of the organization

WHITNEY MUSEUM OF AMERICAN ART

Employer identification number

13-1789318

Part I Organizations Maintaining Donor Advised Funds or Other Similar Funds or Accounts. Complete if the organization answered "Yes" to Form 990, Part IV, line 6.

	(a) Donor advised funds	(b) Funds and other accounts
1 Total number at end of year		
2 Aggregate contributions to (during year)		
3 Aggregate grants from (during year)		
4 Aggregate value at end of year		
5 Did the organization inform all donors and donor advisors in writing that the assets held in donor advised funds are the organization's property, subject to the organization's exclusive legal control?		<input type="checkbox"/> Yes <input type="checkbox"/> No
6 Did the organization inform all grantees, donors, and donor advisors in writing that grant funds can be used only for charitable purposes and not for the benefit of the donor or donor advisor, or for any other purpose conferring impermissible private benefit?		<input type="checkbox"/> Yes <input type="checkbox"/> No

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

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

Preservation of land for public use (e.g., recreation or education) Preservation of an historically important land area

Protection of natural habitat Preservation of a certified historic structure

Preservation of open space

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

	Held at the End of the Tax Year
a Total number of conservation easements	2a
b Total acreage restricted by conservation easements	2b
c Number of conservation easements on a certified historic structure included in (a)	2c
d Number of conservation easements included in (c) acquired after 8/17/06, and not on a historic structure listed in the National Register	2d

3 Number of conservation easements modified, transferred, released, extinguished, or terminated by the organization during the tax year ▶ _____

4 Number of states where property subject to conservation easement is located ▶ _____

5 Does the organization have a written policy regarding the periodic monitoring, inspection, handling of violations, and enforcement of the conservation easements it holds?

Yes No

6 Staff and volunteer hours devoted to monitoring, inspecting, and enforcing conservation easements during the year ▶ _____

7 Amount of expenses incurred in monitoring, inspecting, and enforcing conservation easements during the year ▶ \$ _____

8 Does each conservation easement reported on line 2(d) above satisfy the requirements of section 170(h)(4)(B)(i) and section 170(h)(4)(B)(ii)?

Yes No

9 In Part XIII, describe how the organization reports conservation easements in its revenue and expense statement, and balance sheet, and include, if applicable, the text of the footnote to the organization's financial statements that describes the organization's accounting for conservation easements.

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

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

1a If the organization elected, as permitted under SFAS 116 (ASC 958), not to report in its revenue statement and balance sheet works of art, historical treasures, or other similar assets held for public exhibition, education, or research in furtherance of public service, provide, in Part XIII, the text of the footnote to its financial statements that describes these items.

b If the organization elected, as permitted under SFAS 116 (ASC 958), to report in its revenue statement and balance sheet works of art, historical treasures, or other similar assets held for public exhibition, education, or research in furtherance of public service, provide the following amounts relating to these items:

(i) Revenues included in Form 990, Part VIII, line 1

▶ \$ _____

(ii) Assets included in Form 990, Part X

▶ \$ _____

2 If the organization received or held works of art, historical treasures, or other similar assets for financial gain, provide the following amounts required to be reported under SFAS 116 (ASC 958) relating to these items:

a Revenues included in Form 990, Part VIII, line 1

▶ \$ _____

b Assets included in Form 990, Part X

▶ \$ _____

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

- 3 Using the organization's acquisition, accession, and other records, check any of the following that are a significant use of its collection items (check all that apply):
- a Public exhibition
 - b Scholarly research
 - c Preservation for future generations
 - d Loan or exchange programs
 - e Other _____

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

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

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

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

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

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

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

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

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

	(a) Current year	(b) Prior year	(c) Two years back	(d) Three years back	(e) Four years back
1a Beginning of year balance	206,104,000.	207,326,000.	185,574,000.	177,817,000.	200,196,000.
b Contributions	7,893,000.	3,383,000.	2,853,000.	341,000.	119,000.
c Net investment earnings, gains, and losses	28,968,000.	3,840,000.	24,843,000.	11,412,000.	-17,044,000.
d Grants or scholarships					
e Other expenditures for facilities and programs	9,599,000.	8,445,000.	5,944,000.	3,996,000.	5,454,000.
f Administrative expenses					
g End of year balance	233,366,000.	206,104,000.	207,326,000.	185,574,000.	177,817,000.

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

- a Board designated or quasi-endowment 5.87 %
- b Permanent endowment 77.86 %
- c Temporarily restricted endowment 16.27 %

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:

- (i) unrelated organizations
- (ii) related organizations

	Yes	No
3a(i)		X
3a(ii)		X
3b		

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

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

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

Description of property	(a) Cost or other basis (investment)	(b) Cost or other basis (other)	(c) Accumulated depreciation	(d) Book value
1a Land		26,654,000.		26,654,000.
b Buildings		20,491,000.	12,746,000.	7,745,000.
c Leasehold improvements		1,934,000.	1,931,000.	3,000.
d Equipment				
e Other		6,109,000.	3,325,000.	2,784,000.
Total. Add lines 1a through 1e. (Column (d) must equal Form 990, Part X, column (B), line 10(c).)				37,186,000.

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

(a) Description of security or category (including name of security)	(b) Book value	(c) Method of valuation: Cost or end-of-year market value
(1) Financial derivatives		
(2) Closely-held equity interests		
(3) Other		
(A) MONEY MARKET FUNDS	17,922,000.	END-OF-YEAR MARKET VALUE
(B) EQUITY INVESTMENT FUNDS	59,321,000.	END-OF-YEAR MARKET VALUE
(C) ALTERNATIVE INVESTMENTS -		
(D) MULTI-STRATEGY & OTHER	53,074,000.	END-OF-YEAR MARKET VALUE
(E) ALTERNATIVE INVESTMENTS - EQUITY		
(F) LONG/SHORT	61,983,000.	END-OF-YEAR MARKET VALUE
(G) ALTERNATIVE INVESTMENTS - REAL ASSETS	11,883,000.	END-OF-YEAR MARKET VALUE
(H) ALTERNATIVE INVESTMENTS - PRIVATE		
(I) EQUITY	3,090,000.	END-OF-YEAR MARKET VALUE
Total. (Col. (b) must equal Form 990, Part X, col. (B) line 12.) ▶	207,273,000.	

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

(a) Description of investment type	(b) Book value	(c) Method of valuation: Cost or end-of-year market value
(1)		
(2)		
(3)		
(4)		
(5)		
(6)		
(7)		
(8)		
(9)		
(10)		
Total. (Col. (b) must equal Form 990, Part X, col. (B) line 13.) ▶		

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

(a) Description	(b) Book value
(1)	
(2)	
(3)	
(4)	
(5)	
(6)	
(7)	
(8)	
(9)	
(10)	
Total. (Column (b) must equal Form 990, Part X, col. (B) line 15.) ▶	

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

1. (a) Description of liability	(b) Book value
(1) Federal income taxes	
(2) ACCRUED PENSION OBLIGATION	2,742,000.
(3)	
(4)	
(5)	
(6)	
(7)	
(8)	
(9)	
(10)	
(11)	
Total. (Column (b) must equal Form 990, Part X, col. (B) line 25.) ▶	2,742,000.

