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PUBLIC DISCLOSURE COPY



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Newport News, VA 23606
D 757.873.1033
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www.dhglp.com

THE MARINERS' MUSEUM
100 MUSEUM DRIVE
NEWPORT NEWS, VA 23606

THE MARINERS' MUSEUM:

ENCLOSED ARE THE ORIGINAL AND ONE COPY OF THE 2015 EXEMPT ORGANIZATION RETURNS, AS FOLLOWS...

2015 FORM 990

2015 FORM 990-T

2015 VIRGINIA FORM 500

EACH ORIGINAL SHOULD BE DATED, SIGNED AND FILED IN ACCORDANCE WITH THE FILING INSTRUCTIONS. THE COPY SHOULD BE RETAINED FOR YOUR FILES.

PLEASE REVIEW THE RETURNS FOR COMPLETENESS AND ACCURACY.

WE HAVE PREPARED THE RETURNS FROM INFORMATION YOU FURNISHED US WITHOUT VERIFICATION. UPON EXAMINATION OF THE RETURNS BY TAX AUTHORITIES, REQUESTS MAY BE MADE FOR UNDERLYING DATA. WE THEREFORE RECOMMEND THAT YOU PRESERVE ALL RECORDS WHICH YOU MAY BE CALLED UPON TO PRODUCE IN CONNECTION WITH SUCH POSSIBLE EXAMINATIONS.

WE ARE ENCLOSING THE DOCUMENTS YOU GAVE US TO ASSIST IN PREPARATION OF THE RETURNS.

WE HAVE ENCLOSED MAILING ENVELOPES FOR YOUR CONVENIENCE IN FILING THE RETURNS.

WE RECOMMEND THAT YOU USE CERTIFIED MAIL WITH POST MARKED RECEIPT FOR PROOF OF TIMELY FILING.

OUR PRACTICE GROWS FROM EXISTING CLIENT REFERRALS. IF YOU ARE SATISFIED WITH OUR SERVICE, PLEASE REFER US TO A FRIEND OR BUSINESS ASSOCIATE.

WE SINCERELY APPRECIATE THE OPPORTUNITY TO SERVE YOU. PLEASE CONTACT US IF YOU HAVE ANY QUESTIONS CONCERNING THE TAX

RETURNS .

VERY TRULY YOURS ,

JAMES M. HAGGARD

TAX RETURN FILING INSTRUCTIONS

** FORM 990 PUBLIC DISCLOSURE COPY **

FOR THE YEAR ENDING
SEPTEMBER 30, 2016

| | |
|-----------------------------------------------------|------------------------------------------------------------------------------------------------------------------------------------------------|
| Prepared for | THE MARINERS' MUSEUM 100 MUSEUM DRIVE NEWPORT NEWS, VA 23606 |
| Prepared by | DIXON HUGHES GOODMAN LLP 701 TOWN CENTER DRIVE, SUITE 700 NEWPORT NEWS, VA 23606-4295 |
| Amount due or refund | NOT APPLICABLE |
| Make check payable to | NOT APPLICABLE |
| Mail tax return and check (if applicable) to | NOT APPLICABLE |
| Return must be mailed on or before | NOT APPLICABLE |
| Special Instructions | THIS COPY OF THE RETURN IS PROVIDED ONLY FOR PUBLIC DISCLOSURE PURPOSES. ANY CONFIDENTIAL INFORMATION REGARDING LARGE DONORS HAS BEEN REMOVED. |

Form **990**

Return of Organization Exempt From Income Tax
Under section 501(c), 527, or 4947(a)(1) of the Internal Revenue Code (except private foundations)

OMB No. 1545-0047

2015

Open to Public Inspection

Department of the Treasury
Internal Revenue Service

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

A For the 2015 calendar year, or tax year beginning **OCT 1, 2015** and ending **SEP 30, 2016**

| | | | |
|----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------------|--------------------------------------------------------------|
| B Check if applicable: <input type="checkbox"/> Address change <input type="checkbox"/> Name change <input type="checkbox"/> Initial return <input type="checkbox"/> Final return/terminated <input type="checkbox"/> Amended return <input type="checkbox"/> Application pending | C Name of organization THE MARINERS' MUSEUM | | D Employer identification number 54-0541801 |
| | Doing business as | | E Telephone number 757.591.7701 |
| | Number and street (or P.O. box if mail is not delivered to street address) | Room/suite | |
| | 100 MUSEUM DRIVE | | G Gross receipts \$ 9,470,759. |
| City or town, state or province, country, and ZIP or foreign postal code NEWPORT NEWS, VA 23606 | | H(a) Is this a group return for subordinates? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No | |
| F Name and address of principal officer: HOWARD H. HOEGE III SAME AS C ABOVE | | H(b) Are all subordinates included? <input type="checkbox"/> Yes <input type="checkbox"/> No | |
| I Tax-exempt status: <input checked="" type="checkbox"/> 501(c)(3) <input type="checkbox"/> 501(c) () (insert no.) <input type="checkbox"/> 4947(a)(1) or <input type="checkbox"/> 527 | | If "No," attach a list. (see instructions) | |
| J Website: WWW.MARINERSMUSEUM.ORG | | H(c) Group exemption number ▶ | |
| K Form of organization: <input checked="" type="checkbox"/> Corporation <input type="checkbox"/> Trust <input type="checkbox"/> Association <input type="checkbox"/> Other ▶ | | L Year of formation: 1930 | M State of legal domicile: VA |

Part I Summary

| | | | |
|-------------------------------------------------------------------------|-----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|----------------------------------|---------------------|
| Activities & Governance | 1 Briefly describe the organization's mission or most significant activities: THE MARINERS' MUSEUM AND PARK CONNECTS PEOPLE TO THE WORLD'S WATERS, BECAUSE THROUGH THE WATERS - | | |
| | 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 | 22 |
| | 4 Number of independent voting members of the governing body (Part VI, line 1b) | 4 | 22 |
| | 5 Total number of individuals employed in calendar year 2015 (Part V, line 2a) | 5 | 122 |
| | 6 Total number of volunteers (estimate if necessary) | 6 | 166 |
| | 7a Total unrelated business revenue from Part VIII, column (C), line 12 | 7a | 718. |
| b Net unrelated business taxable income from Form 990-T, line 34 | 7b | <6,522.> | |
| Revenue | 8 Contributions and grants (Part VIII, line 1h) | Prior Year | Current Year |
| | 9 Program service revenue (Part VIII, line 2g) | 6,042,253. | 5,770,166. |
| | 10 Investment income (Part VIII, column (A), lines 3, 4, and 7d) | 867,254. | 768,908. |
| | 11 Other revenue (Part VIII, column (A), lines 5, 6d, 8c, 9c, 10c, and 11e) | 107,906. | 342,091. |
| | 12 Total revenue - add lines 8 through 11 (must equal Part VIII, column (A), line 12) | 551,520. | 487,234. |
| Expenses | 13 Grants and similar amounts paid (Part IX, column (A), lines 1-3) | 7,568,933. | 7,368,399. |
| | 14 Benefits paid to or for members (Part IX, column (A), line 4) | 4,575. | 4,700. |
| | 15 Salaries, other compensation, employee benefits (Part IX, column (A), lines 5-10) | 0. | 0. |
| | 16a Professional fundraising fees (Part IX, column (A), line 11e) | 4,513,303. | 5,476,522. |
| | b Total fundraising expenses (Part IX, column (D), line 25) ▶ 1,031,331. | 0. | 0. |
| | 17 Other expenses (Part IX, column (A), lines 11a-11d, 11f-24e) | 4,965,055. | 4,836,083. |
| | 18 Total expenses. Add lines 13-17 (must equal Part IX, column (A), line 25) | 9,482,933. | 10,317,305. |
| 19 Revenue less expenses. Subtract line 18 from line 12 | <1,914,000.> | <2,948,906.> | |
| Net Assets or Fund Balances | 20 Total assets (Part X, line 16) | Beginning of Current Year | End of Year |
| | 21 Total liabilities (Part X, line 26) | 135,340,395. | 134,033,806. |
| | 22 Net assets or fund balances. Subtract line 21 from line 20 | 16,467,678. | 16,563,376. |
| | | 118,872,717. | 117,470,430. |

Part II Signature Block

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

| | | | |
|------------------------------------------------------------------------------------------------|-------------------------------------------------------------------------------|--------------------------------|-----------------------------------------------------------------------|
| Sign Here | Signature of officer | | Date |
| | HOWARD H. HOEGE III, PRESIDENT AND CEO Type or print name and title | | |
| Paid Preparer Use Only | Print/Type preparer's name JAMES M. HAGGARD | Preparer's signature | Date |
| | Firm's name ▶ DIXON HUGHES GOODMAN LLP | Firm's EIN ▶ 56-0747981 | Check if self-employed <input type="checkbox"/> PTIN P00100566 |
| Firm's address ▶ 701 TOWN CENTER DRIVE, SUITE 700 NEWPORT NEWS, VA 23606-4295 | | Phone no. 757.873.1033 | |

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: THE MARINERS' MUSEUM AND PARK CONNECTS PEOPLE TO THE WORLD'S WATERS, BECAUSE THROUGH THE WATERS - THROUGH OUR SHARED MARITIME HERITAGE - WE ARE CONNECTED TO ONE ANOTHER.

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

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

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

4a (Code:) (Expenses \$ 8,044,190. including grants of \$) (Revenue \$ 716,215.) EXHIBITIONS, COLLECTIONS, AND MAINTENANCE OF MUSEUM. APPROXIMATELY 85,000 SERVED.

4b (Code:) (Expenses \$ 280,750. including grants of \$ 4,700.) (Revenue \$ 81,499.) RESEARCH - COLLECTION AND MAINTENANCE OF CURRENT AND HISTORICAL BOOKS AND PERIODICALS, COLLECTION AND MAINTENANCE OF CURRENT AND HISTORICAL PHOTOGRAPHS, INFORMATION INQUIRIES ADDRESSED. APPROXIMATELY 1,800 INDIVIDUALS SERVED.

4c (Code:) (Expenses \$ 33,486. including grants of \$) (Revenue \$ 190,240.) PROGRAMS - PROGRAMS WITH SPECIAL STUDENT TOURS. APPROXIMATELY 18,000 INDIVIDUALS SERVED.

4d Other program services (Describe in Schedule O.) (Expenses \$ 75,509. including grants of \$) (Revenue \$)

4e Total program service expenses 8,433,935.

Part IV Checklist of Required Schedules

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

Part IV Checklist of Required Schedules (continued)

| | Yes | No |
|----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-----|----|
| 20a Did the organization operate one or more hospital facilities? <i>If "Yes," complete Schedule H</i> | | X |
| b If "Yes" to line 20a, did the organization attach a copy of its audited financial statements to this return? | | |
| 21 Did the organization report more than \$5,000 of grants or other assistance to any domestic organization or domestic government on Part IX, column (A), line 1? <i>If "Yes," complete Schedule I, Parts I and II</i> | | X |
| 22 Did the organization report more than \$5,000 of grants or other assistance to or for domestic individuals on Part IX, column (A), line 2? <i>If "Yes," complete Schedule I, Parts I and III</i> | | X |
| 23 Did the organization answer "Yes" to Part VII, Section A, line 3, 4, or 5 about compensation of the organization's current and former officers, directors, trustees, key employees, and highest compensated employees? <i>If "Yes," complete Schedule J</i> | X | |
| 24a Did the organization have a tax-exempt bond issue with an outstanding principal amount of more than \$100,000 as of the last day of the year, that was issued after December 31, 2002? <i>If "Yes," answer lines 24b through 24d and complete Schedule K. If "No," go to line 25a</i> | X | |
| b Did the organization invest any proceeds of tax-exempt bonds beyond a temporary period exception? | | X |
| c Did the organization maintain an escrow account other than a refunding escrow at any time during the year to defease any tax-exempt bonds? | | X |
| d Did the organization act as an "on behalf of" issuer for bonds outstanding at any time during the year? | | X |
| 25a Section 501(c)(3), 501(c)(4), and 501(c)(29) organizations. Did the organization engage in an excess benefit transaction with a disqualified person during the year? <i>If "Yes," complete Schedule L, Part I</i> | | X |
| b Is the organization aware that it engaged in an excess benefit transaction with a disqualified person in a prior year, and that the transaction has not been reported on any of the organization's prior Forms 990 or 990-EZ? <i>If "Yes," complete Schedule L, Part I</i> | | X |
| 26 Did the organization report any amount on Part X, line 5, 6, or 22 for receivables from or payables to any current or former officers, directors, trustees, key employees, highest compensated employees, or disqualified persons? <i>If "Yes," complete Schedule L, Part II</i> | | X |
| 27 Did the organization provide a grant or other assistance to an officer, director, trustee, key employee, substantial contributor or employee thereof, a grant selection committee member, or to a 35% controlled entity or family member of any of these persons? <i>If "Yes," complete Schedule L, Part III</i> | | X |
| 28 Was the organization a party to a business transaction with one of the following parties (see Schedule L, Part IV instructions for applicable filing thresholds, conditions, and exceptions): | | |
| a A current or former officer, director, trustee, or key employee? <i>If "Yes," complete Schedule L, Part IV</i> | | X |
| b A family member of a current or former officer, director, trustee, or key employee? <i>If "Yes," complete Schedule L, Part IV</i> | | X |
| c An entity of which a current or former officer, director, trustee, or key employee (or a family member thereof) was an officer, director, trustee, or direct or indirect owner? <i>If "Yes," complete Schedule L, Part IV</i> | X | |
| 29 Did the organization receive more than \$25,000 in non-cash contributions? <i>If "Yes," complete Schedule M</i> | | X |
| 30 Did the organization receive contributions of art, historical treasures, or other similar assets, or qualified conservation contributions? <i>If "Yes," complete Schedule M</i> | X | |
| 31 Did the organization liquidate, terminate, or dissolve and cease operations? <i>If "Yes," complete Schedule N, Part I</i> | | X |
| 32 Did the organization sell, exchange, dispose of, or transfer more than 25% of its net assets? <i>If "Yes," complete Schedule N, Part II</i> | | X |
| 33 Did the organization own 100% of an entity disregarded as separate from the organization under Regulations sections 301.7701-2 and 301.7701-3? <i>If "Yes," complete Schedule R, Part I</i> | | X |
| 34 Was the organization related to any tax-exempt or taxable entity? <i>If "Yes," complete Schedule R, Part II, III, or IV, and Part V, line 1</i> | | X |
| 35a Did the organization have a controlled entity within the meaning of section 512(b)(13)? | | X |
| b If "Yes" to line 35a, did the organization receive any payment from or engage in any transaction with a controlled entity within the meaning of section 512(b)(13)? <i>If "Yes," complete Schedule R, Part V, line 2</i> | | |
| 36 Section 501(c)(3) organizations. Did the organization make any transfers to an exempt non-charitable related organization? <i>If "Yes," complete Schedule R, Part V, line 2</i> | | X |
| 37 Did the organization conduct more than 5% of its activities through an entity that is not a related organization and that is treated as a partnership for federal income tax purposes? <i>If "Yes," complete Schedule R, Part VI</i> | | X |
| 38 Did the organization complete Schedule O and provide explanations in Schedule O for Part VI, lines 11b and 19? | X | |

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

Part V Statements Regarding Other IRS Filings and Tax Compliance

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

Input box for Schedule O

Main table with columns for question numbers (1a-14b), Yes, and No. Includes questions about Form 1096, Form W-2G, Form W-3, and various tax compliance items.

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

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

Section A. Governing Body and Management

Table with 3 columns: Question, Yes, No. Rows include: 1a Enter the number of voting members of the governing body at the end of the tax year (22); 1b Enter the number of voting members included in line 1a, above, who are independent (22); 2 Did any officer, director, trustee, or key employee have a family relationship or a business relationship with any other officer, director, trustee, or key employee? (X); 3 Did the organization delegate control over management duties customarily performed by or under the direct supervision of officers, directors, or trustees, or key employees to a management company or other person? (X); 4 Did the organization make any significant changes to its governing documents since the prior Form 990 was filed? (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); 8a The governing body? (X); 8b 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 in 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 in Schedule O the process, if any, used by the organization to review this Form 990.; 12a Did the organization have a written conflict of interest policy? If "No," go to line 13 (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 in 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? 15a The organization's CEO, Executive Director, or top management official (X); 15b 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 VA
18 Section 6104 requires an organization to make its Forms 1023 (or 1024 if applicable), 990, and 990-T (Section 501(c)(3)s only) available for public inspection. Indicate how you made these available. Check all that apply. [] Own website [] Another's website [X] Upon request [] Other (explain in Schedule O)
19 Describe in Schedule O whether (and if so, how) the organization made its governing documents, conflict of interest policy, and financial statements available to the public during the tax year.
20 State the name, address, and telephone number of the person who possesses the organization's books and records: THE OFFICERS - 757.591.7701 100 MUSEUM DRIVE, NEWPORT NEWS, VA 23606

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 instructions for definition of "key employee."
- List the organization's five **current** highest compensated employees (other than an officer, director, trustee, or key employee) who received reportable compensation (Box 5 of Form W-2 and/or Box 7 of Form 1099-MISC) of more than \$100,000 from the organization and any related organizations.
- List all of the organization's **former** officers, key employees, and highest compensated employees who received more than \$100,000 of reportable compensation from the organization and any related organizations.
- List all of the organization's **former directors or trustees** that received, in the capacity as a former director or trustee of the organization, more than \$10,000 of reportable compensation from the organization and any related organizations.

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

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

| (A) Name and Title | (B) Average hours per week (list any hours for related organizations below line) | (C) Position (do not check more than one box, unless person is both an officer and a director/trustee) | | | | | | (D) Reportable compensation from the organization (W-2/1099-MISC) | (E) Reportable compensation from related organizations (W-2/1099-MISC) | (F) Estimated amount of other compensation from the organization and related organizations |
|---------------------------------------------|-------------------------------------------------------------------------------------|-----------------------------------------------------------------------------------------------------------|-----------------------|---------|--------------|------------------------------|--------|----------------------------------------------------------------------|---------------------------------------------------------------------------|-----------------------------------------------------------------------------------------------|
| | | Individual trustee or director | Institutional trustee | Officer | Key employee | Highest compensated employee | Former | | | |
| (1) ANNE C. H. CONNER CHAIR OF THE BOARD | 1.00 | X | | X | | | | 0. | 0. | 0. |
| (2) EDWARD WHITMORE VICE CHAIRMAN | 1.00 | X | | X | | | | 0. | 0. | 0. |
| (3) CHARLES W. WORNOM TREASURER | 1.00 | X | | X | | | | 0. | 0. | 0. |
| (4) CONRAD HALL SECRETARY | 1.00 | X | | X | | | | 0. | 0. | 0. |
| (5) STEVEN BARNUM TRUSTEE | 1.00 | X | | | | | | 0. | 0. | 0. |
| (6) T. JAMES BAYNE TRUSTEE | 1.00 | X | | | | | | 0. | 0. | 0. |
| (7) JOHN BIAGAS TRUSTEE | 1.00 | X | | | | | | 0. | 0. | 0. |
| (8) CHARLES L. CABELL TRUSTEE | 1.00 | X | | | | | | 0. | 0. | 0. |
| (9) JOHN T. CASTEEN, III TRUSTEE | 1.00 | X | | | | | | 0. | 0. | 0. |
| (10) KENNETH CROFTON TRUSTEE | 1.00 | X | | | | | | 0. | 0. | 0. |
| (11) C. CHRIS HALL TRUSTEE | 1.00 | X | | | | | | 0. | 0. | 0. |
| (12) EDWARD HEIDT TRUSTEE | 1.00 | X | | | | | | 0. | 0. | 0. |
| (13) DAVID F. HOST TRUSTEE | 1.00 | X | | | | | | 0. | 0. | 0. |
| (14) JOHN R. LAWSON, II TRUSTEE | 1.00 | X | | | | | | 0. | 0. | 0. |
| (15) JERRY MILLER TRUSTEE | 1.00 | X | | | | | | 0. | 0. | 0. |
| (16) HENRY MORRIS TRUSTEE | 1.00 | X | | | | | | 0. | 0. | 0. |
| (17) MATTHEW J. MULHERIN TRUSTEE | 1.00 | X | | | | | | 0. | 0. | 0. |

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

| (A) Name and title | (B) Average hours per week (list any hours for related organizations below line) | (C) Position (do not check more than one box, unless person is both an officer and a director/trustee) | | | | | | (D) Reportable compensation from the organization (W-2/1099-MISC) | (E) Reportable compensation from related organizations (W-2/1099-MISC) | (F) Estimated amount of other compensation from the organization and related organizations |
|----------------------------------------------------------------|-------------------------------------------------------------------------------------|-----------------------------------------------------------------------------------------------------------|-----------------------|---------|--------------|------------------------------|--------|----------------------------------------------------------------------|---------------------------------------------------------------------------|-----------------------------------------------------------------------------------------------|
| | | Individual trustee or director | Institutional trustee | Officer | Key employee | Highest compensated employee | Former | | | |
| (18) MARGARET PODLICH TRUSTEE | 1.00 | X | | | | | | 0. | 0. | 0. |
| (19) CONWAY SHEILD TRUSTEE | 1.00 | X | | | | | | 0. | 0. | 0. |
| (20) TERESA SULLIVAN TRUSTEE | 1.00 | X | | | | | | 0. | 0. | 0. |
| (22) KEITH VANDERVENNET TRUSTEE | 1.00 | X | | | | | | 0. | 0. | 0. |
| (23) FRANK WAGNER TRUSTEE | 1.00 | X | | | | | | 0. | 0. | 0. |
| (24) HOWARD HOEGE PRES. & CEO - EFF. 6/1/16 | 35.00 | | | X | | | | 0. | 0. | 0. |
| (25) JOHN PASCUCCI VICE PRESIDENT OF HUMAN RE | 35.00 | | | X | | | | 109,030. | 0. | 2,832. |
| (26) MARGARET SHELTON ASSISTANT SECRETARY | 35.00 | | | X | | | | 67,575. | 0. | 6,434. |
| (30) ELLIOT H. GRUBER FRMR PRES. & CEO - THROUGH 5/31/16 | 35.00 | | | | | | X | 247,925. | 0. | 10,993. |
| 1b Sub-total | | | | | | | | 424,530. | 0. | 20,259. |
| c Total from continuation sheets to Part VII, Section A | | | | | | | | 0. | 0. | 0. |
| d Total (add lines 1b and 1c) | | | | | | | | 424,530. | 0. | 20,259. |

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 **2**

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

Section B. Independent Contractors

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

| (A) Name and business address | (B) Description of services | (C) Compensation |
|----------------------------------|--------------------------------|---------------------|
| NONE | | |
| | | |
| | | |
| | | |
| | | |

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 **0**

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 | 62,024. | | | | |
| | c Fundraising events | 1c | | | | | |
| | d Related organizations | 1d | | | | | |
| | e Government grants (contributions) | 1e | 127,723. | | | | |
| | f All other contributions, gifts, grants, and similar amounts not included above | 1f | 5,580,419. | | | | |
| | g Noncash contributions included in lines 1a-1f: \$ | | | | | | |
| | h Total. Add lines 1a-1f | | 5,770,166. | | | | |
| | Program Service Revenue | 2 a ADMISSIONS | Business Code | 900099 | 421,116. | 421,116. | |
| b MEMBERSHIP DUES | | | 900099 | 101,364. | 101,364. | | |
| c EDUCATION PROGRAM FEES | | | 611710 | 75,874. | 75,874. | | |
| d PHOTOGRAPHY | | | 900099 | 27,137. | 27,137. | | |
| e LIBRARY & CHRIS CRAFT | | | 900099 | 14,932. | 14,932. | | |
| f All other program service revenue | | | 900099 | 128,485. | 128,485. | | |
| g Total. Add lines 2a-2f | | | | 768,908. | | | |
| Other Revenue | | 3 Investment income (including dividends, interest, and other similar amounts) | | | 399,296. | | 399,296. |
| | 4 Income from investment of tax-exempt bond proceeds | | | | | | |
| | 5 Royalties | | | | | | |
| | 6 a Gross rents | (i) Real | 258,971. | | | | |
| | | (ii) Personal | | | | | |
| | | b Less: rental expenses | | 0. | | | |
| | c Rental income or (loss) | | 258,971. | | | | |
| | d Net rental income or (loss) | | | 258,971. | | 258,971. | |
| | 7 a Gross amount from sales of assets other than inventory | (i) Securities | 1,855,629. | | | | |
| | | (ii) Other | | | | | |
| | | b Less: cost or other basis and sales expenses | | 1,912,834. | | | |
| | | c Gain or (loss) | | <57,205.> | | | |
| | d Net gain or (loss) | | | <57,205.> | | <57,205.> | |
| | 8 a Gross income from fundraising events (not including \$ _____ of contributions reported on line 1c). See Part IV, line 18 | a | | | | | |
| | | b Less: direct expenses | b | | | | |
| c Net income or (loss) from fundraising events | | | | | | | |
| 9 a Gross income from gaming activities. See Part IV, line 19 | a | | | | | | |
| | b Less: direct expenses | b | | | | | |
| | c Net income or (loss) from gaming activities | | | | | | |
| 10 a Gross sales of inventory, less returns and allowances | a | 264,562. | | | | | |
| | b Less: cost of goods sold | b | 189,526. | | | | |
| | c Net income or (loss) from sales of inventory | | | 75,036. | 65,819. | 718. | |
| Miscellaneous Revenue | | Business Code | | | | | |
| 11 a OTHER INCOME | | 900099 | 152,552. | 152,552. | | | |
| | b BOAT HOUSE REVENUE | | 900099 | 675. | 675. | | |
| | c | | | | | | |
| | d All other revenue | | | | | | |
| | e Total. Add lines 11a-11d | | | 153,227. | | | |
| 12 Total revenue. See instructions. | | | 7,368,399. | 987,954. | 718. | 609,561. | |

