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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
2012
Open to Public Inspection

A For the 2012 calendar year, or tax year beginning 07-01-2012, 2012, and ending 06-30-2013

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

C Name of organization: HENRY E HUNTINGTON LIBRARY AND ART GALLERY
 Doing Business As:
 Number and street (or P O box if mail is not delivered to street address) Room/suite: 1151 OXFORD ROAD
 City or town, state or country, and ZIP + 4: SAN MARINO, CA 911081218

D Employer identification number: 95-1644589
E Telephone number: (626) 405-2150
G Gross receipts \$ 226,315,167

F Name and address of principal officer: STEVEN KOBLIK, 1151 OXFORD ROAD, SAN MARINO, CA 911081218

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.HUNTINGTON.ORG

K Form of organization: Corporation Trust Association Other
L Year of formation: 1919 **M** State of legal domicile: CA

Part I Summary

1 Briefly describe the organization's mission or most significant activities
 BUILDING ON HENRY E HUNTINGTON'S LEGACY OF RENOWNED COLLECTIONS AND BOTANICAL GARDENS THAT ENRICH THE VISITOR, THE HUNTINGTON TODAY ENCOURAGES RESEARCH AND PROMOTES EDUCATION IN THE ARTS, HUMANITIES, AND BOTANICAL SCIENCES THROUGH THE GROWTH AND PRESERVATION OF ITS COLLECTIONS, THROUGH THE DEVELOPMENT AND SUPPORT OF A COMMUNITY OF SCHOLARS, AND THROUGH THE DISPLAY AND INTERPRETATION OF ITS EXTRAORDINARY RESOURCES TO THE PUBLIC

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	5
4 Number of independent voting members of the governing body (Part VI, line 1b)	4	5
5 Total number of individuals employed in calendar year 2012 (Part V, line 2a)	5	501
6 Total number of volunteers (estimate if necessary)	6	1,302
7a Total unrelated business revenue from Part VIII, column (C), line 12	7a	-889,650
b Net unrelated business taxable income from Form 990-T, line 34	7b	-1,077,774

	Prior Year	Current Year
8 Contributions and grants (Part VIII, line 1h)	24,811,038	68,967,085
9 Program service revenue (Part VIII, line 2g)	6,235,800	7,305,934
10 Investment income (Part VIII, column (A), lines 3, 4, and 7d)	23,552,564	22,757,890
11 Other revenue (Part VIII, column (A), lines 5, 6d, 8c, 9c, 10c, and 11e)	4,592,568	1,549,271
12 Total revenue—add lines 8 through 11 (must equal Part VIII, column (A), line 12)	59,191,970	100,580,180

13 Grants and similar amounts paid (Part IX, column (A), lines 1-3)	1,504,404	1,728,971
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)	21,621,220	23,011,110
16a Professional fundraising fees (Part IX, column (A), line 11e)	0	0
b Total fundraising expenses (Part IX, column (D), line 25) \rightarrow 3,303,380		
17 Other expenses (Part IX, column (A), lines 11a-11d, 11f-24e)	25,828,304	28,858,732
18 Total expenses Add lines 13-17 (must equal Part IX, column (A), line 25)	48,953,928	53,598,813
19 Revenue less expenses Subtract line 18 from line 12	10,238,042	46,981,367

	Beginning of Current Year	End of Year
20 Total assets (Part X, line 16)	546,872,048	623,625,714
21 Total liabilities (Part X, line 26)	10,878,409	12,761,793
22 Net assets or fund balances Subtract line 21 from line 20	535,993,639	610,863,921

Part II Signature Block

Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete Declaration of preparer (other than officer) is based on all information of which preparer has any knowledge

Sign Here
 Signature of officer: *****
 Date: 2014-03-21
 ALISON D SOWDEN VP FOR FINANCIAL AFFAIRS
 Type or print name and title

Paid Preparer Use Only
 Pnnt/Type preparer's name: LIOR TEMKIN
 Preparer's signature: _____
 Date: 2014-03-21
 Check if self-employed
 PTIN: P00748170
 Firm's name: SINGERLEWAK LLP
 Firm's EIN: 95-2302617
 Firm's address: 10960 WILSHIRE BLVD STE 700
 Phone no: (310) 477-3924
 LOS ANGELES, CA 900243783

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

SEE SCHEDULE O

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

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

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

If "Yes," describe these changes on Schedule O

4 Describe the organization's program service accomplishments for each of its three largest program services, as measured by expenses Section 501(c)(3) and 501(c)(4) organizations are required to report the amount of grants and allocations to others, the total expenses, and revenue, if any, for each program service reported

4a (Code) (Expenses \$ 16,557,055 including grants of \$ 1,728,971) (Revenue \$ 511,337)
SEE SCHEDULE O

4b (Code) (Expenses \$ 12,616,957 including grants of \$) (Revenue \$ 210,655)
SEE SCHEDULE O

4c (Code) (Expenses \$ 10,857,371 including grants of \$) (Revenue \$ 53,480)
SEE SCHEDULE O

(Code) (Expenses \$ 5,399,486 including grants of \$) (Revenue \$ 7,584,162)
THE HUNTINGTON LIBRARY, ART COLLECTIONS, AND BOTANICAL GARDENS IS A COLLECTIONS-BASED RESEARCH AND EDUCATIONAL INSTITUTION SERVING SCHOLARS AND THE GENERAL PUBLIC EACH YEAR, THE HUNTINGTON * PROVIDES MORE THAN 1,700 SCHOLARS WITH RESEARCH ACCESS TO A WORLD-CLASS COLLECTION OF RARE BOOKS, MANUSCRIPTS, PHOTOGRAPHS, MAPS, PAINTINGS, PRINTS, SCULPTURES, DECORATIVE ARTS, AND RELATED MATERIALS, * AWARDS APPROXIMATELY \$1.7 MILLION IN FELLOWSHIPS TO SCHOLARS FOR ADVANCED HUMANITIES RESEARCH THROUGH A PEER-REVIEW PROCESS, * EDUCATES THOUSANDS OF SCHOOL CHILDREN AND THEIR TEACHERS IN ART, HISTORY, LITERATURE, AND BOTANICAL SCIENCE THROUGH SPECIAL TOURS AND PROGRAMS, * ORGANIZES SPECIAL EXHIBITIONS TO ENHANCE THE VISITOR EXPERIENCE, INTERPRET THE COLLECTIONS, AND FACILITATE LEARNING, AND * HOSTS MORE THAN 600,000 VISITORS THE HUNTINGTON HAS A MEMBERSHIP TOTALING MORE THAN 33,000, A VOLUNTEER CORPS OF MORE THAN 1,300, AND A FULL- AND PART-TIME STAFF OF ABOUT 501 IT IS AN INDEPENDENT NON-PROFIT ORGANIZATION, SUPPORTED BY GIFTS AND GRANTS FROM INDIVIDUALS, CORPORATIONS, FOUNDATIONS, AND GOVERNMENT AGENCIES AND BY A PRIVATE ENDOWMENT

4d Other program services (Describe in Schedule O)
(Expenses \$ 5,399,486 including grants of \$) (Revenue \$ 7,584,162)

4e Total program service expenses 45,430,869

Part IV Checklist of Required Schedules

	Yes	No
1 Is the organization described in section 501(c)(3) or 4947(a)(1) (other than a private foundation)? <i>If "Yes," complete Schedule A.</i>	Yes	
2 Is the organization required to complete <i>Schedule B, Schedule of Contributors</i> (see instructions)?	Yes	
3 Did the organization engage in direct or indirect political campaign activities on behalf of or in opposition to candidates for public office? <i>If "Yes," complete Schedule C, Part I.</i>		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? <i>If "Yes," complete Schedule C, Part II.</i>		No
5 Is the organization a section 501(c)(4), 501(c)(5), or 501(c)(6) organization that receives membership dues, assessments, or similar amounts as defined in Revenue Procedure 98-19? <i>If "Yes," complete Schedule C, Part III.</i>		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? <i>If "Yes," complete Schedule D, Part I.</i>		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? <i>If "Yes," complete Schedule D, Part II.</i>		No
8 Did the organization maintain collections of works of art, historical treasures, or other similar assets? <i>If "Yes," complete Schedule D, Part III.</i>	Yes	
9 Did the organization report an amount in Part X, line 21 for escrow or custodial account liability, serve as a custodian for amounts not listed in Part X, or provide credit counseling, debt management, credit repair, or debt negotiation services? <i>If "Yes," complete Schedule D, Part IV.</i>		No
10 Did the organization, directly or through a related organization, hold assets in temporarily restricted endowments, permanent endowments, or quasi-endowments? <i>If "Yes," complete Schedule D, Part V.</i>	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, line 10? <i>If "Yes," complete Schedule D, Part VI.</i>	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? <i>If "Yes," complete Schedule D, Part VII.</i>		No
c Did the organization report an amount for investments—program related in Part X, line 13 that is 5% or more of its total assets reported in Part X, line 16? <i>If "Yes," complete Schedule D, Part VIII.</i>		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? <i>If "Yes," complete Schedule D, Part IX.</i>		No
e Did the organization report an amount for other liabilities in Part X, line 25? <i>If "Yes," complete Schedule D, Part X.</i>	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)? <i>If "Yes," complete Schedule D, Part X.</i>	Yes	
12a Did the organization obtain separate, independent audited financial statements for the tax year? <i>If "Yes," complete Schedule D, Parts XI and XII.</i>	Yes	
b Was the organization included in consolidated, independent audited financial statements for the tax year? <i>If "Yes," and if the organization answered "No" to line 12a, then completing Schedule D, Parts XI and XII is optional.</i>		No
13 Is the organization a school described in section 170(b)(1)(A)(ii)? <i>If "Yes," complete Schedule E.</i>		No
14a Did the organization maintain an office, employees, or agents outside of the United States?		No
b Did the organization have aggregate revenues or expenses of more than \$10,000 from grantmaking, fundraising, business, investment, and program service activities outside the United States, or aggregate foreign investments valued at \$100,000 or more? <i>If "Yes," complete Schedule F, Parts I and IV.</i>	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 United States? <i>If "Yes," complete Schedule F, Parts II and IV.</i>		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 United States? <i>If "Yes," complete Schedule F, Parts III and IV.</i>	Yes	
17 Did the organization report a total of more than \$15,000 of expenses for professional fundraising services on Part IX, column (A), lines 6 and 11e? <i>If "Yes," complete Schedule G, Part I (see instructions).</i>		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? <i>If "Yes," complete Schedule G, Part II.</i>	Yes	
19 Did the organization report more than \$15,000 of gross income from gaming activities on Part VIII, line 9a? <i>If "Yes," complete Schedule G, Part III.</i>		No
20a Did the organization operate one or more hospital facilities? <i>If "Yes," complete Schedule H.</i>		No
b If "Yes" to line 20a, did the organization attach a copy of its audited financial statements to this return?		

