

Return of Organization Exempt From Income Tax

2013

Open to Public Inspection

Under section 501(c), 527, or 4947(a)(1) of the Internal Revenue Code (except private foundations)

▶ Do not enter Social Security numbers on this form as it may be made public.

▶ Information about Form 990 and its instructions is at www.irs.gov/form990.

Department of the Treasury
Internal Revenue Service

A For the 2013 calendar year, or tax year beginning 01/01, 2013, and ending 12/31, 20 13

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

C Name of organization SOLOMON R GUGGENHEIM FOUNDATION
 Doing Business As _____
 Number and street (or P.O. box if mail is not delivered to street address) Room/suite
1071 Fifth Avenue
 City or town, state or province, country, and ZIP or foreign postal code
New York, NY 10128-0173

D Employer identification number
13-5562233

E Telephone number
212-360-4224

F Name and address of principal officer: Marc Steglitz
1071 Fifth Avenue, New York, NY 10128

G Gross receipts \$ 169,806,693

H(a) Is this a group return for subordinates? Yes No
H(b) Are all subordinates 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.guggenheim.org

K Form of organization: Corporation Trust Association Other ▶

L Year of formation: 1937

M State of legal domicile: NY

H(c) Group exemption number ▶

Part I Summary

Activities & Governance	1	Briefly describe the organization's mission or most significant activities: <u>Committed to innovation, the Solomon R. Guggenheim Foundation collects, preserves, and interprets modern and contemporary art, and explores ideas across cultures (Continued on Schedule O, Statement 2)</u>		
	2	Check this box <input type="checkbox"/> if the organization discontinued its operations or disposed of more than 25% of its net assets.		
	3	Number of voting members of the governing body (Part VI, line 1a)	3	29
	4	Number of independent voting members of the governing body (Part VI, line 1b)	4	28
	5	Total number of individuals employed in calendar year 2013 (Part V, line 2a)	5	624
	6	Total number of volunteers (estimate if necessary)	6	206
	7a	Total unrelated business revenue from Part VIII, column (C), line 12	7a	1,340,659
7b	Net unrelated business taxable income from Form 990-T, line 34	7b	80,052	
Revenue	8	Contributions and grants (Part VIII, line 1h)	Prior Year 30,858,995	Current Year 27,178,861
	9	Program service revenue (Part VIII, line 2g)	40,559,103	41,714,675
	10	Investment income (Part VIII, column (A), lines 3, 4, and 7d)	2,856,301	3,514,694
	11	Other revenue (Part VIII, column (A), lines 5, 6d, 8c, 9c, 10c, and 11e)	6,916,485	5,493,419
	12	Total revenue—add lines 8 through 11 (must equal Part VIII, column (A), line 12)	81,190,884	77,901,649
Expenses	13	Grants and similar amounts paid (Part IX, column (A), lines 1–3)	30,400	14,780
	14	Benefits paid to or for members (Part IX, column (A), line 4)	0	0
	15	Salaries, other compensation, employee benefits (Part IX, column (A), lines 5–10)	32,928,152	34,016,762
	16a	Professional fundraising fees (Part IX, column (A), line 11e)	34,795	49,500
	b	Total fundraising expenses (Part IX, column (D), line 25) ▶ <u>4,175,261</u>		
	17	Other expenses (Part IX, column (A), lines 11a–11d, 11f–24e)	41,256,615	41,501,846
18	Total expenses. Add lines 13–17 (must equal Part IX, column (A), line 25)	74,249,962	75,582,888	
19	Revenue less expenses. Subtract line 18 from line 12	6,940,922	2,318,761	
Net Assets or Fund Balances	20	Total assets (Part X, line 16)	Beginning of Current Year 165,952,154	End of Year 175,525,125
	21	Total liabilities (Part X, line 26)	63,458,424	60,729,225
	22	Net assets or fund balances. Subtract line 21 from line 20	102,493,730	114,795,900

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 _____
Marc Steglitz, Sr. Dep. Director and COO
 Type or print name and title

Paid Preparer Use Only

Print/Type preparer's name _____ Preparer's signature _____ Date _____ Check if self-employed PTIN _____
 Firm's name ▶ _____ Firm's EIN ▶ _____
 Firm's address ▶ _____ Phone no. _____

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

Part III Statement of Program Service Accomplishments

Check if Schedule O contains a response or note to any line in this Part III

1 Briefly describe the organization's mission:

Committed to innovation, the Solomon R. Guggenheim Foundation collects, preserves, and interprets modern and contemporary art, and explores ideas across cultures through dynamic curatorial and educational initiatives and collaborations. With its constellation of architecturally and culturally distinct museums, exhibitions, publications, and digital platforms, the Foundation engages both local and global audiences.

2 Did the organization undertake any significant program services during the year which were not listed on the prior Form 990 or 990-EZ?

Yes No

If "Yes," describe these new services on Schedule O.

3 Did the organization cease conducting, or make significant changes in how it conducts, any program services?

Yes No

If "Yes," describe these changes on Schedule O.

4 Describe the organization's program service accomplishments for each of its three largest program services, as measured by expenses. Section 501(c)(3) and 501(c)(4) organizations 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 \$ 27,541,501 including grants of \$ 0) (Revenue \$ 21,153,828)

Art Museum Programs: (Exhibitions and Other Educational Projects) Exhibitions presented in 2013 at the Solomon R. Guggenheim Museum in New York ("SRGM") included: Picasso Black and White (October 5, 2012-January 23, 2013); Gabriel Orozco: Asterisms (November 9, 2012-January 13, 2013); Now's the Time (November 4-January 2, 2013); Zarina: Paper Like Skin (January 25-April 21, 2013); Gutai: Splendid Playground (February 15-May 8, 2013); No Country: Contemporary Art for South and Southeast Asia (February 22-May 22, 2013); The Hugo Boss Prize 2012: Danh Vo (March 15-May 27, 2013); A Year with Children 2013 (May 3-June 19, 2013); New Harmony: Abstraction between the Wars, 1919-1939 (May 10-September 8, 2013); James Turrell (June 21-September 25, 2013); Kandinsky in Paris, 1934-1944 (June 28, 2013-April 23, 2014); Robert Motherwell: Early Collages (September 27, 2013-January 5, 2014); Participatory City: 100 Urban Trends from the BMW Guggenheim Lab (October 11, 2013-January 5, 2014); Lasting Images (October 14, 2013-January 10, 2014); Christopher Wool (October 25, 2013-January 22, 2014). SRGM also held an exhibition in 2013 highlighting material from the Guggenheim Archives: A Long-Awaited Tribute: Frank Lloyd Wright's Usonian House and Pavilion (July 27, 2012-Ongoing). Additionally, works in the ongoing exhibitions in the (Continued on Schedule O, Statement 3)

4b (Code:) (Expenses \$ 15,496,084 including grants of \$ 0) (Revenue \$ 4,001,162)

Art Museum Curatorial, Collection Management and Acquisition Programs: SRGF fulfills its mission to collect and preserve art for the benefit of the public in several ways. The curatorial staff studies the art in SRGF's possession, plans international exhibitions for public viewing, and prepares and publishes scholarly catalogues and educational texts. SRGF also lends many of the works of art in its collection to other museums on the occasion of special exhibitions that are of scholarly merit or that will broaden the public's appreciation of art. SRGF maintains extensive climate-controlled, highly secure storage facilities for the art in its collection. It also operates a photography studio for the documentation of art, and archives to store photographs of art and make them available to the public for publication or study. SRGF maintains a full art conservation lab to properly care for the art in its possession; it also conducts research on new techniques in art conservation. The Guggenheim's collection is comprised of over 7, 100 works of art in 2013. In 2013, SRGF acquired 11 additional artworks from South and Southeast Asia under the auspices of the Guggenheim UBS MAP Purchase Fund, 36 Polaroids by Andy Warhol, drawings by Walter de Maria, a major sculpture by Robert Rauschenberg, a major installation/video work by Matthew Barney, a painting by Mark Bradford, a video work by Rineke Dijkstra, (Continued on Schedule O, Statement 4)

4c (Code:) (Expenses \$ 5,305,225 including grants of \$ 0) (Revenue \$ 20,262,985)

Art Museum Audience Services: (Visitor Services) In 2013 SRGF directly operated two museums: the Solomon R. Guggenheim Museum in New York and the Peggy Guggenheim Collection in Venice. Each of these museums is open to the public to fulfill SRGF's mission. SRGF conducts tours of its exhibitions, and provides educational texts free of charge to all museum visitors. SRGM is open to the public one evening of each week on a Pay-What-You-Wish basis. In addition, students and senior citizens are offered reduced-price tickets and children under the age of 12 are admitted free of charge. Membership increased by 22% in 2013. (2013 Global Attendance was 2,450,290 which is a 6% decrease from 2012).

4d Other program services (Describe in Schedule O.) See Schedule O, Statement 5 (Expenses \$ 7,798,338 including grants of \$ 0) (Revenue \$ 9,368,946)

4e Total program service expenses 56,141,148

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>	<input checked="" type="checkbox"/>	<input type="checkbox"/>
2 Is the organization required to complete <i>Schedule B, Schedule of Contributors</i> (see instructions)?	<input checked="" type="checkbox"/>	<input type="checkbox"/>
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>	<input type="checkbox"/>	<input checked="" type="checkbox"/>
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>	<input checked="" type="checkbox"/>	<input type="checkbox"/>
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>	<input type="checkbox"/>	<input checked="" type="checkbox"/>
6 Did the organization maintain any donor advised funds or any similar funds or accounts for which donors have the right to provide advice on the distribution or investment of amounts in such funds or accounts? <i>If "Yes," complete Schedule D, Part I</i>	<input type="checkbox"/>	<input checked="" type="checkbox"/>
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>	<input type="checkbox"/>	<input checked="" type="checkbox"/>
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>	<input checked="" type="checkbox"/>	<input type="checkbox"/>
9 Did the organization report an amount in Part X, line 21, for escrow or custodial account liability; 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>	<input type="checkbox"/>	<input checked="" type="checkbox"/>
10 Did the organization, directly or through a related organization, hold assets in temporarily restricted endowments, permanent endowments, or quasi-endowments? <i>If "Yes," complete Schedule D, Part V</i>	<input checked="" type="checkbox"/>	<input type="checkbox"/>
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>	<input checked="" type="checkbox"/>	<input type="checkbox"/>
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>	<input checked="" type="checkbox"/>	<input type="checkbox"/>
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>	<input type="checkbox"/>	<input checked="" type="checkbox"/>
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>	<input type="checkbox"/>	<input checked="" type="checkbox"/>
e Did the organization report an amount for other liabilities in Part X, line 25? <i>If "Yes," complete Schedule D, Part X</i>	<input checked="" type="checkbox"/>	<input type="checkbox"/>
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>	<input type="checkbox"/>	<input checked="" type="checkbox"/>
12a Did the organization obtain separate, independent audited financial statements for the tax year? <i>If "Yes," complete Schedule D, Parts XI and XII</i>	<input checked="" type="checkbox"/>	<input type="checkbox"/>
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 and XII is optional</i>	<input type="checkbox"/>	<input checked="" type="checkbox"/>
13 Is the organization a school described in section 170(b)(1)(A)(ii)? <i>If "Yes," complete Schedule E</i>	<input type="checkbox"/>	<input checked="" type="checkbox"/>
14a Did the organization maintain an office, employees, or agents outside of the United States?	<input checked="" type="checkbox"/>	<input type="checkbox"/>
b Did the organization have aggregate revenues or expenses of more than \$10,000 from grantmaking, fundraising, business, investment, and program service activities outside the United States, or aggregate foreign investments valued at \$100,000 or more? <i>If "Yes," complete Schedule F, Parts I and IV.</i>	<input checked="" type="checkbox"/>	<input type="checkbox"/>
15 Did the organization report on Part IX, column (A), line 3, more than \$5,000 of grants or other assistance to or for any foreign organization? <i>If "Yes," complete Schedule F, Parts II and IV</i>	<input checked="" type="checkbox"/>	<input type="checkbox"/>
16 Did the organization report on Part IX, column (A), line 3, more than \$5,000 of aggregate grants or other assistance to or for foreign individuals? <i>If "Yes," complete Schedule F, Parts III and IV.</i>	<input type="checkbox"/>	<input checked="" type="checkbox"/>
17 Did the organization report a total of more than \$15,000 of expenses for professional fundraising services on Part IX, column (A), lines 6 and 11e? <i>If "Yes," complete Schedule G, Part I (see instructions)</i>	<input checked="" type="checkbox"/>	<input type="checkbox"/>
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>	<input checked="" type="checkbox"/>	<input type="checkbox"/>
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>	<input type="checkbox"/>	<input checked="" type="checkbox"/>
20a Did the organization operate one or more hospital facilities? <i>If "Yes," complete Schedule H</i>	<input type="checkbox"/>	<input checked="" type="checkbox"/>
b If "Yes" to line 20a, did the organization attach a copy of its audited financial statements to this return?	<input type="checkbox"/>	<input type="checkbox"/>

