

Return of Organization Exempt From Income Tax

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

Department of the Treasury
Internal Revenue Service

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

A For the 2011 calendar year, or tax year beginning 07/01, 2011, and ending 06/30, 2012

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 INDIANAPOLIS MUSEUM OF ART, INC. Doing Business As Number and street (or P.O. box if mail is not delivered to street address) Room/suite 4000 MICHIGAN ROAD City or town, state or country, and ZIP + 4 INDIANAPOLIS, IN 46208	D Employer identification number 35-0867955
	F Name and address of principal officer: JENNIFER BARTENBACH 4000 MICHIGAN ROAD INDIANAPOLIS, IN 46208	E Telephone number (317) 923-1331 G Gross receipts \$ 73,597,867.
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		H(a) Is this a group return for affiliates? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No H(b) Are all affiliates included? <input type="checkbox"/> Yes <input type="checkbox"/> No If "No," attach a list. (see instructions)
J Website: ▶ WWW.IMAMUSEUM.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: 1883 M State of legal domicile: IN

Part I Summary

1	Briefly describe the organization's mission or most significant activities: TO SERVE THE CREATIVE INTERESTS OF ITS COMMUNITIES BY FOSTERING EXPLORATION OF ART, DESIGN, AND THE NATURAL ENVIRONMENT.		
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	28.
4	Number of independent voting members of the governing body (Part VI, line 1b)	4	27.
5	Total number of individuals employed in calendar year 2011 (Part V, line 2a)	5	497.
6	Total number of volunteers (estimate if necessary)	6	617.
7a	Total unrelated business revenue from Part VIII, column (C), line 12	7a	-325,341.
7b	Net unrelated business taxable income from Form 990-T, line 34	7b	-920,780.
8	Contributions and grants (Part VIII, line 1h)	8	16,626,615.
9	Program service revenue (Part VIII, line 2g)	9	5,256,372.
10	Investment income (Part VIII, column (A), lines 3, 4, and 7d)	10	2,296,193.
11	Other revenue (Part VIII, column (A), lines 5, 6d, 8c, 9c, 10c, and 11e)	11	16,740,547.
12	Total revenue - add lines 8 through 11 (must equal Part VIII, column (A), line 12)	12	486,680.
13	Grants and similar amounts paid (Part IX, column (A), lines 1-3)	13	36,150,035.
14	Benefits paid to or for members (Part IX, column (A), line 4)	14	11,814,846.
15	Salaries, other compensation, employee benefits (Part IX, column (A), lines 5-10)	15	0
16a	Professional fundraising fees (Part IX, column (A), line 11e)	16a	0
16b	Total fundraising expenses (Part IX, column (D), line 25) ▶ 2,096,936.	16b	0
17	Other expenses (Part IX, column (A), lines 11a-11d, 11f-24e)	17	14,150,629.
18	Total expenses. Add lines 13-17 (must equal Part IX, column (A), line 25)	18	21,604,271.
19	Revenue less expenses. Subtract line 18 from line 12	19	35,754,900.
20	Total assets (Part X, line 16)	20	395,135.
21	Total liabilities (Part X, line 26)	21	-20,912,401.
22	Net assets or fund balances. Subtract line 21 from line 20	22	509,726,244.

Part II Signature Block

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

Sign Here	Signature of officer _____ Date _____ Type or print name and title _____	
Paid Preparer Use Only	Print/Type preparer's name _____ Preparer's signature <i>[Signature]</i> Date 2-18-15 Check <input type="checkbox"/> if self-employed PTIN P00151125 Firm's name ▶ BKD, LLP Firm's EIN ▶ 44-0160260 Firm's address ▶ 201 N. ILLINOIS STREET INDIANAPOLIS, IN 46204 Phone no. 317.383.4000	

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

For Paperwork Reduction Act Notice, see the separate instructions.

Part III Statement of Program Service Accomplishments

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

1 Briefly describe the organization's mission:

ATTACHMENT 1

2 Did the organization undertake any significant program services during the year which were not listed on the prior Form 990 or 990-EZ? Yes No
If "Yes," describe these new services on Schedule O.

3 Did the organization cease conducting, or make significant changes in how it conducts, any program services? Yes No
If "Yes," describe these changes on Schedule O.

4 Describe the organization's program service accomplishments for each of its three largest program services, as measured by expenses. Section 501(c)(3) and 501(c)(4) organizations and section 4947(a)(1) trusts 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 \$ 13,635,580. including grants of \$) (Revenue \$ 528,910.)
CURATORIAL - THE STUDY, PRESERVATION AND COLLECTION OF ART FOR THE ENJOYMENT OF FUTURE GENERATIONS.

4b (Code:) (Expenses \$ 8,800,585. including grants of \$) (Revenue \$ 776,223.)
EDUCATIONAL - TO COMMUNICATE AND DEVELOP KNOWLEDGE ABOUT THE ART COLLECTED, TO MEMBERS OF THE GENERAL PUBLIC.

4c (Code:) (Expenses \$ 2,211,153. including grants of \$) (Revenue \$ 7,451.)
HORTICULTURAL - THE INDIANAPOLIS MUSEUM OF ART FOSTERS EXPLORATION NOT ONLY OF THE ART IN ITS MUSEUM COLLECTIONS, BUT ALSO OF THE NATURAL ENVIRONMENT AND THE HISTORIC PROPERTIES FOR WHICH THE IMA HAS BEEN GIVEN STEWARDSHIP.

4d Other program services (Describe in Schedule O.) ATTACHMENT 2
(Expenses \$ 1,406,505. including grants of \$) (Revenue \$ 688,939.)

4e Total program service expenses ► 26,053,823.

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> (see instructions)?	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>		
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; 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, XII, and XIII</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, XII, and XIII 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 (see instructions)</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	
24 a	Did the organization have a tax-exempt bond issue with an outstanding principal amount of more than \$100,000 as of the last day of the year, that was issued after December 31, 2002? <i>If "Yes," answer lines 24b through 24d and complete Schedule K. If "No," go to line 25.</i>	X	
b	Did the organization invest any proceeds of tax-exempt bonds beyond a temporary period exception?		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
25 a	Section 501(c)(3) and 501(c)(4) organizations. Did the organization engage in an excess benefit transaction with a disqualified person during the year? <i>If "Yes," complete Schedule L, Part I.</i>		X
b	Is the organization aware that it engaged in an excess benefit transaction with a disqualified person in a prior year, and that the transaction has not been reported on any of the organization's prior Forms 990 or 990-EZ? <i>If "Yes," complete Schedule L, Part I.</i>		X
26	Was a loan to or by a current or former officer, director, trustee, key employee, highly compensated employee, or disqualified person outstanding as of the end of the organization's tax year? <i>If "Yes," complete Schedule L, Part II.</i>		X
27	Did the organization provide a grant or other assistance to an officer, director, trustee, key employee, substantial contributor or employee thereof, a grant selection committee member, or to a 35% controlled entity or family member of any of these persons? <i>If "Yes," complete Schedule L, Part III.</i>		X
28	Was the organization a party to a business transaction with one of the following parties (see Schedule L, Part IV instructions for applicable filing thresholds, conditions, and exceptions):		
a	A current or former officer, director, trustee, or key employee? <i>If "Yes," complete Schedule L, Part IV.</i>		X
b	A family member of a current or former officer, director, trustee, or key employee? <i>If "Yes," complete Schedule L, Part IV.</i>		X
c	An entity of which a current or former officer, director, trustee, or key employee (or a family member thereof) was an officer, director, trustee, or direct or indirect owner? <i>If "Yes," complete Schedule L, Part IV.</i>		X
29	Did the organization receive more than \$25,000 in non-cash contributions? <i>If "Yes," complete Schedule M.</i>	X	
30	Did the organization receive contributions of art, historical treasures, or other similar assets, or qualified conservation contributions? <i>If "Yes," complete Schedule M.</i>	X	
31	Did the organization liquidate, terminate, or dissolve and cease operations? <i>If "Yes," complete Schedule N, Part I.</i>		X
32	Did the organization sell, exchange, dispose of, or transfer more than 25% of its net assets? <i>If "Yes," complete Schedule N, Part II.</i>		X
33	Did the organization own 100% of an entity disregarded as separate from the organization under Regulations sections 301.7701-2 and 301.7701-3? <i>If "Yes," complete Schedule R, Part I.</i>	X	
34	Was the organization related to any tax-exempt or taxable entity? <i>If "Yes," complete Schedule R, Parts II, III, IV, and V, line 1.</i>	X	
35 a	Did the organization have a controlled entity within the meaning of section 512(b)(13)?		X
b	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>		X
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 11 and 19? Note. All Form 990 filers are required to complete Schedule O.	X	

Part V Statements Regarding Other IRS Filings and Tax Compliance

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

Table with columns for question number, description, and Yes/No checkboxes. Includes questions 1a-14b regarding Form 1096, Form W-2G, Form W-3, and various organizational requirements.

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 questions 1a, 1b, 2, 3, 4, 5, 6, 7a, 7b, 8, 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 questions 10a, 10b, 11a, 11b, 12a, 12b, 12c, 13, 14, 15, 15a, 15b, 16a, 16b.

Section C. Disclosure

- 17 List the states with which a copy of this Form 990 is required to be filed IN,
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.
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: JENNIFER BARTENBACH 4000 MICHIGAN ROAD INDIANAPOLIS, IN 46208 317-923-1331

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 X

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

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

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

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

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

(A) Name and Title	(B) Average hours per week (describe hours for related organizations in Schedule O)	(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) MAXWELL ANDERSON MELVIN & BREN SIMON DIR & CEO	50.00	X		X				540,509.	0	23,709.
(2) MATTHEW GUTWEIN BOARD MEMBER	2.00	X						0	0	0
(3) KENT HAWRYLUK BOARD MEMBER	2.00	X						0	0	0
(4) STEPHEN RUSSELL CHAIR (7/1/11 - 4/30/12)	2.00	X		X				0	0	0
(5) LAWRENCE A. O'CONNOR, JR. BOARD MEMBER	2.00	X						0	0	0
(6) JUNE MCCORMACK VICE CHAIR/CHAIR (5/1 - 6/30)	2.00	X		X				0	0	0
(7) SERGIO AGUILERA BOARD MEMBER	2.00	X						0	0	0
(8) AGATHA BARCLAY BOARD MEMBER	2.00	X						0	0	0
(9) MARY CLARE BROADBENT BOARD MEMBER	2.00	X						0	0	0
(10) BRADLEY B. CHAMBERS BOARD MEMBER	2.00	X						0	0	0
(11) DANIEL CANTOR TREASURER	2.00	X		X				0	0	0
(12) KAY KOCH BOARD MEMBER	2.00	X						0	0	0
(13) JANE FORTUNE BOARD MEMBER	2.00	X						0	0	0
(14) N. MICHELLE GRIFFITH BOARD MEMBER	2.00	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 (describe hours for related organizations in Schedule O)	(C) Position (do not check more than one box, unless person is both an officer and a director/trustee)						(D) Reportable compensation from the organization (W-2/1099-MISC)	(E) Reportable compensation from related organizations (W-2/1099-MISC)	(F) Estimated amount of other compensation from the organization and related organizations
		Individual trustee or director	Institutional trustee	Officer	Key employee	Highest compensated employee	Former			
(15) RICK JOHNSON VICE CHAIRMAN	2.00	X		X				0	0	0
(16) CHRISTINA KITE BOARD MEMBER	2.00	X						0	0	0
(17) DEBORAH LILLY BOARD MEMBER	2.00	X						0	0	0
(18) LYNNE MAGUIRE BOARD MEMBER	2.00	X						0	0	0
(19) MICHAEL K. MCCRORY BOARD MEMBER	2.00	X						0	0	0
(20) BENJAMIN PECAR BOARD MEMBER	2.00	X						0	0	0
(21) KATHLEEN D. POSTLETHWAIT VICE CHAIR	2.00	X		X				0	0	0
(22) JOHN G. RAPP, DDS BOARD MEMBER	2.00	X						0	0	0
(23) DERICA RICE BOARD MEMBER	2.00	X						0	0	0
(24) SUSANNE E. SOGARD SECRETARY	2.00	X		X				0	0	0
(25) CHARLES SUTPHIN BOARD MEMBER	2.00	X						0	0	0
1b Sub-total								540,509.	0	23,709.
c Total from continuation sheets to Part VII, Section A								976,692.	0	100,419.
d Total (add lines 1b and 1c)								1,517,201.	0	124,128.