Part IV Checklist of Required Schedules *(continued)*

21	Did the organization report more than \$5,000 of grants and other assistance to any government or organization in the United States on Part IX, column (A), line 1? <i>If "Yes," complete Schedule I, Parts I and II</i>	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? <i>If "Yes," complete Schedule I, Parts I and III</i>	22	Yes	
23	Did the organization answer "Yes" to Part VII, Section A, line 3, 4, or 5 about compensation of the organization's current and former officers, directors, trustees, key employees, and highest compensated employees? <i>If "Yes," complete Schedule J</i>	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? <i>If "Yes," answer lines 24b through 24d and complete Schedule K. If "No," go to line 25</i>	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? <i>If "Yes," complete Schedule L, Part I</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? <i>If "Yes," complete Schedule L, Part I</i>	25b		No
26	Was a loan to or by a current or former officer, director, trustee, key employee, highest compensated employee, or disqualified person outstanding as of the end of the organization's tax year? <i>If "Yes," complete Schedule L, Part II</i>	26	Yes	
27	Did the organization provide a grant or other assistance to an officer, director, trustee, key employee, substantial contributor or employee thereof, a grant selection committee member, or to a 35% controlled entity or family member of any of these persons? <i>If "Yes," complete Schedule L, Part III</i>	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? <i>If "Yes," complete Schedule L, Part IV</i>	28a		No
b	A family member of a current or former officer, director, trustee, or key employee? <i>If "Yes," complete Schedule L, Part IV</i>	28b	Yes	
c	An entity of which a current or former officer, director, trustee, or key employee (or a family member thereof) was an officer, director, trustee, or direct or indirect owner? <i>If "Yes," complete Schedule L, Part IV</i>	28c		No
29	Did the organization receive more than \$25,000 in non-cash contributions? <i>If "Yes," complete Schedule M</i>	29	Yes	
30	Did the organization receive contributions of art, historical treasures, or other similar assets, or qualified conservation contributions? <i>If "Yes," complete Schedule M</i>	30	Yes	
31	Did the organization liquidate, terminate, or dissolve and cease operations? <i>If "Yes," complete Schedule N, Part I</i>	31		No
32	Did the organization sell, exchange, dispose of, or transfer more than 25% of its net assets? <i>If "Yes," complete Schedule N, Part II</i>	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? <i>If "Yes," complete Schedule R, Part I</i>	33		No
34	Was the organization related to any tax-exempt or taxable entity? <i>If "Yes," complete Schedule R, Part II, III, or IV, and Part V, line 1</i>	34	Yes	
35a	Did the organization have a controlled entity within the meaning of section 512(b)(13)?	35a		No
b	If "Yes" to line 35a, did the organization receive any payment from or engage in any transaction with a controlled entity within the meaning of section 512(b)(13)? <i>If "Yes," complete Schedule R, Part V, line 2</i>	35b		
36	Section 501(c)(3) organizations. Did the organization make any transfers to an exempt non-charitable related organization? <i>If "Yes," complete Schedule R, Part V, line 2</i>	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? <i>If "Yes," complete Schedule R, Part VI</i>	37		No
38	Did the organization complete Schedule O and provide explanations in Schedule O for Part VI, lines 11b and 19? Note. All Form 990 filers are required to complete Schedule O	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 368		
1b	Enter the number of Forms W-2G included in line 1a Enter -0- if not applicable 1b 0		
1c	Did the organization comply with backup withholding rules for reportable payments to vendors and reportable gaming (gambling) winnings to prize winners? 1c Yes	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 501		
2b	If at least one is reported on line 2a, did the organization file all required federal employment tax returns? Note. If the sum of lines 1a and 2a is greater than 250, you may be required to e-file (see instructions) 2b Yes	Yes	
3a	Did the organization have unrelated business gross income of \$1,000 or more during the year? 3a Yes	Yes	
3b	If "Yes," has it filed a Form 990-T for this year? If "No," provide an explanation in Schedule O 3b Yes	Yes	
4a	At any time during the calendar year, did the organization have an interest in, or a signature or other authority over, a financial account in a foreign country (such as a bank account, securities account, or other financial account)? 4a Yes	Yes	
b	If "Yes," enter the name of the foreign country CJ 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
5b	Did any taxable party notify the organization that it was or is a party to a prohibited tax shelter transaction? 5b		No
5c	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 as charitable contributions? 6a		No
6b	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	Yes	
7b	If "Yes," did the organization notify the donor of the value of the goods or services provided? 7b Yes	Yes	
7c	Did the organization sell, exchange, or otherwise dispose of tangible personal property for which it was required to file Form 8282? 7c		No
7d	If "Yes," indicate the number of Forms 8282 filed during the year 7d		
7e	Did the organization receive any funds, directly or indirectly, to pay premiums on a personal benefit contract? 7e		No
7f	Did the organization, during the year, pay premiums, directly or indirectly, on a personal benefit contract? 7f		No
7g	If the organization received a contribution of qualified intellectual property, did the organization file Form 8899 as required? 7g		
7h	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.		
9a	Did the organization make any taxable distributions under section 4966? 9a		
9b	Did the organization make a distribution to a donor, donor advisor, or related person? 9b		
10	Section 501(c)(7) organizations. Enter		
10a	Initiation fees and capital contributions included on Part VIII, line 12 10a		
10b	Gross receipts, included on Form 990, Part VIII, line 12, for public use of club facilities 10b		
11	Section 501(c)(12) organizations. Enter		
11a	Gross income from members or shareholders 11a		
11b	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		
12b	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.		
13a	Is the organization licensed to issue qualified health plans in more than one state? Note. See the instructions for additional information the organization must report on Schedule O 13a		
13b	Enter the amount of reserves the organization is required to maintain by the states in which the organization is licensed to issue qualified health plans 13b		
13c	Enter the amount of reserves on hand 13c		
14a	Did the organization receive any payments for indoor tanning services during the tax year? 14a		No
14b	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		
	If there are material differences in voting rights among members of the governing body, or if the governing body delegated broad authority to an executive committee or similar committee, explain in Schedule O		
1b	Enter the number of voting members included in line 1a, above, who are independent		
2	Did any officer, director, trustee, or key employee have a family relationship or a business relationship with any other officer, director, trustee, or key employee?	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?		No
4	Did the organization make any significant changes to its governing documents since the prior Form 990 was filed?		No
5	Did the organization become aware during the year of a significant diversion of the organization's assets?		No
6	Did the organization have members or stockholders?		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?		No
7b	Are any governance decisions of the organization reserved to (or subject to approval by) members, stockholders, or persons other than the governing body?		No
8	Did the organization contemporaneously document the meetings held or written actions undertaken during the year by the following		
8a	The governing body?	Yes	
8b	Each committee with authority to act on behalf of the governing body?	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		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?		No
10b	If "Yes," did the organization have written policies and procedures governing the activities of such chapters, affiliates, and branches to ensure their operations are consistent with the organization's exempt purposes?		
11a	Has the organization provided a complete copy of this Form 990 to all members of its governing body before filing the form?	Yes	
11b	Describe in Schedule O the process, if any, used by the organization to review this Form 990		
12a	Did the organization have a written conflict of interest policy? If "No," go to line 13	Yes	
12b	Were officers, directors, or trustees, and key employees required to disclose annually interests that could give rise to conflicts?	Yes	
12c	Did the organization regularly and consistently monitor and enforce compliance with the policy? If "Yes," describe in Schedule O how this was done	Yes	
13	Did the organization have a written whistleblower policy?	Yes	
14	Did the organization have a written document retention and destruction policy?	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?		
15a	The organization's CEO, Executive Director, or top management official	Yes	
15b	Other officers or key employees of the organization	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?		No
16b	If "Yes," did the organization follow a written policy or procedure requiring the organization to evaluate its participation in joint venture arrangements under applicable federal tax law, and take steps to safeguard the organization's exempt status with respect to such arrangements?		

Section C. Disclosure

- 17** List the States with which a copy of this Form 990 is required to be filed **CA**
- 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 Other (explain in Schedule O)
- 19** Describe in Schedule O whether (and if so, how), the organization made its governing documents, conflict of interest policy, and financial statements available to the public during the tax year
- 20** State the name, physical address, and telephone number of the person who possesses the books and records of the organization
ALISON D SOWDEN 1151 OXFORD ROAD SAN MARINO, CA (626) 405-2150

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 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 organization compensated any current officer, director, or trustee

(A) Name and Title	(B) Average hours per week (list any hours for related organizations below dotted line)	(C) Position (do not check more than one box, unless person is both an officer and a director/trustee)						(D) Reportable compensation from the organization (W- 2/1099-MISC)	(E) Reportable compensation from related organizations (W- 2/1099-MISC)	(F) Estimated amount of other compensation from the organization and related organizations
		Individual trustee or director	Institutional Trustee	Officer	Key employee	Highest compensated employee	Former			
(1) PAUL G HAAGA JR TRUSTEE	10 00	X					0	0	0	
(2) ANNE F ROTHENBERG TRUSTEE	10 00	X					0	0	0	
(3) LOREN R ROTHSCHILD TRUSTEE	10 00	X					0	0	0	
(4) GENEVA H THORNTON TRUSTEE	10 00	X					0	0	0	
(5) STEWART R SMITH CHAIRMAN	10 00	X		X			0	0	0	
(6) JAMES FOLSOM DIRECTOR OF THE BOTANICAL GARDENS	40 00			X			174,494	0	18,273	
(7) STEVE HINDLE DIRECTOR OF RESEARCH	40 00			X			201,052	0	33,713	
(8) STEVEN KOBLIK PRESIDENT	40 00			X			408,837	0	37,428	
(9) JOHN MURDOCH THRU 63012 DIRECTOR OF THE ART COLLECTIONS	40 00			X			191,945	0	23,155	
(10) KEVIN SALATINO START 7212 DIRECTOR OF THE ART COLLECTIONS	40 00			X			77,839	0	4,379	
(11) RANDY SHULMAN VICE PRESIDENT FOR ADVANCEMENT	40 00			X			190,989	0	28,790	
(12) LAURIE SOWD VICE PRESIDENT FOR OPERATIONS	40 00			X			146,231	0	20,097	
(13) ALISON D SOWDEN VICE PRESIDENT FOR FINANCIAL AFFAIRS	40 00			X			237,301	0	33,966	
(14) DAVID ZEIDBERG DIRECTOR OF THE LIBRARY	40 00			X			222,489	0	26,042	
(15) ROBERT CARTER DIRECTOR OF HUMAN RESOURCES	38 00					X	141,246	0	14,908	
(16) DEBORAH JOHNSTON CONTROLLER	38 00					X	126,890	0	25,012	
(17) MARY MOSER ASSOCIATE VICE PRESIDENT FOR ADVANCEMENT	38 00					X	113,011	0	19,628	

Part VIII Statement of Revenue

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

		(A) Total revenue	(B) Related or exempt function revenue	(C) Unrelated business revenue	(D) Revenue excluded from tax under sections 512, 513, or 514	
Contributions, Gifts, Grants and Other Similar Amounts	1a Federated campaigns 1a					
	b Membership dues 1b					
	c Fundraising events 1c	544,344				
	d Related organizations 1d					
	e Government grants (contributions) 1e	282,597				
	f All other contributions, gifts, grants, and similar amounts not included above 1f	68,140,144				
	g Noncash contributions included in lines 1a-1f \$	39,672,441				
	h Total. Add lines 1a-1f	68,967,085				
Program Service Revenue	Business Code					
	2a ADMISSION	900099	4,579,889	4,579,889		
	b PROGRAMS	900099	1,392,238	1,392,238		
	c FOOD SERVICES	900099	633,624		633,624	
	d RENTAL INCOME	900099	468,310	468,310		
	e FEES INCLUDING TOURS	900099	186,853	186,853		
	f All other program service revenue		45,020	39,020	6,000	
	g Total. Add lines 2a-2f		7,305,934			
Other Revenue	3 Investment income (including dividends, interest, and other similar amounts)		10,558,633		-962,623	
	4 Income from investment of tax-exempt bond proceeds					
	5 Royalties		69,107		69,107	
	6a Gross rents	(i) Real				
		(ii) Personal				
		b Less rental expenses				
		c Rental income or (loss)				
	d Net rental income or (loss)					
	7a Gross amount from sales of assets other than inventory	(i) Securities	136,488,799			
		(ii) Other		73,704		
		b Less cost or other basis and sales expenses	124,186,225		177,021	
		c Gain or (loss)	12,302,574		-103,317	
	d Net gain or (loss)		12,199,257		12,199,257	
	8a Gross income from fundraising events (not including \$ 544,344 of contributions reported on line 1c) See Part IV, line 18	a		43,175		
		b Less direct expenses b		184,284		
c Net income or (loss) from fundraising events			-141,109		-141,109	
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		2,308,130			
	b Less cost of goods sold b		1,187,457			
	c Net income or (loss) from sales of inventory		1,120,673	1,053,700	66,973	
Miscellaneous Revenue		Business Code				
11a INSURANCE PROCEEDS	900099	500,000		500,000		
b MORTGAGE INTEREST INCO	900099	600		600		
c						
d All other revenue						
e Total. Add lines 11a-11d		500,600				
12 Total revenue. See Instructions		100,580,180	7,720,010	-889,650	24,782,735	

Part IX Statement of Functional Expenses

Section 501(c)(3) and 501(c)(4) organizations must complete all columns. All other organizations must complete column (A)

