

Return of Organization Exempt From Income Tax

OMB No. 1545-0047

Form **990**

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

2022

Department of the Treasury
Internal Revenue Service

Do not enter social security numbers on this form as it may be made public.

Go to www.irs.gov/Form990 for instructions and the latest information.

Open to Public Inspection

A For the **2022** calendar year, or tax year beginning **JUL 1, 2022** and ending **JUN 30, 2023**

B Check if applicable:	C Name of organization MUSEUM ASSOCIATES Doing business as LOS ANGELES COUNTY MUSEUM OF ART (LACMA) Number and street (or P.O. box if mail is not delivered to street address) Room/suite 5905 WILSHIRE BLVD. City or town, state or province, country, and ZIP or foreign postal code LOS ANGELES, CA 90036	D Employer identification number 95-2264067
Address change Name change Initial return Final return/terminated Amended return Application pending	F Name and address of principal officer: MARK MITCHELL SAME AS C ABOVE	E Telephone number 323-857-6142
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.LACMA.ORG	G Gross receipts \$ 199,263,010.
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: 1938	H(a) Is this a group return for subordinates? Yes <input type="checkbox"/> No <input checked="" type="checkbox"/> H(b) Are all subordinates included? Yes <input type="checkbox"/> No <input type="checkbox"/> If "No," attach a list. See instructions H(c) Group exemption number
M State of legal domicile: CA		

Part I Summary

	1 Briefly describe the organization's mission or most significant activities: <u>SEE SCHEDULE O</u>			
Activities & Governance	2 Check this box <input type="checkbox"/> if the organization discontinued its operations or disposed of more than 25% of its net assets.			
	3 Number of voting members of the governing body (Part VI, line 1a)	3		56
	4 Number of independent voting members of the governing body (Part VI, line 1b)	4		54
	5 Total number of individuals employed in calendar year 2022 (Part V, line 2a)	5		552
	6 Total number of volunteers (estimate if necessary)	6		149
	7a Total unrelated business revenue from Part VIII, column (C), line 12	7a		1,107,539.
	b Net unrelated business taxable income from Form 990-T, Part I, line 11	7b		732,895.
Revenue	8 Contributions and grants (Part VIII, line 1h) SEE SCHEDULE O	86,583,680.	Prior Year	130,255,128.
	9 Program service revenue (Part VIII, line 2g)	42,968,004.	Current Year	44,254,716.
	10 Investment income (Part VIII, column (A), lines 3, 4, and 7d)	18,049,079.		16,669,153.
	11 Other revenue (Part VIII, column (A), lines 5, 6d, 8c, 9c, 10c, and 11e)	3,209,868.		3,302,502.
	12 Total revenue - add lines 8 through 11 (must equal Part VIII, column (A), line 12)	150,810,631.		194,481,499.
	Expenses	13 Grants and similar amounts paid (Part IX, column (A), lines 1-3)	1,480,053.	
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)		32,976,895.		36,605,327.
16a Professional fundraising fees (Part IX, column (A), line 11e)		12,188.		0.
b Total fundraising expenses (Part IX, column (D), line 25)		6,232,422.		
17 Other expenses (Part IX, column (A), lines 11a-11d, 11f-11g)		63,147,012.		64,874,672.
18 Total expenses. Add lines 13-17 (must equal Part IX, column (A), line 25)		97,616,148.		102,095,893.
19 Revenue less expenses. Subtract line 18 from line 12	53,194,483.		92,385,606.	
Net Assets or Fund Balances	20 Total assets (Part X, line 16)	1,471,254,703.	Beginning of Current Year	1,566,993,617.
	21 Total liabilities (Part X, line 26)	779,713,464.	End of Year	746,541,505.
	22 Net assets or fund balances. Subtract line 21 from line 20	691,541,239.		820,452,112.

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 MARK MITCHELL, CHIEF FINANCIAL OFFICER Type or print name and title	Date
Paid Preparer Use Only	Print/Type preparer's name LIOR TEMKIN	Preparer's signature LIOR TEMKIN
	Firm's name SINGERLEWAK, LLP	Date 02/28/24
	Firm's address 10960 WILSHIRE BLVD. SUITE 1100 LOS ANGELES, CA 90024	Check if self-employed <input type="checkbox"/> PTIN P00748170
		Firm's EIN 95-2302617
		Phone no. (310) 477-3924

May the IRS discuss this return with the preparer shown above? See instructions Yes No

Part III Statement of Program Service Accomplishments

Check if Schedule O contains a response or note to any line in this Part III [X]

1 Briefly describe the organization's mission: SEE SCHEDULE O

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

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

4 Describe the organization's program service accomplishments for each of its three largest program services, as measured by expenses.

4a (Code:) (Expenses \$ 43,585,795. including grants of \$ 615,894.) (Revenue \$ 2,331,114.) EXHIBITION, CURATORIAL, CONSERVATION & ART PROGRAMS

LACMA PRESENTED 26 EXHIBITIONS AND PERMANENT COLLECTION INSTALLATIONS IN FISCAL 2022-2023, FEATURING ARTWORKS FROM ITS OWN COLLECTION AND FROM LENDERS AROUND THE WORLD. PUBLIC PROGRAMS, FILMS, AND CONCERTS ARE DEVELOPED IN COORDINATION WITH SPECIAL EXHIBITIONS. MANY WORKS FROM THE MUSEUM'S COLLECTION OF NEARLY 152,000 OBJECTS ARE TREATED BY CONSERVATORS, WHILE THE MUSEUM'S RESEARCH LIBRARY AND SCHOLARLY PUBLICATIONS PROVIDE REFERENCE SUPPORT TO MUSEUM STAFF AND OUTSIDE SCHOLARS. ALL OF THESE ACTIVITIES SERVE TO MEET THE GOALS OF CONSERVATION, EXHIBITION AND INTERPRETATION OF ART INTO MEANINGFUL AESTHETIC, INTELLECTUAL, AND CULTURAL EXPERIENCES.

4b (Code:) (Expenses \$ 18,357,899. including grants of \$) (Revenue \$) FACILITY ENHANCEMENT

IN FISCAL 2022-2023, LACMA CONTINUED WORK TOWARDS A MAJOR, NEW MUSEUM BUILDING. MOST OF THESE COSTS WERE CAPITALIZED AND ARE NOT REFLECTED ON THIS LINE. THIS CATEGORY OF EXPENSE ALSO REFLECTS FINANCING AND DEPRECIATION EXPENSE REPRESENTING AMORTIZATION OF THE CAPITALIZED COSTS OF CONSTRUCTING THE MUSEUM'S PHYSICAL FACILITIES, AN ACTIVITY THAT IS ONE OF THE CORE REASONS MUSEUM ASSOCIATES WAS FOUNDED.

4c (Code:) (Expenses \$ 11,244,664. including grants of \$) (Revenue \$ 52,936.) PUBLIC AND PROTECTIVE SERVICES AND ENGAGEMENT

IT IS A MUSEUM GOAL TO CONTINUOUSLY EXPAND AND SERVE AUDIENCES OF ALL AGES, ETHNICITIES, AND SOCIO-ECONOMIC BACKGROUNDS BY CREATING WELCOMING ENVIRONMENTS AND PROGRAMS. THIS IS ACCOMPLISHED THROUGH A VARIETY OF MEANS, INCLUDING ON-SITE STAFF AND CONTRACTORS PROTECTING ART AND PROVIDING SERVICE TO THE PUBLIC, SPECIAL EVENTS, PROMOTIONAL CAMPAIGNS, CAMPUS WAY-FINDING MEDIA, AND THE MUSEUM MAGAZINE.

4d Other program services (Describe on Schedule O.) (Expenses \$ 12,015,089. including grants of \$) (Revenue \$ 43,145,893.)

4e Total program service expenses 85,203,447.

Part IV Checklist of Required Schedules

Table with 3 columns: Question ID, Yes, No. Rows include questions 1 through 21, with sub-questions a-f for questions 11, 12, and 14. Marked 'Yes' (X) in the Yes column for questions 1, 2, 4, 11a, 11b, 11e, 11f, 12a, 14b, 16, 18, 19, 20a, 20b, and 21.

Part IV Checklist of Required Schedules (continued)

Table with 3 columns: Question number, Yes, No. Rows 22-38 covering various IRS requirements.

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 3 columns: Question number, Yes, No. Rows 1a-1c regarding Form 1096 and backup withholding rules.

Part V Statements Regarding Other IRS Filings and Tax Compliance (continued)

Table with columns for question number, question text, and Yes/No columns. Includes questions 2a through 17 regarding employee counts, tax returns, gross income, 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 on 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 Enter the number of voting members... 56; 1b Enter the number of voting members included on line 1a... 54; 2 Did any officer, director, trustee, or key employee have a family relationship... X; 3 Did the organization delegate control over management duties... X; 4 Did the organization make any significant changes to its governing documents... X; 5 Did the organization become aware during the year of a significant diversion of the organization's assets... X; 6 Did the organization have members or stockholders... X; 7a Did the organization have members, stockholders, or other persons who had the power to elect or appoint one or more members of the governing body... X; 7b Are any governance decisions of the organization reserved to (or subject to approval by) members, stockholders, or persons other than the governing body... X; 8 Did the organization contemporaneously document the meetings held or written actions undertaken during the year by the following: a The governing body? X; b Each committee with authority to act on behalf of the governing body? X; 9 Is there any officer, director, trustee, or key employee listed in Part VII, Section A, who cannot be reached at the organization's mailing address? If "Yes," provide the names and addresses on Schedule O... 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 Did the organization have local chapters, branches, or affiliates? X; 10b If "Yes," did the organization have written policies and procedures governing the activities of such chapters, affiliates, and branches to ensure their operations are consistent with the organization's exempt purposes?; 11a Has the organization provided a complete copy of this Form 990 to all members of its governing body before filing the form? X; 11b Describe on Schedule O the process, if any, used by the organization to review this Form 990.; 12a Did the organization have a written conflict of interest policy? If "No," go to line 13... X; 12b Were officers, directors, or trustees, and key employees required to disclose annually interests that could give rise to conflicts? X; 12c Did the organization regularly and consistently monitor and enforce compliance with the policy? If "Yes," describe on Schedule O how this was done... X; 13 Did the organization have a written whistleblower policy? X; 14 Did the organization have a written document retention and destruction policy? X; 15 Did the process for determining compensation of the following persons include a review and approval by independent persons, comparability data, and contemporaneous substantiation of the deliberation and decision? a The organization's CEO, Executive Director, or top management official... X; b Other officers or key employees of the organization... X; 16a Did the organization invest in, contribute assets to, or participate in a joint venture or similar arrangement with a taxable entity during the year? X; 16b If "Yes," did the organization follow a written policy or procedure requiring the organization to evaluate its participation in joint venture arrangements under applicable federal tax law, and take steps to safeguard the organization's exempt status with respect to such arrangements?

Section C. Disclosure

- 17 List the states with which a copy of this Form 990 is required to be filed AL, AR, CA, FL, GA, HI, IL, KS, KY, MD, MA, MI
18 Section 6104 requires an organization to make its Forms 1023 (1024 or 1024-A, 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 on Schedule O)
19 Describe on 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, address, and telephone number of the person who possesses the organization's books and records MARK MITCHELL, CHIEF FINANCIAL OFFICER - (323) 857-6142 5900 WILSHIRE BLVD. 15TH FLOOR, LOS ANGELES, CA 90036

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

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 the 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, box 6 of Form 1099-MISC, and/or box 1 of Form 1099-NEC) 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.
- See the instructions for the order in which to list the persons above.

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

(A) Name and title	(B) Average hours per week (list any hours for related organizations below line)	(C) Position (do not check more than one box, unless person is both an officer and a director/trustee)						(D) Reportable compensation from the organization (W-2/1099-MISC/1099-NEC)	(E) Reportable compensation from related organizations (W-2/1099-MISC/1099-NEC)	(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) MICHAEL GOVAN CEO AND WALLIS ANNENBERG DIRECTOR	40.00			X				2,496,238.	260,135.	275,959.
(2) DIANA VESGA CHIEF OPERATING OFFICER	40.00				X			699,325.	0.	80,499.
(3) ANN ROWLAND CHIEF FINANCIAL OFFICER	40.00			X				80,641.	225,647.	205,922.
(4) JEFFREY BLAIR GENERAL COUNSEL & ASSISTANT SECRETAR	40.00			X				364,000.	0.	54,293.
(5) NANCY THOMAS SR. DEPUTY DIRECTORART ADMIN AND COL	40.00				X			127,374.	151,037.	138,028.
(6) LORI JO HARTMAN VP, FACILITIES AND SECURITY OPERATIO	40.00				X			299,242.	0.	73,661.
(7) DIANA MAGALONI-KERPEL DEPUTY DIRECTOR, PROGRAM DIRECTOR &	40.00					X		264,196.	0.	85,501.
(8) ZOE KAHR DEPUTY DIRECTOR FOR EXHIBITIONS & PL	40.00				X			316,581.	0.	30,919.
(9) STEPHANIE BARRON SENIOR CURATOR & DEPT. HEAD	40.00					X		85,383.	130,785.	127,055.
(10) MARK MITCHELL BUDGET AND INVESTMENT OFFICER	40.00				X			267,464.	0.	64,833.
(11) KIM WATSON VP, DEVELOPMENT	40.00					X		269,100.	0.	40,918.
(12) MELISSA BOMES SR. BOARD & CAMPAIGN OFFICER	32.00					X		233,929.	0.	28,967.
(13) NAIMA KEITH VP, EDUCATION & PUBLIC PROGRAMS	40.00					X		220,600.	0.	15,392.
(14) TONY P. RESSLER CO-CHAIR OF THE BOARD	0.50	X		X				0.	0.	0.
(15) ELAINE P. WYNN CO-CHAIR OF THE BOARD	0.50	X		X				0.	0.	0.
(16) WILLOW BAY VICE CHAIR	0.50	X		X				0.	0.	0.
(17) ROBERT KOTICK VICE CHAIR	0.50	X		X				0.	0.	0.

