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Form **990**

Department of the Treasury
Internal Revenue Service

Return of Organization Exempt From Income Tax

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

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

OMB No 1545-0047

2009

Open to Public Inspection

A For the 2009 calendar year, or tax year beginning 01-01-2009 and ending 12-31-2009

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

Please use IRS label or print or type. See Specific Instructions.

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 country, and ZIP + 4
New York, NY 101280173

D Employer identification number
13-5562233

E Telephone number
(212) 360-4224

G Gross receipts $ 113,700,333

F Name and address of principal officer
Richard Armstrong
1071 Fifth Avenue
New York, NY 101280173

H(a) Is this a group return for affiliates? ☐ Yes ☑ No

H(b) **Are all affiliates included?** ☐ Yes ☐ No
If "No," attach a list (see instructions)

H(c) Group exemption number ▶

I Tax-exempt status ☑ 501(c) (3) ◀ (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

Part I Summary

Activities & Governance

1 Briefly describe the organization's mission or most significant activities
The Foundation's mission is to promote the understanding and appreciation of art, architecture, and other manifestations of visual culture, primarily of the modern and contemporary periods, and to collect, conserve, and study the art of our time

2 Check this box ▶☐ 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	27
4	Number of independent voting members of the governing body (Part VI, line 1b)	4	27
5	Total number of employees (Part V, line 2a)	5	565
6	Total number of volunteers (estimate if necessary)	6	170
7a	Total gross unrelated business revenue from Part VIII, column (C), line 12	7a	1,458,045
b	Net unrelated business taxable income from Form 990-T, line 34	7b	312,428

			Prior Year	Current Year
Revenue	8	Contributions and grants (Part VIII, line 1h)	26,061,044	20,318,534
	9	Program service revenue (Part VIII, line 2g)	27,717,935	29,728,154
	10	Investment income (Part VIII, column (A), lines 3, 4, and 7d)	-1,596,811	-470,847
	11	Other revenue (Part VIII, column (A), lines 5, 6d, 8c, 9c, 10c, and 11e)	4,787,421	-556,760
	12	Total revenue—add lines 8 through 11 (must equal Part VIII, column (A), line 12)	56,969,589	49,019,081
Expenses	13	Grants and similar amounts paid (Part IX, column (A), lines 1–3)	0	0
	14	Benefits paid to or for members (Part IX, column (A), line 4)	0	0
	15	Salaries, other compensation, employee benefits (Part IX, column (A), lines 5–10)	29,346,219	27,579,212
	16a	Professional fundraising fees (Part IX, column (A), line 11e)	152,797	17,463
	b	Total fundraising expenses (Part IX, column (D), line 25) ▶3,399,755		
	17	Other expenses (Part IX, column (A), lines 11a–11d, 11f–24f)	42,043,597	33,680,284
	18	Total expenses Add lines 13–17 (must equal Part IX, column (A), line 25)	71,542,613	61,276,959
	19	Revenue less expenses Subtract line 18 from line 12	-14,573,024	-12,257,878
Net Assets or Fund Balances			Beginning of Current Year	End of Year
	20	Total assets (Part X, line 16)	173,953,346	159,330,538
	21	Total liabilities (Part X, line 26)	80,969,833	69,628,986
	22	Net assets or fund balances Subtract line 21 from line 20	92,983,513	89,701,552

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 | 2010-11-15 Date

▶ Marc Steglitz Sr Dep Director and COO
Type or print name and title

Paid Preparer's Use Only

Preparer's signature ▶ | Date | Check if self-employed ▶ ☐ | Preparer's identifying number (see instructions)

Firm's name (or yours if self-employed), address, and ZIP + 4 ▶ | EIN ▶ | Phone no ▶

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

Part III Statement of Program Service Accomplishments

1 Briefly describe the organization's mission

The mission of the Solomon R Guggenheim Foundation ("SRGF") is to collect, preserve, research, and exhibit preeminent works of modern and contemporary art and to make them accessible to an increasingly diverse audience that includes both scholars and the general public Through its exhibitions, loans to public institutions, educational initiatives, and publications the Foundation seeks to promote the understanding and appreciation of art, architecture, and other manifestations of visual culture from a broadly international perspective, while sustaining the heritage of the local constituencies that comprise its global network of museums

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 exempt purpose achievements for each of the organization's three largest program services by expenses Section 501(c)(3) and 501(c)(4) organizations and section 4947(a)(1) trusts are required to report the amount of grants and allocations to others, the total expenses, and revenue, if any, for each program service reported

4a (Code) (Expenses $ 21,579,933 including grants of $ 0) (Revenue $ 12,299,597)

Art Museum Programs (Exhibitions and Feasibility Studies) Exhibitions presented in 2009 at the Solomon R Guggenheim Museum in New York ("SRGM") included The Third Mind American Artists Contemplate Asia 1860-1989, Frank Lloyd Wright From Within Outward, The Sweeney Decade Acquisitions at the 1959 Inaugural, Intervals Kitty Krause, Learning Through Art 2009, Kandinsky, Roni Horn/Felix Gonzalez Torres, Anish Kapoor Memory Exhibitions presented in 2009 at the Peggy Guggenheim Collection in Venice ("PGC") included Mattioli Collection Masterpieces of Futurism, Cardazzo, Themes and Variations From Mark to Zero, Robert Rauschenberg Gluts, Prendergast in Italy Exhibitions presented in 2009 at the Guggenheim Museum Bilbao included Cai Guo-Qiang I Want to Believe, Installations II Video, Murakami, From Private to Public Collections at the Guggenheim, Frank Lloyd Wright From Within Outward Exhibitions presented in 2009 at the Deutsche Guggenheim in Berlin included Anish Kapoor Memory, Picturing America, Imi Knoebel New Works, Abstraction and Empathy, Julie Mehretu Grey Area Exhibitions presented in 2009 in connection with the future Guggenheim Museum Abu Dhabi include The Guggenheim The Making of a Museum at Gallery One in the Emirates Palace The Peggy Guggenheim Collection in Venice ("PGC") organized Ethnopassion Peggy Guggenheim's Ethnic Art Collection at Galleria Gottardo, Lugano, Italy, Peggy Guggenheim and the New American Painting at Arca, Vercelli, Italy, and Robert Rauschenberg Gluts, Tinguely Museum, Basel, Switzerland Feasibility studies that examine the possibility of launching new museums in other locations reinforce one of the primary missions of SRGF - to raise the public's awareness of art Through feasibility studies, SRGF determines whether opportunities exist to reach a larger audience for its exhibition and educational programs Such studies have led to some long-term partnership agreements that have enabled SRGF's programs to be realized in new places In 2008-09, the Solomon R Guggenheim Foundation and The State Hermitage Museum concluded a feasibility study commissioned by the Jonas Mekas Visual Arts Center, a public establishment founded by the city of Vilnius, Lithuania (The SRGF had a total of 30 exhibition openings in 2009)

4b (Code) (Expenses $ 11,110,073 including grants of $ 0) (Revenue $ 0)

Art Museum Curatorial and Acquisition Programs (Curatorial, Collection Management and Collections Items Purchased) 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, 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 SRGF's collection was comprised of over 7,000 works of art in 2009 In 2009, SRGF acquired important work by Julieta Aranda, Lynda Benglis, four works by James Casebere, Patty Chang, Liam Gillick, Joan Jonas, Paul Kos, two works by An-My Le, Christian Marclay, Joan Miro, and Matthew Ritchie, among others Each of the museums operated by SRGF has permanent, on-site staff devoted to planning and presenting educational programs to the public SRGF educated the public through docent tours, classes, lectures, symposia, and other programs SRGF's Learning Through Art program sponsors artists residencies in public schools in all five boroughs of New York City, each year the program culminates with an exhibition at SRGM of art made by children The Works and Process series, presented in the theater of SRGM, provides the public with preview performances and discussions with artists in the realms of theater, dance, literature, and music (70 Works Acquired in 2009)

4c (Code) (Expenses $ 5,192,383 including grants of $ 0) (Revenue $ 17,236,611)

Art Museum Audience Services (Visitor Services) - In 2009 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 to educate the public about art and to increase public appreciation of art 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, students and senior citizens are offered reduced-price tickets, and children under the age of 12 are admitted free of charge Membership grew 21% (1,502,744 Attendance for 2009)

4d Other program services (Describe in Schedule O) **See also Additional Data for Description**

(Expenses $ 7,246,731 including grants of $ 0) (Revenue $ 9,133,098)

4e **Total program service expenses**▶$ 45,129,120

Part IV Checklist of Required Schedules

		Line	Yes	No
1	Is the organization described in section 501(c)(3) or 4947(a)(1) (other than a private foundation)? *If "Yes," complete Schedule A*	1	Yes	
2	Is the organization required to complete Schedule B, Schedule of Contributors?	2	Yes	
3	Did the organization engage in direct or indirect political campaign activities on behalf of or in opposition to candidates for public office? *If "Yes," complete Schedule C, Part I*	3		No
4	**Section 501(c)(3) organizations.** Did the organization engage in lobbying activities? *If "Yes," complete Schedule C, Part II*	4	Yes	
5	**Section 501(c)(4), 501(c)(5), and 501(c)(6) organizations.** Is the organization subject to the section 6033(e) notice and reporting requirement and proxy tax? *If "Yes," complete Schedule C, Part III*	5		
6	Did the organization maintain any donor advised funds or any similar funds or accounts where donors have the right to provide advice on the distribution or investment of amounts in such funds or accounts? *If "Yes," complete Schedule D, Part I*	6		No
7	Did the organization receive or hold a conservation easement, including easements to preserve open space, the environment, historic land areas or historic structures? *If "Yes," complete Schedule D, Part II*	7		No
8	Did the organization maintain collections of works of art, historical treasures, or other similar assets? *If "Yes," complete Schedule D, Part III*	8	Yes	
9	Did the organization report an amount in Part X, line 21, serve as a custodian for amounts not listed in Part X, or provide credit counseling, debt management, credit repair, or debt negotiation services? *If "Yes," complete Schedule D, Part IV*	9		No
10	Did the organization, directly or through a related organization, hold assets in term, permanent,or quasi-endowments? *If "Yes," complete Schedule D, Part V*	10	Yes	
11	Is the organization's answer to any of the following questions "Yes"? *If so,complete Schedule D, Parts VI, VII, VIII, IX, or X as applicable.*	11	Yes	
	• Did the organization report an amount for land, buildings, and equipment in Part X, line10? *If "Yes," complete Schedule D, Part VI.*			
	• 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? *If "Yes," complete Schedule D, Part VII.*			
	• 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? *If "Yes," complete Schedule D, Part VIII.*			
	• 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? *If "Yes," complete Schedule D, Part IX.*			
	• Did the organization report an amount for other liabilities in Part X, line 25? *If "Yes," complete Schedule D, Part X.*			
	• 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? *If "Yes," complete Schedule D, Part X.*			
12	Did the organization obtain separate, independent audited financial statements for the tax year? *If "Yes," complete Schedule D, Parts XI, XII, and XIII*	12	Yes	
12A	Was the organization included in consolidated, independent audited financial statements for the tax year? *If "Yes," completing Schedule D, Parts XI, XII, and XIII is optional* — 12A: Yes [ ] No: No			
13	Is the organization a school described in section 170(b)(1)(A)(ii)? *If "Yes," complete Schedule E*	13		No
14a	Did the organization maintain an office, employees, or agents outside of the United States?	14a	Yes	
b	Did the organization have aggregate revenues or expenses of more than $10,000 from grantmaking, fundraising, business, and program service activities outside the United States? *If "Yes," complete Schedule F, Part I*	14b	Yes	
15	Did the organization report on Part IX, column (A), line 3, more than $5,000 of grants or assistance to any organization or entity located outside the U S ? *If "Yes," complete Schedule F, Part II*	15		No
16	Did the organization report on Part IX, column (A), line 3, more than $5,000 of aggregate grants or assistance to individuals located outside the U S ? *If "Yes," complete Schedule F, Part III*	16		No
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? *If "Yes," complete Schedule G, Part I*	17	Yes	
18	Did the organization report more than $15,000 total of fundraising event gross income and contributions on Part VIII, lines 1c and 8a? *If "Yes," complete Schedule G, Part II*	18	Yes	
19	Did the organization report more than $15,000 of gross income from gaming activities on Part VIII, line 9a? *If "Yes," complete Schedule G, Part III*	19		No
20	Did the organization operate one or more hospitals? *If "Yes," complete Schedule H*	20		No

