

Form **990**

Department of the Treasury
Internal Revenue Service

Return of Organization Exempt From Income Tax

Under section 501(c), 527, or 4947(a)(1) of the Internal Revenue Code (except private foundations)

- ▶ Do not enter Social Security numbers on this form as it may be made public.
- ▶ Information about Form 990 and its instructions is at www.irs.gov/form990.

OMB No. 1545-0047

2013

Open to Public
Inspection

A For the 2013 calendar year, or tax year beginning 07/01, 2013, and ending 06/30, 2014

B Check if applicable: <input type="checkbox"/> Address change <input type="checkbox"/> Name change <input type="checkbox"/> Initial return <input type="checkbox"/> Terminated <input type="checkbox"/> Amended return <input type="checkbox"/> Application pending	C Name of organization THE CHRYSLER MUSEUM, INCORPORATED		D Employer identification number 51-0243196
	Doing Business As		E Telephone number (757) 664-6200
	Number and street (or P.O. box if mail is not delivered to street address)	Room/suite	
	City or town, state or province, country, and ZIP or foreign postal code NORFOLK, VA 23510		G Gross receipts \$ 22,192,669.
F Name and address of principal officer: ERIK NEIL ONE MEMORIAL PLACE NORFOLK, VA 23510		H(a) Is this a group return for subordinates? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No H(b) Are all subordinates included? <input type="checkbox"/> Yes <input type="checkbox"/> No If "No," attach a list. (see instructions)	
I Tax-exempt status: <input checked="" type="checkbox"/> 501(c)(3) <input type="checkbox"/> 501(c) () ◀ (insert no.) <input type="checkbox"/> 4947(a)(1) or <input type="checkbox"/> 527		J Website: ▶ WWW.CHRYSLER.ORG	
K Form of organization: <input checked="" type="checkbox"/> Corporation <input type="checkbox"/> Trust <input type="checkbox"/> Association <input type="checkbox"/> Other ▶		L Year of formation: 1939	M State of legal domicile: VA

Part I Summary

Activities & Governance	1 Briefly describe the organization's mission or most significant activities: THE CHRYSLER MUSUEM OF ART IS AN EDUCATIONAL INSTITUTION PROVIDING VISITORS OPPORTUNITIES TO GAIN INSIGHT INTO THEMSELVES AND THEIR WORLD THROUGH ORIGINAL WORKS OF ART.			
	2 Check this box <input type="checkbox"/> if the organization discontinued its operations or disposed of more than 25% of its net assets.			
	3	Number of voting members of the governing body (Part VI, line 1a) 27.		
	4	Number of independent voting members of the governing body (Part VI, line 1b) 27.		
	5	Total number of individuals employed in calendar year 2013 (Part V, line 2a) 112.		
	6	Total number of volunteers (estimate if necessary) 225.		
	7a	Total unrelated business revenue from Part VIII, column (C), line 12 -19,088.		
7b	Net unrelated business taxable income from Form 990-T, line 34 -26,666.			
Revenue	8	Contributions and grants (Part VIII, line 1h) 7,934,659.	Prior Year	Current Year
	9	Program service revenue (Part VIII, line 2g) 587,336.	10,931,983.	651,896.
	10	Investment income (Part VIII, column (A), lines 3, 4, and 7d) 2,638,028.	2,996,458.	
	11	Other revenue (Part VIII, column (A), lines 5, 6d, 8c, 9c, 10c, and 11e) 74,273.	-45,313.	
	12	Total revenue - add lines 8 through 11 (must equal Part VIII, column (A), line 12) 11,234,296.	14,535,024.	
Expenses	13	Grants and similar amounts paid (Part IX, column (A), lines 1-3) 0	0	
	14	Benefits paid to or for members (Part IX, column (A), line 4) 0	0	
	15	Salaries, other compensation, employee benefits (Part IX, column (A), lines 5-10) 3,673,508.	3,960,180.	
	16a	Professional fundraising fees (Part IX, column (A), line 11e) 0	0	
	b	Total fundraising expenses (Part IX, column (D), line 25) ▶ 1,426,638.		
	17	Other expenses (Part IX, column (A), lines 11a-11d, 11f-24e) 12,247,292.	14,284,226.	
18	Total expenses. Add lines 13-17 (must equal Part IX, column (A), line 25) 15,920,800.	18,244,406.		
19	Revenue less expenses. Subtract line 18 from line 12 -4,686,504.	-3,709,382.		
Net Assets or Fund Balances	20	Total assets (Part X, line 16) 79,401,200.	Beginning of Current Year	End of Year
	21	Total liabilities (Part X, line 26) 6,295,387.	91,539,043.	16,953,801.
	22	Net assets or fund balances. Subtract line 21 from line 20. 73,105,813.	74,585,242.	

Part II Signature Block

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

Sign Here	Signature of officer _____ Date _____				
	Type or print name and title _____				
Paid Preparer Use Only	Print/Type preparer's name JOY M BIXLER	Preparer's signature _____	Date _____	Check <input type="checkbox"/> if self-employed	PTIN P00558955
	Firm's name ▶ MCPHILLIPS, ROBERTS & DEANS, PLC		Firm's EIN ▶ 54-1921942		
	Firm's address ▶ 150 BOUSH STREET, SUITE 1100 NORFOLK, VA 23510		Phone no. 757 640-7190		

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

For Paperwork Reduction Act Notice, see the separate instructions.

Form **990** (2013)

Part III Statement of Program Service Accomplishments

Check if Schedule O contains a response or note to any line in this Part III Yes No

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 \$ 5,703,724. including grants of \$) (Revenue \$ 651,896.)

ATTACHMENT 2

4b (Code:) (Expenses \$ 10,311,115. 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 16,014,839.

Part IV Checklist of Required Schedules

Table with 3 columns: Question number, 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 or other assistance to any domestic organization or government 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 or 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 25a.</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	Did the organization report any amount on Part X, line 5, 6, or 22 for receivables from or payable to any current or former officers, directors, trustees, key employees, highest compensated employees, or disqualified persons? If so, complete Schedule L, Part II.		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 or note to any line in this Part V

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

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 or note to any line in this Part VI [X]

Section A. Governing Body and Management

Table with 3 columns: Question, Yes, No. Rows include: 1a (27), 1b (27), 2 (X), 3 (X), 4 (X), 5 (X), 6 (X), 7a (X), 7b (X), 8a (X), 8b (X), 9 (X).

