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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

2011

Open to Public Inspection

A For the 2011 calendar year, or tax year beginning 01-01-2011 and ending 12-31-2011

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

C Name of organization
Solomon R Guggenheim Foundation

Doing Business As

Number and street (or P O box if mail is not delivered to street address) | Room/suite
1071 Fifth Avenue

City or town, state or country, and ZIP + 4
New York, NY 101280173

D Employer identification number
13-5562233

E Telephone number
(212) 360-4224

G Gross receipts $ 143,262,181

F Name and address of principal officer
Richard D 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) ☐ 501(c) ( ) ◀ (insert no) ☐ 4947(a)(1) or ☐ 527

J **Website: ▶** www guggenheim org

K Form of organization ☑ Corporation ☐ Trust ☐ Association ☐ Other ▶ | L Year of formation 1937 | M State of legal domicile NY

Part I Summary

Activities & Governance

1 Briefly describe the organization's mission or most significant activities
The mission of the Solomon R Guggenheim Foundation 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

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	25
4	Number of independent voting members of the governing body (Part VI, line 1b)	4	25
5	Total number of individuals employed in calendar year 2011 (Part V, line 2a)	5	585
6	Total number of volunteers (estimate if necessary)	6	289
7a	Total unrelated business revenue from Part VIII, column (C), line 12	7a	2,419,258
b	Net unrelated business taxable income from Form 990-T, line 34	7b	571,461

			Prior Year	Current Year
Revenue	8	Contributions and grants (Part VIII, line 1h)	22,336,405	20,725,614
	9	Program service revenue (Part VIII, line 2g)	29,573,785	39,028,473
	10	Investment income (Part VIII, column (A), lines 3, 4, and 7d)	465,976	2,116,704
	11	Other revenue (Part VIII, column (A), lines 5, 6d, 8c, 9c, 10c, and 11e)	5,295,830	10,413,381
	12	Total revenue—add lines 8 through 11 (must equal Part VIII, column (A), line 12)	57,671,996	72,284,172
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)	27,424,305	30,477,947
	16a	Professional fundraising fees (Part IX, column (A), line 11e)	0	0
	b	Total fundraising expenses (Part IX, column (D), line 25) ▶3,358,502		
	17	Other expenses (Part IX, column (A), lines 11a–11d, 11f–24e)	33,500,671	40,394,979
	18	Total expenses Add lines 13–17 (must equal Part IX, column (A), line 25)	60,924,976	70,872,926
	19	Revenue less expenses Subtract line 18 from line 12	-3,252,980	1,411,246

			Beginning of Current Year	End of Year
Net Assets or Fund Balances	20	Total assets (Part X, line 16)	156,033,188	153,616,764
	21	Total liabilities (Part X, line 26)	65,492,084	61,816,816
	22	Net assets or fund balances Subtract line 21 from line 20	90,541,104	91,799,948

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 | 2012-11-09 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 taxpayer identification 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

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

1 Briefly describe the organization's mission

The mission of the Solomon R Guggenheim Foundation 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

2 Did the organization undertake any significant program services during the year which were not listed on the prior Form 990 or 990-EZ? . . . . ☐ **Yes** ☑ **No**

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

3 Did the organization cease conducting, or make significant changes in how it conducts, any program services? . . . . ☐ **Yes** ☑ **No**

If "Yes," describe these changes on Schedule O

4 Describe the organization's program service accomplishments for each of its three largest program services, as measured by expenses Section 501(c)(3) and 501(c)(4) organizations 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 $ 30,554,642 including grants of $ 0) (Revenue $ 22,418,929)

Art Museum Programs (Exhibitions and Feasibility Studies) Exhibitions presented in 2011 at the Solomon R Guggenheim Museum in New York ("SRGM") included Maurizio Cattelan All (November 4, 2011-Jan 22, 2012), Surface, Support, Process The 1960s Monochrome in the Guggenheim Collection, (November 19 - February 8, 2012), Pop Objects and Icons from the Guggenheim Collections (September 20, 2011-Feb 8, 2012), Kandinsky Painting with White Border (Oct 21, 2011-Jan 15, 2012), Intervals Nicola Lopez (Oct 11-25, 2011), The Great Upheaval Modern Art from the Guggenheim Collections, 1910-1918 (Feb 4 - June 1, 2011), The Deutsche Bank Series At The Guggenheim, Found in Translation (Feb 11-May 1, 2010), A Year with Children 2011 (May 13- June 15, 2011), Lee Ufan Marking Infinity (June 24 - Sept 28, 2011), Hugo Boss Prize 2010 Hans-Peter Feldman (May 20 - Nov 2, 2011), stillspotting nyc Brooklyn (June 2-5, 9-12, 2011), Intervals Futurefarmers (May 4-14, 2011), BMW Guggenheim Lab New York (August 3 - October 16, 2011), stillspotting nyc Manhattan (September 15-18, 22-25, 2011) Additionally, works in the ongoing exhibitions in the Thannhauser Gallery continually change and rotate Exhibitions presented in 2011 at the Peggy Guggenheim Collection in Venice ("PGC") included Pegeen Vail Guggenheim (October 1, 2010-March 14, 2011), Themes and Variations Script and Space Gastone Novelli and Venice (October 15, 2011-January 2, 2012), The Vorticists Rebel Artists in London and New York, 1914-18 (January 29-May 15, 2011), Ileana Sonnabend An Italian Portrait (May 29-October 2, 2011) Together with the SRGM, the PGC organized the following offsite exhibitions in 2011 Peggy Guggenheim - A Collection in Venice at the Art Gallery of Western Australia, Perth, Australia (October 9, 2010-January 31, 2011), Robert Rauschenberg Gluts at Villa Panza, Varese, Italy (October 14, 2010-February 27, 2011), 1900-1961 Italian Art in the Guggenheim Collections at Arca, Church of San Marco, Vercelli, Italy (February 26-June 5, 2011), Revealing Papers The Hidden Treasures of the Peggy Guggenheim Collection at LCCA - Lucca Center of Contemporary Art, Lucca, Italy (September 18, 2011-January 15, 2012) Exhibitions presented in 2011 at the Guggenheim Museum Bilbao include Brancusi-Serra (October 8, 2011-April 15, 2012), Painterly Abstraction, 1949-1969 Selections from the Guggenheim Collections (June 14, 2011-January 8, 2012), Learning Through Art 2011 (June 14, 2011-August 8, 2011), The Luminous Interval (April 12-September 11, 2011), Chaos and Classicism Art in France, Italy, Germany, and Spain, 1918-1936 (February 22-May 15, 2011) Exhibitions presented in 2011 at the Deutsche Guggenheim in Berlin Pawel Althamer Almech (October 28, 2011-January 16, 2012), Once Upon a Time Fantastic Narratives in Contemporary Video (July 8-October 9, 2011), Yto Barrada Riffs (April 15-June 19, 2011), Agathe Snow All Access World (January 28-March 30, 2011) In 2011 the SRGF undertook a comprehensive feasibility study for a contemporary art museum in the city of Helsinki In 2011 the SRGF began the first steps of a long range strategic plan with an outside consultant (The SRGF had a total of 31 exhibition openings in 2011)

4b (Code) (Expenses $ 12,192,911 including grants of $ 0) (Revenue $ 1,500,754)

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 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 is comprised of over 7,000 works of art in 2011 In 2011, SRGF acquired important work by John Bock, Hans-Peter Feldmann, Adolph Gottlieb, Mark Grotjahn, Lyle Ashton Harris, paintings by Barbara Kruger and Sarah Morris, three sculptures and a painting by Lee Ufan, a film installation by Lisa Oppenheim, an important historic sculpture by George Segal, and work by Yves Tanguy, Hank Willis Thomas, Danh Vo and Haegue Yang, among others (65 works acquired in 2011)

4c (Code) (Expenses $ 5,044,909 including grants of $ 0) (Revenue $ 16,549,811)

Museum Audience Services (Visitor Services) In 2011 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 5% (2,470,225 Global Attendance for 2011)

(Code) (Expenses $ 6,210,695 including grants of $ 0) (Revenue $ 9,595,785)

