

Form **990**

Return of Organization Exempt From Income Tax

OMB No 1545-0047

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

2008

Open to Public Inspection

Department of the Treasury
Internal Revenue Service

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

A For the 2008 calendar year, or tax year beginning and ending

B Check if applicable <input type="checkbox"/> Address change <input type="checkbox"/> Name change <input type="checkbox"/> Initial return <input type="checkbox"/> Termination <input type="checkbox"/> Amended return <input type="checkbox"/> Application pending	Please use IRS label or print or type See Specific Instructions	C Name of organization NATIONAL SEPTEMBER 11 MEMORIAL & MUSEUM AT THE WORLD TRADE CENTER FOUNDATION, INC.		D Employer identification number 38-3678458
		Doing Business As		E Telephone number (212) 312-8800
		Number and street (or P O box if mail is not delivered to street address) Room/suite ONE LIBERTY PLAZA, 20TH FLOOR		G Gross receipts \$ 69,721,299.
		City or town, state or country, and ZIP + 4 NEW YORK, NY 10006		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) H(c) Group exemption number
F Name and address of principal officer: DAVID LANGFORD SAME AS C ABOVE				
I Tax-exempt status: <input checked="" type="checkbox"/> 501(c) (3) (insert no.) <input type="checkbox"/> 4947(a)(1) or <input type="checkbox"/> 527				
J Website: WWW.NATIONAL911MEMORIAL.ORG				
K Type of organization <input checked="" type="checkbox"/> Corporation <input type="checkbox"/> Trust <input type="checkbox"/> Association <input type="checkbox"/> Other				
L Year of formation 2003 M State of legal domicile NY				

Part I Summary

Activities & Governance	1	Briefly describe the organization's mission or most significant activities: THE ORGANIZATION WAS INCORPORATED IN 2003 TO RAISE MONEY TO FUND THE DESIGN AND	
	2	Check this box <input type="checkbox"/> if the organization discontinued its operations or disposed of more than 25% of its assets.	
	3	Number of voting members of the governing body (Part VI, line 1a)	47
	4	Number of independent voting members of the governing body (Part VI, line 1b)	47
	5	Total number of employees (Part V, line 2a)	69
	6	Total number of volunteers (estimate if necessary)	2
	7a	Total gross unrelated business revenue from Part VIII, line 12, column (C)	0.
7b	Net unrelated business taxable income from Form 990-E, line 6	0.	
Revenue	8	Contributions and grants (Part VIII, line 1h)	Prior Year: 190,537,099. Current Year: 45,970,282.
	9	Program service revenue (Part VIII, line 2g)	
	10	Investment income (Part VIII, column (A), lines 3, 4, and 7d)	4,242,424. 3,585,868.
	11	Other revenue (Part VIII, column (A), lines 5, 6d, 8c, 9d, and 10d)	<395,324.>
	12	Total revenue - add lines 8 through 11 (must equal Part VIII, column (A), line 12)	194,779,523. 49,160,826.
	13	Grants and similar amounts paid (Part IX, column (A), lines 1-3)	148,400.
	14	Benefits paid to or for members (Part IX, column (A), line 4)	
	15	Salaries, other compensation, employee benefits (Part IX, column (A), lines 5-10)	4,079,811. 5,787,060.
	16a	Professional fundraising fees (Part IX, column (A), line 11e)	48,000.
	16b	Total fundraising expenses (Part IX, column (D), line 25)	2,955,164.
Expenses	17	Other expenses (Part IX, column (A), lines 11a-11d, 11f-24f)	8,067,020. 4,359,709.
	18	Total expenses. Add lines 13-17 (must equal Part IX, column (A), line 25)	12,146,831. 10,343,169.
	19	Revenue less expenses. Subtract line 18 from line 12	182,632,692. 38,817,657.
	Net Assets or Fund Balances	20	Total assets (Part X, line 16)
21		Total liabilities (Part X, line 26)	12,557,130. 10,386,607.
22		Net assets or fund balances. Subtract line 21 from line 20	383,384,122. 422,693,652.

Part II Signature Block

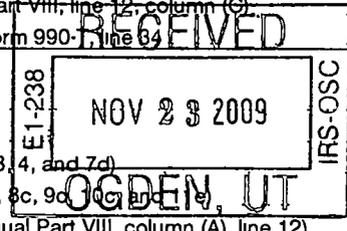
Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete. Declaration of preparer (other than officer) is based on all information of which preparer has any knowledge.

Sign Here
 Signature of officer: *David Langford* Date: 11/15/09
 DAVID LANGFORD, CFO
 Type or print name and title

Paid Preparer's Use Only
 Preparer's signature: *Mahe G. Kelly* Date: 11/10/09 Check if self-employed:
 Preparer's identifying number (see instructions)
 Firm's name (or yours if self-employed), address, and ZIP + 4: O'CONNOR DAVIES MUNNS & DOBBINS, LLP
 60 EAST 42ND STREET, 36TH FL.
 NEW YORK, NY 10165-3698
 EIN: Phone no: (212) 286-2600

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

SCANNED DEC 17 2009



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Part III Statement of Program Service Accomplishments (see instructions)

1 Briefly describe the organization's mission: SEE SCHEDULE O FOR CONTINUATION THE ORGANIZATION'S MISSION REMEMBER AND HONOR THE THOUSANDS OF INNOCENT MEN, WOMEN, AND CHILDREN MURDERED BY TERRORISTS IN THE ATTACKS OF FEBRUARY 26, 1993 AND SEPTEMBER 11, 2001.

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

4 Describe the exempt purpose achievements for each of the organization's three largest program services 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.

SEE SCHEDULE O FOR CONTINUATION(S)

4a (Code:) (Expenses \$ 5,046,124. including grants of \$ 148,400.) (Revenue \$) EXHIBITION DESIGN AND OTHER PROGRAMS:

SIGNIFICANT PROGRESS WAS MADE IN THE PLANNING, DESIGN AND PROGRAMMING FOR THE MEMORIAL MUSEUM. IN COORDINATION WITH THE DEVELOPMENT OF EXHIBITIONS, MATERIALS AND ORAL TESTIMONIES WERE IDENTIFIED AND ACQUIRED THAT WILL CONVEY THE EXPERIENCES OF INDIVIDUALS, FIRST RESPONDERS, SURVIVORS, FAMILIES AND WORKERS IMPACTED BY THE 9/11 ATTACKS. THE SCHEMATIC DESIGN PHASE FOR MUSEUM'S EXHIBITIONS WAS FULLY COMPLETED IN 2008, FOLLOWED BY THE ONGOING DESIGN DEVELOPMENT. TO FURTHER ITS EDUCATIONAL MISSION, THE ORGANIZATION LAUNCHED A NATIONAL EDUCATION PILOT PROGRAM TO PROVIDE TEACHERS WITH RESOURCES TO INTRODUCE 9/11 IN THE CLASSROOM. THE ORGANIZATION CONTINUED ITS AWARENESS AND

4b (Code:) (Expenses \$ 0. including grants of \$ 0.) (Revenue \$) DESIGN AND CONSTRUCTION:

WORKING CLOSELY WITH THE PORT AUTHORITY OF NEW YORK & NEW JERSEY, WHICH IS RESPONSIBLE FOR BUILDING THE PROJECT, THE MEMORIAL AND MUSEUM'S FOUNDATIONS WERE COMPLETED MID-YEAR. STEEL ERECTION BEGAN IN SEPTEMBER AND THE 460 FOOT LONG RAMP THAT PROVIDED ACCESS TO THE WORLD TRADE CENTER SITE WAS DISMANTLED IN DECEMBER.

ANOTHER SIGNIFICANT MILESTONE WAS THE MOVE OF THE MUSEUM'S FIRST ARTIFACT TO BEDROCK. THE VESEY STREET STAIR REMNANT, KNOWN AS THE "SURVIVORS' STAIRS" BECAUSE THEY WERE USED AS AN ESCAPE ROUTE ON 9/11, WERE LIFTED AND LOWERED MORE THAN 70 FEET TO THE MUSEUM'S FLOOR IN

4c (Code:) (Expenses \$ including grants of \$) (Revenue \$)

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

4e Total program service expenses \$ 5,046,124. (Must equal Part IX, Line 25, column (B).)

NATIONAL SEPTEMBER 11 MEMORIAL & MUSEUM
AT THE WORLD TRADE CENTER FOUNDATION, INC.

