

**IRS e-file Signature Authorization
for an Exempt Organization**

OMB No. 1545-1878

For calendar year 2019, or fiscal year beginning _____, 2019, and ending _____, 20 _____

▶ Do not send to the IRS. Keep for your records.

▶ Go to www.irs.gov/Form8879EO for the latest information.**2019**Department of the Treasury
Internal Revenue Service

Name of exempt organization

SOLOMON R. GUGGENHEIM FOUNDATION

Employer identification number

13-5562233

Name and title of officer

MARTHA WITHINGTON, CFO

Part I Type of Return and Return Information (Whole Dollars Only)

Check the box for the return for which you are using this Form 8879-EO and enter the applicable amount, if any, from the return. If you check the box on line 1a, 2a, 3a, 4a, or 5a, below, and the amount on that line for the return being filed with this form was blank, then leave line 1b, 2b, 3b, 4b, or 5b, whichever is applicable, blank (do not enter -0-). But, if you entered -0- on the return, then enter -0- on the applicable line below. Do not complete more than one line in Part I.

1a	Form 990 check here ▶ ☒	b	Total revenue, if any (Form 990, Part VIII, column (A), line 12)	1b	84620075.
2a	Form 990-EZ check here ▶ ☐	b	Total revenue, if any (Form 990-EZ, line 9)	2b	
3a	Form 1120-POL check here ▶ ☐	b	Total tax (Form 1120-POL, line 22)	3b	
4a	Form 990-PF check here ▶ ☐	b	Tax based on investment income (Form 990-PF, Part VI, line 5).	4b	
5a	Form 8868 check here ▶ ☐	b	Balance Due (Form 8868, line 3c)	5b	

Part II Declaration and Signature Authorization of Officer

Under penalties of perjury, I declare that I am an officer of the above organization and that I have examined a copy of the organization's 2019 electronic return and accompanying schedules and statements and to the best of my knowledge and belief, they are true, correct, and complete. I further declare that the amount in Part I above is the amount shown on the copy of the organization's electronic return. I consent to allow my intermediate service provider, transmitter, or electronic return originator (ERO) to send the organization's return to the IRS and to receive from the IRS (a) an acknowledgement of receipt or reason for rejection of the transmission, (b) the reason for any delay in processing the return or refund, and (c) the date of any refund. If applicable, I authorize the U.S. Treasury and its designated Financial Agent to initiate an electronic funds withdrawal (direct debit) entry to the financial institution account indicated in the tax preparation software for payment of the organization's federal taxes owed on this return, and the financial institution to debit the entry to this account. To revoke a payment, I must contact the U.S. Treasury Financial Agent at 1-888-353-4537 no later than 2 business days prior to the payment (settlement) date. I also authorize the financial institutions involved in the processing of the electronic payment of taxes to receive confidential information necessary to answer inquiries and resolve issues related to the payment. I have selected a personal identification number (PIN) as my signature for the organization's electronic return and, if applicable, the organization's consent to electronic funds withdrawal.

Officer's PIN: check one box only

☒ I authorize GRANT THORNTON LLP to enter my PIN 2 6 1 1 3 as my signature
ERO firm name Enter five numbers, but do not enter all zeros

on the organization's tax year 2019 electronically filed return. If I have indicated within this return that a copy of the return is being filed with a state agency(ies) regulating charities as part of the IRS Fed/State program, I also authorize the aforementioned ERO to enter my PIN on the return's disclosure consent screen.

☐ As an officer of the organization, I will enter my PIN as my signature on the organization's tax year 2019 electronically filed return. If I have indicated within this return that a copy of the return is being filed with a state agency(ies) regulating charities as part of the IRS Fed/State program, I will enter my PIN on the return's disclosure consent screen.

Officer's signature ▶

Date ▶ 11/8/2020

Part III Certification and Authentication

ERO's EFIN/PIN. Enter your six-digit electronic filing identification number (EFIN) followed by your five-digit self-selected PIN.

2 6 3 7 7 5 3 6 6 0 5

Do not enter all zeros

I certify that the above numeric entry is my PIN, which is my signature on the 2019 electronically filed return for the organization indicated above. I confirm that I am submitting this return in accordance with the requirements of Pub. 4163, Modernized e-File (MeF) Information for Authorized IRS e-file Providers for Business Returns.

ERO's signature ▶

Date ▶ 11/6/2020

ERO Must Retain This Form - See Instructions
Do Not Submit This Form to the IRS Unless Requested To Do So

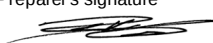
For Paperwork Reduction Act Notice, see back of form.

Form **8879-EO** (2019)

Return of Organization Exempt From Income Tax
Under section 501(c), 527, or 4947(a)(1) of the Internal Revenue Code (except private foundations)
▶ Do not enter social security numbers on this form as it may be made public.
▶ Go to www.irs.gov/Form990 for instructions and the latest information.

A For the 2019 calendar year, or tax year beginning , 2019, and ending , 20			
B Check if applicable: ☐ Address change ☐ Name change ☐ Initial return ☐ Final return/terminated ☐ Amended return ☐ Application pending	C Name of organization SOLOMON R. GUGGENHEIM FOUNDATION		D Employer identification number 13-5562233
	Doing business as		E Telephone number (212) 423-3602
	Number and street (or P.O. box if mail is not delivered to street address)	Room/suite	
	1071 FIFTH AVENUE		
	City or town, state or province, country, and ZIP or foreign postal code NEW YORK, NY 10128		G Gross receipts \$ 111,951,941.
F Name and address of principal officer: RICHARD D ARMSTRONG 1071 FIFTH AVENUE, NEW YORK, NY 10128		H(a) Is this a group return for subordinates? ☐ Yes ☒ No H(b) Are all subordinates included? ☐ Yes ☐ No If "No," attach a list. (see instructions)	
I Tax-exempt status: ☒ 501(c)(3) ☐ 501(c) () ◀ (insert no.) ☐ 4947(a)(1) or ☐ 527	J Website: ▶ WWW.GUGGENHEIM.ORG		H(c) Group exemption number ▶
K Form of organization: ☒ Corporation ☐ Trust ☐ Association ☐ Other ▶	L Year of formation: 1937	M State of legal domicile: NY	

Part I Summary			
Activities & Governance	1 Briefly describe the organization's mission or most significant activities: COMMITTED TO INNOVATION, THE SOLOMON R. GUGGENHEIM FOUNDATION COLLECTS, PRESERVES, AND INTERPRETS MODERN AND CONTEMPORARY ART, (CONTINUED ON SCHEDULE O)		
	2 Check this box ☐ if the organization discontinued its operations or disposed of more than 25% of its net assets.		
	3 Number of voting members of the governing body (Part VI, line 1a)	3	26.
	4 Number of independent voting members of the governing body (Part VI, line 1b)	4	25.
	5 Total number of individuals employed in calendar year 2019 (Part V, line 2a)	5	613.
	6 Total number of volunteers (estimate if necessary)	6	100.
	7a Total unrelated business revenue from Part VIII, column (C), line 12	7a	1,195,673.
b Net unrelated business taxable income from Form 990-T, line 39	7b	17,200.	
Revenue	8 Contributions and grants (Part VIII, line 1h)	Prior Year 41,588,253.	Current Year 31,680,309.
	9 Program service revenue (Part VIII, line 2g)	27,523,844.	31,033,652.
	10 Investment income (Part VIII, column (A), lines 3, 4, and 7d)	1,714,099.	2,986,264.
	11 Other revenue (Part VIII, column (A), lines 5, 6d, 8c, 9c, 10c, and 11e)	6,351,001.	18,919,850.
	12 Total revenue - add lines 8 through 11 (must equal Part VIII, column (A), line 12)	77,177,197.	84,620,075.
Expenses	13 Grants and similar amounts paid (Part IX, column (A), lines 1-3)	0.	0.
	14 Benefits paid to or for members (Part IX, column (A), line 4)	0.	0.
	15 Salaries, other compensation, employee benefits (Part IX, column (A), lines 5-10)	35,766,419.	34,373,795.
	16a Professional fundraising fees (Part IX, column (A), line 11e)	404,998.	311,602.
	b Total fundraising expenses (Part IX, column (D), line 25) ▶ 5,439,124.		
	17 Other expenses (Part IX, column (A), lines 11a-11d, 11f-24e)	38,382,998.	36,440,485.
	18 Total expenses. Add lines 13-17 (must equal Part IX, column (A), line 25)	74,554,415.	71,125,882.
19 Revenue less expenses. Subtract line 18 from line 12	2,622,782.	13,494,193.	
Net Assets or Fund Balances	20 Total assets (Part X, line 16)	Beginning of Current Year 166,863,549.	End of Year 211,321,255.
	21 Total liabilities (Part X, line 26)	75,139,965.	96,633,690.
	22 Net assets or fund balances. Subtract line 21 from line 20	91,723,584.	114,687,565.

Part II Signature Block			
Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete. Declaration of preparer (other than officer) is based on all information of which preparer has any knowledge.			
Sign Here		Signature of officer	Date
		MARTHA WITHINGTON Type or print name and title	CFO
Paid Preparer Use Only	Print/Type preparer's name DANIEL ROMANO	Preparer's signature 	Date 11/9/2020
	Firm's name ▶ GRANT THORNTON LLP	Firm's EIN ▶ 36-6055558	Check ☐ if self-employed
	Firm's address ▶ 757 THIRD AVENUE, 4TH FLOOR NEW YORK, NY 10017-2013	Phone no. 212-599-0100	PTIN P00504182
May the IRS discuss this return with the preparer shown above? (see instructions) ☒ Yes ☐ No			

**Application for Automatic Extension of Time To File an
Exempt Organization Return**

► **File a separate application for each return.**
 ► **Go to www.irs.gov/Form8868 for the latest information.**

OMB No. 1545-0047

Electronic filing (e-file). You can electronically file Form 8868 to request a 6-month automatic extension of time to file any of the forms listed below with the exception of Form 8870, Information Return for Transfers Associated With Certain Personal Benefit Contracts, for which an extension request must be sent to the IRS in paper format (see instructions). For more details on the electronic filing of this form, visit www.irs.gov/e-file-providers/e-file-for-charities-and-non-profits.

Automatic 6-Month Extension of Time. Only submit original (no copies needed).

All corporations required to file an income tax return other than Form 990-T (including 1120-C filers), partnerships, REMICs, and trusts must use Form 7004 to request an extension of time to file income tax returns.

Type or print File by the due date for filing your return. See instructions.	Name of exempt organization or other filer, see instructions. SOLOMON R. GUGGENHEIM FOUNDATION	Taxpayer identification number (TIN) 13-5562233
	Number, street, and room or suite no. If a P.O. box, see instructions. 1071 FIFTH AVENUE	
	City, town or post office, state, and ZIP code. For a foreign address, see instructions. NEW YORK, NY 10128	

Enter the Return Code for the return that this application is for (file a separate application for each return) **01**

Application Is For	Return Code	Application Is For	Return Code
Form 990 or Form 990-EZ	01	Form 990-T (corporation)	07
Form 990-BL	02	Form 1041-A	08
Form 4720 (individual)	03	Form 4720 (other than individual)	09
Form 990-PF	04	Form 5227	10
Form 990-T (sec. 401(a) or 408(a) trust)	05	Form 6069	11
Form 990-T (trust other than above)	06	Form 8870	12

SUSANNAH NAYLOR

- The books are in the care of ► **1071 FIFTH AVENUE NEW YORK NY 10128**

Telephone No. ► **212 423-3602**

Fax No. ► _____

- If the organization does not have an office or place of business in the United States, check this box ☐
- If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) _____. If this is for the whole group, check this box ☐. If it is for part of the group, check this box ☐ and attach a list with the names and TINs of all members the extension is for.

- 1** I request an automatic 6-month extension of time until **11/16**, 20**20**, to file the exempt organization return for the organization named above. The extension is for the organization's return for:

- ☒ calendar year 20**19** or
 ► ☐ tax year beginning _____, 20____, and ending _____, 20____.

- 2** If the tax year entered in line 1 is for less than 12 months, check reason: ☐ Initial return ☐ Final return
☐ Change in accounting period

3a If this application is for Forms 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions.	3a	\$	0.
b If this application is for Forms 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit.	3b	\$	0.
c Balance due. Subtract line 3b from line 3a. Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions.	3c	\$	0.

Caution: If you are going to make an electronic funds withdrawal (direct debit) with this Form 8868, see Form 8453-EO and Form 8879-EO for payment instructions.

For Privacy Act and Paperwork Reduction Act Notice, see instructions.

Form **8868** (Rev. 1-2020)

Part III Statement of Program Service AccomplishmentsCheck if Schedule O contains a response or note to any line in this Part III ☐ ☒ **X****1** Briefly describe the organization's mission:

COMMITTED TO INNOVATION, THE SOLOMON R. GUGGENHEIM FOUNDATION (THE "FOUNDATION") COLLECTS, PRESERVES, AND INTERPRETS MODERN AND CONTEMPORARY ART, (CONTINUED ON 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 \$ 13,951,356. including grants of \$ 0.) (Revenue \$ 0.)

IN FURTHERANCE OF ITS MISSION, THE FOUNDATION COLLECTS AND PRESERVES ART FOR THE BENEFIT OF THE PUBLIC. THE CURATORIAL STAFF STUDIES THE ART IN THE FOUNDATION'S COLLECTION, PLANS INTERNATIONAL EXHIBITIONS FOR PUBLIC VIEWING, AND PREPARES AND PUBLISHES SCHOLARLY CATALOGUES AND EDUCATIONAL TEXTS. THE FOUNDATION ALSO LENDS MANY OF THE WORKS OF ART IN ITS COLLECTION TO OTHER MUSEUMS ON THE OCCASION OF EXHIBITIONS THAT ARE OF SCHOLARLY MERIT OR THAT WILL BROADEN THE PUBLIC'S APPRECIATION OF ART. (CONTINUED ON SCHEDULE O)

4b (Code:) (Expenses \$ 11,159,837. including grants of \$ 0.) (Revenue \$ 8,406,287.)

EXHIBITIONS PRESENTED IN 2019 AT THE SOLOMON R. GUGGENHEIM MUSEUM IN NEW YORK ("GUGGENHEIM MUSEUM") INCLUDED: HILMA AF KLINT: PAINTINGS FOR THE FUTURE (OCTOBER 12, 2018 - APRIL 23, 2019); RH QUAYTMAN: +X (OCTOBER 12, 2018 - APRIL 23, 2019); BRANCUSI (MARCH 17, 2017 - PRESENT); THANNHAUSER COLLECTION (FEBRUARY 1, 2019 - PRESENT); IMPLICIT TENSIONS: MAPPLETHORPE NOW (JANUARY 25, 2019 - JANUARY 5, 2020); LEARNING THROUGH ART (APRIL 26, 2019 - JANUARY 5, 2020); (CONTINUED ON SCHEDULE O)

4c (Code:) (Expenses \$ 6,674,092. including grants of \$ 0.) (Revenue \$ 21,889,261.)

DURING 2019, THE FOUNDATION DIRECTLY OPERATED TWO MUSEUMS: THE SOLOMON R. GUGGENHEIM MUSEUM IN NEW YORK AND THE PEGGY GUGGENHEIM COLLECTION IN VENICE. BOTH OF THESE MUSEUMS ARE OPEN TO THE PUBLIC TO FULFILL THE FOUNDATION'S MISSION. THE FOUNDATION CONDUCTS TOURS OF ITS EXHIBITIONS, AND PROVIDES EDUCATIONAL TEXTS FREE OF CHARGE TO ALL MUSEUM VISITORS. DURING 2019, THE GUGGENHEIM MUSEUM WAS OPEN TO THE PUBLIC ONE EVENING OF EACH WEEK ON A PAY-WHAT-YOU-WISH BASIS. IN ADDITION, STUDENTS AND SENIOR CITIZENS ARE OFFERED REDUCED-PRICE TICKETS AND CHILDREN UNDER THE AGE OF 12 ARE ADMITTED FREE OF CHARGE. (2019 COMBINED ATTENDANCE AT THE GUGGENHEIM MUSEUM AND PGC WAS 1,517,038).

4d Other program services (Describe on Schedule O.)**ATTACHMENT 1**

(Expenses \$ 17,118,651. including grants of \$ 0.) (Revenue \$ 738,104.)