(Educational Publications, Web site, Products, and Retail Operations) 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 2011 included Maurizio Cattelan All, exhibition catalogue, Once Upon a Time, exhibition catalogue, Lee Ufan Marking Infinity, exhibition catalogue, The Great Upheaval Modern Art from the Guggenheim Collection, 1910-1918, exhibition catalogue, Agathe Snow All Access World, exhibition catalogue, and The Luminous Interval D Daskalopoulos Collection, exhibition catalogue, along with digital (e-book) editions of the titles Maurizio Cattelan All and I'd Like the Goo-Gen-Heim In 2011 for the Maurizio Cattelan All exhibition the museum published its first mobile devise "app" Significant content from SRGF Publications is available for the public, free of charge, on SRGF's web site (guggenheim org or http //www guggenheim org), which in 2011 had 4,366,083 visits and 13, 346,172 pageviews The Collection Online, which premiered in 2001 and has been steadily expanded currently features over 900 artworks by over 350 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 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 Guggenheim Forum is a continuing series of moderated online discussions catalyzing intelligent conversation on the arts, architecture, and design In 2011 in forum featured "Word for Word" and "Get Real" in which experts from a variety of fields inquired into and debated topics related to the museum's exhibition program over the course of one week Educational exhibition videos were also created for the following exhibitions The Great Upheaval Modern Art from the Guggenheim Collection, 1910-1918 http //www guggenheim org/new-york/interact/watch/past-exhibition-videos/great-upheaval-origins-of-the-museum-collection, Lee Ufan Marking Infinity http //www guggenheim org/new-york/interact/watch/past-exhibition-videos/lee-ufan-marking-infinity, and informative microsites for the following exhibitions The Great Upheaval Modern Art from the Guggenheim Collection, 1910-1918 http //web guggenheim org/exhibitions/exhibition_pages/greatupheaval/, Lee Ufan Marking Infinity http //web guggenheim org/exhibitions/leeufan/overview/ SRGF educated the general public through free with admission daily educator led tours, the gallery guide program, weekly in-gallery family programs and film screenings, as well as welcomed the public to register for courses, lectures, symposia, performances, and other programs SRGF's Mind's Eye Program explored current exhibitions monthly through Verbal Imaging and Touch, and in American Sign Language for partially sighted, blind and deaf visitors SRGF's Learning Through Art Program sponsored artist residencies in public schools in all five boroughs of New York City and mounted a month-long exhibition of student work in the museum's galleries SRGF's family programs welcomed visitors from around the world and invited them to discover the museum through family day events, family tours and the distribution of free guides and activity packs K-12 School groups participated in interactive museum tours that were customized for both typically developing children and those with special needs SRGF's Works and Process series provides the public with preview performances and discussions with artists in the realms of theater, dance, literature, and music The Foundation entered into a program collaboration with BMW, to present the BMW Guggenheim Lab, a joint initiative of the Solomon R Guggenheim Foundation and the BMW Group The BMW Guggenheim Lab launched in August 2011 in New York Over six years, the Lab will travel to a number of cities around the world in three successive two-year cycles, each with its own theme and structure presenting free programming design, architecture and an urban sustainability SRGF also initiated a 5-year cross cultural collaboration with UBS - Guggenheim UBS MAP Global Art Initiative, that will chart contemporary art in three geographic regions of particular interest to the Guggenheim - South and Southeast Asia, Latin America, and the Middle East and North Africa This new initiative will help broaden the geographic outreach of the Guggenheim and other institutions around the world by fostering lasting professional relationships among curators, artists, and educators on regional and global levels

4d Other program services (Describe in Schedule O)

(Expenses $ 6,210,695 including grants of $ 0) (Revenue $ 9,595,785)

4e **Total program service expenses**▶$ 54,003,157

Part IV Checklist of Required Schedules

			Yes	No
1	Is the organization described in section 501(c)(3) or 4947(a)(1) (other than a private foundation)? *If "Yes," complete Schedule A*	1	Yes	
2	Is the organization required to complete *Schedule B, Schedule of Contributors* (see instructions)?	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, or have a section 501(h) election in effect during the tax year? *If "Yes," complete Schedule C, Part II*	4	Yes	
5	Is the organization a section 501(c)(4), 501(c)(5), or 501(c)(6) organization that receives membership dues, assessments, or similar amounts as defined in Revenue Procedure 98-19? *If "Yes," complete Schedule C, Part III*	5		No
6	Did the organization maintain any donor advised funds or any similar funds or accounts for which donors have the right to provide advice on the distribution or investment of amounts in such funds or accounts? *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 temporarily restricted endowments, permanent endowments, or quasi-endowments? *If "Yes," complete Schedule D, Part V*	10	Yes	
11	If the organization's answer to any of the following questions is 'Yes,' then complete Schedule D, Parts VI, VII, VIII, IX, or X as applicable			
a	Did the organization report an amount for land, buildings, and equipment in Part X, line10? *If "Yes," complete Schedule D, Part VI.*	11a	Yes	
b	Did the organization report an amount for investments—other securities in Part X, line 12 that is 5% or more of its total assets reported in Part X, line 16? *If "Yes," complete Schedule D, Part VII.*	11b	Yes	
c	Did the organization report an amount for investments—program related in Part X, line 13 that is 5% or more of its total assets reported in Part X, line 16? *If "Yes," complete Schedule D, Part VIII.*	11c		No
d	Did the organization report an amount for other assets in Part X, line 15 that is 5% or more of its total assets reported in Part X, line 16? *If "Yes," complete Schedule D, Part IX.*	11d		No
e	Did the organization report an amount for other liabilities in Part X, line 25? *If "Yes," complete Schedule D, Part X.*	11e	Yes	
f	Did the organization's separate or consolidated financial statements for the tax year include a footnote that addresses the organization's liability for uncertain tax positions under FIN 48 (ASC 740)? *If "Yes," complete Schedule D, Part X.*	11f		No
12a	Did the organization obtain separate, independent audited financial statements for the tax year? *If "Yes," complete Schedule D, Parts XI, XII, and XIII*	12a	Yes	
b	Was the organization included in consolidated, independent audited financial statements for the tax year? *If "Yes," and if the organization answered 'No' to line 12a, then completing Schedule D, Parts XI, XII, and XIII is optional*	12b		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, investment, and program service activities outside the United States, or aggregate foreign investments valued at $100,000 or more? *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 and IV*	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 and IV*	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		No
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
20a	Did the organization operate one or more hospitals? *If "Yes," complete Schedule H*	20a		No
b	If "Yes" to line 20a, did the organization attach its audited financial statement to this return? **Note.** All Form 990 filers that operated one or more hospitals must attach audited financial statements	20b		

Part IV Checklist of Required Schedules *(continued)*

			Yes	No
21	Did the organization report more than $5,000 of grants and other assistance to governments and organizations in the United States on Part IX, column (A), line 1? *If "Yes," complete Schedule I, Parts I and II*	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 (or a family member thereof) was an officer, director, trustee, or owner? *If "Yes," complete Schedule L, Part IV*	28c		No
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		No
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	
35a	Is any related organization a controlled entity of the filing organization within the meaning of section 512(b)(13)?	35a		No
b	Did the organization receive any payment from or engage in any transaction with a controlled entity within the meaning of section 512(b)(13)? *If "Yes," complete Schedule R, Part V, line 2*	35b		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**

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

				Yes	No
1a	Enter the number reported in Box 3 of Form 1096 Enter -0- if not applicable	1a 243			
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 585			
b	If at least one is reported on line 2a, did the organization file all required federal employment tax returns?		2b	Yes	
	Note. If the sum of lines 1a and 2a is greater than 250, you may be required to e-file (see instructions)				
3a	Did the organization have unrelated business gross income of $1,000 or more during the year?		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 or securities account)?		4a	Yes	
b	If "Yes," enter the name of the foreign country ▶BD , CA , CJ , IT , LS , NL , SZ , UK , VI See instructions for filing requirements for Form TD F 90-22 1, Report of Foreign Bank and Financial Accounts				
5a	Was the organization a party to a prohibited tax shelter transaction at any time during the tax year?		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?		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 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	If the organization received a contribution of qualified intellectual property, did the organization file Form 8899 as required?		7g		
h	If the organization received a contribution of cars, boats, airplanes, or other vehicles, did the organization file a Form 1098-C?		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			
13	**Section 501(c)(29) qualified nonprofit health insurance issuers.**				
a	Is the organization licensed to issue qualified health plans in more than one state? **Note.** All 501(c)(29) organizations must list in Schedule O each state in which they are licensed to issue qualified health plans, the amount of reserves required by each state, and the amount of reserves the organization allocated to each state		13a		
b	Enter the aggregate amount of reserves the organization is required to maintain by the states in which the organization is licensed to issue qualified health plans	13b			
c	Enter the aggregate amount of reserves on hand	13c			
14a	Did the organization receive any payments for indoor tanning services during the tax year?		14a		No
b	If "Yes," has it filed a Form 720 to report these payments? *If "No," provide an explanation in Schedule O*		14b		

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

Check if Schedule O contains a response to any question in this Part VI . . . . ☑

Section A. Governing Body and Management

				Yes	No
1a	Enter the number of voting members of the governing body at the end of the tax year	1a 25			
b	Enter the number of voting members included in line 1a, above, who are independent	1b 25			
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 governing documents since the prior Form 990 was filed?		4		No
5	Did the organization become aware during the year of a significant diversion of the organization's assets?		5		No
6	Did the organization have members or stockholders?		6		No
7a	Did the organization have members, stockholders, or other persons who had the power to elect or appoint one or more members of the governing body?		7a		No
b	Are any governance decisions of the organization reserved to (or subject to approval by) members, stockholders, or persons other than the governing body?		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		No

