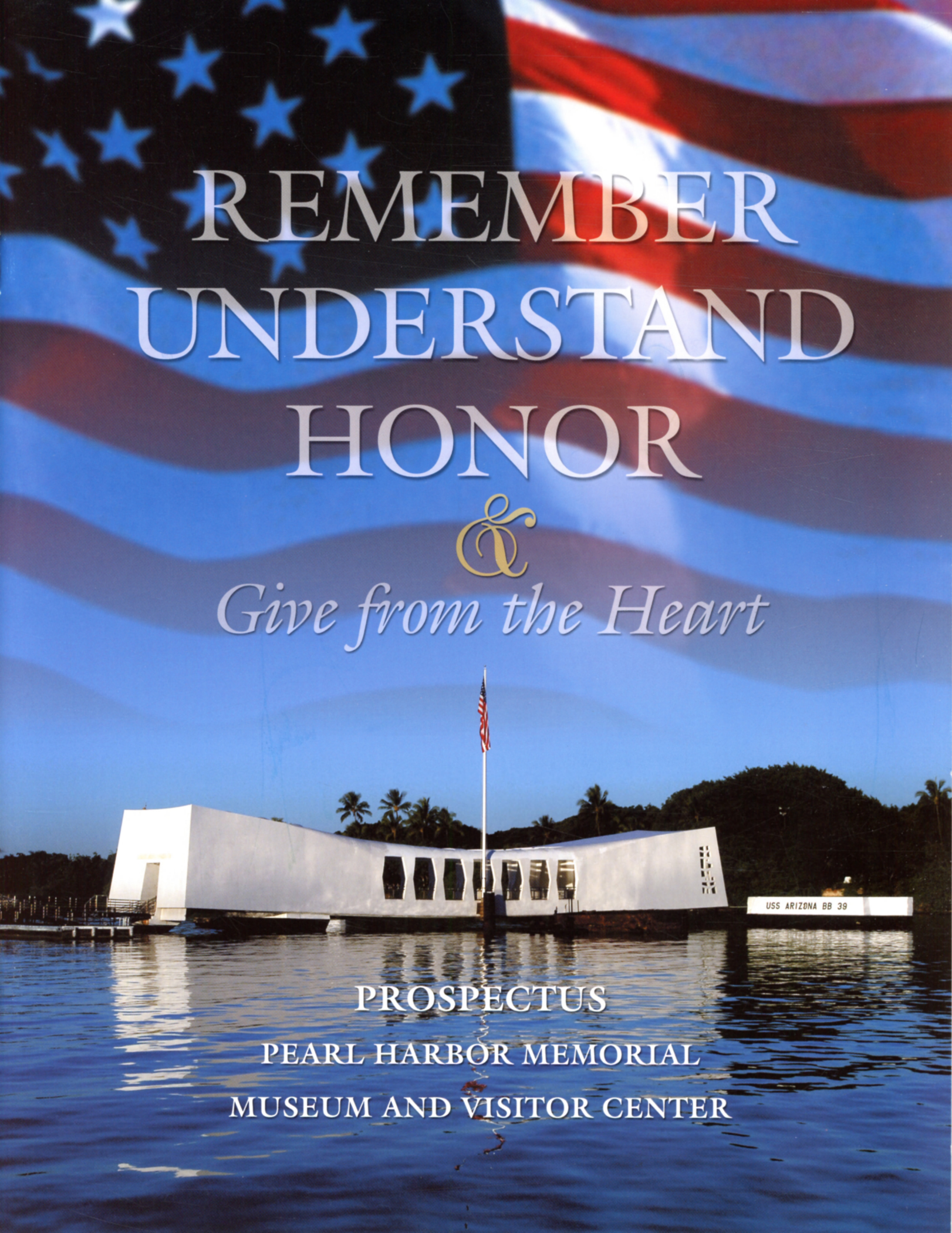


The background of the entire page is a large, stylized American flag. The stars are in the upper left, and the stripes flow across the top and sides. The text is overlaid on this background.

REMEMBER UNDERSTAND HONOR

&
Give from the Heart



PROSPECTUS
PEARL HARBOR MEMORIAL
MUSEUM AND VISITOR CENTER

We will....

REMEMBER
UNDERSTAND
HONOR

PEARL HARBOR MEMORIAL FUND



PEARL HARBOR
MEMORIAL FUND
www.pearlharbormemorial.com

DR. RONALD SUGAR

CEO, NORTHROP GRUMMAN
NATIONAL CHAIRMAN, PHMF



I am pleased and honored to accept the role of National Chairman of the Pearl Harbor Memorial Fund (PHMF) to replace the sinking Museum and Visitor Center at the USS *Arizona* Memorial.

Northrop Grumman's Newport News Shipyard built the USS *Pennsylvania* (BB-38) and the USS *West Virginia* (BB-48) that were both heavily damaged in the attack on Pearl Harbor. The USS *West Virginia* sank. Both vessels were repaired and fought gallantly in the remainder of the War in the Pacific. In fact, the USS *West Virginia* was present for the Japanese surrender in Tokyo Bay.

Pearl Harbor changed America and the world forever and led to America's role today in defending freedom and democracy throughout the world.

This campaign to raise \$34 million to build the Pearl Harbor Memorial Museum and Visitor Center is vital to our nation's history. I am proud to have Northrop Grumman take the lead in this campaign and ask America to "Give from the Heart."