Part IV Checklist of Required Schedules *(continued)*

21	Did the organization report more than $5,000 of grants and other assistance to governments and organizations in the United States on Part IX, column (A), line 1? *If "Yes," complete Schedule I, Parts I and II*	21		No
22	Did the organization report more than $5,000 of grants and other assistance to individuals in the United States on Part IX, column (A), line 2? *If "Yes," complete Schedule I, Parts I and III*	22		No
23	Did the organization answer "Yes" to Part VII, Section A, questions 3, 4, or 5, about compensation of the organization's current and former officers, directors, trustees, key employees, and highest compensated employees? *If "Yes," complete Schedule J*	23	Yes	
24a	Did the organization have a tax-exempt bond issue with an outstanding principal amount of more than $100,000 as of the last day of the year, that was issued after December 31, 2002? *If "Yes," answer questions 24b–24d and complete Schedule K. If "No," go to line 25*	24a		No
b	Did the organization invest any proceeds of tax-exempt bonds beyond a temporary period exception?	24b		
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?	24c		
d	Did the organization act as an "on behalf of" issuer for bonds outstanding at any time during the year?	24d		
25a	**Section 501(c)(3) and 501(c)(4) organizations.** Did the organization engage in an excess benefit transaction with a disqualified person during the year? *If "Yes," complete Schedule L, Part I*	25a		No
b	Is the organization aware that it engaged in an excess benefit transaction with a disqualified person in a prior year, and that the transaction has not been reported on any of the organization's prior Forms 990 or 990-EZ? *If "Yes," complete Schedule L, Part I*	25b		No
26	Was a loan to or by a current or former officer, director, trustee, key employee, highly compensated employee, or disqualified person outstanding as of the end of the organization's tax year? *If "Yes," complete Schedule L, Part II*	26	Yes	
27	Did the organization provide a grant or other assistance to an officer, director, trustee, key employee, substantial contributor, or a grant selection committee member, or to a person related to such an individual? *If "Yes," complete Schedule L, Part III*	27		No
28	Was the organization a party to a business transaction with one of the following parties? (see Schedule L, Part IV instructions for applicable filing thresholds, conditions, and exceptions)			
a	A current or former officer, director, trustee, or key employee? *If "Yes," complete Schedule L, Part IV*	28a		No
b	A family member of a current or former officer, director, trustee, or key employee? *If "Yes," complete Schedule L, Part IV*	28b		No
c	An entity of which a current or former officer, director, trustee, or key employee of the organization (or a family member) was an officer, director, trustee, or owner? *If "Yes," complete Schedule L, Part IV*	28c	Yes	
29	Did the organization receive more than $25,000 in non-cash contributions? *If "Yes," complete Schedule M*	29	Yes	
30	Did the organization receive contributions of art, historical treasures, or other similar assets, or qualified conservation contributions? *If "Yes," complete Schedule M*	30	Yes	
31	Did the organization liquidate, terminate, or dissolve and cease operations? *If "Yes," complete Schedule N, Part I*	31		No
32	Did the organization sell, exchange, dispose of, or transfer more than 25% of its net assets? *If "Yes," complete Schedule N, Part II*	32		No
33	Did the organization own 100% of an entity disregarded as separate from the organization under Regulations sections 301 7701-2 and 301 7701-3? *If "Yes," complete Schedule R, Part I*	33	Yes	
34	Was the organization related to any tax-exempt or taxable entity? *If "Yes," complete Schedule R, Parts II, III, IV, and V, line 1*	34	Yes	
35	Is any related organization a controlled entity within the meaning of section 512(b)(13)? *If "Yes," complete Schedule R, Part V, line 2*	35		No
36	**Section 501(c)(3) organizations.** Did the organization make any transfers to an exempt non-charitable related organization? *If "Yes," complete Schedule R, Part V, line 2*	36		No
37	Did the organization conduct more than 5% of its activities through an entity that is not a related organization and that is treated as a partnership for federal income tax purposes? *If "Yes," complete Schedule R, Part VI*	37		No
38	Did the organization complete Schedule O and provide explanations in Schedule O for Part VI, lines 11 and 19? **Note.** All Form 990 filers are required to complete Schedule O	38	Yes	

Part V Statements Regarding Other IRS Filings and Tax Compliance

				Yes	No
1a	Enter the number reported in Box 3 of Form 1096, *Annual Summary and Transmittal of U.S. Information Returns. Enter -0-* if not applicable	1a	187		
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?			1c Yes	
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	565		
b	If at least one is reported on line 2a, did the organization file all required federal employment tax returns? **Note:** If the sum of lines 1a and 2a is greater than 250, you may be required to e-file this return (see instructions)			2b Yes	
3a	Did the organization have unrelated business gross income of $1,000 or more during the year covered by this return?			3a Yes	
b	If "Yes," has it filed a Form 990-T for this year? *If "No," provide an explanation in Schedule O*			3b Yes	
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)?			4a Yes	
b	If "Yes," enter the name of the foreign country ▶BD, CJ, IT, NL, SZ, VQ See the instructions for exceptions and filing requirements for Form TD F 90-22 1, Report of Foreign Bank and Financial Accounts				
5a	Was the organization a party to a prohibited tax shelter transaction at any time during the tax year?			5a	No
b	Did any taxable party notify the organization that it was or is a party to a prohibited tax shelter transaction?			5b	No
c	If "Yes" to line 5a or 5b, did the organization file Form 8886-T, Disclosure by Tax-Exempt Entity Regarding Prohibited Tax Shelter Transaction?			5c	
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?			6a	No
b	If "Yes," did the organization include with every solicitation an express statement that such contributions or gifts were not tax deductible?			6b	
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?			7a Yes	
b	If "Yes," did the organization notify the donor of the value of the goods or services provided?			7b Yes	
c	Did the organization sell, exchange, or otherwise dispose of tangible personal property for which it was required to file Form 8282?			7c	No
d	If "Yes," indicate the number of Forms 8282 filed during the year	7d			
e	Did the organization, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?			7e	No
f	Did the organization, during the year, pay premiums, directly or indirectly, on a personal benefit contract?			7f	No
g	For all contributions of qualified intellectual property, did the organization file Form 8899 as required?			7g	
h	For contributions of cars, boats, airplanes, and other vehicles, did the organization file a Form 1098-C as required?			7h	
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?			8	
9	**Sponsoring organizations maintaining donor advised funds.**				
a	Did the organization make any taxable distributions under section 4966?			9a	
b	Did the organization make a distribution to a donor, donor advisor, or related person?			9b	
10	**Section 501(c)(7) organizations.** Enter				
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			

Part VI **Governance, Management, and Disclosure** For each "Yes" response to lines 2 through 7b below, and for a "No" response to lines 8a, 8b, or 10b below, describe the circumstances, processes, or changes in Schedule O. See instructions.

Section A. Governing Body and Management

				Yes	No
1a	Enter the number of voting members of the governing body . .	**1a** 27			
b	Enter the number of voting members that are independent . .	**1b** 27			
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?		**2**	Yes	
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?		**3**		No
4	Did the organization make any significant changes to its organizational documents since the prior Form 990 was filed?		**4**		No
5	Did the organization become aware during the year of a material diversion of the organization's assets?		**5**		No
6	Does the organization have members or stockholders?		**6**		No
7a	Does the organization have members, stockholders, or other persons who may elect one or more members of the governing body?		**7a**		No
b	Are any decisions of the governing body subject to approval by members, stockholders, or other persons?		**7b**		No
8	Did the organization contemporaneously document the meetings held or written actions undertaken during the year by the following				
a	The governing body?		**8a**	Yes	
b	Each committee with authority to act on behalf of the governing body?		**8b**	Yes	
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		**9**	Yes	

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

			Yes	No
10a	Does the organization have local chapters, branches, or affiliates?	**10a**	Yes	
b	If "Yes," does the organization have written policies and procedures governing the activities of such chapters, affiliates, and branches to ensure their operations are consistent with those of the organization?	**10b**	Yes	
11	Has the organization provided a copy of this Form 990 to all members of its governing body before filing the form?	**11**	Yes	
11A	Describe in Schedule O the process, if any, used by the organization to review the Form 990			
12a	Does the organization have a written conflict of interest policy? *If "No," go to line 13*	**12a**	Yes	
b	Are officers, directors or trustees, and key employees required to disclose annually interests that could give rise to conflicts?	**12b**	Yes	
c	Does the organization regularly and consistently monitor and enforce compliance with the policy? If "Yes," describe in Schedule O how this is done	**12c**	Yes	
13	Does the organization have a written whistleblower policy?	**13**	Yes	
14	Does the organization have a written document retention and destruction policy?	**14**	Yes	
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?			
a	The organization's CEO, Executive Director, or top management official	**15a**	Yes	
b	Other officers or key employees of the organization	**15b**	Yes	
	If "Yes" to line a or b, 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?	**16a**		No
b	If "Yes," has the organization adopted a written policy or procedure requiring the organization to evaluate its participation in joint venture arrangements under applicable federal tax law, and taken steps to safeguard the organization's exempt status with respect to such arrangements?	**16b**		

Section C. Disclosure

17 List the States with which a copy of this Form 990 is required to be filed ▶ CT , MN , NJ , NY

18 Section 6104 requires an organization to make its Form 1023 (or 1024 if applicable), 990, and 990-T (501(c)(3)s only) available for public inspection Indicate how you make these available Check all that apply

☐ Own website ☐ Another's website ☑ Upon request

19 Describe in Schedule O whether (and if so, how), the organization makes its governing documents, conflict of interest policy, and financial statements available to the public See Additional Data Table

20 State the name, physical address, and telephone number of the person who possesses the books and records of the organization ▶

Tina Travis
345 Hudson Street
New York, NY 100144502
(212) 360-4224

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

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

1a Complete this table for all persons required to be listed Report compensation for the calendar year ending with or within the organization's tax year Use Schedule J-2 if additional space is needed

- List all of the organization's **current** officers, directors, trustees (whether individuals or organizations), regardless of amount of compensation, and **current** key employees Enter -0- in columns (D), (E), and (F) if no compensation was paid
- List all of the organization's **current** key employees 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, or highest compensated employees who received more than $100,000 of reportable compensation from the organization and any related organizations
- List all of the organization's **former directors or trustees** that received, in the capacity as a former director or trustee of the organization, more than $10,000 of reportable compensation from the organization and any related organizations