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

| 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 | | | | |
| 2 Grants and other assistance to domestic individuals. See Part IV, line 22 | 4,700. | 4,700. | | |
| 3 Grants and other assistance to foreign organizations, foreign governments, and foreign individuals. See Part IV, lines 15 and 16 | | | | |
| 4 Benefits paid to or for members | | | | |
| 5 Compensation of current officers, directors, trustees, and key employees | 232,646. | 190,770. | 16,285. | 25,591. |
| 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 | 4,323,936. | 3,548,342. | 244,052. | 531,542. |
| 8 Pension plan accruals and contributions (include section 401(k) and 403(b) employer contributions) | | | | |
| 9 Other employee benefits | 579,321. | 475,440. | 17,700. | 86,181. |
| 10 Payroll taxes | 340,619. | 279,541. | 10,407. | 50,671. |
| 11 Fees for services (non-employees): | | | | |
| a Management | | | | |
| b Legal | 78,520. | 1,145. | 77,375. | |
| c Accounting | 33,075. | | 33,075. | |
| d Lobbying | | | | |
| e Professional fundraising services. See Part IV, line 17 | | | | |
| f Investment management fees | | | | |
| g Other. (If line 11g amount exceeds 10% of line 25, column (A) amount, list line 11g expenses on Sch O.) | 250,303. | 130,958. | 80,310. | 39,035. |
| 12 Advertising and promotion | 336,041. | 309,411. | 3,917. | 22,713. |
| 13 Office expenses | 220,787. | 119,246. | 45,312. | 56,229. |
| 14 Information technology | 122,370. | 101,611. | 8,073. | 12,686. |
| 15 Royalties | | | | |
| 16 Occupancy | 1,453,345. | 1,189,440. | 150,759. | 113,146. |
| 17 Travel | 77,847. | 39,546. | 33,069. | 5,232. |
| 18 Payments of travel or entertainment expenses for any federal, state, or local public officials | | | | |
| 19 Conferences, conventions, and meetings | 58,539. | 49,668. | 7,017. | 1,854. |
| 20 Interest | | | | |
| 21 Payments to affiliates | | | | |
| 22 Depreciation, depletion, and amortization | 1,727,419. | 1,727,419. | | |
| 23 Insurance | 73,257. | 30,999. | 42,258. | |
| 24 Other expenses. Itemize expenses not covered above. (List miscellaneous expenses in line 24e. If line 24e amount exceeds 10% of line 25, column (A) amount, list line 24e expenses on Schedule O.) | | | | |
| a OTHER EXPENSES | 339,513. | 195,873. | 66,115. | 77,525. |
| b DUES AND LICENSES | 43,906. | 18,876. | 16,315. | 8,715. |
| c EXHIBIT CONSTRUCTION | 10,618. | 10,618. | | |
| d PHOTOGRAPHY & DIGITAL I | 10,543. | 10,332. | | 211. |
| e All other expenses | | | | |
| 25 Total functional expenses. Add lines 1 through 24e | 10,317,305. | 8,433,935. | 852,039. | 1,031,331. |
| 26 Joint costs. Complete this line only if the organization reported in column (B) joint costs from a combined educational campaign and fundraising solicitation. | | | | |

Check here if following SOP 98-2 (ASC 958-720)

Part X Balance Sheet

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

| | | (A) | | (B) | | |
|-----------------------------|------------------------------------------------------------------------------------------------------------------------------------------------------------|-------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-----------------|--------------|-----------------|--|
| | | Beginning of year | | End of year | | |
| Assets | 1 | Cash - non-interest-bearing | 757,289. | 1 | 345,424. | |
| | 2 | Savings and temporary cash investments | 19,904,211. | 2 | 1,090,038. | |
| | 3 | Pledges and grants receivable, net | 970,956. | 3 | 838,127. | |
| | 4 | Accounts receivable, net | 207,838. | 4 | 155,893. | |
| | 5 | Loans and other receivables from current and former officers, directors, trustees, key employees, and highest compensated employees. Complete Part II of Schedule L | | 5 | | |
| | 6 | Loans and other receivables from other disqualified persons (as defined under section 4958(f)(1)), persons described in section 4958(c)(3)(B), and contributing employers and sponsoring organizations of section 501(c)(9) voluntary employees' beneficiary organizations (see instr). Complete Part II of Sch L | | 6 | | |
| | 7 | Notes and loans receivable, net | | 7 | | |
| | 8 | Inventories for sale or use | 233,892. | 8 | 145,519. | |
| | 9 | Prepaid expenses and deferred charges | 52,249. | 9 | 150,264. | |
| | 10a | Land, buildings, and equipment: cost or other basis. Complete Part VI of Schedule D | 10a 65,439,306. | | | |
| | b | Less: accumulated depreciation | 10b 37,465,779. | 29,203,816. | 10c 27,973,527. | |
| | 11 | Investments - publicly traded securities | 813,047. | 11 | 19,027,863. | |
| | 12 | Investments - other securities. See Part IV, line 11 | | 12 | | |
| | 13 | Investments - program-related. See Part IV, line 11 | | 13 | | |
| | 14 | Intangible assets | | 14 | | |
| | 15 | Other assets. See Part IV, line 11 | 83,197,097. | 15 | 84,307,151. | |
| 16 | Total assets. Add lines 1 through 15 (must equal line 34) | 135,340,395. | 16 | 134,033,806. | | |
| Liabilities | 17 | Accounts payable and accrued expenses | 600,169. | 17 | 728,383. | |
| | 18 | Grants payable | | 18 | | |
| | 19 | Deferred revenue | 6,200,794. | 19 | 6,178,369. | |
| | 20 | Tax-exempt bond liabilities | 9,600,000. | 20 | 9,600,000. | |
| | 21 | Escrow or custodial account liability. Complete Part IV of Schedule D | | 21 | | |
| | 22 | Loans and other payables to current and former officers, directors, trustees, key employees, highest compensated employees, and disqualified persons. Complete Part II of Schedule L | | 22 | | |
| | 23 | Secured mortgages and notes payable to unrelated third parties | | 23 | | |
| | 24 | Unsecured notes and loans payable to unrelated third parties | | 24 | | |
| | 25 | Other liabilities (including federal income tax, payables to related third parties, and other liabilities not included on lines 17-24). Complete Part X of Schedule D | 66,715. | 25 | 56,624. | |
| | 26 | Total liabilities. Add lines 17 through 25 | 16,467,678. | 26 | 16,563,376. | |
| Net Assets or Fund Balances | Organizations that follow SFAS 117 (ASC 958), check here <input checked="" type="checkbox"/> and complete lines 27 through 29, and lines 33 and 34. | | | | | |
| | 27 | Unrestricted net assets | 32,690,084. | 27 | 30,658,407. | |
| | 28 | Temporarily restricted net assets | 2,661,365. | 28 | 2,188,913. | |
| | 29 | Permanently restricted net assets | 83,521,268. | 29 | 84,623,110. | |
| | Organizations that do not follow SFAS 117 (ASC 958), check here <input type="checkbox"/> and complete lines 30 through 34. | | | | | |
| | 30 | Capital stock or trust principal, or current funds | | 30 | | |
| | 31 | Paid-in or capital surplus, or land, building, or equipment fund | | 31 | | |
| | 32 | Retained earnings, endowment, accumulated income, or other funds | | 32 | | |
| | 33 | Total net assets or fund balances | 118,872,717. | 33 | 117,470,430. | |
| | 34 | Total liabilities and net assets/fund balances | 135,340,395. | 34 | 134,033,806. | |

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 | 7,368,399. |
| 2 | Total expenses (must equal Part IX, column (A), line 25) | 2 | 10,317,305. |
| 3 | Revenue less expenses. Subtract line 2 from line 1 | 3 | <2,948,906.> |
| 4 | Net assets or fund balances at beginning of year (must equal Part X, line 33, column (A)) | 4 | 118,872,717. |
| 5 | Net unrealized gains (losses) on investments | 5 | 1,556,003. |
| 6 | Donated services and use of facilities | 6 | 100,000. |
| 7 | Investment expenses | 7 | |
| 8 | Prior period adjustments | 8 | |
| 9 | Other changes in net assets or fund balances (explain in Schedule O) | 9 | <109,384.> |
| 10 | Net assets or fund balances at end of year. Combine lines 3 through 9 (must equal Part X, line 33, column (B)) | 10 | 117,470,430. |

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 in Schedule O. | | | |
| 2a | Were the organization's financial statements compiled or reviewed by an independent accountant? | | X |
| 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 | | | |
| 2b | Were the organization's financial statements audited by an independent accountant? | X | |
| 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 | | | |
| 2c | If "Yes" to line 2a or 2b, does the organization have a committee that assumes responsibility for oversight of the audit, review, or compilation of its financial statements and selection of an independent accountant? | X | |
| If the organization changed either its oversight process or selection process during the tax year, explain in Schedule O. | | | |
| 3a | As a result of a federal award, was the organization required to undergo an audit or audits as set forth in the Single Audit Act and OMB Circular A-133? | X | |
| 3b | If "Yes," did the organization undergo the required audit or audits? If the organization did not undergo the required audit or audits, explain why in Schedule O and describe any steps taken to undergo such audits | X | |

Form 990 (2015)

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) 2011 | (b) 2012 | (c) 2013 | (d) 2014 | (e) 2015 | (f) Total |
|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|------------|------------|------------|------------|------------|-------------|
| 1 Gifts, grants, contributions, and membership fees received. (Do not include any "unusual grants.") | 5,058,517. | 5,164,726. | 3,712,698. | 6,042,253. | 5,770,166. | 25,748,360. |
| 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 | 5,058,517. | 5,164,726. | 3,712,698. | 6,042,253. | 5,770,166. | 25,748,360. |
| 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) | | | | | | 156,051. |
| 6 Public support. Subtract line 5 from line 4. | | | | | | 25,592,309. |

Section B. Total Support

| Calendar year (or fiscal year beginning in) ▶ | (a) 2011 | (b) 2012 | (c) 2013 | (d) 2014 | (e) 2015 | (f) Total |
|------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|------------|------------|------------|------------|------------|--------------------------|
| 7 Amounts from line 4 | 5,058,517. | 5,164,726. | 3,712,698. | 6,042,253. | 5,770,166. | 25,748,360. |
| 8 Gross income from interest, dividends, payments received on securities loans, rents, royalties and income from similar sources | 742,126. | 659,385. | 378,145. | 408,971. | 658,267. | 2,846,894. |
| 9 Net income from unrelated business activities, whether or not the business is regularly carried on | | | | | | |
| 10 Other income. Do not include gain or loss from the sale of capital assets (Explain in Part VI.) | 184,930. | 65,534. | 24,217. | 74,378. | 153,227. | 502,286. |
| 11 Total support. Add lines 7 through 10 | | | | | | 29,097,540. |
| 12 Gross receipts from related activities, etc. (see instructions) | | | | | 12 | 4,852,546. |
| 13 First five years. If the Form 990 is for the organization's first, second, third, fourth, or fifth tax year as a section 501(c)(3) organization, check this box and stop here | | | | | | <input type="checkbox"/> |

Section C. Computation of Public Support Percentage

| | | |
|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-----------|-------------------------------------|
| 14 Public support percentage for 2015 (line 6, column (f) divided by line 11, column (f)) | 14 | 87.95 % |
| 15 Public support percentage from 2014 Schedule A, Part II, line 14 | 15 | 86.69 % |
| 16a 33 1/3% support test - 2015. 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 - 2014. 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 - 2015. 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 - 2014. 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 9 of Part I or if the organization failed to qualify under Part II. If the organization fails to qualify under the tests listed below, please complete Part II.)

Section A. Public Support

| Calendar year (or fiscal year beginning in) ► | (a) 2011 | (b) 2012 | (c) 2013 | (d) 2014 | (e) 2015 | (f) Total |
|-----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|----------|----------|----------|----------|----------|-----------|
| 1 Gifts, grants, contributions, and membership fees received. (Do not include any "unusual grants.") | | | | | | |
| 2 Gross receipts from admissions, merchandise sold or services performed, or facilities furnished in any activity that is related to the organization's tax-exempt purpose | | | | | | |
| 3 Gross receipts from activities that are not an unrelated trade or business under section 513 | | | | | | |
| 4 Tax revenues levied for the organization's benefit and either paid to or expended on its behalf | | | | | | |
| 5 The value of services or facilities furnished by a governmental unit to the organization without charge | | | | | | |
| 6 Total. Add lines 1 through 5 | | | | | | |
| 7a Amounts included on lines 1, 2, and 3 received from disqualified persons | | | | | | |
| b Amounts included on lines 2 and 3 received from other than disqualified persons that exceed the greater of \$5,000 or 1% of the amount on line 13 for the year | | | | | | |
| c Add lines 7a and 7b | | | | | | |
| 8 Public support. (Subtract line 7c from line 6.) | | | | | | |

Section B. Total Support

| Calendar year (or fiscal year beginning in) ► | (a) 2011 | (b) 2012 | (c) 2013 | (d) 2014 | (e) 2015 | (f) Total |
|-------------------------------------------------------------------------------------------------------------------------------------------------|----------|----------|----------|----------|----------|-----------|
| 9 Amounts from line 6 | | | | | | |
| 10a Gross income from interest, dividends, payments received on securities loans, rents, royalties and income from similar sources | | | | | | |
| b Unrelated business taxable income (less section 511 taxes) from businesses acquired after June 30, 1975 | | | | | | |
| c Add lines 10a and 10b | | | | | | |
| 11 Net income from unrelated business activities not included in line 10b, whether or not the business is regularly carried on | | | | | | |
| 12 Other income. Do not include gain or loss from the sale of capital assets (Explain in Part VI.) | | | | | | |
| 13 Total support. (Add lines 9, 10c, 11, and 12.) | | | | | | |

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

Section C. Computation of Public Support Percentage

| | | |
|--------------------------------------------------------------------------------------------------------|-----------|---|
| 15 Public support percentage for 2015 (line 8, column (f) divided by line 13, column (f)) | 15 | % |
| 16 Public support percentage from 2014 Schedule A, Part III, line 15 | 16 | % |

Section D. Computation of Investment Income Percentage

| | | |
|-------------------------------------------------------------------------------------------------------------|-----------|---|
| 17 Investment income percentage for 2015 (line 10c, column (f) divided by line 13, column (f)) | 17 | % |
| 18 Investment income percentage from 2014 Schedule A, Part III, line 17 | 18 | % |

19a 33 1/3% support tests - 2015. 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 - 2014. 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 in line 11 on Part I. If you checked 11a of Part I, complete Sections A and B. If you checked 11b of Part I, complete Sections A and C. If you checked 11c of Part I, complete Sections A, D, and E. If you checked 11d of 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 (b) and (c) 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 11a or 11b in Part I, answer (b) and (c) 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 (b) and (c) 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 (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 or 990-EZ).</i> | | |
| 8 Did the organization make a loan to a disqualified person (as defined in section 4958) not described in line 7? <i>If "Yes," complete Part I of Schedule L (Form 990 or 990-EZ).</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 in 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 in 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 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 in (b) and (c) below, the governing body of a supported organization? | | |
| b A family member of a person described in (a) above? | | |
| c A 35% controlled entity of a person described in (a) or (b) above? If "Yes" to a, b, or c, provide detail in Part VI . | | |

Section B. Type I Supporting Organizations

| | Yes | No |
|-------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-----|----|
| 1 Did the directors, trustees, or membership of one or more supported organizations have the power to regularly appoint or elect at least a majority of the organization's directors or trustees at all times during the tax year? 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 directors or trustees were allocated among the supported organizations and what conditions or restrictions, if any, applied to such powers during the tax year. | | |
| 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? 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. | | |

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)? 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). | | |

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? If "No," explain in Part VI how the organization maintained a close and continuous working relationship with the supported organization(s). | | |
| 3 By reason of the relationship described in (2), 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? If "Yes," describe in Part VI the role the organization's supported organizations played in this regard. | | |

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 government entity (see instructions). | | |
| 2 Activities Test. Answer (a) and (b) 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? 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. | Yes | No |
| b Did the activities described in (a) constitute activities that, but for the organization's involvement, one or more of the organization's supported organization(s) would have been engaged in? 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. | | |
| 3 Parent of Supported Organizations. Answer (a) and (b) 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? Provide details in Part VI . | | |
| b Did the organization exercise a substantial degree of direction over the policies, programs, and activities of each of its supported organizations? If "Yes," describe in Part VI the role played by the organization in this regard. | | |

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. 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 (explain in detail in Part VI): | | |
| 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 1-1/2% 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 .035 | 6 | |
| 7 | Recoveries of prior-year distributions | 7 | |
| 8 | Minimum Asset Amount (add line 7 to line 6) | 8 | |

| Section C - Distributable Amount | | (A) Prior Year | Current Year |
|----------------------------------|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------|----------------|--------------|
| 1 | Adjusted net income for prior year (from Section A, line 8, Column A) | 1 | |
| 2 | Enter 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). | | |

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 | |
| 2 Amounts paid to perform activity that directly furthers exempt purposes of supported organizations, in excess of income from activity | |
| 3 Administrative expenses paid to accomplish exempt purposes of supported organizations | |
| 4 Amounts paid to acquire exempt-use assets | |
| 5 Qualified set-aside amounts (prior IRS approval required) | |
| 6 Other distributions (describe in Part VI). See instructions. | |
| 7 Total annual distributions. Add lines 1 through 6. | |
| 8 Distributions to attentive supported organizations to which the organization is responsive (provide details in Part VI). See instructions. | |
| 9 Distributable amount for 2015 from Section C, line 6 | |
| 10 Line 8 amount divided by Line 9 amount | |

| Section E - Distribution Allocations (see instructions) | (i) Excess Distributions | (ii) Underdistributions Pre-2015 | (iii) Distributable Amount for 2015 |
|--------------------------------------------------------------------------------------------------------------------------------------------------------------|-----------------------------|----------------------------------------|-------------------------------------------|
| 1 Distributable amount for 2015 from Section C, line 6 | | | |
| 2 Underdistributions, if any, for years prior to 2015 (reasonable cause required-see instructions) | | | |
| 3 Excess distributions carryover, if any, to 2015: | | | |
| a | | | |
| b | | | |
| c | | | |
| d From 2013 | | | |
| e From 2014 | | | |
| f Total of lines 3a through e | | | |
| g Applied to underdistributions of prior years | | | |
| h Applied to 2015 distributable amount | | | |
| i Carryover from 2010 not applied (see instructions) | | | |
| j Remainder. Subtract lines 3g, 3h, and 3i from 3f. | | | |
| 4 Distributions for 2015 from Section D, line 7: \$ | | | |
| a Applied to underdistributions of prior years | | | |
| b Applied to 2015 distributable amount | | | |
| c Remainder. Subtract lines 4a and 4b from 4. | | | |
| 5 Remaining underdistributions for years prior to 2015, if any. Subtract lines 3g and 4a from line 2 (if amount greater than zero, see instructions). | | | |
| 6 Remaining underdistributions for 2015. Subtract lines 3h and 4b from line 1 (if amount greater than zero, see instructions). | | | |
| 7 Excess distributions carryover to 2016. Add lines 3j and 4c. | | | |
| 8 Breakdown of line 7: | | | |
| a | | | |
| b | | | |
| c Excess from 2013 | | | |
| d Excess from 2014 | | | |
| e Excess from 2015 | | | |

Schedule A (Form 990 or 990-EZ) 2015

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.)

Horizontal lines for supplemental information.

Schedule B

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

Department of the Treasury
Internal Revenue Service

Schedule of Contributors

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

OMB No. 1545-0047

2015

Name of the organization

THE MARINERS ' MUSEUM

Employer identification number

54-0541801

Organization type (check one):

Filers of:

Section:

Form 990 or 990-EZ

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

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

527 political organization

Form 990-PF

501(c)(3) exempt private foundation

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

501(c)(3) taxable private foundation

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

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

General Rule

For an organization filing Form 990, 990-EZ, or 990-PF that received, during the year, contributions totaling \$5,000 or more (in money or property) from any one contributor. Complete Parts I and II. See instructions for determining a contributor's total contributions.

Special Rules

For an organization described in section 501(c)(3) filing Form 990 or 990-EZ that met the 33 1/3% support test of the regulations under sections 509(a)(1) and 170(b)(1)(A)(vi), that checked Schedule A (Form 990 or 990-EZ), Part II, line 13, 16a, or 16b, and that received from any one contributor, during the year, total contributions of the greater of (1) \$5,000 or (2) 2% of the amount on (i) Form 990, Part VIII, line 1h, or (ii) Form 990-EZ, line 1. Complete Parts I and II.

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

For an organization described in section 501(c)(7), (8), or (10) filing Form 990 or 990-EZ that received from any one contributor, during the year, contributions *exclusively* for religious, charitable, etc., purposes, but no such contributions totaled more than \$1,000. If this box is checked, enter here the total contributions that were received during the year for an *exclusively* religious, charitable, etc., purpose. Do not complete any of the parts unless the **General Rule** applies to this organization because it received *nonexclusively* religious, charitable, etc., contributions totaling \$5,000 or more during the year ▶ \$ _____

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

LHA For Paperwork Reduction Act Notice, see the Instructions for Form 990, 990-EZ, or 990-PF. Schedule B (Form 990, 990-EZ, or 990-PF) (2015)

| | |
|----------------------------------------------------------|---------------------------------------------------------|
| Name of organization THE MARINERS ' MUSEUM | Employer identification number 54-0541801 |
|----------------------------------------------------------|---------------------------------------------------------|

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

| (a) No. | (b) Name, address, and ZIP + 4 | (c) Total contributions | (d) Type of contribution |
|------------|-----------------------------------|----------------------------|---------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| 1 | _____ _____ _____ | \$ <u>1,714,694.</u> | Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.) |
| 2 | _____ _____ _____ | \$ <u>2,490,352.</u> | Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.) |
| 3 | _____ _____ _____ | \$ <u>250,000.</u> | Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.) |
| _____ | _____ _____ _____ | \$ _____ | Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.) |
| _____ | _____ _____ _____ | \$ _____ | Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.) |
| _____ | _____ _____ _____ | \$ _____ | Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.) |

| | |
|----------------------------------------------------------|---------------------------------------------------------|
| Name of organization THE MARINERS ' MUSEUM | Employer identification number 54-0541801 |
|----------------------------------------------------------|---------------------------------------------------------|

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

| (a) No. from Part I | (b) Description of noncash property given | (c) FMV (or estimate) (see instructions) | (d) Date received |
|------------------------------|----------------------------------------------|------------------------------------------------|----------------------|
| | _____ | \$ _____ | _____ |
| | _____ | \$ _____ | _____ |
| | _____ | \$ _____ | _____ |
| | _____ | \$ _____ | _____ |
| | _____ | \$ _____ | _____ |
| | _____ | \$ _____ | _____ |
| | _____ | \$ _____ | _____ |
| | _____ | \$ _____ | _____ |

| | |
|---------------------------------------------------------|---------------------------------------------------------|
| Name of organization THE MARINERS' MUSEUM | Employer identification number 54-0541801 |
|---------------------------------------------------------|---------------------------------------------------------|

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

| (a) No. from Part I | (b) Purpose of gift | (c) Use of gift | (d) Description of how gift is held |
|---------------------|---------------------|-----------------|-------------------------------------|
| | | | |

| (e) Transfer of gift | |
|-----------------------------------------|------------------------------------------|
| Transferee's name, address, and ZIP + 4 | Relationship of transferor to transferee |
| | |

| (a) No. from Part I | (b) Purpose of gift | (c) Use of gift | (d) Description of how gift is held |
|---------------------|---------------------|-----------------|-------------------------------------|
| | | | |

| (e) Transfer of gift | |
|-----------------------------------------|------------------------------------------|
| Transferee's name, address, and ZIP + 4 | Relationship of transferor to transferee |
| | |

| (a) No. from Part I | (b) Purpose of gift | (c) Use of gift | (d) Description of how gift is held |
|---------------------|---------------------|-----------------|-------------------------------------|
| | | | |

| (e) Transfer of gift | |
|-----------------------------------------|------------------------------------------|
| Transferee's name, address, and ZIP + 4 | Relationship of transferor to transferee |
| | |

| (a) No. from Part I | (b) Purpose of gift | (c) Use of gift | (d) Description of how gift is held |
|---------------------|---------------------|-----------------|-------------------------------------|
| | | | |

| (e) Transfer of gift | |
|-----------------------------------------|------------------------------------------|
| Transferee's name, address, and ZIP + 4 | Relationship of transferor to transferee |
| | |

SCHEDULE 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.**

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

OMB No. 1545-0047

2015

Open to Public Inspection

Name of the organization THE MARINERS' MUSEUM **Employer identification number** 54-0541801

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 (e.g., 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 8/17/06, and not on a historic structure listed in the National Register | 2d |

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

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

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

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

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

(i) 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 SFAS 116 (ASC 958) relating to these items:

a Revenue included on Form 990, Part VIII, line 1

b Assets included in Form 990, Part X

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

Schedule D (Form 990) 2015

532051
11-02-15

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

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

- a Public exhibition
- b Scholarly research
- c Preservation for future generations
- d Loan or exchange programs
- e Other PUBLICATIONS (BOOKS, MOVIES)

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 | 13,644,492. | 14,779,942. | 14,540,214. | 13,083,463. | 11,404,264. |
| b Contributions | 300,000. | | | 251,922. | 829,924. |
| c Net investment earnings, gains, and losses | 574,943. | 44,055. | 531,401. | 1,605,441. | 1,212,300. |
| d Grants or scholarships | | | | | |
| e Other expenditures for facilities and programs | 890,446. | 1,179,505. | 283,094. | 389,962. | 353,435. |
| f Administrative expenses | | | 8,579. | 10,650. | 9,590. |
| g End of year balance | 13,628,989. | 13,644,492. | 14,779,942. | 14,540,214. | 13,083,463. |

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

- a Board designated or quasi-endowment 97.11 %
- b Permanent endowment 2.89 %
- c Temporarily restricted endowment _____ %

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:

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

| | Yes | No |
|--------|-------------------------------------|-------------------------------------|
| 3a(i) | <input checked="" type="checkbox"/> | <input type="checkbox"/> |
| 3a(ii) | <input type="checkbox"/> | <input checked="" type="checkbox"/> |
| 3b | <input type="checkbox"/> | <input type="checkbox"/> |

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

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

Part VI Land, Buildings, and Equipment.

