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Return	Taxpayer Name	Client Code	Alerts	Jurisdiction	Juris Description	Service Center	Filing Status	Date Sent	Date Ack.
64039J	Cleveland Museum of Art			EED	Federal		Accepted	5/13/2015 3:48:00 PM	5/13/2015 3:58:00 PM

1 record returned.

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Exempt Organization Declaration and Signature for Electronic Filing

For calendar year 2013, or tax year beginning 07/01, 2013, and ending 06/30, 2014

2013

Department of the Treasury Internal Revenue Service

For use with Forms 990, 990-EZ, 990-PF, 1120-POL, and 8868

Name of exempt organization

Employer identification number

CLEVELAND MUSEUM OF ART

34-0714336

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

Check the box for the type of return being filed with Form 8453-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 of 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-). 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 [X] b Total revenue, if any (Form 990, Part VIII, column (A), line 12) . . . 1b 77240110.
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, Part I, line 3c or Part II, line 8c) 5b

Part II Declaration of Officer

6 [] I authorize the U.S. Treasury and its designated Financial Agent to initiate an Automated Clearing House (ACH) 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.
[X] If a copy of this return is being filed with a state agency(ies) regulating charities as part of the IRS Fed/State program, I certify that I executed the electronic disclosure consent contained within this return allowing disclosure by the IRS of this Form 990/990-EZ/990-PF (as specifically identified in Part I above) to the selected state agency(ies).

Under penalties of perjury, I declare that I am an officer of the above named organization and that I have examined a copy of the organization's 2013 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.

Sign Here Signature of officer Date Title
[Signature] 5/13/2015 Treasurer

Part III Declaration of Electronic Return Originator (ERO) and Paid Preparer (see instructions)

I declare that I have reviewed the above organization's return and that the entries on Form 8453-EO are complete and correct to the best of my knowledge. If I am only a collector, I am not responsible for reviewing the return and only declare that this form accurately reflects the data on the return. The organization officer will have signed this form before I submit the return. I will give the officer a copy of all forms and information to be filed with the IRS, and have followed all other requirements in Pub. 4163, Modernized e-File (MeF) Information for Authorized IRS e-file Providers for Business Returns. If I am also the Paid Preparer, under penalties of perjury I declare that I have examined the above organization's return and accompanying schedules and statements, and to the best of my knowledge and belief, they are true, correct, and complete. This Paid Preparer declaration is based on all information of which I have any knowledge.

ERO's signature Date Check if also paid preparer Check if self-employed ERO's SSN or PTIN
[Signature] 05/11/15 [X] [] P00089845
Firm's name (or yours if self-employed), address, and ZIP code ERNST & YOUNG U.S. LLP EIN 34-6565596
155 NORTH WACKER DR. CHICAGO IL 60606 Phone no. 312-879-2000

Under penalties of perjury, I declare that I have examined the above return and accompanying schedules and statements, and to the best of my knowledge and belief, they are true, correct, and complete. Declaration of preparer is based on all information of which the preparer has any knowledge.

Paid Preparer Use Only Print/Type preparer's name Preparer's signature Date Check [] if self-employed PTIN
Firm's name Firm's address Firm's EIN Phone no.

Form **990**

Department of the Treasury
Internal Revenue Service

Return of Organization Exempt From Income Tax

Under section 501(c), 527, or 4947(a)(1) of the Internal Revenue Code (except private foundations)

- ▶ Do not enter Social Security numbers on this form as it may be made public.
- ▶ Information about Form 990 and its instructions is at www.irs.gov/form990.

OMB No. 1545-0047

2013

Open to Public Inspection

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

B Check if applicable: <input type="checkbox"/> Address change <input type="checkbox"/> Name change <input type="checkbox"/> Initial return <input type="checkbox"/> Terminated <input type="checkbox"/> Amended return <input type="checkbox"/> Application pending	C Name of organization CLEVELAND MUSEUM OF ART			D Employer identification number 34-0714336
	Doing Business As			E Telephone number (216) 421-7340 EXT 2675
	Number and street (or P.O. box if mail is not delivered to street address)		Room/suite	G Gross receipts \$ 391,492,605.
	11150 EAST BOULEVARD			
City or town, state or province, country, and ZIP or foreign postal code CLEVELAND, OH 44106				H(a) Is this a group return for subordinates? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No H(b) Are all subordinates included? <input type="checkbox"/> Yes <input type="checkbox"/> No If "No," attach a list. (see instructions)
F Name and address of principal officer: FREDERICK E. BIDWELL 11150 EAST BOULEVARD CLEVELAND, OH 44106				
I Tax-exempt status: <input checked="" type="checkbox"/> 501(c)(3) <input type="checkbox"/> 501(c) () ◀ (insert no.) <input type="checkbox"/> 4947(a)(1) or <input type="checkbox"/> 527				
J Website: ▶ WWW.CLEVELANDART.ORG				
K Form of organization: <input checked="" type="checkbox"/> Corporation <input type="checkbox"/> Trust <input type="checkbox"/> Association <input type="checkbox"/> Other ▶				
L Year of formation: 1913				M State of legal domicile: OH

Part I Summary

Activities & Governance	1 Briefly describe the organization's mission or most significant activities: TO PROVIDE A COLLECTION OF ARTWORK REPRESENTING ACHIEVEMENT OF INDIVIDUALS AND CIVILIZATIONS, PAST AND PRESENT, FOR THE BENEFIT OF THE PUBLIC		
	2 Check this box <input type="checkbox"/> if the organization discontinued its operations or disposed of more than 25% of its net assets.		
	3 Number of voting members of the governing body (Part VI, line 1a)	3	32.
	4 Number of independent voting members of the governing body (Part VI, line 1b)	4	31.
	5 Total number of individuals employed in calendar year 2013 (Part V, line 2a)	5	512.
	6 Total number of volunteers (estimate if necessary)	6	580.
	7a Total unrelated business revenue from Part VIII, column (C), line 12	7a	-259,781.
b Net unrelated business taxable income from Form 990-T, line 34	7b	-315,606.	
Revenue	8 Contributions and grants (Part VIII, line 1h)	Prior Year	Current Year
	9 Program service revenue (Part VIII, line 2g)	40,144,344.	38,649,271.
	10 Investment income (Part VIII, column (A), lines 3, 4, and 7d)	3,992,799.	4,234,840.
	11 Other revenue (Part VIII, column (A), lines 5, 6d, 8c, 9c, 10c, and 11e)	35,995,316.	24,014,452.
	12 Total revenue - add lines 8 through 11 (must equal Part VIII, column (A), line 12)	13,330,099.	10,341,547.
Expenses	13 Grants and similar amounts paid (Part IX, column (A), lines 1-3)	93,462,558.	77,240,110.
	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)	19,886,070.	20,636,565.
	16a Professional fundraising fees (Part IX, column (A), line 11e)	30,000.	5,000.
	b Total fundraising expenses (Part IX, column (D), line 25) ▶ 2,919,062.		
	17 Other expenses (Part IX, column (A), lines 11a-11d, 11f-24e)	35,864,610.	52,310,033.
	18 Total expenses. Add lines 13-17 (must equal Part IX, column (A), line 25)	55,780,680.	72,951,598.
19 Revenue less expenses. Subtract line 18 from line 12	37,681,878.	4,288,512.	
Net Assets or Fund Balances	20 Total assets (Part X, line 16)	Beginning of Current Year	End of Year
	21 Total liabilities (Part X, line 26)	1,088,192,965.	1,154,212,419.
	22 Net assets or fund balances. Subtract line 21 from line 20.	191,841,271.	187,730,551.
		896,351,694.	966,481,868.

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			
	▶ Type or print name and title				
Paid Preparer Use Only	Print/Type preparer's name BERNADETTE ZITA	Preparer's signature	Date	Check <input type="checkbox"/> if self-employed	PTIN P00089845
	Firm's name ▶ ERNST & YOUNG U.S. LLP	Firm's EIN ▶ 34-6565596			
	Firm's address ▶ 155 NORTH WACKER DR. CHICAGO, IL 60606	Phone no. 312-879-2000			

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

For Paperwork Reduction Act Notice, see the separate instructions.

Form **990** (2013)

Part III Statement of Program Service Accomplishments

Check if Schedule O contains a response or note to any line in this Part III Yes No

1 Briefly describe the organization's mission:

ATTACHMENT 1

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 \$ 17,761,943. including grants of \$) (Revenue \$ 7,952,307.)

ACQUISITIONS OF ART (PROCEEDS FROM THE DEACCESSION OF ART OBJECTS ARE RESTRICTED TO THE ACQUISITION OF OTHER ART OBJECTS. FY2014 DEACCESSION PROCEEDS WERE \$7,952,307.)

4b (Code:) (Expenses \$ 4,546,033. including grants of \$) (Revenue \$ 1,701,050.)

EDUCATION, LIBRARY AND COMMUNITY PROGRAMS

4c (Code:) (Expenses \$ 3,785,471. including grants of \$) (Revenue \$ 1,017,750.)

SPECIAL EXHIBITIONS

4d Other program services (Describe in Schedule O.)

(Expenses \$ 31,877,964. including grants of \$) (Revenue \$ 2,817,236.)

4e Total program service expenses 57,971,411.

Part IV Checklist of Required Schedules

Table with 3 columns: Question ID, Question Text, Yes, No. Rows include questions 1 through 20b regarding organizational requirements and reporting.

Part IV Checklist of Required Schedules (continued)

	Yes	No
21 Did the organization report more than \$5,000 of grants or other assistance to any domestic organization or government on Part IX, column (A), line 1? <i>If "Yes," complete Schedule I, Parts I and II</i>		X
22 Did the organization report more than \$5,000 of grants or other assistance to individuals in the United States on Part IX, column (A), line 2? <i>If "Yes," complete Schedule I, Parts I and III</i>		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	
24 a 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	
24 b Did the organization invest any proceeds of tax-exempt bonds beyond a temporary period exception?		X
24 c Did the organization maintain an escrow account other than a refunding escrow at any time during the year to defease any tax-exempt bonds?		X
24 d Did the organization act as an "on behalf of" issuer for bonds outstanding at any time during the year?		X
25 a Section 501(c)(3) and 501(c)(4) organizations. Did the organization engage in an excess benefit transaction with a disqualified person during the year? <i>If "Yes," complete Schedule L, Part I</i>		X
25 b Is the organization aware that it engaged in an excess benefit transaction with a disqualified person in a prior year, and that the transaction has not been reported on any of the organization's prior Forms 990 or 990-EZ? <i>If "Yes," complete Schedule L, Part I</i>		X
26 Did the organization report any amount on Part X, line 5, 6, or 22 for receivables from or payable to any current or former officers, directors, trustees, key employees, highest compensated employees, or disqualified persons? If so, complete Schedule L, Part II.	X	
27 Did the organization provide a grant or other assistance to an officer, director, trustee, key employee, substantial contributor or employee thereof, a grant selection committee member, or to a 35% controlled entity or family member of any of these persons? <i>If "Yes," complete Schedule L, Part III.</i>		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, or key employee? <i>If "Yes," complete Schedule L, Part IV.</i>		X
b A family member of a current or former officer, director, trustee, or key employee? <i>If "Yes," complete Schedule L, Part IV.</i>		X
c An entity of which a current or former officer, director, trustee, or key employee (or a family member thereof) was an officer, director, trustee, or direct or indirect owner? <i>If "Yes," complete Schedule L, Part IV.</i>		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	
35 a 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 Compliance

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

Table with columns for line numbers (1a-14b), descriptions, and Yes/No checkboxes. Includes questions about Form 1096, Form W-2G, Form W-3, and various tax compliance requirements.

