

Form **990**

Return of Organization Exempt From Income Tax

Under section 501(c), 527, or 4947(a)(1) of the Internal Revenue Code (except black lung benefit trust or private foundation)

2012

Open to Public Inspection

Department of the Treasury
Internal Revenue Service

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

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

B Check if applicable: <input type="checkbox"/> Address change <input type="checkbox"/> Name change <input type="checkbox"/> Initial return <input type="checkbox"/> Terminated <input type="checkbox"/> Amended return <input type="checkbox"/> Application pending	C Name of organization MUSEUM OF CONTEMPORARY ART SAN DIEGO		D Employer identification number 95-1855640
	Doing Business As		E Telephone number 858-454-3541
	Number and street (or P.O. box if mail is not delivered to street address)	Room/suite	G Gross receipts \$ 22,211,824.
	700 PROSPECT STREET		H(a) Is this a group return for affiliates? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No
City, town, or post office, state, and ZIP code LA JOLLA, CA 92037-4228		H(b) Are all affiliates included? <input type="checkbox"/> Yes <input type="checkbox"/> No If "No," attach a list. (see instructions)	
F Name and address of principal officer: HUGH M DAVIES 700 PROSPECT STREET, LA JOLLA, CA 92037		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.MCASD.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: 1941
			M State of legal domicile: CA

Part I Summary

Activities & Governance	1 Briefly describe the organization's mission or most significant activities: THE MISSION OF THE ORGANIZATION IS TO SERVE DIVERSE AUDIENCES THROUGH THE EXHIBITION,
	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 30
	4 Number of independent voting members of the governing body (Part VI, line 1b) 4 30
	5 Total number of individuals employed in calendar year 2012 (Part V, line 2a) 5 106
	6 Total number of volunteers (estimate if necessary) 6 32
	7a Total unrelated business revenue from Part VIII, column (C), line 12 7a 331,275.
b Net unrelated business taxable income from Form 990-T, line 34 7b <36,966.>	

		Prior Year	Current Year
		8 Contributions and grants (Part VIII, line 1h)	5,266,825.
9 Program service revenue (Part VIII, line 2g)	236,412.	274,565.	
10 Investment income (Part VIII, column (A), lines 3, 4, and 7d)	925,669.	2,023,753.	
11 Other revenue (Part VIII, column (A), lines 5, 6d, 8c, 9c, 10c, and 11e)	<435,160.>	830,564.	
12 Total revenue - add lines 8 through 11 (must equal Part VIII, column (A), line 12)	5,993,746.	8,357,461.	
13 Grants and similar amounts paid (Part IX, column (A), lines 1-3)	0.	0.	
14 Benefits paid to or for members (Part IX, column (A), line 4)	0.	0.	
15 Salaries, other compensation, employee benefits (Part IX, column (A), lines 5-10)	3,575,220.	3,440,319.	
16a Professional fundraising fees (Part IX, column (A), line 11e)	0.	0.	
b Total fundraising expenses (Part IX, column (D), line 25) ▶ 415,549.			
17 Other expenses (Part IX, column (A), lines 11a-11d, 11f-24e)	4,995,645.	4,411,953.	
18 Total expenses. Add lines 13-17 (must equal Part IX, column (A), line 25)	8,570,865.	7,852,272.	
19 Revenue less expenses. Subtract line 18 from line 12	<2,577,119.>	505,189.	
Net Assets or Fund Balances	20 Total assets (Part X, line 16)	Beginning of Current Year 74,307,870.	End of Year 76,338,697.
	21 Total liabilities (Part X, line 26)	9,515,458.	9,341,236.
	22 Net assets or fund balances. Subtract line 21 from line 20	64,792,412.	66,997,461.

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			
	CHARLES E. CASTLE, CFO/DEPUTY Type or print name and title				
Paid Preparer Use Only	Print/Type preparer's name ROBERT C. GELLMAN	Preparer's signature	Date	Check if self-employed <input type="checkbox"/>	PTIN P00183739
	Firm's name ▶ CBIZ MHM, LLC	Firm's EIN ▶ 01-0826173			
	Firm's address ▶ 10616 SCRIPPS SUMMIT COURT, STE 100 SAN DIEGO, CA 92131	Phone no. 858-795-2000			

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

Part III Statement of Program Service Accomplishments

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

1 Briefly describe the organization's mission: MCASD'S MISSION IS TO SERVE DIVERSE AUDIENCES THROUGH THE EXHIBITION, INTERPRETATION, COLLECTION, AND PRESERVATION OF ART CREATED SINCE 1950. ITS MANDATE IS TO ENGAGE REGIONAL, NATIONAL, AND INTERNATIONAL AUDIENCES INCLUDING THE BINATIONAL CONSTITUENCY OF THE SAN

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 \$ 72,091. including grants of \$) (Revenue \$) IN THE FISCAL YEAR ENDED JUNE 30, 2013 MCASD CONTINUED PRESENTING THE WEST-COAST PREMIERE OF ISAAC JULIEN'S NINE-SCREEN VIDEO INSTALLATION TEN THOUSAND WAVES IN THE FARRELL GALLERY OF THE JACOBS BUILDING, IN DOWNTOWN SAN DIEGO. THE EXPANSIVE PRESENTATION WAS A CINEMATIC FEAT THAT EXPLORED THE MOVEMENT OF PEOPLE ACROSS COUNTRIES AND CONTINENTS AND MEDITATED ON UNFINISHED JOURNEYS. ARTIST ISAAC JULIEN USED A SERIES OF UNIQUE COLLABORATIONS TO ENGAGE WITH CHINESE CULTURE THROUGH CONTEMPORARY EVENTS, ANCIENT MYTHS AND ARTISTIC PRACTICE. THE EXHIBITION WAS A BIG HIT AMONGST VISITORS FOR ITS THEATRICAL GRACE AND TECHNICAL ACHIEVEMENT.

4b (Code:) (Expenses \$ 61,416. including grants of \$) (Revenue \$ 1,000.) IN THE FISCAL YEAR ENDED JUNE 30, 2013, MCASD ALSO REALIZED A MAJOR EXHIBITION AND PUBLICATION THAT WAS A DYNAMIC COLLABORATION BETWEEN THREE SAN DIEGO ART INSTITUTIONS: THE MUSEUM OF CONTEMPORARY ART SAN DIEGO, THE SAN DIEGO MUSEUM OF ART, AND THE TIMKEN MUSEUM OF ART. BEHOLD, AMERICA! OPENED AT MCASD'S LA JOLLA LOCATION ON SEPTEMBER 16, 2012 AND AT THE OTHER LOCATIONS ON NOVEMBER 10, 2012. THE EXHIBITION BROUGHT TOGETHER THE FINEST AMERICAN WORKS FROM THESE INSTITUTIONS, OFFERING THE PUBLIC AN OPPORTUNITY TO WITNESS THE SWEEPING CHANGES IN ART CREATED IN THE UNITED STATES ACROSS THREE CENTURIES RANGING FROM THE COLONIAL PERIOD TO THE PRESENT. THE EXHIBITION WAS GROUPED INTO THREE MAIN SECTIONS, FRONTIERS, FIGURES, AND FORMS, WITH EACH VENUE SHOWING WORKS FROM ALL THREE COLLECTIONS. IN ADDITION, BEHOLD, AMERICA!