Part IV Checklist of Required Schedules *(continued)*

	Yes	No
21 Did the organization report more than \$5,000 of grants or other assistance to any domestic organization or government on Part IX, column (A), line 1? <i>If "Yes," complete Schedule I, Parts I and II</i>		✓
22 Did the organization report more than \$5,000 of grants or other assistance to individuals in the United States on Part IX, column (A), line 2? <i>If "Yes," complete Schedule I, Parts I and III</i>		✓
23 Did the organization answer "Yes" to Part VII, Section A, line 3, 4, or 5 about compensation of the organization's current and former officers, directors, trustees, key employees, and highest compensated employees? <i>If "Yes," complete Schedule J</i>	✓	
24a Did the organization have a tax-exempt bond issue with an outstanding principal amount of more than \$100,000 as of the last day of the year, that was issued after December 31, 2002? <i>If "Yes," answer lines 24b through 24d and complete Schedule K. If "No," go to line 25a</i>		✓
b Did the organization invest any proceeds of tax-exempt bonds beyond a temporary period exception?		
c Did the organization maintain an escrow account other than a refunding escrow at any time during the year to defease any tax-exempt bonds?		
d Did the organization act as an "on behalf of" issuer for bonds outstanding at any time during the year?		
25a Section 501(c)(3) and 501(c)(4) organizations. Did the organization engage in an excess benefit transaction with a disqualified person during the year? <i>If "Yes," complete Schedule L, Part I</i>		✓
b Is the organization aware that it engaged in an excess benefit transaction with a disqualified person in a prior year, and that the transaction has not been reported on any of the organization's prior Forms 990 or 990-EZ? <i>If "Yes," complete Schedule L, Part I</i>		✓
26 Did the organization report any amount on Part X, line 5, 6, or 22 for receivables from or payables to any current or former officers, directors, trustees, key employees, highest compensated employees, or disqualified persons? If so, complete Schedule L, Part II	✓	
27 Did the organization provide a grant or other assistance to an officer, director, trustee, key employee, substantial contributor or employee thereof, a grant selection committee member, or to a 35% controlled entity or family member of any of these persons? <i>If "Yes," complete Schedule L, Part III</i>		✓
28 Was the organization a party to a business transaction with one of the following parties (see Schedule L, Part IV instructions for applicable filing thresholds, conditions, and exceptions):		
a A current or former officer, director, trustee, or key employee? <i>If "Yes," complete Schedule L, Part IV</i>		✓
b A family member of a current or former officer, director, trustee, or key employee? <i>If "Yes," complete Schedule L, Part IV</i>		✓
c An entity of which a current or former officer, director, trustee, or key employee (or a family member thereof) was an officer, director, trustee, or direct or indirect owner? <i>If "Yes," complete Schedule L, Part IV</i>	✓	
29 Did the organization receive more than \$25,000 in non-cash contributions? <i>If "Yes," complete Schedule M</i>	✓	
30 Did the organization receive contributions of art, historical treasures, or other similar assets, or qualified conservation contributions? <i>If "Yes," complete Schedule M</i>	✓	
31 Did the organization liquidate, terminate, or dissolve and cease operations? <i>If "Yes," complete Schedule N, Part I</i>		✓
32 Did the organization sell, exchange, dispose of, or transfer more than 25% of its net assets? <i>If "Yes," complete Schedule N, Part II</i>		✓
33 Did the organization own 100% of an entity disregarded as separate from the organization under Regulations sections 301.7701-2 and 301.7701-3? <i>If "Yes," complete Schedule R, Part I</i>		✓
34 Was the organization related to any tax-exempt or taxable entity? <i>If "Yes," complete Schedule R, Part II, III, or IV, and Part V, line 1</i>	✓	
35a Did the organization have a controlled entity within the meaning of section 512(b)(13)?	✓	
b If "Yes" to line 35a, did the organization receive any payment from or engage in any transaction with a controlled entity within the meaning of section 512(b)(13)? <i>If "Yes," complete Schedule R, Part V, line 2</i>		✓
36 Section 501(c)(3) organizations. Did the organization make any transfers to an exempt non-charitable related organization? <i>If "Yes," complete Schedule R, Part V, line 2</i>		✓
37 Did the organization conduct more than 5% of its activities through an entity that is not a related organization and that is treated as a partnership for federal income tax purposes? <i>If "Yes," complete Schedule R, Part VI</i>		✓
38 Did the organization complete Schedule O and provide explanations in Schedule O for Part VI, lines 11b and 19? Note. All Form 990 filers are required to complete Schedule O	✓	

Part V **Statements Regarding Other IRS Filings and Tax Compliance**

Check if Schedule O contains a response or note to any line in this Part V

		Yes	No
1a	Enter the number reported in Box 3 of Form 1096. Enter -0- if not applicable		
	1a 247		
b	Enter the number of Forms W-2G included in line 1a. Enter -0- if not applicable		
	1b 0		
c	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		
	2a 624		
b	If at least one is reported on line 2a, did the organization file all required federal employment tax returns?	✓	
	Note. If the sum of lines 1a and 2a is greater than 250, you may be required to e-file (see instructions)		
3a	Did the organization have unrelated business gross income of \$1,000 or more during the year?	✓	
b	If "Yes," has it filed a Form 990-T for this year? If "No" to line 3b, provide an explanation in Schedule O	✓	
4a	At any time during the calendar year, did the organization have an interest in, or a signature or other authority over, a financial account in a foreign country (such as a bank account, securities account, or other financial account)?	✓	
b	If "Yes," enter the name of the foreign country: ▶ <u>See Schedule O, Statement 6</u> See instructions for filing requirements for Form TD F 90-22.1, Report of Foreign Bank and Financial Accounts.		
5a	Was the organization a party to a prohibited tax shelter transaction at any time during the tax year?		✓
b	Did any taxable party notify the organization that it was or is a party to a prohibited tax shelter transaction?		✓
c	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 as charitable contributions?		✓
b	If "Yes," did the organization include with every solicitation an express statement that such contributions or gifts were not tax deductible?		
7	Organizations that may receive deductible contributions under section 170(c).		
a	Did the organization receive a payment in excess of \$75 made partly as a contribution and partly for goods and services provided to the payor?	✓	
b	If "Yes," did the organization notify the donor of the value of the goods or services provided?	✓	
c	Did the organization sell, exchange, or otherwise dispose of tangible personal property for which it was required to file Form 8282?		✓
d	If "Yes," indicate the number of Forms 8282 filed during the year		
	7d		
e	Did the organization receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?		✓
f	Did the organization, during the year, pay premiums, directly or indirectly, on a personal benefit contract?		✓
g	If the organization received a contribution of qualified intellectual property, did the organization file Form 8899 as required?		
h	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.		
a	Did the organization make any taxable distributions under section 4966?		
b	Did the organization make a distribution to a donor, donor advisor, or related person?		
10	Section 501(c)(7) organizations. Enter:		
a	Initiation fees and capital contributions included on Part VIII, line 12	10a	
b	Gross receipts, included on Form 990, Part VIII, line 12, for public use of club facilities	10b	
11	Section 501(c)(12) organizations. Enter:		
a	Gross income from members or shareholders	11a	
b	Gross income from other sources (Do not net amounts due or paid to other sources against amounts due or received from them.)	11b	
12a	Section 4947(a)(1) non-exempt charitable trusts. Is the organization filing Form 990 in lieu of Form 1041?	12a	
b	If "Yes," enter the amount of tax-exempt interest received or accrued during the year	12b	
13	Section 501(c)(29) qualified nonprofit health insurance issuers.		
a	Is the organization licensed to issue qualified health plans in more than one state?	13a	
	Note. See the instructions for additional information the organization must report on Schedule O.		
b	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	13b	
c	Enter the amount of reserves on hand	13c	
14a	Did the organization receive any payments for indoor tanning services during the tax year?	14a	✓
b	If "Yes," has it filed a Form 720 to report these payments? If "No," provide an explanation in Schedule O	14b	

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 or note to any line 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		
	If there are material differences in voting rights among members of the governing body, or if the governing body delegated broad authority to an executive committee or similar committee, explain in Schedule O.		
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?	<input checked="" type="checkbox"/>	
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?		<input checked="" type="checkbox"/>
4	Did the organization make any significant changes to its governing documents since the prior Form 990 was filed?		<input checked="" type="checkbox"/>
5	Did the organization become aware during the year of a significant diversion of the organization's assets?		<input checked="" type="checkbox"/>
6	Did the organization have members or stockholders?		<input checked="" type="checkbox"/>
7a	Did the organization have members, stockholders, or other persons who had the power to elect or appoint one or more members of the governing body?		<input checked="" type="checkbox"/>
7b	Are any governance decisions of the organization reserved to (or subject to approval by) members, stockholders, or persons other than the governing body?		<input checked="" type="checkbox"/>
8	Did the organization contemporaneously document the meetings held or written actions undertaken during the year by the following:		
8a	The governing body?	<input checked="" type="checkbox"/>	
8b	Each committee with authority to act on behalf of the governing body?	<input checked="" type="checkbox"/>	
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		<input checked="" type="checkbox"/>

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

		Yes	No
10a	Did the organization have local chapters, branches, or affiliates?	<input checked="" type="checkbox"/>	
10b	If "Yes," did the organization have written policies and procedures governing the activities of such chapters, affiliates, and branches to ensure their operations are consistent with the organization's exempt purposes?	<input checked="" type="checkbox"/>	
11a	Has the organization provided a complete copy of this Form 990 to all members of its governing body before filing the form?	<input checked="" type="checkbox"/>	
11b	Describe in Schedule O the process, if any, used by the organization to review this Form 990.		
12a	Did the organization have a written conflict of interest policy? If "No," go to line 13	<input checked="" type="checkbox"/>	
12b	Were officers, directors, or trustees, and key employees required to disclose annually interests that could give rise to conflicts?	<input checked="" type="checkbox"/>	
12c	Did the organization regularly and consistently monitor and enforce compliance with the policy? If "Yes," describe in Schedule O how this was done	<input checked="" type="checkbox"/>	
13	Did the organization have a written whistleblower policy?	<input checked="" type="checkbox"/>	
14	Did the organization have a written document retention and destruction policy?	<input checked="" type="checkbox"/>	
15	Did the process for determining compensation of the following persons include a review and approval by independent persons, comparability data, and contemporaneous substantiation of the deliberation and decision?		
15a	The organization's CEO, Executive Director, or top management official	<input checked="" type="checkbox"/>	
15b	Other officers or key employees of the organization	<input checked="" type="checkbox"/>	
	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?	<input checked="" type="checkbox"/>	
16b	If "Yes," did the organization follow a written policy or procedure requiring the organization to evaluate its participation in joint venture arrangements under applicable federal tax law, and take steps to safeguard the organization's exempt status with respect to such arrangements?	<input checked="" type="checkbox"/>	

Section C. Disclosure

- 17** List the states with which a copy of this Form 990 is required to be filed ► [See Schedule O, Statement 7](#)
- 18** Section 6104 requires an organization to make its Forms 1023 (or 1024 if applicable), 990, and 990-T (Section 501(c)(3)s only) available for public inspection. Indicate how you made these available. Check all that apply.
 Own website Another's website Upon request Other (explain in Schedule O)
- 19** Describe in Schedule O whether (and if so, how) the organization made its governing documents, conflict of interest policy, and financial statements available to the public during the tax year.
- 20** State the name, physical address, and telephone number of the person who possesses the books and records of the organization: ► [Marvin Suchoff, \(212\)360-4216](#)

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

Check if Schedule O contains a response or note to any line 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 (list any hours for related organizations below dotted line)	(C) Position (do not check more than one box, unless person is both an officer and a director/trustee)						(D) Reportable compensation from the organization (W-2/1099-MISC)	(E) Reportable compensation from related organizations (W-2/1099-MISC)	(F) Estimated amount of other compensation from the organization and related organizations
		Individual trustee or director	Institutional trustee	Officer	Key employee	Highest compensated employee	Former			
Azua Jon Imanol	2									
Trustee	0	✓					0	0	0	
Baker Robert C	3									
Trustee/Treasurer	0	✓		✓			0	0	0	
Boehly Todd	2									
Trustee	0	✓					0	0	0	
Calicchio John	3									
Trustee/Vice-President	0	✓		✓			0	0	0	
Daskalopolulos Dimitris	2									
Trustee	0	✓					0	0	0	
Diker Charles M	2									
Trustee	0	✓					0	0	0	
Ehrnrooth Carl Gustaf	2									
Trustee	0	✓					0	0	0	
Fisher Wendy	2									
Trustee	0	✓					0	0	0	
Ganek David	2									
Trustee	0	✓					0	0	0	
Jaffe Elliot S	2									
Trustee	0	✓					0	0	0	
Lawson-Johnston Peter	3									
Trustee/Honorary Chairman	0	✓		✓			0	0	0	
Lawson-Johnston II Peter	2									
Trustee	0	✓					0	0	0	
Lutnick Howard W	2									
Trustee	0	✓					0	0	0	
Mack William L	8									
Trustee/Chairman	0	✓		✓			0	0	0	

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

(A) Name and Title	(B) Average hours per week (list any hours for related organizations below dotted line)	(C) Position (do not check more than one box, unless person is both an officer and a director/trustee)						(D) Reportable compensation from the organization (W-2/1099-MISC)	(E) Reportable compensation from related organizations (W-2/1099-MISC)	(F) Estimated amount of other compensation from the organization and related organizations
		Individual trustee or director	Institutional trustee	Officer	Key employee	Highest compensated employee	Former			
Macklowe Linda	2									
Trustee	0	✓					0	0	0	
McNeil Wendy L-J	3									
Trustee/Vice-President	0	✓		✓			0	0	0	
Meyer Edward H	2									
Trustee/Vice-President	0	✓		✓			0	0	0	
Nemerov Alexander	2									
Trustee	0	✓					0	0	0	
Potantin Vladimir O	2									
Trustee	0	✓					0	0	0	
Ross Stephen M	2									
Trustee	0	✓					0	0	0	
Sackler Mortimer D A	2									
Trustee	0	✓					0	0	0	
Saul Denise	3									
Trustee	0	✓					0	0	0	
Schulhof Michael P	2									
Trustee	0	✓					0	0	0	
Sharp Cronson Mary	2									
Trustee	0	✓					0	0	0	
Sherwood James B	2									
Trustee	0	✓					0	0	0	
Slifka Barbara	2									
Trustee	0	✓					0	0	0	
Stockman Jennifer Blei	8									
Trustee/President	0	✓		✓			0	0	0	
Swid Stephen C	3									
Trustee/Vice-President	0	✓		✓			0	0	0	