4e Total program service expenses ► 48,903,936.

Part IV Checklist of Required Schedules

	Yes	No
1 Is the organization described in section 501(c)(3) or 4947(a)(1) (other than a private foundation)? <i>If "Yes," complete Schedule A.</i>	1 X	
2 Is the organization required to complete <i>Schedule B, Schedule of Contributors</i> (see instructions)?	2 X	
3 Did the organization engage in direct or indirect political campaign activities on behalf of or in opposition to candidates for public office? <i>If "Yes," complete Schedule C, Part I.</i>	3	X
4 Section 501(c)(3) organizations. Did the organization engage in lobbying activities, or have a section 501(h) election in effect during the tax year? <i>If "Yes," complete Schedule C, Part II.</i>	4	X
5 Is the organization a section 501(c)(4), 501(c)(5), or 501(c)(6) organization that receives membership dues, assessments, or similar amounts as defined in Revenue Procedure 98-19? <i>If "Yes," complete Schedule C, Part III.</i>	5	X
6 Did the organization maintain any donor advised funds or any similar funds or accounts for which donors have the right to provide advice on the distribution or investment of amounts in such funds or accounts? <i>If "Yes," complete Schedule D, Part I.</i>	6	X
7 Did the organization receive or hold a conservation easement, including easements to preserve open space, the environment, historic land areas, or historic structures? <i>If "Yes," complete Schedule D, Part II.</i>	7	X
8 Did the organization maintain collections of works of art, historical treasures, or other similar assets? <i>If "Yes," complete Schedule D, Part III.</i>	8 X	
9 Did the organization report an amount in Part X, line 21, for escrow or custodial account liability, serve as a custodian for amounts not listed in Part X; or provide credit counseling, debt management, credit repair, or debt negotiation services? <i>If "Yes," complete Schedule D, Part IV.</i>	9	X
10 Did the organization, directly or through a related organization, hold assets in donor-restricted endowments or in quasi endowments? <i>If "Yes," complete Schedule D, Part V.</i>	10 X	
11 If the organization's answer to any of the following questions is "Yes," then complete Schedule D, Parts VI, VII, VIII, IX, or X as applicable.		
a Did the organization report an amount for land, buildings, and equipment in Part X, line 10? <i>If "Yes," complete Schedule D, Part VI.</i>	11a X	
b Did the organization report an amount for investments-other securities in Part X, line 12 that is 5% or more of its total assets reported in Part X, line 16? <i>If "Yes," complete Schedule D, Part VII.</i>	11b X	
c Did the organization report an amount for investments-program related in Part X, line 13 that is 5% or more of its total assets reported in Part X, line 16? <i>If "Yes," complete Schedule D, Part VIII.</i>	11c	X
d Did the organization report an amount for other assets in Part X, line 15, that is 5% or more of its total assets reported in Part X, line 16? <i>If "Yes," complete Schedule D, Part IX.</i>	11d X	
e Did the organization report an amount for other liabilities in Part X, line 25? <i>If "Yes," complete Schedule D, Part X.</i>	11e X	
f Did the organization's separate or consolidated financial statements for the tax year include a footnote that addresses the organization's liability for uncertain tax positions under FIN 48 (ASC 740)? <i>If "Yes," complete Schedule D, Part X.</i>	11f X	
12a Did the organization obtain separate, independent audited financial statements for the tax year? <i>If "Yes," complete Schedule D, Parts XI and XII.</i>	12a X	
b Was the organization included in consolidated, independent audited financial statements for the tax year? <i>If "Yes," and if the organization answered "No" to line 12a, then completing Schedule D, Parts XI and XII is optional.</i>	12b	X
13 Is the organization a school described in section 170(b)(1)(A)(ii)? <i>If "Yes," complete Schedule E.</i>	13	X
14a Did the organization maintain an office, employees, or agents outside of the United States?	14a X	
b Did the organization have aggregate revenues or expenses of more than \$10,000 from grantmaking, fundraising, business, investment, and program service activities outside the United States, or aggregate foreign investments valued at \$100,000 or more? <i>If "Yes," complete Schedule F, Parts I and IV.</i>	14b X	
15 Did the organization report on Part IX, column (A), line 3, more than \$5,000 of grants or other assistance to or for any foreign organization? <i>If "Yes," complete Schedule F, Parts II and IV.</i>	15	X
16 Did the organization report on Part IX, column (A), line 3, more than \$5,000 of aggregate grants or other assistance to or for foreign individuals? <i>If "Yes," complete Schedule F, Parts III and IV.</i>	16	X
17 Did the organization report a total of more than \$15,000 of expenses for professional fundraising services on Part IX, column (A), lines 6 and 11e? <i>If "Yes," complete Schedule G, Part I (see instructions).</i>	17 X	
18 Did the organization report more than \$15,000 total of fundraising event gross income and contributions on Part VIII, lines 1c and 8a? <i>If "Yes," complete Schedule G, Part II.</i>	18 X	
19 Did the organization report more than \$15,000 of gross income from gaming activities on Part VIII, line 9a? <i>If "Yes," complete Schedule G, Part III.</i>	19	X
20a Did the organization operate one or more hospital facilities? <i>If "Yes," complete Schedule H.</i>	20a	X
b If "Yes" to line 20a, did the organization attach a copy of its audited financial statements to this return?	20b	
21 Did the organization report more than \$5,000 of grants or other assistance to any domestic organization or domestic government on Part IX, column (A), line 1? <i>If "Yes," complete Schedule I, Parts I and II.</i>	21	X

Part IV Checklist of Required Schedules (continued)

	Yes	No
22 Did the organization report more than \$5,000 of grants or other assistance to or for domestic individuals on Part IX, column (A), line 2? <i>If "Yes," complete Schedule I, Parts I and III</i>		X
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>	X	
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>		X
24b Did the organization invest any proceeds of tax-exempt bonds beyond a temporary period exception?		
24c Did the organization maintain an escrow account other than a refunding escrow at any time during the year to defease any tax-exempt bonds?		
24d Did the organization act as an "on behalf of" issuer for bonds outstanding at any time during the year?		
25a Section 501(c)(3), 501(c)(4), and 501(c)(29) 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>		X
25b 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>		X
26 Did the organization report any amount on Part X, line 5 or 22, for receivables from or payables to any current or former officer, director, trustee, key employee, creator or founder, substantial contributor, or 35% controlled entity or family member of any of these persons? <i>If "Yes," complete Schedule L, Part II.</i>		X
27 Did the organization provide a grant or other assistance to any current or former officer, director, trustee, key employee, creator or founder, substantial contributor or employee thereof, a grant selection committee member, or to a 35% controlled entity (including an employee thereof) or family member of any of these persons? <i>If "Yes," complete Schedule L, Part III</i>		X
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, key employee, creator or founder, or substantial contributor? <i>If "Yes," complete Schedule L, Part IV</i>		X
b A family member of any individual described in line 28a? <i>If "Yes," complete Schedule L, Part IV</i>		X
c A 35% controlled entity of one or more individuals and/or organizations described in lines 28a or 28b? <i>If "Yes," complete Schedule L, Part IV</i>		X
29 Did the organization receive more than \$25,000 in non-cash contributions? <i>If "Yes," complete Schedule M</i>	X	
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>	X	
31 Did the organization liquidate, terminate, or dissolve and cease operations? <i>If "Yes," complete Schedule N, Part I</i>		X
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>		X
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>		X
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>	X	
35a Did the organization have a controlled entity within the meaning of section 512(b)(13)?	X	
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>		X
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>		X
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>		X
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.	X	

Part V Statements Regarding Other IRS Filings and Tax ComplianceCheck 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		
1b Enter the number of Forms W-2G included in line 1a. Enter -0- if not applicable		
1c Did the organization comply with backup withholding rules for reportable payments to vendors and reportable gaming (gambling) winnings to prize winners?	X	

Part V Statements Regarding Other IRS Filings and Tax Compliance (continued)

	Yes	No
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 613		
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 X	
3a Did the organization have unrelated business gross income of \$1,000 or more during the year?	3a X	
b If "Yes," has it filed a Form 990-T for this year? If "No" to line 3b, provide an explanation on Schedule O	3b X	
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 X	
b If "Yes," enter the name of the foreign country ► ATTACHMENT 2 See instructions for filing requirements for FinCEN Form 114, Report of Foreign Bank and Financial Accounts (FBAR).		
5a Was the organization a party to a prohibited tax shelter transaction at any time during the tax year?	5a	X
b Did any taxable party notify the organization that it was or is a party to a prohibited tax shelter transaction?	5b	X
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	X
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 X	
b If "Yes," did the organization notify the donor of the value of the goods or services provided?	7b X	
c Did the organization sell, exchange, or otherwise dispose of tangible personal property for which it was required to file Form 8282?	7c	X
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	X
f Did the organization, during the year, pay premiums, directly or indirectly, on a personal benefit contract?	7f	X
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. Did a donor advised fund maintained by the sponsoring organization have excess business holdings at any time during the year?	8	
9 Sponsoring organizations maintaining donor advised funds.		
a Did the sponsoring organization make any taxable distributions under section 4966?	9a	
b Did the sponsoring 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	X
b If "Yes," has it filed a Form 720 to report these payments? If "No," provide an explanation on Schedule O	14b	
15 Is the organization subject to the section 4960 tax on payment(s) of more than \$1,000,000 in remuneration or excess parachute payment(s) during the year? If "Yes," see instructions and file Form 4720, Schedule N.	15	X
16 Is the organization an educational institution subject to the section 4968 excise tax on net investment income? If "Yes," complete Form 4720, Schedule O.	16	X

Part VI Governance, Management, and Disclosure For each "Yes" response to lines 2 through 7b below, and for a "No" response to line 8a, 8b, or 10b below, describe the circumstances, processes, or changes on Schedule O. See instructions.Check if Schedule O contains a response or note to any line in this Part VI ☒ **X****Section A. Governing Body and Management**

	Yes	No
1a Enter the number of voting members of the governing body at the end of the tax year	1a 26	
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 on Schedule O.		
b Enter the number of voting members included on line 1a, above, who are independent.	1b 25	
2 Did any officer, director, trustee, or key employee have a family relationship or a business relationship with any other officer, director, trustee, or key employee?	2 X	
3 Did the organization delegate control over management duties customarily performed by or under the direct supervision of officers, directors, trustees, or key employees to a management company or other person?	3	X
4 Did the organization make any significant changes to its governing documents since the prior Form 990 was filed?	4 X	
5 Did the organization become aware during the year of a significant diversion of the organization's assets?	5	X
6 Did the organization have members or stockholders?	6	X
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	X
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	X
8 Did the organization contemporaneously document the meetings held or written actions undertaken during the year by the following:		
a The governing body?	8a X	
b Each committee with authority to act on behalf of the governing body?	8b X	
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 on Schedule O.	9	X

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 X	
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 X	
11a Has the organization provided a complete copy of this Form 990 to all members of its governing body before filing the form? .	11a X	
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 X	
b Were officers, directors, or trustees, and key employees required to disclose annually interests that could give rise to conflicts?	12b X	
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 X	
13 Did the organization have a written whistleblower policy?	13 X	
14 Did the organization have a written document retention and destruction policy?	14 X	
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 X	
b Other officers or key employees of the organization	15b X	
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	X
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 ► **ATTACHMENT 3**

18 Section 6104 requires an organization to make its Forms 1023 (1024 or 1024-A, if applicable), 990, and 990-T (Section 501(c)(3)s only) available for public inspection. Indicate how you made these available. Check all that apply.
☒ Own website ☐ Another's website ☒ Upon request ☐ Other (explain on Schedule O)

19 Describe on 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, address, and telephone number of the person who possesses the organization's books and records ►
 SUSANNAH NAYLOR 1071 FIFTH AVENUE NEW YORK, NY 10128 212-423-3602

Part VII Compensation of Officers, Directors, Trustees, Key Employees, Highest Compensated Employees, and Independent ContractorsCheck if Schedule O contains a response or note to any line in this Part VII ☐**Section A. Officers, Directors, Trustees, Key Employees, and Highest Compensated Employees****1a** Complete this table for all persons required to be listed. Report compensation for the calendar year ending with or within the organization's tax year.

- List all of the organization's **current** officers, directors, trustees (whether individuals or organizations), regardless of amount of compensation. Enter -0- in columns (D), (E), and (F) if no compensation was paid.
- List all of the organization's **current** key employees, if any. See instructions for definition of "key employee."
- List the organization's five **current** highest compensated employees (other than an officer, director, trustee, or key employee) who received reportable compensation (Box 5 of Form W-2 and/or Box 7 of Form 1099-MISC) of more than \$100,000 from the organization and any related organizations.
- List all of the organization's **former** officers, key employees, and highest compensated employees who received more than \$100,000 of reportable compensation from the organization and any related organizations.
- List all of the organization's **former directors or trustees** that received, in the capacity as a former director or trustee of the organization, more than \$10,000 of reportable compensation from the organization and any related organizations. See instructions for the order in which to list the persons above.

☐ 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) RICHARD ARMSTRONG TRUSTEE/DIR. OF MUSEUM & FDTN.	40.00 0.	X		X				828,001.	0.	245,990.
(2) ELIZABETH DUGGAL TAGHIPOUR SENIOR DEPUTY DIRECTOR & COO	40.00 0.			X				395,920.	0.	392.
(3) SARAH G. AUSTRIAN DEP DIR, GEN COUNSEL & SEC.	40.00 0.			X				372,422.	0.	21,387.
(4) KAROLE VAIL DIR, PEGGY GUGGENHEIM COLL.	40.00 0.				X			248,997.	0.	105,664.
(5) NANCY SPECTOR, ARTISTIC DIR. & STOCKMAN CURATOR	40.00 0.				X			290,000.	0.	29,799.
(6) MARTHA WITHINGTON CFO	40.00 0.			X				278,519.	0.	16,981.
(7) MARY ANN TALOTTA SR. DIR., IND. DEV. & CAMPAIGN	40.00 0.					X		208,637.	0.	17,766.
(8) CAROL STRINGARI DEPUTY DIRECTOR & CHIEF CONS.	40.00 0.					X		191,760.	0.	16,534.
(9) JUAN IGNACIO VIDARTE DEP. DIR & CO FOR GLOBAL STRAT	20.00 0.					X		198,349.	0.	5,950.
(10) SARAH EATON DIR. MEDIA & PUBLIC REL.	40.00 0.					X		177,404.	0.	25,699.
(11) MARIANNA HORTON MERMIN SENIOR ASSOCIATE COUNSEL	40.00 0.					X		180,739.	0.	10,333.
(12) DANA WALLACH JONES (AS OF 5/19 ASST GEN COU/ASST SECRETARY	24.00 0.			X				104,565.	0.	3,137.
(13) JON IMANOL AZUA TRUSTEE	3.00 0.	X						0.	0.	0.
(14) ROBERT C. BAKER TRUSTEE/TREASURER/VP	3.00 0.	X		X				0.	0.	0.

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

(A) Name and title	(B) Average hours per week (list any hours for related organizations below dotted line)	(C) Position (do not check more than one box, unless person is both an officer and a director/trustee)						(D) Reportable compensation from the organization (W-2/1099-MISC)	(E) Reportable compensation from related organizations (W-2/1099-MISC)	(F) Estimated amount of other compensation from the organization and related organizations
		Individual trustee or director	Institutional trustee	Officer	Key employee	Highest compensated employee	Former			
(15) JOHN CALICCHIO TRUSTEE/VICE-PRESIDENT	3.00 0.	X		X				0.	0.	0.
(16) CINDY CHUA-TAY TRUSTEE	3.00 0.	X						0.	0.	0.
(17) PAUL CRONSON TRUSTEE	3.00 0.	X						0.	0.	0.
(18) DIMITRIS DASKALOPOULOS TRUSTEE/VICE-PRESIDENT	3.00 0.	X		X				0.	0.	0.
(19) CHARLES M. DIKER TRUSTEE/VICE-PRESIDENT	3.00 0.	X		X				0.	0.	0.
(20) CARL GUSTAF EHRNR00TH TRUSTEE	3.00 0.	X						0.	0.	0.
(21) GAIL MAY ENGELBERG TRUSTEE	3.00 0.	X						0.	0.	0.
(22) WENDY FISHER TRUSTEE/PRESIDENT	8.00 0.	X		X				0.	0.	0.
(23) J. TOMILSON HILL TRUSTEE (AS OF 05/2019)	3.00 0.	X						0.	0.	0.
(24) ELLIOT S. JAFFE TRUSTEE (THRU 02/2019)	3.00 0.	X						0.	0.	0.
(25) RASHID JOHNSON TRUSTEE	3.00 0.	X						0.	0.	0.
1b Sub-total								3,475,313.	0.	499,632.
c Total from continuation sheets to Part VII, Section A								0.	0.	0.
d Total (add lines 1b and 1c)								3,475,313.	0.	499,632.