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 **▶ 12**

	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
ATTACHMENT 3		

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

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

(A) Name and title	(B) Average hours per week (describe hours for related organizations in Schedule O)	(C) Position (do not check more than one box, unless person is both an officer and a director/trustee)						(D) Reportable compensation from the organization (W-2/1099-MISC)	(E) Reportable compensation from related organizations (W-2/1099-MISC)	(F) Estimated amount of other compensation from the organization and related organizations
		Individual trustee or director	Institutional trustee	Officer	Key employee	Highest compensated employee	Former			
(26) THOMAS HIATT BOARD MEMBER	2.00	X						0	0	0
(27) ERSAL OZDEMIR BOARD MEMBER	2.00	X						0	0	0
(28) JEFFREY SMULYAN BOARD MEMBER	2.00	X						0	0	0
(29) BRIAN CASEY BOARD MEMBER	2.00	X						0	0	0
(30) MARYA ROSE BOARD MEMBER	2.00	X						0	0	0
(31) JENNIFER BARTENBACH CHIEF FINANCIAL OFFICER	50.00			X				128,959.	0	12,384.
(32) CYNTHIA RALLIS CHIEF DEVELOPMENT OFFICER	50.00					X		176,107.	0	6,457.
(33) ROBERT STEIN DEPUTY DIRECTOR - RESEARCH	50.00					X		163,848.	0	15,388.
(34) ELLEN LEE WOOD-PULLIAM SENIOR CURATOR	50.00					X		169,030.	0	14,932.
(35) LISA FREIMAN SENIOR CURATOR	50.00					X		136,228.	0	22,669.
(36) J. NICHOLAS CAMERON CHIEF OPERATING OFFICER	50.00					X		202,520.	0	28,589.
1b Sub-total										
c Total from continuation sheets to Part VII, Section A										
d Total (add lines 1b and 1c)										

2 Total number of individuals (including but not limited to those listed above) who received more than \$100,000 of reportable compensation from the organization **▶** 12

	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

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

Part VIII Statement of Revenue

				(A) Total revenue	(B) Related or exempt function revenue	(C) Unrelated business revenue	(D) Revenue excluded from tax under sections 512, 513, or 514	
Contributions, Gifts, Grants and Other Similar Amounts	1a	Federated campaigns	1a					
	b	Membership dues	1b					
	c	Fundraising events	1c					
	d	Related organizations	1d					
	e	Government grants (contributions) . .	1e	326,819.				
	f	All other contributions, gifts, grants, and similar amounts not included above .	1f	4,929,553.				
	g	Noncash contributions included in lines 1a-1f: \$		887,241.				
	h	Total. Add lines 1a-1f		5,256,372.				
Program Service Revenue	2a	ADMISSION FEES	Business Code	900099	276,853.	276,853.		
	b	PROJECT INCOME		900099	47,761.	47,761.		
	c	RESTAURANT AND CATERING INCOME		722100	257,868.		257,868.	
	d	RENTAL INCOME		531190	291,789.	291,789.		
	e	CONSULTING SERVICES		541990	560,984.	202,162.	358,822.	
	f	All other program service revenue		900099	239,537.	239,537.		
	g	Total. Add lines 2a-2f			1,674,792.			
Other Revenue	3	Investment income (including dividends, interest, and other similar amounts)			1,639,597.		-692,402.	
	4	Income from investment of tax-exempt bond proceeds . . .			0			
	5	Royalties			0			
	6a	Gross rents	(i) Real	(ii) Personal				
	b	Less: rental expenses						
	c	Rental income or (loss)						
	d	Net rental income or (loss)			0			
	7a	Gross amount from sales of assets other than inventory	(i) Securities	(ii) Other	63,893,000.	114,080.		
					61,233,514.			
					2,659,486.	114,080.		
	d	Net gain or (loss)			2,773,566.	114,080.	2,659,486.	
8a	Gross income from fundraising events (not including \$ _____ of contributions reported on line 1c). See Part IV, line 18	a						
		b	Less: direct expenses	b				
		c	Net income or (loss) from fundraising events			0		
9a	Gross income from gaming activities. See Part IV, line 19	a						
		b	Less: direct expenses	b				
		c	Net income or (loss) from gaming activities			0		
10a	Gross sales of inventory, less returns and allowances	a		1,020,026.				
		b	Less: cost of goods sold	b	549,507.			
		c	Net income or (loss) from sales of inventory			470,519.	462,280.	8,239.
Miscellaneous Revenue		Business Code						
11a								
b								
c								
d	All other revenue							
e	Total. Add lines 11a-11d			0				
12	Total revenue. See instructions			11,814,846.	1,634,462.	-325,341.	5,249,353.	

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) but are not required to complete columns (B), (C), and (D).

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

Do not include amounts reported on lines 6b, 7b, 8b, 9b, and 10b of Part VIII.	(A) Total expenses	(B) Program service expenses	(C) Management and general expenses	(D) Fundraising expenses
1 Grants and other assistance to governments and organizations in the United States. See Part IV, line 21	0			
2 Grants and other assistance to individuals in the United States. See Part IV, line 22	0			
3 Grants and other assistance to governments, organizations, and individuals outside the United States. See Part IV, lines 15 and 16	0			
4 Benefits paid to or for members	0			
5 Compensation of current officers, directors, trustees, and key employees	739,041.	246,312.	383,527.	109,202.
6 Compensation not included above, to disqualified persons (as defined under section 4958(f)(1)) and persons described in section 4958(c)(3)(B)	0			
7 Other salaries and wages	10,858,889.	9,001,374.	1,107,568.	749,947.
8 Pension plan accruals and contributions (include section 401(k) and 403(b) employer contributions)	399,537.	309,834.	47,394.	42,309.
9 Other employee benefits	1,340,617.	1,055,583.	210,632.	74,402.
10 Payroll taxes	840,674.	683,887.	99,722.	57,065.
11 Fees for services (non-employees):				
a Management	0			
b Legal	47,106.	38,910.	5,213.	2,983.
c Accounting	141,277.		141,277.	
d Lobbying	0			
e Professional fundraising services. See Part IV, line 17	0			
f Investment management fees	668,583.		668,583.	
g Other	1,960,508.	1,494,983.	302,221.	163,304.
12 Advertising and promotion	399,769.	396,578.	3,191.	
13 Office expenses	3,327,228.	2,853,208.	306,800.	167,220.
14 Information technology	121,592.	77,646.	43,915.	31.
15 Royalties	0			
16 Occupancy	1,558,579.	1,290,047.	171,665.	96,867.
17 Travel	663,797.	611,416.	23,190.	29,191.
18 Payments of travel or entertainment expenses for any federal, state, or local public officials	0			
19 Conferences, conventions, and meetings	56,915.	44,699.	4,337.	7,879.
20 Interest	2,003,964.	1,630,222.	237,714.	136,028.
21 Payments to affiliates	0			
22 Depreciation, depletion, and amortization	6,362,446.	5,175,841.	754,725.	431,880.
23 Insurance	443,377.	386,003.	36,492.	20,882.
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 FINANCIAL EXPENSES	79,459.	43,391.	28,322.	7,746.
b PURCHASE OF ART	713,889.	713,889.		
c -----				
d -----				
e All other expenses -----				
25 Total functional expenses. Add lines 1 through 24e	32,727,247.	26,053,823.	4,576,488.	2,096,936.
26 Joint costs. Complete this line only if the organization reported in column (B) joint costs from a combined educational campaign and fundraising solicitation. Check here <input type="checkbox"/> if following SOP 98-2 (ASC 958-720)	0			

Part X Balance Sheet

		(A) Beginning of year		(B) End of year
Assets	1 Cash - non-interest-bearing	10,800.	1	8,557.
	2 Savings and temporary cash investments	3,508,221.	2	622,913.
	3 Pledges and grants receivable, net	18,889,592.	3	3,994,715.
	4 Accounts receivable, net	400,904.	4	288,929.
	5 Receivables from current and former officers, directors, trustees, key employees, and highest compensated employees. Complete Part II of Schedule L	0	5	0
	6 Receivables from other disqualified persons (as defined under section 4958(f)(1)), persons described in section 4958(c)(3)(B), and contributing employers and sponsoring organizations of section 501(c)(9) voluntary employees' beneficiary organizations (see instructions)	0	6	0
	7 Notes and loans receivable, net	0	7	0
	8 Inventories for sale or use	596,308.	8	538,060.
	9 Prepaid expenses and deferred charges	679,248.	9	1,097,640.
	10a Land, buildings, and equipment: cost or other basis. Complete Part VI of Schedule D	10a 204,203,288.		
	b Less: accumulated depreciation	10b 76,922,099.		
		132,439,938.	10c	127,281,189.
	11 Investments - publicly traded securities	150,609,000.	11	70,469,577.
	12 Investments - other securities. See Part IV, line 11	200,431,485.	12	256,921,457.
	13 Investments - program-related. See Part IV, line 11	0	13	0
	14 Intangible assets	0	14	0
15 Other assets. See Part IV, line 11	2,160,748.	15	15,702,746.	
16 Total assets. Add lines 1 through 15 (must equal line 34)	509,726,244.	16	476,925,783.	
Liabilities	17 Accounts payable and accrued expenses	5,387,463.	17	6,801,500.
	18 Grants payable	0	18	0
	19 Deferred revenue	154,000.	19	597,000.
	20 Tax-exempt bond liabilities	122,600,000.	20	122,600,000.
	21 Escrow or custodial account liability. Complete Part IV of Schedule D	0	21	0
	22 Payables to current and former officers, directors, trustees, key employees, highest compensated employees, and disqualified persons. Complete Part II of Schedule L	0	22	0
	23 Secured mortgages and notes payable to unrelated third parties	0	23	0
	24 Unsecured notes and loans payable to unrelated third parties	0	24	0
	25 Other liabilities (including federal income tax, payables to related third parties, and other liabilities not included on lines 17-24). Complete Part X of Schedule D	2,941,804.	25	6,530,624.
	26 Total liabilities. Add lines 17 through 25	131,083,267.	26	136,529,124.
Net Assets or Fund Balances	Organizations that follow SFAS 117, check here <input checked="" type="checkbox"/> and complete lines 27 through 29, and lines 33 and 34.			
	27 Unrestricted net assets	116,226,977.	27	96,672,526.
	28 Temporarily restricted net assets	133,453,000.	28	114,611,263.
	29 Permanently restricted net assets	128,963,000.	29	129,112,870.
	Organizations that do not follow SFAS 117, 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	378,642,977.	33	340,396,659.	
34 Total liabilities and net assets/fund balances	509,726,244.	34	476,925,783.	

