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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 private foundations)

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

OMB No 1545-0047

2013

Open to Public Inspection

A For the 2013 calendar year, or tax year beginning 07-01-2013, 2013, and ending 06-30-2014

B Check if applicable <input type="checkbox"/> Address change <input type="checkbox"/> Name change <input type="checkbox"/> Initial return <input type="checkbox"/> Terminated <input type="checkbox"/> Amended return <input type="checkbox"/> Application pending	C Name of organization HENRY E HUNTINGTON LIBRARY AND ART GALLERY		D Employer identification number 95-1644589
	Doing Business As		
	Number and street (or P O box if mail is not delivered to street address)	Room/suite	E Telephone number (626) 405-2150
	1151 OXFORD ROAD		
	City or town, state or province, country, and ZIP or foreign postal code SAN MARINO, CA 911081218		G Gross receipts \$ 202,277,268
F Name and address of principal officer STEVEN KOBLIK 1151 OXFORD ROAD SAN MARINO, CA 911081218		H(a) Is this a group return for subordinates? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No H(b) Are all subordinates included? <input type="checkbox"/> Yes <input type="checkbox"/> No If "No," attach a list (see instructions) H(c) Group exemption number ▶	
I Tax-exempt status <input checked="" type="checkbox"/> 501(c)(3) <input type="checkbox"/> 501(c) () ◀ (Insert no) <input type="checkbox"/> 4947(a)(1) or <input type="checkbox"/> 527			
J Website: ▶ WWW.HUNTINGTON.ORG			
K Form of organization <input type="checkbox"/> Corporation <input checked="" type="checkbox"/> Trust <input type="checkbox"/> Association <input type="checkbox"/> Other ▶		L Year of formation 1919	
		M State of legal domicile CA	

Part I

Summary

Activities & Governance	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 <input type="checkbox"/> if the organization discontinued its operations or disposed of more than 25% of its net assets			
3 Number of voting members of the governing body (Part VI, line 1a)	3	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 2013 (Part V, line 2a)	5	522	
6 Total number of volunteers (estimate if necessary)	6	1,363	
7a Total unrelated business revenue from Part VIII, column (C), line 12	7a	-539,141	
b Net unrelated business taxable income from Form 990-T, line 34	7b	-600,651	
Revenue	8 Contributions and grants (Part VIII, line 1h)	Prior Year	Current Year
		68,967,085	42,833,535
	9 Program service revenue (Part VIII, line 2g)	7,305,934	6,773,540
	10 Investment income (Part VIII, column (A), lines 3, 4, and 7d)	22,757,890	39,466,944
	11 Other revenue (Part VIII, column (A), lines 5, 6d, 8c, 9c, 10c, and 11e)	1,549,271	977,280
12 Total revenue—add lines 8 through 11 (must equal Part VIII, column (A), line 12)	100,580,180	90,051,299	
Expenses	13 Grants and similar amounts paid (Part IX, column (A), lines 1–3)	1,728,971	1,848,511
	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)	23,011,110	23,878,110
	16a Professional fundraising fees (Part IX, column (A), line 11e)	0	0
	b Total fundraising expenses (Part IX, column (D), line 25) ▶ 3,541,742		
	17 Other expenses (Part IX, column (A), lines 11a–11d, 11f–24e)	28,858,732	35,346,000
	18 Total expenses Add lines 13–17 (must equal Part IX, column (A), line 25)	53,598,813	61,072,621
	19 Revenue less expenses Subtract line 18 from line 12	46,981,367	28,978,678
Net Assets or Fund Balances		Beginning of Current Year	End of Year
	20 Total assets (Part X, line 16)	623,625,714	686,920,752
	21 Total liabilities (Part X, line 26)	12,761,793	24,689,158
	22 Net assets or fund balances Subtract line 21 from line 20	610,863,921	662,231,594

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	*****		2015-03-04	
	Signature of officer		Date	
Paid Preparer Use Only	COREEN A RODGERS VP FOR FINANCIAL AFFAIRS		Type or print name and title	
	Pnnt/Type preparer's name LIOR TEMKIN	Preparer's signature	Date 2015-03-04	Check <input type="checkbox"/> 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) <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No				

Part III Statement of Program Service Accomplishments

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

1 Briefly describe the organization's mission
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 \$ 18,186,708 including grants of \$ 1,848,511) (Revenue \$ 691,138)
SEE SCHEDULE O	

4b	(Code) (Expenses \$ 14,217,595 including grants of \$) (Revenue \$ 253,217)
SEE SCHEDULE O	










4c	(Code) (Expenses \$ 13,426,274 including grants of \$) (Revenue \$ 216,867)
SEE SCHEDULE O	

	(Code) (Expenses \$ 5,915,868 including grants of \$) (Revenue \$ 6,639,160)
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 8 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 522 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 \$ 5,915,868 including grants of \$) (Revenue \$ 6,639,160)

4e	Total program service expenses ▶ 51,746,445
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Part IV Checklist of Required Schedules

	Yes	No
1 Is the organization described in section 501(c)(3) or 4947(a)(1) (other than a private foundation)? If "Yes," complete Schedule A 	1 Yes	
2 Is the organization required to complete Schedule B, Schedule of Contributors (see instructions)? 	2 Yes	
3 Did the organization engage in direct or indirect political campaign activities on behalf of or in opposition to candidates for public office? If "Yes," complete Schedule C, Part I	3	No
4 Section 501(c)(3) organizations. Did the organization engage in lobbying activities, or have a section 501(h) election in effect during the tax year? If "Yes," complete Schedule C, Part II	4	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? If "Yes," complete Schedule C, Part III	5	No
6 Did the organization maintain any donor advised funds or any similar funds or accounts for which donors have the right to provide advice on the distribution or investment of amounts in such funds or accounts? If "Yes," complete Schedule D, Part I 	6	No
7 Did the organization receive or hold a conservation easement, including easements to preserve open space, the environment, historic land areas, or historic structures? If "Yes," complete Schedule D, Part II 	7	No
8 Did the organization maintain collections of works of art, historical treasures, or other similar assets? If "Yes," complete Schedule D, Part III 	8 Yes	
9 Did the organization report an amount in Part X, line 21 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? If "Yes," complete Schedule D, Part IV 	9	No
10 Did the organization, directly or through a related organization, hold assets in temporarily restricted endowments, permanent endowments, or quasi-endowments? If "Yes," complete Schedule D, Part V 	10 Yes	
11 If the organization's answer to any of the following questions is "Yes," then complete Schedule D, Parts VI, VII, VIII, IX, or X as applicable		
a Did the organization report an amount for land, buildings, and equipment in Part X, line 10? If "Yes," complete Schedule D, Part VI. 	11a Yes	
b Did the organization report an amount for investments—other securities in Part X, line 12 that is 5% or more of its total assets reported in Part X, line 16? If "Yes," complete Schedule D, Part VII 	11b	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? If "Yes," complete Schedule D, Part VIII 	11c	No
d Did the organization report an amount for other assets in Part X, line 15 that is 5% or more of its total assets reported in Part X, line 16? If "Yes," complete Schedule D, Part IX 	11d	No
e Did the organization report an amount for other liabilities in Part X, line 25? If "Yes," complete Schedule D, Part X 	11e Yes	
f Did the organization's separate or consolidated financial statements for the tax year include a footnote that addresses the organization's liability for uncertain tax positions under FIN 48 (ASC 740)? If "Yes," complete Schedule D, Part X 	11f Yes	
12a Did the organization obtain separate, independent audited financial statements for the tax year? If "Yes," complete Schedule D, Parts XI and XII 	12a Yes	
b Was the organization included in consolidated, independent audited financial statements for the tax year? If "Yes," and if the organization answered "No" to line 12a, then completing Schedule D, Parts XI and XII is optional 	12b	No
13 Is the organization a school described in section 170(b)(1)(A)(ii)? If "Yes," complete Schedule E	13	No
14a Did the organization maintain an office, employees, or agents outside of the United States?	14a	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? If "Yes," complete Schedule F, Parts I and IV 	14b Yes	
15 Did the organization report on Part IX, column (A), line 3, more than \$5,000 of grants or other assistance to or for any foreign organization? If "Yes," complete Schedule F, Parts II and IV 	15	No
16 Did the organization report on Part IX, column (A), line 3, more than \$5,000 of aggregate grants or other assistance to or for foreign individuals? If "Yes," complete Schedule F, Parts III and IV 	16 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? If "Yes," complete Schedule G, Part I (see instructions)	17	No
18 Did the organization report more than \$15,000 total of fundraising event gross income and contributions on Part VIII, lines 1c and 8a? If "Yes," complete Schedule G, Part II 	18 Yes	
19 Did the organization report more than \$15,000 of gross income from gaming activities on Part VIII, line 9a? If "Yes," complete Schedule G, Part III 	19	No
20a Did the organization operate one or more hospital facilities? If "Yes," complete Schedule H	20a	No
b If "Yes" to line 20a, did the organization attach a copy of its audited financial statements to this return?	20b	