4c (Code:) (Expenses \$ 150,232. including grants of \$) (Revenue \$ 10,000.) THE THIRD MAJOR PROJECT OF THE FISCAL YEAR ENDED JUNE 30, 2013 WAS THE PRESENTATION OF THE TRAVELING EXHIBITION LIFELIKE. THE GROUP EXHIBITION, WHICH WAS ORGANIZED AND DEBUTED AT THE WALKER ART CENTER IN MINNEAPOLIS, INVITED A CLOSE EXAMINATION OF WORKS BASED ON COMMONPLACE OBJECTS AND SITUATIONS, WHICH WERE STARTLINGLY REALISTIC, OFTEN PLAYFUL, AND SOMETIMES SURREAL. VARIOUSLY USING SCALE, UNUSUAL MATERIALS, AND SLY CONTEXTUAL DEVICES TO REVEAL THE MANNER IN WHICH THEIR SUBJECTS' "AUTHENTICITY" IS MANUFACTURED, THE ARTISTS IN LIFELIKE AVOID THE BRAND-NAME FLASHINESS EMBRACED BY 1960S POP AND THE SLICK URBAN SCENES INTRODUCED AT THAT TIME BY THE PHOTOREALISTS. RATHER, THE ARTISTS INVESTIGATE THE QUIETER SIDE OF THE QUOTIDIAN, CHOOSING POTENTIALLY OVERLOOKED ITEMS OR MOMENTS AS SUBJECT MATTER: A PAPER BAG,

4d Other program services (Describe in Schedule O.) (Expenses \$ 5,064,751. including grants of \$) (Revenue \$ 240,552.)

4e Total program service expenses 5,348,490.

Part IV Checklist of Required Schedules

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

Part IV Checklist of Required Schedules (continued)

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

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

Part V Statements Regarding Other IRS Filings and Tax Compliance

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

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

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

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

Section A. Governing Body and Management

Table with 3 columns: Question, Yes, No. Rows include: 1a (30), 1b (30), 2, 3, 4, 5, 6, 7a, 7b, 8a, 8b, 9.

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, 10b, 11a, 11b, 12a, 12b, 12c, 13, 14, 15a, 15b, 16a, 16b.

Section C. Disclosure

- 17 List the states with which a copy of this Form 990 is required to be filed CA
18 Section 6104 requires an organization to make its Forms 1023 (or 1024 if applicable), 990, and 990-T (Section 501(c)(3)s only) available for public inspection.
19 Describe in Schedule O whether (and if so, how), the organization made its governing documents, conflict of interest policy, and financial statements available to the public during the tax year.
20 State the name, physical address, and telephone number of the person who possesses the books and records of the organization: TRULETTE M. CLAYES - 858-454-3541 700 PROSPECT STREET, LA JOLLA, CA 92037

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

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

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

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

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

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

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

(A) Name and Title	(B) Average hours per week (list any hours for related organizations below line)	(C) Position (do not check more than one box, unless person is both an officer and a director/trustee)						(D) Reportable compensation from the organization (W-2/1099-MISC)	(E) Reportable compensation from related organizations (W-2/1099-MISC)	(F) Estimated amount of other compensation from the organization and related organizations
		Individual trustee or director	Institutional trustee	Officer	Key employee	Highest compensated employee	Former			
(1) HUGH M. DAVIES CEO, THE DAVID C. COPLEY D	40.00	X					440,154.	0.	33,474.	
(2) COLETTE CARSON ROYSTON PRESIDENT	1.00	X					0.	0.	0.	
(3) DR. PAUL JACOBS VICE PRESIDENT	1.00	X					0.	0.	0.	
(4) MATTHEW STRAUSS VICE PRESIDENT	1.00	X					0.	0.	0.	
(5) LINNEA ARRINGTON SECRETARY	1.00	X					0.	0.	0.	
(6) VALERIE COOPER ADVANCEMENT COMMITTEE CHAI	1.00	X					0.	0.	0.	
(7) RONALD L. BUSICK AUDIT COMMITTEE CHAIR	1.00	X					0.	0.	0.	
(8) NORA D. SARGENT COLLECTIONS COMMITTEE CHAIR	1.00	X					0.	0.	0.	
(9) WENDYCE H. BRODY COMPENSATION COMMITTEE CHA	1.00	X					0.	0.	0.	
(10) BRENT V. WOODS FINANCE/INVESTMENT COMMITT	1.00	X					0.	0.	0.	
(11) MELISSA BARTELL NOMINATING COMMITTEE CHAIR	1.00	X					0.	0.	0.	
(12) BARBARA ARLEDGE TRUSTEE	1.00	X					0.	0.	0.	
(13) DR. MARY F. BERGLUND TRUSTEE	1.00	X					0.	0.	0.	
(14) BARBARA BLOOM TRUSTEE	1.00	X					0.	0.	0.	
(15) NANCY BROWAR TRUSTEE	1.00	X					0.	0.	0.	
(16) DR. CHARLES COCHRANE TRUSTEE	1.00	X					0.	0.	0.	
(17) ISABEL COPPEL 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) DR. PETER C. FARRELL TRUSTEE	1.00	X						0.	0.	0.
(19) CAROLYN FARRIS TRUSTEE	1.00	X						0.	0.	0.
(20) PAULINE FOSTER TRUSTEE	1.00	X						0.	0.	0.
(21) JOHN IPPOLITO TRUSTEE	1.00	X						0.	0.	0.
(22) MARGARET A. JACKSON TRUSTEE	1.00	X						0.	0.	0.
(23) VEKENO KENNEDY TRUSTEE	1.00	X						0.	0.	0.
(24) SAMI LADEKI TRUSTEE	1.00	X						0.	0.	0.
(25) SONIA MANDELBAUM TRUSTEE	1.00	X						0.	0.	0.
(26) HOLLY MCGRATH TRUSTEE	1.00	X						0.	0.	0.
1b Sub-total								440,154.	0.	33,474.
c Total from continuation sheets to Part VII, Section A								491,105.	0.	76,017.
d Total (add lines 1b and 1c)								931,259.	0.	109,491.

