

Form **990**

Department of the Treasury
Internal Revenue Service

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)

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

OMB No 1545-0047

2010

Open to Public Inspection

A For the 2010 calendar year, or tax year beginning **JUL 1, 2010** and ending **JUN 30, 2011**

B Check if applicable:
 Address change
 Name change
 Initial return
 Terminated
 Amended return
 Application pending

C Name of organization
OKLAHOMA CITY MUSEUM OF ART, INC.
FKA OKLAHOMA CITY ART MUSEUM

Doing Business As _____

Number and street (or P.O. box if mail is not delivered to street address) Room/suite
415 COUCH DRIVE

City or town, state or country, and ZIP + 4
OKLAHOMA CITY, OK 73102

F Name and address of principal officer **GLEN GENTELE**
415 COUCH DRIVE, OKLAHOMA CITY, OK 73102

D Employer identification number
73-0528431

E Telephone number
(405) 236-3100

G Gross receipts \$ **10,609,672.**

H(a) Is this a group return for affiliates? Yes No
H(b) Are all affiliates included? Yes No
 If "No," attach a list. (see instructions)

I Tax-exempt status: 501(c)(3) 501(c) () (insert no.) 4947(a)(1) or 527

J Website: **WWW.OKCMOA.COM**

K Form of organization: Corporation Trust Association Other

L Year of formation: **1945** **M** State of legal domicile: **OK**

H(c) Group exemption number

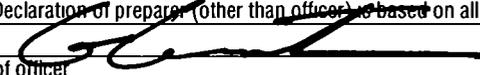
Part I Summary

Activities & Governance	1 Briefly describe the organization's mission or most significant activities: THE MISSION OF THE OKLAHOMA CITY MUSEUM OF ART IS TO ENRICH LIVES THROUGH THE VISUAL ARTS.	
	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)	43
	4 Number of independent voting members of the governing body (Part VI, line 1b)	41
	5 Total number of individuals employed in calendar year 2010 (Part V, line 2a)	77
	6 Total number of volunteers (estimate if necessary)	200
	7a Total unrelated business revenue from Part VIII, column (C), line 12	125,589.
7b Net unrelated business taxable income from Form 990-T, line 34	0.	
Revenue	8 Contributions and grants (Part VIII, line 1h)	Prior Year: 2,161,623. Current Year: 2,310,159.
	9 Program service revenue (Part VIII, line 2g)	1,021,341. 993,800.
	10 Investment income (Part VIII, column (A), lines 3, 4, and 7d)	441,464. 1,134,910.
	11 Other revenue (Part VIII, column (A), lines 5, 6d, 8c, 9c, 10c, and 11e)	642,617. 802,021.
	12 Total revenue - add lines 8 through 11 (must equal Part VIII, column (A), line 12)	4,267,045. 5,240,890.
	13 Grants and similar amounts paid (Part IX, column (A), lines 1-3)	0. 0.
	14 Benefits paid to or for members (Part IX, column (A), line 4)	0. 0.
Expenses	15 Salaries, other compensation, employee benefits (Part IX, column (A), lines 5-10)	1,999,716. 1,850,054.
	16a Professional fundraising fees (Part IX, column (A), line 11e)	0. 0.
	b Total fundraising expenses (Part IX, column (D), line 25)	478,981.
	17 Other expenses (Part IX, column (A), lines 11a-11d, 11f-24f)	2,987,336. 2,958,110.
	18 Total expenses - Add lines 13-17 (must equal Part IX, column (A), line 25)	4,987,052. 4,808,164.
19 Revenue less expenses - Subtract line 18 from line 12	<720,007.> 432,726.	
Net Assets or Fund Balances	20 Total assets (Part X, line 16)	Beginning of Current Year: 36,362,061. End of Year: 38,766,266.
	21 Total liabilities (Part X, line 26)	1,217,372. 1,122,248.
	22 Net assets or fund balances - Subtract line 21 from line 20	35,144,689. 37,644,018.

Part II Signature Block

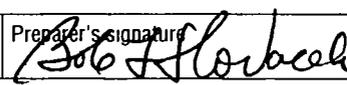
Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete. Declaration of preparer (other than officer) is based on all information of which preparer has any knowledge.

Sign Here

Signature of officer:  Date: **2/7/2012**

GLEN GENTELE, PRESIDENT & CEO
Type or print name and title

Paid Preparer Use Only

Print/Type preparer's name: **BOB L SLOVACEK** Preparer's signature:  Date: **2/3/12** Check if self-employed: PTIN: _____

Firm's name: **HOGANTAYLOR LLP** Firm's EIN: _____

Firm's address: **11600 BROADWAY EXTENSION, SUITE 300 OKLAHOMA CITY, OK 73114** Phone no.: **(405) 848-2020**

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

9/17

OKLAHOMA CITY MUSEUM OF ART, INC.

Form 990 (2010)

FKA OKLAHOMA CITY ART MUSEUM

73-0528431 Page 2

Part III Statement of Program Service Accomplishments

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

X

1 Briefly describe the organization's mission:

THE MISSION OF THE OKLAHOMA CITY MUSEUM OF ART IS TO ENRICH LIVES THROUGH THE VISUAL ARTS. THE INSTITUTIONAL VISION IS TO PRESENT GREAT ART FOR EVERYONE. THE MUSEUM'S PURPOSE IS TO CREATE A CULTURAL LEGACY FOR ART AND EDUCATION THAT CURRENT AND FUTURE GENERATIONS CAN

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 X

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 X

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

4a (Code) (Expenses \$ 2,534,416. including grants of \$) (Revenue \$ 396,028.)

EXHIBITIONS: THE MUSEUM CONCEPTUALIZES, DEVELOPS AND PRESENTS EXHIBITIONS RELATED TO ART AND CULTURE, AND PARTICIPATES AS A VENUE FOR NATIONAL AND INTERNATIONAL TRAVELING EXHIBITIONS WHICH ARE DISPLAYED FOR VARYING PERIODS OF TIME IN THE MUSEUM'S GALLERIES.

4b (Code:) (Expenses \$ 234,932. including grants of \$) (Revenue \$ 62,689.)

EDUCATION: PROGRAMS PRESENTED BY THE MUSEUM ON A WIDE VARIETY OF SUBJECTS INCLUDING ART CLASSES, LECTURES, MUSIC, FILMS, SPECIAL EVENTS, ACQUISITIONS, LIBRARY & SLIDES. PROGRAMS ARE ASSISTED BY MORE THAN 50 VOLUNTEERS.

4c (Code) (Expenses \$ 330,957. including grants of \$) (Revenue \$ 124,509.)

FILM: TO FOSTER APPRECIATION AND ENJOYMENT OF THE MOVING IMAGE ARTS THROUGH EXHIBITION, EDUCATION AND EVENTS. THE MUSEUM'S FILM PROGRAM OFFERS MORE THAN 300 SCREENINGS ANNUALLY OF THE FINEST IN INDEPENDENT, FOREIGN LANGUAGE AND CLASSIC FILMS FOR OKLAHOMA CITY AUDIENCES.