Part IV

Checklist of Required Schedules (continued)

21	Did the organization report more than \$5,000 of grants or other assistance to any domestic organization or government on Part IX, column (A), line 1? <i>If "Yes," complete Schedule I, Parts I and II</i>	21		No
22	Did the organization report more than \$5,000 of grants or other assistance to individuals in the United States on Part IX, column (A), line 2? <i>If "Yes," complete Schedule I, Parts I and III</i>	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 25a</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	Did the organization report any amount on Part X, line 5, 6, or 22 for receivables from or payables to any current or former officers, directors, trustees, key employees, highest compensated employees, or disqualified persons? <i>If so, complete Schedule L, Part II</i>	26		No
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 or note to any line in this Part V

☐

		Yes	No			
1a	Enter the number reported in Box 3 of Form 1096. Enter -0- if not applicable.	1a	395			
b	Enter the number of Forms W-2G included in line 1a. Enter -0- if not applicable.	1b	0			
c	Did the organization comply with backup withholding rules for reportable payments to vendors and reportable gaming (gambling) winnings to prize winners?	1c	Yes			
2a	Enter the number of employees reported on Form W-3, Transmittal of Wage and Tax Statements, filed for the calendar year ending with or within the year covered by this return.	2a	522			
b	If at least one is reported on line 2a, did the organization file all required federal employment tax returns? Note. If the sum of lines 1a and 2a is greater than 250, you may be required to e-file (see instructions).	2b	Yes			
3a	Did the organization have unrelated business gross income of \$1,000 or more during the year?	3a	Yes			
b	If "Yes," has it filed a Form 990-T for this year? <i>If "No" to line 3b, provide an explanation in Schedule O.</i>	3b	Yes			
4a	At any time during the calendar year, did the organization have an interest in, or a signature or other authority over, a financial account in a foreign country (such as a bank account, securities account, or other financial account)?	4a				No
b	If "Yes," enter the name of the foreign country: _____ See instructions for filing requirements for Form TD F 90-22.1, Report of Foreign Bank and Financial Accounts.					
5a	Was the organization a party to a prohibited tax shelter transaction at any time during the tax year?	5a				No
b	Did any taxable party notify the organization that it was or is a party to a prohibited tax shelter transaction?	5b				No
c	If "Yes," to line 5a or 5b, did the organization file Form 8886-T?	5c				
6a	Does the organization have annual gross receipts that are normally greater than \$100,000, and did the organization solicit any contributions that were not tax deductible as charitable contributions?	6a				No
b	If "Yes," did the organization include with every solicitation an express statement that such contributions or gifts were not tax deductible?	6b				
7	Organizations that may receive deductible contributions under section 170(c).					
a	Did the organization receive a payment in excess of \$75 made partly as a contribution and partly for goods and services provided to the payor?	7a	Yes			
b	If "Yes," did the organization notify the donor of the value of the goods or services provided?	7b	Yes			
c	Did the organization sell, exchange, or otherwise dispose of tangible personal property for which it was required to file Form 8282?	7c				No
d	If "Yes," indicate the number of Forms 8282 filed during the year.	7d				
e	Did the organization receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?	7e				No
f	Did the organization, during the year, pay premiums, directly or indirectly, on a personal benefit contract?	7f				No
g	If the organization received a contribution of qualified intellectual property, did the organization file Form 8899 as required?	7g				
h	If the organization received a contribution of cars, boats, airplanes, or other vehicles, did the organization file a Form 1098-C?	7h				
8	Sponsoring organizations maintaining donor advised funds and section 509(a)(3) supporting organizations. Did the supporting organization, or a donor advised fund maintained by a sponsoring organization, have excess business holdings at any time during the year?	8				
9	Sponsoring organizations maintaining donor advised funds.					
a	Did the organization make any taxable distributions under section 4966?	9a				
b	Did the organization make a distribution to a donor, donor advisor, or related person?	9b				
10	Section 501(c)(7) organizations. Enter					
a	Initiation fees and capital contributions included on Part VIII, line 12.	10a				
b	Gross receipts, included on Form 990, Part VIII, line 12, for public use of club facilities.	10b				
11	Section 501(c)(12) organizations. Enter					
a	Gross income from members or shareholders.	11a				
b	Gross income from other sources (Do not net amounts due or paid to other sources against amounts due or received from them).	11b				
12a	Section 4947(a)(1) non-exempt charitable trusts. Is the organization filing Form 990 in lieu of Form 1041?	12a				
b	If "Yes," enter the amount of tax-exempt interest received or accrued during the year.	12b				
13	Section 501(c)(29) qualified nonprofit health insurance issuers.					
a	Is the organization licensed to issue qualified health plans in more than one state? Note. See the instructions for additional information the organization must report on Schedule O.	13a				
b	Enter the amount of reserves the organization is required to maintain by the states in which the organization is licensed to issue qualified health plans.	13b				
c	Enter the amount of reserves on hand.	13c				
14a	Did the organization receive any payments for indoor tanning services during the tax year?	14a				No
b	If "Yes," has it filed a Form 720 to report these payments? <i>If "No," provide an explanation in Schedule O.</i>	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 or note to any line in this Part VI

Section A. Governing Body and Management

		Yes	No
1a	Enter the number of voting members of the governing body at the end of the tax year	5	
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			
b	Enter the number of voting members included in line 1a, above, who are independent	5	
2	Did any officer, director, trustee, or key employee have a family relationship or a business relationship with any other officer, director, trustee, or key employee?	2	Yes
3	Did the organization delegate control over management duties customarily performed by or under the direct supervision of officers, directors or trustees, or key employees to a management company or other person?	3	No
4	Did the organization make any significant changes to its governing documents since the prior Form 990 was filed?	4	No
5	Did the organization become aware during the year of a significant diversion of the organization's assets?	5	No
6	Did the organization have members or stockholders?	6	No
7a	Did the organization have members, stockholders, or other persons who had the power to elect or appoint one or more members of the governing body?	7a	No
b	Are any governance decisions of the organization reserved to (or subject to approval by) members, stockholders, or persons other than the governing body?	7b	No
8	Did the organization contemporaneously document the meetings held or written actions undertaken during the year by the following		
a	The governing body?	8a	Yes
b	Each committee with authority to act on behalf of the governing body?	8b	Yes
9	Is there any officer, director, trustee, or key employee listed in Part VII, Section A, who cannot be reached at the organization's mailing address? If "Yes," provide the names and addresses in Schedule O	9	No

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

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

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. <input type="checkbox"/> Own website <input type="checkbox"/> Another's website <input checked="" type="checkbox"/> Upon request <input checked="" type="checkbox"/> 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 COREEN A RODGERS 1151 OXFORD ROAD SAN MARINO, CA 911081218 (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 or note to any line in this Part VII

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

- 1a Complete this table for all persons required to be listed Report compensation for the calendar year ending with or within the organization's tax year
- List all of the organization's **current** officers, directors, trustees (whether individuals or organizations), regardless of amount of compensation Enter -0- in columns (D), (E), and (F) if no compensation was paid

List all of the organization's **current** key employees, if any See instructions for definition of "key employee "