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

☐ Check this box if the organization did not compensate any current or former officer, director, trustee or key employee

(A) Name and Title	(B) Average hours per week	(C) Position (check all that apply): Individual trustee or director	Institutional Trustee	Officer	Key employee	Highest compensated employee	Former	(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
See add'l data										

1b Total . . . . ▶	4,079,768	0	289,145

2 Total number of individuals (including but not limited to those listed above) who received more than $100,000 in reportable compensation from the organization ▶34

		Yes	No
3 Did the organization list any **former** officer, director or trustee, key employee, or highest compensated employee on line 1a? *If "Yes," complete Schedule J for such individual*	**3**	Yes	
4 For any individual listed on line 1a, is the sum of reportable compensation and other compensation from the organization and related organizations greater than $150,000? *If "Yes," complete Schedule J for such individual*	**4**	Yes	
5 Did any person listed on line 1a receive or accrue compensation from any unrelated organization for services rendered to the organization? *If "Yes," complete Schedule J for such person*	**5**	Yes	

Section B. Independent Contractors

1 Complete this table for your five highest compensated independent contractors that received more than $100,000 of compensation from the organization

(A) Name and business address	**(B)** Description of services	**(C)** Compensation
FJ Sciame Construction Co Inc 14 Wall Street New York, NY 10005	Construction Manager	2,041,894
Meyerson Associates Inc 200 Park Avenue Suite 1205 New York, NY 10003	Security	1,069,897
GCAM1 LLC 304 Hudson Street Suite 502 New York, NY 10013	Consulting	816,295
Antenna Audio Discovery Communications 850 Third Avenue 8th Floor New York, NY 10022	Audio Guides	730,578
Professional Services Facilities 955 Chesterbrook Boulevard Suite 30 Wayne, PA 19087	Cleaning Services	672,705

2 Total number of independent contractors (including but not limited to those listed above) who received more than $100,000 in compensation from the organization ▶49

Part VIII Statement of Revenue

				(A) Total revenue	(B) Related or exempt function revenue	(C) Unrelated business revenue	(D) Revenue excluded from tax under sections 512, 513, or 514
Contributions, gifts, grants and other similar amounts	1a	Federated campaigns . .	1a 0				
	b	Membership dues	1b 2,556,110				
	c	Fundraising events	1c 1,117,350				
	d	Related organizations . . .	1d 0				
	e	Government grants (contributions)	1e 2,040,148				
	f	All other contributions, gifts, grants, and similar amounts not included above	1f 14,604,926				
	g	Noncash contributions included in lines 1a-1f $ 1,375,437					
	h	**Total.** Add lines 1a-1f . . . . ▶		20,318,534			
Program Service Revenue			Business Code				
	2a	Admission income	900,099	17,730,457	17,730,457	0	0
	b	Participating venue fees	900,099	9,871,196	9,871,196	0	0
	c	Museum feasibility studies	900,099	715,000	715,000	0	0
	d	Loan fees and expenses	900,099	262,135	262,135	0	0
	e	Educational tours	900,099	61,692	61,692	0	0
	f	All other program service revenue		1,087,674	526,184	0	561,490
	g	**Total.** Add lines 2a–2f . . . . ▶		29,728,154			
Other Revenue	3	Investment income (including dividends, interest and other similar amounts) . . . . . ▶		172,806	0	0	172,806
	4	Income from investment of tax-exempt bond proceeds . . ▶		0	0	0	0
	5	Royalties . . . . ▶		1,395,590	0	0	1,395,590
			(i) Real / (ii) Personal				
	6a	Gross Rents					
	b	Less rental expenses					
	c	Rental income or (loss)	(i) 0 / (ii) 0				
	d	Net rental income or (loss) . . . . ▶					
			(i) Securities / (ii) Other				
	7a	Gross amount from sales of assets other than inventory	(i) 45,104,944 / (ii) 12,965,807				
	b	Less cost or other basis and sales expenses	(i) 44,505,191 / (ii) 14,209,213				
	c	Gain or (loss)	(i) 599,753 / (ii) -1,243,406				
	d	Net gain or (loss) . . . . ▶		-643,653	0	0	-643,653
	8a	Gross income from fundraising events (not including $ 1,043,300 of contributions reported on line 1c) See Part IV, line 18 . . . a	1,799,244				
	b	Less direct expenses . . . b	1,124,430				
	c	Net income or (loss) from fundraising events . . ▶		674,814	445,213	229,601	0
	9a	Gross income from gaming activities See Part IV, line 19 . . . a					
	b	Less direct expenses . . . b					
	c	Net income or (loss) from gaming activities . . . ▶					
	10a	Gross sales of inventory, less returns and allowances . a	8,174,276				
	b	Less cost of goods sold . . b	4,842,418				
	c	Net income or (loss) from sales of inventory . . ▶		3,331,858	2,107,835	1,224,023	0
		Miscellaneous Revenue	Business Code				
	11a	Return of sponsorship support	900,099	-6,201,546	-6,201,546	0	0
	b	List rental	900,099	4,421	0	4,421	0
	c	Restaurant income and other	900,099	238,103	238,103	0	0
	d	All other revenue		0	0	0	0
	e	**Total.** Add lines 11a–11d . . . . . . ▶		-5,959,022			
	12	**Total revenue.** See Instructions . . . ▶		49,019,081	25,756,269	1,458,045	1,486,233

Part IX Statement of Functional Expenses

Section 501(c)(3) and 501(c)(4) organizations must complete all columns.
All other organizations must complete column (A) but are not required to complete columns (B), (C), and (D).

	Do not include amounts reported on lines 6b, 7b, 8b, 9b, and 10b of Part VIII.	(A) Total expenses	(B) Program service expenses	(C) Management and general expenses	(D) Fundraising expenses
1	Grants and other assistance to governments and organizations in the U S See Part IV, line 21	0	0		
2	Grants and other assistance to individuals in the U S See Part IV, line 22	0	0		
3	Grants and other assistance to governments, organizations, and individuals outside the U S See Part IV, lines 15 and 16	0	0		
4	Benefits paid to or for members	0	0		
5	Compensation of current officers, directors, trustees, and key employees	4,674,640	611,666	3,624,023	438,951
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	17,750,193	14,716,064	1,687,909	1,346,220
8	Pension plan contributions (include section 401(k) and section 403(b) employer contributions)	507,383	410,685	66,182	30,516
9	Other employee benefits	3,336,361	2,116,435	912,036	307,890
10	Payroll taxes	1,310,635	973,282	245,725	91,628
11	Fees for services (non-employees)				
a	Management	4,403,329	3,858,709	511,272	33,348
b	Legal	869,070	645,832	223,238	0
c	Accounting	354,831	7,439	347,392	0
d	Lobbying	62,000	0	0	62,000
e	Professional fundraising *See Part IV, line 17*	17,463			17,463
f	Investment management fees	121,546	0	121,546	0
g	Other	1,407,494	1,259,278	118,569	29,647
12	Advertising and promotion	1,421,555	639,058	665,695	116,802
13	Office expenses	2,388,314	1,335,571	767,222	285,521
14	Information technology	460,672	39,781	420,891	0
15	Royalties	159,171	68,644	90,413	114
16	Occupancy	5,174,552	4,233,729	884,890	55,933
17	Travel	1,612,795	1,098,549	179,493	334,753
18	Payments of travel or entertainment expenses for any federal, state, or local public officials	0	0	0	0
19	Conferences, conventions, and meetings	723,797	564,929	53,603	105,265
20	Interest	488,390	449,745	38,645	0
21	Payments to affiliates	0	0	0	0
22	Depreciation, depletion, and amortization	5,578,710	4,950,810	573,611	54,289
23	Insurance	1,085,114	786,212	298,902	0
24	Other expenses Itemize expenses not covered above (Expenses grouped together and labeled miscellaneous may not exceed 5% of total expenses shown on line 25 below)				
a	Art purchases	946,077	946,077	0	0
b	Art storage, shipping and crating	2,909,750	2,909,750	0	0
c	Supplies, materials and other exhibition expenses	1,516,685	1,503,450	9,474	3,761
d	Unrelated business income tax	31,752	0	31,752	0
e	Pledge write-off	379,703	0	379,703	0
f	All other expenses	1,584,977	1,003,425	495,898	85,654
25	**Total functional expenses.** Add lines 1 through 24f	61,276,959	45,129,120	12,748,084	3,399,755
26	**Joint costs.** Check here ▶ ☐ if following SOP 98-2 Complete this line only if the organization reported in column (B) joint costs from a combined educational campaign and fundraising solicitation				

Part X Balance Sheet

			(A) Beginning of year		(B) End of year
Assets	1	Cash—non-interest-bearing	1,735,186	1	2,515,269
	2	Savings and temporary cash investments	4,910,496	2	3,064,492
	3	Pledges and grants receivable, net	27,022,117	3	22,388,706
	4	Accounts receivable, net	4,023,175	4	2,914,811
	5	Receivables from current and former officers, directors, trustees, key employees, and highest compensated employees Complete Part II of Schedule L	152,710	5	125,363
	6	Receivables from other disqualified persons (as defined under section 4958(f)(1)) and persons described in section 4958(c)(3)(B) Complete Part II of Schedule L	0	6	3,087
	7	Notes and loans receivable, net	0	7	0
	8	Inventories for sale or use	1,634,722	8	1,320,860
	9	Prepaid expenses and deferred charges	452,558	9	816,614
	10a	Land, buildings, and equipment cost or other basis *Complete Part VI of Schedule D* 10a 130,019,893			
	b	Less accumulated depreciation 10b 52,084,216	80,119,661	10c	77,935,677
	11	Investments—publicly traded securities	18,605,351	11	13,454,527
	12	Investments—other securities See Part IV, line 11	35,297,370	12	33,708,407
	13	Investments—program-related See Part IV, line 11	0	13	
	14	Intangible assets	0	14	
	15	Other assets See Part IV, line 11	0	15	1,082,725
	16	**Total assets.** Add lines 1 through 15 (must equal line 34)	173,953,346	16	159,330,538
Liabilities	17	Accounts payable and accrued expenses	20,154,029	17	14,579,082
	18	Grants payable	0	18	0
	19	Deferred revenue	35,534,372	19	34,996,444
	20	Tax-exempt bond liabilities	16,800,000	20	14,800,000
	21	Escrow or custodial account liability *Complete Part IV of Schedule D*	0	21	0
	22	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	4,552,619	23	4,465,371
	24	Unsecured notes and loans payable to unrelated third parties	3,885,813	24	772,089
	25	Other liabilities Complete Part X of Schedule D	43,000	25	16,000
	26	**Total liabilities.** Add lines 17 through 25	80,969,833	26	69,628,986
Net Assets or Fund Balances		**Organizations that follow SFAS 117, check here ▶ ☑ and complete lines 27 through 29, and lines 33 and 34.**			
	27	Unrestricted net assets	18,468,230	27	21,394,460
	28	Temporarily restricted net assets	23,857,021	28	21,920,809
	29	Permanently restricted net assets	50,658,262	29	46,386,283
		Organizations that do not follow SFAS 117, check here ▶ ☐ 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	92,983,513	33	89,701,552
	34	Total liabilities and net assets/fund balances	173,953,346	34	159,330,538

Part XI Financial Statements and Reporting

			Yes	No
1	Accounting method used to prepare the Form 990 ☐ Cash ☑ Accrual ☐ Other ____________ If the organization changed its method of accounting from a prior year or checked "Other," explain in Schedule O			
2a	Were the organization's financial statements compiled or reviewed by an independent accountant? . .	**2a**		No
b	Were the organization's financial statements audited by an independent accountant?	**2b**	Yes	
c	If "Yes," to 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 . . .	**2c**	Yes	
d	If "Yes" to line 2a or 2b, check a box below to indicate whether the financial statements for the year were issued on a consolidated basis, separate basis, or both ☑ Separate basis ☐ Consolidated basis ☐ Both consolidated and separated basis			
3a	As a result of a federal award, was the organization required to undergo an audit or audits as set forth in the Single Audit Act and OMB Circular A-133?	**3a**	Yes	
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 . .	**3b**	Yes	

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SCHEDULE A
(Form 990 or 990EZ)

Department of the Treasury
Internal Revenue Service

Public Charity Status and Public Support

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. ▶ See separate instructions.