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

			Yes	No
10a	Did the organization have local chapters, branches, or affiliates?	10a	Yes	
b	If "Yes," did the organization have written policies and procedures governing the activities of such chapters, affiliates, and branches to ensure their operations are consistent with the organization's exempt purposes?	10b	Yes	
11a	Has the organization provided a complete copy of this Form 990 to all members of its governing body before filing the form?	11a	Yes	
b	Describe in Schedule O the process, if any, used by the organization to review the Form 990			
12a	Did the organization have a written conflict of interest policy? *If "No," go to line 13*	12a	Yes	
b	Were officers, directors or trustees, and key employees required to disclose annually interests that could give rise to conflicts?	12b	Yes	
c	Did the organization regularly and consistently monitor and enforce compliance with the policy? If "Yes," describe in Schedule O how this was done	12c	Yes	
13	Did the organization have a written whistleblower policy?	13	Yes	
14	Did 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 15a or 15b, describe the process in Schedule O (see instructions)			
16a	Did the organization invest in, contribute assets to, or participate in a joint venture or similar arrangement with a taxable entity during the year?	16a	Yes	
b	If "Yes," did the organization follow a written policy or procedure requiring the organization to evaluate its participation in joint venture arrangements under applicable federal tax law, and take steps to safeguard the organization's exempt status with respect to such arrangements?	16b	Yes	

Section C. Disclosure

17 List the States with which a copy of this Form 990 is required to be filed ▶ AL , AZ , CA , CO , CT , DC , FL , GA , IL , IN , KS , MA , MD , ME , MI , MN , NC , NH , NJ , NM , NY , OH , OR , PA , TN , VA , WA , WI

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 made 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 made 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 ▶

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345 Hudson Street
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New York, NY 10014
(212) 360-4216

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

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

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

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

- List all of the organization's **current** officers, directors, trustees (whether individuals or organizations), regardless of amount of compensation, 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, if any See instructions for definition of "key employee "
- List the organization's five **current** highest compensated employees (other than an officer, director, trustee or key employee) who received reportable compensation (Box 5 of Form W-2 and/or Box 7 of Form 1099-MISC) of more than $100,000 from the organization and any related organizations
- List all of the organization's **former** officers, key employees, 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 neither the organization nor any related organizations compensated any current or former officer, director, or trustee

(A) Name and Title	(B) Average hours per week (describe hours for related organizations in Schedule O)	(C) Position (do not check more than one box, unless person is both an officer and a director/trustee)						(D) Reportable compensation from the organization (W-2/1099-MISC)	(E) Reportable compensation from related organizations (W- 2/1099-MISC)	(F) Estimated amount of other compensation from the organization and related organizations
		Individual trustee or director	Institutional Trustee	Officer	Key employee	Highest compensated employee	Former			
See Additional Data Table										

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

(A) Name and Title	(B) Average hours per week (describe hours for related organizations in Schedule O)	(C) Position (do not check more than one box, unless person is both an officer and a director/trustee): 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 Additional Data Table										

1b	Sub-Total . . . . ▶			
c	Total from continuation sheets to Part VII, Section A . . . . ▶			
d	Total (add lines 1b and 1c) . . . . ▶	3,275,450	0	311,835

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

			Yes	No
3	Did the organization list any **former** officer, director or trustee, key employee, or highest compensated employee on line 1a? *If "Yes," complete Schedule J for such individual*	3		No
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 or individual for services rendered to the organization? *If "Yes," complete Schedule J for such person*	5		No

Section B. Independent Contractors

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

(A) Name and business address	(B) Description of services	(C) Compensation
NUSSLI US LLC 6501 Bluff Road Indianapolis, IN 46217	BMW Guggenheim Lab Design and Fabrication	3,046,900
FJ Sciame Construction Co Inc 14 Wall Street New York, NY 10005	Construction Manager	2,149,399
Crothal Services Group 955 Chesterbrook Boulevard Suite 300 Wayne, PA 19087	Cleaning Services	817,202
Antenna Audio 383 Main Avenue Norwalk, CT 06851	Audio Guides	777,338
Masterpiece International LTD 39 Broadway 14th Floor New York, NY 10006	Art Shipping Services	768,981

2 Total number of independent contractors (including but not limited to those listed above) who received more than $100,000 of compensation from the organization ▶42

Part VIII Statement of Revenue

Section	Line	Description	Sub-amount / Business Code		(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	2,676,831				
	c	Fundraising events	1c	1,422,209				
	d	Related organizations . . .	1d	0				
	e	Government grants (contributions)	1e	1,855,302				
	f	All other contributions, gifts, grants, and similar amounts not included above	1f	14,771,272				
	g	Noncash contributions included in lines 1a-1f $ 1,196,752						
	h	**Total.** Add lines 1a-1f . . . . ▶			20,725,614			
Program Service Revenue			Business Code					
	2a	Admission income	712110		17,027,438	17,027,438	0	0
	b	Exhibitions	712110		11,118,973	11,118,973	0	0
	c	Program collaborations	712110		7,515,666	7,515,666	0	0
	d	Museum feasibility study	712110		2,500,000	2,500,000	0	0
	e	Other program revenue	712110		866,396	866,396	0	0
	f	All other program service revenue			0	0	0	0
	g	**Total.** Add lines 2a–2f . . . . ▶			39,028,473			
Other Revenue	3	Investment income (including dividends, interest and other similar amounts) . . . . . ▶			2,741,961	0	0	2,741,961
	4	Income from investment of tax-exempt bond proceeds . . ▶			0	0	0	0
	5	Royalties . . . . ▶			1,284,290	0	0	1,284,290
			(i) Real	(ii) Personal				
	6a	Gross rents	0	0				
	b	Less rental expenses	0	0				
	c	Rental income or (loss)	0	0				
	d	Net rental income or (loss) . . . . ▶			0	0	0	0
			(i) Securities	(ii) Other				
	7a	Gross amount from sales of assets other than inventory	59,118,552	4,912,575				
	b	Less cost or other basis and sales expenses	58,653,103	6,003,281				
	c	Gain or (loss)	465,449	-1,090,706				
	d	Net gain or (loss) . . . . ▶			-625,257	0	0	-625,257
	8a	Gross income from fundraising events (not including $ 1,422,209 of contributions reported on line 1c) See Part IV, line 18 . . .	a	2,741,001				
	b	Less direct expenses . . .	b	1,254,164				
	c	Net income or (loss) from fundraising events . . ▶			1,486,837		0	1,486,837
	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	8,301,289				
	b	Less cost of goods sold . .	b	5,067,461				
	c	Net income or (loss) from sales of inventory . . ▶			3,233,828	1,429,850	1,803,978	0
		Miscellaneous Revenue	Business Code					
	11a	Non accession art sales	900099		2,115,837	2,115,837	0	0
	b	De accession art sales	900099		757,300	757,300	0	0
	c	Corp events, restaurant income and other	900099		1,535,289	0	615,280	920,009
	d	All other revenue			0	0	0	0
	e	**Total.** Add lines 11a–11d . . . . . . ▶			4,408,426			
	12	**Total revenue.** See Instructions . . . ▶			72,284,172	43,331,460	2,419,258	5,807,840

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)
Check if Schedule O contains a response to any question in this Part IX . . . . ☐

	Do not include amounts reported on lines 6b, 7b, 8b, 9b, and 10b of Part VIII.	(A) Total expenses	(B) Program service expenses	(C) Management and general expenses	(D) Fundraising expenses
1	Grants and other assistance to governments and organizations in the United States See Part IV, line 21	0	0		
2	Grants and other assistance to individuals in the United States See Part IV, line 22	0	0		
3	Grants and other assistance to governments, organizations, and individuals outside the United States See Part IV, lines 15 and 16	0	0		
4	Benefits paid to or for members	0	0		
5	Compensation of current officers, directors, trustees, and key employees	4,208,954	838,062	3,095,700	275,192
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	21,306,170	16,865,373	2,872,553	1,568,244
8	Pension plan contributions (include section 401(k) and section 403(b) employer contributions)	624,477	509,700	77,614	37,163
9	Other employee benefits	2,845,554	2,354,039	216,292	275,223
10	Payroll taxes	1,492,792	1,111,007	284,772	97,013
11	Fees for services (non-employees)				
a	Management	8,950,120	8,323,647	571,410	55,063
b	Legal	310,742	179,213	131,529	0
c	Accounting	247,422	9,872	237,550	0
d	Lobbying	24,350	0	0	24,350
e	Professional fundraising *See Part IV, line 17* . .	0			0
f	Investment management fees	1,388,135	0	1,388,135	0
g	Other	842,408	715,301	123,771	3,336
12	Advertising and promotion	1,836,655	1,569,046	208,282	59,327
13	Office expenses	2,131,707	1,180,971	765,988	184,748
14	Information technology	427,368	60,449	366,599	320
15	Royalties . .	136,712	105,209	31,400	103
16	Occupancy	5,826,233	4,773,737	1,001,684	50,812
17	Travel	2,773,389	2,098,968	268,602	405,819
18	Payments of travel or entertainment expenses for any federal, state, or local public officials	0	0	0	0
19	Conferences, conventions, and meetings	949,583	804,937	40,713	103,933
20	Interest	465,862	428,999	36,863	0
21	Payments to affiliates	0	0	0	0
22	Depreciation, depletion, and amortization	5,138,841	4,588,912	507,294	42,635
23	Insurance	767,773	535,579	232,194	0
24	Other expenses Itemize expenses not covered above (List miscellaneous expenses in line 24f If line 24f amount exceeds 10% of line 25, column (A) amount, list line 24f expenses on Schedule O)				
a	Art purchases	714,339	714,339	0	0
b	Art storage, shipping and crating	4,071,012	3,941,959	119,464	9,589
c	Supplies, materials and other exhibition expenses	1,588,754	1,405,920	173,498	9,336
d	Unrelated business income tax	122,050	0	122,050	0
e					
f	All other expenses	1,681,524	887,918	637,310	156,296
25	**Total functional expenses.** Add lines 1 through 24f	70,872,926	54,003,157	13,511,267	3,358,502
26	**Joint costs.** Check here ▶ ☐ if following SOP 98-2 (ASC 958-720) Complete this line only if the organization reported in column (B) joint costs from a combined educational campaign and fundraising solicitation				