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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 Schedule B, Schedule of Contributors?	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? <i>If "Yes," complete Schedule C, Part II</i>		X
5 Section 501(c)(4), 501(c)(5), and 501(c)(6) organizations. Is the organization subject to the section 6033(e) notice and reporting requirement and proxy tax? <i>If "Yes," complete Schedule C, Part III</i>		
6 Did the organization maintain any donor advised funds or any accounts where 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 hold assets in term, permanent, or quasi-endowments? <i>If "Yes," complete Schedule D, Part V</i>		X
11 Did the organization report an amount in Part X, lines 10, 12, 13, 15, or 25? <i>If "Yes," complete Schedule D, Parts VI, VII, VIII, IX, or X as applicable</i>	X	
12 Did the organization receive an audited financial statement for the year for which it is completing this return that was prepared in accordance with GAAP? <i>If "Yes," complete Schedule D, Parts XI, XII, and XIII</i>	X	
13 Is the organization a school as 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 U.S.?		X
b Did the organization have aggregate revenues or expenses of more than \$10,000 from grantmaking, fundraising, business, and program service activities outside the U.S.? <i>If "Yes," complete Schedule F, Part I</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, Part II</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, Part III</i>		X
17 Did the organization report more than \$15,000 on Part IX, column (A), line 11e? <i>If "Yes," complete Schedule G, Part I</i>	X	
18 Did the organization report more than \$15,000 total 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 on Part VIII, line 9a? <i>If "Yes," complete Schedule G, Part III</i>		X
20 Did the organization operate one or more hospitals? <i>If "Yes," complete Schedule H</i>		X
21 Did the organization report more than \$5,000 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 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, questions 3, 4, or 5? <i>If "Yes," complete Schedule J</i>	X	
24a Did the organization have a tax-exempt bond issue with an outstanding principal amount of more than \$100,000 as of the last day of the year, that was issued after December 31, 2002? <i>If "Yes," answer questions 24b-24d and complete Schedule K. If "No," go to question 25</i>		X
b Did the organization invest any proceeds of tax-exempt bonds beyond a temporary period exception?		
c Did the organization maintain an escrow account other than a refunding escrow at any time during the year to defease any tax-exempt bonds?		
d Did the organization act as an "on behalf of" issuer for bonds outstanding at any time during the year?		
25a Section 501(c)(3) and 501(c)(4) organizations. Did the organization engage in an excess benefit transaction with a disqualified person during the year? <i>If "Yes," complete Schedule L, Part I</i>		X
b Did the organization become aware that it had engaged in an excess benefit transaction with a disqualified person from a prior year? <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, or substantial contributor, or to a person related to such an individual? <i>If "Yes," complete Schedule L, Part III</i>		X

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Part IV Checklist of Required Schedules (continued)

	Yes	No
28 During the tax year, did any person who is a current or former officer, director, trustee, or key employee:		
a Have a direct business relationship with the organization (other than as an officer, director, trustee, or employee), or an indirect business relationship through ownership of more than 35% in another entity (individually or collectively with other person(s) listed in Part VII, Section A)? <i>If "Yes," complete Schedule L, Part IV</i>		X
b Have a family member who had a direct or indirect business relationship with the organization? <i>If "Yes," complete Schedule L, Part IV</i>		X
c Serve as an officer, director, trustee, key employee, partner, or member of an entity (or a shareholder of a professional corporation) doing business with the organization? <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 Is any related organization 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

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Part V Statements Regarding Other IRS Filings and Tax Compliance

		Yes	No
1a	Enter the number reported in Box 3 of Form 1096, Annual Summary and Transmittal of U.S. Information Returns. Enter -0- if not applicable.		
1b	Enter the number of Forms W-2G included in line 1a. Enter -0- if not applicable.		
1a	16		
1b	0		
c	Did the organization comply with backup withholding rules for reportable payments to vendors and reportable gaming (gambling) winnings to prize winners?	X	
2a	Enter the number of employees reported on Form W-3, Transmittal of Wage and Tax Statements, filed for the calendar year ending with or within the year covered by this return.		
2a	69		
b	If at least one is reported on line 2a, did the organization file all required federal employment tax returns? Note. If the sum of lines 1a and 2a is greater than 250, you may be required to e-file this return. (see instructions)	X	
3a	Did the organization have unrelated business gross income of \$1,000 or more during the year covered by this return?		X
3b	If "Yes," has it filed a Form 990-T for this year? If "No," provide an explanation in Schedule O		
4a	At any time during the calendar year, did the organization have an interest in, or a signature or other authority over, a financial account in a foreign country (such as a bank account, securities account, or other financial account)?		X
b	If "Yes," enter the name of the foreign country: _____ See the instructions for exceptions and filing requirements for Form TD F 90-22.1, Report of Foreign Bank and Financial Accounts.		
5a	Was the organization a party to a prohibited tax shelter transaction at any time during the tax year?		X
5b	Did any taxable party notify the organization that it was or is a party to a prohibited tax shelter transaction?		X
5c	If "Yes," to question 5a or 5b, did the organization file Form 8886-T, Disclosure by Tax-Exempt Entity Regarding Prohibited Tax Shelter Transaction?		
6a	Did the organization solicit any contributions that were not tax deductible?		X
6b	If "Yes," did the organization include with every solicitation an express statement that such contributions or gifts were not tax deductible?		
7	Organizations that may receive deductible contributions under section 170(c).		
a	Did the organization provide goods or services in exchange for any quid pro quo contribution of more than \$75?	X	
b	If "Yes," did the organization notify the donor of the value of the goods or services provided?	X	
c	Did the organization sell, exchange, or otherwise dispose of tangible personal property for which it was required to file Form 8282?		X
d	If "Yes," indicate the number of Forms 8282 filed during the year.		
7d			
e	Did the organization, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?		X
7e			X
f	Did the organization, during the year, pay premiums, directly or indirectly, on a personal benefit contract?		X
7f			X
g	For all contributions of qualified intellectual property, did the organization file Form 8899 as required?		X
7g			X
h	For contributions of cars, boats, airplanes, and other vehicles, did the organization file a Form 1098-C as required?		X
7h			X
8	Section 501(c)(3) and other sponsoring organizations maintaining donor advised funds and section 509(a)(3) supporting organizations. Did the supporting organization, or a fund maintained by a sponsoring organization, have excess business holdings at any time during the year?		
8			
9	Section 501(c)(3) and other sponsoring organizations maintaining donor advised funds.		
a	Did the organization make any taxable distributions under section 4966?		
9a			
b	Did the organization make a distribution to a donor, donor advisor, or related person?		
9b			
10	Section 501(c)(7) organizations. Enter: N/A		
a	Initiation fees and capital contributions included on Part VIII, line 12		
10a			
b	Gross receipts, included on Form 990, Part VIII, line 12, for public use of club facilities		
10b			
11	Section 501(c)(12) organizations. Enter: N/A		
a	Gross income from members or shareholders		
11a			
b	Gross income from other sources (Do not net amounts due or paid to other sources against amounts due or received from them.)		
11b			
12a	Section 4947(a)(1) non-exempt charitable trusts. Is the organization filing Form 990 in lieu of Form 1041?		
b	If "Yes," enter the amount of tax-exempt interest received or accrued during the year N/A		
12b			

Part VI Governance, Management, and Disclosure (Sections A, B, and C request information about policies not required by the Internal Revenue Code)

Section A. Governing Body and Management

		Yes	No
<i>For each "Yes" response to lines 2-7b below, and for a "No" response to lines 8 or 9b below, describe the circumstances, processes, or changes in Schedule O. See instructions.</i>			
1a	Enter the number of voting members of the governing body		
1b	Enter the number of voting members that are independent		
2	Did any officer, director, trustee, or key employee have a family relationship or a business relationship with any other officer, director, trustee, or key employee?		X
3	Did the organization delegate control over management duties customarily performed by or under the direct supervision of officers, directors or trustees, or key employees to a management company or other person?		X
4	Did the organization make any significant changes to its organizational documents since the prior Form 990 was filed?		X
5	Did the organization become aware during the year of a material diversion of the organization's assets?		X
6	Does the organization have members or stockholders?		X
7a	Does the organization have members, stockholders, or other persons who may elect one or more members of the governing body?		X
7b	Are any decisions of the governing body subject to approval by members, stockholders, or other persons?		X
8	Did the organization contemporaneously document the meetings held or written actions undertaken during the year by the following.		
8a	The governing body?	X	
8b	Each committee with authority to act on behalf of the governing body?	X	
9a	Does the organization have local chapters, branches, or affiliates?		X
9b	If "Yes," does the organization have written policies and procedures governing the activities of such chapters, affiliates, and branches to ensure their operations are consistent with those of the organization?		
10	Was a copy of the Form 990 provided to the organization's governing body before it was filed? All organizations must describe in Schedule O the process, if any, the organization uses to review the Form 990	X	
11	Is there any officer, director or trustee, or key employee listed in Part VII, Section A, who cannot be reached at the organization's mailing address? If "Yes," provide the names and addresses in Schedule O		X

Section B. Policies

		Yes	No
12a	Does the organization have a written conflict of interest policy? If "No," go to line 13	X	
12b	Are officers, directors or trustees, and key employees required to disclose annually interests that could give rise to conflicts?	X	
12c	Does the organization regularly and consistently monitor and enforce compliance with the policy? If "Yes," describe in Schedule O how this is done	X	
13	Does the organization have a written whistleblower policy?	X	
14	Does the organization have a written document retention and destruction policy?	X	
15	Did the process for determining compensation of the following persons include a review and approval by independent persons, comparability data, and contemporaneous substantiation of the deliberation and decision:		
15a	The organization's CEO, Executive Director, or top management official?	X	
15b	Other officers or key employees of the organization? Describe the process in Schedule O. (see instructions)	X	
16a	Did the organization invest in, contribute assets to, or participate in a joint venture or similar arrangement with a taxable entity during the year?		X
16b	If "Yes," has the organization adopted a written policy or procedure requiring the organization to evaluate its participation in joint venture arrangements under applicable federal tax law, and taken steps to safeguard the organization's exempt status with respect to such arrangements?		