Check if Schedule O contains a response 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				
2	Grants and other assistance to individuals in the United States. See Part IV, line 22	1,481,206	1,481,206		
3	Grants and other assistance to governments, organizations, and individuals outside the United States. See Part IV, lines 15 and 16	247,765	247,765		
4	Benefits paid to or for members				
5	Compensation of current officers, directors, trustees, and key employees	2,124,312	1,127,791	770,326	226,195
6	Compensation not included above, to disqualified persons (as defined under section 4958(f)(1)) and persons described in section 4958(c)(3)(B)	86,462		86,462	
7	Other salaries and wages	15,374,817	13,189,467	693,573	1,491,777
8	Pension plan accruals and contributions (include section 401(k) and 403(b) employer contributions)	1,338,406	1,106,614	108,612	123,180
9	Other employee benefits	2,789,232	2,306,180	226,346	256,706
10	Payroll taxes	1,297,881	1,073,108	105,323	119,450
11	Fees for services (non-employees)				
a	Management				
b	Legal	26,710		26,432	278
c	Accounting	115,651		115,651	
d	Lobbying				
e	Professional fundraising services. See Part IV, line 17				
f	Investment management fees	1,974,636		1,974,636	
g	Other (If line 11g amount exceeds 10% of line 25, column (A) amount, list line 11g expenses on Schedule O)	649,904	585,752	63,516	636
12	Advertising and promotion	55,453	42,304	11,515	1,634
13	Office expenses	2,558,046	2,023,171	166,297	368,578
14	Information technology	17,724	16,464	49	1,211
15	Royalties	1,883	1,883		
16	Occupancy	2,431,187	2,267,186	120,663	43,338
17	Travel	522,082	474,913	32,874	14,295
18	Payments of travel or entertainment expenses for any federal, state, or local public officials				
19	Conferences, conventions, and meetings	302,364	136,135	121,962	44,267
20	Interest				
21	Payments to affiliates				
22	Depreciation, depletion, and amortization	7,468,007	7,363,884	47,754	56,369
23	Insurance				
24	Other expenses. Itemize expenses not covered above (List miscellaneous expenses in line 24e. If line 24e amount exceeds 10% of line 25, column (A) amount, list line 24e expenses on Schedule O)				
a	ACQUISITIONS & COLLECTI	8,415,781	8,415,781		
b	EXHIBITS, PROGRAMS & EV	2,192,508	1,656,061	143,079	393,368
c	MAINTENANCE & REPAIR	1,701,875	1,626,230	38,026	37,619
d	PRINTING & PUBLICATIONS	424,921	288,974	11,468	124,479
e	All other expenses				
25	Total functional expenses. Add lines 1 through 24e	53,598,813	45,430,869	4,864,564	3,303,380
26	Joint costs. Complete this line only if the organization reported in column (B) joint costs from a combined educational campaign and fundraising solicitation. Check here <input type="checkbox"/> if following SOP 98-2 (ASC 958-720)				

Part X Balance Sheet

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

		(A) Beginning of year		(B) End of year
Assets	1 Cash—non-interest-bearing		1	
	2 Savings and temporary cash investments	32,361,909	2	95,521,085
	3 Pledges and grants receivable, net	17,613,391	3	23,168,681
	4 Accounts receivable, net	126,471	4	123,449
	5 Loans and other receivables from current and former officers, directors, trustees, key employees, and highest compensated employees Complete Part II of Schedule L		5	119,587
	6 Loans and other receivables from other disqualified persons (as defined under section 4958(f)(1)), persons described in section 4958(c)(3)(B), and contributing employers and sponsoring organizations of section 501(c)(9) voluntary employees' beneficiary organizations (see instructions) Complete Part II of Schedule L		6	
	7 Notes and loans receivable, net		7	
	8 Inventories for sale or use	561,282	8	470,958
	9 Prepaid expenses and deferred charges	403,729	9	609,412
	10a Land, buildings, and equipment cost or other basis Complete Part VI of Schedule D	10a 190,705,111		
	b Less accumulated depreciation	10b 74,307,667	113,870,595	10c 116,397,444
	11 Investments—publicly traded securities	360,645,145	11	364,410,754
	12 Investments—other securities See Part IV, line 11		12	
	13 Investments—program-related See Part IV, line 11		13	
	14 Intangible assets		14	
	15 Other assets See Part IV, line 11	21,289,526	15	22,804,344
16 Total assets. Add lines 1 through 15 (must equal line 34)	546,872,048	16	623,625,714	
Liabilities	17 Accounts payable and accrued expenses	5,263,651	17	4,293,422
	18 Grants payable		18	
	19 Deferred revenue		19	
	20 Tax-exempt bond liabilities		20	
	21 Escrow or custodial account liability Complete Part IV of Schedule D		21	
	22 Loans and other payables to current and former officers, directors, trustees, key employees, highest compensated employees, and disqualified persons Complete Part II of Schedule L		22	
	23 Secured mortgages and notes payable to unrelated third parties		23	2,660,000
	24 Unsecured notes and loans payable to unrelated third parties		24	
	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	5,614,758	25	5,808,371
	26 Total liabilities. Add lines 17 through 25	10,878,409	26	12,761,793
Net Assets or Fund Balances	Organizations that follow SFAS 117 (ASC 958), check here <input checked="" type="checkbox"/> and complete lines 27 through 29, and lines 33 and 34.			
	27 Unrestricted net assets	265,823,649	27	282,224,095
	28 Temporarily restricted net assets	148,258,336	28	204,353,203
	29 Permanently restricted net assets	121,911,654	29	124,286,623
	Organizations that do not follow SFAS 117 (ASC 958), check here <input type="checkbox"/> and complete lines 30 through 34.			
	30 Capital stock or trust principal, or current funds		30	
	31 Paid-in or capital surplus, or land, building or equipment fund		31	
	32 Retained earnings, endowment, accumulated income, or other funds		32	
33 Total net assets or fund balances	535,993,639	33	610,863,921	
34 Total liabilities and net assets/fund balances	546,872,048	34	623,625,714	

Part XI Reconciliation 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	100,580,180
2	Total expenses (must equal Part IX, column (A), line 25)	2	53,598,813
3	Revenue less expenses Subtract line 2 from line 1	3	46,981,367
4	Net assets or fund balances at beginning of year (must equal Part X, line 33, column (A))	4	535,993,639
5	Net unrealized gains (losses) on investments	5	26,535,074
6	Donated services and use of facilities	6	391,218
7	Investment expenses	7	
8	Prior period adjustments	8	
9	Other changes in net assets or fund balances (explain in Schedule O)	9	962,623
10	Net assets or fund balances at end of year Combine lines 3 through 9 (must equal Part X, line 33, column (B))	10	610,863,921

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 <input type="checkbox"/> Cash <input checked="" type="checkbox"/> Accrual <input type="checkbox"/> Other _____ If the organization changed its method of accounting from a prior year or checked "Other," explain in Schedule O		
2a	Were the organization's financial statements compiled or reviewed by an independent accountant? If "Yes," check a box below to indicate whether the financial statements for the year were compiled or reviewed on a separate basis, consolidated basis, or both <input type="checkbox"/> Separate basis <input type="checkbox"/> Consolidated basis <input type="checkbox"/> Both consolidated and separate basis		No
2b	Were the organization's financial statements audited by an independent accountant? If "Yes," check a box below to indicate whether the financial statements for the year were audited on a separate basis, consolidated basis, or both <input checked="" type="checkbox"/> Separate basis <input type="checkbox"/> Consolidated basis <input type="checkbox"/> Both consolidated and separate basis	Yes	
2c	If "Yes," to line 2a or 2b, does the organization have a committee that assumes responsibility for oversight of the audit, review, or compilation of its financial statements and selection of an independent accountant? If the organization changed either its oversight process or selection process during the tax year, explain in Schedule O	Yes	
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?		No
3b	If "Yes," did the organization undergo the required audit or audits? If the organization did not undergo the required audit or audits, explain why in Schedule O and describe any steps taken to undergo such audits		

SCHEDULE A
(Form 990 or 990EZ)

Public Charity Status and Public Support

OMB No 1545-0047

2012

Open to Public Inspection

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.

Name of the organization

HENRY E HUNTINGTON LIBRARY AND ART GALLERY

Employer identification number

95-1644589

Part I Reason for Public Charity Status (All organizations must complete this part.) See instructions.

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

- 1 A church, convention of churches, or association of churches described in **section 170(b)(1)(A)(i)**.
- 2 A school described in **section 170(b)(1)(A)(ii)**. (Attach Schedule E)
- 3 A hospital or a cooperative hospital service organization described in **section 170(b)(1)(A)(iii)**.
- 4 A medical research organization operated in conjunction with a hospital described in **section 170(b)(1)(A)(iii)**. Enter the hospital's name, city, and state _____
- 5 An organization operated for the benefit of a college or university owned or operated by a governmental unit described in **section 170(b)(1)(A)(iv)**. (Complete Part II)
- 6 A federal, state, or local government or governmental unit described in **section 170(b)(1)(A)(v)**.
- 7 An organization that normally receives a substantial part of its support from a governmental unit or from the general public described in **section 170(b)(1)(A)(vi)**. (Complete Part II)
- 8 A community trust described in **section 170(b)(1)(A)(vi)** (Complete Part II)
- 9 An organization that normally receives (1) more than 33 1/3% of its support from contributions, membership fees, and gross receipts from activities related to its exempt functions—subject to certain exceptions, and (2) no more than 33 1/3% of its support from gross investment income and unrelated business taxable income (less section 511 tax) from businesses acquired by the organization after June 30, 1975 See **section 509(a)(2)**. (Complete Part III)
- 10 An organization organized and operated exclusively to test for public safety See **section 509(a)(4)**.
- 11 An organization organized and operated exclusively for the benefit of, to perform the functions of, or to carry out the purposes of one or more publicly supported organizations described in section 509(a)(1) or section 509(a)(2) See **section 509(a)(3)**. Check the box that describes the type of supporting organization and complete lines 11e through 11h
 a Type I b Type II c Type III - Functionally integrated d Type III - Non-functionally integrated
- e By checking this box, I certify that the organization is not controlled directly or indirectly by one or more disqualified persons other than foundation managers and other than one or more publicly supported organizations described in section 509(a)(1) or section 509(a)(2)
- f If the organization received a written determination from the IRS that it is a Type I, Type II, or Type III supporting organization, check this box
- g Since August 17, 2006, has the organization accepted any gift or contribution from any of the following persons?
 (i) A person who directly or indirectly controls, either alone or together with persons described in (ii) and (iii) below, the governing body of the supported organization?
 (ii) A family member of a person described in (i) above?
 (iii) A 35% controlled entity of a person described in (i) or (ii) above?
- h Provide the following information about the supported organization(s)

	Yes	No
11g(i)		
11g(ii)		
11g(iii)		

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

Part II Support Schedule for Organizations Described in Sections 170(b)(1)(A)(iv) and 170(b)(1)(A)(vi)
 (Complete only if you checked the box on line 5, 7, or 8 of Part I or if the organization failed to qualify under Part III. If the organization fails to qualify under the tests listed below, please complete Part III.)

Section A. Public Support

Calendar year (or fiscal year beginning in) ▶	(a) 2008	(b) 2009	(c) 2010	(d) 2011	(e) 2012	(f) Total
1 Gifts, grants, contributions, and membership fees received (Do not include any "unusual grants.")	27,014,932	30,744,577	177,823,530	24,811,038	68,967,085	329,361,162
2 Tax revenues levied for the organization's benefit and either paid to or expended on its behalf						
3 The value of services or facilities furnished by a governmental unit to the organization without charge						
4 Total. Add lines 1 through 3	27,014,932	30,744,577	177,823,530	24,811,038	68,967,085	329,361,162
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)						149,347,752
6 Public support. Subtract line 5 from line 4						180,013,410

Section B. Total Support

Calendar year (or fiscal year beginning in) ▶	(a) 2008	(b) 2009	(c) 2010	(d) 2011	(e) 2012	(f) Total
7 Amounts from line 4	27,014,932	30,744,577	177,823,530	24,811,038	68,967,085	329,361,162
8 Gross income from interest, dividends, payments received on securities loans, rents, royalties and income from similar sources	4,238,787	4,951,062	7,618,359	6,589,716	11,590,963	34,988,887
9 Net income from unrelated business activities, whether or not the business is regularly carried on	209,272					209,272
10 Other income Do not include gain or loss from the sale of capital assets (Explain in Part IV.)				3,517,005	500,000	4,017,005
11 Total support (Add lines 7 through 10)						368,576,326
12 Gross receipts from related activities, etc. (see instructions)					12	45,643,570

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 2012 (line 6, column (f) divided by line 11, column (f))	14	48.840%
15 Public support percentage for 2011 Schedule A, Part II, line 14	15	52.750%

16a 33 1/3% support test—2012. 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—2011. If the organization did not check a box on line 13 or 16a, and line 15 is 33 1/3% or more, check this box and **stop here.** The organization qualifies as a publicly supported organization

17a 10%-facts-and-circumstances test—2012. 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—2011. 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 Section 509(a)(2)

(Complete only if you checked the box on line 9 of Part I or if the organization failed to qualify under Part II. If the organization fails to qualify under the tests listed below, please complete Part II.)

Section A. Public Support

Calendar year (or fiscal year beginning in) ▶	(a) 2008	(b) 2009	(c) 2010	(d) 2011	(e) 2012	(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) 2008	(b) 2009	(c) 2010	(d) 2011	(e) 2012	(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 <input type="checkbox"/>						

Section C. Computation of Public Support Percentage

15 Public support percentage for 2012 (line 8, column (f) divided by line 13, column (f))	15	
16 Public support percentage from 2011 Schedule A, Part III, line 15	16	

Section D. Computation of Investment Income Percentage

17 Investment income percentage for 2012 (line 10c, column (f) divided by line 13, column (f))	17	
18 Investment income percentage from 2011 Schedule A, Part III, line 17	18	

- 19a 33 1/3% support tests—2012.** 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—2011.** 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.** Complete this part to provide the explanations required by Part II, line 10; Part II, line 17a or 17b; and Part III, line 12. Also complete this part for any additional information. (See instructions).