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

(A) Name and Title	(B) Average hours per week (list any hours for related organizations below dotted line)	(C) Position (do not check more than one box, unless person is both an officer and a director/trustee)						(D) Reportable compensation from the organization (W-2/1099-MISC)	(E) Reportable compensation from related organizations (W-2/1099-MISC)	(F) Estimated amount of other compensation from the organization and related organizations
		Individual trustee or director	Institutional trustee	Officer	Key employee	Highest compensated employee	Former			
Walter Mark R Trustee/Vice-President	2 0	<input checked="" type="checkbox"/>		<input checked="" type="checkbox"/>				0	0	0
Wilmerding John Trustee	3 0	<input checked="" type="checkbox"/>						0	0	0
Rover Edward F Secretary	2 0			<input checked="" type="checkbox"/>				0	0	0
Armstrong Richard D Director of the Museum and Foundation	40 0			<input checked="" type="checkbox"/>				755,789	0	19,808
Steglitz Marc H Senior Deputy Director and COO	40 0			<input checked="" type="checkbox"/>				367,262	0	29,413
Austrian Sarah G Dep Director, General Counsel and Asst Secretary	40 0			<input checked="" type="checkbox"/>				295,294	0	19,814
Rylands Philip Director Peggy Guggenheim Collection	40 0				<input checked="" type="checkbox"/>			329,912	0	141,794
Goldhar Eleanor R Dep Director and Chief of Global Communications	40 0				<input checked="" type="checkbox"/>			262,057	0	29,017
Spector Nancy E Deputy Director and Chief Curator	40 0				<input checked="" type="checkbox"/>			217,207	0	25,725
Dunn Catherine Carver Deputy Director, Advancement	40 0					<input checked="" type="checkbox"/>		348,404	0	22,235
Vidarte Juan Ignacio Dep Director and Chief Officer for Global Strategie	20 0					<input checked="" type="checkbox"/>		257,627	0	5,417
Wielk John L Dep Dir, Corporate and Institutional Development	40 0					<input checked="" type="checkbox"/>		231,001	0	18,639
Suchoff Marvin Chief Financial Officer	40 0					<input checked="" type="checkbox"/>		221,129	0	20,841
Wiseman Ari J Deputy Director, SRGF	40 0					<input checked="" type="checkbox"/>		197,929	0	16,719

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

(A) Name and title	(B) Average hours per week (list any hours for related organizations below dotted line)	(C) Position (do not check more than one box, unless person is both an officer and a director/trustee)						(D) Reportable compensation from the organization (W-2/1099-MISC)	(E) Reportable compensation from related organizations (W-2/1099-MISC)	(F) Estimated amount of other compensation from the organization and related organizations
		Individual trustee or director	Institutional trustee	Officer	Key employee	Highest compensated employee	Former			
1b Sub-total							3,483,611	0	349,422	
c Total from continuation sheets to Part VII, Section A										
d Total (add lines 1b and 1c)							3,483,611	0	349,422	

2 Total number of individuals (including but not limited to those listed above) who received more than \$100,000 of reportable compensation from the organization ▶ **35**

	Yes	No
3 Did the organization list any former officer, director, or trustee, key employee, or highest compensated employee on line 1a? <i>If "Yes," complete Schedule J for such individual</i>		✓
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? <i>If "Yes," complete Schedule J for such individual</i>	✓	
5 Did any person listed on line 1a receive or accrue compensation from any unrelated organization or individual for services rendered to the organization? <i>If "Yes," complete Schedule J for such person</i>		✓

Section B. Independent Contractors

1 Complete this table for your five highest compensated independent contractors that received more than \$100,000 of compensation from the organization. Report compensation for the calendar year ending with or within the organization's tax year.

(A) Name and business address	(B) Description of services	(C) Compensation
FJ Sciamc Construction Co Inc, 14 Wall Street, New York, NY 10005	Construction Management	1,462,293
Masterpiece International LTD, 39 Broadway 14th Floor, New York, NY 10006	Art Shipping Services	1,454,852
Crothall Healthcare, 955 Chesterbrook Boulevard, Suite 300, Wayne, PA 19087	Cleaning Services	880,506
Hasenkamp, Europaallee 16-18, Frechen D-50226, , Germany	Art Shipping	777,751
Alliedbarton Security Services, 161 Washington Street Suite 600, Eight Tower Bridge	Security Guards	645,377

2 Total number of independent contractors (including but not limited to those listed above) who received more than \$100,000 of compensation from the organization ▶ **47**

Part VIII Statement of Revenue

Check if Schedule O contains a response or note to any line in this Part VIII

			(A) Total revenue	(B) Related or exempt function revenue	(C) Unrelated business revenue	(D) Revenue excluded from tax under sections 512-514	
Contributions, Gifts, Grants and Other Similar Amounts	1a Federated campaigns	1a 0					
	b Membership dues	1b 2,698,319					
	c Fundraising events	1c 2,074,140					
	d Related organizations	1d 0					
	e Government grants (contributions)	1e 878,258					
	f All other contributions, gifts, grants, and similar amounts not included above	1f 21,528,144					
	g Noncash contributions included in lines 1a-1f: \$	1,053,806					
	h Total. Add lines 1a-1f	▶	27,178,861				
Program Service Revenue	Business Code						
	2a Admission income	712110	20,814,098	20,814,098	0	0	
	b Exhibitions	712110	11,791,014	11,791,014	0	0	
	c Program collaborations	712110	7,653,743	7,653,743	0	0	
	d Museum feasibility study	712110	210,576	210,576	0	0	
	e Other program revenue	712110	1,245,244	1,245,244	0	0	
	f All other program service revenue		0	0	0	0	
g Total. Add lines 2a-2f	▶	41,714,675					
Other Revenue	3 Investment income (including dividends, interest, and other similar amounts)	▶	2,893,145	0	0	2,893,145	
	4 Income from investment of tax-exempt bond proceeds ▶		0	0	0	0	
	5 Royalties	▶	1,498,498	0	0	1,498,498	
	6a Gross rents	(i) Real	0				
		(ii) Personal	0				
		b Less: rental expenses	0				
		c Rental income or (loss)	0				
	d Net rental income or (loss)	▶	0	0	0	0	
	7a Gross amount from sales of assets other than inventory	(i) Securities	79,136,628				
		(ii) Other	7,681,658				
		b Less: cost or other basis and sales expenses	78,292,382				
		c Gain or (loss)	844,246				
	d Net gain or (loss)	▶	621,549	0	0	621,549	
	8a Gross income from fundraising events (not including \$ 2,074,140 of contributions reported on line 1c). See Part IV, line 18	a 878,794					
		b Less: direct expenses	975,075				
		c Net income or (loss) from fundraising events	▶	-96,281		0	-96,281
	9a Gross income from gaming activities. See Part IV, line 19	a 0					
b Less: direct expenses		0					
c Net income or (loss) from gaming activities		▶	0	0	0	0	
10a Gross sales of inventory, less returns and allowances	a 7,619,246						
	b Less: cost of goods sold	4,733,232					
	c Net income or (loss) from sales of inventory	▶	2,886,014	1,583,484	1,302,530	0	
Miscellaneous Revenue		Business Code					
11a Corporate events	900099	645,626	0	6,184	639,442		
b Restaurant income and other	900099	552,962	0	31,945	521,017		
c Non accession art sales	921190	6,600	6,600	0	0		
d All other revenue		0	0	0	0		
e Total. Add lines 11a-11d	▶	1,205,188					
12 Total revenue. See instructions.	▶	77,901,649	43,304,759	1,340,659	6,077,370		

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).

Check if Schedule O contains a response or note to any line in this Part IX

Do not include amounts reported on lines 6b, 7b, 8b, 9b, and 10b of Part VIII.

	(A) Total expenses	(B) Program service expenses	(C) Management and general expenses	(D) Fundraising expenses
1 Grants and other assistance to governments and organizations in the United States. See Part IV, line 21	0	0		
2 Grants and other assistance to individuals in the United States. See Part IV, line 22	0	0		
3 Grants and other assistance to governments, organizations, and individuals outside the United States. See Part IV, lines 15 and 16	14,780	14,780		
4 Benefits paid to or for members	0	0		
5 Compensation of current officers, directors, trustees, and key employees	4,459,023	607,787	3,109,597	741,639
6 Compensation not included above, to disqualified persons (as defined under section 4958(f)(1)) and persons described in section 4958(c)(3)(B)	0	0	0	0
7 Other salaries and wages	23,820,085	18,988,219	3,315,996	1,515,870
8 Pension plan accruals and contributions (include section 401(k) and 403(b) employer contributions)	676,827	566,900	71,451	38,476
9 Other employee benefits	3,416,044	2,829,322	326,323	260,399
10 Payroll taxes	1,644,783	1,238,986	302,502	103,295
11 Fees for services (non-employees):				
a Management	5,711,791	5,271,354	390,689	49,748
b Legal	322,840	41,897	280,943	0
c Accounting	271,535	14,394	257,141	0
d Lobbying	233,420	0	203,070	30,350
e Professional fundraising services. See Part IV, line 17	49,500			49,500
f Investment management fees	2,218,870	0	2,218,870	0
g Other. (If line 11g amount exceeds 10% of line 25, column (A) amount, list line 11g expenses on Schedule O.)	758,096	617,624	105,061	35,411
12 Advertising and promotion	1,857,600	1,458,307	290,452	108,841
13 Office expenses	1,912,369	786,457	831,148	294,764
14 Information technology	580,530	31,374	548,877	279
15 Royalties	107,827	86,189	21,517	121
16 Occupancy	5,952,329	4,924,616	972,860	54,853
17 Travel	2,598,281	1,871,266	207,446	519,569
18 Payments of travel or entertainment expenses for any federal, state, or local public officials	0	0	0	0
19 Conferences, conventions, and meetings	784,921	563,079	59,683	162,159
20 Interest	241,267	222,176	19,091	0
21 Payments to affiliates	0	0	0	0
22 Depreciation, depletion, and amortization	5,041,914	4,513,402	492,418	36,094
23 Insurance	779,348	616,310	163,038	0
24 Other expenses. Itemize expenses not covered above (List miscellaneous expenses in line 24e. If line 24e amount exceeds 10% of line 25, column (A) amount, list line 24e expenses on Schedule O.)				
a <u>Art purchases</u>	3,148,186	3,148,186	0	0
b <u>Art storage, shipping and crating</u>	4,483,143	4,208,254	162,892	111,997
c <u>Materials and other exhibition cost</u>	2,180,928	2,013,009	161,112	6,807
d <u>Unrelated business income tax</u>	14,435	0	14,435	0
e All other expenses	2,302,216	1,507,260	739,867	55,089
25 Total functional expenses. Add lines 1 through 24e	75,582,888	56,141,148	15,266,479	4,175,261
26 Joint costs. Complete this line only if the organization reported in column (B) joint costs from a combined educational campaign and fundraising solicitation. Check here <input type="checkbox"/> if following SOP 98-2 (ASC 958-720)				

Part X Balance Sheet

Check if Schedule O contains a response or note to any line in this Part X

		(A)		(B)
		Beginning of year		End of year
Assets	1 Cash—non-interest-bearing	4,474,069	1	11,321,480
	2 Savings and temporary cash investments	7,610,595	2	9,449,688
	3 Pledges and grants receivable, net	17,657,934	3	15,323,168
	4 Accounts receivable, net	1,378,362	4	2,286,861
	5 Loans and other receivables from current and former officers, directors, trustees, key employees, and highest compensated employees. Complete Part II of Schedule L	83,871	5	64,170
	6 Loans and other receivables from other disqualified persons (as defined under section 4958(f)(1)), persons described in section 4958(c)(3)(B), and contributing employers and sponsoring organizations of section 501(c)(9) voluntary employees' beneficiary organizations (see instructions). Complete Part II of Schedule L	0	6	0
	7 Notes and loans receivable, net	0	7	0
	8 Inventories for sale or use	1,029,686	8	1,045,545
	9 Prepaid expenses and deferred charges	770,693	9	615,787
	10a Land, buildings, and equipment: cost or other basis. Complete Part VI of Schedule D	125,180,865		
	b Less: accumulated depreciation	59,932,320	10c	65,248,545
	11 Investments—publicly traded securities	9,772,849	11	9,903,844
	12 Investments—other securities. See Part IV, line 11	54,488,987	12	59,978,061
	13 Investments—program-related. See Part IV, line 11		13	0
	14 Intangible assets		14	0
	15 Other assets. See Part IV, line 11	287,976	15	287,976
16 Total assets. Add lines 1 through 15 (must equal line 34)	165,952,154	16	175,525,125	
Liabilities	17 Accounts payable and accrued expenses	13,975,789	17	12,636,483
	18 Grants payable	0	18	0
	19 Deferred revenue	36,969,588	19	38,493,410
	20 Tax-exempt bond liabilities	8,100,000	20	5,600,000
	21 Escrow or custodial account liability. Complete Part IV of Schedule D	0	21	0
	22 Loans and other payables to current and former officers, directors, trustees, key employees, highest compensated employees, and disqualified persons. Complete Part II of Schedule L	0	22	0
	23 Secured mortgages and notes payable to unrelated third parties	3,795,574	23	3,605,001
	24 Unsecured notes and loans payable to unrelated third parties	527,473	24	372,331
	25 Other liabilities (including federal income tax, payables to related third parties, and other liabilities not included on lines 17-24). Complete Part X of Schedule D	90,000	25	22,000
	26 Total liabilities. Add lines 17 through 25	63,458,424	26	60,729,225
Net Assets or Fund Balances	Organizations that follow SFAS 117 (ASC 958), check here <input checked="" type="checkbox"/> and complete lines 27 through 29, and lines 33 and 34.			
	27 Unrestricted net assets	16,860,440	27	22,659,653
	28 Temporarily restricted net assets	30,798,602	28	34,408,149
	29 Permanently restricted net assets	54,834,688	29	57,728,098
	Organizations that do not follow SFAS 117 (ASC 958), check here <input type="checkbox"/> and complete lines 30 through 34.			
	30 Capital stock or trust principal, or current funds		30	
	31 Paid-in or capital surplus, or land, building, or equipment fund		31	
	32 Retained earnings, endowment, accumulated income, or other funds		32	
	33 Total net assets or fund balances	102,493,730	33	114,795,900
34 Total liabilities and net assets/fund balances	165,952,154	34	175,525,125	

Part XI Reconciliation of Net Assets

Check if Schedule O contains a response or note to any line in this Part XI

1	Total revenue (must equal Part VIII, column (A), line 12)	1	77,901,649
2	Total expenses (must equal Part IX, column (A), line 25)	2	75,582,888
3	Revenue less expenses. Subtract line 2 from line 1	3	2,318,761
4	Net assets or fund balances at beginning of year (must equal Part X, line 33, column (A))	4	102,493,730
5	Net unrealized gains (losses) on investments	5	9,793,781
6	Donated services and use of facilities	6	0
7	Investment expenses	7	0
8	Prior period adjustments	8	0
9	Other changes in net assets or fund balances (explain in Schedule O)	9	189,628
10	Net assets or fund balances at end of year. Combine lines 3 through 9 (must equal Part X, line 33, column (B))	10	114,795,900

Part XII Financial Statements and Reporting

Check if Schedule O contains a response or note to any line in this Part XII

	Yes	No
1 Accounting method used to prepare the Form 990: <input type="checkbox"/> Cash <input checked="" type="checkbox"/> Accrual <input type="checkbox"/> Other _____ If the organization changed its method of accounting from a prior year or checked "Other," explain in Schedule O.		
2a Were the organization's financial statements compiled or reviewed by an independent accountant? If "Yes," check a box below to indicate whether the financial statements for the year were compiled or reviewed on a separate basis, consolidated basis, or both: <input type="checkbox"/> Separate basis <input type="checkbox"/> Consolidated basis <input type="checkbox"/> Both consolidated and separate basis		<input checked="" type="checkbox"/>
b Were the organization's financial statements audited by an independent accountant? If "Yes," check a box below to indicate whether the financial statements for the year were audited on a separate basis, consolidated basis, or both: <input checked="" type="checkbox"/> Separate basis <input type="checkbox"/> Consolidated basis <input type="checkbox"/> Both consolidated and separate basis	<input checked="" type="checkbox"/>	
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.	<input checked="" type="checkbox"/>	
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?		<input checked="" type="checkbox"/>
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.		