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

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

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. Indicate how you made these available. Check all that apply.
[X] Own website [X] Another's website [X] Upon request [] Other (explain in Schedule O)
19 Describe in Schedule O whether (and if so, how) the organization made its governing documents, conflict of interest policy, and financial statements available to the public during the tax year.
20 State the name, physical address, and telephone number of the person who possesses the books and records of the organization: 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 or note to any line in this Part VII. X

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) DUDLEY ANDERSON 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) TONY ATWATER TRUSTEE	.20	X					0	0	0	
(8) EDITH G GRANDY TRUSTEE	.20	X					0	0	0	
(9) ORIANA MCKINNON TRUSTEE	.20	X					0	0	0	
(10) LINDA H KAUFMAN 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) HARRY T LESTER TRUSTEE	.20	X					0	0	0	
(19) WAYNE F WILBANKS TRUSTEE	.20	X					0	0	0	
(20) JOSEPH T. WALDO TRUSTEE	.20	X					0	0	0	
(21) PETER M MEREDITH, JR CHAIRMAN	5.00	X					0	0	0	
(22) MARC JACOBSON TRUSTEE	.20	X					0	0	0	
(23) SHIRLEY C BALDWIN TRUSTEE	.20	X					0	0	0	
(24) LELIA GRAHAM WEBB SECRETARY	5.00	X					0	0	0	
(25) YVONNE T ALLMOND TRUSTEE	.20	X					0	0	0	
1b Sub-total							0	0	0	
c Total from continuation sheets to Part VII, Section A							226,866.	0	119,006.	
d Total (add lines 1b and 1c)							226,866.	0	119,006.	

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 **▶ 11**

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) DEBORAH BUTLER TRUSTEE	.20	X					0	0	0	
(27) PAMELA KLOEPPPEL TRUSTEE	.20 0	X					0	0	0	
(28) WILLIAM HENNESSEY EXECUTIVE DIRECTOR	40.00			X			226,866.	0	119,006.	
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 or note to any line in this Part VIII X

				(A) Total revenue	(B) Related or exempt function revenue	(C) Unrelated business revenue	(D) Revenue excluded from tax under sections 512-514	
Contributions, Gifts, Grants and Other Similar Amounts	1a Federated campaigns	1a						
	b Membership dues	1b	995,561.					
	c Fundraising events	1c						
	d Related organizations	1d						
	e Government grants (contributions) . .	1e	3,001,606.					
	f All other contributions, gifts, grants, and similar amounts not included above .	1f	6,934,816.					
	g Noncash contributions included in lines 1a-1f: \$		3,218,124.					
	h Total. Add lines 1a-1f			10,931,983.				
Program Service Revenue	Business Code							
	2a MUSEUM ADMISSIONS		900099	129.	129.			
	b MUSEUM GIFT SHOP		453220	178,565.	178,565.			
	c EDUCATIONAL PROGRAMS		900099	458,674.	458,674.			
	d CATERING AND CAFE		900099	14,528.	14,528.			
	e _____							
	f All other program service revenue							
g Total. Add lines 2a-2f			651,896.					
Other Revenue	3 Investment income (including dividends, interest, and other similar amounts). ATTACHMENT 4			3,061,375.		-19,088.	3,080,463.	
	4 Income from investment of tax-exempt bond proceeds . . .			0				
	5 Royalties			0				
	6a Gross rents	(i) Real		77,832.				
		(ii) Personal						
		b Less: rental expenses		133,955.				
		c Rental income or (loss)		-56,123.				
	d Net rental income or (loss)			-56,123.			-56,123.	
	7a Gross amount from sales of assets other than inventory	(i) Securities		7,458,773.				
		(ii) Other						
		b Less: cost or other basis and sales expenses		7,523,690.				
		c Gain or (loss)		-64,917.				
	d Net gain or (loss)			-64,917.			-64,917.	
	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 MISCELLANEOUS		900099	10,810.	10,810.				
b _____								
c _____								
d All other revenue								
e Total. Add lines 11a-11d				10,810.				
12 Total revenue. See instructions				14,535,024.	662,706.	-19,088.	2,959,423.	

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 or note to any line in this Part IX X

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	237,666.	154,483.	47,533.	35,650.
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	3,016,857.	2,311,610.	346,083.	359,164.
8 Pension plan accruals and contributions (include section 401(k) and 403(b) employer contributions)	0			
9 Other employee benefits	475,111.	271,165.	160,938.	43,008.
10 Payroll taxes	230,546.	169,177.	35,209.	26,160.
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	168,416.			168,416.
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	199,099.	141,449.	29,109.	28,541.
23 Insurance	121,365.	118,091.	1,757.	1,517.
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>	362,514.	362,514.		
b <u>EXHIBITION FEES/INSTALLATION</u>	166,153.	166,153.		
c <u>UTILITIES</u>	402,760.	392,982.	5,248.	4,530.
d <u>CONSULTING</u>	700,866.	299,527.	85,616.	315,723.
e All other expenses <u> ATCH 5 </u>	12,163,053.	11,627,688.	91,436.	443,929.
25 Total functional expenses. Add lines 1 through 24e	18,244,406.	16,014,839.	802,929.	1,426,638.
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 or note to any line in this Part X [X]

Table with columns for (A) Beginning of year, (B) End of year, and rows for Assets (1-16), Liabilities (17-26), and Net Assets or Fund Balances (27-34). Includes sub-rows 10a, 10b, 10c and 30-32.

Part XI Reconciliation of Net Assets

Check if Schedule O contains a response or note to any line in this Part XI

1	Total revenue (must equal Part VIII, column (A), line 12)	1	14,535,024.
2	Total expenses (must equal Part IX, column (A), line 25)	2	18,244,406.
3	Revenue less expenses. Subtract line 2 from line 1	3	-3,709,382.
4	Net assets or fund balances at beginning of year (must equal Part X, line 33, column (A))	4	73,105,813.
5	Net unrealized gains (losses) on investments	5	5,188,811.
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	74,585,242.

Part XII Financial Statements and Reporting

Check if Schedule O contains a response or note to any line 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)

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.