4d Other program services. (Describe in Schedule O)

(Expenses \$ 82,694. including grants of \$) (Revenue \$)

4e Total program service expenses 3,182,999.

**OKLAHOMA CITY MUSEUM OF ART, INC.
FKA OKLAHOMA CITY ART MUSEUM**

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, 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 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, directly or through a related organization, hold assets in term, permanent, 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, and program service activities outside the United States? <i>If "Yes," complete Schedule F, Parts I and IV</i>		X
15 Did the organization report on Part IX, column (A), line 3, more than \$5,000 of grants or assistance to any organization or entity located outside the United States? <i>If "Yes," complete Schedule F, Parts II and IV</i>		X
16 Did the organization report on Part IX, column (A), line 3, more than \$5,000 of aggregate grants or assistance to individuals located outside the United States? <i>If "Yes," complete Schedule F, Parts III and IV</i>		X
17 Did the organization report a total of more than \$15,000 of expenses for professional fundraising services on Part IX, column (A), lines 6 and 11e? <i>If "Yes," complete Schedule G, Part I</i>		X
18 Did the organization report more than \$15,000 total of fundraising event gross income and contributions on Part VIII, lines 1c and 8a? <i>If "Yes," complete Schedule G, Part II</i>	X	
19 Did the organization report more than \$15,000 of gross income from gaming activities on Part VIII, line 9a? <i>If "Yes," complete Schedule G, Part III</i>		X
20a Did the organization operate one or more hospitals? <i>If "Yes," complete Schedule H</i>		X
b If "Yes" to line 20a, did the organization attach its audited financial statements to this return? Note. Some Form 990 filers that operate one or more hospitals must attach audited financial statements (see instructions)		

OKLAHOMA CITY MUSEUM OF ART, INC.

Part IV Checklist of Required Schedules (continued)

	Yes	No
21 Did the organization report more than \$5,000 of grants and other assistance to governments and organizations in the United States on Part IX, column (A), line 1? If "Yes," complete Schedule I, Parts I and II		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? If "Yes," complete Schedule I, Parts I and III		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? If "Yes," complete Schedule J	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? If "Yes," answer lines 24b through 24d and complete Schedule K. If "No," go to line 25		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? If "Yes," complete Schedule L, Part 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? If "Yes," complete Schedule L, Part 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? If "Yes," complete Schedule L, Part II		X
27 Did the organization provide a grant or other assistance to an officer, director, trustee, key employee, substantial contributor, or a grant selection committee member, or to a person related to such an individual? If "Yes," complete Schedule L, Part III		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? If "Yes," complete Schedule L, Part IV		X
b A family member of a current or former officer, director, trustee, or key employee? If "Yes," complete Schedule L, Part IV		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? If "Yes," complete Schedule L, Part IV	X	
29 Did the organization receive more than \$25,000 in non-cash contributions? If "Yes," complete Schedule M	X	
30 Did the organization receive contributions of art, historical treasures, or other similar assets, or qualified conservation contributions? If "Yes," complete Schedule M	X	
31 Did the organization liquidate, terminate, or dissolve and cease operations? If "Yes," complete Schedule N, Part I		X
32 Did the organization sell, exchange, dispose of, or transfer more than 25% of its net assets? If "Yes," complete Schedule N, Part II		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? If "Yes," complete Schedule R, Part I	X	
34 Was the organization related to any tax-exempt or taxable entity? If "Yes," complete Schedule R, Parts II, III, IV, and V, line 1	X	
35 Is any related organization a controlled entity within the meaning of section 512(b)(13)?		X
a Did the organization receive any payment from or engage in any transaction with a controlled entity within the meaning of section 512(b)(13)? If "Yes," complete Schedule R, Part V, line 2	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
36 Section 501(c)(3) organizations. Did the organization make any transfers to an exempt non-charitable related organization? If "Yes," complete Schedule R, Part V, line 2		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? If "Yes," complete Schedule R, Part VI		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

		Yes	No
1a	Enter the number reported in Box 3 of Form 1096. Enter -0- if not applicable.		
1b	Enter the number of Forms W-2G included in line 1a. Enter -0- if not applicable.		
1c	Did the organization comply with backup withholding rules for reportable payments to vendors and reportable gaming (gambling) winnings to prize winners?		
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.		
2b	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 (see instructions).	X	
3a	Did the organization have unrelated business gross income of \$1,000 or more during the year?	X	
3b	If "Yes," has it filed a Form 990-T for this year? If "No," provide an explanation in Schedule O.	X	
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
4b	If "Yes," enter the name of the foreign country: <u>See instructions for filing requirements for Form TD F 90-22.1, Report of Foreign Bank and Financial Accounts.</u>		
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 line 5a or 5b, did the organization file Form 8886-T?		
6a	Does the organization have annual gross receipts that are normally greater than \$100,000, and 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).		
7a	Did the organization receive a payment in excess of \$75 made partly as a contribution and partly for goods and services provided to the payor?	X	
7b	If "Yes," did the organization notify the donor of the value of the goods or services provided?	X	
7c	Did the organization sell, exchange, or otherwise dispose of tangible personal property for which it was required to file Form 8282?		X
7d	If "Yes," indicate the number of Forms 8282 filed during the year.		
7e	Did the organization receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?		X
7f	Did the organization, during the year, pay premiums, directly or indirectly, on a personal benefit contract?		X
7g	If the organization received a contribution of qualified intellectual property, did the organization file Form 8899 as required?		
7h	If the organization received a contribution of cars, boats, airplanes, or other vehicles, did the organization file a Form 1098-C?		
8	Sponsoring organizations maintaining donor advised funds and section 509(a)(3) supporting organizations. Did the supporting organization, or a donor advised fund maintained by a sponsoring organization, have excess business holdings at any time during the year?		
9	Sponsoring organizations maintaining donor advised funds.		
9a	Did the organization make any taxable distributions under section 4966?		
9b	Did the organization make a distribution to a donor, donor advisor, or related person?		
10	Section 501(c)(7) organizations. Enter:		
10a	Initiation fees and capital contributions included on Part VIII, line 12.		
10b	Gross receipts, included on Form 990, Part VIII, line 12, for public use of club facilities.		
11	Section 501(c)(12) organizations. Enter:		
11a	Gross income from members or shareholders.		
11b	Gross income from other sources (Do not net amounts due or paid to other sources against amounts due or received from them).		
12a	Section 4947(a)(1) non-exempt charitable trusts. Is the organization filing Form 990 in lieu of Form 1041?		
12b	If "Yes," enter the amount of tax-exempt interest received or accrued during the year.		
13	Section 501(c)(29) qualified nonprofit health insurance issuers.		
13a	Is the organization licensed to issue qualified health plans in more than one state? Note. See the instructions for additional information the organization must report on Schedule O.		
13b	Enter the amount of reserves the organization is required to maintain by the states in which the organization is licensed to issue qualified health plans.		
13c	Enter the amount of reserves on hand.		
14a	Did the organization receive any payments for indoor tanning services during the tax year?		X
14b	If "Yes," has it filed a Form 720 to report these payments? If "No," provide an explanation in Schedule O.		