Part X Balance Sheet

				(A) Beginning of year		(B) End of year
Assets	1	Cash—non-interest-bearing		3,792,483	1	5,021,712
	2	Savings and temporary cash investments		4,917,094	2	3,142,745
	3	Pledges and grants receivable, net		17,374,817	3	11,052,711
	4	Accounts receivable, net		3,326,518	4	5,773,574
	5	Receivables from current and former officers, directors, trustees, key employees, and highest compensated employees Complete Part II of Schedule L		105,644	5	94,480
	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	0
	7	Notes and loans receivable, net		0	7	0
	8	Inventories for sale or use		1,078,435	8	1,010,172
	9	Prepaid expenses and deferred charges		855,142	9	884,523
	10a	Land, buildings, and equipment cost or other basis *Complete Part VI of Schedule D*	10a 120,932,040			
	b	Less accumulated depreciation	10b 50,357,039	72,956,535	10c	70,575,001
	11	Investments—publicly traded securities		16,901,918	11	15,382,250
	12	Investments—other securities See Part IV, line 11		34,527,156	12	40,391,062
	13	Investments—program-related See Part IV, line 11		0	13	0
	14	Intangible assets		0	14	0
	15	Other assets See Part IV, line 11		197,446	15	288,534
	16	**Total assets.** Add lines 1 through 15 (must equal line 34)		156,033,188	16	153,616,764
Liabilities	17	Accounts payable and accrued expenses		12,809,714	17	13,096,564
	18	Grants payable		0	18	0
	19	Deferred revenue		32,063,725	19	33,662,625
	20	Tax-exempt bond liabilities		12,700,000	20	10,500,000
	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		4,241,171	23	4,016,971
	24	Unsecured notes and loans payable to unrelated third parties		3,632,474	24	498,656
	25	Other liabilities (including federal income tax, payables to related third parties, and other liabilities not included on lines 17-24) Complete Part X of Schedule D		45,000	25	42,000
	26	**Total liabilities.** Add lines 17 through 25		65,492,084	26	61,816,816
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		21,179,292	27	20,495,839
	28	Temporarily restricted net assets		20,386,651	28	20,803,975
	29	Permanently restricted net assets		48,975,161	29	50,500,134
		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		90,541,104	33	91,799,948
	34	Total liabilities and net assets/fund balances		156,033,188	34	153,616,764

Part XI Reconcilliation of Net Assets

Check if Schedule O contains a response to any question in this Part XI . . . . ☑

1	Total revenue (must equal Part VIII, column (A), line 12) . . .	1	72,284,172
2	Total expenses (must equal Part IX, column (A), line 25)	2	70,872,926
3	Revenue less expenses Subtract line 2 from line 1	3	1,411,246
4	Net assets or fund balances at beginning of year (must equal Part X, line 33, column (A)) . .	4	90,541,104
5	Other changes in net assets or fund balances (explain in Schedule O)	5	-152,402
6	Net assets or fund balances at end of year Combine lines 3, 4, and 5 (must equal Part X, line 33, column (B))	6	91,799,948

Part XII Financial Statements and Reporting

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

			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 separate basis, consolidated 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		No
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		

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

2011

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 33 1/3% of its support from contributions, membership fees, and gross receipts from activities related to its exempt functions—subject to certain exceptions, and (2) no more than 33 1/3% of its support from gross investment income and unrelated business taxable income (less section 511 tax) from businesses acquired by the organization after June 30, 1975 See **section 509(a)(2).** (Complete Part III)

10 ☐ An organization organized and operated exclusively to test for public safety See **section 509(a)(4).**

11 ☐ An organization organized and operated exclusively for the benefit of, to perform the functions of, or to carry out the purposes of one or more publicly supported organizations described in section 509(a)(1) or section 509(a)(2) See **section 509(a)(3).** Check the box that describes the type of supporting organization and complete lines 11e through 11h

a ☐ Type I **b** ☐ Type II **c** ☐ Type III - Functionally integrated **d** ☐ Type III - 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	No	**(v)** Did you notify the organization in col (i) of your support? Yes	No	**(vi)** Is the organization in col (i) organized in the U S ? Yes	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 or if the organization failed to qualify under Part III. If the organization fails to qualify under the tests listed below, please complete Part III.)

Section A. Public Support

Calendar year (or fiscal year beginning in)	(a) 2007	(b) 2008	(c) 2009	(d) 2010	(e) 2011	(f) Total
1 Gifts, grants, contributions, and membership fees received (Do not include any "unusual grants ")	43,897,406	26,061,044	17,818,534	22,336,405	20,725,614	130,839,003
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	43,897,406	26,061,044	17,818,534	22,336,405	20,725,614	130,839,003
5 The portion of total contributions by each person (other than a governmental unit or publicly supported organization) included on line 1 that exceeds 2% of the amount shown on line 11, column (f)						14,120,684
6 **Public Support.** Subtract line 5 from line 4						116,718,319

Section B. Total Support

Calendar year (or fiscal year beginning in)	(a) 2007	(b) 2008	(c) 2009	(d) 2010	(e) 2011	(f) Total
7 Amounts from line 4	43,897,406	26,061,044	17,818,534	22,336,405	20,725,614	130,839,003
8 Gross income from interest, dividends, payments received on securities loans, rents, royalties and income from similar sources	4,180,823	4,483,120	1,568,396	1,564,420	4,026,251	15,823,010
9 Net income from unrelated business activities, whether or not the business is regularly carried on	1,256,146	310,018	1,458,045	1,837,933	2,367,450	7,229,592
10 Other income (Explain in Part IV) Do not include gain or loss from the sale of capital assets	37,500	0	0	0	0	37,500
11 **Total support** (Add lines 7 through 10)						153,929,105

12 Gross receipts from related activities, etc (See instructions) **12** 189,746,014

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 2011 (line 6 column (f) divided by line 11 column (f)) **14** 75 826 %

15 Public Support Percentage for 2010 Schedule A, Part II, line 14 **15** 75 85 %

16a **33 1/3% support test—2011.** 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—2010.** 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—2011.** 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—2010.** 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 or if the organization failed to qualify under Part II. If the organization fails to qualify under the tests listed below, please complete Part II.)

Section A. Public Support

Calendar year (or fiscal year beginning in)	**(a)** 2007	**(b)** 2008	**(c)** 2009	**(d)** 2010	**(e)** 2011	**(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)** 2007	**(b)** 2008	**(c)** 2009	**(d)** 2010	**(e)** 2011	**(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 2011 (line 8 column (f) divided by line 13 column (f))	**15**	
16 Public support percentage from 2010 Schedule A, Part III, line 15	**16**	

Section D. Computation of Investment Income Percentage

17 Investment income percentage for **2011** (line 10c column (f) divided by line 13 column (f))	**17**	
18 Investment income percentage from **2010** Schedule A, Part III, line 17	**18**	

19a **33 1/3% support tests—2011.** 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—2010.** 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. Also complete this part for any additional information. (See instructions).