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 ► **56**

- 3** Did the organization list any **former** officer, director, or trustee, key employee, or highest compensated employee on line 1a? If "Yes," complete Schedule J for such individual
- 4** For any individual listed on line 1a, is the sum of reportable compensation and other compensation from the organization and related organizations greater than \$150,000? If "Yes," complete Schedule J for such individual
- 5** Did any person listed on line 1a receive or accrue compensation from any unrelated organization or individual for services rendered to the organization? If "Yes," complete Schedule J for such person

	Yes	No
3		X
4	X	
5		X

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
ATTACHMENT 4		

2 Total number of independent contractors (including but not limited to those listed above) who received more than \$100,000 in compensation from the organization ► **25**

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

(A) Name and title	(B) Average hours per week (list any hours for related organizations below dotted line)	(C) Position (do not check more than one box, unless person is both an officer and a director/trustee)						(D) Reportable compensation from the organization (W-2/1099-MISC)	(E) Reportable compensation from related organizations (W-2/1099-MISC)	(F) Estimated amount of other compensation from the organization and related organizations
		Individual trustee or director	Institutional trustee	Officer	Key employee	Highest compensated employee	Former			
(26) FRANCESCA LAVAZZA ----- TRUSTEE	3.00 0.	X						0.	0.	0.
(27) PETER LAWSON- JOHNSTON ----- TRUSTEE/HONORARY CHAIR	3.00 0.	X		X				0.	0.	0.
(28) PETER LAWSON- JOHNSTON II ----- TRUSTEE	3.00 0.	X						0.	0.	0.
(29) WILLIAM L. MACK ----- TRUSTEE/CHAIR OF THE BOARD	8.00 0.	X		X				0.	0.	0.
(30) LINDA MACKLOWE ----- TRUSTEE/VICE-PRESIDENT	3.00 0.	X		X				0.	0.	0.
(31) WENDY L-J. MCNEIL ----- TRUSTEE/VICE-PRESIDENT	3.00 0.	X		X				0.	0.	0.
(32) EDWARD H. MEYER ----- TRUSTEE/VICE-PRESIDENT	3.00 0.	X		X				0.	0.	0.
(33) VLADIMIR O. POTANIN ----- TRUSTEE	2.00 0.	X						0.	0.	0.
(34) STEPHEN ROBERT ----- TRUSTEE	3.00 0.	X						0.	0.	0.
(35) DENISE SAUL ----- TRUSTEE/VICE-PRESIDENT	3.00 0.	X		X				0.	0.	0.
(36) JAMES B. SHERWOOD ----- TRUSTEE	2.00 0.	X						0.	0.	0.
1b Sub-total								0.	0.	0.
c Total from continuation sheets to Part VII, Section A										
d Total (add lines 1b and 1c)										

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 **56**

	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>		X
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>	X	
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>		X

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

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

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

(A) Name and title	(B) Average hours per week (list any hours for related organizations below dotted line)	(C) Position (do not check more than one box, unless person is both an officer and a director/trustee)						(D) Reportable compensation from the organization (W-2/1099-MISC)	(E) Reportable compensation from related organizations (W-2/1099-MISC)	(F) Estimated amount of other compensation from the organization and related organizations
		Individual trustee or director	Institutional trustee	Officer	Key employee	Highest compensated employee	Former			
(37) DAVID SHUMAN ----- TRUSTEE (THRU 05/2019)	3.00 0.	X						0.	0.	0.
(38) BARBARA SLIFKA ----- TRUSTEE	3.00 0.	X						0.	0.	0.
(39) MARK R. WALTER ----- TRUSTEE	2.00 0.	X						0.	0.	0.
(40) EDWARD F. ROVER ----- SECRETARY (THRU 05/2019)	2.00 0.			X				0.	0.	0.

1b Sub-total								0.	0.	0.
c Total from continuation sheets to Part VII, Section A										
d Total (add lines 1b and 1c)										

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 **56**

- 3** Did the organization list any **former** officer, director, or trustee, key employee, or highest compensated employee on line 1a? *If "Yes," complete Schedule J for such individual*
- 4** For any individual listed on line 1a, is the sum of reportable compensation and other compensation from the organization and related organizations greater than \$150,000? *If "Yes," complete Schedule J for such individual*
- 5** Did any person listed on line 1a receive or accrue compensation from any unrelated organization or individual for services rendered to the organization? *If "Yes," complete Schedule J for such person*

	Yes	No
3		X
4	X	
5		X

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

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

Part VIII Statement of RevenueCheck 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	4,883,560.				
	c	Fundraising events	1c	2,477,826.				
	d	Related organizations	1d					
	e	Government grants (contributions) . .	1e	564,785.				
	f	All other contributions, gifts, grants, and similar amounts not included above .	1f	23,754,138.				
	g	Noncash contributions included in lines 1a-1f.	1g	\$ 575,554.				
	h	Total. Add lines 1a-1f		31,680,309.				
	Program Service Revenue				Business Code			
2a		ADMISSION INCOME	712110	22,693,734.	22,693,734.			
b		EXHIBITIONS	712110	4,316,019.	4,316,019.			
c		MUSEUM AND PROGRAM COLLABORATIONS	712110	4,023,899.	4,023,899.			
d								
e								
f		All other program service revenue						
g		Total. Add lines 2a-2f		31,033,652.				
Other Revenue	3	Investment income (including dividends, interest, and other similar amounts).			1,263,638.		1,263,638.	
	4	Income from investment of tax-exempt bond proceeds . .			0.			
	5	Royalties			1,854,126.	82,034.	1,772,092.	
	6a	Gross rents	(i) Real					
			(ii) Personal					
				16,369.				
	b	Less: rental expenses	6b					
	c	Rental income or (loss)	6c	16,369.				
	d	Net rental income or (loss)		16,369.		16,369.		
	7a	Gross amount from sales of assets other than inventory	(i) Securities					
			(ii) Other					
				22,952,774.				
	b	Less: cost or other basis and sales expenses . .	7b	21,230,148.				
	c	Gain or (loss)	7c	1,722,626.				
	d	Net gain or (loss)		1,722,626.		1,722,626.		
	8a	Gross income from fundraising events (not including \$ 2,477,826. of contributions reported on line 1c). See Part IV, line 18						
			8a	822,373.				
8b			2,044,049.					
c	Net income or (loss) from fundraising events.		-1,221,676.		-1,221,676.			
9a	Gross income from gaming activities. See Part IV, line 19							
		9a	0.					
		9b	0.					
c	Net income or (loss) from gaming activities.		0.					
10a	Gross sales of inventory, less returns and allowances							
		10a	9,880,936.					
		10b	4,057,669.					
c	Net income or (loss) from sales of inventory.		5,823,267.	1,095,260.	4,728,007.			
Miscellaneous Revenue				Business Code				
	11a	ART SALE PROCEEDS	900099	11,579,127.			11,579,127.	
	b	RESTAURANT INCOME	900099	454,268.	18,379.		435,889.	
	c	CORPORATE EVENTS	900099	406,500.			406,500.	
	d	All other revenue		7,869.			7,869.	
e	Total. Add lines 11a-11d		12,447,764.					
12	Total revenue. See instructions				84,620,075.	31,033,652.	1,195,673.	20,710,441.

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 ☒ X**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 domestic organizations and domestic governments. See Part IV, line 21	0.			
2 Grants and other assistance to domestic individuals. See Part IV, line 22	0.			
3 Grants and other assistance to foreign organizations, foreign governments, and foreign individuals. See Part IV, lines 15 and 16	0.			
4 Benefits paid to or for members	0.			
5 Compensation of current officers, directors, trustees, and key employees	2,941,774.	855,126.	1,530,495.	556,153.
6 Compensation not included above to disqualified persons (as defined under section 4958(f)(1)) and persons described in section 4958(c)(3)(B)	0.			
7 Other salaries and wages	24,747,456.	18,353,346.	4,396,688.	1,997,422.
8 Pension plan accruals and contributions (include section 401(k) and 403(b) employer contributions)	522,774.	362,657.	111,905.	48,212.
9 Other employee benefits	4,322,659.	2,998,699.	925,313.	398,647.
10 Payroll taxes	1,839,132.	1,275,836.	393,686.	169,610.
11 Fees for services (nonemployees):				
a Management	777,507.	393,719.	383,788.	
b Legal	627,001.	213,394.	413,607.	
c Accounting	413,120.	3,215.	409,905.	
d Lobbying	0.			
e Professional fundraising services. See Part IV, line 17.	311,602.			311,602.
f Investment management fees	1,515,668.		1,515,668.	
g Other. (If line 11g amount exceeds 10% of line 25, column (A) amount, list line 11g expenses on Schedule O.)	3,851,409.	2,494,597.	1,078,930.	277,882.
12 Advertising and promotion	1,313,387.	875,584.	420,316.	17,487.
13 Office expenses	1,442,261.	933,785.	171,922.	336,554.
14 Information technology	593,911.	8,060.	585,851.	
15 Royalties	47,826.	47,826.		
16 Occupancy	11,098,564.	8,544,927.	2,201,096.	352,541.
17 Travel	1,257,029.	592,190.	194,551.	470,288.
18 Payments of travel or entertainment expenses for any federal, state, or local public officials	0.			
19 Conferences, conventions, and meetings	298,658.	86,496.	31,805.	180,357.
20 Interest	864,454.	725,205.	107,240.	32,009.
21 Payments to affiliates	0.			
22 Depreciation, depletion, and amortization	4,877,294.	4,094,632.	598,655.	184,007.
23 Insurance	566,166.	317,787.	248,379.	
24 Other expenses. Itemize expenses not covered above (List miscellaneous expenses on line 24e. If line 24e amount exceeds 10% of line 25, column (A) amount, list line 24e expenses on Schedule O.)				
a ART PURCHASES	3,661,868.	3,661,868.		
b SUPPLIES AND MATERIALS	1,683,359.	800,281.	854,154.	28,924.
c ART SHIPPING AND CRATING	472,275.	450,998.	19,149.	2,128.
d				
e All other expenses	1,078,728.	813,708.	189,719.	75,301.
25 Total functional expenses. Add lines 1 through 24e	71,125,882.	48,903,936.	16,782,822.	5,439,124.
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 ☐ if following SOP 98-2 (ASC 958-720)	0.			

Part X Balance SheetCheck if Schedule O contains a response or note to any line in this Part X ☐

		(A) Beginning of year		(B) End of year
Assets	1 Cash - non-interest-bearing	12,435,687.	1	8,013,011.
	2 Savings and temporary cash investments.	3,125,175.	2	4,772,890.
	3 Pledges and grants receivable, net	10,677,403.	3	11,164,238.
	4 Accounts receivable, net.	587,099.	4	2,949,639.
	5 Loans and other receivables from any current or former officer, director, trustee, key employee, creator or founder, substantial contributor, or 35% controlled entity or family member of any of these persons	0.	5	0.
	6 Loans and other receivables from other disqualified persons (as defined under section 4958(f)(1)), and persons described in section 4958(c)(3)(B).	0.	6	0.
	7 Notes and loans receivable, net	0.	7	0.
	8 Inventories for sale or use	1,276,010.	8	817,272.
	9 Prepaid expenses and deferred charges	2,328,456.	9	3,027,116.
	10a Land, buildings, and equipment: cost or other basis. Complete Part VI of Schedule D	10a 126,503,986.		
	b Less: accumulated depreciation.	10b 73,124,499.		
	11 Investments - publicly traded securities.	57,541,092.	10c	53,379,487.
	12 Investments - other securities. See Part IV, line 11.	24,243,847.	11	38,941,053.
	13 Investments - program-related. See Part IV, line 11.	54,360,250.	12	66,143,133.
	14 Intangible assets	0.	13	0.
	15 Other assets. See Part IV, line 11	0.	14	0.
16 Total assets. Add lines 1 through 15 (must equal line 33)	288,530.	15	22,113,416.	
17 Accounts payable and accrued expenses.	166,863,549.	16	211,321,255.	
18 Grants payable	15,895,982.	17	12,528,163.	
19 Deferred revenue.	0.	18	0.	
20 Tax-exempt bond liabilities.	37,182,428.	19	33,229,425.	
21 Escrow or custodial account liability. Complete Part IV of Schedule D.	0.	20	0.	
22 Loans and other payables to any current or former officer, director, trustee, key employee, creator or founder, substantial contributor, or 35% controlled entity or family member of any of these persons	0.	21	0.	
23 Secured mortgages and notes payable to unrelated third parties	0.	22	0.	
24 Unsecured notes and loans payable to unrelated third parties.	22,059,960.	23	22,101,343.	
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	1,595.	24	28,774,759.	
26 Total liabilities. Add lines 17 through 25.	75,139,965.	25	96,633,690.	
27 Organizations that follow FASB ASC 958, check here ☒ and complete lines 27, 28, 32, and 33.				
28 Net assets without donor restrictions.	330,840.	27	-3,278,572.	
29 Net assets with donor restrictions.	91,392,744.	28	117,966,137.	
30 Organizations that do not follow FASB ASC 958, check here ☐ and complete lines 29 through 33.				
31 Capital stock or trust principal, or current funds		29		
32 Paid-in or capital surplus, or land, building, or equipment fund.		30		
33 Retained earnings, endowment, accumulated income, or other funds.		31		
34 Total net assets or fund balances	91,723,584.	32	114,687,565.	
35 Total liabilities and net assets/fund balances.	166,863,549.	33	211,321,255.	

Part XI Reconciliation of Net AssetsCheck 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	84,620,075.
2	Total expenses (must equal Part IX, column (A), line 25)	2	71,125,882.
3	Revenue less expenses. Subtract line 2 from line 1	3	13,494,193.
4	Net assets or fund balances at beginning of year (must equal Part X, line 32, column (A))	4	91,723,584.
5	Net unrealized gains (losses) on investments	5	9,569,236.
6	Donated services and use of facilities	6	0.
7	Investment expenses	7	0.
8	Prior period adjustments	8	0.
9	Other changes in net assets or fund balances (explain on Schedule O).	9	-99,448.
10	Net assets or fund balances at end of year. Combine lines 3 through 9 (must equal Part X, line 32, column (B))	10	114,687,565.

Part XII Financial Statements and ReportingCheck 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: ☐ Cash ☒ Accrual ☐ Other _____ If the organization changed its method of accounting from a prior year or checked "Other," explain in Schedule O.		
2a Were the organization's financial statements compiled or reviewed by an independent accountant? 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: ☐ Separate basis ☐ Consolidated basis ☐ Both consolidated and separate basis		X
b Were the organization's financial statements audited by an independent accountant? If "Yes," check a box below to indicate whether the financial statements for the year were audited on a separate basis, consolidated basis, or both: ☒ Separate basis ☐ Consolidated basis ☐ Both consolidated and separate basis	X	
c If "Yes" to line 2a or 2b, does the organization have a committee that assumes responsibility for oversight of the audit, review, or compilation of its financial statements and selection of an independent accountant? If the organization changed either its oversight process or selection process during the tax year, explain on Schedule O.	X	
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?		X
b If "Yes," did the organization undergo the required audit or audits? If the organization did not undergo the required audit or audits, explain why on Schedule O and describe any steps taken to undergo such audits . . .		

Form **990** (2019)

SCHEDULE A
(Form 990 or 990-EZ)

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.

▶ Go to www.irs.gov/Form990 for instructions and the latest information.