Part XI Reconciliation of Net Assets

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

1	Total revenue (must equal Part VIII, column (A), line 12)	1	11,814,846.
2	Total expenses (must equal Part IX, column (A), line 25)	2	32,727,247.
3	Revenue less expenses. Subtract line 2 from line 1	3	-20,912,401.
4	Net assets or fund balances at beginning of year (must equal Part X, line 33, column (A))	4	378,642,977.
5	Other changes in net assets or fund balances (explain in Schedule O)	5	-17,333,917.
6	Net assets or fund balances at end of year. Combine lines 3, 4, and 5 (must equal Part X, line 33, column (B))	6	340,396,659.

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?		X
2b	Were the organization's financial statements audited by an independent accountant?	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	
d	If "Yes" to line 2a or 2b, check a box below to indicate whether the financial statements for the year were issued on a separate basis, consolidated basis, or both: <input type="checkbox"/> Separate basis <input checked="" type="checkbox"/> Consolidated basis <input type="checkbox"/> Both consolidated and separate basis		
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		

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

2011

Open to Public
Inspection

Name of the organization INDIANAPOLIS MUSEUM OF ART, INC.	Employer identification number 35-0867955
---	---

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 - Other
- e By checking this box, I certify that the organization is not controlled directly or indirectly by one or more disqualified persons other than foundation managers and other than one or more publicly supported organizations described in section 509(a)(1) or section 509(a)(2).
- f If the organization received a written determination from the IRS that it is a Type I, Type II, or Type III supporting organization, check this box
- g Since August 17, 2006, has the organization accepted any gift or contribution from any of the following persons?
 - (i) A person who directly or indirectly controls, either alone or together with persons described in (ii) and (iii) below, the governing body of the supported organization?

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

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

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

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

For Paperwork Reduction Act Notice, see the Instructions for Form 990 or 990-EZ. Schedule A (Form 990 or 990-EZ) 2011

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) 2007	(b) 2008	(c) 2009	(d) 2010	(e) 2011	(f) Total
1 Gifts, grants, contributions, and membership fees received. (Do not include any "unusual grants.")	25,365,662.	15,797,794.	8,098,659.	16,626,615.	5,256,372.	71,145,102.
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.	25,365,662.	15,797,794.	8,098,659.	16,626,615.	5,256,372.	71,145,102.
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).						15,672,751.
6 Public support. Subtract line 5 from line 4.						55,472,351.

Section B. Total Support

Calendar year (or fiscal year beginning in) ▶	(a) 2007	(b) 2008	(c) 2009	(d) 2010	(e) 2011	(f) Total
7 Amounts from line 4	25,365,662.	15,797,794.	8,098,659.	16,626,615.	5,256,372.	71,145,102.
8 Gross income from interest, dividends, payments received on securities loans, rents, royalties and income from similar sources	15,330,784.	3,764,077.	3,938,205.	5,015,637.	1,639,597.	29,688,300.
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.) . ATCH. 1	6,901,147.	4,550,112.	2,170,138.	3,323,912.	2,694,458.	19,639,767.
11 Total support. Add lines 7 through 10						120,473,169.
12 Gross receipts from related activities, etc. (see instructions)					12	17,238,880.
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 2011 (line 6, column (f) divided by line 11, column (f))	14	46.05%
15 Public support percentage from 2010 Schedule A, Part II, line 14	15	49.79%
16a 33 1/3% support test - 2011. 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 - 2010. 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 - 2011. 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 - 2010. 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) 2007	(b) 2008	(c) 2009	(d) 2010	(e) 2011	(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) 2007	(b) 2008	(c) 2009	(d) 2010	(e) 2011	(f) Total
9 Amounts from line 6.						
10a Gross income from interest, dividends, payments received on securities loans, rents, royalties and income from similar sources						
b Unrelated business taxable income (less section 511 taxes) from businesses acquired after June 30, 1975						
c Add lines 10a and 10b						
11 Net income from unrelated business activities not included in line 10b, whether or not the business is regularly carried on						
12 Other income. Do not include gain or loss from the sale of capital assets (Explain in Part IV.)						
13 Total support. (Add lines 9, 10c, 11, and 12.)						
14 First five years. If the Form 990 is for the organization's first, second, third, fourth, or fifth tax year as a section 501(c)(3) organization, check this box and stop here <input type="checkbox"/>						

Section C. Computation of Public Support Percentage

15 Public support percentage for 2011 (line 8, column (f) divided by line 13, column (f))	15	%
16 Public support percentage from 2010 Schedule A, Part III, line 15	16	%

Section D. Computation of Investment Income Percentage

17 Investment income percentage for 2011 (line 10c, column (f) divided by line 13, column (f))	17	%
18 Investment income percentage from 2010 Schedule A, Part III, line 17	18	%

- 19a 33 1/3% support tests - 2011.** 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 - 2010.** If the organization did not check a box on line 14 or line 19a, and line 16 is more than 33 1/3%, and line 18 is not more than 33 1/3%, check this box and **stop here**. The organization qualifies as a publicly supported organization ►
- 20 Private foundation.** If the organization did not check a box on line 14, 19a, or 19b, check this box and see instructions ►

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

ATTACHMENT 1

SCHEDULE A, PART II - OTHER INCOME

DESCRIPTION	2007	2008	2009	2010	2011	TOTAL
ADMISSION FEES	1,085,097.	1,110,274.	683,694.	1,589,859.	512,499.	4,981,423.
PROJECT INCOME	134,054.	122,335.	39,466.	75,520.	41,950.	413,325.
RESTAURANT INCOME	3,811,927.	982,812.	62,297.	106,958.	114,978.	5,078,972.
SALE OF INVENTORY	1,870,069.	1,918,041.	825,979.	969,979.	1,176,263.	6,760,331.
SPECIAL EVENTS		416,650.	279,585.	57,740.		753,975.
AFFILIATE PROGRAMS			279,117.	241,260.	287,784.	808,161.
CONSULTING SERVICES				282,596.	560,984.	843,580.
TOTALS	<u>6,901,147.</u>	<u>4,550,112.</u>	<u>2,170,138.</u>	<u>3,323,912.</u>	<u>2,694,458.</u>	<u>19,639,767.</u>

Schedule of Contributors

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

2011

Name of the organization

INDIANAPOLIS MUSEUM OF ART, INC.

Employer identification number

35-0867955

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).

Name of organization **INDIANAPOLIS MUSEUM OF ART, INC.**

Employer identification number

35-0867955

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	----- ----- -----	\$ 250,000.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
2	----- ----- -----	\$ 600,000.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
3	----- ----- -----	\$ 335,000.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
-----	----- ----- -----	\$ -----	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
-----	----- ----- -----	\$ -----	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
-----	----- ----- -----	\$ -----	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)

Name of organization **INDIANAPOLIS MUSEUM OF ART, INC.**

Employer identification number

35-0867955

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 INDIANAPOLIS MUSEUM OF ART, INC.

Employer identification number
35-0867955

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. See instructions.) ▶ \$ _____

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)**

Supplemental Financial Statements

OMB No. 1545-0047

2011

**Open to Public
Inspection**

Department of the Treasury
Internal Revenue Service

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

Name of the organization

Employer identification number

INDIANAPOLIS MUSEUM OF ART, INC.

35-0867955

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).
- | | |
|--|--|
| <input type="checkbox"/> Preservation of land for public use (e.g., recreation or education) | <input type="checkbox"/> Preservation of an historically important land area |
| <input type="checkbox"/> Protection of natural habitat | <input type="checkbox"/> Preservation of a certified historic structure |
| <input type="checkbox"/> 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 XIV, 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 XIV, 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 ▶ \$ _____

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

Schedule D (Form 990) 2011

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 XIV.

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 XIV 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 XIV.

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	352,322,051.	308,065,760.	293,458,434.	393,839,051.	
b Contributions	2,404,300.	4,944,396.	4,189,000.	12,772,283.	
c Net investment earnings, gains, and losses	-7,911,860.	57,901,085.	28,507,806.	-74,513,633.	
d Grants or scholarships					
e Other expenditures for facilities and programs	19,818,458.	18,004,590.	17,532,599.	37,891,899.	
f Administrative expenses	668,583.	584,600.	556,881.	747,368.	
g End of year balance	326,327,450.	352,322,051.	308,065,760.	293,458,434.	

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

- a Board designated or quasi-endowment ▶ 35.0000 %
 - b Permanent endowment ▶ 28.0000 %
 - c Temporarily restricted endowment ▶ 37.0000 %
- The percentages in lines 2a, 2b, and 2c should equal 100%.

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

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

	Yes	No
3a(i)		X
3a(ii)		X
3b		

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

4 Describe in Part XIV 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	2,899,597.	921,861.		3,821,458.
b Buildings		166,232,157.	56,102,403.	110,129,754.
c Leasehold improvements				
d Equipment		710,723.	559,983.	150,740.
e Other		33,438,950.	20,259,713.	13,179,237.
Total. Add lines 1a through 1e. (Column (d) must equal Form 990, Part X, column (B), line 10(c).)				127,281,189.

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

(a) Description of security or category (including name of security)	(b) Book value	(c) Method of valuation: Cost or end-of-year market value
(1) Financial derivatives		
(2) Closely-held equity interests		
(3) Other		
(A) ALTERNATIVE INVESTMENTS	256,921,457.	FMV
(B)		
(C)		
(D)		
(E)		
(F)		
(G)		
(H)		
(I)		
Total. (Column (b) must equal Form 990, Part X, col. (B) line 12.)	256,921,457.	

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

(a) Description of investment type	(b) Book value	(c) Method of valuation: Cost or end-of-year market value
(1)		
(2)		
(3)		
(4)		
(5)		
(6)		
(7)		
(8)		
(9)		
(10)		
Total. (Column (b) must equal Form 990, Part X, col. (B) line 13.)		

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

(a) Description	(b) Book value
(1)	
(2)	
(3)	
(4)	
(5)	
(6)	
(7)	
(8)	
(9)	
(10)	
Total. (Column (b) must equal Form 990, Part X, col. (B) line 15.)	

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

1. (a) Description of liability	(b) Book value
(1) Federal income taxes	
(2) LIABILITY FOR CHARITABLE ANNUI	366,131.
(3) LIABILITY FOR AMOUNTS HELD	188,619.
(4) INTEREST RATE SWAP	5,975,874.
(5)	
(6)	
(7)	
(8)	
(9)	
(10)	
(11)	
Total. (Column (b) must equal Form 990, Part X, col. (B) line 25.)	6,530,624.

2. FIN 48 (ASC 740) Footnote. In Part XIV, 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).

Part XI Reconciliation of Change in Net Assets from Form 990 to Audited Financial Statements

1	Total revenue (Form 990, Part VIII, column (A), line 12)	1	11,814,846.
2	Total expenses (Form 990, Part IX, column (A), line 25)	2	32,727,247.
3	Excess or (deficit) for the year. Subtract line 2 from line 1	3	-20,912,401.
4	Net unrealized gains (losses) on investments	4	-11,570,443.
5	Donated services and use of facilities	5	
6	Investment expenses	6	
7	Prior period adjustments	7	
8	Other (Describe in Part XIV.)	8	-5,763,474.
9	Total adjustments (net). Add lines 4 through 8	9	-17,333,917.
10	Excess or (deficit) for the year per audited financial statements. Combine lines 3 and 9	10	-38,246,318.

