

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)

Department of the Treasury Internal Revenue Service

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

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

Header section containing organization name (THE CHRYSLER MUSEUM, INCORPORATED), EIN (51-0243196), address (ONE MEMORIAL PLACE, NORFOLK, VA 23510), principal officer (WILLIAM HENNESSEY), and tax-exempt status (501(c)(3)).

Part I Summary

Summary table with columns for Activities & Governance, Revenue, Expenses, and Net Assets or Fund Balances. Rows include mission statement, revenue breakdown, and expense breakdown for 2012.

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.

Signature block containing officer signature, preparer signature (JOY M. BIXLER), firm name (MCPHILLIPS, ROBERTS & DEANS, PLC), and firm address.

May the IRS discuss this return with the preparer shown above? (see instructions) [X] Yes

For Paperwork Reduction Act Notice, see the separate instructions.

Part III Statement of Program Service Accomplishments

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

1 Briefly describe the organization's mission:

ATTACHMENT 1

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

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

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

If "Yes," describe these changes on Schedule O.

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

4a (Code:) (Expenses \$ 5,679,566. including grants of \$) (Revenue \$ 661,610.)

ATTACHMENT 2

4b (Code:) (Expenses \$ 8,438,416. including grants of \$) (Revenue \$)

IMPROVEMENTS AND ADDITIONS TRANSFERRED TO THE CITY OF NORFOLK

4c (Code:) (Expenses \$ including grants of \$) (Revenue \$)

4d Other program services (Describe in Schedule O.)

(Expenses \$ including grants of \$) (Revenue \$)

4e Total program service expenses 14,117,982.

Part IV Checklist of Required Schedules

Table with 3 columns: Question Number, Question Text, Yes, No. Rows include questions 1 through 20b regarding organizational requirements and reporting.

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	
24 a	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?		
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?		
d	Did the organization act as an "on behalf of" issuer for bonds outstanding at any time during the year?		
25 a	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, highly compensated employee, or disqualified person outstanding as of the end of the organization's tax year? <i>If "Yes," complete Schedule L, Part II.</i>		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
35 a	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? Note. All Form 990 filers are required to complete Schedule O		X

Part V Statements Regarding Other IRS Filings and Tax Compliance

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

Table with columns for question number, description, and Yes/No response. Includes questions 1a through 14b regarding IRS filings, Form 1096, Form W-2G, Form W-3, and various tax compliance issues.

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 4 columns: Question, Line Number, Yes, No. Rows include questions about voting members, family relationships, management delegation, and governance decisions.

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

Table with 4 columns: Question, Line Number, Yes, No. Rows include questions about local chapters, conflict of interest policies, whistleblower policies, and compensation review.

Section C. Disclosure

- 17 List the states with which a copy of this Form 990 is required to be filed VA,
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.
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: THE MUSEUM ONE MEMORIAL PLACE NORFOLK, VA 23510 757-664-6200

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 dotted line)	(C) Position (do not check more than one box, unless person is both an officer and a director/trustee)						(D) Reportable compensation from the organization (W-2/1099-MISC)	(E) Reportable compensation from related organizations (W-2/1099-MISC)	(F) Estimated amount of other compensation from the organization and related organizations
		Individual trustee or director	Institutional trustee	Officer	Key employee	Highest compensated employee	Former			
(1) MACON F BROCK TRUSTEE	.20	X						0	0	0
(2) ROBERT W CARTER TRUSTEE	.20	X						0	0	0
(3) ANDREW S FINE TRUSTEE	.20	X						0	0	0
(4) DAVID R GOODE TRUSTEE	.20	X						0	0	0
(5) C. ARTHUR RUTTER III TRUSTEE	.20	X						0	0	0
(6) AUBREY L LAYNE, JR TRUSTEE	.20	X						0	0	0
(7) SANDRA W LEWIS TRUSTEE	.20	X						0	0	0
(8) HENRY LIGHT TRUSTEE	.20	X						0	0	0
(9) ORIANA MCKINNON TRUSTEE	.20	X						0	0	0
(10) PATTERSON N MCKINNON TRUSTEE	.20	X						0	0	0
(11) LISA B. SMITH TRUSTEE	.20	X						0	0	0
(12) RICHARD D ROBERTS TRUSTEE	.20	X						0	0	0
(13) CAROLYN K BARRY TRUSTEE	.20	X						0	0	0
(14) RICHARD WAITZER TRUSTEE	.20	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 dotted line)	(C) Position (do not check more than one box, unless person is both an officer and a director/trustee)						(D) Reportable compensation from the organization (W-2/1099-MISC)	(E) Reportable compensation from related organizations (W-2/1099-MISC)	(F) Estimated amount of other compensation from the organization and related organizations
		Individual trustee or director	Institutional trustee	Officer	Key employee	Highest compensated employee	Former			
(15) ELIZABETH FRAIM TRUSTEE	.20	X						0	0	0
(16) THOMAS L STOKES, JR TRUSTEE	.20	X						0	0	0
(17) LEWIS W WEBB III VICE-CHAIRMAN	5.00	X						0	0	0
(18) SUSAN NORDLINGER TRUSTEE	.20	X						0	0	0
(19) WAYNE F WILBANKS TRUSTEE	.20	X						0	0	0
(20) JOSEPH T. WALDO SECRETARY	.20	X						0	0	0
(21) ROBERT M BOYD TRUSTEE	.20	X						0	0	0
(22) PETER M MEREDITH, JR CHAIRMAN	5.00	X						0	0	0
(23) MARC JACOBSON TRUSTEE	.20	X						0	0	0
(24) SHIRLEY C BALDWIN TRUSTEE	.20	X						0	0	0
(25) LELIA GRAHAM WEBB TRUSTEE	.20	X						0	0	0
1b Sub-total								0	0	0
c Total from continuation sheets to Part VII, Section A								225,094.	0	121,820.
d Total (add lines 1b and 1c)								225,094.	0	121,820.

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 **▶ 1**

	Yes	No
3 Did the organization list any former officer, director, or trustee, key employee, or highest compensated employee on line 1a? <i>If "Yes," complete Schedule J for such individual</i>		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? <i>If "Yes," complete Schedule J for such individual</i>	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? <i>If "Yes," complete Schedule J for such person</i>		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
ATTACHMENT 3		

2 Total number of independent contractors (including but not limited to those listed above) who received more than \$100,000 in compensation from the organization **▶ 6**

Part 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 dotted line)	(C) Position (do not check more than one box, unless person is both an officer and a director/trustee)						(D) Reportable compensation from the organization (W-2/1099-MISC)	(E) Reportable compensation from related organizations (W-2/1099-MISC)	(F) Estimated amount of other compensation from the organization and related organizations
		Individual trustee or director	Institutional trustee	Officer	Key employee	Highest compensated employee	Former			
(26) YVONNE T ALLMOND TRUSTEE	.20	X					0	0	0	
(27) DEBORAH BUTLER TRUSTEE	.20	X					0	0	0	
(28) PAMELA KLOEPPPEL TRUSTEE	.20	X					0	0	0	
(29) WILLIAM HENNESSEY EXECUTIVE DIRECTOR	40.00			X			225,094.	0	121,820.	
1b Sub-total										
c Total from continuation sheets to Part VII, Section A										
d Total (add lines 1b and 1c)										

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 **▶** 1

	Yes	No
3 Did the organization list any former officer, director, or trustee, key employee, or highest compensated employee on line 1a? <i>If "Yes," complete Schedule J for such individual</i>		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? <i>If "Yes," complete Schedule J for such individual</i>	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? <i>If "Yes," complete Schedule J for such person</i>		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

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

Part VIII Statement of Revenue

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

				(A) Total revenue	(B) Related or exempt function revenue	(C) Unrelated business revenue	(D) Revenue excluded from tax under sections 512, 513, or 514	
Contributions, Gifts, Grants and Other Similar Amounts	1a Federated campaigns	1a						
	b Membership dues	1b	908,280.					
	c Fundraising events	1c						
	d Related organizations	1d						
	e Government grants (contributions) . .	1e	3,819,636.					
	f All other contributions, gifts, grants, and similar amounts not included above .	1f	3,206,743.					
	g Noncash contributions included in lines 1a-1f: \$		182,810.					
	h Total. Add lines 1a-1f			7,934,659.				
Program Service Revenue	2a <u>MUSEUM ADMISSIONS</u>	Business Code	900099	50.	50.			
	b <u>MUSEUM GIFT SHOP</u>		453220	144,056.	144,056.			
	c <u>EDUCATIONAL PROGRAMS</u>		900099	417,572.	417,572.			
	d <u>CATERING AND CAFE</u>		900099	25,658.	25,658.			
	e _____							
	f All other program service revenue							
	g Total. Add lines 2a-2f			587,336.				
Other Revenue	3 Investment income (including dividends, interest, and other similar amounts). ATTACHMENT 4			2,642,790.		-15,652.	2,658,442.	
	4 Income from investment of tax-exempt bond proceeds . . .			0				
	5 Royalties			0				
	6a Gross rents	(i) Real	106,243.					
		b Less: rental expenses	(ii) Personal	100,861.				
		c Rental income or (loss)		5,382.				
		d Net rental income or (loss)			5,382.			5,382.
	7a Gross amount from sales of assets other than inventory	(i) Securities	181,929.					
		b Less: cost or other basis and sales expenses	(ii) Other	186,691.				
		c Gain or (loss)		-4,762.				
		d Net gain or (loss)			-4,762.			-4,762.
	8a Gross income from fundraising events (not including \$ _____ of contributions reported on line 1c). See Part IV, line 18	a						
		b Less: direct expenses	b					
		c Net income or (loss) from fundraising events			0			
9a Gross income from gaming activities. See Part IV, line 19	a							
	b Less: direct expenses	b						
	c Net income or (loss) from gaming activities			0				
10a Gross sales of inventory, less returns and allowances	a							
	b Less: cost of goods sold	b						
	c Net income or (loss) from sales of inventory			0				
Miscellaneous Revenue			Business Code					
11a <u>MISCELLANEOUS</u>		900099	68,891.	68,891.				
	b _____							
	c _____							
	d All other revenue							
e Total. Add lines 11a-11d			68,891.					
12 Total revenue. See instructions			11,234,296.	656,227.	-15,652.	2,659,062.		