We will... **REMEMBER**



*"I was a 17-year-old in Honolulu on December 7, 1941...
Using my medical aid training, I helped with the
civilian casualties. It was a time I will never forget..."*

*"The Memorial is many things to many people: a memorial
to the fallen heroes of that fateful day; a reminder of the
need for military preparedness; a meaningful destination
for 1.5 million annual visitors, who come from all nations
to pay their respects and better understand the story."*

DANIEL K. INOUE – UNITED STATES SENATOR, HAWAII
NATIONAL HONORARY CHAIRMAN, PHMF

Pearl Harbor, December 7, 1941

As Americans, we are blessed. We have had few attacks on our homeland from enemy forces since the Revolutionary War. The most recent and the one that most quickly comes to mind is the attack on New York City and Washington, D.C., on September 11, 2001. Sixty years earlier, however, another equally devastating attack occurred—on December 7, 1941—the attack on Pearl Harbor, Hawaii.

War and combat of any kind are bound to change nations and societies. But the Pearl Harbor attack remains notable in the annals of history because it changed the entire world as a result of America's involvement in World War II (WWII). Not only did thousands of people lose their lives in the attack on Hawaii, millions more across the Pacific and the globe died, were wounded, or were displaced in the aftermath of WWII.

There are innumerable American families who can recount the impact of WWII and Pearl Harbor on their family history.

"I can't remember just what I saw first—the bomb as it hit the *Arizona*, the hangar on Ford Island that was lifted up so high that I could see daylight under it, or the USS *Utah* that was about 30° as it was rolling over... I was in the line of fire." – ANSIL "SANDY" SAUNDERS, PEARL HARBOR SURVIVOR, USS *RALEIGH*, ARIZONA MEMORIAL MUSEUM ASSOCIATION FOUNDER

“We didn’t know what it was all about. It was just a normal Sunday. Then boom! This crash...and when I looked, my arm was hanging...” – ELLEN HIGUCHI, CIVILIAN PEARL HARBOR SURVIVOR

The future of mankind depends on learning the lessons of history. With every tragic event, we learn and grow. But learning can only happen if the lessons of history are not forgotten.

So we must memorialize. We must record those lessons. We must share them with others.

WE MUST REMEMBER.

Our forefathers made admirable attempts to help us remember. In 1952, a plaque mounted on a ten-foot-high basalt stone was dedicated to the memory of the 1,177 American servicemen killed on the USS *Arizona* on December 7, 1941. It was the first permanent memorial at Pearl Harbor.

From that humble beginning, the USS *Arizona* Memorial in Pearl Harbor, Hawai’i, was born. Today, it is one of the most recognized and most visited memorials in America. Since its dedication in 1962, approximately 40 million visitors from all nations have come to the Memorial in a spirit of remembrance, reflection and reconciliation.

Straddling the sunken battleship USS *Arizona* in the waters of Pearl Harbor, the Memorial stands as a perpetual reminder of the tragedy. It holds different meanings for the millions who visit: as a tribute to those who died on the ship, in the overall Pearl Harbor attack, and in World War II in the Pacific; as a reminder of America’s need for eternal vigilance; as a symbol of hope for peace among nations; and as a testament to the tragedy of war and the value of human life.

The events of September 11, 2001, have magnified Pearl Harbor’s relevance for many, especially those too young to have experienced any enemy combat or attack firsthand. Today, almost 4,500 people visit the USS *Arizona* Memorial and its shoreside Museum and Visitor Center daily, now armed with a broader perspective of world dynamics and events, and charged with a passion for learning.

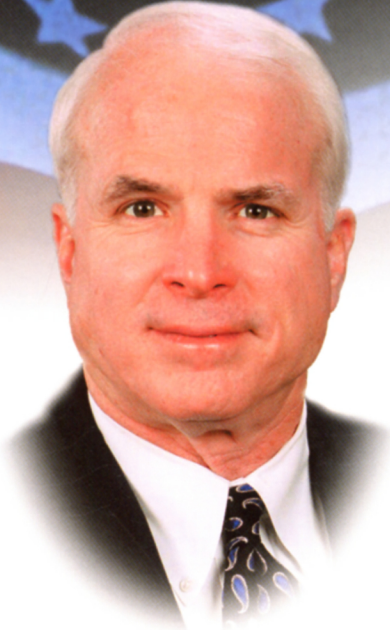
These visitors seek understanding and knowledge. They want to remember. **But unless the Memorial’s Museum and Visitor Center is rebuilt, the memories and lessons may sink into Pearl Harbor with the battleship.**



USS *Arizona* burning amidships, afternoon December 7, 1941.



We will... **UNDERSTAND**



“Yes, the ultimate goal of this campaign is important — to bring so many photographs, documents, artifacts, and the stories they tell, out of mothballs and into a greatly expanded Memorial Museum.”

“Equally important in the near term is the campaign itself—to remind the American people of those lessons, to give people this opportunity to express their feelings about World War II in the Pacific, and to make a personal investment in the future of this Memorial.”

JOHN MCCAIN – UNITED STATES SENATOR, ARIZONA
NATIONAL HONORARY CHAIRMAN, PHMF

Preserving the Memories

Simply stated, the original Museum and Visitor Center must be replaced.

Built in 1980, the USS *Arizona* Memorial Museum and Visitor Center has played an increasingly important role as the support facility to the USS *Arizona* Memorial and as a significant part of the visitor experience. The facility consists of an open-air museum and adjoining book store, twin motion-picture theaters for visitor orientation, curatorial and work spaces for National Park Service and Museum Association staff, and visitor food and rest areas. A primary component of the visitor center is the Remembrance Circle, a waterfront memorial to the service men, women and civilians not aboard the USS *Arizona* who were killed in the Pearl Harbor attack.