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

1	Total revenue, gains, and other support per audited financial statements	1	-5,638,147.
2	Amounts included on line 1 but not on Form 990, Part VIII, line 12:		
a	Net unrealized gains on investments	2a	-11,570,443.
b	Donated services and use of facilities	2b	
c	Recoveries of prior year grants	2c	
d	Other (Describe in Part XIV.)	2d	549,507.
e	Add lines 2a through 2d	2e	-11,020,936.
3	Subtract line 2e from line 1	3	5,382,789.
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	668,583.
b	Other (Describe in Part XIV.)	4b	5,763,474.
c	Add lines 4a and 4b	4c	6,432,057.
5	Total revenue. Add lines 3 and 4c. (This must equal Form 990, Part I, line 12.)	5	11,814,846.

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

1	Total expenses and losses per audited financial statements	1	32,608,171.
2	Amounts included on line 1 but not on Form 990, Part IX, line 25:		
a	Donated services and use of facilities	2a	
b	Prior year adjustments	2b	
c	Other losses	2c	
d	Other (Describe in Part XIV.)	2d	549,507.
e	Add lines 2a through 2d	2e	549,507.
3	Subtract line 2e from line 1	3	32,058,664.
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	668,583.
b	Other (Describe in Part XIV.)	4b	
c	Add lines 4a and 4b	4c	668,583.
5	Total expenses. Add lines 3 and 4c. (This must equal Form 990, Part I, line 18.)	5	32,727,247.

Part XIV 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, line 8; Part XII, lines 2d and 4b; and Part XIII, lines 2d and 4b. Also complete this part to provide any additional information.

SEE PAGE 5

Part XIV Supplemental Information (continued)

ELECTION UNDER SFAS 116

SCHEDULE D, PART III, LINE 1A

IF ELECTED UNDER SFAS 116 PROVIDE FOOTNOTE FROM FINANCIAL STATEMENTS ACCORDING TO THE MUSEUM'S POLICY, COLLECTIONS INCLUDE ALL WORKS OF ART, HISTORICAL TREASURES, LIBRARY ACCESSIONS AND SIMILAR ASSETS THAT ARE (A) HELD FOR PUBLIC SERVICE RATHER THAN FINANCIAL GAIN, (B) PROTECTED, KEPT UNENCUMBERED, CARED FOR AND PRESERVED, AND (C) SUBJECT TO THE MUSEUM'S POLICY THAT REQUIRES THE PROCEEDS OF ITEMS THAT ARE SOLD TO BE USED TO ACQUIRE OTHER ITEMS FOR COLLECTIONS. THE COLLECTION, WHICH WAS ACQUIRED THROUGH PURCHASES AND CONTRIBUTIONS SINCE THE MUSEUM'S INCEPTION, IS NOT RECOGNIZED AS AN ASSET 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, OR AS TEMPORARILY OR PERMANENTLY RESTRICTED IF THE ASSETS USED TO PURCHASE THE ITEMS ARE RESTRICTED BY DONORS. PROCEEDS FROM DEACCESSIONS OR INSURANCE RECOVERIES, IF ANY, ARE REFLECTED AS INCREASES IN THE APPROPRIATE NET ASSET CLASS.

ARTWORK FURTHERING EXEMPT PURPOSE

SCHEDULE D, PART III, LINE 4

THE INDIANAPOLIS MUSEUM OF ART (IMA) WAS FOUNDED IN 1883 AS THE ART ASSOCIATION OF INDIANAPOLIS. TODAY, THE IMA IS THE FIFTH LARGEST ENCYCLOPEDIAIC ART MUSEUM IN THE UNITED STATES. HAVING CELEBRATED ITS 125TH ANNIVERSARY IN OCTOBER 2008, THE IMA IS ONE OF THE TEN LARGEST AND OLDEST ENCYCLOPEDIAIC ART MUSEUMS IN THE UNITED STATES. THE MISSION OF THE IMA IS "TO SERVE THE CREATIVE INTERESTS OF ITS COMMUNITIES BY FOSTERING EXPLORATION OF ART, DESIGN AND THE NATURAL ENVIRONMENT. THE IMA PROMOTES

Part XIV Supplemental Information (continued)

THESE INTERESTS THROUGH THE COLLECTION, PRESENTATION, INTERPRETATION AND CONSERVATION OF ITS ARTISTIC, HISTORIC AND ENVIRONMENTAL ASSETS." THE IMA ENCOMPASSES 152 ACRES AND 102,107 SQUARE FEET OF GALLERY SPACE DEVOTED TO THE IMA'S PERMANENT COLLECTION OF MORE THAN 54,000 OBJECTS.

WORLD-RENOWNED AREAS OF THE COLLECTION INCLUDE CHINESE CERAMICS, BRONZES, AND JADES; EDO PERIOD PAINTINGS; AFRICAN ART (YORUBA, ASANTE, AND BENIN); OUTSTANDING HOLDINGS OF 17TH-CENTURY DUTCH AND FLEMISH PAINTING; THE FINEST NEO-IMPRESSIONIST COLLECTION IN NORTH AMERICA; PAINTINGS AND WATERCOLORS BY J.M.W. TURNER (THE LARGEST TURNER COLLECTION OUTSIDE OF THE TATE); AND MOROCCAN TEXTILES. OTHER STRENGTHS INCLUDE

17TH-18TH-CENTURY EUROPEAN PAINTING; INDIANA ARTISTS; AMERICAN IMPRESSIONISM; BALUCHI RUGS; PONT-AVEN WORKS; AND FASHION ARTS. THE CONTEMPORARY COLLECTION IS GROWING RAPIDLY IN QUANTITY AND QUALITY, HIGHLIGHTED BY A ROTATING EXHIBITION PROGRAM IN THE EFROYMSON FAMILY ENTRANCE PAVILION, THE MAYA LIN COMMISSION ABOVE AND BELOW, THE RECENTLY UNVEILED ROBERT IRWIN SCULPTURE LIGHT AND SPACE III, AND ONGOING COMMISSIONS TO TAKE PLACE IN 100 ACRES: THE VIRGINIA B. FAIRBANKS ART & NATURE PARK. DESIGN IS AN INSTITUTIONAL PRIORITY, UNDERScoreD BY THE DEVELOPMENT OF A DEPARTMENT OF DESIGN ARTS AND NUMEROUS DESIGN OBJECT ACQUISITIONS FOR THE PERMANENT COLLECTION.

Part XIV Supplemental Information (continued)

INTENDED USES OF THE ORGANIZATION'S ENDOWMENT FUNDS

SCHEDULE D, PART V, LINE 4

THE MUSEUM'S ENDOWMENT CONSISTS OF APPROXIMATELY 150 INDIVIDUAL FUNDS ESTABLISHED FOR A VARIETY OF PURPOSES INCLUDING ART PURCHASES, PROGRAM EXPENSES, BUILDING OPERATIONS, BOND COSTS, AND PERSONNEL EXPENSES.

FIN 48 DISCLOSURE

SCHEDULE D, PART X

MANAGEMENT HAS EVALUATED THEIR INCOME TAX POSITIONS UNDER THE GUIDANCE INCLUDED IN ASC 740. BASED ON THEIR REVIEW, MANAGEMENT HAS NOT IDENTIFIED ANY MATERIAL UNCERTAIN TAX POSITIONS TO BE RECORDED OR DISCLOSED IN THE FINANCIAL STATEMENTS.

RECONCILIATION OF CHANGE IN NET ASSETS TO AFS

SCHEDULE D, PART XI, LINE 8

CHANGES IN VALUE OF INTEREST RATE SWAP	\$ (3,651,731)
CHANGES IN ACCUM. POSTRETIREMENT BENEFITS	(1,718,000)
AMORT. OF NET PERIODIC PENSION COSTS	(393,533)
TOTAL	\$ (5,763,474)

Part XIV Supplemental Information (continued)

RECONCILIATION OF REVENUE PER AFS

SCHEDULE D, PART XII, LINE 2D

COST OF GOOD SOLD \$ 549,507

RECONCILIATION OF REVENUE PER AFS

SCHEDULE D, PART XII, LINE 4B

CHANGES IN VALUE OF INTEREST RATE SWAP \$ 3,651,731

CHANGES IN ACCUM. POSTRETIREMENT BENEFITS 1,718,000

AMORT. OF NET PERIODIC PENSION COSTS 393,533

TOTAL \$ 5,763,474

RECONCILIATION OF EXPENSES PER AFS

SCHEDULE D, PART XIII, LINE 2D

COST OF GOOD SOLD \$ 549,507

**SCHEDULE F
(Form 990)**

Statement of Activities Outside the United States

OMB No. 1545-0047

2011

Open to Public Inspection

Department of the Treasury
Internal Revenue Service

▶ Complete if the organization answered "Yes" to Form 990, Part IV, line 14b, 15, or 16.
▶ Attach to Form 990. ▶ See separate instructions.

Name of the organization

Employer identification number

INDIANAPOLIS MUSEUM OF ART, INC.

35-0867955

Part I **General Information on Activities Outside the United States.** Complete if the organization answered "Yes" to Form 990, Part IV, line 14b.

1 For grantmakers. Does the organization maintain records to substantiate the amount of its grants and other assistance, the grantees' eligibility for the grants or assistance, and the selection criteria used to award the grants or assistance? Yes No

2 For grantmakers. Describe in Part V the organization's procedures for monitoring the use of its grants and other assistance outside the United States.

3 Activities per Region. (The following Part I, line 3 table can be duplicated if additional space is needed.)

(a) Region	(b) Number of offices in the region	(c) Number of employees, agents, and independent contractors in region	(d) Activities conducted in region (by type) (e.g., fundraising, program services, investments, grants to recipients located in the region)	(e) If activity listed in (d) is a program service, describe specific type of service(s) in region	(f) Total expenditures for and investments in region
(1) EUROPE			PROGRAM SERVICES	CURATORIAL	348,282.
(2) CENTRAL AMERICA/CARIBBEAN			INVESTMENTS	N/A	91,600,000.
(3) NORTH AMERICA			INVESTMENTS	N/A	300,000.
(4)					
(5)					
(6)					
(7)					
(8)					
(9)					
(10)					
(11)					
(12)					
(13)					
(14)					
(15)					
(16)					
(17)					
3a Sub-total					92,248,282.
b Total from continuation sheets to Part I					
c Totals (add lines 3a and 3b)					92,248,282.

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

Schedule F (Form 990) 2011

Part II **Grants and Other Assistance to Organizations or Entities Outside the United States.** Complete if the organization answered "Yes" to Form 990, Part IV, line 15, for any recipient who received more than \$5,000. Check this box if no one recipient received more than \$5,000 Part II can be duplicated if additional space is needed.

1	(a) Name of organization	(b) IRS code section and EIN (if applicable)	(c) Region	(d) Purpose of grant	(e) Amount of cash grant	(f) Manner of cash disbursement	(g) Amount of non-cash assistance	(h) Description of non-cash assistance	(i) Method of valuation (book, FMV, appraisal, other)
(1)									
(2)									
(3)									
(4)									
(5)									
(6)									
(7)									
(8)									
(9)									
(10)									
(11)									
(12)									
(13)									
(14)									
(15)									
(16)									

2 Enter total number of recipient organizations listed above that are recognized as charities by the foreign country, recognized as tax-exempt by the IRS, or for which the grantee or counsel has provided a section 501(c)(3) equivalency letter

3 Enter total number of other organizations or entities

Part III **Grants and Other Assistance to Individuals Outside the United States.** Complete if the organization answered "Yes" to Form 990, Part IV, line 16.
 Part III can be duplicated if additional space is needed.