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 in 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

Table with 3 columns: Question, Yes, No. Rows include 1a (32), 1b (31), 2, 3, 4, 5, 6, 7a, 7b, 8a, 8b, 9.

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

Table with 3 columns: Question, Yes, No. Rows include 10a, 10b, 11a, 11b, 12a, 12b, 12c, 13, 14, 15a, 15b, 16a, 16b.

Section C. Disclosure

- 17 List the states with which a copy of this Form 990 is required to be filed OH,
18 Section 6104 requires an organization to make its Forms 1023 (or 1024 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.
19 Describe in Schedule O whether (and if so, how) the organization made its governing documents, conflict of interest policy, and financial statements available to the public during the tax year.
20 State the name, physical address, and telephone number of the person who possesses the books and records of the organization: EDWARD W. BAUER 11150 EAST BOULEVARD CLEVELAND, OH 44106 (216)707-2248

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

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

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

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

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

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

Check this box if neither the organization nor any related organization compensated any current officer, director, or trustee.

(A) Name and Title	(B) Average hours per week (list any hours for related organizations below dotted line)	(C) Position (do not check more than one box, unless person is both an officer and a director/trustee)						(D) Reportable compensation from the organization (W-2/1099-MISC)	(E) Reportable compensation from related organizations (W-2/1099-MISC)	(F) Estimated amount of other compensation from the organization and related organizations
		Individual trustee or director	Institutional trustee	Officer	Key employee	Highest compensated employee	Former			
(1) VIRGINIA N. BARBATO BOARD MEMBER	1.00 0	X					0	0	0	
(2) FREDERICK E. BIDWELL INTERIM DIR & BOARD MEMBER	40.00 0	X		X			5.	0	0	
(3) CHARLES P. BOLTON BOARD MEMBER	1.00 0	X					0	0	0	
(4) REV. JAWANZA K. COLVIN BOARD MEMBER	1.00 0	X					0	0	0	
(5) TERRANCE C.Z. EGGAR BOARD MEMBER	1.00 0	X					0	0	0	
(6) RICHARD H. FEARON BOARD MEMBER	1.00 0	X					0	0	0	
(7) LAUREN RICH FINE BOARD MEMBER	1.00 0	X					0	0	0	
(8) HELEN FORBES FIELDS BOARD MEMBER	1.00 0	X					0	0	0	
(9) ROBERT W. GILLESPIE BOARD MEMBER	1.00 0	X					0	0	0	
(10) AGNES GUND BOARD MEMBER	1.00 0	X					0	0	0	
(11) CYNTHIA AMES HUFFMAN BOARD MEMBER	1.00 0	X					0	0	0	
(12) SUSAN KAESGEN BOARD MEMBER	1.00 0	X					0	0	0	
(13) NANCY F. KEITHLEY BOARD MEMBER	1.00 0	X					0	0	0	
(14) WILLIAM P. MADAR BOARD MEMBER	1.00 0	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) MILTON MALTZ BOARD MEMBER	1.00 0	X					0	0	0	
16) SCOTT C. MUELLER BOARD MEMBER	1.00 0	X					0	0	0	
17) STEPHEN E. MYERS BOARD MEMBER	1.00 0	X					0	0	0	
18) JULIA POLLOCK BOARD MEMBER	1.00 0	X					0	0	0	
19) PETER RASKIND BOARD MEMBER	1.00 0	X					0	0	0	
20) EUGENE T.W. SANDERS END 9/2013 BOARD MEMBER	1.00 0	X					0	0	0	
21) MARK SCHWARTZ BOARD MEMBER	1.00 0	X					0	0	0	
22) RICHARD P. STOVSKY BOARD MEMBER	1.00 0	X					0	0	0	
23) DANIEL P. WALSH JR. BOARD MEMBER	1.00 0	X					0	0	0	
24) WILLIAM L. HARTMANN BOARD MEMBER (BEGIN 9/2013)	1.00 0	X					0	0	0	
25) LEIGH HAYES CARTER BOARD MEMBER	1.00 0	X					0	0	0	
1b Sub-total							5.	0	0	
c Total from continuation sheets to Part VII, Section A							1,774,984.	0	209,043.	
d Total (add lines 1b and 1c)							1,774,989.	0	209,043.	

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 **19**

	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
ATTACHMENT 2		

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 **14**

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) KATHERINE TEMPLETON O'NEILL BOARD MEMBER (BEGIN 9/2013)	1.00 0	X						0	0	0
27) PAUL E. WESTLAKE BOARD MEMBER (BEGIN 9/2013)	1.00 0	X						0	0	0
28) DOMINIC OZANNE BOARD MEMBER (BEGIN 9/2013)	1.00 0	X						0	0	0
29) R. STEVEN KESTNER CHAIRMAN & BOARD MEMBER	5.00 0	X		X				0	0	0
30) DAVID G. FRANKLIN END 10/2013 DIRECTOR, PRES & CEO	40.00 0	X		X			437,161.	0	19,974.	
31) ALFRED M. RANKIN JR. ADVISORY CHAIR & BOARD MEMBER	1.00 0	X		X				0	0	0
32) ELLEN STIRN MAVEC BOARD MEMBER	1.00 0	X						0	0	0
33) JAMES A. RATNER VICE CHAIR & BOARD MEMBER	1.00 0	X		X				0	0	0
34) SARAH S. CUTLER, VICE CHAIR SECRETARY & BOARD MEMBER	1.00 0	X		X				0	0	0
35) AUGUST A. NAPOLI JR, DEP DIR VP & CHIEF ADVANCEMENT	40.00 0			X			274,027.	0	36,093.	
36) SHARON C. REAVES VP & HUMAN RESOURCES DIR	40.00 0			X			106,218.	0	25,253.	
1b Sub-total										
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 **▶** 19

	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) STEPHEN J. KNERLY JR. ASST SECRETARY	1.00 0			X			0	0	0	
(38) EDWARD W. BAUER TREASURER	40.00 0			X			145,735.	0	31,408.	
(39) CHARLES G. MANN CHIEF CURATOR	40.00 0				X		141,447.	0	14,821.	
(40) CONSTANTIJN J. PETRIDIS CURATOR AFRICAN ART	40.00 0					X	123,123.	0	14,062.	
(41) KATHLEEN A. TAYLOR DIR ADVANCEMENT ADMINISTRATION	40.00 0					X	116,116.	0	14,309.	
(42) JEFFREY W. STREAN DIR DESIGN & ARCHITECTURE	40.00 0					X	128,213.	0	36,134.	
(43) MARJORIE L. WILLIAMS SNR DIR ENDOWMENT DEV	40.00 0					X	126,867.	0	16,989.	
(44) LAWRENCE W. BLOOMENKRANZ INTERIM SNR DIR MARKETING	40.00 0					X	176,077.	0	0	
1b Sub-total										
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 **▶** 19

	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 VIII Statement of Revenue

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

				(A) Total revenue	(B) Related or exempt function revenue	(C) Unrelated business revenue	(D) Revenue excluded from tax under sections 512-514	
Contributions, Gifts, Grants and Other Similar Amounts	1a Federated campaigns	1a						
	b Membership dues	1b						
	c Fundraising events	1c						
	d Related organizations	1d						
	e Government grants (contributions) . .	1e	2,446,749.					
	f All other contributions, gifts, grants, and similar amounts not included above .	1f	36,202,522.					
	g Noncash contributions included in lines 1a-1f: \$		1,761,527.					
	h Total. Add lines 1a-1f ▶			38,649,271.				
Program Service Revenue	Business Code							
	2a MEMBERSHIP DUES		712110	1,516,039.	1,516,039.			
	b EDUCATION		712110	568,321.	568,321.			
	c COMMUNITY PROG & PERF ART		712110	1,110,100.	1,110,100.			
	d SPECIAL EXHIBITIONS		712110	1,017,750.	1,017,750.			
	e LIBRARY		712110	22,630.	22,630.			
	f All other program service revenue							
g Total. Add lines 2a-2f ▶			4,234,840.					
Other Revenue	3 Investment income (including dividends, interest, and other similar amounts) ▶			8,003,535.			8,003,535.	
	4 Income from investment of tax-exempt bond proceeds . . . ▶			0				
	5 Royalties ▶			17,379.			17,379.	
	6a Gross rents	(i) Real	(ii) Personal					
		b Less: rental expenses						
		c Rental income or (loss)						
		d Net rental income or (loss) ▶			0			
	7a Gross amount from sales of assets other than inventory	(i) Securities	(ii) Other					
		235,929,449.	93,575,689.					
		b Less: cost or other basis and sales expenses			225,529,906.	87,964,315.		
		c Gain or (loss)			10,399,543.	5,611,374.		
	d Net gain or (loss) ▶			16,010,917.			16,010,917.	
	8a Gross income from fundraising events (not including \$ _____ of contributions reported on line 1c). See Part IV, line 18	a						
		b Less: direct expenses	b					
		c Net income or (loss) from fundraising events ▶			0			
9a Gross income from gaming activities. See Part IV, line 19	a							
	b Less: direct expenses	b						
	c Net income or (loss) from gaming activities ▶			0				
10a Gross sales of inventory, less returns and allowances	a		1,388,667.					
	b Less: cost of goods sold	b	758,274.					
	c Net income or (loss) from sales of inventory ▶			630,393.	630,393.			
Miscellaneous Revenue			Business Code					
11a PROCEEDS, ART DEACCESSION		900099	7,952,307.	7,952,307.				
b PARKING GARAGE		812930	725,449.			725,449.		
c FOOD SERVICES COMMISSION		900099	604,997.			604,997.		
d All other revenue		712110	411,022.	670,803.	-259,781.			
e Total. Add lines 11a-11d ▶			9,693,775.					
12 Total revenue. See instructions ▶			77,240,110.	13,488,343.	-259,781.	25,362,277.		