OMB No 1545-0047

2009

Open to Public Inspection

Name of the organization
Solomon R Guggenheim Foundation

Employer identification number
13-5562233

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 **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 331/3% 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 331/3% 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 - Other

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 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)**		

h Provide the following information about the supported organization(s)

(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? Yes	(iv) No	(v) Did you notify the organization in col (i) of your support? Yes	(v) No	(vi) Is the organization in col (i) organized in the U S ? Yes	(vi) No	(vii) Amount of support?
Total									

Part II **Support Schedule for Organizations Described in IRC 170(b)(1)(A)(iv) and 170(b)(1)(A)(vi)**
(Complete only if you checked the box on line 5, 7, or 8 of Part I.)

Section A. Public Support

Calendar year (or fiscal year beginning in)	(a) 2005	(b) 2006	(c) 2007	(d) 2008	(e) 2009	(f) Total
1 Gifts, grants, contributions, and membership fees received (Do not include any "unusual grants ")	27,347,912	25,150,974	43,897,406	26,061,044	20,318,534	142,775,870
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	27,347,912	25,150,974	43,897,406	26,061,044	20,318,534	142,775,870
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)						24,100,291
6 **Public Support.** Subtract line 5 from line 4						118,675,579

Section B. Total Support

Calendar year (or fiscal year beginning in)	(a) 2005	(b) 2006	(c) 2007	(d) 2008	(e) 2009	(f) Total
7 Amounts from line 4	27,347,912	4,952,093	43,897,406	26,061,044	20,318,534	142,775,870
8 Gross income from interest, dividends, payments received on securities loans, rents, royalties and income from similar sources	2,312,473	4,952,093	4,480,098	1,283,607	924,743	13,953,014
9 Net income from unrelated business activities, whether or not the business is regularly carried on	1,117,695	1,653,153	1,256,146	310,018	1,458,045	5,795,057
10 Other income (Explain in Part IV) Do not include gain or loss from the sale of capital assets	21,131	106,370	37,500	0	0	165,001
11 **Total support** (Add lines 7 through 10)						162,688,942

12 Gross receipts from related activities, etc (See instructions) **12** 183,222,541

13 **First Five Years** If the Form 990 is for the organization's first, second, third, fourth, or fifth tax year as a 501(c)(3) organization, check this box and **stop here** ☐

Section C. Computation of Public Support Percentage

14 Public Support Percentage for 2009 (line 6 column (f) divided by line 11 column (f)) **14** 72 946 %

15 Public Support Percentage for 2008 Schedule A, Part II, line 14 **15** 69 98 %

16a **33 1/3% support test—2009.** If the organization did not check the box on line 13, and line 14 is 33 1/3% or more, check this box and **stop here.** The organization qualifies as a publicly supported organization ☑

b **33 1/3% support test—2008.** If the organization did not check the box on line 13 or 16a, and line 15 is 33 1/3% or more, check this box and **stop here.** The organization qualifies as a publicly supported organization ☐

17a **10%-facts-and-circumstances test—2009.** If the organization did not check a box on line 13, 16a, or 16b and line 14 is 10% or more, and if the organization meets the "facts and circumstances" test, check this box and **stop here.** Explain in Part IV how the organization meets the "facts and circumstances" test The organization qualifies as a publicly supported organization ☐

b **10%-facts-and-circumstances test—2008.** If the organization did not check a box on line 13, 16a, 16b, or 17a and line 15 is 10% or more, and if the organization meets the "facts and circumstances" test, check this box and **stop here.** Explain in Part IV how the organization meets the "facts and circumstances" test The organization qualifies as a publicly supported organization ☐

18 **Private Foundation** If the organization did not check a box on line 13, 16a, 16b, 17a or 17b, check this box and see instructions ☐

Part III **Support Schedule for Organizations Described in IRC 509(a)(2)**
(Complete only if you checked the box on line 9 of Part I.)

Section A. Public Support

Calendar year (or fiscal year beginning in)	**(a)** 2005	**(b)** 2006	**(c)** 2007	**(d)** 2008	**(e)** 2009	**(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)** 2005	**(b)** 2006	**(c)** 2007	**(d)** 2008	**(e)** 2009	**(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 501(c)(3) organization, check this box and **stop here** ▶☐

Section C. Computation of Public Support Percentage

15 Public Support Percentage for 2009 (line 8 column (f) divided by line 13 column (f))	**15**	
16 Public support percentage from 2008 Schedule A, Part III, line 15	**16**	

Section D. Computation of Investment Income Percentage

17 Investment income percentage for **2009** (line 10c column (f) divided by line 13 column (f))	**17**	
18 Investment income percentage from **2008** Schedule A, Part III, line 17	**18**	

19a **33 1/3% support tests—2009.** 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—2008.** 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 ▶☐

Part IV **Supplemental Information.** Supplemental Information. Complete this part to provide the explanation required by Part II, line 10; Part II, line 17a or 17b; or Part III, line 12. Provide any other additional information. See instructions

Explanation
Part II, line 10 - not applicable

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SCHEDULE C
(Form 990 or 990-EZ)

Department of the Treasury
Internal Revenue Service

Political Campaign and Lobbying Activities

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.**

OMB No 1545-0047

2009

Open to Public Inspection

If the organization answered "Yes," to Form 990, Part IV, Line 3, or Form 990-EZ, Part VI, 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, line 35a (regarding proxy tax), then

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

Name of the organization	Employer identification number
Solomon R Guggenheim Foundation	13-5562233

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 funtion 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 State the names, addresses and employer identification number (EIN) of all section 527 political organizations to which payments were made 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-

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
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		

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

	(a)	(b)
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? ☐ **Yes** ☐ **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)** 2006	**(b)** 2007	**(c)** 2008	**(d)** 2009	**(e)** Total
2a Lobbying non-taxable amount					
b Lobbying ceiling amount (150% of line 2a, column(e))					
c Total lobbying expenditures					
d Grassroots non-taxable 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)).**

		(a) Yes	(a) No	(b) 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?	Yes		
b	Paid staff or management (include compensation in expenses reported on lines 1c through 1i)?	Yes		
c	Media advertisements?		No	
d	Mailings to members, legislators, or the public?	Yes		30
e	Publications, or published or broadcast statements?		No	
f	Grants to other organizations for lobbying purposes?		No	
g	Direct contact with legislators, their staffs, government officials, or a legislative body?	Yes		64,952
h	Rallies, demonstrations, seminars, conventions, speeches, lectures, or any similar means?		No	
i	Other activities? If "Yes," describe in Part IV		No	
j	Total lines 1c through 1i			64,982
2a	Did the activities in line 1 cause the organization to be not described in section 501(c)(3)?		No	
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 carryover 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) if BOTH Part III-A, lines 1 and 2 are answered "No" OR if Part III-A, line 3 is answered "Yes".**

1	Dues, assessments and similar amounts from members	1	
2	Section 162(e) non-deductible 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**

Complete this part to provide the descriptions required for Part I-A, line 1, Part I-B, line 4, Part I-C, line 5, and Part II-B, line 1i Also, complete this part for any additional information

Identifier	Return Reference	Explanation
SchC_P2B_S00_L01	Schedule C, Part II-B, Line 1	The SRGF engaged lobbying firms to solicit grants to support art education and capital improvements to the museum building It paid lobbying fees related to New York City matters in the amount of $27,000 and related to New York State matters in the amount of $35,000 During the year representatives from the SRGF met directly with public officials on a limited number of occasions to discuss public funding for art education and capital improvements In addition, SRGF staff and volunteers wrote letters communicating with New York State legislators regarding proposed legislation related to museums in New York The value of the time spent in connection with such meetings and mailings in 2009 was $2,982

SCHEDULE D
(Form 990)

Department of the Treasury
Internal Revenue Service

Supplemental Financial Statements

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

OMB No 1545-0047
2009
Open to Public Inspection

Name of the organization	Employer identification number
Solomon R Guggenheim Foundation	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.

		(a) Donor advised funds	(b) Funds and other accounts
1	Total number at end of year		
2	Aggregate contributions to (during year)		
3	Aggregate grants from (during year)		
4	Aggregate value at end of year		

5 Did the organization inform all donors and donor advisors in writing that the assets held in donor advised funds are the organization's property, subject to the organization's exclusive legal control? ☐ Yes ☐ No

6 Did the organization inform all grantees, donors, and donor advisors in writing that grant funds may be used only for charitable purposes and not for the benefit of the donor or donor advisor, or for any other purpose conferring impermissible private benefit ☐ Yes ☐ No

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

1 Purpose(s) of conservation easements held by the organization (check all that apply)

☐ Preservation of land for public use (e g , recreation or pleasure)
☐ Preservation of an historically importantly land area
☐ Protection of natural habitat
☐ Preservation of a certified historic structure
☐ Preservation of open space

2 Complete lines 2a–2d if the organization held a qualified conservation contribution in the form of a conservation easement on the last day of the tax year

			Held at the End of the Year
a	Total number of conservation easements	2a	
b	Total acreage restricted by conservation easements	2b	
c	Number of conservation easements on a certified historic structure included in (a)	2c	
d	Number of conservation easements included in (c) acquired after 8/17/06	2d	

3 Number of conservation easements modified, transferred, released, extinguished, or terminated by the organization during the taxable year ▶________

4 Number of states where property subject to conservation easement is located ▶________

5 Does the organization have a written policy regarding the periodic monitoring, inspection, handling of violations, and enforcement of the conservation easements it holds? ☐ Yes ☐ No

6 Staff and volunteer hours devoted to monitoring, inspecting and enforcing conservation easements during the year ▶________

7 Amount of expenses incurred in monitoring, inspecting, and enforcing conservation easements during the year ▶ $ ________

8 Does each conservation easement reported on line 2(d) above satisfy the requirements of section 170(h)(4)(B)(i) and 170(h)(4)(B)(ii)? ☐ Yes ☐ No

9 In Part XIV, describe how the organization reports conservation easements in its revenue and expense statement, and balance sheet, and include, if applicable, the text of the footnote to the organization's financial statements that describes the organization's accounting for conservation easements

Part III Organizations Maintaining Collections of Art, Historical Treasures, or Other Similar Assets. Complete if the organization answered "Yes" to Form 990, Part IV, line 8.