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 .	0			
2 Grants and other assistance to individuals in the United States. See Part IV, line 22	0			
3 Grants and other assistance to governments, organizations, and individuals outside the United States. See Part IV, lines 15 and 16	0			
4 Benefits paid to or for members	0			
5 Compensation of current officers, directors, trustees, and key employees	225,094.	146,311.	45,019.	33,764.
6 Compensation not included above, to disqualified persons (as defined under section 4958(f)(1)) and persons described in section 4958(c)(3)(B)	0			
7 Other salaries and wages	2,793,294.	2,091,897.	326,699.	374,698.
8 Pension plan accruals and contributions (include section 401(k) and 403(b) employer contributions)	0			
9 Other employee benefits	436,483.	320,208.	62,848.	53,427.
10 Payroll taxes	218,637.	156,535.	33,946.	28,156.
11 Fees for services (non-employees):				
a Management	0			
b Legal	0			
c Accounting	0			
d Lobbying	0			
e Professional fundraising services. See Part IV, line 17	0			
f Investment management fees	0			
g Other. (If line 11g amount exceeds 10% of line 25, column (A) amount, list line 11g expenses on Schedule O.)	0			
12 Advertising and promotion	123,097.			123,097.
13 Office expenses	0			
14 Information technology	0			
15 Royalties	0			
16 Occupancy	0			
17 Travel	0			
18 Payments of travel or entertainment expenses for any federal, state, or local public officials	0			
19 Conferences, conventions, and meetings	0			
20 Interest	0			
21 Payments to affiliates	0			
22 Depreciation, depletion, and amortization	201,226.	138,662.	29,703.	32,861.
23 Insurance	135,330.	131,680.	1,959.	1,691.
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 <u>ACCESSIONS</u>	674,091.	674,091.		
b <u>EXHIBITION FEES/INSTALLATION</u>	137,187.	137,187.		
c <u>UTILITIES</u>	461,993.	450,331.	6,259.	5,403.
d <u>CONSULTING</u>	495,749.	252,809.	6,864.	236,076.
e All other expenses <u>ATCH 5</u>	10,018,619.	9,618,271.	63,857.	336,491.
25 Total functional expenses. Add lines 1 through 24e	15,920,800.	14,117,982.	577,154.	1,225,664.
26 Joint costs. Complete this line only if the organization reported in column (B) joint costs from a combined educational campaign and fundraising solicitation. Check here <input type="checkbox"/> if following SOP 98-2 (ASC 958-720)	0			

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	0	1	0
	2 Savings and temporary cash investments	12,130,394.	2	11,672,892.
	3 Pledges and grants receivable, net	11,414,634.	3	8,147,499.
	4 Accounts receivable, net	0	4	0
	5 Loans and other receivables from current and former officers, directors, trustees, key employees, and highest compensated employees. Complete Part II of Schedule L	0	5	0
	6 Loans and other receivables from other disqualified persons (as defined under section 4958(f)(1)), persons described in section 4958(c)(3)(B), and contributing employers and sponsoring organizations of section 501(c)(9) voluntary employees' beneficiary organizations (see instructions). Complete Part II of Schedule L	0	6	0
	7 Notes and loans receivable, net	0	7	0
	8 Inventories for sale or use	119,918.	8	27,521.
	9 Prepaid expenses and deferred charges	258,809.	9	543,135.
	10a Land, buildings, and equipment: cost or other basis. Complete Part VI of Schedule D	10a 1,644,902.		
	b Less: accumulated depreciation	10b 789,385.	1,017,898.	10c 855,517.
	11 Investments - publicly traded securities	ATCH 6	24,249,882.	11 31,686,366.
	12 Investments - other securities. See Part IV, line 11		28,013,324.	12 26,325,255.
	13 Investments - program-related. See Part IV, line 11		0	13 0
	14 Intangible assets		0	14 0
	15 Other assets. See Part IV, line 11		4,545,414.	15 143,015.
16 Total assets. Add lines 1 through 15 (must equal line 34)		81,750,273.	16 79,401,200.	
Liabilities	17 Accounts payable and accrued expenses	158,578.	17	1,710,154.
	18 Grants payable	0	18	0
	19 Deferred revenue	64,743.	19	41,457.
	20 Tax-exempt bond liabilities	0	20	0
	21 Escrow or custodial account liability. Complete Part IV of Schedule D	0	21	0
	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	0	22	0
	23 Secured mortgages and notes payable to unrelated third parties	742,164.	23	3,037,000.
	24 Unsecured notes and loans payable to unrelated third parties	0	24	0
	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	5,238,698.	25	1,506,776.
	26 Total liabilities. Add lines 17 through 25	6,204,183.	26	6,295,387.
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	25,056,741.	27	19,285,119.
	28 Temporarily restricted net assets	19,124,818.	28	21,279,271.
	29 Permanently restricted net assets	31,364,531.	29	32,541,423.
	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	75,546,090.	33	73,105,813.
	34 Total liabilities and net assets/fund balances	81,750,273.	34	79,401,200.

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	11,234,296.
2	Total expenses (must equal Part IX, column (A), line 25)	2	15,920,800.
3	Revenue less expenses. Subtract line 2 from line 1	3	-4,686,504.
4	Net assets or fund balances at beginning of year (must equal Part X, line 33, column (A))	4	75,546,090.
5	Net unrealized gains (losses) on investments	5	2,246,227.
6	Donated services and use of facilities	6	0
7	Investment expenses	7	0
8	Prior period adjustments	8	0
9	Other changes in net assets or fund balances (explain in Schedule O)	9	0
10	Net assets or fund balances at end of year. Combine lines 3 through 9 (must equal Part X, line 33, column (B))	10	73,105,813.

Part XII Financial Statements and Reporting

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

- 1** Accounting method used to prepare the Form 990: Cash Accrual 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:
 Separate basis Consolidated basis Both consolidated and separate basis
- 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:
 Separate basis Consolidated basis Both consolidated and separate basis
- 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.
- 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?
- 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

	Yes	No
2a		X
2b	X	
2c	X	
3a		X
3b		

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 THE CHRYSLER MUSEUM, INCORPORATED	Employer identification number 51-0243196
--	---

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)	

(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	
(A)									
(B)									
(C)									
(D)									
(E)									
Total									

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

Table with 7 columns: (a) 2008, (b) 2009, (c) 2010, (d) 2011, (e) 2012, (f) Total. Rows include: 1 Gifts, grants, contributions, and membership fees received; 2 Tax revenues levied for the organization's benefit; 3 The value of services or facilities furnished by a governmental unit; 4 Total; 5 The portion of total contributions by each person; 6 Public support.

Section B. Total Support

Table with 7 columns: (a) 2008, (b) 2009, (c) 2010, (d) 2011, (e) 2012, (f) Total. Rows include: 7 Amounts from line 4; 8 Gross income from interest, dividends, payments received on securities loans, rents, royalties and income from similar sources; 9 Net income from unrelated business activities; 10 Other income; 11 Total support; 12 Gross receipts from related activities; 13 First five years.

Section C. Computation of Public Support Percentage

Table with 2 columns: Line number, Percentage. Rows include: 14 Public support percentage for 2012 (74.41%); 15 Public support percentage from 2011 Schedule A, Part II, line 14 (75.64%); 16a 33 1/3% support test - 2012 (checked); 16b 33 1/3% support test - 2011; 17a 10%-facts-and-circumstances test - 2012; 17b 10%-facts-and-circumstances test - 2011; 18 Private foundation.

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

Table with 7 columns: (a) 2008, (b) 2009, (c) 2010, (d) 2011, (e) 2012, (f) Total. Rows include: 1 Gifts, grants, contributions, and membership fees received; 2 Gross receipts from admissions, merchandise sold or services performed; 3 Gross receipts from activities that are not an unrelated trade or business; 4 Tax revenues levied for the organization's benefit; 5 The value of services or facilities furnished by a governmental unit; 6 Total; 7a Amounts included on lines 1, 2, and 3 received from disqualified persons; 7b Amounts included on lines 2 and 3 received from other than disqualified persons; 7c Add lines 7a and 7b; 8 Public support (Subtract line 7c from line 6).

Section B. Total Support

Table with 7 columns: (a) 2008, (b) 2009, (c) 2010, (d) 2011, (e) 2012, (f) Total. Rows include: 9 Amounts from line 6; 10a Gross income from interest, dividends, payments received on securities loans, rents, royalties and income from similar sources; 10b Unrelated business taxable income (less section 511 taxes) from businesses acquired after June 30, 1975; 10c Add lines 10a and 10b; 11 Net income from unrelated business activities not included in line 10b; 12 Other income. Do not include gain or loss from the sale of capital assets; 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

Table with 3 columns: Description, 2012, 2011. Row 15: Public support percentage for 2012 (line 8, column (f) divided by line 13, column (f)). Row 16: Public support percentage from 2011 Schedule A, Part III, line 15.

Section D. Computation of Investment Income Percentage

Table with 3 columns: Description, 2012, 2011. Row 17: Investment income percentage for 2012 (line 10c, column (f) divided by line 13, column (f)). Row 18: Investment income percentage from 2011 Schedule A, Part III, line 17.

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

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

20 Private foundation. If the organization did not check a box on line 14, 19a, or 19b, check this box and see instructions

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

ATTACHMENT 1

SCHEDULE A, PART II - OTHER INCOME

DESCRIPTION	2008	2009	2010	2011	2012	TOTAL
MISCELLANEOUS		183,366.	16,186.	20,978.	68,891.	289,421.
TOTALS		<u>183,366.</u>	<u>16,186.</u>	<u>20,978.</u>	<u>68,891.</u>	<u>289,421.</u>

SCHEDULE D (Form 990)

Supplemental Financial Statements

OMB No. 1545-0047

2012

Open to Public Inspection

Department of the Treasury Internal Revenue Service

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.

Name of the organization THE CHRYSLER MUSEUM, INCORPORATED Employer identification number 51-0243196

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

Table with 2 columns: (a) Donor advised funds, (b) Funds and other accounts. Rows include: 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? (Yes/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? (Yes/No)

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

Table with 2 columns: Held at the End of the Tax Year. Rows include: 1 Purpose(s) of conservation easements held by the organization (check all that apply): Preservation of land for public use, Protection of natural habitat, Preservation of open space, Preservation of an historically important land area, Preservation of a certified historic structure; 2 Complete lines 2a 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; 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.

Table with 2 columns: Amounts. Rows include: 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

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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 [X] Public exhibition
b [] Scholarly research
c [X] Preservation for future generations
d [X] 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 [X] No

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

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

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

Table with 2 columns: Description, Amount. Rows: 1c Beginning balance, 1d Additions during the year, 1e Distributions during the year, 1f Ending balance.

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

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

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

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

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

- a Board designated or quasi-endowment 20.1414 %
b Permanent endowment 64.0694 %
c Temporarily restricted endowment 15.7892 %

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

Table with 2 columns: Yes, No. Rows: 3a(i), 3a(ii), 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.

Table with 5 columns: (a) Cost or other basis (investment), (b) Cost or other basis (other), (c) Accumulated depreciation, (d) Book value. Rows: 1a Land, 1b Buildings, 1c Leasehold improvements, 1d Equipment, 1e Other, Total.

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 ATTACHMENT 1		
(A) CANYON CAP VALUE REALIZATION	3,467,182.	FMV
(B) MT LUCAS PEAK PARTNERS FUND		FMV
(C) TIFF ABSOLUTE RETURN POOL II	3,674,096.	FMV
(D) FORESTER DIVERSIFIED	1,804,532.	FMV
(E) PRIVATE ADV DISTRESSED OPPOR.	202,520.	FMV
(F) PRIVATE ADVISORS SMALL CO.	1,215,075.	FMV
(G) TIFF PARTNERS V-US	392,935.	FMV
(H) GMO FORESTRY FUND 8	541,627.	FMV
(I) TIFF MULTI-ASSET FUND	10,764,794.	FMV
Total. (Column (b) must equal Form 990, Part X, col. (B) line 12.)	26,325,255.	

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. (Column (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 EXPENSES/OTHER LIABILI	1,506,776.
(3) GIFT PAYABLE	
(4)	
(5)	
(6)	
(7)	
(8)	
(9)	
(10)	
(11)	
Total. (Column (b) must equal Form 990, Part X, col. (B) line 25.)	1,506,776.

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	13,581,384.
2	Amounts included on line 1 but not on Form 990, Part VIII, line 12:			
a	Net unrealized gains on investments	2a 2,246,227.		
b	Donated services and use of facilities	2b		
c	Recoveries of prior year grants	2c		
d	Other (Describe in Part XIII.)	2d 100,861.		
e	Add lines 2a through 2d		2e	2,347,088.
3	Subtract line 2e from line 1		3	11,234,296.
4	Amounts included on Form 990, Part VIII, line 12, but not on line 1:			
a	Investment expenses not included on Form 990, Part VIII, line 7b	4a		
b	Other (Describe in Part XIII.)	4b		
c	Add lines 4a and 4b		4c	
5	Total revenue. Add lines 3 and 4c . (This must equal Form 990, Part I, line 12.)		5	11,234,296.