Complete if the organization answered "Yes" 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 | | 1,995,993. | | 1,995,993. |
| b Buildings | | 51,137,844. | 28,500,308. | 22,637,536. |
| c Leasehold improvements | | | | |
| d Equipment | | 6,786,498. | 6,143,420. | 643,078. |
| e Other | | 5,518,971. | 2,822,051. | 2,696,920. |
| Total. Add lines 1a through 1e. (Column (d) must equal Form 990, Part X, column (B), line 10c.) | | | | 27,973,527. |

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) | | |
| (B) | | |
| (C) | | |
| (D) | | |
| (E) | | |
| (F) | | |
| (G) | | |
| (H) | | |
| Total. (Col. (b) must equal Form 990, Part X, col. (B) line 12.) ▶ | | |

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) FUNDS HELD IN TRUST BY OTHERS - SEE SCHEDULE O | 84,307,151. |
| (2) | |
| (3) | |
| (4) | |
| (5) | |
| (6) | |
| (7) | |
| (8) | |
| (9) | |
| Total. (Column (b) must equal Form 990, Part X, col. (B) line 15.) ▶ | 84,307,151. |

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) CHARITABLE GIFT ANNUITIES | 56,624. |
| (3) | |
| (4) | |
| (5) | |
| (6) | |
| (7) | |
| (8) | |
| (9) | |
| Total. (Column (b) must equal Form 990, Part X, col. (B) line 25.) ▶ | 56,624. |

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

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

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

| | | | | |
|---|---------------------------------------------------------------------------------|----|------------|------------|
| 1 | Total revenue, gains, and other support per audited financial statements | | 1 | 9,204,543. |
| 2 | Amounts included on line 1 but not on Form 990, Part VIII, line 12: | | | |
| a | Net unrealized gains (losses) on investments | 2a | 1,556,003. | |
| b | Donated services and use of facilities | 2b | 100,000. | |
| c | Recoveries of prior year grants | 2c | | |
| d | Other (Describe in Part XIII.) | 2d | 180,141. | |
| e | Add lines 2a through 2d | 2e | | 1,836,144. |
| 3 | Subtract line 2e from line 1 | | 3 | 7,368,399. |
| 4 | Amounts included on Form 990, Part VIII, line 12, but not on line 1: | | | |
| a | Investment expenses not included on Form 990, Part VIII, line 7b | 4a | | |
| b | Other (Describe in Part XIII.) | 4b | | |
| c | Add lines 4a and 4b | 4c | | 0. |
| 5 | Total revenue. Add lines 3 and 4c. (This must equal Form 990, Part I, line 12.) | | 5 | 7,368,399. |

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 | 10,606,830. |
| 2 | Amounts included on line 1 but not on Form 990, Part IX, line 25: | | | |
| a | Donated services and use of facilities | 2a | 100,000. | |
| b | Prior year adjustments | 2b | | |
| c | Other losses | 2c | | |
| d | Other (Describe in Part XIII.) | 2d | 189,525. | |
| e | Add lines 2a through 2d | 2e | | 289,525. |
| 3 | Subtract line 2e from line 1 | | 3 | 10,317,305. |
| 4 | Amounts included on Form 990, Part IX, line 25, but not on line 1: | | | |
| a | Investment expenses not included on Form 990, Part VIII, line 7b | 4a | | |
| b | Other (Describe in Part XIII.) | 4b | | |
| c | Add lines 4a and 4b | 4c | | 0. |
| 5 | Total expenses. Add lines 3 and 4c. (This must equal Form 990, Part I, line 18.) | | 5 | 10,317,305. |

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:

THE MUSEUM MAINTAINS SIGNIFICANT COLLECTION ASSETS, INCLUDING MODELS, SMALL CRAFTS, PRINTS, PAINTINGS, BOOKS, PHOTOGRAPHS, AND NAVIGATION INSTRUMENTS. IN ACCORDANCE WITH INDUSTRY PRACTICE, THE VALUE OF THE COLLECTION HAS BEEN EXCLUDED FROM THE STATEMENT OF FINANCIAL POSITION. ONLY CURRENT YEAR PURCHASES AND PROCEEDS FROM SALE ARE REFLECTED IN THE STATEMENT OF ACTIVITIES. IT IS THE POLICY OF THE MUSEUM THAT PROCEEDS FROM THE SALE OF ANY COLLECTION ITEMS ARE TO BE USED FOR THE ACQUISITION OF OBJECTS FOR THE PERMANENT COLLECTIONS OR FOR THE CONSERVATION OR MAINTENANCE OF ITEMS CURRENTLY OWNED BY THE MUSEUM BY EXTERNAL CONSERVATORS.

Part XIII Supplemental Information (continued)

PART III, LINE 4:

THE COLLECTION INCLUDES MARITIME RELATED OBJECTS AND EPHEMERA USED FOR EDUCATIONAL PURPOSES.

PART V, LINE 4:

THE MARINERS' MUSEUM ENDOWMENT (ENDOWMENT) WAS ESTABLISHED TO SUPPORT ITS MISSION. THE ENDOWMENT SUBSTANTIALLY CONTRIBUTES TO THE GROWTH, FINANCIAL SECURITY AND THE LONG-TERM STABILITY OF THE MUSEUM.

PART X, LINE 2:

THE MUSEUM IS A NONSTOCK CORPORATION WHICH HAS BEEN DETERMINED BY THE INTERNAL REVENUE SERVICE TO BE EXEMPT FROM TAXES ON INCOME DERIVED FROM ACTIVITIES RELATED TO ITS EXEMPT PURPOSE UNDER SECTION 501(C)(3) OF THE INTERNAL REVENUE CODE. THE MUSEUM IS SUBJECT TO INCOME TAXES ON PROFITS, IF ANY, GENERATED FROM THE SALE OF ITEMS IN ITS GIFT SHOP WHICH ARE UNRELATED TO ITS EXEMPT PURPOSE. THE INTERNAL REVENUE SERVICE HAS ALSO DETERMINED THAT THE MUSEUM IS NOT A PRIVATE FOUNDATION UNDER SECTION 509(A)(1).

PART XI, LINE 2D - OTHER ADJUSTMENTS:

| | |
|----------------------------------------------|----------|
| COST OF GOODS SOLD | 189,526. |
| CHANGE IN VALUE OF SPLIT INTEREST AGREEMENTS | -9,385. |
| TOTAL TO SCHEDULE D, PART XI, LINE 2D | 180,141. |

PART XII, LINE 2D - OTHER ADJUSTMENTS:

| | |
|--------------------|----------|
| COST OF GOODS SOLD | 189,525. |
|--------------------|----------|

**SCHEDULE J
(Form 990)**

Compensation Information

OMB No. 1545-0047

2015

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.

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

Open to Public Inspection

Department of the Treasury
Internal Revenue Service

Name of the organization

THE MARINERS' MUSEUM

Employer identification number

54-0541801

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 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 (e.g., maid, chauffeur, chef) |

b If any of the boxes on line 1a are checked, did the organization follow a written policy regarding payment or reimbursement or provision of all of the expenses described above? If "No," complete Part III to explain

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

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

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

4 During the year, did any person listed 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" to 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 non-fixed 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" to 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) 2015

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 are not listed on Form 990, Part VII.

Note: The sum of columns (B)(i)-(iii) for each listed individual must equal the total amount of Form 990, Part VII, Section A, line 1a, applicable column (D) and (E) amounts for that individual.

| (A) Name and Title | | (B) Breakdown of W-2 and/or 1099-MISC compensation | | | (C) Retirement and other deferred compensation | (D) Nontaxable benefits | (E) Total of columns (B)(i)-(D) | (F) Compensation in column (B) reported as deferred on prior Form 990 |
|------------------------------------------------------------|------|----------------------------------------------------|-------------------------------------|-------------------------------------|------------------------------------------------|-------------------------|---------------------------------|-----------------------------------------------------------------------|
| | | (i) Base compensation | (ii) Bonus & incentive compensation | (iii) Other reportable compensation | | | | |
| (1) ELLIOT H. GRUBER FRMR PRES. & CEO - THROUGH 5/31/16 | (i) | 247,925. | 0. | 0. | 3,118. | 7,875. | 258,918. | 0. |
| | (ii) | 0. | 0. | 0. | 0. | 0. | 0. | 0. |
| | (i) | | | | | | | |
| | (ii) | | | | | | | |
| | (i) | | | | | | | |
| | (ii) | | | | | | | |
| | (i) | | | | | | | |
| | (ii) | | | | | | | |
| | (i) | | | | | | | |
| | (ii) | | | | | | | |
| | (i) | | | | | | | |
| | (ii) | | | | | | | |
| | (i) | | | | | | | |
| | (ii) | | | | | | | |
| | (i) | | | | | | | |
| | (ii) | | | | | | | |
| | (i) | | | | | | | |
| | (ii) | | | | | | | |
| | (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 BUILT A RESIDENCE IN THE 1940'S AS A GUEST HOUSE FOR VISITING DIGNITARIES, OUT OF TOWN TRUSTEES AND OTHER GUESTS OF THE MUSEUM. THE PRESIDENT AND CEO LIVES IN THE HOUSE TO ACT AS HOST TO THESE GUESTS AND TO SPONSOR EVENTS FOR THE MUSEUM AND THE LOCAL COMMUNITY. THIS INCLUDES FUND RAISING ACTIVITIES AND MEETINGS.

PART I, LINE 1B:

THE MUSEUM BY-LAWS PROVIDE THE WRITTEN POLICY FOR USE OF THE MUSEUM HOUSE AS A RESIDENCE FOR THE PRESIDENT AND CEO. THIS DOCUMENT GIVES THE EXECUTIVE COMMITTEE OF THE BOARD OF TRUSTEES THE AUTHORITY TO SET THE COMPENSATION OF THE CEO. THE CHAIRMAN OF THE BOARD, ACTING ON THIS AUTHORITY, ISSUES AN ANNUAL LETTER TO THE CEO THAT DETAILS HIS COMPENSATION BASED ON HIS PERFORMANCE. A PERCENTAGE OF THE TAX BENEFIT IS NOT CHARGED TO THE PRESIDENT AND CEO.

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

Name of the organization **THE MARINERS' MUSEUM** Employer identification number **54-0541801**

| Part I | Bond Issues | SEE PART VI FOR COLUMNS (A) AND (F) CONTINUATIONS | | | | | | | | | | | |
|--------|-------------|---------------------------------------------------|----------------|-------------|-----------------|-----------------|---------------------------------|--------------|----|-------------------------|----|----------------------|----|
| | | (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 | ECONOMIC DEVELOPMENT AUTHORITY OF LANCASTER | C54-6001382 | NONE | 03/14/12 | 9,600,000. | REFINANCE NOTE DTD 10/1/05 USED | | X | | X | | X |
| | B | | | | | | | | | | | | |
| | C | | | | | | | | | | | | |
| | D | | | | | | | | | | | | |

| Part II | Proceeds | A | | B | | C | | D | |
|---------|--------------------------------------------------------------------------------------------------------|------------|----|-----|----|-----|----|-----|----|
| 1 | Amount of bonds retired | | | | | | | | |
| 2 | Amount of bonds legally defeased | | | | | | | | |
| 3 | Total proceeds of issue | 9,600,000. | | | | | | | |
| 4 | Gross proceeds in reserve funds | | | | | | | | |
| 5 | Capitalized interest from proceeds | | | | | | | | |
| 6 | Proceeds in refunding escrows | | | | | | | | |
| 7 | Issuance costs from proceeds | | | | | | | | |
| 8 | Credit enhancement from proceeds | | | | | | | | |
| 9 | Working capital expenditures from proceeds | | | | | | | | |
| 10 | Capital expenditures from proceeds | | | | | | | | |
| 11 | Other spent proceeds | 9,600,000. | | | | | | | |
| 12 | Other unspent proceeds | | | | | | | | |
| 13 | Year of substantial completion | 2007 | | | | | | | |
| | | Yes | No | Yes | No | Yes | No | Yes | No |
| 14 | Were the bonds issued as part of a current refunding issue? | X | | | | | | | |
| 15 | Were the bonds issued as part of an advance refunding issue? | | X | | | | | | |
| 16 | Has the final allocation of proceeds been made? | X | | | | | | | |
| 17 | Does the organization maintain adequate books and records to support the final allocation of proceeds? | X | | | | | | | |

| Part III | Private Business Use | 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 | | | | | | |
| 2 | Are there any lease arrangements that may result in private business use of bond-financed property? | | X | | | | | | |

Part III Private Business Use (Continued)

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

Part IV Arbitrage

| | A | | B | | C | | D | |
|--------------------------------------------------------------------------------------------------------------------------------|-----|----|-----|----|-----|----|-----|----|
| | Yes | No | Yes | No | Yes | No | Yes | No |
| 1 Has the issuer filed Form 8038-T, Arbitrage Rebate, Yield Reduction and Penalty in Lieu of Arbitrage Rebate? | | X | | | | | | |
| 2 If "No" to line 1, did the following apply? | | | | | | | | |
| a Rebate not due yet? | X | | | | | | | |
| b Exception to rebate? | | X | | | | | | |
| c No rebate due? | | X | | | | | | |
| If "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 | | | | | | |
| 4a Has the organization or the governmental issuer entered into a qualified hedge with respect to the bond issue? | | X | | | | | | |
| b Name of provider | | | | | | | | |
| c Term of hedge | | | | | | | | |
| d Was the hedge superintegrated? | | | | | | | | |
| e Was the hedge terminated? | | | | | | | | |

Part IV Arbitrage (Continued)

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

Part V Procedures To Undertake Corrective Action

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

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

SCHEDULE K, PART I, BOND ISSUES:

(A) ISSUER NAME:

ECONOMIC DEVELOPMENT AUTHORITY OF LANCASTER COUNTY, VIRGINIA

(F) DESCRIPTION OF PURPOSE:

REFINANCE NOTE DTD 10/1/05 USED TO CONSTRUCT EXHIBIT AND USS MONITOR CENTER

SCHEDULE K, SUPPLEMENTAL INFORMATION: OTHER SPENT PROCEEDS REPRESENT AMOUNTS TO REFINANCE ORIGINAL NOTE ISSUED 10/1/05.

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 |
| HOWARD H. HOEGE, III, PRES | INDEPENDENT CONTRAC | 48,300. | THE MUSEUM | | 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: HOWARD H. HOEGE, III, PRESIDENT & CEO

(B) RELATIONSHIP BETWEEN INTERESTED PERSON AND ORGANIZATION:

INDEPENDENT CONTRACTOR

(D) DESCRIPTION OF TRANSACTION: THE MUSEUM CONTRACTED WITH HOWARD H.

HOEGE, III, TO FOSTER AND CREATE A STRATEGIC VISION FOR THE MUSEUM.

THROUGH THIS PROCESS, THE MUSEUM DECIDED TO BRING HIM ON FULL TIME AS THE

PRESIDENT & CEO. EFFECTIVE JUNE 1, 2016, HE BECAME THE INTERIM PRESIDENT

& CEO. HE DID NOT PERFORM ANY DUTIES OF THIS ROLE UNTIL THE EFFECTIVE

DATE. ALL BUSINESS RELATIONSHIP AS AN INDEPENDENT CONTRACTED CEASED

EFFECTIVE THE SAME DATE. AMOUNTS INCLUDED IN THIS TRANSACTION WERE PAID

TO 3H3 LEADERSHIP, LLC, A CONSULTING BUSINESS OWNED BY HOEGE. THESE

PAYMENTS REPRESENT THE CONTRACTED AMOUNTS AND REIMBURSEMENT OF EXPENSES

AND ARE REPORTED AS NONEMPLOYEE COMPENSATION TO 3H3 LEADERSHIP, LLC, IN

BOX 7 OF 1099-MISC.

**SCHEDULE M
(Form 990)**

Noncash Contributions

OMB No. 1545-0047

2015

Open To Public Inspection

Department of the Treasury
Internal Revenue Service

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

Name of the organization **THE MARINERS' MUSEUM** Employer identification number **54-0541801**

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 | 100 | 0. | |
| 2 Art - Historical treasures | | | | |
| 3 Art - Fractional interests | | | | |
| 4 Books and publications | | | | |
| 5 Clothing and household goods | | | | |
| 6 Cars and other vehicles | X | 1 | 0. | |
| 7 Boats and planes | | | | |
| 8 Intellectual property | | | | |
| 9 Securities - Publicly traded | | | | |
| 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 | X | 2 | 0. | |
| 20 Drugs and medical supplies | | | | |
| 21 Taxidermy | | | | |
| 22 Historical artifacts | | | | |
| 23 Scientific specimens | | | | |
| 24 Archeological artifacts | | | | |
| 25 Other ▶ (_____) | | | | |
| 26 Other ▶ (_____) | | | | |
| 27 Other ▶ (_____) | | | | |
| 28 Other ▶ (_____) | | | | |

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

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

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

Schedule M (Form 990) (2015)

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, PART I, COLUMN (B):

PART 1, LINE 1, COLUMN (B) IS REPORTING THE NUMBER OF ITEMS RECEIVED BY THE MUSEUM.

SCHEDULE M, LINE 32B:

FROM TIME TO TIME, THE MUSEUM WILL SEND WORKS OF ART TO AUCTION FOR SALE. PROCEEDS FROM THESE SALES ARE RESTRICTED TO FUTURE ACQUISITION OF OBJECTS FOR THE COLLECTION.

SCHEDULE M, LINE 33:

BEGINNING IN 2008, UNDER THE PROVISION OF SFAS NO. 116, THE VALUE OF THE COLLECTION HAS BEEN EXCLUDED FROM THE STATEMENT OF FINANCIAL POSITION. THUS, THE VALUE OF DONATED COLLECTION ITEMS ARE EXCLUDED FROM REVENUE.

FAIR MARKET VALUES OF THE DONATED WORKS OF ART RECEIVED FROM OCTOBER 1, 2015 THROUGH SEPTEMBER 30, 2016 FOR WHICH THE ORGANIZATION COMPLETED FORMS 8283 ARE APPROXIMATELY \$101,520.

SCHEDULE O
(Form 990 or 990-EZ)

Department of the Treasury
Internal Revenue Service

Supplemental Information to Form 990 or 990-EZ

Complete to provide information for responses to specific questions on
Form 990 or 990-EZ or to provide any additional information.

▶ Attach to Form 990 or 990-EZ.

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

OMB No. 1545-0047

2015

Open to Public
Inspection

Name of the organization

THE MARINERS' MUSEUM

Employer identification number

54-0541801

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

THROUGH OUR SHARED MARITIME HERITAGE - WE ARE CONNECTED TO ONE ANOTHER.

FORM 990, PART III, LINE 4D, OTHER PROGRAM SERVICES:

CONSERVATION - MAINTENANCE OF CURRENT AND HISTORICAL COLLECTIONS AND
ARTIFACTS.

EXPENSES \$ 75,509. INCLUDING GRANTS OF \$ 0. REVENUE \$ 0.

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

THE FORM 990 IS PREPARED BY AN INDEPENDENT ACCOUNTING FIRM AND APPROVED BY
THE CHIEF FINANCIAL OFFICER. THE FORM IS THEN MADE AVAILABLE TO THE ENTIRE
BOARD.

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

THE ORGANIZATION'S BOARD REVIEWS THE CONFLICT OF INTEREST POLICY, PROVIDE
QUESTIONNAIRES FOR THE BOARD MEMBERS TO REPORT CONFLICTS OF INTEREST, AND
REPORT ON ANY FINDINGS OF CONFLICTS OF INTERESTS.

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

THE ORGANIZATION'S BOARD OF TRUSTEES REVIEWS AND APPROVES THE COMPENSATION
OF THE TOP MANAGEMENT OFFICIAL AND OFFICERS AND KEY EMPLOYEES OF THE
ORGANIZATION.

FORM 990, PART VI, SECTION C, LINE 19:

THE ORGANIZATION'S GOVERNING DOCUMENTS, CONFLICT OF INTEREST POLICY, AND
FINANCIAL STATEMENTS ARE MADE AVAILABLE TO THE PUBLIC FOR REVIEW UPON

| | |
|---------------------------------------------------------|-----------------------------------------------------|
| Name of the organization THE MARINERS' MUSEUM | Employer identification number 54-0541801 |
|---------------------------------------------------------|-----------------------------------------------------|

REQUEST.

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

| | |
|----------------------------------------------|-----------|
| CHANGE IN VALUE OF SPLIT INTEREST AGREEMENTS | -9,384. |
| EXPENSE RELATED TO DONATED SERVICES | -100,000. |
| TOTAL TO FORM 990, PART XI, LINE 9 | -109,384. |

FORM 990, PART XII, LINE 2C:

FORM 990, PART XII, LINE 2C: THERE WERE NO CHANGES TO THE FINANCE COMMITTEE'S PROCEDURES REGARDING THE OVERSIGHT OF THE AUDIT AND SELECTION OF THE INDEPENDENT AUDITORS.

SCHEDULE D, PART IX OTHER ASSETS - FUNDS HELD IN TRUST BY OTHERS

FUNDS HELD IN TRUST BY OTHERS CONSIST PRIMARILY OF IRREVOCABLE TRUSTS ESTABLISHED BY THE MUSEUM FOUNDER, ARCHER M. HUNTINGTON, WHICH ARE CLASSIFIED AS PERMANENTLY RESTRICTED. THE TRUSTS ARE NOT-FOR-PROFIT SUPPORTING ORGANIZATIONS. THE MUSEUM RECEIVES CONTRIBUTIONS BASED ON DISTRIBUTIONS OF INVESTMENT INCOME FROM THE SECURITIES HELD BY THE TRUSTS. THESE CONTRIBUTIONS ARE BASED ON INVESTMENT INCOME, NET OF EXPENSES, REALIZED AND UNREALIZED GAINS AND LOSSES. THE TRUSTEES OF THE HUNTINGTON TRUSTS HAVE ADOPTED A TOTAL RETURN POLICY WHICH DISTRIBUTES 5% OF THE ROLLING AVERAGE MARKET VALUE OF THE HUNTINGTON TRUSTS, USING QUARTER END VALUE OF THE PRECEDING TWELVE QUARTERS ENDING WITH SEPTEMBER 30 OF THE CURRENT YEAR. THE REMAINING TRUSTS ALSO PAY OUT 5% OF THE TRUST ASSETS ON AN ANNUAL BASIS.

THE MUSEUM IS ALSO A CO-BENEFICIARY WITH THREE OTHER NOT-FOR-PROFIT

| | |
|---------------------------------------------------------|-----------------------------------------------------|
| Name of the organization THE MARINERS' MUSEUM | Employer identification number 54-0541801 |
|---------------------------------------------------------|-----------------------------------------------------|

ORGANIZATIONS UNDER THE TRUST AGREEMENT WITH BANK OF AMERICA (FORMERLY U.S. TRUST CO., OF NEW YORK). THEREFORE, THE AMOUNT RECORDED IN THE ACCOMPANYING STATEMENT OF FINANCIAL POSITION IS 25% OF THE TRUST'S VALUE, WHICH REPRESENTS THE MUSEUM'S SHARE UNDER THIS SPLIT-INTEREST AGREEMENT.

TAX RETURN FILING INSTRUCTIONS

FORM 990-T

FOR THE YEAR ENDING
SEPTEMBER 30, 2016

| | |
|-----------------------------------------------------|---------------------------------------------------------------------------------------------|
| Prepared for | THE MARINERS' MUSEUM 100 MUSEUM DRIVE NEWPORT NEWS, VA 23606 |
| Prepared by | DIXON HUGHES GOODMAN LLP 701 TOWN CENTER DRIVE, SUITE 700 NEWPORT NEWS, VA 23606-4295 |
| Amount due or refund | NO AMOUNT IS DUE. |
| Make check payable to | NO AMOUNT IS DUE. |
| Mail tax return and check (if applicable) to | DEPARTMENT OF THE TREASURY INTERNAL REVENUE SERVICE CENTER OGDEN, UT 84201-0027 |
| Return must be mailed on or before | AUGUST 15, 2017 |
| Special Instructions | THE RETURN SHOULD BE SIGNED AND DATED. |

Form **990-T**

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

OMB No. 1545-0687

For calendar year 2015 or other tax year beginning OCT 1, 2015, and ending SEP 30, 2016

2015

▶ Information about Form 990-T and its instructions is available at www.irs.gov/form990t.
▶ Do not enter SSN numbers on this form as it may be made public if your organization is a 501(c)(3).