Over the years, the facility has experienced tremendous usage from larger-than-expected visitation. This overwhelming success, unfortunately, has led to visitor overcrowding and insufficient exhibit space. Additionally, the facility suffers from severe deterioration.

We launched this capital improvement project to raise funds to tell the whole story of that fateful day, preserve the precious memories and artifacts of Pearl Harbor, as well as to expand the Museum and Visitor Center’s capabilities.

The Challenge

THE LACK OF SPACE

Originally designed for 2,000 daily visitors, the Museum and Visitor Center is now unable to accommodate the over 4,500 visitors each day, and nearly 1.5 million visitors each year. Admission is always free. During peak seasons, **hundreds of people are unable to fully experience the Memorial or the museum due to the limitations of the facility and the overcrowding.** A new facility will relieve this congestion. Additional revenues will allow for an extension of hours of visitation to the Memorial.

A DETERIORATING FACILITY

Originally built on a landfill designed to settle 18 inches, the Museum and Visitor Center has already settled 30 inches in some areas—far exceeding expectations. As a result, the lower level of the facility is nearing the water table, and encroaching water from the harbor threatens the concrete structures. **In July, 2003, engineers reported that the facility must be replaced within five to ten years or else the Museum and Visitor Center will be lost to the world.**



Photo of a concrete block used to jack up the structure, which is settling into the landfill.

INADEQUATE MUSEUM CONDITIONS

The existing museum lacks sufficient space to display the thousands of artifacts that have been donated, but remain in warehouses, unavailable to the visiting public. Additionally, **the current design of the museum**, originally built with open-air exhibits to take advantage of the warm Hawaiian weather, **does not allow for adequate atmospheric control.** This prohibits the protection and display of many priceless artifacts. Exhibit areas are inadequate for the number of visitors and are often over-crowded.

AN INCOMPLETE STORY

At almost the same time as the attack on Pearl Harbor, Japan attacked many countries along the Pacific Rim as part of their military strategy. Guam, Midway, the Philippines, and other Pacific and Asia countries were bombed and attacked as part of Japan's southern conquest. **Current museum exhibits do not tell a complete story of those that fought and died at Pearl Harbor and the early War in the Pacific.**

THE LACK OF EDUCATIONAL RESEARCH SPACE

Curatorial and work spaces are inadequate. Students from across the nation are unable to participate in distance-learning opportunities due to the **lack of teleconferencing and educational facilities** at the Visitor Center.

We will... HONOR



"It is imperative that the history of the United States' war effort in the Pacific be preserved and recorded... for my generation and for generations to come; correctly, honestly and as thoroughly as possible. And it's equally important to honor the memory of the men and women who served at Pearl Harbor and across the Pacific in the course of the largest, most devastating war in history. That is the goal of the Pearl Harbor Memorial Fund."

TOM HANKS – OSCAR-WINNING ACTOR
NATIONAL HONORARY CELEBRITY CHAIRMAN, PHMF

Informing the Future

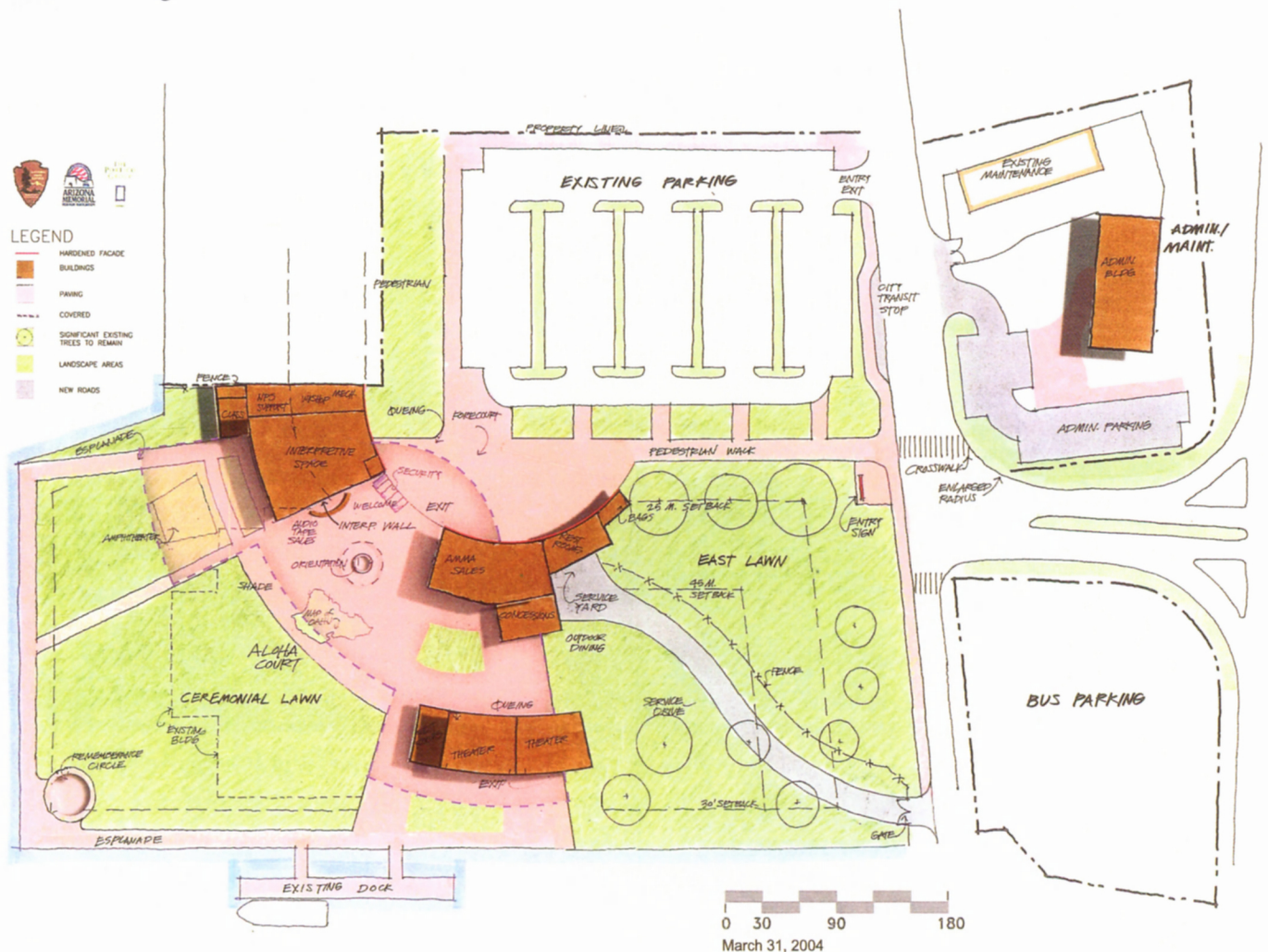
The vision of the Pearl Harbor Memorial Museum and Visitor Center is to be a tribute, an archive, a classroom—but most of all, an unforgettable experience.