Facts And Circumstances Test

Explanation

SCHEDULE A, PART II, LINE 10, EXPLANATION OF OTHER INCOME INSURANCE PROCEEDS - 2011 AMOUNT \$ 3,517,005 2012 AMOUNT \$ 500,000
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SCHEDULE D (Form 990)

OMB No 1545-0047

Supplemental Financial Statements

2012

Open to Public Inspection

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

Department of the Treasury Internal Revenue Service

Name of the organization HENRY E HUNTINGTON LIBRARY AND ART GALLERY

Employer identification number

95-1644589

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

Table with 3 columns: (a) Donor advised funds, (b) Funds and other accounts. Rows include: 1 Total number at end of year, 2 Aggregate contributions to (during year), 3 Aggregate grants from (during year), 4 Aggregate value at end of year, 5 Did the organization inform all donors...?, 6 Did the organization inform all grantees...?

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

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

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

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

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

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

- a** Public exhibition
- b** Scholarly research
- c** Preservation for future generations
- d** Loan or exchange programs
- e** Other

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

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

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

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

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

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

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

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

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

	(a) Current year	(b) Prior year	(c) Two years back	(d) Three years back	(e) Four years back
1a Beginning of year balance	400,510,301	432,976,175	260,747,530	235,058,317	290,945,482
b Contributions	1,921,353	2,545,872	133,804,647	8,346,075	9,753,459
c Net investment earnings, gains, and losses	51,312,656	-9,640,175	52,120,120	28,125,736	-53,738,058
d Grants or scholarships					
e Other expenditures for facilities and programs	17,926,025	23,568,759	11,976,255	9,410,477	10,820,941
f Administrative expenses	1,974,637	1,802,812	1,719,867	1,372,121	1,081,625
g End of year balance	433,843,648	400,510,301	432,976,175	260,747,530	235,058,317

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

- a** Board designated or quasi-endowment ▶ 38 000 %
 - b** Permanent endowment ▶ 29 000 %
 - c** Temporarily restricted endowment ▶ 33 000 %
- The percentages in lines 2a, 2b, and 2c should equal 100%

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

	Yes	No
(i) unrelated organizations	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 XIII 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		2,082,008		2,082,008
b Buildings		112,747,025	42,628,552	70,118,473
c Leasehold improvements		44,061,905	18,851,757	25,210,148
d Equipment		15,222,482	12,827,358	2,395,124
e Other		16,591,691		16,591,691
Total. Add lines 1a through 1e (Column (d) must equal Form 990, Part X, column (B), line 10(c).)				116,397,444

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		
Other		
Total. (Column (b) must equal Form 990, Part X, col (B) line 12)		

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) must 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) must 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) Book value
Federal income taxes	
ASSET RETIREMENT OBLIGATION	359,761
OBLIGATIONS UNDER UNITRUST	5,448,610
Total. (Column (b) must equal Form 990, Part X, col (B) line 25)	5,808,371

2. Fin 48 (ASC 740) Footnote In Part XIII, provide the text of the footnote to the organization's financial statements that reports the organization's liability for uncertain tax positions under FIN 48 (ASC 740) Check here if the text of the footnote has been provided in Part XIII

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

1	Total revenue, gains, and other support per audited financial statements	1	126,195,453
2	Amounts included on line 1 but not on Form 990, Part VIII, line 12		
a	Net unrealized gains on investments	2a	26,535,074
b	Donated services and use of facilities	2b	391,218
c	Recoveries of prior year grants	2c	
d	Other (Describe in Part XIII)	2d	1,371,741
e	Add lines 2a through 2d	2e	28,298,033
3	Subtract line 2e from line 1	3	97,897,420
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	1,974,636
b	Other (Describe in Part XIII)	4b	708,124
c	Add lines 4a and 4b	4c	2,682,760
5	Total revenue Add lines 3 and 4c . (This must equal Form 990, Part I, line 12)	5	100,580,180

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

1	Total expenses and losses per audited financial statements	1	51,325,171
2	Amounts included on line 1 but not on Form 990, Part IX, line 25		
a	Donated services and use of facilities	2a	
b	Prior year adjustments	2b	
c	Other losses	2c	
d	Other (Describe in Part XIII)	2d	1,371,741
e	Add lines 2a through 2d	2e	1,371,741
3	Subtract line 2e from line 1	3	49,953,430
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	1,974,636
b	Other (Describe in Part XIII)	4b	1,670,747
c	Add lines 4a and 4b	4c	3,645,383
5	Total expenses Add lines 3 and 4c . (This must equal Form 990, Part I, line 18)	5	53,598,813

Part XIII 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, line 2, Part XI, lines 2d and 4b, and Part XII, lines 2d and 4b Also complete this part to provide any additional information

Identifier	Return Reference	Explanation
	PART III, LINE 1A	BASED ON THE HUNTINGTON ELECTION UNDER FASB 116, THE COLLECTIONS, WHICH WERE ACQUIRED THROUGH PURCHASES AND CONTRIBUTIONS SINCE THE HUNTINGTON'S INCEPTION, ARE NOT RECOGNIZED AS ASSETS ON THE STATEMENT OF FINANCIAL POSITION THE COLLECTIONS ARE HELD FOR PUBLIC EDUCATION OR RESEARCH IN FURTHERANCE OF PUBLIC SERVICE RATHER THAN FINANCIAL GAIN HOWEVER, THE HUNTINGTON, FOR PURPOSES OF THE INFORMATION RETURN (990 AND RELATED) REPORTED THE COLLECTIONS ACQUIRED THROUGH CONTRIBUTIONS AS INCOME REVENUES, AND OFFSET BY EXPENSES THE AMOUNT IS SHOWN AS A RECONCILING ITEM BETWEEN THE GAAP FINANCIALS AND THE INFORMATION RETURN FINANCIALS COLLECTIONS ITEMS ARE EXPENSED WHEN PURCHASED CONTRIBUTED COLLECTIONS ITEMS ARE NOT REFLECTED ON THE FINANCIAL STATEMENTS THE ESTIMATED FAIR VALUE OF CONTRIBUTED COLLECTIONS ITEMS AMOUNTED TO \$1,670,747 AND \$3,287,639 FOR THE YEARS ENDED JUNE 30, 2013 AND 2012, RESPECTIVELY THE HUNTINGTON CONTINUALLY REVIEWS ITS COLLECTIONS AND MAY DEACCESSION OR ACQUIRE ADDITIONAL ITEMS PROCEEDS FROM DEACCESSIONS ARE CLASSIFIED AS UNRESTRICTED, EXCEPT WHEN DONOR RESTRICTIONS APPLY THE COLLECTIONS ARE SUBJECT TO A POLICY THAT REQUIRES PROCEEDS FROM DEACCESSIONING TO BE USED TO ACQUIRE OTHER ITEMS FOR COLLECTIONS DURING FISCAL YEAR 2013 CERTAIN ITEMS OF ART WERE DEACCESSIONED AT AUCTION THEY HAD A VALUE OF APPROXIMATELY \$73,704 THE PROCEEDS ARE RESTRICTED FOR FUTURE ACQUISITIONS OF ART
	PART III, LINE 4	THE HUNTINGTON LIBRARY, ART COLLECTIONS, AND BOTANICAL GARDENS IS A COLLECTIONS-BASED RESEARCH AND EDUCATIONAL INSTITUTION SERVING SCHOLARS AND THE GENERAL PUBLIC EACH YEAR, THE HUNTINGTON 1) PROVIDES MORE THAN 1,700 SCHOLARS WITH RESEARCH ACCESS TO A WORLD-CLASS COLLECTION OF RARE BOOKS, MANUSCRIPTS, PHOTOGRAPHS, MAPS, PAINTINGS, PRINTS, SCULPTURES, DECORATIVE ARTS, AND RELATED MATERIALS, 2) AWARDS APPROXIMATELY \$1.7 MILLION IN FELLOWSHIPS TO SCHOLARS FOR ADVANCED HUMANITIES RESEARCH THROUGH A PEER-REVIEW PROCESS, 3) EDUCATES THOUSANDS OF SCHOOL CHILDREN AND THEIR TEACHERS IN ART, HISTORY, LITERATURE, AND BOTANICAL SCIENCE THROUGH SPECIAL TOURS AND PROGRAMS, 4) ORGANIZES SPECIAL EXHIBITIONS TO ENHANCE THE VISITOR EXPERIENCE, INTERPRET THE COLLECTIONS, AND FACILITATE LEARNING, AND 5) HOSTS MORE THAN 600,000 VISITORS THE HUNTINGTON HAS A MEMBERSHIP TOTALING MORE THAN 33,000, A VOLUNTEER CORPS OF MORE THAN 1,300, AND A STAFF OF ABOUT 501 IT IS AN INDEPENDENT NONPROFIT ORGANIZATION, SUPPORTED BY GIFTS AND GRANTS FROM INDIVIDUALS, CORPORATIONS, FOUNDATIONS, AND GOVERNMENT AGENCIES AND BY A PRIVATE ENDOWMENT
DESCRIPTION OF INTENDED USE OF ENDOWMENT FUNDS	PART V, LINE 4	THE ENDOWMENT FUNDS ARE FUNDS KEPT IN PERPETUITY, THE SPENDING RATE FROM THE FUNDS, IF NOT RESTRICTED BY THE DONOR, ARE USED TO SUPPORT THE OPERATIONS OF THE HUNTINGTON RESTRICTED ENDOWMENT FUNDS TYPICALLY SUPPORT THE SPECIFIC PROGRAMS, OR ACQUISITIONS
DESCRIPTION OF UNCERTAIN TAX POSITIONS UNDER FIN 48	PART X, LINE 2	THE HUNTINGTON OPERATES AS A NOT-FOR-PROFIT ORGANIZATION AND HAS BEEN RECOGNIZED BY THE INTERNAL REVENUE SERVICE AS AN ORGANIZATION EXEMPT FROM INCOME TAXATION PURSUANT TO INTERNAL REVENUE CODE SECTION 501(C)(3) ON ITS INCOME OTHER THAN UNRELATED BUSINESS INCOME AND HAS ALSO BEEN RECOGNIZED BY THE FRANCHISE TAX BOARD AS EXEMPT FROM STATE FRANCHISE OR INCOME TAX PURSUANT TO CALIFORNIA REVENUE AND TAXATION CODE SECTION 23701(D) ON ITS INCOME OTHER THAN UNRELATED BUSINESS INCOME AS REQUIRED BY GAAP, THE HUNTINGTON HAS IDENTIFIED AND EVALUATED ITS SIGNIFICANT TAX POSITIONS FOR WHICH THE STATUTE OF LIMITATIONS REMAIN OPEN AND HAS DETERMINED THAT THERE IS NO MATERIAL UNRECOGNIZED BENEFIT OR LIABILITY TO BE RECORDED THE OPEN TAX YEARS ARE THE YEARS ENDED JUNE 30, 2009 THROUGH JUNE 30, 2012 FOR FEDERAL TAX PURPOSES AND THE YEARS ENDED JUNE 30, 2008 THROUGH JUNE 30, 2012 FOR CALIFORNIA TAX PURPOSES THERE HAVE BEEN NO MATERIAL CHANGES IN UNRECOGNIZED BENEFITS AS OF JUNE 30, 2012 OR JUNE 30, 2013, NOR ARE ANY MATERIAL CHANGES ANTICIPATED IN THE TWELVE MONTHS FOLLOWING JUNE 30, 2013 THERE HAVE BEEN NO RELATED TAX PENALTIES OR INTEREST, WHICH WOULD BE CLASSIFIED AS A TAX EXPENSE IN THE STATEMENT OF ACTIVITIES
PART XI, LINE 2D - OTHER ADJUSTMENTS		COST OF GOODS SOLD 1,187,457 DIRECT EXPENSES 184,284
PART XI, LINE 4B - OTHER ADJUSTMENTS		NON-CASH GIFTS 1,670,747 PARTNERSHIP INVESTMENT INCOME -962,623
PART XII, LINE 2D - OTHER ADJUSTMENTS		COST OF GOODS SOLD 1,187,457 DIRECT EXPENSES 184,284
PART XII, LINE 4B - OTHER ADJUSTMENTS		NON-CASH GIFTS 1,670,747

**SCHEDULE F
(Form 990)**

Statement of Activities Outside the United States

OMB No 1545-0047

2012

**Open to Public
Inspection**

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

Department of the Treasury
Internal Revenue Service

Name of the organization
HENRY E HUNTINGTON LIBRARY AND ART GALLERY

Employer identification number
95-1644589

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

(a) Region	(b) Number of offices in the region	(c) Number of employees, agents, and independent contractors in region	(d) Activities conducted in region (by type) (e.g., fundraising, program services, investments, grants to recipients located in the region)	(e) If activity listed in (d) is a program service, describe specific type of service(s) in region	(f) Total expenditures for and investments in region
THE CARIBBEAN	0	0	INVESTMENTS		110,019,690
3a Sub-total	0	0			110,019,690
b Total from continuation sheets to Part I	0	0			0
c Totals (add lines 3a and 3b)	0	0			110,019,690

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. Part II can be duplicated if additional space is needed.