SCHEDULE A
(Form 990 or 990-EZ)

Public Charity Status and Public Support

OMB No. 1545-0047

2013

Department of the Treasury
Internal Revenue Service

Complete if the organization is a section 501(c)(3) organization or a section 4947(a)(1) nonexempt charitable trust.

▶ Attach to Form 990 or Form 990-EZ.

▶ Information about Schedule A (Form 990 or 990-EZ) and its instructions is at www.irs.gov/form990.

Open to Public Inspection

Name of the organization SOLOMON R GUGGENHEIM FOUNDATION	Employer identification number 13-5562233
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Part I Reason for Public Charity Status (All organizations must complete this part.) See instructions.

The organization is not a private foundation because it is: (For lines 1 through 11, check only one box.)

- 1 A church, convention of churches, or association of churches described in **section 170(b)(1)(A)(i)**.
- 2 A school described in **section 170(b)(1)(A)(ii)**. (Attach Schedule E.)
- 3 A hospital or a cooperative hospital service organization described in **section 170(b)(1)(A)(iii)**.
- 4 A medical research organization operated in conjunction with a hospital described in **section 170(b)(1)(A)(iii)**. Enter the hospital's name, city, and state: _____
- 5 An organization operated for the benefit of a college or university owned or operated by a governmental unit described in **section 170(b)(1)(A)(iv)**. (Complete Part II.)
- 6 A federal, state, or local government or governmental unit described in **section 170(b)(1)(A)(v)**.
- 7 An organization that normally receives a substantial part of its support from a governmental unit or from the general public described in **section 170(b)(1)(A)(vi)**. (Complete Part II.)
- 8 A community trust described in **section 170(b)(1)(A)(vi)**. (Complete Part II.)
- 9 An organization that normally receives: (1) more than 33 1/3% of its support from contributions, membership fees, and gross receipts from activities related to its exempt functions—subject to certain exceptions, and (2) no more than 33 1/3% of its support from gross investment income and unrelated business taxable income (less section 511 tax) from businesses acquired by the organization after June 30, 1975. See **section 509(a)(2)**. (Complete Part III.)
- 10 An organization organized and operated exclusively to test for public safety. See **section 509(a)(4)**.
- 11 An organization organized and operated exclusively for the benefit of, to perform the functions of, or to carry out the purposes of one or more publicly supported organizations described in section 509(a)(1) or section 509(a)(2). See **section 509(a)(3)**. Check the box that describes the type of supporting organization and complete lines 11e through 11h.
 - a Type I b Type II c Type III—Functionally integrated d Type III—Non-functionally integrated
- e By checking this box, I certify that the organization is not controlled directly or indirectly by one or more disqualified persons other than foundation managers and other than one or more publicly supported organizations described in section 509(a)(1) or section 509(a)(2).
- f If the organization received a written determination from the IRS that it is a Type I, Type II, or Type III supporting organization, check this box
- g Since August 17, 2006, has the organization accepted any gift or contribution from any of the following persons?

	Yes	No
(i) A person who directly or indirectly controls, either alone or together with persons described in (ii) and (iii) below, the governing body of the supported organization?	11g(i)	
(ii) A family member of a person described in (i) above?	11g(ii)	
(iii) A 35% controlled entity of a person described in (i) or (ii) above?	11g(iii)	

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

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) 2009	(b) 2010	(c) 2011	(d) 2012	(e) 2013	(f) Total
1 Gifts, grants, contributions, and membership fees received. (Do not include any "unusual grants.")	17,818,534	22,336,405	20,725,614	30,858,995	27,178,861	118,918,409
2 Tax revenues levied for the organization's benefit and either paid to or expended on its behalf	0	0	0	0	0	0
3 The value of services or facilities furnished by a governmental unit to the organization without charge	0	0	0	0	0	0
4 Total. Add lines 1 through 3	17,818,534	22,336,405	20,725,614	30,858,995	27,178,861	118,918,409
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)						14,244,809
6 Public support. Subtract line 5 from line 4.						104,673,600

Section B. Total Support

Calendar year (or fiscal year beginning in) ►	(a) 2009	(b) 2010	(c) 2011	(d) 2012	(e) 2013	(f) Total
7 Amounts from line 4	17,818,534	22,336,405	20,725,614	30,858,995	27,178,861	118,918,409
8 Gross income from interest, dividends, payments received on securities loans, rents, royalties and income from similar sources	1,568,396	1,564,420	4,026,251	3,657,311	4,391,643	15,208,021
9 Net income from unrelated business activities, whether or not the business is regularly carried on	1,458,045	1,837,933	2,419,258	1,662,341	1,340,659	8,718,236
10 Other income. Do not include gain or loss from the sale of capital assets (Explain in Part IV.)	0	0	0	0	0	0
11 Total support. Add lines 7 through 10						142,844,666
12 Gross receipts from related activities, etc. (see instructions)					12	49,082,946
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 2013 (line 6, column (f) divided by line 11, column (f))	14	73.28 %
15 Public support percentage from 2012 Schedule A, Part II, line 14	15	71.94 %
16a 33 1/3% support test—2013. 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—2012. 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—2013. 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—2012. 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) 2009	(b) 2010	(c) 2011	(d) 2012	(e) 2013	(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) 2009	(b) 2010	(c) 2011	(d) 2012	(e) 2013	(f) Total
9 Amounts from line 6						
10a Gross income from interest, dividends, payments received on securities loans, rents, royalties and income from similar sources						
b Unrelated business taxable income (less section 511 taxes) from businesses acquired after June 30, 1975						
c Add lines 10a and 10b						
11 Net income from unrelated business activities not included in line 10b, whether or not the business is regularly carried on						
12 Other income. Do not include gain or loss from the sale of capital assets (Explain in Part IV.)						
13 Total support. (Add lines 9, 10c, 11, and 12.)						
14 First five years. If the Form 990 is for the organization's first, second, third, fourth, or fifth tax year as a section 501(c)(3) organization, check this box and stop here <input type="checkbox"/>						

Section C. Computation of Public Support Percentage

15 Public support percentage for 2013 (line 8, column (f) divided by line 13, column (f))	15	%
16 Public support percentage from 2012 Schedule A, Part III, line 15	16	%

Section D. Computation of Investment Income Percentage

17 Investment income percentage for 2013 (line 10c, column (f) divided by line 13, column (f))	17	%
18 Investment income percentage from 2012 Schedule A, Part III, line 17	18	%

- 19a 33 1/3% support tests—2013.** 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—2012.** 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 C
(Form 990 or 990-EZ)

Political Campaign and Lobbying Activities

OMB No. 1545-0047

2013

Open to Public Inspection

Department of the Treasury
Internal Revenue Service

For Organizations Exempt From Income Tax Under section 501(c) and section 527
 ▶ **Complete if the organization is described below.** ▶ **Attach to Form 990 or Form 990-EZ.**
 ▶ **See separate instructions.** ▶ **Information about Schedule C (Form 990 or 990-EZ) and its instructions is at www.irs.gov/form990.**

If the organization answered "Yes," to Form 990, Part IV, line 3, or Form 990-EZ, Part V, line 46 (Political Campaign Activities), then

- Section 501(c)(3) organizations: Complete Parts I-A and B. Do not complete Part I-C.
- Section 501(c) (other than section 501(c)(3)) organizations: Complete Parts I-A and C below. Do not complete Part I-B.
- Section 527 organizations: Complete Part I-A only.

If the organization answered "Yes," to Form 990, Part IV, line 4, or Form 990-EZ, Part VI, line 47 (Lobbying Activities), then

- Section 501(c)(3) organizations that have filed Form 5768 (election under section 501(h)): Complete Part II-A. Do not complete Part II-B.
- Section 501(c)(3) organizations that have NOT filed Form 5768 (election under section 501(h)): Complete Part II-B. Do not complete Part II-A.

If the organization answered "Yes," to Form 990, Part IV, line 5 (Proxy Tax) or Form 990-EZ, Part V, line 35c (Proxy Tax), then

- Section 501(c)(4), (5), or (6) organizations: Complete Part III.

Name of organization SOLOMON R GUGGENHEIM FOUNDATION	Employer identification number 13-5562233
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Part I-A Complete if the organization is exempt under section 501(c) or is a section 527 organization.

- 1 Provide a description of the organization's direct and indirect political campaign activities in Part IV.
- 2 Political expenditures ▶ \$
- 3 Volunteer hours ▶

Part I-B Complete if the organization is exempt under section 501(c)(3).

- 1 Enter the amount of any excise tax incurred by the organization under section 4955 ▶ \$
- 2 Enter the amount of any excise tax incurred by organization managers under section 4955 ▶ \$
- 3 If the organization incurred a section 4955 tax, did it file Form 4720 for this year? Yes No
- 4a Was a correction made? Yes No
- b If "Yes," describe in Part IV.

Part I-C Complete if the organization is exempt under section 501(c), except section 501(c)(3).

- 1 Enter the amount directly expended by the filing organization for section 527 exempt function activities ▶ \$
- 2 Enter the amount of the filing organization's funds contributed to other organizations for section 527 exempt function activities ▶ \$
- 3 Total exempt function expenditures. Add lines 1 and 2. Enter here and on Form 1120-POL, line 17b ▶ \$
- 4 Did the filing organization file **Form 1120-POL** for this year? Yes No
- 5 Enter the names, addresses and employer identification number (EIN) of all section 527 political organizations to which the filing organization made payments. For each organization listed, enter the amount paid from the filing organization's funds. Also enter the amount of political contributions received that were promptly and directly delivered to a separate political organization, such as a separate segregated fund or a political action committee (PAC). If additional space is needed, provide information in Part IV.

(a) Name	(b) Address	(c) EIN	(d) Amount paid from filing organization's funds. If none, enter -0-.	(e) Amount of political contributions received and promptly and directly delivered to a separate political organization. If none, enter -0-.
(1)				
(2)				
(3)				
(4)				
(5)				
(6)				

Part II-A Complete if the organization is exempt under section 501(c)(3) and filed Form 5768 (election under section 501(h)).

- A** Check if the filing organization belongs to an affiliated group (and list in Part IV each affiliated group member's name, address, EIN, expenses, and share of excess lobbying expenditures).
- B** Check if the filing organization checked box A and "limited control" provisions apply.

Limits on Lobbying Expenditures (The term "expenditures" means amounts paid or incurred.)		(a) Filing organization's totals	(b) Affiliated group totals												
1a	Total lobbying expenditures to influence public opinion (grass roots lobbying)														
b	Total lobbying expenditures to influence a legislative body (direct lobbying)														
c	Total lobbying expenditures (add lines 1a and 1b)														
d	Other exempt purpose expenditures														
e	Total exempt purpose expenditures (add lines 1c and 1d)														
f	Lobbying nontaxable amount. Enter the amount from the following table in both columns.														
<table border="1" style="width: 100%;"> <thead> <tr> <th style="text-align: left;">If the amount on line 1e, column (a) or (b) is:</th> <th style="text-align: left;">The lobbying nontaxable amount is:</th> </tr> </thead> <tbody> <tr> <td>Not over \$500,000</td> <td>20% of the amount on line 1e.</td> </tr> <tr> <td>Over \$500,000 but not over \$1,000,000</td> <td>\$100,000 plus 15% of the excess over \$500,000.</td> </tr> <tr> <td>Over \$1,000,000 but not over \$1,500,000</td> <td>\$175,000 plus 10% of the excess over \$1,000,000.</td> </tr> <tr> <td>Over \$1,500,000 but not over \$17,000,000</td> <td>\$225,000 plus 5% of the excess over \$1,500,000.</td> </tr> <tr> <td>Over \$17,000,000</td> <td>\$1,000,000.</td> </tr> </tbody> </table>		If the amount on line 1e, column (a) or (b) is:	The lobbying nontaxable amount is:	Not over \$500,000	20% of the amount on line 1e.	Over \$500,000 but not over \$1,000,000	\$100,000 plus 15% of the excess over \$500,000.	Over \$1,000,000 but not over \$1,500,000	\$175,000 plus 10% of the excess over \$1,000,000.	Over \$1,500,000 but not over \$17,000,000	\$225,000 plus 5% of the excess over \$1,500,000.	Over \$17,000,000	\$1,000,000.		
If the amount on line 1e, column (a) or (b) is:	The lobbying nontaxable amount is:														
Not over \$500,000	20% of the amount on line 1e.														
Over \$500,000 but not over \$1,000,000	\$100,000 plus 15% of the excess over \$500,000.														
Over \$1,000,000 but not over \$1,500,000	\$175,000 plus 10% of the excess over \$1,000,000.														
Over \$1,500,000 but not over \$17,000,000	\$225,000 plus 5% of the excess over \$1,500,000.														
Over \$17,000,000	\$1,000,000.														
g	Grassroots nontaxable amount (enter 25% of line 1f)														
h	Subtract line 1g from line 1a. If zero or less, enter -0-														
i	Subtract line 1f from line 1c. If zero or less, enter -0-														
j	If there is an amount other than zero on either line 1h or line 1i, did the organization file Form 4720 reporting section 4911 tax for this year?		<input type="checkbox"/> Yes <input type="checkbox"/> No												

4-Year Averaging Period Under Section 501(h)
(Some organizations that made a section 501(h) election do not have to complete all of the five columns below. See the instructions for lines 2a through 2f on page 4.)