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

1	Total expenses and losses per audited financial statements		1	16,021,661.
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 100,861.		
e	Add lines 2a through 2d		2e	100,861.
3	Subtract line 2e from line 1		3	15,920,800.
4	Amounts included on Form 990, Part IX, line 25, but not on line 1:			
a	Investment expenses not included on Form 990, Part VIII, line 7b	4a		
b	Other (Describe in Part XIII.)	4b		
c	Add lines 4a and 4b		4c	
5	Total expenses. Add lines 3 and 4c . (This must equal Form 990, Part I, line 18.)		5	15,920,800.

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.

SEE PAGE 5

Part XIII Supplemental Information (continued)

ART COLLECTION FOOTNOTE

PART III, LINE 1A:

IN CONFORMITY WITH THE PRACTICE FOLLOWED BY MOST MUSEUMS, THE CHRYSLER'S ART COLLECTION IS NOT PRESENTED IN THE ACCOMPANYING STATEMENTS OF FINANCIAL POSITION. THE VALUE OF ITEMS PURCHASED BY THE MUSEUM FOR THE ADDITION TO THE COLLECTION AND THE PROCEEDS FROM OBJECTS DEACCESSIONED AND SOLD ARE REPORTED AS NON-OPERATING ACTIVITIES IN THE ACCOMPANYING STATEMENTS OF ACTIVITIES. CONTRIBUTED COLLECTION ITEMS ARE NOT REFLECTED IN THE FINANCIAL STATEMENTS. THE MUSEUM IS COMMITTED TO APPLYING THE HIGHEST PROFESSIONAL STANDARDS TO THE CARE AND PRESERVATION OF ITS UNIQUE COLLECTION. EACH OF THE ITEMS IS CATALOGED, PRESERVED, AND CARED FOR, AND ACTIVITIES VERIFYING THEIR EXISTENCE AND ASSESSING THEIR CONDITION ARE PERFORMED CONTINUOUSLY. ACCESSIONS AND DEACCESSIONS ARE APPROVED BY THE MUSEUM'S BOARD OF TRUSTEES AND THE PROCEEDS FROM DEACCESSIONS ARE USED SOLELY FOR THE ACQUISITION OF COLLECTION ITEMS. ADDITIONALLY, IN AN EFFORT TO MAINTAIN THE PURCHASING POWER OF SUCH PROCEEDS, THE BOARD HAS SIMILARLY DESIGNATED THE INVESTMENT INCOME EARNED ON THESE FUNDS. AT JUNE 30, 2013, THE MUSEUM'S COLLECTION WAS INSURED AT A LEVEL DEEMED APPROPRIATE BY MANAGEMENT.

Part XIII Supplemental Information (continued)

COLLECTIONS

PART III, LINE 4

THE CHRYSLER IS ONE OF AMERICA'S MOST DISTINGUISHED MID-SIZED ART MUSEUMS. LOCATED IN HAMPTON ROADS, A COMMUNITY OF 1.5 MILLION IN SOUTHEASTERN VIRGINIA, THE CHRYSLER WELCOMES 160,000 ANNUAL VISITORS FROM AROUND THE WORLD. THE CHRYSLER OPERATES ON AN ANNUAL BUDGET OF APPROXIMATELY \$7 MILLION AND EMPLOYS A STAFF OF APPROXIMATELY 103.

THE MUSEUM IS HOME TO A WORLD-CLASS COLLECTION OF OVER 30,000 PAINTINGS, SCULPTURES, PHOTOGRAPHS, AND DECORATIVE ARTS PRIMARILY ASSEMBLED BY INDUSTRIALIST WALTER P. CHRYSLER, JR. THE MUSEUM IS PARTICULARLY WELL KNOWN FOR ITS GLASS COLLECTION, ONE OF THE FINEST AND MOST COMPREHENSIVE ANYWHERE. THE MUSEUM ALSO ADMINISTERS TWO HISTORIC HOUSES, THE MOSES MYERS HOUSE AND THE WILLOUGHBY-BAYLOR HOUSE, AS WELL AS A GLASS MAKING STUDIO, ALL OF WHICH ARE LOCATED IN DOWNTOWN NORFOLK.

IN ADDITION TO ITS FINE PERMANENT COLLECTION, THE MUSEUM PRESENTS EACH YEAR A DYNAMIC SCHEDULE OF CHANGING EXHIBITIONS AND A WIDE VARIETY OF INTERPRETIVE PROGRAMS. EACH IS DESIGNED TO MAKE THE WORKS ON VIEW IN THE MUSEUM GALLERIES ACCESSIBLE AND MEANINGFUL TO A DIVERSE AUDIENCE.

THE CHRYSLER MUSEUM GLASS STUDIO IS AN EDUCATIONAL TOOL THAT OFFERS THE PUBLIC AN EXPERIMENTAL APPROACH TO THE EXCITING PROPERTIES OF GLASS. THIS NEW ADDITION TO THE MUSEUM COMPLEMENTS OUR COMPREHENSIVE GLASS COLLECTION WITH AN ENGAGING APPROACH THAT DEMONSTRATES THE MANY GLASS PROCESSES USED TO CREATE THESE EXTRAORDINARY OBJECTS.

Part XIII Supplemental Information (continued)

OTHER REVENUE AND EXPENSES

PART XII 2D AND PART XIII 2D

RENTAL EXPENSES

ATTACHMENT 1SCHEDULE D, PART VII - INVESTMENTS - OTHER SECURITIES

<u>DESCRIPTION</u>	<u>BOOK VALUE</u>	<u>COST OR FMV</u>
P2 CAPITAL FUND CLASS A	2,413,123.	FMV
GMO MA INVESTORS FUND 1	691,300.	FMV
PROPERTY INVESTMENTS ADVISORS	380,706.	FMV
METRO. REAL ESTATE PARTNERS	777,365.	FMV
TOTALS	<u>26,325,255.</u>	

**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

THE CHRYSLER MUSEUM, INCORPORATED

Employer identification number

51-0243196

Part I Questions Regarding Compensation

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

- | | |
|--|--|
| <input type="checkbox"/> First-class or charter travel | <input type="checkbox"/> Housing allowance or residence for personal use |
| <input type="checkbox"/> Travel for companions | <input type="checkbox"/> Payments for business use of personal residence |
| <input type="checkbox"/> Tax indemnification and gross-up payments | <input type="checkbox"/> Health or social club dues or initiation fees |
| <input type="checkbox"/> Discretionary spending account | <input type="checkbox"/> Personal services (e.g., maid, chauffeur, chef) |

b If any of the boxes 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

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

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

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

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

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

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

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

- a** The organization? **5a** **5b**
- b** Any related organization? **5b**
- If "Yes" to line 5a or 5b, describe in Part III.

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

- a** The organization? **6a** **6b**
- b** Any related organization? **6b**
- If "Yes" to line 6a or 6b, describe in Part III.

7 For persons listed in Form 990, Part VII, Section A, line 1a, did the organization provide any non-fixed payments not described in lines 5 and 6? If "Yes," describe in Part III **7** **8**

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 **8** **9**

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

	Yes	No
1b		
2		
4a		<input checked="" type="checkbox"/>
4b		<input checked="" type="checkbox"/>
4c		<input checked="" type="checkbox"/>
5a		<input checked="" type="checkbox"/>
5b		<input checked="" type="checkbox"/>
6a		<input checked="" type="checkbox"/>
6b		<input checked="" type="checkbox"/>
7		<input checked="" type="checkbox"/>
8		<input checked="" type="checkbox"/>
9		<input type="checkbox"/>

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 WILLIAM HENNESSEY EXECUTIVE DIRECTOR	(i)	225,094.	0	0	109,048.	12,772.	346,914.	0
	(ii)	0	0	0	0	0	0	0
2	(i)							
	(ii)							
3	(i)							
	(ii)							
4	(i)							
	(ii)							
5	(i)							
	(ii)							
6	(i)							
	(ii)							
7	(i)							
	(ii)							
8	(i)							
	(ii)							
9	(i)							
	(ii)							
10	(i)							
	(ii)							
11	(i)							
	(ii)							
12	(i)							
	(ii)							
13	(i)							
	(ii)							
14	(i)							
	(ii)							
15	(i)							
	(ii)							
16	(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.

**SCHEDULE M
(Form 990)**

Department of the Treasury
Internal Revenue Service

Noncash Contributions

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

OMB No. 1545-0047

2012

**Open To Public
Inspection**

Name of the organization

THE CHRYSLER MUSEUM, INCORPORATED

Employer identification number

51-0243196

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.	0	
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	76.	182,810.	
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 ▶ (_____)				
26 Other ▶ (_____)				
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**

	Yes	No
30 a 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	
32 a 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.		

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

Schedule M (Form 990) (2012)

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

SCHEDULE M, PART I, COLUMN (B):

THE ORGANIZATION IS REPORTING THE NUMBER OF ITEMS RECEIVED.

SCHEDULE M, LINE 33

IN ACCORDANCE WITH GENERALLY ACCEPTED ACCOUNTING PRINCIPALS, THE MUSEUM

DOES NOT RECORD CONTRIBUTIONS OF ART AS REVENUE.

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

THE CHRYSLER MUSEUM, INCORPORATED

Employer identification number

51-0243196

CONFLICT OF INTEREST POLICY

FORM 990, PART VI, SECTION B, LINE 12C

TO ENSURE THAT THE MUSUEM OPERATES IN A MANNER CONSISTENT WITH ITS
MISSION AND THAT IT DOES NOT ENGAGE IN ACTIVITIES THAT COULD JEOPARDIZE
ITS TAX-EXEMPT STATUS, ANNUAL COMPLIANCE REVIEWS SHALL BE CONDUCTED.

THESE REVIEWS SHALL, AT A MINIMUM, INCLUDE THE FOLLOWING:

A. WHETHER COMPENSATION AGREEMENTS AND BENEFITS OFFERED TO STAFF ARE
REASONABLE, BASED ON COMPETENT SURVEY DATA, AND ARE AWARDED IN ACCORDANCE
WITH ESTABLISHED POLICIES.

B. WHETHER ANY PARTNERSHIPS, JOINT VENTURES, AND BUSINESS ARRANGEMENTS
UNDERTAKEN BY THE MUSEUM CONFORM TO WRITTEN POLICIES, ARE PROPERLY
RECORDED, REFLECT REASONABLE INVESTMENT OR PAYMENT FOR GOODS AND
SERVICES, AND FURTHER THE EDUCATIONAL PURPOSES OF THE MUSEUM.

GOVERNING BODY REVIEW OF 990

FORM 990, PART VI, SECTION B, LINE 11

THE MUSEUM DIRECTOR SHALL ENSURE THAT TAX RETURNS AND OTHER
GOVERNEMENT-ORDERED PAYMENTS OR REPORTS ARE FILED IN A TIMELY AND
ACCURATE MANNER. THE MUSEUM'S TRUSTEE AUDIT COMMITTEE SHALL REVIEW AND
APPROVE THE CHRYSLER'S IRS FORM 990 ANNUAL TAX FILING PRIOR TO
SUBMISSION. THE MUSEUM DIRECTOR SHALL THEN SIGN AND CERTIFY THAT THE
MUSEUM'S IRS FORM 990 IS ACCURATE AND COMPLETE. COPIES OF THE PUBLIC
DISCLOSURE IRS FORM 990 WILL BE DISTRIBUTED TO THE FULL BOARD AT THE NEXT
SCHEDULED BOARD MEETING.