Facts And Circumstances Test

Explanation
Part II, line 10 - Fire proceeds, sale of used equipment and furniture

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

2011

Open to Public Inspection

If the organization answered "Yes," to Form 990, Part IV, Line 3, or Form 990-EZ, Part V, line 46 (Political Campaign Activities), then
- Section 501(c)(3) organizations Complete Parts I-A and B Do not complete Part I-C
- Section 501(c) (other than section 501(c)(3)) organizations Complete Parts I-A and C below Do not complete Part I-B
- Section 527 organizations Complete Part I-A only

If the organization answered "Yes," to Form 990, Part IV, Line 4, or Form 990-EZ, Part VI, line 47 (Lobbying Activities), then
- Section 501(c)(3) organizations that have filed Form 5768 (election under section 501(h)) Complete Part II-A Do not complete Part II-B
- Section 501(c)(3) organizations that have NOT filed Form 5768 (election under section 501(h)) Complete Part II-B Do not complete Part II-A

If the organization answered "Yes," to Form 990, Part IV, Line 5 (Proxy Tax) or Form 990-EZ, line 35c (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 on behalf of or in opposition to candidates for public office 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 Enter the names, addresses and employer identification number (EIN) of all section 527 political organizations to which the filing organization made payments For each organization listed, enter the amount paid from the filing organization's funds Also enter the amount of political contributions received that were promptly and directly delivered to a separate political organization, such as a separate segregated fund or a political action committee (PAC) If additional space is needed, provide information in Part IV

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

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

A Check ☐ if the filing organization belongs to an affiliated group (and list in Part IV each affiliated group member's name, address, EIN, expenses, and share of excess lobbying expenditures)

B Check ☐ if the filing organization checked box A and "limited control" provisions apply

Limits on Lobbying Expenditures (The term "expenditures" means amounts paid or incurred.)	**(a)** Filing Organization's Totals	**(b)** Affiliated Group Totals
1a Total lobbying expenditures to influence public opinion (grass roots lobbying)		
b Total lobbying expenditures to influence a legislative body (direct lobbying)		
c Total lobbying expenditures (add lines 1a and 1b)		
d Other exempt purpose expenditures		
e Total exempt purpose expenditures (add lines 1c and 1d)		
f Lobbying nontaxable amount Enter the amount from the following table in both columns		

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)** 2008	**(b)** 2009	**(c)** 2010	**(d)** 2011	**(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?		No	
b	Paid staff or management (include compensation in expenses reported on lines 1c through 1i)?		No	
c	Media advertisements?		No	
d	Mailings to members, legislators, or the public?		No	
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		24,250
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			24,250
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 a lobbying firm to solicit grants for support of art education and capital improvements to the SRGM building Lobbying fees related to New York City and to New York State matters paid in the amount of $24,250

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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, 9, 10, 11a, 11b, 11c, 11d, 11e, 11f, 12a, or 12b
▶ Attach to Form 990. ▶ See separate instructions.

OMB No 1545-0047

2011

Open to Public Inspection

Name of the organization
Solomon R Guggenheim Foundation

Employer identification number
13-5562233

Part I Organizations Maintaining Donor Advised Funds or Other Similar Funds or Accounts. Complete if the organization answered "Yes" to Form 990, Part IV, line 6.

		(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)
- ☐ Protection of natural habitat
- ☐ Preservation of open space
- ☐ Preservation of an historically importantly land area
- ☐ Preservation of a certified historic structure

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 ☑ Public exhibition

b ☑ Scholarly research

c ☑ Preservation for future generations

d ☑ Loan or exchange programs

e ☐ Other

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

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

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

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

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

		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	67,018,874	64,304,087	64,363,101	99,836,442	
b Contributions	1,258,895	4,550,865	10,182,193	4,315,918	
c Investment earnings or losses	996,949	4,650,038	4,018,308	-25,956,962	
d Grants or scholarships	0	0	0	0	
e Other expenditures for facilities and programs	8,250,558	6,486,116	14,259,515	13,832,297	
f Administrative expenses	0	0	0	0	
g End of year balance	61,024,160	67,018,874	64,304,087	64,363,101	

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

a Board designated or quasi-endowment ▶ 11 %

b Permanent endowment ▶ 81 %

c Term endowment ▶ 8 %

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

Description of property	(a) Cost or other basis (investment)	(b) Cost or other basis (other)	(c) Accumulated depreciation	(d) Book value
1a Land	3,130,643	0		3,130,643
b Buildings	104,736,442	0	42,944,950	61,791,492
c Leasehold improvements	6,904,692	0	4,226,623	2,678,069
d Equipment	5,260,262	0	3,185,466	2,074,796
e Other	900,001	0	0	900,001
Total. Add lines 1a-1e *(Column (d) should equal Form 990, Part X, column (B), line 10(c).)* ▶				70,575,001

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

(a) Description of security or category (including name of security)	(b) Book value	(c) Method of valuation Cost or end-of-year market value
(1) Financial derivatives		
(2) Closely-held equity interests		
(3) Other		
(A) Fixed Income Funds	13,571,081	F
(B) Equity Funds	5,158,026	F
(C) Fund of Hedge Funds	8,542,949	F
(D) Event/Credit Arbitrage Funds	8,714,940	F
(E) Macro Funds	1,913,376	F
(F) International Funds	2,490,690	F
Total. *(Column (b) should equal Form 990, Part X, col (B) line 12)* ▶	40,391,062	

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
Total. *(Column (b) should equal Form 990, Part X, col.(B) line 15.)* . . . . ▶	

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

1 (a) Description of Liability	(b) Amount
Federal Income Taxes	15,000
State income tax	27,000
Total. *(Column (b) should equal Form 990, Part X, col (B) line 25)* ▶	42,000

2. Fin 48 (ASC 740) Footnote In Part XIV, provide the text of the footnote to the organization's financial statements that reports the organization's liability for uncertain tax positions under FIN 48 (ASC740)

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	72,284,172
2	Total expenses (Form 990, Part IX, column (A), line 25)	2	70,872,926
3	Excess or (deficit) for the year Subtract line 2 from line 1	3	1,411,246
4	Net unrealized gains (losses) on investments	4	168,635
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	-321,037
9	Total adjustments (net) Add lines 4 - 8	9	-152,402
10	Excess or (deficit) for the year per financial statements Combine lines 3 and 9	10	1,258,844

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	76,829,105
2	Amounts included on line 1 but not on Form 990, Part VIII, line 12				
a	Net unrealized gains on investments	2a	168,635		
b	Donated services and use of facilities	2b	1,187,256		
c	Recoveries of prior year grants	2c	0		
d	Other (Describe in Part XIV)	2d	5,067,459		
e	Add lines **2a** through **2d**			2e	6,423,350
3	Subtract line **2e** from line **1**			3	70,405,755
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	1,388,135		
b	Other (Describe in Part XIV)	4b	490,282		
c	Add lines **4a** and **4b**			4c	1,878,417
5	Total Revenue Add lines **3** and **4c.** (This should equal Form 990, Part I, line 12)			5	72,284,172

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

1	Total expenses and losses per audited financial statements			1	75,570,261
2	Amounts included on line 1 but not on Form 990, Part IX, line 25				
a	Donated services and use of facilities	2a	1,187,256		
b	Prior year adjustments	2b	0		
c	Other losses	2c	0		
d	Other (Describe in Part XIV)	2d	5,067,459		
e	Add lines **2a** through **2d**			2e	6,254,715
3	Subtract line **2e** from line **1**			3	69,315,546
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	1,388,135		
b	Other (Describe in Part XIV)	4b	169,245		
c	Add lines **4a** and **4b**			4c	1,557,380
5	Total expenses Add lines **3** and **4c.** (This should equal Form 990, Part I, line 18)			5	70,872,926