(a) Type of grant or assistance	(b) Region	(c) Number of recipients	(d) Amount of cash grant	(e) Manner of cash disbursement	(f) Amount of non-cash assistance	(g) Description of non-cash assistance	(h) Method of valuation (book, FMV, appraisal, other)
(1)							
(2)							
(3)							
(4)							
(5)							
(6)							
(7)							
(8)							
(9)							
(10)							
(11)							
(12)							
(13)							
(14)							
(15)							
(16)							
(17)							
(18)							

Part IV Foreign Forms

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

- 2 Did the organization have an interest in a foreign trust during the tax year? *If "Yes," the organization may be required to file Form 3520, Annual Return to Report Transactions with Foreign Trusts and Receipt of Certain Foreign Gifts, and/or Form 3520-A, Annual Information Return of Foreign Trust With a U.S. Owner (see Instructions for Forms 3520 and 3520-A)* Yes No

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

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

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

- 6 Did the organization have any operations in or related to any boycotting countries during the tax year? *If "Yes," the organization may be required to file Form 5713, International Boycott Report (see Instructions for Form 5713)* Yes No

Part V

Supplemental Information

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

**SCHEDULE J
(Form 990)**

Department of the Treasury
Internal Revenue Service

Name of the organization

INDIANAPOLIS MUSEUM OF ART, INC.

Compensation Information

For certain Officers, Directors, Trustees, Key Employees, and Highest Compensated Employees

▶ Complete if the organization answered "Yes" to Form 990, Part IV, line 23.

▶ Attach to Form 990. ▶ See separate instructions.

OMB No. 1545-0047

2011

Open to Public Inspection

Employer identification number

35-0867955

Part I Questions Regarding Compensation

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

Schedule J (Form 990) 2011

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		(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 MAXWELL ANDERSON	(i)	400,936.	0	139,573.	9,800.	13,909.	564,218.	
	(ii)	0	0	0	0	0	0	
2 CYNTHIA RALLIS	(i)	175,544.	0	563.	0	6,457.	182,564.	
	(ii)	0	0	0	0	0	0	
3 ROBERT STEIN	(i)	163,729.	0	119.	5,101.	10,287.	179,236.	
	(ii)	0	0	0	0	0	0	
4 ELLEN LEE	(i)	168,065.	0	965.	6,702.	8,230.	183,962.	
	(ii)	0	0	0	0	0	0	
5 LISA FREIMAN	(i)	136,109.	0	119.	5,954.	16,715.	158,897.	
	(ii)	0	0	0	0	0	0	
6 J. NICHOLAS CAMERON	(i)	201,317.	0	1,203.	18,846.	9,743.	231,109.	
	(ii)	0	0	0	0	0	0	
7	(i)							
	(ii)							
8	(i)							
	(ii)							
9	(i)							
	(ii)							
10	(i)							
	(ii)							
11	(i)							
	(ii)							
12	(i)							
	(ii)							
13	(i)							
	(ii)							
14	(i)							
	(ii)							
15	(i)							
	(ii)							
16	(i)							
	(ii)							

Part III Supplemental Information

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

OTHER REPORTABLE COMPENSATION

SCHEDULE J, PART II

INCLUDED IN MAXWELL ANDERSON'S OTHER REPORTABLE COMPENSATION IS

CHILDCARE, CELL PHONE, LIFE INSURANCE AND HOUSING EXPENSES ALL WHICH ARE

TAXABLE COMPENSATION.

BONDS

**SCHEDULE K
(Form 990)**

Supplemental Information on Tax-Exempt Bonds

OMB No. 1545-0047

2011

Open to Public
Inspection

▶ 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.

Department of the Treasury
Internal Revenue Service

Name of the organization

INDIANAPOLIS MUSEUM OF ART, INC.

Employer identification number

35-0867955

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 INDIANA DEVELOPMENT FINANCE AUTHORITY	35-1602316	45504RGC4	02/01/2004	51,000,000.	INDIANA DEVELOPMENT FINANCE AUTHOI		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	51,478,830.			
4 Gross proceeds in reserve funds	51,478,830.			
5 Capitalized interest from proceeds				
6 Proceeds in refunding escrows				
7 Issuance costs from proceeds	479,050.			
8 Credit enhancement from proceeds				
9 Working capital expenditures from proceeds				
10 Capital expenditures from proceeds	50,999,780.			
11 Other spent proceeds				
12 Other unspent proceeds				
13 Year of substantial completion	2005			
	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						

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

Schedule K (Form 990) 2011

Part III Private Business Use (Continued)

BONDS

	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 Has the organization adopted management practices and procedures to ensure the post-issuance compliance of its tax-exempt bond liabilities?	X							

Part IV Arbitrage

	A		B		C		D	
	Yes	No	Yes	No	Yes	No	Yes	No
1 Has a Form 8038-T, Arbitrage Rebate, Yield Reduction and Penalty in Lieu of Arbitrage Rebate, been filed with respect to the bond issue?		X						
2 Is the bond issue a variable rate issue?	X							
3a 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?								
4a 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?								
5 Were any gross proceeds invested beyond an available temporary period?		X						
6 Did the bond issue qualify for an exception to rebate?	X							

Part V Procedures To Undertake Corrective Action

Check the box if 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 Yes No

Part VI Supplemental Information. Complete this part to provide additional information for responses to questions on Schedule K (see instructions).

**SCHEDULE M
(Form 990)**

Department of the Treasury
Internal Revenue Service

Noncash Contributions

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

OMB No. 1545-0047

2011

**Open To Public
Inspection**

Name of the organization

INDIANAPOLIS MUSEUM OF ART, INC.

Employer identification number

35-0867955

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	394.	773,500.	APPRAISAL
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	22.	113,741.	STOCK QUOTE
10 Securities - Closely held stock				
11 Securities - Partnership, LLC, or trust interests				
12 Securities - Miscellaneous				
13 Qualified conservation contribution - Historic structures				
14 Qualified conservation contribution - Other				
15 Real estate - Residential				
16 Real estate - Commercial				
17 Real estate - Other				
18 Collectibles				
19 Food inventory				
20 Drugs and medical supplies				
21 Taxidermy				
22 Historical artifacts				
23 Scientific specimens				
24 Archeological artifacts				
25 Other ▶ (_____)				
26 Other ▶ (_____)				
27 Other ▶ (_____)				
28 Other ▶ (_____)				

29 Number of Forms 8283 received by the organization during the tax year for contributions for which the organization completed Form 8283, Part IV, Donee Acknowledgement **29** 21.

	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.		

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

Schedule M (Form 990) (2011)

Part II **Supplemental Information.** Complete this part to provide the information required by Part I, lines 30b, 32b, and 33. Also complete this part for any additional information.

SCHEDULE O
(Form 990 or 990-EZ)

Department of the Treasury
Internal Revenue Service

Name of the organization

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

2011

**Open to Public
Inspection**

Employer identification number

INDIANAPOLIS MUSEUM OF ART, INC.

35-0867955

PROCESS TO REVIEW FORM 990

FORM 990, PART VI, QUESTION 11B

THE CHIEF FINANCIAL OFFICER, FINANCE COMMITTEE CHAIR, AND DEPUTY DIRECTOR OF PUBLIC AFFAIRS DO A DETAILED REVIEW OF THE FORM 990 BEFORE IT IS SUPPLIED TO THE AUDIT COMMITTEE FOR THEIR REVIEW. THE ENTIRE BOARD RECEIVES A COPY OF THE FORM 990 BEFORE IT IS FILED.

MONITORING & ENFORCEMENT OF COMPLIANCE WITH CONFLICT OF INTEREST POLICY

FORM 990, PART VI, LINE 12C

THE IMA HAS OFFICERS, DIRECTORS OR TRUSTEES, AND KEY EMPLOYEES COMPLETE CONFLICT OF INTEREST QUESTIONNAIRES ANNUALLY. THE CFO REVIEWS THE QUESTIONNAIRES ON AN ANNUAL BASIS. IF A CONFLICT IS NOTED, IT IS SUMMARIZED ON A SEPARATE DOCUMENT THAT IS THEN PRESENTED TO THE BOARD AND USED FOR COMPILATION OF THE 990. ANY BOARD MEMBER WHO HAS A CONFLICT OF INTEREST ABSTAINS FROM VOTING ON THE RELATED ISSUE AND MAY NOT BE INVOLVED IN ANY DISCUSSION PERTAINING TO THE PARTICULAR ISSUE.

PROCESS TO DETERMINE CEO, OFFICER, & KEY EMPLOYEE COMPENSATION

FORM 990, PART VI, LINES 15A & 15B

UNDER THE DIRECTION OF THE BOARD, THE HR DEPARTMENT GATHERS INDEPENDENT MARKET DATA, INCLUDING THE AAMD SURVEY AND PROVIDES IT TO THE BOARD COMMITTEE TO REVIEW AND USE IN DETERMINING THE CEO'S AND KEY EMPLOYEES' SALARIES. THE CEO'S LAST COMPENSATION REVIEW TOOK PLACE IN MAY 2012. KEY EMPLOYEE COMPENSATION WAS LAST REVIEWED IN MAY 2012.

Name of the organization INDIANAPOLIS MUSEUM OF ART, INC.	Employer identification number
--	--------------------------------

AVAILABILITY OF GOVERNING DOCUMENTS, CONFLICT OF INTEREST POLICY, & FS

FORM 990, PART VI, LINE 19

THE INDIANAPOLIS MUSEUM OF ART DOES NOT MAKE ITS GOVERNING DOCUMENTS AND CONFLICT OF INTEREST POLICY AVAILABLE TO THE PUBLIC. HOWEVER, FINANCIAL STATEMENTS AND THE FORM 990 ARE AVAILABLE ON THE WEBSITE.

OTHER CHANGES IN NET ASSETS OR FUND BALANCES

FORM 990, PART XI, LINE 5

UNREALIZED LOSS ON INVESTMENT	\$(11,570,443)
CHANGES IN VALUE OF INTEREST RATE SWAP	(3,651,731)
CHANGES IN ACCUM. POSTRETIREMENT BENEFITS	(1,718,000)
AMORT. OF NET PERIODIC PENSION COSTS	(393,533)
TOTAL	\$(17,333,917)

ATTACHMENT 1

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

AN EDUCATIONAL INSTITUTION IN THE HEART OF THE MIDWEST, THE INDIANAPOLIS MUSEUM OF ART SERVES THE CREATIVE INTERESTS OF ITS COMMUNITIES BY FOSTERING EXPLORATION OF ART, DESIGN, AND THE NATURAL ENVIRONMENT. THE IMA PROMOTES THESE INTERESTS THROUGH THE COLLECTION, PRESENTATION, INTERPRETATION AND CONSERVATION OF ITS ARTISTIC, HISTORIC, AND ENVIRONMENTAL ASSETS. THE INDIANAPOLIS MUSEUM OF ART HAS A COLLECTION OF OVER 50,000 WORKS OF ART. AT THE MUSEUM, YOU WILL FIND ART FROM A VARIETY OF CULTURES AND PERIODS IN ART HISTORY. THE MUSEUM ALSO FEATURES NATIONAL AND INTERNATIONAL TRAVELING EXHIBITIONS THROUGHOUT THE YEAR. THE VIRGINIA B. FAIRBANKS ART & NATURE PARK

Name of the organization INDIANAPOLIS MUSEUM OF ART, INC.	Employer identification number
--	--------------------------------

ATTACHMENT 1 (CONT'D)FORM 990, PART III, LINE 1 - ORGANIZATION'S MISSION

PROVIDES AN URBAN OASIS WITH 100 ACRES OF WOODLANDS, WETLANDS, LAKE AND MEADOWS LOCATED ADJACENT TO THE MUSEUM. THE PARK CONTAINS OUTDOOR ART WORKS, AS WELL AS RECREATIONAL EXPERIENCES FOR VISITORS INCLUDING NATURE WALKS AND INTERACTIVE OUTDOOR ART EXHIBITIONS.