Name of the organization THE CHRYSLER MUSEUM, INCORPORATED	Employer identification number 51-0243196
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COMPENSATION

FORM 990, PART VI, SECTION B, LINE 15

STAFF COMPENSATION:

ON AN ANNUAL BASIS, THE MUSEUM WILL PRICE POSITIONS TO MARKET BY USING LOCAL, NATIONAL, AND INDUSTRY SPECIFIC SURVEY DATA. THE MARKET DATA WILL TO THE EXTENT POSSIBLE, INCLUDE MUSEUMS AND OTHER NOT FOR PROFIT CULTURAL INSTITUTIONS; HOWEVER, THE MUSEUM WILL ALSO USE MORE GENERALIZED SURVEY DATA.

MUSEUM DIRECTOR'S COMPENSATION:

THE EXECUTIVE COMMITTEE OF THE BOARD OF TRUSTEES WILL REVIEW AND APPROVE AN ANNUAL COMPENSATION PLAN FOR THE MUSEUM DIRECTOR INCLUDING BOTH DIRECT AND INDIRECT COMPENSATION. LIKE ALL POSITIONS AT THE CHRYSLER MUSEUM, AND FOLLOWING THE SAME MARKET-DRIVEN MODEL, THE MUSEUM'S DIRECTOR'S DIRECT COMPENSATION IS BASED ON THE CURRENT MARKET VALUE OF THE POSITION BASED ON THE SKILLS, KNOWLEDGE AND REQUIRED BEHAVIORS. IN ADDITION TO WAGES, THE MUSEUM DIRECTOR MAY BE AWARDED ADDITIONAL ALLOWANCES TO COVER AUTOMOBILE EXPENSES OR A PERFORMANCE-BASED BONUS.

A WRITTEN PERFORMANCE APPRAISAL WILL BE COMPLETED FOR THE MUSEUM DIRECTOR EACH YEAR TO SUBSTANTIATE THE ENTIRE COMPENSATION PACKAGE. BOTH THE PERFORMANCE APPRAISAL AND ANY PAY INCREASE WILL BE APPROVED BY THE EXECUTIVE COMMITTEE OF THE BOARD OF TRUSTEES.

DOCUMENTS AVAILABLE TO PUBLIC

FORM 990, PART VI, SECTION C, LINE 19

THE GOVERNING DOCUMENTS AND CONFLICTS OF INTEREST POLICY ARE MADE AVAILABLE UPON REQUEST, AND FINANCIAL STATEMENTS ARE AVAILABLE FOR

Name of the organization THE CHRYSLER MUSEUM, INCORPORATED	Employer identification number 51-0243196
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VIEWING AT WWW.CHRYSLER.ORG

AUDIT COMMITTEE

FORM 990, PART XI, LINE 2C

THE AUDIT COMMITTEE OF THE BOARD HAS RESPONSIBILITY FOR OVERSIGHT OF THE ANNUAL AUDIT AND SELECTION OF THE INDEPENDENT AUDITORS. THIS POLICY HAS NOT CHANGED FROM THE PRIOR YEAR.

ELECTION OF GOVERNING BODY

FORM 990, PART VI, SECTION A, LINE 7A

THE BOARD OF THE CHRYSLER MUSEUM IS COMPOSED OF TWENTY-EIGHT (28) TRUSTEES. THE COUNCIL OF THE CITY OF NORFOLK APPOINTS FIFTEEN (15) OF THE TRUSTEES. THE BOARD OF THE NORFOLK SOCIETY OF ARTS ELECTS TWO (2) OF THE TRUSTEES. ELEVEN (11) TRUSTEES ARE ELECTED BY THOSE TRUSTEES WHO ARE NEITHER APPOINTED BY THE COUNCIL OF THE CITY OF NORFOLK NOR ELECTED BY THE BOARD OF THE NORFOLK SOCIETY OF THE ARTS.

OTHER CHANGES IN NET ASSETS

FORM 990, PART XI, LINE 5

NET UNREALIZED GAINS (LOSSES) ON INVESTMENTS

ATTACHMENT 1

FORM 990, PART III, LINE 1 - ORGANIZATION'S MISSION

THE CHRYSLER MUSUEM OF ART IS AN EDUCATIONAL INSTITUTION WHOSE PROGRAMS ARE DESIGNED TO ENABLE VISITORS TO GAIN INSIGHT INTO THEMSELEVES AND THEIR WORLD THROUGH THE MEDIUM OF ORIGINAL WORKS OF ART. THE MUSEUM COLLECTS, PRESERVES, DISPLAYS AND INTERPRETS ORIGINAL WORKS OF ART FOR THE ENJOYMENT AND EDUCATION OF A DIVERSE

Name of the organization THE CHRYSLER MUSEUM, INCORPORATED	Employer identification number 51-0243196
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ATTACHMENT 1 (CONT'D)FORM 990, PART III, LINE 1 - ORGANIZATION'S MISSION

CONSTITUENCY.

THE CHRYSLER MUSEUM EXISTS TO ENRICH AND TRANSFORM LIVES. WE BRING ART AND PEOPLE TOGETHER THROUGH EXPERIENCES THAT DELIGHT, INFORM AND INSPIRE.

ATTACHMENT 2FORM 990, PART III - PROGRAM SERVICE, LINE 4A

THE CHRYSLER MUSEUM OF ART IS AN EDUCATIONAL INSTITUTION WHOSE PROGRAMS ARE DESIGNED TO ENABLE VISITORS TO GAIN INSIGHTS INTO THEMSELVES AND THEIR WORLD THROUGH THE MEDIUM OF ORIGINAL WORKS OF ARTS. TO THIS END, THE MUSEUM COLLECTS, PRESERVES, DISPLAYS AND INTERPRETS ORIGINAL WORKS OF ART FOR THE ENJOYMENT AND EDUCATION OF A DIVERSE CONSTITUENCY.

IN NOVEMBER 2011, THE MUSEUM OPENED A GLASS MAKING STUDIO ADJACENT TO ITS MAIN BUILDING. THE STUDIO OFFERS A FULL PROGRAM OF PUBLIC DEMONSTRATIONS AND CLASSES AS WELL AS A ROBUST SET OF EDUCATIONAL PARTNERSHIPS WITH REGIONAL COLLEGES AND UNIVERSITIES AND A DYNAMIC VISITING ARTIST PROGRAM. STUDIO PROGRAMMING IS DESIGNED TO COMPLEMENT AND ENRICH THE PUBLIC'S UNDERSTANDING AND APPRECIATION OF THE MUSEUM'S OUTSTANDING COLLECTION OF HISTORICAL GLASS.

ATTACHMENT 3

Name of the organization THE CHRYSLER MUSEUM, INCORPORATED	Employer identification number 51-0243196
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ATTACHMENT 3 (CONT'D)

990, PART VII- COMPENSATION OF THE FIVE HIGHEST PAID IND. CONTRACTORS

<u>NAME AND ADDRESS</u>	<u>DESCRIPTION OF SERVICES</u>	<u>COMPENSATION</u>
GEORGE SEXTON 2121 WISCONSIN AVENUE, NW SUITE 220 WASHINGTON, DC 2007-2270	EXHIBITION DESIGN	221,331.
SUNTRUST BANKCARD 150 WEST MAIN STREET NORFOLK, VA 23510	MUSEUM CREDIT CARD	153,289.
ELECTRONIC SYSTEMS 9610 DECATUR AVE NORFOLK, VA 23511	NETWORK EXPANSION	233,681.
HONEYWELL 1766 MEADOW LAKE DR NORFOLK, VA 23513	SECURITY UPGRADE	506,078.
KBS, INC 780 LYNNHAVEN PKWY, VIRGINIA BEACH, VA 23452	CONSTRUCTION	7,081,810.

ATTACHMENT 4

FORM 990, PART VIII - INVESTMENT INCOME

<u>DESCRIPTION</u>	(A) <u>TOTAL REVENUE</u>	(B) <u>RELATED OR EXEMPT REVENUE</u>	(C) <u>UNRELATED BUSINESS REV.</u>	(D) <u>EXCLUDED REVENUE</u>
INVESTMENT AND DIVIDEND INCOME	2,642,790.		-15,652.	2,658,442.
TOTALS	<u>2,642,790.</u>		<u>-15,652.</u>	<u>2,658,442.</u>

ATTACHMENT 5

FORM 990, PART IX - OTHER EXPENSES

<u>DESCRIPTION</u>	(A) <u>TOTAL EXPENSES</u>	(B) <u>PROGRAM SERVICE EXP.</u>	(C) <u>MANAGEMENT AND GENERAL</u>	(D) <u>FUNDRAISING EXPENSES</u>
REPAIRS AND MAINTENANCE	235,799.	230,513.	2,837.	2,449.
MISCELLANEOUS	288,970.	204,618.	27,201.	57,151.
COMPUTER SERVICES	61,073.	38,462.	1,480.	21,131.

Name of the organization THE CHRYSLER MUSEUM, INCORPORATED	Employer identification number 51-0243196
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ATTACHMENT 5 (CONT'D)FORM 990, PART IX - OTHER EXPENSES

<u>DESCRIPTION</u>	(A) <u>TOTAL</u> <u>EXPENSES</u>	(B) <u>PROGRAM</u> <u>SERVICE EXP.</u>	(C) <u>MANAGEMENT</u> <u>AND GENERAL</u>	(D) <u>FUNDRAISING</u> <u>EXPENSES</u>
PRINTING & PUBLICATIONS	148,537.	33,825.	1,781.	112,931.
SUPPLIES	261,029.	250,195.	7,769.	3,065.
TELEPHONE	58,366.	47,077.	4,802.	6,487.
COST OF SALES	123,083.	123,083.		
TRAVEL AND ENTERTAINMENT	271,171.	133,017.	17,663.	120,491.
TEMPORARY EMPLOYEES	132,175.	119,065.	324.	12,786.
TRANSFER OF CAPITAL EXP	8,438,416.	8,438,416.		
TOTALS	<u>10,018,619.</u>	<u>9,618,271.</u>	<u>63,857.</u>	<u>336,491.</u>

ATTACHMENT 6FORM 990, PART X - INVESTMENTS - PUBLICLY TRADED SECURITIES

<u>DESCRIPTION</u>	<u>ENDING</u> <u>BOOK VALUE</u>	<u>COST</u> <u>OR FMV</u>
VANGUARD MONEY MARKET FUND	1,273,333.	FMV
TSW DOMESTIC SMALL CAP		FMV
GMO EQUITY ALLOCATION FUND	19,655,713.	FMV
GIFT ANNUITY INVESTMENTS	279,079.	FMV
PIMCO TOTAL RETURN FUND	7,391,592.	FMV
MA EQUITY OPPORTUNITY FUND	2,584,631.	FMV
MA REAL ASSETS FUND 2	502,018.	FMV
TOTALS	<u>31,686,366.</u>	

**SCHEDULE D
(Form 1041)**

Department of the Treasury
Internal Revenue Service

Capital Gains and Losses

▶ Attach to Form 1041, Form 5227, or Form 990-T.
▶ Information about Schedule D (Form 1041) and its separate instructions is at
www.irs.gov/form1041.