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

Section A. Governing Body and Management

		Yes	No
1a	Enter the number of voting members of the governing body at the end of the tax year		
1b	Enter the number of voting members included in line 1a, above, who 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 governing documents since the prior Form 990 was filed?		X
5	Did the organization become aware during the year of a significant diversion of the organization's assets?		X
6	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	a The governing body?	X	
8b	b Each committee with authority to act on behalf of the governing body?	X	
9	Is there any officer, director, trustee, or key employee listed in Part VII, Section A, who cannot be reached at the organization's mailing address? If "Yes," provide the names and addresses in Schedule O		X

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

		Yes	No
10a	Does the organization have local chapters, branches, or affiliates?		X
10b	b 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?		
11a	Has the organization provided a copy of this Form 990 to all members of its governing body before filing the form?	X	
11b	b Describe in Schedule O the process, if any, used by the organization to review this Form 990		
12a	Does the organization have a written conflict of interest policy? If "No," go to line 13	X	
12b	b Are officers, directors or trustees, and key employees required to disclose annually interests that could give rise to conflicts?	X	
12c	c 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	a The organization's CEO, Executive Director, or top management official	X	
15b	b Other officers or key employees of the organization	X	
15c	If "Yes" to line 15a or 15b, describe the process in Schedule O. (See instructions.)		
16a	Did the organization invest in, contribute assets to, or participate in a joint venture or similar arrangement with a taxable entity during the year?		X
16b	b 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 **OK**
- 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.
 Own website Another's website 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: **RODNEY LEE, FINANCE DIRECTOR - (405)236-3100**
415 COUCH DRIVE, OKLAHOMA CITY, OK 73102

OKLAHOMA CITY MUSEUM OF ART, INC.

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

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

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

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

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

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

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

(A) Name and Title	(B) Average hours per week (describe hours for related organizations in Schedule O)	(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			
MR. ELBY J. BEAL CHAIRMAN	5.00	X		X			0.	0.	0.	
DR. JOHN R. BOZALIS SECRETARY	0.70	X		X			0.	0.	0.	
MR. WILLIAM M. CAMERON TRUSTEE	0.50	X					0.	0.	0.	
MS. TERESA L. COOPER TRUSTEE	0.70	X					0.	0.	0.	
MS. SHIRLEY FORD LIFETIME TRUSTEE		X					0.	0.	0.	
MR. DAVID T. GREENWELL TRUSTEE	0.70	X					0.	0.	0.	
MR. KIRK HAMMONS TRUSTEE	0.90	X					0.	0.	0.	
MR. FRANK D. HILL PAST CHAIRMAN	4.00	X		X			0.	0.	0.	
MR. K. BLAKE HOENIG TRUSTEE	0.50	X					0.	0.	0.	
DR. JOE M. HOWELL TRUSTEE	0.70	X					0.	0.	0.	
MS. LESLIE HUDSON VICE-CHAIRMAN	1.40	X		X			0.	0.	0.	
MR. DUKE R. LIGON VICE-CHAIRMAN	0.70	X		X			0.	0.	0.	
MS. JUDY LOVE VICE-CHAIRMAN	0.70	X		X			0.	0.	0.	
MS. PENNY MCCALED TRUSTEE	0.90	X					0.	0.	0.	
MS. KATIE MCCLENDON TRUSTEE	0.50	X					0.	0.	0.	
MR. JAMES C. MEADE LIFETIME TRUSTEE	0.90	X					0.	0.	0.	
DR. AMALIA SILVERSTEIN TRUSTEE	0.50	X					0.	0.	0.	

**OKLAHOMA CITY MUSEUM OF ART, INC.
FKA OKLAHOMA CITY ART MUSEUM**

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 (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			
MR. CHARLES E. NELSON LIFETIME TRUSTEE		X						0.	0.	0.
MS. MARSHA WOODEN TRUSTEE	0.50	X						0.	0.	0.
MR. CHRISTOPHER P. REEN TRUSTEE	0.50	X						0.	0.	0.
MS. JEANNE HOFFMAN SMITH TRUSTEE	0.50	X						0.	0.	0.
DR. JORDAN TANG TRUSTEE	0.50	X						0.	0.	0.
MS. WANDA WESTHEIMER TRUSTEE	0.70	X						0.	0.	0.
MR. PETER DELANEY TREASURER	1.50	X		X				0.	0.	0.
MS. SUZETTE HATFIELD VICE-CHAIRMAN	0.90	X		X				0.	0.	0.
WILLA D. JOHNSON TRUSTEE	0.50	X						0.	0.	0.
1b Sub-total								0.	0.	0.
c Total from continuation sheets to Part VII, Section A								236,396.	0.	25,421.
d Total (add lines 1b and 1c)								236,396.	0.	25,421.

2 Total number of individuals (including but not limited to those listed above) who received more than \$100,000 in reportable compensation from the organization 1

	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. **NONE**

(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 0

SEE PART VII, SECTION A CONTINUATION SHEETS

OKLAHOMA CITY MUSEUM OF ART, INC.
FKA OKLAHOMA CITY ART MUSEUM

Form 990 (2010)

73-0528431

(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			
MR. FRANK W. MERRICK CHAIRMAN-ELECT	4.00	X		X				0.	0.	0.
MS. MARIANNE ROONEY TRUSTEE	0.70	X						0.	0.	0.
MR. ROBERT ROSS TRUSTEE	0.70	X						0.	0.	0.
MS. DENISE SUTTLES TRUSTEE	0.90	X						0.	0.	0.
MS. KATY BOREN TRUSTEE	0.50	X						0.	0.	0.
MR. THEODORE M. ELAM TRUSTEE	0.70	X						0.	0.	0.
MR. PRESTON G. GADDIS TRUSTEE	0.70	X						0.	0.	0.
MR. FRANK MCPHERSON TRUSTEE	0.70	X						0.	0.	0.
MR. LYNDON C. TAYLOR TRUSTEE	0.70	X						0.	0.	0.
MR. J. EDWARD BARTH TRUSTEE	0.70	X						0.	0.	0.
MS. NANCY ELLIS LIFETIME TRUSTEE	0.70	X						0.	0.	0.
MS. CYNDA OTTAWAY TRUSTEE	0.70	X						0.	0.	0.
MR. DARRYL SMETTE TRUSTEE	0.70	X						0.	0.	0.
MR. CHARLES WIGGIN TRUSTEE	0.70	X						0.	0.	0.
MS. JULIE HALL TRUSTEE	0.70	X						0.	0.	0.
THE HONORABLE JEROME A HOLMES TRUSTEE	0.70	X						0.	0.	0.
MS. VIRGINIA MEADE VICE-CHAIRMAN	0.90	X		X				0.	0.	0.
GLEN GENTELE PRESIDENT & CEO	55.00			X				160,102.	0.	17,119.
RODNEY LEE DIRECTOR OF FINANCE	53.00			X				76,294.	0.	8,302.
Total to Part VII, Section A, line 1c								236,396.		25,421.