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 **4**

	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**

SEE PART VII, SECTION A CONTINUATION SHEETS

Part VIII Statement of Revenue

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

		(A)	(B)	(C)	(D)	
		Total revenue	Related or exempt function revenue	Unrelated business revenue	Revenue excluded from tax under sections 512, 513, or 514	
Contributions, Gifts, Grants and Other Similar Amounts	1 a Federated campaigns	1a				
	b Membership dues	1b 522,833.				
	c Fundraising events	1c 507,698.				
	d Related organizations	1d				
	e Government grants (contributions)	1e 300,012.				
	f All other contributions, gifts, grants, and similar amounts not included above	1f 3,898,036.				
	g Noncash contributions included in lines 1a-1f: \$	264,133.				
	h Total. Add lines 1a-1f	5,228,579.				
	Program Service Revenue	2 a <u>ADMISSION FEES</u>	Business Code 713990	151,035.	151,035.	
b <u>EXHIBITION FEES</u>		713990	85,845.	85,845.		
c <u>EDUCATIONAL PROGRAMS</u>		713990	20,126.	20,126.		
d <u>PUBLICATION SALES</u>		713990	17,559.	17,559.		
e						
f All other program service revenue						
g Total. Add lines 2a-2f			274,565.			
Other Revenue	3 Investment income (including dividends, interest, and other similar amounts)		846,749.		846,749.	
	4 Income from investment of tax-exempt bond proceeds					
	5 Royalties					
	6 a Gross rents	(i) Real	770,656.			
		(ii) Personal				
		b Less: rental expenses	0.			
		c Rental income or (loss)	770,656.			
	d Net rental income or (loss)		770,656.		770,656.	
	7 a Gross amount from sales of assets other than inventory	(i) Securities	14,264,586.			
		(ii) Other				
		b Less: cost or other basis and sales expenses	13,087,537.	45.		
		c Gain or (loss)	1,177,049.	<45.>		
	d Net gain or (loss)		1,177,004.		1,177,004.	
	8 a Gross income from fundraising events (not including \$ 507,698. of contributions reported on line 1c). See Part IV, line 18	a	118,522.			
b Less: direct expenses		366,876.				
c Net income or (loss) from fundraising events			<248,354.>		<248,354.>	
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	376,892.				
	b Less: cost of goods sold	399,905.				
	c Net income or (loss) from sales of inventory		<23,013.>	<23,013.>		
Miscellaneous Revenue		Business Code				
11 a <u>EVENT HOSTING</u>		721000	165,677.	165,677.		
	b <u>BEVERAGE SERVICES</u>	722320	165,598.	165,598.		
	c					
	d All other revenue					
	e Total. Add lines 11a-11d			331,275.		
12 Total revenue. See instructions.			8,357,461.	251,552.	331,275.	

Part IX Statement of Functional Expenses

Section 501(c)(3) and 501(c)(4) organizations must complete all columns. All other organizations must complete column (A).

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

Do not include amounts reported on lines 6b, 7b, 8b, 9b, and 10b of Part VIII.	(A) Total expenses	(B) Program service expenses	(C) Management and general expenses	(D) Fundraising expenses
1 Grants and other assistance to governments and organizations in the United States. See Part IV, line 21				
2 Grants and other assistance to individuals in the United States. See Part IV, line 22				
3 Grants and other assistance to governments, organizations, and individuals outside the United States. See Part IV, lines 15 and 16				
4 Benefits paid to or for members				
5 Compensation of current officers, directors, trustees, and key employees	435,534.	108,884.	261,321.	65,329.
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	2,464,642.	1,395,920.	828,297.	240,425.
8 Pension plan accruals and contributions (include section 401(k) and 403(b) employer contributions)	87,987.	38,709.	36,635.	12,643.
9 Other employee benefits	266,734.	139,679.	83,721.	43,334.
10 Payroll taxes	185,422.	105,587.	58,311.	21,524.
11 Fees for services (non-employees):				
a Management				
b Legal	33,932.		33,932.	
c Accounting	58,040.		58,040.	
d Lobbying				
e Professional fundraising services. See Part IV, line 17				
f Investment management fees	145,246.	18,655.	126,591.	
g Other. (If line 11g amount exceeds 10% of line 25, column (A) amount, list line 11g expenses on Sch O.)	355,267.	263,492.	88,555.	3,220.
12 Advertising and promotion	189,399.	6,505.	182,894.	
13 Office expenses	121,286.	106,125.	14,466.	695.
14 Information technology				
15 Royalties				
16 Occupancy	925,698.	895,794.	18,550.	11,354.
17 Travel	89,798.	48,303.	41,495.	
18 Payments of travel or entertainment expenses for any federal, state, or local public officials				
19 Conferences, conventions, and meetings				
20 Interest	102,669.	29,812.	72,857.	
21 Payments to affiliates				
22 Depreciation, depletion, and amortization	1,104,389.	1,077,260.	16,844.	10,285.
23 Insurance	84,027.	68,252.	15,775.	
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 EQUIPMENT RENT & MAINTENANCE	345,818.	333,351.	12,467.	0.
b ART SHIPPING	252,954.	248,599.	3,873.	482.
c ACCESSIONS OF ART	208,016.	208,016.		
d FOOD AND ENTERTAINMENT	94,368.	57,037.	37,217.	114.
e All other expenses	301,046.	198,510.	96,392.	6,144.
25 Total functional expenses. Add lines 1 through 24e	7,852,272.	5,348,490.	2,088,233.	415,549.
26 Joint costs. Complete this line only if the organization reported in column (B) joint costs from a combined educational campaign and fundraising solicitation.				

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

Part X Balance Sheet

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

		(A) Beginning of year		(B) End of year	
Assets	1 Cash - non-interest-bearing	1,296,104.	1	710,259.	
	2 Savings and temporary cash investments		2		
	3 Pledges and grants receivable, net	2,568,582.	3	2,778,803.	
	4 Accounts receivable, net	43,169.	4	55,894.	
	5 Loans and other receivables from current and former officers, directors, trustees, key employees, and highest compensated employees. Complete Part II of Schedule L	7,761.	5	0.	
	6 Loans and other receivables from other disqualified persons (as defined under section 4958(f)(1)), persons described in section 4958(c)(3)(B), and contributing employers and sponsoring organizations of section 501(c)(9) voluntary employees' beneficiary organizations (see instr). Complete Part II of Sch L		6		
	7 Notes and loans receivable, net		7		
	8 Inventories for sale or use	359,115.	8	409,189.	
	9 Prepaid expenses and deferred charges	141,081.	9	139,772.	
	10a Land, buildings, and equipment: cost or other basis. Complete Part VI of Schedule D	10a 50,119,395.			
	b Less: accumulated depreciation	10b 14,110,566.	34,689,449.	10c	36,008,829.
	11 Investments - publicly traded securities	34,746,899.	11	35,804,601.	
	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	455,710.	15	431,350.	
16 Total assets. Add lines 1 through 15 (must equal line 34)	74,307,870.	16	76,338,697.		
Liabilities	17 Accounts payable and accrued expenses	1,005,697.	17	1,063,760.	
	18 Grants payable		18		
	19 Deferred revenue	1,559,761.	19	1,627,476.	
	20 Tax-exempt bond liabilities	6,950,000.	20	6,150,000.	
	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	0.	24	500,000.	
	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		25		
	26 Total liabilities. Add lines 17 through 25	9,515,458.	26	9,341,236.	
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	17,788,855.	27	19,668,951.	
	28 Temporarily restricted net assets	7,261,344.	28	7,586,208.	
	29 Permanently restricted net assets	39,742,213.	29	39,742,302.	
	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	64,792,412.	33	66,997,461.		
34 Total liabilities and net assets/fund balances	74,307,870.	34	76,338,697.		