OMB No. 1545-0092

2012

Name of estate or trust

Employer identification number

THE CHRYSLER MUSEUM, INCORPORATED

51-0243196

Note: Form 5227 filers need to complete **only** Parts I and II.

Part I Short-Term Capital Gains and Losses - Assets Held One Year or Less

(a) Description of property (Example: 100 shares 7% preferred of "Z" Co.)	(b) Date acquired (mo., day, yr.)	(c) Date sold (mo., day, yr.)	(d) Sales price	(e) Cost or other basis (see instructions)	(f) Gain or (loss) for the entire year Subtract (e) from (d)
1a					

b Enter the short-term gain or (loss), if any, from Schedule D-1, line 1b	1b	
2 Short-term capital gain or (loss) from Forms 4684, 6252, 6781, and 8824	2	
3 Net short-term gain or (loss) from partnerships, S corporations, and other estates or trusts	3	
4 Short-term capital loss carryover. Enter the amount, if any, from line 9 of the 2011 Capital Loss Carryover Worksheet	4	(2,027.)
5 Net short-term gain or (loss). Combine lines 1a through 4 in column (f). Enter here and on line 13, column (3) on the back ▶	5	-2,027.

Part II Long-Term Capital Gains and Losses - Assets Held More Than One Year

(a) Description of property (Example: 100 shares 7% preferred of "Z" Co.)	(b) Date acquired (mo., day, yr.)	(c) Date sold (mo., day, yr.)	(d) Sales price	(e) Cost or other basis (see instructions)	(f) Gain or (loss) for the entire year Subtract (e) from (d)
6a					

b Enter the long-term gain or (loss), if any, from Schedule D-1, line 6b	6b	-4,762.
7 Long-term capital gain or (loss) from Forms 2439, 4684, 6252, 6781, and 8824	7	
8 Net long-term gain or (loss) from partnerships, S corporations, and other estates or trusts	8	
9 Capital gain distributions	9	
10 Gain from Form 4797, Part I	10	
11 Long-term capital loss carryover. Enter the amount, if any, from line 14 of the 2011 Capital Loss Carryover Worksheet	11	()
12 Net long-term gain or (loss). Combine lines 6a through 11 in column (f). Enter here and on line 14a, column (3) on the back ▶	12	-4,762.

For Paperwork Reduction Act Notice, see the Instructions for Form 1041.

Schedule D (Form 1041) 2012

Part III Summary of Parts I and II		(1) Beneficiaries' (see instr.)	(2) Estate's or trust's	(3) Total
Caution: Read the instructions before completing this part.				
13	Net short-term gain or (loss)	13		-2,027.
14	Net long-term gain or (loss):			
a	Total for year	14a		-4,762.
b	Unrecaptured section 1250 gain (see line 18 of the wrksht.)	14b		
c	28% rate gain	14c		
15	Total net gain or (loss). Combine lines 13 and 14a	15		-6,789.

Note: If line 15, column (3), is a net gain, enter the gain on Form 1041, line 4 (or Form 990-T, Part I, line 4a). If lines 14a and 15, column (2), are net gains, go to Part V, and **do not** complete Part IV. If line 15, column (3), is a net loss, complete Part IV and the **Capital Loss Carryover Worksheet**, as necessary.

Part IV Capital Loss Limitation		
16	Enter here and enter as a (loss) on Form 1041, line 4 (or Form 990-T, Part I, line 4c, if a trust), the smaller of: a The loss on line 15, column (3) or b \$3,000	16 (3,000.)

Note: If the loss on line 15, column (3), is more than \$3,000, or if Form 1041, page 1, line 22 (or Form 990-T, line 34), is a loss, complete the **Capital Loss Carryover Worksheet** in the instructions to figure your capital loss carryover.

Part V Tax Computation Using Maximum Capital Gains Rates

Form 1041 filers. Complete this part **only** if both lines 14a and 15 in column (2) are gains, or an amount is entered in Part I or Part II and there is an entry on Form 1041, line 2b(2), and Form 1041, line 22, is more than zero.

Caution: Skip this part and complete the Schedule D Tax Worksheet in the instructions if:

- Either line 14b, col. (2) or line 14c, col. (2) is more than zero, or
- Both Form 1041, line 2b(1), and Form 4952, line 4g are more than zero.

Form 990-T trusts. Complete this part **only** if both lines 14a and 15 are gains, or qualified dividends are included in income in Part I of Form 990-T, and Form 990-T, line 34, is more than zero. Skip this part and complete the **Schedule D Tax Worksheet** in the instructions if either line 14b, col. (2) or line 14c, col. (2) is more than zero.

17	Enter taxable income from Form 1041, line 22 (or Form 990-T, line 34)	17	
18	Enter the smaller of line 14a or 15 in column (2) but not less than zero	18	
19	Enter the estate's or trust's qualified dividends from Form 1041, line 2b(2) (or enter the qualified dividends included in income in Part I of Form 990-T)	19	
20	Add lines 18 and 19	20	
21	If the estate or trust is filing Form 4952, enter the amount from line 4g; otherwise, enter -0-	21	
22	Subtract line 21 from line 20. If zero or less, enter -0-	22	
23	Subtract line 22 from line 17. If zero or less, enter -0-	23	
24	Enter the smaller of the amount on line 17 or \$2,400	24	
25	Is the amount on line 23 equal to or more than the amount on line 24? <input type="checkbox"/> Yes. Skip lines 25 and 26; go to line 27 and check the "No" box. <input type="checkbox"/> No. Enter the amount from line 23	25	
26	Subtract line 25 from line 24	26	
27	Are the amounts on lines 22 and 26 the same? <input type="checkbox"/> Yes. Skip lines 27 thru 30; go to line 31. <input type="checkbox"/> No. Enter the smaller of line 17 or line 22	27	
28	Enter the amount from line 26 (If line 26 is blank, enter -0-)	28	
29	Subtract line 28 from line 27	29	
30	Multiply line 29 by 15% (.15)	30	
31	Figure the tax on the amount on line 23. Use the 2012 Tax Rate Schedule for Estates and Trusts (see the Schedule G instructions in the instructions for Form 1041)	31	
32	Add lines 30 and 31	32	
33	Figure the tax on the amount on line 17. Use the 2012 Tax Rate Schedule for Estates and Trusts (see the Schedule G instructions in the instructions for Form 1041)	33	
34	Tax on all taxable income. Enter the smaller of line 32 or line 33 here and on Form 1041, Schedule G, line 1a (or Form 990-T, line 36)	34	

Department of the Treasury
Internal Revenue Service

For calendar year 2012 or other tax year beginning 07/01, 2012, and ending 06/30, 2013. See separate instructions.

Open to Public Inspection for 501(c)(3) Organizations Only

A Check box if address changed

B Exempt under section
 501(c) ()
 408(e) 220(e)
 408A 530(a)
 529(a)

C Book value of all assets at end of year: 79,401,200.

D Employer identification number (Employees' trust, see instructions.): 51-0243196

E Unrelated business activity codes (see instructions.): 900099

Name of organization (Check box if name changed and see instructions.): THE CHRYSLER MUSEUM, INCORPORATED

Number, street, and room or suite no. If a P.O. box, see instructions.: ONE MEMORIAL PLACE

City or town, state, and ZIP code: NORFOLK, VA 23510

F Group exemption number (see instructions)

G Check organization type 501(c) corporation 501(c) trust 401(a) trust Other trust

H Describe the organization's primary unrelated business activity. **SCH K-1 DISTRIBUTIVE SHARE OF UBTI**

I During the tax year, was the corporation a subsidiary in an affiliated group or a parent-subsidiary controlled group? Yes No
 If "Yes," enter the name and identifying number of the parent corporation.

J The books are in care of THE MUSEUM Telephone number 757-664-6200

Part I Unrelated Trade or Business Income			(A) Income	(B) Expenses	(C) Net
1a	Gross receipts or sales				
b	Less returns and allowances	c Balance			
1c					
2	Cost of goods sold (Schedule A, line 7)				
3	Gross profit. Subtract line 2 from line 1c				
4a	Capital gain net income (attach Schedule D)				
4b	Net gain (loss) (Form 4797, Part II, line 17) (attach Form 4797)				
4c	Capital loss deduction for trusts				
5	Income (loss) from partnerships and S corporations (attach statement)		-15,651.	ATCH 1	-15,651.
6	Rent income (Schedule C)				
7	Unrelated debt-financed income (Schedule E)				
8	Interest, annuities, royalties, and rents from controlled organizations (Schedule F)				
9	Investment income of a section 501(c)(7), (9), or (17) organization (Schedule G)				
10	Exploited exempt activity income (Schedule I)				
11	Advertising income (Schedule J)				
12	Other income (see instructions; attach statement)				
13	Total. Combine lines 3 through 12		-15,651.		-15,651.

Part II Deductions Not Taken Elsewhere (see instructions for limitations on deductions) (except for contributions, deductions must be directly connected with the unrelated business income)

14	Compensation of officers, directors, and trustees (Schedule K)				6,000.
15	Salaries and wages				
16	Repairs and maintenance				
17	Bad debts				
18	Interest (attach statement)		ATTACHMENT 2		
19	Taxes and licenses				
20	Charitable contributions (see instructions for limitation rules)				
21	Depreciation (attach Form 4562)	21			
22	Less depreciation claimed on Schedule A and elsewhere on return	22a			
22b					
23	Depletion				
24	Contributions to deferred compensation plans				
25	Employee benefit programs				
26	Excess exempt expenses (Schedule I)				
27	Excess readership costs (Schedule J)				
28	Other deductions (attach statement)		ATTACHMENT 3		1,200.
29	Total deductions. Add lines 14 through 28				7,200.
30	Unrelated business taxable income before net operating loss deduction. Subtract line 29 from line 13				-22,851.
31	Net operating loss deduction (limited to the amount on line 30)				
32	Unrelated business taxable income before specific deduction. Subtract line 31 from line 30				-22,851.
33	Specific deduction (generally \$1,000, but see line 33 instructions for exceptions)				1,000.
34	Unrelated business taxable income. Subtract line 33 from line 32. If line 33 is greater than line 32, enter the smaller of zero or line 32				-22,851.