The current shoreside facility will be replaced by an expanded structure to accommodate the USS *Arizona* Memorial Museum and Visitor Center's 1.5 million annual visitors. The new **Pearl Harbor Memorial Museum and Visitor Center** will be the world's primary repository and exhibitor of information surrounding the Pearl Harbor attack and early World War II in the Pacific.

The Site Plan

The Arizona Memorial Museum Association and the National Park Service have been assessing the needs of the Memorial Museum and Visitor Center and exploring ways to creatively solve the problems, while fulfilling the vision of the new facility. Working closely with The Portico Group, an architectural firm based in Seattle, Washington, several facility site-plan concepts were created and presented.

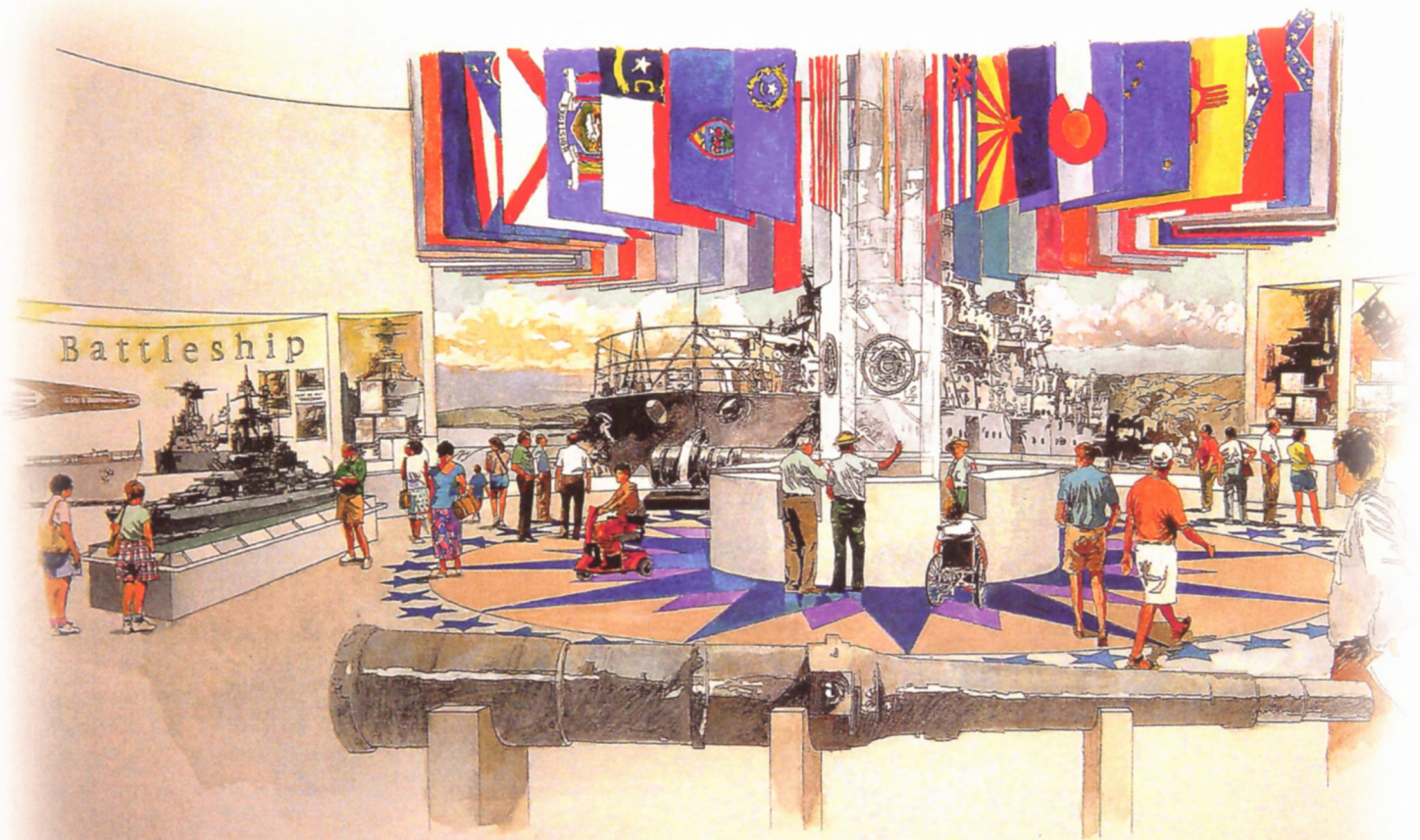
The site plan below is one alternative that is creative and effective—both in terms of cost and in resolving all of the Museum’s structural and visitation issues. The total area of the facility will be approximately 24,000 square feet. The plan is not yet completely final, but it provides us with a blueprint upon which to build our ideas. **The new state-of-the-art museum** will double the current exhibit capacity and showcase Pearl Harbor survivors’ memorabilia and other artifacts. Here, thousands of visitors each day will comfortably browse new exhibits about Pearl Harbor and the early Pacific War. The museum will use the latest exhibit technology to bring the Pearl Harbor attack and surrounding events to life.