OMB No. 1545-0047

2013

Open to Public Inspection

Department of the Treasury
Internal Revenue Service

▶ Attach to Form 990 or Form 990-EZ.
▶ Information about Schedule A (Form 990 or 990-EZ) and its instructions is at www.irs.gov/form990.

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?
 - (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?

	Yes	No
11g(i)		
 - (ii) A family member of a person described in (i) above?

	Yes	No
11g(ii)		
 - (iii) A 35% controlled entity of a person described in (i) or (ii) above?

	Yes	No
11g(iii)		
- h Provide the following information about the supported organization(s).

(i) Name of supported organization	(ii) EIN	(iii) Type of organization (described on lines 1-9 above or IRC section (see instructions))	(iv) Is the organization in col. (i) listed in your governing document?		(v) Did you notify the organization in col. (i) of your support?		(vi) Is the organization in col. (i) organized in the U.S.?		(vii) Amount of monetary support
			Yes	No	Yes	No	Yes	No	
(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) 2013

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) 2009, (b) 2010, (c) 2011, (d) 2012, (e) 2013, (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) 2009, (b) 2010, (c) 2011, (d) 2012, (e) 2013, (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 2013 (71.49%); 15 Public support percentage from 2012 Schedule A, Part II, line 14 (74.41%); 16a 33 1/3% support test - 2013 (checked); 16b 33 1/3% support test - 2012; 17a 10%-facts-and-circumstances test - 2013; 17b 10%-facts-and-circumstances test - 2012; 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

Calendar year (or fiscal year beginning in) ►	(a) 2009	(b) 2010	(c) 2011	(d) 2012	(e) 2013	(f) Total
1 Gifts, grants, contributions, and membership fees received. (Do not include any "unusual grants.")						
2 Gross receipts from admissions, merchandise sold or services performed, or facilities furnished in any activity that is related to the organization's tax-exempt purpose						
3 Gross receipts from activities that are not an unrelated trade or business under section 513						
4 Tax revenues levied for the organization's benefit and either paid to or expended on its behalf						
5 The value of services or facilities furnished by a governmental unit to the organization without charge						
6 Total. Add lines 1 through 5						
7a Amounts included on lines 1, 2, and 3 received from disqualified persons						
b Amounts included on lines 2 and 3 received from other than disqualified persons that exceed the greater of \$5,000 or 1% of the amount on line 13 for the year						
c Add lines 7a and 7b.						
8 Public support (Subtract line 7c from line 6.)						

Section B. Total Support

Calendar year (or fiscal year beginning in) ►	(a) 2009	(b) 2010	(c) 2011	(d) 2012	(e) 2013	(f) Total
9 Amounts from line 6.						
10a Gross income from interest, dividends, payments received on securities loans, rents, royalties and income from similar sources						
b Unrelated business taxable income (less section 511 taxes) from businesses acquired after June 30, 1975						
c Add lines 10a and 10b						
11 Net income from unrelated business activities not included in line 10b, whether or not the business is regularly carried on						
12 Other income. Do not include gain or loss from the sale of capital assets (Explain in Part IV.)						
13 Total support. (Add lines 9, 10c, 11, and 12.)						
14 First five years. If the Form 990 is for the organization's first, second, third, fourth, or fifth tax year as a section 501(c)(3) organization, check this box and stop here ► <input type="checkbox"/>						

Section C. Computation of Public Support Percentage

15 Public support percentage for 2013 (line 8, column (f) divided by line 13, column (f))	15	%
16 Public support percentage from 2012 Schedule A, Part III, line 15	16	%

Section D. Computation of Investment Income Percentage

17 Investment income percentage for 2013 (line 10c, column (f) divided by line 13, column (f))	17	%
18 Investment income percentage from 2012 Schedule A, Part III, line 17	18	%

19a 33 1/3% support tests - 2013. If the organization did not check the box on line 14, and line 15 is more than 33 1/3%, and line 17 is not more than 33 1/3%, check this box and **stop here**. The organization qualifies as a publicly supported organization ►

b 33 1/3% support tests - 2012. 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. 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	2009	2010	2011	2012	2013	TOTAL
MISCELLANEOUS	183,366.	16,186.	20,978.	68,891.	10,812.	300,233.
TOTALS	<u>183,366.</u>	<u>16,186.</u>	<u>20,978.</u>	<u>68,891.</u>	<u>10,812.</u>	<u>300,233.</u>

SCHEDULE D (Form 990)

Supplemental Financial Statements

OMB No. 1545-0047

2013

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.

Information about Schedule D (Form 990) and its instructions is at www.irs.gov/form990.

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... Yes No, 6 Did the organization inform all grantees...

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, 2 Complete lines 2a through 2d if the organization held a qualified conservation contribution, 3 Number of conservation easements modified, 4 Number of states where property subject to conservation easement is located, 5 Does the organization have a written policy..., 6 Staff and volunteer hours..., 7 Amount of expenses..., 8 Does each conservation easement reported on line 2(d) above satisfy the requirements..., 9 In Part XIII, describe how the organization reports 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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Schedule D (Form 990) 2013

JSA 3E1268 2.000

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

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

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

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

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

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

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

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

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

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

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

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

	(a) Current year	(b) Prior year	(c) Two years back	(d) Three years back	(e) Four years back
1a Beginning of year balance	64,648,719.	60,850,682.	59,751,176.	44,127,310.	40,569,017.
b Contributions	990,946.	1,739,593.	2,206,978.	10,857,199.	1,488,344.
c Net investment earnings, gains, and losses	7,198,822.	4,290,565.	252,995.	4,054,255.	3,700,438.
d Grants or scholarships					
e Other expenditures for facilities and programs	1,865,000.	2,232,121.	1,360,467.	1,287,588.	1,630,489.
f Administrative expenses					
g End of year balance	70,973,487.	64,648,719.	60,850,682.	57,751,176.	44,127,310.

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

- a Board designated or quasi-endowment 37.3500 %
- b Permanent endowment 46.6439 %
- c Temporarily restricted endowment 16.0061 %

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:

	Yes	No
(i) unrelated organizations		X
(ii) related organizations		X

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.

Complete if the organization answered "Yes" to Form 990, Part IV, line 11a. See Form 990, Part X, line 10.