Part XI Reconciliation of Net Assets

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

1	Total revenue (must equal Part VIII, column (A), line 12)	1	8,357,461.
2	Total expenses (must equal Part IX, column (A), line 25)	2	7,852,272.
3	Revenue less expenses. Subtract line 2 from line 1	3	505,189.
4	Net assets or fund balances at beginning of year (must equal Part X, line 33, column (A))	4	64,792,412.
5	Net unrealized gains (losses) on investments	5	1,991,349.
6	Donated services and use of facilities	6	
7	Investment expenses	7	
8	Prior period adjustments	8	
9	Other changes in net assets or fund balances (explain in Schedule O)	9	<291,489.>
10	Net assets or fund balances at end of year. Combine lines 3 through 9 (must equal Part X, line 33, column (B))	10	66,997,461.

Part XII Financial Statements and Reporting

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

		Yes	No
1	Accounting method used to prepare the Form 990: <input type="checkbox"/> Cash <input checked="" type="checkbox"/> Accrual <input type="checkbox"/> Other _____ If the organization changed its method of accounting from a prior year or checked "Other," explain in Schedule O.		
2a	Were the organization's financial statements compiled or reviewed by an independent accountant? If "Yes," check a box below to indicate whether the financial statements for the year were compiled or reviewed on a separate basis, consolidated basis, or both: <input type="checkbox"/> Separate basis <input type="checkbox"/> Consolidated basis <input type="checkbox"/> Both consolidated and separate basis		X
2b	Were the organization's financial statements audited by an independent accountant? If "Yes," check a box below to indicate whether the financial statements for the year were audited on a separate basis, consolidated basis, or both: <input checked="" type="checkbox"/> Separate basis <input type="checkbox"/> Consolidated basis <input type="checkbox"/> Both consolidated and separate basis	X	
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? If the organization changed either its oversight process or selection process during the tax year, explain in Schedule O.	X	
3a	As a result of a federal award, was the organization required to undergo an audit or audits as set forth in the Single Audit Act and OMB Circular A-133?		X
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		

Form 990 (2012)

SCHEDULE A
(Form 990 or 990-EZ)

Department of the Treasury
Internal Revenue Service

Public Charity Status and Public Support

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

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

OMB No. 1545-0047

2012

Open to Public Inspection

Name of the organization **MUSEUM OF CONTEMPORARY ART SAN DIEGO** Employer identification number **95-1855640**

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

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

- 1 A church, convention of churches, or association of churches described in **section 170(b)(1)(A)(i)**.
- 2 A school described in **section 170(b)(1)(A)(ii)**. (Attach Schedule E.)
- 3 A hospital or a cooperative hospital service organization described in **section 170(b)(1)(A)(iii)**.
- 4 A medical research organization operated in conjunction with a hospital described in **section 170(b)(1)(A)(iii)**. Enter the hospital's name, city, and state: _____
- 5 An organization operated for the benefit of a college or university owned or operated by a governmental unit described in **section 170(b)(1)(A)(iv)**. (Complete Part II.)
- 6 A federal, state, or local government or governmental unit described in **section 170(b)(1)(A)(v)**.
- 7 An organization that normally receives a substantial part of its support from a governmental unit or from the general public described in **section 170(b)(1)(A)(vi)**. (Complete Part II.)
- 8 A community trust described in **section 170(b)(1)(A)(vi)**. (Complete Part II.)
- 9 An organization that normally receives: (1) more than 33 1/3% of its support from contributions, membership fees, and gross receipts from activities related to its exempt functions - subject to certain exceptions, and (2) no more than 33 1/3% of its support from gross investment income and unrelated business taxable income (less section 511 tax) from businesses acquired by the organization after June 30, 1975. See **section 509(a)(2)**. (Complete Part III.)
- 10 An organization organized and operated exclusively to test for public safety. See **section 509(a)(4)**.
- 11 An organization organized and operated exclusively for the benefit of, to perform the functions of, or to carry out the purposes of one or more publicly supported organizations described in section 509(a)(1) or section 509(a)(2). See **section 509(a)(3)**. Check the box that describes the type of supporting organization and complete lines 11e through 11h.
 - a Type I b Type II c Type III - Functionally integrated d Type III - Non-functionally integrated
- e By checking this box, I certify that the organization is not controlled directly or indirectly by one or more disqualified persons other than foundation managers and other than one or more publicly supported organizations described in section 509(a)(1) or section 509(a)(2).
- f If the organization received a written determination from the IRS that it is a Type I, Type II, or Type III supporting organization, check this box
- g Since August 17, 2006, has the organization accepted any gift or contribution from any of the following persons?

	Yes	No
(i) A person who directly or indirectly controls, either alone or together with persons described in (ii) and (iii) below, the governing body of the supported organization?		
(ii) A family member of a person described in (i) above?		
(iii) A 35% controlled entity of a person described in (i) or (ii) above?		
- h Provide the following information about the supported organization(s).

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

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

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

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

Section A. Public Support

Calendar year (or fiscal year beginning in) ▶	(a) 2008	(b) 2009	(c) 2010	(d) 2011	(e) 2012	(f) Total
1 Gifts, grants, contributions, and membership fees received. (Do not include any "unusual grants.")	4,527,866.	5,336,834.	3,746,869.	5,266,825.	5,559,858.	24,438,252.
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	4,527,866.	5,336,834.	3,746,869.	5,266,825.	5,559,858.	24,438,252.
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)						463,505.
6 Public support. Subtract line 5 from line 4.						23,974,747.