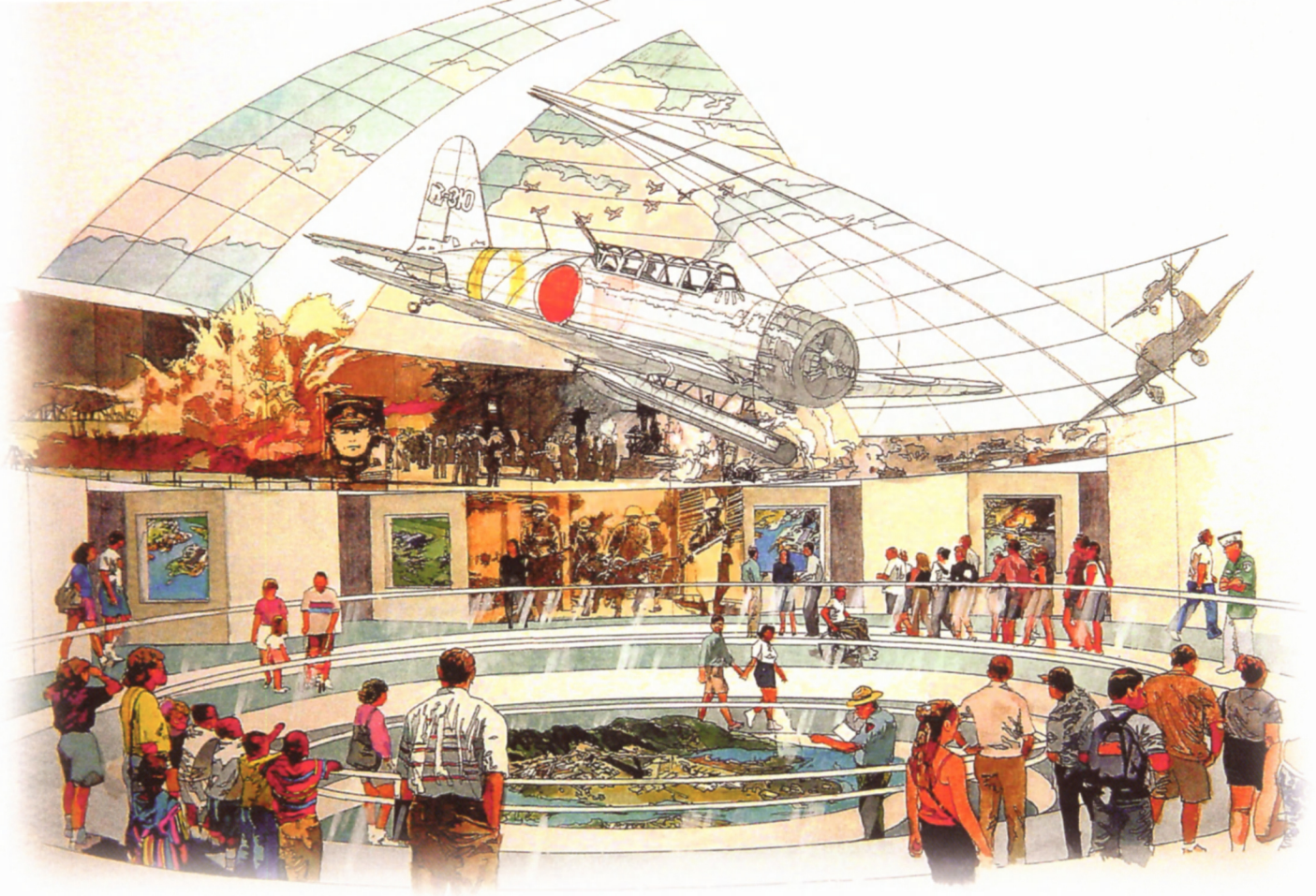


The Visitor's Experience – A Conceptual View

Upon entering the museum, the visitor will descend down a long darkened passageway into the exhibit area. You are now aware that you are inside a ship. Voices surround you, echoing the names of the casualties at Pearl Harbor.

Turning abruptly left is an exhibit titled **"The Fallen."** Six cases in this gallery tell the heart-rending story of these individual casualties. The next gallery is the **"The Battleships, the Men, and the US Navy,"** which showcases the development and construction of the famous battleship and depicts what a sailor's life was like aboard ship and in the Pacific Fleet. Standing near the diorama of the crew's quarters with hammocks and lockers and ship sounds gives you the feeling of being at sea.

