

Form **990**

**Return of Organization Exempt From Income Tax**  
Under section 501(c), 527, or 4947(a)(1) of the Internal Revenue Code (except private foundations)

OMB No. 1545-0047

**2013**

Department of the Treasury  
Internal Revenue Service

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](http://www.irs.gov/form990)

Open to Public Inspection

**A** For the 2013 calendar year, or tax year beginning **JUL 1, 2013** and ending **JUN 30, 2014**

<b>B</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	<b>C</b> Name of organization <b>THE MUSEUM OF FINE ARTS, HOUSTON</b>	<b>D</b> Employer identification number <b>74-1109655</b>
	Doing Business As Number and street (or P.O. box if mail is not delivered to street address) Room/suite <b>P.O. BOX 6826</b>	<b>E</b> Telephone number <b>713-639-7300</b>
City or town, state or province, country, and ZIP or foreign postal code <b>HOUSTON, TX 77265-6826</b>		<b>G</b> Gross receipts \$ <b>200,426,734.</b>
<b>F</b> Name and address of principal officer: <b>GARY TINTEROW</b> <b>SAME AS C ABOVE</b>		<b>H(a)</b> Is this a group return for subordinates? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No <b>H(b)</b> Are all subordinates included? <input type="checkbox"/> Yes <input type="checkbox"/> No If "No," attach a list. (see instructions) <b>H(c)</b> Group exemption number ▶
<b>I</b> 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		
<b>J</b> Website: ▶ <b>WWW.MFAH.ORG</b>		
<b>K</b> Form of organization: <input checked="" type="checkbox"/> Corporation <input type="checkbox"/> Trust <input type="checkbox"/> Association <input type="checkbox"/> Other ▶		<b>L</b> Year of formation: <b>1924</b> <b>M</b> State of legal domicile: <b>TX</b>

**Part I Summary**

<b>Activities &amp; Governance</b>	<b>1</b> Briefly describe the organization's mission or most significant activities: <b>THE MUSEUM OF FINE ARTS, HOUSTON (THE "MUSEUM") IS ORGANIZED AND IS TO BE OPERATED EXCLUSIVELY FOR</b>		
	<b>2</b> Check this box <input type="checkbox"/> if the organization discontinued its operations or disposed of more than 25% of its net assets.		
	<b>3</b> Number of voting members of the governing body (Part VI, line 1a)	<b>3</b>	<b>85</b>
	<b>4</b> Number of independent voting members of the governing body (Part VI, line 1b)	<b>4</b>	<b>78</b>
	<b>5</b> Total number of individuals employed in calendar year 2013 (Part V, line 2a)	<b>5</b>	<b>796</b>
	<b>6</b> Total number of volunteers (estimate if necessary)	<b>6</b>	<b>1183</b>
	<b>7a</b> Total unrelated business revenue from Part VIII, column (C), line 12	<b>7a</b>	<b>-2,603,893.</b>
<b>b</b> Net unrelated business taxable income from Form 990-T, line 34	<b>7b</b>	<b>-2,230,855.</b>	
<b>Revenue</b>	<b>8</b> Contributions and grants (Part VIII, line 1h)	<b>Prior Year</b>	<b>Current Year</b>
	<b>9</b> Program service revenue (Part VIII, line 2g)	<b>172,557,739.</b>	<b>95,430,679.</b>
	<b>10</b> Investment income (Part VIII, column (A), lines 3, 4, and 7d)	<b>8,178,688.</b>	<b>7,621,824.</b>
	<b>11</b> Other revenue (Part VIII, column (A), lines 5, 6d, 8c, 9c, 10c, and 11e)	<b>44,860,453.</b>	<b>60,198,433.</b>
	<b>12</b> Total revenue - add lines 8 through 11 (must equal Part VIII, column (A), line 12)	<b>141,704.</b>	<b>239,936.</b>
<b>Expenses</b>	<b>13</b> Grants and similar amounts paid (Part IX, column (A), lines 1-3)	<b>225,738,584.</b>	<b>163,490,872.</b>
	<b>14</b> Benefits paid to or for members (Part IX, column (A), line 4)	<b>119,060.</b>	<b>161,903.</b>
	<b>15</b> Salaries, other compensation, employee benefits (Part IX, column (A), lines 5-10)	<b>0.</b>	<b>0.</b>
	<b>16a</b> Professional fundraising fees (Part IX, column (A), line 11e)	<b>30,485,542.</b>	<b>31,613,298.</b>
	<b>b</b> Total fundraising expenses (Part IX, column (D), line 25) ▶ <b>3,534,465.</b>	<b>42,000.</b>	<b>42,000.</b>
	<b>17</b> Other expenses (Part IX, column (A), lines 11a-11d, 11f-24e)	<b>53,838,021.</b>	<b>64,779,766.</b>
<b>18</b> Total expenses. Add lines 13-17 (must equal Part IX, column (A), line 25)	<b>84,484,623.</b>	<b>96,596,967.</b>	
<b>19</b> Revenue less expenses. Subtract line 18 from line 12	<b>141,253,961.</b>	<b>66,893,905.</b>	
<b>Net Assets or Fund Balances</b>	<b>20</b> Total assets (Part X, line 16)	<b>Beginning of Current Year</b>	<b>End of Year</b>
	<b>21</b> Total liabilities (Part X, line 26)	<b>1,315,043,286.</b>	<b>1,521,009,382.</b>
	<b>22</b> Net assets or fund balances. Subtract line 21 from line 20	<b>15,797,267.</b>	<b>24,180,937.</b>
		<b>1,299,246,019.</b>	<b>1,496,828,445.</b>