Lobbying Expenditures During 4-Year Averaging Period					
Calendar year (or fiscal year beginning in)	(a) 2010	(b) 2011	(c) 2012	(d) 2013	(e) Total
2a Lobbying nontaxable amount					
b Lobbying ceiling amount (150% of line 2a, column (e))					
c Total lobbying expenditures					
d Grassroots nontaxable amount					
e Grassroots ceiling amount (150% of line 2d, column (e))					
f Grassroots lobbying expenditures					

Part II-B Complete if the organization is exempt under section 501(c)(3) and has NOT filed Form 5768 (election under section 501(h)).

For each "Yes," response to lines 1a through 1i below, provide in Part IV a detailed description of the lobbying activity.

	(a)		(b)
	Yes	No	Amount
1 During the year, did the filing organization attempt to influence foreign, national, state or local legislation, including any attempt to influence public opinion on a legislative matter or referendum, through the use of:			
a Volunteers?		✓	
b Paid staff or management (include compensation in expenses reported on lines 1c through 1i)?	✓		
c Media advertisements?		✓	
d Mailings to members, legislators, or the public?		✓	
e Publications, or published or broadcast statements?	✓		45,425
f Grants to other organizations for lobbying purposes?		✓	
g Direct contact with legislators, their staffs, government officials, or a legislative body?	✓		148,144
h Rallies, demonstrations, seminars, conventions, speeches, lectures, or any similar means?	✓		604
i Other activities?	✓		60,945
j Total. Add lines 1c through 1i			255,118
2a Did the activities in line 1 cause the organization to be not described in section 501(c)(3)?		✓	
b If "Yes," enter the amount of any tax incurred under section 4912			
c If "Yes," enter the amount of any tax incurred by organization managers under section 4912			
d If the filing organization incurred a section 4912 tax, did it file Form 4720 for this year?			

Part III-A Complete if the organization is exempt under section 501(c)(4), section 501(c)(5), or section 501(c)(6).

	Yes	No
1 Were substantially all (90% or more) dues received nondeductible by members?	1	
2 Did the organization make only in-house lobbying expenditures of \$2,000 or less?	2	
3 Did the organization agree to carry over lobbying and political expenditures from the prior year?	3	

Part III-B Complete if the organization is exempt under section 501(c)(4), section 501(c)(5), or section 501(c)(6) and if either (a) BOTH Part III-A, lines 1 and 2, are answered "No," OR (b) Part III-A, line 3, is answered "Yes."

1 Dues, assessments and similar amounts from members	1	
2 Section 162(e) nondeductible lobbying and political expenditures (do not include amounts of political expenses for which the section 527(f) tax was paid).		
a Current year	2a	
b Carryover from last year	2b	
c Total	2c	
3 Aggregate amount reported in section 6033(e)(1)(A) notices of nondeductible section 162(e) dues	3	
4 If notices were sent and the amount on line 2c exceeds the amount on line 3, what portion of the excess does the organization agree to carryover to the reasonable estimate of nondeductible lobbying and political expenditure next year?	4	
5 Taxable amount of lobbying and political expenditures (see instructions)	5	

Part IV Supplemental Information

Provide the descriptions required for Part I-A, line 1; Part I-B, line 4; Part I-C, line 5; Part II-A (affiliated group list); Part II-A, line 2; and Part II-B, line 1. Also, complete this part for any additional information.

Schedule C, Part II-B, Line 1 - The Foundation engaged communications and lobbying firms to solicit grants to support art education and capital improvements to the SRGM building and advise on one foreign initiative. In addition, during the year, SRGF's representatives met directly with public officials, on a limited number of occasions, to discuss funding for art education, capital improvements and one foreign initiative.

SCHEDULE D (Form 990)

Department of the Treasury Internal Revenue Service

Name of the organization

Supplemental Financial Statements

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

Information about Schedule D (Form 990) and its instructions is at www.irs.gov/form990.

OMB No. 1545-0047

2013

Open to Public Inspection

SOLOMON R GUGGENHEIM FOUNDATION

Employer identification number

13-5562233

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.

Table with 2 columns: (a) Donor advised funds, (b) Funds and other accounts. Rows include: 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... Yes No, 6 Did the organization inform all grantees... Yes No.

Part II Conservation Easements.

Complete if the organization answered "Yes" to Form 990, Part IV, line 7.

Table with 2 columns: Description, Held at the End of the Tax Year. Rows include: 1 Purpose(s) of conservation easements, 2 Complete lines 2a through 2d if the organization held a qualified conservation contribution..., 3 Number of conservation easements modified..., 4 Number of states where property subject to conservation easement is located, 5 Does the organization have a written policy..., 6 Staff and volunteer hours..., 7 Amount of expenses..., 8 Does each conservation easement..., 9 In Part XIII, describe how the organization reports...

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.

Table with 2 columns: Description, Amount. Rows include: 1a If the organization elected, as permitted under SFAS 116..., 1b If the organization elected, as permitted under SFAS 116..., 2 If the organization received or held works of art, historical treasures, or other similar assets for financial gain...

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 XIII.

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 XIII and complete the following table:

	Amount
1c Beginning balance	
1d Additions during the year	
1e Distributions during the year	
1f Ending balance	

2a Did the organization include an amount on Form 990, Part X, line 21? **Yes** **No**

b If "Yes," explain the arrangement in Part XIII. Check here if the explanation has been provided in Part XIII

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	66,392,295	61,024,160	67,018,874	64,304,087	64,363,101
b Contributions	1,440,927	8,264,319	1,258,895	4,550,865	10,182,193
c Net investment earnings, gains, and losses	10,890,238	3,248,023	996,949	4,650,038	4,018,308
d Grants or scholarships	0	0	0	0	0
e Other expenditures for facilities and programs	4,827,540	6,144,207	8,250,558	6,486,116	14,259,515
f Administrative expenses	0	0	0	0	0
g End of year balance	73,895,920	66,392,295	61,024,160	67,018,874	64,304,087

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

- a** Board designated or quasi-endowment ▶ 7 %
- b** Permanent endowment ▶ 77 %
- c** Temporarily restricted endowment ▶ 16 %

The percentages in lines 2a, 2b, and 2c should equal 100%.

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

	Yes	No
(i) unrelated organizations	<input type="checkbox"/>	<input checked="" type="checkbox"/>
(ii) related organizations	<input type="checkbox"/>	<input checked="" type="checkbox"/>

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

4 Describe in Part XIII the intended uses of the organization's endowment funds.

Part VI Land, Buildings, and Equipment.

Complete if the organization answered "Yes" to Form 990, Part IV, line 11a. See Form 990, Part X, line 10.

Description of property	(a) Cost or other basis (investment)	(b) Cost or other basis (other)	(c) Accumulated depreciation	(d) Book value
1a Land	3,130,643	0	0	3,130,643
b Buildings	108,407,717	0	50,901,856	57,505,861
c Leasehold improvements	8,247,105	0	6,010,447	2,236,658
d Equipment	4,156,355	0	3,020,017	1,136,338
e Other	1,239,045	0	0	1,239,045

Total. Add lines 1a through 1e. (Column (d) must equal Form 990, Part X, column (B), line 10(c).) ▶ 65,248,545

Part VII Investments—Other Securities.

Complete if the organization answered "Yes" to Form 990, Part IV, line 11b. 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 Fixed Income Funds	19,541,457	End-of-Year Market Value
(A) Equity Funds	15,420,157	End-of-Year Market Value
(B) Fund of Hedge Funds	8,376,190	End-of-Year Market Value
(C) Event/Credit Arbitrage Funds	14,952,095	End-of-Year Market Value
(D) International Funds	1,688,162	End-of-Year Market Value
(E)		
(F)		
(G)		
(H)		
Total. (Column (b) must equal Form 990, Part X, col. (B) line 12.) ►	59,978,061	

Part VIII Investments—Program Related.

Complete if the organization answered "Yes" to Form 990, Part IV, line 11c. See Form 990, Part X, line 13.

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

Part IX Other Assets.

Complete if the organization answered "Yes" to Form 990, Part IV, line 11d. See Form 990, Part X, line 15.

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

Part X Other Liabilities.

Complete if the organization answered "Yes" to Form 990, Part IV, line 11e or 11f. See Form 990, Part X, line 25.

1. (a) Description of liability	(b) Book value
(1) Federal income taxes	0
(2) State Income Tax	22,000
(3)	
(4)	
(5)	
(6)	
(7)	
(8)	
(9)	
Total. (Column (b) must equal Form 990, Part X, col. (B) line 25.) ►	22,000

2. Liability for uncertain tax positions. In Part XIII, 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). Check here if the text of the footnote has been provided in Part XIII

Part XI Reconciliation of Revenue per Audited Financial Statements With Revenue per Return.

Complete if the organization answered "Yes" to Form 990, Part IV, line 12a.

1	Total revenue, gains, and other support per audited financial statements	1	90,271,325
2	Amounts included on line 1 but not on Form 990, Part VIII, line 12:		
a	Net unrealized gains on investments	2a	9,793,781
b	Donated services and use of facilities	2b	616,380
c	Recoveries of prior year grants	2c	0
d	Other (Describe in Part XIII.)	2d	4,733,232
e	Add lines 2a through 2d	2e	15,143,393
3	Subtract line 2e from line 1	3	75,127,932
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	2,218,870
b	Other (Describe in Part XIII.)	4b	554,847
c	Add lines 4a and 4b	4c	2,773,717
5	Total revenue. Add lines 3 and 4c . (This must equal Form 990, Part I, line 12.)	5	77,901,649

Part XII Reconciliation of Expenses per Audited Financial Statements With Expenses per Return.

Complete if the organization answered "Yes" to Form 990, Part IV, line 12a.

1	Total expenses and losses per audited financial statements	1	77,969,155
2	Amounts included on line 1 but not on Form 990, Part IX, line 25:		
a	Donated services and use of facilities	2a	616,380
b	Prior year adjustments	2b	0
c	Other losses	2c	0
d	Other (Describe in Part XIII.)	2d	4,733,232
e	Add lines 2a through 2d	2e	5,349,612
3	Subtract line 2e from line 1	3	72,619,543
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	2,218,870
b	Other (Describe in Part XIII.)	4b	744,475
c	Add lines 4a and 4b	4c	2,963,345
5	Total expenses. Add lines 3 and 4c . (This must equal Form 990, Part I, line 18.)	5	75,582,888

Part XIII Supplemental Information.

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

Schedule D, Part III, Line 1 - In accordance with industry practice, art objects purchased, donated and bequeathed are included in permanently restricted net assets at a value of \$1. Contributions for the purchase of collection items, net assets released from restrictions to purchase collection items, the cost of all collection items purchased and the proceeds from deaccessioned and nonaccessioned art are reported as changes in net assets related to collection items purchased and sold in the statement of activities.

Schedule D, Part III, Line 4 - Committed to innovation, the Solomon R. Guggenheim Foundation collects, preserves, and interprets modern and contemporary art, and explores ideas across cultures through dynamic curatorial and educational initiatives and collaborations. With its constellation of architecturally and culturally distinct museums, exhibitions, publications, and digital platforms, the Foundation engages both local and global audiences. The Foundation realizes this mission through exceptional exhibitions, education programs, research initiatives and publications. The Foundation's permanent collection is at the heart of the Foundation's identity. This collection was formed in large part through the acquisition of notable private collections. Augmented through numerous acquisitions under the leadership of the Foundation's directors, curators, and international affiliates, and with the support of the Foundation's acquisition groups, these collections form a unique global collection that reflects the rich trajectory of art from the mid-19th century through the present.

Schedule D, Part V, Line 4 - The Foundation's endowment funds are used for educational programs, in support of a curatorial chair, art purchases, publications, exhibitions, PGC's internship program, and general support of the Foundation's operations.

Schedule D, Part X - The Foundation is exempt from Federal income taxes under Section 501(c)(3) of the U.S. Internal Revenue Code. Contributions to the Foundation are tax deductible to contributors, to the extent provided by law. The Foundation is subject to unrelated business income tax on certain merchandise and activities. The Foundation's Italian operations are also subject to Italian tax law.

Part XIII - Supplemental Information (Continued)

Schedule D, Part XI, Line 4b - Exhibition openings and other special events \$697,190 and foreign currency change (\$142,343).

Schedule D, Part XII, Line 2d - Cost of sales related to retail and publications \$4,733,232.

Schedule D, Part XII, Line 4b - (1) Exhibition openings and other special events \$697,190; (2) Net change in post-retirement benefit obligation \$47,285.

**SCHEDULE F
(Form 990)**

Statement of Activities Outside the United States

OMB No. 1545-0047

2013

**Open to Public
Inspection**

- ▶ Complete if the organization answered "Yes" on Form 990, Part IV, line 14b, 15, or 16.
- ▶ Attach to Form 990. ▶ See separate instructions.
- ▶ Information about Schedule F (Form 990) and its instructions is at www.irs.gov/form990.

Department of the Treasury
Internal Revenue Service

Name of the organization

SOLOMON R GUGGENHEIM FOUNDATION

Employer identification number

13-5562233

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

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

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

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

(a) Region	(b) Number of offices in the region	(c) Number of employees, agents, and independent contractors in region	(d) Activities conducted in region (by type) (e.g., fundraising, program services, investments, grants to recipients located in the region)	(e) If activity listed in (d) is a program service, describe specific type of service(s) in region	(f) Total expenditures for and investments in region
(1) <i>Sch F, Stmt 1</i>					
(2)					
(3)					
(4)					
(5)					
(6)					
(7)					
(8)					
(9)					
(10)					
(11)					
(12)					
(13)					
(14)					
(15)					
(16)					
(17)					
3a Sub-total					
b Total from continuation sheets to Part I					
c Totals (add lines 3a and 3b)	1	42			84,113,000

Part II Grants and Other Assistance to Organizations or Entities Outside the United States. Complete if the organization answered "Yes" on Form 990, Part IV, line 15, for any recipient who received more than \$5,000. Part II can be duplicated if additional space is needed.