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

Department of the Treasury
Internal Revenue Service

| | | | |
|-----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|---------------|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| A <input type="checkbox"/> Check box if address changed B Exempt under section <input checked="" type="checkbox"/> 501(c)(3) <input type="checkbox"/> 408(e) <input type="checkbox"/> 220(e) <input type="checkbox"/> 408A <input type="checkbox"/> 530(a) <input type="checkbox"/> 529(a) | Print or Type | Name of organization (<input type="checkbox"/> Check box if name changed and see instructions.) THE MARINERS' MUSEUM Number, street, and room or suite no. If a P.O. box, see instructions. 100 MUSEUM DRIVE City or town, state or province, country, and ZIP or foreign postal code NEWPORT NEWS, VA 23606 | D Employer identification number (Employees' trust, see instructions.) 54-0541801 E Unrelated business activity codes (See instructions.) 453220 |
|-----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|---------------|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|

| | |
|------------------------------------------------------------------|-------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| C Book value of all assets at end of year 134,033,806. | F Group exemption number (See instructions.) G Check organization type ▶ <input checked="" type="checkbox"/> 501(c) corporation <input type="checkbox"/> 501(c) trust <input type="checkbox"/> 401(a) trust <input type="checkbox"/> Other trust |
|------------------------------------------------------------------|-------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|

H Describe the organization's primary unrelated business activity. ▶ **MUSEUM GIFT SHOP SALES**

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

J The books are in care of ▶ **THE OFFICERS** Telephone number ▶ **757.591.7701**

| Part I Unrelated Trade or Business Income | (A) Income | (B) Expenses | (C) Net |
|-------------------------------------------------------------------------------------------|-------------------|--------------|-------------|
| 1a Gross receipts or sales <u>10,317.</u> | | | |
| b Less returns and allowances | | | |
| c Balance ▶ | 1c 10,317. | | |
| 2 Cost of goods sold (Schedule A, line 7) | 2 9,599. | | |
| 3 Gross profit. Subtract line 2 from line 1c | 3 718. | | 718. |
| 4a Capital gain net income (attach Schedule D) | 4a | | |
| b Net gain (loss) (Form 4797, Part II, line 17) (attach Form 4797) | 4b | | |
| c Capital loss deduction for trusts | 4c | | |
| 5 Income (loss) from partnerships and S corporations (attach statement) | 5 | | |
| 6 Rent income (Schedule C) | 6 | | |
| 7 Unrelated debt-financed income (Schedule E) | 7 | | |
| 8 Interest, annuities, royalties, and rents from controlled organizations (Sch. F) | 8 | | |
| 9 Investment income of a section 501(c)(7), (9), or (17) organization (Schedule G) | 9 | | |
| 10 Exploited exempt activity income (Schedule I) | 10 | | |
| 11 Advertising income (Schedule J) | 11 | | |
| 12 Other income (See instructions; attach schedule) | 12 | | |
| 13 Total. Combine lines 3 through 12 | 13 718. | | 718. |

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

| | | |
|------------------------------------------------------------------------------------------------------------------------------------------------------|------------|------------|
| 14 Compensation of officers, directors, and trustees (Schedule K) | 14 | |
| 15 Salaries and wages | 15 | 4,509. |
| 16 Repairs and maintenance | 16 | 41. |
| 17 Bad debts | 17 | |
| 18 Interest (attach schedule) | 18 | |
| 19 Taxes and licenses | 19 | |
| 20 Charitable contributions (See instructions for limitation rules) | 20 | |
| 21 Depreciation (attach Form 4562) | 21 | |
| 22 Less depreciation claimed on Schedule A and elsewhere on return | 22a | 22b |
| 23 Depletion | 23 | |
| 24 Contributions to deferred compensation plans | 24 | |
| 25 Employee benefit programs | 25 | 902. |
| 26 Excess exempt expenses (Schedule I) | 26 | |
| 27 Excess readership costs (Schedule J) | 27 | |
| 28 Other deductions (attach schedule) SEE STATEMENT 1 | 28 | 1,788. |
| 29 Total deductions. Add lines 14 through 28 | 29 | 7,240. |
| 30 Unrelated business taxable income before net operating loss deduction. Subtract line 29 from line 13 | 30 | <6,522.> |
| 31 Net operating loss deduction (limited to the amount on line 30) SEE STATEMENT 2 | 31 | |
| 32 Unrelated business taxable income before specific deduction. Subtract line 31 from line 30 | 32 | <6,522.> |
| 33 Specific deduction (Generally \$1,000, but see line 33 instructions for exceptions) | 33 | 1,000. |
| 34 Unrelated business taxable income. Subtract line 33 from line 32. If line 33 is greater than line 32, enter the smaller of zero or line 32 | 34 | <6,522.> |

Part III Tax Computation

| | | |
|-------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|----------------------------------------|---------------|
| 35 Organizations Taxable as Corporations. See instructions for tax computation. Controlled group members (sections 1561 and 1563) check here <input type="checkbox"/> See instructions and: | | |
| a Enter your share of the \$50,000, \$25,000, and \$9,925,000 taxable income brackets (in that order): | (1) \$ _____ (2) \$ _____ (3) \$ _____ | |
| b Enter organization's share of: (1) Additional 5% tax (not more than \$11,750) | \$ _____ | |
| (2) Additional 3% tax (not more than \$100,000) | \$ _____ | |
| c Income tax on the amount on line 34 | | 35c 0. |
| 36 Trusts Taxable at Trust Rates. See instructions for tax computation. Income tax on the amount on line 34 from: | | |
| <input type="checkbox"/> Tax rate schedule or <input type="checkbox"/> Schedule D (Form 1041) | | 36 |
| 37 Proxy tax. See instructions | | 37 |
| 38 Alternative minimum tax | | 38 |
| 39 Total. Add lines 37 and 38 to line 35c or 36, whichever applies | | 39 0. |

Part IV Tax and Payments

| | | |
|------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|------------|--------------|
| 40a Foreign tax credit (corporations attach Form 1118; trusts attach Form 1116) | 40a | |
| b Other credits (see instructions) | 40b | |
| c General business credit. Attach Form 3800 | 40c | |
| d Credit for prior year minimum tax (attach Form 8801 or 8827) | 40d | |
| e Total credits. Add lines 40a through 40d | | 40e |
| 41 Subtract line 40e from line 39 | | 41 0. |
| 42 Other taxes. Check if from: <input type="checkbox"/> Form 4255 <input type="checkbox"/> Form 8611 <input type="checkbox"/> Form 8697 <input type="checkbox"/> Form 8866 <input type="checkbox"/> Other (attach schedule) | | 42 |
| 43 Total tax. Add lines 41 and 42 | | 43 0. |
| 44a Payments: A 2014 overpayment credited to 2015 | 44a | |
| b 2015 estimated tax payments | 44b | |
| c Tax deposited with Form 8868 | 44c | |
| d Foreign organizations: Tax paid or withheld at source (see instructions) | 44d | |
| e Backup withholding (see instructions) | 44e | |
| f Credit for small employer health insurance premiums (Attach Form 8941) | 44f | |
| g Other credits and payments: <input type="checkbox"/> Form 2439 <input type="checkbox"/> Form 4136 <input type="checkbox"/> Other _____ Total | 44g | |
| 45 Total payments. Add lines 44a through 44g | | 45 |
| 46 Estimated tax penalty (see instructions). Check if Form 2220 is attached <input type="checkbox"/> | | 46 |
| 47 Tax due. If line 45 is less than the total of lines 43 and 46, enter amount owed | | 47 0. |
| 48 Overpayment. If line 45 is larger than the total of lines 43 and 46, enter amount overpaid | | 48 0. |
| 49 Enter the amount of line 48 you want: Credited to 2016 estimated tax <input type="checkbox"/> Refunded <input type="checkbox"/> | | 49 |

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

| | | |
|-------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-----|----|
| 1 At any time during the 2015 calendar year, did the organization have an interest in or a signature or other authority over a financial account (bank, securities, or other) in a foreign country? If YES, the organization may have to file FinCEN Form 114, Report of Foreign Bank and Financial Accounts. If YES, enter the name of the foreign country here | Yes | No |
| | | X |
| 2 During the tax year, did the organization receive a distribution from, or was it the grantor of, or transferor to, a foreign trust? If YES, see instructions for other forms the organization may have to file. | | X |
| 3 Enter the amount of tax-exempt interest received or accrued during the tax year | | \$ |

Schedule A - Cost of Goods Sold. Enter method of inventory valuation **LOWER OF COST OR MARKET**

| | | | | | |
|---------------------------------------------------------|-----------|---------|-----------------------------------------------------------------------------------------------------------------------------|----------|--------|
| 1 Inventory at beginning of year | 1 | 11,695. | 6 Inventory at end of year | 6 | 8,127. |
| 2 Purchases | 2 | 6,031. | 7 Cost of goods sold. Subtract line 6 from line 5. Enter here and in Part I, line 2 | 7 | 9,599. |
| 3 Cost of labor | 3 | | 8 Do the rules of section 263A (with respect to property produced or acquired for resale) apply to the organization? | Yes | No |
| 4a Additional section 263A costs (att. schedule) | 4a | | | | X |
| b Other costs (attach schedule) | 4b | | | | |
| 5 Total. Add lines 1 through 4b | 5 | 17,726. | | | |

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

Sign Here
 Signature of officer _____ Date _____ **PRESIDENT AND CEO**
 Title _____

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

Paid Preparer Use Only
 Print/Type preparer's name: **JAMES M. HAGGARD**
 Preparer's signature: _____ Date: _____
 Check if self-employed PTIN: **P00100566**
 Firm's name: **DIXON HUGHES GOODMAN LLP** Firm's EIN: **56-0747981**
 Firm's address: **701 TOWN CENTER DRIVE, SUITE 700**
NEWPORT NEWS, VA 23606-4295 Phone no. **757.873.1033**

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

1. Description of property

| | | |
|---------------------------------------------------------------------------------------------------------------------|-----------------------------------------------------------------------------------------------------------------------------------------------|-----------------------------------------------------------------------------------------------|
| 2. Rent received or accrued | | 3(a) Deductions directly connected with the income in columns 2(a) and 2(b) (attach schedule) |
| (a) From personal property (if the percentage of rent for personal property is more than 10% but not more than 50%) | (b) From real and personal property (if the percentage of rent for personal property exceeds 50% or if the rent is based on profit or income) | |
| (1) | | |
| (2) | | |
| (3) | | |
| (4) | | |
| Total | 0. | Total 0. |
| (c) Total income. Add totals of columns 2(a) and 2(b). Enter here and on page 1, Part I, line 6, column (A) 0. | | (b) Total deductions. Enter here and on page 1, Part I, line 6, column (B) 0. |

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

| | | | | |
|---------------------------------------------------------------------------------------------------|---------------------------------------------------------------------------------------|------------------------------------------------------------------------------|----------------------------------------------------------|---------------------------------------------------------------------|
| 1. Description of debt-financed property | 2. Gross income from or allocable to debt-financed property | 3. Deductions directly connected with or allocable to debt-financed property | | |
| | | (a) Straight line depreciation (attach schedule) | (b) Other deductions (attach schedule) | |
| (1) | | | | |
| (2) | | | | |
| (3) | | | | |
| (4) | | | | |
| 4. Amount of average acquisition debt on or allocable to debt-financed property (attach schedule) | 5. Average adjusted basis of or allocable to debt-financed property (attach schedule) | 6. Column 4 divided by column 5 | 7. Gross income reportable (column 2 x column 6) | 8. Allocable deductions (column 6 x total of columns 3(a) and 3(b)) |
| (1) | | % | | |
| (2) | | % | | |
| (3) | | % | | |
| (4) | | % | | |
| Totals | | | Enter here and on page 1, Part I, line 7, column (A). 0. | Enter here and on page 1, Part I, line 7, column (B). 0. |
| Total dividends-received deductions included in column 8 | | | 0. | 0. |

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

| 1. Name of controlled organization | 2. Employer identification number | Exempt Controlled Organizations | | | |
|------------------------------------|-----------------------------------|---------------------------------------------------|-------------------------------------|-------------------------------------------------------------------------------------|----------------------------------------------------------|
| | | 3. Net unrelated income (loss) (see instructions) | 4. Total of specified payments made | 5. Part of column 4 that is included in the controlling organization's gross income | 6. Deductions directly connected with income in column 5 |
| (1) | | | | | |
| (2) | | | | | |
| (3) | | | | | |
| (4) | | | | | |

Nonexempt Controlled Organizations

| 7. Taxable income | 8. Net unrelated income (loss) (see instructions) | 9. Total of specified payments made | 10. Part of column 9 that is included in the controlling organization's gross income | 11. Deductions directly connected with income in column 10 |
|-------------------|---------------------------------------------------|-------------------------------------|--------------------------------------------------------------------------------------|--------------------------------------------------------------------------------|
| (1) | | | | |
| (2) | | | | |
| (3) | | | | |
| (4) | | | | |
| Totals | | | Add columns 5 and 10. Enter here and on page 1, Part I, line 8, column (A). 0. | Add columns 6 and 11. Enter here and on page 1, Part I, line 8, column (B). 0. |

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

(see instructions)

| 1. Description of income | 2. Amount of income | 3. Deductions directly connected (attach schedule) | 4. Set-asides (attach schedule) | 5. Total deductions and set-asides (col. 3 plus col. 4) |
|--------------------------|---------------------|----------------------------------------------------|---------------------------------|---------------------------------------------------------|
| (1) | | | | |
| (2) | | | | |
| (3) | | | | |
| (4) | | | | |
| Totals | | 0. | | 0. |

Schedule I - Exploited Exempt Activity Income, Other Than Advertising Income

(see instructions)

| 1. Description of exploited activity | 2. Gross unrelated business income from trade or business | 3. Expenses directly connected with production of unrelated business income | 4. Net income (loss) from unrelated trade or business (column 2 minus column 3). If a gain, compute cols. 5 through 7. | 5. Gross income from activity that is not unrelated business income | 6. Expenses attributable to column 5 | 7. Excess exempt expenses (column 6 minus column 5, but not more than column 4). |
|--------------------------------------|-----------------------------------------------------------|-----------------------------------------------------------------------------|------------------------------------------------------------------------------------------------------------------------|---------------------------------------------------------------------|--------------------------------------|----------------------------------------------------------------------------------|
| (1) | | | | | | |
| (2) | | | | | | |
| (3) | | | | | | |
| (4) | | | | | | |
| Totals | | 0. | 0. | | | 0. |

Schedule J - Advertising Income (see instructions)

Part I Income From Periodicals Reported on a Consolidated Basis

| 1. Name of periodical | 2. Gross advertising income | 3. Direct advertising costs | 4. Advertising gain or (loss) (col. 2 minus col. 3). If a gain, compute cols. 5 through 7. | 5. Circulation income | 6. Readership costs | 7. Excess readership costs (column 6 minus column 5, but not more than column 4). |
|--------------------------------------------------|-----------------------------|-----------------------------|--------------------------------------------------------------------------------------------|-----------------------|---------------------|-----------------------------------------------------------------------------------|
| (1) | | | | | | |
| (2) | | | | | | |
| (3) | | | | | | |
| (4) | | | | | | |
| Totals (carry to Part II, line (5)) | | 0. | 0. | | | 0. |

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

| 1. Name of periodical | 2. Gross advertising income | 3. Direct advertising costs | 4. Advertising gain or (loss) (col. 2 minus col. 3). If a gain, compute cols. 5 through 7. | 5. Circulation income | 6. Readership costs | 7. Excess readership costs (column 6 minus column 5, but not more than column 4). |
|------------------------------------------|-----------------------------|-----------------------------|--------------------------------------------------------------------------------------------|-----------------------|---------------------|-----------------------------------------------------------------------------------|
| (1) | | | | | | |
| (2) | | | | | | |
| (3) | | | | | | |
| (4) | | | | | | |
| Totals from Part I | | 0. | 0. | | | 0. |
| Totals, Part II (lines 1-5) | | 0. | 0. | | | 0. |

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

| 1. Name | 2. Title | 3. Percent of time devoted to business | 4. Compensation attributable to unrelated business |
|----------------------------------------------------------------|----------|----------------------------------------|----------------------------------------------------|
| (1) | | % | |
| (2) | | % | |
| (3) | | % | |
| (4) | | % | |
| Total. Enter here and on page 1, Part II, line 14 | | | 0. |

| FORM 990-T | OTHER DEDUCTIONS | STATEMENT | 1 |
|--------------------------------------|------------------|-----------|---|
| DESCRIPTION | | AMOUNT | |
| SUPPLIES | | 173. | |
| UTILITIES & OVERHEAD ALLOCATION | | 1,192. | |
| POSTAGE | | 29. | |
| BANK AND CREDIT CARD FEES | | 364. | |
| DUES AND LICENSES | | 30. | |
| TOTAL TO FORM 990-T, PAGE 1, LINE 28 | | 1,788. | |

| FORM 990-T | NET OPERATING LOSS DEDUCTION | STATEMENT | 2 | |
|-----------------------------------|------------------------------|-------------------------|----------------|---------------------|
| TAX YEAR | LOSS SUSTAINED | LOSS PREVIOUSLY APPLIED | LOSS REMAINING | AVAILABLE THIS YEAR |
| 12/31/99 | 9,233. | 0. | 9,233. | 9,233. |
| 12/31/00 | 10,217. | 0. | 10,217. | 10,217. |
| 12/31/01 | 6,542. | 0. | 6,542. | 6,542. |
| 12/31/02 | 545. | 0. | 545. | 545. |
| 12/31/03 | 9,052. | 0. | 9,052. | 9,052. |
| 12/31/04 | 10,595. | 0. | 10,595. | 10,595. |
| 12/31/05 | 7,663. | 0. | 7,663. | 7,663. |
| 12/31/06 | 7,242. | 0. | 7,242. | 7,242. |
| 12/31/10 | 1,780. | 0. | 1,780. | 1,780. |
| 12/31/11 | 2,024. | 0. | 2,024. | 2,024. |
| 12/31/12 | 2,166. | 0. | 2,166. | 2,166. |
| 12/31/13 | 62. | 0. | 62. | 62. |
| 09/30/14 | 5,561. | 0. | 5,561. | 5,561. |
| 09/30/15 | 21,317. | 0. | 21,317. | 21,317. |
| NOL CARRYOVER AVAILABLE THIS YEAR | | | 93,999. | 93,999. |

• If you are filing for an **Additional (Not Automatic) 3-Month Extension**, complete only Part II and check this box **X**

Note. Only complete Part II if you have already been granted an automatic 3-month extension on a previously filed Form 8868.

• If you are filing for an **Automatic 3-Month Extension**, complete only Part I (on page 1).

Part II Additional (Not Automatic) 3-Month Extension of Time. Only file the original (no copies needed).

Enter filer's identifying number, see instructions

| | | |
|---------------------------------------------------------------------------------|---------------------------------------------------------------------------------------------------------------------------|--------------------------------------------------------------|
| Type or print File by the due date for filing your return. See instructions. | Name of exempt organization or other filer, see instructions. THE MARINERS' MUSEUM | Employer identification number (EIN) or 54-0541801 |
| | Number, street, and room or suite no. If a P.O. box, see instructions. 100 MUSEUM DRIVE | Social security number (SSN) |
| | City, town or post office, state, and ZIP code. For a foreign address, see instructions. NEWPORT NEWS, VA 23606 | |

Enter the Return code for the return that this application is for (file a separate application for each return)

| Application Is For | Return Code | Application Is For | Return Code |
|------------------------------------------|-------------|-----------------------------------|-------------|
| Form 990 or Form 990-EZ | 01 | | |
| Form 990-BL | 02 | Form 1041-A | 08 |
| Form 4720 (individual) | 03 | Form 4720 (other than individual) | 09 |
| Form 990-PF | 04 | Form 5227 | 10 |
| Form 990-T (sec. 401(a) or 408(a) trust) | 05 | Form 6069 | 11 |
| Form 990-T (trust other than above) | 06 | Form 8870 | 12 |

STOP! Do not complete Part II if you were not already granted an automatic 3-month extension on a previously filed Form 8868.

THE OFFICERS

• The books are in the care of **100 MUSEUM DRIVE - NEWPORT NEWS, VA 23606**
Telephone No. **757.591.7701** Fax No. **757.591.7320**

• If the organization does not have an office or place of business in the United States, check this box

• If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) . If this is for the whole group, check this box . If it is for part of the group, check this box and attach a list with the names and EINs of all members the extension is for.

4 I request an additional 3-month extension of time until **AUGUST 15, 2017**.

5 For calendar year , or other tax year beginning **OCT 1, 2015**, and ending **SEP 30, 2016**.

6 If the tax year entered in line 5 is for less than 12 months, check reason: Initial return Final return
 Change in accounting period

7 State in detail why you need the extension
WAITING ON ADDITIONAL INFORMATION NECESSARY TO FILE A COMPLETE AND ACCURATE RETURN. THEREFORE, ADDITIONAL TIME IS RESPECTFULLY REQUESTED.

| | | | |
|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-----------|----|-----------|
| 8a If this application is for Forms 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions. | 8a | \$ | 0. |
| b If this application is for Forms 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit and any amount paid previously with Form 8868. | 8b | \$ | 0. |
| c Balance due. Subtract line 8b from line 8a. Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions. | 8c | \$ | 0. |

Signature and Verification must be completed for Part II only.

Under penalties of perjury, I declare that I have examined this form, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete, and that I am authorized to prepare this form.

Signature Title Date

Application for Extension of Time To File an Exempt Organization Return

Department of the Treasury
Internal Revenue Service

▶ **File a separate application for each return.**
▶ **Information about Form 8868 and its instructions is at www.irs.gov/form8868.**

- If you are filing for an **Automatic 3-Month Extension**, complete only **Part I** and check this box
- If you are filing for an **Additional (Not Automatic) 3-Month Extension**, complete only **Part II** (on page 2 of this form).

Do not complete Part II unless you have already been granted an automatic 3-month extension on a previously filed Form 8868.

Electronic filing (e-file) . You can electronically file Form 8868 if you need a 3-month automatic extension of time to file (6 months for a corporation required to file Form 990-T), or an additional (not automatic) 3-month extension of time. You can electronically file Form 8868 to request an extension of time to file any of the forms listed in Part I or Part II with the exception of Form 8870, Information Return for Transfers Associated With Certain Personal Benefit Contracts, which must be sent to the IRS in paper format (see instructions). For more details on the electronic filing of this form, visit www.irs.gov/efile and click on *e-file for Charities & Nonprofits*.

Part I Automatic 3-Month Extension of Time. Only submit original (no copies needed).

A corporation required to file Form 990-T and requesting an automatic 6-month extension - check this box and complete Part I only

All other corporations (including 1120-C filers), partnerships, REMICs, and trusts must use Form 7004 to request an extension of time to file income tax returns.

| | Enter filer's identifying number | |
|----------------------------------------------------------------|---------------------------------------------------------------------------------------------------------------------------|--------------------------------------------------------------|
| Type or print | Name of exempt organization or other filer, see instructions. THE MARINERS' MUSEUM | Employer identification number (EIN) or 54-0541801 |
| File by the due date for filing your return. See instructions. | Number, street, and room or suite no. If a P.O. box, see instructions. 100 MUSEUM DRIVE | Social security number (SSN) |
| | City, town or post office, state, and ZIP code. For a foreign address, see instructions. NEWPORT NEWS, VA 23606 | |

Enter the Return code for the return that this application is for (file a separate application for each return) 07

| Application Is For | Return Code | Application Is For | Return Code |
|------------------------------------------|-------------|-----------------------------------|-------------|
| Form 990 or Form 990-EZ | 01 | Form 990-T (corporation) | 07 |
| Form 990-BL | 02 | Form 1041-A | 08 |
| Form 4720 (individual) | 03 | Form 4720 (other than individual) | 09 |
| Form 990-PF | 04 | Form 5227 | 10 |
| Form 990-T (sec. 401(a) or 408(a) trust) | 05 | Form 6069 | 11 |
| Form 990-T (trust other than above) | 06 | Form 8870 | 12 |

THE OFFICERS

- The books are in the care of ▶ **100 MUSEUM DRIVE - NEWPORT NEWS, VA 23606**
Telephone No. ▶ **757.591.7701** Fax No. ▶ **757.591.7320**
- If the organization does not have an office or place of business in the United States, check this box
- If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) _____. If this is for the whole group, check this box . If it is for part of the group, check this box and attach a list with the names and EINs of all members the extension is for.

1 I request an automatic 3-month (6 months for a corporation required to file Form 990-T) extension of time until **AUGUST 15, 2017**, to file the exempt organization return for the organization named above. The extension is for the organization's return for:
 ▶ calendar year _____ or
 ▶ tax year beginning **OCT 1, 2015**, and ending **SEP 30, 2016**.

2 If the tax year entered in line 1 is for less than 12 months, check reason: Initial return Final return Change in accounting period

| | | | |
|-----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-----------|----|----|
| 3a If this application is for Forms 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions. | 3a | \$ | 0. |
| b If this application is for Forms 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit. | 3b | \$ | 0. |
| c Balance due. Subtract line 3b from line 3a. Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions. | 3c | \$ | 0. |

Caution. If you are going to make an electronic funds withdrawal (direct debit) with this Form 8868, see Form 8453-EO and Form 8879-EO for payment instructions.

Caution: Forms printed from within Adobe Acrobat products may not meet IRS or state taxing agency specifications. When using Acrobat 9.x products and later products, select "None" in the "Page Scaling" selection box in the Adobe "Print" dialog.