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

(A) Name and title	(B) Average hours per week (list any hours for related organizations below line)	(C) Position (do not check more than one box, unless person is both an officer and a director/trustee)						(D) Reportable compensation from the organization (W-2/1099-MISC/1099-NEC)	(E) Reportable compensation from related organizations (W-2/1099-MISC/1099-NEC)	(F) Estimated amount of other compensation from the organization and related organizations
		Individual trustee or director	Institutional trustee	Officer	Key employee	Highest compensated employee	Former			
(18) WILLIAM H. AHMANSON TRUSTEE	0.50	X						0.	0.	0.
(19) H.E. SHEIKHA AL MAYASSA BINT HA TRUSTEE	0.50	X						0.	0.	0.
(20) WALLIS ANNENBERG TRUSTEE	0.50	X						0.	0.	0.
(21) MARK ATTANASIO TRUSTEE	0.50	X						0.	0.	0.
(22) THE HONORABLE NICOLE AVANT TRUSTEE	0.50	X						0.	0.	0.
(23) THE HONORABLE COLLEEN BELL TRUSTEE	0.50	X						0.	0.	0.
(24) DR. REBECKA BELLDEGRUN TRUSTEE	0.50	X						0.	0.	0.
(25) ALLISON BERG TRUSTEE	0.50	X						0.	0.	0.
(26) NICOLAS BERGGRUEN TRUSTEE	0.50	X						0.	0.	0.
1b Subtotal								5,724,073.	767,604.	1,221,947.
c Total from continuation sheets to Part VII, Section A								0.	0.	0.
d Total (add lines 1b and 1c)								5,724,073.	767,604.	1,221,947.

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 62

	Yes	No
3 Did the organization list any former officer, director, 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
CLARK CONSTRUCTION GROUP 18201 VON KARMAN, STE 800, IRVINE, CA 92612	CONSTRUCTION	141,227,554.
ALLIED UNIVERSAL SECURITY SERVICES, P.O. BOX 31001-2374, PASADENA, CA 91110-2374	SECURITY	5,573,815.
SKIDMORE, OWINGS & MERRILL LLP, 15 WALL STREET, 24TH FLOOR, NEW YORK, NY 10005	ARCHITECTURAL CONSULTING	5,491,229.
UNISERVE PROJECT MANAGEMENT, 5211 WASHINGTON BLVD., STE. 2 #158, COMMERCE, ANCHOR STREET COLLECTIVE	CUSTODIAL SERVICES	1,386,012.
2831 ANCHOR AVENUE, LOS ANGELES, CA 90064	EVENT PRODUCTION	1,372,460.
2 Total number of independent contractors (including but not limited to those listed above) who received more than \$100,000 of compensation from the organization	36	

SEE PART VII, SECTION A CONTINUATION SHEETS

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

(A) Name and title	(B) Average hours per week (list any hours for related organizations below line)	(C) Position (check all that apply)						(D) Reportable compensation from the organization (W-2/1099-MISC)	(E) Reportable compensation from related organizations (W-2/1099-MISC)	(F) Estimated amount of other compensation from the organization and related organizations
		Individual trustee or director	Institutional trustee	Officer	Key employee	Highest compensated employee	Former			
(27) DAVID C. BOHNETT TRUSTEE	0.50	X					0.	0.	0.	
(28) SUZANNE DEAL BOOTH TRUSTEE	0.50	X					0.	0.	0.	
(29) ANDREW BRANDON-GORDON TRUSTEE	0.50	X					0.	0.	0.	
(30) JON BROOKS TRUSTEE	0.50	X					0.	0.	0.	
(31) TROY CARTER TRUSTEE	0.50	X					0.	0.	0.	
(32) EVA CHOW TRUSTEE	0.50	X					0.	0.	0.	
(33) ANN COLGIN TRUSTEE	0.50	X					0.	0.	0.	
(34) JANET CROWN TRUSTEE	0.50	X					0.	0.	0.	
(35) KELVIN DAVIS TRUSTEE	0.50	X					0.	0.	0.	
(36) KELLY DAY TRUSTEE	0.50	X					0.	0.	0.	
(37) JOSHUA S. FRIEDMAN TRUSTEE	0.50	X					0.	0.	0.	
(38) THELMA GOLDEN TRUSTEE	0.50	X					0.	0.	0.	
(39) SUSAN HESS TRUSTEE	0.50	X					0.	0.	0.	
(40) MELLODY HOBSON TRUSTEE	0.50	X					0.	0.	0.	
(41) VICTORIA JACKSON TRUSTEE	0.50	X					0.	0.	0.	
(42) SUZANNE KAYNE TRUSTEE	0.50	X					0.	0.	0.	
(43) LYN DAVIS LEAR TRUSTEE	0.50	X					0.	0.	0.	
(44) BOOJIN LEE TRUSTEE	0.50	X					0.	0.	0.	
(45) CHEECH MARIN TRUSTEE	0.50	X					0.	0.	0.	
(46) RICHARD MERKIN, M.D. TRUSTEE	0.50	X					0.	0.	0.	
Total to Part VII, Section A, line 1c										

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

(A) Name and title	(B) Average hours per week (list any hours for related organizations below line)	(C) Position (check all that apply)						(D) Reportable compensation from the organization (W-2/1099-MISC)	(E) Reportable compensation from related organizations (W-2/1099-MISC)	(F) Estimated amount of other compensation from the organization and related organizations
		Individual trustee or director	Institutional trustee	Officer	Key employee	Highest compensated employee	Former			
(47) ASHLEY MERRILL TRUSTEE	0.50	X						0.	0.	0.
(48) WENDY STARK MORRISSEY TRUSTEE	0.50	X						0.	0.	0.
(49) DASHA ZHUKOVA NIARCHOS TRUSTEE	0.50	X						0.	0.	0.
(50) PETER NORTON TRUSTEE	0.50	X						0.	0.	0.
(51) GEOFF PALMER TRUSTEE	0.50	X						0.	0.	0.
(52) RICH PAUL TRUSTEE	0.50	X						0.	0.	0.
(53) VIVECA PAULIN-FERRELL TRUSTEE	0.50	X						0.	0.	0.
(54) JANET DREISEN RAPPAPORT TRUSTEE	0.50	X						0.	0.	0.
(55) CARTER REUM TRUSTEE	0.50	X						0.	0.	0.
(56) LIONEL RITCHIE TRUSTEE	0.50	X						0.	0.	0.
(57) ROBBIE ROBINSON TRUSTEE	0.50	X						0.	0.	0.
(58) STEVEN F. ROTH TRUSTEE	0.50	X						0.	0.	0.
(59) CAROLE BAYER SAGER TRUSTEE	0.50	X						0.	0.	0.
(60) RYAN SEACREST TRUSTEE	0.50	X						0.	0.	0.
(61) FLORENCE SLOAN TRUSTEE	0.50	X						0.	0.	0.
(62) ERIC SMIDT TRUSTEE	0.50	X						0.	0.	0.
(63) MICHAEL G. SMOOKE TRUSTEE	0.50	X						0.	0.	0.
(64) JONATHAN D. SOKOLOFF TRUSTEE	0.50	X						0.	0.	0.
(65) JIM TANANBAUM TRUSTEE	0.50	X						0.	0.	0.
(66) STEVE TISCH TRUSTEE	0.50	X						0.	0.	0.
Total to Part VII, Section A, line 1c										

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

(A) Name and title	(B) Average hours per week (list any hours for related organizations below line)	(C) Position (check all that apply)						(D) Reportable compensation from the organization (W-2/1099-MISC)	(E) Reportable compensation from related organizations (W-2/1099-MISC)	(F) Estimated amount of other compensation from the organization and related organizations
		Individual trustee or director	Institutional trustee	Officer	Key employee	Highest compensated employee	Former			
(67) CASEY WASSERMAN TRUSTEE	0.50	X						0.	0.	0.
(68) GREGORY ANNENBERG WEINGARTEN TRUSTEE	0.50	X						0.	0.	0.
(69) JEFF YABUKI TRUSTEE	0.50	X						0.	0.	0.
Total to Part VII, Section A, line 1c										

Part VIII Statement of Revenue

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

			(A)	(B)	(C)	(D)	
			Total revenue	Related or exempt function revenue	Unrelated business revenue	Revenue excluded from tax under sections 512 - 514	
Contributions, Gifts, Grants and Other Similar Amounts	1 a Federated campaigns	1a					
	b Membership dues	1b	4,043,267.				
	c Fundraising events	1c	4,441,147.				
	d Related organizations	1d					
	e Government grants (contributions)	1e	890,851.				
	f All other contributions, gifts, grants, and similar amounts not included above	1f	120,879,863.				
	g Noncash contributions included in lines 1a-1f	1g	\$ 3,404,100.				
	h Total. Add lines 1a-1f		130,255,128.				
Program Service Revenue	2 a COUNTY OPERATING CONTR	Business Code					
		900099	32,024,390.	32,024,390.			
	b ADMISSIONS	900099	5,768,098.	5,768,098.			
	c PARKING REVENUE	900099	3,480,427.	3,480,427.			
	d SPECIAL PROJECT REVENUE	900099	1,263,531.	1,263,531.			
	e EXHIBITION REVENUE	900099	1,067,583.	1,067,583.			
	f All other program service revenue	900099	650,687.	650,687.			
g Total. Add lines 2a-2f		44,254,716.					
Other Revenue	3 Investment income (including dividends, interest, and other similar amounts)		15,291,696.		1,107,539.	14,184,157.	
	4 Income from investment of tax-exempt bond proceeds						
	5 Royalties		563,324.			563,324.	
	6 a Gross rents	6a	(i) Real	1,459,363.			
			(ii) Personal				
	b Less: rental expenses	6b	0.				
	c Rental income or (loss)	6c	1,459,363.				
	d Net rental income or (loss)		1,459,363.			1,459,363.	
	7 a Gross amount from sales of assets other than inventory	7a	(i) Securities	1,377,457.			
			(ii) Other				
	b Less: cost or other basis and sales expenses	7b	0.				
	c Gain or (loss)	7c	1,377,457.				
	d Net gain or (loss)		SEE SCHEDULE O	1,377,457.			1,377,457.
8 a Gross income from fundraising events (not including \$ 4,441,147. of contributions reported on line 1c). See Part IV, line 18	8a		3,773,331.				
b Less: direct expenses	8b	3,773,331.					
c Net income or (loss) from fundraising events			0.				
9 a Gross income from gaming activities. See Part IV, line 19	9a						
b Less: direct expenses	9b						
c Net income or (loss) from gaming activities							
10 a Gross sales of inventory, less returns and allowances	10a		2,025,091.				
b Less: cost of goods sold	10b	1,008,180.					
c Net income or (loss) from sales of inventory			1,016,911.	1,016,911.			
Miscellaneous Revenue	11 a FOOD SERVICES	Business Code					
		900099	258,316.	258,316.			
	b OTHER REVENUE	900099	4,588.			4,588.	
	c						
	d All other revenue						
e Total. Add lines 11a-11d			262,904.				
12 Total revenue. See instructions			194,481,499.	45,529,943.	1,107,539.	17,588,889.	

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 domestic organizations and domestic governments. See Part IV, line 21 ...	418,444.	418,444.		
2 Grants and other assistance to domestic individuals. See Part IV, line 22	167,450.	167,450.		
3 Grants and other assistance to foreign organizations, foreign governments, and foreign individuals. See Part IV, lines 15 and 16	30,000.	30,000.		
4 Benefits paid to or for members				
5 Compensation of current officers, directors, trustees, and key employees	3,994,514.	1,638,670.	1,958,085.	397,759.
6 Compensation not included above to disqualified persons (as defined under section 4958(f)(1)) and persons described in section 4958(c)(3)(B)				
7 Other salaries and wages	28,331,206.	20,804,203.	4,069,992.	3,457,011.
8 Pension plan accruals and contributions (include SEE SCHEDULE O section 401(k) and 403(b) employer contributions)	-1,331,635.	-857,844.	-346,476.	-127,315.
9 Other employee benefits	3,434,484.	2,435,625.	613,903.	384,956.
10 Payroll taxes	2,176,758.	1,556,922.	382,273.	237,563.
11 Fees for services (nonemployees):				
a Management				
b Legal	122,556.	11,976.	107,060.	3,520.
c Accounting	105,280.		105,280.	
d Lobbying				
e Professional fundraising services. See Part IV, line 17				
f Investment management fees	963,888.		963,888.	
g Other. (If line 11g amount exceeds 10% of line 25, column (A), amount, list line 11g expenses on Sch O.)	8,368,601.	8,069,644.	126,836.	172,121.
12 Advertising and promotion	156,713.	140,615.	15,100.	998.
13 Office expenses	4,231,393.	2,889,590.	689,132.	652,671.
14 Information technology	1,720,969.	1,106,632.	494,165.	120,172.
15 Royalties	38,528.	37,001.	1,527.	
16 Occupancy	12,921,917.	11,786,298.	709,112.	426,507.
17 Travel	963,778.	803,636.	44,969.	115,173.
18 Payments of travel or entertainment expenses for any federal, state, or local public officials ...				
19 Conferences, conventions, and meetings				
20 Interest	9,580,470.	9,580,470.		
21 Payments to affiliates				
22 Depreciation, depletion, and amortization	8,566,159.	8,339,859.	226,300.	
23 Insurance	1,467,698.	1,456,128.	4,525.	7,045.
24 Other expenses. Itemize expenses not covered above. (List miscellaneous expenses on line 24e. If line 24e amount exceeds 10% of line 25, column (A), amount, list line 24e expenses on Schedule O.)				
a ART ACQUISITION	8,021,246.	8,021,246.		
b ART INSTALLATION & PUBL	4,568,305.	4,558,950.		9,355.
c EQUIPMENT PURCHASE	889,060.	862,789.	14,549.	11,722.
d HOSPITALITY	658,318.	362,908.	27,663.	267,747.
e All other expenses	1,529,793.	982,235.	452,141.	95,417.
25 Total functional expenses. Add lines 1 through 24e	102,095,893.	85,203,447.	10,660,024.	6,232,422.
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)	CURRENT YEAR: PRIOR YEAR:	83.45% 83.14%	10.34% 11.01%	6.10% 5.85%

Part X Balance Sheet

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

		(A) Beginning of year		(B) End of year
Assets	1 Cash - non-interest-bearing		1	
	2 Savings and temporary cash investments SEE SCHEDULE O	134,468,917.	2	46,797,406.
	3 Pledges and grants receivable, net	143,473,236.	3	156,291,235.
	4 Accounts receivable, net	3,051,208.	4	2,385,909.
	5 Loans and other receivables from any current or former officer, director, trustee, key employee, creator or founder, substantial contributor, or 35% controlled entity or family member of any of these persons		5	
	6 Loans and other receivables from other disqualified persons (as defined under section 4958(f)(1)), and persons described in section 4958(c)(3)(B)		6	
	7 Notes and loans receivable, net		7	
	8 Inventories for sale or use	611,011.	8	655,026.
	9 Prepaid expenses and deferred charges	51,904.	9	155,141.
	10a Land, buildings, and equipment: cost or other basis. Complete Part VI of Schedule D	10a 830,023,147.		
	b Less: accumulated depreciation	10b 125,017,713.		
	11 Investments - publicly traded securities	542,886,324.	10c	705,005,434.
	12 Investments - other securities. See Part IV, line 11	330,243,573.	11	351,251,950.
	13 Investments - program-related. See Part IV, line 11	257,834,314.	12	244,038,552.
	14 Intangible assets		13	
	15 Other assets. See Part IV, line 11	58,634,216.	14	
16 Total assets. Add lines 1 through 15 (must equal line 33)	1,471,254,703.	15	60,412,964.	
		16	1,566,993,617.	
Liabilities	17 Accounts payable and accrued expenses	26,208,337.	17	16,775,923.
	18 Grants payable		18	
	19 Deferred revenue	30,668,183.	19	30,089,476.
	20 Tax-exempt bond liabilities	333,479,923.	20	334,090,837.
	21 Escrow or custodial account liability. Complete Part IV of Schedule D		21	
	22 Loans and other payables to any current or former officer, director, trustee, key employee, creator or founder, substantial contributor, or 35% controlled entity or family member of any of these persons		22	
	23 Secured mortgages and notes payable to unrelated third parties	290,411,279.	23	285,445,422.
	24 Unsecured notes and loans payable to unrelated third parties		24	
	25 Other liabilities (including federal income tax, payables to related third parties, and other liabilities not included on lines 17-24). Complete Part X of Schedule D	98,945,742.	25	80,139,847.
	26 Total liabilities. Add lines 17 through 25	779,713,464.	26	746,541,505.
Net Assets or Fund Balances	Organizations that follow FASB ASC 958, check here <input checked="" type="checkbox"/>			
	and complete lines 27, 28, 32, and 33.			
	27 Net assets without donor restrictions	380,547,396.	27	576,792,523.
	28 Net assets with donor restrictions	310,993,843.	28	243,659,589.
	Organizations that do not follow FASB ASC 958, check here			
	and complete lines 29 through 33.			
	29 Capital stock or trust principal, or current funds		29	
	30 Paid-in or capital surplus, or land, building, or equipment fund		30	
	31 Retained earnings, endowment, accumulated income, or other funds		31	
32 Total net assets or fund balances	691,541,239.	32	820,452,112.	
33 Total liabilities and net assets/fund balances	1,471,254,703.	33	1,566,993,617.	

