

**IN THE COURT OF COMMON PLEAS OF NORTHAMPTON COUNTY
PENNSYLVANIA
ORPHANS' COURT DIVISION**

In re THE NATIONAL MUSEUM OF INDUSTRIAL HISTORY, INC.,
a nonprofit corporation.

COMMONWEALTH OF PENNSYLVANIA,
By KATHLEEN G. KANE,
Attorney General,

Petitioner,

v.

THE NATIONAL MUSEUM OF INDUSTRIAL HISTORY, INC., a nonprofit corporation,

Respondent.

FILED
THE ORPHANS' COURT
2015 JAN 15 AM 10:29

O.C. No. 2015-0000

CONSENT DECREE

AND NOW, this 15th day of January, 2015, upon consideration of the *Petition For Citation For Rule To Show Cause* against the Respondent, the National Museum of Industrial History as well as the consents of the parties of record appearing below, it is hereby **ORDERED, ADJUDGED AND DECREED**, that:

1. Commencing on January 1, 2015, no further salary, perquisites or other form of direct or indirect compensation shall be paid by the respondent, the National Museum of Industrial History (NMIH), to Stephen G. Donches, its former Chief Executive Officer; subsequent to December 31, 2014, Mr. Donches may continue to serve the NMIH solely on a volunteer basis.

2. Within one (1) year of the approval of this Consent Decree, the NMIH shall retain a new Chief Executive Officer who is:

- a. qualified and experienced in museum management; and
- b. compensated commensurate with other nonprofit, charitable history museums of comparable size, scope, complexity and mission.

3. On or before the second anniversary of this decree, the NMIH shall have completed one of the following alternatives:

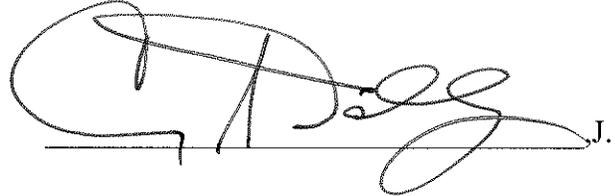
- a. open as an operating museum at its 2nd Street location, in Bethlehem, Pennsylvania;
- b. seek this Court's approval to partner, affiliate or merge with Historic Bethlehem, Inc., the Northampton County Community College, Lehigh University and/or a nonprofit museum located outside of Bethlehem, Pennsylvania; or
- c. seek this Court's approval to transfer its assets to an appropriate successor to carry on its mission, wind-down its affairs, and dissolve.

4. Commencing with its fiscal year ending December 31, 2014 and continuing through the first two years of its opening as an operating museum, the NMIH shall provide the Commonwealth with copies of its annual:

- a. expense and capital expenditure budgets;
- b. audited financial statements; and
- c. Internal Revenue Service Forms 990.

IT IS FURTHER ORDERED that this Court retains jurisdiction over the Respondent, NMIH, for enforcing the terms of this Consent Decree until such time as the terms of this Consent Decree have been implemented.

BY THE COURT:

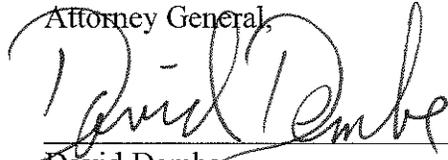


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Consent as to form and entry:

COMMONWEALTH OF PENNSYLVANIA,
KATHLEEN G. KANE,
Attorney General,

By:



A handwritten signature in black ink, appearing to read "David Dembe", written over a horizontal line.

David Dembe
Senior Deputy Attorney General

NATIONAL MUSEUM OF INDUSTRIAL HISTORY, INC.

By



A handwritten signature in black ink, appearing to read "Michael C. Deschler", written over a horizontal line.

Michael C. Deschler, Esq.