List the organization's five **current** highest compensated employees (other than an officer, director, trustee or key employee) who received reportable compensation (Box 5 of Form W-2 and/or Box 7 of Form 1099-MISC) of more than \$100,000 from the organization and any related organizations

List all of the organization's **former** officers, key employees, 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 ROTHCHILD 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	40 00			X				178,348	0	18,668
(7) STEVE HINDLE DIRECTOR OF RESEARCH	40 00			X				205,210	0	37,880
(8) STEVEN KOBLIK PRESIDENT	40 00			X				437,204	0	45,338
(9) KEVIN SALATINO DIRECTOR OF THE ART COLLECTIONS	40 00			X				214,279	0	15,597
(10) RANDY SHULMAN VICE PRESIDENT FOR ADVANCEMENT	40 00			X				196,204	0	26,129
(11) LAURIE SOWD VICE PRESIDENT FOR OPERATIONS	40 00			X				151,317	0	24,166
(12) ALISON D SOWDEN THRU 042014 VICE PRESIDENT FOR FINANCIAL AFFAIRS	40 00			X				244,177	0	45,081
(13) DAVID ZEIDBERG DIRECTOR OF THE LIBRARY	40 00			X				226,096	0	28,570
(14) ROBERT CARTER DIRECTOR OF HUMAN RESOURCES	38 00					X		144,362	0	15,230
(15) DEBORAH JOHNSTON CONTROLLER	38 00					X		132,637	0	34,882
(16) MARY MOSER ASSOCIATE VICE PRESIDENT FOR ADVANCE	38 00					X		116,534	0	23,686
(17) LAURA STALKER ASSOCIATE DIRECTOR OF THE LIBRARY	38 00					X		108,562	0	23,158

Part VII

[illegible]

1b	Sub-Total			
c	Total from continuation sheets to Part VII, Section A			
d	Total (add lines 1b and 1c)	2,495,593	0	364,157

2 Total number of individuals (including but not limited to those listed above) who received more than \$100,000 of reportable compensation from the organization ►13

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

Section B. Independent Contractors

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

(A) Name and business address	(B) Description of services	(C) Compensation
MATT CONSTRUCTION CORP 9814 NORWALK BLVD100 SANTA FE SPRINGS CA 90670	CONSTRUCTION	9,557,834
VALLEY CREST LANDSCAPE DEVELOPMENT FILE 57515 LOS ANGELES CA 90074	CONSTRUCTION	1,598,782
ARCHITECTURAL RESOURCES GROUP INCPIER 9 THE EMBARCADERO107 SAN FRANCISCO CA 94111	ARCHITECTURAL	1,195,212
FORREST HOPKINS 29935 MAYPATH ROAD LITTLEROCK CA 93543	LANDSCAPE MAINTENANCE	457,579
LOFTON CONTRACTING INC 18639 PARTHENIA ST NORTHRIDGE CA 91324	EXHIBIT DESIGN	262,884

2 Total number of independent contractors (including but not limited to those listed above) who received more than \$100,000 of compensation from the organization ►10

Part VIII

Statement of Revenue

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

			(A) Total revenue	(B) Related or exempt function revenue	(C) Unrelated business revenue	(D) Revenue excluded from tax under sections 512-514
Contributions, Gifts, Grants and Other Similar Amounts	1a	Federated campaigns 1a				
	b	Membership dues 1b				
	c	Fundraising events 1c	556,342			
	d	Related organizations 1d				
	e	Government grants (contributions) 1e	224,094			
	f	All other contributions, gifts, grants, and similar amounts not included above 1f	42,053,099			
	g	Noncash contributions included in lines 1a-1f \$	9,802,361			
	h	Total. Add lines 1a-1f	42,833,535			
Program Service Revenue	2a	ADMISSION	900099	4,915,870	4,915,870	
	b	FOOD SERVICES	900099	661,807		661,807
	c	RENTAL INCOME	900099	431,469	431,469	
	d	FEES INCLUDING TOURS	900099	367,170	367,170	
	e	PROGRAMS	900099	213,685	213,685	
	f	All other program service revenue		183,539	39,552	6,000
	g	Total. Add lines 2a-2f	6,773,540			137,987
		Business Code				
Other Revenue	3	Investment income (including dividends, interest, and other similar amounts)	5,797,085		-605,829	6,402,914
	4	Income from investment of tax-exempt bond proceeds				
	5	Royalties	43,459			43,459
	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	(ii) Other		
			144,051,445	352,420		
		b Less cost or other basis and sales expenses		0		
		c Gain or (loss)	33,317,439	352,420		
	d	Net gain or (loss)	33,669,859			33,669,859
	8a	Gross income from fundraising events (not including \$ 556,342 of contributions reported on line 1c) See Part IV, line 18				
		a	61,650			
	b	Less direct expenses b	222,395			
	c	Net income or (loss) from fundraising events	-160,745			-160,745
	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	2,357,098			
	b	Less cost of goods sold b	1,269,568			
	c	Net income or (loss) from sales of inventory	1,087,530	1,026,842	60,688	
		Miscellaneous Revenue	Business Code			
	11a	MORTGAGE INT INCOME	900099	7,036		7,036
	b					
	c					
	d	All other revenue				
	e	Total. Add lines 11a-11d	7,036			
	12	Total revenue. See Instructions	90,051,299	6,994,588	-539,141	40,762,317

Part IX

Statement of Functional Expenses

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

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

Do not include amounts reported on lines 6b, 7b, 8b, 9b, and 10b of Part VIII.		(A) Total expenses	(B) Program service expenses	(C) Management and general expenses	(D) Fundraising expenses
1	Grants and other assistance to governments and organizations in the United States. See Part IV, line 21.				
2	Grants and other assistance to individuals in the United States. See Part IV, line 22.	1,624,462	1,624,462		
3	Grants and other assistance to governments, organizations, and individuals outside the United States. See Part IV, lines 15 and 16.	224,049	224,049		
4	Benefits paid to or for members.				
5	Compensation of current officers, directors, trustees, and key employees.	2,160,711	1,169,481	763,063	228,167
6	Compensation not included above, to disqualified persons (as defined under section 4958(f)(1)) and persons described in section 4958(c)(3)(B).	93,603		93,603	
7	Other salaries and wages.	15,767,759	13,424,090	796,930	1,546,739
8	Pension plan accruals and contributions (include section 401(k) and 403(b) employer contributions).	1,335,626	1,115,950	98,863	120,813
9	Other employee benefits.	3,171,348	2,649,744	234,743	286,861
10	Payroll taxes.	1,349,063	1,127,177	99,858	122,028
11	Fees for services (non-employees):				
a	Management.				
b	Legal.	42,490	5,475	31,920	5,095
c	Accounting.	144,090		144,090	
d	Lobbying.				
e	Professional fundraising services. See Part IV, line 17.				
f	Investment management fees.	2,706,381		2,706,381	
g	Other (If line 11g amount exceeds 10% of line 25, column (A) amount, list line 11g expenses on Schedule O).	677,154	596,687	53,231	27,236
12	Advertising and promotion.	41,027	41,004		23
13	Office expenses.	2,977,806	2,286,578	288,757	402,471
14	Information technology.	55,260	44,598	8,764	1,898
15	Royalties.	1,440	1,440		
16	Occupancy.	2,597,529	2,315,505	229,359	52,665
17	Travel.	576,936	533,573	18,949	24,414
18	Payments of travel or entertainment expenses for any federal, state, or local public officials.				
19	Conferences, conventions, and meetings.	443,733	276,716	123,883	43,134
20	Interest.				
21	Payments to affiliates.				
22	Depreciation, depletion, and amortization.	7,536,735	7,432,796	46,042	57,897
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	12,695,779	12,695,779		
b	EXHIBITS, PROGRAMS & EV	2,584,558	2,103,024	4,808	476,726
c	MAINTENANCE & REPAIR	1,886,034	1,808,555	39,634	37,845
d	PRINTING & PUBLICATIONS	379,048	269,762	1,556	107,730
e	All other expenses.				
25	Total functional expenses. Add lines 1 through 24e.	61,072,621	51,746,445	5,784,434	3,541,742
26	Joint costs. Complete this line only if the organization reported in column (B) joint costs from a combined educational campaign and fundraising solicitation. Check here <input type="checkbox"/> if following SOP 98-2 (ASC 958-720).				