1 (a) Name of organization	(b) IRS code section and EIN (if applicable)	(c) Region	(d) Purpose of grant	(e) Amount of cash grant	(f) Manner of cash disbursement	(g) Amount of non-cash assistance	(h) Description of non-cash assistance	(i) Method of valuation (book, FMV, appraisal, other)

- 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 IV Foreign Forms

- 1 Was the organization a U S transferor of property to a foreign corporation during the tax year? *If "Yes," the organization may be required to file Form 926, Return by a U.S. Transferor of Property to a Foreign Corporation (see Instructions for Form 926)* Yes No
- 2 Did the organization have an interest in a foreign trust during the tax year? *If "Yes," the organization may be required to file Form 3520, Annual Return to Report Transactions with Foreign Trusts and Receipt of Certain Foreign Gifts, and/or Form 3520-A, Annual Information Return of Foreign Trust With a U.S. Owner (see Instructions for Forms 3520 and 3520-A)* Yes No
- 3 Did the organization have an ownership interest in a foreign corporation during the tax year? *If "Yes," the organization may be required to file Form 5471, Information Return of U.S. Persons with Respect to Certain Foreign Corporations. (see Instructions for Form 5471)* Yes No
- 4 Was the organization a direct or indirect shareholder of a passive foreign investment company or a qualified electing fund during the tax year? *If "Yes," the organization may be required to file Form 8621, 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

SCHEDULE G (Form 990 or 990-EZ)

Supplemental Information Regarding Fundraising or Gaming Activities

OMB No 1545-0047

2012

Open to Public Inspection

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. Form 990-EZ filers are not required to complete this part.

Attach to Form 990 or Form 990-EZ. See separate instructions.

Department of the Treasury Internal Revenue Service

Name of the organization HENRY E HUNTINGTON LIBRARY AND ART GALLERY

Employer identification number 95-1644589

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 email solicitations, c Phone solicitations, d In-person solicitations, e Solicitation of non-government grants, f Solicitation of government grants, g Special fundraising events

2a Did the organization have a written or oral agreement with any individual... 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

Table with 6 columns: (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. Includes a Total row at the bottom.

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 of fundraising event contributions and gross income on Form 990-EZ, lines 1 and 6b. List events with gross receipts greater than \$5,000.

		(a) Event #1	(b) Event #2	(c) Other events	(d) Total events
		<u>HUNTINGTON BALL</u>			(add col (a) through col (c))
		(event type)	(event type)	(total number)	
Revenue	1 Gross receipts	587,519			587,519
	2 Less Contributions	544,344			544,344
	3 Gross income (line 1 minus line 2)	43,175			43,175
Direct Expenses	4 Cash prizes				
	5 Noncash prizes				
	6 Rent/facility costs				
	7 Food and beverages	58,117			58,117
	8 Entertainment	13,050			13,050
	9 Other direct expenses	113,117			113,117
	10 Direct expense summary Add lines 4 through 9 in column (d) ▶				(184,284)
11 Net income summary Combine line 3, column (d), and line 10 ▶				-141,109	

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	<input type="checkbox"/> Yes <input type="checkbox"/> No	<input type="checkbox"/> Yes <input type="checkbox"/> No	<input type="checkbox"/> Yes <input type="checkbox"/> No		
7 Direct expense summary Add lines 2 through 5 in column (d) ▶					
8 Net gaming income summary 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 _____

Does the organization operate gaming activities with nonmembers? Yes No

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

13 Indicate the percentage of gaming activity operated in

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

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

Name ▶

Address ▶

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

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

c If "Yes," enter name and address of the third party

Name ▶

Address ▶

16 Gaming manager information

Name ▶

Gaming manager compensation ▶ \$

Description of services provided ▶

Director/officer Employee Independent contractor

17 Mandatory distributions

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

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

Part IV Supplemental Information. Complete this part to provide the explanations required by Part I, line 2b, columns (iii) and (v), and Part III, lines 9, 9b, 10b, 15b, 15c, 16, and 17b, as applicable. Also complete this part to provide any additional information (see instructions).

Identifier	Return Reference	Explanation
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Schedule I (Form 990)

OMB No 1545-0047

Grants and Other Assistance to Organizations, Governments and Individuals in the United States
Complete if the organization answered "Yes," to Form 990, Part IV, line 21 or 22.
Attach to Form 990

2012

Open to Public Inspection

Department of the Treasury Internal Revenue Service

Name of the organization HENRY E HUNTINGTON LIBRARY AND ART GALLERY

Employer identification number 95-1644589

Part I General Information on Grants and Assistance

- 1 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?
2 Describe in Part IV the organization's procedures for monitoring the use of grant funds in the United States

Part II Grants and Other Assistance to Governments and Organizations in the United States. Complete if the organization answered "Yes" to Form 990, Part IV, line 21, for any recipient that received more than \$5,000. Part II can be duplicated if additional space is needed.

Table with 8 columns: (a) Name and address of organization or government, (b) EIN, (c) IRC Code section if applicable, (d) Amount of cash grant, (e) Amount of non-cash assistance, (f) Method of valuation (book, FMV, appraisal, other), (g) Description of non-cash assistance, (h) Purpose of grant or assistance.

2 Enter total number of section 501(c)(3) and government organizations listed in the line 1 table
3 Enter total number of other organizations listed in the line 1 table

Part III Grants and Other Assistance to Individuals in the United States. Complete if the organization answered "Yes" to Form 990, Part IV, line 22.
Part III can be duplicated if additional space is needed.

(a) Type of grant or assistance	(b) Number of recipients	(c) Amount of cash grant	(d) Amount of non-cash assistance	(e) Method of valuation (book, FMV, appraisal, other)	(f) Description of non-cash assistance
(1) SUPPORT SCHOLARS USING THE LIBRARY'S COLLECTION	140	1,481,206			

Part IV Supplemental Information.

Complete this part to provide the information required in Part I, line 2, Part III, column (b), and any other additional information

Identifier	Return Reference	Explanation
PROCEDURE FOR MONITORING GRANTS IN THE U S	PART I, LINE 2	SCHEDULE I, PART I, LINE 2 THE HUNTINGTON ASSEMBLES EXTERNAL PEER REVIEW COMMITTEES, GENERALLY FULL PROFESSORS FROM RESEARCH UNIVERSITIES, TO AWARD ITS FELLOWSHIPS ALL OF THE COMMITTEES' PANELISTS MUST HAVE A DISTINGUISHED HISTORY OF SCHOLARLY ACHIEVEMENT AND CONTRIBUTIONS TO THEIR FIELD THE COMMITTEE THAT SELECTS THE DIBNER HISTORY OF SCIENCE FELLOWS CONSISTS OF FIVE HISTORIANS OF SCIENCE EACH OF THE OTHER THREE COMMITTEES HAS REPRESENTATIVES FROM EACH OF THE FOLLOWING FIELDS AMERICAN HISTORY, AMERICAN LITERATURE, BRITISH HISTORY, BRITISH LITERATURE, AND ART HISTORY WE LOOK FOR CANDIDATES WHO HAVE A BROAD OVERVIEW OF THEIR FIELD AND WHO ARE NOT COMMITTED TO A NARROW AGENDA OF SCHOLARSHIP THE APPLICATIONS ARE ASSESSED, DISCUSSED BY THE APPROPRIATE COMMITTEE, AND A FINAL LIST IS ASSEMBLED BASED ON THE SCORES AND DISCUSSIONS AT THE END OF THE AWARD PERIOD THE FELLOW IS REQUESTED TO PROVIDE A WRITTEN STATEMENT OF PROGRESS ON THEIR RESEARCH MADE DURING THE AWARD PERIOD TO THE HUNTINGTON'S DIRECTOR OF RESEARCH THEY ARE ALSO REQUESTED TO KEEP THE HUNTINGTON INFORMED OF THE PUBLISHED RESULTS, A COPY OF THE BOOK IS REQUESTED BUT NOT REQUIRED

Schedule J
(Form 990)

Compensation Information

OMB No 1545-0047

2012

Open to Public Inspection

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.

Department of the Treasury
Internal Revenue Service

Name of the organization
HENRY E HUNTINGTON LIBRARY AND ART GALLERY

Employer identification number

95-1644589

Part I Questions Regarding Compensation

- 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.
- | | |
|---|---|
| <input type="checkbox"/> First-class or charter travel | <input checked="" type="checkbox"/> Housing allowance or residence for personal use |
| <input checked="" type="checkbox"/> Travel for companions | <input type="checkbox"/> Payments for business use of personal residence |
| <input checked="" type="checkbox"/> Tax indemnification and gross-up payments | <input checked="" type="checkbox"/> Health or social club dues or initiation fees |
| <input type="checkbox"/> Discretionary spending account | <input checked="" type="checkbox"/> 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 or provision of all of the expenses described above? If "No," complete Part III to explain

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?

3 Indicate which, if any, of the following the filing organization used to establish the compensation of the organization's CEO/Executive Director. Check all that apply. Do not check any boxes for methods used by a related organization to establish compensation of the CEO/Executive Director, but explain in Part III

- | | |
|---|---|
| <input checked="" type="checkbox"/> Compensation committee | <input checked="" type="checkbox"/> Written employment contract |
| <input type="checkbox"/> Independent compensation consultant | <input checked="" type="checkbox"/> Compensation survey or study |
| <input checked="" type="checkbox"/> Form 990 of other organizations | <input checked="" type="checkbox"/> Approval by the board or compensation committee |

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?
- b** Participate in, or receive payment from, a supplemental nonqualified retirement plan?
- 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

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?
- b** Any related organization?
If "Yes," to line 5a or 5b, describe in Part III

6 For persons listed in Form 990, Part VII, Section A, line 1a, did the organization pay or accrue any compensation contingent on the net earnings of

- a** The organization?
- b** Any related organization?
If "Yes," to line 6a or 6b, describe in Part III

7 For persons listed in Form 990, Part VII, Section A, line 1a, did the organization provide any non-fixed payments not described in lines 5 and 6? If "Yes," describe in Part III

8 Were any amounts reported in Form 990, Part VII, paid or accrued pursuant to a contract that was subject to the initial contract exception described in Regulations section 53.4958-4(a)(3)? If "Yes," describe in Part III

9 If "Yes" to line 8, did the organization also follow the rebuttable presumption procedure described in Regulations section 53.4958-6(c)?

	Yes	No
1b	Yes	
2	Yes	
4a		No
4b		No
4c		No
5a		No
5b		No
6a		No
6b		No
7		No
8		No
9		

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

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

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

(A) Name and Title	(B) Breakdown of W-2 and/or 1099-MISC compensation			(C) Retirement and other deferred compensation	(D) Nontaxable benefits	(E) Total of columns (B)(i)-(D)	(F) Compensation reported as deferred in prior Form 990
	(i) Base compensation	(ii) Bonus & incentive compensation	(iii) Other reportable compensation				
See Additional Data Table							

Part III Supplemental Information

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

Identifier	Return Reference	Explanation
SUPPLEMENTAL INFORMATION	PART III	PART 1, LINE 1A - RELEVANT INFORMATION REGARDING COMPENSATION BENEFITS PER THE EMPLOYMENT CONTRACT FOR THE PRESIDENT, AND EMPLOYMENT LETTER FOR THE DIRECTOR OF THE BOTANICAL GARDENS, RESIDENCE ON-CAMPUS IS A CONDITION OF THEIR EMPLOYMENT AND HOUSING IS PROVIDED FOR THE CONVENIENCE OF THE EMPLOYER. THE RESIDENCE FACILITIES ARE MAINTAINED BY HUNTINGTON STAFF, OR OUTSIDE VENDORS, WHICH ARE PAID FOR BY THE HUNTINGTON. IN CONNECTION WITH THE PRESIDENT'S SERVICES TO THE HUNTINGTON, THE PRESIDENT'S SPOUSE, MAY ON OCCASION, TRAVEL FOR BUSINESS PURPOSES WITH HIM IN CONNECTION WITH FUNDRAISING AND DONOR CULTIVATION EVENTS ON BEHALF OF THE HUNTINGTON. THIS TRAVEL IS PREAPPROVED BY THE CHAIR OF THE BOARD OF TRUSTEES. GROSS-UP PAYMENTS ARE RELATED TO THE PRESIDENT'S CLUB DUES, LIFE INSURANCE, AND AUTO USAGE, AND ARE PROVIDED PER THE INDIVIDUAL'S EMPLOYMENT CONTRACT. OTHER GROSS-UP PAYMENTS ARE RELATED TO THE DIRECTOR OF THE LIBRARY, AND DIRECTOR OF THE ART COLLECTIONS OFF CAMPUS HOUSING AS PER THEIR EMPLOYMENT LETTER. COMPENSATION, AS APPLICABLE, IS INCLUDED IN THE INDIVIDUAL'S FORM W-2.