**OKLAHOMA CITY MUSEUM OF ART, INC.
FKA OKLAHOMA CITY ART MUSEUM**

Form 990 (2010)

73-0528431 Page 9

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					
	d Related organizations	1d					
	e Government grants (contributions)	1e					
	f All other contributions, gifts, grants, and similar amounts not included above	1f	2310159.				
	g Noncash contributions included in lines 1a-1f \$		25,695.				
	h Total. Add lines 1a-1f		2310159.				
	Program Service Revenue	2 a EXHIBITS/SPECIAL EVENT	Business Code	711300	520,537.	520,537.	
b MEMBERSHIP DUES			711300	408,755.	408,755.		
c TUITIONS			611710	62,689.	62,689.		
d							
e							
f All other program service revenue			711300	1,819.	1,819.		
g Total. Add lines 2a-2f				993,800.			
Other Revenue		3 Investment income (including dividends, interest, and other similar amounts)			1133647.		1,133,647.
	4 Income from investment of tax-exempt bond proceeds						
	5 Royalties			54,679.		54,679.	
	6 a Gross Rents	(i) Real	146714.				
		(ii) Personal					
		b Less: rental expenses					
		c Rental income or (loss)	146714.				
	d Net rental income or (loss)			146,714.		146,714.	
	7 a Gross amount from sales of assets other than inventory	(i) Securities	5,140,253.				
		(ii) Other					
		b Less cost or other basis and sales expenses	5,138,990.				
		c Gain or (loss)	1,263.				
	d Net gain or (loss)			1,263.		1,263.	
	8 a Gross income from fundraising events (not including \$ _____ of contributions reported on line 1c) See Part IV, line 18	a	476736.				
b Less: direct expenses		105713.					
c Net income or (loss) from fundraising events				371,023.		371,023.	
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	249668.					
	b Less: cost of goods sold	124079.					
	c Net income or (loss) from sales of inventory			125,589.		125,589.	
Miscellaneous Revenue		Business Code					
11 a PARKING REVENUE		812930	88,942.	88,942.			
b MISCELLANEOUS INCOME		900099	15,074.	15,074.			
c							
d All other revenue							
e Total. Add lines 11a-11d			104,016.				
12 Total revenue. See instructions.			5240890.	1097816.	125,589.	1,707,326.	

OKLAHOMA CITY MUSEUM OF ART, INC.

Form 990 (2010)

FKA OKLAHOMA CITY ART MUSEUM

73-0528431 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				
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	264,394.	143,936.	92,274.	28,184.
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	1,318,721.	643,272.	557,292.	118,157.
8 Pension plan contributions (include section 401(k) and section 403(b) employer contributions)	46,006.	22,442.	19,442.	4,122.
9 Other employee benefits	87,890.	42,340.	28,661.	16,889.
10 Payroll taxes	133,043.	54,568.	59,663.	18,812.
11 Fees for services (non-employees):				
a Management				
b Legal	5,014.		5,014.	
c Accounting	43,589.	19,373.	19,373.	4,843.
d Lobbying				
e Professional fundraising services. See Part IV, line 17				
f Investment management fees				
g Other				
12 Advertising and promotion	226,247.	161,725.		64,522.
13 Office expenses	20,369.	5,639.	13,571.	1,159.
14 Information technology				
15 Royalties				
16 Occupancy	480,800.	390,924.	69,033.	20,843.
17 Travel	31,102.	21,956.	9,146.	
18 Payments of travel or entertainment expenses for any federal, state, or local public officials				
19 Conferences, conventions, and meetings				
20 Interest	23,356.	23,356.		
21 Payments to affiliates				
22 Depreciation, depletion, and amortization	704,862.	573,102.	101,204.	30,556.
23 Insurance	71,971.	35,672.	36,299.	
24 Other expenses. Itemize expenses not covered above. (List miscellaneous expenses in line 24f. If line 24f amount exceeds 10% of line 25, column (A) amount, list line 24f expenses on Schedule O.)				
a POSTAGE & SHIPPING	318,465.	300,864.	3,221.	14,380.
b ADMINISTRATIVE	289,179.	134,010.	54,546.	100,623.
c EQUIPMENT RENTAL & MAIN	253,038.	205,737.	36,332.	10,969.
d PROGRAMMING	223,054.	223,054.		
e SECURITY CONTRACT LABOR	54,647.	54,647.		
f All other expenses	212,417.	126,382.	41,113.	44,922.
25 Total functional expenses. Add lines 1 through 24f	4,808,164.	3,182,999.	1,146,184.	478,981.
26 Joint costs. Check here <input type="checkbox"/> if following SOP 98-2 (ASC 958-720). Complete this line only if the organization reported in column (B) joint costs from a combined educational campaign and fundraising solicitation				

**OKLAHOMA CITY MUSEUM OF ART, INC.
FKA OKLAHOMA CITY ART MUSEUM**

Form 990 (2010)

73-0528431 Page 11

Part X Balance Sheet

		(A) Beginning of year		(B) End of year
Assets	1	22,856.	1	51,185.
	2	2,091,957.	2	2,057,447.
	3	189,263.	3	137,363.
	4	93,283.	4	140,030.
	5		5	
	6		6	
	7		7	
	8	210,868.	8	228,623.
	9	214,162.	9	211,024.
	10a	23,981,373.		
	10b	6,496,182.	10c	17,485,191.
	11		11	
	12	15,458,751.	12	18,455,403.
	13		13	
	14		14	
	15		15	
16	Total assets. Add lines 1 through 15 (must equal line 34)	36,362,061.	16	38,766,266.
Liabilities	17	382,372.	17	287,248.
	18		18	
	19		19	
	20		20	
	21		21	
	22		22	
	23	835,000.	23	835,000.
	24		24	
25		25		
26	Total liabilities. Add lines 17 through 25	1,217,372.	26	1,122,248.
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	20,688,174.	27	21,576,101.
	28	5,725,346.	28	7,010,326.
	29	8,731,169.	29	9,057,591.
	Organizations that do not follow SFAS 117, check here <input type="checkbox"/> and complete lines 30 through 34.			
	30		30	
	31		31	
	32		32	
33	35,144,689.	33	37,644,018.	
34	Total liabilities and net assets/fund balances	36,362,061.	34	38,766,266.

Form 990 (2010)

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	5,240,890.
2	Total expenses (must equal Part IX, column (A), line 25)	2	4,808,164.
3	Revenue less expenses Subtract line 2 from line 1	3	432,726.
4	Net assets or fund balances at beginning of year (must equal Part X, line 33, column (A))	4	35,144,689.
5	Other changes in net assets or fund balances (explain in Schedule O)	5	2,066,603.
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	37,644,018.

Part XII Financial Statements and Reporting

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

- 1 Accounting method used to prepare the Form 990. Cash Accrual 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?
- b Were the organization's financial statements audited by an independent accountant?
- c If "Yes" to line 2a or 2b, does the organization have a committee that assumes responsibility for oversight of the audit, review, or compilation of its financial statements and selection of an independent accountant?
 If the organization changed either its oversight process or selection process during the tax year, explain in Schedule O
- 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
 Separate basis Consolidated basis 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?
- b If "Yes," did the organization undergo the required audit or audits? If the organization did not undergo the required audit or audits, explain why in Schedule O and describe any steps taken to undergo such audits

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

OKLAHOMA CITY MUSEUM OF ART, INC.