**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.

<b>Sign Here</b>	Signature of officer <b>GARY TINTEROW, DIRECTOR</b>	Date			
	Type or print name and title				
<b>Paid Preparer Use Only</b>	Print/Type preparer's name <b>BROOKE KITCHEN</b>	Preparer's signature. <i>Brooke Kitchen</i>	Date <b>05/13/15</b>	Check if self-employed <input type="checkbox"/>	PTIN <b>P00849302</b>
	Firm's name ▶ <b>DELOITTE TAX LLP</b>	Firm's EIN ▶ <b>86-1065772</b>			
	Firm's address ▶ <b>1111 BAGBY STREET, SUITE 4500 HOUSTON, TX 77002-4196</b>	Phone no. <b>713-982-2000</b>			

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

**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 line)	(C) Position (check all that apply)						(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			
(47) MR. JAMES EDWARD MALONEY TRUSTEE	1.00 0.00	X					0.	0.	0.	
(48) MR. JESSE H. JONES, II TRUSTEE	1.00 0.00	X					0.	0.	0.	
(49) MR. ANDRIUS KONTRIMAS TRUSTEE	1.00 0.00	X					0.	0.	0.	
(50) MRS. SIMA LADJEVARDIAN TRUSTEE	1.00 0.00	X					0.	0.	0.	
(51) MRS. ANN G. TRAMMELL TRUSTEE	1.00 0.00	X					0.	0.	0.	
(52) MRS. ROLANETTE LAWRENCE TRUSTEE	1.00 0.00	X					0.	0.	0.	
(53) MS. MARTHA KATHERINE LONG TRUSTEE	1.00 0.00	X					0.	0.	0.	
(54) MS. MARGARET A. WILLIAMS TRUSTEE	1.00 0.00	X					0.	0.	0.	
(55) MRS. JUDY E. MARGOLIS TRUSTEE	1.00 0.00	X					0.	0.	0.	
(56) MR. WILLIAM N. MATHIS TRUSTEE	1.00 0.00	X					0.	0.	0.	
(57) MRS. LISA M. MEARS TRUSTEE	1.00 0.00	X					0.	0.	0.	
(58) MRS. NIDHIKA O. MEHTA TRUSTEE	1.00 0.00	X					0.	0.	0.	
(59) MR. LENOIR M. JOSEY, II TRUSTEE	1.00 0.00	X					0.	0.	0.	
(60) MR. MICHAEL C. LINN TRUSTEE	1.00 0.00	X					0.	0.	0.	
(61) MRS. SARA S. MORGAN TRUSTEE	1.00 0.00	X					0.	0.	0.	
(62) MRS. PAMELA F. OTT TRUSTEE	1.00 0.00	X					0.	0.	0.	
(63) MRS. KIRBY COHN MCCOOL TRUSTEE	1.00 0.00	X					0.	0.	0.	
(64) MR. SAMUEL F. GORMAN TRUSTEE	1.00 0.00	X					0.	0.	0.	
(65) MRS. CHERIE FLORES TRUSTEE	1.00 0.00	X					0.	0.	0.	
(66) MS. NANCY POWELL MOORE TRUSTEE	1.00 0.00	X					0.	0.	0.	
Total to Part VII, Section A, line 1c										