1a If the organization elected, as permitted under SFAS 116, not to report in its revenue statement and balance sheet works of art, historical treasures, or other similar assets held for public exhibition, education or research in furtherance of public service, provide, in Part XIV, the text of the footnote to its financial statements that describes these items

b If the organization elected, as permitted under SFAS 116, to report in its revenue statement and balance sheet works of art, historical treasures, or other similar assets held for public exhibition, education, or research in furtherance of public service, provide the following amounts relating to these items

(i) Revenues included in Form 990, Part VIII, line 1 ▶ $ ________

(ii) Assets included in Form 990, Part X ▶ $ ________

2 If the organization received or held works of art, historical treasures, or other similar assets for financial gain, provide the following amounts required to be reported under SFAS 116 relating to these items

a Revenues included in Form 990, Part VIII, line 1 ▶ $ 0

b Assets included in Form 990, Part X ▶ $ 0

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

3 Using the organization's accession and other records, check any of the following that are a significant use of its collection items (check all that apply)

a [x] Public exhibition
b [x] Scholarly research
c [x] Preservation for future generations
d [x] Loan or exchange programs
e [ ] Other

4 Provide a description of the organization's collections and explain how they further the organization's exempt purpose in Part XIV

5 During the year, did the organization solicit or receive donations of art, historical treasures or other similar assets to be sold to raise funds rather than to be maintained as part of the organization's collection? [x] Yes [ ] No

Part IV Escrow and Custodial Arrangements. Complete if the organization answered "Yes" to Form 990, Part IV, line 9, or reported an amount on Form 990, Part X, line 21.

1a Is the organization an agent, trustee, custodian or other intermediary for contributions or other assets not included on Form 990, Part X? [ ] Yes [ ] No

b If "Yes," explain the arrangement in Part XIV and complete the following table

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

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

b If "Yes," explain the arrangement in Part XIV

Part V Endowment Funds. Complete if the organization answered "Yes" to Form 990, Part IV, line 10.

	(a) Current Year	(b) Prior Year	(c) Two Years Back	(d) Three Years Back	(e) Four Years Back
1a Beginning of year balance	64,363,101	99,836,442			
b Contributions	10,182,193	4,315,918			
c Investment earnings or losses	4,018,308	-25,956,962			
d Grants or scholarships	0	0			
e Other expenditures for facilities and programs	16,048,242	13,832,297			
f Administrative expenses	0	0			
g End of year balance	62,515,360	64,363,101			

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

a Board designated or quasi-endowment ▶ 27 % %

b Permanent endowment ▶ 73 % %

c Term endowment ▶ 0 % %

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	3a(i)		No
(ii) related organizations	3a(ii)		No
b If "Yes" to 3a(ii), are the related organizations listed as required on Schedule R?	3b		

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

Part VI Investments—Land, Buildings, and Equipment. See Form 990, Part X, line 10.

Description of investment	(a) Cost or other basis (investment)	(b) Cost or other basis (other)	(c) Accumulated depreciation	(d) Book value
1a Land	3,130,643	0		3,130,643
b Buildings	112,972,037	0	44,587,841	68,384,196
c Leasehold improvements	7,249,691	0	3,375,030	3,874,661
d Equipment	6,645,022	0	4,121,345	2,523,677
e Other	22,500	0	0	22,500
Total. Add lines 1a-1e *(Column (d) should equal Form 990, Part X, column (B), line 10(c).)* ▶				77,935,677

Part VII Investments—Other Securities. See Form 990, Part X, line 12.

(a) Description of security or category (including name of security)	(b) Book value	(c) Method of valuation Cost or end-of-year market value
Financial derivatives	0	
Closely-held equity interests	0	
Other Alternative investments	33,708,407	F
Total. *(Column (b) should equal Form 990, Part X, col (B) line 12)* ▶	33,708,407	

Part VIII Investments—Program Related. See Form 990, Part X, line 13.

(a) Description of investment type	(b) Book value	(c) Method of valuation Cost or end-of-year market value
Total. *(Column (b) should equal Form 990, Part X, col (B) line 13)* ▶		

Part IX Other Assets. See Form 990, Part X, line 15.

(a) Description	(b) Book value
Dividend and interest receivable	26,436
Deposits	269,274
VAT receivable	787,014
Art collection	1
Total. *(Column (b) should equal Form 990, Part X, col.(B) line 15.)* . . . . ▶	1,082,725

Part X Other Liabilities. See Form 990, Part X, line 25.

1 (a) Description of Liability	(b) Amount
Federal Income Taxes	3,500
State income taxes	12,500
Total. *(Column (b) should equal Form 990, Part X, col (B) line 25)* ▶	16,000

2. Fin 48 Footnote In Part XIV, provide the text of the footnote to the organization's financial statements that reports the organization's liability for uncertain tax positions under FIN 48

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

1	Total revenue (Form 990, Part VIII, column (A), line 12)	1	49,019,081
2	Total expenses (Form 990, Part IX, column (A), line 25)	2	61,276,959
3	Excess or (deficit) for the year Subtract line 2 from line 1	3	-12,257,878
4	Net unrealized gains (losses) on investments	4	8,856,457
5	Donated services and use of facilities	5	0
6	Investment expenses	6	0
7	Prior period adjustments	7	0
8	Other (Describe in Part XIV)	8	119,460
9	Total adjustments (net) Add lines 4 - 8	9	8,975,917
10	Excess or (deficit) for the year per financial statements Combine lines 3 and 9	10	-3,281,961

Part XII Reconciliation of Revenue per Audited Financial Statements With Revenue per Return

1	Total revenue, gains, and other support per audited financial statements			1	62,755,578
2	Amounts included on line 1 but not on Form 990, Part VIII, line 12				
a	Net unrealized gains on investments	2a	8,856,457		
b	Donated services and use of facilities	2b	535,768		
c	Recoveries of prior year grants	2c	0		
d	Other (Describe in Part XIV)	2d	4,842,418		
e	Add lines **2a** through **2d**			2e	14,234,643
3	Subtract line **2e** from line **1**			3	48,520,935
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	0		
b	Other (Describe in Part XIV)	4b	498,146		
c	Add lines **4a** and **4b**			4c	498,146
5	Total Revenue Add lines **3** and **4c.** (This should equal Form 990, Part I, line 12)			5	49,019,081

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

1	Total expenses and losses per audited financial statements			1	66,037,539
2	Amounts included on line 1 but not on Form 990, Part IX, line 25				
a	Donated services and use of facilities	2a	535,768		
b	Prior year adjustments	2b	0		
c	Other losses	2c	0		
d	Other (Describe in Part XIV)	2d	4,722,958		
e	Add lines **2a** through **2d**			2e	5,258,726
3	Subtract line **2e** from line **1**			3	60,778,813
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	0		
b	Other (Describe in Part XIV)	4b	498,146		
c	Add lines **4a** and **4b**			4c	498,146
5	Total expenses Add lines **3** and **4c.** (This should equal Form 990, Part I, line 18)			5	61,276,959

Part XIV Supplemental Information

Complete this part to provide the descriptions required for Part II, lines 3, 5, and 9, Part III, lines 1a and 4, Part IV, lines 1b and 2b, Part V, line 4, Part X, Part XI, line 8, Part XII, lines 2d and 4b, and Part XIII, lines 2d and 4b Also complete this part to provide any additional information

Identifier	Return Reference	Explanation
SchD_P03_S00_L01	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 deaccessions of art are reported as nonoperating items in the statement of activities
SchD_P03_S00_L02	Schedule D, Part III, Line 2	The Solomon R Guggenheim Museum hosts the Guggenheim International Gala, its annual fundraising celebration now in its 5th year A work of art was donated and auctioned at the 2009 Gala, proceeds of $1,175,000 are reported in Form 990, Part VIII, Line 8a
SchD_P03_S00_L04	Schedule D, Part III, Line 4	The mission of the Solomon R Guggenheim Foundation, founded in 1937, is to promote the understanding and appreciation of art, architecture, and other manifestations of visual culture, primarily of the modern and contemporary periods, and to collect, conserve, and study the art of our time The Foundation realizes this mission through exceptional exhibitions, education programs, research initiatives, and publications, and strives to engage and educate an increasingly diverse international audience through its unique network of museums and cultural partnerships The Solomon R Guggenheim Museum collection includes more than 7,000 works of art, including paintings, sculpture, drawings and other works on paper, photography, film and video, mixed mediums, and installation pieces It is comprised of predominantly Western art from the late 19th century to the present and represents the development of modernism-with its roots in European Post-Impressionism-through its culmination in Abstract Expressionism, Pop art, and Minimalism With equally strong holdings in Post-Minimal and Conceptual art, the collection also represents the emergence and evolution of contemporary art Since 1959, the Museum has been housed in its New York City landmark Frank Lloyd Wright building located at 1071 Fifth Avenue The Solomon R Guggenheim Foundation also owns the Peggy Guggenheim Collection, which is comprised of approximately 300 paintings, sculptures, and works on paper with a special focus on 20th century European Abstraction, European Surrealism, and American Abstract Expressionism These works are maintained in Peggy Guggenheim's former residence, the Palazzo Venier dei Leoni, in Venice, Italy Through its Collections Management Policy, the Museums ensure that Collections in its custody support its mission and public trust responsibilities, Collections in its custody are protected, secured, unencumbered, cared for, and preserved, Collections in its custody are documented, Access to the collections and related information is permitted and appropriately regulated, Acquisition, disposal, and loan activities are conducted in a manner that respects the protection and preservation of cultural resources and discourages illicit trade in such materials, Acquisition, disposal, and loan activities conform to its mission and public trust responsibilities, Collections-related activities promote the public good rather than individual financial gain
SchD_P05_S00_L04	Schedule D, Part V, Line 4	The Foundation's endowment consists of approximately 30 individual funds established for a variety of purposes The endowment includes both donor restricted endowment funds and funds designated by the Board of Trustees to function as endowments As required by Generally Accepted Accounting Principles ("GAAP"), net assets associated with endowment funds, including funds designated by the Board of Trustees to function as endowments, are classified and reported based on the existence or absence of donor-imposed restrictions The Board of Trustees of the Foundation has interpreted the State of New York's enacted version of the Uniform Management of Instructional Funds Act ("UMIFA") as requiring the preservation of the historic dollar value of donor-restricted endowment funds (absent explicit donor stipulations to the contrary) The term historic dollar value is defined as the aggregate fair value in dollars of (i) an endowment fund at the time it became an endowment fund, (ii) each subsequent donation to the fund at the time it is made, and (iii) each accumulation made pursuant to a direction in the applicable gift instrument at the time the accumulation is added to the fund As a result of this interpretation, the Foundation classifies as permanently restricted net assets (a) the original value of gifts donated to the permanently restricted net assets (b) the original value of subsequent gifts to the permanent endowment (c) the net realizable value of future payments to permanently restricted net assets in accordance with the donor's gift instrument (outstanding endowment pledges net of applicable discount) and (d) appreciation (depreciation), gains (losses) and income earned on the fund when the donor states that such increases or decreases are to be treated as changes in permanently restricted net assets The remaining portion of the donor-restricted endowment fund that is not classified in permanently restricted net assets is classified as temporarily restricted net assets or unrestricted net assets The Board of Trustees further understands that expenditures from a donor-restricted fund is limited to the uses and purposes for which the endowment fund is established and the use of net appreciation, realized gains (with respect to all assets) and unrealized gains (with respect only to readily marketable assets) is limited to the extent that the fair value of a donor-restricted fund exceeds the historic dollar value of the fund (unless the applicable gift instrument indicates that net appreciation shall not be expended), to the extent that such expenditure is prudent, considering the long and short term needs of the Foundation in carrying out its purposes, its present and anticipated financial requirements, expected total return on its investments, price level trends and general economic conditions With the exception of board-designated endowment funds and two relatively small endowment funds restricted for the operation of the Peggy Guggenheim Collection, only current investment income (and not appreciation) earned on donor-restricted endowment funds is expended, and such earnings are used in accordance with donor stipulations The income earned (and not appreciation) earned on the Foundation's permanently-restricted Art Endowment is used for art acquisitions The Foundation's Board of Trustees has authorized a spending rate of up to 5% per annum on board-designated endowment funds, to be applied to the Foundation's operating expenses The amount the Foundation may withdraw each month pursuant to this authorization shall equal one-twelfth of the product of (i) the ending market value of board-designated endowment funds from the previous month, and (ii) 5% The Foundation's Board of Trustees, on the recommendation of its Investment Committee, has approved the application of a spending rate to be applied to two of the endowment funds restricted for the operation of the Peggy Guggenheim Collection These spending policies are consistent with the Foundation's objectives to utilize income to support mission-critical programs while preserving capital and ensuring future endowment growth Donor-restricted endowment funds that can be used to support operations are invested in income-generating investment vehicles or, to the extent that historic dollar value is sustained, in investment vehicles that may generate appreciation while ensuring the preservation of capital Funds that are restricted for a specific use by the donor or by law or that are board-designated are invested in investment vehicles that afford opportunities for appreciation In general, the endowment funds restricted for the operation of the Peggy Guggenheim Collection are invested for growth in Euro-denominated investment vehicles Under these policies, and as approved by the Foundation's Investment Committee, the overall endowment portfolio provides a predictable stream of funds that can be used for general operations while attempting to preserve capital and long-term growth
SchD_P10_S00_L00	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 the requirements of the Italian tax law
SchD_P11_S00_L08	Schedule D, Part XI, Line 8	Foreign currency translation $119,460
SchD_P12_S00_L02d	Schedule D, Part XII, Line 2d	Cost of sales related to retail and publications $4,842,418
SchD_P12_S00_L04b	Schedule D, Part XII, Line 4b	Exhibition openings and other special events $498,146
SchD_P13_S00_L02d	Schedule D, Part XIII, Line 2d	(1) Cost of sales related to retail and publications $4,842,418, (2)Foreign currency translation $119,460
SchD_P13_S00_L04b	Schedule D, Part XIII, Line 4b	Exhibition openings and other special events $498,146