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 its annual fundraising celebration - the Guggenheim International Gala A number of works of art were donated and auctioned during the 2011 Gala Proceeds of $2,532,000 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 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
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 As required by Generally Accepted Accounting Principles ("GAAP"), net assets associated with donor restricted endowment funds, and funds designated by the Board of Trustees to function as endowments ("Board Designated"), are classified and reported based on the existence or absence of donor-imposed restrictions On September 17, 2010, New York State enacted the New York Prudent Management of Institutional Funds Act ("NYPMIFA") NYPMIFA contains provisions that govern the appropriation and use, among other things, of donor-restricted endowment funds ("Endowment Funds") It replaces and updates key provisions of the Uniform Management of Institutional Funds Act ("UMIFA"), which was adopted in New York in 1978 Under UMIFA, the Foundation could appropriate for expenditure so much of the net appreciation as the governing board determined was prudent, but appropriation below historic dollar value of an endowment fund was not permitted other than earned income The term "historic dollar value" was 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 Under NYPMIFA, a detailed prudence standard governs appropriation from endowment funds, and there is no longer a requirement to maintain historic dollar value Prudent appropriation of income or appreciation from a fund whose value is less than its historic dollar value is permitted In particular, NYPMIFA provides that, unless a donor expresses a contrary intention in a gift instrument, a charitable institution may appropriate as much of an endowment fund as it "determines is prudent for the uses, benefits, purposes and duration for which the fund is established," without regard for historic dollar value As with prior law, NYPMIFA retains the requirement that in making any decision to appropriate "the institution shall act in good faith, with the care that an ordinarily prudent person in a like position would exercise under similar circumstances " It further provides a new requirement that the institution "shall consider, if relevant" the following eight factors in deciding whether or not to appropriate from a fund (i) the duration and preservation of the endowment fund, (ii) the purposes of the Foundation and the endowment fund, (iii) general economic conditions, (iv) the possible effect of inflation or deflation, (v) the expected total return from income and the appreciation of investments, (vi) other resources of the Foundation, (vii) where appropriate and circumstances would otherwise warrant, alternatives to the expenditure of the endowment fund, giving due consideration to the effect that such alternatives may have on the Foundation, and (viii) the investment policy of the Foundation The provisions of NYPMIFA allowing prudent appropriation without regard to historic dollar value apply to funds created after its effective date of September 17, 2010 Donors of funds created before that date were given the option of requiring institutions to continue to observe the historic dollar value restrictions contained in prior law Some donors of Endowment Funds have elected this option Moreover, as with prior law, a donor may incorporate in a gift instrument specific restrictions on appropriation that are different from either NYPMIFA or prior law Certain of the Foundation's funds are governed by such instruments Thus, the Museum has funds that fall into three categories with respect to appropriation those from which it may prudently appropriate without regard to historic dollar value, those from which it may prudently appropriate appreciation only above historic dollar value and earned income, and those whose appropriation is governed by specific instructions in the constitutive gift instrument The Foundation's Board of Trustees, after careful consideration of each of the NYPMIFA factors, determined that it would be prudent to appropriate the income earned on the Foundation's endowment in 2011 The Foundation's spending policies are consistent with the Foundation's objectives to utilize income to support mission-critical programs while preserving capital and promoting future endowment 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	(1) Foreign currency translation $143,158, (2) Net change in postretirement benefit obligation $177,879
SchD_P12_S00_L02d	Schedule D, Part XII, Line 2d	Cost of sales related to retail and publications $5,067,459
SchD_P12_S00_L04b	Schedule D, Part XII, Line 4b	Exhibition openings and other special events $347,124 and foreign currency change $143,158
SchD_P13_S00_L02d	Schedule D, Part XIII, Line 2d	Cost of sales related to retail and publications $5,067,459
SchD_P13_S00_L04b	Schedule D, Part XIII, Line 4b	(1) Exhibition openings and other special events $347,124, (2) Net change in postretirement benefit obligation ($177,879)

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

2011

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 V the organization's procedures for monitoring the use of grant funds outside the United States

3 Activities per Region (Use Part V if additional space is needed)

(a) Region	**(b)** Number of offices in the region	**(c)** Number of employees or agents in region or independent contractors	**(d)** Activities conducted in region (by type) (e g , fundraising, program services, investments, grants to recipients located in the region)	**(e)** If activity listed in (d) is a program service, describe specific type of service(s) in region	**(f)** Total expenditures for region/investments in region
East Asia and the Pacific	0	0	Program Services	Traveling Exhibition	490,000
Europe (including Iceland and Greenland)	1	73	Program Services	Peggy Guggenheim Collection,Guggenheim Museum Bilbao and Deutsche Bank Guggenheim This also includes Guggenheim Lab and a feasibility study in Helsinki	12,578,000
Middle East and North Africa	0	0	Program Services	Guggenheim Abu Dhabi	425,000
North America (including Canada and Mexico, but not the United States)	0	0	Program Services	Educational publication catalogue printing and editorial costs	104,000
Russia and the newly independent States	0	0	Program Services	Retail inventory	8,000
South America	0	0	Program Services	Traveling Exhibitions and legal costs	160,000
South Asia	0	0	Speaking at Seminars or Conferences	Travel services for art conferences	36,000
Central America and the Caribbean	0	0	Investments		49,026,000
Europe (including Iceland and Greenland)	0	0	Investments		4,292,000
North America (including Canada and Mexico, but not the United States)	0	0	Investments		1,585,000
3a Sub-total					
b Total from continuation sheets to Part I					
c Totals (add lines 3a and 3b)	1	73			68,704,000

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 Part V 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 Part V 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 Foreign Forms

1	Was the organization a U S transferor of property to a foreign corporation during the tax year? *If "Yes," the organization may be required to file Form 926 (see instructions for Form 926)*	☑ Yes	☐ No
2	Did the organization have an interest in a foreign trust during the tax year? *If " Yes," the organization may be required to file Form 3520 and/or Form 3520-A. (see instructions for Forms 3520 and 3520-A)*	☑ Yes	☐ No
3	Did the organization have an ownership interest in a foreign corporation during the tax year? *If "Yes," the organization may be required to file Form 5471, Information Return of U.S. Persons with respect to Certain Foreign Corporations. (see instructions for Form 5471)*	☐ Yes	☑ No
4	Was the organization a direct or indirect shareholder of a passive foreign investment company or a qualified electing fund during the tax year? *If "Yes," the organization may be required to file Form 8621, Return by a Shareholder of a Passive Foreign Investment Company or Qualified Electing Fund. (see instructions for Form 8621)*	☑ Yes	☐ No
5	Did the organization have an ownership interest in a foreign partnership during the tax year? *If "Yes," the organization may be required to file Form 8865, Return of U.S. Persons with respect to Certain Foreign Partnerships. (see instructions for Form 8865)*	☐ Yes	☑ No
6	Did the organization have any operations in or related to any boycotting countries during the tax year? *If "Yes," the organization may be required to file Form 5713, International Boycott Report (see instructions for Form 5713).*	☑ Yes	☐ No

Part V **Supplemental Information**

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

Identifier	ReturnReference	Explanation

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

2011

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.

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 services? ☐ **Yes** ☐ **No**

b If "Yes," list the ten highest paid individuals or entities (fundraisers) pursuant to agreements under which the fundraiser is to be compensated at least $5,000 by the organization Form 990-EZ filers are not required to complete this table

(i) Name and address of individual or entity (fundraiser)	**(ii)** Activity	**(iii)** Did fundraiser have custody or control of contributions?		**(iv)** Gross receipts from activity	**(v)** Amount paid to (or retained by) fundraiser listed in col **(i)**	**(vi)** Amount paid to (or retained by) organization
		Yes	**No**			
Total						

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

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 Fall Gala (event type)	**(b)** Event #2 Year w/Children (event type)	**(c)** Other Events 3 (total number)	**(d)** Total Events (Add col **(a)** through col **(c)**)
Revenue	**1** Gross receipts . . .	3,887,220	260,220	15,770	4,163,210
	2 Less Charitable contributions . . .	1,185,831	236,378	0	1,422,209
	3 Gross income (line 1 minus line 2) . . .	2,701,389	23,842	15,770	2,741,001
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 .	810,613	41,835	401,716	1,254,164
	10 Direct expense summary Add lines 4 through 9 in column (d) . . . . ▶				(1,254,164)
	11 Net income summary Combine lines 3 and 10 in column (d). . . . . ▶				1,486,837

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 and 7 in column (d) . . . . ▶				

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

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

b If "No," Explain ______

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

b If "Yes," Explain ______

11 Does the organization operate gaming activities with nonmembers? . . . . ☐ Yes ☐ No

12 Is the organization a grantor, beneficiary or trustee of a trust or a member of a partnership or other entity formed to administer charitable gaming? . . . . ☐ Yes ☐ No

13 Indicate the percentage of gaming activity operated in

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

14 Provide the name and address of the person who prepares the organization's gaming/special events books and records

Name ▶

Address ▶

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

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

c If "Yes," enter name and address

Name ▶

Address ▶

16 Gaming manager information

Name ▶

Gaming manager compensation ▶ $

Description of services provided ▶

☐ Director/officer ☐ Employee ☐ Independent contractor

17 Mandatory distributions

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

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

Part IV Complete this part to provide additional information for responses to quuestion on Schedule G (see instructions.)