STATE COPY

2015 TAX RETURN FILING INSTRUCTIONS

VIRGINIA FORM 500

FOR THE YEAR ENDING
SEPTEMBER 30, 2016

| | |
|-----------------------------------------------------|------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| Prepared for | THE MARINERS' MUSEUM 100 MUSEUM DRIVE NEWPORT NEWS, VA 23606 |
| Prepared by | DIXON HUGHES GOODMAN LLP 701 TOWN CENTER DRIVE, SUITE 700 NEWPORT NEWS, VA 23606-4295 |
| To be signed and dated by | NOT APPLICABLE |
| Amount of tax | Total tax \$ 0.00 Less: payments and credits \$ 0.00 Plus: other amount \$ 0.00 Plus: interest and penalties \$ 0.00 NO PMT REQUIRED \$ |
| Overpayment | Credited to your estimated tax \$ 0.00 Other amount \$ 0.00 Refunded to you \$ 0.00 |
| Make check payable to | NOT APPLICABLE |
| Mail tax return and check (if applicable) to | THIS RETURN HAS BEEN PREPARED FOR ELECTRONIC FILING. IF YOU WISH TO HAVE IT TRANSMITTED ELECTRONICALLY TO THE VADOT, PLEASE SIGN, DATE AND RETURN VA-8879C TO OUR OFFICE. WE WILL THEN SUBMIT THE ELECTRONIC RETURN TO THE VADOT. DO NOT MAIL THE PAPER COPY OF THE RETURN TO THE VADOT. |
| Return must be mailed on or before | NOT APPLICABLE |
| Special Instructions | |

**2015 Virginia Corporation
 Income Tax Return**



FISCAL or Attention: Return must be filed electronically. Use this form only if you have an approved waiver.
 SHORT Year Filer: Beginning Date OCTOBER 1, 2015 ; Ending Date SEPTEMBER 30, 2016
 Short Year Return Change in Accounting Period

Official Use Only

By checking the box to the right, I (we) authorize the Department to discuss this return with the undersigned preparer.

| | | | |
|------------------------------------------------------|-----------------------------------|-----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|--------------------------|
| FEIN 54-0541801 | | Check all that apply: <input type="checkbox"/> Initial Filer <input type="checkbox"/> Name Change <input type="checkbox"/> Mailing Address Change <input type="checkbox"/> Physical Address Change | |
| Name THE MARINERS' MUSEUM | | | |
| Mailing Address 100 MUSEUM DRIVE | | | |
| City or Town NEWPORT NEWS | | State VA | ZIP Code 23606 |
| Physical Address (if different from Mailing Address) | | Entity Type Code NP | |
| Physical City or Town | | State | ZIP Code |
| | | NAICS 453220 | |
| Date Incorporated | State or Country of Incorporation | Description of Business Activity MUSEUM GIFT SHOP SALES | |

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

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

Questions and Related Information

A Have you made any payments to an affiliated corporation, a related individual, or other related entity for interest, royalties or other expenses related to intangible property (patents, trademarks, copyrights and similar intangible property)? If yes, complete and attach Schedule 500AB.
 Enter Exception amount from Schedule 500AB, Line 8 **A** _____ .00
B Coalfield Employment Enhancement Tax Credit earned from Form 306, Line 11. **B** _____ .00

C If a net operating loss deduction was claimed in computing federal taxable income on the U.S. Corporation Income Tax Return, provide the requested information. If a NOL resulted from a merger, enter the FEIN of the company generating the NOL prior to the merger date. **SEE STATEMENT 1**

| | |
|---------------------------------------------------|-----------|
| (1) Year of loss _____ | _____ .00 |
| (2) Federal NOL _____ | _____ .00 |
| (3) Percent of federal NOL used this year _____ % | _____ % |

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

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

F Location of Corporation's books 100 MUSEUM DRIVE, NEWPORT NEWS, VA 2360 Year _____

Contact for Corporation's books **THE OFFICERS** Contact Phone Number **757.591.7701**

2015 Virginia

Form 500

FEIN 54-0541801

Page 2



INCOME

| | | | |
|---|----------------------------------------------------------------------------|---|------------------|
| 1 | Federal taxable income (from attached federal return) | 1 | <u>- 6522.00</u> |
| 2 | Total additions from Schedule 500ADJ, Section A, Line 7 | 2 | <u>.00</u> |
| 3 | Total (add Lines 1 and 2) | 3 | <u>- 6522.00</u> |
| 4 | Total subtractions from Schedule 500ADJ, Section B, Line 10 | 4 | <u>.00</u> |
| 5 | Balance (subtract Line 4 from Line 3) | 5 | <u>- 6522.00</u> |
| 6 | Savings and Loan Association's Bad Debt Deduction (see Instructions) | 6 | <u>.00</u> |
| 7 | Virginia taxable income (subtract Line 6 from Line 5) | 7 | <u>- 6522.00</u> |

TAX COMPUTATION

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

| | | | |
|-----|--------------------------------------------------------------------------------------------|------|-------------|
| (a) | Income subject to Virginia tax from Schedule 500A, Section B, Line 3(j) | 8(a) | <u>.00</u> |
| (b) | Apportionment factor percentage from Schedule 500A, Section B, Line 1 or Line 2(g) | 8(b) | <u>%</u> |
| (c) | Nonapportionable investment function income from Schedule 500A, Section B, Line 3(c) | 8(c) | <u>.00</u> |
| (d) | Nonapportionable investment function loss from Schedule 500A, Section B, Line 3(e) | 8(d) | <u>.00</u> |
| 9 | Income tax (6% of Line 7 or 6% of Line 8(a)) | 9 | <u>0.00</u> |

PAYMENTS AND CREDITS

| | | | |
|----|--------------------------------------------------------------------------------------------|----|------------|
| 10 | Nonrefundable tax credits: Enter the amount from Schedule 500CR, Part XXXI, Line 139 | 10 | <u>.00</u> |
| 11 | Adjusted corporate tax (subtract Line 10 from Line 9) | 11 | <u>.00</u> |
| 12 | 2015 estimated Virginia income tax payments including overpayment credit from 2014 | 12 | <u>.00</u> |
| 13 | Extension payment | 13 | <u>.00</u> |
| 14 | Refundable tax credits from Schedule 500CR, Part XXXV, Line 147 | 14 | <u>.00</u> |
| 15 | Pass-Through Entity total withholding from Schedule 500ADJ, Section D | 15 | <u>.00</u> |
| 16 | Total payments and credits (add Lines 12 through 15) | 16 | <u>.00</u> |

REFUND OR TAX DUE

| | | | |
|----|---------------------------------------------------------------------------------------|----|------------|
| 17 | Tax owed (if Line 11 is greater than Line 16, subtract Line 16 from Line 11) | 17 | <u>.00</u> |
| 18 | Penalty (see Instructions) | 18 | <u>.00</u> |
| 19 | Interest (see Instructions) | 19 | <u>.00</u> |
| 20 | Additional charge from Form 500C, Line 17 (attach Form 500C) | 20 | <u>.00</u> |
| 21 | Total due (add Lines 17 through 20) | 21 | <u>.00</u> |
| 22 | Overpayment (if Line 16 is greater than Line 11, subtract Line 11 from Line 16) | 22 | <u>.00</u> |
| 23 | Amount to be credited to 2016 estimated tax | 23 | <u>.00</u> |
| 24 | Amount to be refunded (subtract Line 23 from Line 22) | 24 | <u>.00</u> |

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

| | | |
|---------------------------------------------------------------------------------------------|-------------------------------------------|-------------------------------------------------------------------------------------------|
| Date | Signature of Officer | Title PRESIDENT AND CEO |
| Printed Name of Officer HOWARD H. HOEGE III | | Phone Number |
| Print Preparer's Name and Firm Name JAMES M. HAGGARD DIXON HUGHES GOODMAN LLP | | Phone Number 757.873.1033 |
| Date | Individual of Firm, Signature of Preparer | Address of Preparer 701 TOWN CENTER DRIVE, SUIT NEWPORT NEWS, VA 23606-4295 |
| Preparer's FEIN, PTIN or SSN 56-0747981 | | Approved Vendor Code 1019 |

| VA 500 | | NOL CARRYFORWARD ADJUSTMENT | | | STATEMENT 1 | |
|---------------------------|-------------|-----------------------------|-------------|---------------------------------|----------------------------------------------------------|--|
| YEAR END DATE | FEDERAL NOL | ADDITION | SUBTRACTION | NET VIRGINIA MODIFICATION | PERCENT OF FEDERAL NOL UTILIZED THIS YEAR | |
| 12/31/12 | 2,166. | 0. | 0. | 0. | .0000 | |
| 09/30/14 | 62. | 0. | 0. | 0. | .0000 | |
| 09/30/15 | 21,317. | 0. | 0. | 0. | .0000 | |
| NET VIRGINIA MODIFICATION | | | | 0. | | |

Schedule of Federal
Line Items



Name as shown on Virginia return **THE MARINERS' MUSEUM**

FEIN **54-0541801**

Form 1120, Deductions and Taxable Income

| | | |
|-------------------------------------------------------------------|---|------------------|
| 1. Domestic Production Activities Deduction | 1 | .00 |
| 2. Federal Taxable Income before NOL and Special Deductions | 2 | <u>-6522 .00</u> |
| 3. Net Operating Loss Deduction | 3 | .00 |
| 4. Special Deductions | 4 | <u>1000 .00</u> |
| 5. Federal Taxable Income after NOL and Special Deductions | 5 | <u>-6522 .00</u> |

Form 1120, Schedule C, Dividends and Special Deductions

| | | |
|------------------------------------|---|-----|
| 6. Subpart F Income | 6 | .00 |
| 7. Foreign Dividend Gross-Up | 7 | .00 |

Form 1120, Schedule K or M-3

| | | |
|------------------------------|---|-----|
| 8. Tax Exempt Interest | 8 | .00 |
|------------------------------|---|-----|

Form 5884

| | | |
|----------------------------------------------------------|---|-----|
| 9. Salaries and Wages not deducted due to the WOTC | 9 | .00 |
|----------------------------------------------------------|---|-----|

Form 4562, Special Depreciation Allowance and Other Depreciation

| | | |
|-----------------------------------------------------------------------------------------------------------|----|--------------------|
| 10. Special depreciation allowance for qualified property placed in service during the taxable year | 10 | .00 |
| 11. Property subject to 168(f)(1) election | 11 | .00 |
| 12. Other depreciation | 12 | <u>1727419 .00</u> |

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

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

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

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

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

| | | |
|------------------------------------------------------------|----|-----|
| 30. Total: Total Income or (Loss) Before Adjustments | 30 | .00 |
|------------------------------------------------------------|----|-----|

Attach Schedule 500FED to Your Virginia Corporation Return, Form 500.
Schedule 500FED does not replace the requirement to attach a complete federal Form 1120 to your Virginia return.

**DO NOT SEND THIS VA-8879C TO THE VA DEPT OF TAXATION OR THE IRS.
IT MUST BE MAINTAINED IN YOUR FILES!**

| | |
|-------------------------|--------------------------|
| Corporation Name | Federal ID Number |
| THE MARINERS' MUSEUM | 54-0541801 |

Part I Tax Return Information

| | | |
|-----------------------------------------------------------|----|----------|
| 1. Federal Taxable Income (Form 500, Page 2, Line 1) | 1. | <6,522.> |
| 2. Virginia Taxable Income (Form 500, Page 2, Line 7) | 2. | <6,522.> |
| 3. Income tax (Form 500, Page 2, Line 9) | 3. | |
| 4. Total payments and credits (Form 500, Page 2, Line 16) | 4. | |
| 5. Total due (Form 500, Page 2, Line 21) | 5. | |
| 6. Amount to be refunded (Form 500, Page 2, Line 24) | 6. | |

Part II Declaration and Signature Authorization of Officer

Under penalties of perjury, I declare to be the officer of the above corporation and that I have examined a copy of the corporation's 2015 electronic return and accompanying schedules and statements and to the best of my knowledge and belief, it is true, correct and complete. I further declare that the information provided to my Electronic Return Originator (ERO), Transmitter, or Intermediate Service Provider including the amounts shown in Part I above agrees with the information and amounts shown on the corresponding lines of the corporate electronic income tax return. If filing a balance due return, I authorize the Virginia Department of Taxation and its designated Financial Agent to initiate an ACH electronic funds withdrawal entry to the financial institution account indicated on the 2015 Virginia income tax return for payment of state taxes owed on this return. I also authorize the financial institutions involved in the processing of the electronic payment of taxes to receive confidential information necessary to answer inquiries and resolve issues related to the payment. I certify that the transaction does not directly involve a financial institution outside of the territorial jurisdiction of the United States at any point in the process.

I understand that if the Virginia Department of Taxation does not receive full and timely payment of the tax liability, the corporation will remain liable for the tax liability and all applicable interest and penalties. I authorize my ERO, Transmitter or Intermediate Service Provider to transmit the complete return to the Virginia Department of Taxation. I have selected a personal identification number (PIN) as my signature for the corporation's electronic income tax return.

Officer's e-File PIN: check one box only

I authorize the ERO named below to enter my e-File PIN 23606 as my signature on the corporation's 2015 electronic Virginia corporation income tax return.
Do not enter all zeros
DIXON HUGHES GOODMAN LLP

ERO Firm Name

I will enter my e-File PIN as my signature on the corporation's 2015 electronic Virginia corporation income tax return. Check this box only if you are entering your own e-File PIN and the return is filed using the Practitioner PIN method. The ERO must complete Part III below.

Your Signature _____ Date _____

Part III Certification and Authentication

ERO's EFIN/PIN: Enter your six digit EFIN followed by your five digit self-selected PIN. 54921823606
Do not enter all zeros

I certify that the above numeric entry is my ERO EFIN/PIN, which is my signature for the 2015 Virginia corporation income tax return for the corporation indicated above. I confirm that I am submitting this return in accordance with the requirements of the Practitioner PIN method and have followed all other requirements as specified by the Department. ERO's may sign the form using a rubber stamp, mechanical device, such as a signature pen, or computer software program.

ERO's Signature _____ Date _____

Form VA-8879C (REV 10/15)

Form **990**

Return of Organization Exempt From Income Tax
Under section 501(c), 527, or 4947(a)(1) of the Internal Revenue Code (except private foundations)

OMB No. 1545-0047

2015
Open to Public Inspection

Department of the Treasury
Internal Revenue Service

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

A For the 2015 calendar year, or tax year beginning **OCT 1, 2015** and ending **SEP 30, 2016**

| | | |
|----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| B Check if applicable: <input type="checkbox"/> Address change <input type="checkbox"/> Name change <input type="checkbox"/> Initial return <input type="checkbox"/> Final return/terminated <input type="checkbox"/> Amended return <input type="checkbox"/> Application pending | C Name of organization <p align="center">THE MARINERS' MUSEUM</p> Doing business as Number and street (or P.O. box if mail is not delivered to street address) Room/suite <p align="center">100 MUSEUM DRIVE</p> City or town, state or province, country, and ZIP or foreign postal code <p align="center">NEWPORT NEWS, VA 23606</p> F Name and address of principal officer: HOWARD H. HOEGE III SAME AS C ABOVE | D Employer identification number <p align="center">54-0541801</p> E Telephone number <p align="center">757.591.7701</p> G Gross receipts \$ 9,470,759. H(a) Is this a group return for subordinates? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No H(b) Are all subordinates included? <input type="checkbox"/> Yes <input type="checkbox"/> No If "No," attach a list. (see instructions) H(c) Group exemption number ▶ |
| 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.MARINERSMUSEUM.ORG | | |
| K Form of organization: <input checked="" type="checkbox"/> Corporation <input type="checkbox"/> Trust <input type="checkbox"/> Association <input type="checkbox"/> Other ▶ | | |
| L Year of formation: 1930 | | M State of legal domicile: VA |

Part I Summary

| | | | |
|------------------------------------|-----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|----------------------------------|---------------------|
| Part I | Summary | | |
| Activities & Governance | 1 Briefly describe the organization's mission or most significant activities: THE MARINERS' MUSEUM AND PARK CONNECTS PEOPLE TO THE WORLD'S WATERS, BECAUSE THROUGH THE WATERS - 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 22 4 Number of independent voting members of the governing body (Part VI, line 1b) 4 22 5 Total number of individuals employed in calendar year 2015 (Part V, line 2a) 5 122 6 Total number of volunteers (estimate if necessary) 6 166 7a Total unrelated business revenue from Part VIII, column (C), line 12 7a 718. 7b Net unrelated business taxable income from Form 990-T, line 34 7b <6,522.> | | |
| Revenue | 8 Contributions and grants (Part VIII, line 1h) 6,042,253. 9 Program service revenue (Part VIII, line 2g) 867,254. 10 Investment income (Part VIII, column (A), lines 3, 4, and 7d) 107,906. 11 Other revenue (Part VIII, column (A), lines 5, 6d, 8c, 9c, 10c, and 11e) 551,520. 12 Total revenue - add lines 8 through 11 (must equal Part VIII, column (A), line 12) 7,568,933. | Prior Year | Current Year |
| Expenses | 13 Grants and similar amounts paid (Part IX, column (A), lines 1-3) 4,575. 14 Benefits paid to or for members (Part IX, column (A), line 4) 0. 15 Salaries, other compensation, employee benefits (Part IX, column (A), lines 5-10) 4,513,303. 16a Professional fundraising fees (Part IX, column (A), line 11e) 0. 16b Total fundraising expenses (Part IX, column (D), line 25) ▶ 1,031,331. 17 Other expenses (Part IX, column (A), lines 11a-11d, 11f-24e) 4,965,055. 18 Total expenses. Add lines 13-17 (must equal Part IX, column (A), line 25) 9,482,933. 19 Revenue less expenses. Subtract line 18 from line 12 <1,914,000.> | | |
| Net Assets or Fund Balances | 20 Total assets (Part X, line 16) 135,340,395. 21 Total liabilities (Part X, line 26) 16,467,678. 22 Net assets or fund balances. Subtract line 21 from line 20 118,872,717. | Beginning of Current Year | End of Year |
| | | | |

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 <p align="center">HOWARD H. HOEGE III, PRESIDENT AND CEO</p> Type or print name and title | Date |
| Paid Preparer Use Only | Print/Type preparer's name <p>JAMES M. HAGGARD</p> Preparer's signature Date Check if self-employed <input type="checkbox"/> PTIN <p align="right">P00100566</p> Firm's name ▶ DIXON HUGHES GOODMAN LLP Firm's EIN ▶ 56-0747981 Firm's address ▶ 701 TOWN CENTER DRIVE, SUITE 700 <p align="center">NEWPORT NEWS, VA 23606-4295</p> Phone no. 757.873.1033 | |

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: THE MARINERS' MUSEUM AND PARK CONNECTS PEOPLE TO THE WORLD'S WATERS, BECAUSE THROUGH THE WATERS - THROUGH OUR SHARED MARITIME HERITAGE - WE ARE CONNECTED TO ONE ANOTHER.

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

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

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

4a (Code:) (Expenses \$ 8,044,190. including grants of \$) (Revenue \$ 716,215.) EXHIBITIONS, COLLECTIONS, AND MAINTENANCE OF MUSEUM. APPROXIMATELY 85,000 SERVED.

4b (Code:) (Expenses \$ 280,750. including grants of \$ 4,700.) (Revenue \$ 81,499.) RESEARCH - COLLECTION AND MAINTENANCE OF CURRENT AND HISTORICAL BOOKS AND PERIODICALS, COLLECTION AND MAINTENANCE OF CURRENT AND HISTORICAL PHOTOGRAPHS, INFORMATION INQUIRIES ADDRESSED. APPROXIMATELY 1,800 INDIVIDUALS SERVED.

4c (Code:) (Expenses \$ 33,486. including grants of \$) (Revenue \$ 190,240.) PROGRAMS - PROGRAMS WITH SPECIAL STUDENT TOURS. APPROXIMATELY 18,000 INDIVIDUALS SERVED.

4d Other program services (Describe in Schedule O.) (Expenses \$ 75,509. including grants of \$) (Revenue \$)

4e Total program service expenses 8,433,935.

Part IV Checklist of Required Schedules

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

Part IV Checklist of Required Schedules (continued)

| | Yes | No |
|----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-----|----|
| 20a Did the organization operate one or more hospital facilities? <i>If "Yes," complete Schedule H</i> | | X |
| b If "Yes" to line 20a, did the organization attach a copy of its audited financial statements to this return? | | |
| 21 Did the organization report more than \$5,000 of grants or other assistance to any domestic organization or domestic government on Part IX, column (A), line 1? <i>If "Yes," complete Schedule I, Parts I and II</i> | | X |
| 22 Did the organization report more than \$5,000 of grants or other assistance to or for domestic individuals on Part IX, column (A), line 2? <i>If "Yes," complete Schedule I, Parts I and III</i> | | X |
| 23 Did the organization answer "Yes" to Part VII, Section A, line 3, 4, or 5 about compensation of the organization's current and former officers, directors, trustees, key employees, and highest compensated employees? <i>If "Yes," complete Schedule J</i> | X | |
| 24a Did the organization have a tax-exempt bond issue with an outstanding principal amount of more than \$100,000 as of the last day of the year, that was issued after December 31, 2002? <i>If "Yes," answer lines 24b through 24d and complete Schedule K. If "No," go to line 25a</i> | X | |
| b Did the organization invest any proceeds of tax-exempt bonds beyond a temporary period exception? | | X |
| c Did the organization maintain an escrow account other than a refunding escrow at any time during the year to defease any tax-exempt bonds? | | X |
| d Did the organization act as an "on behalf of" issuer for bonds outstanding at any time during the year? | | X |
| 25a Section 501(c)(3), 501(c)(4), and 501(c)(29) organizations. Did the organization engage in an excess benefit transaction with a disqualified person during the year? <i>If "Yes," complete Schedule L, Part I</i> | | X |
| b Is the organization aware that it engaged in an excess benefit transaction with a disqualified person in a prior year, and that the transaction has not been reported on any of the organization's prior Forms 990 or 990-EZ? <i>If "Yes," complete Schedule L, Part I</i> | | X |
| 26 Did the organization report any amount on Part X, line 5, 6, or 22 for receivables from or payables to any current or former officers, directors, trustees, key employees, highest compensated employees, or disqualified persons? <i>If "Yes," complete Schedule L, Part II</i> | | X |
| 27 Did the organization provide a grant or other assistance to an officer, director, trustee, key employee, substantial contributor or employee thereof, a grant selection committee member, or to a 35% controlled entity or family member of any of these persons? <i>If "Yes," complete Schedule L, Part III</i> | | X |
| 28 Was the organization a party to a business transaction with one of the following parties (see Schedule L, Part IV instructions for applicable filing thresholds, conditions, and exceptions): | | |
| a A current or former officer, director, trustee, or key employee? <i>If "Yes," complete Schedule L, Part IV</i> | | X |
| b A family member of a current or former officer, director, trustee, or key employee? <i>If "Yes," complete Schedule L, Part IV</i> | | X |
| c An entity of which a current or former officer, director, trustee, or key employee (or a family member thereof) was an officer, director, trustee, or direct or indirect owner? <i>If "Yes," complete Schedule L, Part IV</i> | X | |
| 29 Did the organization receive more than \$25,000 in non-cash contributions? <i>If "Yes," complete Schedule M</i> | | X |
| 30 Did the organization receive contributions of art, historical treasures, or other similar assets, or qualified conservation contributions? <i>If "Yes," complete Schedule M</i> | X | |
| 31 Did the organization liquidate, terminate, or dissolve and cease operations? <i>If "Yes," complete Schedule N, Part I</i> | | X |
| 32 Did the organization sell, exchange, dispose of, or transfer more than 25% of its net assets? <i>If "Yes," complete Schedule N, Part II</i> | | X |
| 33 Did the organization own 100% of an entity disregarded as separate from the organization under Regulations sections 301.7701-2 and 301.7701-3? <i>If "Yes," complete Schedule R, Part I</i> | | X |
| 34 Was the organization related to any tax-exempt or taxable entity? <i>If "Yes," complete Schedule R, Part II, III, or IV, and Part V, line 1</i> | | X |
| 35a Did the organization have a controlled entity within the meaning of section 512(b)(13)? | | X |
| b If "Yes" to line 35a, did the organization receive any payment from or engage in any transaction with a controlled entity within the meaning of section 512(b)(13)? <i>If "Yes," complete Schedule R, Part V, line 2</i> | | |
| 36 Section 501(c)(3) organizations. Did the organization make any transfers to an exempt non-charitable related organization? <i>If "Yes," complete Schedule R, Part V, line 2</i> | | X |
| 37 Did the organization conduct more than 5% of its activities through an entity that is not a related organization and that is treated as a partnership for federal income tax purposes? <i>If "Yes," complete Schedule R, Part VI</i> | | X |
| 38 Did the organization complete Schedule O and provide explanations in Schedule O for Part VI, lines 11b and 19? | X | |

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

Part V Statements Regarding Other IRS Filings and Tax Compliance

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

Input box for Schedule O

Main table with columns for question ID, description, and Yes/No checkboxes. Includes rows 1a-14b with various tax-related questions.

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

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

Section A. Governing Body and Management

| | | Yes | No |
|-----------|----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-----|----|
| 1a | Enter the number of voting members of the governing body at the end of the tax year If there are material differences in voting rights among members of the governing body, or if the governing body delegated broad authority to an executive committee or similar committee, explain in Schedule O. | | |
| | 1a 22 | | |
| b | Enter the number of voting members included in line 1a, above, who are independent | | |
| | 1b 22 | | |
| 2 | Did any officer, director, trustee, or key employee have a family relationship or a business relationship with any other officer, director, trustee, or key employee? | | X |
| 3 | Did the organization delegate control over management duties customarily performed by or under the direct supervision of officers, directors, or trustees, or key employees to a management company or other person? | | X |
| 4 | Did the organization make any significant changes to its governing documents since the prior Form 990 was filed? | | 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 |
| b | 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 in Schedule O | | X |

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

| | | Yes | No |
|------------|----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-----|----|
| 10a | Did the organization have local chapters, branches, or affiliates? | | X |
| b | 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? | | |
| 10b | | | |
| 11a | Has the organization provided a complete copy of this Form 990 to all members of its governing body before filing the form? | X | |
| b | Describe in Schedule O the process, if any, used by the organization to review this Form 990. | | |
| 12a | Did the organization have a written conflict of interest policy? If "No," go to line 13 | X | |
| b | Were officers, directors, or trustees, and key employees required to disclose annually interests that could give rise to conflicts? | X | |
| c | Did the organization regularly and consistently monitor and enforce compliance with the policy? If "Yes," describe in Schedule O how this was done | X | |
| 12c | | 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 | |
| | If "Yes" to line 15a or 15b, describe the process in Schedule O (see instructions). | | |
| 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 |
| b | 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? | | |
| 16b | | | |

Section C. Disclosure

- 17** List the states with which a copy of this Form 990 is required to be filed **VA**
- 18** Section 6104 requires an organization to make its Forms 1023 (or 1024 if applicable), 990, and 990-T (Section 501(c)(3)s only) available for public inspection. Indicate how you made these available. Check all that apply.
 Own website Another's website Upon request Other (explain in Schedule O)
- 19** Describe in Schedule O whether (and if so, how) the organization made its governing documents, conflict of interest policy, and financial statements available to the public during the tax year.
- 20** State the name, address, and telephone number of the person who possesses the organization's books and records: **THE OFFICERS - 757.591.7701**
100 MUSEUM DRIVE, NEWPORT NEWS, VA 23606

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 instructions for definition of "key employee."
- List the organization's five **current** highest compensated employees (other than an officer, director, trustee, or key employee) who received reportable compensation (Box 5 of Form W-2 and/or Box 7 of Form 1099-MISC) of more than \$100,000 from the organization and any related organizations.
- List all of the organization's **former** officers, key employees, and highest compensated employees who received more than \$100,000 of reportable compensation from the organization and any related organizations.
- List all of the organization's **former directors or trustees** that received, in the capacity as a former director or trustee of the organization, more than \$10,000 of reportable compensation from the organization and any related organizations.