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) 2006	(b) 2007	(c) 2008	(d) 2009	(e) 2010	(f) Total
1 Gifts, grants, contributions, and membership fees received. (Do not include any "unusual grants.")	3,325,102.	5,180,962.	4,200,474.	2,595,574.	2,718,914.	18,021,026.
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	3,325,102.	5,180,962.	4,200,474.	2,595,574.	2,718,914.	18,021,026.
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)						2,858,856.
6 Public support. Subtract line 5 from line 4						15,162,170.

Section B. Total Support

Calendar year (or fiscal year beginning in) ►	(a) 2006	(b) 2007	(c) 2008	(d) 2009	(e) 2010	(f) Total
7 Amounts from line 4	3,325,102.	5,180,962.	4,200,474.	2,595,574.	2,718,914.	18,021,026.
8 Gross income from interest, dividends, payments received on securities loans, rents, royalties and income from similar sources	869,361.	988,157.	797,472.	915,902.	1,335,040.	4,905,932.
9 Net income from unrelated business activities, whether or not the business is regularly carried on	218,024.	209,345.	178,700.	109,288.	125,589.	840,946.
10 Other income. Do not include gain or loss from the sale of capital assets (Explain in Part IV)	4,691.	35,362.	44,907.	53,697.	105,835.	244,492.
11 Total support. Add lines 7 through 10						24,012,396.
12 Gross receipts from related activities, etc. (see instructions)					12	5,080,395.
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 2010 (line 6, column (f) divided by line 11, column (f))	14	63.14 %
15 Public support percentage from 2009 Schedule A, Part II, line 14	15	61.19 %
16a 33 1/3% support test - 2010. 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 - 2009. 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 - 2010. 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 - 2009. 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) 2006	(b) 2007	(c) 2008	(d) 2009	(e) 2010	(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) 2006	(b) 2007	(c) 2008	(d) 2009	(e) 2010	(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 2010 (line 8, column (f) divided by line 13, column (f))	15	%
16 Public support percentage from 2009 Schedule A, Part III, line 15	16	%

Section D. Computation of Investment Income Percentage

17 Investment income percentage for 2010 (line 10c, column (f) divided by line 13, column (f))	17	%
18 Investment income percentage from 2009 Schedule A, Part III, line 17	18	%

19a 33 1/3% support tests - 2010. 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 - 2009. 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

▶ Complete if the organization answered "Yes," to Form 990,
Part IV, line 6, 7, 8, 9, 10, 11, or 12.

▶ Attach to Form 990. ▶ See separate instructions.

OMB No 1545-0047

2010

Open to Public
Inspection

Name of the organization **OKLAHOMA CITY MUSEUM OF ART, INC.**
FKA OKLAHOMA CITY ART MUSEUM

Employer identification number
73-0528431

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	▶ \$ _____

OKLAHOMA CITY MUSEUM OF ART, INC.

Schedule D (Form 990) 2010

FKA OKLAHOMA CITY ART MUSEUM

73-0528431 Page 2

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

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

	Amount
1c	
1d	
1e	
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	10,759,640.	10,721,991.	11,071,417.		
b Contributions	14,250.	19,000.	297,218.		
c Net investment earnings, gains, and losses	875,894.	368,704.	<406,439.>		
d Grants or scholarships					
e Other expenditures for facilities and programs	209,086.	350,055.	240,205.		
f Administrative expenses					
g End of year balance	11,440,698.	10,759,640.	10,721,991.		

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

- a Board designated or quasi-endowment .00 %
- b Permanent endowment 65.74 %
- c Term endowment 34.27 %

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 investment	(a) Cost or other basis (investment)	(b) Cost or other basis (other)	(c) Accumulated depreciation	(d) Book value
1a Land		901,909.		901,909.
b Buildings		20,639,782.	4,699,488.	15,940,294.
c Leasehold improvements				
d Equipment		990,520.	610,520.	380,000.
e Other		1,449,162.	1,186,174.	262,988.
Total. Add lines 1a through 1e. (Column (d) must equal Form 990, Part X, column (B), line 10(c))				17,485,191.

Schedule D (Form 990) 2010

OKLAHOMA CITY MUSEUM OF ART, INC.

Schedule D (Form 990) 2010

FKA OKLAHOMA CITY ART MUSEUM

73-0528431 Page 3

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) YOUNG ENDOWMENT	1,531,259.	END-OF-YEAR MARKET VALUE
(B) MUSEUM LEGACY ENDOWMENT	6,037,746.	END-OF-YEAR MARKET VALUE
(C) MUSEUM ACQUISITIONS TRUST	44,292.	END-OF-YEAR MARKET VALUE
(D) BEAUX ARTS ACQUISITIONS		
(E) TRUST	232,520.	END-OF-YEAR MARKET VALUE
(F) THATCHER HOFFMAN SMITH		
(G) FILM ENDOWMENT	755,070.	END-OF-YEAR MARKET VALUE
(H) SARKEYS FOUNDATION ARTS		
(I) EDUCATION ENDOWMENT	567,808.	END-OF-YEAR MARKET VALUE
Total. (Col (b) must equal Form 990, Part X, col (B) line 12.) ▶	18,455,403.	

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. (Col (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) Amount
(1) Federal income taxes	
(2)	
(3)	
(4)	
(5)	
(6)	
(7)	
(8)	
(9)	
(10)	
(11)	

Total. (Column (b) must equal Form 990, Part X, col (B) line 25.) ▶

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)

OKLAHOMA CITY MUSEUM OF ART, INC.

Schedule D (Form 990) 2010

FKA OKLAHOMA CITY ART MUSEUM

73-0528431 Page 4

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	5,240,890.
2	Total expenses (Form 990, Part IX, column (A), line 25)	2	4,808,164.
3	Excess or (deficit) for the year Subtract line 2 from line 1	3	432,726.
4	Net unrealized gains (losses) on investments	4	2,066,603.
5	Donated services and use of facilities	5	
6	Investment expenses	6	
7	Prior period adjustments	7	
8	Other (Describe in Part XIV)	8	
9	Total adjustments (net) Add lines 4 through 8	9	2,066,603.
10	Excess or (deficit) for the year per audited financial statements Combine lines 3 and 9	10	2,499,329.

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	
2	Amounts included on line 1 but not on Form 990, Part VIII, line 12:		
a	Net unrealized gains on investments	2a	
b	Donated services and use of facilities	2b	
c	Recoveries of prior year grants	2c	
d	Other (Describe in Part XIV.)	2d	
e	Add lines 2a through 2d	2e	
3	Subtract line 2e from line 1	3	
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	
5	Total revenue Add lines 3 and 4c. (This must equal Form 990, Part I, line 12)	5	

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

1	Total expenses and losses per audited financial statements	1	
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	
e	Add lines 2a through 2d	2e	
3	Subtract line 2e from line 1	3	
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	
5	Total expenses Add lines 3 and 4c. (This must equal Form 990, Part I, line 18)	5	

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.