Section B. Total Support

Calendar year (or fiscal year beginning in) ▶	(a) 2008	(b) 2009	(c) 2010	(d) 2011	(e) 2012	(f) Total
7 Amounts from line 4	4,527,866.	5,336,834.	3,746,869.	5,266,825.	5,559,858.	24,438,252.
8 Gross income from interest, dividends, payments received on securities loans, rents, royalties and income from similar sources	1,629,274.	1,310,824.	1,371,934.	1,529,996.	1,617,404.	7,459,432.
9 Net income from unrelated business activities, whether or not the business is regularly carried on						
10 Other income. Do not include gain or loss from the sale of capital assets (Explain in Part IV.)						
11 Total support. Add lines 7 through 10						31,897,684.
12 Gross receipts from related activities, etc. (see instructions)					12	4,275,956.
13 First five years. If the Form 990 is for the organization's first, second, third, fourth, or fifth tax year as a section 501(c)(3) organization, check this box and stop here	<input type="checkbox"/>					

Section C. Computation of Public Support Percentage

14 Public support percentage for 2012 (line 6, column (f) divided by line 11, column (f))	14	75.16	%
15 Public support percentage from 2011 Schedule A, Part II, line 14	15	76.70	%
16a 33 1/3% support test - 2012. If the organization did not check the box on line 13, and line 14 is 33 1/3% or more, check this box and stop here. The organization qualifies as a publicly supported organization	<input checked="" type="checkbox"/>		
b 33 1/3% support test - 2011. If the organization did not check a box on line 13 or 16a, and line 15 is 33 1/3% or more, check this box and stop here. The organization qualifies as a publicly supported organization	<input type="checkbox"/>		
17a 10% -facts-and-circumstances test - 2012. If the organization did not check a box on line 13, 16a, or 16b, and line 14 is 10% or more, and if the organization meets the "facts-and-circumstances" test, check this box and stop here. Explain in Part IV how the organization meets the "facts-and-circumstances" test. The organization qualifies as a publicly supported organization	<input type="checkbox"/>		
b 10% -facts-and-circumstances test - 2011. If the organization did not check a box on line 13, 16a, 16b, or 17a, and line 15 is 10% or more, and if the organization meets the "facts-and-circumstances" test, check this box and stop here. Explain in Part IV how the organization meets the "facts-and-circumstances" test. The organization qualifies as a publicly supported organization	<input type="checkbox"/>		
18 Private foundation. If the organization did not check a box on line 13, 16a, 16b, 17a, or 17b, check this box and see instructions	<input type="checkbox"/>		

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

(Complete only if you checked the box on line 9 of Part I or if the organization failed to qualify under Part II. If the organization fails to qualify under the tests listed below, please complete Part II.)

Section A. Public Support

Calendar year (or fiscal year beginning in) ►	(a) 2008	(b) 2009	(c) 2010	(d) 2011	(e) 2012	(f) Total
1 Gifts, grants, contributions, and membership fees received. (Do not include any "unusual grants.")						
2 Gross receipts from admissions, merchandise sold or services performed, or facilities furnished in any activity that is related to the organization's tax-exempt purpose						
3 Gross receipts from activities that are not an unrelated trade or business under section 513						
4 Tax revenues levied for the organization's benefit and either paid to or expended on its behalf						
5 The value of services or facilities furnished by a governmental unit to the organization without charge						
6 Total. Add lines 1 through 5						
7a Amounts included on lines 1, 2, and 3 received from disqualified persons						
b Amounts included on lines 2 and 3 received from other than disqualified persons that exceed the greater of \$5,000 or 1% of the amount on line 13 for the year						
c Add lines 7a and 7b						
8 Public support. (Subtract line 7c from line 6.)						

Section B. Total Support

Calendar year (or fiscal year beginning in) ►	(a) 2008	(b) 2009	(c) 2010	(d) 2011	(e) 2012	(f) Total
9 Amounts from line 6						
10a Gross income from interest, dividends, payments received on securities loans, rents, royalties and income from similar sources						
b Unrelated business taxable income (less section 511 taxes) from businesses acquired after June 30, 1975						
c Add lines 10a and 10b						
11 Net income from unrelated business activities not included in line 10b, whether or not the business is regularly carried on						
12 Other income. Do not include gain or loss from the sale of capital assets (Explain in Part IV.)						
13 Total support. (Add lines 9, 10c, 11, and 12.)						

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

Section C. Computation of Public Support Percentage

15 Public support percentage for 2012 (line 8, column (f) divided by line 13, column (f))	15	%
16 Public support percentage from 2011 Schedule A, Part III, line 15	16	%

Section D. Computation of Investment Income Percentage

17 Investment income percentage for 2012 (line 10c, column (f) divided by line 13, column (f))	17	%
18 Investment income percentage from 2011 Schedule A, Part III, line 17	18	%

19a 33 1/3% support tests - 2012. If the organization did not check the box on line 14, and line 15 is more than 33 1/3%, and line 17 is not more than 33 1/3%, check this box and **stop here**. The organization qualifies as a publicly supported organization

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

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

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

Department of the Treasury
Internal Revenue Service

Schedule of Contributors

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

OMB No. 1545-0047

2012

Name of the organization

Employer identification number

MUSEUM OF CONTEMPORARY ART SAN DIEGO

95-1855640

Organization type (check one):

Filers of:

Section:

Form 990 or 990-EZ

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

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

527 political organization

Form 990-PF

501(c)(3) exempt private foundation

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

501(c)(3) taxable private foundation

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

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

General Rule

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

Special Rules

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

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

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

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

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

Name of organization MUSEUM OF CONTEMPORARY ART SAN DIEGO	Employer identification number 95-1855640
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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
<u>1</u>	_____ _____ _____	\$ <u>521,594.</u>	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input checked="" type="checkbox"/> (Complete Part II if there is a noncash contribution.)
<u>5</u>	_____ _____ _____	\$ <u>150,000.</u>	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
<u>6</u>	_____ _____ _____	\$ <u>1,855,584.</u>	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
<u>2</u>	_____ _____ _____	\$ <u>171,000.</u>	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
<u>3</u>	_____ _____ _____	\$ <u>315,000.</u>	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
<u>4</u>	_____ _____ _____	\$ <u>227,560.</u>	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)

Name of organization MUSEUM OF CONTEMPORARY ART SAN DIEGO	Employer identification number 95-1855640
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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
1	<u>SECURITIES</u> <hr/> <hr/> <hr/>	\$ <u>96,594.</u>	<u>12/14/12</u>
<hr/>	<hr/> <hr/> <hr/>	\$ _____	_____
<hr/>	<hr/> <hr/> <hr/>	\$ _____	_____
<hr/>	<hr/> <hr/> <hr/>	\$ _____	_____
<hr/>	<hr/> <hr/> <hr/>	\$ _____	_____
<hr/>	<hr/> <hr/> <hr/>	\$ _____	_____
<hr/>	<hr/> <hr/> <hr/>	\$ _____	_____

Name of organization MUSEUM OF CONTEMPORARY ART SAN DIEGO	Employer identification number 95-1855640
---	---

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

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
_____	_____	_____	_____
	_____	_____	_____
	_____	_____	_____
(e) Transfer of gift			
Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee	
_____		_____	
_____		_____	
_____		_____	
_____	_____	_____	_____
	_____	_____	_____
	_____	_____	_____
(e) Transfer of gift			
Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee	
_____		_____	
_____		_____	
_____		_____	
_____	_____	_____	_____
	_____	_____	_____
	_____	_____	_____
(e) Transfer of gift			
Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee	
_____		_____	
_____		_____	
_____		_____	
_____	_____	_____	_____
	_____	_____	_____
	_____	_____	_____
(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," to Form 990,
Part IV, line 6, 7, 8, 9, 10, 11a, 11b, 11c, 11d, 11e, 11f, 12a, or 12b.

▶ Attach to Form 990. ▶ See separate instructions.