OMB No. 1545-0047

2019

**Open to Public
Inspection**

Name of the organization

SOLOMON R. GUGGENHEIM FOUNDATION

Employer identification number

13-5562233

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

The organization is not a private foundation because it is: (For lines 1 through 12, 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 (Form 990 or 990-EZ).)
- 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 agricultural research organization described in **section 170(b)(1)(A)(ix)** operated in conjunction with a land-grant college or university or a non-land-grant college of agriculture (see instructions). Enter the name, city, and state of the college or university: _____
- 10 ☐ An organization that normally receives: (1) more than 33 1/3 % of its support from contributions, membership fees, and gross receipts from activities related to its exempt functions - subject to certain exceptions, and (2) no more than 33 1/3 % of its support from gross investment income and unrelated business taxable income (less section 511 tax) from businesses acquired by the organization after June 30, 1975. See **section 509(a)(2)**. (Complete Part III.)
- 11 ☐ An organization organized and operated exclusively to test for public safety. See **section 509(a)(4)**.
- 12 ☐ 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 in lines 12a through 12d that describes the type of supporting organization and complete lines 12e, 12f, and 12g.
- a ☐ **Type I.** A supporting organization operated, supervised, or controlled by its supported organization(s), typically by giving the supported organization(s) the power to regularly appoint or elect a majority of the directors or trustees of the supporting organization. **You must complete Part IV, Sections A and B.**
- b ☐ **Type II.** A supporting organization supervised or controlled in connection with its supported organization(s), by having control or management of the supporting organization vested in the same persons that control or manage the supported organization(s). **You must complete Part IV, Sections A and C.**
- c ☐ **Type III functionally integrated.** A supporting organization operated in connection with, and functionally integrated with, its supported organization(s) (see instructions). **You must complete Part IV, Sections A, D, and E.**
- d ☐ **Type III non-functionally integrated.** A supporting organization operated in connection with its supported organization(s) that is not functionally integrated. The organization generally must satisfy a distribution requirement and an attentiveness requirement (see instructions). **You must complete Part IV, Sections A and D, and Part V.**
- e ☐ Check this box if the organization received a written determination from the IRS that it is a Type I, Type II, Type III functionally integrated, or Type III non-functionally integrated supporting organization.

f Enter the number of supported organizations

g Provide the following information about the supported organization(s).

(i) Name of supported organization	(ii) EIN	(iii) Type of organization (described on lines 1-10 above (see instructions))	(iv) Is the organization listed in your governing document?		(v) Amount of monetary support (see instructions)	(vi) Amount of other support (see instructions)
			Yes	No		
(A)						
(B)						
(C)						
(D)						
(E)						
Total						

For Paperwork Reduction Act Notice, see the Instructions for Form 990 or 990-EZ.

Schedule A (Form 990 or 990-EZ) 2019

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) 2015	(b) 2016	(c) 2017	(d) 2018	(e) 2019	(f) Total
1 Gifts, grants, contributions, and membership fees received. (Do not include any "unusual grants.")	19,518,463.	26,737,613.	23,247,345.	41,588,253.	31,680,309.	142,771,983.
2 Tax revenues levied for the organization's benefit and either paid to or expended on its behalf						0.
3 The value of services or facilities furnished by a governmental unit to the organization without charge						0.
4 Total. Add lines 1 through 3.	19,518,463.	26,737,613.	23,247,345.	41,588,253.	31,680,309.	142,771,983.
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).						10,053,825.
6 Public support. Subtract line 5 from line 4						132,718,158.

Section B. Total Support

Calendar year (or fiscal year beginning in) ►	(a) 2015	(b) 2016	(c) 2017	(d) 2018	(e) 2019	(f) Total
7 Amounts from line 4.	19,518,463.	26,737,613.	23,247,345.	41,588,253.	31,680,309.	142,771,983.
8 Gross income from interest, dividends, payments received on securities loans, rents, royalties, and income from similar sources	9,696,939.	2,614,548.	2,831,682.	1,536,113.	3,052,099.	19,731,381.
9 Net income from unrelated business activities, whether or not the business is regularly carried on	1,430,608.	1,631,597.	1,754,719.	1,621,366.	1,195,673.	7,633,963.
10 Other income. Do not include gain or loss from the sale of capital assets (Explain in Part VI.) . ATCH. 1	3,175,569.	1,987,913.	2,200,611.	1,713,658.	13,251,758.	22,329,509.
11 Total support. Add lines 7 through 10						192,466,836.
12 Gross receipts from related activities, etc. (see instructions)					12	167,030,667.
13 First five years. If the Form 990 is for the organization's first, second, third, fourth, or fifth tax year as a section 501(c)(3) organization, check this box and stop here						☐

Section C. Computation of Public Support Percentage

14 Public support percentage for 2019 (line 6, column (f) divided by line 11, column (f)).	14	68.96 %
15 Public support percentage from 2018 Schedule A, Part II, line 14	15	72.59 %
16a 33 1/3% support test - 2019. 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 - 2018. 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 - 2019. 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 VI how the organization meets the "facts-and-circumstances" test. The organization qualifies as a publicly supported organization.		☐
b 10%-facts-and-circumstances test - 2018. 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 VI how the organization meets the "facts-and-circumstances" test. The organization qualifies as a publicly supported organization		☐
18 Private foundation. If the organization did not check a box on line 13, 16a, 16b, 17a, or 17b, check this box and see instructions		☐

Part III Support Schedule for Organizations Described in Section 509(a)(2)

(Complete only if you checked the box on line 10 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) 2015	(b) 2016	(c) 2017	(d) 2018	(e) 2019	(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) 2015	(b) 2016	(c) 2017	(d) 2018	(e) 2019	(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 VI.)						
13 Total support. (Add lines 9, 10c, 11, and 12.)						
14 First five years. If the Form 990 is for the organization's first, second, third, fourth, or fifth tax year as a section 501(c)(3) organization, check this box and stop here ☐						

Section C. Computation of Public Support Percentage

15 Public support percentage for 2019 (line 8, column (f), divided by line 13, column (f))	15	%
16 Public support percentage from 2018 Schedule A, Part III, line 15	16	%

Section D. Computation of Investment Income Percentage

17 Investment income percentage for 2019 (line 10c, column (f), divided by line 13, column (f))	17	%
18 Investment income percentage from 2018 Schedule A, Part III, line 17	18	%

19a 33 1/3% support tests - 2019. 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 - 2018. 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 Supporting Organizations

(Complete only if you checked a box in line 12 on Part I. If you checked 12a of Part I, complete Sections A and B. If you checked 12b of Part I, complete Sections A and C. If you checked 12c of Part I, complete Sections A, D, and E. If you checked 12d of Part I, complete Sections A and D, and complete Part V.)

Section A. All Supporting Organizations

	Yes	No
1 Are all of the organization's supported organizations listed by name in the organization's governing documents? <i>If "No," describe in Part VI how the supported organizations are designated. If designated by class or purpose, describe the designation. If historic and continuing relationship, explain.</i>		
2 Did the organization have any supported organization that does not have an IRS determination of status under section 509(a)(1) or (2)? <i>If "Yes," explain in Part VI how the organization determined that the supported organization was described in section 509(a)(1) or (2).</i>		
3a Did the organization have a supported organization described in section 501(c)(4), (5), or (6)? <i>If "Yes," answer (b) and (c) below.</i>		
b Did the organization confirm that each supported organization qualified under section 501(c)(4), (5), or (6) and satisfied the public support tests under section 509(a)(2)? <i>If "Yes," describe in Part VI when and how the organization made the determination.</i>		
c Did the organization ensure that all support to such organizations was used exclusively for section 170(c)(2)(B) purposes? <i>If "Yes," explain in Part VI what controls the organization put in place to ensure such use.</i>		
4a Was any supported organization not organized in the United States ("foreign supported organization")? <i>If "Yes," and if you checked 12a or 12b in Part I, answer (b) and (c) below.</i>		
b Did the organization have ultimate control and discretion in deciding whether to make grants to the foreign supported organization? <i>If "Yes," describe in Part VI how the organization had such control and discretion despite being controlled or supervised by or in connection with its supported organizations.</i>		
c Did the organization support any foreign supported organization that does not have an IRS determination under sections 501(c)(3) and 509(a)(1) or (2)? <i>If "Yes," explain in Part VI what controls the organization used to ensure that all support to the foreign supported organization was used exclusively for section 170(c)(2)(B) purposes.</i>		
5a Did the organization add, substitute, or remove any supported organizations during the tax year? <i>If "Yes," answer (b) and (c) below (if applicable). Also, provide detail in Part VI, including (i) the names and EIN numbers of the supported organizations added, substituted, or removed; (ii) the reasons for each such action; (iii) the authority under the organization's organizing document authorizing such action; and (iv) how the action was accomplished (such as by amendment to the organizing document).</i>		
b Type I or Type II only. Was any added or substituted supported organization part of a class already designated in the organization's organizing document?		
c Substitutions only. Was the substitution the result of an event beyond the organization's control?		
6 Did the organization provide support (whether in the form of grants or the provision of services or facilities) to anyone other than (i) its supported organizations, (ii) individuals that are part of the charitable class benefited by one or more of its supported organizations, or (iii) other supporting organizations that also support or benefit one or more of the filing organization's supported organizations? <i>If "Yes," provide detail in Part VI.</i>		
7 Did the organization provide a grant, loan, compensation, or other similar payment to a substantial contributor (as defined in section 4958(c)(3)(C)), a family member of a substantial contributor, or a 35% controlled entity with regard to a substantial contributor? <i>If "Yes," complete Part I of Schedule L (Form 990 or 990-EZ).</i>		
8 Did the organization make a loan to a disqualified person (as defined in section 4958) not described in line 7? <i>If "Yes," complete Part I of Schedule L (Form 990 or 990-EZ).</i>		
9a Was the organization controlled directly or indirectly at any time during the tax year by one or more disqualified persons as defined in section 4946 (other than foundation managers and organizations described in section 509(a)(1) or (2))? <i>If "Yes," provide detail in Part VI.</i>		
b Did one or more disqualified persons (as defined in line 9a) hold a controlling interest in any entity in which the supporting organization had an interest? <i>If "Yes," provide detail in Part VI.</i>		
c Did a disqualified person (as defined in line 9a) have an ownership interest in, or derive any personal benefit from, assets in which the supporting organization also had an interest? <i>If "Yes," provide detail in Part VI.</i>		
10a Was the organization subject to the excess business holdings rules of section 4943 because of section 4943(f) (regarding certain Type II supporting organizations, and all Type III non-functionally integrated supporting organizations)? <i>If "Yes," answer 10b below.</i>		
b Did the organization have any excess business holdings in the tax year? <i>(Use Schedule C, Form 4720, to determine whether the organization had excess business holdings.)</i>		

Part IV Supporting Organizations (continued)

	Yes	No
11 Has the organization accepted a gift or contribution from any of the following persons?		
a A person who directly or indirectly controls, either alone or together with persons described in (b) and (c) below, the governing body of a supported organization?		
b A family member of a person described in (a) above?		
c A 35% controlled entity of a person described in (a) or (b) above? If "Yes" to a, b, or c, provide detail in Part VI .		

Section B. Type I Supporting Organizations

	Yes	No
1 Did the directors, trustees, or membership of one or more supported organizations have the power to regularly appoint or elect at least a majority of the organization's directors or trustees at all times during the tax year? If "No," describe in Part VI how the supported organization(s) effectively operated, supervised, or controlled the organization's activities. If the organization had more than one supported organization, describe how the powers to appoint and/or remove directors or trustees were allocated among the supported organizations and what conditions or restrictions, if any, applied to such powers during the tax year.		
2 Did the organization operate for the benefit of any supported organization other than the supported organization(s) that operated, supervised, or controlled the supporting organization? If "Yes," explain in Part VI how providing such benefit carried out the purposes of the supported organization(s) that operated, supervised, or controlled the supporting organization.		

Section C. Type II Supporting Organizations

	Yes	No
1 Were a majority of the organization's directors or trustees during the tax year also a majority of the directors or trustees of each of the organization's supported organization(s)? If "No," describe in Part VI how control or management of the supporting organization was vested in the same persons that controlled or managed the supported organization(s).		

Section D. All Type III Supporting Organizations

	Yes	No
1 Did the organization provide to each of its supported organizations, by the last day of the fifth month of the organization's tax year, (i) a written notice describing the type and amount of support provided during the prior tax year, (ii) a copy of the Form 990 that was most recently filed as of the date of notification, and (iii) copies of the organization's governing documents in effect on the date of notification, to the extent not previously provided?		
2 Were any of the organization's officers, directors, or trustees either (i) appointed or elected by the supported organization(s) or (ii) serving on the governing body of a supported organization? If "No," explain in Part VI how the organization maintained a close and continuous working relationship with the supported organization(s).		
3 By reason of the relationship described in (2), did the organization's supported organizations have a significant voice in the organization's investment policies and in directing the use of the organization's income or assets at all times during the tax year? If "Yes," describe in Part VI the role the organization's supported organizations played in this regard.		

Section E. Type III Functionally Integrated Supporting Organizations

1 Check the box next to the method that the organization used to satisfy the Integral Part Test during the year (see instructions).			
a ☐ The organization satisfied the Activities Test. Complete line 2 below.			
b ☐ The organization is the parent of each of its supported organizations. Complete line 3 below.			
c ☐ The organization supported a governmental entity. Describe in Part VI how you supported a government entity (see instructions).			
2 Activities Test. Answer (a) and (b) below.			
a Did substantially all of the organization's activities during the tax year directly further the exempt purposes of the supported organization(s) to which the organization was responsive? If "Yes," then in Part VI identify those supported organizations and explain how these activities directly furthered their exempt purposes, how the organization was responsive to those supported organizations, and how the organization determined that these activities constituted substantially all of its activities.			
b Did the activities described in (a) constitute activities that, but for the organization's involvement, one or more of the organization's supported organization(s) would have been engaged in? If "Yes," explain in Part VI the reasons for the organization's position that its supported organization(s) would have engaged in these activities but for the organization's involvement.			
3 Parent of Supported Organizations. Answer (a) and (b) below.			
a Did the organization have the power to regularly appoint or elect a majority of the officers, directors, or trustees of each of the supported organizations? Provide details in Part VI .			
b Did the organization exercise a substantial degree of direction over the policies, programs, and activities of each of its supported organizations? If "Yes," describe in Part VI the role played by the organization in this regard.			

Part V Type III Non-Functionally Integrated 509(a)(3) Supporting Organizations

- 1** ☐ Check here if the organization satisfied the Integral Part Test as a qualifying trust on Nov. 20, 1970 (explain in Part VI). **See instructions.** All other Type III non-functionally integrated supporting organizations must complete Sections A through E.

Section A - Adjusted Net Income		(A) Prior Year	(B) Current Year (optional)
1 Net short-term capital gain	1		
2 Recoveries of prior-year distributions	2		
3 Other gross income (see instructions)	3		
4 Add lines 1 through 3.	4		
5 Depreciation and depletion	5		
6 Portion of operating expenses paid or incurred for production or collection of gross income or for management, conservation, or maintenance of property held for production of income (see instructions)	6		
7 Other expenses (see instructions)	7		
8 Adjusted Net Income (subtract lines 5, 6, and 7 from line 4)	8		
Section B - Minimum Asset Amount		(A) Prior Year	(B) Current Year (optional)
1 Aggregate fair market value of all non-exempt-use assets (see instructions for short tax year or assets held for part of year):			
a Average monthly value of securities	1a		
b Average monthly cash balances	1b		
c Fair market value of other non-exempt-use assets	1c		
d Total (add lines 1a, 1b, and 1c)	1d		
e Discount claimed for blockage or other factors (explain in detail in Part VI):			
2 Acquisition indebtedness applicable to non-exempt-use assets	2		
3 Subtract line 2 from line 1d.	3		
4 Cash deemed held for exempt use. Enter 1-1/2% of line 3 (for greater amount, see instructions).	4		
5 Net value of non-exempt-use assets (subtract line 4 from line 3)	5		
6 Multiply line 5 by .035.	6		
7 Recoveries of prior-year distributions	7		
8 Minimum Asset Amount (add line 7 to line 6)	8		
Section C - Distributable Amount			Current Year
1 Adjusted net income for prior year (from Section A, line 8, Column A)	1		
2 Enter 85% of line 1.	2		
3 Minimum asset amount for prior year (from Section B, line 8, Column A)	3		
4 Enter greater of line 2 or line 3.	4		
5 Income tax imposed in prior year	5		
6 Distributable Amount. Subtract line 5 from line 4, unless subject to emergency temporary reduction (see instructions).	6		
7 ☐ Check here if the current year is the organization's first as a non-functionally integrated Type III supporting organization (see instructions).			