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	119,484,000.
2	Amounts included on line 1 but not on Form 990, Part VIII, line 12:		
a	Net unrealized gains on investments	2a	26,991,000.
b	Donated services and use of facilities	2b	
c	Recoveries of prior year grants	2c	
d	Other (Describe in Part XIII.)	2d	1,711,000.
e	Add lines 2a through 2d	2e	28,702,000.
3	Subtract line 2e from line 1	3	90,782,000.
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	489,000.
b	Other (Describe in Part XIII.)	4b	
c	Add lines 4a and 4b	4c	489,000.
5	Total revenue. Add lines 3 and 4c . (This must equal Form 990, Part I, line 12.)	5	91,271,000.

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

1	Total expenses and losses per audited financial statements	1	39,939,000.
2	Amounts included on line 1 but not on Form 990, Part IX, line 25:		
a	Donated services and use of facilities	2a	
b	Prior year adjustments	2b	
c	Other losses	2c	
d	Other (Describe in Part XIII.)	2d	
e	Add lines 2a through 2d	2e	0.
3	Subtract line 2e from line 1	3	39,939,000.
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	489,000.
b	Other (Describe in Part XIII.)	4b	
c	Add lines 4a and 4b	4c	489,000.
5	Total expenses. Add lines 3 and 4c . (This must equal Form 990, Part I, line 18.)	5	40,428,000.

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.

PART III, LINE 1A: THE MUSEUM HAS AN EXTENSIVE COLLECTION OF ART,
 INCLUDING PAINTINGS, SCULPTURE, PHOTOGRAPHS, DRAWINGS, PRINTS, AND FILMS
 AND VIDEOS. THE COLLECTION IS MAINTAINED UNDER THE CARE OF THE
 REGISTRATION DEPARTMENT STAFF AND IS HELD FOR RESEARCH, EDUCATION AND
 PUBLIC EXHIBITION IN FURTHERANCE OF PUBLIC SERVICE, RATHER THAN FOR
 FINANCIAL GAIN. PROCEEDS FROM THE SALE OF COLLECTION ITEMS ARE USED TO
 ACQUIRE OTHER ITEMS FOR THE COLLECTION. THE MUSEUM DOES NOT INCLUDE EITHER
 THE COST OR THE VALUE OF ITS COLLECTION IN THE STATEMENT OF FINANCIAL

Part XIII Supplemental Information (continued)

POSITION, NOR DOES IT RECOGNIZE GIFTS OF COLLECTION ITEMS AS REVENUES IN THE STATEMENT OF ACTIVITIES. SINCE ITEMS ACQUIRED FOR THE COLLECTION BY PURCHASE ARE NOT CAPITALIZED, THE COST OF THOSE ACQUISITIONS IS REPORTED AS DECREASES IN NET ASSETS IN THE STATEMENT OF ACTIVITIES.

PART III, LINE 4: THE WHITNEY MUSEUM OF AMERICAN ART SEEKS TO BE THE DEFINING MUSEUM OF THE 20TH & 21ST CENTURY AMERICAN ART. THE MUSEUM COLLECTS, EXHIBITS, PRESERVES, RESEARCHES AND INTERPRETS ART OF THE UNITED STATES IN THE BROADCAST GLOBAL, HISTORICAL AND INTERDISCIPLINARY CONTEXTS. AS THE PREEMINENT ADVOCATE FOR AMERICAN ART, WE FOSTER THE WORK OF LIVING ARTISTS AT THE CRITICAL MOMENTS IN THEIR CAREERS. THE WHITNEY EDUCATES A DIVERSE PUBLIC THROUGH DIRECT INTERACTION WITH ARTISTS, OFTEN BEFORE THEIR WORK HAS ACHIEVED GENERAL ACCEPTANCE.

PART V, LINE 4: THE MUSEUM'S ENDOWMENT FUNDS CONSIST OF APPROXIMATELY 92 INDIVIDUAL FUNDS ESTABLISHED FOR A VARIETY OF PURPOSES, PRIMARILY TO SUPPORT THE GENERAL OPERATIONS AND EXHIBITION PROGRAMS OF THE MUSEUM, AS WELL AS THE SUPPORT OF THE BIENNIAL EXHIBITION PROGRAM, PERMANENT COLLECTION ACQUISITIONS, AND CURATORIAL SUPPORT.

PART XI, LINE 2D - OTHER ADJUSTMENTS:

PENSION RELATED CHARGES OTHER THAN NET PERIODIC PENSION

COSTS 1,711,000.

**SCHEDULE F
(Form 990)**

Department of the Treasury
Internal Revenue Service

Statement of Activities Outside the United States

▶ Complete if the organization answered "Yes" to Form 990,
Part IV, line 14b, 15, or 16.
▶ Attach to Form 990. ▶ See separate instructions.

OMB No. 1545-0047

2012

Open to Public
Inspection

Name of the organization: **WHITNEY MUSEUM OF AMERICAN ART**
Employer identification number: **13-1789318**

Part I General Information on Activities Outside the United States. Complete if the organization answered "Yes" to Form 990, Part IV, line 14b.

1 For grantmakers. Does the organization maintain records to substantiate the amount of its grants and other assistance, the grantees' eligibility for the grants or assistance, and the selection criteria used to award the grants or assistance? Yes No

2 For grantmakers. Describe in Part V the organization's procedures for monitoring the use of its grants and other assistance outside the United States.

3 Activities per Region. (The following Part I, line 3 table can be duplicated if additional space is needed.)

(a) Region	(b) Number of offices in the region	(c) Number of employees, agents, and independent contractors in region	(d) Activities conducted in region (by type) (e.g., fundraising, program services, investments, grants to recipients located in the region)	(e) If activity listed in (d) is a program service, describe specific type of service(s) in region	(f) Total expenditures for and investments in region
EAST ASIA AND THE PACIFIC -	0	0	PROGRAM SERVICE	TRAVELING EXHIBITION	1,000.
CENTRAL AMERICA AND THE CARIBBEAN	0	0	INVESTMENTS		104,584,000.
3 a Sub-total	0	0			104,585,000.
b Total from continuation sheets to Part I	0	0			0.
c Totals (add lines 3a and 3b)	0	0			104,585,000.

Part IV Foreign Forms

- 1 Was the organization a U.S. transferor of property to a foreign corporation during the tax year? *If "Yes," the organization may be required to file Form 926, Return by a U.S. Transferor of Property to a Foreign Corporation (see Instructions for Form 926)* Yes No

- 2 Did the organization have an interest in a foreign trust during the tax year? *If "Yes," the organization may be required to file Form 3520, Annual Return to Report Transactions with Foreign Trusts and Receipt of Certain Foreign Gifts, and/or Form 3520-A, Annual Information Return of Foreign Trust With a U.S. Owner (see Instructions for Forms 3520 and 3520-A)* Yes No

- 3 Did the organization have an ownership interest in a foreign corporation during the tax year? *If "Yes," the organization may be required to file Form 5471, Information Return of U.S. Persons With Respect To Certain Foreign Corporations. (see Instructions for Form 5471)* Yes No

- 4 Was the organization a direct or indirect shareholder of a passive foreign investment company or a qualified electing fund during the tax year? *If "Yes," the organization may be required to file Form 8621, Information Return by a Shareholder of a Passive Foreign Investment Company or Qualified Electing Fund. (see Instructions for Form 8621)* Yes No

- 5 Did the organization have an ownership interest in a foreign partnership during the tax year? *If "Yes," the organization may be required to file Form 8865, Return of U.S. Persons With Respect To Certain Foreign Partnerships. (see Instructions for Form 8865)* Yes No

- 6 Did the organization have any operations in or related to any boycotting countries during the tax year? *If "Yes," the organization may be required to file Form 5713, International Boycott Report. (see Instructions for Form 5713)* Yes No

Schedule F (Form 990) 2012

Part V Supplemental Information

Complete this part to provide the information required by Part I, line 2 (monitoring of funds); Part I, line 3, column (f) (accounting method; amounts of investments vs. expenditures per region); Part II, line 1 (accounting method); Part III (accounting method); and Part III, column (c) (estimated number of recipients), as applicable. Also complete this part to provide any additional information.