Section C. Disclosure

17	List the states with which a copy of this Form 990 is required to be filed	See Schedule O	
18	Section 6104 requires an organization to make its Forms 1023 (or 1024 if applicable), 990, and 990-T (501(c)(3)s only) available for public inspection. Indicate how you make these available. Check all that apply. <input checked="" type="checkbox"/> Own website <input checked="" type="checkbox"/> Another's website <input checked="" type="checkbox"/> Upon request		
19	Describe in Schedule O whether (and if so, how), the organization makes its governing documents, conflict of interest policy, and financial statements available to the public.		
20	State the name, physical address, and telephone number of the person who possesses the books and records of the organization:	MR. DAVID LANGFORD, CFO - 212-312-8800 ONE LIBERTY PLAZA, 20TH FLOOR, NEW YORK, NY 10006	

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

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

1a Complete this table for all persons required to be listed. Use Schedule J-2 if additional space is needed

- List all of the organization's **current** officers, directors, trustees (whether individuals or organizations), regardless of amount of compensation, and **current** key employees. Enter -0- in columns (D), (E), and (F) if no compensation was paid.
- 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 the organization did not compensate any officer, director, trustee, or key employee.

(A) Name and Title	(B) Average hours per week	(C) Position (check all that apply)						(D) Reportable compensation from the organization (W-2/1099-MISC)	(E) Reportable compensation from related organizations (W-2/1099-MISC)	(F) Estimated amount of other compensation from the organization and related organizations
		Individual trustee or director	Institutional trustee	Officer	Key employee	Highest compensated employee	Former			
MICHAEL R. BLOOMBERG CHAIRMAN	2.50	X					0.	0.	0.	
DAVID BEAMER - DIRECTOR TERM STARTED 04/09/2008	2.50	X					0.	0.	0.	
PAULA GRANT BERRY DIRECTOR	2.50	X					0.	0.	0.	
DEBRA BURLINGAME DIRECTOR	2.50	X					0.	0.	0.	
JOHN P. CAHILL DIRECTOR	2.50	X					0.	0.	0.	
RUSSELL L. CARSON DIRECTOR	2.50	X					0.	0.	0.	
KENNETH I. CHENAULT DIRECTOR	2.50	X					0.	0.	0.	
KEATING CROWN DIRECTOR	2.50	X					0.	0.	0.	
BILLY CRYSTAL - DIRECTOR TERM STARTED 07/17/2008	2.50	X					0.	0.	0.	
ROBERT DE NIRO DIRECTOR	2.50	X					0.	0.	0.	
SAMUEL A. DIPIAZZA, JR. DIRECTOR	2.50	X					0.	0.	0.	
CHRISTINE A. FERER DIRECTOR	2.50	X					0.	0.	0.	
MAURICE R. GREENBERG DIRECTOR	2.50	X					0.	0.	0.	
DR. VARTAN GREGORIAN DIRECTOR	2.50	X					0.	0.	0.	
PATRICIA E. HARRIS DIRECTOR	2.50	X					0.	0.	0.	
WILLIAM B. HARRISON, JR. DIRECTOR	2.50	X					0.	0.	0.	
GERALD L. HASSELL DIRECTOR	2.50	X					0.	0.	0.	

NATIONAL SEPTEMBER 11 MEMORIAL & MUSEUM

AT THE WORLD TRADE CENTER FOUNDATION, INC.

38-3678458

Form 990 (2008)

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

(A) Name and title	(B) Average hours per week	(C) Position (check all that apply)						(D) Reportable compensation from the organization (W-2/1099-MISC)	(E) Reportable compensation from related organizations (W-2/1099-MISC)	(F) Estimated amount of other compensation from the organization and related organizations
		Individual trustee or director	Institutional trustee	Officer	Key employee	Highest compensated employee	Former			
ROBERT IGER - DIRECTOR TERM STARTED 04/09/2008	2.50	X						0.	0.	0.
LEE A. IELPI DIRECTOR	2.50	X						0.	0.	0.
MONICA IKEN DIRECTOR	2.50	X						0.	0.	0.
ROBERT WOOD JOHNSON IV DIRECTOR	2.50	X						0.	0.	0.
THOMAS S. JOHNSON DIRECTOR	2.50	X						0.	0.	0.
ROBERT KASDIN DIRECTOR	2.50	X						0.	0.	0.
ANTHOULA KATSIMATIDES DIRECTOR	2.50	X						0.	0.	0.
PETER M. LEHRER DIRECTOR	2.50	X						0.	0.	0.
HOWARD W. LUTNICK DIRECTOR	2.50	X						0.	0.	0.
JULIE MENIN DIRECTOR	2.50	X						0.	0.	0.
1b Total								2,325,542.	0.	385,055.

2 Total number of individuals (including those in 1a) who received more than \$100,000 in reportable compensation from the organization ▶ 11

	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 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.

(A) Name and business address	(B) Description of services	(C) Compensation
BOVIS LEND LEASE, 200 PARK AVENUE, 9TH FLOOR, NEW YORK, NY 10166	CONSTRUCTION MANAGEMENT	21,071,281.
DAVIS BRODY BOND, LLP 315 HUDSON STREET, NEW YORK, NY 10013	ARCHITECTURAL PLANNING	4,801,563.
THINC DESIGN, 435 HUDSON STREET, 8TH FLOOR, NEW YORK, NY 10014	EXHIBITION DESIGN	1,812,569.
FAITHFUL & GOULD 11 EAST 26TH STREET, NEW YORK, NY 10010	PROJECT MANAGEMENT	1,216,510.
SNOHETTA AS 25 BROADWAY, 2ND FLOOR, NEW YORK, NY 10004	ARCHITECTURAL PLANNING	1,207,912.

2 Total number of independent contractors (including those in 1) who received more than \$100,000 in compensation from the organization ▶ 20

SEE SCHEDULE J-2 FOR PART VII, SECTION A CONTINUATION

NATIONAL SEPTEMBER 11 MEMORIAL & MUSEUM
AT THE WORLD TRADE CENTER FOUNDATION, INC.

Form 990 (2008)

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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	1 a Federated campaigns	1a						
	b Membership dues	1b						
	c Fundraising events	1c	2,538,439.					
	d Related organizations	1d						
	e Government grants (contributions)	1e	30,160,508.					
	f All other contributions, gifts, grants, and similar amounts not included above	1f	13,271,335.					
	g Noncash contributions included in lines 1a-1f \$		143,198.					
	h Total. Add lines 1a-1f			45,970,282.				
	Program Service Revenue	2 a _____	Business Code					
		b _____						
c _____								
d _____								
e _____								
f All other program service revenue								
g Total. Add lines 2a-2f								
Other Revenue	3 Investment income (including dividends, interest, and other similar amounts)			3,585,868.			3,585,868.	
	4 Income from investment of tax-exempt bond proceeds							
	5 Royalties							
	6 a Gross Rents	(i) Real	(ii) Personal					
		b Less: rental expenses						
		c Rental income or (loss)						
		d Net rental income or (loss)						
	7 a Gross amount from sales of assets other than inventory	(i) Securities	(ii) Other					
		b Less: cost or other basis and sales expenses						
		c Gain or (loss)						
		d Net gain or (loss)						
	8 a Gross income from fundraising events (not including \$ 2,538,439. of contributions reported on line 1c). See Part IV, line 18	a						
		b Less: direct expenses						
		c Net income or (loss) from fundraising events			<395,324.>			<395,324.>
	9 a Gross income from gaming activities. See Part IV, line 19	a						
b Less: direct expenses								
c Net income or (loss) from gaming activities								
10 a Gross sales of inventory, less returns and allowances	a							
	b Less: cost of goods sold							
	c Net income or (loss) from sales of inventory							
Miscellaneous Revenue			Business Code					
11 a _____								
	b _____							
	c _____							
	d All other revenue							
	e Total. Add lines 11a-11d							
12 Total Revenue. Add lines 1h, 2g, 3, 4, 5, 6d, 7d, 8c, 9c, 10c, and 11e				49,160,826.	0.	0.	3,190,544.	

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Form 990 (2008)

NATIONAL SEPTEMBER 11 MEMORIAL & MUSEUM

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AT THE WORLD TRADE CENTER FOUNDATION, INC. 38-3678458 Page 10

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).