Part III Statement of Program Service Accomplishments

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

1 Briefly describe the organization's mission: THE MUSEUM OF FINE ARTS, HOUSTON (THE "MUSEUM") IS ORGANIZED AND IS TO BE OPERATED EXCLUSIVELY FOR CHARITABLE, SCIENTIFIC, LITERARY, AND EDUCATIONAL PURPOSES, INCLUDING THE OPERATION AND MAINTENANCE OF ONE OR MORE MUSEUM FACILITIES AND, IN CONNECTION THEREWITH, THE OPERATION

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 [X] 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 [X] 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 \$ 6,490,378. including grants of \$ ) (Revenue \$ 2,584,525.) EDUCATION AND PUBLIC PROGRAMS

4b (Code: ) (Expenses \$ 68,351,177. including grants of \$ 161,903.) (Revenue \$ 765,394.) ACCESSIONS, CURATORIAL AND EXHIBIT EXPENSES

4c (Code: ) (Expenses \$ 3,689,594. including grants of \$ ) (Revenue \$ 1,641,800.) GLASSELL SCHOOL OF ART

4d Other program services (Describe in Schedule O.) (Expenses \$ 1,471,510. including grants of \$ ) (Revenue \$ 2,630,105.)

4e Total program service expenses 80,002,659.

**Part IV Checklist of Required Schedules**

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

**Part IV Checklist of Required Schedules** (continued)

	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? If "Yes," complete Schedule I, Parts I and II		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? If "Yes," complete Schedule I, Parts I and III	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? If "Yes," complete Schedule J	X	
24a Did the organization have a tax-exempt bond issue with an outstanding principal amount of more than \$100,000 as of the last day of the year, that was issued after December 31, 2002? If "Yes," answer lines 24b through 24d and complete Schedule K. If "No," go to line 25a		X
b Did the organization invest any proceeds of tax-exempt bonds beyond a temporary period exception?		
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?		
d Did the organization act as an "on behalf of" issuer for bonds outstanding at any time during the year?		
25a <b>Section 501(c)(3) and 501(c)(4) organizations.</b> Did the organization engage in an excess benefit transaction with a disqualified person during the year? If "Yes," complete Schedule L, Part I		X
b Is the organization aware that it engaged in an excess benefit transaction with a disqualified person in a prior year, and that the transaction has not been reported on any of the organization's prior Forms 990 or 990-EZ? If "Yes," complete Schedule L, Part I		X
26 Did the organization report any amount on Part X, line 5, 6, or 22 for receivables from or payables to any current or former officers, directors, trustees, key employees, highest compensated employees, or disqualified persons? 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? If "Yes," complete Schedule L, Part III		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? If "Yes," complete Schedule L, Part IV		X
b A family member of a current or former officer, director, trustee, or key employee? If "Yes," complete Schedule L, Part IV		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? If "Yes," complete Schedule L, Part IV		X
29 Did the organization receive more than \$25,000 in non-cash contributions? If "Yes," complete Schedule M	X	
30 Did the organization receive contributions of art, historical treasures, or other similar assets, or qualified conservation contributions? If "Yes," complete Schedule M	X	
31 Did the organization liquidate, terminate, or dissolve and cease operations? If "Yes," complete Schedule N, Part I		X
32 Did the organization sell, exchange, dispose of, or transfer more than 25% of its net assets? If "Yes," complete Schedule N, Part II		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? If "Yes," complete Schedule R, Part I		X
34 Was the organization related to any tax-exempt or taxable entity? If "Yes," complete Schedule R, Part II, III, or IV, and Part V, line 1	X	
35a Did the organization have a controlled entity within the meaning of section 512(b)(13)?	X	
b If "Yes" to line 35a, did the organization receive any payment from or engage in any transaction with a controlled entity within the meaning of section 512(b)(13)? If "Yes," complete Schedule R, Part V, line 2		X
36 <b>Section 501(c)(3) organizations.</b> Did the organization make any transfers to an exempt non-charitable related organization? If "Yes," complete Schedule R, Part V, line 2		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? If "Yes," complete Schedule R, Part VI		X
38 Did the organization complete Schedule O and provide explanations in Schedule O for Part VI, lines 11b and 19?	X	

Note. All Form 990 filers are required to complete Schedule O

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

Main form table with columns for question number, description, sub-questions (1a-14b), Yes/No columns, and checkboxes. Includes questions about Form 1096, Form W-2G, Form W-3, Form 990-T, Form 8886-T, Form 8282, Form 8899, Form 1098-C, Form 4947(a)(1), and Form 720.