Description of property	(a) Cost or other basis (investment)	(b) Cost or other basis (other)	(c) Accumulated depreciation	(d) Book value
1a Land				
b Buildings				
c Leasehold improvements				
d Equipment		2,150,767.	988,484.	1,162,283.
e Other				
Total. Add lines 1a through 1e. (Column (d) must equal Form 990, Part X, column (B), line 10(c).)				1,162,283.

Part VII Investments - Other Securities.

Complete if the organization answered "Yes" to Form 990, Part IV, line 11b. 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	2,781,973.	FMV
(B) COLCHESTER GLOBAL BOND FUND	3,173,230.	FMV
(C) TIFF ABSOLUTE RETURN POOL II	4,019,560.	FMV
(D) FORESTER DIVERSIFIED	1,987,355.	FMV
(E) PRIVATE ADV DISTRESSED OPPOR.	76,422.	FMV
(F) PRIVATE ADVISORS SMALL CO.	1,098,056.	FMV
(G) TIFF PARTNERS V-US	363,188.	FMV
(H) GMO FORESTRY FUND 8	554,205.	FMV
Total. (Column (b) must equal Form 990, Part X, col. (B) line 12.) ▶	38,896,579.	

Part VIII Investments - Program Related.

Complete if the organization answered "Yes" to Form 990, Part IV, line 11c. See Form 990, Part X, line 13.

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

Part IX Other Assets.

Complete if the organization answered "Yes" to Form 990, Part IV, line 11d. See Form 990, Part X, line 15.

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

Part X Other Liabilities.

Complete if the organization answered "Yes" to Form 990, Part IV, line 11e or 11f. See Form 990, Part X, line 25.

1. (a) Description of liability	(b) Book value
(1) Federal income taxes	
(2) ACCRUED EXPENSES/OTHER LIABILI	1,738,625.
(3)	
(4)	
(5)	
(6)	
(7)	
(8)	
(9)	
Total. (Column (b) must equal Form 990, Part X, col. (B) line 25.) ▶	1,738,625.

2. Liability for uncertain tax positions. 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.

Complete if the organization answered "Yes" to Form 990, Part IV, line 12a.

1	Total revenue, gains, and other support per audited financial statements		1	19,857,790.
2	Amounts included on line 1 but not on Form 990, Part VIII, line 12:			
a	Net unrealized gains on investments	2a 5,188,811.		
b	Donated services and use of facilities	2b		
c	Recoveries of prior year grants	2c		
d	Other (Describe in Part XIII.)	2d 133,955.		
e	Add lines 2a through 2d		2e	5,322,766.
3	Subtract line 2e from line 1		3	14,535,024.
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	14,535,024.

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

Complete if the organization answered "Yes" to Form 990, Part IV, line 12a.

1	Total expenses and losses per audited financial statements		1	18,378,361.
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 133,955.		
e	Add lines 2a through 2d		2e	133,955.
3	Subtract line 2e from line 1		3	18,244,406.
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	18,244,406.

Part XIII Supplemental Information.

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)

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. AS OF JUNE 30, 2014, THE MUSEUM'S COLLECTION WAS INSURED AT A LEVEL DEEMED APPROPRIATE BY MANAGEMENT.

PART III, LINE 4

THE CHRYSLER IS ONE OF AMERICA'S MOST DISTINGUISHED 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.

Part XIII Supplemental Information (continued)

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 DIVERSE AUDIENCES. THE CHRYSLER MUSEUM GLASS STUDIO IS AN EDUCATIONAL TOOL THAT OFFERS THE PUBLIC AN EXPERIMENTAL APPROACH TO THE EXCITING PROPERTIES OF GLASS. THIS 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 XI 2D AND PART XII 2D

RENTAL EXPENSES

<u>ATTACHMENT 1</u>		
<u>SCHEDULE D, PART VII - INVESTMENTS - OTHER SECURITIES</u>		
<u>DESCRIPTION</u>	<u>BOOK VALUE</u>	<u>COST OR FMV</u>
TIFF MULTI-ASSET FUND	12,194,962.	FMV
P2 CAPITAL FUND CLASS A	1,156,789.	FMV
GMO MA INVESTORS FUND 1	699,719.	FMV
PROPERTY INVESTMENTS ADVISORS	244,581.	FMV
METRO. REAL ESTATE PARTNERS	579,331.	FMV
KILTEARN GLOBAL EQUITY FUND	4,006,729.	FMV
MA EQUITY OPPORTUNITY FUND	4,850,000.	FMV

Part XIII Supplemental Information (continued)

ATTACHMENT 1 (CONT'D)

SCHEDULE D, PART VII - INVESTMENTS - OTHER SECURITIES

<u>DESCRIPTION</u>	<u>BOOK VALUE</u>	<u>COST OR FMV</u>
MA REAL ASSETS FUND 2	1,110,479.	FMV
TOTALS	<u>38,896,579.</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.
- ▶ Information about Schedule J (Form 990) and its instructions is at www.irs.gov/form990.

OMB No. 1545-0047

2013

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

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

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

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

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

8 Were any amounts reported in Form 990, Part VII, paid or accrued pursuant to a contract that was subject to the initial contract exception described in Regulations section 53.4958-4(a)(3)? If "Yes," describe in Part III

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

	Yes	No
1a		
1b		
2		
3		
4a		X
4b		X
4c		X
5a		X
5b		X
6a		X
6b		X
7		X
8		X
9		

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

Schedule J (Form 990) 2013

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)	226,866.	0	0	105,763.	13,243.	345,872.	
	(ii)	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)**

Noncash Contributions

OMB No. 1545-0047

2013

**Open To Public
Inspection**

Department of the Treasury
Internal Revenue Service

- ▶ Complete if the organizations answered "Yes" on Form 990, Part IV, lines 29 or 30.
- ▶ Attach to Form 990.
- ▶ Information about Schedule M (Form 990) and its instructions is at www.irs.gov/form990.

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	44 .	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	23 .	404,965 .	
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) (2013)

JSA

3E1298 1.000

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

Name of the organization

THE CHRYSLER MUSEUM, INCORPORATED

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

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**Open to Public
Inspection**

Employer identification number

51-0243196

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.

FORM 990, PART VI, SECTION B, LINE 11B

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.