Part V Type III Non-Functionally Integrated 509(a)(3) Supporting Organizations (continued)

Section D - Distributions		Current Year	
1	Amounts paid to supported organizations to accomplish exempt purposes		
2	Amounts paid to perform activity that directly furthers exempt purposes of supported organizations, in excess of income from activity		
3	Administrative expenses paid to accomplish exempt purposes of supported organizations		
4	Amounts paid to acquire exempt-use assets		
5	Qualified set-aside amounts (prior IRS approval required)		
6	Other distributions (describe in Part VI). See instructions.		
7	Total annual distributions. Add lines 1 through 6.		
8	Distributions to attentive supported organizations to which the organization is responsive (provide details in Part VI). See instructions.		
9	Distributable amount for 2019 from Section C, line 6		
10	Line 8 amount divided by line 9 amount		

Section E - Distribution Allocations (see instructions)		(i) Excess Distributions	(ii) Underdistributions Pre-2019	(iii) Distributable Amount for 2019
1	Distributable amount for 2019 from Section C, line 6			
2	Underdistributions, if any, for years prior to 2019 (reasonable cause required - explain in Part VI). See instructions.			
3	Excess distributions carryover, if any, to 2019			
a	From 2014			
b	From 2015			
c	From 2016			
d	From 2017			
e	From 2018			
f	Total of lines 3a through e			
g	Applied to underdistributions of prior years			
h	Applied to 2019 distributable amount			
i	Carryover from 2014 not applied (see instructions)			
j	Remainder. Subtract lines 3g, 3h, and 3i from 3f.			
4	Distributions for 2019 from Section D, line 7: \$			
a	Applied to underdistributions of prior years			
b	Applied to 2019 distributable amount			
c	Remainder. Subtract lines 4a and 4b from 4.			
5	Remaining underdistributions for years prior to 2019, if any. Subtract lines 3g and 4a from line 2. For result greater than zero, explain in Part VI . See instructions.			
6	Remaining underdistributions for 2019. Subtract lines 3h and 4b from line 1. For result greater than zero, explain in Part VI . See instructions.			
7	Excess distributions carryover to 2020. Add lines 3j and 4c.			
8	Breakdown of line 7:			
a	Excess from 2015			
b	Excess from 2016			
c	Excess from 2017			
d	Excess from 2018			
e	Excess from 2019			

Part VI **Supplemental Information.** Provide the explanations required by Part II, line 10; Part II, line 17a or 17b; Part III, line 12; Part IV, Section A, lines 1, 2, 3b, 3c, 4b, 4c, 5a, 6, 9a, 9b, 9c, 11a, 11b, and 11c; Part IV, Section B, lines 1 and 2; Part IV, Section C, line 1; Part IV, Section D, lines 2 and 3; Part IV, Section E, lines 1c, 2a, 2b, 3a and 3b; Part V, line 1; Part V, Section B, line 1e; Part V, Section D, lines 5, 6, and 8; and Part V, Section E, lines 2, 5, and 6. Also complete this part for any additional information. (See instructions.)

ATTACHMENT 1

SCHEDULE A, PART II - OTHER INCOME

DESCRIPTION	2015	2016	2017	2018	2019	TOTAL
FUNDRAISING EVENTS	906,169.	661,209.	1,089,687.	919,190.	822,373.	4,398,628.
ART SALE PROCEEDS	1,367,342.		35,200.	11,650.	11,579,127.	12,993,319.
CORPORATE EVENTS	441,757.	820,986.	701,517.	468,002.	406,500.	2,838,762.
RESTAURANT INCOME	460,301.	505,718.	371,689.	311,707.	435,889.	2,085,304.
MISCELLANEOUS INCOME			2,518.	3,109.	7,869.	13,496.
TOTALS	<u><u>3,175,569.</u></u>	<u><u>1,987,913.</u></u>	<u><u>2,200,611.</u></u>	<u><u>1,713,658.</u></u>	<u><u>13,251,758.</u></u>	<u><u>22,329,509.</u></u>

**SCHEDULE D
(Form 990)**

Department of the Treasury
Internal Revenue Service

Name of the organization

SOLOMON R. GUGGENHEIM FOUNDATION

Supplemental Financial Statements

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

▶ Attach to Form 990.

▶ Go to www.irs.gov/Form990 for instructions and the latest information.

OMB No. 1545-0047

2019

**Open to Public
Inspection**

Employer identification number

13-5562233

Part I Organizations Maintaining Donor Advised Funds or Other Similar Funds or Accounts.

Complete if the organization answered "Yes" on Form 990, Part IV, line 6.

	(a) Donor advised funds	(b) Funds and other accounts
1 Total number at end of year		
2 Aggregate value of contributions to (during year)		
3 Aggregate value of grants from (during year) . .		
4 Aggregate value at end of year		
5 Did the organization inform all donors and donor advisors in writing that the assets held in donor advised funds are the organization's property, subject to the organization's exclusive legal control?		☐ Yes ☐ No
6 Did the organization inform all grantees, donors, and donor advisors in writing that grant funds 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?		☐ Yes ☐ No

Part II Conservation Easements.

Complete if the organization answered "Yes" on 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 (for example, recreation or education)	☐ Preservation of a 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 Tax 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 7/25/06, 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, handling of violations, and enforcing conservation easements during the year ▶ _____

7 Amount of expenses incurred in monitoring, inspecting, handling of violations, 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" on Form 990, Part IV, line 8.

1a If the organization elected, as permitted under FASB 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 FASB 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) Revenue included on Form 990, Part VIII, line 1. ▶ \$ _____

(ii) Assets included in Form 990, Part X. ▶ \$ _____ 1.

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 FASB ASC 958 relating to these items:

a Revenue included on Form 990, Part VIII, line 1. ▶ \$ _____

b Assets included in Form 990, Part X. ▶ \$ _____

For Paperwork Reduction Act Notice, see the Instructions for Form 990.

Schedule D (Form 990) 2019

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 make significant use of its collection items (check all that apply):
- a** ☒ Public exhibition **d** ☒ Loan or exchange program
- b** ☒ Scholarly research **e** ☐ Other _____
- c** ☒ Preservation for future generations
- 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" on 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 | 1c |
| d Additions during the year | 1d |
| e Distributions during the year | 1e |
| f Ending balance | 1f |
- 2a** Did the organization include an amount on Form 990, Part X, line 21, for escrow or custodial account liability? ☐ Yes ☐ No
- b** If "Yes," explain the arrangement in Part XIII. Check here if the explanation has been provided on Part XIII ☐

Part V Endowment Funds.

Complete if the organization answered "Yes" on Form 990, Part IV, line 10.

- | | (a) Current year | (b) Prior year | (c) Two years back | (d) Three years back | (e) Four years back |
|---|------------------|----------------|--------------------|----------------------|---------------------|
| 1a Beginning of year balance | 85,538,857. | 92,009,498. | 84,312,689. | 77,862,814. | 70,653,676. |
| b Contributions | 8,770,359. | 17,698,991. | 7,377,483. | 15,883,154. | 21,104,591. |
| c Net investment earnings, gains, and losses | 10,960,534. | -3,803,978. | 9,226,659. | -1,692,867. | -1,961,174. |
| d Grants or scholarships | | | | | |
| e Other expenditures for facilities and programs | 2,600,645. | 20,365,654. | 8,907,333. | 7,740,412. | 11,934,279. |
| f Administrative expenses | | | | | |
| g End of year balance | 102,669,105. | 85,538,857. | 92,009,498. | 84,312,689. | 77,862,814. |
- 2** Provide the estimated percentage of the current year end balance (line 1g, column (a)) held as:
- a** Board designated or quasi-endowment ▶ 13.0000 %
- b** Permanent endowment ▶ 80.0000 %
- c** Term endowment ▶ 7.0000 %
- The percentages on 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) | X |
| (ii) Related organizations | 3a(ii) | X |
| b If "Yes" on line 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" on Form 990, Part IV, line 11a. See Form 990, Part X, line 10.

Description of property	(a) Cost or other basis (investment)	(b) Cost or other basis (other)	(c) Accumulated depreciation	(d) Book value
1a Land		3,130,643.		3,130,643.
b Buildings		104,485,190.	67,556,704.	36,928,486.
c Leasehold improvements		14,587,114.	3,762,519.	10,824,595.
d Equipment		3,832,993.	1,788,122.	2,044,871.
e Other		468,046.	17,154.	450,892.
Total. Add lines 1a through 1e. (Column (d) must equal Form 990, Part X, column (B), line 10c.)				53,379,487.

Part VII Investments - Other Securities.

Complete if the organization answered "Yes" on Form 990, Part IV, line 11b. See Form 990, Part X, line 12.

(a) Description of security or category (including name of security)	(b) Book value	(c) Method of valuation: Cost or end-of-year market value
(1) Financial derivatives		
(2) Closely held equity interests		
(3) Other		
(A) EQUITY FUNDS	42,832,048.	FMV
(B) FIXED INCOME FUNDS	10,340,006.	FMV
(C) EVENT/CREDIT ARBITRAGE FUNDS	5,731,348.	FMV
(D) FUND OF HEDGE FUNDS	4,101,448.	FMV
(E) INTERNATIONAL FUNDS	3,138,283.	FMV
(F)		
(G)		
(H)		
Total. (Column (b) must equal Form 990, Part X, col. (B) line 12.) . ▶	66,143,133.	

Part VIII Investments - Program Related.

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

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

Part IX Other Assets.

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

(a) Description	(b) Book value
(1) RIGHT-OF-USE ASSET	22,113,416.
(2)	
(3)	
(4)	
(5)	
(6)	
(7)	
(8)	
(9)	
Total. (Column (b) must equal Form 990, Part X, col. (B) line 15.) ▶	22,113,416.

Part X Other Liabilities.

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

1. (a) Description of liability	(b) Book value
(1) Federal income taxes	
(2) LEASE LIABILITY	28,774,759.
(3)	
(4)	
(5)	
(6)	
(7)	
(8)	
(9)	
Total. (Column (b) must equal Form 990, Part X, col. (B) line 25.) ▶	28,774,759.

2. Liability for uncertain tax positions. In Part XIII, provide the text of the footnote to the organization's financial statements that reports the organization's liability for uncertain tax positions under FASB ASC 740. Check here if the text of the footnote has been provided in Part XIII ☒

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

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

1	Total revenue, gains, and other support per audited financial statements	1	96,769,852.
2	Amounts included on line 1 but not on Form 990, Part VIII, line 12:		
a	Net unrealized gains (losses) on investments	2a	9,569,236.
b	Donated services and use of facilities	2b	137,988.
c	Recoveries of prior year grants	2c	
d	Other (Describe in Part XIII.)	2d	-99,448.
e	Add lines 2a through 2d	2e	9,607,776.
3	Subtract line 2e from line 1	3	87,162,076.
4	Amounts included on Form 990, Part VIII, line 12, but not on line 1:		
a	Investment expenses not included on Form 990, Part VIII, line 7b	4a	1,515,668.
b	Other (Describe in Part XIII.)	4b	-4,057,669.
c	Add lines 4a and 4b	4c	-2,542,001.
5	Total revenue. Add lines 3 and 4c . (This must equal Form 990, Part I, line 12.)	5	84,620,075.

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

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

1	Total expenses and losses per audited financial statements	1	73,805,871.
2	Amounts included on line 1 but not on Form 990, Part IX, line 25:		
a	Donated services and use of facilities	2a	137,988.
b	Prior year adjustments	2b	
c	Other losses	2c	
d	Other (Describe in Part XIII.)	2d	4,057,669.
e	Add lines 2a through 2d	2e	4,195,657.
3	Subtract line 2e from line 1	3	69,610,214.
4	Amounts included on Form 990, Part IX, line 25, but not on line 1:		
a	Investment expenses not included on Form 990, Part VIII, line 7b	4a	1,515,668.
b	Other (Describe in Part XIII.)	4b	
c	Add lines 4a and 4b	4c	1,515,668.
5	Total expenses. Add lines 3 and 4c . (This must equal Form 990, Part I, line 18.)	5	71,125,882.

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.

SEE PAGE 5

Part XIII Supplemental Information *(continued)*

FORM 990, PART XIII SCHEDULE D, PART III, LINE 1

IN ACCORDANCE WITH INDUSTRY PRACTICE, ART OBJECTS PURCHASED, DONATED AND BEQUEATHED ARE INCLUDED IN PERMANENTLY RESTRICTED NET ASSETS AT A VALUE OF \$1. CONTRIBUTIONS FOR THE PURCHASE OF COLLECTION ITEMS, NET ASSETS RELEASED FROM RESTRICTIONS TO PURCHASE COLLECTION ITEMS, THE COST OF ALL COLLECTION ITEMS PURCHASED AND THE PROCEEDS FROM DEACCESSIONED AND NON-ACCESSIONED ART ARE REPORTED AS CHANGES IN NET ASSETS RELATED TO COLLECTION ITEMS PURCHASED AND SOLD IN THE STATEMENT OF ACTIVITIES.

SCHEDULE D, PART III, LINE 4

THE FOUNDATION'S PERMANENT COLLECTION IS AT THE HEART OF THE FOUNDATION'S IDENTITY. THIS COLLECTION WAS FORMED IN LARGE PART THROUGH THE ACQUISITION OF NOTABLE PRIVATE COLLECTIONS. AUGMENTED THROUGH NUMEROUS ACQUISITIONS UNDER THE LEADERSHIP OF THE FOUNDATION'S DIRECTORS AND CURATORS, AND WITH THE SUPPORT OF THE FOUNDATION'S ACQUISITION GROUPS, THESE COLLECTIONS FORM A UNIQUE GLOBAL COLLECTION THAT REFLECTS THE RICH TRAJECTORY OF ART FROM THE LATE 19TH CENTURY THROUGH THE PRESENT.

SCHEDULE D, PART V, LINE 4

THE FOUNDATION'S ENDOWMENT FUNDS ARE USED FOR EDUCATIONAL PROGRAMS, IN SUPPORT OF CURATORIAL CHAIRS, ART PURCHASES, PUBLICATIONS, EXHIBITIONS, PGC'S INTERNSHIP PROGRAM, CONSERVATION OF ART AND COLLECTION CARE, A CONSERVATION FELLOWSHIP, AND GENERAL SUPPORT OF THE FOUNDATION'S OPERATIONS.

Part XIII Supplemental Information *(continued)*

SCHEDULE D, PART X, LINE 2

THE FOUNDATION IS EXEMPT FROM FEDERAL INCOME TAXES UNDER SECTION 501(C)(3) OF THE U.S. INTERNAL REVENUE CODE. CONTRIBUTIONS TO THE FOUNDATION ARE TAX DEDUCTIBLE TO CONTRIBUTORS, TO THE EXTENT PROVIDED BY LAW. THE FOUNDATION IS SUBJECT TO UNRELATED BUSINESS INCOME TAX ON SALES OF CERTAIN MERCHANDISE AND ACTIVITIES. THE FOUNDATION'S ITALIAN OPERATIONS ARE ALSO SUBJECT TO ITALIAN TAX.

THE FOUNDATION IS SUBJECT TO THE PROVISIONS OF THE FINANCIAL ACCOUNTING STANDARDS CODIFICATION ("ASC") TOPIC 740-10-05, RELATING TO ACCOUNTING AND REPORTING FOR UNCERTAINTY IN INCOME TAXES. BECAUSE OF THE FOUNDATION'S GENERAL TAX-EXEMPT STATUS, ASC TOPIC 740-10-05 HAS NOT HAD, AND IS NOT EXPECTED TO HAVE, A MATERIAL IMPACT ON THE FOUNDATION'S FINANCIAL STATEMENTS.