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

2 Enter total number of recipient organizations listed above that are recognized as charities by the foreign country, recognized as tax-exempt by the IRS, or for which the grantee or counsel has provided a section 501(c)(3) equivalency letter **▶ 1**

3 Enter total number of other organizations or entities **▶ 0**

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

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

Part IV Foreign Forms

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

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

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

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

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

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

Part V Supplemental Information

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

Schedule F, Part I, Line 2 - \$14,780 represents a final payment of the grant made by the Foundation in 2012. The grant was made to Partners for Urban Knowledge, Action and Research (PUKAR), an Indian Research Collective, to design and carry out a research study and present the results of that study in connection with the BMW Guggenheim Lab project in Mumbai, India, which explored the theme of "privacy" and related issues of public space. The Foundation conducted a pre-grant inquiry and determined that PUKAR would be the most qualified entity to conduct and present the research. The Foundation and PUKAR signed a written grant agreement, pursuant to which PUKAR represented and warranted that it was authorized under local law, and had all necessary registrations, to receive the grant. The agreement required PUKAR to use all grant funds in accordance with a Foundation-approved project budget and only for the approved grant purposes. In addition, PUKAR agreed not to use any of the grant funds to carry on propaganda or otherwise attempt to influence legislation, or use the grant funds to support individuals or entities listed on terrorist lists maintained by the United States. The agreement also required PUKAR to provide to the Foundation progress reports of its research findings and use of the grant funds throughout the project term, as well as a final report, substantiated by documentation, describing its use of the grant funds in support of the grant purposes. PUKAR provided the Foundation with progress reports and updates on its use of the grant funds throughout the course of the project term, presented its research findings during the BMW Guggenheim Lab project in Mumbai, and published a final report of its findings made available to the public on-line.

Accounts and Activities Outside the United States

		Offices	Employees	Total
Region	East Asia and the Pacific	0	0	2,662,000
Activities	Program Services			
Services	Traveling Exhibition			
Region	Europe (including Iceland and Greenland) 1		42	13,847,000
Activities	Program Services			
Services	Peggy Guggenheim Collection, Guggenheim Museum Bilbao and Deutsche Bank Guggenheim. This also includes Guggenheim Lab and a feasibility study in Helsinki			
Region	Middle East and North Africa	0	0	477,000
Activities	Program Services			
Services	Guggenheim Abu Dhabi			
Region	North America (including Canada and Mexico, but not the United States)	0	0	533,000
Activities	Program Services			
Services	Guggenheim Lab payments for the India exhibition			
Region	Russia and the newly independent States 0		0	1,000
Activities	Program Services			
Services	Retail inventory			
Region	South America	0	0	24,000
Activities	Program Services			
Services	Traveling Exhibitions and legal costs			
Region	South Asia	0	0	221,000
Activities	Speaking at Seminars or Conferences			
Services	Educational lectures			
Region	Sub-Saharan Africa	0	0	2,000
Activities	Program Services			
Services	Traveling Exhibitions			
Region	Central America and the Caribbean	0	0	1,000
Activities	Program Services			
Services	Art lending			
Region	Central America and the Caribbean	0	0	52,904,000
Activities	Investments			
Services	Investments			
Region	Europe (including Iceland and Greenland) 0		0	8,374,000
Activities	Investments			
Services	Investments			
Region	North America (including Canada and Mexico, but not the United States)	0	0	5,067,000
Activities	Investments			
Services	Investments			
	Total:	1	42	84,113,000

Grants To Organization Outside US

		Cash Grant	Non-Cash Assistance
Region	South Asia	14,780	0
Grant	PUKAR to undertake research activities and present such research in the context of BMW Guggenheim Lab project.		
Cash Disbursement	Wire transfer		
Desc. of Non-Cash Asst.			
Valuation	FMV		

**SCHEDULE G
(Form 990 or 990-EZ)**

Department of the Treasury
Internal Revenue Service

Supplemental Information Regarding Fundraising or Gaming Activities

Complete if the organization answered "Yes" to Form 990, Part IV, lines 17, 18, or 19, or if the organization entered more than \$15,000 on Form 990-EZ, line 6a.

▶ Attach to Form 990 or Form 990-EZ.

▶ Information about Schedule G (Form 990 or 990-EZ) and its instructions is at www.irs.gov/form990.

OMB No. 1545-0047

2013

Open to Public Inspection

Name of the organization

SOLOMON R GUGGENHEIM FOUNDATION

Employer identification number

13-5562233

Part I

Fundraising Activities. Complete if the organization answered "Yes" to Form 990, Part IV, line 17. Form 990-EZ filers are not required to complete this part.

- 1** Indicate whether the organization raised funds through any of the following activities. Check all that apply.
- a** Mail solicitations
 - b** Internet and email solicitations
 - c** Phone solicitations
 - d** In-person solicitations
 - e** Solicitation of non-government grants
 - f** Solicitation of government grants
 - g** Special fundraising events
- 2a** Did the organization have a written or oral agreement with any individual (including officers, directors, trustees or key employees listed in Form 990, Part VII) or entity in connection with professional fundraising services? **Yes** **No**
- b** If "Yes," list the ten highest paid individuals or entities (fundraisers) pursuant to agreements under which the fundraiser is to be compensated at least \$5,000 by the organization.

(i) Name and address of individual or entity (fundraiser)	(ii) Activity	(iii) Did fundraiser have custody or control of contributions?		(iv) Gross receipts from activity	(v) Amount paid to (or retained by) fundraiser listed in col. (i)	(vi) Amount paid to (or retained by) organization
		Yes	No			
1 See Schedule G, Part IV, Statement 1						
2						
3						
4						
5						
6						
7						
8						
9						
10						
Total				125,786	49,500	76,286

- 3** List all states in which the organization is registered or licensed to solicit contributions or has been notified it is exempt from registration or licensing.

AL, DC, KS, OH, FL, OR, AZ, GA, ME, NH, PA, VA, CA, MD, NJ, WA, CO, MA, NM, WV, IL, MI, NY, CT, IN, MN, NC, TN

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))
		Fall Gala (event type)	Year w/Children (event type)	0 (total number)	
Revenue	1 Gross receipts	2,742,534	210,400		2,952,934
	2 Less: Contributions	1,888,501	185,639		2,074,140
	3 Gross income (line 1 minus line 2)	854,033	24,761		878,794
Direct Expenses	4 Cash prizes	0	0		0
	5 Noncash prizes	0	0		0
	6 Rent/facility costs	0	0		0
	7 Food and beverages	0	0		0
	8 Entertainment	0	0		0
	9 Other direct expenses	929,440	45,635		975,075
	10 Direct expense summary. Add lines 4 through 9 in column (d) ▶				975,075
11 Net income summary. Subtract line 10 from line 3, column (d) ▶				-96,281	

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		
Direct Expenses	2 Cash prizes				
	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. Subtract line 7 from line 1, column (d) ▶				

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

a Is the organization licensed to operate gaming activities in each of these states? 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: _____

- 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:

a The organization's facility	13a	%
b An outside facility	13b	%

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. 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).

Fundraiser Activity Information

Name and Address	Activity	C1	Gross Receipts	C2	C3
The Lukens Company 2800 Shirlington Road Suite 900 Arlington, VA 22206	Provides fundraising counseling, marketing, and direct mail services to the SRGF for the exclusive purpose of enabling SRGF to fulfill its charitable purposes and programs	No	125,786	42,000	83,786
Pennington Gray LLC 73 Park Avenue Maplewood, NJ 07040	Review of current membership program and strategies, tactics and results; actionable program recommendations; campaign plan formulation.	No	0	7,500	-7,500
Total:			125,786	49,500	76,286

C1 = Fundraiser control of funds?

C2 = Amount paid to (or retained by) fundraiser

C3 = Amount paid to (or retained by) organization

**SCHEDULE J
(Form 990)**

Department of the Treasury
Internal Revenue Service

Name of the organization

Compensation Information

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

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

▶ Attach to Form 990. ▶ See separate instructions.

▶ Information about Schedule J (Form 990) and its instructions is at www.irs.gov/form990.

OMB No. 1545-0047

2013

Open to Public Inspection

SOLOMON R GUGGENHEIM FOUNDATION

Employer identification number

13-5562233

Part I Questions Regarding Compensation

	Yes	No
<p>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.</p> <p> <input checked="" type="checkbox"/> First-class or charter travel <input checked="" 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 checked="" 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) </p>		
<p>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</p>		✓
<p>2 Did the organization require substantiation prior to reimbursing or allowing expenses incurred by all directors, trustees, and officers, including the CEO/Executive Director, regarding the items checked in line 1a?</p>	✓	
<p>3 Indicate which, if any, of the following the filing organization used to establish the compensation of the organization's CEO/Executive Director. Check all that apply. Do not check any boxes for methods used by a related organization to establish compensation of the CEO/Executive Director, but explain in Part III.</p> <p> <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 </p>		
<p>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:</p> <p>a Receive a severance payment or change-of-control payment?</p> <p>b Participate in, or receive payment from, a supplemental nonqualified retirement plan?</p> <p>c Participate in, or receive payment from, an equity-based compensation arrangement?</p> <p>If "Yes" to any of lines 4a–c, list the persons and provide the applicable amounts for each item in Part III.</p>		✓
		✓
		✓
<p>Only section 501(c)(3) and 501(c)(4) organizations must complete lines 5–9.</p>		
<p>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:</p> <p>a The organization?</p> <p>b Any related organization?</p> <p>If "Yes" to line 5a or 5b, describe in Part III.</p>		✓
		✓
<p>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:</p> <p>a The organization?</p> <p>b Any related organization?</p> <p>If "Yes" to line 6a or 6b, describe in Part III.</p>		✓
		✓
<p>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</p>		✓
<p>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</p>		✓
<p>9 If "Yes" to line 8, did the organization also follow the rebuttable presumption procedure described in Regulations section 53.4958-6(c)?</p>		

Part II Officers, Directors, Trustees, Key Employees, and Highest Compensated Employees. Use duplicate copies if additional space is needed.

For each individual whose compensation must be reported in Schedule J, report compensation from the organization on row (i) and from related organizations, described in the instructions, on row (ii). Do not list any individuals that are not listed on Form 990, Part VII.

Note. The sum of columns (B)(i)–(iii) for each listed individual must equal the total amount of Form 990, Part VII, Section A, line 1a, applicable column (D) and (E) amounts for that individual.

(A) Name and Title		(B) Breakdown of W-2 and/or 1099-MISC compensation			(C) Retirement and other deferred compensation	(D) Nontaxable benefits	(E) Total of columns (B)(i)–(D)	(F) Compensation reported as deferred in prior Form 990
		(i) Base compensation	(ii) Bonus & incentive compensation	(iii) Other reportable compensation				
1 Armstrong Richard D, Director of the Museum and Foundation	(i)	755,789	0	0	14,025	6,212	776,026	0
	(ii)	0	0	0	0	0	0	0
2 Steglitz Marc H, Senior Deputy Director and COO	(i)	367,262	0	0	14,025	15,817	397,104	0
	(ii)	0	0	0	0	0	0	0
3 Austrian Sarah G, Dep Director, General Counsel and Asst Secretary	(i)	295,294	0	0	14,025	6,218	315,537	0
	(ii)	0	0	0	0	0	0	0
4 Rylands Philip, Director Peggy Guggenheim Collection	(i)	329,912	0	0	28,632	113,162	471,706	0
	(ii)	0	0	0	0	0	0	0
5 Goldhar Eleanor R, Dep Director and Chief of Global Communications	(i)	262,057	0	0	14,025	15,410	291,492	0
	(ii)	0	0	0	0	0	0	0
6 Spector Nancy E, Deputy Director and Chief Curator	(i)	217,207	0	0	10,337	15,793	243,337	0
	(ii)	0	0	0	0	0	0	0
7 Dunn Catherine Carver, Deputy Director, Advancement	(i)	348,404	0	0	6,847	15,817	371,068	0
	(ii)	0	0	0	0	0	0	0
8 Vidarte Juan Ignacio, Dep Director and Chief Officer for Global Strategies	(i)	183,205	0	74,422	5,417	0	263,044	0
	(ii)	0	0	0	0	0	0	0
9 Wielk John L, Dep Dir, Corporate and Institutional Development	(i)	231,001	0	0	12,850	6,196	250,047	0
	(ii)	0	0	0	0	0	0	0
10 Suchoff Marvin, Chief Financial Officer	(i)	221,129	0	0	6,237	15,007	242,373	0
	(ii)	0	0	0	0	0	0	0
11 Wiseman Ari J, Deputy Director, SRGF	(i)	197,929	0	0	11,089	6,024	215,042	0
	(ii)	0	0	0	0	0	0	0
12	(i)							
	(ii)							
13	(i)							
	(ii)							
14	(i)							
	(ii)							
15	(i)							
	(ii)							
16	(i)							
	(ii)							

Part III Supplemental Information

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

Schedule J, Part I, Line 1a - (a) The Foundation provided first class travel for the Director in very limited instances, where a carrier had no available business class seats, in accordance with the Foundation's written Travel and Reimbursement Policy. (b) The Foundation also provided furnished housing for use by the Deputy Director and Chief Officer for Global Strategies, whose primary residence is in Bilbao, Spain, when working in New York City. This housing allowance is included as compensation, and as such, the Foundation has agreed to provide the Deputy Director and Chief Officer for Global Strategies with tax indemnification and gross-up payments.

Schedule J, Part I, Line 1b - (a) The Foundation's written Travel and Reimbursement Policy permits the Director to travel by first class if no business class is available and such travel is approved by the Senior Deputy Director and Chief Operating Officer. All first class travel by the Director described in Line 1a above complied with this policy. (b) The Foundation provided the Deputy Director and Chief Officer for Global Strategies with furnished housing for use while he was working in New York, as part of his taxable compensation package and as part of the employment letter and not pursuant to the Foundation's written travel and expense policy.