Part IX Statement of Functional Expenses

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

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

Do not include amounts reported on lines 6b, 7b, 8b, 9b, and 10b of Part VIII.	(A) Total expenses	(B) Program service expenses	(C) Management and general expenses	(D) Fundraising expenses
1 Grants and other assistance to governments and organizations in the United States. See Part IV, line 21	0			
2 Grants and other assistance to individuals in the United States. See Part IV, line 22	0			
3 Grants and other assistance to governments, organizations, and individuals outside the United States. 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	1,071,322.	553,008.	303,422.	214,892.
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	15,028,416.	11,421,364.	2,467,347.	1,139,705.
8 Pension plan accruals and contributions (include section 401(k) and 403(b) employer contributions)	1,327,058.	988,132.	229,302.	109,624.
9 Other employee benefits	2,061,823.	1,553,678.	341,428.	166,717.
10 Payroll taxes	1,147,946.	854,472.	197,216.	96,258.
11 Fees for services (non-employees):				
a Management	0			
b Legal	723,559.	64,519.	659,040.	
c Accounting	175,990.		175,990.	
d Lobbying	106,939.	106,939.		
e Professional fundraising services. See Part IV, line 17.	5,000.			5,000.
f Investment management fees	2,442,220.		2,442,220.	
g Other. (If line 11g amount exceeds 10% of line 25, column (A) amount, list line 11g expenses on Schedule O.)	3,575,479.	2,661,402.	614,264.	299,813.
12 Advertising and promotion	1,393,231.	1,037,049.	239,356.	116,826.
13 Office expenses	1,809,489.	1,346,890.	310,869.	151,730.
14 Information technology	466,077.	346,923.	80,072.	39,082.
15 Royalties	25,979.	25,979.		
16 Occupancy	1,978,406.	1,622,293.	316,545.	39,568.
17 Travel	1,017,368.	757,276.	174,783.	85,309.
18 Payments of travel or entertainment expenses for any federal, state, or local public officials	0			
19 Conferences, conventions, and meetings	0			
20 Interest	5,210,072.	4,272,259.	833,612.	104,201.
21 Payments to affiliates	0			
22 Depreciation, depletion, and amortization	10,768,243.	8,829,959.	1,722,919.	215,365.
23 Insurance	480,113.	357,371.	82,483.	40,259.
24 Other expenses. Itemize expenses not covered above (List miscellaneous expenses in line 24e. If line 24e amount exceeds 10% of line 25, column (A) amount, list line 24e expenses on Schedule O.)				
a <u>ART ACQUISITION & TRANSP</u>	19,156,804.	19,156,804.		
b <u>PUBLICATIONS & LIBRARY</u>	843,715.	843,715.		
c <u>BOND CUSTODIAN & STANDBY</u>	593,551.		593,551.	
d <u>MAINTENANCE & EQUIPMENT</u>	413,275.	330,620.	82,655.	
e All other expenses	1,129,523.	840,759.	194,051.	94,713.
25 Total functional expenses. Add lines 1 through 24e	72,951,598.	57,971,411.	12,061,125.	2,919,062.
26 Joint costs. Complete this line only if the organization reported in column (B) joint costs from a combined educational campaign and fundraising solicitation. Check here <input type="checkbox"/> if following SOP 98-2 (ASC 958-720)	0			

Part X Balance Sheet

Check 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	9,151,365.	1	4,713,174.
	2 Savings and temporary cash investments	2,587,000.	2	4,487,798.
	3 Pledges and grants receivable, net	12,798,187.	3	10,639,318.
	4 Accounts receivable, net	111,622.	4	222,173.
	5 Loans and other receivables from current and former officers, directors, trustees, key employees, and highest compensated employees. Complete Part II of Schedule L	500,281.	5	494,281.
	6 Loans and other receivables from other disqualified persons (as defined under section 4958(f)(1)), persons described in section 4958(c)(3)(B), and contributing employers and sponsoring organizations of section 501(c)(9) voluntary employees' beneficiary organizations (see instructions). Complete Part II of Schedule L	0	6	0
	7 Notes and loans receivable, net	0	7	0
	8 Inventories for sale or use	971,239.	8	1,181,015.
	9 Prepaid expenses and deferred charges	5,483,365.	9	3,530,523.
	10a Land, buildings, and equipment: cost or other basis. Complete Part VI of Schedule D	10a 409,221,360.		
	b Less: accumulated depreciation	10b 81,128,318.	335,740,496.	10c 328,093,042.
	11 Investments - publicly traded securities	618,443,501.	11	691,347,588.
	12 Investments - other securities. See Part IV, line 11	102,405,909.	12	109,503,507.
	13 Investments - program-related. See Part IV, line 11	0	13	0
	14 Intangible assets	0	14	0
	15 Other assets. See Part IV, line 11	0	15	0
16 Total assets. Add lines 1 through 15 (must equal line 34)		1,088,192,965.	16	1,154,212,419.
Liabilities	17 Accounts payable and accrued expenses	26,938,055.	17	23,355,121.
	18 Grants payable	0	18	0
	19 Deferred revenue	400,808.	19	378,452.
	20 Tax-exempt bond liabilities	164,502,408.	20	163,996,978.
	21 Escrow or custodial account liability. Complete Part IV of Schedule D	0	21	0
	22 Loans and other payables to current and former officers, directors, trustees, key employees, highest compensated employees, and disqualified persons. Complete Part II of Schedule L	0	22	0
	23 Secured mortgages and notes payable to unrelated third parties	0	23	0
	24 Unsecured notes and loans payable to unrelated third parties	0	24	0
	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	0	25	0
	26 Total liabilities. Add lines 17 through 25		191,841,271.	26
Net Assets or Fund Balances	Organizations that follow SFAS 117 (ASC 958), check here <input checked="" type="checkbox"/> and complete lines 27 through 29, and lines 33 and 34.			
	27 Unrestricted net assets	107,830,774.	27	110,852,195.
	28 Temporarily restricted net assets	423,916,699.	28	452,071,854.
	29 Permanently restricted net assets	364,604,221.	29	403,557,819.
	Organizations that do not follow SFAS 117 (ASC 958), check here <input type="checkbox"/> and complete lines 30 through 34.			
	30 Capital stock or trust principal, or current funds		30	
	31 Paid-in or capital surplus, or land, building, or equipment fund		31	
	32 Retained earnings, endowment, accumulated income, or other funds		32	
	33 Total net assets or fund balances	896,351,694.	33	966,481,868.
	34 Total liabilities and net assets/fund balances		1,088,192,965.	34

Part XI Reconciliation of Net Assets

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

1	Total revenue (must equal Part VIII, column (A), line 12)	1	77,240,110.
2	Total expenses (must equal Part IX, column (A), line 25)	2	72,951,598.
3	Revenue less expenses. Subtract line 2 from line 1	3	4,288,512.
4	Net assets or fund balances at beginning of year (must equal Part X, line 33, column (A))	4	896,351,694.
5	Net unrealized gains (losses) on investments	5	37,440,805.
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 in Schedule O)	9	28,400,857.
10	Net assets or fund balances at end of year. Combine lines 3 through 9 (must equal Part X, line 33, column (B))	10	966,481,868.

Part XII Financial Statements and Reporting

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

- 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
- 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
- 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 in Schedule O.
- 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?
- b** If "Yes," did the organization undergo the required audit or audits? If the organization did not undergo the required audit or audits, explain why in Schedule O and describe any steps taken to undergo such audits.

	Yes	No
2a		X
2b	X	
2c	X	
3a		X
3b		

SCHEDULE A
(Form 990 or 990-EZ)

Public Charity Status and Public Support

OMB No. 1545-0047

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

2013

Department of the Treasury
Internal Revenue Service

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

Open to Public Inspection

Name of the organization CLEVELAND MUSEUM OF ART	Employer identification number 34-0714336
--	---

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

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

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

	Yes	No
11g(i)		
 - (ii) A family member of a person described in (i) above?

	Yes	No
11g(ii)		
 - (iii) A 35% controlled entity of a person described in (i) or (ii) above?

	Yes	No
11g(iii)		
- h Provide the following information about the supported organization(s).

(i) Name of supported organization	(ii) EIN	(iii) Type of organization (described on lines 1-9 above or IRC section (see instructions))	(iv) Is the organization in col. (i) listed in your governing document?		(v) Did you notify the organization in col. (i) of your support?		(vi) Is the organization in col. (i) organized in the U.S.?		(vii) Amount of monetary support
			Yes	No	Yes	No	Yes	No	
(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) 2013

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

Table with 7 columns: (a) 2009, (b) 2010, (c) 2011, (d) 2012, (e) 2013, (f) Total. Rows include: 1 Gifts, grants, contributions, and membership fees received; 2 Tax revenues levied for the organization's benefit; 3 The value of services or facilities furnished by a governmental unit; 4 Total; 5 The portion of total contributions by each person; 6 Public support.

Section B. Total Support

Table with 7 columns: (a) 2009, (b) 2010, (c) 2011, (d) 2012, (e) 2013, (f) Total. Rows include: 7 Amounts from line 4; 8 Gross income from interest, dividends, payments received on securities loans, rents, royalties and income from similar sources; 9 Net income from unrelated business activities; 10 Other income; 11 Total support; 12 Gross receipts from related activities; 13 First five years.

Section C. Computation of Public Support Percentage

Table with 2 columns: Line number, Percentage. Rows include: 14 Public support percentage for 2013 (50.34%); 15 Public support percentage from 2012 Schedule A, Part II, line 14 (51.60%); 16a 33 1/3% support test - 2013; 16b 33 1/3% support test - 2012; 17a 10%-facts-and-circumstances test - 2013; 17b 10%-facts-and-circumstances test - 2012; 18 Private foundation.

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

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

Section A. Public Support

Table with 7 columns: (a) 2009, (b) 2010, (c) 2011, (d) 2012, (e) 2013, (f) Total. Rows include: 1 Gifts, grants, contributions, and membership fees received; 2 Gross receipts from admissions, merchandise sold or services performed; 3 Gross receipts from activities that are not an unrelated trade or business; 4 Tax revenues levied for the organization's benefit; 5 The value of services or facilities furnished by a governmental unit; 6 Total; 7a Amounts included on lines 1, 2, and 3 received from disqualified persons; 7b Amounts included on lines 2 and 3 received from other than disqualified persons; 7c Add lines 7a and 7b; 8 Public support (Subtract line 7c from line 6).

Section B. Total Support

Table with 7 columns: (a) 2009, (b) 2010, (c) 2011, (d) 2012, (e) 2013, (f) Total. Rows include: 9 Amounts from line 6; 10a Gross income from interest, dividends, payments received on securities loans, rents, royalties and income from similar sources; 10b Unrelated business taxable income (less section 511 taxes) from businesses acquired after June 30, 1975; 10c Add lines 10a and 10b; 11 Net income from unrelated business activities not included in line 10b; 12 Other income. Do not include gain or loss from the sale of capital assets; 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

Table with 3 columns: Description, 2013, 2012. Row 15: Public support percentage for 2013 (line 8, column (f) divided by line 13, column (f)). Row 16: Public support percentage from 2012 Schedule A, Part III, line 15.

Section D. Computation of Investment Income Percentage

Table with 3 columns: Description, 2013, 2012. Row 17: Investment income percentage for 2013 (line 10c, column (f) divided by line 13, column (f)). Row 18: Investment income percentage from 2012 Schedule A, Part III, line 17.

19a 33 1/3% support tests - 2013. If the organization did not check the box on line 14, and line 15 is more than 33 1/3%, and line 17 is not more than 33 1/3%, check this box and stop here. The organization qualifies as a publicly supported organization.

19b 33 1/3% support tests - 2012. If the organization did not check a box on line 14 or line 19a, and line 16 is more than 33 1/3%, and line 18 is not more than 33 1/3%, check this box and stop here. The organization qualifies as a publicly supported organization.

20 Private foundation. If the organization did not check a box on line 14, 19a, or 19b, check this box and see instructions.

Part IV **Supplemental Information.** Provide the explanations required by Part II, line 10; Part II, line 17a or 17b; and Part III, line 12. Also complete this part for any additional information. (See instructions).

ATTACHMENT 1

SCHEDULE A, PART II - OTHER INCOME

DESCRIPTION	2009	2010	2011	2012	2013	TOTAL
PARKING	288,967.	285,000.	335,705.	566,615.	725,449.	2,201,736.
FOOD SERVICE COMMISSION				382,466.	604,997.	987,463.
PROCEEDS FROM ART DEACCESSION				12,078,068.	7,952,307.	20,030,375.
TOTALS	<u>288,967.</u>	<u>285,000.</u>	<u>335,705.</u>	<u>13,027,149.</u>	<u>9,282,753.</u>	<u>23,219,574.</u>

Schedule of Contributors

2013

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

Name of the organization CLEVELAND MUSEUM OF ART	Employer identification number 34-0714336
--	---

Organization type (check one):

Filers of:

Section:

Form 990 or 990-EZ

501(c)(3) (enter number) organization

4947(a)(1) nonexempt charitable trust **not** treated as a private foundation

527 political organization

Form 990-PF

501(c)(3) exempt private foundation

4947(a)(1) nonexempt charitable trust treated as a private foundation

501(c)(3) taxable private foundation

Check if your organization is covered by the **General Rule** or a **Special Rule**.