FORM 990, PART VI, SECTION B, LINE 15

STAFF COMPENSATION:

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

Schedule O (Form 990 or 990-EZ) (2013)

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

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 VIEWING AT WWW.CHRYSLER.ORG

FORM 990, PART XII, LINE 2C

THE AUDIT COMMITTEE OF THE BOARD HAS RESPONSIBILITY FOR OVERSIGHT OF THE

Name of the organization THE CHRYSLER MUSEUM, INCORPORATED	Employer identification number 51-0243196
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ANNUAL AUDIT AND SELECTION OF THE INDEPENDENT AUDITORS. THIS POLICY HAS NOT CHANGED FROM THE PRIOR YEAR.

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

THE BOARD OF THE CHRYSLER MUSEUM IS COMPOSED OF TWENTY-SEVEN (27) 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. TEN (10) 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.

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 CONSTITUENCY.

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

ATTACHMENT 2

Name of the organization

THE CHRYSLER MUSEUM, INCORPORATED

Employer identification number

51-0243196

ATTACHMENT 2 (CONT'D)FORM 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 ART. 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 3990, PART VII- COMPENSATION OF THE FIVE HIGHEST PAID IND. CONTRACTORS

<u>NAME AND ADDRESS</u>	<u>DESCRIPTION OF SERVICES</u>	<u>COMPENSATION</u>
EXPLUS INC 44156 MERCURE CIRCLE DULLES, VA 20166	MUSEUM EXPANSION	196,123.
LITELAB CORP 251 ELM ST BUFFALO, NY 14203	LIGHTING DESIGN	342,256.
MERIDIAN GROUP 575 LYNNHAVEN PKWY VIRGINIA BEACH, VA 23452	PR CONSULTING	198,074.
HONEYWELL 1766 MEADOW LAKE DR	SECURITY UPGRADE	241,410.

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>
NORFOLK, VA 23513		
KBS, INC 8050 KIMWAY DRIVE RICHMOND, VA 23228	CONSTRUCTION	8,079,286.

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	3,061,375.		-19,088.	3,080,463.
TOTALS	<u>3,061,375.</u>		<u>-19,088.</u>	<u>3,080,463.</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	303,644.	295,373.	4,439.	3,832.
MISCELLANEOUS	335,535.	169,555.	52,413.	113,567.
COMPUTER SERVICES	76,947.	55,906.	2,145.	18,896.
PRINTING & PUBLICATIONS	122,717.	25,871.	903.	95,943.
SUPPLIES	311,466.	296,749.	8,947.	5,770.
TELEPHONE	52,672.	44,445.	4,104.	4,123.
COST OF SALES	112,332.	112,332.		
DONOR STEWARDSHIP, TRAVEL	322,368.	139,510.	17,094.	165,764.
TEMPORARY EMPLOYEES	214,257.	176,832.	1,391.	36,034.

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>
MESEUM EXPANSION	10,311,115.	10,311,115.		
TOTALS	<u>12,163,053.</u>	<u>11,627,688.</u>	<u>91,436.</u>	<u>443,929.</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	1,181,907.	FMV
GMO EQUITY ALLOCATION FUND	21,877,313.	FMV
GIFT ANNUITY INVESTMENTS	312,354.	FMV
PIMCO TOTAL RETURN FUND	4,512,760.	FMV
TOTALS	<u>27,884,334.</u>	

**SCHEDULE D
(Form 1041)**

Capital Gains and Losses

OMB No. 1545-0092

Department of the Treasury
Internal Revenue Service

▶ Attach to Form 1041, Form 5227, or Form 990-T.
▶ Use Form 8949 to list your transactions for lines 1b, 2, 3, 8b, 9 and 10.
▶ Information about Schedule D and its separate instructions is at www.irs.gov/form1041.

2013

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

See instructions for how to figure the amounts to enter on the lines below.

This form may be easier to complete if you round off cents to whole dollars.

	(d) Proceeds (sales price)	(e) Cost (or other basis)	(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)
1a Totals for all short-term transactions reported on Form 1099-B for which basis was reported to the IRS and for which you have no adjustments (see instructions). However, if you choose to report all these transactions on Form 8949, leave this line blank and go to line 1b				
1b Totals for all transactions reported on Form(s) 8949 with Box A checked				
2 Totals for all transactions reported on Form(s) 8949 with Box B checked				
3 Totals for all transactions reported on Form(s) 8949 with Box C checked				
4 Short-term capital gain or (loss) from Forms 4684, 6252, 6781, and 8824				4
5 Net short-term gain or (loss) from partnerships, S corporations, and other estates or trusts				5
6 Short-term capital loss carryover. Enter the amount, if any, from line 9 of the 2012 Capital Loss Carryover Worksheet				6 (1,934.)
7 Net short-term capital gain or (loss). Combine lines 1a through 6 in column (h). Enter here and on line 17, column (3) on the back ▶				7 -1,934.

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

See instructions for how to figure the amounts to enter on the lines below.

This form may be easier to complete if you round off cents to whole dollars.

	(d) Proceeds (sales price)	(e) Cost (or other basis)	(g) Adjustments to gain or loss from Form(s) 8949, Part II, line 2, column (g)	(h) Gain or (loss) Subtract column (e) from column (d) and combine the result with column (g)
8a Totals for all long-term transactions reported on Form 1099-B for which basis was reported to the IRS and for which you have no adjustments (see instructions). However, if you choose to report all these transactions on Form 8949, leave this line blank and go to line 8b				
8b Totals for all transactions reported on Form(s) 8949 with Box D checked	7,458,773.	7,523,690.		-64,917.
9 Totals for all transactions reported on Form(s) 8949 with Box E checked				
10 Totals for all transactions reported on Form(s) 8949 with Box F checked				
11 Long-term capital gain or (loss) from Forms 2439, 4684, 6252, 6781, and 8824				11
12 Net long-term gain or (loss) from partnerships, S corporations, and other estates or trusts				12
13 Capital gain distributions				13
14 Gain from Form 4797, Part I				14
15 Long-term capital loss carryover. Enter the amount, if any, from line 14 of the 2012 Capital Loss Carryover Worksheet				15 (1,056.)
16 Net long-term capital gain or (loss). Combine lines 8a through 15 in column (h). Enter here and on line 18a, column (3) on the back ▶				16 -65,973.