SCHEDULE D, PART XI, LINE 2D

FOREIGN CURRENCY TRANSLATION \$(99,448)

SCHEDULE D, PART XI, LINE 4B

COST OF GOODS SOLD \$(4,057,669)

SCHEDULE D, PART XII, LINE 2D

COST OF GOODS SOLD \$4,057,669

**SCHEDULE F
(Form 990)**

Department of the Treasury
Internal Revenue Service

Name of the organization

SOLOMON R. GUGGENHEIM FOUNDATION

Statement of Activities Outside the United States

► Complete if the organization answered "Yes" on Form 990, Part IV, line 14b, 15, or 16.

► Attach to Form 990.

► Go to www.irs.gov/Form990 for instructions and the latest information.

OMB No. 1545-0047

2019

**Open to Public
Inspection**

Employer identification number

13-5562233

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

- 1 For grantmakers.** Does the organization maintain records to substantiate the amount of its grants and other assistance, the grantees' eligibility for the grants or assistance, and the selection criteria used to award the grants or assistance? ☐ Yes ☐ No
- 2 For grantmakers.** Describe in Part V the organization's procedures for monitoring the use of its grants and other assistance outside the United States.

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

(a) Region	(b) Number of offices in the region	(c) Number of employees, agents, and independent contractors in the region	(d) Activities conducted in the region (by type) (such as, 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 the region	(f) Total expenditures for and investments in the region
(1) EAST ASIA AND THE PACIFIC	0.	0.	PROGRAM SERVICES	ART PURCHASE	1,570,000.
(2) EUROPE	1.	40.	PROGRAM SERVICES	PEGGY GUGGENHEIM COLLE	2,920,000.
(3) MIDDLE EAST AND NORTH AFRICA	0.	0.	PROGRAM SERVICES	GUGGENHEIM ABU DHABI	374,000.
(4) NORTH AMERICA	0.	0.	PROGRAM SERVICES	ART PURCHASE	127,000.
(5) RUSSIA/INDEPENDENT STATES	0.	0.	PROGRAM SERVICES	CONSERVATION TRAVEL	7,000.
(6) SOUTH AMERICA	0.	0.	PROGRAM SERVICES	TRAVELING EXHIBITIONS	213,000.
(7) SOUTH ASIA	0.	0.	PROGRAM SERVICES	ATTENDANCE AT SEMINAR	23,000.
(8) CENTRAL AMERICA/CARIBBEAN	0.	0.	INVESTMENTS		50,556,000.
(9) EUROPE	0.	0.	INVESTMENTS		29,220,000.
(10) NORTH AMERICA	0.	0.	INVESTMENTS		10,076,000.
(11)					
(12)					
(13)					
(14)					
(15)					
(16)					
(17)					
3a Subtotal	1.	40.			95,086,000.
b Total from continuation sheets to Part I					
c Totals (add lines 3a and 3b)	1.	40.			95,086,000.

For Paperwork Reduction Act Notice, see the Instructions for Form 990.

Schedule F (Form 990) 2019

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

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

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

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

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

Part IV Foreign Forms

- 1** Was the organization a U.S. transferor of property to a foreign corporation during the tax year? *If "Yes," the organization may be required to file Form 926, Return by a U.S. Transferor of Property to a Foreign Corporation (see Instructions for Form 926)* ☒ **Yes** ☐ **No**
- 2** Did the organization have an interest in a foreign trust during the tax year? *If "Yes," the organization may be required to separately 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; don't file with Form 990)* ☒ **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 separately file Form 5713, International Boycott Report (see Instructions for Form 5713; don't file with Form 990)* ☒ **Yes** ☐ **No**

Schedule F (Form 990) 2019

Part V **Supplemental Information**

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

SCHEDULE F, PART I, LINE 3

PROGRAM SERVICE ACTIVITY IN NORTH AMERICA

FOREIGN EXPENDITURES IN NORTH AMERICA WERE INCURRED FOR VARIOUS PROGRAM

SERVICES INCLUDING INVENTORY PURCHASES, SALARY FOR AN EXHIBITION

CONSULTANT, AND SHIPPING AND CRATING FOR TRAVELING EXHIBITIONS.

SCHEDULE G
(Form 990 or 990-EZ)

Department of the Treasury
Internal Revenue Service

Name of the organization

SOLOMON R. GUGGENHEIM FOUNDATION

Supplemental Information Regarding Fundraising or Gaming Activities

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

▶ Go to www.irs.gov/Form990 for instructions and the latest information.

OMB No. 1545-0047

2019

**Open to Public
Inspection**

Employer identification number

13-5562233

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

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

- | | |
|---|--|
| a ☒ Mail solicitations | e ☒ Solicitation of non-government grants |
| b ☒ Internet and email solicitations | f ☒ Solicitation of government grants |
| c ☐ Phone solicitations | g ☒ Special fundraising events |
| d ☒ 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 10 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 COMMUNITY COUNSELLING SERVICE CO LLC	FUNDRAISING CONSULTING		X	4,493,801.	311,602.	4,182,199.
2						
3						
4						
5						
6						
7						
8						
9						
10						
Total				4,493,801.	311,602.	4,182,199.

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

AL, AK, AZ, AR, CA, CO, CT, DC, FL, GA, HI, IL,
KS, KY, LA, ME, MD, MA, MI, MN, MS, MO, NV, NH, NJ, NM, NY, NC, ND, OH,
OK, OR, PA, RI, SC, TN, TX, UT, VA, WA, WV, WI,

Part II Fundraising Events. Complete if the organization answered "Yes" on 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 FALL INT'L GALA (event type)			(b) Event #2 YEAR W/CHILD (event type)	(c) Other events 1. (total number)	(d) Total events (add col. (a) through col. (c))
	Revenue					
1 Gross receipts	2,072,894.	281,804.	945,501.	3,300,199.		
2 Less: Contributions	1,993,565.	268,698.	215,563.	2,477,826.		
3 Gross income (line 1 minus line 2)	79,329.	13,106.	729,938.	822,373.		
Direct Expenses						
4 Cash prizes						
5 Noncash prizes						
6 Rent/facility costs						
7 Food and beverages						
8 Entertainment						
9 Other direct expenses	1,201,529.	48,390.	794,130.	2,044,049.		
10 Direct expense summary. Add lines 4 through 9 in column (d)				2,044,049.		
11 Net income summary. Subtract line 10 from line 3, column (d)				-1,221,676.		

Part III Gaming. Complete if the organization answered "Yes" on Form 990, Part IV, line 19, or reported more than \$15,000 on Form 990-EZ, line 6a.

	(a) Bingo	(b) Pull tabs/instant bingo/progressive bingo	(c) Other gaming	(d) Total gaming (add col. (a) through col. (c))
Revenue				
1 Gross revenue				
Direct Expenses				
2 Cash prizes				
3 Noncash prizes				
4 Rent/facility costs				
5 Other direct expenses				
6 Volunteer labor	☐ Yes _____ % ☐ No	☐ Yes _____ % ☐ No	☐ Yes _____ % ☐ No	
7 Direct expense summary. Add lines 2 through 5 in column (d)				
8 Net gaming income summary. Subtract line 7 from line 1, column (d)				

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

a Is the organization licensed to conduct 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: _____

**SCHEDULE J
(Form 990)**

Department of the Treasury
Internal Revenue Service

Name of the organization

SOLOMON R. GUGGENHEIM FOUNDATION

Compensation Information

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

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

▶ Attach to Form 990.

▶ Go to www.irs.gov/Form990 for instructions and the latest information.

OMB No. 1545-0047

2019

**Open to Public
Inspection**

Employer identification number

13-5562233

Part I Questions Regarding Compensation

1a Check the appropriate box(es) if the organization provided any of the following to or for a person listed on Form 990, Part VII, Section A, line 1a. Complete Part III to provide any relevant information regarding these items.

☒

First-class or charter travel

☐

Travel for companions

☐

Tax indemnification and gross-up payments

☐

Discretionary spending account

☐

Housing allowance or residence for personal use

☐

Payments for business use of personal residence

☐

Health or social club dues or initiation fees

☐

Personal services (such as maid, chauffeur, chef)

b If any of the boxes on line 1a are checked, did the organization follow a written policy regarding payment or reimbursement or provision of all of the expenses described above? If "No," complete Part III to explain

1b

Yes

No

X

2 Did the organization require substantiation prior to reimbursing or allowing expenses incurred by all directors, trustees, and officers, including the CEO/Executive Director, regarding the items checked on line 1a?

2

X

3 Indicate which, if any, of the following the 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.

☒

Compensation committee

☒

Independent compensation consultant

☒

Form 990 of other organizations

☐

Written employment contract

☒

Compensation survey or study

☒

Approval by the board or compensation committee

4 During the year, did any person listed on 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

X

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

4b

X

c Participate in, or receive payment from, an equity-based compensation arrangement?

4c

X

If "Yes" to any of lines 4a-c, list the persons and provide the applicable amounts for each item in Part III.

Only section 501(c)(3), 501(c)(4), and 501(c)(29) organizations must complete lines 5-9.

5 For persons listed on 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

X

b Any related organization?

5b

X

If "Yes" on line 5a or 5b, describe in Part III.

6 For persons listed on 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

X

b Any related organization?

6b

X

If "Yes" on line 6a or 6b, describe in Part III.

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

7

X

8 Were any amounts reported on 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

X

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

9

For Paperwork Reduction Act Notice, see the Instructions for Form 990.

Schedule J (Form 990) 2019

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 on 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 aren't 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 in column (B) reported as deferred on prior Form 990
		(i) Base compensation	(ii) Bonus & incentive compensation	(iii) Other reportable compensation				
1 RICHARD ARMSTRONG TRUSTEE/DIR. OF MUSEUM & FDTN.	(i)	828,001.	0.	0.	234,605.	11,385.	1,073,991.	0.
	(ii)	0.	0.	0.	0.	0.	0.	0.
2 ELIZABETH DUGGAL TAGHIP SENIOR DEPUTY DIRECTOR & COO	(i)	395,920.	0.	0.	0.	392.	396,312.	0.
	(ii)	0.	0.	0.	0.	0.	0.	0.
3 SARAH G. AUSTRIAN DEP DIR, GEN COUNSEL & SEC.	(i)	372,422.	0.	0.	15,400.	5,987.	393,809.	0.
	(ii)	0.	0.	0.	0.	0.	0.	0.
4 MARTHA WITHINGTON CFO	(i)	278,519.	0.	0.	0.	16,981.	295,500.	0.
	(ii)	0.	0.	0.	0.	0.	0.	0.
5 KAROLE VAIL DIR, PEGGY GUGGENHEIM COLL.	(i)	248,997.	0.	0.	18,003.	87,661.	354,661.	0.
	(ii)	0.	0.	0.	0.	0.	0.	0.
6 NANCY SPECTOR, ARTISTIC STOCKMAN CURATOR	(i)	290,000.	0.	0.	12,750.	17,049.	319,799.	0.
	(ii)	0.	0.	0.	0.	0.	0.	0.
7 JUAN IGNACIO VIDARTE DEP. DIR & CO FOR GLOBAL STRAT	(i)	198,349.	0.	0.	5,950.	0.	204,299.	0.
	(ii)	0.	0.	0.	0.	0.	0.	0.
8 MARY ANN TALOTTA SR. DIR., IND. DEV. & CAMPAIGN	(i)	208,637.	0.	0.	11,475.	6,291.	226,403.	0.
	(ii)	0.	0.	0.	0.	0.	0.	0.
9 CAROL STRINGARI DEPUTY DIRECTOR & CHIEF CONS.	(i)	191,760.	0.	0.	10,547.	5,987.	208,294.	0.
	(ii)	0.	0.	0.	0.	0.	0.	0.
10 SARAH EATON DIR. MEDIA & PUBLIC REL.	(i)	177,404.	0.	0.	9,757.	15,942.	203,103.	0.
	(ii)	0.	0.	0.	0.	0.	0.	0.
11 MARIANNA HORTON MERMIN SENIOR ASSOCIATE COUNSEL	(i)	180,739.	0.	0.	9,941.	392.	191,072.	0.
	(ii)	0.	0.	0.	0.	0.	0.	0.
12	(i)							
	(ii)							
13	(i)							
	(ii)							
14	(i)							
	(ii)							
15	(i)							
	(ii)							
16	(i)							
	(ii)							

Part III Supplemental Information

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

SCHEDULE J, PART I, LINE 1A

(A) THE FOUNDATION PROVIDED ONE FIRST-CLASS ROUND-TRIP DOMESTIC FLIGHT
FOR THE DIRECTOR WHEN THERE WAS NO BUSINESS CLASS.

SCHEDULE J, PART I, LINE 1B

(B) IN 2019, THE FOUNDATION'S WRITTEN EXPENSE REPORT AND REIMBURSEMENT
POLICY PERMITTED THE DIRECTOR TO TRAVEL BY FIRST CLASS IF THE UPGRADE TO
FIRST CLASS CAME AT NO COST TO THE FOUNDATION. ALL FIRST-CLASS TRAVEL BY
THE DIRECTOR COMPLIED WITH THIS POLICY EXCEPT ONE ROUND-TRIP DOMESTIC
FLIGHT WHEN THERE WAS NO BUSINESS CLASS.

NONQUALIFIED RETIREMENT PLAN

SCHEDULE J, PART I, LINE 4B

THE DIRECTOR OF THE MUSEUM AND FOUNDATION PARTICIPATES IN A SUPPLEMENTAL
NON-QUALIFIED RETIREMENT PLAN. AN ACCRUAL FOR FUTURE PAYMENTS HAS BEEN
MADE AND IS REFLECTED ABOVE.

**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.
- ▶ Go to www.irs.gov/Form990 for instructions and the latest information.

OMB No. 1545-0047

2019

**Open to Public
Inspection**

Name of the organization

SOLOMON R. GUGGENHEIM FOUNDATION

Employer identification number

13-5562233

Part I Types of Property

	(a) Check if applicable	(b) Number of contributions or items contributed	(c) Noncash contribution amounts reported on Form 990, Part VIII, line 1g	(d) Method of determining noncash contribution amounts
1 Art - Works of art	X	22 .	0 .	N/A
2 Art - Historical treasures				
3 Art - Fractional interests				
4 Books and publications				
5 Clothing and household goods				
6 Cars and other vehicles				
7 Boats and planes				
8 Intellectual property				
9 Securities - Publicly traded	X	16 .	444,947 .	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 ▶ (ATCH 1)		1 .	130,607 .	
26 Other ▶ ()				
27 Other ▶ ()				
28 Other ▶ ()				

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

29

	Yes	No
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 isn't required to be used for exempt purposes for the entire holding period?		X
b If "Yes," describe the arrangement in Part II.		
31 Does the organization have a gift acceptance policy that requires the review of any nonstandard contributions?	X	
32a Does the organization hire or use third parties or related organizations to solicit, process, or sell noncash contributions?	X	
b If "Yes," describe in Part II.		
33 If the organization didn't report an amount in column (c) for a type of property for which column (a) is checked, describe in Part II.		

For Paperwork Reduction Act Notice, see the Instructions for Form 990.

Schedule M (Form 990) 2019

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

SCHEDULE M, PART I, LINE 32B

THE FOUNDATION ENGAGES THIRD PARTIES TO SELL DEACCESSIONED WORKS OF ART
AND WORKS OF ART THAT HAVE NOT BEEN ACCESSIONED.

SCHEDULE M, PART I, LINE 33

IN ACCORDANCE WITH INDUSTRY PRACTICE, ART OBJECTS PURCHASED, DONATED AND
BEQUEATHED ARE INCLUDED IN PERMANENTLY RESTRICTED NET ASSETS AT A VALUE
OF \$1. CONTRIBUTIONS FOR THE PURCHASE OF COLLECTION ITEMS, NET ASSETS
RELEASED FROM RESTRICTIONS TO PURCHASE COLLECTION ITEMS, THE COST OF ALL
ART PURCHASED AND THE PROCEEDS FROM THE SALE OF ART ARE REPORTED AS
CHANGES IN NET ASSETS RELATED TO COLLECTION ITEMS PURCHASED AND SOLD IN
THE STATEMENT OF ACTIVITIES.

SCHEDULE M, COLUMN B

THE FOUNDATION IS REPORTING THE NUMBER OF CONTRIBUTIONS RECEIVED.

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.