SCHEDULE L
(Form 990 or 990-EZ)

Transactions With Interested Persons

OMB No. 1545-0047

2013

Department of the Treasury
Internal Revenue Service

▶ **Complete if the organization answered "Yes" on Form 990, Part IV, line 25a, 25b, 26, 27, 28a, 28b, or 28c, or Form 990-EZ, Part V, line 38a or 40b.**
▶ **Attach to Form 990 or Form 990-EZ. ▶ See separate instructions.**
▶ **Information about Schedule L (Form 990 or 990-EZ) and its instructions is at www.irs.gov/form990.**

Open To Public Inspection

Name of the organization

SOLOMON R GUGGENHEIM FOUNDATION

Employer identification number

13-5562233

Part I Excess Benefit Transactions (section 501(c)(3) and section 501(c)(4) organizations only).

Complete if the organization answered "Yes" on Form 990, Part IV, line 25a or 25b, or Form 990-EZ, Part V, line 40b.

1	(a) Name of disqualified person	(b) Relationship between disqualified person and organization	(c) Description of transaction	(d) Corrected?	
				Yes	No
(1)					
(2)					
(3)					
(4)					
(5)					
(6)					

2 Enter the amount of tax incurred by the organization managers or disqualified persons during the year under section 4958. ▶ \$ _____

3 Enter the amount of tax, if any, on line 2, above, reimbursed by the organization ▶ \$ _____

Part II Loans to and/or From Interested Persons.

Complete if the organization answered "Yes" on Form 990-EZ, Part V, line 38a or Form 990, Part IV, line 26; or if the organization reported an amount on Form 990, Part X, line 5, 6, or 22.

(a) Name of interested person	(b) Relationship with organization	(c) Purpose of loan	(d) Loan to or from the organization?		(e) Original principal amount	(f) Balance due	(g) In default?		(h) Approved by board or committee?		(i) Written agreement?	
			To	From			Yes	No	Yes	No	Yes	No
			(1) <u>Sch L, Stmt 1</u>									
(2)												
(3)												
(4)												
(5)												
(6)												
(7)												
(8)												
(9)												
(10)												
Total ▶						\$	64,170					

Part III Grants or Assistance Benefiting Interested Persons.

Complete if the organization answered "Yes" on Form 990, Part IV, line 27.

(a) Name of interested person	(b) Relationship between interested person and the organization	(c) Amount of assistance	(d) Type of assistance	(e) Purpose of assistance
(1)				
(2)				
(3)				
(4)				
(5)				
(6)				
(7)				
(8)				
(9)				
(10)				

Description of Loans to and/or From Interested Persons

Name of interested person	Relationship with organization	Purpose of loan	Loan to	Loan fr.	OPA	Due	Dflt.	Appr.	Writt.
Philip Rylands	Director Peggy Guggenheim Collection	Housing Assistance		Yes	215,000	64,170	No	Yes	Yes

Total: **64,170**

Loan to = Loan to organization?

Loan fr. = Loan from organization?

OPA = Original principal amount

Due = Balance due

Dflt. = In default?

Appr. = Approved by board or committee?

Writt. = Written agreement?

Description of Business Transactions Involving Interested Persons

		Amount of transaction
Name	Guggenheim Partners Investment Management LLC	510,165
Relationship with organization	Entity of which current trustee has indirect ownership interest	
Description of transaction	Investment fees	
Sharing Of Revenues	No	

**SCHEDULE M
(Form 990)**

Noncash Contributions

OMB No. 1545-0047

2013

**Open To Public
Inspection**

Department of the Treasury
Internal Revenue Service

- ▶ Complete if the organizations answered "Yes" on Form 990, Part IV, lines 29 or 30.
- ▶ Attach to Form 990.
- ▶ Information about Schedule M (Form 990) and its instructions is at www.irs.gov/form990.

Name of the organization

Employer identification number

SOLOMON R GUGGENHEIM FOUNDATION

13-5562233

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	✓	53	0	N/A
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	✓	9	732,104	FMV
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>Gala Auction</u>)	✓	3	570,000	Auction proceeds
26 Other ▶ (<u>Renovation</u>)	✓	1	174,142	Cost
27 Other ▶ (<u>Discount on materia</u>)	✓	1	147,559	Cost
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** **3**

	Yes	No
30a During the year, did the organization receive by contribution any property reported in Part I, lines 1 - 28, that it must hold for at least three years from the date of the initial contribution, and which is not required to be used for exempt purposes for the entire holding period?		✓
b If "Yes," describe the arrangement in Part II.		
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.		

Part II **Supplemental Information.** Provide the information required by Part I, lines 30b, 32b, and 33, and whether the organization is reporting in Part I, column (b), the number of contributions, the number of items received, or a combination of both. Also complete this part for any additional information.

Schedule M, Part I, Line 32b - Securities contributions are processed by the JPMorgan Chase Bank.

Schedule M, Part I, Line 33 - In accordance with industry practice, art objects purchased, donated and bequeathed are included in permanently restricted net assets at a value of \$1. Contributions for the purchase of collection items, net assets released from restrictions to purchase collection items, the cost of all collection items purchased and the proceeds from deaccessioned and nonaccessioned art are reported as changes in net assets related to collection items purchased and sold in the statement of activities.

**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.

▶ Information about Schedule O (Form 990 or 990-EZ) and its instructions is at www.irs.gov/form990.

OMB No. 1545-0047

2013

**Open to Public
Inspection**

Name of the organization

SOLOMON R GUGGENHEIM FOUNDATION

Employer identification number

13-5562233

Form 990, Part VI, Section A, Line 1a - The Foundation's by-laws provide that the Executive Committee may exercise all of the powers of the Board during the intervals between meetings of the Board of Trustees, except (1) the power of removing Trustees or officers elected by the Trustees, and (2) the power to fill vacancies which may occur in the Executive Committee. The by-laws also provide that the Executive Committee shall fix the salaries of the Director and any officers that receive compensation. The by-laws further provide that the Executive Committee shall be composed of at least seven and not more than sixteen Trustees including the Chairman, President and Honorary Chairman to the extent such positions are filled. On December 31, 2013, there were 12 Trustee-members of the Executive Committee. There are no non-Trustee members of the Executive Committee.

Form 990, Part VI, Section A, Line 2 - Peter Lawson-Johnston, Peter Lawson-Johnston II and Wendy L-J. McNeil, family and business relationships. Mark Walter, Todd Boehly, Peter Lawson-Johnston, Peter Lawson-Johnston II and Wendy L-J McNeil, business relationship. Robert Baker and Elliot Jaffe, business relationship. Robert Baker and William Mack, business relationship. William Mack and Stephen Ross, business relationship. Howard Lutnick has business relationships with David Ganek, Mark Walter, Stephen Ross, Peter Lawson-Johnston II and Todd Boehly.

Form 990, Part VI, Section B, Line 11b - The Foundation's Form 990 is prepared with the cooperation of its Finance and Legal departments. It is then reviewed by the Chief Financial Officer, Deputy Director, General Counsel and Assistant Secretary and Senior Deputy Director and Chief Operating Officer. The draft of Form 990 is then distributed to the Audit and Executive Committee members for review. A meeting is held with the Audit and Executive Committees for further review and approval. The Form 990 is then distributed to the Board of Trustees prior to filing.

Form 990, Part VI, Section B, Line 12c - Pursuant to the Conflict of Interest Policy for the Trustees and Officers, Trustees and Officers disclose annually in writing any potential or actual conflicts, and are required to disclose any conflicts that arise during the year. The Governance and Nominating Committee reviews the disclosures together with the Deputy Director, General Counsel and Assistant Secretary. Pursuant to the Code of Ethics, employees complete an annual certification in which they must disclose any transactions or relationships that may give rise to a potential or actual conflict of interest with the organization. In addition, employees considering entering into any such transaction or relationship must obtain approval in advance from either the employee's supervisor or the Ethics Committee, in accordance with the Code of Ethics. The Director of the organization, who is both an officer and an employee, must disclose any transaction or relationship that may give rise to a conflict of interest to the Governance and Nominating Committee of the Board of Trustees. The Deputy Director, General Counsel and Assistant Secretary and Human Resources department review employee disclosures. All new hires are presented with a hard copy of the Code of Ethics, which is also available electronically on the Foundation's intranet. Highlights of the policy are discussed during new hire orientation and examples are given. All new employees are asked to sign a statement attesting to the fact that they have been given a copy of the Code of Ethics, that it has been explained to them, and that they are responsible for adhering to all provisions in the policy document. In addition, semi-annual meetings are held to review the Code of Ethics with current staff. The Foundation amended its Conflict of Interest Policy in May 2014 and shifted the conflict review function from the Governance and Nominating Committee to the Audit Committee. Also in May 2014, the Foundation amended its Code of Ethics to require disclosure of conflicts of interest to the Audit Committee not only by the Director, but also by the Senior Deputy Director and Chief Operating Officer and the Deputy Director, General Counsel and Assistant Secretary.

Form 990, Part VI, Section B, Line 15 - The charter for the Compensation Committee of the Board of Trustees describes the process the Committee uses for determining the compensation of the Director and other executive staff of the Foundation. The "executive staff" of the Foundation includes all officers and key employees of the Foundation. That process includes: (i) review and approval by the Compensation Committee; (ii) the use of comparative data; and (iii) contemporaneous substantiation of the deliberations and decisions, reflected in the minutes of the Compensation Committee. The Compensation Committee consists entirely of Trustees who are not employees. The Committee used this process in 2013 to establish compensation changes for the Director of the Museum and Foundation; the Director of the Peggy Guggenheim Collection; the Senior Deputy Director and Chief Operating Officer; the Deputy Director, General Counsel and Assistant Secretary; the Deputy Director and Chief of Global Communications; the Deputy Director and Chief Curator; Deputy Director, Advancement; Deputy Director, Corporate and Institutional Development.

Supplemental Information (Continued)

Form 990, Part VI, Section B, Line 16a - The Foundation did not invest in, contribute assets to, or otherwise participate in any joint ventures with taxable entities in the tax year, nor did it invest in, contribute assets to or otherwise participate in any arrangement it believes is similar to a joint venture with a taxable entity. However, given the broad definition of "joint ventures or similar arrangement" in the instructions to this question, the Foundation answered this question "yes" in recognition of the fact that it has entered into contractual relationships with taxable entities which fund mission-related exempt-purpose activities.

Form 990, Part VI, Section C, Line 19 - The Foundation's governing documents, conflict of interest policy for trustees, Code of Ethics, and financial statements are available upon a written request or a request made in person.

Form 990, Part VII, Section A, Line 1a - Included in reportable compensation from the organization for Juan Ignacio Vidarte, Deputy Director and Chief Officer for Global Strategies, is a housing allowance of \$31,046 and \$43,376 of tax indemnification and gross-up payment.

Form 990, Part XI, Line 9 - (1) Foreign currency translation \$142,343; (2) Net change in post-retirement benefit obligation \$47,285

Reasonable Cause Explanations

Explanation

Due to the complexity of the Form 990, more time needed to compile information necessary to fulfill the filing requirements.

Activity Or Mission Description

Description

through dynamic curatorial and educational initiatives and collaborations. With its constellation of architecturally and culturally distinct museums, exhibitions, publications, and digital platforms, the Foundation engages both local and global audiences.

First Program Service Accomplishments Description**Description**

Thannhauser Gallery continually change and rotate. As part of the Solomon R. Guggenheim Foundation's ("SRGF") collaboration with the BMW Group, aimed at inspiring innovative ideas for urban design and new ways of thinking about urban life, the BMW Guggenheim Lab Mumbai was held in Mumbai, India from December 9, 2012-January 20, 2013, where projects and programs explored the theme "Privacy" and related issues of public space. Following the BMW Guggenheim Lab Mumbai, Participatory City: 100 Urban Trends from the BMW Guggenheim Lab was on view at the Solomon R. Guggenheim Museum from October 11, 2013-January 5, 2014. After it was presented at the SRGM in New York, the exhibition of the first phase of the Guggenheim UBS MAP Global Art Initiative, No Country: Contemporary Art for South and Southeast Asia, was adapted in collaboration with, and presented at, Asia Society Hong Kong Center (October 30, 2013-February 16, 2014). Exhibitions presented in 2013 at the Peggy Guggenheim Collection in Venice ("PGC") included: Capogrossi: A Retrospective (September 29, 2012- February 10, 2013); Postwar. Italian Protagonists (February 23-April 15, 2013); Kids Creative Lab (April 24-May 6, 2013); Robert Motherwell: Early Collages (May 26-September 8, 2013); Stephan Balkenhol, Big Head-Column (April 30-September 16, 2013); Gianni Mattioli Collection (May 17-September 16, 2013); Hannelore B. and Rudolph B. Schulhof Collection (May 22-September 16, 2013); and The Avant-Gardes of Fin-de-siecle Paris: Signac, Bonnard, Redon, and Their Contemporaries (September 28, 2013-January 6, 2014). Together with SRGF, the PGC organized the following exhibitions in 2013: Great Moderns: Peggy Guggenheim Collection, Venice. Art of the 20th Century (October 31, 2012-February 26, 2013) at Centro Cultural Palacio la Moneda, Santiago, Chile; and The 60s in the Guggenheim Collections. From Informal to Pop Art at Arca, Church of San Marco, Vercelli, Italy (February 9 - May 12, 2013). Exhibitions presented in 2013 at the Guggenheim Museum Bilbao included: Inhabited Architecture (September 19, 2012-May 19, 2013); Egon Schiele (October 2, 2012-January 6, 2013), Claes Oldenburg: The Sixties (October 30, 2012-February 17, 2013); Selections from the Collection of the Guggenheim Museum Bilbao III (November 20, 2012-November 3, 2013); Stories of History (January 22, 2013-May 26, 2013); L'Art en guerre, France 1938-1947: From Picasso to Dubuffet (March 16-September 8, 2013); Learning Through Art 2013 (June 11-August 25, 2013); Riotous Baroque: From Cattelan to Zurbaran (June 18-October 6, 2013); Antoni Tapies: From Object to Sculpture (1964-2009); (October 4, 2013-January 19, 2014); and Garmendia, Maneros Zabala, Salaberria: Process and Method (October 31, 2013-February 16, 2014). (The SRGF had a total of 24 exhibition openings in 2013)

Second Program Service Accomplishments Description

Description

and a major Gutai work by Tanaka Atsuko. SRGF also acquired contemporary installation works by Sopheap Pich, Danh Vo, Sabine Hornig, Karla Black, Taryn Simon, Mark Manders, and Simon Fujiwara. Acquisition highlights also included contemporary paintings by Jonas Wood, Nate Lowman, and Jessica Dickinson, and contemporary photography works by Sheela Gowda, Shannon Ebner, Zanehe Muholi, Margaret Lee, Richard Prince, Francesca Woodman, Elad Lassry, and Liz Deschenes. (The total number of works acquired by SRGF in 2013 was 153).