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

Schedule D (Form 1041) 2013

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.				
17	Net short-term gain or (loss)	17		-1,934.
18	Net long-term gain or (loss):			
a	Total for year	18a		-65,973.
b	Unrecaptured section 1250 gain (see line 18 of the wrksh.)	18b		
c	28% rate gain	18c		
19	Total net gain or (loss). Combine lines 17 and 18a. ▶	19		-67,907.

Note: If line 19, column (3), is a net gain, enter the gain on Form 1041, line 4 (or Form 990-T, Part I, line 4a). If lines 18a and 19, column (2), are net gains, go to Part V, and **do not** complete Part IV. If line 19, column (3), is a net loss, complete Part IV and the **Capital Loss Carryover Worksheet**, as necessary.

Part IV Capital Loss Limitation		
20	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 19, column (3) or b \$3,000	20 (3,000.)

Note: If the loss on line 19, 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 18a and 19 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 18b, col. (2) or line 18c, 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 18a and 19 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 18b, col. (2) or line 18c, col. (2) is more than zero.

21	Enter taxable income from Form 1041, line 22 (or Form 990-T, line 34).	21		
22	Enter the smaller of line 18a or 19 in column (2) but not less than zero.	22		
23	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)	23		
24	Add lines 22 and 23	24		
25	If the estate or trust is filing Form 4952, enter the amount from line 4g; otherwise, enter -0- ▶	25		
26	Subtract line 25 from line 24. If zero or less, enter -0-	26		
27	Subtract line 26 from line 21. If zero or less, enter -0-	27		
28	Enter the smaller of the amount on line 21 or \$2,450	28		
29	Enter the smaller of the amount on line 27 or line 28	29		
30	Subtract line 29 from line 28. If zero or less, enter -0-. This amount is taxed at 0% ▶	30		
31	Enter the smaller of line 21 or line 26	31		
32	Subtract line 30 from line 26.	32		
33	Enter the smaller of line 21 or \$11,950.	33		
34	Add lines 27 and 30	34		
35	Subtract line 34 from line 33. If zero or less, enter -0-	35		
36	Enter the smaller of line 32 or line 35.	36		
37	Multiply line 36 by 15%. ▶	37		
38	Enter the amount from line 31	38		
39	Add lines 30 and 36	39		
40	Subtract line 39 from line 38. If zero or less, enter -0-	40		
41	Multiply line 40 by 20% ▶	41		
42	Figure the tax on the amount on line 27. Use the 2013 Tax Rate Schedule for Estates and Trusts (see the Schedule G instructions in the instructions for Form 1041)	42		
43	Add lines 37, 41, and 42	43		
44	Figure the tax on the amount on line 21. Use the 2013 Tax Rate Schedule for Estates and Trusts (see the Schedule G instructions in the instructions for Form 1041)	44		
45	Tax on all taxable income. Enter the smaller of line 43 or line 44 here and on Form 1041, Schedule G, line 1a (or Form 990-T, line 36) ▶	45		

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 D, E, or F 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.

Note. You may aggregate all long-term transactions reported on Form(s) 1099-B showing basis was reported to the IRS and for which no adjustments or codes are required. Enter the total directly on Schedule D, line 8a; you are not required to report these transactions on Form 8949 (see instructions).

You must check Box D, E, or F below. Check only one box. If more than one box applies for your long-term transactions, complete a separate Form 8949, 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.

- (D)** Long-term transactions reported on Form(s) 1099-B showing basis was reported to the IRS (see **Note** above)
- (E)** Long-term transactions reported on Form(s) 1099-B showing basis was **not** reported to the IRS
- (F)** Long-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	
	VARIOUS			7,458,773.	7,523,690.			-64,917.
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 8b (if Box D above is checked), line 9 (if Box E above is checked), or line 10 (if Box F above is checked) ►				7,458,773.	7523690.			-64,917.

Note. If you checked Box D 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.

Exempt Organization Business Income Tax Return (and proxy tax under section 6033(e))

For calendar year 2013 or other tax year beginning 07/01, 2013, and ending 06/30, 2014. See separate instructions.

2013

Department of the Treasury Internal Revenue Service

Information about Form 990-T and its instructions is available at www.irs.gov/form990. Do not enter SSN numbers on this form as it may be made public if your organization is a 501(c)(3).

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

Form header section including: 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 91,539,043.; D Employer identification number 51-0243196; E Unrelated business activity codes 900099; F Group exemption number; G Check organization type X 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 X No
J The books are in care of THE MUSEUM Telephone number 757-664-6200

Table with 4 columns: (A) Income, (B) Expenses, (C) Net. Rows include: 1a Gross receipts or sales; 1b Less returns and allowances; 2 Cost of goods sold; 3 Gross profit; 4a Capital gain net income; 4b Net gain (loss); 4c Capital loss deduction for trusts; 5 Income (loss) from partnerships and S corporations; 6 Rent income; 7 Unrelated debt-financed income; 8 Interest, annuities, royalties, and rents; 9 Investment income; 10 Exploited exempt activity income; 11 Advertising income; 12 Other income; 13 Total. Combine lines 3 through 12.

Table with 4 columns: (A) Income, (B) Expenses, (C) Net. Rows include: 14 Compensation of officers, directors, and trustees; 15 Salaries and wages; 16 Repairs and maintenance; 17 Bad debts; 18 Interest; 19 Taxes and licenses; 20 Charitable contributions; 21 Depreciation; 22 Less depreciation claimed; 23 Depletion; 24 Contributions to deferred compensation plans; 25 Employee benefit programs; 26 Excess exempt expenses; 27 Excess readership costs; 28 Other deductions; 29 Total deductions; 30 Unrelated business taxable income before net operating loss deduction; 31 Net operating loss deduction; 32 Unrelated business taxable income before specific deduction; 33 Specific deduction; 34 Unrelated business taxable income.

Part III Tax Computation

Table with 3 columns: Description, Amount, and Line Number. Rows include Organizations Taxable as Corporations, Trusts Taxable at Trust Rates, Proxy tax, Alternative minimum tax, and Total.