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	194,481,499.
2	Total expenses (must equal Part IX, column (A), line 25)	2	102,095,893.
3	Revenue less expenses. Subtract line 2 from line 1	3	92,385,606.
4	Net assets or fund balances at beginning of year (must equal Part X, line 32, column (A))	4	691,541,239.
5	Net unrealized gains (losses) on investments	5	21,112,913.
6	Donated services and use of facilities	6	
7	Investment expenses	7	
8	Prior period adjustments	8	
9	Other changes in net assets or fund balances (explain on Schedule O)	9	15,412,353.
10	Net assets or fund balances at end of year. Combine lines 3 through 9 (must equal Part X, line 32, column (B))	10	820,452,111.

Part XII Financial Statements and Reporting

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

		Yes	No
1	Accounting method used to prepare the Form 990: <input type="checkbox"/> Cash <input checked="" type="checkbox"/> Accrual <input type="checkbox"/> Other _____ If the organization changed its method of accounting from a prior year or checked "Other," explain on Schedule O.		
2a	Were the organization's financial statements compiled or reviewed by an independent accountant? _____ If "Yes," check a box below to indicate whether the financial statements for the year were compiled or reviewed on a separate basis, consolidated basis, or both: <input type="checkbox"/> Separate basis <input type="checkbox"/> Consolidated basis <input type="checkbox"/> Both consolidated and separate basis		X
b	Were the organization's financial statements audited by an independent accountant? _____ If "Yes," check a box below to indicate whether the financial statements for the year were audited on a separate basis, consolidated basis, or both: <input checked="" type="checkbox"/> Separate basis <input type="checkbox"/> Consolidated basis <input type="checkbox"/> Both consolidated and separate basis	X	
c	If "Yes" to line 2a or 2b, does the organization have a committee that assumes responsibility for oversight of the audit, review, or compilation of its financial statements and selection of an independent accountant? _____ If the organization changed either its oversight process or selection process during the tax year, explain on Schedule O.	X	
3a	As a result of a federal award, was the organization required to undergo an audit or audits as set forth in the Uniform Guidance, 2 C.F.R. Part 200, Subpart F? _____		X
b	If "Yes," did the organization undergo the required audit or audits? If the organization did not undergo the required audit or audits, explain why on Schedule O and describe any steps taken to undergo such audits _____		

Form **990** (2022)

SCHEDULE A (Form 990)

Department of the Treasury Internal Revenue Service

Public Charity Status and Public Support

Complete if the organization is a section 501(c)(3) organization or a section 4947(a)(1) nonexempt charitable trust. Attach to Form 990 or Form 990-EZ.

Go to www.irs.gov/Form990 for instructions and the latest information.

OMB No. 1545-0047

2022

Open to Public Inspection

Name of the organization: MUSEUM ASSOCIATES; Employer identification number: 95-2264067

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 12, 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).
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).
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).
6 A federal, state, or local government or governmental unit described in section 170(b)(1)(A)(v).
7 [X] 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).
8 A community trust described in section 170(b)(1)(A)(vi).
9 An agricultural research organization described in section 170(b)(1)(A)(ix) operated in conjunction with a land-grant college or university or a non-land-grant college of agriculture.
10 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...
11 An organization organized and operated exclusively to test for public safety.
12 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).
a Type I. A supporting organization operated, supervised, or controlled by its supported organization(s)...
b Type II. A supporting organization supervised or controlled in connection with its supported organization(s)...
c Type III functionally integrated. A supporting organization operated in connection with, and functionally integrated with, its supported organization(s)...
d Type III non-functionally integrated. A supporting organization operated in connection with its supported organization(s) that is not functionally integrated...
e Check this box if the organization received a written determination from the IRS that it is a Type I, Type II, Type III functionally integrated, or Type III non-functionally integrated supporting organization.
f Enter the number of supported organizations
g Provide the following information about the supported organization(s).

Table with 6 columns: (i) Name of supported organization, (ii) EIN, (iii) Type of organization, (iv) Is the organization listed in your governing document?, (v) Amount of monetary support, (vi) Amount of other support. Includes a Total row at the bottom.

Part II Support Schedule for Organizations Described in Sections 170(b)(1)(A)(iv) and 170(b)(1)(A)(vi)

(Complete only if you checked the box on line 5, 7, or 8 of Part I or if the organization failed to qualify under Part III. If the organization fails to qualify under the tests listed below, please complete Part III.)

Section A. Public Support

Calendar year (or fiscal year beginning in)	(a) 2018	(b) 2019	(c) 2020	(d) 2021	(e) 2022	(f) Total
1 Gifts, grants, contributions, and membership fees received. (Do not include any "unusual grants.")	236,833,448.	106,567,413.	54,878,591.	86,583,680.	130,255,128.	615,118,260.
2 Tax revenues levied for the organization's benefit and either paid to or expended on its behalf						
3 The value of services or facilities furnished by a governmental unit to the organization without charge						
4 Total. Add lines 1 through 3	236,833,448.	106,567,413.	54,878,591.	86,583,680.	130,255,128.	615,118,260.
5 The portion of total contributions by each person (other than a governmental unit or publicly supported organization) included on line 1 that exceeds 2% of the amount shown on line 11, column (f)						19,606,568.
6 Public support. Subtract line 5 from line 4.						595,511,692.

Section B. Total Support

Calendar year (or fiscal year beginning in)	(a) 2018	(b) 2019	(c) 2020	(d) 2021	(e) 2022	(f) Total
7 Amounts from line 4	236,833,448.	106,567,413.	54,878,591.	86,583,680.	130,255,128.	615,118,260.
8 Gross income from interest, dividends, payments received on securities loans, rents, royalties, and income from similar sources	4,561,065.	7,423,336.	1,533,504.	1,543,126.	2,022,687.	17,083,718.
9 Net income from unrelated business activities, whether or not the business is regularly carried on		85,265.	83,864.	18,798.		187,927.
10 Other income. Do not include gain or loss from the sale of capital assets (Explain in Part VI.)	618,377.	378,904.	922,146.	263,573.	262,904.	2,445,904.
11 Total support. Add lines 7 through 10						634,835,809.
12 Gross receipts from related activities, etc. (see instructions)					12	204,381,911.
13 First 5 years. If the Form 990 is for the organization's first, second, third, fourth, or fifth tax year as a section 501(c)(3) organization, check this box and stop here						<input type="checkbox"/>

Section C. Computation of Public Support Percentage

14 Public support percentage for 2022 (line 6, column (f), divided by line 11, column (f))	14	93.81	%
15 Public support percentage from 2021 Schedule A, Part II, line 14	15	92.41	%
16a 33 1/3% support test - 2022. If the organization did not check the box on line 13, and line 14 is 33 1/3% or more, check this box and stop here. The organization qualifies as a publicly supported organization			<input checked="" type="checkbox"/>
b 33 1/3% support test - 2021. If the organization did not check a box on line 13 or 16a, and line 15 is 33 1/3% or more, check this box and stop here. The organization qualifies as a publicly supported organization			<input type="checkbox"/>
17a 10% -facts-and-circumstances test - 2022. If the organization did not check a box on line 13, 16a, or 16b, and line 14 is 10% or more, and if the organization meets the facts-and-circumstances test, check this box and stop here. Explain in Part VI how the organization meets the facts-and-circumstances test. The organization qualifies as a publicly supported organization			<input type="checkbox"/>
b 10% -facts-and-circumstances test - 2021. If the organization did not check a box on line 13, 16a, 16b, or 17a, and line 15 is 10% or more, and if the organization meets the facts-and-circumstances test, check this box and stop here. Explain in Part VI how the organization meets the facts-and-circumstances test. The organization qualifies as a publicly supported organization			<input type="checkbox"/>
18 Private foundation. If the organization did not check a box on line 13, 16a, 16b, 17a, or 17b, check this box and see instructions			<input type="checkbox"/>

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

(Complete only if you checked the box on line 10 of Part I or if the organization failed to qualify under Part II. If the organization fails to qualify under the tests listed below, please complete Part II.)

Section A. Public Support

Table with 7 columns: (a) 2018, (b) 2019, (c) 2020, (d) 2021, (e) 2022, (f) Total. Rows include: 1 Gifts, grants, contributions, and membership fees received; 2 Gross receipts from admissions; 3 Gross receipts from activities that are not an unrelated trade or business; 4 Tax revenues levied for the organization's benefit; 5 The value of services or facilities furnished by a governmental unit; 6 Total; 7a Amounts included on lines 1, 2, and 3 received from disqualified persons; 7b Amounts included on lines 2 and 3 received from other than disqualified persons; 8 Public support.

Section B. Total Support

Table with 7 columns: (a) 2018, (b) 2019, (c) 2020, (d) 2021, (e) 2022, (f) Total. Rows include: 9 Amounts from line 6; 10a Gross income from interest, dividends, payments received on securities loans, rents, royalties, and income from similar sources; 10b Unrelated business taxable income (less section 511 taxes) from businesses acquired after June 30, 1975; 10c Add lines 10a and 10b; 11 Net income from unrelated business activities not included on 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 VI.); 13 Total support.

14 First 5 years. If the Form 990 is for the organization's first, second, third, fourth, or fifth tax year as a section 501(c)(3) organization, check this box and stop here

Section C. Computation of Public Support Percentage

Table with 2 columns: Description, Percentage. Row 15: Public support percentage for 2022 (line 8, column (f), divided by line 13, column (f)) 15%. Row 16: Public support percentage from 2021 Schedule A, Part III, line 15 16%.

Section D. Computation of Investment Income Percentage

Table with 2 columns: Description, Percentage. Row 17: Investment income percentage for 2022 (line 10c, column (f), divided by line 13, column (f)) 17%. Row 18: Investment income percentage from 2021 Schedule A, Part III, line 17 18%.

19a 33 1/3% support tests - 2022. 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 - 2021. 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 Supporting Organizations

(Complete only if you checked a box on line 12 of Part I. If you checked box 12a, Part I, complete Sections A and B. If you checked box 12b, Part I, complete Sections A and C. If you checked box 12c, Part I, complete Sections A, D, and E. If you checked box 12d, Part I, complete Sections A and D, and complete Part V.)

Section A. All Supporting Organizations

	Yes	No
1 Are all of the organization's supported organizations listed by name in the organization's governing documents? <i>If "No," describe in Part VI how the supported organizations are designated. If designated by class or purpose, describe the designation. If historic and continuing relationship, explain.</i>		
2 Did the organization have any supported organization that does not have an IRS determination of status under section 509(a)(1) or (2)? <i>If "Yes," explain in Part VI how the organization determined that the supported organization was described in section 509(a)(1) or (2).</i>		
3a Did the organization have a supported organization described in section 501(c)(4), (5), or (6)? <i>If "Yes," answer lines 3b and 3c below.</i>		
b Did the organization confirm that each supported organization qualified under section 501(c)(4), (5), or (6) and satisfied the public support tests under section 509(a)(2)? <i>If "Yes," describe in Part VI when and how the organization made the determination.</i>		
c Did the organization ensure that all support to such organizations was used exclusively for section 170(c)(2)(B) purposes? <i>If "Yes," explain in Part VI what controls the organization put in place to ensure such use.</i>		
4a Was any supported organization not organized in the United States ("foreign supported organization")? <i>If "Yes," and if you checked box 12a or 12b in Part I, answer lines 4b and 4c below.</i>		
b Did the organization have ultimate control and discretion in deciding whether to make grants to the foreign supported organization? <i>If "Yes," describe in Part VI how the organization had such control and discretion despite being controlled or supervised by or in connection with its supported organizations.</i>		
c Did the organization support any foreign supported organization that does not have an IRS determination under sections 501(c)(3) and 509(a)(1) or (2)? <i>If "Yes," explain in Part VI what controls the organization used to ensure that all support to the foreign supported organization was used exclusively for section 170(c)(2)(B) purposes.</i>		
5a Did the organization add, substitute, or remove any supported organizations during the tax year? <i>If "Yes," answer lines 5b and 5c below (if applicable). Also, provide detail in Part VI, including (i) the names and EIN numbers of the supported organizations added, substituted, or removed; (ii) the reasons for each such action; (iii) the authority under the organization's organizing document authorizing such action; and (iv) how the action was accomplished (such as by amendment to the organizing document).</i>		
b Type I or Type II only. Was any added or substituted supported organization part of a class already designated in the organization's organizing document?		
c Substitutions only. Was the substitution the result of an event beyond the organization's control?		
6 Did the organization provide support (whether in the form of grants or the provision of services or facilities) to anyone other than (i) its supported organizations, (ii) individuals that are part of the charitable class benefited by one or more of its supported organizations, or (iii) other supporting organizations that also support or benefit one or more of the filing organization's supported organizations? <i>If "Yes," provide detail in Part VI.</i>		
7 Did the organization provide a grant, loan, compensation, or other similar payment to a substantial contributor (as defined in section 4958(c)(3)(C)), a family member of a substantial contributor, or a 35% controlled entity with regard to a substantial contributor? <i>If "Yes," complete Part I of Schedule L (Form 990).</i>		
8 Did the organization make a loan to a disqualified person (as defined in section 4958) not described on line 7? <i>If "Yes," complete Part I of Schedule L (Form 990).</i>		
9a Was the organization controlled directly or indirectly at any time during the tax year by one or more disqualified persons, as defined in section 4946 (other than foundation managers and organizations described in section 509(a)(1) or (2))? <i>If "Yes," provide detail in Part VI.</i>		
b Did one or more disqualified persons (as defined on line 9a) hold a controlling interest in any entity in which the supporting organization had an interest? <i>If "Yes," provide detail in Part VI.</i>		
c Did a disqualified person (as defined on line 9a) have an ownership interest in, or derive any personal benefit from, assets in which the supporting organization also had an interest? <i>If "Yes," provide detail in Part VI.</i>		
10a Was the organization subject to the excess business holdings rules of section 4943 because of section 4943(f) (regarding certain Type II supporting organizations, and all Type III non-functionally integrated supporting organizations)? <i>If "Yes," answer line 10b below.</i>		
b Did the organization have any excess business holdings in the tax year? <i>(Use Schedule C, Form 4720, to determine whether the organization had excess business holdings.)</i>		