Multiple horizontal lines for data entry.

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 (add col. (a) through col. (c))
		GALA (event type)	AMERICAN ART AWARD (event type)	NONE (total number)	
Revenue	1 Gross receipts	2,764,000.	1,587,000.		4,351,000.
	2 Less: Contributions	2,155,000.	1,348,000.		3,503,000.
	3 Gross income (line 1 minus line 2)	609,000.	239,000.		848,000.
Direct Expenses	4 Cash prizes				
	5 Noncash prizes				
	6 Rent/facility costs	124,000.	51,000.		175,000.
	7 Food and beverages	105,000.	55,000.		160,000.
	8 Entertainment				
	9 Other direct expenses	380,000.	133,000.		513,000.
	10 Direct expense summary. Add lines 4 through 9 in column (d)				(848,000)
	11 Net income summary. Combine line 3, column (d), and line 10				0.

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

9 Enter the state(s) in which the organization operates gaming activities: _____
a Is the organization licensed to operate gaming activities in each of these states? Yes No
b If "No," explain: _____

10a Were any of the organization's gaming licenses revoked, suspended or terminated during the tax year? Yes No
b If "Yes," explain: _____

- 11 Does the organization operate gaming activities with nonmembers? Yes No
- 12 Is the organization a grantor, beneficiary or trustee of a trust or a member of a partnership or other entity formed to administer charitable gaming? Yes No
- 13 Indicate the percentage of gaming activity operated in:

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

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

Name ▶ _____

Address ▶ _____

- 15a Does the organization have a contract with a third party from whom the organization receives gaming revenue? Yes No
- b If "Yes," enter the amount of gaming revenue received by the organization ▶ \$ _____ and the amount of gaming revenue retained by the third party ▶ \$ _____.
- c If "Yes," enter name and address of the third party:

Name ▶ _____

Address ▶ _____

16 Gaming manager information:

Name ▶ _____

Gaming manager compensation ▶ \$ _____

Description of services provided ▶ _____

Director/officer Employee Independent contractor

17 Mandatory distributions:

- a Is the organization required under state law to make charitable distributions from the gaming proceeds to retain the state gaming license? Yes No
- b Enter the amount of distributions required under state law to be distributed to other exempt organizations or spent in the organization's own exempt activities during the tax year ▶ \$ _____

Part IV Supplemental Information. 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).

SCHEDULE G, PART I, LINE 2B, LIST OF TEN HIGHEST PAID FUNDRAISERS:

(I) NAME OF FUNDRAISER: DCM

(I) ADDRESS OF FUNDRAISER: 45 MAIN STREET, #815, BROOKLYN, NY 11201

(I) NAME OF FUNDRAISER: SUSAN COURTEMANCHE

(I) ADDRESS OF FUNDRAISER: 40 POWDER HORN HILL ROAD, WILTON, CT 06897

**SCHEDULE I
(Form 990)**

Department of the Treasury
Internal Revenue Service

**Grants and Other Assistance to Organizations,
Governments, and Individuals in the United States**

**Complete if the organization answered "Yes" to Form 990, Part IV, line 21 or 22.
▶ Attach to Form 990.**

OMB No. 1545-0047

2012

**Open to Public
Inspection**

Name of the organization

WHITNEY MUSEUM OF AMERICAN ART

Employer identification number

13-1789318

Part I General Information on Grants and Assistance

- 1** Does the organization maintain records to substantiate the amount of the grants or assistance, the grantees' eligibility for the grants or assistance, and the selection criteria used to award the grants or assistance? **Yes** **No**
- 2** Describe in Part IV the organization's procedures for monitoring the use of grant funds in the United States.

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

1 (a) Name and address of organization or government	(b) EIN	(c) IRC section if applicable	(d) Amount of cash grant	(e) Amount of non-cash assistance	(f) Method of valuation (book, FMV, appraisal, other)	(g) Description of non-cash assistance	(h) Purpose of grant or assistance

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

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

Schedule I (Form 990) (2012)

Part III **Grants and Other Assistance to Individuals in the United States.** Complete if the organization answered "Yes" to Form 990, Part IV, line 22.
Part III can be duplicated if additional space is needed.

(a) Type of grant or assistance	(b) Number of recipients	(c) Amount of cash grant	(d) Amount of non-cash assistance	(e) Method of valuation (book, FMV, appraisal, other)	(f) Description of non-cash assistance
BUCKSBAUM AWARD	1	50,000.	0.		

Part IV **Supplemental Information.** Complete this part to provide the information required in Part I, line 2, Part III, column (b), and any other additional information.

SCHEDULE I, PART I, LINE 2: THE BUCKSBAUM AWARD IS INTENDED TO HONOR

BIANNUALLY A LIVING ARTIST WHOSE WORK DEMONSTRATES A SINGULAR COMBINATION

OF TALENT AND IMAGINATION AND HAS MADE OR PROMISES TO MAKE A SIGNIFICANT

CONTRIBUTION TO THE VISUAL ARTS IN THE UNITED STATES. LAUREATES OF THE

BUCKSBAUM AWARD RECEIVE A \$100,000 GRANT (PAID \$50,000 PER YEAR IN EACH OF

TWO YEARS), AND EXHIBITION OF THEIR WORK, A COMMEMORATIVE AWARD, AND A

FORMAL CITATION CERTIFICATE. ANY ARTIST LIVING IN THE UNITED STATES MAY BE

A POTENTIAL CANDIDATE FOR THE AWARD. BUCKSBAUM LAUREATES ARE CHOSEN BY A

JURY CONSISTING OF THE MUSEUM'S EXECUTIVE DIRECTOR, THE CHIEF CURATOR AND

Part IV Supplemental Information

ASSOCIATE DIRECTOR FOR PROGRAMS, THE BIENNIAL CURATORS, AND A PANEL OF

THREE SPECIALISTS IN CONTEMPORARY ART.

THE LIST OF FINALISTS CONSISTS OF THE ARTISTS CHOSEN TO PARTICIPATE IN THE

WHITNEY'S BIENNIAL EXHIBITION. SELECTION IS BASED ON PAST WORK, WORK

INCLUDED IN THE WHITNEY BIENNIAL, AND THE LEVEL OF BENEFIT THE AWARD COULD

PROVIDE TO THE ARTIST'S CAREER.