ATTACHMENT 1

SCHEDULE M, PART I - OTHER NONCASH CONTRIBUTIONS

<u>DESCRIPTION</u>	<u>(A) CHECK</u>	<u>(B) NUMBER OF CONTRIBUTIONS</u>	<u>(C) REVENUES REPORTED</u>	<u>(D) METHOD OF DETERMINING</u>
RESTAURANT IMPROVEMENT	X	1.	130,607.	COST
TOTALS		<u>1.</u>	<u>130,607.</u>	

SCHEDULE O
(Form 990 or 990-EZ)

Department of the Treasury
Internal Revenue Service

Name of the organization

SOLOMON R. GUGGENHEIM FOUNDATION

Supplemental Information to Form 990 or 990-EZ

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

▶ Attach to Form 990 or 990-EZ.

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

OMB No. 1545-0047

2019

**Open to Public
Inspection**

Employer identification number

13-5562233

FORM 990, PART I, LINE 1 & PART III, LINE 1

MISSION STATEMENT (CONTINUED)

AND EXPLORES IDEAS ACROSS CULTURES DYNAMIC CURATORIAL AND EDUCATIONAL
INITIATIVES AND COLLABORATIONS. WITH ITS CONSTELLATION OF ARCHITECTURALLY
AND CULTURALLY DISTINCT MUSEUMS, EXHIBITIONS, PUBLICATIONS, AND DIGITAL
PLATFORMS, THE FOUNDATION ENGAGES BOTH LOCAL AND GLOBAL AUDIENCES.

FORM 990, PART III, LINE 4A (CONTINUED)

THE FOUNDATION MAINTAINS EXTENSIVE CLIMATE-CONTROLLED, HIGHLY SECURE
STORAGE FACILITIES FOR THE ART IN ITS COLLECTION. IT ALSO OPERATES A
PHOTOGRAPHY STUDIO FOR THE DOCUMENTATION OF ART AND ARCHIVES TO STORE
PHOTOGRAPHS OF ART AND MAKE THEM AVAILABLE TO THE PUBLIC FOR PUBLICATION
OR STUDY. THE FOUNDATION MAINTAINS TWO ART CONSERVATION LABS TO PROPERLY
CARE FOR THE ART IN ITS POSSESSION; IT ALSO CONDUCTS RESEARCH ON NEW
TECHNIQUES IN ART CONSERVATION. THE FOUNDATION ACQUIRED MAJOR
CONTEMPORARY PAINTINGS BY CHANTAL JOFFE, AD MINOLITI, R.H. QUAYTMAN, AND
RIRKRIT TIRAVANIJA, AND SIGNIFICANT PAINTINGS FROM THE 1960S-80S BY
RICHARD ARTSCHWAGER, JEAN DUBUFFET, JORGE EIELSON, ANNA BELLA GEIGER,
SHIRAGA KAZUO, AND SHOZO SHIMAMOTO. THE FOUNDATION ALSO ACQUIRED MIXED
MEDIA WORKS BY TAREK ATOUI, PIA CAMIL, FELICIANO CENTURION, SARA
GREENBERGER RAFFERTY, LYLE ASHTON HARRIS, AND SARAH SZE, AS WELL AS
SCULPTURES BY CHRYSSA, CHEN ZHEN, KAPWANI KIWANGA, SIMONE LEIGH, MARIELA
SCAFATI, AND DANH VO. THE FOUNDATION ACQUIRED FILM AND VIDEO WORKS BY
MERIEM BENANNI, CHIM-POM, CARLOS MARTIEL, KENNETH TAM, AND GILLIAN

Name of the organization

SOLOMON R. GUGGENHEIM FOUNDATION

Employer identification number

13-5562233

WEARING, AS WELL AS PHOTOGRAPHS BY DAWOUD BEY, JOHN EDMONDS, GAURI GILL, HERVE GUIBERT, MONA HATOUM, ZANELE MUHOLI, SENG NENGUDI, LOTTY ROSENFELD, HANS ROSENSTROM, AND NAAMA TSABAR. THE FOUNDATION ALSO ACQUIRED WORKS ON PAPER BY POL BURY, RICHARD HAMILTON, MONA HATOUM, ZOE LEONARD, FRIDA ORUPABO, AND BETO SHWAFATY. THE TOTAL NUMBER OF WORKS ACQUIRED BY THE FOUNDATION IN 2019 WAS 68.

FORM 990, PART III, LINE 4B (CONTINUED)

THE HUGO BOSS PRIZE 2018: SIMONE LEIGH, LOOPHOLE OF RETREAT (APRIL 19, 2019 - OCTOBER 27, 2019); ARTISTIC LICENSE: SIX TAKES ON THE GUGGENHEIM COLLECTION (MAY 24, 2019 - JANUARY 12, 2020); BASQUIAT'S "DEFACEMENT": THE UNTOLD STORY (JUNE 21 - NOVEMBER 6, 2019); MARKING TIME: PROCESS IN MINIMAL ABSTRACTION (DECEMBER 18, 2019 - PRESENT); AND THE FULLNESS OF COLOR: 1960S PAINTING (DECEMBER 18, 2019 - PRESENT).

EXHIBITIONS PRESENTED IN 2019 AT THE PEGGY GUGGENHEIM COLLECTION IN VENICE INCLUDED: OSVALDO LICINI: LET SHEER FOLLY SWEEP ME AWAY (SEPTEMBER 22, 2018 - JANUARY 14, 2019); 1948: THE BIENNALE OF PEGGY GUGGENHEIM (MARCH 25, 2018 - JANUARY 14, 2019); THE NATURE OF ARP (APRIL 13 - SEPTEMBER 2, 2019); AND PEGGY GUGGENHEIM. THE LAST DOGARESSA (SEPTEMBER 21, 2019 - JANUARY 27, 2020). SELECTIONS FROM THE PEGGY GUGGENHEIM COLLECTION AND THE HANNELORE B. AND RUDOLPH B. SCHULHOF COLLECTION WERE ALSO ON VIEW. ADDITIONALLY, WORKS ARE EXHIBITED IN THE NASHER SCULPTURE GARDEN. ALSO, THE PEGGY GUGGENHEIM COLLECTION HOSTED THE U.S. PAVILION FOR THE ARCHITECTURE BIENNALE (MAY 11 - NOVEMBER 24, 2019).

Name of the organization SOLOMON R. GUGGENHEIM FOUNDATION	Employer identification number 13-5562233
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EXHIBITIONS PRESENTED IN 2019 AT THE GUGGENHEIM MUSEUM BILBAO INCLUDED:

DIANA THATER: A RUNAWAY WORLD (NOVEMBER 29, 2018 - MARCH 3, 2019);

ARCHITECTURE EFFECTS (DECEMBER 5, 2018 - APRIL 28, 2019); ALBERTO

GIACOMETTI: A RETROSPECTIVE (OCTOBER 19, 2018 - FEBRUARY 24, 2019);

ALLORA & CALZADILLA: THE TROPICAL PHARMACY (MARCH 15 - JUNE 23, 2019);

JENNY HOLZER: THING INDESCRIBABLE (MARCH 22 - SEPTEMBER 9, 2019); A

BACKWARD GLANCE: GIORGIO MORANDI AND THE OLD MASTERS (APRIL 12 - OCTOBER

6, 2019); LUCIO FONTANA: ON THE THRESHOLD (MAY 17 - SEPTEMBER 29, 2019);

GERHARD RICHTER: SEASCAPES (MAY 23 - SEPTEMBER 9, 2019); JESPER JUST:

THIS NAMELESS SPECTACLE (JULY 4 - OCTOBER 20, 2019); THOMAS STRUTH

(OCTOBER 2, 2019 - JANUARY 19, 2020); SOTO. THE FOURTH DIMENSION (OCTOBER

18, 2019 - FEBRUARY 9, 2020); MASTERPIECES OF THE KUNSTHALLE BREMEN: FROM

DELACROIX TO BECKMANN (OCTOBER 25, 2019 - FEBRUARY 16, 2020); AND JESSE

JONES: TREMBLE TREMBLE (OCTOBER 31, 2019 - MARCH 1, 2020). ADDITIONALLY

SELECTIONS FROM THE GUGGENHEIM MUSEUM BILBAO WERE ALSO ON VIEW.

ORGANIZED BY THE FOUNDATION, SELECTIONS FROM THE THANNHAUSER COLLECTION

WERE PRESENTED AT THE GUGGENHEIM MUSEUM BILBAO (SEPTEMBER 21, 2018 -

MARCH 24, 2019), THE HÔTEL DE CAUMONT, AIX-EN-PROVENCE (MAY 1 - SEPTEMBER

29, 2019), AND THE PALAZZO REALE, MILAN (OCTOBER 17, 2019 - MARCH 1,

2020). ART AND CHINA AFTER 1989: THEATER OF THE WORLD WAS PRESENTED AT

THE SAN FRANCISCO MUSEUM OF MODERN ART (NOVEMBER 10, 2018 - FEBRUARY 24,

2019). AND JOSEF ALBERS IN MEXICO WAS PRESENTED AT THE HEARD MUSEUM

(FEBRUARY 1 - MAY 27, 2019).

Name of the organization

SOLOMON R. GUGGENHEIM FOUNDATION

Employer identification number

13-5562233

FORM 990, PART III, LINE 4D

(1) DISSEMINATING CURRENT SCHOLARSHIP AND PROMOTING LEARNING ARE THE PRIMARY GOALS OF THE MANY EXHIBITION AND COLLECTION CATALOGUES PRODUCED BY THE FOUNDATION. PUBLICATIONS PRESENT SCHOLARLY AND INSTRUCTIVE ART HISTORICAL INFORMATION IN THE FORM OF ESSAYS THAT CONTEXTUALIZE ART WITHIN LARGER MOVEMENTS OR DISCIPLINES; IN-DEPTH DISCUSSIONS OF INDIVIDUAL ARTWORKS; INTERVIEWS WITH ARTISTS; AS WELL AS UP-TO-DATE REFERENCE TOOLS SUCH AS BIBLIOGRAPHIES, BIOGRAPHIES, CHRONOLOGIES, AND EXHIBITION HISTORIES. PUBLICATIONS IN 2019 INCLUDED GUGGENHEIM MUSEUM COLLECTION A TO Z (4TH EDITION), BASQUIAT'S "DEFACEMENT": THE UNTOLD STORY; AND REPRINTS OF HILMA AF KLINT: PAINTINGS FOR THE FUTURE AND JOSEF ALBERS IN MEXICO.

(2) SIGNIFICANT EXHIBITION, COLLECTIONS, EDUCATION, AUDIO, VIDEO, AND CATALOGUES ARCHIVES CONTENT IS AVAILABLE TO THE PUBLIC, FREE OF CHARGE, ON GUGGENHEIM.ORG, INCLUDING APPROXIMATELY 1,700 ARTWORKS BY MORE THAN 625 ARTISTS IN THE COLLECTION ONLINE. IN 2019 THE FOUNDATION PUBLISHED, ON A VARIETY OF TOPICS, 17 VIDEOS AND 32 AUDIO TRACKS, BRINGING THE TOTAL VIDEOS AVAILABLE ON THE SITE TO MORE THAN 420 AND AUDIO TRACKS TO MORE THAN 1,000. ALSO IN 2019, THE FOUNDATION PUBLISHED 16 BLOG POSTS THAT PROVIDE INSIGHTS INTO EXHIBITIONS, CONTEMPORARY ART, GLOBAL CULTURE, AND MUSEUM ARCHIVES AND HISTORY, BRINGING THE TOTAL NUMBER AVAILABLE ONLINE TO MORE THAN 1,020. IN 2019, GUGGENHEIM.ORG HAD APPROXIMATELY 6,778,000 USER SESSIONS, 4,770,000 USERS AND 14,478,000 PAGE VIEWS.

Name of the organization

SOLOMON R. GUGGENHEIM FOUNDATION

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IN 2019, THE FOUNDATION LAUNCHED A NEW DIGITAL GUIDE AS PART OF THE BLOOMBERG CONNECTS APP, PROVIDING VISITORS WITH ACCESSIBLE INFORMATION, BUILDING GUIDES, COLLECTION RESOURCES, AND SPECIAL EXHIBITION CONTENT. IN LATE 2019, THE BLOOMBERG CONNECTS APP WAS MADE AVAILABLE FOR DOWNLOAD ON THE APPLE APP AND GOOGLE PLAY STORES. THE DIGITAL GUIDE WAS ALSO AVAILABLE ON FREE "RENTAL" DEVICES TO VISITORS TO THE GUGGENHEIM MUSEUM FROM FEBRUARY 2019 THROUGH THE END OF THE YEAR. THIS MULTIFACETED TECHNOLOGY HAS SUPPORTED DEEP ENGAGEMENT FOR DIVERSE AUDIENCES WITH THE MODERN AND CONTEMPORARY ART EXHIBITED AT THE GUGGENHEIM MUSEUM. IN ADDITION TO THE 74,367 VISITORS BETWEEN APRIL AND DECEMBER, 2019, WHO USED A FREE, MUSEUM-PROVIDED DEVICE TO ACCESS THE DIGITAL GUIDE DURING THEIR VISIT, THE DOWNLOADABLE APP WAS USED NEARLY 2,800 TIMES BETWEEN NOVEMBER 19, 2019 (WHEN IT BECAME AVAILABLE IN APP STORES), AND DECEMBER 31, 2019.

(3) THE FOUNDATION EDUCATED THE GENERAL PUBLIC THROUGH FREE WITH ADMISSION DAILY EDUCATOR LED TOURS, THE GALLERY GUIDE PROGRAM, WEEKLY IN-GALLERY FAMILY PROGRAMS AND FILM SCREENINGS, COURSES, LECTURES, SYMPOSIA, PERFORMANCES, AND OTHER PROGRAMS. THE GUGGENHEIM MUSEUM WELCOMES STUDENTS AT ALL PUBLIC PROGRAMS AND OFFERS DISCOUNTED OR COMPLIMENTARY TICKETS TO STUDENTS WITH VALID ID. THE FOUNDATION'S MIND'S EYE PROGRAM EXPLORED CURRENT EXHIBITIONS THROUGH VERBAL IMAGING AND TOUCH FOR VISITORS WHO ARE BLIND OR HAVE LOW VISION. VISITORS WHO ARE DEAF OR HARD OF HEARING WERE SERVED THROUGH ASL-INTERPRETED CURATOR'S AND CONSERVATOR'S EYE TOURS. THE FOUNDATION'S LEARNING THROUGH ART PROGRAM

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SPONSORED ARTIST RESIDENCIES IN PUBLIC SCHOOLS IN ALL FIVE BOROUGHES OF NEW YORK CITY AND MOUNTED A MONTH LONG EXHIBITION OF STUDENT WORK IN THE MUSEUM'S GALLERIES. EDUCATORS PARTICIPATED IN WEEKEND WORKSHOPS FOCUSED ON CLASSROOM APPLICATIONS AND FREE OPEN HOUSE EVENTS WHERE THEY WERE ABLE TO VIEW NEW EXHIBITIONS. FAMILY PROGRAMS WERE AVAILABLE TO VISITORS, ENCOURAGING THEM TO DISCOVER THE MUSEUM THROUGH FAMILY TOURS, ART MAKING WORKSHOPS AND THE DISTRIBUTION OF FREE GUIDES AND ACTIVITY PACKS. K-12 SCHOOL GROUPS PARTICIPATED IN INTERACTIVE MUSEUM TOURS THAT WERE CUSTOMIZED FOR BOTH TYPICALLY DEVELOPING CHILDREN AND THOSE WITH SPECIAL NEEDS.