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 U.S. See Part IV, line 21	148,400.	148,400.		
2 Grants and other assistance to individuals in the U.S. See Part IV, line 22				
3 Grants and other assistance to governments, organizations, and individuals outside the U.S. See Part IV, lines 15 and 16				
4 Benefits paid to or for members				
5 Compensation of current officers, directors, trustees, and key employees	1,746,485.	556,877.	662,784.	526,824.
6 Compensation not included above, to disqualified persons (as defined under section 4958(f)(1)) and persons described in section 4958(c)(3)(B)				
7 Other salaries and wages	3,007,725.	1,803,133.	439,938.	764,654.
8 Pension plan contributions (include section 401(k) and section 403(b) employer contributions)	565,821.	317,557.	108,831.	139,433.
9 Other employee benefits	199,943.	76,083.	105,071.	18,789.
10 Payroll taxes	267,086.	147,066.	52,849.	67,171.
11 Fees for services (non-employees).				
a Management				
b Legal	105,967.	55,900.	50,067.	
c Accounting	75,435.		75,435.	
d Lobbying				
e Professional fundraising services See Part IV, line 17	48,000.			48,000.
f Investment management fees				
g Other				
12 Advertising and promotion	803,584.	434,275.	2,017.	367,292.
13 Office expenses	973,301.	123,921.	119,149.	730,231.
14 Information technology	86,432.	4,993.	71,896.	9,543.
15 Royalties				
16 Occupancy	183,647.	145,468.	24,130.	14,049.
17 Travel	88,086.	64,211.	17,277.	6,598.
18 Payments of travel or entertainment expenses for any federal, state, or local public officials				
19 Conferences, conventions, and meetings	65,450.	39,164.	16,734.	9,552.
20 Interest				
21 Payments to affiliates				
22 Depreciation, depletion, and amortization	446,751.	263,294.	46,911.	136,546.
23 Insurance	320,741.	145.	320,596.	
24 Other expenses. Itemize expenses not covered above. (Expenses grouped together and labeled miscellaneous may not exceed 5% of total expenses shown on line 25 below.)				
a <u>PROFESSIONAL AND OTHER</u>	774,337.	685,102.	46,656.	42,579.
b <u>LOSS ON DISPOSAL OF FIX</u>	201,589.	131,033.	20,159.	50,397.
c <u>EQUIPMENT PURCHASE, REN</u>	198,408.	35,235.	147,961.	15,212.
d <u>OTHER EXPENSES</u>	35,981.	14,267.	13,420.	8,294.
e _____				
f All other expenses _____				
25 Total functional expenses. Add lines 1 through 24f	10,343,169.	5,046,124.	2,341,881.	2,955,164.
26 Joint Costs. Check here <input checked="" type="checkbox"/> if following SOP 98-2. Complete this line only if the organization reported in column (B) joint costs from a combined educational campaign and fundraising solicitation				

NATIONAL SEPTEMBER 11 MEMORIAL & MUSEUM

AT THE WORLD TRADE CENTER FOUNDATION, INC.

Form 990 (2008)

Part X Balance Sheet

		(A) Beginning of year		(B) End of year		
Assets	1 Cash - non-interest-bearing		1			
	2 Savings and temporary cash investments		113,229,150.	2	48,375,240.	
	3 Pledges and grants receivable, net		179,951,237.	3	124,196,836.	
	4 Accounts receivable, net		16,453,142.	4	13,519,110.	
	5 Receivables from current and former officers, directors, trustees, key employees, or other related parties. Complete Part II of Schedule L			5		
	6 Receivables from other disqualified persons (as defined under section 4958(f)(1)) and persons described in section 4958(c)(3)(B). Complete Part II of Schedule L			6		
	7 Notes and loans receivable, net			7		
	8 Inventories for sale or use			8		
	9 Prepaid expenses and deferred charges		116,725.	9	186,831.	
	10a Land, buildings, and equipment: cost basis	10a	867,448.			
	b Less: accumulated depreciation. Complete Part VI of Schedule D	10b	446,166.			
			791,231.	10c	421,282.	
	11 Investments - publicly traded securities			11	128,904,634.	
	12 Investments - other securities. See Part IV, line 11			12		
	13 Investments - program-related. See Part IV, line 11			13		
	14 Intangible assets			14		
15 Other assets. See Part IV, line 11		85,399,767.	15	117,476,326.		
16 Total assets. Add lines 1 through 15 (must equal line 34)		395,941,252.	16	433,080,259.		
Liabilities	17 Accounts payable and accrued expenses		12,557,130.	17	10,386,607.	
	18 Grants payable			18		
	19 Deferred revenue			19		
	20 Tax-exempt bond liabilities			20		
	21 Escrow account liability. Complete Part IV of Schedule D			21		
	22 Payables to current and former officers, directors, trustees, key employees, highest compensated employees, and disqualified persons. Complete Part II of Schedule L			22		
	23 Secured mortgages and notes payable to unrelated third parties			23		
	24 Unsecured notes and loans payable			24		
	25 Other liabilities. Complete Part X of Schedule D			25		
	26 Total liabilities. Add lines 17 through 25		12,557,130.	26	10,386,607.	
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		240,215,252.	27	320,620,280.	
	28 Temporarily restricted net assets		143,168,870.	28	102,073,372.	
	29 Permanently restricted net assets			29		
	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		383,384,122.	33	422,693,652.	
	34 Total liabilities and net assets/fund balances		395,941,252.	34	433,080,259.	

Part XI Financial Statements and Reporting

- 1** Accounting method used to prepare the Form 990: Cash Accrual Other
- 2a** Were the organization's financial statements compiled or reviewed by an independent accountant?
- b** Were the organization's financial statements audited by an independent accountant?
- c** If "Yes" to lines 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?
- 3a** As a result of a federal award, was the organization required to undergo an audit or audits as set forth in the Single Audit Act and OMB Circular A-133?
- b** If "Yes," did the organization undergo the required audit or audits?

	Yes	No
2a		X
2b	X	
2c	X	
3a	X	
3b	X	

NATIONAL SEPTEMBER 11 MEMORIAL & MUSEUM

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.)

Section A. Public Support

Calendar year (or fiscal year beginning in) ▶	(a) 2004	(b) 2005	(c) 2006	(d) 2007	(e) 2008	(f) Total
1 Gifts, grants, contributions, and membership fees received. (Do not include any "unusual grants.")	2,480,065.	58,790,738.	114,842,533.	190,537,099.	45,970,282.	412,620,717.
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 - 3	2,480,065.	58,790,738.	114,842,533.	190,537,099.	45,970,282.	412,620,717.
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)						56,628,180.
6 Public Support. Subtract line 5 from line 4						355,992,537.

Section B. Total Support

Calendar year (or fiscal year beginning in) ▶	(a) 2004	(b) 2005	(c) 2006	(d) 2007	(e) 2008	(f) Total
7 Amounts from line 4	2,480,065.	58,790,738.	114,842,533.	190,537,099.	45,970,282.	412,620,717.
8 Gross income from interest, dividends, payments received on securities loans, rents, royalties and income from similar sources	11,956.	179,642.	1,006,780.	4,242,424.	3,585,868.	9,026,670.
9 Net income from unrelated business activities, whether or not the business is regularly carried on						
10 Other income. Do not include gain or loss from the sale of capital assets (Explain in Part IV.)						
11 Total support. Add lines 7 through 10						421,647,387.
12 Gross receipts from related activities, etc. (see instructions)				12		206,682.

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 ▶

Section C. Computation of Public Support Percentage

14 Public support percentage for 2008 (line 6, column (f) divided by line 11, column (f))	14	84.43 %
15 Public support percentage from 2007 Schedule A, Part IV-A, line 26f	15	41.56 %

16a **33 1/3% support test - 2008.** 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 ▶

b **33 1/3% support test - 2007.** 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 ▶

17a **10% -facts-and-circumstances test - 2008.** 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 ▶

b **10% -facts-and-circumstances test - 2007.** 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 ▶

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 ▶

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)

Section A. Public Support

Calendar year (or fiscal year beginning in) ►	(a) 2004	(b) 2005	(c) 2006	(d) 2007	(e) 2008	(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 - 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 1% of the total of lines 9, 10c, 11, and 12 for the year or \$5,000						
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) 2004	(b) 2005	(c) 2006	(d) 2007	(e) 2008	(f) Total
9 Amounts from line 6						
10a Gross income from interest, dividends, payments received on securities loans, rents, royalties and income from similar sources						
b Unrelated business taxable income (less section 511 taxes) from businesses acquired after June 30, 1975						
c Add lines 10a and 10b						
11 Net income from unrelated business activities not included in line 10b, whether or not the business is regularly carried on						
12 Other income. Do not include gain or loss from the sale of capital assets (Explain in Part IV.)						
13 Total support (Add lines 9, 10c, 11, and 12)						

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

Section C. Computation of Public Support Percentage

15 Public support percentage for 2008 (line 8, column (f) divided by line 13, column (f))	15	%
16 Public support percentage from 2007 Schedule A, Part IV-A, line 27g	16	%

Section D. Computation of Investment Income Percentage

17 Investment income percentage for 2008 (line 10c, column (f) divided by line 13, column (f))	17	%
18 Investment income percentage from 2007 Schedule A, Part IV-A, line 27h	18	%

19a 33 1/3% support tests - 2008. 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 - 2007. If the organization did not check a box on line 14 or line 19a, and line 16 is more than 33 1/3%, and line 18 is not more than 33 1/3%, check this box and stop here. The organization qualifies as a publicly supported organization

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

Schedule D
(Form 990)

Department of the Treasury
Internal Revenue Service

Supplemental Financial Statements

▶ Attach to Form 990. To be completed by organizations that answered "Yes," to Form 990, Part IV, line 6, 7, 8, 9, 10, 11, or 12.

OMB No 1545-0047

2008

Open to Public Inspection

Name of the organization **NATIONAL SEPTEMBER 11 MEMORIAL & MUSEUM AT THE WORLD TRADE CENTER FOUNDATION, INC.** Employer identification number **38-3678458**

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 may be used only for charitable purposes and not for the benefit of the donor or donor advisor or other 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.