Part IV Supporting Organizations (continued)

	Yes	No
11 Has the organization accepted a gift or contribution from any of the following persons?		
a A person who directly or indirectly controls, either alone or together with persons described on lines 11b and 11c below, the governing body of a supported organization?		
b A family member of a person described on line 11a above?		
c A 35% controlled entity of a person described on line 11a or 11b above? <i>If "Yes" to line 11a, 11b, or 11c, provide detail in Part VI.</i>		
11a		
11b		
11c		

Section B. Type I Supporting Organizations

	Yes	No
1 Did the governing body, members of the governing body, officers acting in their official capacity, or membership of one or more supported organizations have the power to regularly appoint or elect at least a majority of the organization's officers, directors, or trustees at all times during the tax year? <i>If "No," describe in Part VI how the supported organization(s) effectively operated, supervised, or controlled the organization's activities. If the organization had more than one supported organization, describe how the powers to appoint and/or remove officers, directors, or trustees were allocated among the supported organizations and what conditions or restrictions, if any, applied to such powers during the tax year.</i>		
2 Did the organization operate for the benefit of any supported organization other than the supported organization(s) that operated, supervised, or controlled the supporting organization? <i>If "Yes," explain in Part VI how providing such benefit carried out the purposes of the supported organization(s) that operated, supervised, or controlled the supporting organization.</i>		
1		
2		

Section C. Type II Supporting Organizations

	Yes	No
1 Were a majority of the organization's directors or trustees during the tax year also a majority of the directors or trustees of each of the organization's supported organization(s)? <i>If "No," describe in Part VI how control or management of the supporting organization was vested in the same persons that controlled or managed the supported organization(s).</i>		
1		

Section D. All Type III Supporting Organizations

	Yes	No
1 Did the organization provide to each of its supported organizations, by the last day of the fifth month of the organization's tax year, (i) a written notice describing the type and amount of support provided during the prior tax year, (ii) a copy of the Form 990 that was most recently filed as of the date of notification, and (iii) copies of the organization's governing documents in effect on the date of notification, to the extent not previously provided?		
2 Were any of the organization's officers, directors, or trustees either (i) appointed or elected by the supported organization(s) or (ii) serving on the governing body of a supported organization? <i>If "No," explain in Part VI how the organization maintained a close and continuous working relationship with the supported organization(s).</i>		
3 By reason of the relationship described on line 2, above, did the organization's supported organizations have a significant voice in the organization's investment policies and in directing the use of the organization's income or assets at all times during the tax year? <i>If "Yes," describe in Part VI the role the organization's supported organizations played in this regard.</i>		
1		
2		
3		

Section E. Type III Functionally Integrated Supporting Organizations

1 Check the box next to the method that the organization used to satisfy the Integral Part Test during the year (see instructions).			
a <input type="checkbox"/> The organization satisfied the Activities Test. Complete line 2 below.			
b <input type="checkbox"/> The organization is the parent of each of its supported organizations. Complete line 3 below.			
c <input type="checkbox"/> The organization supported a governmental entity. Describe in Part VI how you supported a governmental entity (see instructions).			
2 Activities Test. Answer lines 2a and 2b below.			
a Did substantially all of the organization's activities during the tax year directly further the exempt purposes of the supported organization(s) to which the organization was responsive? <i>If "Yes," then in Part VI identify those supported organizations and explain how these activities directly furthered their exempt purposes, how the organization was responsive to those supported organizations, and how the organization determined that these activities constituted substantially all of its activities.</i>			
b Did the activities described on line 2a, above, constitute activities that, but for the organization's involvement, one or more of the organization's supported organization(s) would have been engaged in? <i>If "Yes," explain in Part VI the reasons for the organization's position that its supported organization(s) would have engaged in these activities but for the organization's involvement.</i>			
3 Parent of Supported Organizations. Answer lines 3a and 3b below.			
a Did the organization have the power to regularly appoint or elect a majority of the officers, directors, or trustees of each of the supported organizations? <i>If "Yes" or "No" provide details in Part VI.</i>			
b Did the organization exercise a substantial degree of direction over the policies, programs, and activities of each of its supported organizations? <i>If "Yes," describe in Part VI the role played by the organization in this regard.</i>			
2a			
2b			
3a			
3b			

Part V Type III Non-Functionally Integrated 509(a)(3) Supporting Organizations

1 Check here if the organization satisfied the Integral Part Test as a qualifying trust on Nov. 20, 1970 (*explain in Part VI*). **See instructions.**
 All other Type III non-functionally integrated supporting organizations must complete Sections A through E.

Section A - Adjusted Net Income		(A) Prior Year	(B) Current Year (optional)
1	Net short-term capital gain	1	
2	Recoveries of prior-year distributions	2	
3	Other gross income (see instructions)	3	
4	Add lines 1 through 3.	4	
5	Depreciation and depletion	5	
6	Portion of operating expenses paid or incurred for production or collection of gross income or for management, conservation, or maintenance of property held for production of income (see instructions)	6	
7	Other expenses (see instructions)	7	
8	Adjusted Net Income (subtract lines 5, 6, and 7 from line 4)	8	

Section B - Minimum Asset Amount		(A) Prior Year	(B) Current Year (optional)
1	Aggregate fair market value of all non-exempt-use assets (see instructions for short tax year or assets held for part of year):		
a	Average monthly value of securities	1a	
b	Average monthly cash balances	1b	
c	Fair market value of other non-exempt-use assets	1c	
d	Total (add lines 1a, 1b, and 1c)	1d	
e	Discount claimed for blockage or other factors (<i>explain in detail in Part VI</i>):		
2	Acquisition indebtedness applicable to non-exempt-use assets	2	
3	Subtract line 2 from line 1d.	3	
4	Cash deemed held for exempt use. Enter 0.015 of line 3 (for greater amount, see instructions).	4	
5	Net value of non-exempt-use assets (subtract line 4 from line 3)	5	
6	Multiply line 5 by 0.035.	6	
7	Recoveries of prior-year distributions	7	
8	Minimum Asset Amount (add line 7 to line 6)	8	

Section C - Distributable Amount			Current Year
1	Adjusted net income for prior year (from Section A, line 8, column A)	1	
2	Enter 0.85 of line 1.	2	
3	Minimum asset amount for prior year (from Section B, line 8, column A)	3	
4	Enter greater of line 2 or line 3.	4	
5	Income tax imposed in prior year	5	
6	Distributable Amount. Subtract line 5 from line 4, unless subject to emergency temporary reduction (see instructions).	6	
7	<input type="checkbox"/> Check here if the current year is the organization's first as a non-functionally integrated Type III supporting organization (see instructions).		

Schedule A (Form 990) 2022

Part V Type III Non-Functionally Integrated 509(a)(3) Supporting Organizations (continued)

Section D - Distributions		Current Year
1	Amounts paid to supported organizations to accomplish exempt purposes	1
2	Amounts paid to perform activity that directly furthers exempt purposes of supported organizations, in excess of income from activity	2
3	Administrative expenses paid to accomplish exempt purposes of supported organizations	3
4	Amounts paid to acquire exempt-use assets	4
5	Qualified set-aside amounts (prior IRS approval required - <i>provide details in Part VI</i>)	5
6	Other distributions (<i>describe in Part VI</i>). See instructions.	6
7	Total annual distributions. Add lines 1 through 6.	7
8	Distributions to attentive supported organizations to which the organization is responsive (<i>provide details in Part VI</i>). See instructions.	8
9	Distributable amount for 2022 from Section C, line 6	9
10	Line 8 amount divided by line 9 amount	10

Section E - Distribution Allocations (see instructions)	(i) Excess Distributions	(ii) Underdistributions Pre-2022	(iii) Distributable Amount for 2022
1 Distributable amount for 2022 from Section C, line 6			
2 Underdistributions, if any, for years prior to 2022 (reasonable cause required - <i>explain in Part VI</i>). See instructions.			
3 Excess distributions carryover, if any, to 2022			
a From 2017			
b From 2018			
c From 2019			
d From 2020			
e From 2021			
f Total of lines 3a through 3e			
g Applied to underdistributions of prior years			
h Applied to 2022 distributable amount			
i Carryover from 2017 not applied (see instructions)			
j Remainder. Subtract lines 3g, 3h, and 3i from line 3f.			
4 Distributions for 2022 from Section D, line 7: \$			
a Applied to underdistributions of prior years			
b Applied to 2022 distributable amount			
c Remainder. Subtract lines 4a and 4b from line 4.			
5 Remaining underdistributions for years prior to 2022, if any. Subtract lines 3g and 4a from line 2. For result greater than zero, <i>explain in Part VI</i> . See instructions.			
6 Remaining underdistributions for 2022. Subtract lines 3h and 4b from line 1. For result greater than zero, <i>explain in Part VI</i> . See instructions.			
7 Excess distributions carryover to 2023. Add lines 3j and 4c.			
8 Breakdown of line 7:			
a Excess from 2018			
b Excess from 2019			
c Excess from 2020			
d Excess from 2021			
e Excess from 2022			

Schedule A (Form 990) 2022

Part VI

Supplemental Information. Provide the explanations required by Part II, line 10; Part II, line 17a or 17b; Part III, line 12; Part IV, Section A, lines 1, 2, 3b, 3c, 4b, 4c, 5a, 6, 9a, 9b, 9c, 11a, 11b, and 11c; Part IV, Section B, lines 1 and 2; Part IV, Section C, line 1; Part IV, Section D, lines 2 and 3; Part IV, Section E, lines 1c, 2a, 2b, 3a, and 3b; Part V, line 1; Part V, Section B, line 1e; Part V, Section D, lines 5, 6, and 8; and Part V, Section E, lines 2, 5, and 6. Also complete this part for any additional information. (See instructions.)

Multiple horizontal lines for supplemental information.

SCHEDULE C
(Form 990)

Political Campaign and Lobbying Activities

OMB No. 1545-0047

2022

Open to Public Inspection

Department of the Treasury
Internal Revenue Service

For Organizations Exempt From Income Tax Under section 501(c) and section 527
Complete if the organization is described below. Attach to Form 990 or Form 990-EZ.
Go to www.irs.gov/Form990 for instructions and the latest information.

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

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

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

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

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

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

Name of organization MUSEUM ASSOCIATES	Employer identification number 95-2264067
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Part I-A Complete if the organization is exempt under section 501(c) or is a section 527 organization.

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

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

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

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

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

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

For Paperwork Reduction Act Notice, see the Instructions for Form 990 or 990-EZ. Schedule C (Form 990) 2022

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

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

Limits on Lobbying Expenditures (The term "expenditures" means amounts paid or incurred.)		(a) Filing organization's totals	(b) Affiliated group totals												
1a	Total lobbying expenditures to influence public opinion (grassroots lobbying)														
b	Total lobbying expenditures to influence a legislative body (direct lobbying)														
c	Total lobbying expenditures (add lines 1a and 1b)														
d	Other exempt purpose expenditures	102,095,892.													
e	Total exempt purpose expenditures (add lines 1c and 1d)	102,095,892.													
f	Lobbying nontaxable amount. Enter the amount from the following table in both columns.	1,000,000.													
<table border="1" style="width: 100%;"> <thead> <tr> <th style="width: 50%;">If the amount on line 1e, column (a) or (b) is:</th> <th style="width: 50%;">The lobbying nontaxable amount is:</th> </tr> </thead> <tbody> <tr> <td>Not over \$500,000</td> <td>20% of the amount on line 1e.</td> </tr> <tr> <td>Over \$500,000 but not over \$1,000,000</td> <td>\$100,000 plus 15% of the excess over \$500,000.</td> </tr> <tr> <td>Over \$1,000,000 but not over \$1,500,000</td> <td>\$175,000 plus 10% of the excess over \$1,000,000.</td> </tr> <tr> <td>Over \$1,500,000 but not over \$17,000,000</td> <td>\$225,000 plus 5% of the excess over \$1,500,000.</td> </tr> <tr> <td>Over \$17,000,000</td> <td>\$1,000,000.</td> </tr> </tbody> </table>		If the amount on line 1e, column (a) or (b) is:	The lobbying nontaxable amount is:	Not over \$500,000	20% of the amount on line 1e.	Over \$500,000 but not over \$1,000,000	\$100,000 plus 15% of the excess over \$500,000.	Over \$1,000,000 but not over \$1,500,000	\$175,000 plus 10% of the excess over \$1,000,000.	Over \$1,500,000 but not over \$17,000,000	\$225,000 plus 5% of the excess over \$1,500,000.	Over \$17,000,000	\$1,000,000.		
If the amount on line 1e, column (a) or (b) is:	The lobbying nontaxable amount is:														
Not over \$500,000	20% of the amount on line 1e.														
Over \$500,000 but not over \$1,000,000	\$100,000 plus 15% of the excess over \$500,000.														
Over \$1,000,000 but not over \$1,500,000	\$175,000 plus 10% of the excess over \$1,000,000.														
Over \$1,500,000 but not over \$17,000,000	\$225,000 plus 5% of the excess over \$1,500,000.														
Over \$17,000,000	\$1,000,000.														
g	Grassroots nontaxable amount (enter 25% of line 1f)	250,000.													
h	Subtract line 1g from line 1a. If zero or less, enter -0-	0.													
i	Subtract line 1f from line 1c. If zero or less, enter -0-	0.													
j	If there is an amount other than zero on either line 1h or line 1i, did the organization file Form 4720 reporting section 4911 tax for this year?	<input type="checkbox"/> Yes <input type="checkbox"/> No													

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

Lobbying Expenditures During 4-Year Averaging Period					
Calendar year (or fiscal year beginning in)	(a) 2019	(b) 2020	(c) 2021	(d) 2022	(e) Total
2a Lobbying nontaxable amount	1,000,000.	1,000,000.	1,000,000.	1,000,000.	4,000,000.
b Lobbying ceiling amount (150% of line 2a, column(e))					6,000,000.
c Total lobbying expenditures	11,837.	39,179.	3,072.		54,088.
d Grassroots nontaxable amount	250,000.	250,000.	250,000.	250,000.	1,000,000.
e Grassroots ceiling amount (150% of line 2d, column (e))					1,500,000.
f Grassroots lobbying expenditures					

Schedule C (Form 990) 2022

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

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

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

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

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

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

Part IV Supplemental Information

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

SCHEDULE D
(Form 990)

Department of the Treasury
Internal Revenue Service

Supplemental Financial Statements

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

Go to www.irs.gov/Form990 for instructions and the latest information.