Software ID:
Software Version:
EIN: 95-1644589
Name: HENRY E HUNTINGTON LIBRARY AND ART GALLERY

Form 990, Schedule J, Part II - Officers, Directors, Trustees, Key Employees, and Highest Compensated Employees

(A) Name		(B) Breakdown of W-2 and/or 1099-MISC compensation			(C) 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 compensation				
JAMES FOLSOM	(i)	174,494	0	0	17,283	990	192,767	0
	(ii)	0	0	0	0	0	0	0
STEVE HINDLE	(i)	201,052	0	0	20,277	13,436	234,765	0
	(ii)	0	0	0	0	0	0	0
STEVEN KOBLIK	(i)	408,837	0	0	25,118	12,310	446,265	0
	(ii)	0	0	0	0	0	0	0
JOHN MURDOCH THRU 63012	(i)	191,945	0	0	14,548	8,607	215,100	0
	(ii)	0	0	0	0	0	0	0
RANDY SHULMAN	(i)	190,989	0	0	19,263	9,527	219,779	0
	(ii)	0	0	0	0	0	0	0
LAURIE SOWD	(i)	146,231	0	0	14,971	5,126	166,328	0
	(ii)	0	0	0	0	0	0	0
ALISON D SOWDEN	(i)	237,301	0	0	24,484	9,482	271,267	0
	(ii)	0	0	0	0	0	0	0
DAVID ZEIDBERG	(i)	222,489	0	0	17,069	8,973	248,531	0
	(ii)	0	0	0	0	0	0	0
ROBERT CARTER	(i)	141,246	0	0	14,042	866	156,154	0
	(ii)	0	0	0	0	0	0	0
DEBORAH JOHNSTON	(i)	126,890	0	0	13,155	11,857	151,902	0
	(ii)	0	0	0	0	0	0	0
SUSAN TURNER-LOWE	(i)	137,252	0	0	14,036	6,547	157,835	0
	(ii)	0	0	0	0	0	0	0

Schedule L (Form 990 or 990-EZ)

Transactions with Interested Persons

OMB No 1545-0047

2012

Open to Public Inspection

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, line 38a or 40b. Attach to Form 990 or Form 990-EZ. See separate instructions.

Department of the Treasury Internal Revenue Service

Name of the organization HENRY E HUNTINGTON LIBRARY AND ART GALLERY

Employer identification number 95-1644589

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

Table with 4 main columns: (a) Name of disqualified person, (b) Relationship between disqualified person and organization, (c) Description of transaction, (d) Corrected? (Yes/No)

2 Enter the amount of tax incurred by organization managers or disqualified persons during the year under section 4958 \$
3 Enter the amount of tax, if any, on line 2, above, reimbursed by the organization \$

Part II Loans to and/or From Interested Persons.

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

Table with 9 main columns: (a) Name of interested person, (b) Relationship with organization, (c) Purpose of loan, (d) Loan to or from the organization (To/From), (e) Original principal amount, (f) Balance due, (g) In default? (Yes/No), (h) Approved by board or committee? (Yes/No), (i) Written agreement? (Yes/No)

Part III Grants or Assistance Benefitting Interested Persons.

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

Table with 5 main columns: (a) Name of interested person, (b) Relationship between interested person and the organization, (c) Amount of assistance, (d) Type of assistance, (e) Purpose of assistance

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
(1) KERSTIN KOBLIK	PRESIDENT'S SPOUSE	35,258	EMPLOYEE		No
(2) MONA SHULMAN	VP'S SPOUSE	51,204	EMPLOYEE		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
		SECOND TRUST DEED ON RESIDENTIAL REAL ESTATE AT MARKET TERMS TO OFFICER OF THE HUNTINGTON THE ORIGINAL LOAN AMOUNT WAS \$120,000 00 WITH FIXED ANNUAL INTEREST RATE AT 6% THE BALANCE AT THE END OF FISCAL YEAR 6/30/2013 IS \$119,587 37

SCHEDULE M
(Form 990)

Department of the Treasury
Internal Revenue Service

Noncash Contributions

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

OMB No 1545-0047

2012

Open to Public Inspection

Name of the organization
HENRY E HUNTINGTON LIBRARY AND ART GALLERY

Employer identification number
95-1644589

Part I Types of Property

	(a) Check if applicable	(b) Number of contributions or items contributed	(c) Noncash contribution amounts reported on Form 990, Part VIII, line 1g	(d) Method of determining noncash contribution amounts
1 Art—Works of art	X	22	589,409	ESTIMATE
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	38	37,113,788	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	X	1	887,906	FMV
16 Real estate—Commercial				
17 Real estate—Other				
18 Collectibles				
19 Food inventory				
20 Drugs and medical supplies				
21 Taxidermy				
22 Historical artifacts				
23 Scientific specimens				
24 Archeological artifacts				
25 Other ▶ (<u>GENERAL BOOKS</u>)	X	247	57,208	IN-HOUSE ESTIMATE
26 Other ▶ (<u>PENJING DISPLAY</u>)	X	1	1,116	IN-HOUSE ESTIMATE
27 Other ▶ (<u>AIRFARES</u>)	X	2	3,808	IN-HOUSE ESTIMATE
28 Other ▶ (<u>PLANTS/PENJING</u>)	X	6	34,115	IN-HOUSE ESTIMATE
Other ▶ (<u>MANUSCRIPTS</u>)	X	25	543,550	IN-HOUSE ESTIMATE
Other ▶ (<u>CATALOGUE</u>)	X	1	4,951	IN-HOUSE ESTIMATE
Other ▶ (<u>RARE BOOKS</u>)	X	3	11,000	IN-HOUSE ESTIMATE
Other ▶ (<u>PHOTOS/PRINTS</u>)	X	4	415,590	IN-HOUSE ESTIMATE
Other ▶ (<u>REFERENCE BOOKS</u>)	X	1	10,000	IN-HOUSE ESTIMATE

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 20

		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 noncash contributions?	32a	Yes	
b If "Yes," describe in Part II			
33 If the organization did not report an amount in column (c) for a type of property for which column (a) is checked, describe in Part II			

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

Identifier	Return Reference	Explanation
THIRD PARTY USE	PART I, LINE 32B	THE HUNTINGTON USES BROKER TO SELL STOCK GIFTS

Schedule M (Form 990) (2012)

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

2012

**Open to Public
Inspection**

Name of the organization
HENRY E HUNTINGTON LIBRARY AND ART GALLERY

Employer identification number

95-1644589

Identifier	Return Reference	Explanation
ORGANIZATION MISSION STATEMENT	FORM 990, PART III, LINE 1	<p>BUILDING ON HENRY E. HUNTINGTON'S LEGACY OF RENOWNED COLLECTIONS AND BOTANICAL GARDENS THAT ENRICH THE VISITOR, THE HUNTINGTON TODAY ENCOURAGES RESEARCH AND PROMOTES EDUCATION IN THE ARTS, HUMANITIES, AND BOTANICAL SCIENCES THROUGH THE GROWTH AND PRESERVATION OF ITS COLLECTIONS, THROUGH THE DEVELOPMENT AND SUPPORT OF A COMMUNITY OF SCHOLARS, AND THROUGH THE DISPLAY AND INTERPRETATION OF ITS EXTRAORDINARY RESOURCES TO THE PUBLIC. THE COLLECTIONS THE HUNTINGTON HAS ASSEMBLED: PRIMARY MATERIALS, ART OBJECTS, AND LIVING COLLECTIONS WHICH REFLECT THE DEVELOPMENT OF WESTERN CULTURE, FROM THE NINTH CENTURY TO THE PRESENT. THESE COLLECTIONS EMBODY THE DIVERSE AND INTERWOVEN CONTRIBUTIONS OF MANY CULTURES, PEOPLES, AND NATIONS. THE HUNTINGTON'S HOLDINGS OF RARE BOOKS, MANUSCRIPTS, ART OBJECTS, AND BOTANICAL SPECIMENS SPEAK TO OUR CONTEMPORARY AUDIENCES BECAUSE THEY REVEAL THE COMPLEXITY OF THE HUMAN EXPERIENCE. STEWARDSHIP WITH ITS OUTSTANDING COLLECTIONS IN THE ARTS, HUMANITIES, AND BOTANICAL SCIENCES, THE HUNTINGTON HAS THE RESPONSIBILITY TO PRESERVE AND PROTECT FOR POSTERITY MR. HUNTINGTON'S LEGACY AND TO INSURE ITS GROWTH AND FINANCIAL HEALTH. STEWARDSHIP EXTENDS AS WELL TO THE BUILDINGS, GROUNDS, AND INFRASTRUCTURE OF THE INSTITUTION, NOT ONLY BECAUSE THEY PROTECT THE COLLECTIONS AND FACILITATE THEIR USE, BUT BECAUSE MR. HUNTINGTON'S ESTATE IS AN IMPORTANT HISTORICAL DOCUMENT OF GREAT SIGNIFICANCE TO THE PUBLIC AND TO THE UNDERSTANDING OF THE HISTORY OF SOUTHERN CALIFORNIA. THE HUNTINGTON'S COMMUNITIES: THE HUNTINGTON IS A HUB FOR COMMUNITIES WHOSE BOUNDARIES EXTEND FROM LOCAL TO THE INTERNATIONAL. AS A LOCAL INSTITUTION, IT SERVES SCHOOLCHILDREN, FAMILIES, AND SCHOLARS WITH A BROAD ARRAY OF PROGRAMS CENTERED IN THE COLLECTIONS. TO THE NATIONAL AND INTERNATIONAL COMMUNITIES, THE HUNTINGTON SERVES AS A HAVEN FOR INDEPENDENT SCHOLARSHIP AND AS A REPOSITORY FOR A BROAD FUND OF KNOWLEDGE REPRESENTED IN THE COLLECTIONS. ONE OF THE HUNTINGTON'S GREAT STRENGTHS, HOWEVER, IS THE RECIPROCAL NATURE OF ITS RELATIONSHIP WITH ITS COMMUNITIES. VOLUNTEERS PROVIDE LEADERSHIP, STEWARDSHIP, AND RESOURCES. SCHOLARS BRING THEIR OWN INTELLECTUAL DEPTH AND DIVERSE INTERPRETATIONS TO THE COLLECTIONS. STAFF SUPPLIES EXPERTISE AND ENERGY. AND VISITORS BRING CURIOSITY, EXPECTATIONS, AND EXPERIENCES WHICH CHALLENGE THE HUNTINGTON TO THE GREATER FULFILLMENT OF ITS MISSION.</p>

Identifier	Return Reference	Explanation
PROGRAM SERVICE STATEMENT	FORM 990, PART III, LINE 4A - PROGRAM SERVICE ACCOMPLISHMENTS	<p>THE HUNTINGTON LIBRARY IS ONE OF THE WORLD'S GREAT INDEPENDENT RESEARCH LIBRARIES CONCENTRATED IN THE FIELDS OF BRITISH AND AMERICAN HISTORY, LITERATURE, AND ART AND IN THE HISTORY OF SCIENCE STRETCHING IN TIME FROM THE 11TH CENTURY TO THE PRESENT AMONG THE COLLECTIONS 7 MILLION MANUSCRIPTS, 420,000 RARE BOOKS, 275,000 REFERENCE BOOKS, 1.3 MILLION PHOTOGRAPHS, PRINTS, AND EPHEMERA THE MAIN LIBRARY EXHIBITION HALL SHOWCASES SOME OF THE MOST OUTSTANDING RARE BOOKS AND MANUSCRIPTS IN THE COLLECTION IT REOPENED IN FALL 2013 AFTER EXTENSIVE RENOVATION AND REINSTALLATION WITH A NEW AND DELIGHTFUL DISPLAY OF LIBRARY TREASURES THE WEST HALL OF THE LIBRARY PRESENTS TEMPORARY EXHIBITIONS THE DIBNER HALL OF THE HISTORY OF SCIENCE IS A PERMANENT EXHIBITION ON THE HISTORY OF SCIENCE, FOCUSING ON ASTRONOMY, NATURAL HISTORY, MEDICINE, AND LIGHT THE 90,000-SQUARE-FOOT MUNGER RESEARCH CENTER PROVIDES STORAGE CAPACITY FOR FURTHER COLLECTIONS DEVELOPMENT, WORK SPACE FOR SCHOLARS AND STAFF, AND FACILITIES FOR CONSERVATION, PRESERVATION, EXHIBITION PREPARATION, DIGITAL IMAGING, AND PHOTOGRAPHY THE LIBRARY IS OPEN TO SCHOLARS, KNOWN AS READERS, 303 DAYS OF THE YEAR, WITH AN AVERAGE OF 76 SCHOLARS VISITS DAILY EXHIBITS DURING THE YEAR INCLUDED * CULTIVATING CALIFORNIA FOUNDING FAMILIES OF THE SAN MARINO RANCH * A JUST CAUSE VOICES OF THE AMERICAN CIVIL WAR * A STRANGE AND FEARFUL INTEREST DEATH, MOURNING, AND MEMORY IN THE AMERICAN CIVIL WAR</p>