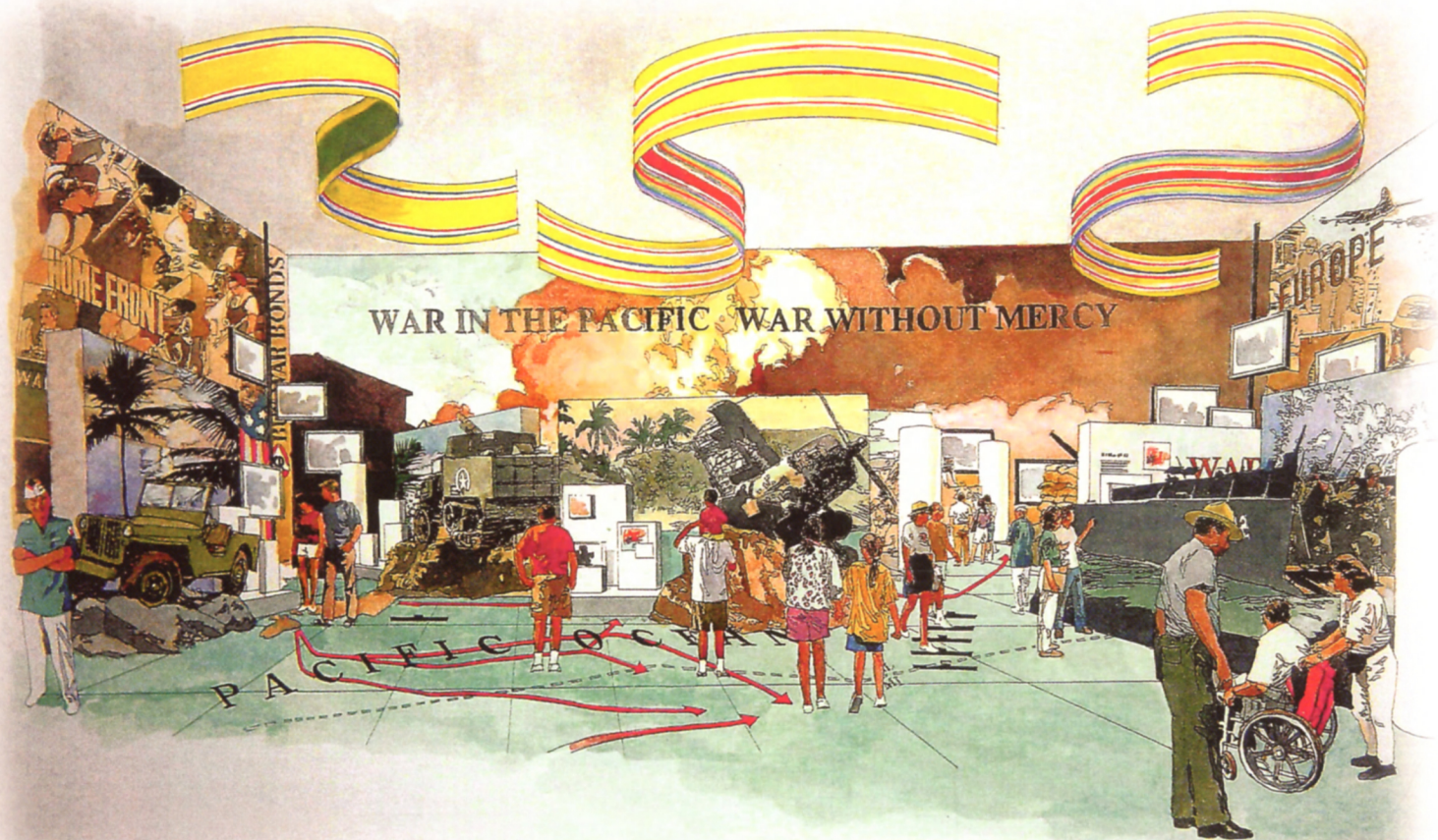




As you move from the crew's quarters on the USS *Arizona*, you make a curving left turn and are confronted with **"The Gathering Storm; The Coming of War to the Pacific."** Another slight turn to the left leads you right into a World War I trench. This full-scale diorama would visually reflect the sights and sounds of "no man's land." As you leave the **"Road to War"** exhibit, you enter a multi-screen gallery showing Movie Tone News depicting the tension of oncoming conflict: images of Hitler, Mussolini, the war in China, Tojo, the Japanese war machine, etc. This exhibit conveys the uncertainty of peace in 1941.

The gallery **"Climb Mount Niitaka"** reflects the downward spiral toward war. Turning the corner you hear the blasts of wailing sirens, muffled explosions and the scream of low-flying aircraft... you have arrived at the **"Air Raid Pearl Harbor: This Is No Drill"** gallery.

On a large screen, movie footage of the smoldering and destroyed USS *Arizona* greets you as you leave these exhibits. Stereo sounds of the burning of the ship crackle overhead. A little further on, you stop, sit and join a family (in a full-scale diorama) gathered in their living room listening to a radio set broadcasting FDR's speech before Congress declaring war on Japan. After the living room exhibit, you approach a photomural depicting the fall of Corregidor. The gallery is titled **"But Not in Shame: The Aftermath."** This particular photo shows American soldiers, hands up in surrender, surrounded by victorious Japanese soldiers at the Malinta Tunnel.