Part X

Balance Sheet

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

☒

				(A)		(B)
				Beginning of year		End of year
Assets	1	Cash—non-interest-bearing			1	3,742,090
	2	Savings and temporary cash investments		95,521,085	2	60,523,610
	3	Pledges and grants receivable, net		23,168,681	3	20,769,191
	4	Accounts receivable, net		123,449	4	264,618
	5	Loans and other receivables from current and former officers, directors, trustees, key employees, and highest compensated employees Complete Part II of Schedule L		119,587	5	
	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		470,958	8	492,344
	9	Prepaid expenses and deferred charges		609,412	9	476,108
	10a	Land, buildings, and equipment cost or other basis Complete Part VI of Schedule D	10a	228,818,088		
	b	Less accumulated depreciation	10b	81,826,414	116,397,444	10c 146,991,674
	11	Investments—publicly traded securities		364,410,754	11	433,068,706
	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		22,804,344	15	20,592,411
	16	Total assets. Add lines 1 through 15 (must equal line 34)		623,625,714	16	686,920,752
Liabilities	17	Accounts payable and accrued expenses		4,293,422	17	9,556,711
	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		2,660,000	23	1,330,000
	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		5,808,371	25	13,802,447
	26	Total liabilities. Add lines 17 through 25		12,761,793	26	24,689,158
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		282,224,095	27	339,043,414
	28	Temporarily restricted net assets		204,353,203	28	196,185,709
	29	Permanently restricted net assets		124,286,623	29	127,002,471
	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		610,863,921	33	662,231,594
	34	Total liabilities and net assets/fund balances		623,625,714	34	686,920,752

Part XI Reconciliation of Net Assets

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

1	Total revenue (must equal Part VIII, column (A), line 12)	1	90,051,299
2	Total expenses (must equal Part IX, column (A), line 25)	2	61,072,621
3	Revenue less expenses Subtract line 2 from line 1	3	28,978,678
4	Net assets or fund balances at beginning of year (must equal Part X, line 33, column (A))	4	610,863,921
5	Net unrealized gains (losses) on investments	5	22,387,264
6	Donated services and use of facilities	6	1,731
7	Investment expenses	7	
8	Prior period adjustments	8	
9	Other changes in net assets or fund balances (explain in Schedule O)	9	0
10	Net assets or fund balances at end of year Combine lines 3 through 9 (must equal Part X, line 33, column (B))	10	662,231,594

Part XII Financial Statements and Reporting

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

		Yes	No
1	Accounting method used to prepare the Form 990 <input type="checkbox"/> Cash <input checked="" type="checkbox"/> Accrual <input type="checkbox"/> Other _____ If the organization changed its method of accounting from a prior year or checked "Other," explain in Schedule O		
2a	Were the organization's financial statements compiled or reviewed by an independent accountant? If "Yes," check a box below to indicate whether the financial statements for the year were compiled or reviewed on a separate basis, consolidated basis, or both <input type="checkbox"/> Separate basis <input type="checkbox"/> Consolidated basis <input type="checkbox"/> Both consolidated and separate basis	2a	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	2b	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	2c	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?	3a	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	3b	

SCHEDULE A

(Form 990 or 990EZ)

Department of the
Treasury
Internal Revenue Service

Public Charity Status and Public Support

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

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

OMB No 1545-0047

2013

Open to Public
Inspection

Name of the organization HENRY E HUNTINGTON LIBRARY AND ART GALLERY	Employer identification number 95-1644589
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Part I

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

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

- 1

☐

A church, convention of churches, or association of churches described in **section 170(b)(1)(A)(i).**
- 2

☐

A school described in **section 170(b)(1)(A)(ii).** (Attach Schedule E)
- 3

☐

A hospital or a cooperative hospital service organization described in **section 170(b)(1)(A)(iii).**
- 4

☐

A medical research organization operated in conjunction with a hospital described in **section 170(b)(1)(A)(iii).** Enter the hospital's name, city, and state _____
- 5

☐

An organization operated for the benefit of a college or university owned or operated by a governmental unit described in **section 170(b)(1)(A)(iv).** (Complete Part II)
- 6

☐

A federal, state, or local government or governmental unit described in **section 170(b)(1)(A)(v).**
- 7

☒

An organization that normally receives a substantial part of its support from a governmental unit or from the general public described in **section 170(b)(1)(A)(vi).** (Complete Part II)
- 8

☐

A community trust described in **section 170(b)(1)(A)(vi)** (Complete Part II)
- 9

☐

An organization that normally receives (1) more than 33¹/₃% of its support from contributions, membership fees, and gross receipts from activities related to its exempt functions—subject to certain exceptions, and (2) no more than 33¹/₃% of its support from gross investment income and unrelated business taxable income (less section 511 tax) from businesses acquired by the organization after June 30, 1975 See **section 509(a)(2).** (Complete Part III)
- 10

☐

An organization organized and operated exclusively to test for public safety See **section 509(a)(4).**
- 11

☐

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

a

☐

Type I

b

☐

Type II

c

☐

Type III - Functionally integrated

d

☐

Type III - 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) 2009	(b) 2010	(c) 2011	(d) 2012	(e) 2013	(f) Total
1 Gifts, grants, contributions, and membership fees received (Do not include any "unusual grants ")	30,744,577	177,823,530	24,811,038	68,967,085	42,833,535	345,179,765
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	30,744,577	177,823,530	24,811,038	68,967,085	42,833,535	345,179,765
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)						148,216,566
6 Public support. Subtract line 5 from line 4						196,963,199

Section B. Total Support							
Calendar year (or fiscal year beginning in) ▶		(a) 2009	(b) 2010	(c) 2011	(d) 2012	(e) 2013	(f) Total
7	Amounts from line 4	30,744,577	177,823,530	24,811,038	68,967,085	42,833,535	345,179,765
8	Gross income from interest, dividends, payments received on securities loans, rents, royalties and income from similar sources	4,951,062	7,618,359	6,589,716	11,590,963	6,453,409	37,203,509
9	Net income from unrelated business activities, whether or not the business is regularly carried on						
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)						386,400,279
12	Gross receipts from related activities, etc (see instructions)					12	45,121,781
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 <input type="checkbox"/>						

Section C. Computation of Public Support Percentage			
14	Public support percentage for 2013 (line 6, column (f) divided by line 11, column (f))	14	50 970 %
15	Public support percentage for 2012 Schedule A, Part II, line 14	15	48 840 %
16a	33 1/3% support test—2013. If the organization did not check the box on line 13, and line 14 is 33 1/3% or more, check this box and stop here. The organization qualifies as a publicly supported organization		
b	33 1/3% support test—2012. If the organization did not check a box on line 13 or 16a, and line 15 is 33 1/3% or more, check this box and stop here. The organization qualifies as a publicly supported organization		
17a	10%-facts-and-circumstances test—2013. If the organization did not check a box on line 13, 16a, or 16b, and line 14 is 10% or more, and if the organization meets the "facts-and-circumstances" test, check this box and stop here. Explain in Part IV how the organization meets the "facts-and-circumstances" test The organization qualifies as a publicly supported organization		
b	10%-facts-and-circumstances test—2012. If the organization did not check a box on line 13, 16a, 16b, or 17a, and line 15 is 10% or more, and if the organization meets the "facts-and-circumstances" test, check this box and stop here. Explain in Part IV how the organization meets the "facts-and-circumstances" test The organization qualifies as a publicly supported organization		
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 IIISupport Schedule for Organizations Described in Section 509(a)(2)
(Complete only if you checked the box on line 9 of Part I or if the organization failed to qualify under Part II. If the organization fails to qualify under the tests listed below, please complete Part II.)