- 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 pleasure)	<input type="checkbox"/> Preservation of an historically important land area
<input type="checkbox"/> Protection of natural habitat	<input type="checkbox"/> Preservation of certified historic structure
<input type="checkbox"/> Preservation of open space	
- Complete lines 2a-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 Year
a Total number of conservation easements	
b Total acreage restricted by conservation easements	
c Number of conservation easements on a certified historic structure included in (a)	
d Number of conservation easements included in (c) acquired after 8/17/06	
- Number of conservation easements modified, transferred, released, extinguished, or terminated by the organization during the taxable year ▶ _____
- Number of states where property subject to conservation easement is located ▶ _____
- Does the organization have a written policy regarding the periodic monitoring, inspection, violations, and enforcement of the conservation easements it holds? Yes No
- Staff or volunteer hours devoted to monitoring, inspecting, and enforcing easements during the year ▶ _____
- Amount of expenses incurred in monitoring, inspecting, and enforcing easements during the year ▶ \$ _____
- 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
- 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.

- If the organization elected, as permitted under SFAS 116, 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.
 - If the organization elected, as permitted under SFAS 116, 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	▶ \$ _____
- 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 relating to these items:

a Revenues included in Form 990, Part VIII, line 1	▶ \$ _____
b Assets included in Form 990, Part X	▶ \$ _____

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

3 Using the organization's 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 Trust, Escrow and Custodial Arrangements. Complete if 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
1c	
1d	
1e	
1f	

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

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 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					
b Contributions					
c Investment earnings or losses					
d Grants or scholarships					
e Other expenditures for facilities and programs					
f Administrative expenses					
g End of year balance					

2 Provide the estimated percentage of the year end balance held as:

- a Board designated or quasi-endowment _____ %
- b Permanent endowment _____ %
- c Term endowment _____ %

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)		
3a(ii)		
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 Investments - Land, Buildings, and Equipment. See Form 990, Part X, line 10.

Description of investment	(a) Cost or other basis (investment)	(b) Cost or other basis (other)	(c) Depreciation	(d) Book value
1a Land				
b Buildings				
c Leasehold improvements				
d Equipment		867,448.	446,166.	421,282.
e Other				
Total. Add lines 1a-1e. (Column (d) should equal Form 990, Part X, column (B), line 10(c))				421,282.

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

1	Total revenue (Form 990, Part VIII, column (A), line 12)	1	49,160,826.
2	Total expenses (Form 990, Part IX, column (A), line 25)	2	10,343,169.
3	Excess or (deficit) for the year. Subtract line 2 from line 1	3	38,817,657.
4	Net unrealized gains (losses) on investments	4	960,925.
5	Donated services and use of facilities	5	<469,052.>
6	Investment expenses	6	
7	Prior period adjustments	7	
8	Other (Describe in Part XIV)	8	
9	Total adjustments (net). Add lines 4-8	9	491,873.
10	Excess or (deficit) for the year per financial statements. Combine lines 3 and 9	10	39,309,530.

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	50,829,250.
2	Amounts included on line 1 but not on Form 990, Part VIII, line 12:		
a	Net unrealized gains on investments	2a	960,925.
b	Donated services and use of facilities	2b	707,499.
c	Recoveries of prior year grants	2c	
d	Other (Describe in Part XIV)	2d	
e	Add lines 2a through 2d	2e	1,668,424.
3	Subtract line 2e from line 1	3	49,160,826.
4	Amounts included on Form 990, Part VIII, line 12, but not on line 1:		
a	Investment expenses not included on Form 990, Part VIII, line 7b	4a	
b	Other (Describe in Part XIV)	4b	
c	Add lines 4a and 4b	4c	0.
5	Total revenue. Add lines 3 and 4c. (This should equal Form 990, Part I, line 12.)	5	49,160,826.

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

1	Total expenses and losses per audited financial statements	1	11,519,720.
2	Amounts included on line 1 but not on Form 990, Part IX, line 25:		
a	Donated services and use of facilities	2a	1,176,551.
b	Prior year adjustments	2b	
c	Losses reported on Form 990, Part IX, line 25	2c	
d	Other (Describe in Part XIV)	2d	
e	Add lines 2a through 2d	2e	1,176,551.
3	Subtract line 2e from line 1	3	10,343,169.
4	Amounts included on Form 990, Part IX, line 25, but not on line 1:		
a	Investment expenses not included on Form 990, Part VIII, line 7b	4a	
b	Other (Describe in Part XIV)	4b	
c	Add lines 4a and 4b	4c	0.
5	Total expenses. Add lines 3 and 4c. (This should equal Form 990, Part I, line 18.)	5	10,343,169.

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; Part XI, line 8; Part XII, lines 2d and 4b; and Part XIII, lines 2d and 4b.

PART X: THE ORGANIZATION'S CURRENT ACCOUNTING POLICY IS TO

PROVIDE LIABILITIES FOR UNCERTAIN TAX POSITIONS WHEN A LIABILITY IS

PROBABLE AND ESTIMABLE. MANAGEMENT IS NOT AWARE OF ANY VIOLATIONS THAT

WOULD COMPROMISE THE ORGANIZATION'S TAX STATUS AS AN ORGANIZATION EXEMPT

FROM INCOME TAXES, OR OF ANY EXPOSURE TO UNRELATED BUSINESS INCOME TAX AS

OF AND FOR THE YEARS DECEMBER 31, 2008 AND 2007.

NATIONAL SEPTEMBER 11 MEMORIAL & MUSEUM

Part II Fundraising Events. Complete if the organization answered "Yes" to Form 990, Part IV, line 18, or reported more than \$15,000 on Form 990-EZ, line 6a. List events with gross receipts greater than \$5,000.

		(a) Event #1	(b) Event #2	(c) Other Events	(d) Total Events (Add col. (a) through col. (c))
		DINNER (NOH) (event type)	DINNER (CHEF) (event type)	NONE (total number)	
Revenue	1	Gross receipts	2,345,121.	400,000.	2,745,121.
	2	Less: Charitable contributions	2,157,439.	381,000.	2,538,439.
	3	Gross revenue (line 1 minus line 2)	187,682.	19,000.	206,682.
Direct Expenses	4	Cash prizes			
	5	Non-cash prizes			
	6	Rent/facility costs	190,590.		190,590.
	7	Other direct expenses	352,306.	59,110.	411,416.
	8	Direct expense summary. Add lines 4 through 7 in column (d)			(602,006.)
	9	Net income summary. Combine lines 3 and 8 in column (d)			<395,324.>

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

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

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

a Is the organization licensed to operate gaming activities in each of these states?
b If "No," Explain: _____

10a Were any of the organization's gaming licenses revoked, suspended or terminated during the tax year?
b If "Yes," Explain: _____

11 Does the organization operate gaming activities with nonmembers?

12 Is the organization a grantor, beneficiary or trustee of a trust or a member of a partnership or other entity formed to administer charitable gaming?

	Yes	No
9a		
10a		
11		
12		

NATIONAL SEPTEMBER 11 MEMORIAL & MUSEUM

13 Indicate the percentage of gaming activity operated in:

- a The organization's facility
- b An outside facility

13a	%
13b	%

14 Provide the name and address of the person who prepares the organization's gaming/special events books and records:

Name ▶ _____
 Address ▶ _____

15a Does the organization have a contract with a third party from whom the organization receives gaming revenue?

15a

- b If "Yes," enter the amount of gaming revenue received by the organization ▶ \$ _____ and the amount of gaming revenue retained by the third party ▶ \$ _____ .
- c If "Yes," enter name and address:

Name ▶ _____
 Address ▶ _____

16 Gaming manager information:

Name ▶ _____
 Gaming manager compensation ▶ \$ _____
 Description of services provided ▶ _____

- Director/officer
- Employee
- Independent contractor

17 Mandatory distributions:

- a Is the organization required under state law to make charitable distributions from the gaming proceeds to retain the state gaming license?
- b Enter the amount of distributions required under state law distributed to other exempt organizations or spent in the organization's own exempt activities during the tax year ▶ \$ _____

17a

**SCHEDULE I
(Form 990)**

Department of the Treasury
Internal Revenue Service

**Grants and Other Assistance to Organizations,
Governments, and Individuals in the U.S.**

OMB No. 1545-0047

2008

▶ **Complete if the organization answered "Yes," on Form 990, Part IV, lines 21 or 22.
▶ Attach to Form 990.**

**Open to Public
inspection**

Name of the organization **NATIONAL SEPTEMBER 11 MEMORIAL & MUSEUM
AT THE WORLD TRADE CENTER FOUNDATION, INC.**

Employer identification number
38-3678458

Part I General Information on Grants and Assistance

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

2 Describe in Part IV the organization's procedures for monitoring the use of grant funds in the United States.

Part II	Grants and Other Assistance to Governments and Organizations in the United States. Complete if the organization answered "Yes" on Form 990, Part IV, line 21, for any recipient that received more than \$5,000. Check this box if no one recipient received more than \$5,000. Use Part IV and Schedule I-1 (Form 990) if additional space is needed	1 (a) Name and address of organization or government	(b) EIN	(c) IRC section if applicable	(d) Amount of cash grant	(e) Amount of non-cash assistance	(f) Method of valuation (book, FMV, appraisal, other)	(g) Description of non-cash assistance	(h) Purpose of grant or assistance
		VOICES OF SEPTEMBER 11 161 CHERRY STREET NEW CANAAN, CT 06840-4833	16-1639299	170(B)(1)(A)(VI)	100,000.	0.			FUNDING TOWARDS THE 9/11 LIVING MEMORIAL PROJECT.
		SOUND PORTRAITS PRODUCTIONS, INC. 80 HANSON PLACE, 2ND FLOOR BROOKLYN, NY 11217	13-3753011	170(B)(1)(A)(VI)	48,400.	0.			TO FUND ORAL HISTORIES THROUGH THE "STORY CORPS" PROJECT COVERING 9/11 EVENTS.