Part IV Tax and Payments

Table with 3 columns: Description, Amount, and Line Number. Rows include Foreign tax credit, Other credits, General business credit, Total credits, Subtract line 40e from line 39, Other taxes, Total tax, Payments (A 2012 overpayment, 2013 estimated tax, Tax deposited, Foreign organizations, Backup withholding, Credit for small employer health insurance), Total payments, Estimated tax penalty, Tax due, Overpayment, and Enter the amount of line 48.

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

Table with 3 columns: Question, Yes, and No. Questions include: 1. At any time during the 2013 calendar year, did the organization have an interest in or a signature or other authority over a financial account... 2. During the tax year, did the organization receive a distribution from, or was it the grantor of, or transferor to, a foreign trust? 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

Table with 3 columns: Description, Amount, and Yes/No. Rows include: 1. Inventory at beginning of year, 2. Purchases, 3. Cost of labor, 4a. Additional section 263A costs, b. Other costs, 5. Total. Add lines 1 through 4b, 6. Inventory at end of year, 7. Cost of goods sold, 8. Do the rules of section 263A (with respect to property produced or acquired for resale) apply to the organization?

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)? [X] Yes [] No

Paid Preparer Use Only: Print/Type preparer's name (JOY M BIXLER), Preparer's signature, Date, Check [] if self-employed, PTIN (P00558955), 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 4 rows for property description (1-4).

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.

(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, 4. Amount of average acquisition debt, 5. Average adjusted basis, 6. Column 4 divided by column 5, 7. Gross income reportable, 8. Allocable deductions.

Totals Total dividends-received deductions included in column 8

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

Table 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.

Nonexempt Controlled Organizations

Table 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.

Totals Add columns 5 and 10. Enter here and on page 1, Part I, line 8, column (A). Add columns 6 and 11. Enter here and on page 1, Part I, line 8, column (B).

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 schedule)	4. Set-asides (attach schedule)	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 cols. 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 cols. 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 cols. 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		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.
Totals, Part II (lines 1-5) ▶						

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]	-2,512.
SMALL COMPANY BUYOUT II [EIN 54-2134140]	-730.
SMALL COMPANY BUYOUT III [EIN 20-4838202]	6,586.
GMO FORESTRY [EIN 20-1941648]	-966.
METRO REAL ESTATE PTRS [EIN 51-0423196]	1,162.
TIFF V-US LLC [EIN 56-2384591]	-2,698.
TIFF V-US LLC [INTEREST]	176.
TIFF V-US LLC [OTHER]	-88.
PROPERTY HOLDING IV [EIN 20-3361159]	-2,757.
MA REAL ASSETS FUND [EIN 27-4481994]	-10,486.
MA REAL ASSETS FUND [INTEREST & DIVIDEND]	965.
MA REAL ASSETS FUND [OTHER]	-8,076.
METRO REAL ESTATE PTRS [INTEREST]	97.
METRO REAL ESTATE PTRS [OTHER]	191.
PIEDMONT MA ENDOWMENT PARTNERS [EIN 27-2429285]	48.
INCOME (LOSS) FROM PARTNERSHIPS	<u>-19,088.</u>

ATTACHMENT 2

FORM 990T - PART II - LINE 18 - INTEREST

ALLOCABLE INVESTMENT INTEREST EXPENSE	35.
PART II - LINE 18 - INTEREST	<u>35.</u>

ATTACHMENT 3

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

FACILITY USE AND OVERHEAD	1,200.
K-1 ALLOCABLE SHARE OF PORTFOLIO DEDUCTIONS	343.
PART II - LINE 28 - OTHER DEDUCTIONS	<u>1,543.</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
DUDLEY ANDERSON 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
TONY ATWATER ONE MEMORIAL PLACE NORFOLK, VA 23510	TRUSTEE	0	0
EDITH G GRANDY 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>
LINDA H KAUFMAN 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
HARRY T LESTER 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	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	SECRETARY	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			<u>0</u>

**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

2013

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

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

See instructions for how to figure the amounts to enter on the lines below. This form may be easier to complete if you round off cents to whole dollars.	(d) Proceeds (sales price)	(e) Cost (or other basis)	(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)
1a Totals for all short-term transactions reported on Form 1099-B for which basis was reported to the IRS and for which you have no adjustments (see instructions). However, if you choose to report all these transactions on Form 8949, leave this line blank and go to line 1b				
1b Totals for all transactions reported on Form(s) 8949 with Box A checked		820.		-820.
2 Totals for all transactions reported on Form(s) 8949 with Box B checked				
3 Totals for all transactions reported on Form(s) 8949 with Box C checked				
4 Short-term capital gain from installment sales from Form 6252, line 26 or 37			4	
5 Short-term capital gain or (loss) from like-kind exchanges from Form 8824			5	
6 Unused capital loss carryover (attach computation)			6	(1,934.)
7 Net short-term capital gain or (loss). Combine lines 1a through 6 in column h			7	-2,754.

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

See instructions for how to figure the amounts to enter on the lines below. This form may be easier to complete if you round off cents to whole dollars.	(d) Proceeds (sales price)	(e) Cost (or other basis)	(g) Adjustments to gain or loss from Form(s) 8949, Part II, line 2, column (g)	(h) Gain or (loss) Subtract column (e) from column (d) and combine the result with column (g)
8a Totals for all long-term transactions reported on Form 1099-B for which basis was reported to the IRS and for which you have no adjustments (see instructions). However, if you choose to report all these transactions on Form 8949, leave this line blank and go to line 8b				
8b Totals for all transactions reported on Form(s) 8949 with Box D checked	373.			373.
9 Totals for all transactions reported on Form(s) 8949 with Box E checked				
10 Totals for all transactions reported on Form(s) 8949 with Box F checked				
11 Enter gain from Form 4797, line 7 or 9			11	1,030.
12 Long-term capital gain from installment sales from Form 6252, line 26 or 37			12	
13 Long-term capital gain or (loss) from like-kind exchanges from Form 8824			13	
14 Capital gain distributions (see instructions)			14	
15 Net long-term capital gain or (loss). Combine lines 8a through 14 in column h			15	1,403.

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

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

For Paperwork Reduction Act Notice, see the Instructions for Form 1120.

Schedule D (Form 1120) (2013)

Sales and Other Dispositions of Capital Assets

Department of the Treasury
Internal Revenue Service

► Information about Form 8949 and its separate instructions is at www.irs.gov/form8949.
► File with your Schedule D to list your transactions for lines 1b, 2, 3, 8b, 9, and 10 of Schedule D.