Section A. Public Support						
Calendar year (or fiscal year beginning in) ▶	(a) 2009	(b) 2010	(c) 2011	(d) 2012	(e) 2013	(f) Total
1 Gifts, grants, contributions, and membership fees received (Do not include any "unusual grants.")						
2 Gross receipts from admissions, merchandise sold or services performed, or facilities furnished in any activity that is related to the organization's tax-exempt purpose						
3 Gross receipts from activities that are not an unrelated trade or business under section 513						
4 Tax revenues levied for the organization's benefit and either paid to or expended on its behalf						
5 The value of services or facilities furnished by a governmental unit to the organization without charge						
6 Total. Add lines 1 through 5						
7a Amounts included on lines 1, 2, and 3 received from disqualified persons						
b Amounts included on lines 2 and 3 received from other than disqualified persons that exceed the greater of \$5,000 or 1% of the amount on line 13 for the year						
c Add lines 7a and 7b						
8 Public support (Subtract line 7c from line 6)						

Section B. Total Support						
Calendar year (or fiscal year beginning in) ▶	(a) 2009	(b) 2010	(c) 2011	(d) 2012	(e) 2013	(f) Total
9 Amounts from line 6						
10a Gross income from interest, dividends, payments received on securities loans, rents, royalties and income from similar sources						
b Unrelated business taxable income (less section 511 taxes) from businesses acquired after June 30, 1975						
c Add lines 10a and 10b						
11 Net income from unrelated business activities not included in line 10b, whether or not the business is regularly carried on						
12 Other income. Do not include gain or loss from the sale of capital assets (Explain in Part IV.)						
13 Total support. (Add lines 9, 10c, 11, and 12.)						
14 First five years. If the Form 990 is for the organization's first, second, third, fourth, or fifth tax year as a 501(c)(3) organization, check this box and stop here ▶						

Section C. Computation of Public Support Percentage		
15 Public support percentage for 2013 (line 8, column (f) divided by line 13, column (f))	15	
16 Public support percentage from 2012 Schedule A, Part III, line 15	16	

Section D. Computation of Investment Income Percentage		
17 Investment income percentage for 2013 (line 10c, column (f) divided by line 13, column (f))	17	
18 Investment income percentage from 2012 Schedule A, Part III, line 17	18	
19a 33 1/3% support tests—2013. If the organization did not check the box on line 14, and line 15 is more than 33 1/3%, and line 17 is not more than 33 1/3%, check this box and stop here. The organization qualifies as a publicly supported organization ▶		
b 33 1/3% support tests—2012. If the organization did not check a box on line 14 or line 19a, and line 16 is more than 33 1/3% and line 18 is not more than 33 1/3%, check this box and stop here. The organization qualifies as a publicly supported organization ▶		
20 Private foundation. If the organization did not check a box on line 14, 19a, or 19b, check this box and see instructions ▶		

Part IV

Supplemental Information. 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	
Return Reference	Explanation
SCHEDULE A, PART II, LINE 10, EXPLANATION OF OTHER INCOME	INSURANCE PROCEEDS - 2011 AMOUNT \$ 3,517,005 2012 AMOUNT \$ 500,000

SCHEDULE D
(Form 990)

Department of the Treasury
Internal Revenue Service

Supplemental Financial Statements

▶ Complete if the organization answered "Yes," to Form 990, Part IV, line 6, 7, 8, 9, 10, 11a, 11b, 11c, 11d, 11e, 11f, 12a, or 12b
▶ Attach to Form 990. ▶ See separate instructions. ▶ Information about Schedule D (Form 990) and its instructions is at www.irs.gov/form990.

OMB No 1545-0047

2013

Open to Public Inspection

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.

	(a) Donor advised funds	(b) Funds and other accounts
1 Total number at end of year		
2 Aggregate contributions to (during year)		
3 Aggregate grants from (during year)		
4 Aggregate value at end of year		
5 Did the organization inform all donors and donor advisors in writing that the assets held in donor advised funds are the organization's property, subject to the organization's exclusive legal control?		<input type="checkbox"/> Yes <input type="checkbox"/> No
6 Did the organization inform all grantees, donors, and donor advisors in writing that grant funds can be used only for charitable purposes and not for the benefit of the donor or donor advisor, or for any other purpose conferring impermissible private benefit?		<input type="checkbox"/> Yes <input type="checkbox"/> No

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

1 Purpose(s) of conservation easements held by the organization (check all that apply)
☐ Preservation of land for public use (e g , recreation or education) ☐ Preservation of an historically important land area
☐ Protection of natural habitat ☐ Preservation of a certified historic structure
☐ Preservation of open space

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

	Held at the End of the Year
a Total number of conservation easements	2a
b Total acreage restricted by conservation easements	2b
c Number of conservation easements on a certified historic structure included in (a)	2c
d Number of conservation easements included in (c) acquired after 8/17/06, and not on a historic structure listed in the National Register	2d

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

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

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

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

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

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

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

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

1a If the organization elected, as permitted under SFAS 116 (ASC 958), not to report in its revenue statement and balance sheet works of art, historical treasures, or other similar assets held for public exhibition, education, or research in furtherance of public service, provide, in Part XIII, the text of the footnote to its financial statements that describes these items

b If the organization elected, as permitted under SFAS 116 (ASC 958), to report in its revenue statement and balance sheet works of art, historical treasures, or other similar assets held for public exhibition, education, or research in furtherance of public service, provide the following amounts relating to these items

(i) Revenues included in Form 990, Part VIII, line 1	▶ \$ 9,802,361
(ii) Assets included in Form 990, Part X	▶ \$

2 If the organization received or held works of art, historical treasures, or other similar assets for financial gain, provide the following amounts required to be reported under SFAS 116 (ASC 958) relating to these items

a Revenues included in Form 990, Part VIII, line 1	▶ \$
b Assets included in Form 990, Part X	▶ \$

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
c Beginning balance	
d Additions during the year	
e Distributions during the year	
f 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	b (c)Two years back	(d)Three years back	(e)Four years back
1a Beginning of year balance	433,843,648	400,510,301	432,976,175	260,747,530	235,058,317
b Contributions	7,594,689	1,921,353	2,545,872	133,804,647	8,346,075
c Net investment earnings, gains, and losses	62,096,667	51,312,656	-9,640,175	52,120,120	28,125,736
d Grants or scholarships					
e Other expenditures for facilities and programs	20,277,128	17,926,025	23,568,759	11,976,255	9,410,477
f Administrative expenses	2,760,381	1,974,637	1,802,812	1,719,867	1,372,121
g End of year balance	480,551,495	433,843,648	400,510,301	432,976,175	260,747,530

- 2

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

Board designated or quasi-endowment

40 000 %
- b

Permanent endowment

26 000 %
- c

Temporarily restricted endowment

34 000 %
- 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. Complete if the organization answered 'Yes' to Form 990, Part IV, line 11a. See Form 990, Part X, line 10.

Description of property	(a) Cost or other basis (investment)	(b)Cost or other basis (other)	(c) Accumulated depreciation	(d) Book value
1a Land		2,082,008		2,082,008
b Buildings		114,022,090	46,852,721	67,169,369
c Leasehold improvements		44,811,904	21,522,053	23,289,851
d Equipment		16,048,542	13,451,640	2,596,902
e Other		51,853,544		51,853,544
Total. Add lines 1a through 1e (Column (d) must equal Form 990, Part X, column (B), line 10(c).)				146,991,674

Part XI

Reconciliation of Revenue per Audited Financial Statements With Revenue per Return

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

1	Total revenue, gains, and other support per audited financial statements	1	107,256,500
2	Amounts included on line 1 but not on Form 990, Part VIII, line 12		
a	Net unrealized gains on investments	2a	22,387,264
b	Donated services and use of facilities	2b	1,731
c	Recoveries of prior year grants	2c	
d	Other (Describe in Part XIII)	2d	1,491,963
e	Add lines 2a through 2d	2e	23,880,958
3	Subtract line 2e from line 1	3	83,375,542
4	Amounts included on Form 990, Part VIII, line 12, but not on line 1		
a	Investment expenses not included on Form 990, Part VIII, line 7b	4a	2,706,381
b	Other (Describe in Part XIII)	4b	3,969,376
c	Add lines 4a and 4b	4c	6,675,757
5	Total revenue Add lines 3 and 4c. (This must equal Form 990, Part I, line 12)	5	90,051,299