You then walk through the tunnel section of the photo into the next gallery titled **“Hawai’i at War.”** A bold sign announces the regulations of martial law; a photo shows barbed wire strung along Waikiki Beach; and a former lei maker is making camouflage nets. As you walk out of the net factory, you find yourself walking through a shattered and mangled jungle strewn with pillboxes and battlefield debris. You’re at the beginning of the gallery titled **“War in the Pacific: War Without Mercy.”**

“Sacred Ground, the USS *Arizona* Memorial” is the next gallery. A large wall mural depicts a full-color aerial photograph of the USS *Arizona* Memorial with the outline of the sunken ship clearly visible. Leaving this exhibit, you go to the next gallery, **“Remembering Pearl Harbor,”** where you see a full-scale diorama of a family in 1958 sitting around a television in their living room. The program they are watching is “This is Your Life” hosted by Ralph Edwards, which kicks off the original fundraising campaign to build the USS *Arizona* Memorial.

The exhibit **“The New Beginning”** is a reappraisal of bitterness of the Pacific War. At its centerpiece is the declaration of peace signed by American and Japanese veterans in 1995 at the 50th anniversary observance of the end of World War II. The exhibit is supported by photos and carefully worded text expressing the veterans’ views of the war 50 years later. The exhibit provides all points of view regarding this reconciliation.

Turning corners, you come upon a sunken amphitheater. This is the concluding gallery, titled “**We Remember.**” The carpeted amphitheater provides you with terraced seating. A large high-definition screen portrays survivors of the attack expressing their views and experiences during the bombing of Pearl Harbor.

Leaving the darkness of the amphitheater, you will proceed through a gradually brightening hallway; the lighting represents the emergence from the darkness of war to the brightness of peace. At the end of the hallway is a long, narrow window cut into the building. The view is aimed directly toward the USS *Arizona* Memorial, roughly a quarter-mile away. In the room is a large flat section of the USS *Arizona* that you can touch. Along the darkened walls are shafts of light spotlighting a comment book in which you can record your experience.



To extend your visit, provide more opportunities for learning, and to purchase mementoes of your Museum visit experience, you can then explore a **one-of-a-kind giftshop and bookstore** before ascending up into the Visitor Complex area.

In addition to the visitor spaces, the new, expanded Museum and Visitor Center will also feature a **research and education teleconference center** comprised of a library, archives, research and teaching areas, and teleconferencing. Historians, researchers, teachers, visiting scholars, and students will use this unique facility to further their understanding of Pearl Harbor, World War II, the Pacific

Theater, and the significance of those events

on the world and its future. “Distance

learning” via teleconference to

schools everywhere is now

possible with this facility,

presenting such educational

programs as the popular

“Witness to History,” which

provides opportunities for

students to interact and learn

directly from Pearl Harbor and

World War II survivors.



We will....

Give from the Heart



"The devastating attack at Pearl Harbor was a turning point in history—one that left an indelible mark. Our small island state, America and the world itself would never be the same...The events of December 7th touched us all, in one way or another.

"For the sake of future generations, we must preserve the memories of what our country endured and how we ultimately prevailed. So I invite you to join me in supporting the new Pearl Harbor Memorial Museum and Visitor Center."

LINDA LINGLE – GOVERNOR, HAWAII
NATIONAL HONORARY CHAIRMAN, PHMF

Investing in the Future

The vision of the Pearl Harbor Memorial Museum and Visitor Center is an ambitious one—so is the Fund's campaign strategy.

The Pearl Harbor Memorial Fund's goal is to raise money for the construction of a new Pearl Harbor Memorial Museum and Visitor Center. This project began in 2000 as the Arizona Memorial Fund. When the project expanded from an \$8 million renovation to a \$27 million construction program (plus \$3 million or more for endowment), the campaign was reorganized under the Pearl Harbor Memorial Fund name, as a program of the Arizona Memorial Museum Association (AMMA) in partnership with the National Park Service. The projected cost of the project is today estimated at \$34 million.

THE CAPITAL CAMPAIGN

"Net Construction"	\$20 million
Construction Contingency (10%)	\$2 million
CM/Inspection (8%)	\$1.6 million
"Gross" Estimate	\$23.6 million
Design Costs (17% of \$20M)	\$3.4 million
Subtotal for shoreside facility	\$27 million
Endowment	\$3 million
Total	\$30 million
Fundraising Cost (12%)	3.6 million
Grand Total Fundraising Goal:	\$33.6 million

CAMPAIGN GOALS AND STRATEGY

The USS *Arizona* Memorial in 1962, and the USS *Arizona* Memorial Museum and Visitor Center in 1980, were underwritten by a combination of private donations and public funds. Similarly, the Pearl Harbor Memorial Fund Campaign has been mounted to raise \$34 million from a combination of private-sector support and matching funds from public sources.

To achieve this goal, the Pearl Harbor Memorial Fund seeks donations, approximating those in the following chart, from individuals, corporations, philanthropic foundations, and organizations that believe in the importance of educating future generations and preserving the memory of Pearl Harbor and those who gave their lives there.

MAJOR PRIVATE-SECTOR GIFTS AND GRANTS\$16 MILLION

Funding from large corporate, foundation, veteran's organization, individual and public gifts and grants, payable over five years:

SCALE OF GIVING NEEDED

1 pledge	@ ... \$2,000,000. =	\$2,000,000
2 pledges	@ 1,000,000. =	2,000,000
4 pledges	@ 500,000. =	2,000,000
10 pledges	@ 250,000. =	2,500,000
25 pledges	@ 100,000. =	2,500,000
40 pledges	@ 50,000. =	2,000,000
60 pledges	@ 25,000. =	1,500,000
150 pledges ...	@ 10,000. =	1,500,000

“GRASSROOTS” APPEAL\$6 MILLION

- On-site gifts at the USS *Arizona* Memorial
- National Direct Mail Campaign
- Internet Giving
- “Pennies for Pearl Harbor” Appeal and School/Community Events across Hawai’i and the nation
- Combined Federal Campaign (CFC#2603)

PEARL HARBOR LEGACY SOCIETY\$1 MILLION

Willed bequests or other forms of deferred (planned) giving that will build a permanent endowment over time.