SCHEDULE F (Form 990)

Department of the Treasury
Internal Revenue Service

Statement of Activities Outside the United States

▶ Complete if the organization answered "Yes" to Form 990, Part IV, line 14b, 15, or 16.
▶ Attach to Form 990. ▶ See separate instructions.

OMB No 1545-0047

2009

Open to Public Inspection

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" to Form 990, Part IV, line 14b.

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

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

3 Activites per Region (Use Schedule F-1 (Form 990) if additional space is needed)

(a) Region	(b) Number of offices in the region	(c) Number of employees or agents in region	(d) Activities conducted in region (by type) (i e , fundraising, program services, 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 region
East Asia and the Pacific	0	0	Program Services	Asian Art Initiative traveling and honorariums, retail inventory purchases and legal services	59,623
Europe (including Iceland and Greenland)	1	35	Program Services	Peggy Guggenheim Collection in Venice costs as well as costs associated with the Guggenheim Museum Bilbao, Deutsche Bank Guggenheim, Guggenheim Abu Dhabi Museum and SRGM Includes educational publication catalogue printing, exhibition shipping and crating, travel, consultants, retail inventory, insurance, equipment and legal services costs	9,884,039
Middle East and North Africa	0	0	Program Services	Consultant and travel costs associated with the Guggenheim Abu Dhabi Museum	462,811
North America (including Canada and Mexico, but not the United States)	0	0	Program Services	Educational publication catalogue printing and editorial costs and consulting for multimedia training	152,932
Russia and the newly independent States	0	0	Program Services	Art loan fees	38,077
South America	0	0	Program Services	Costs associated with our feasibility studies	6,135
South Asia	0	0	Program Services	Art purchase	24,000
Totals . . . . . ▶	1	35			10,627,617

Part II **Grants and Other Assistance to Organizations or Entities Outside the United States.** Complete if the organization answered "Yes" to Form 990, Part IV, line 15, for any recipient who received more than $5,000. Check this box if no one recipient received more than $5,000 . . . . ▶ ☐
Use Schedule F-1 (Form 990) 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 of non-cash assistance	(h) Description of non-cash assistance	(i) Method of valuation (book, FMV, appraisal, other)

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 . . . . . ▶ ____________

3 Enter total number of other organizations or entities . . . . ▶

Part III **Grants and Other Assistance to Individuals Outside the United States.** Complete if the organization answered "Yes" to Form 990, Part IV, line 16. Use Schedule F-1 (Form 990) 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)

Part IV Supplemental Information

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

Identifier	ReturnReference	Explanation

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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. ▶ See separate instructions.

OMB No. 1545-0047

2009

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 e-mail 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 activities? ☑ **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 Form 990-EZ filers are not required to complete this table

(i) Name 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**			
ComNet Marketing Group Inc	Telemarketing firm that engages lapsed members for membership renewal		No	25,813	10,527	15,286
The Planned Giving Company	Consulting company who advises on Planned Giving fundraising including production of direct mail pieces and web based calculator		No	0	5,022	-5,022
Total . . . . ▶				25,813	15,549	10,264

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

CT,MN,NJ,NY

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

		(a) Event #1 Gala (event type)	(b) Event #2 Year with Children (event type)	(c) Other Events 3 (total number)	(d) Total Events (Add col (a) through col (c))
Revenue	1 Gross receipts	2,289,500	84,885	542,209	2,916,594
	2 Less Charitable contributions	1,043,300	74,050	0	1,117,350
	3 Gross income (line 1 minus line 2)	1,246,200	10,835	542,209	1,799,244
Direct Expenses	4 Cash prizes	0	0	0	0
	5 Non-cash prizes	0	0	0	0
	6 Rent/facility costs	0	0	0	0
	7 Food and beverages	0	0	0	0
	8 Entertainment	0	0	0	0
	9 Other direct expenses	377,121	28,884	718,425	1,124,430
	10 Direct expense summary Add lines 4 through 9 in column (d)				1,124,430
	11 Net income summary Combine lines 3, column d, and line 10				674,814

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 Non-cash prizes				
	4 Rent/facility costs				
	5 Other direct expenses				
	6 Volunteer labor	☐ Yes ____ % ☐ No	☐ Yes ____ % ☐ No	☐ Yes ____ % ☐ No	
	7 Direct expense summary Add lines 2 through 5 in column (d)				
	8 Net gaming income summary Combine lines 1, column d, and line 7				

			Yes	No
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?	9a		
b	If "No," Explain			
10a	Were any of the organization's gaming licenses revoked, suspended or terminated during the tax year?	10a		
b	If "Yes," Explain			
11	Does the organization operate gaming activities with nonmembers?	11		
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?	12		

		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?	**15a**		
b If "Yes," enter the amount of gaming revenue received by the organization ▶ $ ____ and the amount of gaming revenue retained by the third party ▶ $ ____			
c If "Yes," enter name and address Name ▶ Address ▶			
16 Gaming manager information Name ▶ Gaming manager compensation ▶ $ ____ Description of services provided ▶ ☐ Director/officer ☐ Employee ☐ Independent contractor			
17 Mandatory distributions			
a Is the organization required under state law to make charitable distributions from the gaming proceeds to retain the state gaming license?	**17a**		
b Enter the amount of distributions required under state law distributed to other exempt organizations or spent in the organization's own exempt activities during the tax year ▶ $			

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Schedule J
(Form 990)

Department of the Treasury
Internal Revenue Service

Compensation Information

For certain Officers, Directors, Trustees, Key Employees, and Highest Compensated Employees
▶ Complete if the organization answered "Yes" to Form 990, Part IV, question 23.
▶ Attach to Form 990. ▶ See separate instructions.

OMB No 1545-0047

2009

Open to Public Inspection

Name of the organization
Solomon R Guggenheim Foundation

Employer identification number
13-5562233

Part I Questions Regarding Compensation

			Yes	No
1a	Check the appropiate 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 ☐ First-class or charter travel ☐ Housing allowance or residence for personal use ☐ Travel for companions ☐ Payments for business use of personal residence ☐ Tax idemnification and gross-up payments ☐ Health or social club dues or initiation fees ☐ Discretionary spending account ☐ Personal services (e g , maid, chauffeur, chef)			
b	If any of the boxes in line 1a are checked, did the organization follow a written policy regarding payment or reimbursement orprovision of all the expenses described above? If "No," complete Part III to explain	**1b**		
2	Did the organization require substantiation prior to reimbursing or allowing expenses incurred by all officers, directors, trustees, and the CEO/Executive Director, regarding the items checked in line 1a?	**2**		
3	Indicate which, if any, of the following the organization uses to establish the compensation of the organization's CEO/Executive Director Check all that apply ☑ Compensation committee ☐ Written employment contract ☑ Independent compensation consultant ☑ Compensation survey or study ☑ Form 990 of other organizations ☑ Approval by the board or compensation committee			
4	During the year, did any person listed in Form 990, Part VII, Section A, line 1a with respect to the filing organization or a related organization			
a	Receive a severance payment or change-of-control payment?	**4a**	Yes	
b	Participate in, or receive payment from, a supplemental nonqualified retirement plan?	**4b**		No
c	Participate in, or receive payment from, an equity-based compensation arrangement?	**4c**		No
	If "Yes" to any of lines 4a-c, list the persons and provide the applicable amounts for each item in Part III			
	Only 501(c)(3) and 501(c)(4) organizations only must complete lines 5-9.			
5	For persons listed in form 990, Part VII, Section A, line 1a, did the organization pay or accrue any compensation contingent on the revenues of			
a	The organization?	**5a**		No
b	Any related organization?	**5b**		No
	If "Yes," to line 5a or 5b, describe in Part III			
6	For persons listed in form 990, Part VII, Section A, line 1a, did the organization pay or accrue any compensation contingent on the net earnings of			
a	The organization?	**6a**		No
b	Any related organization?	**6b**		No
	If "Yes," to line 6a or 6b, describe in Part III			
7	For persons listed in Form 990, Part VII, Section A, line 1a, did the organization provide any non-fixed payments not described in lines 5 and 6? If "Yes," describe in Part III	**7**		No
8	Were any amounts reported in Form 990, Part VII, paid or accured pursuant to a contract that was subject to the initial contract exception described in Regs section 53 4958-4(a)(3)? If "Yes," describe in Part III	**8**		No
9	If "Yes" to line 8, did the organization also follow the rebuttable presumption procedure described in Regulations section 53 4958-6(c)?	**9**		

Part II Officers, Directors, Trustees, Key Employees, and Highest Compensated Employees. Use Schedule J-1 if additional space needed.