Part XII

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

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

1	Total expenses and losses per audited financial statements	1	55,888,827
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	1,491,963
e	Add lines 2a through 2d	2e	1,491,963
3	Subtract line 2e from line 1	3	54,396,864
4	Amounts included on Form 990, Part IX, line 25, but not on line 1:		
a	Investment expenses not included on Form 990, Part VIII, line 7b	4a	2,706,381
b	Other (Describe in Part XIII)	4b	3,969,376
c	Add lines 4a and 4b	4c	6,675,757
5	Total expenses Add lines 3 and 4c. (This must equal Form 990, Part I, line 18)	5	61,072,621

Part XIII

Supplemental Information

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

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 \$3,980,992 AND \$1,670,747 FOR THE YEARS ENDED JUNE 30, 2014 AND 2013, 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 2014 CERTAIN ITEMS OF ART WERE DEACCESSIONED AT AUCTION THEY HAD A VALUE OF APPROXIMATELY \$348,000 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 THE LIBRARY'S COLLECTION CONSISTS OF RARE BOOKS AND MANUSCRIPTS IN THE FIELDS OF BRITISH AND AMERICAN HISTORY AND LITERATURE IT ALSO INCLUDES COLLECTION OF MATERIALS THAT SPAN THE FULL RANGE OF AMERICAN WESTERN SETTLEMENT, INCLUDING THE OVERLAND PIONEER EXPERIENCE, THE GOLD RUSH, AND THE DEVELOPMENT OF SOUTHERN CALIFORNIA THE HUNTINGTON ART COLLECTIONS FOCUS ON TWO DISTINCT AREAS-EUROPEAN ART FROM THE 15TH TO THE EARLY 20TH CENTURY, AND AMERICAN ART FROM THE LATE 17TH TO THE MID-20TH CENTURY THE BOTANICAL GARDENS COVER 120 ACRES, MORE THAN A DOZEN SPECIALIZED GARDENS ARE ARRANGED WITHIN A PARK-LIKE LANDSCAPE OF ROLLING LAWNS 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 8 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
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 PRIMARILY SUPPORT THE SPECIFIC PROGRAMS, OR ACQUISITIONS
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, 2010 THROUGH JUNE 30, 2013 FOR FEDERAL TAX PURPOSES AND THE YEARS ENDED JUNE 30, 2009 THROUGH JUNE 30, 2013 FOR CALIFORNIA TAX PURPOSES THERE HAVE BEEN NO MATERIAL CHANGES IN UNRECOGNIZED BENEFITS AS OF JUNE 30, 2013 OR JUNE 30, 2014, NOR ARE ANY MATERIAL CHANGES ANTICIPATED IN THE TWELVE MONTHS FOLLOWING JUNE 30, 2014 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 1,269,568 DIRECT EXPENSES 222,395
PART XI, LINE 4B - OTHER ADJUSTMENTS	NON-CASH GIFTS 3,969,376
PART XII, LINE 2D - OTHER ADJUSTMENTS	COST OF GOODS SOLD 1,269,568 DIRECT EXPENSES 222,395

[illegible]

SCHEDULE F
(Form 990)

Department of the Treasury
Internal Revenue Service

Statement of Activities Outside the United States

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

OMB No 1545-0047

2013

Open to Public
Inspection

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 its grants and other assistance, the grantees' eligibility for the grants or assistance, and the selection criteria used to award the grants or assistance? ☐ Yes ☒ No
- 2 For grantmakers. Describe in Part V the organization's procedures for monitoring the use of its grants and other assistance outside the United States.
- 3 Activities per Region (The following Part I, line 3 table can be duplicated if additional space is needed)

(a) Region	(b) Number of offices in the region	(c) Number of employees, agents, and independent contractors in region	(d) Activities conducted in region (by type) (e g , fundraising, program services, investments, grants to recipients located in the region)	(e) If activity listed in (d) is a program service, describe specific type of service(s) in region	(f) Total expenditures for and investments in region
(1) THE CARIBBEAN	0	0	INVESTMENTS		112,388,609
(2) EUROPE	0	0	INVESTMENTS		414,434
(3)					
(4)					
(5)					
3a Sub-total	0	0			112,803,043
b Total from continuation sheets to Part I	0	0			0
c Totals (add lines 3a and 3b)	0	0			112,803,043

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)
(1)									
(2)									
(3)									
(4)									

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

(a) Type of grant or assistance	(b) Region	(c) Number of recipients	(d) Amount of cash grant	(e) Manner of cash disbursement	(f) Amount of non-cash assistance	(g) Description of non-cash assistance	(h) Method of valuation (book, FMV, appraisal, other)
(1) SUPPORT SCHOLARS USING THE LIBRARY'S COLLECTION	EAST ASIA & THE PACIFIC	4	12,000	CHECK		NONE	NONE
(2) SUPPORT SCHOLARS USING THE LIBRARY'S COLLECTION	EUROPE/ICELAND/GREENLAND	30	176,049	CHECK		NONE	NONE
(3) SUPPORT SCHOLARS USING THE LIBRARY'S COLLECTION	NORTH AMERICA	7	36,000	CHECK		NONE	NONE
(4)							
(5)							
(6)							
(7)							
(8)							
(9)							
(10)							
(11)							
(12)							
(13)							
(14)							
(15)							
(16)							
(17)							
(18)							

Part IV Foreign Forms

- 1

Was the organization a U S transferor of property to a foreign corporation during the tax year? *If "Yes," the organization may be required to file Form 926, Return by a U.S. Transferor of Property to a Foreign Corporation (see Instructions for Form 926)*

☒ Yes ☐ No
- 2

Did the organization have an interest in a foreign trust during the tax year? *If "Yes," the organization may be required to file Form 3520, Annual Return to Report Transactions with Foreign Trusts and Receipt of Certain Foreign Gifts, and/or Form 3520-A, Annual Information Return of Foreign Trust With a U.S. Owner (see Instructions for Forms 3520 and 3520-A)*

☐ Yes ☒ No
- 3

Did the organization have an ownership interest in a foreign corporation during the tax year? *If "Yes," the organization may be required to file Form 5471, Information Return of U.S. Persons with Respect to Certain Foreign Corporations. (see Instructions for Form 5471)*

☒ Yes ☐ No
- 4

Was the organization a direct or indirect shareholder of a passive foreign investment company or a qualified electing fund during the tax year? *If "Yes," the organization may be required to file Form 8621, Information Return by a Shareholder of a Passive Foreign Investment Company or Qualified Electing Fund. (see Instructions for Form 8621)*

☒ Yes ☐ No
- 5

Did the organization have an ownership interest in a foreign partnership during the tax year? *If "Yes," the organization may be required to file Form 8865, Return of U.S. Persons with Respect to Certain Foreign Partnerships. (see Instructions for Form 8865)*

☒ Yes ☐ No
- 6

Did the organization have any operations in or related to any boycotting countries during the tax year? *If "Yes," the organization may be required to file Form 5713, International Boycott Report (see Instructions for Form 5713).*

☐ Yes ☒ No

Additional Data

Software ID:

Software Version:

EIN: 95-1644589

Name: HENRY E HUNTINGTON LIBRARY AND ART GALLERY

Part V Supplemental Information

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

SCHEDULE G
(Form 990 or 990-EZ)

Department of the Treasury
Internal Revenue Service

Supplemental Information Regarding
Fundraising or Gaming Activities

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

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

OMB No 1545-0047

2013

Open to Public
Inspection

Name of the organization 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.
Form 990-EZ filers are not required to complete this part.

- 1** Indicate whether the organization raised funds through any of the following activities. Check all that apply.

a <input type="checkbox"/> Mail solicitations	e <input type="checkbox"/> Solicitation of non-government grants
b <input type="checkbox"/> Internet and email solicitations	f <input type="checkbox"/> Solicitation of government grants
c <input type="checkbox"/> Phone solicitations	g <input type="checkbox"/> Special fundraising events
d <input type="checkbox"/> In-person solicitations	
- 2a** Did the organization have a written or oral agreement with any individual (including officers, directors, trustees or key employees listed in Form 990, Part VII) or entity in connection with professional fundraising services? ☐ **Yes** ☐ **No**

b If "Yes," list the ten highest paid individuals or entities (fundraisers) pursuant to agreements under which the fundraiser is to be compensated at least \$5,000 by the organization.