Identifier	Return Reference	Explanation
PROGRAM SERVICE STATEMENT	FORM 990, PART III, LINE 4B - PROGRAM SERVICE ACCOMPLISHMENTS	<p>ENCOMPASSING APPROXIMATELY 120 ACRES OF THE 207-ACRE GROUNDS, THE BOTANICAL GARDENS CONTAIN MORE THAN A DOZEN PRINCIPAL GARDEN AREAS HIGHLIGHTS * LIU FANG YUAN, THE GARDEN OF FLOWING FRAGRANCE, REFLECTING THE TRADITIONAL STYLE OF SCHOLAR GARDENS IN SUZHOU, CHINA, AND FEATURING A 1.5-ACRE LAKE, A COMPLEX OF PAVILIONS, A TEAHOUSE AND TEA SHOP, STONE BRIDGES AND WATERFALLS SET AGAINST A WOODED BACKDROP OF MATURE OAKS AND PINES * THE DESERT GARDEN, ONE OF THE LARGEST OUTDOOR COLLECTIONS OF MATURE CACTI AND SUCCULENTS IN THE WORLD * THE JAPANESE GARDEN, WITH TRADITIONAL JAPANESE PLANTS, A DRUM BRIDGE, A JAPANESE HOUSE, A WALLED ZEN GARDEN, AN EXPANDED BONSAI COURT, AND A TEAHOUSE AND TEA GARDEN * THE FRANCES LASKER BRODY BOTANICAL CENTER, FEATURING * THE HELEN AND PETER BING CHILDREN'S GARDEN, INTRODUCING YOUNGSTERS TO THE WONDERS OF THE NATURAL WORLD THROUGH INTERACTIVE SCULPTURAL ELEMENTS * THE ROSE HILLS FOUNDATION CONSERVATORY FOR BOTANICAL SCIENCE AND THE ASSOCIATED FOUNDATIONS TEACHING GREENHOUSE, PROVIDING HANDS-ON BOTANICAL SCIENCE OPPORTUNITIES FOR CHILDREN AND FAMILIES * ADJACENT LABORATORIES AND CLASSROOMS, PROVIDE LEARNING OPPORTUNITIES IN PLANT SCIENCES AND GARDENING * THE RANCH, A DEMONSTRATION GARDEN FOR HOLDING WORKSHOPS AND CLASSES ON A RANGE OF TOPICS FOCUSED ON SUSTAINABLE URBAN AGRICULTURE * ADDITIONAL GARDEN AREAS ARE DEVOTED TO ROSES AND CAMELLIAS, EACH COLLECTION HAVING MORE THAN 1,400 DIFFERENT CULTIVARS THE CAMELLIA COLLECTION IS CONSIDERED ONE OF THE MOST COMPREHENSIVE IN THE WORLD * THE HERB, JUNGLE, AUSTRALIAN, SUBTROPICAL, AND PALM GARDENS ARE AMONG OTHER IMPORTANT BOTANICAL ATTRACTIONS * WHEN THEY WERE WILD RECAPTURING CALIFORNIA'S WILDFLOWER HERITAGE EACH YEAR, THE HUNTINGTON HOSTS BOTANICAL SHOWS, CONFERENCES, LECTURES, AND PLANT SALES THAT FOCUS ON SPECIFIC THEMES, MORE THAN 175 CACTUS AND SUCCULENT ENTHUSIASTS ATTENDED THE ANNUAL DESERT GARDEN FORUM, 75 PARTICIPANTS ATTENDED THE ANNUAL GREAT ROSARIANS OF THE WORLD SYMPOSIUM, 150 PEOPLE ATTENDED THE ANNUAL SUCCULENT PLANTS SYMPOSIUM THE NORTH AMERICAN CLIVIA SOCIETY SHOW, AISEKI KAI VIEWING STONES SHOW, AND THE CACTUS & SUCCULENT SOCIETY OF AMERICA ANNUAL SHOW ARE HOSTED BY THE HUNTINGTON EACH YEAR AND ARE OPEN TO THE PUBLIC AND ATTENDED BY HUNDREDS OF VISITORS THE GARDENS ALSO HOSTED MULTIPLE WORKSHOPS INTENDED TO EDUCATE THE PUBLIC AND SPECIALTY PLANT GROWERS ON MANAGEMENT OF TREE PESTS, THE POLYPHAGOUS SHOT-HOLE BORER IN PARTICULAR THIS YEAR THE GARDENS INITIATED A MUCH STRONGER PROGRAM IN CONSERVATION AND RESEARCH FOCUSING ON PLANT VARIATION, CRYOPRESERVATION AND PROPAGATION, AS WELL AS PRODUCTIVITY IN URBAN SETTINGS</p>

Identifier	Return Reference	Explanation
PROGRAM SERVICE STATEMENT	FORM 990, PART III, LINE 4C - PROGRAM SERVICE ACCOMPLISHMENTS	<p>THE HUNTINGTON ART COLLECTIONS FOCUS ON EUROPEAN ART FROM THE 15TH TO THE EARLY 20TH CENTURY AND AMERICAN ART FROM THE LATE 17TH TO THE MID-20TH CENTURY THE HOLDINGS CONTINUE TO GROW BY GIFT AND PURCHASE. THE EUROPEAN ART COLLECTIONS INCLUDE ABOUT 420 PAINTINGS, APPROXIMATELY 370 WORKS OF SCULPTURE, MORE THAN 2,500 DECORATIVE ART OBJECTS, AND 20,000 PRINTS AND DRAWINGS THE AMERICAN ART HOLDINGS NOW NUMBER ABOUT 250 PAINTINGS, 70 WORKS OF SCULPTURE, 1,000 DECORATIVE ART OBJECTS, 8,700 PRINTS AND DRAWINGS, AND 1,800 PHOTOGRAPHS ACCESS TO THE PUBLIC OF ABOUT 600,000 VISITORS IS PROVIDED THROUGH PERMANENT INSTALLATIONS AND SPECIAL EXHIBITIONS, PUBLICATIONS AND RESEARCH THE EUROPEAN COLLECTIONS ARE DISPLAYED IN THE HUNTINGTON ART GALLERY, THE ORIGINAL HUNTINGTON RESIDENCE AMERICAN ART IS ON VIEW IN THE VIRGINIA STEELE SCOTT GALLERIES OF AMERICAN ART WHICH INCLUDES THE ORIGINAL 1984 STRUCTURE AND A 2005 ADDITION, THE LOIS AND ROBERT F ERBURU GALLERY SMALLER, FOCUSED EXHIBITIONS ARE PRESENTED IN THE WORKS ON PAPER ROOM IN THE HUNTINGTON ART GALLERY AND IN THE SUSAN AND STEPHEN CHANDLER WING OF THE SCOTT GALLERIES THE HUNTINGTON ALSO REGULARLY LOANS ART OBJECTS FOR SPECIAL EXHIBITIONS AT MUSEUMS NATIONALLY AND INTERNATIONALLY EXHIBITS DURING THE YEAR INCLUDED * GAINSBOROUGH IN PRINT SELECTIONS FROM THE HUNTINGTON'S ART COLLECTIONS * USEFUL HOURS NEEDLEWORK AND PAINTED TEXTILES FROM SOUTHERN CALIFORNIA COLLECTIONS * A SHOW OF HANDS DRAWINGS FROM THE HUNTINGTON'S ART COLLECTIONS, 1600-1900 * MAURICE MERLIN AND THE AMERICAN SCENE, 1930-1947 * LESLEY VANCE & RICKY SWALLOW * BRITAIN AND THE SEA MARITIME DRAWING AND WATERCOLORS FROM THE HUNTINGTON'S ART COLLECTIONS * ALPINE SKELETONS MARSDEN HARTLEY SILVERPOINT DRAWINGS * ROYALS, COURTIERS, AND CONFIDANTS EARLY ENGLISH PORTRAIT DRAWINGS FROM THE HUNTINGTON'S ART COLLECTIONS * ROGER MEDEARIS HIS REGIONALISM</p>

Identifier	Return Reference	Explanation
	FORM 990, PART VI, SECTION A, LINE 2	THE HUNTINGTON GOVERNING BODY IS A FIVE MEMBER BOARD OF TRUSTEES WE ALSO HAVE A BOARD OF OVERSEERS THAT WORK WITH EACH PROGRAM AREA IN MAKING RECOMMENDATIONS TO THE TRUSTEES SOME OF THE TRUSTEES HAVE A FAMILY RELATIONSHIP WITH SOME OF THE OVERSEERS THE HUNTINGTON'S PRESIDENT IS A BOARD MEMBER OF A NOT-FOR-PROFIT THAT HAS BEEN ESTABLISHED BY AN OVERSEER SOME OF THE TRUSTEES AND OVERSEERS WORK FOR ORGANIZATIONS THAT PROVIDE GOODS AND SERVICES TO THE HUNTINGTON ALL RELATIONSHIPS ARE REVIEWED BY THE AUDIT COMMITTEE ANNUALLY, AND ANY POTENTIAL CONFLICTS OF INTEREST HAVE BEEN ADDRESSED

Identifier	Return Reference	Explanation
	FORM 990, PART VI, SECTION B, LINE 11	PRIOR TO THE FILING, THE ENTIRE DRAFT 990 WAS SENT AS A PDF TO ALL TRUSTEES COMMENTS AND CORRECTIONS WERE STRONGLY ENCOURAGED, AND THE FORM WAS DISCUSSED IN A JOINT MEETING OF THE FINANCE AND AUDIT COMMITTEES IN ADDITION, AN OUTSIDE CPA FIRM, SINGERLEWAK, REVIEWED THE FORM AND WENT OVER THE FORM IN DETAIL WITH THE CONTROLLER

Identifier	Return Reference	Explanation
	FORM 990, PART VI, SECTION B, LINE 12C	CONFLICTS OF INTEREST STATEMENTS ARE REQUESTED ANNUALLY FROM ALL TRUSTEES, OVERSEERS AND NON-BOARD MEMBERS' CHAIRS OF ACTIVE COMMITTEES AS WELL AS EMPLOYEES. ANY CONFLICTS OR POTENTIAL CONFLICTS ARE REPORTED TO THE AUDIT COMMITTEE. THE AUDIT COMMITTEE MAKES A DECISION ON HOW EACH CONFLICT SHOULD BE HANDLED, INCLUDING ABSTAINING FROM VOTING ON CERTAIN MATTERS.