ATTACHMENT 2FORM 990, PART III, LINE 4D - OTHER PROGRAM SERVICES

<u>DESCRIPTION</u>	<u>GRANTS</u>	<u>EXPENSES</u>	<u>REVENUE</u>
MUSEUM STORE		1,406,505.	688,939.
TOTALS		<u>1,406,505.</u>	<u>688,939.</u>

ATTACHMENT 3990, PART VII- COMPENSATION OF THE FIVE HIGHEST PAID IND. CONTRACTORS

<u>NAME AND ADDRESS</u>	<u>DESCRIPTION OF SERVICES</u>	<u>COMPENSATION</u>
HAGERMAN, INC PO BOX 11848-1848 FORT WAYNE, IN 46861	CONSTRUCTION	295,045.
PHILLIPS OPPENHEIM GROUP 521 FIFTH AVENUE, 29TH FLOOR NEW YORK, NY 10175	EXECUTIVE SEARCH	166,661.
BKD, LLP 201 NORTH ILLINOIS STREET INDIANAPOLIS, IN 46204	AUDIT SERVICES	142,513.
DG HUNT & ASSOCIATES 1590 D ROSECRANS AVE #320 MANHATTAN BEACH, CA 90266	PROJECT MANAGEMENT	121,725.
CAMBRIDGE ASSOCIATES 100 SUMMER STREET BOSTON, MA 02110	INVESTMENT ADVISOR	664,904.
TOTAL COMPENSATION		<u>1,390,848.</u>

**SCHEDULE R
(Form 990)**

Related Organizations and Unrelated Partnerships

OMB No. 1545-0047

2011

Open to Public Inspection

Department of the Treasury
Internal Revenue Service

▶ **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
INDIANAPOLIS MUSEUM OF ART, INC.

Employer identification number
35-0867955

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

(a) Name, address, and EIN 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
(1) OLDFIELDS, LLC 4000 MICHIGAN ROAD INDIANAPOLIS, IN 46208	REAL ESTATE	IN	173.	17,115.	N/A
(2) -----					
(3) -----					
(4) -----					
(5) -----					
(6) -----					

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
(1) -----							
(2) -----							
(3) -----							
(4) -----							
(5) -----							
(6) -----							
(7) -----							

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

Schedule R (Form 990) 2011

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) Disproportionate allocations?		(i) Code V-UBI amount in box 20 of Schedule K-1 (Form 1065)	(j) General or managing partner?		(k) Percentage ownership
							Yes	No		Yes	No	
(1) -----												
(2) -----												
(3) -----												
(4) -----												
(5) -----												
(6) -----												
(7) -----												

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
(1) CHARITABLE REMAINDER TRUSTS (2) -----	TRUST	IN	N/A	TRUST			
(2) -----							
(3) -----							
(4) -----							
(5) -----							
(6) -----							
(7) -----							

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

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

	Yes	No
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?		
a Receipt of (i) interest (ii) annuities (iii) royalties or (iv) rent from a controlled entity	1a	X
b Gift, grant, or capital contribution to related organization(s)	1b	X
c Gift, grant, or capital contribution from related organization(s)	1c	X
d Loans or loan guarantees to or for related organization(s)	1d	X
e Loans or loan guarantees by related organization(s)	1e	X
f Sale of assets to related organization(s)	1f	X
g Purchase of assets from related organization(s)	1g	X
h Exchange of assets with related organization(s)	1h	X
i Lease of facilities, equipment, or other assets to related organization(s)	1i	X
j Lease of facilities, equipment, or other assets from related organization(s)	1j	X
k Performance of services or membership or fundraising solicitations for related organization(s)	1k	X
l Performance of services or membership or fundraising solicitations by related organization(s)	1l	X
m Sharing of facilities, equipment, mailing lists, or other assets with related organization(s)	1m	X
n Sharing of paid employees with related organization(s)	1n	X
o Reimbursement paid to related organization(s) for expenses	1o	X
p Reimbursement paid by related organization(s) for expenses	1p	X
q Other transfer of cash or property to related organization(s)	1q	X
r Other transfer of cash or property from related organization(s)	1r	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–r)	(c) Amount involved	(d) Method of determining amount involved
(1)			
(2)			
(3)			
(4)			
(5)			
(6)			

Part VI Unrelated Organizations Taxable as a Partnership (Complete if the organization answered "Yes" on Form 990, Part IV, line 37.)

Provide the following information for each entity taxed as a partnership through which the organization conducted more than five percent of its activities (measured by total assets or gross revenue) that was not a related organization. See instructions regarding exclusion for certain investment partnerships.

(a) Name, address, and EIN of entity	(b) Primary activity	(c) Legal domicile (state or foreign country)	(d) Predominant income (related, unrelated, excluded from tax under section 512-514)	(e) Are all partners section 501(c)(3) organizations?		(f) Share of total income	(g) Share of end-of-year assets	(h) Disproportionate allocations?		(i) Code V-UBI amount in box 20 of Schedule K-1 (Form 1065)	(j) General or managing partner?		(k) Percentage ownership
				Yes	No			Yes	No		Yes	No	
(1) -----													
(2) -----													
(3) -----													
(4) -----													
(5) -----													
(6) -----													
(7) -----													
(8) -----													
(9) -----													
(10) -----													
(11) -----													
(12) -----													
(13) -----													
(14) -----													
(15) -----													
(16) -----													

Part VII **Supplemental Information**

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

Department of the Treasury
Internal Revenue Service

For calendar year 2011 or other tax year beginning 07/01, 2011, and ending 06/30, 2012. See separate instructions.

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

<input type="checkbox"/> Check box if address changed	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)	INDIANAPOLIS MUSEUM OF ART, INC.	35-0867955
	Number, street, and room or suite no. If a P.O. box, see instructions.	E Unrelated business activity codes (See instructions.)
	4000 MICHIGAN ROAD	722100 453220
City or town, state, and ZIP code	INDIANAPOLIS, IN 46208	
C Book value of all assets at end of year 476,925,783.	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. ATTACHMENT 1

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 JENNIFER BARTENBACH Telephone number 317-923-1331

Part I Unrelated Trade or Business Income		(A) Income	(B) Expenses	(C) Net
1a	Gross receipts or sales <u>376,720.</u>			
b	Less returns and allowances			
c	Balance	1c		
2	Cost of goods sold (Schedule A, line 7)	2	9,659.	
3	Gross profit. Subtract line 2 from line 1c	3	367,061.	367,061.
4a	Capital gain net income (attach Schedule D)	4a	83,652.	83,652.
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	-776,054.	ATCH 2 -776,054.
6	Rent income (Schedule C)	6		
7	Unrelated debt-financed income (Schedule E)	7		
8	Interest, annuities, royalties, and rents from controlled organizations (Schedule 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	-325,341.	-325,341.

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	348,408.
16	Repairs and maintenance	16	4,490.
17	Bad debts	17	
18	Interest (attach schedule)	18	
19	Taxes and licenses	19	1,253.
20	Charitable contributions (See instructions for limitation rules.)	20	
21	Depreciation (attach Form 4562)	21	119,252.
22	Less depreciation claimed on Schedule A and elsewhere on return	22a	
		22b	119,252.
23	Depletion	23	
24	Contributions to deferred compensation plans	24	
25	Employee benefit programs	25	1,110.
26	Excess exempt expenses (Schedule I)	26	
27	Excess readership costs (Schedule J)	27	
28	Other deductions (attach schedule) ATTACHMENT 3	28	120,926.
29	Total deductions. Add lines 14 through 28	29	595,439.
30	Unrelated business taxable income before net operating loss deduction. Subtract line 29 from line 13	30	-920,780.
31	Net operating loss deduction (limited to the amount on line 30)	31	
32	Unrelated business taxable income before specific deduction. Subtract line 31 from line 30	32	-920,780.
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	-920,780.

Part III Tax Computation

35 Organizations Taxable as Corporations. See instructions for tax computation. Controlled group members (sections 1561 and 1563) check here See instructions and:

a Enter your share of the \$50,000, \$25,000, and \$9,925,000 taxable income brackets (in that order):
 (1) \$ _____ (2) \$ _____ (3) \$ _____

b Enter organization's share of: (1) Additional 5% tax (not more than \$11,750) \$ _____
 (2) Additional 3% tax (not more than \$100,000) \$ _____

c Income tax on the amount on line 34 **35c**

36 Trusts Taxable at Trust Rates. See instructions for tax computation. Income tax on the amount on line 34 from: Tax rate schedule or Schedule D (Form 1041) **36**

37 Proxy tax. See instructions **37**

38 Alternative minimum tax **38**

39 Total. Add lines 37 and 38 to line 35c or 36, whichever applies. **39**

Part IV Tax and Payments

40 a Foreign tax credit (corporations attach Form 1118; trusts attach Form 1116) **40a**

b Other credits (see instructions) **40b**

c General business credit. Attach Form 3800 (see instructions) **40c**

d Credit for prior year minimum tax (attach Form 8801 or 8827) **40d**

e Total credits. Add lines 40a through 40d **40e**

41 Subtract line 40e from line 39. **41**

42 Other taxes. Check if from: Form 4255 Form 8611 Form 8697 Form 8868 Other (attach schedule). **42**

43 Total tax. Add lines 41 and 42 **43**

44 a Payments: A 2010 overpayment credited to 2011 **44a**

b 2011 estimated tax payments **44b**

c Tax deposited with Form 8868 **44c**

d Foreign organizations: Tax paid or withheld at source (see instructions) **44d**

e Backup withholding (see instructions) **44e**

f Credit for small employer health insurance premiums (Attach Form 8941) **44f**

g Other credits and payments: Form 2439 Form 4136 Other _____ Total **44g**

45 Total payments. Add lines 44a through 44g. **45**

46 Estimated tax penalty (see instructions). Check if Form 2220 is attached. **46**

47 Tax due. If line 45 is less than the total of lines 43 and 46, enter amount owed **47**

48 Overpayment. If line 45 is larger than the total of lines 43 and 46, enter amount overpaid **48**

49 Enter the amount of line 48 you want: Credited to 2012 estimated tax **49** Refunded **49**

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

1 At any time during the 2011 calendar year, did the organization have an interest in or a signature or other authority over a financial account (bank, securities, or other) in a foreign country? If YES, the organization may have to file Form TD F 90-22.1, Report of Foreign Bank and Financial Accounts. If YES, enter the name of the foreign country here **Yes No**

2 During the tax year, did the organization receive a distribution from, or was it the grantor of, or transferor to, a foreign trust? If YES, see instructions for other forms the organization may have to file. **Yes No**

3 Enter the amount of tax-exempt interest received or accrued during the tax year **\$**

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

1 Inventory at beginning of year 1	6 Inventory at end of year 6
2 Purchases 2	7 Cost of goods sold. Subtract line 6 from line 5. Enter here and in Part I, line 2. 7
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
4 a Additional section 263A costs (attach schedule) 4a	<input checked="" type="checkbox"/> <input type="checkbox"/>
b Other costs (attach schedule) 4b	
5 Total. Add lines 1 through 4b 5	

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 Title

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check <input type="checkbox"/> if self-employed	PTIN
Firm's name BKD, LLP	<i>Jan Dlumil</i>	2-18-15	<input type="checkbox"/>	P00151125
Firm's address 201 N. ILLINOIS STREET			Firm's EIN 44-0160260	
INDIANAPOLIS, IN 46204			Phone no. 317.383.4000	

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

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

1. Description of property

(1)
(2)
(3)
(4)

2. Rent received or accrued

(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)	3(a) Deductions directly connected with the income in columns 2(a) and 2(b) (attach schedule)
(1)		
(2)		
(3)		
(4)		

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

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)		%		

Enter here and on page 1, Part I, line 7, column (A). Enter here and on page 1, Part I, line 7, column (B).