Identifier	ReturnReference	Explanation

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

2011

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 appropriate box(es) if the organization provided any of the following to or for a person listed in Form 990, Part VII, Section A, line 1a Complete Part III to provide any relevant information regarding these items ☐ 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**		No
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**	Yes	
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**		No
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? If "Yes" to any of lines 4a-c, list the persons and provide the applicable amounts for each item in Part III	**4c**		No
	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? If "Yes," to line 5a or 5b, describe in Part III	**5b**		No
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? If "Yes," to line 6a or 6b, describe in Part III	**6b**		No
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) for each listed individual must equal the total amount of Form 990, Part VII, Section A, line 1a, columns (D) and (E) for that individual

(A) Name		(B) Breakdown of W-2 and/or 1099-MISC compensation			(C) Retirement and other deferred compensation	(D) Nontaxable benefits	(E) Total of columns (B)(i)-(D)	(F) Compensation reported in prior Form 990 or Form 990-EZ
		(i) Base compensation	(ii) Bonus & incentive compensation	(iii) Other reportable compensation				
(1) Armstrong Richard D	(i)	746,253	0	0	7,350	5,991	759,594	
	(ii)	0	0	0	0	0	0	
(2) Steglitz Marc H	(i)	355,995	0	0	13,475	14,802	384,272	0
	(ii)	0	0	0	0	0	0	0
(3) Rylands Philip	(i)	329,918	0	0	32,150	112,656	474,724	0
	(ii)	0	0	0	0	0	0	0
(4) Austrian Sarah G	(i)	285,789	0	0	13,475	5,987	305,251	0
	(ii)	0	0	0	0	0	0	0
(5) Goldhar Eleanor R	(i)	252,269	0	0	13,475	14,820	280,564	0
	(ii)	0	0	0	0	0	0	0
(6) Spector Nancy E	(i)	213,656	0	0	9,887	14,772	238,315	0
	(ii)	0	0	0	0	0	0	0
(7) Vidarte Juan Ignacio	(i)	178,864	0	148,993	5,366	0	333,223	0
	(ii)	0	0	0	0	0	0	0
(8) Wielk John L	(i)	214,157	0	0	11,804	5,959	231,920	0
	(ii)	0	0	0	0	0	0	0
(9) Wiseman Ari J	(i)	197,230	0	0	0	5,954	203,184	0
	(ii)	0	0	0	0	0	0	0
(10) Meyerhoff Karen	(i)	184,458	0	0	8,293	4,520	197,271	0
	(ii)	0	0	0	0	0	0	0
(11) Rosenthal Robert	(i)	167,868	0	0	0	14,755	182,623	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_L01a	Schedule J, Part I, Line 1a	SRGF provided furnished housing for use by the Deputy Director and Chief Officer for Global Strategies, whose primary residence in Bilbao, Spain, when working in New York City which takes approximately 50% of his time This housing allowance is included as compensation, and as such, SRGF has agreed to provide the Deputy Director and Chief Officer for Global Strategies with tax indemnification and gross-up payments
SchJ_P01_S00_L01b	Schedule J, Part I, Line 1b	The Foundation provided the Deputy Director and Chief Officer for Global Strategies with furnished housing for use while he was working in New York, as part of his taxable compensation package and as part of the employment letter, and not pursuant to the Foundation's written travel and expense policy

Schedule L
(Form 990 or 990-EZ)

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

2011

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
(1) Philip Rylands Housing Assistance		X	215,000	94,480		No	Yes		Yes	
Total . . . . ▶ $				94,480						

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**

Part V **Supplemental Information**

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

Identifier	**Return Reference**	**Explanation**

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

2011

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 or items contributed	(c) Contribution amounts reported on Form 990, Part VIII, line 1g	(d) Method of determining contribution amounts
1 Art—Works of art	X	32	0	N/A
2 Art—Historical treasures .				
3 Art—Fractional interests . .				
4 Books and publications . .				
5 Clothing and household goods				
6 Cars and other vehicles . .				
7 Boats and planes				
8 Intellectual property . . .				
9 Securities—Publicly traded .	X	14	627,367	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	21	2,532,000	Auction proceeds
26 Other ► (Furniture, equipment)	X	3	395,423	Fair value
27 Other ► (Renovations)	X	1	174,142	Cost
28 Other ► ( )				

29 Number of Forms 8283 received by the organization during the tax year for contributions for which the organization completed Form 8283, Part IV, Donee Acknowledgement . . . | **29** | 3

		Yes	No
30a During the year, did the organization receive by contribution any property reported in Part I, lines 1-28 that it must hold for at least three years from the date of the initial contribution, and which is not required to be used for exempt purposes for the entire holding period?	**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_L32b	Schedule M, Part I, Line 32b	Securities contributions are processed by JPMorgan Chase Bank A 2011 auction of works of art, contributed by artists for the Contemporary Art Benefit Auction for the 2011 Guggenheim International Gala was organized and conducted by Phillips de Pury and Company
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 or 990-EZ)

Department of the Treasury
Internal Revenue Service

Supplemental Information to Form 990 or 990-EZ

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

OMB No 1545-0047

2011

Open to Public Inspection

Name of the organization
Solomon R Guggenheim Foundation

Employer identification number
13-5562233

Identifier	Return Reference	Explanation
F990_P06_S0A_L01a	Form 990, Part VI, Section A, Line 1a	The Foundation's by-laws provide that the Executive Committee may exercise all of the powers of the Board during the intervals between meetings of the Board of Trustees, except (1) the power of removing Trustees or officers elected by the Trustees, and (2) the power to fill vacancies which may occur in the Executive Committee The Executive Committee shall fix the salaries of the Director and any officers that receive compensation The by-laws also provide that the Executive Committee shall be composed of at least seven and not more than sixteen Trustees including the Chairman, President and Honorary Chairman to the extent such positions are filled On December 31, 2011, there were 13 Trustee-members of the Executive Committee There are no non-Trustee members of the Executive Committee

Identifier	Return Reference	Explanation
F990_P06_S0A_L02	Form 990, Part VI, Section A, Line 2	Peter Lawson-Johnston, Peter Lawson Johnston II and Wendy McNeil, family and business relationship Mark Walter, Peter Lawson-Johnston, Peter Lawson Johnston II and Wendy McNeil, business relationship William Mack and Robert Baker, business relationship William Mack and Stephen Ross, business relationship Howard Lutnick has business relationships with David Ganek, Mark Walter and Stephen Ross

Identifier	Return Reference	Explanation
F990_P06_S0B_L11b	Form 990, Part VI, Section B, Line 11b	The Foundation's Form 990 is prepared with the cooperation of its Finance and Legal departments It is then reviewed by our Chief Financial Officer, Deputy Director, General Counsel and Assistant Secretary, Senior Deputy Director and Chief Operating Officer The draft of Form 990 is then distributed to the Audit and Executive Committee members for review A meeting is held with the Audit and Executive Committees for further review and approval The Form 990 is then distributed to our Board of Trustees prior to filing

Identifier	Return Reference	Explanation
F990_P06_S0B_L12c	Form 990, Part VI, Section B, Line 12c	Pursuant to the Conflict of Interest Policy for the Trustees and Officers, Trustee and Officers disclose annually any potential or actual conflicts The Governance and Nominating Committee reviews the forms together with the Deputy Director, General Counsel and Assistant Secretary Pursuant to the Code of Ethics, employees complete an annual certification in which they must disclose any transactions or relationships that may give rise to a potential or actual conflict of interest with the organization In addition, employees considering entering into any such transaction or relationship must obtain approval in advance from either the employee's supervisor or the Ethics Committee, in accordance with the Code of Ethics The Director of the organization, who is both an officer and an employee, must disclose any transaction or relationship that may give rise to a conflict of interest to the Governance and Nominating Committee of the Board of Trustees The Deputy Director, General Counsel and Assistant Secretary and Human Resources department reviews employee disclosures 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 are held to review the Code of Ethics with current staff

Identifier	Return Reference	Explanation
F990_P06_S0B_L15	Form 990, Part VI, Section B, Line 15	The charter for the Compensation Committee of the Board of Trustees describes the process the Committee uses for determining the compensation of the Director and other executive staff of the Foundation The "executive staff" of the Foundation includes all officers and key employees of the Foundation That process includes (i) review and approval by the Compensation Committee, (ii) the use of comparative data, and (iii) contemporaneous substantiation of the deliberations and decisions, reflected in the minutes of the Compensation Committee The Compensation Committee consists entirely of independent Trustees This process was used each time salary changes were considered for the Director of the Museum and Foundation, the Director of the Peggy Guggenheim Collection, the Senior Deputy Director and Chief Operating Officer, the Deputy Director, General Counsel and Assistant Secretary, the Deputy Director and Chief of Global Communications, and the Deputy Director and Chief Curator

Identifier	Return Reference	Explanation
F990_P06_S0B_L16a	Form 990, Part VI, Section B, Line 16a	The Foundation did not invest in, contribute assets to, or otherwise participate in any joint ventures with taxable entities in the tax year, nor did it invest in, contribute assets to or otherwise participate in any arrangement it believes is similar to a joint venture However, given the broad definition of "joint ventures or similar arrangement" in the instructions to this question, the Foundation answered this question "yes" in recognition of the fact that it has entered into contractual relationships with For Profit entities which fund mission-related exempt-purpose activities

Identifier	Return Reference	Explanation
F990_P06_S0C_L19	Form 990, Part VI, Section C, Line 19	These documents are available upon a written request or a request made in person

Identifier	Return Reference	Explanation
F990_P07_S0A_L01a	Form 990, Part VII, Section A, Line 1a	Included in reportable compensation from the organization for Juan Ignacio Vidarte, Deputy Director and Chief Officer for Global Strategies, is a housing allowance of $90,915 and tax gross-up payment of $58,078

Identifier	Return Reference	Explanation
F990_P11_S00_L05	Form 990, Part XI, Line 5	(1) Net unrealized gains on investments $168,635, (2) Foreign currency translation ($143,158), (3) Net change in postretirement benefit obligation ($177,879)