2 Enter total number of section 501(c)(3) and government organizations **2.**

3 Enter total number of other organizations **0.**

LHA For Privacy Act and Paperwork Reduction Act Notice, see the Instructions for Form 990. **Schedule I (Form 990) 2008**

NATIONAL SEPTEMBER 11 MEMORIAL & MUSEUM
 AT THE WORLD TRADE CENTER FOUNDATION, INC.

38-3678458 Page 2

Schedule I (Form 990) 2008

Part II

Grants and Other Assistance to Individuals in the United States. Complete if the organization answered "Yes" on Form 990, Part IV, line 22
 Use Schedule I-1 (Form 990) if additional space is needed

(a) Type of grant or assistance	(b) Number of recipients	(c) Amount of cash grant	(d) Amount of non-cash assistance	(e) Method of valuation (book, FMV, appraisal, other)	(f) Description of non-cash assistance

Part IV Supplemental Information. Complete this part to provide the information required in Part I, line 2, and any other additional information

SCHEDULE I, PART I, LINE 2: IN EACH CASE, THE ORGANIZATION REQUIRED AN AGREEMENT ALLOWING SIGNIFICANT OVERSIGHT OF PROGRAM ACTIVITIES WHERE ORGANIZATION FUNDS WERE BEING PROVIDED. SUCH OVERSIGHT ACTIVITIES INCLUDED THE SUBMISSION OF REPORTING TO DOCUMENT SPECIFIC PROGRAM OUTCOMES SUPPORTED BY THE GRANT; GRANT FUNDS EXPENDED AGAINST THE PROGRAM BUDGET; ANY CHANGES TO THE INITIAL PROGRAM BUDGET; ADDITIONAL SOURCES OF LONG-TERM FUNDING; CHANGES TO PROGRAM STAFFING AND/OR CONSULTANTS; AND THE CURRENT ORGANIZATIONAL BUDGET.

**SCHEDULE J
(Form 990)**

Compensation Information

OMB No 1545-0047

2008

**Open to Public
Inspection**

Department of the Treasury
Internal Revenue Service

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

**▶ Attach to Form 990. To be completed by organizations that
answered "Yes" to Form 990, Part IV, line 23.**

Name of the organization NATIONAL SEPTEMBER 11 MEMORIAL & MUSEUM
AT THE WORLD TRADE CENTER FOUNDATION, INC. **Employer identification number**
38-3678458

Part I Questions Regarding Compensation

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

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

b If line 1a is 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 organization uses to establish the compensation of the organization's CEO/Executive Director. Check all that apply.

- | | |
|---|---|
| <input checked="" type="checkbox"/> Compensation committee | <input type="checkbox"/> Written employment contract |
| <input type="checkbox"/> Independent compensation consultant | <input checked="" type="checkbox"/> Compensation survey or study |
| <input 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:

- 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 501(c)(3) and 501(c)(4) organizations must complete lines 5-8.

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 Regs. section 53.4958-4(a)(3)? If "Yes," describe in Part III

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

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

Schedule J (Form 990) 2008

SCHEDULE J-2
(Form 990)

Continuation Sheet for Form 990

OMB No 1545-0047

2008

Open to Public Inspection

Department of the Treasury
Internal Revenue Service

▶ Attach to Form 990 to list additional information for Form 990, Part VII, Section A, line 1a.

Name of the Organization **NATIONAL SEPTEMBER 11 MEMORIAL & MUSEUM
AT THE WORLD TRADE CENTER FOUNDATION, INC.** Employer Identification number
38-3678458

Part I Continuation of Officers, Directors, Trustees, Key Employees, and Highest Compensated Employees

(A) Name and Title	(B) Average hours per week	(C) Position (check all that apply)						(D) Reportable compensation from the organization (W-2/1099-MISC)	(E) Reportable compensation from related organizations (W-2/1099-MISC)	(F) Estimated amount of other compensation from the organization and related organizations
		Individual trustee or director	Institutional trustee	Officer	Key employee	Highest compensated employee	Former			
HOWARD MILSTEIN DIRECTOR	2.50	X					0.	0.	0.	
HON. PETER G. PETERSON DIRECTOR	2.50	X					0.	0.	0.	
EMILY K. RAFFERTY DIRECTOR	2.50	X					0.	0.	0.	
KEVIN M. RAMPE DIRECTOR	2.50	X					0.	0.	0.	
DAVID ROCKEFELLER DIRECTOR	2.50	X					0.	0.	0.	
JUDITH RODIN DIRECTOR	2.50	X					0.	0.	0.	
THOMAS H. ROGER DIRECTOR	2.50	X					0.	0.	0.	
JANE ROSENTHAL -DIRECTOR TERM STARTED 04/09/2008	2.50	X					0.	0.	0.	
E. JOHN ROSENWALD JR. DIRECTOR	2.50	X					0.	0.	0.	
AVI SCHICK DIRECTOR	2.50	X					0.	0.	0.	
ANDREW M. SENCHAK DIRECTOR	2.50	X					0.	0.	0.	
JERRY I. SPEYER DIRECTOR	2.50	X					0.	0.	0.	
CRAIG R. STAPLETON -DIR. TERM STARTED 10/16/2008	2.50	X					0.	0.	0.	
ANN M. TATLOCK DIRECTOR	2.50	X					0.	0.	0.	
DANIEL R. TISHMAN DIRECTOR	2.50	X					0.	0.	0.	
SETH WAUGH DIRECTOR	2.50	X					0.	0.	0.	
JOHN C. WHITEHEAD DIRECTOR	2.50	X					0.	0.	0.	
JOHN E. ZUCCOTTI DIRECTOR	2.50	X					0.	0.	0.	
IRA M. MILLSTEIN DIRECTOR	2.50	X					0.	0.	0.	
HON. BRIAN MULRONEY-DIR. TERM ENDED MAY 08	2.50	X					0.	0.	0.	

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

Schedule J-2 (Form 990) 2008

SCHEDULE J-2
(Form 990)

Department of the Treasury
Internal Revenue Service

Continuation Sheet for Form 990

OMB No 1545-0047

2008

Open to Public Inspection

▶ Attach to Form 990 to list additional information for Form 990, Part VII, Section A, line 1a.

Name of the Organization **NATIONAL SEPTEMBER 11 MEMORIAL & MUSEUM
AT THE WORLD TRADE CENTER FOUNDATION, INC.** Employer Identification number **38-3678458**

Part I Continuation of Officers, Directors, Trustees, Key Employees, and Highest Compensated Employees

(A) Name and Title	(B) Average hours per week	(C) Position (check all that apply)						(D) Reportable compensation from the organization (W-2/1099-MISC)	(E) Reportable compensation from related organizations (W-2/1099-MISC)	(F) Estimated amount of other compensation from the organization and related organizations
		Individual trustee or director	Institutional trustee	Officer	Key employee	Highest compensated employee	Former			
JOSEPH DANIELS PRESIDENT/CEO	40.00			X			303,415.	0.	53,179.	
DAVID LANGFORD CFO	40.00			X			186,994.	0.	35,011.	
ALLISON BAILEY-SECRETARY TERM STARTED 10/16/2008	40.00			X			127,964.	0.	19,166.	
JASON LILIEN-TREAS./SEC. TERM ENDED AUG. 08	5.00			X			0.	0.	0.	
ALICE GREENWALD EVP/DIR. OF MUSEUM	40.00				X		315,498.	0.	42,275.	
JOAN GERNER EVP OF DESIGN & CONSTR.	40.00				X		282,926.	0.	49,276.	
CATHY BLANEY EVP OF DEVELOPMENT	40.00				X		272,155.	0.	53,179.	
FRANK AIELLO GENERAL COUNSEL	40.00					X	175,608.	0.	32,161.	
CAROLYN RASIC VP OF PUBL.AFFRS. AND CO	40.00					X	186,366.	0.	24,605.	
LUIS MENDES VP OF DESIGN AND CONSTR.	40.00					X	174,251.	0.	36,958.	
SUANY CHOUGH SNR. ADVR. DESIGN CONSTR	40.00					X	161,077.	0.	25,065.	
NOELLE LILIEN ASST. GENERAL COUNSEL	40.00					X	139,288.	0.	14,180.	

**SCHEDULE M
(Form 990)**

NonCash Contributions

OMB No 1545-0047

2008
Open to Public
Inspection

Department of the Treasury
Internal Revenue Service

▶ To be completed by organizations that answered
"Yes" on Form 990, Part IV, lines 29 or 30.

▶ Attach to Form 990.