Note. Only a section 501(c)(7), (8), or (10) organization can check boxes for both the General Rule and a Special Rule. See instructions.

General Rule

For an organization filing Form 990, 990-EZ, or 990-PF that received, during the year, \$5,000 or more (in money or property) from any one contributor. Complete Parts I and II.

Special Rules

For a section 501(c)(3) organization filing Form 990 or 990-EZ that met the 33 1/3 % support test of the regulations under sections 509(a)(1) and 170(b)(1)(A)(vi) and received from any one contributor, during the year, a contribution of the greater of **(1)** \$5,000 or **(2)** 2% of the amount on (i) Form 990, Part VIII, line 1h, or (ii) Form 990-EZ, line 1. Complete Parts I and II.

For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, total contributions of more than \$1,000 for use *exclusively* for religious, charitable, scientific, literary, or educational purposes, or the prevention of cruelty to children or animals. Complete Parts I, II, and III.

For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, contributions for use *exclusively* for religious, charitable, etc., purposes, but these contributions did not total to more than \$1,000. If this box is checked, enter here the total contributions that were received during the year for an *exclusively* religious, charitable, etc., purpose. Do not complete any of the parts unless the **General Rule** applies to this organization because it received *nonexclusively* religious, charitable, etc., contributions of \$5,000 or more during the year ▶ \$ _____

Caution. An organization that is not covered by the General Rule and/or the Special Rules does not file Schedule B (Form 990, 990-EZ, or 990-PF), but it **must** answer "No" on Part IV, line 2, of its Form 990; or check the box on line H of its Form 990-EZ or on its Form 990-PF, Part I, line 2, to certify that it does not meet the filing requirements of Schedule B (Form 990, 990-EZ, or 990-PF).

Name of organization CLEVELAND MUSEUM OF ART	Employer identification number 34-0714336
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Part I Contributors (see instructions). Use duplicate copies of Part I if additional space is needed.

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
1	----- ----- -----	\$ 8,138,203.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
2	----- ----- -----	\$ 2,978,870.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
3	----- ----- -----	\$ 2,104,731.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
4	----- ----- -----	\$ 1,400,802.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
5	----- ----- -----	\$ 825,000.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
6	----- ----- -----	\$ 10,000,000.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)

Name of organization **CLEVELAND MUSEUM OF ART**

Employer identification number
34-0714336

Part I Contributors (see instructions). Use duplicate copies of Part I if additional space is needed.

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
7		\$ 1,467,045.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
8		\$ 1,500,000.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
9		\$ 1,129,729.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
10		\$ 810,000.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
11		\$ 800,000.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
12		\$ 977,291.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input checked="" type="checkbox"/> (Complete Part II for noncash contributions.)

Name of organization CLEVELAND MUSEUM OF ART	Employer identification number 34-0714336
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Part I **Contributors** (see instructions). Use duplicate copies of Part I if additional space is needed.

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
13	----- ----- -----	\$ 2,075,492.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input checked="" type="checkbox"/> (Complete Part II for noncash contributions.)
	----- ----- -----	\$ -----	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
	----- ----- -----	\$ -----	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
	----- ----- -----	\$ -----	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
	----- ----- -----	\$ -----	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
	----- ----- -----	\$ -----	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)

Name of organization CLEVELAND MUSEUM OF ART

Employer identification number

34-0714336

Part II Noncash Property (see instructions). Use duplicate copies of Part II if additional space is needed.

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
12	SECURITIES ----- ----- -----	\$ 199,695.	11/08/2013
13	REAL ESTATE ----- ----- -----	\$ 125,000.	05/21/2013
-----	----- ----- -----	\$ -----	-----
-----	----- ----- -----	\$ -----	-----
-----	----- ----- -----	\$ -----	-----
-----	----- ----- -----	\$ -----	-----
-----	----- ----- -----	\$ -----	-----

Name of organization CLEVELAND MUSEUM OF ART

Employer identification number
34-0714336

Part III Exclusively religious, charitable, etc., individual contributions to section 501(c)(7), (8), or (10) organizations that total more than \$1,000 for the year. Complete columns (a) through (e) and the following line entry.

For organizations completing Part III, enter the total of *exclusively* religious, charitable, etc., contributions of **\$1,000 or less** for the year. (Enter this information once. See instructions.) ▶ \$ _____
Use duplicate copies of Part III if additional space is needed.

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
-----	----- ----- -----	----- ----- -----	----- ----- -----

(e) Transfer of gift	
Transferee's name, address, and ZIP + 4	Relationship of transferor to transferee
----- ----- -----	----- ----- -----

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
-----	----- ----- -----	----- ----- -----	----- ----- -----

(e) Transfer of gift	
Transferee's name, address, and ZIP + 4	Relationship of transferor to transferee
----- ----- -----	----- ----- -----

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
-----	----- ----- -----	----- ----- -----	----- ----- -----

(e) Transfer of gift	
Transferee's name, address, and ZIP + 4	Relationship of transferor to transferee
----- ----- -----	----- ----- -----

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
-----	----- ----- -----	----- ----- -----	----- ----- -----

(e) Transfer of gift	
Transferee's name, address, and ZIP + 4	Relationship of transferor to transferee
----- ----- -----	----- ----- -----

SCHEDULE C
(Form 990 or 990-EZ)

Political Campaign and Lobbying Activities

OMB No. 1545-0047

2013

Open to Public Inspection

For Organizations Exempt From Income Tax Under section 501(c) and section 527
 ▶ **Complete if the organization is described below.** ▶ **Attach to Form 990 or Form 990-EZ.**
 ▶ **See separate instructions.** ▶ **Information about Schedule C (Form 990 or 990-EZ) and its instructions is at www.irs.gov/form990.**

Department of the Treasury
Internal Revenue Service

If the organization answered "Yes," to Form 990, Part IV, line 3, or Form 990-EZ, Part V, line 46 (Political Campaign Activities), then

- Section 501(c)(3) organizations: Complete Parts I-A and B. Do not complete Part I-C.
- Section 501(c) (other than section 501(c)(3)) organizations: Complete Parts I-A and C below. Do not complete Part I-B.
- Section 527 organizations: Complete Part I-A only.

If the organization answered "Yes," to Form 990, Part IV, line 4, or Form 990-EZ, Part VI, line 47 (Lobbying Activities), then

- Section 501(c)(3) organizations that have filed Form 5768 (election under section 501(h)): Complete Part II-A. Do not complete Part II-B.
- Section 501(c)(3) organizations that have NOT filed Form 5768 (election under section 501(h)): Complete Part II-B. Do not complete Part II-A.

If the organization answered "Yes," to Form 990, Part IV, line 5 (Proxy Tax) or Form 990-EZ, Part V, line 35c (Proxy Tax), then

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

Name of organization CLEVELAND MUSEUM OF ART	Employer identification number 34-0714336
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Part I-A Complete if the organization is exempt under section 501(c) or is a section 527 organization.

- 1 Provide a description of the organization's direct and indirect political campaign activities in Part IV.
- 2 Political expenditures ▶ \$ _____
- 3 Volunteer hours _____

Part I-B Complete if the organization is exempt under section 501(c)(3).

- 1 Enter the amount of any excise tax incurred by the organization under section 4955 ▶ \$ _____
- 2 Enter the amount of any excise tax incurred by organization managers under section 4955 ▶ \$ _____
- 3 If the organization incurred a section 4955 tax, did it file Form 4720 for this year? Yes No
- 4a Was a correction made? Yes No
- b If "Yes," describe in Part IV.

Part I-C Complete if the organization is exempt under section 501(c), except section 501(c)(3).

- 1 Enter the amount directly expended by the filing organization for section 527 exempt function activities ▶ \$ _____
- 2 Enter the amount of the filing organization's funds contributed to other organizations for section 527 exempt function activities ▶ \$ _____
- 3 Total exempt function expenditures. Add lines 1 and 2. Enter here and on Form 1120-POL, line 17b ▶ \$ _____
- 4 Did the filing organization file **Form 1120-POL** for this year? Yes No
- 5 Enter the names, addresses and employer identification number (EIN) of all section 527 political organizations to which the filing organization made payments. For each organization listed, enter the amount paid from the filing organization's funds. Also enter the amount of political contributions received that were promptly and directly delivered to a separate political organization, such as a separate segregated fund or a political action committee (PAC). If additional space is needed, provide information in Part IV.

(a) Name	(b) Address	(c) EIN	(d) Amount paid from filing organization's funds. If none, enter -0-.	(e) Amount of political contributions received and promptly and directly delivered to a separate political organization. If none, enter -0-.
(1)	-----			
(2)	-----			
(3)	-----			
(4)	-----			
(5)	-----			
(6)	-----			

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

Schedule C (Form 990 or 990-EZ) 2013

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

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

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

Limits on Lobbying Expenditures (The term "expenditures" means amounts paid or incurred.)		(a) Filing organization's totals	(b) Affiliated group totals												
1a	Total lobbying expenditures to influence public opinion (grass roots lobbying)														
b	Total lobbying expenditures to influence a legislative body (direct lobbying)														
c	Total lobbying expenditures (add lines 1a and 1b)														
d	Other exempt purpose expenditures														
e	Total exempt purpose expenditures (add lines 1c and 1d)														
f	Lobbying nontaxable amount. Enter the amount from the following table in both columns.														
<table border="1" style="width: 100%;"> <thead> <tr> <th style="text-align: left;">If the amount on line 1e, column (a) or (b) is:</th> <th style="text-align: left;">The lobbying nontaxable amount is:</th> </tr> </thead> <tbody> <tr> <td>Not over \$500,000</td> <td>20% of the amount on line 1e.</td> </tr> <tr> <td>Over \$500,000 but not over \$1,000,000</td> <td>\$100,000 plus 15% of the excess over \$500,000.</td> </tr> <tr> <td>Over \$1,000,000 but not over \$1,500,000</td> <td>\$175,000 plus 10% of the excess over \$1,000,000.</td> </tr> <tr> <td>Over \$1,500,000 but not over \$17,000,000</td> <td>\$225,000 plus 5% of the excess over \$1,500,000.</td> </tr> <tr> <td>Over \$17,000,000</td> <td>\$1,000,000.</td> </tr> </tbody> </table>		If the amount on line 1e, column (a) or (b) is:	The lobbying nontaxable amount is:	Not over \$500,000	20% of the amount on line 1e.	Over \$500,000 but not over \$1,000,000	\$100,000 plus 15% of the excess over \$500,000.	Over \$1,000,000 but not over \$1,500,000	\$175,000 plus 10% of the excess over \$1,000,000.	Over \$1,500,000 but not over \$17,000,000	\$225,000 plus 5% of the excess over \$1,500,000.	Over \$17,000,000	\$1,000,000.		
If the amount on line 1e, column (a) or (b) is:	The lobbying nontaxable amount is:														
Not over \$500,000	20% of the amount on line 1e.														
Over \$500,000 but not over \$1,000,000	\$100,000 plus 15% of the excess over \$500,000.														
Over \$1,000,000 but not over \$1,500,000	\$175,000 plus 10% of the excess over \$1,000,000.														
Over \$1,500,000 but not over \$17,000,000	\$225,000 plus 5% of the excess over \$1,500,000.														
Over \$17,000,000	\$1,000,000.														
g	Grassroots nontaxable amount (enter 25% of line 1f)														
h	Subtract line 1g from line 1a. If zero or less, enter -0-														
i	Subtract line 1f from line 1c. If zero or less, enter -0-														
j	If there is an amount other than zero on either line 1h or line 1i, did the organization file Form 4720 reporting section 4911 tax for this year?		<input type="checkbox"/> Yes <input type="checkbox"/> No												

4-Year Averaging Period Under Section 501(h)

(Some organizations that made a section 501(h) election do not have to complete all of the five columns below. See the instructions for lines 2a through 2f on page 4.)