EVERY TWO YEARS, THE MUSEUM HOSTS AN EXHIBITION OF NEW WORK CREATED BY THE

WINNER OF THE BUCKSBAUM AWARD. SUCH EXHIBITIONS ARE PRECEDED BY VISITS WITH

A CURATOR FROM THE MUSEUM WHICH REVIEWS THE ARTIST'S NEW WORK CREATED

DURING THE TERM OF THE AWARD.

Multiple horizontal lines for supplemental information.

**SCHEDULE J
(Form 990)**

Department of the Treasury
Internal Revenue Service

Compensation Information

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

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

▶ Attach to Form 990. ▶ See separate instructions.

OMB No. 1545-0047

2012

Open to Public Inspection

Name of the organization

WHITNEY MUSEUM OF AMERICAN ART

Employer identification number

13-1789318

Part I Questions Regarding Compensation

	Yes	No								
<p>1a Check the appropriate box(es) if the organization provided any of the following to or for a person listed in Form 990, Part VII, Section A, line 1a. Complete Part III to provide any relevant information regarding these items.</p> <table border="0"> <tr> <td><input type="checkbox"/> First-class or charter travel</td> <td><input checked="" type="checkbox"/> Housing allowance or residence for personal use</td> </tr> <tr> <td><input type="checkbox"/> Travel for companions</td> <td><input type="checkbox"/> Payments for business use of personal residence</td> </tr> <tr> <td><input type="checkbox"/> Tax indemnification and gross-up payments</td> <td><input type="checkbox"/> Health or social club dues or initiation fees</td> </tr> <tr> <td><input checked="" type="checkbox"/> Discretionary spending account</td> <td><input checked="" type="checkbox"/> Personal services (e.g., maid, chauffeur, chef)</td> </tr> </table>	<input type="checkbox"/> First-class or charter travel	<input checked="" type="checkbox"/> Housing allowance or residence for personal use	<input type="checkbox"/> Travel for companions	<input type="checkbox"/> Payments for business use of personal residence	<input type="checkbox"/> Tax indemnification and gross-up payments	<input type="checkbox"/> Health or social club dues or initiation fees	<input checked="" type="checkbox"/> Discretionary spending account	<input checked="" type="checkbox"/> Personal services (e.g., maid, chauffeur, chef)		
<input type="checkbox"/> First-class or charter travel	<input checked="" type="checkbox"/> Housing allowance or residence for personal use									
<input type="checkbox"/> Travel for companions	<input type="checkbox"/> Payments for business use of personal residence									
<input type="checkbox"/> Tax indemnification and gross-up payments	<input type="checkbox"/> Health or social club dues or initiation fees									
<input checked="" type="checkbox"/> Discretionary spending account	<input checked="" type="checkbox"/> Personal services (e.g., maid, chauffeur, chef)									
<p>b If any of the boxes on line 1a are checked, did the organization follow a written policy regarding payment or reimbursement or provision of all of the expenses described above? If "No," complete Part III to explain</p>	X									
<p>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?</p>	X									
<p>3 Indicate which, if any, of the following the filing organization used to establish the compensation of the organization's CEO/Executive Director. Check all that apply. Do not check any boxes for methods used by a related organization to establish compensation of the CEO/Executive Director, but explain in Part III.</p> <table border="0"> <tr> <td><input checked="" type="checkbox"/> Compensation committee</td> <td><input checked="" type="checkbox"/> Written employment contract</td> </tr> <tr> <td><input checked="" type="checkbox"/> Independent compensation consultant</td> <td><input checked="" type="checkbox"/> Compensation survey or study</td> </tr> <tr> <td><input checked="" type="checkbox"/> Form 990 of other organizations</td> <td><input checked="" type="checkbox"/> Approval by the board or compensation committee</td> </tr> </table>	<input checked="" type="checkbox"/> Compensation committee	<input checked="" type="checkbox"/> Written employment contract	<input checked="" type="checkbox"/> Independent compensation consultant	<input checked="" type="checkbox"/> Compensation survey or study	<input checked="" type="checkbox"/> Form 990 of other organizations	<input checked="" type="checkbox"/> Approval by the board or compensation committee				
<input checked="" type="checkbox"/> Compensation committee	<input checked="" type="checkbox"/> Written employment contract									
<input checked="" type="checkbox"/> Independent compensation consultant	<input checked="" type="checkbox"/> Compensation survey or study									
<input checked="" type="checkbox"/> Form 990 of other organizations	<input checked="" type="checkbox"/> Approval by the board or compensation committee									
<p>4 During the year, did any person listed in Form 990, Part VII, Section A, line 1a, with respect to the filing organization or a related organization:</p> <p>a Receive a severance payment or change-of-control payment?</p> <p>b Participate in, or receive payment from, a supplemental nonqualified retirement plan?</p> <p>c Participate in, or receive payment from, an equity-based compensation arrangement?</p> <p>If "Yes" to any of lines 4a-c, list the persons and provide the applicable amounts for each item in Part III.</p>										
		X								
		X								
		X								
<p>Only section 501(c)(3) and 501(c)(4) organizations must complete lines 5-9.</p> <p>5 For persons listed in Form 990, Part VII, Section A, line 1a, did the organization pay or accrue any compensation contingent on the revenues of:</p> <p>a The organization?</p> <p>b Any related organization?</p> <p>If "Yes" to line 5a or 5b, describe in Part III.</p>										
		X								
		X								
<p>6 For persons listed in Form 990, Part VII, Section A, line 1a, did the organization pay or accrue any compensation contingent on the net earnings of:</p> <p>a The organization?</p> <p>b Any related organization?</p> <p>If "Yes" to line 6a or 6b, describe in Part III.</p>										
		X								
		X								
<p>7 For persons listed in Form 990, Part VII, Section A, line 1a, did the organization provide any non-fixed payments not described in lines 5 and 6? If "Yes," describe in Part III</p>		X								
<p>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</p>		X								
<p>9 If "Yes" to line 8, did the organization also follow the rebuttable presumption procedure described in Regulations section 53.4958-6(c)?</p>										