(i) Name and address of individual or entity (fundraiser)	(ii) Activity	(iii) Did fundraiser have custody or control of contributions?		(iv) Gross receipts from activity	(v) Amount paid to (or retained by) fundraiser listed in col (i)	(vi) Amount paid to (or retained by) organization
		Yes	No			
1						
2						
3						
4						
5						
6						
7						
8						
9						
10						
Total ▶						

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

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
		HUNTINGTON BALL (event type)	(event type)	(total number)	(add col (a) through col (c))
Revenue	1	Gross receipts	617,992		617,992
	2	Less Contributions . . .	556,342		556,342
	3	Gross income (line 1 minus line 2)	61,650		61,650
Direct Expenses	4	Cash prizes			
	5	Noncash prizes . . .			
	6	Rent/facility costs . . .			
	7	Food and beverages .	65,310		65,310
	8	Entertainment	13,300		13,300
	9	Other direct expenses .	143,785		143,785
	10	Direct expense summary Add lines 4 through 9 in column (d) ▶			
	11	Net income summary Subtract line 10 from line 3, column (d) ▶			
					(222,395)
					-160,745

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			
	2	Cash prizes			
	3	Non-cash prizes			
	4	Rent/facility costs			
	5	Other direct expenses . . .			
Direct Expenses	6	Volunteer labor			
	7	Direct expense summary Add lines 2 through 5 in column (d) ▶			
	8	Net gaming income summary Subtract line 7 from line 1, column (d) ▶			

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

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

b If "No," explain _____

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

b If "Yes," explain _____

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.** 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).

Return Reference	Explanation
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Schedule I
(Form 990)

Department of the Treasury
Internal Revenue Service

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

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

OMB No 1545-0047

2013

Open to Public
Inspection

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?

☒ Yes ☐ No

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.

(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	130	1,624,462			

Part IV

Supplemental Information. Provide the information required in Part I, line 2, Part III, column (b), and any other additional information.

Return Reference	Explanation
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)

Department of the Treasury
Internal Revenue Service

Compensation Information

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

▶ Complete if the organization answered "Yes" to Form 990, Part IV, line 23.
▶ Attach to Form 990. ▶ See separate instructions.

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

OMB No 1545-0047

2013

Open to Public Inspection

Name of the organization
HENRY E HUNTINGTON LIBRARY AND ART GALLERY

Employer identification number
95-1644589

Part I

Questions Regarding Compensation

		Yes	No
1a	Check the appropriate box(es) if the organization provided any of the following to or for a person listed in Form 990, Part VII, Section A, line 1a Complete Part III to provide any relevant information regarding these items		
	<input type="checkbox"/> First-class or charter travel		
	<input checked="" type="checkbox"/> Travel for companions		
	<input checked="" type="checkbox"/> Tax idemnification and gross-up payments		
	<input type="checkbox"/> Discretionary spending account		
	<input checked="" type="checkbox"/> Housing allowance or residence for personal use		
	<input type="checkbox"/> Payments for business use of personal residence		
	<input checked="" type="checkbox"/> Health or social club dues or initiation fees		
	<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	1b	Yes
2	Did the organization require substantiation prior to reimbursing or allowing expenses incurred by all directors, trustees, officers, including the CEO/Executive Director, regarding the items checked in line 1a?	2	Yes
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 type="checkbox"/> Independent compensation consultant		
	<input checked="" type="checkbox"/> Form 990 of other organizations		
	<input checked="" type="checkbox"/> Written employment contract		
	<input checked="" type="checkbox"/> Compensation survey or study		
	<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?	4a	No
b	Participate in, or receive payment from, a supplemental nonqualified retirement plan?	4b	No
c	Participate in, or receive payment from, an equity-based compensation arrangement?	4c	No
	If "Yes" to any of lines 4a-c, list the persons and provide the applicable amounts for each item in Part III		
	Only 501(c)(3) and 501(c)(4) organizations only must complete lines 5-9.		
5	For persons listed in Form 990, Part VII, Section A, line 1a, did the organization pay or accrue any compensation contingent on the revenues of		
a	The organization?	5a	No
b	Any related organization?	5b	No
	If "Yes," to line 5a or 5b, describe in Part III		
6	For persons listed in Form 990, Part VII, Section A, line 1a, did the organization pay or accrue any compensation contingent on the net earnings of		
a	The organization?	6a	No
b	Any related organization?	6b	No
	If "Yes," to line 6a or 6b, describe in Part III		
7	For persons listed in Form 990, Part VII, Section A, line 1a, did the organization provide any non-fixed payments not described in lines 5 and 6? If "Yes," describe in Part III	7	No
8	Were any amounts reported in Form 990, Part VII, paid or 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	8	No
9	If "Yes" to line 8, did the organization also follow the rebuttable presumption procedure described in Regulations section 53 4958-6(c)?	9	

Part II **Officers, Directors, Trustees, Key Employees, and Highest Compensated Employees.** Use 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

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.

Return Reference	Explanation
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.

Additional Data**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 DIRECTOR OF THE BOTANICAL	(i)	178,348	0	0	17,664	1,004	197,016	0
	(ii)	0	0	0	0	0	0	0
STEVE HINDLE DIRECTOR OF RESEARCH	(i)	205,210	0	0	20,723	17,157	243,090	0
	(ii)	0	0	0	0	0	0	0
STEVEN KOBLIK PRESIDENT	(i)	437,204	0	0	25,500	19,838	482,542	0
	(ii)	0	0	0	0	0	0	0
KEVIN SALATINO DIRECTOR OF THE ART COLLECTIONS	(i)	214,279	0	0	5,131	10,466	229,876	0
	(ii)	0	0	0	0	0	0	0
RANDY SHULMAN VICE PRESIDENT FOR ADVANCEMENT	(i)	196,204	0	0	19,687	6,442	222,333	0
	(ii)	0	0	0	0	0	0	0
LAURIE SOWD VICE PRESIDENT FOR OPERATIONS	(i)	151,317	0	0	15,379	8,787	175,483	0
	(ii)	0	0	0	0	0	0	0
ALISON D SOWDEN THRU 042014 VICE PRESIDENT FOR FINANCIAL AFFAIRS	(i)	244,177	0	0	25,023	20,058	289,258	0
	(ii)	0	0	0	0	0	0	0
DAVID ZEIDBERG DIRECTOR OF THE LIBRARY	(i)	226,096	0	0	17,445	11,125	254,666	0
	(ii)	0	0	0	0	0	0	0
ROBERT CARTER DIRECTOR OF HUMAN RESOURCES	(i)	144,362	0	0	14,350	880	159,592	0
	(ii)	0	0	0	0	0	0	0
DEBORAH JOHNSTON CONTROLLER	(i)	132,637	0	0	13,962	20,920	167,519	0
	(ii)	0	0	0	0	0	0	0
SUSAN TURNER-LOWE VICE PRESIDENT FOR COMMUNICATIONS	(i)	140,663	0	0	14,418	11,354	166,435	0
	(ii)	0	0	0	0	0	0	0

Schedule L
(Form 990 or 990-EZ)

Department of the Treasury
Internal Revenue Service

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

OMB No 1545-0047
2013
Open to Public Inspection

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

1	(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

(a) Name of interested person	(b) Relationship with organization	(c) Purpose of loan	(d) Loan to or from the organization?		(e) Original principal amount	(f) Balance due	(g) In default?		(h) Approved by board or committee?	(i) Written agreement?	
			To	From			Yes	No		Yes	No
Total ▶ \$											

Part III Grants or Assistance Benefitting Interested Persons.

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

(a) Name of interested person	(b) Relationship between interested person and the organization	(c) Amount of 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	36,024	EMPLOYEE		No
(2) MONA SHULMAN	VP'S SPOUSE	57,579	EMPLOYEE		No

Part V Supplemental Information

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

Return Reference	Explanation
PART IV, LINE 1 AND 2	KERSTIN KOBLIK IS STEVE KOBLIK'S SPOUSE, PRESIDENT MONA SHULMAN IS RANDY SHULMAN'S SPOUSE, VICE PRESIDENT FOR ADVANCEMENT

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.