Lobbying Expenditures During 4-Year Averaging Period					
Calendar year (or fiscal year beginning in)	(a) 2010	(b) 2011	(c) 2012	(d) 2013	(e) Total
2a Lobbying nontaxable amount					
b Lobbying ceiling amount (150% of line 2a, column (e))					
c Total lobbying expenditures					
d Grassroots nontaxable amount					
e Grassroots ceiling amount (150% of line 2d, column (e))					
f Grassroots lobbying expenditures					

Part II-B Complete if the organization is exempt under section 501(c)(3) and has NOT filed Form 5768 (election under section 501(h)).

Table with 3 main columns: Question, (a) Yes/No, (b) Amount. Rows include questions about lobbying activities and their amounts.

Part III-A Complete if the organization is exempt under section 501(c)(4), section 501(c)(5), or section 501(c)(6).

Table with 3 columns: Question, Yes, No. Rows include questions about dues, lobbying expenditures, and carryover.

Part III-B Complete if the organization is exempt under section 501(c)(4), section 501(c)(5), or section 501(c)(6) and if either (a) BOTH Part III-A, lines 1 and 2, are answered "No," OR (b) Part III-A, line 3, is answered "Yes."

Table with 3 columns: Question, Yes, No. Rows include questions about dues, non-deductible lobbying expenditures, and carryover.

Part IV Supplemental Information

Provide the descriptions required for Part I-A, line 1; Part I-B, line 4; Part I-C, line 5; Part II-A (affiliated group list); Part II-A, line 2; and Part II-B, line 1. Also, complete this part for any additional information.

SCHEDULE C, PART II-B, LINE 1
LOBBYING ACTIVITIES
PAYMENTS TO OUTSIDE FIRMS FOR LEGISLATIVE REPRESENTATION & GENERAL
COMMUNICATIONS WITH ELECTED OFFICIALS ON MUSEUM'S BEHALF.

Part IV Supplemental Information *(continued)*

SCHEDULE D (Form 990)

Supplemental Financial Statements

OMB No. 1545-0047

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

2013

Department of the Treasury Internal Revenue Service

Attach to Form 990.

Open to Public Inspection

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

Name of the organization

Employer identification number

CLEVELAND MUSEUM OF ART

34-0714336

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

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

Table with 2 columns: (a) Donor advised funds, (b) Funds and other accounts. Rows include: 1 Total number at end of year, 2 Aggregate contributions to (during year), 3 Aggregate grants from (during year), 4 Aggregate value at end of year, 5 Did the organization inform all donors... Yes No, 6 Did the organization inform all grantees...

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

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

Part III Organizations Maintaining Collections of Art, Historical Treasures, or Other Similar Assets.

Complete if the organization answered "Yes" to Form 990, Part IV, line 8.

Table with 2 columns: Amounts. Rows include: 1a If the organization elected, as permitted under SFAS 116 (ASC 958), not to report..., 1b If the organization elected, as permitted under SFAS 116 (ASC 958), to report..., 2 If the organization received or held works of art, historical treasures, or other similar assets for financial gain...

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

Schedule D (Form 990) 2013

JSA 3E1268 2.000

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

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

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

4 Provide a description of the organization's collections and explain how they further the organization's exempt purpose in Part 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 [X] No

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

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

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

Table with 2 columns: Description, Amount. Rows: 1c Beginning balance, 1d Additions during the year, 1e Distributions during the year, 1f Ending balance.

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

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

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

Table with 6 columns: (a) Current year, (b) Prior year, (c) Two years back, (d) Three years back, (e) Four years back. Rows: 1a-1g (Beginning of year balance, Contributions, Net investment earnings, gains, and losses, Grants or scholarships, Other expenditures for facilities and programs, Administrative expenses, End of year balance).

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

- a Board designated or quasi-endowment 14.0000 %
b Permanent endowment 52.0000 %
c Temporarily restricted endowment 34.0000 %
The percentages in lines 2a, 2b, and 2c should equal 100%.

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

- (i) unrelated organizations
(ii) related organizations

Table with 2 columns: Yes, No. Rows: 3a(i), 3a(ii), 3b.

b If "Yes" to 3a(ii), are the related organizations listed as required on Schedule R?

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

Part VI Land, Buildings, and Equipment.

Complete if the organization answered "Yes" to Form 990, Part IV, line 11a. See Form 990, Part X, line 10.

Table with 5 columns: (a) Cost or other basis (investment), (b) Cost or other basis (other), (c) Accumulated depreciation, (d) Book value. Rows: 1a Land, 1b Buildings, 1c Leasehold improvements, 1d Equipment, 1e Other, Total.

Part VII Investments - Other Securities.

Complete if the organization answered "Yes" to 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) ALT INVEST - ABSOLUTE RETURN	61,012,710.	FMV
(B) ALT INVEST - PRIVATE EQUITY	48,490,797.	FMV
(C) -----		
(D) -----		
(E) -----		
(F) -----		
(G) -----		
(H) -----		
Total. (Column (b) must equal Form 990, Part X, col. (B) line 12.) ▶	109,503,507.	

Part VIII Investments - Program Related.

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

(a) Description	(b) Book value
(1)	
(2)	
(3)	
(4)	
(5)	
(6)	
(7)	
(8)	
(9)	
Total. (Column (b) must equal Form 990, Part X, col. (B) line 15.) ▶	

Part X Other Liabilities.

Complete if the organization answered "Yes" to 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)		
(3)		
(4)		
(5)		
(6)		
(7)		
(8)		
(9)		
Total. (Column (b) must equal Form 990, Part X, col. (B) line 25.) ▶		

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 FIN 48 (ASC 740). Check here if the text of the footnote has been provided in Part XIII

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

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

Table with 5 main rows and sub-rows (a-e) for adjustments. Total revenue reported as 77,240,110.

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

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

Table with 5 main rows and sub-rows (a-e) for adjustments. Total expenses reported as 72,951,598.

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)

SCHEDULE D, PART III, LINE 1A

FOOTNOTE REGARDING ART COLLECTION

THE MUSEUM'S COLLECTIONS ARE MADE UP OF ART OBJECTS AND ARTIFACTS OF HISTORICAL SIGNIFICANCE THAT ARE HELD FOR EDUCATIONAL, RESEARCH, SCIENTIFIC, AND CURATORIAL PURPOSES. EACH OF THE ITEMS IS CATALOGED, PRESERVED, AND CARED FOR, AND ACTIVITIES VERIFYING THEIR EXISTENCE AND ASSESSING THEIR CONDITION ARE PERFORMED CONTINUOUSLY. PURCHASES FOR THE COLLECTION ARE RECORDED AS EXPENDITURES FOR THE ACQUISITION OF ART OBJECTS IN THE STATEMENTS OF ACTIVITIES IN THE YEAR IN WHICH THE OBJECTS ARE ACQUIRED. PROCEEDS FROM THE DEACCESSION OF ART OBJECTS ARE RECORDED AS TEMPORARILY RESTRICTED NET ASSETS AND ARE RESTRICTED TO THE ACQUISITION OF OTHER ART OBJECTS. IN KEEPING WITH STANDARD MUSEUM PRACTICE, THE COLLECTIONS, WHICH WERE ACQUIRED VIA PURCHASES AND CONTRIBUTIONS, ARE NOT RECOGNIZED AS ASSETS ON THE STATEMENTS OF FINANCIAL POSITION.

SCHEDULE D, PART III, LINE 4

DESCRIPTION OF COLLECTIONS & EXEMPT PURPOSE

THE CLEVELAND MUSEUM OF ART PROVIDES A COLLECTION OF WORKS OF ART THAT REPRESENTS THE HIGHEST AESTHETIC ACHIEVEMENT OF INDIVIDUALS AND CIVILIZATIONS, PAST AND PRESENT, FOR THE BENEFIT OF THE PUBLIC. THE MUSEUM HAS THREE EQUAL OBLIGATIONS: CARE, PRESENTATION, AND DEVELOPMENT. THE MUSEUM DEVELOPS AND REFINES THE EXISTING COLLECTION AND MAINTAINS HIGH ETHICAL STANDARDS IN ITS PURSUIT. IN ORDER TO PRESERVE THE COLLECTION FOR FUTURE GENERATIONS, PROPER CONSERVATION PRACTICES AND APPROPRIATE SECURITY ARE MAINTAINED. USING ITS COLLECTION AND OTHER RESOURCES, THE MUSEUM HAS A COMMITMENT TO SERVE A VARIETY OF AUDIENCES,

Part XIII Supplemental Information (continued)

ALWAYS SEEKING A DYNAMIC INTERACTION BETWEEN THE VISITORS AND THE WORKS OF ART. MUSEUM STAFF ENDEAVOR TO CREATE A RANGE OF PROGRAMS THAT ENLIGHTEN AND DELIGHT BOTH A BROAD AUDIENCE AND VISITORS WITH MORE SPECIFIC INTERESTS. INFORMATION ON THE COLLECTION AND THE CONTINUING RESEARCH THEREON BY THE PROFESSIONAL STAFF IS DISSEMINATED THROUGH EDUCATIONAL ACTIVITIES AND PUBLICATIONS. THE MUSEUM PRESENTS PROGRAMS IN RELATED AREAS SUCH AS MUSIC AND FILM SINCE THEY CAN CONTRIBUTE TO A BROADER UNDERSTANDING OF THE ARTS.

SCHEDULE D, PART V, LINE 4

INTENDED USES OF ENDOWMENT FUNDS

THE MUSEUM ENDOWMENT CONSISTS OF APPROXIMATELY 340 INDIVIDUAL FUNDS ESTABLISHED FOR A VARIETY OF PURPOSES. THE ENDOWMENT INCLUDES BOTH DONOR-RESTRICTED ENDOWMENT FUNDS AND FUNDS DESIGNATED BY THE BOARD OF TRUSTEES TO FUNCTION AS ENDOWMENTS. NET ASSETS ASSOCIATED WITH ENDOWMENT FUNDS ARE CLASSIFIED AND REPORTED BASED ON THE EXISTENCE OR ABSENCE OF DONOR-IMPOSED RESTRICTIONS. THE MUSEUM HAS ADOPTED INVESTMENT AND SPENDING POLICIES FOR ENDOWMENT ASSETS THAT ATTEMPT TO PROVIDE A PREDICTABLE STREAM OF FUNDING TO PROGRAMS SUPPORTED BY ITS ENDOWMENT WHILE SEEKING TO MAINTAIN PURCHASING POWER OF THE ENDOWMENT ASSETS. ENDOWMENT ASSETS INCLUDE THOSE ASSETS OF DONOR-RESTRICTED FUNDS THAT THE MUSEUM MUST HOLD IN PERPETUITY OR FOR A DONOR-SPECIFIC PERIOD(S) AS WELL AS BOARD-DESIGNATED FUNDS. UNDER THIS POLICY, AS APPROVED BY THE BOARD OF TRUSTEES, THE ENDOWMENT ASSETS ARE INVESTED IN A MANNER THAT IS INTENDED TO PRODUCE A REAL RETURN, NET OF INFLATION AND INVESTMENT MANAGEMENT COSTS, OF AT LEAST 7% OVER THE LONG TERM. ACTUAL RETURNS IN ANY GIVEN YEAR MAY VARY FROM THIS AMOUNT.