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

Schedule J (Form 990) 2012

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) ADAM D. WEINBERG ALICE PRATT BROWN DIRECTOR	(i)	550,493.	0.	184,185.	42,976.	24,490.	802,144.	0.
	(ii)	0.	0.	0.	0.	0.	0.	0.
(2) JOHN S. STANLEY CHIEF OPERATING OFFICER	(i)	339,771.	0.	1,496.	34,847.	8,985.	385,099.	0.
	(ii)	0.	0.	0.	0.	0.	0.	0.
(3) IDEHEN ARUEDE CHIEF FINANCIAL OFFICER	(i)	157,500.	0.	117.	7,620.	831.	166,068.	0.
	(ii)	0.	0.	0.	0.	0.	0.	0.
(4) DONNA M. DESALVO CHIEF CURATOR & DEP. DIR.	(i)	324,800.	0.	1,419.	48,436.	8,985.	383,640.	0.
	(ii)	0.	0.	0.	0.	0.	0.	0.
(5) ALEXANDRA WHEELER DEPUTY DIRECTOR FOR DEVELOPMENT	(i)	287,160.	0.	654.	34,598.	24,475.	346,887.	0.
	(ii)	0.	0.	0.	0.	0.	0.	0.
(6) JEFFREY E. LEVINE MARKETING AND COMMUNIC. OFFICER	(i)	194,663.	0.	174.	15,385.	443.	210,665.	0.
	(ii)	0.	0.	0.	0.	0.	0.	0.
(7) STEPHANIE ADAMS DIRECTOR OF PLANNED GIVING	(i)	186,638.	0.	164.	14,059.	24,242.	225,103.	0.
	(ii)	0.	0.	0.	0.	0.	0.	0.
(8) CHRISTY L. PUTNAM ASSOCIATE DIRECTOR FOR EXHIBITIONS	(i)	165,000.	0.	911.	52,166.	8,699.	226,776.	0.
	(ii)	0.	0.	0.	0.	0.	0.	0.
(9) CAROL C. MANCUSI-UNGARO ASSOC. DIR. CONSERVATION & RESEARCH	(i)	203,327.	0.	2,332.	33,635.	8,798.	248,092.	0.
	(ii)	0.	0.	0.	0.	0.	0.	0.
(10) JOHN COLLINS CONTROLLER	(i)	161,852.	0.	309.	14,120.	14,363.	190,644.	0.
	(ii)	0.	0.	0.	0.	0.	0.	0.
(11) KATHRYN A. POTTS ASSOCIATE DIRECTOR - EDUCATION	(i)	152,500.	0.	185.	36,884.	383.	189,952.	0.
	(ii)	0.	0.	0.	0.	0.	0.	0.
(12) AMY ROTH DIRECTOR OF CORPORATE PARTNERSHIPS	(i)	144,525.	0.	103.	7,702.	369.	152,699.	0.
	(ii)	0.	0.	0.	0.	0.	0.	0.
(13) BARBARA HASKELL CURATOR	(i)	137,401.	0.	1,326.	23,343.	24,175.	186,245.	0.
	(ii)	0.	0.	0.	0.	0.	0.	0.
	(i)							
	(ii)							
	(i)							
	(ii)							
	(i)							
	(ii)							

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.

PART I, LINE 1A: THE MUSEUM'S DIRECTOR IS PROVIDED WITH A HOUSING

ALLOWANCE AND REIMBURSEMENT FOR DEPENDENT CARE, UNDER CIRCUMSTANCES WHERE

IT IS IN THE MUSEUM'S INTEREST FOR THE DIRECTOR AND SPOUSE TO ATTEND

AFTER-HOURS OR OUT-OF-TOWN EVENTS. THE DIRECTOR ALSO HAS A DISCRETIONARY

FUND TO BE USED FOR BUSINESS RELATED EXPENSES THAT ARE NOT OTHERWISE

INCLUDED IN THE MUSEUM'S OPERATING BUDGET. NO PORTION OF THE DISCRETIONARY

FUND IS FOR PERSONAL EXPENDITURES AND, AS SUCH, THE DISCRETIONARY FUND IS

NOT RELATED TO THE DIRECTOR'S COMPENSATION.

Supplemental Information on Tax-Exempt Bonds

▶ **Complete if the organization answered "Yes" to Form 990, Part IV, line 24a. Provide descriptions, explanations, and any additional information in Part VI.**
▶ **Attach to Form 990.** ▶ **See separate instructions.**

Name of the organization: **WHITNEY MUSEUM OF AMERICAN ART**
Employer identification number: **13-1789318**

Part I Bond Issues											
(a) Issuer name	(b) Issuer EIN	(c) CUSIP #	(d) Date issued	(e) Issue price	(f) Description of purpose	(g) Defeased		(h) On behalf of issuer		(i) Pooled financing	
						Yes	No	Yes	No	Yes	No
A THE TRUST FOR CULTURAL RESOURCES OF THE CITY OF NEW YORK	13-1789318	649717QZ1	08/01/11	134,329,619.	SEE PART V BELOW		X		X		X
B											
C											
D											

Part II Proceeds									
	A		B		C		D		
1 Amount of bonds retired									
2 Amount of bonds legally defeased									
3 Total proceeds of issue		134,335,175.							
4 Gross proceeds in reserve funds		15,415,864.							
5 Capitalized interest from proceeds									
6 Proceeds in refunding escrows									
7 Issuance costs from proceeds		1,422,855.							
8 Credit enhancement from proceeds									
9 Working capital expenditures from proceeds									
10 Capital expenditures from proceeds		108,656,805.							
11 Other spent proceeds									
12 Other unspent proceeds									
13 Year of substantial completion		2015							
	Yes	No	Yes	No	Yes	No	Yes	No	
14 Were the bonds issued as part of a current refunding issue?		X							
15 Were the bonds issued as part of an advance refunding issue?		X							
16 Has the final allocation of proceeds been made?		X							
17 Does the organization maintain adequate books and records to support the final allocation of proceeds?	X								

Part III Private Business Use								
1 Was the organization a partner in a partnership, or a member of an LLC, which owned property financed by tax-exempt bonds?	A		B		C		D	
	Yes	No	Yes	No	Yes	No	Yes	No
		X						
2 Are there any lease arrangements that may result in private business use of bond-financed property?		X						

Part III Private Business Use (Continued)

	A		B		C		D	
	Yes	No	Yes	No	Yes	No	Yes	No
3a Are there any management or service contracts that may result in private business use of bond-financed property?	X							
b If "Yes" to line 3a, does the organization routinely engage bond counsel or other outside counsel to review any management or service contracts relating to the financed property?	X							
c Are there any research agreements that may result in private business use of bond-financed property?		X						
d If "Yes" to line 3c, does the organization routinely engage bond counsel or other outside counsel to review any research agreements relating to the financed property?								
4 Enter the percentage of financed property used in a private business use by entities other than a section 501(c)(3) organization or a state or local government00 %		%		%		%
5 Enter the percentage of financed property used in a private business use as a result of unrelated trade or business activity carried on by your organization, another section 501(c)(3) organization, or a state or local government00 %		%		%		%
6 Total of lines 4 and 500 %		%		%		%
7 Does the bond issue meet the private security or payment test?		X						
8a Has there been a sale or disposition of any of the bond-financed property to a non-governmental person other than a 501(c)(3) organization since the bonds were issued?		X						
b If "Yes" to line 8a, enter the percentage of bond-financed property sold or disposed of		%		%		%		%
c If "Yes" to line 8a, was any remedial action taken pursuant to Regulations sections 1.141-12 and 1.145-2?								
9 Has the organization established written procedures to ensure that all nonqualified bonds of the issue are remediated in accordance with the requirements under Regulations sections 1.141-12 and 1.145-2?	X							

Part IV Arbitrage

	A		B		C		D	
	Yes	No	Yes	No	Yes	No	Yes	No
1 Has the issuer filed Form 8038-T?		X						
2 If "No" to line 1, did the following apply?								
a Rebate not due yet?		X						
b Exception to rebate?		X						
c No rebate due?		X						
If you checked "No rebate due" in line 2c, provide in Part VI the date the rebate computation was performed								
3 Is the bond issue a variable rate issue?		X						
4a Has the organization or the governmental issuer entered into a qualified hedge with respect to the bond issue?		X						
b Name of provider								
c Term of hedge								
d Was the hedge superintegrated?								
e Was the hedge terminated?								