PART III, LINE 1A: THE MUSEUM'S ART AND LIBRARY COLLECTIONS ARE MADE UP
OF HISTORICALLY SIGNIFICANT ART, CONTEMPORARY ART AND OTHER ART OBJECTS
THAT ARE HELD FOR EDUCATIONAL, RESEARCH, AND CURATORIAL PURPOSES. ART AND
LIBRARY COLLECTIONS, WHICH WERE ACQUIRED THROUGH PURCHASES AND
CONTRIBUTIONS SINCE THE MUSEUM'S INCEPTION, ARE NOT CAPITALIZED AND
RECOGNIZED AS ASSETS ON THE CONSOLIDATED 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

Part XIV Supplemental Information (continued)

OR PERMANENTLY RESTRICTED NET ASSETS IF THE ASSETS USED TO PURCHASE THE ITEMS ARE RESTRICTED BY DONORS. CONTRIBUTIONS OF COLLECTION ITEMS ARE NOT RECOGNIZED IN THE STATEMENT OF ACTIVITIES. PROCEEDS FROM DEACCESSIONS OR INSURANCE RECOVERIES ARE REFLECTED AS INCREASES IN THE APPROPRIATE NET ASSETS CLASSIFICATION.

PART III, LINE 4: THE MUSEUM'S COLLECTION IS EXHIBITED THROUGHOUT THE SECOND AND THIRD FLOORS OF THE MUSEUM. THE COLLECTION COVERS A PERIOD OF FIVE CENTURIES WITH STRENGTHS IN EUROPEAN AND AMERICAN ART OF THE NINETEENTH, TWENTIETH, AND TWENTY FIRST CENTURIES. THE THIRD FLOOR GALLERIES ALSO FEATURE DALE CHIHULY GLASS.

THE COLLECTION STANDS AT THE CORE OF THE MUSEUM'S PRACTICE AND REPRESENTS ONE OF SEVERAL GUIDING PRINCIPLES USED BY THE ORGANIZATION IN ACCOMPLISHING ITS MISSION TO ENRICH LIVES THROUGH THE VISUAL ARTS. BY COLLECTING, PRESERVING AND INTERPRETING WORKS OF ART IN THE PERMANENT COLLECTION, AND WORKS OF ART ON LOAN, THE MUSEUM BRINGS FORTH NEW SCHOLARSHIP ABOUT ART AND CULTURE, SHARES KNOWLEDGE ABOUT THE HISTORY OF ART, PROVIDES PERSPECTIVE ON THE ART OF OUR TIME, AND CURRENT TRENDS IN MUSEUM PRACTICE.

PART X, LINE 2: MANAGEMENT EVALUATED THE MUSEUM'S TAX POSITIONS AND CONCLUDED THAT THE MUSEUM HAD TAKEN NO UNCERTAIN TAX POSITIONS THAT REQUIRE ADJUSTMENT TO THE FINANCIAL STATEMENTS TO COMPLY WITH THE PROVISIONS OF THIS GUIDANCE. GENERALLY, THE MUSEUM IS NO LONGER SUBJECT TO INCOME TAX EXAMINATIONS BY THE U.S. FEDERAL, STATE, OR LOCAL TAX AUTHORITIES FOR THE YEARS BEFORE 2008.

OKLAHOMA CITY MUSEUM OF ART, INC.

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

		(a) Event #1	(b) Event #2	(c) Other events	(d) Total events (add col. (a) through col. (c))	
		OMELETTE PARTY (event type)	RENAISSANCE BALL (event type)	1 (total number)		
Revenue	1	Gross receipts	94,200.	336,408.	46,128.	476,736.
	2	Less Charitable contributions				
	3	Gross income (line 1 minus line 2)	94,200.	336,408.	46,128.	476,736.
Direct Expenses	4	Cash prizes				
	5	Noncash prizes				
	6	Rent/facility costs				
	7	Food and beverages				
	8	Entertainment				
	9	Other direct expenses	34,575.	61,454.	9,684.	105,713.
	10	Direct expense summary. Add lines 4 through 9 in column (d)				(105,713)
	11	Net income summary. Combine line 3, column (d), and line 10				371,023.

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

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

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

b If "No," explain _____

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

b If "Yes," explain: _____

OKLAHOMA CITY MUSEUM OF ART, INC.

Schedule G (Form 990 or 990-EZ) 2010 FKA OKLAHOMA CITY ART MUSEUM

73-0528431 Page 3

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

13a		%
13b		%

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

Name ▶ _____

Address ▶ _____

- 15a Does the organization have a contract with a third party from whom the organization receives gaming revenue? Yes No

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

- c If "Yes," enter name and address of the third party:

Name ▶ _____

Address ▶ _____

16 Gaming manager information

Name ▶ _____

Gaming manager compensation ▶ \$ _____

Description of services provided ▶ _____

- Director/officer Employee Independent contractor

17 Mandatory distributions

- a Is the organization required under state law to make charitable distributions from the gaming proceeds to retain the state gaming license? Yes No

- b Enter the amount of distributions required under state law to be distributed to other exempt organizations or spent in the organization's own exempt activities during the tax year ▶ \$ _____

Part IV **Supplemental Information.** Complete this part to provide the explanations required by Part I, line 2b, columns (iii) and (v), and Part III, lines 9, 9b, 10b, 15b, 15c, 16, and 17b, as applicable. Also complete this part to provide any additional information (see instructions).

**SCHEDULE J
(Form 990)**

Department of the Treasury
Internal Revenue Service

Compensation Information

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

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

▶ Attach to Form 990. ▶ See separate instructions.

OMB No 1545-0047

2010

Open to Public Inspection

Name of the organization **OKLAHOMA CITY MUSEUM OF ART, INC.
FKA OKLAHOMA CITY ART MUSEUM** Employer identification number **73-0528431**

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 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 organization uses to establish the compensation of the organization's CEO/Executive Director. Check all that apply

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

4 During the year, did any person listed 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 from the organization or a related organization?

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
1b		
2		
4a		X
4b		X
4c		X
5a		X
5b		X
6a		X
6b		X
7		X
8		X
9		

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

Schedule J (Form 990) 2010

OKLAHOMA CITY MUSEUM OF ART, INC.

Schedule J (Form 990) 2010

FKA OKLAHOMA CITY ART MUSEUM

73-0528431

Page 2

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) must equal the applicable column (D) or column (E) amounts on Form 990, Part VII, line 1a

(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 in prior Form 990 or Form 990-EZ
	(i) Base compensation	(ii) Bonus & incentive compensation	(iii) Other reportable compensation				
1 GLEN GENTELE	(i) 160,102.	(ii) 0.	(iii) 0.	0.	17,119.	177,221.	158,681.
	(ii) 0.	(iii) 0.		0.	0.	0.	0.
2	(i)	(ii)	(iii)				
	(ii)						
3	(i)	(ii)	(iii)				
	(ii)						
4	(i)	(ii)	(iii)				
	(ii)						
5	(i)	(ii)	(iii)				
	(ii)						
6	(i)	(ii)	(iii)				
	(ii)						
7	(i)	(ii)	(iii)				
	(ii)						
8	(i)	(ii)	(iii)				
	(ii)						
9	(i)	(ii)	(iii)				
	(ii)						
10	(i)	(ii)	(iii)				
	(ii)						
11	(i)	(ii)	(iii)				
	(ii)						
12	(i)	(ii)	(iii)				
	(ii)						
13	(i)	(ii)	(iii)				
	(ii)						
14	(i)	(ii)	(iii)				
	(ii)						
15	(i)	(ii)	(iii)				
	(ii)						
16	(i)	(ii)	(iii)				
	(ii)						

Part IV Business Transactions Involving Interested Persons.