Part XIII Supplemental Information (continued)

SCHEDULE D, PART X, LINE 2

FIN 48 FOOTNOTE FROM FINANCIAL STATEMENTS

THE MUSEUM IS A NONPROFIT ORGANIZATION AND IS EXEMPT FROM FEDERAL INCOME TAXES ON RELATED INCOME UNDER SECTION 501(C)(3) OF THE INTERNAL REVENUE CODE. THERE WERE NO AMOUNTS RECORDED FOR UNCERTAIN TAX POSITIONS AS OF JUNE 30, 2014 AND 2013.

SCHEDULE D, PART XI, LINE 2D

OTHER REVENUE AMOUNTS INCLUDED ON BOOKS BUT NOT ON RETURN

INVESTMENT FEES \$(2,442,220)

SCHEDULE D, PART XI, LINE 2D: \$(2,442,220)

SCHEDULE D, PART XI, LINE 4B

OTHER REVENUE AMOUNTS INCLUDED ON RETURN BUT NOT ON BOOKS

RECLASS - COGS: \$(758,274)

LOSS FROM PARTNERSHIP (259,781)

SCHEDULE D, PART XI, LINE 4B: \$(1,018,055)

SCHEDULE D, PART XII, LINE 2D

OTHER EXPENSE AMOUNTS INCLUDED ON BOOKS BUT NOT ON RETURN

RECLASS - COGS: \$758,274

SCHEDULE D, PART XII, LINE 2D: \$758,274

Part XIII Supplemental Information (continued)

SCHEDULE D, PART XII, LINE 4B

OTHER EXPENSE AMOUNTS INCLUDED ON THE RETURN BUT NOT ON THE BOOK

INVESTMENT MANAGEMENT FEES \$2,442,220

SCHEDULE D, PART XII, LINE 4B: \$2,442,220

**SCHEDULE F
(Form 990)**

Statement of Activities Outside the United States

OMB No. 1545-0047

2013

Open to Public Inspection

Department of the Treasury
Internal Revenue Service

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

Name of the organization

Employer identification number

CLEVELAND MUSEUM OF ART

34-0714336

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 region	(d) Activities conducted in region (by type) (e.g., fundraising, program services, investments, grants to recipients located in the region)	(e) If activity listed in (d) is a program service, describe specific type of service(s) in region	(f) Total expenditures for and investments in region
(1) CENTRAL AMERICA/CARIBBEAN			INVESTMENTS		37,321,182.
(2)					
(3)					
(4)					
(5)					
(6)					
(7)					
(8)					
(9)					
(10)					
(11)					
(12)					
(13)					
(14)					
(15)					
(16)					
(17)					
3a Sub-total					37,321,182.
b Total from continuation sheets to Part I					
c Totals (add lines 3a and 3b)					37,321,182.

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

Schedule F (Form 990) 2013

JSA
3E1274 1.000

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 non-cash assistance	(h) Description of non-cash 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 non-cash assistance	(g) Description of non-cash 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 file Form 3520, Annual Return to Report Transactions with Foreign Trusts and Receipt of Certain Foreign Gifts, and/or Form 3520-A, Annual Information Return of Foreign Trust With a U.S. Owner (see Instructions for Forms 3520 and 3520-A)* Yes No
- 3 Did the organization have an ownership interest in a foreign corporation during the tax year? *If "Yes," the organization may be required to file Form 5471, Information Return of U.S. Persons With Respect To Certain Foreign Corporations. (see Instructions for Form 5471)* Yes No
- 4 Was the organization a direct or indirect shareholder of a passive foreign investment company or a qualified electing fund during the tax year? *If "Yes," the organization may be required to file Form 8621, Information Return by a Shareholder of a Passive Foreign Investment Company or Qualified Electing Fund. (see Instructions for Form 8621)* Yes No
- 5 Did the organization have an ownership interest in a foreign partnership during the tax year? *If "Yes," the organization may be required to file Form 8865, Return of U.S. Persons With Respect To Certain Foreign Partnerships. (see Instructions for Form 8865)* Yes No
- 6 Did the organization have any operations in or related to any boycotting countries during the tax year? *If "Yes," the organization may be required to file Form 5713, International Boycott Report (see Instructions for Form 5713)* Yes No

Part V **Supplemental Information**

Complete this part to 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 J
(Form 990)**

Department of the Treasury
Internal Revenue Service

Compensation Information

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

- ▶ Complete if the organization answered "Yes" to Form 990, Part IV, line 23.
- ▶ Attach to Form 990. ▶ See separate instructions.
- ▶ Information about Schedule J (Form 990) and its instructions is at www.irs.gov/form990.

OMB No. 1545-0047

2013

**Open to Public
Inspection**

Name of the organization

CLEVELAND MUSEUM OF ART

Employer identification number

34-0714336

Part I Questions Regarding Compensation

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

- | | |
|--|--|
| <input type="checkbox"/> First-class or charter travel | <input type="checkbox"/> Housing allowance or residence for personal use |
| <input type="checkbox"/> Travel for companions | <input type="checkbox"/> Payments for business use of personal residence |
| <input type="checkbox"/> Tax indemnification and gross-up payments | <input type="checkbox"/> Health or social club dues or initiation fees |
| <input type="checkbox"/> Discretionary spending account | <input type="checkbox"/> Personal services (e.g., 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

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 in line 1a?

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

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

4 During the year, did any person listed in Form 990, Part VII, Section A, line 1a, with respect to the filing organization or a related organization:

- a** Receive a severance payment or change-of-control payment?
 - b** Participate in, or receive payment from, a supplemental nonqualified retirement plan?
 - c** Participate in, or receive payment from, an equity-based compensation arrangement?
- If "Yes" to any of lines 4a-c, list the persons and provide the applicable amounts for each item in Part III.

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

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

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

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

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

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

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

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

	Yes	No
1a		
1b		
2		
3		
4a		X
4b	X	
4c		X
5a		X
5b		X
6a		X
6b		X
7		X
8		X
9		

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

Schedule J (Form 990) 2013

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

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

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

	(A) Name and Title	(B) Breakdown of W-2 and/or 1099-MISC compensation			(C) Retirement and other deferred compensation	(D) Nontaxable benefits	(E) Total of columns (B)(i)-(D)	(F) Compensation reported as deferred in prior Form 990
		(i) Base compensation	(ii) Bonus & incentive compensation	(iii) Other reportable compensation				
1	AUGUST A. NAPOLI JR, DE VP & CHIEF ADVANCEMENT	274,027.	0	0	13,271.	22,822.	310,120.	0
2	CHARLES G. MANN CHIEF CURATOR	141,447.	0	0	2,923.	11,898.	156,268.	0
3	JEFFREY W. STREAN DIR DESIGN & ARCHITECTURE	128,213.	0	0	13,539.	22,595.	164,347.	0
4	LAWRENCE W. BLOOMENKRAN INTERIM SNR DIR MARKETING	176,077.	0	0	0	0	176,077.	0
5	DAVID G. FRANKLIN END 1 DIRECTOR, PRES & CEO	437,161.	0	0	0	19,974.	457,135.	0
6	EDWARD W. BAUER TREASURER	139,713.	0	6,022.	15,056.	16,352.	177,143.	0
7								
8								
9								
10								
11								
12								
13								
14								
15								
16								

Part III Supplemental Information

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

SCHEDULE J, PART 1, QUESTION 4B

SUPPLEMENTAL NONQUALIFIED DEFERRED COMPENSATION

THE CLEVELAND MUSEUM MAINTAINED A SUPPLEMENTAL NONQUALIFIED DEFERRED

COMPENSATION, 457(F) PLAN TO BENEFIT CEO, DAVID G. FRANKIN UNTIL 10/2013.

**SCHEDULE K
(Form 990)**

Department of the Treasury
Internal Revenue Service

Name of the organization

CLEVELAND MUSEUM OF ART

Supplemental Information on Tax-Exempt Bonds

▶ Complete if the organization answered "Yes" to Form 990, Part IV, line 24a. Provide descriptions, explanations, and any additional information in Part VI.

▶ Attach to Form 990. ▶ See separate instructions.

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

OMB No. 1545-0047

2013

Open to Public
Inspection

Employer identification number
34-0714336

Part I Bond Issues

	(a) Issuer name	(b) Issuer EIN	(c) CUSIP #	(d) Date issued	(e) Issue price	(f) Description of purpose	(g) Defeased		(h) On behalf of issuer		(i) Pooled financing	
							Yes	No	Yes	No	Yes	No
A	CLEVELAND-CUYAHOGA COUNTY PORT AUTHORITY	34-1029691	18610PAE8	10/20/2005	90,000,000. SEE PART VI			X		X		X
B	CLEVELAND-CUYAHOGA COUNTY PORT AUTHORITY	34-1029691	18610PAR9	07/01/2010	75,917,326. SEE PART VI			X		X		X
C												
D												

Part II Proceeds

	A		B		C		D	
	Yes	No	Yes	No	Yes	No	Yes	No
1	Amount of bonds retired							
2	Amount of bonds legally defeased							
3	Total proceeds of issue 91,582,917. 75,477,248.							
4	Gross proceeds in reserve funds							
5	Capitalized interest from proceeds							
6	Proceeds in refunding escrows							
7	Issuance costs from proceeds 861,928. 917,326.							
8	Credit enhancement from proceeds 160,600.							
9	Working capital expenditures from proceeds							
10	Capital expenditures from proceeds 90,560,389. 74,559,922.							
11	Other spent proceeds							
12	Other unspent proceeds							
13	Year of substantial completion 2009 2013							
14	Were the bonds issued as part of a current refunding issue? X							
15	Were the bonds issued as part of an advance refunding issue? X							
16	Has the final allocation of proceeds been made? X							
17	Does the organization maintain adequate books and records to support the final allocation of proceeds? X							

Part III Private Business Use

	A		B		C		D	
	Yes	No	Yes	No	Yes	No	Yes	No
1	Was the organization a partner in a partnership, or a member of an LLC, which owned property financed by tax-exempt bonds? X							
2	Are there any lease arrangements that may result in private business use of bond-financed property? X							

Part III Private Business Use (Continued) SEE PART VI

	A		B		C		D	
	Yes	No	Yes	No	Yes	No	Yes	No
3a Are there any management or service contracts that may result in private business use of bond-financed property?		X	X					
b If "Yes" to line 3a, does the organization routinely engage bond counsel or other outside counsel to review any management or service contracts relating to the financed property?			X					
c Are there any research agreements that may result in private business use of bond-financed property?		X		X				
d If "Yes" to line 3c, does the organization routinely engage bond counsel or other outside counsel to review any research agreements relating to the financed property?								
4 Enter the percentage of financed property used in a private business use by entities other than a section 501(c)(3) organization or a state or local government		%		%		%		%
5 Enter the percentage of financed property used in a private business use as a result of unrelated trade or business activity carried on by your organization, another section 501(c)(3) organization, or a state or local government		%		%		%		%
6 Total of lines 4 and 5		%		%		%		%
7 Does the bond issue meet the private security or payment test?		X		X				
8a Has there been a sale or disposition of any of the bond-financed property to a non-governmental person other than a 501(c)(3) organization since the bonds were issued?		X		X				
b If "Yes" to line 8a, enter the percentage of bond-financed property sold or disposed of		%		%		%		%
c If "Yes" to line 8a, was any remedial action taken pursuant to Regulations sections 1.141-12 and 1.145-2?								
9 Has the organization established written procedures to ensure that all nonqualified bonds of the issue are remediated in accordance with the requirements under Regulations sections 1.141-12 and 1.145-2?								