Name of the organization **NATIONAL SEPTEMBER 11 MEMORIAL & MUSEUM
AT THE WORLD TRADE CENTER FOUNDATION, INC.**

Employer identification number
38-3678458

Part I Types of Property

	(a) Check if applicable	(b) Number of contributions	(c) Revenues reported on Form 990, Part VIII, line 1g	(d) Method of determining revenues
1 Art - Works of art				
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	2	10,127	SELLING PRICE
10 Securities - Closely held stock				
11 Securities - Partnership, LLC, or trust interests				
12 Securities - Miscellaneous				
13 Qualified conservation contribution (historic structures)				
14 Qualified conservation contribution (other)				
15 Real estate - Residential				
16 Real estate - Commercial				
17 Real estate - Other				
18 Collectibles				
19 Food inventory	X	2	25,071	COST PRICE
20 Drugs and medical supplies				
21 Taxidermy				
22 Historical artifacts				
23 Scientific specimens				
24 Archeological artifacts				
25 Other ▶ (INVITATIONS P)	X	2	78,000	PRINTING COST
26 Other ▶ (TRANSPORTATIO)	X	1	30,000	TRANSPORTATION COST
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 Acknowledgment 29 0

	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? b If "Yes," describe the arrangement in Part II.		X
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? b If "Yes," describe in Part II.		X
33 If the organization did not report revenues in column (c) for a type of property for which column (a) is checked, describe in Part II.		

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

Schedule M (Form 990) 2008

SCHEDULE O
(Form 990)

Department of the Treasury
Internal Revenue Service

Supplemental Information to Form 990

▶ Attach to Form 990. To be completed by organizations to provide additional information for responses to specific questions for the Form 990 or to provide any additional information.

OMB No 1545-0047

2008

Open to Public Inspection

Name of the organization

NATIONAL SEPTEMBER 11 MEMORIAL & MUSEUM
AT THE WORLD TRADE CENTER FOUNDATION, INC.

Employer identification number
38-3678458

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

CONSTRUCTION OF THE NATIONAL SEPTEMBER 11 MEMORIAL, MEMORIAL MUSEUM AND MUSEUM PAVILION. UPON COMPLETION, THE NATIONAL SEPTEMBER 11 MEMORIAL MUSEUM WILL OPERATE THE FACILITIES AND BE AN AUTHORITATIVE SOURCE OF INFORMATION, LEARNING, AND UNDERSTANDING OF THE 9/11 ATTACKS, THEIR PRECURSORS, AND ONGOING RAMIFICATIONS, WITH EDUCATIONAL RESOURCES AND PROGRAMS AS A CORE COMPONENT OF PROGRAMMING FOR VISITORS.

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

RESPECT THIS PLACE MADE SACRED THROUGH TRAGIC LOSS.

RECOGNIZE THE ENDURANCE OF THOSE WHO SURVIVED, THE COURAGE OF THOSE WHO RISKED THEIR LIVES TO SAVE OTHERS, AND THE COMPASSION OF ALL WHO SUPPORTED US IN OUR DARKEST HOURS.

MAY THE LIVES REMEMBERED, THE DEEDS RECOGNIZED, AND THE SPIRIT REAWAKENED BE ETERNAL BEACONS, WHICH AFFIRM RESPECT FOR LIFE, STRENGTHEN OUR RESOLVE TO PRESERVE FREEDOM, AND INSPIRE AN END TO HATRED, IGNORANCE AND INTOLERANCE.

[SEE THE CONTINUATION OF MISSION STATEMENT DESCRIPTION ON SHEET 5 OF SCHEDULE O]

FORM 990, PART III, LINE 4A, PROGRAM SERVICE ACCOMPLISHMENTS

OUTREACH EFFORTS THROUGH THREE EVENTS WHERE THE PUBLIC WAS INVITED TO

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

Schedule O (Form 990) 2008

832211
12-18-08

SCHEDULE O
(Form 990)

Department of the Treasury
Internal Revenue Service

Supplemental Information to Form 990

▶ Attach to Form 990. To be completed by organizations to provide additional information for responses to specific questions for the Form 990 or to provide any additional information.

OMB No 1545-0047

2008
Open to Public
Inspection

Name of the organization

NATIONAL SEPTEMBER 11 MEMORIAL & MUSEUM
AT THE WORLD TRADE CENTER FOUNDATION, INC.

Employer identification number
38-3678458

SIGN A STEEL BEAM THAT WILL BE USED IN THE CONSTRUCTION OF THE
MEMORIAL. NEW DESIGN DETAILS OF THE MEMORIAL MUSEUM PAVILION WERE
UNVEILED TO THE PUBLIC.

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

JULY. THE ORGANIZATION INCURRED \$32,447,327 IN DESIGN AND CONSTRUCTION
COSTS IN 2008. TOTAL DESIGN AND CONSTRUCTION COSTS OF THE MEMORIAL,
MEMORIAL MUSEUM, AND THE MUSEUM PAVILION ARE ESTIMATED AT \$610,000,000.

FORM 990, PART VI, SECTION A, LINE 10: A DRAFT OF THE 990 IS SHARED WITH
THE AUDIT COMMITTEE AND FINANCE AND INVESTMENT COMMITTEE ASKING EACH TO
REVIEW AND APPROVE THE 990 IN ADVANCE OF FILING. PRIOR TO FILING A COPY IS
ALSO PROVIDED TO THE FULL BOARD FOR REVIEW AND AN OPPORTUNITY TO ASK
QUESTIONS.

FORM 990, PART VI, SECTION B, LINE 12C: THE ORGANIZATION CONTINUALLY
MONITORS AND ENFORCES ITS CONFLICT OF INTEREST POLICY. UPON OR PRIOR TO
ELECTION AS A DIRECTOR OR EXECUTIVE OFFICER OF THE ORGANIZATION, DIRECTORS
AND EXECUTIVE OFFICERS ARE REQUIRED TO DISCLOSE ANY INTEREST THAT MAY POSE
AN ACTUAL OR POTENTIAL CONFLICT OF INTEREST TO THE ORGANIZATION'S
NOMINATING, GOVERNANCE AND COMPENSATION COMMITTEE. IF, DURING AN EXECUTIVE
OFFICER OR DIRECTOR'S TERM, AN ACTUAL OR POTENTIAL CONFLICT OF INTEREST
DEVELOPS, THE EXECUTIVE OFFICER OR DIRECTOR IS REQUIRED TO NOTIFY THE
ORGANIZATION'S NOMINATING, GOVERNANCE AND COMPENSATION COMMITTEE. IN
ADDITION, EXECUTIVE OFFICERS AND DIRECTORS ARE REQUIRED ANNUALLY TO FILE A
CONFLICT OF INTEREST QUESTIONNAIRE WITH THE SECRETARY OF THE ORGANIZATION

SCHEDULE O
(Form 990)

Department of the Treasury
Internal Revenue Service

Supplemental Information to Form 990

▶ Attach to Form 990. To be completed by organizations to provide additional information for responses to specific questions for the Form 990 or to provide any additional information.

OMB No 1545-0047

2008
Open to Public
Inspection

Name of the organization **NATIONAL SEPTEMBER 11 MEMORIAL & MUSEUM
AT THE WORLD TRADE CENTER FOUNDATION, INC.** Employer identification number **38-3678458**

OR HER DESIGNEE. EMPLOYEES ARE ALSO REQUIRED TO DISCLOSE ANY INTEREST THAT MAY POSE AN ACTUAL OR POTENTIAL CONFLICT OF INTEREST TO THEIR SUPERVISOR AND/OR THE ORGANIZATION'S GENERAL COUNSEL OR THE NOMINATING, GOVERNANCE AND COMPENSATION COMMITTEE, IF APPROPRIATE. EMPLOYEES IN A POSITION OF TRUST ARE REQUIRED ANNUALLY TO FILE A CONFLICT OF INTEREST QUESTIONNAIRE WHICH IS ALSO FILED WITH THE SECRETARY OF THE ORGANIZATION.

FORM 990, PART VI, SECTION B, LINE 15: THE ORGANIZATION HAS ESTABLISHED A WRITTEN COMPENSATION POLICY FOR THEIR COMPENSATION COMMITTEE TO FOLLOW IN ESTABLISHING THE COMPENSATION FOR THE CEO, EXECUTIVE DIRECTOR, TOP MANAGEMENT OFFICIALS, AND OTHER OFFICERS OR KEY EMPLOYEES. THE POLICY MANDATES THAT EXECUTIVE COMPENSATION BE PERIODICALLY REVIEWED BY THE COMPENSATION COMMITTEE AND THAT THE COMMITTEE SHOULD BE FREE OF CONFLICTS OF INTEREST. IN ADDITION, THE APPROVING COMPENSATION COMMITTEE REVIEWS APPROPRIATE AND ADEQUATE DATA TO DETERMINE THE REASONABLENESS OF COMPENSATION BEING CONSIDERED. THE COMPENSATION COMMITTEE USES A VARIETY OF INFORMATION AND STUDIES THAT ARE AVAILABLE TO DETERMINE THAT THE APPROPRIATE LEVEL OF COMPENSATION IS BEING PAID TO ITS EXECUTIVES. THE COMPENSATION COMMITTEE'S DECISION ON THE AMOUNT OF COMPENSATION PAID IS DOCUMENTED IN A CONTEMPORANEOUSLY WRITTEN FORMAT INCLUDING THE DATE OF THE DECISION, THE MEMBERS PRESENT DURING THE DECISION, THE FULL TERMS OF THE TRANSACTION THAT WAS APPROVED AND THE COMPARABLE DATA USED AND RELIED UPON TO MAKE THE DECISION. THE PROCESS WAS LAST UNDERTAKEN IN 2007 FOR ALL SUCH POSITIONS LISTED ON SCHEDULE J, PART II AND SCHEUDLE J-2, PART I, SUPPLEMENTAL SCHEDULES TO THE 2008 FORM 990.