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

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

| (A) Name and Title | (B) Average hours per week (list any hours for related organizations below line) | (C) Position (do not check more than one box, unless person is both an officer and a director/trustee) | | | | | | (D) Reportable compensation from the organization (W-2/1099-MISC) | (E) Reportable compensation from related organizations (W-2/1099-MISC) | (F) Estimated amount of other compensation from the organization and related organizations |
|---------------------------------------------|-------------------------------------------------------------------------------------|-----------------------------------------------------------------------------------------------------------|-----------------------|---------|--------------|------------------------------|--------|----------------------------------------------------------------------|---------------------------------------------------------------------------|-----------------------------------------------------------------------------------------------|
| | | Individual trustee or director | Institutional trustee | Officer | Key employee | Highest compensated employee | Former | | | |
| (1) ANNE C. H. CONNER CHAIR OF THE BOARD | 1.00 | X | | X | | | | 0. | 0. | 0. |
| (2) EDWARD WHITMORE VICE CHAIRMAN | 1.00 | X | | X | | | | 0. | 0. | 0. |
| (3) CHARLES W. WORNOM TREASURER | 1.00 | X | | X | | | | 0. | 0. | 0. |
| (4) CONRAD HALL SECRETARY | 1.00 | X | | X | | | | 0. | 0. | 0. |
| (5) STEVEN BARNUM TRUSTEE | 1.00 | X | | | | | | 0. | 0. | 0. |
| (6) T. JAMES BAYNE TRUSTEE | 1.00 | X | | | | | | 0. | 0. | 0. |
| (7) JOHN BIAGAS TRUSTEE | 1.00 | X | | | | | | 0. | 0. | 0. |
| (8) CHARLES L. CABELL TRUSTEE | 1.00 | X | | | | | | 0. | 0. | 0. |
| (9) JOHN T. CASTEEN, III TRUSTEE | 1.00 | X | | | | | | 0. | 0. | 0. |
| (10) KENNETH CROFTON TRUSTEE | 1.00 | X | | | | | | 0. | 0. | 0. |
| (11) C. CHRIS HALL TRUSTEE | 1.00 | X | | | | | | 0. | 0. | 0. |
| (12) EDWARD HEIDT TRUSTEE | 1.00 | X | | | | | | 0. | 0. | 0. |
| (13) DAVID F. HOST TRUSTEE | 1.00 | X | | | | | | 0. | 0. | 0. |
| (14) JOHN R. LAWSON, II TRUSTEE | 1.00 | X | | | | | | 0. | 0. | 0. |
| (15) JERRY MILLER TRUSTEE | 1.00 | X | | | | | | 0. | 0. | 0. |
| (16) HENRY MORRIS TRUSTEE | 1.00 | X | | | | | | 0. | 0. | 0. |
| (17) MATTHEW J. MULHERIN TRUSTEE | 1.00 | X | | | | | | 0. | 0. | 0. |

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

| (A) Name and title | (B) Average hours per week (list any hours for related organizations below line) | (C) Position (do not check more than one box, unless person is both an officer and a director/trustee) | | | | | | (D) Reportable compensation from the organization (W-2/1099-MISC) | (E) Reportable compensation from related organizations (W-2/1099-MISC) | (F) Estimated amount of other compensation from the organization and related organizations |
|----------------------------------------------------------------|-------------------------------------------------------------------------------------|-----------------------------------------------------------------------------------------------------------|-----------------------|---------|--------------|------------------------------|--------|----------------------------------------------------------------------|---------------------------------------------------------------------------|-----------------------------------------------------------------------------------------------|
| | | Individual trustee or director | Institutional trustee | Officer | Key employee | Highest compensated employee | Former | | | |
| (18) MARGARET PODLICH TRUSTEE | 1.00 | X | | | | | | 0. | 0. | 0. |
| (19) CONWAY SHEILD TRUSTEE | 1.00 | X | | | | | | 0. | 0. | 0. |
| (20) TERESA SULLIVAN TRUSTEE | 1.00 | X | | | | | | 0. | 0. | 0. |
| (22) KEITH VANDERVENNET TRUSTEE | 1.00 | X | | | | | | 0. | 0. | 0. |
| (23) FRANK WAGNER TRUSTEE | 1.00 | X | | | | | | 0. | 0. | 0. |
| (24) HOWARD HOEGE PRES. & CEO - EFF. 6/1/16 | 35.00 | | | X | | | | 0. | 0. | 0. |
| (25) JOHN PASCUCCI VICE PRESIDENT OF HUMAN RE | 35.00 | | | X | | | | 109,030. | 0. | 2,832. |
| (26) MARGARET SHELTON ASSISTANT SECRETARY | 35.00 | | | X | | | | 67,575. | 0. | 6,434. |
| (30) ELLIOT H. GRUBER FRMR PRES. & CEO - THROUGH 5/31/16 | 35.00 | | | | | | X | 247,925. | 0. | 10,993. |
| 1b Sub-total | | | | | | | | 424,530. | 0. | 20,259. |
| c Total from continuation sheets to Part VII, Section A | | | | | | | | 0. | 0. | 0. |
| d Total (add lines 1b and 1c) | | | | | | | | 424,530. | 0. | 20,259. |

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 **2**

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

Section B. Independent Contractors

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

| (A) Name and business address | (B) Description of services | (C) Compensation |
|----------------------------------|--------------------------------|---------------------|
| NONE | | |
| | | |
| | | |
| | | |
| | | |

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 **0**

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 | 62,024. | | | | |
| | c Fundraising events | 1c | | | | | |
| | d Related organizations | 1d | | | | | |
| | e Government grants (contributions) | 1e | 127,723. | | | | |
| | f All other contributions, gifts, grants, and similar amounts not included above | 1f | 5,580,419. | | | | |
| | g Noncash contributions included in lines 1a-1f: \$ | | | | | | |
| | h Total. Add lines 1a-1f | | 5,770,166. | | | | |
| | Program Service Revenue | 2 a ADMISSIONS | Business Code | 900099 | 421,116. | 421,116. | |
| b MEMBERSHIP DUES | | | 900099 | 101,364. | 101,364. | | |
| c EDUCATION PROGRAM FEES | | | 611710 | 75,874. | 75,874. | | |
| d PHOTOGRAPHY | | | 900099 | 27,137. | 27,137. | | |
| e LIBRARY & CHRIS CRAFT | | | 900099 | 14,932. | 14,932. | | |
| f All other program service revenue | | | 900099 | 128,485. | 128,485. | | |
| g Total. Add lines 2a-2f | | | | 768,908. | | | |
| Other Revenue | | 3 Investment income (including dividends, interest, and other similar amounts) | | | 399,296. | | 399,296. |
| | 4 Income from investment of tax-exempt bond proceeds | | | | | | |
| | 5 Royalties | | | | | | |
| | 6 a Gross rents | (i) Real | 258,971. | | | | |
| | | (ii) Personal | | | | | |
| | | b Less: rental expenses | | 0. | | | |
| | c Rental income or (loss) | | 258,971. | | | | |
| | d Net rental income or (loss) | | | 258,971. | | 258,971. | |
| | 7 a Gross amount from sales of assets other than inventory | (i) Securities | 1,855,629. | | | | |
| | | (ii) Other | | | | | |
| | | b Less: cost or other basis and sales expenses | | 1,912,834. | | | |
| | | c Gain or (loss) | | <57,205.> | | | |
| | d Net gain or (loss) | | | <57,205.> | | <57,205.> | |
| | 8 a Gross income from fundraising events (not including \$ _____ of contributions reported on line 1c). See Part IV, line 18 | a | | | | | |
| | | b Less: direct expenses | | | | | |
| c Net income or (loss) from fundraising events | | | | | | | |
| 9 a Gross income from gaming activities. See Part IV, line 19 | a | | | | | | |
| | b Less: direct expenses | | | | | | |
| | c Net income or (loss) from gaming activities | | | | | | |
| 10 a Gross sales of inventory, less returns and allowances | a | 264,562. | | | | | |
| | b Less: cost of goods sold | | 189,526. | | | | |
| | c Net income or (loss) from sales of inventory | | | 75,036. | 65,819. | 718. | |
| Miscellaneous Revenue | | Business Code | | | | | |
| 11 a OTHER INCOME | | 900099 | 152,552. | 152,552. | | | |
| | b BOAT HOUSE REVENUE | | 900099 | 675. | 675. | | |
| | c | | | | | | |
| | d All other revenue | | | | | | |
| | e Total. Add lines 11a-11d | | | 153,227. | | | |
| 12 Total revenue. See instructions. | | | 7,368,399. | 987,954. | 718. | 609,561. | |

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

| 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 | | | | |
| 2 Grants and other assistance to domestic individuals. See Part IV, line 22 | 4,700. | 4,700. | | |
| 3 Grants and other assistance to foreign organizations, foreign governments, and foreign individuals. See Part IV, lines 15 and 16 | | | | |
| 4 Benefits paid to or for members | | | | |
| 5 Compensation of current officers, directors, trustees, and key employees | 232,646. | 190,770. | 16,285. | 25,591. |
| 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 | 4,323,936. | 3,548,342. | 244,052. | 531,542. |
| 8 Pension plan accruals and contributions (include section 401(k) and 403(b) employer contributions) | | | | |
| 9 Other employee benefits | 579,321. | 475,440. | 17,700. | 86,181. |
| 10 Payroll taxes | 340,619. | 279,541. | 10,407. | 50,671. |
| 11 Fees for services (non-employees): | | | | |
| a Management | | | | |
| b Legal | 78,520. | 1,145. | 77,375. | |
| c Accounting | 33,075. | | 33,075. | |
| d Lobbying | | | | |
| e Professional fundraising services. See Part IV, line 17 | | | | |
| f Investment management fees | | | | |
| g Other. (If line 11g amount exceeds 10% of line 25, column (A) amount, list line 11g expenses on Sch. O.) | 250,303. | 130,958. | 80,310. | 39,035. |
| 12 Advertising and promotion | 336,041. | 309,411. | 3,917. | 22,713. |
| 13 Office expenses | 220,787. | 119,246. | 45,312. | 56,229. |
| 14 Information technology | 122,370. | 101,611. | 8,073. | 12,686. |
| 15 Royalties | | | | |
| 16 Occupancy | 1,453,345. | 1,189,440. | 150,759. | 113,146. |
| 17 Travel | 77,847. | 39,546. | 33,069. | 5,232. |
| 18 Payments of travel or entertainment expenses for any federal, state, or local public officials | | | | |
| 19 Conferences, conventions, and meetings | 58,539. | 49,668. | 7,017. | 1,854. |
| 20 Interest | | | | |
| 21 Payments to affiliates | | | | |
| 22 Depreciation, depletion, and amortization | 1,727,419. | 1,727,419. | | |
| 23 Insurance | 73,257. | 30,999. | 42,258. | |
| 24 Other expenses. Itemize expenses not covered above. (List miscellaneous expenses in line 24e. If line 24e amount exceeds 10% of line 25, column (A) amount, list line 24e expenses on Schedule O.) | | | | |
| a OTHER EXPENSES | 339,513. | 195,873. | 66,115. | 77,525. |
| b DUES AND LICENSES | 43,906. | 18,876. | 16,315. | 8,715. |
| c EXHIBIT CONSTRUCTION | 10,618. | 10,618. | | |
| d PHOTOGRAPHY & DIGITAL I | 10,543. | 10,332. | | 211. |
| e All other expenses | | | | |
| 25 Total functional expenses. Add lines 1 through 24e | 10,317,305. | 8,433,935. | 852,039. | 1,031,331. |
| 26 Joint costs. Complete this line only if the organization reported in column (B) joint costs from a combined educational campaign and fundraising solicitation. | | | | |

Check here if following SOP 98-2 (ASC 958-720)

Part X Balance Sheet

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

| | | (A) | | (B) | | |
|-----------------------------|------------------------------------------------------------------------------------------------------------------------------------------------------------|-------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-----------------|--------------|-----------------|--|
| | | Beginning of year | | End of year | | |
| Assets | 1 | Cash - non-interest-bearing | 757,289. | 1 | 345,424. | |
| | 2 | Savings and temporary cash investments | 19,904,211. | 2 | 1,090,038. | |
| | 3 | Pledges and grants receivable, net | 970,956. | 3 | 838,127. | |
| | 4 | Accounts receivable, net | 207,838. | 4 | 155,893. | |
| | 5 | Loans and other receivables from current and former officers, directors, trustees, key employees, and highest compensated employees. Complete Part II of Schedule L | | 5 | | |
| | 6 | Loans and other receivables from other disqualified persons (as defined under section 4958(f)(1)), persons described in section 4958(c)(3)(B), and contributing employers and sponsoring organizations of section 501(c)(9) voluntary employees' beneficiary organizations (see instr). Complete Part II of Sch L | | 6 | | |
| | 7 | Notes and loans receivable, net | | 7 | | |
| | 8 | Inventories for sale or use | 233,892. | 8 | 145,519. | |
| | 9 | Prepaid expenses and deferred charges | 52,249. | 9 | 150,264. | |
| | 10a | Land, buildings, and equipment: cost or other basis. Complete Part VI of Schedule D | 10a 65,439,306. | | | |
| | b | Less: accumulated depreciation | 10b 37,465,779. | 29,203,816. | 10c 27,973,527. | |
| | 11 | Investments - publicly traded securities | 813,047. | 11 | 19,027,863. | |
| | 12 | Investments - other securities. See Part IV, line 11 | | 12 | | |
| | 13 | Investments - program-related. See Part IV, line 11 | | 13 | | |
| | 14 | Intangible assets | | 14 | | |
| | 15 | Other assets. See Part IV, line 11 | 83,197,097. | 15 | 84,307,151. | |
| 16 | Total assets. Add lines 1 through 15 (must equal line 34) | 135,340,395. | 16 | 134,033,806. | | |
| Liabilities | 17 | Accounts payable and accrued expenses | 600,169. | 17 | 728,383. | |
| | 18 | Grants payable | | 18 | | |
| | 19 | Deferred revenue | 6,200,794. | 19 | 6,178,369. | |
| | 20 | Tax-exempt bond liabilities | 9,600,000. | 20 | 9,600,000. | |
| | 21 | Escrow or custodial account liability. Complete Part IV of Schedule D | | 21 | | |
| | 22 | Loans and other payables to current and former officers, directors, trustees, key employees, highest compensated employees, and disqualified persons. Complete Part II of Schedule L | | 22 | | |
| | 23 | Secured mortgages and notes payable to unrelated third parties | | 23 | | |
| | 24 | Unsecured notes and loans payable to unrelated third parties | | 24 | | |
| | 25 | Other liabilities (including federal income tax, payables to related third parties, and other liabilities not included on lines 17-24). Complete Part X of Schedule D | 66,715. | 25 | 56,624. | |
| | 26 | Total liabilities. Add lines 17 through 25 | 16,467,678. | 26 | 16,563,376. | |
| Net Assets or Fund Balances | Organizations that follow SFAS 117 (ASC 958), check here <input checked="" type="checkbox"/> and complete lines 27 through 29, and lines 33 and 34. | | | | | |
| | 27 | Unrestricted net assets | 32,690,084. | 27 | 30,658,407. | |
| | 28 | Temporarily restricted net assets | 2,661,365. | 28 | 2,188,913. | |
| | 29 | Permanently restricted net assets | 83,521,268. | 29 | 84,623,110. | |
| | Organizations that do not follow SFAS 117 (ASC 958), check here <input type="checkbox"/> and complete lines 30 through 34. | | | | | |
| | 30 | Capital stock or trust principal, or current funds | | 30 | | |
| | 31 | Paid-in or capital surplus, or land, building, or equipment fund | | 31 | | |
| | 32 | Retained earnings, endowment, accumulated income, or other funds | | 32 | | |
| | 33 | Total net assets or fund balances | 118,872,717. | 33 | 117,470,430. | |
| | 34 | Total liabilities and net assets/fund balances | 135,340,395. | 34 | 134,033,806. | |

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 | 7,368,399. |
| 2 | Total expenses (must equal Part IX, column (A), line 25) | 2 | 10,317,305. |
| 3 | Revenue less expenses. Subtract line 2 from line 1 | 3 | <2,948,906.> |
| 4 | Net assets or fund balances at beginning of year (must equal Part X, line 33, column (A)) | 4 | 118,872,717. |
| 5 | Net unrealized gains (losses) on investments | 5 | 1,556,003. |
| 6 | Donated services and use of facilities | 6 | 100,000. |
| 7 | Investment expenses | 7 | |
| 8 | Prior period adjustments | 8 | |
| 9 | Other changes in net assets or fund balances (explain in Schedule O) | 9 | <109,384.> |
| 10 | Net assets or fund balances at end of year. Combine lines 3 through 9 (must equal Part X, line 33, column (B)) | 10 | 117,470,430. |

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 in Schedule O. | | | |
| 2a | Were the organization's financial statements compiled or reviewed by an independent accountant? | | X |
| 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 | | | |
| 2b | Were the organization's financial statements audited by an independent accountant? | X | |
| 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 | | | |
| 2c | If "Yes" to line 2a or 2b, does the organization have a committee that assumes responsibility for oversight of the audit, review, or compilation of its financial statements and selection of an independent accountant? | X | |
| If the organization changed either its oversight process or selection process during the tax year, explain in Schedule O. | | | |
| 3a | As a result of a federal award, was the organization required to undergo an audit or audits as set forth in the Single Audit Act and OMB Circular A-133? | X | |
| 3b | If "Yes," did the organization undergo the required audit or audits? If the organization did not undergo the required audit or audits, explain why in Schedule O and describe any steps taken to undergo such audits | X | |

Form 990 (2015)

SCHEDULE A
(Form 990 or 990-EZ)

Department of the Treasury
Internal Revenue Service

Public Charity Status and Public Support

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

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

OMB No. 1545-0047

2015

Open to Public Inspection

Name of the organization **THE MARINERS' MUSEUM** Employer identification number **54-0541801**

Part I Reason for Public Charity Status (All organizations must complete this part.) See instructions.

The organization is not a private foundation because it is: (For lines 1 through 11, check only one box.)

- 1 A church, convention of churches, or association of churches described in **section 170(b)(1)(A)(i)**.
- 2 A school described in **section 170(b)(1)(A)(ii)**. (Attach Schedule E (Form 990 or 990-EZ).)
- 3 A hospital or a cooperative hospital service organization described in **section 170(b)(1)(A)(iii)**.
- 4 A medical research organization operated in conjunction with a hospital described in **section 170(b)(1)(A)(iii)**. Enter the hospital's name, city, and state: _____
- 5 An organization operated for the benefit of a college or university owned or operated by a governmental unit described in **section 170(b)(1)(A)(iv)**. (Complete Part II.)
- 6 A federal, state, or local government or governmental unit described in **section 170(b)(1)(A)(v)**.
- 7 An organization that normally receives a substantial part of its support from a governmental unit or from the general public described in **section 170(b)(1)(A)(vi)**. (Complete Part II.)
- 8 A community trust described in **section 170(b)(1)(A)(vi)**. (Complete Part II.)
- 9 An organization that normally receives: (1) more than 33 1/3% of its support from contributions, membership fees, and gross receipts from activities related to its exempt functions - subject to certain exceptions, and (2) no more than 33 1/3% of its support from gross investment income and unrelated business taxable income (less section 511 tax) from businesses acquired by the organization after June 30, 1975. See **section 509(a)(2)**. (Complete Part III.)
- 10 An organization organized and operated exclusively to test for public safety. See **section 509(a)(4)**.
- 11 An organization organized and operated exclusively for the benefit of, to perform the functions of, or to carry out the purposes of one or more publicly supported organizations described in **section 509(a)(1)** or **section 509(a)(2)**. See **section 509(a)(3)**. Check the box in lines 11a through 11d that describes the type of supporting organization and complete lines 11e, 11f, and 11g.
 - a **Type I.** A supporting organization operated, supervised, or controlled by its supported organization(s), typically by giving the supported organization(s) the power to regularly appoint or elect a majority of the directors or trustees of the supporting organization. **You must complete Part IV, Sections A and B.**
 - b **Type II.** A supporting organization supervised or controlled in connection with its supported organization(s), by having control or management of the supporting organization vested in the same persons that control or manage the supported organization(s). **You must complete Part IV, Sections A and C.**
 - c **Type III functionally integrated.** A supporting organization operated in connection with, and functionally integrated with, its supported organization(s) (see instructions). **You must complete Part IV, Sections A, D, and E.**
 - d **Type III non-functionally integrated.** A supporting organization operated in connection with its supported organization(s) that is not functionally integrated. The organization generally must satisfy a distribution requirement and an attentiveness requirement (see instructions). **You must complete Part IV, Sections A and D, and Part V.**
 - 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).

| (i) Name of supported organization | (ii) EIN | (iii) Type of organization (described on lines 1-9 above (see instructions)) | (iv) Is the organization listed in your governing document? | | (v) Amount of monetary support (see instructions) | (vi) Amount of other support (see instructions) |
|------------------------------------|----------|------------------------------------------------------------------------------|-------------------------------------------------------------|----|---------------------------------------------------|-------------------------------------------------|
| | | | Yes | No | | |
| | | | | | | |
| | | | | | | |
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| | | | | | | |
| | | | | | | |
| | | | | | | |
| Total | | | | | | |

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

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

Section A. Public Support

| Calendar year (or fiscal year beginning in) ▶ | (a) 2011 | (b) 2012 | (c) 2013 | (d) 2014 | (e) 2015 | (f) Total |
|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|------------|------------|------------|------------|------------|-------------|
| 1 Gifts, grants, contributions, and membership fees received. (Do not include any "unusual grants.") | 5,058,517. | 5,164,726. | 3,712,698. | 6,042,253. | 5,770,166. | 25,748,360. |
| 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 | 5,058,517. | 5,164,726. | 3,712,698. | 6,042,253. | 5,770,166. | 25,748,360. |
| 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) | | | | | | 156,051. |
| 6 Public support. Subtract line 5 from line 4. | | | | | | 25,592,309. |

Section B. Total Support

| Calendar year (or fiscal year beginning in) ▶ | (a) 2011 | (b) 2012 | (c) 2013 | (d) 2014 | (e) 2015 | (f) Total |
|------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|------------|------------|------------|------------|------------|--------------------------|
| 7 Amounts from line 4 | 5,058,517. | 5,164,726. | 3,712,698. | 6,042,253. | 5,770,166. | 25,748,360. |
| 8 Gross income from interest, dividends, payments received on securities loans, rents, royalties and income from similar sources ... | 742,126. | 659,385. | 378,145. | 408,971. | 658,267. | 2,846,894. |
| 9 Net income from unrelated business activities, whether or not the business is regularly carried on ... | | | | | | |
| 10 Other income. Do not include gain or loss from the sale of capital assets (Explain in Part VI.) | 184,930. | 65,534. | 24,217. | 74,378. | 153,227. | 502,286. |
| 11 Total support. Add lines 7 through 10 | | | | | | 29,097,540. |
| 12 Gross receipts from related activities, etc. (see instructions) | | | | | 12 | 4,852,546. |
| 13 First five years. If the Form 990 is for the organization's first, second, third, fourth, or fifth tax year as a section 501(c)(3) organization, check this box and stop here | | | | | | <input type="checkbox"/> |

Section C. Computation of Public Support Percentage

| | | |
|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-------------------------------------|---------|
| 14 Public support percentage for 2015 (line 6, column (f) divided by line 11, column (f)) | 14 | 87.95 % |
| 15 Public support percentage from 2014 Schedule A, Part II, line 14 | 15 | 86.69 % |
| 16a 33 1/3% support test - 2015. 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 - 2014. 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 - 2015. 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 - 2014. 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 9 of Part I or if the organization failed to qualify under Part II. If the organization fails to qualify under the tests listed below, please complete Part II.)