OMB No. 1545-0047

2022

Open to Public
Inspection

Name of the organization **MUSEUM ASSOCIATES** Employer identification number **95-2264067**

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

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

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

1 Purpose(s) of conservation easements held by the organization (check all that apply).
 Preservation of land for public use (for example, recreation or education) Preservation of a historically important land area
 Protection of natural habitat Preservation of a certified historic structure
 Preservation of open space

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

	Held at the End of the Tax Year
a Total number of conservation easements	2a
b Total acreage restricted by conservation easements	2b
c Number of conservation easements on a certified historic structure included in (a)	2c
d Number of conservation easements included in (c) acquired after July 25, 2006, and not on a historic structure listed in the National Register	2d

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

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

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

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

7 Amount of expenses incurred in monitoring, inspecting, handling of violations, and enforcing conservation easements during the year _____

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

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

Part III Organizations Maintaining Collections of Art, Historical Treasures, or Other Similar Assets. Complete if the organization answered "Yes" on Form 990, Part IV, line 8.

1a If the organization elected, as permitted under FASB 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 FASB 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) Revenue included on 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 FASB ASC 958 relating to these items:

a Revenue included on Form 990, Part VIII, line 1 \$ 43,800.

b Assets included in Form 990, Part X \$ _____

LHA For Paperwork Reduction Act Notice, see the Instructions for Form 990. Schedule D (Form 990) 2022

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 make 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 program
 - e Other PUBLIC EDUCATION
- 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" on 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, for escrow or custodial account liability? Yes No
- b If "Yes," explain the arrangement in Part XIII. Check here if the explanation has been provided on Part XIII

Part V Endowment Funds. Complete if the organization answered "Yes" on 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	158,792,895.	175,671,461.	134,933,568.	136,803,911.	138,747,882.
b Contributions	415,215.	1,171,053.	545,054.	485,583.	490,065.
c Net investment earnings, gains, and losses	9,341,972.	-8,930,379.	47,396,179.	5,535,050.	4,331,945.
d Grants or scholarships					
e Other expenditures for facilities and programs	8,055,506.	9,119,240.	7,203,340.	7,890,976.	6,765,981.
f Administrative expenses					
g End of year balance	160,494,576.	158,792,895.	175,671,461.	134,933,568.	136,803,911.

- 2 Provide the estimated percentage of the current year end balance (line 1g, column (a)) held as:
- a Board designated or quasi-endowment 50.8000 %
 - b Permanent endowment 17.6000 %
 - c Term endowment 31.6000 %
- The percentages on 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" on line 3a(ii), are the related organizations listed as required on Schedule R? <input type="checkbox"/> | 3b | |
- 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" on 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		32,177,991.		32,177,991.
b Buildings		302,088,709.	110,541,938.	191,546,771.
c Leasehold improvements		11,814,615.	2,822,380.	8,992,235.
d Equipment		13,005,909.	11,653,395.	1,352,514.
e Other		470,935,923.		470,935,923.
Total. Add lines 1a through 1e. (Column (d) must equal Form 990, Part X, column (B), line 10c.)				705,005,434.

Part VII Investments - Other Securities.

Complete if the organization answered "Yes" on 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		
(A) ABSOLUTE RETURN INVESTMENTS	88,113,217.	END-OF-YEAR MARKET VALUE
(B) OTHER PARTNERSHIPS AND OTHER FUNDS	155,925,335.	END-OF-YEAR MARKET VALUE
(C)		
(D)		
(E)		
(F)		
(G)		
(H)		
Total. (Col. (b) must equal Form 990, Part X, col. (B) line 12.)	244,038,552.	

Part VIII Investments - Program Related.

Complete if the organization answered "Yes" on 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. (Col. (b) must equal Form 990, Part X, col. (B) line 13.)		

Part IX Other Assets.

Complete if the organization answered "Yes" on 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" on 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) RIGHT-OF-USE LEASE LIABILITIES	52,803,670.
(3) INTEREST RATE SWAPS	26,897,941.
(4) SPLIT-INTEREST AGREEMENT LIABILITIES	438,236.
(5)	
(6)	
(7)	
(8)	
(9)	
Total. (Column (b) must equal Form 990, Part X, col. (B) line 25.)	80,139,847.

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 FASB 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" on Form 990, Part IV, line 12a.

1	Total revenue, gains, and other support per audited financial statements		1	230,965,326.
2	Amounts included on line 1 but not on Form 990, Part VIII, line 12:			
a	Net unrealized gains (losses) on investments	2a	21,112,913.	
b	Donated services and use of facilities	2b		
c	Recoveries of prior year grants	2c		
d	Other (Describe in Part XIII.)	2d	15,456,645.	
e	Add lines 2a through 2d		2e	36,569,558.
3	Subtract line 2e from line 1		3	194,395,768.
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	85,731.	
c	Add lines 4a and 4b		4c	85,731.
5	Total revenue. Add lines 3 and 4c . (This must equal Form 990, Part I, line 12.)		5	194,481,499.

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

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

1	Total expenses and losses per audited financial statements		1	94,156,957.
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	44,292.	
e	Add lines 2a through 2d		2e	44,292.
3	Subtract line 2e from line 1		3	94,112,665.
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	7,983,228.	
c	Add lines 4a and 4b		4c	7,983,228.
5	Total expenses. Add lines 3 and 4c . (This must equal Form 990, Part I, line 18.)		5	102,095,893.

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.

PART III, LINE 1A:

IN CONFORMITY WITH THE PRACTICE FOLLOWED BY MANY MUSEUMS, ART OBJECTS

PURCHASED BY OR DONATED TO THE MUSEUM ARE NOT CAPITALIZED IN THE STATEMENT

OF FINANCIAL POSITION. THE MUSEUM'S ART COLLECTION IS MADE UP OF ART

OBJECTS THAT ARE HELD FOR EXHIBITION AND VARIOUS OTHER PROGRAM ACTIVITIES.

EACH OF THE ITEMS IS CATALOGUED, PRESERVED AND CARED FOR, AND ACTIVITIES

VERIFYING THEIR EXISTENCE AND ASSESSING THEIR CONDITION ARE PERFORMED

CONTINUOUSLY. PURCHASED COLLECTION ITEMS ARE RECORDED AS DECREASES IN

UNRESTRICTED NET ASSETS IN THE YEAR IN WHICH THE ITEMS ARE ACQUIRED.

CONTRIBUTED COLLECTION ITEMS ARE EXCLUDED FROM THE FINANCIAL STATEMENTS.

PART III, LINE 4:

Part XIII Supplemental Information (continued)

THE LOS ANGELES COUNTY MUSEUM OF ART (THE "MUSEUM") IS THE PREMIER
 ENCYCLOPEDIA ART MUSEUM IN THE WESTERN UNITED STATES. THE MUSEUM'S
 COLLECTION OF NEARLY 152,000 ARTWORKS FROM AROUND THE WORLD SPANS THE
 HISTORY OF ART, FROM ANCIENT TO CONTEMPORARY TIMES, INCLUDING ESPECIALLY
 STRONG COLLECTIONS OF ASIAN, LATIN AMERICAN, EUROPEAN, AND AMERICAN ART.
 THROUGH ITS VARIED COLLECTIONS, THE MUSEUM IS BOTH A RESOURCE TO AND A
 REFLECTION OF THE MANY CULTURAL COMMUNITIES AND HERITAGES IN SOUTHERN
 CALIFORNIA AND THROUGHOUT THE WORLD.

PART V, LINE 4:

THE EARNINGS OF THE MUSEUM'S ENDOWMENT FUNDS SUPPORT EDUCATION AND ART
 PROGRAMS, AND THE MISSION OF THE MUSEUM.

PART X, LINE 2:

THE MUSEUM IS A CALIFORNIA NONPROFIT CORPORATION AND IS EXEMPT FROM
 TAXATION UNDER SECTION 501(C)(3) OF THE INTERNAL REVENUE CODE (IRC) AND IS
 ALSO EXEMPT FROM STATE FRANCHISE TAXES.

IN ACCORDANCE WITH ACCOUNTING STANDARDS CODIFICATION TOPIC NO. 740,
 UNCERTAINTY IN INCOME TAXES, THE MUSEUM RECOGNIZES THE IMPACT OF TAX
 POSITIONS IN THE FINANCIAL STATEMENTS IF THAT POSITION IS MORE LIKELY THAN
 NOT TO BE SUSTAINED ON AUDIT BASED ON THE TECHNICAL MERITS OF THE
 POSITION.

DURING THE YEAR ENDED JUNE 30, 2023 THE MUSEUM PERFORMED AN EVALUATION OF
 UNCERTAIN TAX POSITIONS AND DID NOT NOTE ANY MATTERS THAT WOULD REQUIRE
 RECOGNITION IN THE FINANCIAL STATEMENTS OR WHICH MAY HAVE AN EFFECT ON ITS
 TAX-EXEMPT STATUS AND TO DATE HAS NOT RECORDED ANY UNCERTAIN TAX

Part XIII Supplemental Information (continued)

POSITIONS.

PART XI, LINE 2D - OTHER ADJUSTMENTS:

COGS	1,008,180.
INVESTMENT MANAGEMENT FEES	-963,888.
UNREALIZED GAINS (LOSSES) - ON INTEREST RATE SWAP	15,412,156.
CHANGE IN VALUE OF CRT	197.
TOTAL TO SCHEDULE D, PART XI, LINE 2D	15,456,645.

PART XI, LINE 4B - OTHER ADJUSTMENTS:

COLLECTION ITEMS SOLD	123,749.
GIFT ANNUITY RESERVE CHANGE	-38,018.
TOTAL TO SCHEDULE D, PART XI, LINE 4B	85,731.

PART XII, LINE 2D - OTHER ADJUSTMENTS:

COGS	1,008,180.
INVESTMENT MANAGEMENT FEES	-963,888.
TOTAL TO SCHEDULE D, PART XII, LINE 2D	44,292.

PART XII, LINE 4B - OTHER ADJUSTMENTS:

COLLECTION ITEMS PURCHASED	8,021,246.
GIFT ANNUITY RESERVE CHANGE	-38,018.
TOTAL TO SCHEDULE D, PART XII, LINE 4B	7,983,228.

**SCHEDULE F
(Form 990)**

Department of the Treasury
Internal Revenue Service

Statement of Activities Outside the United States

Complete if the organization answered "Yes" on Form 990, Part IV, line 14b, 15, or 16.

Attach to Form 990.

Go to www.irs.gov/Form990 for instructions and the latest information.

OMB No. 1545-0047

2022

Open to Public
Inspection

Name of the organization MUSEUM ASSOCIATES	Employer identification number 95-2264067
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Part I General Information on Activities Outside the United States. Complete if the organization answered "Yes" on Form 990, Part IV, line 14b.

- 1 **For grantmakers.** Does the organization maintain records to substantiate the amount of its grants and other assistance, the grantees' eligibility for the grants or assistance, and the selection criteria used to award the grants or assistance? Yes No
- 2 **For grantmakers.** Describe in Part V the organization's procedures for monitoring the use of its grants and other assistance outside the United States.
- 3 **Activities per Region.** (The following Part I, line 3 table can be duplicated if additional space is needed.)

(a) Region	(b) Number of offices in the region	(c) Number of employees, agents, and independent contractors in the region	(d) Activities conducted in the region (by type) (such as, fundraising, program services, investments, grants to recipients located in the region)	(e) If activity listed in (d) is a program service, describe specific type of service(s) in the region	(f) Total expenditures for and investments in the region
EAST ASIA AND THE PACIFIC			TRAVELING EXHIBITIONS		0.
EUROPE			TRAVELING EXHIBITIONS		0.
3 a Subtotal	0	0			0.
b Total from continuation sheets to Part I	0	0			0.
c Totals (add lines 3a and 3b)	0	0			0.

Part IV Foreign Forms

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

- 2 Did the organization have an interest in a foreign trust during the tax year? *If "Yes," the organization may be required to separately file Form 3520, Annual Return To Report Transactions With Foreign Trusts and Receipt of Certain Foreign Gifts, and/or Form 3520-A, Annual Information Return of Foreign Trust With a U.S. Owner (see Instructions for Forms 3520 and 3520-A; don't file with Form 990)* Yes No

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

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

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

- 6 Did the organization have any operations in or related to any boycotting countries during the tax year? *If "Yes," the organization may be required to separately file Form 5713, International Boycott Report (see Instructions for Form 5713; don't file with Form 990)* Yes No

Schedule F (Form 990) 2022

Part V Supplemental Information

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

PART I, LINE 2:

THE TRAVELING EXHIBIT EXPENSES WERE REIMBURSED BY THE VARIOUS MUSEUMS

THAT WERE TOURED IN. THEREFORE, WE DO NOT INCLUDE ANY AMOUNT IN THE

EXPENSE COLUMN OF THIS SCHEDULE.

**SCHEDULE G
(Form 990)**

Supplemental Information Regarding Fundraising or Gaming Activities

OMB No. 1545-0047

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

2022

Department of the Treasury
Internal Revenue Service

Attach to Form 990 or Form 990-EZ.

Open to Public Inspection

Go to www.irs.gov/Form990 for instructions and the latest information.

Name of the organization MUSEUM ASSOCIATES	Employer identification number 95-2264067
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Part I Fundraising Activities. Complete if the organization answered "Yes" on Form 990, Part IV, line 17. Form 990-EZ filers are not required to complete this part.