2013
Attachment
Sequence No. **12A**

Name(s) shown on return THE CHRYSLER MUSEUM, INCORPORATED	Social security number or taxpayer identification number 51-0243196
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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 transactions, see page 2.

Note. You may aggregate all short-term transactions reported on Form(s) 1099-B showing basis was reported to the IRS and for which no adjustments or codes are required. Enter the total directly on Schedule D, line 1a; you are not required to report these transactions on Form 8949 (see instructions).

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 8949, 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 (see **Note** above)
- (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-1 SMALL CO BUYOUTIII [EIN20-4	VAR	VAR		820.			-820.
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 1b (if Box A above is checked), line 2 (if Box B above is checked), or line 3 (if Box C above is checked) ►				820.			-820.

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.) 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 D, E, or F 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.

Note. You may aggregate all long-term transactions reported on Form(s) 1099-B showing basis was reported to the IRS and for which no adjustments or codes are required. Enter the total directly on Schedule D, line 8a; you are not required to report these transactions on Form 8949 (see instructions).

You must check Box D, E, or F below. Check only one box. If more than one box applies for your long-term transactions, complete a separate Form 8949, 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.

- (D)** Long-term transactions reported on Form(s) 1099-B showing basis was reported to the IRS (see **Note** above)
- (E)** Long-term transactions reported on Form(s) 1099-B showing basis was **not** reported to the IRS
- (F)** Long-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 METRO R/E PARTNERS [EIN51	VAR	VAR	158.				158.
	SCH K-1 TIFF PT V-US [EIN56-23845	VAR	VAR	215.				215.
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 8b (if Box D above is checked), line 9 (if Box E above is checked), or line 10 (if Box F above is checked) ▶				373.				373.

Note. If you checked Box D 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.

Sales of Business Property

(Also Involuntary Conversions and Recapture Amounts Under Sections 179 and 280F(b)(2))

Department of the Treasury
Internal Revenue Service

▶ Attach to your tax return.

▶ Information about Form 4797 and its separate instructions is at www.irs.gov/form4797.

Attachment
Sequence No. **27**

Name(s) shown on return

THE CHRYSLER MUSEUM, INCORPORATED

Identifying number

51-0243196

1 Enter the gross proceeds from sales or exchanges reported to you for 2013 on Form(s) 1099-B or 1099-S (or substitute statement) that you are including on line 2, 10, or 20 (see instructions)

1

Part I Sales or Exchanges of Property Used in a Trade or Business and Involuntary Conversions From Other Than Casualty or Theft - Most Property Held More Than 1 Year (see instructions)

2	(a) Description of property	(b) Date acquired (mo., day, yr.)	(c) Date sold (mo., day, yr.)	(d) Gross sales price	(e) Depreciation allowed or allowable since acquisition	(f) Cost or other basis, plus improvements and expense of sale	(g) Gain or (loss) Subtract (f) from the sum of (d) and (e)
	ATTACHMENT 1						1,030.

3 Gain, if any, from Form 4684, line 39 **3**

4 Section 1231 gain from installment sales from Form 6252, line 26 or 37 **4**

5 Section 1231 gain or (loss) from like-kind exchanges from Form 8824 **5**

6 Gain, if any, from line 32, from other than casualty or theft **6**

7 Combine lines 2 through 6. Enter the gain or (loss) here and on the appropriate line as follows: **7** 1,030.

Partnerships (except electing large partnerships) and S corporations. Report the gain or (loss) following the instructions for Form 1065, Schedule K, line 10, or Form 1120S, Schedule K, line 9. Skip lines 8, 9, 11, and 12 below.

Individuals, partners, S corporation shareholders, and all others. If line 7 is zero or a loss, enter the amount from line 7 on line 11 below and skip lines 8 and 9. If line 7 is a gain and you did not have any prior year section 1231 losses, or they were recaptured in an earlier year, enter the gain from line 7 as a long-term capital gain on the Schedule D filed with your return and skip lines 8, 9, 11, and 12 below.

8 Nonrecaptured net section 1231 losses from prior years (see instructions), **8**

9 Subtract line 8 from line 7. If zero or less, enter -0-. If line 9 is zero, enter the gain from line 7 on line 12 below. If line 9 is more than zero, enter the amount from line 8 on line 12 below and enter the gain from line 9 as a long-term capital gain on the Schedule D filed with your return (see instructions) **9**

Part II Ordinary Gains and Losses (see instructions)

10 Ordinary gains and losses not included on lines 11 through 16 (include property held 1 year or less):

11 Loss, if any, from line 7 **11** ()

12 Gain, if any, from line 7 or amount from line 8, if applicable **12**

13 Gain, if any, from line 31 **13**

14 Net gain or (loss) from Form 4684, lines 31 and 38a **14**

15 Ordinary gain from installment sales from Form 6252, line 25 or 36 **15**

16 Ordinary gain or (loss) from like-kind exchanges from Form 8824 **16**

17 Combine lines 10 through 16, **17**

18 For all except individual returns, enter the amount from line 17 on the appropriate line of your return and skip lines a and b below. For individual returns, complete lines a and b below:

a If the loss on line 11 includes a loss from Form 4684, line 35, column (b)(ii), enter that part of the loss here. Enter the part of the loss from income-producing property on Schedule A (Form 1040), line 28, and the part of the loss from property used as an employee on Schedule A (Form 1040), line 23. Identify as from "Form 4797, line 18a." See instructions **18a**

b Redetermine the gain or (loss) on line 17 excluding the loss, if any, on line 18a. Enter here and on Form 1040, line 14 **18b**

For Paperwork Reduction Act Notice, see separate instructions.

Part III Gain From Disposition of Property Under Sections 1245, 1250, 1252, 1254, and 1255 (see instructions)

Table with columns for Property A, B, C, D and rows 19-29b detailing gain calculations for various property sections.

Summary of Part III Gains. Complete property columns A through D through line 29b before going to line 30.

Summary table with rows 30-32 for total gains and adjustments.

Part IV Recapture Amounts Under Sections 179 and 280F(b)(2) When Business Use Drops to 50% or Less (see instructions)

Table with columns for Section 179 and Section 280F(b)(2) and rows 33-35 for recapture amounts.