(4) THE GUGGENHEIM ABU DHABI WILL BE LOCATED IN THE CULTURAL DISTRICT OF SAADIYAT ISLAND IN ABU DHABI, THE CAPITAL OF THE UNITED ARAB EMIRATES (UAE). DESIGNED BY INTERNATIONALLY RENOWNED ARCHITECT FRANK GEHRY, THE FUTURE MUSEUM WILL HOUSE ITS OWN MAJOR MODERN AND CONTEMPORARY ART COLLECTION AND PRESENT SPECIAL EXHIBITIONS THAT WILL INCLUDE WORKS FROM THE FOUNDATION'S EXTENSIVE COLLECTION. IN 2019, THE GUGGENHEIM ABU DHABI ACQUIRED 69 ARTWORKS ACROSS ALL MEDIA WITH A FOCUS ON NORTH AFRICAN AND LATIN AMERICAN ARTISTS FOR THE GUGGENHEIM ABU DHABI COLLECTION. ADDITIONALLY, TWO PUBLIC PROGRAMS, ONE FOCUSING ON THE GUGGENHEIM ABU DHABI COLLECTION ARTWORK, JEAN-MICHEL BASQUIAT'S CABRA (1981-82), AND ONE FOCUSING ON THE GUGGENHEIM ABU DHABI COLLECTION ARTIST HASSA HAJIAJ, WERE HELD IN THE SPRING AND FALL RESPECTIVELY AS PART OF A NEW STRATEGY TO PRESENT IMMERSIVE, INTERACTIVE PROGRAMS CENTERING ON AN ARTIST'S PRACTICE.

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FORM 990, PART VI, SECTION A, LINE 1A

THE FOUNDATION'S BY-LAWS PROVIDE THAT THE EXECUTIVE COMMITTEE MAY EXERCISE ALL OF THE POWERS OF THE BOARD DURING THE INTERVALS BETWEEN MEETINGS OF THE BOARD OF TRUSTEES, EXCEPT: (1) THE POWER TO ELECT OR REMOVE TRUSTEES OR OFFICERS ELECTED BY THE TRUSTEES, (2) THE POWER TO FILL VACANCIES WHICH MAY OCCUR IN THE BOARD OF TRUSTEES OR IN ANY COMMITTEE, (3) THE FIXING OF COMPENSATION OF TRUSTEES FOR SERVING ON THE BOARD OF TRUSTEES OR ANY COMMITTEE, (4) THE AMENDMENT OR REPEAL OF THE BY-LAWS OR THE ADOPTION OF NEW BY-LAWS, (5) THE AMENDMENT OR REPEAL OF ANY RESOLUTION OF THE BOARD OF TRUSTEES WHICH BY ITS TERMS SHALL NOT BE SO AMENDABLE OR REPEATABLE, (6) THE APPROVAL OF A MERGER OR PLAN OF DISSOLUTION, (7) THE AUTHORIZATION OF THE SALE, LEASE, EXCHANGE OR OTHER DISPOSITION OF ALL OR SUBSTANTIALLY ALL OF THE ASSETS OF THE FOUNDATION, AND (8) THE APPROVAL OF AMENDMENTS TO THE CHARTER OF THE FOUNDATION. ON DECEMBER 31, 2019, THERE WERE 11 MEMBERS OF THE EXECUTIVE COMMITTEE. THERE ARE NO MEMBERS OF THE EXECUTIVE COMMITTEE WHO ARE NOT TRUSTEES.

FORM 990, PART VI, SECTION A, LINE 2

PETER LAWSON-JOHNSTON, WENDY L-J. MCNEIL AND PETER LAWSON-JOHNSTON II, FAMILY AND BUSINESS RELATIONSHIPS; MARK WALTER, PETER LAWSON-JOHNSTON, WENDY L-J MCNEIL AND PETER LAWSON-JOHNSTON II, BUSINESS RELATIONSHIPS; ROBERT BAKER AND WILLIAM MACK, BUSINESS RELATIONSHIP.

FORM 990, PART VI, SECTION A, LINE 4

THE FOUNDATION'S BY-LAWS WERE AMENDED TO (1) AUTHORIZE THE CREATION OF AN ADVANCEMENT COMMITTEE, (2) PROVIDE THAT ALL COMMITTEES OF THE CORPORATION

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HAVE THREE TRUSTEE MEMBERS AND ELECT THEIR MEMBERS BY RESOLUTION ADOPTED BY A MAJORITY OF THE ENTIRE BOARD, AND (3) STREAMLINE THE PROCESS FOR REMOVAL FOR CAUSE AND SUSPENSION OF TRUSTEES, OFFICERS AND COMMITTEE MEMBERS.

FORM 990, PART VI, SECTION B, LINE 11B

THE FOUNDATION'S FORM 990 IS PREPARED BY AN EXTERNAL CPA FIRM WITH THE COOPERATION OF THE FOUNDATION'S FINANCE AND LEGAL DEPARTMENTS. IT IS THEN REVIEWED BY THE CONTROLLER, CHIEF FINANCIAL OFFICER, DEPUTY DIRECTOR, GENERAL COUNSEL AND SECRETARY AND SENIOR DEPUTY DIRECTOR AND CHIEF OPERATING OFFICER. THE DRAFT OF FORM 990 IS THEN DISTRIBUTED TO THE AUDIT AND EXECUTIVE COMMITTEE MEMBERS FOR REVIEW. A MEETING IS HELD WITH THE AUDIT AND EXECUTIVE COMMITTEES FOR FURTHER REVIEW AND APPROVAL. THE FORM 990 IS THEN DISTRIBUTED TO THE BOARD OF TRUSTEES PRIOR TO FILING.

FORM 990, PART VI, SECTION B, LINE 12C

PURSUANT TO THE CONFLICT OF INTEREST POLICY FOR TRUSTEES AND OFFICERS, TRUSTEES AND OFFICERS (INCLUDING THE DIRECTOR AND DEPUTY DIRECTOR, GENERAL COUNSEL AND SECRETARY) DISCLOSE ANNUALLY IN WRITING ANY POTENTIAL OR ACTUAL CONFLICTS AND ARE REQUIRED TO DISCLOSE ANY CONFLICTS THAT ARISE DURING THE YEAR. PROSPECTIVE TRUSTEES ARE ALSO REQUIRED TO DISCLOSE ANY POTENTIAL CONFLICTS. THE AUDIT COMMITTEE OF THE BOARD OF TRUSTEES REVIEWS THE DISCLOSURES TOGETHER WITH THE DEPUTY DIRECTOR, GENERAL COUNSEL AND SECRETARY. PURSUANT TO THE CODE OF ETHICS, EMPLOYEES COMPLETE AN ANNUAL CERTIFICATION IN WHICH THEY MUST DISCLOSE ANY TRANSACTIONS OR RELATIONSHIPS THAT MAY GIVE RISE TO A POTENTIAL OR ACTUAL CONFLICT OF

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INTEREST WITH THE FOUNDATION. IN ADDITION, EMPLOYEES CONSIDERING ENTERING INTO ANY SUCH TRANSACTION OR RELATIONSHIP MUST OBTAIN APPROVAL IN ADVANCE FROM THE EMPLOYEE'S SUPERVISOR AND, IN PRESCRIBED CASES, THE ETHICS COMMITTEE, IN ACCORDANCE WITH THE CODE OF ETHICS. ALL NEW HIRES ARE PRESENTED WITH THE CODE OF ETHICS, WHICH IS ALSO AVAILABLE ELECTRONICALLY ON THE FOUNDATION'S INTRANET. HIGHLIGHTS OF THE POLICY ARE DISCUSSED DURING NEW HIRE ORIENTATION AND EXAMPLES ARE GIVEN. ALL NEW EMPLOYEES ARE ASKED TO SIGN A STATEMENT ATTESTING TO THE FACT THAT THEY HAVE BEEN GIVEN A COPY OF THE CODE OF ETHICS, THAT IT HAS BEEN EXPLAINED TO THEM, AND THAT THEY ARE RESPONSIBLE FOR ADHERING TO IT. THE DIRECTOR, THE SENIOR DEPUTY DIRECTOR AND CHIEF OPERATING OFFICER, AND THE DEPUTY DIRECTOR, GENERAL COUNSEL AND SECRETARY MUST DISCLOSE TO THE AUDIT COMMITTEE ANY TRANSACTION OR RELATIONSHIP THAT MAY GIVE RISE TO A CONFLICT OF INTEREST.

FORM 990, PART VI, SECTION B, LINE 15

THE CHARTER FOR THE COMPENSATION COMMITTEE OF THE BOARD OF TRUSTEES DESCRIBES THE PROCESS THE COMMITTEE USES FOR DETERMINING THE COMPENSATION OF THE DIRECTOR OF THE MUSEUM AND FOUNDATION AND OTHER MEMBERS OF THE EXECUTIVE STAFF OF THE FOUNDATION. IN 2019, THE EXECUTIVE STAFF OF THE FOUNDATION INCLUDED THE DIRECTOR OF THE MUSEUM AND FOUNDATION, SENIOR DEPUTY DIRECTOR AND CHIEF OPERATING OFFICER; DEPUTY DIRECTOR, GENERAL COUNSEL AND SECRETARY; DEPUTY DIRECTOR, ADVANCEMENT; DEPUTY DIRECTOR, GLOBAL COMMUNICATIONS; DIRECTOR OF THE PEGGY GUGGENHEIM COLLECTION; AND ARTISTIC DIRECTOR AND JENNIFER AND DAVID STOCKMAN CHIEF CURATOR. THAT PROCESS INCLUDES: (1) REVIEW AND APPROVAL BY THE COMPENSATION COMMITTEE; (2) THE USE OF COMPARABILITY DATA; AND (3) CONTEMPORANEOUS SUBSTANTIATION

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OF THE DELIBERATIONS AND DECISIONS, REFLECTED IN THE MINUTES OF THE
 COMPENSATION COMMITTEE. THE COMPENSATION COMMITTEE CONSISTS ENTIRELY OF
 TRUSTEES WHO ARE NOT EMPLOYEES. IN 2019, THE COMMITTEE USED THIS PROCESS
 TO DETERMINE THE COMPENSATION OF ALL MEMBERS OF THE EXECUTIVE STAFF.

FORM 990, PART VI, SECTION C, LINE 19

THE FOUNDATION'S GOVERNING DOCUMENTS, CONFLICT OF INTEREST POLICY FOR
 TRUSTEES AND OFFICERS, AND FORMS 1023 AND 990-T ARE AVAILABLE UPON
 WRITTEN REQUEST OR A REQUEST MADE IN PERSON. THE FOUNDATION'S FORM 990
 AND AUDITED FINANCIALS ARE AVAILABLE ON THE FOUNDATION'S WEBSITE.

FORM 990, PART XI, LINE 9

OTHER CHANGES IN NET ASSETS

FOREIGN CURRENCY TRANSLATION (99,448)

ATTACHMENT 1

FORM 990, PART III, LINE 4D - OTHER PROGRAM SERVICES

<u>DESCRIPTION</u>	<u>GRANTS</u>	<u>EXPENSES</u>	<u>REVENUE</u>
EDUCATION	0.	4,472,061.	738,104.
PUBLICATIONS, WEBSITE, PRODUCTS AND RETAIL OPS	0.	12,646,590.	0.
TOTALS	0.	17,118,651.	738,104.

ATTACHMENT 2

FORM 990, PART V, LINE 4B - FOREIGN COUNTRIES

BERMUDA

CANADA

CAYMAN ISLANDS

IRELAND

Name of the organization

SOLOMON R. GUGGENHEIM FOUNDATION

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ATTACHMENT 2 (CONT'D)FORM 990, PART V, LINE 4B - FOREIGN COUNTRIES

ITALY

LUXEMBOURG

UNITED KINGDOM

BRITISH VIRGIN ISLANDS

CURACAO

ATTACHMENT 3FORM 990, PART VI, LINE 17 - STATES

AL, AK, AZ, AR, CA, CO, CT,

DC, FL, GA, HI, IL, KS, KY, LA, ME, MD, MA, MI,

MN, MS, MO, NV, NH, NJ, NM, NY, NC, ND, OH, OK, OR, PA,

RI, SC, TN, TX, UT, VA, WA, WV, WI,

ATTACHMENT 4990, PART VII- COMPENSATION OF THE FIVE HIGHEST PAID IND. CONTRACTORS

<u>NAME AND ADDRESS</u>	<u>DESCRIPTION OF SERVICES</u>	<u>COMPENSATION</u>
CROTHALL HEALTHCARE 1500 LIBERTY RIDGE DR #210 WAYNE, PA 19087	JANITORIAL	1,042,442.
ALLIED UNIVERSAL 85 BROAD STREET NEW YORK, NY 10004	SECURITY	977,129.
RESTAURANT ASSOCIATES 132 W 31ST ST., SUITE 601	CATERING SERVICES	536,677.

Name of the organization

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ATTACHMENT 4 (CONT'D)

990, PART VII- COMPENSATION OF THE FIVE HIGHEST PAID IND. CONTRACTORS

<u>NAME AND ADDRESS</u>	<u>DESCRIPTION OF SERVICES</u>	<u>COMPENSATION</u>
NEW YORK, NY 10001		
OUTFRONT MEDIA 405 LEXINGTON AVE, 17TH FL. NEW YORK, NY 10174	MEDIA SERVICES	470,094.
CONTI TIPOCOLOR VIA GUIDO GUINIZELLI, 20 CALENZANO FL ITALY 50041	PRINTING	379,950.

**SCHEDULE R
(Form 990)**

Department of the Treasury
Internal Revenue Service

Name of the organization

SOLOMON R. GUGGENHEIM FOUNDATION

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.

► Go to www.irs.gov/Form990 for instructions and the latest information.

OMB No. 1545-0047

2019

**Open to Public
Inspection**

Employer identification number

13-5562233

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

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

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

(a) Name, address, and EIN of related organization	(b) Primary activity	(c) Legal domicile (state or foreign country)	(d) Exempt Code section	(e) Public charity status (if section 501(c)(3))	(f) Direct controlling entity	(g) Section 512(b)(13) controlled entity?	
						Yes	No
(1)							
(2)							
(3)							
(4)							
(5)							
(6)							
(7)							

For Paperwork Reduction Act Notice, see the Instructions for Form 990.

Schedule R (Form 990) 2019

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

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

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

(a) Name, address, and EIN of related organization	(b) Primary activity	(c) Legal domicile (state or foreign country)	(d) Direct controlling entity	(e) Type of entity (C corp, S corp, or trust)	(f) Share of total income	(g) Share of end-of-year assets	(h) Percentage ownership	(i) Section 512(b)(13) controlled entity?	
								Yes	No
(1) GUGGENHEIMCOM INC 13-4113745 1071 FIFTH AVENUE NEW YORK, NY 10128	CEASED OPS	DE	N/A	C CORP	0.	0.	55.0000	X	
(2)									
(3)									
(4)									
(5)									
(6)									
(7)									

Part V Transactions With Related Organizations. Complete if the organization answered "Yes" on Form 990, Part IV, line 34, 35b, or 36.**Note:** Complete line 1 if any entity is listed in Parts II, III, or IV of this schedule.

		Yes	No
1 During the tax year, did the organization engage in any of the following transactions with one or more related organizations listed in Parts II-IV?			
a Receipt of (i) interest, (ii) annuities, (iii) royalties, or (iv) rent from a controlled entity	1a		X
b Gift, grant, or capital contribution to related organization(s)	1b		X
c Gift, grant, or capital contribution from related organization(s)	1c		X
d Loans or loan guarantees to or for related organization(s)	1d		X
e Loans or loan guarantees by related organization(s)	1e		X
f Dividends from related organization(s)	1f		X
g Sale of assets to related organization(s)	1g		X
h Purchase of assets from related organization(s)	1h		X
i Exchange of assets with related organization(s)	1i		X
j Lease of facilities, equipment, or other assets to related organization(s)	1j		X
k Lease of facilities, equipment, or other assets from related organization(s)	1k		X
l Performance of services or membership or fundraising solicitations for related organization(s)	1l		X
m Performance of services or membership or fundraising solicitations by related organization(s)	1m		X
n Sharing of facilities, equipment, mailing lists, or other assets with related organization(s)	1n		X
o Sharing of paid employees with related organization(s)	1o		X
p Reimbursement paid to related organization(s) for expenses	1p		X
q Reimbursement paid by related organization(s) for expenses	1q		X
r Other transfer of cash or property to related organization(s)	1r		X
s Other transfer of cash or property from related organization(s)	1s		X
2 If the answer to any of the above is "Yes," see the instructions for information on who must complete this line, including covered relationships and transaction thresholds.			

(a) Name of related organization	(b) Transaction type (a-s)	(c) Amount involved	(d) Method of determining amount involved
(1)			
(2)			
(3)			
(4)			
(5)			
(6)			

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

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

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

Part VII **Supplemental Information**

Provide additional information for responses to questions on Schedule R. See instructions.