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

2011

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

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

(a) Name, address, and EIN of related organization	(b) Primary activity	(c) Legal domicile (state or foreign country)	(d) Exempt Code section	(e) Public charity status (if section 501(c)(3))	(f) Direct controlling entity	(g) Section 512(b)(13) controlled organization Yes	No
(1) 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		No

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	(k) Percentage ownership

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
(1) Guggenheimcom Inc 1071 Fifth Avenue New York, NY 10128 13-4113745	Ceased operations	DE	N/A	C			55 %

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

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

			Yes	No
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 related organization(s)	1b		No
c	Gift, grant, or capital contribution from related organization(s)	1c		No
d	Loans or loan guarantees to or for related organization(s)	1d		No
e	Loans or loan guarantees by related organization(s)	1e		No
f	Sale of assets to related organization(s)	1f		No
g	Purchase of assets from related organization(s)	1g		No
h	Exchange of assets with related organization(s)	1h		No
i	Lease of facilities, equipment, or other assets to related organization(s)	1i		No
j	Lease of facilities, equipment, or other assets from related organization(s)	1j		No
k	Performance of services or membership or fundraising solicitations for related organization(s)	1k		No
l	Performance of services or membership or fundraising solicitations by related organization(s)	1l		No
m	Sharing of facilities, equipment, mailing lists, or other assets with related organization(s)	1m		No
n	Sharing of paid employees with related organization(s)	1n		No
o	Reimbursement paid to related organization(s) for expenses	1o		No
p	Reimbursement paid by related organization(s) for expenses	1p		No
q	Other transfer of cash or property to related organization(s)	1q		No
r	Other transfer of cash or property from related 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	**(d)** Method of determining amount involved
(1)				
(2)				
(3)				
(4)				
(5)				
(6)				

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

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

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

Part VII Supplemental Information

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

Identifier	Return Reference	Explanation
SchR_P02_S00_L00	Schedule R, Part II	The Hermitage-Guggenheim Foundation, Inc ("HGF") was established by the Solomon R Guggenheim Foundation and the State Hermitage Museum, St Petersburg, Russia to promote art, architecture, design and education in New York, St Petersburg, and elsewhere around the world, by engaging in joint projects between two institutions In 2010, the Board of HGF determined that HGF would no longer seek to fund joint projects with the Solomon R Guggenheim Foundation and the State Hermitage Museum because those supported organizations did not intend to pursue joint projects within the scope of HGF's mission On December 16, 2011, HGF's Plan of Dissolution and Distribution of Assets was approved by the Supreme Court of the State of New York, County of New York In January 2012, HGF's remaining assets were distributed in accordance with the court-approved plan, and the Board of HGF intends to complete the process of dissolving HGF in accordance with New York law before the end of 2012

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/Treasurer	3	X		X				0	0	0
Calicchio John Trustee	3	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
Lawson Johnston Peter Trustee/Honorary Chairman	3	X		X				0	0	0
Lawson Johnston II Peter Trustee	2	X						0	0	0
Lutnick Howard W Trustee	2	X						0	0	0
Mack William L Trustee/Chairman	8	X		X				0	0	0
Macklowe Linda Trustee	2	X						0	0	0
McNeil Wendy L J Trustee/Vice-President	3	X		X				0	0	0
Meyer Edward H Trustee/Vice-President	2	X		X				0	0	0
Phelan Amy Trustee	2	X						0	0	0
Potanin Vladimir O Trustee	2	X						0	0	0
Ross Stephen M Trustee	2	X						0	0	0
Sackler Mortimer D A Trustee	2	X						0	0	0
Saul Denise Trustee	3	X						0	0	0
Schulhof Michael P Trustee	2	X						0	0	0
Sharp Cronson Mary Trustee	2	X						0	0	0
Sherwood James B Trustee	2	X						0	0	0
Slifka Barbara Trustee	2	X						0	0	0
Stockman Jennifer Blei Trustee/President	8	X		X				0	0	0
Swid Stephen C Trustee/Vice-President	3	X		X				0	0	0
Walter Mark R Trustee/Vice-President	2	X		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
Wilmerding John Trustee	3	X						0	0	0
Rover Edward F Secretary	2			X				0	0	0
Armstrong Richard D Director of the Museum and SRGF	40			X				746,253	0	12,912
Steglitz Marc H Senior Deputy Director and COO	40			X				355,995	0	27,848
Austrian Sarah G Dep Director General Counsel and Asst Secretary	40			X				285,789	0	19,037
Rylands Philip Deputy Director PG Collection	40				X			329,918	0	144,806
Goldhar Eleanor R Deputy Director and Chief of Global Communications	40				X			252,269	0	27,881
Spector Nancy E Deputy Director and Chief Curator	40				X			213,656	0	24,260
Vidarte Juan Ignacio Dep Director and Chief Officer for Global Strategies	20					X		327,857	0	5,366
Wielk John L Exec Dir for Corporate and Institutional Development	40					X		214,157	0	17,366
Wiseman Ari J Deputy Director of SRGF	40					X		197,230	0	5,562
Meyerhoff Karen Managing Director for Business Development	40					X		184,458	0	12,424
Rosenthal Robert Chief Information Officer	40					X		167,868	0	14,373

Additional Data

Software ID:	11000129
Software Version:	v1.00
EIN:	13-5562233
Name:	Solomon R Guggenheim Foundation

Form 990, Special Condition Description:

Special Condition Description

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

4d. Other program services

(Code) (Expenses $ 6,210,695 including grants of $ 0) (Revenue $ 9,595,785)

(Educational Publications, Web site, Products, and Retail Operations) 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 2011 included Maurizio Cattelan All, exhibition catalogue, Once Upon a Time, exhibition catalogue, Lee Ufan Marking Infinity, exhibition catalogue, The Great Upheaval Modern Art from the Guggenheim Collection, 1910-1918, exhibition catalogue, Agathe Snow All Access World, exhibition catalogue, and The Luminous Interval D Daskalopoulos Collection, exhibition catalogue, along with digital (e-book) editions of the titles Maurizio Cattelan All and I'd Like the Goo-Gen-Heim In 2011 for the Maurizio Cattelan All exhibition the museum published its first mobile devise "app" Significant content from SRGF Publications is available for the public, free of charge, on SRGF's web site (guggenheim org or http //www guggenheim org), which in 2011 had 4,366,083 visits and 13, 346,172 pageviews The Collection Online, which premiered in 2001 and has been steadily expanded currently features over 900 artworks by over 350 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 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 Guggenheim Forum is a continuing series of moderated online discussions catalyzing intelligent conversation on the arts, architecture, and design In 2011 in forum featured "Word for Word" and "Get Real" in which experts from a variety of fields inquired into and debated topics related to the museum's exhibition program over the course of one week Educational exhibition videos were also created for the following exhibitions The Great Upheaval Modern Art from the Guggenheim Collection, 1910-1918 http //www guggenheim org/new-york/interact/watch/past-exhibition-videos/great-upheaval-origins-of-the-museum-collection, Lee Ufan Marking Infinity http //www guggenheim org/new-york/interact/watch/past-exhibition-videos/lee-ufan-marking-infinity, and informative microsites for the following exhibitions The Great Upheaval Modern Art from the Guggenheim Collection, 1910-1918 http //web guggenheim org/exhibitions/exhibition_pages/greatupheaval/, Lee Ufan Marking Infinity http //web guggenheim org/exhibitions/leeufan/overview/ SRGF educated the general public through free with admission daily educator led tours, the gallery guide program, weekly in-gallery family programs and film screenings, as well as welcomed the public to register for courses, lectures, symposia, performances, and other programs SRGF's Mind's Eye Program explored current exhibitions monthly through Verbal Imaging and Touch, and in American Sign Language for partially sighted, blind and deaf visitors SRGF's Learning Through Art Program sponsored artist residencies in public schools in all five boroughs of New York City and mounted a month-long exhibition of student work in the museum's galleries SRGF's family programs welcomed visitors from around the world and invited them to discover the museum through family day events, family tours and the distribution of free guides and activity packs K-12 School groups participated in interactive museum tours that were customized for both typically developing children and those with special needs SRGF's Works and Process series provides the public with preview performances and discussions with artists in the realms of theater, dance, literature, and music The Foundation entered into a program collaboration with BMW, to present the BMW Guggenheim Lab, a joint initiative of the Solomon R Guggenheim Foundation and the BMW Group The BMW Guggenheim Lab launched in August 2011 in New York Over six years, the Lab will travel to a number of cities around the world in three successive two-year cycles, each with its own theme and structure presenting free programming design, architecture and an urban sustainability SRGF also initiated a 5-year cross cultural collaboration with UBS - Guggenheim UBS MAP Global Art Initiative, that will chart contemporary art in three geographic regions of particular interest to the Guggenheim - South and Southeast Asia, Latin America, and the Middle East and North Africa This new initiative will help broaden the geographic outreach of the Guggenheim and other institutions around the world by fostering lasting professional relationships among curators, artists, and educators on regional and global levels