Section A. Public Support

| Calendar year (or fiscal year beginning in) ► | (a) 2011 | (b) 2012 | (c) 2013 | (d) 2014 | (e) 2015 | (f) Total |
|-----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|----------|----------|----------|----------|----------|-----------|
| 1 Gifts, grants, contributions, and membership fees received. (Do not include any "unusual grants.") | | | | | | |
| 2 Gross receipts from admissions, merchandise sold or services performed, or facilities furnished in any activity that is related to the organization's tax-exempt purpose | | | | | | |
| 3 Gross receipts from activities that are not an unrelated trade or business under section 513 | | | | | | |
| 4 Tax revenues levied for the organization's benefit and either paid to or expended on its behalf | | | | | | |
| 5 The value of services or facilities furnished by a governmental unit to the organization without charge | | | | | | |
| 6 Total. Add lines 1 through 5 | | | | | | |
| 7a Amounts included on lines 1, 2, and 3 received from disqualified persons | | | | | | |
| b Amounts included on lines 2 and 3 received from other than disqualified persons that exceed the greater of \$5,000 or 1% of the amount on line 13 for the year | | | | | | |
| c Add lines 7a and 7b | | | | | | |
| 8 Public support. (Subtract line 7c from line 6.) | | | | | | |

Section B. Total Support

| Calendar year (or fiscal year beginning in) ► | (a) 2011 | (b) 2012 | (c) 2013 | (d) 2014 | (e) 2015 | (f) Total |
|-------------------------------------------------------------------------------------------------------------------------------------------------|----------|----------|----------|----------|----------|-----------|
| 9 Amounts from line 6 | | | | | | |
| 10a Gross income from interest, dividends, payments received on securities loans, rents, royalties and income from similar sources | | | | | | |
| b Unrelated business taxable income (less section 511 taxes) from businesses acquired after June 30, 1975 | | | | | | |
| c Add lines 10a and 10b | | | | | | |
| 11 Net income from unrelated business activities not included in line 10b, whether or not the business is regularly carried on | | | | | | |
| 12 Other income. Do not include gain or loss from the sale of capital assets (Explain in Part VI.) | | | | | | |
| 13 Total support. (Add lines 9, 10c, 11, and 12.) | | | | | | |

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

Section C. Computation of Public Support Percentage

| | | |
|--------------------------------------------------------------------------------------------------------|-----------|---|
| 15 Public support percentage for 2015 (line 8, column (f) divided by line 13, column (f)) | 15 | % |
| 16 Public support percentage from 2014 Schedule A, Part III, line 15 | 16 | % |

Section D. Computation of Investment Income Percentage

| | | |
|-------------------------------------------------------------------------------------------------------------|-----------|---|
| 17 Investment income percentage for 2015 (line 10c, column (f) divided by line 13, column (f)) | 17 | % |
| 18 Investment income percentage from 2014 Schedule A, Part III, line 17 | 18 | % |

19a 33 1/3% support tests - 2015. 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 - 2014. 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 in line 11 on Part I. If you checked 11a of Part I, complete Sections A and B. If you checked 11b of Part I, complete Sections A and C. If you checked 11c of Part I, complete Sections A, D, and E. If you checked 11d of 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 (b) and (c) 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 11a or 11b in Part I, answer (b) and (c) 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 (b) and (c) 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 (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 or 990-EZ).</i> | | |
| 8 Did the organization make a loan to a disqualified person (as defined in section 4958) not described in line 7? <i>If "Yes," complete Part I of Schedule L (Form 990 or 990-EZ).</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 in 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 in 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 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 in (b) and (c) below, the governing body of a supported organization? | | |
| b A family member of a person described in (a) above? | | |
| c A 35% controlled entity of a person described in (a) or (b) above? If "Yes" to a, b, or c, provide detail in Part VI . | | |

Section B. Type I Supporting Organizations

| | Yes | No |
|-------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-----|----|
| 1 Did the directors, trustees, or membership of one or more supported organizations have the power to regularly appoint or elect at least a majority of the organization's directors or trustees at all times during the tax year? 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 directors or trustees were allocated among the supported organizations and what conditions or restrictions, if any, applied to such powers during the tax year. | | |
| 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? 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. | | |

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)? 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). | | |

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? If "No," explain in Part VI how the organization maintained a close and continuous working relationship with the supported organization(s). | | |
| 3 By reason of the relationship described in (2), 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? If "Yes," describe in Part VI the role the organization's supported organizations played in this regard. | | |

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 government entity (see instructions). | | |
| 2 Activities Test. Answer (a) and (b) 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? 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. | Yes | No |
| b Did the activities described in (a) constitute activities that, but for the organization's involvement, one or more of the organization's supported organization(s) would have been engaged in? 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. | | |
| 3 Parent of Supported Organizations. Answer (a) and (b) 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? Provide details in Part VI . | | |
| b Did the organization exercise a substantial degree of direction over the policies, programs, and activities of each of its supported organizations? If "Yes," describe in Part VI the role played by the organization in this regard. | | |

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. 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 (explain in detail in Part VI): | | |
| 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 1-1/2% 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 .035 | 6 | |
| 7 | Recoveries of prior-year distributions | 7 | |
| 8 | Minimum Asset Amount (add line 7 to line 6) | 8 | |

| Section C - Distributable Amount | | (A) Prior Year | Current Year |
|----------------------------------|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------|----------------|--------------|
| 1 | Adjusted net income for prior year (from Section A, line 8, Column A) | 1 | |
| 2 | Enter 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 or 990-EZ) 2015

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 | |
| 2 Amounts paid to perform activity that directly furthers exempt purposes of supported organizations, in excess of income from activity | |
| 3 Administrative expenses paid to accomplish exempt purposes of supported organizations | |
| 4 Amounts paid to acquire exempt-use assets | |
| 5 Qualified set-aside amounts (prior IRS approval required) | |
| 6 Other distributions (describe in Part VI). See instructions. | |
| 7 Total annual distributions. Add lines 1 through 6. | |
| 8 Distributions to attentive supported organizations to which the organization is responsive (provide details in Part VI). See instructions. | |
| 9 Distributable amount for 2015 from Section C, line 6 | |
| 10 Line 8 amount divided by Line 9 amount | |

| Section E - Distribution Allocations (see instructions) | (i) Excess Distributions | (ii) Underdistributions Pre-2015 | (iii) Distributable Amount for 2015 |
|--------------------------------------------------------------------------------------------------------------------------------------------------------------|-----------------------------|----------------------------------------|-------------------------------------------|
| 1 Distributable amount for 2015 from Section C, line 6 | | | |
| 2 Underdistributions, if any, for years prior to 2015 (reasonable cause required-see instructions) | | | |
| 3 Excess distributions carryover, if any, to 2015: | | | |
| a | | | |
| b | | | |
| c | | | |
| d From 2013 | | | |
| e From 2014 | | | |
| f Total of lines 3a through e | | | |
| g Applied to underdistributions of prior years | | | |
| h Applied to 2015 distributable amount | | | |
| i Carryover from 2010 not applied (see instructions) | | | |
| j Remainder. Subtract lines 3g, 3h, and 3i from 3f. | | | |
| 4 Distributions for 2015 from Section D, line 7: \$ | | | |
| a Applied to underdistributions of prior years | | | |
| b Applied to 2015 distributable amount | | | |
| c Remainder. Subtract lines 4a and 4b from 4. | | | |
| 5 Remaining underdistributions for years prior to 2015, if any. Subtract lines 3g and 4a from line 2 (if amount greater than zero, see instructions). | | | |
| 6 Remaining underdistributions for 2015. Subtract lines 3h and 4b from line 1 (if amount greater than zero, see instructions). | | | |
| 7 Excess distributions carryover to 2016. Add lines 3j and 4c. | | | |
| 8 Breakdown of line 7: | | | |
| a | | | |
| b | | | |
| c Excess from 2013 | | | |
| d Excess from 2014 | | | |
| e Excess from 2015 | | | |

Schedule A (Form 990 or 990-EZ) 2015

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 B

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

Department of the Treasury
Internal Revenue Service

Schedule of Contributors

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

OMB No. 1545-0047

2015

Name of the organization

THE MARINERS ' MUSEUM

Employer identification number

54-0541801

Organization type (check one):

Filers of:

Section:

Form 990 or 990-EZ

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

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

527 political organization

Form 990-PF

501(c)(3) exempt private foundation

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

501(c)(3) taxable private foundation

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

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

General Rule

For an organization filing Form 990, 990-EZ, or 990-PF that received, during the year, contributions totaling \$5,000 or more (in money or property) from any one contributor. Complete Parts I and II. See instructions for determining a contributor's total contributions.

Special Rules

For an organization described in section 501(c)(3) filing Form 990 or 990-EZ that met the 33 1/3% support test of the regulations under sections 509(a)(1) and 170(b)(1)(A)(vi), that checked Schedule A (Form 990 or 990-EZ), Part II, line 13, 16a, or 16b, and that received from any one contributor, during the year, total contributions of the greater of (1) \$5,000 or (2) 2% of the amount on (i) Form 990, Part VIII, line 1h, or (ii) Form 990-EZ, line 1. Complete Parts I and II.

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

For an organization described in section 501(c)(7), (8), or (10) filing Form 990 or 990-EZ that received from any one contributor, during the year, contributions *exclusively* for religious, charitable, etc., purposes, but no such contributions totaled more than \$1,000. If this box is checked, enter here the total contributions that were received during the year for an *exclusively* religious, charitable, etc., purpose. Do not complete any of the parts unless the **General Rule** applies to this organization because it received *nonexclusively* religious, charitable, etc., contributions totaling \$5,000 or more during the year ▶ \$ _____

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

LHA For Paperwork Reduction Act Notice, see the Instructions for Form 990, 990-EZ, or 990-PF. Schedule B (Form 990, 990-EZ, or 990-PF) (2015)

| | |
|----------------------------------------------------------|---------------------------------------------------------|
| Name of organization THE MARINERS ' MUSEUM | Employer identification number 54-0541801 |
|----------------------------------------------------------|---------------------------------------------------------|

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

| (a) No. | (b) Name, address, and ZIP + 4 | (c) Total contributions | (d) Type of contribution |
|------------|-----------------------------------|----------------------------|---------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| 1 | <hr/> <hr/> <hr/> | \$ 1,714,694. | Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.) |
| 2 | <hr/> <hr/> <hr/> | \$ 2,490,352. | Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.) |
| 3 | <hr/> <hr/> <hr/> | \$ 250,000. | Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.) |
| | <hr/> <hr/> <hr/> | \$ _____ | Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.) |
| | <hr/> <hr/> <hr/> | \$ _____ | Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.) |
| | <hr/> <hr/> <hr/> | \$ _____ | Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.) |

| | |
|----------------------------------------------------------|---------------------------------------------------------|
| Name of organization THE MARINERS ' MUSEUM | Employer identification number 54-0541801 |
|----------------------------------------------------------|---------------------------------------------------------|

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

| (a) No. from Part I | (b) Description of noncash property given | (c) FMV (or estimate) (see instructions) | (d) Date received |
|------------------------------|----------------------------------------------|------------------------------------------------|----------------------|
| | | \$ _____ | _____ |
| | | \$ _____ | _____ |
| | | \$ _____ | _____ |
| | | \$ _____ | _____ |
| | | \$ _____ | _____ |
| | | \$ _____ | _____ |
| | | \$ _____ | _____ |

| | |
|---------------------------------------------------------|---------------------------------------------------------|
| Name of organization THE MARINERS' MUSEUM | Employer identification number 54-0541801 |
|---------------------------------------------------------|---------------------------------------------------------|

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

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

SCHEDULE 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.**

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

OMB No. 1545-0047

2015

Open to Public Inspection

Name of the organization THE MARINERS' MUSEUM **Employer identification number** 54-0541801

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 (e.g., 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 8/17/06, and not on a historic structure listed in the National Register | 2d |

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

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

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

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

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

(i) 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 SFAS 116 (ASC 958) relating to these items:

a Revenue included on Form 990, Part VIII, line 1

b Assets included in Form 990, Part X

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

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

- a Public exhibition
- b Scholarly research
- c Preservation for future generations
- d Loan or exchange programs
- e Other PUBLICATIONS (BOOKS, MOVIES)

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

2a Did the organization include an amount on Form 990, Part X, line 21, 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 | 13,644,492. | 14,779,942. | 14,540,214. | 13,083,463. | 11,404,264. |
| b Contributions | 300,000. | | | 251,922. | 829,924. |
| c Net investment earnings, gains, and losses | 574,943. | 44,055. | 531,401. | 1,605,441. | 1,212,300. |
| d Grants or scholarships | | | | | |
| e Other expenditures for facilities and programs | 890,446. | 1,179,505. | 283,094. | 389,962. | 353,435. |
| f Administrative expenses | | | 8,579. | 10,650. | 9,590. |
| g End of year balance | 13,628,989. | 13,644,492. | 14,779,942. | 14,540,214. | 13,083,463. |

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

- a Board designated or quasi-endowment 97.11 %
- b Permanent endowment 2.89 %
- c Temporarily restricted endowment _____ %

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:

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

| | Yes | No |
|--------|-------------------------------------|-------------------------------------|
| 3a(i) | <input checked="" type="checkbox"/> | <input type="checkbox"/> |
| 3a(ii) | <input type="checkbox"/> | <input checked="" type="checkbox"/> |
| 3b | <input type="checkbox"/> | <input type="checkbox"/> |

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

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

Part VI Land, Buildings, and Equipment.

Complete if the organization answered "Yes" 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 | | 1,995,993. | | 1,995,993. |
| b Buildings | | 51,137,844. | 28,500,308. | 22,637,536. |
| c Leasehold improvements | | | | |
| d Equipment | | 6,786,498. | 6,143,420. | 643,078. |
| e Other | | 5,518,971. | 2,822,051. | 2,696,920. |
| Total. Add lines 1a through 1e. (Column (d) must equal Form 990, Part X, column (B), line 10c.) | | | | 27,973,527. |

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) | | |
| (B) | | |
| (C) | | |
| (D) | | |
| (E) | | |
| (F) | | |
| (G) | | |
| (H) | | |
| Total. (Col. (b) must equal Form 990, Part X, col. (B) line 12.) ▶ | | |

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) FUNDS HELD IN TRUST BY OTHERS - SEE SCHEDULE O | 84,307,151. |
| (2) | |
| (3) | |
| (4) | |
| (5) | |
| (6) | |
| (7) | |
| (8) | |
| (9) | |
| Total. (Column (b) must equal Form 990, Part X, col. (B) line 15.) ▶ | 84,307,151. |

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) CHARITABLE GIFT ANNUITIES | 56,624. |
| (3) | |
| (4) | |
| (5) | |
| (6) | |
| (7) | |
| (8) | |
| (9) | |
| Total. (Column (b) must equal Form 990, Part X, col. (B) line 25.) ▶ | 56,624. |

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

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

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

| | | | |
|----------|------------------------------------------------------------------------------------------------|-----------|------------|
| 1 | Total revenue, gains, and other support per audited financial statements | 1 | 9,204,543. |
| 2 | Amounts included on line 1 but not on Form 990, Part VIII, line 12: | | |
| a | Net unrealized gains (losses) on investments | 2a | 1,556,003. |
| b | Donated services and use of facilities | 2b | 100,000. |
| c | Recoveries of prior year grants | 2c | |
| d | Other (Describe in Part XIII.) | 2d | 180,141. |
| e | Add lines 2a through 2d | 2e | 1,836,144. |
| 3 | Subtract line 2e from line 1 | 3 | 7,368,399. |
| 4 | Amounts included on Form 990, Part VIII, line 12, but not on line 1: | | |
| a | Investment expenses not included on Form 990, Part VIII, line 7b | 4a | |
| b | Other (Describe in Part XIII.) | 4b | |
| c | Add lines 4a and 4b | 4c | 0. |
| 5 | Total revenue. Add lines 3 and 4c . (This must equal Form 990, Part I, line 12.) | 5 | 7,368,399. |

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 | 10,606,830. |
| 2 | Amounts included on line 1 but not on Form 990, Part IX, line 25: | | |
| a | Donated services and use of facilities | 2a | 100,000. |
| b | Prior year adjustments | 2b | |
| c | Other losses | 2c | |
| d | Other (Describe in Part XIII.) | 2d | 189,525. |
| e | Add lines 2a through 2d | 2e | 289,525. |
| 3 | Subtract line 2e from line 1 | 3 | 10,317,305. |
| 4 | Amounts included on Form 990, Part IX, line 25, but not on line 1: | | |
| a | Investment expenses not included on Form 990, Part VIII, line 7b | 4a | |
| b | Other (Describe in Part XIII.) | 4b | |
| c | Add lines 4a and 4b | 4c | 0. |
| 5 | Total expenses. Add lines 3 and 4c . (This must equal Form 990, Part I, line 18.) | 5 | 10,317,305. |

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:

THE MUSEUM MAINTAINS SIGNIFICANT COLLECTION ASSETS, INCLUDING MODELS, SMALL CRAFTS, PRINTS, PAINTINGS, BOOKS, PHOTOGRAPHS, AND NAVIGATION INSTRUMENTS. IN ACCORDANCE WITH INDUSTRY PRACTICE, THE VALUE OF THE COLLECTION HAS BEEN EXCLUDED FROM THE STATEMENT OF FINANCIAL POSITION. ONLY CURRENT YEAR PURCHASES AND PROCEEDS FROM SALE ARE REFLECTED IN THE STATEMENT OF ACTIVITIES. IT IS THE POLICY OF THE MUSEUM THAT PROCEEDS FROM THE SALE OF ANY COLLECTION ITEMS ARE TO BE USED FOR THE ACQUISITION OF OBJECTS FOR THE PERMANENT COLLECTIONS OR FOR THE CONSERVATION OR MAINTENANCE OF ITEMS CURRENTLY OWNED BY THE MUSEUM BY EXTERNAL CONSERVATORS.

Part XIII Supplemental Information (continued)

PART III, LINE 4:

THE COLLECTION INCLUDES MARITIME RELATED OBJECTS AND EPHEMERA USED FOR EDUCATIONAL PURPOSES.

PART V, LINE 4:

THE MARINERS' MUSEUM ENDOWMENT (ENDOWMENT) WAS ESTABLISHED TO SUPPORT ITS MISSION. THE ENDOWMENT SUBSTANTIALLY CONTRIBUTES TO THE GROWTH, FINANCIAL SECURITY AND THE LONG-TERM STABILITY OF THE MUSEUM.

PART X, LINE 2:

THE MUSEUM IS A NONSTOCK CORPORATION WHICH HAS BEEN DETERMINED BY THE INTERNAL REVENUE SERVICE TO BE EXEMPT FROM TAXES ON INCOME DERIVED FROM ACTIVITIES RELATED TO ITS EXEMPT PURPOSE UNDER SECTION 501(C)(3) OF THE INTERNAL REVENUE CODE. THE MUSEUM IS SUBJECT TO INCOME TAXES ON PROFITS, IF ANY, GENERATED FROM THE SALE OF ITEMS IN ITS GIFT SHOP WHICH ARE UNRELATED TO ITS EXEMPT PURPOSE. THE INTERNAL REVENUE SERVICE HAS ALSO DETERMINED THAT THE MUSEUM IS NOT A PRIVATE FOUNDATION UNDER SECTION 509(A)(1).

PART XI, LINE 2D - OTHER ADJUSTMENTS:

| | |
|----------------------------------------------|----------|
| COST OF GOODS SOLD | 189,526. |
| CHANGE IN VALUE OF SPLIT INTEREST AGREEMENTS | -9,385. |
| TOTAL TO SCHEDULE D, PART XI, LINE 2D | 180,141. |

PART XII, LINE 2D - OTHER ADJUSTMENTS:

| | |
|--------------------|----------|
| COST OF GOODS SOLD | 189,525. |
|--------------------|----------|

**SCHEDULE J
(Form 990)**

Compensation Information

OMB No. 1545-0047

2015

Open to Public Inspection

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.

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

Department of the Treasury
Internal Revenue Service

Name of the organization

THE MARINERS' MUSEUM

Employer identification number

54-0541801

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 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 (e.g., maid, chauffeur, chef) |

b If any of the boxes on line 1a are checked, did the organization follow a written policy regarding payment or reimbursement or provision of all of the expenses described above? If "No," complete Part III to explain

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

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

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

4 During the year, did any person listed 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" to 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 non-fixed 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" to 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) 2015

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 are not listed on Form 990, Part VII.

Note: The sum of columns (B)(i)-(iii) for each listed individual must equal the total amount of Form 990, Part VII, Section A, line 1a, applicable column (D) and (E) amounts for that individual.

| (A) Name and Title | | (B) Breakdown of W-2 and/or 1099-MISC compensation | | | (C) Retirement and other deferred compensation | (D) Nontaxable benefits | (E) Total of columns (B)(i)-(D) | (F) Compensation in column (B) reported as deferred on prior Form 990 |
|------------------------------------------------------------|------|----------------------------------------------------|-------------------------------------|-------------------------------------|------------------------------------------------|-------------------------|---------------------------------|-----------------------------------------------------------------------|
| | | (i) Base compensation | (ii) Bonus & incentive compensation | (iii) Other reportable compensation | | | | |
| (1) ELLIOT H. GRUBER FRMR PRES. & CEO - THROUGH 5/31/16 | (i) | 247,925. | 0. | 0. | 3,118. | 7,875. | 258,918. | 0. |
| | (ii) | 0. | 0. | 0. | 0. | 0. | 0. | 0. |
| | (i) | | | | | | | |
| | (ii) | | | | | | | |
| | (i) | | | | | | | |
| | (ii) | | | | | | | |
| | (i) | | | | | | | |
| | (ii) | | | | | | | |
| | (i) | | | | | | | |
| | (ii) | | | | | | | |
| | (i) | | | | | | | |
| | (ii) | | | | | | | |
| | (i) | | | | | | | |
| | (ii) | | | | | | | |
| | (i) | | | | | | | |
| | (ii) | | | | | | | |
| | (i) | | | | | | | |
| | (ii) | | | | | | | |
| | (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 BUILT A RESIDENCE IN THE 1940'S AS A GUEST HOUSE FOR VISITING DIGNITARIES, OUT OF TOWN TRUSTEES AND OTHER GUESTS OF THE MUSEUM. THE PRESIDENT AND CEO LIVES IN THE HOUSE TO ACT AS HOST TO THESE GUESTS AND TO SPONSOR EVENTS FOR THE MUSEUM AND THE LOCAL COMMUNITY. THIS INCLUDES FUND RAISING ACTIVITIES AND MEETINGS.

PART I, LINE 1B:

THE MUSEUM BY-LAWS PROVIDE THE WRITTEN POLICY FOR USE OF THE MUSEUM HOUSE AS A RESIDENCE FOR THE PRESIDENT AND CEO. THIS DOCUMENT GIVES THE EXECUTIVE COMMITTEE OF THE BOARD OF TRUSTEES THE AUTHORITY TO SET THE COMPENSATION OF THE CEO. THE CHAIRMAN OF THE BOARD, ACTING ON THIS AUTHORITY, ISSUES AN ANNUAL LETTER TO THE CEO THAT DETAILS HIS COMPENSATION BASED ON HIS PERFORMANCE. A PERCENTAGE OF THE TAX BENEFIT IS NOT CHARGED TO THE PRESIDENT AND CEO.

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

Name of the organization **THE MARINERS' MUSEUM** Employer identification number **54-0541801**

| Part I | Bond Issues | SEE PART VI FOR COLUMNS (A) AND (F) CONTINUATIONS | | | | | | | | | | | |
|--------|-------------|---------------------------------------------------|----------------|-------------|-----------------|-----------------|---------------------------------|--------------|----|-------------------------|----|----------------------|----|
| | | (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 | ECONOMIC DEVELOPMENT AUTHORITY OF LANCASTER | 54-6001382 | NONE | 03/14/12 | 9,600,000. | REFINANCE NOTE DTD 10/1/05 USED | | X | | X | | X |
| | B | | | | | | | | | | | | |
| | C | | | | | | | | | | | | |
| | D | | | | | | | | | | | | |

| Part II | Proceeds | A | | B | | C | | D | |
|---------|--------------------------------------------------------------------------------------------------------|------------|----|-----|----|-----|----|-----|----|
| 1 | Amount of bonds retired | | | | | | | | |
| 2 | Amount of bonds legally defeased | | | | | | | | |
| 3 | Total proceeds of issue | 9,600,000. | | | | | | | |
| 4 | Gross proceeds in reserve funds | | | | | | | | |
| 5 | Capitalized interest from proceeds | | | | | | | | |
| 6 | Proceeds in refunding escrows | | | | | | | | |
| 7 | Issuance costs from proceeds | | | | | | | | |
| 8 | Credit enhancement from proceeds | | | | | | | | |
| 9 | Working capital expenditures from proceeds | | | | | | | | |
| 10 | Capital expenditures from proceeds | | | | | | | | |
| 11 | Other spent proceeds | 9,600,000. | | | | | | | |
| 12 | Other unspent proceeds | | | | | | | | |
| 13 | Year of substantial completion | 2007 | | | | | | | |
| | | Yes | No | Yes | No | Yes | No | Yes | No |
| 14 | Were the bonds issued as part of a current refunding issue? | X | | | | | | | |
| 15 | Were the bonds issued as part of an advance refunding issue? | | X | | | | | | |
| 16 | Has the final allocation of proceeds been made? | X | | | | | | | |
| 17 | Does the organization maintain adequate books and records to support the final allocation of proceeds? | X | | | | | | | |

| Part III | Private Business Use | 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 | | | | | | |
| 2 | Are there any lease arrangements that may result in private business use of bond-financed property? | | X | | | | | | |

Part III Private Business Use (Continued)

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

Part IV Arbitrage

| | A | | B | | C | | D | |
|--------------------------------------------------------------------------------------------------------------------------------|-----|----|-----|----|-----|----|-----|----|
| | Yes | No | Yes | No | Yes | No | Yes | No |
| 1 Has the issuer filed Form 8038-T, Arbitrage Rebate, Yield Reduction and Penalty in Lieu of Arbitrage Rebate? | | X | | | | | | |
| 2 If "No" to line 1, did the following apply? | | | | | | | | |
| a Rebate not due yet? | X | | | | | | | |
| b Exception to rebate? | | X | | | | | | |
| c No rebate due? | | X | | | | | | |
| If "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 | | | | | | |
| 4a Has the organization or the governmental issuer entered into a qualified hedge with respect to the bond issue? | | X | | | | | | |
| b Name of provider | | | | | | | | |
| c Term of hedge | | | | | | | | |
| d Was the hedge superintegrated? | | | | | | | | |
| e Was the hedge terminated? | | | | | | | | |

Part IV Arbitrage (Continued)

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

Part V Procedures To Undertake Corrective Action

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

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

SCHEDULE K, PART I, BOND ISSUES:

(A) ISSUER NAME:

ECONOMIC DEVELOPMENT AUTHORITY OF LANCASTER COUNTY, VIRGINIA

(F) DESCRIPTION OF PURPOSE:

REFINANCE NOTE DTD 10/1/05 USED TO CONSTRUCT EXHIBIT AND USS MONITOR CENTER

SCHEDULE K, SUPPLEMENTAL INFORMATION: OTHER SPENT PROCEEDS REPRESENT AMOUNTS TO REFINANCE ORIGINAL NOTE ISSUED 10/1/05.