Identifier	Return Reference	Explanation
	FORM 990, PART VI, SECTION B, LINE 15	<p>IN REVIEWING AND APPROVING THE COMPENSATION FOR THE PRESIDENT AND CFO, THE HUNTINGTON'S BOARD OF TRUSTEES (REFERRED TO AS THE "APPROVAL BODY" BELOW), USES THE FOLLOWING PROCESS</p> <p>1 IMPARTIAL DECISION MAKERS THE COMPENSATION ARRANGEMENT MUST BE APPROVED IN ADVANCE (BEFORE ANY PAYMENT IS MADE) BY THE APPROVAL BODY OF THE HUNTINGTON COMPOSED ENTIRELY OF INDIVIDUALS WHO DO NOT HAVE A CONFLICT OF INTEREST WITH RESPECT TO THE COMPENSATION ARRANGEMENT (EXAMPLE NEITHER THE EXECUTIVE WHOSE COMPENSATION IS BEING DETERMINED NOR ANY OF HIS/HER FAMILY MEMBERS MAY BE PRESENT DURING THE DISCUSSION/DEBATE OR PARTICIPATE IN THE VOTE)</p> <p>2 COMPARABILITY DATA WHEN THE APPROVAL BODY IS CONSIDERING COMPENSATION TO COVERED INDIVIDUALS, IT MUST RELY ON COMPARABILITY DATA THAT DEMONSTRATES THE FAIR MARKET VALUE OF THE COMPENSATION IN QUESTION FOR EXAMPLE, WHEN CRAFTING COMPENSATION PACKAGES, THE APPROVAL BODY MUST SECURE DATA THAT DOCUMENTS COMPENSATION LEVELS FOR SIMILARLY QUALIFIED INDIVIDUALS IN LIKE POSITIONS AT LIKE ORGANIZATIONS THIS DATA MAY INCLUDE THE FOLLOWING A) EXPERT COMPENSATION STUDIES BY INDEPENDENT FIRMS, B) WRITTEN JOB OFFERS FOR POSITIONS AT SIMILAR ORGANIZATIONS, C) DOCUMENTED TELEPHONE CALLS ABOUT SIMILAR POSITIONS AT BOTH NON-PROFIT AND FOR-PROFIT ORGANIZATIONS, AND D) INFORMATION OBTAINED FROM THE IRS FORM 990 FILINGS OF SIMILAR ORGANIZATIONS</p> <p>3 CONCURRENT DOCUMENTATION THE APPROVAL BODY MUST DOCUMENT HOW IT REACHED ITS DECISIONS, INCLUDING THE DATA ON WHICH IT RELIED TO QUALIFY AS CONCURRENT DOCUMENTATION, WRITTEN OR ELECTRONIC RECORDS OF THE APPROVAL BODY (SUCH AS MEETING MINUTES) MUST NOTE A) THE TERMS OF THE COMPENSATION AND THE DATE IT WAS APPROVED, B) THE MEMBERS OF THE APPROVAL BODY WHO WERE PRESENT DURING THE DEBATE ON THE COMPENSATION THAT WAS APPROVED AND THOSE WHO VOTED ON IT, C) THE COMPARABILITY DATA OBTAINED AND RELIED UPON AND HOW THE DATA WAS OBTAINED, AND D) ANY ACTIONS TAKEN WITH RESPECT TO CONSIDERATION OF THE COMPENSATION BY ANY ONE WHO IS OTHERWISE A MEMBER OF THE APPROVAL BODY BUT WHO HAD A CONFLICT OF INTEREST WITH RESPECT TO THE DECISION ON THE COMPENSATION ALL OTHER OFFICERS AND KEY EMPLOYEES HAVE THEIR COMPENSATION REVIEWED ANNUALLY BY THE APPROVAL BODY, WHICH MAY OR MAY NOT INCLUDE COMPARABILITY DATA</p>

Identifier	Return Reference	Explanation
	FORM 990, PART VI, SECTION C, LINE 18	THE ORGANIZATION'S FORM 990 CAN ALSO BE VIEWED BY THE PUBLIC ON WWW GUIDESTAR COM

Identifier	Return Reference	Explanation
	FORM 990, PART VI, SECTION C, LINE 19	GOVERNING DOCUMENTS, CONFLICT OF INTEREST POLICY, FINANCIAL STATEMENTS, AND FORM 990 ARE AVAILABLE TO THE PUBLIC UPON REQUEST. THE ORGANIZATION'S FORM 990 CAN ALSO BE VIEWED BY THE PUBLIC ON WWW.GUIDESTAR.ORG

Identifier	Return Reference	Explanation
CHANGES IN NET ASSETS OR FUND BALANCES	FORM 990, PART XI, LINE 9	PARTNERSHIP INVESTMENT INCOME 962,623

**SCHEDULE R
(Form 990)**

Related Organizations and Unrelated Partnerships

OMB No 1545-0047

2012

**Open to Public
Inspection**

▶ **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.**

Department of the Treasury
Internal Revenue Service

Name of the organization
HENRY E HUNTINGTON LIBRARY AND ART GALLERY

Employer identification number

95-1644589

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

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

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

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

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

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

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

(a) Name, address, and EIN of related organization	(b) Primary activity	(c) Legal domicile (state or foreign country)	(d) Direct controlling entity	(e) Type of entity (C corp, S corp, or trust)	(f) Share of total income	(g) Share of end-of-year assets	(h) Percentage ownership	(i) Section 512 (b)(13) controlled entity?	
								Yes	No
(1) CHARITABLE REMAINDER TRUSTS (19)	FUNDRAISING	CA	N/A	T					No
(2) CHARITABLE REMAINDER TRUSTS (19) - CONTINUATION		NM							No
(3) CHARITABLE REMAINDER TRUSTS (19) - CONTINUATION		OR							No
(4) CHARITABLE REMAINDER TRUSTS (19) - CONTINUATION		WA							No
(5) POOLED INCOME FUND (1)	FUNDRAISING	WA	N/A	T					No

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

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

1 During the tax year, did the organization engage in any of the following transactions with one or more related organizations listed in Parts II-IV?

- a** Receipt of **(i)** interest **(ii)** annuities **(iii)** royalties or **(iv)** rent from a controlled entity
- b** Gift, grant, or capital contribution to related organization(s)
- c** Gift, grant, or capital contribution from related organization(s)
- d** Loans or loan guarantees to or for related organization(s)
- e** Loans or loan guarantees by related organization(s)

- f** Dividends from related organization(s)
- g** Sale of assets to related organization(s)
- h** Purchase of assets from related organization(s)
- i** Exchange of assets with related organization(s)
- j** Lease of facilities, equipment, or other assets to related organization(s)

- k** Lease of facilities, equipment, or other assets from related organization(s)
- l** Performance of services or membership or fundraising solicitations for related organization(s)
- m** Performance of services or membership or fundraising solicitations by related organization(s)
- n** Sharing of facilities, equipment, mailing lists, or other assets with related organization(s)
- o** Sharing of paid employees with related organization(s)

- p** Reimbursement paid to related organization(s) for expenses
- q** Reimbursement paid by related organization(s) for expenses

- r** Other transfer of cash or property to related organization(s)
- s** Other transfer of cash or property from related organization(s)

	Yes	No
1a		No
1b		No
1c		No
1d		No
1e		No
1f		No
1g		No
1h		No
1i		No
1j		No
1k		No
1l		No
1m		No
1n		No
1o		No
1p		No
1q		No
1r		No
1s		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-s)	(c) Amount involved	(d) Method of determining amount involved

Software ID:
Software Version:
EIN: 95-1644589
Name: HENRY E HUNTINGTON LIBRARY AND ART GALLERY

Part VII Supplemental Information

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

Identifier	Return Reference	Explanation	
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Form **4562**
 Department of the Treasury
 Internal Revenue Service (99)

Depreciation and Amortization
 (Including Information on Listed Property)

OMB No 1545-0172
2012
 Attachment
 Sequence No **179**

▶ See separate instructions. ▶ Attach to your tax return.

Name(s) shown on return HENRY E HUNTINGTON LIBRARY AND ART GALLERY	Business or activity to which this form relates FORM 990 PAGE 10	Identifying number 95-1644589
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Part I Election To Expense Certain Property Under Section 179
Note: If you have any listed property, complete Part V before you complete Part I.

1 Maximum amount (see instructions)	1	500,000
2 Total cost of section 179 property placed in service (see instructions)	2	
3 Threshold cost of section 179 property before reduction in limitation (see instructions)	3	2,000,000
4 Reduction in limitation Subtract line 3 from line 2. If zero or less, enter -0-	4	
5 Dollar limitation for tax year Subtract line 4 from line 1. If zero or less, enter -0-. If married filing separately, see instructions	5	

6 (a) Description of property	(b) Cost (business use only)	(c) Elected cost
7 Listed property Enter the amount from line 29	7	
8 Total elected cost of section 179 property Add amounts in column (c), lines 6 and 7	8	
9 Tentative deduction Enter the smaller of line 5 or line 8	9	
10 Carryover of disallowed deduction from line 13 of your 2011 Form 4562	10	
11 Business income limitation Enter the smaller of business income (not less than zero) or line 5 (see instructions)	11	
12 Section 179 expense deduction Add lines 9 and 10, but do not enter more than line 11	12	
13 Carryover of disallowed deduction to 2013 Add lines 9 and 10, less line 12	13	

Note: Do not use Part II or Part III below for listed property. Instead, use Part V.

Part II Special Depreciation Allowance and Other Depreciation (Do not include listed property) (See instructions)

14 Special depreciation allowance for qualified property (other than listed property) placed in service during the tax year (see instructions)	14	
15 Property subject to section 168(f)(1) election	15	
16 Other depreciation (including ACRS)	16	

Part III MACRS Depreciation (Do not include listed property.) (See instructions.)

Section A

17 MACRS deductions for assets placed in service in tax years beginning before 2012	17	
18 If you are electing to group any assets placed in service during the tax year into one or more general asset accounts, check here <input type="checkbox"/>		

Section B—Assets Placed in Service During 2012 Tax Year Using the General Depreciation System

(a) Classification of property	(b) Month and year placed in service	(c) Basis for depreciation (business/investment use only—see instructions)	(d) Recovery period	(e) Convention	(f) Method	(g) Depreciation deduction
19a 3-year property						
b 5-year property						
c 7-year property						
d 10-year property						
e 15-year property						
f 20-year property						
g 25-year property			25 yrs		S/L	
h Residential rental property			27 5 yrs	MM	S/L	
i Nonresidential real property			39 yrs	MM	S/L	

Section C—Assets Placed in Service During 2012 Tax Year Using the Alternative Depreciation System

20a Class life					S/L	
b 12-year			12 yrs		S/L	
c 40-year			40 yrs	MM	S/L	

Part IV Summary (see instructions)

21 Listed property Enter amount from line 28	21	
22 Total. Add amounts from line 12, lines 14 through 17, lines 19 and 20 in column (g), and line 21. Enter here and on the appropriate lines of your return. Partnerships and S corporations—see instructions	22	7,468,007
23 For assets shown above and placed in service during the current year, enter the portion of the basis attributable to section 263A costs	23	

Part V Listed Property (Include automobiles, certain other vehicles, certain computers, and property used for entertainment, recreation, or amusement.)

Note: For any vehicle for which you are using the standard mileage rate or deducting lease expense, complete **only 24a, 24b, columns (a) through (c) of Section A, all of Section B, and Section C if applicable.**

Section A—Depreciation and Other Information (Caution: See the instructions for limits for passenger automobiles.)

24a Do you have evidence to support the business/investment use claimed? Yes No
24b If "Yes," is the evidence written? Yes No
(a) Type of property (list vehicles first)
(b) Date placed in service
(c) Business/investment use percentage
(d) Cost or other basis
(e) Basis for depreciation (business/investment use only)
(f) Recovery period
(g) Method/Convention
(h) Depreciation/deduction
(i) Elected section 179 cost
25 Special depreciation allowance for qualified listed property placed in service during the tax year and used more than 50% in a qualified business use (see instructions)
26 Property used more than 50% in a qualified business use
27 Property used 50% or less in a qualified business use
28 Add amounts in column (h), lines 25 through 27 Enter here and on line 21, page 1
29 Add amounts in column (i), line 26 Enter here and on line 7, page 1

Section B—Information on Use of Vehicles

Complete this section for vehicles used by a sole proprietor, partner, or other "more than 5% owner," or related person. If you provided vehicles to your employees, first answer the questions in Section C to see if you meet an exception to completing this section for those vehicles.

30 Total business/investment miles driven during the year (do not include commuting miles)
31 Total commuting miles driven during the year
32 Total other personal(noncommuting) miles driven
33 Total miles driven during the year Add lines 30 through 32
34 Was the vehicle available for personal use during off-duty hours?
35 Was the vehicle used primarily by a more than 5% owner or related person?
36 Is another vehicle available for personal use?

Section C—Questions for Employers Who Provide Vehicles for Use by Their Employees

Answer these questions to determine if you meet an exception to completing Section B for vehicles used by employees who are not more than 5% owners or related persons (see instructions)

37 Do you maintain a written policy statement that prohibits all personal use of vehicles, including commuting, by your employees?
38 Do you maintain a written policy statement that prohibits personal use of vehicles, except commuting, by your employees? See the instructions for vehicles used by corporate officers, directors, or 1% or more owners
39 Do you treat all use of vehicles by employees as personal use?
40 Do you provide more than five vehicles to your employees, obtain information from your employees about the use of vehicles, and retain the information received?
41 Do you meet the requirements concerning qualified automobile demonstration use? (See instructions)
Note: If your answer to 37, 38, 39, 40, or 41 is "Yes," do not complete Section B for the covered vehicles

Part VI Amortization

(a) Description of costs
(b) Date amortization begins
(c) Amortizable amount
(d) Code section
(e) Amortization period or percentage
(f) Amortization for this year
42 Amortization of costs that begins during your 2012 tax year (see instructions)
43 Amortization of costs that began before your 2012 tax year
44 Total. Add amounts in column (f) See the instructions for where to report