Totals ▶
Total dividends-received deductions included in column 8 ▶

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)				

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

Totals ▶

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

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

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

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

Schedule J - Advertising Income (see instructions)

Part I Income From Periodicals Reported on a Consolidated Basis

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

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

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

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

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

ORGANIZATION'S PRIMARY UNRELATED BUSINESS ACTIVITY.

THE INDIANAPOLIS MUSEUM OF ART HAS UNRELATED BUSINESS ACTIVITY FROM A RETAIL SHOP, CONSULTING SERVICES, AND INVESTMENTS.

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

AMBERBROOK IV	-1,344.
BAUPOST VALUE PARTNERS LP IV	101,393.
CHARLESBANK EQUITY FUND VII	-26,538.
COMMONFUND CAPITAL NATURAL RESOURCES PARTNERS V	11,227.
CROW HOLDINGS REALTY PARTNERS IV-A	-68,731.
CROW HOLDINGS V-A	13,297.
DUNE REAL ESTATE PARALLEL FUND II	-22,821.
FIRST RESERVE FUND XI	-658,446.
FR XI ONSHORE AIV	-11,365.
FR XI-E ONSHORE AIV	14,319.
GMO FORESTRY FUND 8-B	-1,471.
HIGHFIELDS CAPITAL IV	-27,802.
METROPOLITAN REAL ESTATE PARTNERS INTERNATIONAL II	-2,105.
METROPOLITAN REAL ESTATE PARTNERS IV-B	-8,878.
METROPOLITAN REAL ESTATE PARTNERS V	-9,850.
PARK STREET CAPITAL NATURAL RESOURCE FUND III	15,487.
PARK STREET CAPITAL NATURAL RESOURCE FUND III AIV	-21,998.
PARK STREET CAPITAL PRIVATE EQUITY FUND VII	-25,641.
PARK STREET CAPITAL PRIVATE EQUITY FUND VIII	-5,940.
POMONA CAPITAL VII	-10,493.
THE VARDE FUND X(B) (FEEDER)	159.
TIFF REAL ESTATE PARTNERS II, LLC	-35,749.
WAYZATA OPPORTUNITIES FUND OFFSHORE	1,017.
SPECIAL OPPORTUNITIES FUND IV, LP	6,219.
INCOME (LOSS) FROM PARTNERSHIPS	<u>-776,054.</u>

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

SUPPLIES	2,929.
PURCHASED SERVICES	15,505.
INSURANCE	9,236.
UTILITIES	22,219.
TRAVEL	15,583.
FINANCIAL EXPENSE	37,236.
LEGAL FEES	6,377.
MISCELLANEOUS EXPENSES	11,841.
 PART II - LINE 28 - OTHER DEDUCTIONS	 <u>120,926.</u>

**SCHEDULE D
(Form 1120)**

Department of the Treasury
Internal Revenue Service

Capital Gains and Losses

▶ Attach to Form 1120, 1120-C, 1120-F, 1120-FSC, 1120-H, 1120-IC-DISC, 1120-L, 1120-ND, 1120-PC, 1120-POL, 1120-REIT, 1120-RIC, 1120-SF, or certain Forms 990-T.
▶ See separate instructions.

OMB No. 1545-0123

2011

Name

INDIANAPOLIS MUSEUM OF ART, INC.

Employer identification number

35-0867955

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

(a) Description of property (Example: 100 shares of Z Co.)	(b) Date acquired (mo., day, yr.)	(c) Date sold (mo., day, yr.)	(d) Sales price (see instructions)	(e) Cost or other basis (see instructions)	(f) Gain or (loss) (Subtract (e) from (d))
1					
ATTACHMENT 1					83,652.
2 Short-term capital gain from installment sales from Form 6252, line 26 or 37					2
3 Short-term gain or (loss) from like-kind exchanges from Form 8824					3
4 Unused capital loss carryover (attach computation)					4 ()
5 Net short-term capital gain or (loss). Combine lines 1 through 4					5 83,652.

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

6					
7 Enter gain from Form 4797, line 7 or 9					7
8 Long-term capital gain from installment sales from Form 6252, line 26 or 37					8
9 Long-term gain or (loss) from like-kind exchanges from Form 8824					9
10 Capital gain distributions (see instructions)					10
11 Net long-term capital gain or (loss). Combine lines 6 through 10					11

Part III Summary of Parts I and II

12 Enter excess of net short-term capital gain (line 5) over net long-term capital loss (line 11)		12 83,652.
13 Net capital gain. Enter excess of net long-term capital gain (line 11) over net short-term capital loss (line 5)		13
14 Add lines 12 and 13. Enter here and on Form 1120, page 1, line 8, or the proper line on other returns		14 83,652.

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

Schedule D Detail of Short-term Capital Gains and Losses

ATTACHMENT 1

Description	Date Acquired	Date Sold	Gross Sales Price	Cost or Other Basis	Short-term Gain/Loss
AMBERBROOK IV	VAR	VAR			148.
BAUPOST VALUE PARTNERS LP IV	VAR	VAR			4,524.
COMMONFUND CAPITAL N.R.P. V	VAR	VAR			241.
CROW HOLDINGS R.P. IV-A	VAR	VAR			45,078.
FIRST RESERVE FUND XI	VAR	VAR			1,472.
FR XI-E ONSHORE AIV	VAR	VAR			2,911.
HIGHFIELDS CAPITAL IV	VAR	VAR			-16,652.
METROPOLITAN R.E.P.I. II	VAR	VAR			-42.
METROPOLITAN R.E.P. IV-B	VAR	VAR			2,952.
METROPOLITAN R.E.P. V	VAR	VAR			-208.
PARK STREET C.N.R.F. III AIV	VAR	VAR			991.
PARK STREET C.P.E.F. VII	VAR	VAR			143.
PARK STREET C.P.E.F. VIII	VAR	VAR			1,139.
POMONA CAPITAL VII	VAR	VAR			36,771.
TIFF REAL ESTATE PARTNERS II	VAR	VAR			6,509.
WAYZATA OPPORTUNITIES FUND IV	VAR	VAR			8.
SPECIAL OPPORTUNITIES FUND IV	VAR	VAR			-2,333.
Totals					83,652.

Information Return by a Shareholder of a Passive Foreign Investment Company or Qualified Electing Fund

(Rev. December 2011)
Department of the Treasury
Internal Revenue Service

▶ See separate instructions.

Attachment
Sequence No. **69**

Name of shareholder INDIANAPOLIS MUSEUM OF ART, INC.		Identifying number (see instructions) 35-0867955
Number, street, and room or suite no. (If a P.O. box, see instructions.) 4000 MICHIGAN ROAD		Shareholder tax year: calendar year or other tax year beginning 07/01/2011 and ending 06/30/2012
City or town, state, and ZIP code or country INDIANAPOLIS IN 46208		
Check type of shareholder filing the return: <input type="checkbox"/> Individual <input type="checkbox"/> Corporation <input checked="" type="checkbox"/> Partnership <input type="checkbox"/> S Corporation <input type="checkbox"/> Nongrantor Trust <input type="checkbox"/> Estate		
Name of passive foreign investment company (PFIC) or qualified electing fund (QEF) NORTHERN DYNASTY MINERALS LTD		Employer identification number (if any)
Address (Enter number, street, city or town, and country.) 1040 WEST GEORGIA STREET VANCOUVER CA V6E 4H1		Tax year of company or fund: calendar year 2011 or other tax year beginning and ending

Part I Elections (See instructions.)

- A **Election To Treat the PFIC as a QEF.** I, a shareholder of a PFIC, elect to treat the PFIC as a QEF. Complete lines 1a through 2c of Part II.
- B **Deemed Sale Election.** I, a shareholder on the first day of a PFIC's first tax year as a QEF, elect to recognize gain on the deemed sale of my interest in the PFIC. Enter gain or loss on line 10f of Part IV.
- C **Deemed Dividend Election.** I, a shareholder on the first day of a PFIC's first tax year as a QEF that is a controlled foreign corporation (CFC), elect to treat an amount equal to my share of the post-1986 earnings and profits of the CFC as an excess distribution. Enter this amount on line 10e of Part IV.
- D **Election To Extend Time For Payment of Tax.** I, a shareholder of a QEF, elect to extend the time for payment of tax on the undistributed earnings and profits of the QEF until this election is terminated. Complete lines 3a through 4c of Part II to calculate the tax that may be deferred. Note: If any portion of line 1a or line 2a of Part II is includible under section 951, you may not make this election. Also, see sections 1294(c) and 1294(f) and the related regulations for events that terminate this election.
- E **Election To Recognize Gain on Deemed Sale of PFIC.** I, a shareholder of a former PFIC or a PFIC to which section 1297(d) applies, elect to treat as an excess distribution the gain recognized on the deemed sale of my interest in the PFIC, or, if I qualify, my share of the PFIC's post-1986 earnings and profits deemed distributed, on the last day of its last tax year as a PFIC under section 1297(a). Enter gain on line 10f of Part IV.
- F **Election To Mark-to-Market PFIC Stock.** I, a shareholder of a PFIC, elect to mark-to-market the PFIC stock that is marketable within the meaning of section 1296(e). Complete Part III.
- G **Deemed Dividend Election With Respect to a Section 1297(e) PFIC.** I, a shareholder of a section 1297(e) PFIC, within the meaning of Regulations section 1.1291-9(j)(2)(v), elect to make a deemed dividend election with respect to the Section 1297(e) PFIC. My holding period in the stock of the Section 1297(e) PFIC includes the CFC qualification date, as defined in Regulations section 1.1297-3(d).
- H **Deemed Dividend Election With Respect to a Former PFIC.** I, a shareholder of a former PFIC, within the meaning of Regulations section 1.1291-9(j)(2)(iv), elect to make a deemed dividend election with respect to the former PFIC. My holding period in the stock of the former PFIC includes the termination date, as defined in Regulations section 1.1298-3(d).

Part II Income From a Qualified Electing Fund (QEF). All QEF shareholders complete lines 1a through 2c. If you are making Election D, also complete lines 3a through 4c. (See instructions)

1a Enter your pro rata share of the ordinary earnings of the QEF	1a		
b Enter the portion of line 1a that is included in income under section 951 or that may be excluded under section 1293(g)	1b		
c Subtract line 1b from line 1a. Enter this amount on your tax return as ordinary income			1c
2a Enter your pro rata share of the total net capital gain of the QEF	2a		
b Enter the portion of line 2a that is included in income under section 951 or that may be excluded under section 1293(g)	2b		
c Subtract line 2b from line 2a. This amount is a net long-term capital gain. Enter this amount in Part II of the Schedule D used for your income tax return. (See instructions.)			2c
3a Add lines 1c and 2c.			3a
b Enter the total amount of cash and the fair market value of other property distributed or deemed distributed to you during the tax year of the QEF. (See instructions.)	3b		
c Enter the portion of line 3a not already included in line 3b that is attributable to shares in the QEF that you disposed of, pledged, or otherwise transferred during the tax year.	3c		
d Add lines 3b and 3c.			3d
e Subtract line 3d from line 3a, and enter the difference (if zero or less, enter amount in brackets)			3e
Important: If line 3e is greater than zero, and no portion of line 1a or 2a is includible in income under section 951, you may make Election D with respect to the amount on line 3e.			
4a Enter the total tax for the tax year (See instructions.)	4a		
b Enter the total tax for the tax year determined without regard to the amount entered on line 3e.	4b		
c Subtract line 4b from line 4a. This is the deferred tax, the time for payment of which is extended by making Election D. See instructions.			4c

Part III Gain or (Loss) From Mark-to-Market Election (See instructions.)