Part III Tax Computation

35 Organizations taxable as corporations (see instructions for tax computation). Controlled group members (sections 1561 and 1563) check here See instructions and:
a Enter your share of the \$50,000, \$25,000, and \$9,925,000 taxable income brackets (in that order):
(1) \$ (2) \$ (3) \$
b Enter organization's share of: (1) Additional 5% tax (not more than \$11,750) \$
(2) Additional 3% tax (not more than \$100,000) \$
c Income tax on the amount on line 34 35c
36 Trusts taxable at trust rates (see instructions for tax computation). Income tax on the amount on line 34 from: Tax rate schedule or Schedule D (Form 1041) 36
37 Proxy tax (see instructions) 37
38 Alternative minimum tax 38
39 Total. Add lines 37 and 38 to line 35c or 36, whichever applies. 39

Part IV Tax and Payments

40 a Foreign tax credit (corporations attach Form 1118; trusts attach Form 1116) 40a
b Other credits (see instructions) 40b
c General business credit. Attach Form 3800 (see instructions) 40c
d Credit for prior year minimum tax (attach Form 8801 or 8827) 40d
e Total credits. Add lines 40a through 40d 40e
41 Subtract line 40e from line 39 41
42 Other taxes. Check if from: Form 4255 Form 8611 Form 8697 Form 8866 Other (attach statement) 42
43 Total tax. Add lines 41 and 42 43 0
44 a Payments: A 2011 overpayment credited to 2012 44a
b 2012 estimated tax payments 44b
c Tax deposited with Form 8868. 44c
d Foreign organizations: Tax paid or withheld at source (see instructions) 44d
e Backup withholding (see instructions) 44e
f Credit for small employer health insurance premiums (Attach Form 8941) 44f
g Other credits and payments: Form 2439 Other Total 44g
45 Total payments. Add lines 44a through 44g 45
46 Estimated tax penalty (see instructions). Check if Form 2220 is attached 46
47 Tax due. If line 45 is less than the total of lines 43 and 46, enter amount owed 47
48 Overpayment. If line 45 is larger than the total of lines 43 and 46, enter amount overpaid 48
49 Enter the amount of line 48 you want: Credited to 2013 estimated tax Refunded 49

Part V Statements Regarding Certain Activities and Other Information (see instructions)

1 At any time during the 2012 calendar year, did the organization have an interest in or a signature or other authority over a financial account (bank, securities, or other) in a foreign country? If "Yes," the organization may have to file Form TD F 90-22.1, Report of Foreign Bank and Financial Accounts. If "Yes," enter the name of the foreign country here Yes No
2 During the tax year, did the organization receive a distribution from, or was it the grantor of, or transferor to, a foreign trust? If "Yes," see instructions for other forms the organization may have to file. Yes No
3 Enter the amount of tax-exempt interest received or accrued during the tax year \$

Schedule A - Cost of Goods Sold. Enter method of inventory valuation

1 Inventory at beginning of year 1
2 Purchases 2
3 Cost of labor 3
4a Additional section 263A costs (attach statement) 4a
b Other costs (attach statement) 4b
5 Total. Add lines 1 through 4b 5
6 Inventory at end of year 6
7 Cost of goods sold. Subtract line 6 from line 5. Enter here and in Part I, line 2. 7
8 Do the rules of section 263A (with respect to property produced or acquired for resale) apply to the organization? Yes No

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 taxpayer) is based on all information of which preparer has any knowledge.

Signature of officer Date Title
May the IRS discuss this return with the preparer shown below (see instructions)? Yes No

Paid Preparer Use Only
Print/Type preparer's name Preparer's signature Date
JOY M. BIXLER
Firm's name MCPHILLIPS, ROBERTS & DEANS, PLC Firm's EIN 54-1921942
Firm's address 150 BOUSH STREET, SUITE 1100 Phone no. 757 640-7190
NORFOLK, VA 23510

Schedule C - Rent Income (From Real Property and Personal Property Leased With Real Property) (see instructions)

1. Description of property

Table with 1 column for description of property, rows (1) through (4).

2. Rent received or accrued

Table with 3 columns: (a) From personal property, (b) From real and personal property, and 3(a) Deductions directly connected with the income. Rows (1) through (4) and a Total row.

(c) Total income. Add totals of columns 2(a) and 2(b). Enter here and on page 1, Part I, line 6, column (A).

(b) Total deductions. Enter here and on page 1, Part I, line 6, column (B).

Schedule E - Unrelated Debt-Financed Income (see instructions)

Table with 5 columns: 1. Description of debt-financed property, 2. Gross income from or allocable to debt-financed property, 3. Deductions directly connected with or allocable to debt-financed property (a) Straight line depreciation, (b) Other deductions, 4. Amount of average acquisition debt, 5. Average adjusted basis, 6. Column 4 divided by column 5, 7. Gross income reportable, 8. Allocable deductions. Includes a Totals row and instructions for entering values on page 1.

Total dividends-received deductions included in column 8.

Schedule F - Interest, Annuities, Royalties, and Rents From Controlled Organizations (see instructions)

Table for Exempt Controlled Organizations with 6 columns: 1. Name of controlled organization, 2. Employer identification number, 3. Net unrelated income (loss), 4. Total of specified payments made, 5. Part of column 4 that is included in the controlling organization's gross income, 6. Deductions directly connected with income in column 5. Rows (1) through (4).

Nonexempt Controlled Organizations

Table for Nonexempt Controlled Organizations with 5 columns: 7. Taxable Income, 8. Net unrelated income (loss), 9. Total of specified payments made, 10. Part of column 9 that is included in the controlling organization's gross income, 11. Deductions directly connected with income in column 10. Includes a Totals row and instructions for adding columns.

Schedule G - Investment Income of a Section 501(c)(7), (9), or (17) Organization (see instructions)

1. Description of income	2. Amount of income	3. Deductions directly connected (attach statement)	4. Set-asides (attach statement)	5. Total deductions and set-asides (col. 3 plus col. 4)
(1)				
(2)				
(3)				
(4)				
Totals ▶	Enter here and on page 1, Part I, line 9, column (A).			Enter here and on page 1, Part I, line 9, column (B).

Schedule I - Exploited Exempt Activity Income, Other Than Advertising Income (see instructions)

1. Description of exploited activity	2. Gross unrelated business income from trade or business	3. Expenses directly connected with production of unrelated business income	4. Net income (loss) from unrelated trade or business (column 2 minus column 3). If a gain, compute col. 5 through 7.	5. Gross income from activity that is not unrelated business income	6. Expenses attributable to column 5	7. Excess exempt expenses (column 6 minus column 5, but not more than column 4).
(1)						
(2)						
(3)						
(4)						
Totals ▶	Enter here and on page 1, Part I, line 10, col. (A).	Enter here and on page 1, Part I, line 10, col. (B).				Enter here and on page 1, Part II, line 26.

Schedule J - Advertising Income (see instructions)

Part I Income From Periodicals Reported on a Consolidated Basis

1. Name of periodical	2. Gross advertising income	3. Direct advertising costs	4. Advertising gain or (loss) (col. 2 minus col. 3). If a gain, compute col. 5 through 7.	5. Circulation income	6. Readership costs	7. Excess readership costs (column 6 minus column 5, but not more than column 4).
(1)						
(2)						
(3)						
(4)						
Totals (carry to Part II, line (5)) . . . ▶						

Part II Income From Periodicals Reported on a Separate Basis (For each periodical listed in Part II, fill in columns 2 through 7 on a line-by-line basis.)

1. Name of periodical	2. Gross advertising income	3. Direct advertising costs	4. Advertising gain or (loss) (col. 2 minus col. 3). If a gain, compute col. 5 through 7.	5. Circulation income	6. Readership costs	7. Excess readership costs (column 6 minus column 5, but not more than column 4).
(1)						
(2)						
(3)						
(4)						
Totals from Part I						
Totals, Part II (lines 1-5) ▶	Enter here and on page 1, Part I, line 11, col. (A).	Enter here and on page 1, Part I line 11, col. (B).				Enter here and on page 1, Part II, line 27.

Schedule K - Compensation of Officers, Directors, and Trustees (see instructions)

1. Name	2. Title	3. Percent of time devoted to business	4. Compensation attributable to unrelated business
(1) ATCH 4			%
(2)			%
(3)			%
(4)			%
Total. Enter here and on page 1, Part II, line 14. ▶			

ATTACHMENT 1FORM 990T - LINE 5 -INCOME (LOSS) FROM PARTNERSHIPS

DISTRESSED OPPORTUNITY [EIN 47-0892566]	-1,924.
SMALL COMPANY BUYOUT II [EIN 54-2134140]	5,963.
SMALL COMPANY BUYOUT III [EIN 20-4838202]	7,106.
GMO FORESTRY [EIN 20-1941648]	-457.
METRO REAL ESTATE PTRS [EIN 51-0423196]	1,020.
TIFF V-US LLC [EIN 56-2384591]	965.
TIFF V-US LLC [INTEREST]	34.
TIFF V-US LLC [OTHER]	-35.
PROPERTY HOLDING IV	-15,698.
MA REAL ASSETS FUND [EIN 27-4481994]	-6,487.
MA REAL ASSETS FUND [INTEREST & DIVIDEND]	38.
MA REAL ASSETS FUND [OTHER]	-1,286.
METRO REAL ESTATE PTRS [INTEREST]	30.
METRO REAL ESTATE PTRS [OTHER]	-4,920.
INCOME (LOSS) FROM PARTNERSHIPS	<u>-15,651.</u>

FORM 990T - PART II - LINE 18 - INTEREST

ALLOCABLE INVESTMENT INTEREST EXPENSE

PART II - LINE 18 - INTEREST

ATTACHMENT 3

FORM 990T - PART II - LINE 28 - TOTAL OTHER DEDUCTIONS

FACILITY USE AND OVERHEAD	1,200.
PART II - LINE 28 - OTHER DEDUCTIONS	<u>1,200.</u>

SCHD. K, FORM 990-T, COMPENSATION OF OFFICERS, DIRECTORS, & TRUSTEES

<u>NAME AND ADDRESS</u>	<u>TITLE</u>	<u>BUSINESS PERCENT</u>	<u>COMPENSATION</u>
WILLIAM HENNESSEY ONE MEMORIAL PLACE NORFOLK, VA 23510	EXECUTIVE DIRECTOR	0	0
MACON F BROCK ONE MEMORIAL PLACE NORFOLK, VA 23510	TRUSTEE	0	0
ROBERT W CARTER ONE MEMORIAL PLACE NORFOLK, VA 23510	TRUSTEE	0	0
ANDREW S FINE ONE MEMORIAL PLACE NORFOLK, VA 23510	TRUSTEE	0	0
DAVID R GOODE ONE MEMORIAL PLACE NORFOLK, VA 23510	TRUSTEE	0	0
C.ARTHUR RUTTER III ONE MEMORIAL PLACE NORFOLK, VA 23510	TRUSTEE	0	0
AUBREY L LAYNE, JR ONE MEMORIAL PLACE NORFOLK, VA 23510	TRUSTEE	0	0
SANDRA W LEWIS ONE MEMORIAL PLACE NORFOLK, VA 23510	TRUSTEE	0	0
HENRY LIGHT ONE MEMORIAL PLACE NORFOLK, VA 23510	TRUSTEE	0	0
ORIANA MCKINNON ONE MEMORIAL PLACE NORFOLK, VA 23510	TRUSTEE	0	0

SCHD. K, FORM 990-T, COMPENSATION OF OFFICERS, DIRECTORS, & TRUSTEES

<u>NAME AND ADDRESS</u>	<u>TITLE</u>	<u>BUSINESS PERCENT</u>	<u>COMPENSATION</u>
PATTERSON N MCKINNON ONE MEMORIAL PLACE NORFOLK, VA 23510	TRUSTEE	0	0
LISA B. SMITH ONE MEMORIAL PLACE NORFOLK, VA 23510	TRUSTEE	0	0
RICHARD D ROBERTS ONE MEMORIAL PLACE NORFOLK, VA 23510	TRUSTEE	0	0
CAROLYN K BARRY ONE MEMORIAL PLACE NORFOLK, VA 23510	TRUSTEE	0	0
RICHARD WAITZER ONE MEMORIAL PLACE NORFOLK, VA 23510	TRUSTEE	0	0
ELIZABETH FRAIM ONE MEMORIAL PLACE NORFOLK, VA 23510	TRUSTEE	0	0
THOMAS L STOKES, JR ONE MEMORIAL PLACE NORFOLK, VA 23510	TRUSTEE	0	0
LEWIS W WEBB III ONE MEMORIAL PLACE NORFOLK, VA 23510	VICE-CHAIRMAN	0	0
SUSAN NORDLINGER ONE MEMORIAL PLACE NORFOLK, VA 23510	TRUSTEE	0	0
WAYNE F WILBANKS ONE MEMORIAL PLACE NORFOLK, VA 23510	TRUSTEE	0	0