Other Program Services Accomplishments

Activity Code	Description	Expense	Grants	Revenue
	<p>(1)Publishing: (Educational Publications, Videos, Products, and Retail Operations), (2)Interactive/Website, (3)Education and (4)Special Initiatives: Guggenheim UBS MAP Global Art Initiative and (5)The Robert H. N. Ho Family Foundation Chinese Art Initiative. (1) Scholarship and learning are intrinsic to the many books and catalogues produced by SRGF. Each publication includes such scholarly and instructive art-historical information as bibliographies, biographies, chronologies, and exhibition histories with longer texts that contextualize art within larger movements or disciplines. Publications in 2013 included Gutai: Splendid Playground, Guggenheim UBS MAP Global Art Initiative, Volume 1: South and Southeast Asia, Robert Motherwell: Early Collages, James Turrell, and Christopher Wool, along with the e-books The Guggenheim Forum Reader Series and The Guggenheim Reader Series: Modern Asian Art. Videos for the SRGM multimedia guide and education exhibition videos were created in 2013 for the following exhibitions: Gutai: Splendid Playground; No Country: Contemporary Art for South and Southeast Asia; James Turrell; and Christopher Wool. Videos are available at guggenheim.org/video. SRGF produces many reproduction-based products for sale in its retail stores. These products created by SRGF in non-paper mediums (such as scarves and ties) include reproduction images on which the items are based, with educational texts about the original works of art. (2) Significant exhibition, collections, education, and archives content is available to the public, free of charge, on SRGF's website. In 2013 Guggenheim.org had almost 5,762,000 sessions, over 4,095,500 users and 15,857,595 page views. In addition to overview information on each exhibition, in 2013 special microsites were developed to accompany the exhibitions Christopher Wool and James Turrell. Two microsites were developed to accompany Gutai: Splendid Playground, one with information about the exhibition and artworks, and a second designed as a playful, collaborative drawing project in the spirit of the artwork Please Draw Freely. As part of the Christopher Wool microsite, SRGF utilized the popular Tumblr platform for the first time, gathering over 4,500 followers. Guggenheim Blogs were expanded in 2013, with an institutional blog titled "Checklist" joining the established blogs for the Library and Archives ("Findings") and Guggenheim UBS MAP Global Art Initiative. New blog series included "Inside the Collection" and "Frank Lloyd Wright Fridays" to encourage engagement with our Collection and Building. In September 2013, the Interactive Department launched a new, centralized location for all Guggenheim videos, available at Guggenheim.org/video. Highlights of the completely new user experience include easier navigation and search, and the addition of topics, tags, and related videos to promote discoverability. At launch, over 100 exhibition, event, and special project videos from 2008 to present were included, with more videos to be added over time. The Collection Online currently features over 1,450 artworks by over 470 artists in SRGF's permanent collection, accompanied by scholarly and contextual information such as artist biographies, definitions of art-historical terms, and suggested readings. In addition to highlights from the SRGM, the site includes works from the PGC and the Guggenheim Museum Bilbao. The Collections area of the website receives 25-28% of all page views on Guggenheim.org. Educational content distributed through Guggenheim.org in 2013 included Arts Curriculums for the Christopher Wool and Gutai: Splendid Playground exhibitions. Two Guggenheim Forums were presented as part of a continuing series of moderated online discussions catalyzing intelligent conversation on the arts, architecture, and design. As part of the Guggenheim UBS MAP Global Art Initiative, in 2013 online content and functionality was continually expanded. Two new on-going blog series were launched in 2013: the "Dispatches" series features snapshots and commentaries from research trips taken by Pablo Leon de la Barra, Guggenheim UBS MAP Curator, Latin America; and "On the MAP" posts feature insights and highlights related to the Guggenheim UBS MAP Global Art Initiative. As part of an effort to present content in languages other than English, selected posts from Perspectives (an on-going blog series with commissioned posts from international artists, writers, and curators) were published</p>	7,798,338	0	9,368,946

online in the authors' original languages. Essays were posted in Japanese, Kadazandusun, Chinese, and Filipino. To encourage website visitors to become more familiar with MAP artists and their backgrounds, the Guggenheim UBS MAP Global Art Initiative presented pages featuring artists and collectives whose work has been acquired under the auspices of the Guggenheim UBS MAP Purchase Fund. These additive webpages highlight behind-the-scenes photos, interviews, and videos about the artists, their practices, personal experiences, and cultural heritage. (3) SRGF educated the general public through free with admissions daily educator led tours, the gallery guide program, weekly in-gallery family programs and film screenings, as well as welcomed the public to register for courses, lectures, symposia, performances, and other programs. SRGF's Mind's Eye program explored current exhibitions through verbal imaging and touch for partially sighted, blind and deaf visitors. SRGF's Learning Through Art Program sponsored artist residencies in public schools in all five boroughs of New York City and mounted a month-long exhibition of student work in the museum's galleries. Educators participated in weekend workshops focused on classroom applications and free open house events where they were able to view new exhibitions. Family programs were available to museum visitors, encouraging them to discover the museum through family tours, art making workshops and the distribution of free guides and activity packs. K-12 School groups participated in interactive museum tours that were customized for both typically developing children and those with special needs. SRGF's Works and Process series provides the public with preview preview performances and discussions with artists in the realms of theater, dance, literature, and music. (4) Launched in April 2012, the Guggenheim UBS MAP Global Art Initiative is a multi-year collaboration between SRGF and UBS that seeks to stimulate dialogue and creative interaction both regionally and globally through curatorial residencies, public and online programming and collection building. The program builds upon and reflects the SRGF's history of internationalism. In 2013, phase 1 continued with exhibitions in New York, Hong Kong and Singapore (2014). All educational programs accompanying exhibitions of the Guggenheim UBS MAP Global Art Initiative evolve from a dynamic and inclusive process of cross-cultural and professional exchanges among SRGF's curatorial and educational staffs, initiative curators and artists, and colleagues from each the exhibition venue. (5) The Robert H.N.Ho Family Foundation Chinese Art Initiative Launched in March 2013, The Robert H. N. Ho Family Foundation Chinese Art Initiative at the Guggenheim Museum has been established to expand the discourse on contemporary Chinese art by commissioning Chinese artists to create major works that will enter the SRGM's permanent collection and to present a series of exhibitions in conjunction with scholarly publications, notable lectures, and education programs. In October 2013 SRGF announced the selection of Beijing-based artist Wang Jianwei as the first commissioned artist for the initiative. The artist was commissioned to produce a multimedia installation comprised of sculpture, video, and painting for the exhibition Wang Jianwei: Time Temple which will open at the museum SRGM in October 2014. Time Temple is the first in a series of three commission-based exhibitions through The Robert H. N. Ho Family Foundation Chinese Art Initiative at the SRGM. As a part of the initiative, the commissioned works will enter SRGF's permanent collection as The Robert H. N. Ho Family Foundation Collection. Guggenheim Abu Dhabi: As part of its ongoing development of the Guggenheim Abu Dhabi, in 2013 SRGF continued to build the collection of the planned museum with new works; participated in a series of artist conversations as part of Abu Dhabi Art; engaged in pre-tendering activities for the museum construction; presented a panel discussion at the Guggenheim Museum in New York in collaboration with the Museum du Louvre and the Centre Pompidou; hosted colleagues from Abu Dhabi in New York for long-term professional exchanges; and advanced plans for a November 2014 exhibition in Abu Dhabi.

Total:	7,798,338	0	9,368,946
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Name Of Foreign Country

Name

Bermuda

Canada

Cayman Islands

Ireland

Italy

Liechtenstein

Netherlands

Switzerland

Curacao

United Kingdom (England, Northern Ireland, Scotland, and Wales)

British Virgin Islands

States Where Copy Of Return Is Filed

States

AL

DC

KS

OH

FL

OR

AZ

GA

ME

NH

PA

VA

CA

MD

NJ

CO

MA

NM

WV

IL

MI

NY

WI

CT

IN

MN

NC

TN

**SCHEDULE R
(Form 990)**

Department of the Treasury
Internal Revenue Service

Name of the organization

Related Organizations and Unrelated Partnerships

- ▶ Complete if the organization answered "Yes" on Form 990, Part IV, line 33, 34, 35b, 36, or 37.
- ▶ Attach to Form 990. ▶ See separate instructions.
- ▶ Information about Schedule R (Form 990) and its instructions is at www.irs.gov/form990.

OMB No. 1545-0047

2013

**Open to Public
Inspection**

Employer identification number

13-5562233

SOLOMON R GUGGENHEIM FOUNDATION

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

(a) Name, address, and EIN (if applicable) of disregarded entity	(b) Primary activity	(c) Legal domicile (state or foreign country)	(d) Total income	(e) End-of-year assets	(f) Direct controlling entity
(1) -----					
(2) -----					
(3) -----					
(4) -----					
(5) -----					
(6) -----					

Part II Identification of Related Tax-Exempt Organizations Complete if the organization answered "Yes" on Form 990, Part IV, line 34 because it had one or more related tax-exempt organizations during the tax year.

(a) Name, address, and EIN of related organization	(b) Primary activity	(c) Legal domicile (state or foreign country)	(d) Exempt Code section	(e) Public charity status (if section 501(c)(3))	(f) Direct controlling entity	(g) Section 512(b)(13) controlled entity?	
						Yes	No
(1) <u>Hermitage-Guggenheim Foundation Inc (01-0769997)</u> <u>1071 Fifth Avenue, New York, NY 10128</u>	<u>Ceased operations</u>	<u>NY</u>	<u>501 (c)(3)</u>	<u>509(a)(3) type I</u>	<u>N/A</u>		<input checked="" type="checkbox"/>
(2) -----							
(3) -----							
(4) -----							
(5) -----							
(6) -----							
(7) -----							

Part III Identification of Related Organizations Taxable as a Partnership Complete if the organization answered "Yes" on Form 990, Part IV, line 34 because it had one or more related organizations treated as a partnership during the tax year.

(a) Name, address, and EIN of related organization	(b) Primary activity	(c) Legal domicile (state or foreign country)	(d) Direct controlling entity	(e) Predominant income (related, unrelated, excluded from tax under sections 512-514)	(f) Share of total income	(g) Share of end-of-year assets	(h) Disproportionate allocations?		(i) Code V—UBI amount in box 20 of Schedule K-1 (Form 1065)	(j) General or managing partner?		(k) Percentage ownership
							Yes	No		Yes	No	
(1) -----												
(2) -----												
(3) -----												
(4) -----												
(5) -----												
(6) -----												
(7) -----												

Part IV Identification of Related Organizations Taxable as a Corporation or Trust Complete if the organization answered "Yes" on Form 990, Part IV, line 34 because it had one or more related organizations treated as a corporation or trust during the tax year.

(a) Name, address, and EIN of related organization	(b) Primary activity	(c) Legal domicile (state or foreign country)	(d) Direct controlling entity	(e) Type of entity (C corp, S corp, or trust)	(f) Share of total income	(g) Share of end-of-year assets	(h) Percentage ownership	(i) Section 512(b)(13) controlled entity?	
								Yes	No
(1) Guggenheimcom Inc (13-4113745) 1071 Fifth Avenue, New York, NY 10128	Ceased operations	DE	N/A	C			55%	✓	
(2) -----									
(3) -----									
(4) -----									
(5) -----									
(6) -----									
(7) -----									

Part V Transactions With Related Organizations Complete if the organization answered "Yes" on Form 990, Part IV, line 34, 35b, or 36.

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

	Yes	No
1 During the tax year, did the organization engage in any of the following transactions with one or more related organizations listed in Parts II-IV?		
a Receipt of (i) interest (ii) annuities (iii) royalties or (iv) rent from a controlled entity		✓
b Gift, grant, or capital contribution to related organization(s)		✓
c Gift, grant, or capital contribution from related organization(s)		✓
d Loans or loan guarantees to or for related organization(s)		✓
e Loans or loan guarantees by related organization(s)		✓
f Dividends from related organization(s)		✓
g Sale of assets to related organization(s)		✓
h Purchase of assets from related organization(s)		✓
i Exchange of assets with related organization(s)		✓
j Lease of facilities, equipment, or other assets to related organization(s)		✓
k Lease of facilities, equipment, or other assets from related organization(s)		✓
l Performance of services or membership or fundraising solicitations for related organization(s)		✓
m Performance of services or membership or fundraising solicitations by related organization(s)		✓
n Sharing of facilities, equipment, mailing lists, or other assets with related organization(s)		✓
o Sharing of paid employees with related organization(s)		✓
p Reimbursement paid to related organization(s) for expenses		✓
q Reimbursement paid by related organization(s) for expenses		✓
r Other transfer of cash or property to related organization(s)		✓
s Other transfer of cash or property from related 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 related organization	(b) Transaction type (a-s)	(c) Amount involved	(d) Method of determining amount involved
(1)				
(2)				
(3)				
(4)				
(5)				
(6)				

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

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

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

Part VII Supplemental Information

Provide additional information for responses to questions on Schedule R (see instructions).

Schedule R, Part II - The Hermitage-Guggenheim Foundation, Inc. ("HGF") was established by the Solomon R. Guggenheim Foundation and the State Hermitage Museum, St. Petersburg, Russia to promote art, architecture, design and education in New York, St. Petersburg, and elsewhere around the world, by engaging in joint projects between two institutions. In 2010, the Board of HGF determined that HGF would no longer seek to fund joint projects with the Solomon R. Guggenheim Foundation and the State Hermitage Museum because those supported organizations did not intend to pursue joint projects within the scope of HGF's mission. On December 16, 2011, HGF's Plan of Dissolution and Distribution of Assets was approved by the Supreme Court of the State of New York, County of New York. In January 2012 HGF's remaining assets were distributed in accordance with the court-approved plan and on January 23, 2013 HGF was dissolved in accordance with New York law.