OMB No. 1545-0047

2012

**Open to Public
Inspection**

Name of the organization

MUSEUM OF CONTEMPORARY ART SAN DIEGO

Employer identification number

95-1855640

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

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

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

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

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

Protection of natural habitat Preservation of a certified historic structure

Preservation of open space

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

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

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

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

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

Yes No

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

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

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

Yes No

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

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

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

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

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

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

▶ \$ _____

(ii) Assets included in Form 990, Part X

▶ \$ _____

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

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

▶ \$ _____

b Assets included in Form 990, Part X

▶ \$ _____

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

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

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

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

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

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

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

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

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

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

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

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

	(a) Current year	(b) Prior year	(c) Two years back	(d) Three years back	(e) Four years back
1a Beginning of year balance	33,165,802.	32,969,733.	27,677,285.	25,830,758.	34,102,123.
b Contributions	160,188.	2,357,793.			
c Net investment earnings, gains, and losses	3,680,034.	224,985.	7,327,802.	3,656,247.	<5,682,588.>
d Grants or scholarships					
e Other expenditures for facilities and programs	2,920,956.	2,386,709.	2,113,404.	1,809,720.	2,588,777.
f Administrative expenses					
g End of year balance	34,085,068.	33,165,802.	32,891,683.	27,677,285.	25,830,758.

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

- a Board designated or quasi-endowment 6.45 %
- b Permanent endowment 93.55 %
- c Temporarily restricted endowment .00 %

The percentages in lines 2a, 2b, and 2c should equal 100%.

3a Are there endowment funds not in the possession of the organization that are held and administered for the organization by:

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

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

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

Part VI Land, Buildings, and Equipment. 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		8,072,638.		8,072,638.
b Buildings		37,097,271.	10,970,955.	26,126,316.
c Leasehold improvements				
d Equipment		3,225,519.	1,783,733.	1,441,786.
e Other		1,723,967.	1,355,878.	368,089.
Total. Add lines 1a through 1e. (Column (d) must equal Form 990, Part X, column (B), line 10(c).)				36,008,829.

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

Table with 3 columns: (a) Description of security or category, (b) Book value, (c) Method of valuation. Rows include Financial derivatives, Closely-held equity interests, and Other (A-I).

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

Table with 3 columns: (a) Description of investment type, (b) Book value, (c) Method of valuation. Rows numbered 1 through 10.

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

Table with 2 columns: (a) Description, (b) Book value. Rows numbered 1 through 10.

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

Table with 2 columns: (a) Description of liability, (b) Book value. Row 1 includes Federal income taxes and rows 2-11 are blank.

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

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

1	Total revenue, gains, and other support per audited financial statements	1	11,470,287.
2	Amounts included on line 1 but not on Form 990, Part VIII, line 12:		
a	Net unrealized gains on investments	2a	1,991,349.
b	Donated services and use of facilities	2b	354,652.
c	Recoveries of prior year grants	2c	
d	Other (Describe in Part XIII.)	2d	766,826.
e	Add lines 2a through 2d	2e	3,112,827.
3	Subtract line 2e from line 1	3	8,357,460.
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	8,357,460.

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

1	Total expenses and losses per audited financial statements	1	9,265,238.
2	Amounts included on line 1 but not on Form 990, Part IX, line 25:		
a	Donated services and use of facilities	2a	354,652.
b	Prior year adjustments	2b	
c	Other losses	2c	
d	Other (Describe in Part XIII.)	2d	1,058,314.
e	Add lines 2a through 2d	2e	1,412,966.
3	Subtract line 2e from line 1	3	7,852,272.
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	7,852,272.

Part XIII Supplemental Information

Complete this part to provide the descriptions required for Part II, lines 3, 5, and 9; Part III, lines 1a and 4; Part IV, lines 1b and 2b; Part V, line 4; Part X, line 2; Part XI, lines 2d and 4b; and Part XII, lines 2d and 4b. Also complete this part to provide any additional information.

PART III, LINE 1A: THE COLLECTIONS, WHICH WERE ACQUIRED THROUGH PURCHASES

AND CONTRIBUTIONS SINCE THE MUSEUM'S INCEPTION, ARE NOT RECOGNIZED AS

ASSETS ON THE STATEMENT OF FINANCIAL POSITION. PURCHASES OF COLLECTION

ITEMS ARE RECORDED AS DECREASES IN UNRESTRICTED NET ASSETS IN THE YEAR IN

WHICH THE ITEMS ARE ACQUIRED. CONTRIBUTED COLLECTION ITEMS ARE NOT

REFLECTED ON THE FINANCIAL STATEMENTS. PROCEEDS FROM DEACCESSIONS OR

INSURANCE RECOVERIES ARE REFLECTED AS INCREASES IN THE APPROPRIATE NET

ASSET CLASSES.

Part XIII Supplemental Information (continued)

PART III, LINE 4: THE PERMANENT COLLECTION OF THE MUSEUM CONSISTS OF PAINTINGS, SCULPTURES, INSTALLATIONS, WORKS ON PAPER (INCLUDING PHOTOGRAPHY), VIDEO AND OTHER MEDIA. THE CORNERSTONE OF ANY MUSEUM IS ITS COLLECTION. IT IS THE RESPONSIBILITY OF THE MUSEUM TO ACQUIRE OBJECTS FOR ITS COLLECTION, TO MAINTAIN THEM FOR USE IN EXHIBITIONS, EDUCATION AND RESEARCH, AND TO PRESERVE THE COLLECTION IN PERPETUITY, ALL WHICH CONTRIBUTE TO MEETING THE ORGANIZATION'S EXEMPT PURPOSE. ACQUISITION AND PRESERVATION OF OBJECTS ARE PRIMARY RESPONSIBILITIES OF THE BOARD OF TRUSTEES, THE EXECUTIVE DIRECTOR AND THE CURATORIAL STAFF.

PART V, LINE 4: THE BOARD ADOPTED A SPENDING POLICY FOR PERMANENTLY RESTRICTED ENDOWMENT FUNDS BASED ON A ROLLING AVERAGE OF HISTORICAL MARKET VALUES. THE MUSEUM'S ENDOWMENT INVESTMENT POLICY AND STRATEGY IS TO EMPHASIZE TOTAL RETURN; THAT IS, THE AGGREGATE RETURN FROM CAPITAL APPRECIATION AND DIVIDEND AND INTEREST INCOME. WITHIN THIS FRAMEWORK SPECIFIC INVESTMENT OBJECTIVES FOR ENDOWMENT INVESTMENTS INCLUDE LIQUIDITY, PRESERVATION OF CAPITAL, PRESERVATION OF PURCHASING POWER AND LONG-TERM GROWTH OF CAPITAL.

PART XI, LINE 2D - OTHER ADJUSTMENTS:

LOSS ON DISPOSAL OF FIXED ASSET	45.
SPECIAL EVENT EXPENSES	366,876.
COST OF GOODS SOLD	399,905.
TOTAL TO SCHEDULE D, PART XI, LINE 2D	766,826.