Part IV Arbitrage (Continued)

	A		B		C		D	
	Yes	No	Yes	No	Yes	No	Yes	No
5a Were gross proceeds invested in a guaranteed investment contract (GIC)?		X						
b Name of provider								
c Term of GIC								
d Was the regulatory safe harbor for establishing the fair market value of the GIC satisfied?								
6 Were any gross proceeds invested beyond an available temporary period?		X						
7 Has the organization established written procedures to monitor the requirements of section 148?		X						

Part V Procedures To Undertake Corrective Action

	A		B		C		D	
	Yes	No	Yes	No	Yes	No	Yes	No
Has the organization established written procedures to ensure that violations of federal tax requirements are timely identified and corrected through the voluntary closing agreement program if self-remediation is not available under applicable regulations?	X							

Part VI Supplemental Information. Complete this part to provide additional information for responses to questions on Schedule K (see instructions).

SCHEDULE K, SUPPLEMENTAL INFORMATION: THE PROCEEDS OF THE BONDS WILL BE USED TO (I) FINANCE OR REIMBURSE A PORTION OF THE COSTS OF THE MUSEUM'S DOWNTOWN BUILDING PROJECT (II) FUND CAPITALIZED INTEREST ON THE BONDS; AND (III) FUND CERTAIN COSTS AND EXPENSES INCIDENTAL TO ISSUANCE OF THE BONDS AND RELATED PURPOSES.

THE DIFFERENCE IN ISSUE PRICE AND TOTAL PROCEEDS IS DUE TO \$5,555.75 OF INVESTMENT EARNINGS AS OF 6/30/13.

FUNDS WERE CAPITALIZED FOR INTEREST PAYMENTS DURING THE CONSTRUCTION PERIOD ONLY. THE BALANCE OF CAPITALIZED INTEREST FUNDS AS OF 6/30/13 WAS \$15,415,864.

THE BOND PROCEEDS ARE BEING USED TO FINANCE THE CONSTRUCTION OF A NEW MUSEUM BUILDING. THE NEW BUILDING IS CURRENTLY UNDER CONSTRUCTION, AND IS EXPECTED TO BE COMPLETED IN THE FALL OF 2014 AND TO OPEN TO THE PUBLIC IN THE SPRING OF 2015.

**SCHEDULE M
(Form 990)**

Noncash Contributions

OMB No. 1545-0047

2012

**Open to Public
Inspection**

Department of the Treasury
Internal Revenue Service

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

Name of the organization **WHITNEY MUSEUM OF AMERICAN ART** Employer identification number **13-1789318**

Part I Types of Property

	(a) Check if applicable	(b) Number of contributions or items contributed	(c) Noncash contribution amounts reported on Form 990, Part VIII, line 1g	(d) Method of determining noncash contribution amounts
1 Art - Works of art	X	27	17,416,000.	AUCTION VALUE
2 Art - Historical treasures				
3 Art - Fractional interests				
4 Books and publications				
5 Clothing and household goods				
6 Cars and other vehicles				
7 Boats and planes				
8 Intellectual property				
9 Securities - Publicly traded	X	31	5,081,000.	FAIR MARKET VALUE
10 Securities - Closely held stock				
11 Securities - Partnership, LLC, or trust interests				
12 Securities - Miscellaneous				
13 Qualified conservation contribution - Historic structures				
14 Qualified conservation contribution - Other				
15 Real estate - Residential				
16 Real estate - Commercial				
17 Real estate - Other				
18 Collectibles				
19 Food inventory				
20 Drugs and medical supplies				
21 Taxidermy				
22 Historical artifacts				
23 Scientific specimens				
24 Archeological artifacts				
25 Other ▶ (CONSTRUCTION)	X	1	1,316,000.	FAIR MARKET VALUE
26 Other ▶ (VENDOR ITEMS)	X	1	147,000.	FAIR MARKET VALUE
27 Other ▶ ()				
28 Other ▶ ()				

29 Number of Forms 8283 received by the organization during the tax year for contributions for which the organization completed Form 8283, Part IV, Donee Acknowledgement **29** 17

	Yes	No
30a During the year, did the organization receive by contribution any property reported in Part I, lines 1-28 that it must hold for at least three years from the date of the initial contribution, and which is not required to be used for exempt purposes for the entire holding period?		X
b If "Yes," describe the arrangement in Part II.		
31 Does the organization have a gift acceptance policy that requires the review of any non-standard contributions?	X	
32a Does the organization hire or use third parties or related organizations to solicit, process, or sell noncash contributions?		X
b If "Yes," describe in Part II.		
33 If the organization did not report an amount in column (c) for a type of property for which column (a) is checked, describe in Part II.		

LHA For Paperwork Reduction Act Notice, see the Instructions for Form 990. Schedule M (Form 990) (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 990-EZ 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 WHITNEY MUSEUM OF AMERICAN ART	Employer identification number 13-1789318
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FORM 990, PART I, LINE 1, DESCRIPTION OF ORGANIZATION MISSION:

CENTURIES. THE MUSEUM IS CONSTRUCTING A 210,000 - SQUARE FOOT BUILDING
IN DOWNTOWN MANHATTAN. LOCATED ON GANSEVOORT STREET BETWEEN WEST
STREET AND THE HIGH LINE, THE NEW BUILDING, DESIGNED BY PRIZE-WINNING
ARCHITECT RENZO PIANO WILL PROVIDE THE WHITNEY WITH ESSENTIAL NEW SPACE
FOR ITS PERMANENT COLLECTION, TEMPORARY EXHIBITIONS, PERFORMING ARTS
AND EDUCATION PROGRAMS IN ONE OF NEW YORK'S MOST VIBRANT NEIGHBORHOODS.

FORM 990, PART III, LINE 1, DESCRIPTION OF ORGANIZATION MISSION:

ART, WE FOSTER THE WORK OF LIVING ARTISTS AT CRITICAL MOMENTS IN THEIR
CAREERS. THE WHITNEY EDUCATES A DIVERSE PUBLIC THROUGH DIRECT
INTERACTION WITH ARTISTS, OFTEN BEFORE THEIR WORK HAS ACHIEVED GENERAL
ACCEPTANCE.

FORM 990, PART III, LINE 4A, PROGRAM SERVICE ACCOMPLISHMENTS:

11, 2013), AND. AMERICAN LEGENDS: FROM CALDER TO O'KEEFFE (DECEMBER 22,
2012-OCTOBER 19, 2014). ADDITIONALLY, THE MUSEUM PRESENTED FOUR FILM
AND VIDEO INSTALLATIONS: OSKAR FISCHINGER: SPACE LIGHT ART-A FILM
ENVIRONMENT (JUNE 28-OCTOBER 28, 2012), DARK AND DEADPAN: POP IN TV AND
THE MOVIES (NOVEMBER 15, 2012-MARCH 31, 2013), THE WHITE ROSE (APRIL
25-MAY 12, 2013), AND DAVID HOCKNEY: THE JUGGLERS (MAY 23-SEPTEMBER 1,
2013). PERFORMANCES AT THE MUSEUM INCLUDED: EMERGENCY CHEESECAKE:
ORGANIZED BY WADE GUYTON AND JAY SANDERS (NOVEMBER 30, 2012), SYNONYM
FOR UNTITLED: ANDREW LAMPERT (MARCH 14-15, 2013), A PERFORMANCE SERIES
ASSOCIATED WITH THE EXHIBITION BLUES FOR SMOKE (FEBRUARY 1-APRIL 28,
2013) WITH 20 EVENTS, AND BERLIN SUN THEATER: THE MASTERY OF

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

Schedule O (Form 990 or 990-EZ) (2012)

232211
01-04-13

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NON-MASTERY: WRITTEN AND DIRECTED BY MICK TAUSSIG (FEBRUARY 23, 2013).