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

(a) Name of interested person	(b) Relationship between interested person and the organization	(c) Amount of transaction	(d) Description of transaction	(e) Sharing of organization's revenues?	
				Yes	No
FRANK HILL	PAST CHAIRMAN	15,888.	SHAREHOLDER		X
TED ELAM	TRUSTEE	15,888.	OF COUNSEL		X
CHRISTOPHER REEN	TRUSTEE	91,006.	PRESIDENT O		X

Part V Supplemental Information

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

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

(A) NAME OF PERSON: FRANK HILL

(D) DESCRIPTION OF TRANSACTION: SHAREHOLDER IN MCAFEE & TAFT, THE MUSEUM'S ATTORNEY AND REGISTERED AGENT

(A) NAME OF PERSON: TED ELAM

(D) DESCRIPTION OF TRANSACTION: OF COUNSEL IN MCAFEE & TAFT, THE MUSEUM'S ATTORNEY AND REGISTERED AGENT

(A) NAME OF PERSON: CHRISTOPHER REEN

(D) DESCRIPTION OF TRANSACTION: PRESIDENT OF OPUBCO COMMUNICATIONS GROUP, PUBLISHER OF THE OKLAHOMAN - THE MUSEUM BUYS ADVERTISING FROM OPUBCO

**SCHEDULE M
(Form 990)**

Department of the Treasury
Internal Revenue Service

Noncash Contributions

OMB No 1545-0047

2010

Open to Public
Inspection

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

Name of the organization **OKLAHOMA CITY MUSEUM OF ART, INC.
FKA OKLAHOMA CITY ART MUSEUM** Employer identification number
73-0528431

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	38	21,514.	LOW VALUATION ART WO
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				
10 Securities - Closely held stock				
11 Securities - Partnership, LLC, or trust interests				
12 Securities - Miscellaneous				
13 Qualified conservation contribution - Historic structures				
14 Qualified conservation contribution - Other				
15 Real estate - Residential				
16 Real estate - Commercial				
17 Real estate - Other				
18 Collectibles				
19 Food inventory				
20 Drugs and medical supplies				
21 Taxidermy				
22 Historical artifacts				
23 Scientific specimens				
24 Archeological artifacts				
25 Other ▶ (<u>EVENT EXPENSE</u>)	X	1	3,048.	
26 Other ▶ (<u>MEALS</u>)	X	1	1,090.	
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

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

31 Does the organization have a gift acceptance policy that requires the review of any non-standard contributions?

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

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.

	Yes	No
30a		X
31		X
32a		X
33		

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

Schedule M (Form 990) (2010)

SCHEDULE O
(Form 990 or 990-EZ)

Department of the Treasury
Internal Revenue Service

Supplemental Information to Form 990 or 990-EZ

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

OMB No 1545-0047

2010
Open to Public
Inspection

Name of the organization

OKLAHOMA CITY MUSEUM OF ART, INC.
FKA OKLAHOMA CITY ART MUSEUM

Employer identification number

73-0528431

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

THE MISSION OF THE OKLAHOMA CITY MUSEUM OF ART IS TO ENRICH LIVES
THROUGH THE VISUAL ARTS. TO ACCOMPLISH THIS MISSION WE ACTIVELY ENGAGE
IN THE FOLLOWING ACTIVITIES AS AN INSTITUTION:

-COLLECT, PRESERVE AND INTERPRET WORKS OF ART IN THE PERMANENT
COLLECTION AND ON LOAN TO THE MUSEUM AS A VITAL PART OF OUR ONGOING
WORK TO BRING FORTH AND SHARE KNOWLEDGE ABOUT THE HISTORY OF ART AND
THE ART OF OUR TIME.

-PROVIDE EDUCATIONAL RESOURCES AND OPPORTUNITIES TO CHILDREN, ADULTS,
AND SENIORS, IN THE COMMUNITY TO FOSTER A DEEPER UNDERSTANDING AND
APPRECIATION OF ART AND CULTURE.

-PRODUCE EXHIBITIONS OF ART AND OF THE MOVING IMAGE THAT ENGAGE
AUDIENCES AND SERVE AS A CATALYST FOR SUPPORTING ARTISTIC
EXPERIMENTATION AND INTELLECTUAL ENDEAVOR

-ENGAGE THE COMMUNITY IN MUSEUM ACTIVITIES BY PROVIDING A
BROAD-SPECTRUM OF SPECIAL EVENTS FOR THE PUBLIC TO ENJOY AND BE
INSPIRED BY

-DEVELOP INSTITUTIONAL COLLABORATIONS AND FINANCIAL RESOURCES TO BETTER
SERVE OUR CONSTITUENTS AND TO IMPROVE AND ENRICH THE QUALITY OF LIFE IN
THE REGION

Name of the organization	OKLAHOMA CITY MUSEUM OF ART, INC. FKA OKLAHOMA CITY ART MUSEUM	Employer identification number	73-0528431
--------------------------	---	--------------------------------	------------

WE DELIVER THESE GUIDING PRINCIPLES THROUGH OUR CORE PROGRAM AREAS OF EXHIBITIONS, EDUCATION, AND FILM, WHICH ARE SUPPORTED BY OPERATIONS AND VISITOR SERVICES AND SECURITY. TOGETHER THEY FOLD INTO OUR MISSION AND EVOLVE OUT FROM IT IN CREATING A CULTURAL LEGACY IN ART AND EDUCATION THAT CURRENT AND FUTURE GENERATIONS CAN EXPERIENCE AT THE MUSEUM AND CARRY WITH THEM THROUGHOUT THEIR LIVES. THIS IS LITERALLY AT THE HEART OF THE MUSEUM AND EVIDENT IN ALL OF OUR WORK TO PROVIDE EXCELLENT MUSEUM STEWARDSHIP, PROGRAMMING, AND RESOURCE DEVELOPMENT IN SERVICE TO VISITORS LOCALLY, REGIONALLY, NATIONALLY, AND FROM AROUND THE WORLD.

THE INSTITUTIONAL VISION IS TO PRESENT GREAT ART FOR EVERYONE. THE OKLAHOMA CITY MUSEUM OF ART'S PURPOSE IS TO CREATE A CULTURAL LEGACY FOR ART AND EDUCATION THAT CURRENT AND FUTURE GENERATIONS CAN EXPERIENCE AT THE MUSEUM AND CARRY WITH THEM THROUGHOUT THEIR LIFE.

FORM 990, PART III, LINE 1, DESCRIPTION OF ORGANIZATION MISSION:
EXPERIENCE AT THE MUSEUM AND CARRY WITH THEM THROUGHOUT THEIR LIFE.

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

EXPENSES \$ 82,694. INCLUDING GRANTS OF \$ 0. REVENUE \$ 0.