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

Note. The sum of columns (B)(i)-(iii) must equal the applicable column (D) or column (E) amounts on Form 990, Part VII, line 1a

(A) Name		(B) Breakdown of W-2 and/or 1099-MISC compensation			(C) Retirement and other deferred compensation	(D) Nontaxable benefits	(E) Total of columns (B)(i)-(D)	(F) Compensation reported in prior Form 990 or Form 990-EZ
		(i) Base compensation	(ii) Bonus & incentive compensation	(iii) Other reportable compensation				
Krens Thomas	(i)	0	0	1,000,000	0	6,960	1,006,960	1,000,000
	(ii)	0	0	0	0	0	0	0
Armstrong Richard D	(i)	608,070	0	0	0	4,480	612,550	0
	(ii)	0	0	0	0	0	0	0
Rylands Philip	(i)	311,789	0	30,577	25,651	106,026	474,043	30,577
	(ii)	0	0	0	0	0	0	0
Steglitz Marc H	(i)	345,245	150,000	0	13,475	14,009	522,729	150,000
	(ii)	0	0	0	0	0	0	0
Austrian Sarah G	(i)	275,410	0	20,000	13,475	5,452	314,337	20,000
	(ii)	0	0	0	0	0	0	0
Goldhar Eleanor R	(i)	241,095	0	0	6,725	14,009	261,829	0
	(ii)	0	0	0	0	0	0	0
Wielk John L	(i)	197,637	0	0	11,000	5,452	214,089	0
	(ii)	0	0	0	0	0	0	0
Hines Adrienne G	(i)	108,353	0	88,406	5,958	3,182	205,899	0
	(ii)	0	0	0	0	0	0	0
Spector Nancy E	(i)	179,745	0	0	8,550	14,009	202,304	0
	(ii)	0	0	0	0	0	0	0
Meyerhoff Karen	(i)	176,304	0	0	9,987	5,393	191,684	0
	(ii)	0	0	0	0	0	0	0
West Amy	(i)	174,137	0	0	9,900	5,452	189,489	0
	(ii)	0	0	0	0	0	0	0
Vidarte Juan Ignacio	(i)	173,000	0	0	0	0	173,000	0
	(ii)	0	0	0	0	0	0	0

Part III Supplemental Information

Complete this part to provide the information, explanation, or descriptions required for Part I, lines 1a, 1b, 4c, 5a, 5b, 6a, 6b, 7, and 8 Also complete this part for any additional information

Identifier	Return Reference	Explanation
SchJ_P01_S00_L04	Schedule J, Part I, Line 4	Pursuant to the terms of a Transition Services Agreement, in recognition of twenty years of service and the successful completion of certain performance goals, the former Director of SRGF received a final cash bonus/severance/retirement payment of $1,000,000

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Schedule L
(Form 990 or 990-EZ)

Department of the Treasury
Internal Revenue Service

Transactions with Interested Persons

▶ Complete if the organization answered "Yes" on Form 990, Part IV, lines 25a, 25b, 26, 27, 28a, 28b, or 28c, or Form 990-EZ, Part V lines 38a or 40b.
▶ Attach to Form 990 or Form 990-EZ. ▶See separate instructions.

OMB No 1545-0047

2009

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) Description of transaction	(c) Corrected? Yes	No

2 Enter the amount of tax imposed on 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, Part IV, line 26, or Form 990-EZ, Part V, line 38a

(a) Name of interested person and purpose	(b) Loan to or from the organization? To	From	(c) Original principal amount	(d) Balance due	(e) In default? Yes	No	(f) Approved by board or committee? Yes	No	(g) Written agreement? Yes	No
Philip Rylands Housing Assistance		X	215,000	125,363		No	Yes		Yes	
Total . . . . ▶ $				125,363						

Part III Grants or Assistance Benefitting 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 grant or type of assistance

Part IV Business Transactions Involving Interested Persons.

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

(a) Name of interested person	(b) Relationship between interested person and the organization	(c) Amount of transaction	(d) Description of transaction	(e) Sharing of organization's revenues? Yes	No
GCAM LLC	Thomas Krens, former director of SRGF, has an ownership interest in GCAM	816,295	Consulting services provided to SRGM		No

SCHEDULE M (Form 990)

Department of the Treasury
Internal Revenue Service

NonCash Contributions

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

OMB No 1545-0047
2009
Open to Public Inspection

Name of the organization
Solomon R Guggenheim Foundation

Employer identification number
13-5562233

Part I Types of Property

	(a) Check if applicable	(b) Number of Contributions	(c) Revenues reported on Form 990, Part VIII, line 1g	(d) Method of determining revenues
1 Art—Works of art	X	18	0	NA
2 Art—Historical treasures				
3 Art—Fractional interests	X	2	0	NA
4 Books and publications				
5 Clothing and household goods				
6 Cars and other vehicles				
7 Boats and planes				
8 Intellectual property				
9 Securities—Publicly traded	X	8	1,150,090	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 ▶ (Gala Auction)	X	1	1,175,000	Art sale proceeds
26 Other ▶ (Art donated for sale)	X	167	0	Art sale proceeds
27 Other ▶( )				
28 Other ▶ ( )				

29	Number of Forms 8283 received by the organization during the tax year for contributions for which the organization completed Form 8283, Part IV, Donee Acknowledgement	29	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?	30a		No
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?	31	Yes	
32a	Does the organization hire or use third parties or related organizations to solicit, process, or sell non-cash contributions?	32a	Yes	
b	If "Yes," describe in Part II			
33	If the organization did not report revenues in column (c) for a type of property for which column (a) is checked, describe in Part II			

Part II **Supplemental Information.** Complete this part to provide the information required by Part I, lines 30b, 32b, and 33. Also complete this part for any additional information.

Identifier	Return Reference	Explanation
SchM_P01_S00_L25	Schedule M, Part I, Lines 25-28	167 works of art were contributed in 2009 by artists, architects and designers to SRGF for "Contemplating the Void Interventions in the Guggenheim Museum" anniversary event, the works were auctioned in 2010 to benefit SRGF Sale proceeds will be reported in 2010 filings
SchM_P01_S00_L32b	Schedule M, Part I, Line 32b	Securities contributions are processed by JPMorgan Chase Bank
SchM_P01_S00_L33	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 deaccessions of art are reported as nonoperating items in the statement of activities The Foundation's policy is to maintain and continue to acquire significant works of 20th century and contemporary art

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SCHEDULE O (Form 990)

Department of the Treasury
Internal Revenue Service

Supplemental Information to Form 990

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

OMB No 1545-0047
2009
Open to Public Inspection

Name of the organization
Solomon R Guggenheim Foundation

Employer identification number
13-5562233

Identifier	Return Reference	Explanation
F990_P01_S00_L05	Form 990, Part I, Line 5	The Foundation employs 359 full time employees In addition, due to the nature of the organization, the Foundation employs a significant number of temporary changeover employees to perform exhibition installations and deinstallations
F990_P06_S0A_L02	Form 990, Part VI, Section A, Line 2	Peter Lawson-Johnston I, Peter Lawson-Johnston II and Wendy McNeil, family and business relationship Mark Walter, Peter Lawson-Johnston II, business relationship William Mack and Robert Baker, business relationship William Mack and Stephen M Ross, business relationship William Mack and Edward Meyer, business relationship Edward Meyer and Robert Baker, business relationship
F990_P06_S0A_L09	Form 990, Part VI, Section A, Line 9	Frederick Henry - The Bohen Foundation, PO Box 8712, New York, NY 10116, Raja Sidawi - RWS Energy Services Inc, 5 East 37 Street, #5, New York, NY 10016, Thomas Krens - 45 Warren Street, 5th Floor, New York, NY 10007, Adrienne Hines - 1 Gracie Terrace, Apartment 8A, New York, NY 10028
F990_P06_S0B_L11	Form 990, Part VI, Section B, Line 11	The Foundation's Form 990 is prepared with the cooperation of its Finance and Legal departments It is then reviewed by our Director, General Counsel 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 our Board of Trustees prior to filing
F990_P06_S0B_L12c	Form 990, Part VI, Section B, Line 12c	SRGF's Conflict of Interest Policy is described within the Code of Ethics document Pursuant to the Conflict of Interests Policy, Trustees and Officers annually disclose any potential or actual conflicts The Governance and Nominating Committee reviews the forms together with the General Counsel and follow up with Trustees that have not returned their form 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 conflict of interest with 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 Human Resources department reviews the forms and follows up with employees that have not returned their annual forms All new hires are presented with a hard copy of the Code of Ethics, which is also available electronically on the museum'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 held to review the Code of Ethics with current staff
F990_P06_S0B_L15	Form 990, Part VI, Section B, Line 15	15a At the time hired in 2008 the process for determining the compensation for the Director included (i) review and approval by the Compensation Committee of the Board of Trustees, which consists entirely of non-employee Trustees, (ii) use of comparative data, and (iii) contemporaneous substantiation of the deliberations and decisions, reflected in the minutes of the Compensation Committee The Director's contract provided that his compensation would not be reconsidered until 2010 15b The process for determining the compensation for the Director of the Peggy Guggenheim Collection, the Chief Operating Officer, and the General Counsel included (i) review and approval by the Compensation Committee of the Board of Trustees, which consists entirely of non-employee Trustees, (ii) use of comparative data, and (iii) contemporaneous substantiation of the deliberations and decisions, reflected in the minutes of the Compensation Committee No other staff received increases during 2009
F990_P06_S0B_L16a	Form 990, Part VI, Section B, Line 16a	The Foundation does not believe that any of its contractual relationships with taxable entities are joint ventures, and it is not party to any agreement in which it shares profits and losses with any taxable entity However, given the broad definition of "joint ventures or similar arrangement" in the instructions to this question, the Foundation is disclosing its arrangement with a taxable entity to provide program services Pursuant to such arrangement, the taxable entity funds and provides operational support to an exhibition space at which three shows organized by the Foundation are presented each year and the taxable entity provides significant sponsorship funding of the Foundation's activities in New York In addition to the support of the exhibition space and the sponsorship funding, the Foundation and the taxable entity have entered into an agreement regarding a program of commissioning artworks, which has resulted in significant additions to the Foundation's art collection In all of its dealings with the taxable entity the Foundation has maintained curatorial control In addition, the Foundation has adopted a written policy requiring that the Foundation evaluate its participation in joint venture arrangements under applicable federal tax law
F990_P06_S0C_L19	Form 990, Part VI, Section C, Line 19	These documents are available upon request

Identifier	Return Reference	Explanation
SchL_P04_S00_L00	Schedule L, Part IV	The Guggenheim Museum Bilbao, located in Bilbao, Spain was founded in cooperation with the Basque government This museum is located along the Nervion River in a building designed by Frank Gehry that has received international acclaim for its architecture It exhibits modern and contemporary art, and is building a collection through acquisitions and commissions Pursuant to a contractual arrangement, the Foundation manages and programs the Guggenheim Museum Bilbao, which is owned and funded by the Fundacion del Museo Guggenheim Bilbao

SCHEDULE R (Form 990)

Department of the Treasury
Internal Revenue Service

Related Organizations and Unrelated Partnerships

▶ Complete if the organization answered "Yes" to Form 990, Part IV, line 33, 34, 35, 36, or 37.
▶ Attach to Form 990. ▶ See separate instructions.