**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

**Section A. Governing Body and Management**

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

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

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

**Section C. Disclosure**

- 17** List the states with which a copy of this Form 990 is required to be filed **NONE**
- 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.  
 Own website  Another's website  Upon request  Other (explain in Schedule O)
- 19** Describe in Schedule O whether (and if so, how), the organization made its governing documents, conflict of interest policy, and financial statements available to the public during the tax year.
- 20** State the name, physical address, and telephone number of the person who possesses the books and records of the organization: **JULIA R. PETTY - 713-639-7566**  
**P.O. BOX 6826, HOUSTON, TX 77265-6826**

**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 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) MR. RICHARD D. KINDER LIFE TRUSTEE, CHAIRMAN	1.00 0.00	X		X				0.	0.	0.
(2) MRS. ANNE S. DUNCAN LIFE TRUSTEE, VICE-CHAIRMAN	1.00 0.00	X		X				0.	0.	0.
(3) MR. FRANK J. HEVRDEJS LIFE TRUSTEE, TREASURER	1.00 0.00	X		X				0.	0.	0.
(4) DR. MARJORIE G. HORNING LIFE TRUSTEE, SECRETARY	1.00 0.00	X		X				0.	0.	0.
(5) MRS. CORNELIA C. LONG LIFE TRUSTEE, CHAIRMAN EMBRITUS	1.00 0.00	X		X				0.	0.	0.
(6) MR. ISAAC ARNOLD, JR. LIFE TRUSTEE	1.00 0.00	X						0.	0.	0.
(7) MR. E. J. HUDSON, JR. LIFE TRUSTEE	1.00 0.00	X						0.	0.	0.
(8) MR. JOSEPH D. JAMAIL LIFE TRUSTEE	1.00 0.00	X						0.	0.	0.
(9) MRS. NANCY BROWN NEGLEY LIFE TRUSTEE	1.00 0.00	X						0.	0.	0.
(10) MS. ALICE C. SIMKINS LIFE TRUSTEE	1.00 0.00	X						0.	0.	0.
(11) MRS. JEANIE KILROY WILSON LIFE TRUSTEE	1.00 0.00	X						0.	0.	0.
(12) MR. RICHARD D. WORTHAM III LIFE TRUSTEE	1.00 0.00	X						0.	0.	0.
(13) MRS. GAIL F. ADLER TRUSTEE	1.00 0.00	X						0.	0.	0.
(14) MRS. SUSHILA AGRAWAL TRUSTEE	1.00 0.00	X						0.	0.	0.
(15) MRS. CAROL C. BALLARD TRUSTEE	1.00 0.00	X						0.	0.	0.
(16) MRS. KAROL BARNHART TRUSTEE	1.00 0.00	X						0.	0.	0.
(17) MR. JACK S. BLANTON, JR. TRUSTEE	1.00 0.00	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 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			
(18) MRS. ANN BOOKOUT LIFE TRUSTEE	1.00 0.00	X						0.	0.	0.
(19) MRS. ANNE S. BROWN TRUSTEE	1.00 0.00	X						0.	0.	0.
(20) MR. CHARLES BUTT TRUSTEE	1.00 0.00	X						0.	0.	0.
(21) MR. FRANK N. CARROLL TRUSTEE	1.00 0.00	X						0.	0.	0.
(22) MS. BETTIE CARTWRIGHT TRUSTEE	1.00 0.00	X						0.	0.	0.
(23) DR. ANNE S. CHAO TRUSTEE	1.00 0.00	X						0.	0.	0.
(24) HON. PETER R. CONEWAY TRUSTEE	1.00 0.00	X						0.	0.	0.
(25) MRS. MARY CULLEN TRUSTEE	1.00 0.00	X						0.	0.	0.
(26) MRS. ROSE CULLEN TRUSTEE	1.00 0.00	X						0.	0.	0.
<b>1b Sub-total</b>								0.	0.	0.
<b>c Total from continuation sheets to Part VII, Section A</b>								4,247,580.	0.	142,947.
<b>d Total (add lines 1b and 1c)</b>								4,247,580.	0.	142,947.