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

OMB No 1545-0047

2013

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	24	1,077,409	APPRAISAL
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	69	5,832,985	FMV
10 Securities—Closely held stock .				
11 Securities—Partnership, LLC, or trust interests				
12 Securities—Miscellaneous . .				
13 Qualified conservation contribution—Historic structures				
14 Qualified conservation contribution—Other				
15 Real estate—Residential .				
16 Real estate—Commercial . .				
17 Real estate—Other				
18 Collectibles				
19 Food inventory				
20 Drugs and medical supplies .				
21 Taxidermy				
22 Historical artifacts				
23 Scientific specimens . . .				
24 Archeological artifacts				
25 Other ▶ (RARE BOOKS)	X	2	1,401,071	APPRAISAL
26 Other ▶ (PRINTS/EPHEME)	X	2	417,000	APPRAISAL
27 Other ▶ (TRANSPT CONTA)	X	1	316,548	APPRAISAL
28 Other ▶ (PLANTS/PENJIN)	X	62	261,804	APPRAISAL
Other ▶ (PHOTOGRAPHS)	X	1	254,730	APPRAISAL
Other ▶ (MANUSCRIPTS)	X	2	127,500	APPRAISAL
Other ▶ (AIRFARES)	X	1	59,800	APPRAISAL
Other ▶ (CATERING)	X	15	32,307	APPRAISAL
Other ▶ (REFERENCE BOO)	X	1	9,000	APPRAISAL
Other ▶ (SUBSCRIPTIONS)	X	1	5,976	APPRAISAL
Other ▶ (ADVERTISEMENT)	X	1	5,958	APPRAISAL
Other ▶ (GENERAL BOOKS)	X	273	273	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	19		
30a During the year, did the organization receive by contribution any property reported in Part I, lines 1 through 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	Yes	No	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 II

Supplemental Information.

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

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

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.

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

2013

**Open to Public
Inspection**

Name of the organization
HENRY E HUNTINGTON LIBRARY AND ART GALLERY

Employer identification number

95-1644589

Return Reference	Explanation
FORM 990, PART III, LINE I, DESCRIPTION OF ORGANIZATION MISSION	<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>

Return Reference	Explanation
<p>FORM 990, PART III, LINE 4A, PROGRAM SERVICE ACCOMPLISHMENTS - THE LIBRARY</p>	<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 78 SCHOLARS VISITS DAILY EXHIBITS DURING THE YEAR INCLUDED * ALBRECHT DURER MASTER OF THE BLACK LINE * TOPOGRAPHY TO TOURISM BRITISH LANDSCAPE PRINTS AND DRAWINGS FROM THE HUNTINGTON'S ART COLLECTIONS * SEDUCTION IN STONE JEAN-ANTOINE HOUDON'S BUST OF MADAME DE VERMENOUX * CROSSING THE ALPS ARTISTIC EXCHANGE AND THE PRINTED IMAGE IN RENAISSANCE EUROPE</p>

Return Reference	Explanation
<p>FORM 990, PART III, LINE 4B, PROGRAM SERVICE ACCOMPLISHMENTS - ART</p>	<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 SPECIAL EXHIBITIONS ARE PRESENTED IN THE MARY LOU AND GEORGE BOONE 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 * SARGENT CLAUDE JOHNSON A MASTERPIECE RESTORED * FACE TO FACE FLANDERS, FLORENCE, AND RENAISSANCE PAINTING * REVISITING THE COTTAGE DOOR GAINSBOROUGH'S MASTERPIECE IN FOCUS</p>

Return Reference	Explanation
FORM 990, PART III, LINE 4C, PROGRAM SERVICE ACCOMPLISHMENTS - BOTANICAL	<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. THIS INITIAL PHASE OF THE GARDEN COVERS ABOUT 3.5 ACRES OF A PLANNED 12-ACRE SITE. PARTS OF PHASE II HAVE BEEN COMPLETED, AND PLANS AND PREPARATIONS ARE UNDERWAY FOR THE REMAINDER OF THE PROJECT. * 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 BOTANICAL CENTER HOUSES 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. 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, 70 PARTICIPANTS ATTENDED THE ANNUAL GREAT ROSARIANS OF THE WORLD SYMPOSIUM, 140 PEOPLE ATTENDED THE ANNUAL SUCCULENT PLANTS SYMPOSIUM. THE NORTH AMERICAN CLIVIA SOCIETY SHOW, SOUTHERN CALIFORNIA CAMELLIA SHOW, CALIFORNIA BONSAI 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>

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

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

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.

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</p> <p>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</p> <p>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 ANYONE WHO IS OTHERWISE A MEMBER OF THE APPROVAL BODY BUT WHO HAD A CONFLICT OF INTEREST WITH RESPECT TO THE DECISION ON THE COMPENSATION</p> <p>ALL OTHER OFFICERS AND KEY EMPLOYEES HAVE THEIR COMPENSATION REVIEWED ANNUALLY BY THE APPROVAL BODY, WHICH MAY OR MAY NOT INCLUDE COMPARABILITY DATA</p>

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

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

SCHEDULE R
(Form 990)

Department of the Treasury
Internal Revenue Service

Related Organizations and Unrelated Partnerships

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

OMB No 1545-0047

2013

Open to Public Inspection

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" on Form 990, Part IV, line 33.					
(a) Name, address, and EIN (if applicable) of disregarded entity	(b) Primary activity	(c) Legal domicile (state or foreign country)	(d) Total income	(e) End-of-year assets	(f) Direct controlling entity

Part II Identification of Related Tax-Exempt Organizations Complete if the organization answered "Yes" on Form 990, Part IV, line 34 because it had one or more related tax-exempt organizations during the tax year.							
(a) Name, address, and EIN of related organization	(b) Primary activity	(c) Legal domicile (state or foreign country)	(d) Exempt Code section	(e) Public charity status (if section 501(c)(3))	(f) Direct controlling entity	(g) Section 512(b)(13) controlled entity?	
						Yes	No

Part III

Identification of Related Organizations Taxable as a Partnership

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

(a) Name, address, and EIN of related organization	(b) Primary activity	(c) Legal domicile (state or foreign country)	(d) Direct controlling entity	(e) Predominant income(related, unrelated, excluded from tax under sections 512- 514)	(f) Share of total income	(g) Share of end-of-year assets	(h) Disproporionate 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" on Form 990, Part IV, line 34 because it had one or more related organizations treated as a corporation or trust during the tax year.

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

Part V

Transactions With Related Organizations

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

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

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?		Yes	No
a Receipt of (i) interest (ii) annuities (iii) royalties or (iv) rent from a controlled entity	1a		No
b Gift, grant, or capital contribution to related organization(s)	1b		No
c Gift, grant, or capital contribution from related organization(s)	1c		No
d Loans or loan guarantees to or for related organization(s)	1d		No
e Loans or loan guarantees by related organization(s)	1e		No
f Dividends from related organization(s)	1f		No
g Sale of assets to related organization(s)	1g		No
h Purchase of assets from related organization(s)	1h		No
i Exchange of assets with related organization(s)	1i		No
j Lease of facilities, equipment, or other assets to related organization(s)	1j		No
k Lease of facilities, equipment, or other assets from related organization(s)	1k		No
l Performance of services or membership or fundraising solicitations for related organization(s)	1l		No
m Performance of services or membership or fundraising solicitations by related organization(s)	1m		No
n Sharing of facilities, equipment, mailing lists, or other assets with related organization(s)	1n		No
o Sharing of paid employees with related organization(s)	1o		No
p Reimbursement paid to related organization(s) for expenses	1p		No
q Reimbursement paid by related organization(s) for expenses	1q		No
r Other transfer of cash or property to related organization(s)	1r		No
s Other transfer of cash or property from related organization(s)	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 related organization	(b) Transaction type (a-s)	(c) Amount involved	(d) Method of determining amount involved

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

[illegible]

Part VII

Supplemental Information

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

Return Reference	Explanation
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