THE MUSEUM ALSO PRESENTED TOURING EXHIBITIONS AT VENUES ACROSS THE UNITED STATES, INCLUDING: JAY DEFEQ: A RETROSPECTIVE, LEGACY: THE EMILY FISHER LANDAU COLLECTION, REAL/SURREAL, AND TEN MASTERWORKS FROM THE WHITNEY MUSEUM OF AMERICAN ART.

THE MUSEUM ACQUIRED A TOTAL OF 390 WORKS IN FY13. SEVERAL MAJOR ACQUISITIONS WHICH OCCURRED DURING THE FISCAL YEAR INCLUDE THE FOLLOWING: A LARGE PHOTOGRAPHIC BODY OF WORK BY EDWARD STEICHEN, FOURTEEN PRINT PORTFOLIOS BY THE PUBLISHER EXIT ART GALLERY, A SEMINAL VIDEO WORK BY THE ARTIST DAVID HAMMONS, A LARGE SCALE DRAWING BY DANA SHUTZ, PAINTINGS BY LUTZ BACHER, NEIL JENNEY, DAVID SALLE, AND TAUBA AUERBACH, PHOTOGRAPHS BY JERRY N. UELSMANN, MOYRA DAVEY, SARAH CHARLESWORTH, AND AN-MY LE, A VIDEO INSTALLATION BY FILMMAKER WERNER HERZOG, AND SCULPTURE BY ROBERT GROSVENOR AND NED SMYTH.

FORM 990, PART III, LINE 4B, PROGRAM SERVICE ACCOMPLISHMENTS: CONSIDERING THE LATEST SCHOLARSHIP ON 20TH- AND 21ST-CENTURY AMERICAN ART, AND CONDUCTING RESEARCH TRIPS AND DISCUSSIONS WITH OTHER SCHOLARS, CRITICS, AND ARTISTS AS THEY DEVELOP THE WHITNEY'S FUTURE COLLECTION DISPLAY. MEANWHILE, THE CONSERVATION DEPARTMENT METHODICALLY EXAMINES, ASSESSES, AND WHERE NECESSARY TREATS EACH WORK OF ART IN PREPARATION FOR INCLUSION IN THE INAUGURAL EXHIBITIONS. THE WHITNEY'S LIBRARY CONTINUES TO DIGITIZE IMPORTANT PIECES OF ITS SPECIAL COLLECTIONS TO MAKE THEM MORE WIDELY ACCESSIBLE AND PRESERVE THEIR CONTENT. THESE DIGITIZATION PROJECTS INCLUDE SELECTIONS OF THE MUSEUM'S EXHIBITION CATALOGUES, ARTISTS' CORRESPONDENCE AND EPHEMERA, THE MUSEUM'S HISTORICAL DOCUMENTS (ARCHIVAL RECORDS, PHOTOGRAPHS, CHECKLISTS,

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EXHIBITION CATALOGUES), AND HIGHLIGHTS FROM THE PERSONAL LIBRARY OF JULIANA FORCE, THE WHITNEY'S INAUGURAL DIRECTOR AND CLOSE ASSOCIATE OF THE MUSEUM'S FOUNDER, GERTRUDE VANDERBILT WHITNEY, THAT INCLUDE GALLERY ANNOUNCEMENTS AND RARE AND UNUSUAL PERIODICALS.

FORM 990, PART III, LINE 4C, PROGRAM SERVICE ACCOMPLISHMENTS: CENTERS, AND COMMUNITY-BASED ORGANIZATIONS, AND CONVENED BIMONTHLY MEETINGS WITH THE WHITNEY EDUCATION COMMUNITY ADVISORY NETWORK (WECAN), A GROUP OF LOCAL RESIDENTS, TEACHERS, PARENTS, AND REPRESENTATIVES FROM COMMUNITY-BASED ORGANIZATIONS IN THE WHITNEY'S FUTURE NEIGHBORHOOD. WECAN DISCUSSES WAYS THAT THE WHITNEY CAN BECOME AN ESSENTIAL RESOURCE FOR THIS DIVERSE AND DYNAMIC COMMUNITY; TOPICS OF DISCUSSION THIS PAST YEAR HAVE INCLUDED GENTRIFICATION AND CHANGE, THE NEEDS OF CHILDREN AND FAMILIES, AND CREATING A SAFE AND WELCOMING SPACE FOR MEMBERS OF THE LGBT COMMUNITY. OUR SCHOOL PROGRAMS HAVE BEEN WORKING WITH 3 NEW YORK CITY PUBLIC SCHOOLS FOR THE LAST 5 YEARS. THROUGH THESE LONG-TERM SCHOOL PARTNERSHIPS, WE SEEK TO WORK WITH THE ENTIRE SCHOOL COMMUNITY, INCLUDING ADMINISTRATORS, TEACHERS, STUDENTS, AND PARENTS. OUR PROGRAMS HAVE CREATED A POSITIVE IMPACT ON TEACHING AND LEARNING, IMPROVED SCHOOL CULTURE, AND INCREASED PARENTAL ENGAGEMENT. BUILDING ON THIS SUCCESS, WE ARE WORKING ON ESTABLISHING PARTNERSHIPS WITH 5 MORE PUBLIC SCHOOLS LOCATED IN DOWNTOWN MANHATTAN AND BROOKLYN. EDUCATION ALSO CONTINUED OUR LONGITUDINAL STUDY ON TEEN ARTS PARTICIPATION, FUNDED BY THE FEDERAL GOVERNMENT'S INSTITUTE OF MUSEUM AND LIBRARY SERVICES. A COLLABORATION WITH THE WALKER ART CENTER, LAMOCA, AND THE CONTEMPORARY ARTS MUSEUM HOUSTON, THIS PROJECT EXPLORES THE LONG-TERM IMPACT OF TEEN ARTS PROGRAMS ON PARTICIPANTS, MUSEUMS, AND THEIR COMMUNITIES. FINALLY, WE CONTINUE TO PILOT STUDIO PROGRAMS IN THE LOT-EK ART STUDIO,

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INCLUDING HANDS-ON ART MAKING WORKSHOPS BASED ON CURRENT EXHIBITIONS
 FOR AUDIENCES OF ALL AGES. FOR MORE INFORMATION ABOUT WHITNEY
 EDUCATION, PLEASE VISIT WHITNEY.ORG/EDUCATION.

FORM 990, PART III, LINE 4D, OTHER PROGRAM SERVICES:
 PUBLICATION AND RETAIL:
 MUSEUM RELATED AUXILLARY SERVICES THAT PROVIDE PRODUCTS RELATED TO THE
 MUSEUM'S COLLECTION AND EXHIBITIONS.
 EXPENSES \$ 1,093,000. INCLUDING GRANTS OF \$ 0. REVENUE \$ 138,000.