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 **30**

	Yes	No
3 Did the organization list any former officer, director, or trustee, key employee, or highest compensated employee on line 1a? If "Yes," complete Schedule J for such individual	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? If "Yes," complete Schedule J for such individual	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? If "Yes," complete Schedule J for such person		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
BALFOUR BEATTY CONSTRUCTION LLC, 4321 DIRECTOR ROW SUITE 100, HOUSTON, TX 77092	GENERAL CONTRACTOR	1,704,169.
PEAK ROOFING P.O. BOX 70768, HOUSTON, TX 77270-0768	GENERAL CONTRACTOR	1,516,011.
MASTERPIECE INTERNATIONAL LTD 39 BROADWAY SUITE 1410, NEW YORK, NY 10006	SHIPPING	1,366,073.
LINBECK GROUP LLC P.O. BOX 22500, HOUSTON, TX 77227-2500	GENERAL CONTRACTOR	1,308,527.
FAYEZ SAROFIM & CO. P.O. BOX 973701, DALLAS, TX 75397-3701	INVESTMENT SERVICE	977,181.

2 Total number of independent contractors (including but not limited to those listed above) who received more than \$100,000 of compensation from the organization **30**

SEE PART VII, SECTION A CONTINUATION SHEETS

**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 line)	(C) Position (check all that apply)						(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			
(27) MRS. RANIA DANIEL TRUSTEE	1.00 0.00	X						0.	0.	0.
(28) MRS. LINNET F. DEILY TRUSTEE	1.00 0.00	X						0.	0.	0.
(29) MS. SARA PASCHALL DODD TRUSTEE	1.00 0.00	X						0.	0.	0.
(30) MR. HOLBROOK F. DORN TRUSTEE	1.00 0.00	X						0.	0.	0.
(31) MR. RODNEY J. EICHLER TRUSTEE	1.00 0.00	X						0.	0.	0.
(32) MRS. CLAYTON ERIKSON TRUSTEE	1.00 0.00	X						0.	0.	0.
(33) MRS. ZEINA N. FARES TRUSTEE	1.00 0.00	X						0.	0.	0.
(34) MRS. LELA GIBBS TRUSTEE	1.00 0.00	X						0.	0.	0.
(35) MR. TOM GLANVILLE TRUSTEE	1.00 0.00	X						0.	0.	0.
(36) MRS. SANDRA GODFREY TRUSTEE	1.00 0.00	X						0.	0.	0.
(37) MR. ALFRED C. GLASSELL, III TRUSTEE	1.00 0.00	X						0.	0.	0.
(38) MS. CARROLL R. GOODMAN TRUSTEE	1.00 0.00	X						0.	0.	0.
(39) MRS. WINDI GRIMES TRUSTEE	1.00 0.00	X						0.	0.	0.
(40) MRS. BARBARA GAMSON TRUSTEE	1.00 0.00	X						0.	0.	0.
(41) MR. STEPHEN E. HAMILTON TRUSTEE	1.00 0.00	X						0.	0.	0.
(42) MR. WILLIAM J. HILL TRUSTEE	1.00 0.00	X						0.	0.	0.
(43) MR. RONALD E. HUEBSCH TRUSTEE	1.00 0.00	X						0.	0.	0.
(44) MS. CARLA KNOBLOCH TRUSTEE	1.00 0.00	X						0.	0.	0.
(45) MRS. ELISE ELKINS JOSEPH TRUSTEE	1.00 0.00	X						0.	0.	0.
(46) MS. CECILY E. HORTON TRUSTEE	1.00 0.00	X						0.	0.	0.
Total to Part VII, Section A, line 1c										