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 |
| HOWARD H. HOEGE, III, PRES | INDEPENDENT CONTRAC | 48,300. | THE MUSEUM | | 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: HOWARD H. HOEGE, III, PRESIDENT & CEO

(B) RELATIONSHIP BETWEEN INTERESTED PERSON AND ORGANIZATION:

INDEPENDENT CONTRACTOR

(D) DESCRIPTION OF TRANSACTION: THE MUSEUM CONTRACTED WITH HOWARD H.

HOEGE, III, TO FOSTER AND CREATE A STRATEGIC VISION FOR THE MUSEUM.

THROUGH THIS PROCESS, THE MUSEUM DECIDED TO BRING HIM ON FULL TIME AS THE

PRESIDENT & CEO. EFFECTIVE JUNE 1, 2016, HE BECAME THE INTERIM PRESIDENT

& CEO. HE DID NOT PERFORM ANY DUTIES OF THIS ROLE UNTIL THE EFFECTIVE

DATE. ALL BUSINESS RELATIONSHIP AS AN INDEPENDENT CONTRACTED CEASED

EFFECTIVE THE SAME DATE. AMOUNTS INCLUDED IN THIS TRANSACTION WERE PAID

TO 3H3 LEADERSHIP, LLC, A CONSULTING BUSINESS OWNED BY HOEGE. THESE

PAYMENTS REPRESENT THE CONTRACTED AMOUNTS AND REIMBURSEMENT OF EXPENSES

AND ARE REPORTED AS NONEMPLOYEE COMPENSATION TO 3H3 LEADERSHIP, LLC, IN

BOX 7 OF 1099-MISC.

**SCHEDULE M
(Form 990)**

Noncash Contributions

OMB No. 1545-0047

2015

Open To Public Inspection

Department of the Treasury
Internal Revenue Service

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

Name of the organization **THE MARINERS' MUSEUM** Employer identification number **54-0541801**

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 | 100 | 0. | |
| 2 Art - Historical treasures | | | | |
| 3 Art - Fractional interests | | | | |
| 4 Books and publications | | | | |
| 5 Clothing and household goods | | | | |
| 6 Cars and other vehicles | X | 1 | 0. | |
| 7 Boats and planes | | | | |
| 8 Intellectual property | | | | |
| 9 Securities - Publicly traded | | | | |
| 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 | X | 2 | 0. | |
| 20 Drugs and medical supplies | | | | |
| 21 Taxidermy | | | | |
| 22 Historical artifacts | | | | |
| 23 Scientific specimens | | | | |
| 24 Archeological artifacts | | | | |
| 25 Other ▶ (_____) | | | | |
| 26 Other ▶ (_____) | | | | |
| 27 Other ▶ (_____) | | | | |
| 28 Other ▶ (_____) | | | | |

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

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

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

Schedule M (Form 990) (2015)

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, PART I, COLUMN (B):

PART 1, LINE 1, COLUMN (B) IS REPORTING THE NUMBER OF ITEMS RECEIVED BY THE MUSEUM.

SCHEDULE M, LINE 32B:

FROM TIME TO TIME, THE MUSEUM WILL SEND WORKS OF ART TO AUCTION FOR SALE. PROCEEDS FROM THESE SALES ARE RESTRICTED TO FUTURE ACQUISITION OF OBJECTS FOR THE COLLECTION.

SCHEDULE M, LINE 33:

BEGINNING IN 2008, UNDER THE PROVISION OF SFAS NO. 116, THE VALUE OF THE COLLECTION HAS BEEN EXCLUDED FROM THE STATEMENT OF FINANCIAL POSITION. THUS, THE VALUE OF DONATED COLLECTION ITEMS ARE EXCLUDED FROM REVENUE.

FAIR MARKET VALUES OF THE DONATED WORKS OF ART RECEIVED FROM OCTOBER 1, 2015 THROUGH SEPTEMBER 30, 2016 FOR WHICH THE ORGANIZATION COMPLETED FORMS 8283 ARE APPROXIMATELY \$101,520.

SCHEDULE O
(Form 990 or 990-EZ)

Department of the Treasury
Internal Revenue Service

Supplemental Information to Form 990 or 990-EZ

Complete to provide information for responses to specific questions on
Form 990 or 990-EZ or to provide any additional information.

▶ Attach to Form 990 or 990-EZ.

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

OMB No. 1545-0047

2015

Open to Public
Inspection

Name of the organization

THE MARINERS' MUSEUM

Employer identification number

54-0541801

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

THROUGH OUR SHARED MARITIME HERITAGE - WE ARE CONNECTED TO ONE ANOTHER.

FORM 990, PART III, LINE 4D, OTHER PROGRAM SERVICES:

CONSERVATION - MAINTENANCE OF CURRENT AND HISTORICAL COLLECTIONS AND
ARTIFACTS.

EXPENSES \$ 75,509. INCLUDING GRANTS OF \$ 0. REVENUE \$ 0.

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

THE FORM 990 IS PREPARED BY AN INDEPENDENT ACCOUNTING FIRM AND APPROVED BY
THE CHIEF FINANCIAL OFFICER. THE FORM IS THEN MADE AVAILABLE TO THE ENTIRE
BOARD.

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

THE ORGANIZATION'S BOARD REVIEWS THE CONFLICT OF INTEREST POLICY, PROVIDE
QUESTIONNAIRES FOR THE BOARD MEMBERS TO REPORT CONFLICTS OF INTEREST, AND
REPORT ON ANY FINDINGS OF CONFLICTS OF INTERESTS.

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

THE ORGANIZATION'S BOARD OF TRUSTEES REVIEWS AND APPROVES THE COMPENSATION
OF THE TOP MANAGEMENT OFFICIAL AND OFFICERS AND KEY EMPLOYEES OF THE
ORGANIZATION.

FORM 990, PART VI, SECTION C, LINE 19:

THE ORGANIZATION'S GOVERNING DOCUMENTS, CONFLICT OF INTEREST POLICY, AND
FINANCIAL STATEMENTS ARE MADE AVAILABLE TO THE PUBLIC FOR REVIEW UPON

| | |
|---------------------------------------------------------|-----------------------------------------------------|
| Name of the organization THE MARINERS' MUSEUM | Employer identification number 54-0541801 |
|---------------------------------------------------------|-----------------------------------------------------|

REQUEST.

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

| | |
|----------------------------------------------|-----------|
| CHANGE IN VALUE OF SPLIT INTEREST AGREEMENTS | -9,384. |
| EXPENSE RELATED TO DONATED SERVICES | -100,000. |
| TOTAL TO FORM 990, PART XI, LINE 9 | -109,384. |

FORM 990, PART XII, LINE 2C:

FORM 990, PART XII, LINE 2C: THERE WERE NO CHANGES TO THE FINANCE COMMITTEE'S PROCEDURES REGARDING THE OVERSIGHT OF THE AUDIT AND SELECTION OF THE INDEPENDENT AUDITORS.

SCHEDULE D, PART IX OTHER ASSETS - FUNDS HELD IN TRUST BY OTHERS

FUNDS HELD IN TRUST BY OTHERS CONSIST PRIMARILY OF IRREVOCABLE TRUSTS ESTABLISHED BY THE MUSEUM FOUNDER, ARCHER M. HUNTINGTON, WHICH ARE CLASSIFIED AS PERMANENTLY RESTRICTED. THE TRUSTS ARE NOT-FOR-PROFIT SUPPORTING ORGANIZATIONS. THE MUSEUM RECEIVES CONTRIBUTIONS BASED ON DISTRIBUTIONS OF INVESTMENT INCOME FROM THE SECURITIES HELD BY THE TRUSTS. THESE CONTRIBUTIONS ARE BASED ON INVESTMENT INCOME, NET OF EXPENSES, REALIZED AND UNREALIZED GAINS AND LOSSES. THE TRUSTEES OF THE HUNTINGTON TRUSTS HAVE ADOPTED A TOTAL RETURN POLICY WHICH DISTRIBUTES 5% OF THE ROLLING AVERAGE MARKET VALUE OF THE HUNTINGTON TRUSTS, USING QUARTER END VALUE OF THE PRECEDING TWELVE QUARTERS ENDING WITH SEPTEMBER 30 OF THE CURRENT YEAR. THE REMAINING TRUSTS ALSO PAY OUT 5% OF THE TRUST ASSETS ON AN ANNUAL BASIS.

THE MUSEUM IS ALSO A CO-BENEFICIARY WITH THREE OTHER NOT-FOR-PROFIT

| | |
|---------------------------------------------------------|-----------------------------------------------------|
| Name of the organization THE MARINERS' MUSEUM | Employer identification number 54-0541801 |
|---------------------------------------------------------|-----------------------------------------------------|

ORGANIZATIONS UNDER THE TRUST AGREEMENT WITH BANK OF AMERICA (FORMERLY U.S. TRUST CO., OF NEW YORK). THEREFORE, THE AMOUNT RECORDED IN THE ACCOMPANYING STATEMENT OF FINANCIAL POSITION IS 25% OF THE TRUST'S VALUE, WHICH REPRESENTS THE MUSEUM'S SHARE UNDER THIS SPLIT-INTEREST AGREEMENT.

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

For calendar year 2015 or other tax year beginning OCT 1, 2015, and ending SEP 30, 2016

2015

▶ Information about Form 990-T and its instructions is available at www.irs.gov/form990t.
▶ Do not enter SSN numbers on this form as it may be made public if your organization is a 501(c)(3).

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

Department of the Treasury
Internal Revenue Service

| | | | |
|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|---------------|----------------------------------------------------------------------------------------------------|------------------------------------------------------------------------|
| <input type="checkbox"/> Check box if address changed | Print or Type | Name of organization (<input type="checkbox"/> Check box if name changed and see instructions.) | D Employer identification number (Employees' trust, see instructions.) |
| B Exempt under section <input checked="" type="checkbox"/> 501(c)(3)) <input type="checkbox"/> 408(e) <input type="checkbox"/> 220(e) <input type="checkbox"/> 408A <input type="checkbox"/> 530(a) <input type="checkbox"/> 529(a) | | THE MARINERS' MUSEUM | 54-0541801 |
| | | Number, street, and room or suite no. If a P.O. box, see instructions. 100 MUSEUM DRIVE | E Unrelated business activity codes (See instructions.) |
| | | City or town, state or province, country, and ZIP or foreign postal code NEWPORT NEWS, VA 23606 | 453220 |

C Book value of all assets at end of year 134,033,806.

F Group exemption number (See instructions.)

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

H Describe the organization's primary unrelated business activity. ▶ **MUSEUM GIFT SHOP SALES**

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

J The books are in care of ▶ **THE OFFICERS** Telephone number ▶ **757.591.7701**

| Part I Unrelated Trade or Business Income | | (A) Income | (B) Expenses | (C) Net |
|---------------------------------------------------------------------------------------|----------------|----------------|--------------|-------------|
| 1 a Gross receipts or sales | <u>10,317.</u> | | | |
| b Less returns and allowances | | | | |
| c Balance | | <u>10,317.</u> | | |
| 2 Cost of goods sold (Schedule A, line 7) | | <u>9,599.</u> | | |
| 3 Gross profit. Subtract line 2 from line 1c | | <u>718.</u> | | <u>718.</u> |
| 4 a Capital gain net income (attach Schedule D) | | | | |
| b Net gain (loss) (Form 4797, Part II, line 17) (attach Form 4797) | | | | |
| c Capital loss deduction for trusts | | | | |
| 5 Income (loss) from partnerships and S corporations (attach statement) | | | | |
| 6 Rent income (Schedule C) | | | | |
| 7 Unrelated debt-financed income (Schedule E) | | | | |
| 8 Interest, annuities, royalties, and rents from controlled organizations (Sch. F)... | | | | |
| 9 Investment income of a section 501(c)(7), (9), or (17) organization (Schedule G) | | | | |
| 10 Exploited exempt activity income (Schedule I) | | | | |
| 11 Advertising income (Schedule J) | | | | |
| 12 Other income (See instructions; attach schedule) | | | | |
| 13 Total. Combine lines 3 through 12 | | <u>718.</u> | | <u>718.</u> |

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

| | | | | |
|-----------------------------------------------------------------------------------------------------------------------------------------------|--|------------------------|--|-----------------------|
| 14 Compensation of officers, directors, and trustees (Schedule K) | | | | |
| 15 Salaries and wages | | | | <u>4,509.</u> |
| 16 Repairs and maintenance | | | | <u>41.</u> |
| 17 Bad debts | | | | |
| 18 Interest (attach schedule) | | | | |
| 19 Taxes and licenses | | | | |
| 20 Charitable contributions (See instructions for limitation rules) | | | | |
| 21 Depreciation (attach Form 4562) | | | | |
| 22 Less depreciation claimed on Schedule A and elsewhere on return | | | | |
| 23 Depletion | | | | |
| 24 Contributions to deferred compensation plans | | | | |
| 25 Employee benefit programs | | | | <u>902.</u> |
| 26 Excess exempt expenses (Schedule I) | | | | |
| 27 Excess readership costs (Schedule J) | | | | |
| 28 Other deductions (attach schedule) | | <u>SEE STATEMENT 1</u> | | <u>1,788.</u> |
| 29 Total deductions. Add lines 14 through 28 | | | | <u>7,240.</u> |
| 30 Unrelated business taxable income before net operating loss deduction. Subtract line 29 from line 13 | | | | <u><6,522.></u> |
| 31 Net operating loss deduction (limited to the amount on line 30) | | <u>SEE STATEMENT 2</u> | | |
| 32 Unrelated business taxable income before specific deduction. Subtract line 31 from line 30 | | | | <u><6,522.></u> |
| 33 Specific deduction (Generally \$1,000, but see line 33 instructions for exceptions) | | | | <u>1,000.</u> |
| 34 Unrelated business taxable income. Subtract line 33 from line 32. If line 33 is greater than line 32, enter the smaller of zero or line 32 | | | | <u><6,522.></u> |

Part III Tax Computation

| | | |
|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|--|---------------|
| 35 Organizations Taxable as Corporations. See instructions for tax computation. Controlled group members (sections 1561 and 1563) check here <input type="checkbox"/> See instructions and: | | |
| a Enter your share of the \$50,000, \$25,000, and \$9,925,000 taxable income brackets (in that order): (1) \$ _____ (2) \$ _____ (3) \$ _____ | | |
| b Enter organization's share of: (1) Additional 5% tax (not more than \$11,750) \$ _____ (2) Additional 3% tax (not more than \$100,000) \$ _____ | | |
| c Income tax on the amount on line 34 | | 35c 0. |
| 36 Trusts Taxable at Trust Rates. See instructions for tax computation. Income tax on the amount on line 34 from: <input type="checkbox"/> Tax rate schedule or <input type="checkbox"/> Schedule D (Form 1041) | | 36 |
| 37 Proxy tax. See instructions | | 37 |
| 38 Alternative minimum tax | | 38 |
| 39 Total. Add lines 37 and 38 to line 35c or 36, whichever applies | | 39 0. |

Part IV Tax and Payments

| | | |
|------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|------------|----|
| 40a Foreign tax credit (corporations attach Form 1118; trusts attach Form 1116) | 40a | |
| b Other credits (see instructions) | 40b | |
| c General business credit. Attach Form 3800 | 40c | |
| d Credit for prior year minimum tax (attach Form 8801 or 8827) | 40d | |
| e Total credits. Add lines 40a through 40d | 40e | |
| 41 Subtract line 40e from line 39 | 41 | 0. |
| 42 Other taxes. Check if from: <input type="checkbox"/> Form 4255 <input type="checkbox"/> Form 8611 <input type="checkbox"/> Form 8697 <input type="checkbox"/> Form 8866 <input type="checkbox"/> Other (attach schedule) | 42 | |
| 43 Total tax. Add lines 41 and 42 | 43 | 0. |
| 44a Payments: A 2014 overpayment credited to 2015 | 44a | |
| b 2015 estimated tax payments | 44b | |
| c Tax deposited with Form 8868 | 44c | |
| d Foreign organizations: Tax paid or withheld at source (see instructions) | 44d | |
| e Backup withholding (see instructions) | 44e | |
| f Credit for small employer health insurance premiums (Attach Form 8941) | 44f | |
| g Other credits and payments: <input type="checkbox"/> Form 2439 <input type="checkbox"/> Form 4136 <input type="checkbox"/> Other _____ Total | 44g | |
| 45 Total payments. Add lines 44a through 44g | 45 | |
| 46 Estimated tax penalty (see instructions). Check if Form 2220 is attached <input type="checkbox"/> | 46 | |
| 47 Tax due. If line 45 is less than the total of lines 43 and 46, enter amount owed | 47 | 0. |
| 48 Overpayment. If line 45 is larger than the total of lines 43 and 46, enter amount overpaid | 48 | 0. |
| 49 Enter the amount of line 48 you want: Credited to 2016 estimated tax <input type="checkbox"/> Refunded <input type="checkbox"/> | 49 | |

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

| | | |
|-------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-----|----|
| 1 At any time during the 2015 calendar year, did the organization have an interest in or a signature or other authority over a financial account (bank, securities, or other) in a foreign country? If YES, the organization may have to file FinCEN Form 114, Report of Foreign Bank and Financial Accounts. If YES, enter the name of the foreign country here | Yes | No |
| | | X |
| 2 During the tax year, did the organization receive a distribution from, or was it the grantor of, or transferor to, a foreign trust? If YES, see instructions for other forms the organization may have to file. | | X |
| 3 Enter the amount of tax-exempt interest received or accrued during the tax year \$ | | |

Schedule A - Cost of Goods Sold. Enter method of inventory valuation **LOWER OF COST OR MARKET**

| | | | | | |
|---------------------------------------------------------|-----------|---------|-----------------------------------------------------------------------------------------------------------------------------|----------|--------|
| 1 Inventory at beginning of year | 1 | 11,695. | 6 Inventory at end of year | 6 | 8,127. |
| 2 Purchases | 2 | 6,031. | 7 Cost of goods sold. Subtract line 6 from line 5. Enter here and in Part I, line 2 | 7 | 9,599. |
| 3 Cost of labor | 3 | | 8 Do the rules of section 263A (with respect to property produced or acquired for resale) apply to the organization? | Yes | No |
| 4a Additional section 263A costs (att. schedule) | 4a | | | | X |
| b Other costs (attach schedule) | 4b | | | | |
| 5 Total. Add lines 1 through 4b | 5 | 17,726. | | | |

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

| | | | | | |
|-------------------------------|------------------------------------------------------------------------------------|------|-------------------------------|-------|-------------------------------------------------------------------------------------------------------------------------------------------------------|
| Sign Here | Signature of officer | Date | PRESIDENT AND CEO | Title | May the IRS discuss this return with the preparer shown below (see instructions)? <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No |
| | Print/Type preparer's name JAMES M. HAGGARD | | Preparer's signature | Date | |
| Paid Preparer Use Only | Firm's name DIXON HUGHES GOODMAN LLP | | Firm's EIN 56-0747981 | | |
| | Firm's address 701 TOWN CENTER DRIVE, SUITE 700 NEWPORT NEWS, VA 23606-4295 | | Phone no. 757.873.1033 | | |

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

1. Description of property

| | | |
|---------------------------------------------------------------------------------------------------------------------|-----------------------------------------------------------------------------------------------------------------------------------------------|-----------------------------------------------------------------------------------------------|
| 2. Rent received or accrued | | 3(a) Deductions directly connected with the income in columns 2(a) and 2(b) (attach schedule) |
| (a) From personal property (if the percentage of rent for personal property is more than 10% but not more than 50%) | (b) From real and personal property (if the percentage of rent for personal property exceeds 50% or if the rent is based on profit or income) | |
| (1) | | |
| (2) | | |
| (3) | | |
| (4) | | |
| Total | 0. | Total 0. |
| (c) Total income. Add totals of columns 2(a) and 2(b). Enter here and on page 1, Part I, line 6, column (A) 0. | | (b) Total deductions. Enter here and on page 1, Part I, line 6, column (B) 0. |

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

| | | | | |
|---------------------------------------------------------------------------------------------------|---------------------------------------------------------------------------------------|------------------------------------------------------------------------------|----------------------------------------------------------|---------------------------------------------------------------------|
| 1. Description of debt-financed property | 2. Gross income from or allocable to debt-financed property | 3. Deductions directly connected with or allocable to debt-financed property | | |
| | | (a) Straight line depreciation (attach schedule) | (b) Other deductions (attach schedule) | |
| (1) | | | | |
| (2) | | | | |
| (3) | | | | |
| (4) | | | | |
| 4. Amount of average acquisition debt on or allocable to debt-financed property (attach schedule) | 5. Average adjusted basis of or allocable to debt-financed property (attach schedule) | 6. Column 4 divided by column 5 | 7. Gross income reportable (column 2 x column 6) | 8. Allocable deductions (column 6 x total of columns 3(a) and 3(b)) |
| (1) | | % | | |
| (2) | | % | | |
| (3) | | % | | |
| (4) | | % | | |
| Totals | | | Enter here and on page 1, Part I, line 7, column (A). 0. | Enter here and on page 1, Part I, line 7, column (B). 0. |
| Total dividends-received deductions included in column 8 | | | 0. | 0. |

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

| 1. Name of controlled organization | 2. Employer identification number | Exempt Controlled Organizations | | | |
|------------------------------------|-----------------------------------|---------------------------------------------------|-------------------------------------|-------------------------------------------------------------------------------------|----------------------------------------------------------|
| | | 3. Net unrelated income (loss) (see instructions) | 4. Total of specified payments made | 5. Part of column 4 that is included in the controlling organization's gross income | 6. Deductions directly connected with income in column 5 |
| (1) | | | | | |
| (2) | | | | | |
| (3) | | | | | |
| (4) | | | | | |

Nonexempt Controlled Organizations

| 7. Taxable income | 8. Net unrelated income (loss) (see instructions) | 9. Total of specified payments made | 10. Part of column 9 that is included in the controlling organization's gross income | 11. Deductions directly connected with income in column 10 |
|-------------------|---------------------------------------------------|-------------------------------------|--------------------------------------------------------------------------------------|--------------------------------------------------------------------------------|
| (1) | | | | |
| (2) | | | | |
| (3) | | | | |
| (4) | | | | |
| Totals | | | Add columns 5 and 10. Enter here and on page 1, Part I, line 8, column (A). 0. | Add columns 6 and 11. Enter here and on page 1, Part I, line 8, column (B). 0. |

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

(see instructions)

| 1. Description of income | 2. Amount of income | 3. Deductions directly connected (attach schedule) | 4. Set-asides (attach schedule) | 5. Total deductions and set-asides (col. 3 plus col. 4) |
|--------------------------|---------------------|----------------------------------------------------|---------------------------------|---------------------------------------------------------|
| (1) | | | | |
| (2) | | | | |
| (3) | | | | |
| (4) | | | | |
| Totals | | 0. | | 0. |

Schedule I - Exploited Exempt Activity Income, Other Than Advertising Income

(see instructions)

| 1. Description of exploited activity | 2. Gross unrelated business income from trade or business | 3. Expenses directly connected with production of unrelated business income | 4. Net income (loss) from unrelated trade or business (column 2 minus column 3). If a gain, compute cols. 5 through 7. | 5. Gross income from activity that is not unrelated business income | 6. Expenses attributable to column 5 | 7. Excess exempt expenses (column 6 minus column 5, but not more than column 4). |
|--------------------------------------|-----------------------------------------------------------|-----------------------------------------------------------------------------|------------------------------------------------------------------------------------------------------------------------|---------------------------------------------------------------------|--------------------------------------|----------------------------------------------------------------------------------|
| (1) | | | | | | |
| (2) | | | | | | |
| (3) | | | | | | |
| (4) | | | | | | |
| Totals | | 0. | 0. | | | 0. |

Schedule J - Advertising Income (see instructions)

Part I Income From Periodicals Reported on a Consolidated Basis

| 1. Name of periodical | 2. Gross advertising income | 3. Direct advertising costs | 4. Advertising gain or (loss) (col. 2 minus col. 3). If a gain, compute cols. 5 through 7. | 5. Circulation income | 6. Readership costs | 7. Excess readership costs (column 6 minus column 5, but not more than column 4). |
|--------------------------------------------------|-----------------------------|-----------------------------|--------------------------------------------------------------------------------------------|-----------------------|---------------------|-----------------------------------------------------------------------------------|
| (1) | | | | | | |
| (2) | | | | | | |
| (3) | | | | | | |
| (4) | | | | | | |
| Totals (carry to Part II, line (5)) | | 0. | 0. | | | 0. |

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

| 1. Name of periodical | 2. Gross advertising income | 3. Direct advertising costs | 4. Advertising gain or (loss) (col. 2 minus col. 3). If a gain, compute cols. 5 through 7. | 5. Circulation income | 6. Readership costs | 7. Excess readership costs (column 6 minus column 5, but not more than column 4). |
|------------------------------------------|-----------------------------|-----------------------------|--------------------------------------------------------------------------------------------|-----------------------|---------------------|-----------------------------------------------------------------------------------|
| (1) | | | | | | |
| (2) | | | | | | |
| (3) | | | | | | |
| (4) | | | | | | |
| Totals from Part I | | 0. | 0. | | | 0. |
| Totals, Part II (lines 1-5) | | 0. | 0. | | | 0. |

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

| 1. Name | 2. Title | 3. Percent of time devoted to business | 4. Compensation attributable to unrelated business |
|----------------------------------------------------------------|----------|----------------------------------------|----------------------------------------------------|
| (1) | | % | |
| (2) | | % | |
| (3) | | % | |
| (4) | | % | |
| Total. Enter here and on page 1, Part II, line 14 | | | 0. |