PUBLIC APPROPRIATION AND/OR GRANTS\$7 MILLION

The construction of the USS *Arizona* Memorial in 1962 cost about \$500,000, toward which the federal government appropriated \$150,000. The US Congress and the US Navy provided \$3.9 million toward the \$4.9 million for the 1980 Museum and Visitor Center project. The Arizona Memorial Museum Foundation raised the remaining \$1 million. With this history of government support, we hope to secure a minimum of \$7 million federal funds.

ARIZONA MEMORIAL MUSEUM ASSOCIATION (AMMA)\$4 MILLION

AMMA has committed \$2 million from its bookstore proceeds. As the PHMF Campaign evolves successfully and shows promise of meeting its goals, AMMA can be expected to increase its current pledge.

TOTAL PEARL HARBOR MEMORIAL FUND CAMPAIGN GOAL ...\$34 MILLION



CAMPAIGN LEADERSHIP

The Pearl Harbor Memorial Fund is proud to announce that Dr. Ronald D. Sugar has assumed the role of National Chairman of the Pearl Harbor Memorial Fund Campaign. Dr. Sugar is chairman of the board, chief executive officer and president of Northrop Grumman Corporation, one of the nation's three largest defense companies and a leader in the application of high technology to military transformation.

As the National Chairman, Dr. Sugar provides leadership to the Campaign and oversight to the Pearl Harbor Memorial Fund Board. The Board's charge is to raise the funds required to build the Pearl Harbor Memorial Museum and Visitor Center at the USS *Arizona* Memorial. Supported by a professional staff, the Chairman ensures that the Board is effectively complemented and mobilized, and that the Campaign is successfully waged. It is a testament to his deep sense of patriotism and civic duty that Dr. Sugar has accepted this challenge.

WE ALSO NEED YOUR HELP.

We need our supporters to champion our cause. There are many opportunities for donors of major gifts and grants to dedicate their support to—or sponsor—specific exhibits or components of the Pearl Harbor Memorial Museum and Visitor Center and, if desired, be visibly acknowledged for their support.

Gifts may be made in honor or memory of a relative, friend or comrade who fought or served at Pearl Harbor, in the War in the Pacific, in World War II, or who were part of the war effort on the home front. The Memorial Registry, a permanent listing of the names of all individuals so honored, will be maintained at an interactive kiosk at the new Museum and Visitor Center and online at www.PearlHarborMemorial.com.

In addition, there will be opportunities for sponsoring specific projects for gifts of \$10,000 to \$2 million or more. These projects may include:

- | | |
|--|--|
| ■ The Pearl Harbor Memorial Museum | ■ Major Exhibits and Theme Areas (many) |
| ■ The Visitor Center | ■ Rotating Exhibit Space |
| ■ Covered Walkways Connecting all Buildings | ■ Aloha Lobby & Orientation Area |
| ■ Motion Picture Theaters (2) | ■ Aloha Forecourt |
| ■ Research and Education Teleconference Center | ■ Covered Aloha Center Court |
| ■ Research Archives and Library | ■ Mahalo Food Court |
| ■ Research and Cultural Workshop | ■ Conference Room |
| ■ NPS Dive Locker | ■ NPS and AMMA Program Offices |
| ■ Multipurpose Teaching Area | ■ Site Demolition, Restoration & Landscaping |
| ■ Covered Outdoor Amphitheater | ■ Maintenance Support Center |
| ■ Outdoor Exhibits | ■ First Aid Station/EMS |
| ■ Pearl Harbor/AMMA Book Store | ■ Visitor Bathrooms and Bag Storage |
| ■ Remembrance Circle Renovation | |



It is only with the kindness and generosity of people like you that we will achieve our goal. With your help, we will. . .

REMEMBER . . . UNDERSTAND . . . AND HONOR.

“Today the USS Arizona Memorial stands as a reminder of the events of that Sunday morning. It has different meanings for the millions that visit here. But to all of them it speaks silently but eloquently of the distance yet to be traveled before the world lives in peace.”

MICHAEL SLACKMAN – AUTHOR OF *REMEMBERING PEARL HARBOR*

PLEASE GIVE FROM YOUR HEART. MAHALO!

Gifts may be made payable to the Pearl Harbor Memorial Fund and transmitted to the:

**PEARL HARBOR MEMORIAL FUND
ARIZONA MEMORIAL MUSEUM ASSOCIATION**

1 Arizona Memorial Place

Honolulu, HI 96818

Telephone: (808) 487-DEC7 (3327)

Toll Free: (866) DEC-1941

Fax: (808) 487-3312

E-mail: info@pearlharbormemorial.com

Website: www.pearlharbormemorial.com



The Pearl Harbor Memorial Fund is a fund of the Arizona Memorial Museum Association, a non-profit, 501(c)(3) organization dedicated to the support of the USS *Arizona* Memorial and other National Parks in the Pacific through visitor services, publications and educational activities.

Pearl Harbor Memorial Fund
Arizona Memorial Museum Association
1 Arizona Memorial Place
Honolulu, HI 96818
Telephone: (808) 487-DEC7 (3327)
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E-mail: info@pearlharbormemorial.com
Website: www.pearlharbormemorial.com