SCHD. K, FORM 990-T, COMPENSATION OF OFFICERS, DIRECTORS, & TRUSTEES

<u>NAME AND ADDRESS</u>	<u>TITLE</u>	<u>BUSINESS PERCENT</u>	<u>COMPENSATION</u>
JOSEPH T. WALDO ONE MEMORIAL PLACE NORFOLK, VA 23510	SECRETARY	0	0
ROBERT M BOYD ONE MEMORIAL PLACE NORFOLK, VA 23510	TRUSTEE	0	0
PETER M MEREDITH, JR ONE MEMORIAL PLACE NORFOLK, VA 23510	CHAIRMAN	0	0
MARC JACOBSON ONE MEMORIAL PLACE NORFOLK, VA 23510	TRUSTEE	0	0
SHIRLEY C BALDWIN ONE MEMORIAL PLACE NORFOLK, VA 23510	TRUSTEE	0	0
LELIA GRAHAM WEBB ONE MEMORIAL PLACE NORFOLK, VA 23510	TRUSTEE	0	0
YVONNE T ALLMOND ONE MEMORIAL PLACE NORFOLK, VA 23510	TRUSTEE	0	0
DEBORAH BUTLER ONE MEMORIAL PLACE NORFOLK, VA 23510	TRUSTEE	0	0
PAMELA KLOEPPPEL ONE MEMORIAL PLACE NORFOLK, VA 23510	TRUSTEE	0	0

TOTAL COMPENSATION

0

**SCHEDULE D
(Form 1120)**

Department of the Treasury
Internal Revenue Service

Capital Gains and Losses

▶ Attach to Form 1120, 1120-C, 1120-F, 1120-FSC, 1120-H, 1120-IC-DISC, 1120-L, 1120-ND, 1120-PC, 1120-POL, 1120-REIT, 1120-RIC, 1120-SF, or certain Forms 990-T.
▶ Information about Schedule D (Form 1120) and its separate instructions is at www.irs.gov/form1120.

OMB No. 1545-0123

2012

Name: **THE CHRYSLER MUSEUM, INCORPORATED** Employer identification number: **51-0243196**

Part I Short-Term Capital Gains and Losses - Assets Held One Year or Less

Complete Form 8949 before completing line 1, 2, or 3. This form may be easier to complete if you round off cents to whole dollars.		(d) Proceeds (sales price) from Form(s) 8949, Part I, line 2, column (d)	(e) Cost or other basis from Form(s) 8949, Part I, line 2, column (e)	(g) Adjustments to gain or loss from Form(s) 8949, Part I, line 2, column (g)	(h) Gain or (loss). Subtract column (e) from column (d) and combine the result with column (g)
1	Short-term totals from all Forms 8949 with box A checked in Part I .	129.	36.		93.
2	Short-term totals from all Forms 8949 with box B checked in Part I .				
3	Short-term totals from all Forms 8949 with box C checked in Part I .				
4	Short-term capital gain from installment sales from Form 6252, line 26 or 37				
5	Short-term capital gain or (loss) from like-kind exchanges from Form 8824				
6	Unused capital loss carryover (attach computation)				(2,027.)
7	Net short-term capital gain or (loss). Combine lines 1 through 6 in column h				-1,934.

Part II Long-Term Capital Gains and Losses - Assets Held More Than One Year

Complete Form 8949 before completing line 8, 9, or 10. This form may be easier to complete if you round off cents to whole dollars.		(d) Proceeds (sales price) from Form(s) 8949, Part II, line 4, column (d)	(e) Cost or other basis from Form(s) 8949, Part II, line 4, column (e)	(g) Adjustments to gain or loss from Form(s) 8949, Part II, line 4, column (g)	(h) Gain or (loss). Subtract column (e) from column (d) and combine the result with column (g)
8	Long-term totals from all Forms 8949 with box A checked in Part II .	9.	1,065.		-1,056.
9	Long-term totals from all Forms 8949 with box B checked in Part II .				
10	Long-term totals from all Forms 8949 with box C checked in Part II .				
11	Enter gain from Form 4797, line 7 or 9				
12	Long-term capital gain from installment sales from Form 6252, line 26 or 37				
13	Long-term capital gain or (loss) from like-kind exchanges from Form 8824				
14	Capital gain distributions (see instructions)				
15	Net long-term capital gain or (loss). Combine lines 8 through 14 in column h				-1,056.

Part III Summary of Parts I and II

16	Enter excess of net short-term capital gain (line 7) over net long-term capital loss (line 15)				
17	Net capital gain. Enter excess of net long-term capital gain (line 15) over net short-term capital loss (line 7)				
18	Add lines 16 and 17. Enter here and on Form 1120, page 1, line 8, or the proper line on other returns				

Note. If losses exceed gains, see **Capital losses** in the instructions.

Sales and Other Dispositions of Capital Assets

Information about Form 8949 and its separate instructions is at www.irs.gov/form8949.

2012

Department of the Treasury
Internal Revenue Service

File with your Schedule D to list your transactions for lines 1, 2, 3, 8, 9, and 10 of Schedule D.

Attachment
Sequence No. **12A**

Name(s) shown on return THE CHRYSLER MUSEUM, INCORPORATED	Social security number or taxpayer identification number 51-0243196
---	---

Most brokers issue their own substitute statement instead of using Form 1099-B. They also may provide basis information (usually your cost) to you on the statement even if it is not reported to the IRS. Before you check Box A, B, or C below, determine whether you received any statement(s) and, if so, the transactions for which basis was reported to the IRS. Brokers are required to report basis to the IRS for most stock you bought in 2011 or later.

Part I Short-Term. Transactions involving capital assets you held one year or less are short-term. For long-term transaction, see page 2.

You must check Box A, B, or C below. Check only one box. If more than one box applies for your short-term transactions, complete a separate Form 8849, page 1, for each applicable box. If you have more short-term transactions than will fit on this page for one or more of the boxes, complete as many forms with the same box checked as you need.

- (A)** Short-term transactions reported on Form(s) 1099-B showing basis **was** reported to the IRS
- (B)** Short-term transactions reported on Form(s) 1099-B showing basis **was not** reported to the IRS
- (C)** Short-term transactions not reported to you on Form 1099-B

1	(a) Description of property (Example: 100 sh. XYZ Co.)	(b) Date acquired (Mo., day, yr.)	(c) Date sold or disposed (Mo., day, yr.)	(d) Proceeds (sales price) (see instructions)	(e) Cost or other basis. See the Note below and see <i>Column (e)</i> in the separate instructions	Adjustment, if any, to gain or loss. If you enter an amount in column (g), enter a code in column (f). See the separate instructions.		(h) Gain or (loss). Subtract column (e) from column (d) and combine the result with column (g)
						(f) Code(s) from instructions	(g) Amount of adjustment	
	SCH K-1 DISTRESSED OPPORTUNITY (E	VAR	VAR	91.				91.
	SCH K-1 METRO RE PARTNERS (EIN 51	VAR	VAR	15.				15.
	SCH K-1 METRO RE PARTNERS (EIN 51	VAR	VAR	23.				23.
	SCH K-1 TIFF PT V-US (EIN 56-2384	VAR	VAR		36.			-36.
2	Totals. Add the amounts in columns (d), (e), (g), and (h) (subtract negative amounts). Enter each total here and include on your Schedule D, line 1 (if Box A above is checked), line 2 (if Box B above is checked), or line 3 (if Box C above is checked) ▶			129.	36.			93.

Note. If you checked Box A above but the basis reported to the IRS was incorrect, enter in column (e) the basis as reported to the IRS, and enter an adjustment in column (g) to correct the basis. See *Column (g)* in the separate instructions for how to figure the amount of the adjustment.

Name(s) shown on return. (Name and SSN or taxpayer identification no. not required if shown on other side.)

Social security number or taxpayer identification number

THE CHRYSLER MUSEUM, INCORPORATED

51-0243196

Most brokers issue their own substitute statement instead of using Form 1099-B. They also may provide basis information (usually your cost) to you on the statement even if it is not reported to the IRS. Before you check Box A, B, or C below, determine whether you received any statement(s) and, if so, the transactions for which basis was reported to the IRS. Brokers are required to report basis to the IRS for most stock you bought in 2011 or later.

Part II Long-Term. Transactions involving capital assets you held more than one year are long-term. For short-term transactions, see page 1.

You must check Box A, B, or C below. Check only one box. If more than one box applies for your long-term transactions, complete a separate Form 8849, page 2, for each applicable box. If you have more long-term transactions than will fit on this page for one or more of the boxes, complete as many forms with the same box checked as you need.

- (A) Long-term transactions reported on Form(s) 1099-B showing basis was reported to the IRS
- (B) Long-term transactions reported on Form(s) 1099-B showing basis was not reported to the IRS
- (C) Long-term transactions not reported to you on Form 1099-B

(a) Description of property (Example: 100 sh. XYZ Co.)	(b) Date acquired (Mo., day, yr.)	(c) Date sold or disposed (Mo., day, yr.)	(d) Proceeds (sales price) (see instructions)	(e) Cost or other basis. See the Note below and see Column (e) in the separate instructions	Adjustment, if any, to gain or loss. If you enter an amount in column (g), enter a code in column (f). See the separate instructions.		(h) Gain or (loss). Subtract column (e) from column (d) and combine the result with column (g)
					(f) Code(s) from instructions	(g) Amount of adjustment	
3							
SCH K-1 DISTRESSED OPPORTUNITY (E	VAR	VAR		105.			-105.
SCH K-1 SMALL CO BUYOUT III (EIN	VAR	VAR	9.				9.
SCH K-1 TIFF PT V-US (EIN 56-2384	VAR	VAR		960.			-960.
4 Totals. Add the amounts in columns (d), (e), (g), and (h) (subtract negative amounts). Enter each total here and include on your Schedule D, line 8 (if Box A above is checked), line 9 (if Box B above is checked), or line 10 (if Box C above is checked). ▶				9.	1,065.		-1,056.

Note. If you checked Box A above but the basis reported to the IRS was incorrect, enter in column (e) the basis as reported to the IRS, and enter an adjustment in column (g) to correct the basis. See Column (g) in the separate instructions for how to figure the amount of the adjustment.

For Paperwork Reduction Act Notice, see your tax return instructions.



An Independent Member of the BDO Seidman Alliance

* * * * *

CHRYSLER MUSEUM OF ART
ONE MEMORIAL PLACE
INSTRUCTIONS FOR FILING
FORM 500
VIRGINIA CORPORATION INCOME TAX RETURN
FOR THE YEAR ENDED JUNE 30, 2013

* * * * *

SIGNATURE

THE ORIGINAL RETURN SHOULD BE SIGNED AND DATED ON PAGE TWO
BY AN AUTHORIZED OFFICER OF THE CORPORATION.

FILING

THE ORIGINAL RETURN SHOULD BE FILED ON OR BEFORE JUNE 15, 2014
WITH THE FOLLOWING:

VIRGINIA DEPARTMENT OF TAXATION
P.O. BOX 1500
RICHMOND, VA 23218-1500

TO DOCUMENT THE TIMELY FILING OF YOUR TAX RETURN(S), WE SUGGEST THAT IT
BE MAILED BY EITHER REGISTERED OR CERTIFIED MAIL WITH RETURN RECEIPT
REQUESTED AND SENDER'S RECEIPT POSTMARKED.

NO TAX DUE

THERE IS NO TAX DUE FOR THE CURRENT YEAR.