5a	Enter the fair market value of your PFIC stock at the end of the tax year	5a	
b	Enter your adjusted basis in the stock at the end of the tax year	5b	
c	Subtract line 5b from line 5a. If a gain, do not complete lines 6 and 7. Include this amount as ordinary income on your tax return. If a loss, go to line 6	5c	
6	Enter any unreversed inclusions (as defined in section 1296(d))	6	
7	Enter the loss from line 5c, but only to the extent of unreversed inclusions on line 6. Include this amount as an ordinary loss on your tax return	7	
8	If you sold or otherwise disposed of any section 1296 stock (see instructions) during the tax year:		
a	Enter the fair market value of the stock on the date of sale or disposition	8a	
b	Enter the adjusted basis of the stock on the date of sale or disposition	8b	
c	Subtract line 8b from line 8a. If a gain, do not complete line 9. Include this amount as ordinary income on your tax return. If a loss, go to line 9	8c	
9a	Enter any unreversed inclusions (as defined in section 1296(d))	9a	
b	Enter the loss from line 8c, but only to the extent of unreversed inclusions on line 9a. Include this amount as an ordinary loss on your tax return. If the loss on line 8c exceeds unreversed inclusions on line 9a, complete line 9c	9b	
c	Enter the amount by which the loss on line 8c exceeds unreversed inclusions on line 9a. Include this amount on your tax return according to the rules generally applicable for losses provided elsewhere in the Code and regulations	9c	

Note. See instructions in case of multiple dispositions.

Part IV Distributions From and Dispositions of Stock of a Section 1291 Fund (See instructions.)

Complete a separate Part IV for each excess distribution (see instructions).

10a	Enter your total distributions from the section 1291 fund during the current tax year with respect to the applicable stock. If the holding period of the stock began in the current tax year, see instructions	10a	
b	Enter the total distributions (reduced by the portions of such distributions that were excess distributions but not included in income under section 1291(a)(1)(B)) made by the fund with respect to the applicable stock for each of the 3 years preceding the current tax year (or if shorter, the portion of the shareholder's holding period before the current tax year)	10b	
c	Divide line 10b by 3. (See instructions if the number of preceding tax years is less than 3.)	10c	
d	Multiply line 10c by 125% (1.25)	10d	
e	Subtract line 10d from line 10a. This amount, if more than zero, is the excess distribution with respect to the applicable stock. If zero or less and you did not dispose of stock during the tax year, do not complete the rest of Part IV. See instructions if you received more than one distribution during the current tax year. Also, see instructions for rules for reporting a nonexcess distribution on your income tax return	10e	
f	Enter gain or loss from the disposition of stock of a section 1291 fund or former section 1291 fund. If a gain, complete line 11. If a loss, show it in brackets and do not complete line 11	10f	167.
11a	Attach a statement for each distribution and disposition. Show your holding period for each share of stock or block of shares held. Allocate the excess distribution to each day in your holding period. Add all amounts that are allocated to days in each tax year.		SEE STATEMENT
b	Enter the total of the amounts determined in line 11a that are allocable to the current tax year and tax years before the foreign corporation became a PFIC (pre-PFIC tax years). Enter these amounts on your income tax return as other income	11b	167.
c	Enter the aggregate increases in tax (before credits) for each tax year in your holding period (other than the current tax year and pre-PFIC years). (See instructions.)	11c	
d	Foreign tax credit. (See instructions.)	11d	
e	Subtract line 11d from line 11c. Enter this amount on your income tax return as "additional tax." (See instructions.)	11e	
f	Determine interest on each net increase in tax determined on line 11e using the rates and methods of section 6621. Enter the aggregate amount of interest here. (See instructions.)	11f	

Part V Status of Prior Year Section 1294 Elections and Termination of Section 1294 Elections

Complete a separate column for each outstanding election. Complete lines 9 and 10 only if there is a partial termination of the section 1294 election.

	(i)	(ii)	(iii)	(iv)	(v)	(vi)
1 Tax year of outstanding election						
2 Undistributed earnings to which the election relates						
3 Deferred tax						
4 Interest accrued on deferred tax (line 3) as of the filing date						
5 Event terminating election						
6 Earnings distributed or deemed distributed during the tax year						
7 Deferred tax due with this return						
8 Accrued interest due with this return						
9 Deferred tax outstanding after partial termination of election						
10 Interest accrued after partial termination of election						

FORM 8621 SUPPORTING SCHEDULES

NAME OF PFIC OR QEF: _____

NORTHERN DYNASTY MINERALS LTD

PART IV, LINE 11A - DIST AND DISP OF STOCK IN SECTION 1291 FUND

<u>DESCRIPTION</u>	<u>ACQUIRED</u>	<u>SOLD</u>	<u>AMOUNT</u>
SECTION 1291 STOCK	VAR	VAR	167.
	TOTAL		<u>167.</u>

INDIANAPOLIS MUSEUM OF ART, INC.
EIN: 35-0867955
YEAR END: 06/30/2011

FORM 990-T, PART II, LINE 31 - NET OPERATING LOSS

<u>YEAR END</u>	<u>GENERATED</u>	<u>UTILIZED</u>	<u>BALANCE</u>
12/31/2006	75,398	-	75,398
12/31/2007	93,238	-	168,636
6/30/2008	34,796	-	203,432
6/30/2009	440,090	-	643,522
6/30/2010	443,314	-	1,086,836
6/30/2011	148,545	-	1,235,381
6/30/2012	920,780	-	2,156,161

Public Disclosure Rules for Form 990

Tax-exempt organizations are required to make a copy of their Form(s) 990 for the last three years available for public inspection, and to provide copies of such forms to individuals or organizations that request copies.

Following is a summary of the public disclosure rules, and a copy of your Form 990 that may be used to comply with such rules. Please note that the public disclosure copy of Form 990 may omit names and addresses of contributors. **Form 990-T can be excluded only for returns filed prior to August 18, 2006.**

Public Inspection

Tax-exempt organizations must make Form 990 (and Form 990-T as shown above) available for public inspection, and provide copies upon request, at its principal office and at certain regional or district offices during normal business hours for three years from the due date of the return.

The following rules apply unless you make your public disclosure copy available on the World Wide Web via the Internet:

- Anyone requesting a copy in person must be provided a copy on the day of the request. If the request places an unusual burden on the organization (such as a request made just before the close of the normal business day), the copy must be provided on the next business day.
- Any request submitted in writing (via mail, etc.) must be honored within 30 days of receipt of the request or prepayment of copying charges (if prepayment is required).

Fees

No fees may be charged for public inspection. However, you may charge a fee for providing copies. Currently the permissible fee is \$1.00 for the first page and \$.15 for each additional page. You may require that the fee be paid in advance.

Penalties

There are substantial penalties that may apply for failure to comply with either the public inspection rules or the requirement to provide copies on request. However, there are rules designed to protect tax-exempt organizations from harassment campaigns.

If you have questions about these rules, please contact your BKD representative.

Public Disclosure for Tax-Exempt Organizations

Tax-exempt organizations are required to make a copy of their Forms 990 available for public inspection, and to provide copies of such forms to individuals or organizations that request copies. Alternatively, the Internet may be used to make these documents available. (See the "Using the Internet" section which follows.) These rules apply to an organization's Forms 990 for the last three years and to its application for exemption if it was filed after July 15, 1987. An organization may exclude from the disclosure copy of its return the donor lists and Forms 990-T. Form 990-T can be excluded only for returns filed prior to August 18, 2006. A failure to comply can result in an enforcement action by the IRS.

Effective for Returns Filed After August 17, 2006

The *Pension Protection Act of 2006* extends the public inspection and disclosure requirements and penalties applicable to Form 990 to Form 990-T of Code Section 501(c)(3) organizations. Certain information may be withheld by the organization from public disclosure and inspection if public availability would adversely affect the organization (*e.g.*, information relating to a trade secret, patent, process, style of work or apparatus of the organization).

While the rules create an additional burden, they also provide an opportunity for your organization to showcase the community benefits that it provides. The rules also heighten the need to carefully review all responses, including narrative explanations, contained on your Form 990/990-T before filing.

Where Must Information be Provided?

Generally, an organization must make its documents available for public inspection at any location where it has three or more employees. If the only services provided at the site are in furtherance of exempt purposes and the site does not serve as an office for management staff, the documents are not required to be made available there.

How Quickly Must Organizations Reply?

Requests for copies can be made in person or in writing. When requests are made in person, the copies must generally be provided on the same business day. There are provisions for delays due to unusual circumstances. However, in no event may the period of delay exceed five business days. Unusual circumstances include times when those staff that are capable of fulfilling a request are absent.

Written Requests

Requested copies generally must be mailed within 30 days from the date of the receipt of the written request. However, if the organization requires advance payment of a reasonable fee for copying and postage, it may provide the copies within 30 days from the date it receives payment rather than the date of the original request.

What Can an Organization Charge?

You are currently allowed to charge a maximum fee of \$1 for the first page and \$.15 cents for each subsequent page in addition to actual postage costs.

If any organization receives a written request for copies with no payment enclosed and the organization requires payment in advance, the organization must request payment within seven days from the date it received the request. An organization is required to accept a personal check for written requests if it does not accept payment by credit card. If an organization does not require prepayment and the requester does not enclose a prepayment with the request, the organization must receive consent from a requester before providing copies for which the fee charge for copying and postage would be in excess of \$20.

Local or Subordinate Organizations

A local or subordinate organization that is covered by a group exemption letter is given additional time for responding to some requests. If this type of organization receives a request made in person for inspection of its application for tax exemption, the local organization is required to acquire and make available the application for a group exemption letter filed by the central or parent organization within not more than two weeks. The same general rule would apply with respect to a local or subordinate organization that does not file its own Form 990/990-T but is covered under a group return. Again, the local or subordinate organization must make the group return available for inspection within a reasonable period which is defined as not more than two weeks. If the group return includes separate schedules with respect to each local or subordinate organization, the local or subordinate organization may exclude or omit any schedules relating only to other organizations which are included in the group return.

If a request is made for a personal inspection to a local or subordinate organization, it has the option of mailing the return to the requester rather than allowing an inspection. However, if this is done, the local or subordinate organization may not charge for the copying of the document unless the requester consents to the charge. If a local or subordinate organization receives a request for copies, then it must comply with the rules stated previously.

Using the Internet

As an alternative to providing copies, an organization may provide access to its exemption application and Forms 990 (and Forms 990-T filed after August 17, 2006) through the Internet. The information on the World Wide Web must be in such a format that it may be accessed,

downloaded, viewed or printed in the same format as the actual documents. Obviously, an organization would need to make the Worldwide Web address available to the general public.

There is nothing that prevents others from posting your Forms 990 or 990-T and exemption application on the Internet. Based on this fact and the potential strain on your organization's resources from providing copies, organizations should consider posting these documents on the Internet.

What if the Requests are a Form of Harassment?

If an organization feels it is subject to a harassment campaign, it can file an application for a harassment determination with the Internal Revenue Service. This would allow the organization to suspend compliance with these requests. In addition, an organization may disregard requests for copies in excess of two per month or four per year made by a single individual or sent from a single address, without submitting an application for a harassment determination.

Conclusion

For better or worse, many organizations are going to see an increase in requests for their Forms 990 and 990-T. BKD is here to assist you in the preparation of your return to ensure that your organization is putting its "best foot forward."

Please contact our BKD advisor if you have questions about these rules.