- 1 Indicate whether the organization raised funds through any of the following activities. Check all that apply.
- | | |
|--|---|
| a <input checked="" type="checkbox"/> Mail solicitations | e <input checked="" type="checkbox"/> Solicitation of non-government grants |
| b <input checked="" type="checkbox"/> Internet and email solicitations | f <input checked="" type="checkbox"/> Solicitation of government grants |
| c <input checked="" type="checkbox"/> Phone solicitations | g <input checked="" type="checkbox"/> Special fundraising events |
| d <input checked="" type="checkbox"/> In-person solicitations | |
- 2 a Did the organization have a written or oral agreement with any individual (including officers, directors, trustees, or key employees listed in Form 990, Part VII) or entity in connection with professional fundraising services? Yes No
- b If "Yes," list the 10 highest paid individuals or entities (fundraisers) pursuant to agreements under which the fundraiser is to be compensated at least \$5,000 by the organization.

(i) Name and address of individual or entity (fundraiser)	(ii) Activity	(iii) Did fundraiser have custody or control of contributions?		(iv) Gross receipts from activity	(v) Amount paid to (or retained by) fundraiser listed in col. (i)	(vi) Amount paid to (or retained by) organization
		Yes	No			
THE LUKENS COMPANY - 2800 SHIRLINGTON ROAD, 9TH FLOOR,	ANNUAL FUND CONSULTATION, COPYWRITING, AND		X	893,211.	33,600.	859,611.
Total				893,211.	33,600.	859,611.

- 3 List all states in which the organization is registered or licensed to solicit contributions or has been notified it is exempt from registration or licensing.

AL, AR, CA, FL, GA, HI, IL, KS, KY, MA, MD, MI, MN, MS, NC, ND, NH, NJ, NM, NY, OR, PA, RI, SC, TN
UT, VA, WV, WI

Part II Fundraising Events. Complete if the organization answered "Yes" on Form 990, Part IV, line 18, or reported more than \$15,000 of fundraising event contributions and gross income on Form 990-EZ, lines 1 and 6b. List events with gross receipts greater than \$5,000.

		(a) Event #1	(b) Event #2	(c) Other events	(d) Total events (add col. (a) through col. (c))
		ART & FILM GALA (event type)	COLLECTOR ' S COMMITTEE (event type)	1 (total number)	
Revenue	1 Gross receipts	5,239,949.	2,973,755.	774.	8,214,478.
	2 Less: Contributions	2,072,468.	2,367,905.	774.	4,441,147.
	3 Gross income (line 1 minus line 2)	3,167,481.	605,850.		3,773,331.
Direct Expenses	4 Cash prizes				
	5 Noncash prizes				
	6 Rent/facility costs				
	7 Food and beverages				
	8 Entertainment				
	9 Other direct expenses	3,167,481.	605,850.		3,773,331.
	10 Direct expense summary. Add lines 4 through 9 in column (d)				3,773,331.
11 Net income summary. Subtract line 10 from line 3, column (d)				0.	

Part III Gaming. Complete if the organization answered "Yes" on Form 990, Part IV, line 19, or reported more than \$15,000 on Form 990-EZ, line 6a.

		(a) Bingo	(b) Pull tabs/instant bingo/progressive bingo	(c) Other gaming	(d) Total gaming (add col. (a) through col. (c))
		1 Gross revenue			
Direct Expenses	2 Cash prizes				
	3 Noncash prizes				
	4 Rent/facility costs				
	5 Other direct expenses				
	6 Volunteer labor	<input type="checkbox"/> Yes _____ % <input type="checkbox"/> No	<input type="checkbox"/> Yes _____ % <input type="checkbox"/> No	<input type="checkbox"/> Yes _____ % <input type="checkbox"/> No	
7 Direct expense summary. Add lines 2 through 5 in column (d)					
8 Net gaming income summary. Subtract line 7 from line 1, column (d)					

9 Enter the state(s) in which the organization conducts gaming activities: _____

a Is the organization licensed to conduct gaming activities in each of these states? Yes No

b If "No," explain: _____

10a Were any of the organization's gaming licenses revoked, suspended, or terminated during the tax year? Yes No

b If "Yes," explain: _____

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

a The organization's facility	13a	%
b An outside facility	13b	%
- 14 Enter the name and address of the person who prepares the organization's gaming/special events books and records:

Name _____

Address _____

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

Name _____

Address _____

16 Gaming manager information:

Name _____

Gaming manager compensation \$ _____

Description of services provided _____

Director/officer
Employee
Independent contractor

17 Mandatory distributions:

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

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

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

(I) NAME OF FUNDRAISER: THE LUKENS COMPANY

(I) ADDRESS OF FUNDRAISER:

2800 SHIRLINGTON ROAD, 9TH FLOOR, ARLINGTON, VA 22206

(II) ACTIVITY: ANNUAL FUND CONSULTATION, COPYWRITING & PROD. MGMT SERVICES

**SCHEDULE I
(Form 990)**

Department of the Treasury
Internal Revenue Service

**Grants and Other Assistance to Organizations,
Governments, and Individuals in the United States**
Complete if the organization answered "Yes" on Form 990, Part IV, line 21 or 22.
Attach to Form 990.
Go to www.irs.gov/Form990 for the latest information.

OMB No. 1545-0047

2022

**Open to Public
Inspection**

Name of the organization **MUSEUM ASSOCIATES** Employer identification number **95-2264067**

Part I General Information on Grants and Assistance

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

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

1 (a) Name and address of organization or government	(b) EIN	(c) IRC section (if applicable)	(d) Amount of cash grant	(e) Amount of noncash assistance	(f) Method of valuation (book, FMV, appraisal, other)	(g) Description of noncash assistance	(h) Purpose of grant or assistance
TRIPLE AUGHT FOUNDATION HC 61 BOX 33 HIKO, NV 89017	88-0400144	501(C)(3)	0.	390,444.	CASH GRANTS	N/A	CURATORIAL
SKYSTONE FOUNDATION PO BOX 220 FLAGSTAFF, AZ 86002	94-2842873	501(C)(3)	0.	10,000.	CASH GRANTS	N/A	CURATORIAL
IYOIYO LLC 1225 CYPRESS AVE STE 3 #V270 LOS ANGELES, CA 90065	82-0903372		0.	10,000.	CASH GRANTS	N/A	CURATORIAL
PACIFIC TRADITIONS SOCIETY PO BOX 189 ANAHOLA, HI 96703-0189	94-3099578	501(C)(3)	0.	8,000.	CASH GRANTS	N/A	CURATORIAL

2 Enter total number of section 501(c)(3) and government organizations listed in the line 1 table 3.

3 Enter total number of other organizations listed in the line 1 table 1.

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

Schedule I (Form 990) 2022

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

(a) Type of grant or assistance	(b) Number of recipients	(c) Amount of cash grant	(d) Amount of non-cash assistance	(e) Method of valuation (book, FMV, appraisal, other)	(f) Description of noncash assistance
CURATORIAL	15	146,600.	0.	CASH	N/A
EDUCATIONAL	19	20,850.	0.	CASH	N/A

Part IV Supplemental Information. Provide the information required in Part I, line 2; Part III, column (b); and any other additional information.

PART I, LINE 2:

THE MUSEUM MONITORS THE USE OF GRANT FUNDS ON A CASE-BY-CASE BASIS BUT DOES NOT HAVE OFFICIAL PROCEDURES FOR SUCH MONITORING. GRANT MAKING IS NOT A PRIORITY OF THE MUSEUM. GRANTS ARE MADE ON A CASE-BY-CASE BASIS AND ONLY IF THEY SUPPORT LACMA'S MISSION.

**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" on Form 990, Part IV, line 23.
Attach to Form 990.
Go to www.irs.gov/Form990 for instructions and the latest information.

OMB No. 1545-0047

2022

Open to Public
Inspection

Name of the organization

MUSEUM ASSOCIATES

Employer identification number

95-2264067

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 on Form 990, Part VII, Section A, line 1a. Complete Part III to provide any relevant information regarding these items.

- | | |
|--|---|
| <input checked="" type="checkbox"/> First-class or charter travel | <input checked="" type="checkbox"/> Housing allowance or residence for personal use |
| <input type="checkbox"/> Travel for companions | <input type="checkbox"/> Payments for business use of personal residence |
| <input type="checkbox"/> Tax indemnification and gross-up payments | <input type="checkbox"/> Health or social club dues or initiation fees |
| <input type="checkbox"/> Discretionary spending account | <input type="checkbox"/> Personal services (such as 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 on line 1a?

3 Indicate which, if any, of the following the 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 checked="" type="checkbox"/> Compensation committee | <input checked="" type="checkbox"/> Written employment contract |
| <input checked="" type="checkbox"/> Independent compensation consultant | <input checked="" type="checkbox"/> Compensation survey or study |
| <input checked="" type="checkbox"/> Form 990 of other organizations | <input checked="" type="checkbox"/> Approval by the board or compensation committee |

4 During the year, did any person listed on 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), 501(c)(4), and 501(c)(29) organizations must complete lines 5-9.

5 For persons listed on 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" on line 5a or 5b, describe in Part III.

6 For persons listed on 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" on line 6a or 6b, describe in Part III.

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

8 Were any amounts reported on 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" on line 8, did the organization also follow the rebuttable presumption procedure described in Regulations section 53.4958-6(c)?

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

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

Schedule J (Form 990) 2022

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 on 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 aren't 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 and/or 1099-NEC compensation			(C) Retirement and other deferred compensation	(D) Nontaxable benefits	(E) Total of columns (B)(i)-(D)	(F) Compensation in column (B) reported as deferred on prior Form 990
		(i) Base compensation	(ii) Bonus & incentive compensation	(iii) Other reportable compensation				
(1) MICHAEL GOVAN CEO AND WALLIS ANNENBERG DIRECTOR	(i)	1,050,034.	1,245,833.	200,371.	44,051.	0.	2,540,289.	800,000.
	(ii)	253,427.	0.	6,708.	0.	231,908.	492,043.	0.
(2) DIANA VESGA CHIEF OPERATING OFFICER	(i)	699,325.	0.	0.	39,518.	40,981.	779,824.	0.
	(ii)	0.	0.	0.	0.	0.	0.	0.
(3) ANN ROWLAND CHIEF FINANCIAL OFFICER	(i)	80,641.	0.	0.	15,764.	0.	96,405.	0.
	(ii)	225,647.	0.	0.	0.	190,158.	415,805.	0.
(4) JEFFREY BLAIR GENERAL COUNSEL & ASSISTANT SECRETAR	(i)	364,000.	0.	0.	39,518.	14,775.	418,293.	0.
	(ii)	0.	0.	0.	0.	0.	0.	0.
(5) NANCY THOMAS SR. DEPUTY DIRECTORART ADMIN AND COL	(i)	127,374.	0.	0.	24,187.	0.	151,561.	0.
	(ii)	151,037.	0.	0.	0.	113,841.	264,878.	0.
(6) LORI JO HARTMAN VP, FACILITIES AND SECURITY OPERATIO	(i)	299,242.	0.	0.	59,082.	14,579.	372,903.	0.
	(ii)	0.	0.	0.	0.	0.	0.	0.
(7) DIANA MAGALONI-KERPEL DEPUTY DIRECTOR, PROGRAM DIRECTOR &	(i)	264,196.	0.	0.	52,724.	32,777.	349,697.	0.
	(ii)	0.	0.	0.	0.	0.	0.	0.
(8) ZOE KAHR DEPUTY DIRECTOR FOR EXHIBITIONS & PL	(i)	316,081.	0.	500.	29,899.	1,020.	347,500.	0.
	(ii)	0.	0.	0.	0.	0.	0.	0.
(9) STEPHANIE BARRON SENIOR CURATOR & DEPT. HEAD	(i)	85,383.	0.	0.	17,161.	0.	102,544.	0.
	(ii)	130,785.	0.	0.	0.	109,894.	240,679.	0.
(10) MARK MITCHELL BUDGET AND INVESTMENT OFFICER	(i)	267,464.	0.	0.	57,006.	7,827.	332,297.	0.
	(ii)	0.	0.	0.	0.	0.	0.	0.
(11) KIM WATSON VP, DEVELOPMENT	(i)	269,100.	0.	0.	33,611.	7,307.	310,018.	0.
	(ii)	0.	0.	0.	0.	0.	0.	0.
(12) MELISSA BOMES SR. BOARD & CAMPAIGN OFFICER	(i)	233,329.	0.	600.	27,849.	1,118.	262,896.	0.
	(ii)	0.	0.	0.	0.	0.	0.	0.
(13) NAIMA KEITH VP, EDUCATION & PUBLIC PROGRAMS	(i)	220,000.	0.	600.	14,227.	1,165.	235,992.	0.
	(ii)	0.	0.	0.	0.	0.	0.	0.
	(i)							
	(ii)							
	(i)							
	(ii)							
	(i)							
	(ii)							

Part III Supplemental Information

Provide the information, explanation, or descriptions required for Part I, lines 1a, 1b, 3, 4a, 4b, 4c, 5a, 5b, 6a, 6b, 7, and 8, and for Part II. Also complete this part for any additional information.

PART I, LINE 1A:

THE MUSEUM PROVIDES A HOUSING ALLOWANCE FOR THE DIRECTOR, THE VALUE OF WHICH IS INCLUDED IN PART II COLUMN B(III), ROW 1(I)

PART II, LINE 1:

THE DIRECTOR RECEIVED \$1 MILLION IN COMPENSATION REFLECTED IN COLUMN B(II) THAT WAS EARNED OVER A FIVE YEAR PERIOD FOR WHICH \$800,000 HAS ALREADY BEEN DISCLOSED IN PRIOR FORM 990S, AS REFLECTED IN COLUMN F.

Supplemental Information on Tax-Exempt Bonds
Complete if the organization answered "Yes" on Form 990, Part IV, line 24a. Provide descriptions,
explanations, and any additional information in Part VI.
Attach to Form 990. Go to www.irs.gov/Form990 for instructions and the latest information.