FORM 990, PART VI, SECTION A, LINE 2: JAMES C. MEADE - LIFETIME TRUSTEE -
FATHER

VIRGINIA MEADE FOX - VICE-CHAIRMAN - DAUGHTER

MCAFFEE & TAFT - MUSEUM'S ATTORNEY AND REGISTERED AGENT - PAID \$15,888 (FY

Name of the organization	OKLAHOMA CITY MUSEUM OF ART, INC. FKA OKLAHOMA CITY ART MUSEUM	Employer identification number	73-0528431
--------------------------	---	--------------------------------	------------

2010-11)

FRANK HILL - PAST CHAIRMAN - SHAREHOLDER IN MCAFEE & TAFT

TED ELAM - TRUSTEE - OF COUNSEL IN MCAFEE & TAFT

OPUBCO COMMUNICATIONS GROUP - MUSEUM BUYS ADVERTISING FROM OPUBCO- PAID
\$91,006 (FY 2010-11)

CHRISTOPER REEN - TRUSTEE - PRESIDENT, PUBLISHER OF THE OKLAHOMAN

FORM 990, PART VI, SECTION B, LINE 11: PREPARED BY OUTSIDE CPA AND
REVIEWED BY FINANCE DIRECTOR AND PRESIDENT & CEO. THE BOARD MEMBERS ARE
PROVIDED A COMPLETE COPY OF THE FORM 990 PRIOR TO FILING. THEY ARE NOTIFIED
BY EMAIL THAT THE TAX RETURN IS AVAILABLE FOR REVIEW ON THEIR
PASSWORD-PROTECTED WEBSITE.

FORM 990, PART VI, SECTION B, LINE 12C: THE MUSEUM ANNUALLY REQUIRES A
CONFLICTS OF INTEREST AND CONFIDENTIALITY STATEMENT FROM ALL BOARD MEMBERS
AND STAFF. THE MUSEUM HAS A WHISTLEBLOWER POLICY AND COMPLIANCE OFFICER.

FORM 990, PART VI, SECTION B, LINE 15: BOARD PERSONNEL COMMITTEE REVIEWS
PERFORMANCE AND APPROVES CEO'S COMPENSATION. OTHER APPROVALS ARE COVERED IN
THE BOARD-APPROVED BUDGET.

FORM 990, PART VI, SECTION C, LINE 19: POLICIES ARE AVAILABLE UPON
REQUEST. AUDITED FINANCIALS ARE AVAILABLE ON WEBSITE.

FORM 990, PART XI, LINE 5, CHANGES IN NET ASSETS:

NET UNREALIZED GAINS ON INVESTMENTS: 2,066,603.

Name of the organization	OKLAHOMA CITY MUSEUM OF ART, INC. FKA OKLAHOMA CITY ART MUSEUM	Employer identification number	73-0528431
--------------------------	---	--------------------------------	------------

990, PART XII, LINE 2C

THE ORGANIZATION'S HAS A COMMITTEE THAT ASSUMES RESPONSIBILITY FOR
OVERSIGHT OF THE AUDIT, REVIEW, OR COMPILATION OF ITS FINANCIAL
STATEMENTS AND SELECTION OF AN INDEPENDENT ACCOUNTANT. THIS PROCESS HAS
NOT CHANGED FROM THE PRIOR YEAR.

**OKLAHOMA CITY MUSEUM OF ART, INC.
FKA OKLAHOMA CITY ART MUSEUM**

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

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
- b Gift, grant, or capital contribution to other organization(s)
- c Gift, grant, or capital contribution from other organization(s)
- d Loans or loan guarantees to or for other organization(s)
- e Loans or loan guarantees by other organization(s)

- f Sale of assets to other organization(s)
- g Purchase of assets from other organization(s)
- h Exchange of assets
- i Lease of facilities, equipment, or other assets to other organization(s)

- j Lease of facilities, equipment, or other assets from other organization(s)
- k Performance of services or membership or fundraising solicitations for other organization(s)
- l Performance of services or membership or fundraising solicitations by other organization(s)
- m Sharing of facilities, equipment, mailing lists, or other assets
- n Sharing of paid employees

- o Reimbursement paid to other organization for expenses
- p Reimbursement paid by other organization for expenses

- q Other transfer of cash or property to other organization(s)
- r Other transfer of cash or property from other organization(s)

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	Yes	No
1a						X
1b						X
1c						X
1d						X
1e						X
1f						X
1g						X
1h						X
1i						X
1j						X
1k						X
1l						X
1m						X
1n						X
1o						X
1p						X
1q						X
1r						X
(1)						
(2)						
(3)						
(4)						
(5)						
(6)						

Asset No	Description	Date Acquired	Method	Life	Line No	Unadjusted Cost Or Basis	Bus % Excl	Reduction In Basis	Basis For Depreciation	Accumulated Depreciation	Current Sec 179	Current Year Deduction
5	LAND - MUSEUM SPARKING, LLC	VARIESL				840,323.			840,323.			0.
1	LAND	VARIESL				61,586.			61,586.			0.
2	NEW BUILDING & IMPROVEMENTS	VARIESL		40.00	16	20,639,783.			20,639,783.	4,189,545.		509,944.
3	FURNITURE & FIXTURES	VARIESL		5.00	16	1,448,027.			1,448,027.	1,059,802.		126,372.
4	EQUIPMENT	VARIESL		3.00	16	990,520.			990,520.	541,974.		68,546.
	* 990 PAGE 10 TOTAL					23,980,239.		0.	23,980,239.	5,791,321.	0.	704,862.
	* GRAND TOTAL 990 PAGE 10 DEPR					23,980,239.		0.	23,980,239.	5,791,321.	0.	704,862.

Application for Extension of Time To File an Exempt Organization Return

OMB No 1545-1709

▶ 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

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

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

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

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

Type or print	Name of exempt organization OKLAHOMA CITY MUSEUM OF ART, INC. FKA OKLAHOMA CITY ART MUSEUM	Employer identification number 73-0528431
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 415 COUCH DRIVE	
	City, town or post office, state, and ZIP code. For a foreign address, see instructions. OKLAHOMA CITY, OK 73102	

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

01

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

RODNEY LEE, FINANCE DIRECTOR

• The books are in the care of ▶ **415 COUCH DRIVE - OKLAHOMA CITY, OK 73102**
Telephone No ▶ **(405) 236-3100** FAX No. ▶ _____

- If the organization does not have an office or place of business in the United States, check this box
- If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) _____ If this is for the whole group, check this box If it is for part of the group, check this box and attach a list with the names and EINs of all members the extension is for.

1 I request an automatic 3-month (6 months for a corporation required to file Form 990-T) extension of time until **FEBRUARY 15, 2012**, to file the exempt organization return for the organization named above. The extension is for the organization's return for:
▶ calendar year _____ or
▶ tax year beginning **JUL 1, 2010**, and ending **JUN 30, 2011**

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

3a If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions	3a	\$	0.
b If this application is for 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.	3b	\$	0.
c Balance due. Subtract line 3b from line 3a. Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions.	3c	\$	0.

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

LHA For Paperwork Reduction Act Notice, see Instructions.

Form **8868** (Rev. 1-2011)