OMB No 1545-0047

2009

Open to Public Inspection

Name of the organization
Solomon R Guggenheim Foundation

Employer identification number
13-5562233

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

(a) Name, address, and EIN 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
Guggenheim Hermitage Museum LLC 3355 Las Vegas Boulevard Las Vegas, NV 89109 13-5562233	Dissolved 05/11/09	DE	0	0	N/A
Guggenheim Las Vegas LLC 3355 Las Vegas Boulevard Las Vegas, NV 89109 13-5562233	Dissolved 05/11/09	DE	0	0	N/A

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
Hermitage-Guggenheim Foundation Inc 1071 Fifth Avenue New York, NY 10128 01-0769997	To promote art, architecture, design and education	NY	501 (c)(3)	509 (a)(3) type I	N/A

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) Disproprtionate allocations? Yes	(h) No	(i) Code V—UBI amount in box 20 of Schedule K-1 (Form 1065)	(j) General or managing partner? Yes	(j) No

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
Guggenheimcom Inc 1071 Fifth Avenue New York, NY10128 13-4113745	Ceased operations	DE	N/A	C	0	0	55 %

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

			Yes	No
	Note. Complete line 1 if any entity is listed in Parts II, III or IV			
1	During the tax year, did the orgranization 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 **(iv)** rent from a controlled entity	**1a**		**No**
b	Gift, grant, or capital contribution to other organization(s)	**1b**		**No**
c	Gift, grant, or capital contribution from other organization(s)	**1c**		**No**
d	Loans or loan guarantees to or for other organization(s)	**1d**		**No**
e	Loans or loan guarantees by other organization(s)	**1e**		**No**
f	Sale of assets to other organization(s)	**1f**		**No**
g	Purchase of assets from other organization(s)	**1g**		**No**
h	Exchange of assets	**1h**		**No**
i	Lease of facilities, equipment, or other assets to other organization(s)	**1i**		**No**
j	Lease of facilities, equipment, or other assets from other organization(s)	**1j**		**No**
k	Performance of services or membership or fundraising solicitations for other organization(s)	**1k**		**No**
l	Performance of services or membership or fundraising solicitations by other organization(s)	**1l**		**No**
m	Sharing of facilities, equipment, mailing lists, or other assets	**1m**		**No**
n	Sharing of paid employees	**1n**		**No**
o	Reimbursement paid to other organization for expenses	**1o**		**No**
p	Reimbursement paid by other organization for expenses	**1p**		**No**
q	Other transfer of cash or property to other organization(s)	**1q**		**No**
r	Other transfer of cash or property from other organization(s)	**1r**		**No**

2 If the answer to any of the above is "Yes," see the instructions for information on who must complete this line, including covered relationships and transaction thresholds

	(a) Name of other organization	**(b)** Transaction type(a-r)	**(c)** Amount involved
(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) Are all partners section 501(c)(3) organizations?		(e) Share of end-of-year assets	(f) Disproprtionate allocations?		(g) Code V—UBI amount in box 20 of Schedule K-1 (Form 1065)	(h) General or managing partner?	
			Yes	**No**		**Yes**	**No**		**Yes**	**No**

Additional Data

Software ID:
Software Version:
EIN: 13-5562233
Name: Solomon R Guggenheim Foundation

Form 990, Part III - 4 Program Service Accomplishments (See the Instructions)

4d. Other program services

(Code) (Expenses $ 7,246,731 including grants of $ 0) (Revenue $ 9,133,098)

Other (Educational Publications, Retail Operations, Education, Website and Special Initiatives for 50th Anniversary) Scholarship and learning are intrinsic to the many books and catalogues produced by SRGF Each publication includes scholarly and instructive art-historical information such as biographies, bibliographies, exhibition histories, and chronologies with longer texts that contextualize art within larger movements or disciplines Publications in 2009 included Kandinsky, exhibition catalogue, Robert Rauschenberg Gluts, exhibition catalogue, Julie Mehretu Grey Area, exhibition catalogue, I'd Like the Goo-Gen-Heim A C Hollingsworth, children's book, Guggenheim Museum Collection A to Z The Museum of Non-Objective Painting Hilla Rebay and the Origins of the Solomon R Guggenheim Museum, The Guggenheim Frank Lloyd Wright and the Making of the Modern Museum, publication in connection with 50th Anniversary, Frank Lloyd Wright From Within Outward, exhibition catalogue, Picturing America Photorealism in the 1970s, exhibition catalogue, The Third Mind Artists Contemplate Asia, 1860-1989, exhibition catalogue Significant content from SRGF Publications is available for the public, free of charge, on SRGF's web site (guggenheim org), which in 2009 had 2,802,265 unique visitors and 13,228,851 page viewings The Collection Online, which premiered in 2001 and has been steadily expanded over the past eight years, currently features over 729 artworks by over 200 artists in the Guggenheim's permanent collection In addition to highlights from the Solomon R Guggenheim Museum, New York, the site includes works from the Peggy Guggenheim Collection, Venice, and the Guggenheim Museum Bilbao, and works commissioned for the Deutsche Guggenheim, Berlin Visitors may browse the collection by artist, date, artwork type, or movement The selections are designed to reflect the breadth, diversity, and tenor of the Foundation's extensive holdings from the late 19th century through the present day Each work may be viewed at low, medium, or high resolution and is accompanied by a short text written by the museum's curators The site also includes additional scholarly and contextual information, such as artist biographies, definitions of art-historical terms, concepts on art, and suggested readings, all of which form a searchable database SRGF produces many reproduction-based products for sale in its retail stores All such products are developed in consultation with SRGF's curatorial staff, and images are selected based on their art-historical importance All reproduction products in non-paper mediums (such as scarves, ties, or tableware) include reproductions on which the items are based, with educational texts about the original works of art In 2009, the website launched the Guggenheim Forum, a continuing series of moderated online discussions catalyzing intelligent conversation on the arts, architecture, and design Several times each year, experts from a variety of fields inquire into and debate topics related to the museum's exhibition program over the course of one week The website also produced four exhibition videos for the following exhibitions Anish Kapoor Memory, Kandinsky, Frank Lloyd Wright From Within Outwards, and 5 videos of student animations to accompany the main video, Third Mind American Artists Contemplate Asia, 1860-1989, and 3 to accompany artist videos (Brice Marden, Tom Marioni, Richard Tuttle) In addition to the museum's robust exhibition programming which celebrated art, architecture, and innovation, an extensive program of special initiatives was undertaken in 2009 to celebrate the 50th anniversary This includes the creation of a documentary film "Art, Architecture, and Innovation Celebrating the Guggenheim Museum", a new 50th anniversary visual identity campaign, The Rob Pruitt Art Awards, "Now What Architecture?" Symposium, Design It Shelter Competition on the website, 50th anniversary retail initiatives including new products and new branding, the opening of a new cafÃ© and new full service restaurant, monumental digital billboards in Times Square featuring the 50th anniversary, an exhibition in the lobby of the Empire State Building, and the lighting of the Empire State Building in Guggenheim red In the area of trademark licensing, the Guggenheim was featured in a Sprint commercial, and in two feature films The International, and When in Rome, and on television in Lipstick Jungle and Ugly Betty Harry Winston launched The Guggenheim Collection of jewelry and net revenue in retail for 2009 was up 24% despite the recession In 2009, the Guggenheim offered archival reproduction prints of collection object, in the shop and online

Form 990, Part VII - Compensation of Officers, Directors,Trustees, Key Employees, Highest Compensated Employees, and Independent Contractors

(A) Name and Title	(B) Average hours per week	(C) Position (check all that apply) Individual trustee or director	Institutional Trustee	Officer	Key employee	Highest compensated employee	Former	(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
Azua Jon Imanol Trustee	2	X						0	0	0
Baker Robert C Trustee	2	X						0	0	0
Bullock Janna Trustee	2	X						0	0	0
Calicchio John Trustee	2	X						0	0	0
Dalenson Theodor Trustee	1	X						0	0	0
Daskalopolulos Dimitris Trustee	2	X						0	0	0
Ehrnrooth Carl Gustaf Trustee	2	X						0	0	0
Ganek David Trustee	2	X						0	0	0
Henry Frederick Trustee/Vice-President	2	X		X				0	0	0
Lawson Johnston Peter Trustee/Honorary Chairman	2	X		X				0	0	0
Lawson Johnston II Peter Trustee	2	X						0	0	0
Lutnick Howard Trustee	2	X						0	0	0
Mack William Trustee/Chairman	6	X		X				0	0	0
Macklowe Linda Trustee	2	X						0	0	0
McNeil Wendy L J Trustee/Vice-President	2	X		X				0	0	0
Meyer Edward H Trustee/Treasurer	2	X		X				0	0	0
Phelan Amy Trustee	2	X						0	0	0
Potanin Vladimir Trustee	1	X						0	0	0
Ross Stephen Trustee	2	X						0	0	0
Sackler Mortimer Trustee	2	X						0	0	0
Saul Denise Trustee	2	X						0	0	0
Schulhof Michael P Trustee	1	X						0	0	0
Sharp Cronson Mary Trustee	2	X						0	0	0
Sherwood James Trustee	1	X						0	0	0
Sidawi Raja W Trustee	1	X						0	0	0

Form 990, Part VII - Compensation of Officers, Directors,Trustees, Key Employees, Highest Compensated Employees, and Independent Contractors

(A) Name and Title	(B) Average hours per week	(C) Position (check all that apply) Individual trustee or director	Institutional Trustee	Officer	Key employee	Highest compensated employee	Former	(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
Stockman Jennifer Trustee/President	10	X		X				0	0	0
Swid Stephen C Trustee/Vice-President	2	X		X				0	0	0
Wadsworth John S Trustee	2	X						0	0	0
Walter Mark Trustee/Vice-President	2	X		X				0	0	0
Wilmerding John Trustee	2	X						0	0	0
Rover Edward F Secretary	2			X				0	0	0
Armstrong Richard D Director of SRGF	40			X				608,070	0	4,480
Steglitz Marc H Chief Operating Officer	40			X				495,245	0	27,484
Rylands Philip Director of PGC	40				X			342,366	0	131,677
Austrian Sarah G General Counsel	40				X			295,410	0	18,927
Goldhar Eleanor R Deputy Director for External Affairs	40				X			241,095	0	20,734
Spector Nancy E Chief Curator	40				X			179,745	0	22,559
Vidarte Juan Ignacio Deputy Director and Chief Officer for Global Strategies	20					X		173,000	0	0
Wielk John L Executive Director for Corporate and Institutional Development	40					X		197,637	0	16,452
Hines Adrienne G Executive Director for Major Gifts	40					X		196,759	0	9,140
Meyerhoff Karen Managing Director, Business Development	40					X		176,304	0	15,380
West Amy Director of Finance	40					X		174,137	0	15,352
Krens Thomas Former Trustee/Director of SRGF	0						X	1,000,000	0	6,960

Form 990, Part VIII - Statement of Revenue - 2a - 2g Program Service Revenue -

	Business Code	(A) Total Revenue	(B) Related or Exempt Function Revenue	(C) Unrelated Business Revenue	(D) Revenue Excluded from Tax under IRC 512, 513, or 514
Admission income	900,099	17,730,457	17,730,457	0	0
Participating venue fees	900,099	9,871,196	9,871,196	0	0
Museum feasibility studies	900,099	715,000	715,000	0	0
Loan fees and expenses	900,099	262,135	262,135	0	0
Educational tours	900,099	61,692	61,692	0	0

Form 990, Part IX - Statement of Functional Expenses - 24a - 24e Other Expenses

Do not include amounts reported on line 6b, 8b, 9b, and 10b of Part VIII.	**(A)** **Total expenses**	**(B)** **Program service expenses**	**(C)** **Management and general expenses**	**(D)** **Fundraising expenses**
Art purchases	946,077	946,077	0	0
Art storage, shipping and crating	2,909,750	2,909,750	0	0
Supplies, materials and other exhibition expenses	1,516,685	1,503,450	9,474	3,761
Unrelated business income tax	31,752	0	31,752	0
Pledge write-off	379,703	0	379,703	0