FORM 990, PART VI, SECTION A, LINE 1: IN ACCORDANCE WITH THE MUSEUM'S
 BY-LAWS, THE EXECUTIVE COMMITTEE CONSISTS ENTIRELY OF MUSEUM TRUSTEES. THE
 EXECUTIVE COMMITTEE CURRENTLY CONSISTS OF 20 MEMBERS AND IS COMPOSED OF
 CERTAIN TRUSTEE OFFICERS, CERTAIN TRUSTEE COMMITTEE CHAIRS, AND OTHER
 TRUSTEES ELECTED BY RESOLUTION OF THE BOARD OF TRUSTEES. BETWEEN MEETINGS
 OF THE BOARD OF TRUSTEES, AND SUBJECT TO THE GENERAL POLICIES ESTABLISHED
 BY THE BOARD, THE EXECUTIVE COMMITTEE HAS ALL THE POWERS OF THE FULL BOARD,
 EXCLUDING (I) THE REMOVAL OF TRUSTEES AND OFFICERS, (II) APPOINTING OF
 COMMITTEE CHAIRS, AND (II) AMENDING THE BY-LAWS.

FORM 990, PART VI, SECTION A, LINE 2: MELVA BUCKSBAUM (VICE CHAIRMAN) AND
 RAYMOND J. LEARSY (TRUSTEE) - FAMILY RELATIONSHIP.
 THOMAS H. LEE (TRUSTEE) AND JONATHAN O. LEE (TRUSTEE) - FAMILY
 RELATIONSHIP.

FORM 990, PART VI, SECTION A, LINE 4: IN MAY 2013, THE MUSEUM AMENDED ITS
 BYLAWS. THE REVISIONS TO THE BYLAWS EXPANDED THE SIZE OF THE BOARD TO A
 MAXIMUM OF 50 ELECTIVE TRUSTEES AND TWO EX-OFFICIO TRUSTEES, AN INCREASE

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FROM A MAXIMUM OF 45 ELECTIVE TRUSTEES. IN ADDITION, THE CHANGES PROVIDED THAT WHEN IN THE BEST INTERESTS OF THE MUSEUM TO PRESERVE CONTINUITY OF LEADERSHIP, SUCH AS THE COMPLETION OF A MAJOR BUILDING PROJECT OR CAPITAL CAMPAIGN, UPON THE DETERMINATION BY THE BOARD, A PRESIDENT MAY SERVE UP TO TWO ADDITIONAL ONE-YEAR TERMS. FINALLY, THE CHANGES TO THE BYLAWS EXPANDED THE SIZE OF THE EXECUTIVE COMMITTEE BY TWO MEMBERS.

FORM 990, PART VI, SECTION B, LINE 11: THE MUSEUM'S FORM 990 TAX FILING IS COMPILED BASED ON INFORMATION OBTAINED FROM THE MUSEUM'S GENERAL LEDGER, AUDITED FINANCIAL STATEMENTS AND OTHER FINANCIAL SYSTEMS. THE MUSEUM'S CHIEF FINANCIAL OFFICER, SENIOR FINANCE/ACCOUNTING STAFF, GENERAL COUNSEL AND EXTERNAL TAX ADVISORS PARTICIPATE IN A SERIES OF DETAILED REVIEWS OF ALL INFORMATION TO BE INCLUDED IN THE FILING. ALL INFORMATION INCLUDED IN THE RETURN IS REVIEWED BY THE GROUP FOR ACCURACY AND CONTENT. THE COMPLETED FORM 990 AND RELATED SCHEDULES ARE ALSO PROVIDED TO THE MUSEUM'S SENIOR MANAGEMENT AND REVIEWED IN DETAIL WITH THE CHIEF OPERATING OFFICER. FINALLY, A PUBLIC INSPECTION COPY IS PROVIDED TO EACH MEMBER OF THE BOARD OF TRUSTEES PRIOR TO FILING THE RETURN. THE MUSEUM'S EXTERNAL TAX ADVISORS FILE THE FORM 990 ELECTRONICALLY WITH THE INTERNAL REVENUE SERVICE.

FORM 990, PART VI, SECTION B, LINE 12C: THE MUSEUM'S CODE OF CONDUCT CONTAINS DETAILED DISCLOSURE REQUIREMENTS WITH RESPECT TO THE CONFLICTS OF INTERESTS FOR ITS BOARD AND STAFF. ANNUALLY THE BOARD AND OFFICERS OF THE MUSEUM COMPLETE A CONFLICTS OF INTEREST QUESTIONNAIRE. RESPONSES ARE COMPILED, REVIEWED WITH THE GENERAL COUNSEL AND CHIEF OPERATING OFFICER, AND FORWARDED TO THE PRESIDENT. IF A CONFLICT IS DISCLOSED, BOARD MEMBERS WITH POTENTIAL CONFLICTS MAY NOT PARTICIPATE IN DELIBERATIONS AND NEED TO RECUSE THEMSELVES FROM VOTING ON PARTICULAR MATTERS. IN ADDITION, EMPLOYEES

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ARE ASKED ANNUALLY TO REVIEW AND ACKNOWLEDGE COMPLIANCE WITH THE MUSEUM'S
CODE OF CONDUCT.

FORM 990, PART VI, SECTION B, LINE 15: THE WHITNEY HAS A HUMAN
RESOURCES/COMPENSATION COMMITTEE OF THE BOARD. MEMBERS INCLUDE THE
CHAIRMAN, PRESIDENT, CHAIR OF THE FINANCE COMMITTEE ALONG WITH THREE OTHER
TRUSTEES. THE COMMITTEE MEETS ANNUALLY TO REVIEW PERFORMANCE AND
COMPENSATION FOR THE DIRECTOR AND THREE OTHER SENIOR MEMBERS OF STAFF:
CHIEF OPERATING OFFICER, CHIEF CURATOR/DEPUTY DIRECTOR AND DEPUTY DIRECTOR
FOR DEVELOPMENT. AS PART OF THE PROCESS, THE COMMITTEE REVIEWS COMPARATIVE
DATA OBTAINED FROM THREE TO FOUR INDEPENDENT SOURCES. THESE SOURCES
PROVIDE DATA FOR SIMILAR POSITIONS IN NEW YORK CITY AS WELL AS NATIONALLY.
THE COMPENSATION REVIEW PROCESS AS DESCRIBED ABOVE WAS LAST UNDERTAKEN IN
2013.

FORM 990, PART VI, LINE 17, LIST OF STATES RECEIVING COPY OF FORM 990:
AZ, CA, CO, CT, GA, HI, IL, MD, MA, MI, NJ, NC, OH, PA, RI, TN, VA, WA, NY

FORM 990, PART VI, SECTION C, LINE 19: AUDITED FINANCIAL STATEMENTS ARE
MADE AVAILABLE ON THE MUSEUM'S WEBSITE. ALL OTHER DOCUMENTS ARE AVAILABLE
UPON REQUEST.

FORM 990, PART XI, LINE 9, CHANGES IN NET ASSETS:
PENSION RELATED CHARGES OTHER THAN NET PERIODIC PENSION
COSTS 1,711,000.

FORM 990 - GENERAL