Part IV Arbitrage

	A		B		C		D	
	Yes	No	Yes	No	Yes	No	Yes	No
1 Has the issuer filed Form 8038-T, Arbitrage Rebate, Yield Reduction and Penalty in Lieu of Arbitrage Rebate?		X		X				
2 If "No" to line 1, did the following apply?								
a Rebate not due yet?		X		X				
b Exception to rebate?		X		X				
c No rebate due?		X		X				
If you checked "No rebate due" in line 2c, provide in Part VI the date the rebate computation was performed								
3 Is the bond issue a variable rate issue?		X		X				
4a Has the organization or the governmental issuer entered into a qualified hedge with respect to the bond issue?		X		X				
b Name of provider								
c Term of hedge								
d Was the hedge superintegrated?								
e Was the hedge terminated?								

Part VI Supplemental Information. Provide additional information for responses to questions on Schedule K (see instructions) (Continued)

DESCRIPTION OF PURPOSE FOR TAX-EXEMPT BONDS

SCHEDULE K, PART I, COLUMN F, LINE A

THE PROCEEDS FROM THE CULTURAL FACILITY REVENUE BONDS ISSUED BY THE CLEVELAND-CUYAHOGA PORT AUTHORITY ARE BEING USED TO FINANCE THE MUSEUM'S CONSTRUCTION, RENOVATION AND EXPANSION PROJECT. THE BONDS WERE ISSUED IN FOUR SERIES (I) THE SERIES A BONDS IN THE PRINCIPAL AMOUNT OF \$30,000,000, (II) THE SERIES B BONDS IN THE PRINCIPAL AMOUNT OF \$20,000,000 (III) THE SERIES C BONDS IN THE PRINCIPAL AMOUNT OF \$20,000,000 AND (IV) THE SERIES D BONDS IN THE PRINCIPAL AMOUNT OF \$20,000,000.

ISSUER NAME: CLEVELAND-CUYAHOGA COUNTY PORT AUTHORITY

ISSUER EIN: 34-1029691

CUSIP#1: 18610PAB4

DATE ISSUED: 10/20/2005

ISSUE PRICE: \$30,000,000

DESCRIPTION: MUSEUM'S CONSTRUCTION, RENOVATION AND EXPANSION PROJECT

DEFEASED: N

ON BEHALF OF ISSUER: N

Part VI Supplemental Information. Provide additional information for responses to questions on Schedule K (see instructions) (Continued)

CUSIP#2: 18610PAC2

DATE ISSUED: 10/20/2005

ISSUE PRICE: \$20,000,000

DESCRIPTION: MUSEUM'S CONSTRUCTION, RENOVATION AND EXPANSION PROJECT

DEFEASED: N

ON BEHALF OF ISSUER: N

CUSIP#3: 18610PAD0

DATE ISSUED: 10/20/2005

ISSUE PRICE: \$20,000,000

DESCRIPTION: MUSEUM'S CONSTRUCTION, RENOVATION AND EXPANSION PROJECT

DEFEASED: N

ON BEHALF OF ISSUER: N

CUSIP#4: 18610PAE8

DATE ISSUED: 10/20/2005

ISSUE PRICE: \$20,000,000

DESCRIPTION: MUSEUM'S CONSTRUCTION, RENOVATION AND EXPANSION PROJECT

DEFEASED: N

ON BEHALF OF ISSUER: N

DESCRIPTION OF PURPOSE FOR TAX-EXEMPT BONDS

JSA
3E15112.000

64039J 1833 5/13/2015 4:46:20 PM V 13-7.15

Part VI Supplemental Information. Provide additional information for responses to questions on Schedule K (see instructions) (Continued)

SCHEDULE K, PART I, COLUMN F, LINE B

THE PROCEEDS FROM THE CULTURAL FACILITY REVENUE BONDS ISSUED BY THE CLEVELAND-CUYAHOGA PORT AUTHORITY IN 2010 ARE BEING USED TO FINANCE THE MUSEUM'S ONGOING CONSTRUCTION PROJECT. THE 2010 BONDS WERE ISSUED AT A PREMIUM WITH VARYING MATURITY DATES RANGING FROM OCTOBER 2018 TO 2022 AND WITH COUPON RATES RANGING FROM 3.00% TO 5.00%. THE PROCEEDS THE MUSEUM REALIZED ON THE BONDS TOTALED \$75,917,326.

CUSIP#4: 18610PAR9

DATE ISSUED: 07/01/2010

ISSUE PRICE: \$75,917,326

DESCRIPTION: MUSEUM'S CONSTRUCTION, RENOVATION AND EXPANSION PROJECT

DEFEASED: N

ON BEHALF OF ISSUER: N

POOLED FINANCING: N

POOLED FINANCING: N

TOTAL PROCEEDS OF ISSUE

SCHEDULE K, PART II, LINE 3, COLUMN B

THE BONDS WERE SOLD TO THE ORIGINAL PURCHASER UNDER THE TERMS OF THE BOND PURCHASE AGREEMENT AT AN AGGREGATE PURCHASE PRICE EQUAL TO \$75,477,248

DETERMINED AS FOLLOWS: THE PRINCIPAL AMOUNT OF THE BONDS (\$70,430,000),

Part VI Supplemental Information. Provide additional information for responses to questions on Schedule K (see instructions) (Continued)

PLUS NET ORIGINAL ISSUE PREMIUM (\$5,487,326.20) AND LESS UNDERWRITER'S

DISCOUNT (\$440,078).

DATE THE REBATE COMPUTATION WAS PERFORMED

SCHEDULE K, PART IV, LINE 2C, COLUMN A

12/16/2010.

PROCEDURES TO MONITOR REQUIREMENTS OF SECTION 148

SCHEDULE K, PART IV, LINE 7

WE DO NOT HAVE WRITTEN PROCEDURES TO MONITOR THE REQUIREMENTS OF SECTION 148 BUT ARE IN THE PROCESS OF IMPLEMENTING THEM. HOWEVER, WE BELIEVE THAT WE ARE IN FULL COMPLIANCE WITH ALL APPLICABLE REQUIREMENTS RELATED TO OUR TAX-EXEMPT BONDS.

PROCEDURES TO UNDERTAKE CORRECTIVE ACTION

SCHEDULE K, PART V

WE DO NOT HAVE WRITTEN PROCEDURES TO UNDERTAKE CORRECTIVE ACTION AT THIS TIME BUT ARE IN THE PROCESS OF IMPLEMENTING THEM. ALSO, WE DO NOT BELIEVE WE ARE IN VIOLATION OF ANY FEDERAL TAX REQUIREMENTS.

SCHEDULE L
(Form 990 or 990-EZ)

Transactions With Interested Persons

OMB No. 1545-0047

2013

Open To Public Inspection

Department of the Treasury
Internal Revenue Service

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

Name of the organization: **CLEVELAND MUSEUM OF ART**
Employer identification number: **34-0714336**

Part I Excess Benefit Transactions (section 501(c)(3) and section 501(c)(4) organizations only).
Complete if the organization answered "Yes" on Form 990, Part IV, line 25a or 25b, or Form 990-EZ, Part V, line 40b.

1	(a) Name of disqualified person	(b) Relationship between disqualified person and organization	(c) Description of transaction	(d) Corrected?	
				Yes	No
(1)					
(2)					
(3)					
(4)					
(5)					
(6)					

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

Part II Loans to and/or From Interested Persons.
Complete if the organization answered "Yes" on Form 990-EZ, Part V, line 38a or Form 990, Part IV, line 26; or if the organization reported an amount on Form 990, Part X, line 5, 6, or 22.

(a) Name of interested person	(b) Relationship with organization	(c) Purpose of loan	(d) Loan to or from the organization?		(e) Original principal amount	(f) Balance due	(g) In default?		(h) Approved by board or committee?		(i) Written agreement?	
			To	From			Yes	No	Yes	No	Yes	No
ATTACHMENT 1												
(1)												
(2)												
(3)												
(4)												
(5)												
(6)												
(7)												
(8)												
(9)												
(10)												
Total ▶ \$						494,281.						

Part III Grants or Assistance Benefiting Interested Persons.
Complete if the organization answered "Yes" on Form 990, Part IV, line 27.

(a) Name of interested person	(b) Relationship between interested person and the organization	(c) Amount of assistance	(d) Type of assistance	(e) Purpose of assistance
(1)				
(2)				
(3)				
(4)				
(5)				
(6)				
(7)				
(8)				
(9)				
(10)				

For Paperwork Reduction Act Notice, see the Instructions for Form 990 or 990-EZ. Schedule L (Form 990 or 990-EZ) 2013

Part IV Business Transactions Involving Interested Persons.

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

(a) Name of interested person	(b) Relationship between interested person and the organization	(c) Amount of transaction	(d) Description of transaction	(e) Sharing of organization's revenues?	
				Yes	No
(1)					
(2)					
(3)					
(4)					
(5)					
(6)					
(7)					
(8)					
(9)					
(10)					

Part V Supplemental Information

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

Part IV Business Transactions Involving Interested Persons.

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

(a) Name of interested person	(b) Relationship between interested person and the organization	(c) Amount of transaction	(d) Description of transaction	(e) Sharing of organization's revenues?	
				Yes	No
(1)					
(2)					
(3)					
(4)					
(5)					
(6)					
(7)					
(8)					
(9)					
(10)					

Part V Supplemental Information

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

ATTACHMENT 1

SCHEDULE L, PART II

NAME	RELATIONSHIP	PURPOSE	TO	FROM	ORIGINAL	BALANCE DUE	Y	N	Y	N	Y	N
KATHARINE LEE REID		SPLIT-DOLLAR INS.		X	650,384.	494,281.	X		X		X	

**SCHEDULE M
(Form 990)**

Noncash Contributions

OMB No. 1545-0047

2013

**Open To Public
Inspection**

Department of the Treasury
Internal Revenue Service

- ▶ Complete if the organizations answered "Yes" on Form 990, Part IV, lines 29 or 30.
- ▶ Attach to Form 990.
- ▶ Information about Schedule M (Form 990) and its instructions is at www.irs.gov/form990.

Name of the organization

CLEVELAND MUSEUM OF ART

Employer identification number

34-0714336

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	825 .	0	SEE SCH M, PART II
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	102 .	1,636,527 .	FMV-GIFT DATE
10 Securities - Closely held stock				
11 Securities - Partnership, LLC, or trust interests				
12 Securities - Miscellaneous				
13 Qualified conservation contribution - Historic structures				
14 Qualified conservation contribution - Other				
15 Real estate - Residential	X	1 .	125,000 .	APPRAISAL VALUE
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 ▶ (_____)				
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
30 a During the year, did the organization receive by contribution any property reported in Part I, lines 1-28, that it must hold for at least three years from the date of the initial contribution, and which is not required to be used for exempt purposes for the entire holding period?		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 non-standard contributions?	X	
32 a 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 did not 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) (2013)

JSA

3E1298 1.000

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

SCHEDULE M, PART I, LINE 33

CONTRIBUTIONS OF ARTWORK

VARIOUS ART OBJECTS NOT RECORDED ON BOOK.