SCHEDULE O
(Form 990)

Department of the Treasury
Internal Revenue Service

Supplemental Information to Form 990

▶ Attach to Form 990. To be completed by organizations to provide additional information for responses to specific questions for the Form 990 or to provide any additional information.

OMB No 1545-0047

2008
Open to Public Inspection

Name of the organization **NATIONAL SEPTEMBER 11 MEMORIAL & MUSEUM AT THE WORLD TRADE CENTER FOUNDATION, INC.** Employer identification number **38-3678458**

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

FORM 990, PART VI, SECTION C, LINE 19: THE ORGANIZATION MAKES ITS FORM 990 AND CONFLICT OF INTEREST POLICY AVAILABLE FOR PUBLIC INSPECTION AS REQUIRED UNDER SECTION 6104 OF THE INTERNAL REVENUE CODE BY POSTING IT ON ITS WEBSITE. THE FINANCIAL STATEMENTS ARE ALSO POSTED ON ITS WEBSITE AND GUIDESTAR.ORG. IN ADDITION, FORMS 990 AND 1023 AS WELL AS THE FINANCIAL STATEMENTS ARE AVAILABLE UPON WRITTEN REQUEST AT 1 LIBERTY PLAZA, 20TH FLOOR NEW YORK, NY 10006 OR BY CALLING THE ORGANIZATION DIRECTLY AT 212-312-8800.

FORM 990, PART XI, LINE 2
COMMITTEE OVERSIGHT OF THE AUDIT OF THE FINANCIAL STATEMENTS:
THIS PROCESS HAS NOT CHANGED FROM THE PRIOR YEAR.

SCHEDULE G, PART I, LINE 2B, COLUMN (V): THE LUKENS COMPANY ("TLC") AND THE ORGANIZATION HAVE A NON-EXCLUSIVE AGREEMENT FOR DIRECT RESPONSE MARKETING CONSULTATION AND MANAGEMENT, THE CREATION AND PRODUCTION OF DIRECT MAIL PACKAGES, PACKAGE INSERT, SPACE ADVERTISEMENTS, TELEMARKETING CAMPAIGNS, DIRECT RESPONSE TELEVISIONS, AND INTERNET-BASED MARKETING PROGRAMS.

TLC RECEIVED A MONTHLY RETAINER FEE OF \$4,000 PER MONTH PLUS PAYMENT OF ALL MAILING, COPY CREATION, AND OTHER SERVICE FEES INCURRED UNDER THE

SCHEDULE O
(Form 990)

Department of the Treasury
Internal Revenue Service

Supplemental Information to Form 990

▶ Attach to Form 990. To be completed by organizations to provide additional information for responses to specific questions for the Form 990 or to provide any additional information.

OMB No 1545-0047

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CONTRACT AGREEMENT WITHIN THIRTY (30) DAYS OF INVOICE.

THE ORGANIZATION DISTINGUISHES BETWEEN PAYMENT FOR CONSULTING FEES AND EXPENSE REIMBURSEMENT WITH TLC BASED ON SPECIFIC CONTRACT ARRANGEMENT AND ITEMIZED INVOICING.

FORM 990, PART III, LINE 1

ORGANIZATION'S MISSION STATEMENT CONTINUED:

THE NATIONAL SEPTEMBER 11 MEMORIAL MUSEUM AT THE WORLD TRADE CENTER WILL BEAR SOLEMN WITNESS TO THE TERRORIST ATTACKS OF SEPTEMBER 11, 2001, AND FEBRUARY 26, 1993. THE MUSEUM WILL HONOR THE NEARLY 3,000 VICTIMS OF THESE ATTACKS AND ALL THOSE WHO RISKED THEIR LIVES TO SAVE OTHERS. IT WILL FURTHER RECOGNIZE THE THOUSANDS WHO SURVIVED AND ALL WHO DEMONSTRATED EXTRAORDINARY COMPASSION IN THE AFTERMATH.

DEMONSTRATING THE CONSEQUENCES OF TERRORISM ON INDIVIDUAL LIVES AND ITS IMPACT ON COMMUNITIES AT THE LOCAL, NATIONAL, AND INTERNATIONAL LEVELS, THE MUSEUM WILL ATTEST TO THE TRIUMPH OF HUMAN DIGNITY OVER HUMAN DEPRAVITY AND AFFIRM AN UNWAVERING COMMITMENT TO THE FUNDAMENTAL VALUE OF HUMAN LIFE.

Application for Extension of Time To File an Exempt Organization Return

▶ **File a separate application for each return.**

- If you are filing for an **Automatic 3-Month Extension**, complete only **Part I** and check this box
 - If you are filing for an **Additional (Not Automatic) 3-Month Extension**, complete only **Part II** (on page 2 of this form).
- Do not complete Part II unless you have already been granted an automatic 3-month extension on a previously filed Form 8868.**

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

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

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

Electronic Filing (e-file). Generally, you can electronically file Form 8868 if you want a 3-month automatic extension of time to file one of the returns noted below (6 months for a corporation required to file Form 990-T). However, you cannot file Form 8868 electronically if (1) you want the additional (not automatic) 3-month extension or (2) you file Forms 990-BL, 6069, or 8870, group returns, or a composite or consolidated Form 990-T. Instead, you must submit the fully completed and signed page 2 (Part II) of Form 8868. For more details on the electronic filing of this form, visit www.irs.gov/efile and click on *e-file for Charities & Nonprofits*.

Type or print	Name of Exempt Organization NATIONAL SEPTEMBER 11 MEMORIAL & MUSEUM AT THE WORLD TRADE CENTER FOUNDATION, INC.	Employer identification number 38-3678458
File by the due date for filing your return See instructions	Number, street, and room or suite no. If a P.O. box, see instructions. ONE LIBERTY PLAZA, 20TH FLOOR	
	City, town or post office, state, and ZIP code. For a foreign address, see instructions. NEW YORK, NY 10006	

Check type of return to be filed (file a separate application for each return):

- | | | |
|--|---|------------------------------------|
| <input checked="" type="checkbox"/> Form 990 | <input type="checkbox"/> Form 990-T (corporation) | <input type="checkbox"/> Form 4720 |
| <input type="checkbox"/> Form 990-BL | <input type="checkbox"/> Form 990-T (sec. 401(a) or 408(a) trust) | <input type="checkbox"/> Form 5227 |
| <input type="checkbox"/> Form 990-EZ | <input type="checkbox"/> Form 990-T (trust other than above) | <input type="checkbox"/> Form 6069 |
| <input type="checkbox"/> Form 990-PF | <input type="checkbox"/> Form 1041-A | <input type="checkbox"/> Form 8870 |

- The books are in the care of ▶ **THE ORGANIZATION**
 Telephone No. ▶ **212-312-8800** FAX No. ▶ **212-227-7929**
- If the organization does not have an office or place of business in the United States, check this box
- If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) _____. If this is for the whole group, check this box . If it is for part of the group, check this box and attach a list with the names and EINs of all members the extension will cover.

1 I request an automatic 3-month (6-months for a corporation required to file Form 990-T) extension of time until **AUGUST 15, 2009**, to file the exempt organization return for the organization named above. The extension is for the organization's return for:
 ▶ calendar year **2008** or
 ▶ tax year beginning _____, and ending _____

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

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

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

- If you are filing for an Additional (Not Automatic) 3-Month Extension, complete only Part II and check this box **X**
- Note. Only complete Part II if you have already been granted an automatic 3-month extension on a previously filed Form 8868.
- If you are filing for an Automatic 3-Month Extension, complete only Part I (on page 1).

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

Type or print File by the extended due date for filing the return. See instructions.	Name of Exempt Organization NATIONAL SEPTEMBER 11 MEMORIAL & MUSEUM AT THE WORLD TRADE CENTER FOUNDATION, INC .	Employer identification number 38-3678458
	Number, street, and room or suite no. If a P.O. box, see instructions. ONE LIBERTY PLAZA, 20TH FLOOR	For IRS use only
	City, town or post office, state, and ZIP code. For a foreign address, see instructions. NEW YORK, NY 10006	

Check type of return to be filed (File a separate application for each return):

Form 990 Form 990-EZ Form 990-T (sec. 401(a) or 408(a) trust) Form 1041-A Form 5227 Form 8870

Form 990-BL Form 990-PF Form 990-T (trust other than above) Form 4720 Form 6069

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

- The books are in the care of ▶ **MR. DAVID LANGFORD, CFO**
Telephone No. ▶ **212-312-8800** FAX No. ▶ **212-227-7929**
- If the organization does not have an office or place of business in the United States, check this box
- If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) _____. If this is for the whole group, check this box . If it is for part of the group, check this box and attach a list with the names and EINs of all members the extension is for.
- 4 I request an additional 3-month extension of time until **NOVEMBER 15, 2009.**
- 5 For calendar year **2008**, or other tax year beginning _____, and ending _____.
- 6 If this tax year is for less than 12 months, check reason: Initial return Final return Change in accounting period
- 7 State in detail why you need the extension
ADDITIONAL TIME IS NEEDED TO PREPARE AN ACCURATE TAX RETURN.

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

Signature and Verification

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

Signature ▶ *Mark J. [Signature]*, CPA Title ▶ **PARTNER** Date ▶ **8/10/09**