Name of the organization <p align="center">MUSEUM ASSOCIATES</p>	Employer identification number <p align="center">95-2264067</p>
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Part I Bond Issues											
(a) Issuer name	(b) Issuer EIN	(c) CUSIP #	(d) Date issued	(e) Issue price	(f) Description of purpose	(g) Defeased		(h) On behalf of issuer		(i) Pooled financing	
						Yes	No	Yes	No	Yes	No
A CALIFORNIA INFRASTRUCTURE AND ECONOMIC DEVELOPMENT BANK	63-0304653	13034AN30	01/21/21	228,500,000.	REFUNDING OF 2017 BONDS		X		X		X
B CALIFORNIA INFRASTRUCTURE AND ECONOMIC DEVELOPMENT BANK	63-0304653	13034AN48	01/21/21	71,500,000.	REFUNDING OF 2017 BONDS		X		X		X
C CALIFORNIA INFRASTRUCTURE AND ECONOMIC DEVELOPMENT BANK	63-0304653	13034ACT5	06/10/21	43,000,000.	REFUNDING OF 2013 BONDS		X		X		X
D LOS ANGELES PUBLIC WORKS FINANCING AUTHORITY	95-6000927	2020SERA1	11/03/20	301,292,146.	FUNDING LACMA EAST CAMPUS PROJECT		X		X		X

Part II Proceeds										
1 Amount of bonds retired	A		B		C		D			
	Yes	No	Yes	No	Yes	No	Yes	No		
2 Amount of bonds legally defeased										
3 Total proceeds of issue	228,500,000.		71,500,000.		43,000,000.		301,292,146.			
4 Gross proceeds in reserve funds										
5 Capitalized interest from proceeds										
6 Proceeds in refunding escrows										
7 Issuance costs from proceeds							1,292,146.			
8 Credit enhancement from proceeds										
9 Working capital expenditures from proceeds										
10 Capital expenditures from proceeds	228,500,000.		71,500,000.		43,000,000.		300,000,000.			
11 Other spent proceeds										
12 Other unspent proceeds										
13 Year of substantial completion	2010		2010		2010		2025			
14 Were the bonds issued as part of a refunding issue of tax-exempt bonds (or, if issued prior to 2018, a current refunding issue)?	X		X		X			X		
15 Were the bonds issued as part of a refunding issue of taxable bonds (or, if issued prior to 2018, an advance refunding issue)?		X		X		X		X		
16 Has the final allocation of proceeds been made?	X		X		X		X			
17 Does the organization maintain adequate books and records to support the final allocation of proceeds?	X		X		X		X			

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

Schedule K (Form 990) 2022

Part III Private Business Use

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

Part IV Arbitrage

	A		B		C		D	
	Yes	No	Yes	No	Yes	No	Yes	No
1 Has the issuer filed Form 8038-T, Arbitrage Rebate, Yield Reduction and Penalty in Lieu of Arbitrage Rebate?		X		X		X		X
2 If "No" to line 1, did the following apply?								
a Rebate not due yet?	X		X		X		X	
b Exception to rebate?	X		X		X			X
c No rebate due?		X		X		X		X
If "Yes" to line 2c, provide in Part VI the date the rebate computation was performed								
3 Is the bond issue a variable rate issue?	X		X		X			X

	A		B		C		D	
	Yes	No	Yes	No	Yes	No	Yes	No
4a Has the organization or the governmental issuer entered into a qualified hedge with respect to the bond issue?		X		X		X		X
b Name of provider								
c Term of hedge								
d Was the hedge superintegrated?								
e Was the hedge terminated?								
5a Were gross proceeds invested in a guaranteed investment contract (GIC)?		X		X		X		X
b Name of provider								
c Term of GIC								
d Was the regulatory safe harbor for establishing the fair market value of the GIC satisfied?								
6 Were any gross proceeds invested beyond an available temporary period?		X		X		X		X
7 Has the organization established written procedures to monitor the requirements of section 148?		X		X		X		X

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

Part VI Supplemental Information. Provide additional information for responses to questions on Schedule K. See instructions.

PART I LINE C AND LINE D:

ON NOVEMBER 3, 2020 THE MUSEUM ENTERED INTO A FUNDING AGREEMENT WITH THE COUNTY OF LOS ANGELES (THE COUNTY) WHEREBY THE COUNTY LOANED THE MUSEUM \$300,000,000 TO HELP FUND THE MUSEUM'S BUILDING FOR THE PERMANENT COLLECTION PROJECT FROM PROCEEDS OF LEASE REVENUE BONDS THAT THE COUNTY ISSUED. UNDER THE AGREEMENT THE MUSEUM IS RESPONSIBLE FOR THE REPAYMENT OF ALL DEBT SERVICE RELATED TO THE \$300,000,000 TO THE COUNTY, ALL DEBT SERVICE IS TO BE PAID TO THE COUNTY IN JUNE EACH FISCAL YEAR FOR THE DEBT SERVICE DUE IN THE FOLLOWING FISCAL YEAR AND THE REPAYMENT OBLIGATION IS SUBORDINATE TO ALL MUSEUM EXISTING INDEBTEDNESS.

ON JUNE 10, 2021, \$171,500,000 IN BONDS WERE ISSUED BY CA INFRASTRUCTURE & ECONOMIC DEVELOPMENT BANK AS A REFUNDING OF BONDS ORIGINALLY ISSUED IN 2013. OF THAT AMOUNT, \$128,500,000 WAS REDEEMED, LEAVING THE OUTSTANDING AMOUNT INDICATED IN PART I, LINE C OF \$43,000,000

Part IV Business Transactions Involving Interested Persons.

Complete if the organization answered "Yes" on Form 990, Part IV, line 28a, 28b, or 28c.

(a) Name of interested person	(b) Relationship between interested person and the organization	(c) Amount of transaction	(d) Description of transaction	(e) Sharing of organization's revenues?	
				Yes	No
JOSHUA S. FRIEDMAN	TRUSTEE	148,231.	SEE PART V	X	
JONATHAN SOKOLOFF	TRUSTEE	6,731.	SEE PART V	X	

Part V Supplemental Information.

Provide additional information for responses to questions on Schedule L (see instructions).

SCH L, PART IV, BUSINESS TRANSACTIONS INVOLVING INTERESTED PERSONS:

(A) NAME OF PERSON: JOSHUA S. FRIEDMAN

(B) RELATIONSHIP BETWEEN INTERESTED PERSON AND ORGANIZATION:

TRUSTEE

(C) AMOUNT OF TRANSACTION \$ 148,231.

(D) DESCRIPTION OF TRANSACTION: INV. MGMT FEES

MR. FRIEDMAN IS ALSO A FOUNDER, CO-CHAIR AND CO-CHIEF EXECUTIVE OFFICER

FOR CANYON CAPITAL ADVISORS LLC (CCA, LLC), AN INVESTMENT FIRM THAT IS

PAID FOR MANAGEMENT SERVICES FOR INVESTING FUNDS OF THE ORGANIZATION,

WHICH ARE BASED IN PART, ON REVENUES FROM THE PERFORMANCE OF THESE

INVESTMENTS. MUSEUM ASSOCIATES INVESTED WITH CCA, LLC IN 2005, FOUR YEARS

PRIOR TO MR. FRIEDMAN JOINING THE BOARD. MUSEUM ASSOCIATES HAS NOT

INVESTED ANY ADDITIONAL FUNDS IN CCA, LLC SINCE THE DATE OF THE INITIAL

INVESTMENT.

LESS THAN 2% OF THE MUSEUM'S TOTAL PORTFOLIO IS INVESTED WITH MR.

FRIEDMAN'S FIRM.

FEES ARE BASED ON A PERCENTAGE OF ASSETS UNDER INVESTMENT MANAGEMENT AND

AN INCENTIVE FEE BASED ON THE INVESTMENT PERFORMANCE.

(E) SHARING OF ORGANIZATION REVENUES? = YES

Part V Supplemental Information

Complete this part to provide additional information for responses to questions on Schedule L (see instructions).

(A) NAME OF PERSON: JONATHAN SOKOLOFF

(B) RELATIONSHIP BETWEEN INTERESTED PERSON AND ORGANIZATION:

TRUSTEE

(C) AMOUNT OF TRANSACTION \$ 6,731.

(D) DESCRIPTION OF TRANSACTION: INV. MGMT FEES

MR. SOKOLOFF IS ALSO A MANAGING PARTNER OF LEONARD GREEN & PARTNERS L.P.,

AN INVESTMENT FIRM THAT IS PAID FOR MANAGEMENT SERVICES FOR INVESTING

FUNDS OF THE ORGANIZATION, WHICH ARE BASED IN PART, ON REVENUES FROM THE

PERFORMANCE OF THESE INVESTMENTS. MUSEUM ASSOCIATES INVESTED WITH LEONARD

GREEN & PARTNERS IN 2012, TWO AND A HALF YEARS PRIOR TO MR. SOKOLOFF

JOINING THE BOARD. MUSEUM ASSOCIATES HAS MADE NO NEW INVESTMENT

COMMITMENTS WITH LEONARD GREEN & PARTNERS SINCE THE DATE OF THE INITIAL

INVESTMENT.

LESS THAN 1% OF THE MUSEUM'S TOTAL PORTFOLIO IS INVESTED WITH MR.

SOKOLOFF'S FIRM.

FEES ARE BASED ON A PERCENTAGE OF ASSETS UNDER INVESTMENT MANAGEMENT AND

AN INCENTIVE FEE BASED ON THE INVESTMENT PERFORMANCE.

(E) SHARING OF ORGANIZATION REVENUES? = YES

**SCHEDULE M
(Form 990)**

Noncash Contributions

OMB No. 1545-0047

2022

Open to Public Inspection

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

Go to www.irs.gov/Form990 for instructions and the latest information.

Department of the Treasury
Internal Revenue Service

Name of the organization MUSEUM ASSOCIATES	Employer identification number 95-2264067
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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	201		SEE PART II
2	Art - Historical treasures				
3	Art - Fractional interests	X	0		SEE PART II
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	24	3,404,100.	FMV OF AVG. STOCK VALUE
10	Securities - Closely held stock				
11	Securities - Partnership, LLC, or trust interests				
12	Securities - Miscellaneous				
13	Qualified conservation contribution - Historic structures				
14	Qualified conservation contribution - Other				
15	Real estate - Residential				
16	Real estate - Commercial				
17	Real estate - Other				
18	Collectibles				
19	Food inventory				
20	Drugs and medical supplies				
21	Taxidermy				
22	Historical artifacts				
23	Scientific specimens				
24	Archeological artifacts				
25	Other ()				
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 V, Donee Acknowledgement	29	45
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	Yes	No
30a During the year, did the organization receive by contribution any property reported in Part I, lines 1 through 28, that it must hold for at least 3 years from the date of the initial contribution, and which isn't 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 nonstandard contributions?	X	
32a Does the organization hire or use third parties or related organizations to solicit, process, or sell noncash contributions?	X	
b If "Yes," describe in Part II.		
33 If the organization didn't report an amount in column (c) for a type of property for which column (a) is checked, describe in Part II.		

LHA For Paperwork Reduction Act Notice, see the Instructions for Form 990. Schedule M (Form 990) 2022

Part II Supplemental Information. 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, LINE 32B:

THE MUSEUM USES BROKERS TO SELL SECURITIES AND USES AUCTION HOUSES AND ART DEALERS TO SELL WORKS ON CONSIGNMENT.

SCHEDULE M, LINES 1, 3, AND 33:

IN CONFORMITY WITH THE PRACTICES OF MANY MUSEUMS, ART OBJECTS PURCHASED OR DONATED TO THE MUSEUM ARE NOT CAPITALIZED IN THE STATEMENT OF FINANCIAL POSITION. THE MUSEUM'S ART COLLECTION IS MADE UP OF ART OBJECTS THAT ARE HELD FOR EXHIBITION AND VARIOUS OTHER PROGRAM ACTIVITIES. EACH OF THE ITEMS IS CATALOGUED, PRESERVED AND CARED FOR, AND ACTIVITIES VERIFYING THEIR EXISTENCE AND ASSESSING THEIR CONDITION ARE PERFORMED CONTINUOUSLY. PURCHASED COLLECTION ITEMS ARE RECORDED AS DECREASES IN NET ASSETS WITHOUT DONOR RESTRICTIONS IN THE YEAR IN WHICH THE ITEMS ARE ACQUIRED. CONTRIBUTED COLLECTION ITEMS ARE EXCLUDED FROM THE FINANCIAL STATEMENTS.

**SCHEDULE O
(Form 990)**

Department of the Treasury
Internal Revenue Service

Supplemental Information to Form 990 or 990-EZ

Complete to provide information for responses to specific questions on
Form 990 or 990-EZ or to provide any additional information.
Attach to Form 990 or Form 990-EZ.
Go to www.irs.gov/Form990 for the latest information.

OMB No. 1545-0047

2022

Open to Public
Inspection

Name of the organization

MUSEUM ASSOCIATES

Employer identification number

95-2264067

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

TO SERVE THE PUBLIC THROUGH THE COLLECTION, CONSERVATION, EXHIBITION
AND INTERPRETATION OF SIGNIFICANT WORKS OF ART FROM A BROAD RANGE OF
CULTURES AND HISTORICAL PERIODS, AND THROUGH TRANSLATION OF THESE
COLLECTIONS INTO MEANINGFUL EDUCATIONAL, AESTHETIC, INTELLECTUAL AND
CULTURAL EXPERIENCES FOR THE WIDEST ARRAY OF AUDIENCES.

THE LOS ANGELES COUNTY MUSEUM OF ART (THE "MUSEUM") IS THE PREMIER
ENCYCLOPEDIA ART MUSEUM IN THE WESTERN UNITED STATES. THE MUSEUM'S
COLLECTION OF NEARLY 152,000 ARTWORKS FROM AROUND THE WORLD SPANS THE
HISTORY OF ART, FROM ANCIENT TO CONTEMPORARY TIMES, INCLUDING
ESPECIALLY STRONG COLLECTIONS OF ASIAN, LATIN AMERICAN, EUROPEAN, AND
AMERICAN ART. THROUGH ITS VARIED COLLECTIONS, THE MUSEUM IS BOTH A
RESOURCE TO AND A REFLECTION OF THE MANY CULTURAL COMMUNITIES AND
HERITAGES IN SOUTHERN CALIFORNIA AND THROUGHOUT THE WORLD.

THIS FISCAL YEAR, THE MUSEUM PRESENTED 26 EXHIBITIONS AND PERMANENT
COLLECTION INSTALLATIONS, ACQUIRED 298 NEW WORKS OF ART, PROVIDED
PROGRAMS FOR 16,646 SCHOOL CHILDREN. TOTAL ATTENDANCE AT THE MUSEUM WAS
924,111.

FORM 990, PART I, LINE 8:

THE INCREASE IN CONTRIBUTIONS FROM FISCAL YEAR END 06/30/22 TO FISCAL
YEAR END 06/30/23 IS ATTRIBUTABLE TO HIGHER GIFTS FOR LACMA'S BUILDING
CAMPAIGN.

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

Schedule O (Form 990) 2022

232211 10-28-22

Name of the organization MUSEUM ASSOCIATES	Employer identification number 95-2264067
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FORM 990, PART III, LINE 4D, OTHER PROGRAM SERVICES:

THE MUSEUM COLLECTS WORKS OF ART IN ALL MEDIA, FROM EVERY HISTORICAL PERIOD, AND FROM EVERY CORNER OF THE GLOBE TO ENHANCE ITS PERMANENT COLLECTION. EXPENSES REFLECT FUNDS PAID BY THE MUSEUM FOR THE ACQUISITION OF ART WORKS, BUT DO NOT REFLECT THE VALUE OF IN-KIND GIFTS OF ART. THE MUSEUM OFFERS MANY EDUCATIONAL OUTREACH PROGRAMS IN LOCAL SCHOOLS AND ON-SITE FOR CHILDREN AND TEENS AS WELL AS CLASSES AND OTHER PROGRAMS AND INTERPRETIVE MATERIALS FOR COLLEGE STUDENTS AND ADULTS. EXPENSES \$ 12,015,089. INCLUDING GRANTS OF \$ 0. REVENUE \$ 43,145,893.