SCHEDULE O
(Form 990 or 990-EZ)

Department of the Treasury
Internal Revenue Service

Name of the organization

CLEVELAND MUSEUM OF ART

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.**

OMB No. 1545-0047

2013

**Open to Public
Inspection**

Employer identification number

34-0714336

FORM 990, PART III, LINE 4D

DESCRIPTION OF OTHER PROGRAM SERVICES

THE CLEVELAND MUSEUM OF ART PROVIDES A COLLECTION OF WORKS OF ART THAT REPRESENTS THE HIGHEST AESTHETIC ACHIEVEMENT OF INDIVIDUALS AND CIVILIZATIONS, PAST AND PRESENT, FOR THE BENEFIT OF THE PUBLIC. THE MUSEUM HAS THREE EQUAL OBLIGATIONS: CARE, PRESENTATION, AND DEVELOPMENT. THE MUSEUM DEVELOPS AND REFINES THE EXISTING COLLECTION AND MAINTAINS HIGH ETHICAL STANDARDS IN ITS PURSUIT. IN ORDER TO PRESERVE THE COLLECTION FOR FUTURE GENERATIONS, PROPER CONSERVATION PRACTICES AND APPROPRIATE SECURITY ARE MAINTAINED. USING ITS COLLECTION AND OTHER RESOURCES, THE MUSEUM HAS A COMMITMENT TO SERVE A VARIETY OF AUDIENCES, ALWAYS SEEKING A DYNAMIC INTERACTION BETWEEN THE VISITORS AND THE WORKS OF ART. MUSEUM STAFF ENDEAVOR TO CREATE A RANGE OF PROGRAMS THAT ENLIGHTEN AND DELIGHT BOTH A BROAD AUDIENCE AND VISITORS WITH MORE SPECIFIC INTERESTS. INFORMATION ON THE COLLECTION AND THE CONTINUING RESEARCH THEREON BY THE PROFESSIONAL STAFF IS DISSEMINATED THROUGH EDUCATIONAL ACTIVITIES AND PUBLICATIONS. THE MUSEUM PRESENTS PROGRAMS IN RELATED AREAS SUCH AS MUSIC AND FILM SINCE THEY CAN CONTRIBUTE TO A BROADER UNDERSTANDING OF THE ARTS.

FORM 990, PART VI, LINE 2

DESCRIPTION OF RELATIONSHIPS

ROBERT W. GILLESPIE, JAMES A. RATNER, RICHARD H. FEARON AND ALFRED M. RANKIN JR. SIT ON THE BOARD OF JOHN HUNTINGTON TRUST.

Name of the organization CLEVELAND MUSEUM OF ART	Employer identification number 34-0714336
---	--

FORM 990, PART VI, LINE 11B

DESCRIBE PROCESS USED BY MANAGEMENT &/OR GOVERNING BODY TO REVIEW 990 IN CONJUNCTION WITH EXTERNAL TAX ADVISORS, THE MUSEUM'S TREASURER AND FINANCE OFFICE PARTICIPATE IN DETAILED REVIEWS OF FORM 990 IN ITS ENTIRETY. A COMPLETE DRAFT COPY OF FORM 990 INCLUDING REQUIRED SCHEDULES IS PROVIDED TO EACH MEMBER OF THE AUDIT COMMITTEE OF THE MUSEUM BOARD OF TRUSTEES FOR REVIEW PRIOR TO ELECTRONICALLY FILING THE RETURN WITH THE IRS.

FORM 990, PART VI, LINE 12C

DESCRIPTION OF PROCESS TO MONITOR TRANSACTIONS FOR CONFLICTS OF INTEREST IN ORDER TO ASSIST THE MUSEUM IN IDENTIFYING DUALITIES OF INTEREST AND THEN FOLLOWING APPROPRIATE PROCEDURES, TRUSTEES SHOULD MAKE ANNUAL DISCLOSURES TO THE MUSEUM. VIA THE DIRECTOR'S OFFICE, TRUSTEES ARE ASKED TO SIGN DISCLOSURE STATEMENTS AND CONFIRM RECEIPT AND SUBSTANTIAL COMPLIANCE OF THE ETHICAL GUIDELINES OF THE MUSEUM. THE ETHICAL GUIDELINES ASSIST TRUSTEES IN IDENTIFYING, FROM TIME TO TIME, POTENTIAL DUALITIES OF INTEREST THAT NEED TO BE DISCLOSED TO THE MUSEUM.

FORM 990, PART VI, LINE 15A

OFFICERS & POSITIONS FOR WHICH PROCESS WAS USED, & YEAR PROCESS WAS BEGUN

THE COMPENSATION COMMITTEE OF THE MUSEUM BOARD OF TRUSTEES ANNUALLY DETERMINES THE COMPENSATION OF THE CEO AND MUSEUM DIRECTOR POSITION.

FORM 990, PART VI, LINE 15B

OFFICES & POSITIONS FOR WHICH PROCESS WAS USED, & YEAR PROCESS WAS BEGUN

Name of the organization

CLEVELAND MUSEUM OF ART

Employer identification number

34-0714336

COMPENSATION OF OTHER OFFICERS OR KEY EMPLOYEES IS DETERMINED BY AN ANNUAL PERFORMANCE REVIEW AS PREPARED BY THE IMMEDIATE SUPERVISOR. EACH ASSESSMENT IS REVIEWED BY HUMAN RESOURCES, DIVISION CHIEF, THE CEO AND MUSEUM DIRECTOR. THE SALARY RANGES FOR THE INDIVIDUALS ARE CONFIGURED IN RELATION TO COMPARABLE INDUSTRY AND REGIONAL SUPPORT DATA.

FORM 990, PART VI, LINE 19

AVAIL OF GOV DOCS, COI POLICY, & FINANCIAL STMTS TO GEN PUBLIC ANNUAL AUDITED FINANCIAL STATEMENTS ARE AVAILABLE ON CMA'S WEBSITE. CMA'S GOVERNING DOCUMENTS AND CONFLICT OF INTEREST POLICY ARE AVAILABLE TO THE PUBLIC UPON REQUEST.

FORM 990, PART XI, LINE 9

CHANGES IN NET ASSETS

CHANGE IN FV OF CHARITABLE PERPETUAL TRUSTS	\$30,104,691
CHANGE IN FUNDED STATUS PENSION AND POSTRETIREMENT MEDICAL	(2,197,844)
CHANGE IN FV OF DERIVATIVE INSTRUMENTS	356,190
LOSS FROM PARTNERSHIP	259,781
OTHER NON-OPERATING CHANGE	(121,961)

	\$28,400,857

PART XI, LINE 9

ATTACHMENT 1

FORM 990, PART III, LINE 1 - ORGANIZATION'S MISSION

THE MISSION OF THE CLEVELAND MUSEUM OF ART IS TO FULFILL ITS DUAL ROLES AS ONE OF THE WORLD'S MOST DISTINGUISHED COMPREHENSIVE ART MUSEUMS AND AS ONE OF NORTHEASTERN OHIO'S PRINCIPAL CIVIC AND CULTURAL INSTITUTIONS. THE MUSEUM, ESTABLISHED IN 1913 "FOR THE

Name of the organization CLEVELAND MUSEUM OF ART	Employer identification number 34-0714336
---	--

ATTACHMENT 1 (CONT'D)FORM 990, PART III, LINE 1 - ORGANIZATION'S MISSION

BENEFIT OF ALL THE PEOPLE FOREVER," 1 SEEKS TO BRING THE PLEASURE AND MEANING OF ART TO THE BROADEST POSSIBLE AUDIENCE IN ACCORDANCE WITH THE HIGHEST AESTHETIC, INTELLECTUAL AND PROFESSIONAL STANDARDS. TOWARD THIS END THE MUSEUM AUGMENTS, PRESERVES, EXHIBITS AND FOSTERS UNDERSTANDING OF THE OUTSTANDING COLLECTIONS OF WORLD ART IT HOLDS IN TRUST FOR THE PUBLIC AND PRESENTS COMPLEMENTARY EXHIBITIONS AND PROGRAMS. THE CLEVELAND MUSEUM OF ART EMBRACES ITS LEADERSHIP ROLE IN COLLECTING, SCHOLARSHIP, EDUCATION AND COMMUNITY SERVICE. (1. J.H. WADE II, ACT OF CONVEYANCE OF LAND TO BE USED FOR THE CMA.)

ATTACHMENT 2990, PART VII- COMPENSATION OF THE FIVE HIGHEST PAID IND. CONTRACTORS

<u>NAME AND ADDRESS</u>	<u>DESCRIPTION OF SERVICES</u>	<u>COMPENSATION</u>
PANZICA/GILBANE JOINT VENTURE 7 JACKSON WALKWAY PROVIDENCE, RI 02903	CONSTRUCTION MGMT	8,192,696.
STERN ADVERTISING 900 MAIN AVE CLEVELAND, OH 44113	ADVERTISING	904,697.
RAFAEL VINOLY ARCHITECTS PC 50 VANDAM ST NEW YORK, NY 10013	ARCHITECT	568,901.
HAHN LOESER & PARKS LLP 200 PUBLIC SQ, SUITE 2800 CLEVELAND, OH 44114	LEGAL	545,255.
MASTERPIECE INTERNATIONAL LTD 1699 WALL ST, SUITE 725 MOUNT PROSPECT, IL 60056	ART TRANSPORTATION	461,951.

SCHEDULE R (Form 990)

Department of the Treasury Internal Revenue Service

Name of the organization

CLEVELAND MUSEUM OF ART

Employer identification number

34-0714336

Related Organizations and Unrelated Partnerships

Complete if the organization answered "Yes" on Form 990, Part IV, line 33, 34, 35b, 36, or 37.

Attach to Form 990. See separate instructions.

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

Open to Public Inspection

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

Table with 6 columns: (a) Name, address, and EIN; (b) Primary activity; (c) Legal domicile; (d) Total income; (e) End-of-year assets; (f) Direct controlling entity. Rows 1-6 are dashed lines.

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.

Table with 7 columns: (a) Name, address, and EIN; (b) Primary activity; (c) Legal domicile; (d) Exempt Code section; (e) Public charity status; (f) Direct controlling entity; (g) Section 512(b)(13) controlled entity? (Yes/No). Rows 1-7 are dashed lines.

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

Schedule R (Form 990) 2013

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) CLEVELHUNT LLC 30-0692741 11150 EAST BOULEVARD	INVESTMENT	OH	N/A	EXCLUDED	27,448,420.	444,738,548.		X	-259,781.		X	76.0945
(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) -----									
(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.

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

	Yes	No
a Receipt of (i) interest (ii) annuities (iii) royalties or (iv) rent from a controlled entity		X
b Gift, grant, or capital contribution to related organization(s)		X
c Gift, grant, or capital contribution from related organization(s)		X
d Loans or loan guarantees to or for related organization(s)		X
e Loans or loan guarantees by related organization(s)		X
f Dividends from related organization(s)		X
g Sale of assets to related organization(s)		X
h Purchase of assets from related organization(s)		X
i Exchange of assets with related organization(s)		X
j Lease of facilities, equipment, or other assets to related organization(s)		X
k Lease of facilities, equipment, or other assets from related organization(s)		X
l Performance of services or membership or fundraising solicitations for related organization(s)		X
m Performance of services or membership or fundraising solicitations by related organization(s)		X
n Sharing of facilities, equipment, mailing lists, or other assets with related organization(s)		X
o Sharing of paid employees with related organization(s)		X
p Reimbursement paid to related organization(s) for expenses		X
q Reimbursement paid by related organization(s) for expenses		X
r Other transfer of cash or property to related organization(s)		X
s Other transfer of cash or property from related organization(s)		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)	CLEVEHUNT LLC	Q	150,000.	ACTUAL EXPENSE
(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 section 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) -----													
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(13) -----													
(14) -----													
(15) -----													
(16) -----													

Part VII **Supplemental Information**

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