**2012 Virginia Corporation
 Income Tax Return**



Official Use Only

FISCAL or
 SHORT Year Filer: **Beginning Date** 07/01, 2012; **Ending Date** 06/30, 2013

Preparer's FEIN, PTIN or SSN 54-1921942 Short Year Return Change in Accounting Period
 By checking the box to the right, I (we) authorize the Department of Taxation to discuss this return with the undersigned preparer. →

Federal Employer ID Number <u>51-0243196</u>		Check if:	
Name <u>CHRYSLER MUSEUM OF ART</u>		<input type="checkbox"/> Initial Filer	
Physical Address <u>ONE MEMORIAL PLACE</u>		<input type="checkbox"/> Name Change	
		<input type="checkbox"/> Physical Address Change	
		<input checked="" type="checkbox"/> Mailing Address Change	
Physical City or Town <u>NORFOLK</u>	State <u>VA</u>	ZIP Code <u>23510</u>	
Mailing Address (if different from Physical Address)		Entity Type Code	
City Or Town	State	ZIP Code	NAICS <u>900099</u>

Date Incorporated <u>06/30/1939</u>	State or Country of Incorporation <u>VA</u>	Description of Business Activity <u>SCH K-1 DISTRIBUTIVE SHARE OF UBTI</u>
--	--	---

<p>Check Applicable Boxes</p> <input type="checkbox"/> Consolidated - Sch 500AC Attached <input type="checkbox"/> Combined - Sch 500AC Attached <input type="checkbox"/> Change in Filing Status <input type="checkbox"/> Multistate Sch 500A Attached <input type="checkbox"/> Schedule 500AB Attached <input type="checkbox"/> Nonprofit Corporation	<p>Final Return</p> <input type="checkbox"/> Final Return - Check here and applicable boxes below. <input type="checkbox"/> Withdrawn <input type="checkbox"/> Dissolved - No longer liable for tax Dissolved Date _____ <input type="checkbox"/> Merged Merged Date _____ Merged FEIN # _____ <input type="checkbox"/> S Corp Effective _____	<p>Corporate Telecommunications Company</p> Enter amount from Form 500T, Line 7: _____ .00 <p>Noncorporate Telecommunications Company Check box and enter amount from Form 500T, Line 10 <input type="checkbox"/> _____ .00</p> <p>Electric Supplier Company</p> Enter amount from Sch 500EL, Line 7 or 14: _____ .00
--	--	---

<p>Amended Return</p> Complete Form 500 and Schedule 500ADJ. Attach an explanation of changes to income and modifications. DO NOT FILE THIS FORM TO CARRY BACK A NET OPERATING LOSS. File Form 500NOLD.	<input type="checkbox"/> Amended Return - Check here and other applicable boxes. <input type="checkbox"/> Federal Audit - Attach copy of IRS final determination <input type="checkbox"/> Schedule 500A Changes <input type="checkbox"/> Schedule 500ADJ Changes	<input type="checkbox"/> Nonrefundable or Refundable Credit Change <input type="checkbox"/> Schedule 500AB Changes <input type="checkbox"/> Capital Loss Carryback <input type="checkbox"/> Other-Attach Explanation
--	---	---

Questions and Related Information

A Have you made any payments to an affiliated corporation or a related individual or other related entity for interest, royalties or other expenses related to intangible property (patents, trademarks, copyrights and similar intangible property)? If yes, complete and attach Schedule 500AB.
 Enter Exception amount from Schedule 500AB, Line 8 _____ .00

B Coalfield Employment Enhancement Tax Credit earned from Form 306, Line 11 _____ .00

C If a net operating loss deduction was claimed in computing federal taxable income on the U.S. Corporation Income Tax Return, provide the requested information. If NOL results from merger, enter below the FEIN of company generating NOL prior to merger date.
 FEIN _____
 (If there are NOL's for more than one year, attach a schedule)

(1) Year of loss _____
 (2) Federal NOL _____ NONE
 (3) Percent of federal NOL used this year _____ %

D If Pass-Through Entity Withholding is claimed, enter the number of Schedule VK-1's and complete and attach Schedule 500ADJ, Page 2.

E Has your federal income tax liability been redetermined with the IRS and finalized for any prior year(s) that has not previously been reported to the Virginia Department of Taxation? If Yes, provide the years. Year(s) _____

F Location of the Corporation's books SEE STATEMENT 1
 Contact for Corporation's books THE MUSEUM Contact Telephone Number (757) 664-6200

2012 Virginia Form 500

Federal Employer ID Number 51-0243196
Page 2



INCOME

1	Federal taxable income (from attached federal return)	1	-22,851.00
2	Total Additions from Schedule 500ADJ, Section A, Line 7	2	.00
3	Total (add Lines 1 and 2)	3	-22,851.00
4	Total Subtractions from Schedule 500ADJ, Section B, Line 10	4	.00
5	Balance (subtract Line 4 from Line 3)	5	-22,851.00
6	Savings and Loan Association's Bad Debt Deduction (see Instructions)	6	.00
7	Virginia Taxable Income (subtract Line 6 from Line 5)	7	-22,851.00

TAX COMPUTATION

8 Multistate Corporation - If business conducted within and without Virginia (Multistate Corporation), attach Schedule 500A and complete Lines 8(a) through 8(d). If entire business conducted in Virginia, skip to Line 9.

(a)	Income subject to Virginia tax from Schedule 500A, Section B, Line 3(j)	8(a)	.00
(b)	Apportionment factor from Schedule 500A, Section B, Line 1 or Line 2(g)	8(b)	%
(c)	Nonapportionable investment function income from Schedule 500A, Section B, Line 3(c)	8(c)	.00
(d)	Nonapportionable investment function loss from Schedule 500A, Section B, Line 3(e)	8(d)	.00
9	Income tax [6% of Line 7 or 6% of Line 8(a)]	9	NONE.00

PAYMENTS AND CREDITS

10	Nonrefundable Tax Credits: Enter the amount from Schedule 500CR, Part XXX, Line 134	10	.00
11	Adjusted Corporate Tax (subtract Line 10 from Line 9)	11	NONE.00
12	2012 estimated Virginia income tax payments including overpayment credit from 2011	12	.00
13	Extension payment	13	.00
14	Refundable Tax Credits from Schedule 500CR, Part XXXIV, Line 142	14	.00
15	Pass-Through Entity total withholding from Schedule 500ADJ, Section D	15	.00
16	Total payments and credits (add Lines 12 through 15)	16	.00

REFUND OR TAX DUE

17	Tax owed (if Line 11 is greater than Line 16, subtract Line 16 from Line 11)	17	NONE.00
18	Penalty (see Instructions)	18	.00
19	Interest (see Instructions)	19	.00
20	Additional charge from Form 500C, Line 17 (attach Form 500C)	20	.00
21	Total due (add Lines 17 through 20)	21	NONE.00
22	Overpayment (if Line 16 is greater than Line 11, subtract Line 11 from Line 16)	22	.00
23	Amount to be credited to 2013 estimated tax	23	.00
24	Amount to be refunded (subtract Line 23 from Line 22)	24	.00

Mail this return to the Virginia Department of Taxation, P.O. Box 1500, Richmond, Virginia 23218-1500 on or before the fifteenth day of the fourth month (15th day of the sixth month for nonprofit corporations) following the close of the taxable year. Make checks payable to the Virginia Department of Taxation.

I, the undersigned president, vice-president, treasurer, assistant treasurer, chief accounting officer, or other officer duly authorized to act, of the corporation for which this return is made, declare under the penalties provided by law that this return (including any accompanying schedules and statements) has been examined by me and is, to the best of my knowledge and belief, a true, correct, and complete return, made in good faith, for the taxable year stated, pursuant to the income tax laws of the Commonwealth of Virginia. If prepared by a person other than taxpayer, their declaration is based on all information of which they have any knowledge.

(Date) (Signature of Officer) (Title)

(Date) MCPHILLIPS, ROBERTS & DEANS, PLC (757) 640-7190 NORFOLK, VA 23510
Preparer's Name, Firm Name and Phone Number (Address)

Approved Vendor Code 1062 **IMPORTANT: ATTACH A COPY OF YOUR FEDERAL RETURN TO THIS RETURN**

**2012 Virginia
Schedule 500FED**

**Schedule of Federal
Line Items**



Name as shown on Virginia return CHRYSLER MUSEUM OF ART Federal Employer ID Number 51-0243196

Form 1120-Deductions and Taxable Income

1. Domestic Production Activities Deduction	1	<u>.00</u>
2. Federal Taxable Income before NOL and Special Deductions	2	<u>-22,851.00</u>
3. Net Operating Loss Deduction	3	<u>NONE.00</u>
4. Special Deductions	4	<u>.00</u>
5. Federal Taxable Income after NOL and Special Deductions	5	<u>-22,851.00</u>

Form 1120, Schedule C-Dividends and Special Deductions

6. Subpart F Income	6	<u>.00</u>
7. Foreign Dividend Gross-Up	7	<u>.00</u>

Form 1120, Schedule K or M-3

8. Tax Exempt Interest	8	<u>.00</u>
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Form 5884

9. Salaries and Wages not deducted due to the WOTC	9	<u>.00</u>
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Form 4562-Special Depreciation Allowance and Other Depreciation

10. Special depreciation allowance for qualified property placed in service during the tax year	10	<u>.00</u>
11. Property subject to 168(f)(1) election	11	<u>.00</u>
12. Other depreciation	12	<u>.00</u>

Form 1118, Schedule A, Income or Loss Before Adjustments-Gross Income or Loss

13. Total: Deemed Dividends (Exclude Gross-up)	13	<u>.00</u>
14. Total: Deemed Dividend (Gross-up)	14	<u>.00</u>
15. Total: Other Dividends (Exclude Gross-up)	15	<u>.00</u>
16. Total: Other Dividends (Gross-up)	16	<u>.00</u>
17. Total: Interest	17	<u>.00</u>
18. Total: Gross Rents, Royalties, and License Fees	18	<u>.00</u>
19. Total: Gross Income from Performance of Services	19	<u>.00</u>
20. Total: Other	20	<u>.00</u>
21. Total: Total Gross Income or Loss from Outside The US	21	<u>.00</u>

Form 1118, Schedule A, Income or Loss Before Adjustments-Deductions

22. Total: Definitely Allocable-Rental, Royalty, and Licensing Expenses-Depreciation, Depletion, and Amortization	22	<u>.00</u>
23. Total: Definitely Allocable-Rental, Royalty, and Licensing Expenses-Other Expenses	23	<u>.00</u>
24. Total: Definitely Allocable-Expenses Related to Gross Income From Performance of Services	24	<u>.00</u>
25. Total: Definitely Allocable-Other Definitely Allocable Deductions	25	<u>.00</u>
26. Total: Total Definitely Allocable Deductions	26	<u>.00</u>
27. Total: Apportioned Share of Deductions Not Definitely Allocable	27	<u>.00</u>
28. Total: Net Operating Loss Deduction	28	<u>.00</u>
29. Total: Total Deductions	29	<u>.00</u>

Form 1118, Schedule A, Income or Loss Before Adjustments-Total Income

30. Total: Total Income or (Loss) Before Adjustments	30	<u>.00</u>
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Attach Schedule 500FED to Your Virginia Corporation Return, Form 500

VIRGINIA FORM 500, PAGE 1 DETAIL

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LOCATION OF CORPORATION'S BOOKS

CHRYSLER MUSEUM OF ART
ONE MEMORIAL PLACE
NORFOLK
VA 23510