FORM 990, PART VI, SECTION A, LINE 1A:

THE MUSEUM'S BYLAWS ESTABLISH AN EXECUTIVE COMMITTEE AS ONE OF ITS STANDING COMMITTEES ELECTED ANNUALLY BY THE BOARD OF TRUSTEES. THE EXECUTIVE COMMITTEE HAS THE AUTHORITY TO ACT, BETWEEN MEETINGS OF THE BOARD OF TRUSTEES, ON BEHALF OF THE BOARD OF TRUSTEES, SUBJECT TO CERTAIN EXCEPTIONS, INCLUDING THOSE SET FORTH IN APPLICABLE STATE LAW. THE SCOPE OF THE COMMITTEE'S AUTHORITY, INCLUDING THE EXCEPTIONS THERETO, IS SET FORTH IN THE BYLAWS OF THE MUSEUM, WHICH ARE PUBLISHED ON THE MUSEUM'S WEBSITE. THE COMMITTEE IS COMPRISED OF THE CO-CHAIRS OF THE BOARD, THE CHAIRS OF EACH STANDING COMMITTEE OF THE BOARD AND OTHER TRUSTEES ELECTED BY THE BOARD. ALL MEMBERS OF THE COMMITTEE ARE VOTING TRUSTEES.

FORM 990, PART VI, SECTION A, LINE 2:

WALLIS ANNENBERG, TRUSTEE, AND GREGORY ANNENBERG WEINGARTEN, TRUSTEE ARE MOTHER AND SON.

Name of the organization MUSEUM ASSOCIATES	Employer identification number 95-2264067
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FORM 990, PART VI, SECTION B, LINE 11B:

THE FORM 990 IS REVIEWED BY OUTSIDE TAX ACCOUNTANTS AND REVIEWED AND APPROVED BY THE AUDIT COMMITTEE OF THE BOARD OF TRUSTEES. ONCE APPROVED BY THE AUDIT COMMITTEE, THE AUDIT COMMITTEE REPORTS TO THE FULL BOARD OF TRUSTEES AND THE RETURN IS MADE AVAILABLE TO THE REST OF THE BOARD BEFORE IT IS ELECTRONICALLY FILED.

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

THE CHAIRMAN OF THE AUDIT COMMITTEE SENDS AN ANNUAL CONFLICT OF INTEREST DISCLOSURE FORM TO EACH TRUSTEE, AND, WITH THE OFFICE OF GENERAL COUNSEL, MONITORS RESPONSES AND FOLLOWS UP WITH TRUSTEES TO ACHIEVE AS HIGH A RESPONSE RATE AS POSSIBLE. THE OFFICE OF GENERAL COUNSEL REVIEWS THESE FORMS AND REPORTS SIGNIFICANT CONFLICTS TO THE AUDIT COMMITTEE, WHICH REVIEWS ANY SPECIFIC TRANSACTIONS THAT MIGHT INVOLVE A CONFLICT OF INTEREST WITH A TRUSTEE.

THE GENERAL COUNSEL OF THE MUSEUM SENDS OFFICERS, KEY EMPLOYEES, AND OTHERS AN ANNUAL CONFLICT OF INTEREST FORM, WHICH KEY EMPLOYEES ARE ASKED TO COMPLETE AND RETURN TO THE GENERAL COUNSEL, WHO REVIEWS SUCH FORMS FOR POSSIBLE CONFLICTS AND MONITORS COMPLIANCE WITH LACMA'S ETHICS POLICY INCLUDING THE CONFLICT OF INTEREST POLICIES CONTAINED IN THE ETHICS POLICY.

FORM 990, PART VI, SECTION B, LINE 15:

THE COMPENSATION OF THE CEO AND DIRECTOR OF LACMA IS DETERMINED BY THE EXECUTIVE COMMITTEE OF THE BOARD OF TRUSTEES, WITH THE PARAMETERS ESTABLISHED BY THE MULTI-YEAR EMPLOYMENT AGREEMENT ENTERED INTO BY LACMA AND THE CEO AND DIRECTOR IN 2022.

Name of the organization MUSEUM ASSOCIATES	Employer identification number 95-2264067
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THE DIRECTOR ANNUALLY DETERMINES THE COMPENSATION OF EACH OF THE OTHER OFFICERS AND KEY EMPLOYEES. IN EACH CASE, THE COMPENSATION IS BASED ON (1) THE EMPLOYEE'S PERFORMANCE DURING THE PRIOR YEAR; (2) THE CONTEXT OF LACMA'S OVERALL OPERATING BUDGET; AND (3) COMPARABILITY DATA FOR PERSONS HOLDING SIMILAR POSITIONS IN SIMILAR ORGANIZATIONS. SUCH COMPARABILITY DATA IS GENERALLY PREPARED BY SENIOR MANAGEMENT, INCLUDING THE CHIEF FINANCIAL OFFICER AND THE VICE PRESIDENT OF HUMAN RESOURCES AND INCLUDES A REVIEW OF PUBLICLY FILED FORMS 990 OF OTHER, COMPARABLE INSTITUTIONS.

THE PROPOSED COMPENSATION FOR ALL OFFICERS AND KEY EMPLOYEES AND THE UNDERLYING DATA, INCLUDING THE PERFORMANCE REVIEWS AND COMPARABILITY ANALYSES, ARE PRESENTED TO THE AUDIT COMMITTEE, TO DETERMINE WHETHER, IN THE AUDIT COMMITTEE'S JUDGMENT, SUCH PROPOSED COMPENSATION IS APPROPRIATE, FAIR AND REASONABLE TO LACMA. THE APPROVAL OF THE AUDIT COMMITTEE IS REPORTED TO THE FULL BOARD OF TRUSTEES AT ITS NEXT REGULARLY SCHEDULED MEETING.

NOTE THAT LACMA DOES NOT HAVE A SEPARATE "COMPENSATION COMMITTEE". THE AUDIT COMMITTEE FUNCTIONS AS THE COMPENSATION COMMITTEE. ALL MEMBERS OF THE AUDIT COMMITTEE ARE INDEPENDENT TRUSTEES OF LACMA.

FORM 990, PART VI, LINE 17, LIST OF STATES RECEIVING COPY OF FORM 990:
AL, AR, CA, FL, GA, HI, IL, KS, KY, MD, MA, MI, MN, MS, NC, ND, NH, NJ, NM, NY, OR, PA, RI, SC, TN
UT, VA, WV, WI

FORM 990, PART VI, SECTION C, LINE 19:
ALL GOVERNING DOCUMENTS, CONFLICT OF INTEREST POLICY, INFORMATIONAL RETURNS AND FINANCIAL STATEMENTS ARE AVAILABLE TO THE PUBLIC UPON REQUEST AND ON

Name of the organization MUSEUM ASSOCIATES	Employer identification number 95-2264067
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THE MUSEUM'S WEBSITE. THE WHISTLEBLOWER POLICY, POLICY ON REVIEW OF EXECUTIVE COMPENSATION, BOARD POLICY ON DIVERSITY, AND COLLECTIONS MANAGEMENT POLICY ARE ALSO MADE AVAILABLE ON THE MUSEUM'S WEBSITE.

PART VII, SECTION A & SCHEDULE J, PART II

ALTHOUGH THE COUNTY OF LOS ANGELES IS NOT A "RELATED ORGANIZATION", COMPENSATION PAID BY THE COUNTY OF LOS ANGELES TO CERTAIN OFFICERS AND EMPLOYEES OF THE MUSEUM LISTED IN PART VII AND SCHEDULE J, IS INCLUDED IN THE INTEREST OF TRANSPARENCY AND FULL DISCLOSURE.

FORM 990, PART VII AND SCHEDULE J

THE TITLES LISTED ON FORM 990 PART VII AND SCHEDULE J PART II ARE FOR THE FISCAL YEAR THIS RETURN COVERS, AS OF 6/30/2023, WHILE COMPENSATION AMOUNTS ARE FOR THE CALENDAR YEAR ENDING IN THE FISCAL YEAR, PER 990 INSTRUCTIONS.

FORM 990, PART VIII, LINE 7B:

PROCEEDS FROM SALE OF SECURITIES:
LACMA HAS INVESTMENT ACCOUNTS AND HEDGE FUNDS WITH MANY STOCK TRANSACTIONS. DUE TO THE LARGE QUANTITY OF STOCK TRANSACTIONS, THIS INFORMATION IS NOT INCLUDED IN THE RETURN.

FORM 990, PART IX, LINE 8:

AS IS TYPICAL FOR DEFINED BENEFIT PLANS, WHEN INTEREST RATES RISE, THE PLAN'S FUNDED STATUS IMPROVES. A MATERIAL INCREASE IN THE APPLICABLE INTEREST RATES RESULTED IN A SUBSTANTIAL DECREASE IN PENSION EXPENSE

Name of the organization MUSEUM ASSOCIATES	Employer identification number 95-2264067
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TO THE POINT THAT EXPENSES WERE NEGATIVE FOR FY23.

FORM 990, PART X, LINE 2:

THE DECREASE ON THIS LINE REFLECTS SPENDING OF PROCEEDS OF THE LEASE REVENUE BONDS ISSUED BY THE LOS ANGELES COUNTY PUBLIC WORKS FINANCING AUTHORITY REFERENCED ON SCHEDULE K.

FORM 990, PART X, LINE 10C:

THE INCREASE ON THIS LINE REFLECTS CAPITALIZING SPENDING ON LACMA'S NEW BUILDING FOR THE PERMANENT COLLECTION.

FORM 990, PART X, LINE 25:

THE DECREASE IN OTHER LIABILITIES IS PRINCIPALLY TIED TO AN INTEREST RATE SWAP. THIS SWAP WILL SELF LIQUIDATE OVER THE DURATION OF MUSEUM DEBT AND THEREFORE DOES NOT REPRESENT AN IMMEDIATE NON-DISCRETIONARY CLAIM ON MUSEUM RESOURCES.

FORM 990, PART XI, LINE 9, CHANGES IN NET ASSETS:

UNREALIZED GAINS (LOSSES) ON INTEREST RATE SWAP	15,412,156.
CHANGE IN VALUE OF CRT	197.
TOTAL TO FORM 990, PART XI, LINE 9	15,412,353.

FORM 990, PART XII, LINE 2C:

THE ORGANIZATION HAS AN AUDIT COMMITTEE THAT ASSUMES RESPONSIBILITY FOR THE OVERSIGHT OF THE AUDIT. THE MUSEUM PERIODICALLY CHANGES AUDIT FIRMS OR ROTATES PARTNERS WITHIN OUR CONTRACTED FIRM.

**SCHEDULE R
(Form 990)**

Department of the Treasury
Internal Revenue Service

Related Organizations and Unrelated Partnerships
Complete if the organization answered "Yes" on Form 990, Part IV, line 33, 34, 35b, 36, or 37.
Attach to Form 990.

Go to www.irs.gov/Form990 for instructions and the latest information.

OMB No. 1545-0047

2022

Open to Public Inspection

Name of the organization <p align="center">MUSEUM ASSOCIATES</p>	Employer identification number <p align="center">95-2264067</p>
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Part I Identification of Disregarded Entities. Complete if the organization answered "Yes" on Form 990, Part IV, line 33.

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

Part II Identification of Related Tax-Exempt Organizations. Complete if the organization answered "Yes" on Form 990, Part IV, line 34, because it had one or more related tax-exempt organizations during the tax year.

(a) Name, address, and EIN of related organization	(b) Primary activity	(c) Legal domicile (state or foreign country)	(d) Exempt Code section	(e) Public charity status (if section 501(c)(3))	(f) Direct controlling entity	(g) Section 512(b)(13) controlled entity?	
						Yes	No

Part III Identification of Related Organizations Taxable as a Partnership. Complete if the organization answered "Yes" on Form 990, Part IV, line 34, because it had one or more related organizations treated as a partnership during the tax year.

(a) Name, address, and EIN of related organization	(b) Primary activity	(c) Legal domicile (state or foreign country)	(d) Direct controlling entity	(e) Predominant income (related, unrelated, excluded from tax under sections 512-514)	(f) Share of total income	(g) Share of end-of-year assets	(h) Disproportionate allocations?		(i) Code V-UBI amount in box 20 of Schedule K-1 (Form 1065)	(j) General or managing partner?		(k) Percentage ownership
							Yes	No		Yes	No	

Part IV Identification of Related Organizations Taxable as a Corporation or Trust. Complete if the organization answered "Yes" on Form 990, Part IV, line 34, because it had one or more related organizations treated as a corporation or trust during the tax year.

(a) Name, address, and EIN of related organization	(b) Primary activity	(c) Legal domicile (state or foreign country)	(d) Direct controlling entity	(e) Type of entity (C corp, S corp, or trust)	(f) Share of total income	(g) Share of end-of-year assets	(h) Percentage ownership	(i) Section 512(b)(13) controlled entity?	
								Yes	No
CRT (2) 5905 WILSHIRE BLVD. LOS ANGELES, CA 90036	TRUST	CA	N/A	TRUST					X

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

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

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

	Yes	No
a Receipt of (i) interest, (ii) annuities, (iii) royalties, or (iv) rent from a controlled entity		X
b Gift, grant, or capital contribution to related organization(s)		X
c Gift, grant, or capital contribution from related organization(s)		X
d Loans or loan guarantees to or for related organization(s)		X
e Loans or loan guarantees by related organization(s)		X
f Dividends from related organization(s)		X
g Sale of assets to related organization(s)		X
h Purchase of assets from related organization(s)		X
i Exchange of assets with related organization(s)		X
j Lease of facilities, equipment, or other assets to related organization(s)		X
k Lease of facilities, equipment, or other assets from related organization(s)		X
l Performance of services or membership or fundraising solicitations for related organization(s)		X
m Performance of services or membership or fundraising solicitations by related organization(s)		X
n Sharing of facilities, equipment, mailing lists, or other assets with related organization(s)		X
o Sharing of paid employees with related organization(s)		X
p Reimbursement paid to related organization(s) for expenses		X
q Reimbursement paid by related organization(s) for expenses		X
r Other transfer of cash or property to related organization(s)		X
s Other transfer of cash or property from related organization(s)		X

2 If the answer to any of the above is "Yes," see the instructions for information on who must complete this line, including covered relationships and transaction thresholds.

	(a) Name of related organization	(b) Transaction type (a-s)	(c) Amount involved	(d) Method of determining amount involved
(1)				
(2)				
(3)				
(4)				
(5)				
(6)				