PART XII, LINE 2D - OTHER ADJUSTMENTS:

SPECIAL EVENT EXPENSES	366,876.
------------------------	----------

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

		(a) Event #1	(b) Event #2	(c) Other events	(d) Total events (add col. (a) through col. (c))
		MONTE CARLO (event type)	SUMMER SOLSTICE (event type)	NONE (total number)	
Revenue	1 Gross receipts	584,960.	41,260.		626,220.
	2 Less: Contributions	475,608.	32,090.		507,698.
	3 Gross income (line 1 minus line 2)	109,352.	9,170.		118,522.
Direct Expenses	4 Cash prizes				
	5 Noncash prizes				
	6 Rent/facility costs				
	7 Food and beverages				
	8 Entertainment				
	9 Other direct expenses	337,824.	29,052.		366,876.
	10 Direct expense summary. Add lines 4 through 9 in column (d)				(366,876)
	11 Net income summary. Combine line 3, column (d), and line 10				<248,354.>

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

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

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

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

Part II Officers, Directors, Trustees, Key Employees, and Highest Compensated Employees. Use duplicate copies if additional space is needed.

For each individual whose compensation must be reported in Schedule J, report compensation from the organization on row (i) and from related organizations, described in the instructions, on row (ii). Do not list any individuals that are not listed on Form 990, Part VII.

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

(A) Name and Title		(B) Breakdown of W-2 and/or 1099-MISC compensation			(C) Retirement and other deferred compensation	(D) Nontaxable benefits	(E) Total of columns (B)(i)-(D)	(F) Compensation reported as deferred in prior Form 990
		(i) Base compensation	(ii) Bonus & incentive compensation	(iii) Other reportable compensation				
(1) HUGH M. DAVIES CEO, THE DAVID C. COPLEY D	(i)	398,737.	0.	41,417.	4,000.	29,474.	473,628.	0.
	(ii)	0.	0.	0.	0.	0.	0.	0.
(2) CHARLES E. CASTLE CFO, DEPUTY DIRECTOR	(i)	227,950.	0.	0.	4,000.	22,706.	254,656.	0.
	(ii)	0.	0.	0.	0.	0.	0.	0.
(3) KATHRYN KANJO CHIEF CURATOR	(i)	163,046.	0.	0.	4,000.	29,027.	196,073.	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)							

Part III Supplemental Information

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

SCHEDULE J, PART I, LINE 1A

Supplemental Information on Tax-Exempt Bonds

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

Name of the organization **MUSEUM OF CONTEMPORARY ART SAN DIEGO** Employer identification number **95-1855640**

Part I Bond Issues											
(a) Issuer name	(b) Issuer EIN	(c) CUSIP #	(d) Date issued	(e) Issue price	(f) Description of purpose	(g) Defeased		(h) On behalf of issuer		(i) Pooled financing	
						Yes	No	Yes	No	Yes	No
A COUNTY OF SAN DIEGO	13-2774656	797391YJ2	12/16/04	13,000,000.	EXPANSION PROJECT		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	13,000,000.								
4 Gross proceeds in reserve funds									
5 Capitalized interest from proceeds									
6 Proceeds in refunding escrows									
7 Issuance costs from proceeds	460,000.								
8 Credit enhancement from proceeds									
9 Working capital expenditures from proceeds									
10 Capital expenditures from proceeds	12,540,000.								
11 Other spent proceeds									
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									
1 Was the organization a partner in a partnership, or a member of an LLC, which owned property financed by tax-exempt bonds?	A		B		C		D		
	Yes	No	Yes	No	Yes	No	Yes	No	
		X							
2 Are there any lease arrangements that may result in private business use of bond-financed property?		X							

Part III Private Business Use (Continued)

	A		B		C		D	
	Yes	No	Yes	No	Yes	No	Yes	No
3a Are there any management or service contracts that may result in private business use of bond-financed property?		X						
b If "Yes" to line 3a, does the organization routinely engage bond counsel or other outside counsel to review any management or service contracts relating to the financed property?								
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?		X						
2 If "No" to line 1, did the following apply?								
a Rebate not due yet?		X						
b Exception to rebate?		X						
c No rebate due?		X						
If you checked "No rebate due" in line 2c, provide in Part VI the date the rebate computation was performed								
3 Is the bond issue a variable rate issue?	X							
4a Has the organization or the governmental issuer entered into a qualified hedge with respect to the bond issue?		X						
b Name of provider								
c Term of hedge								
d Was the hedge superintegrated?								
e Was the hedge terminated?								

**SCHEDULE M
(Form 990)**

Noncash Contributions

OMB No. 1545-0047

2012

Open to Public Inspection

Department of the Treasury
Internal Revenue Service

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

Name of the organization **MUSEUM OF CONTEMPORARY ART SAN DIEGO** Employer identification number **95-1855640**

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	83	0.	N/A
2 Art - Historical treasures				
3 Art - Fractional interests				
4 Books and publications				
5 Clothing and household goods				
6 Cars and other vehicles				
7 Boats and planes				
8 Intellectual property				
9 Securities - Publicly traded	X	10	195,020.	HIGH/LOW AVERAGE
10 Securities - Closely held stock				
11 Securities - Partnership, LLC, or trust interests				
12 Securities - Miscellaneous				
13 Qualified conservation contribution - Historic structures				
14 Qualified conservation contribution - Other				
15 Real estate - Residential				
16 Real estate - Commercial				
17 Real estate - Other				
18 Collectibles				
19 Food inventory				
20 Drugs and medical supplies				
21 Taxidermy				
22 Historical artifacts				
23 Scientific specimens				
24 Archeological artifacts				
25 Other ▶ (<u>MEMBERSHIP</u>)	X	11	50,755.	VALUED BY DONOR
26 Other ▶ (<u>SPECIAL EVENT</u>)	X	15	18,358.	VALUED BY DONOR
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** **9**

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

LHA For Paperwork Reduction Act Notice, see the Instructions for Form 990. Schedule M (Form 990) (2012)

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

SCHEDULE M, LINE 32B: THE ORGANIZATION HIRES A THIRD PARTY TO LIQUIDATE STOCK TRANSFERS.

SCHEDULE M, LINE 33: IN ACCORDANCE WITH SFAS 116, THE COLLECTIONS, WHICH WERE ACQUIRED THROUGH PURCHASES AND CONTRIBUTIONS SINCE THE MUSEUM'S INCEPTION ARE NOT RECOGNIZED AS ASSETS ON THE STATEMENT OF FINANCIAL POSITION. PURCHASES OF COLLECTION ITEMS ARE RECORDED AS DECREASES IN UNRESTRICTED NET ASSETS IN THE YEAR IN WHICH THE ITEMS ARE ACQUIRED. CONTRIBUTED COLLECTION ITEMS ARE NOT REFLECTED ON THE FINANCIAL STATEMENTS. PROCEEDS FROM DEACCESSIONS OR INSURANCE RECOVERIRES ARE REFLECTED AS INCREASES IN THE APPROPRIATE NET ASSET CLASSES.

SCHEDULE O
(Form 990 or 990-EZ)

Department of the Treasury
Internal Revenue Service

Supplemental Information to Form 990 or 990-EZ

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

OMB No. 1545-0047

2012

Open to Public
Inspection

Name of the organization

MUSEUM OF CONTEMPORARY ART SAN DIEGO

Employer identification number

95-1855640

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

INTERPRETATION, COLLECTION AND PRESERVATION OF ART CREATED SINCE 1950.

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

DIEGO/TIJUANA REGION, AND ITS VISION IS TO BE A MUSEUM PROVIDING PUBLIC
ACCESS TO CONTEMPORARY ART, ARTISTS, AND THE CREATIVE PROCESS; A FORUM
FOR THE EXPLORATION AND UNDERSTANDING OF CONTEMPORARY ART AND IDEAS;
AND A LABORATORY FOR ARTISTS TO EXPERIMENT WITH NEW FORMS OF CREATIVE
EXPRESSION. THE PRIMARY VEHICLE FOR ACCOMPLISHING THIS MISSION IS
THROUGH THE EXHIBITION OF CONTEMPORARY ART.

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

ADDRESSED HOW OUR OWN PERCEPTION OF OUR AMERICAN CULTURE HAS CHANGED.
THE WORKS IN THE EXHIBITION REFLECTED HOW WE AS AMERICANS HAVE
UNDERSTOOD OURSELVES OVER TIME, OUR NATIONAL PRIORITIES AND HOW WE HAVE
TRANSFORMED OVER THE COURSE OF THREE CENTURIES. THE ACCOMPANYING
CATALOGUE WAS OVER 400 PAGES AND INCLUDED MORE THAN 200 COLOR IMAGES
ALONG WITH NINE ESSAYS BY ACADEMICS, CURATORS, CRITICS AND AN
ARCHIVIST, AND FOUR INTERVIEWS WITH LEADING CONTEMPORARY ARTISTS.

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

AN ERASER, AN APPLE CORE, A WAITING ROOM, AN AFTERNOON NAP. THEY ALSO
FAVOR HANDMADE, LABOR-INTENSIVE PRACTICES RATHER THAN TECHNOLOGICAL
ENHANCEMENTS. THE RESULTING WORKS - INCLUDING PAINTING, SCULPTURE,
PHOTOGRAPHY, DRAWING, AND VIDEO - TRANSFORM THE ORDINARY INTO SOMETHING
BEGUILING, LOADED WITH NARRATIVE AND METAPHOR, AND IMBUED WITH AN

Name of the organization MUSEUM OF CONTEMPORARY ART SAN DIEGO	Employer identification number 95-1855640
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ARRESTING SENSE OF HUMANITY. LIFELIKE WAS A MAJOR CROWD PLEASER IN SAN DIEGO, BRINGING NEW AUDIENCES IN TO EXPERIENCE THE MUSEUM'S OFFERINGS.

FORM 990, PART VI, SECTION B, LINE 11: THE AUDIT COMMITTEE SHALL HAVE THE RESPONSIBILITY FOR REVIEWING THE ORGANIZATION'S PUBLIC DISCLOSURE COPY OF THE FORM 990, NOT THE FILING COPY, INCLUDING ALL PERTINENT SCHEDULES BEFORE IT IS FILED WITH THE INTERNAL REVENUE SERVICE.

FORM 990, PART VI, SECTION B, LINE 12C: ANNUALLY, MCASD DISTRIBUTES AN "INSTITUTIONAL ETHICS POLICY" DOCUMENT THAT INCLUDES THE CONFLICT OF INTEREST POLICY. MCASD REQUESTS THAT EACH YEAR, TRUSTEES REVIEW THIS DOCUMENT, SIGN AND AFFIRM THAT THEY HAVE READ THE GUIDELINES, AND COMPLETE THE TRUSTEE DISCLOSURE STATEMENT. THESE ARE KEPT ON FILE AT THE MUSEUM.

FORM 990, PART VI, SECTION B, LINE 15: THE COMPENSATION COMMITTEE ENGAGED A PROFESSIONAL COMPENSATION AND HUMAN RESOURCES CONSULTING PRACTICE TO CONDUCT AN EXECUTIVE COMPENSATION AND INTERMEDIATE SANCTIONS COMPLIANCE REVIEW OF TOTAL COMPENSATION FOR THE MUSEUM DIRECTOR. THE CONSULTANT USED VARIOUS FORM 990'S AND SURVEYS FROM SIMILAR INSTITUTIONS TO DETERMINE THE COMPETIVENESS OF THE DIRECTOR'S COMPENSATION.

MCASD RECEIVES AN ANNUAL SALARY SURVEY FROM THE ASSOCIATION OF ART MUSEUM DIRECTORS THAT IS USED TO EVALUATE COMPENSATION FOR EMPLOYEES OF THE ORGANIZATION.

FORM 990, PART VI, SECTION C, LINE 19: THE FOLLOWING ORGANIZATIONAL DOCUMENTS OF THE ORGANIZATION WILL BE AVAILABLE FOR INSPECTION OR COPYING AT THE ORGANIZATION'S MAIN OFFICE DURING NORMAL BUSINESS HOURS AT NO

Name of the organization
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CHARGE:

*TAX EXEMPTION APPLICATION (FORM 1023)

*INTERNAL REVENUE SERVICE DETERMINATION LETTER

*ARTICLES OF INCORPORATION

*BY-LAWS

*CONFLICT OF INTEREST POLICY

*AUDITED FINANCIAL STATEMENTS

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

UNCOLLECTIBLE PLEDGE -291,489.

THE PROCESS REMAINS UNCHANGED FROM PREVIOUS YEARS.

Related Organizations and Unrelated Partnerships

▶ Complete if the organization answered "Yes" to Form 990, Part IV, line 33, 34, 35, 36, or 37.
▶ Attach to Form 990. ▶ See separate instructions.

Name of the organization **MUSEUM OF CONTEMPORARY ART SAN DIEGO** Employer identification number **95-1855640**

Part I Identification of Disregarded Entities (Complete if the organization answered "Yes" to Form 990, Part IV, line 33.)

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

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

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

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

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

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

(a) Name, address, and EIN of related organization	(b) Primary activity	(c) Legal domicile (state or foreign country)	(d) Direct controlling entity	(e) Type of entity (C corp, S corp, or trust)	(f) Share of total income	(g) Share of end-of-year assets	(h) Percentage ownership	(i) Section 512(b)(13) controlled entity?	
								Yes	No
LA JOLLA MUSEUM OF ART - 95-1855640 700 PROSPECT STREET LA JOLLA, CA 92037	MUSEUM	CA	MCASD	C CORP	0.	0.	100.00%		X

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

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

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

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

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

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