**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 line)	(C) Position (check all that apply)						(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			
(67) MS. JOAN MORGENSTERN TRUSTEE	1.00 0.00	X						0.	0.	0.
(68) MRS. LAURIE MORIAN TRUSTEE	1.00 0.00	X						0.	0.	0.
(69) MRS. BOBBIE NAU TRUSTEE	1.00 0.00	X						0.	0.	0.
(70) MRS. CYNTHIA PETRELLO TRUSTEE	1.00 0.00	X						0.	0.	0.
(71) MS. MARY LAWRENCE PORTER TRUSTEE	1.00 0.00	X						0.	0.	0.
(72) MRS. TINA PYNE TRUSTEE	1.00 0.00	X						0.	0.	0.
(73) MRS. MACEY HODGES REASONER TRUSTEE	1.00 0.00	X						0.	0.	0.
(74) MR. H. JOHN RILEY, JR. TRUSTEE	1.00 0.00	X						0.	0.	0.
(75) MS. BETH ROBERTSON TRUSTEE	1.00 0.00	X						0.	0.	0.
(76) MR. MANOLO SANCHEZ TRUSTEE	1.00 0.00	X						0.	0.	0.
(77) MRS. COURTNEY LANIER SAROFIM TRUSTEE	1.00 0.00	X						0.	0.	0.
(78) MRS. ALIYYA KOMBARGI STUDE TRUSTEE	1.00 0.00	X						0.	0.	0.
(79) MRS. JUDY SPENCE TATE TRUSTEE	1.00 0.00	X						0.	0.	0.
(80) MRS. PHOEBE TUDOR TRUSTEE	1.00 0.00	X						0.	0.	0.
(81) MR. JAMES D. WEAVER TRUSTEE	1.00 0.00	X						0.	0.	0.
(82) DR. FRAZIER WILSON TRUSTEE	1.00 0.00	X						0.	0.	0.
(83) MRS. CYVIA G. WOLFF TRUSTEE	1.00 0.00	X						0.	0.	0.
(84) MRS. NINA O'LEARY ZILKHA TRUSTEE	1.00 0.00	X						0.	0.	0.
(85) MR. MICHAEL G. COUSINS TRUSTEE	1.00 0.00	X						0.	0.	0.
(86) GARY TINTEROW DIRECTOR	35.00 0.00			X				715,165.	0.	21,539.
Total to Part VII, Section A, line 1c										



**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	
<b>Contributions, Gifts, Grants and Other Similar Amounts</b>	<b>1 a</b> Federated campaigns .....	<b>1a</b>					
	<b>b</b> Membership dues .....	<b>1b</b>					
	<b>c</b> Fundraising events .....	<b>1c</b>	4,574,169.				
	<b>d</b> Related organizations .....	<b>1d</b>					
	<b>e</b> Government grants (contributions) .....	<b>1e</b>	1,229,566.				
	<b>f</b> All other contributions, gifts, grants, and similar amounts not included above .....	<b>1f</b>	89,626,944.				
	<b>g</b> Noncash contributions included in lines 1a-1f: \$ .....		42,982,784.				
	<b>h Total.</b> Add lines 1a-1f .....		95,430,679.				
<b>Program Service Revenue</b>	<b>2 a</b> MEMBERSHIP	Business Code 900099	2,630,105.	2,630,105.			
	<b>b</b> ADMISSION, TOURS, LECTURES	900099	2,584,525.	2,584,525.			
	<b>c</b> SCHOOL TUITION	611600	1,641,800.	1,641,800.			
	<b>d</b> OTHER PROGRAM SERVICES	900969	765,394.	765,394.			
	<b>e</b> .....						
	<b>f</b> All other program service revenue .....						
	<b>g Total.</b> Add lines 2a-2f .....		7,621,824.				
<b>Other Revenue</b>	<b>3</b> Investment income (including dividends, interest, and other similar amounts) .....		22,146,580.		-2,603,893.	24,750,473.	
	<b>4</b> Income from investment of tax-exempt bond proceeds .....						
	<b>5</b> Royalties .....		1,064,146.			1,064,146.	
	<b>6 a</b> Gross rents .....	(i) Real	524,949.				
		(ii) Personal	0.				
		<b>b</b> Less: rental expenses .....					
		<b>c</b> Rental income or (loss) .....		524,949.			
	<b>d</b> Net rental income or (loss) .....		524,949.			524,949.	
	<b>7 a</b> Gross amount from sales of assets other than inventory .....	(i) Securities	69,954,692.				
		(ii) Other					
		<b>b</b> Less: cost or other basis and sales expenses .....		31,902,839.			
		<b>c</b> Gain or (loss) .....		38,051,853.			
	<b>d</b> Net gain or (loss) .....		38,051,853.			38,051,853.	
	<b>8 a</b> Gross income from fundraising events (not including \$ 4,574,169. of contributions reported on line 1c). See Part IV, line 18 .....	<b>a</b>	237,485.				
		<b>b</b> Less: direct expenses .....		1,644,899.			
<b>c</b> Net income or (loss) from fundraising events .....			-1,407,414.			-1,407,414.	
<b>9 a</b> Gross income from gaming activities. See Part IV, line 19 .....	<b>a</b>						
	<b>b</b> Less: direct expenses .....						
	<b>c</b> Net income or (loss) from gaming activities .....						
<b>10 a</b> Gross sales of inventory, less returns and allowances .....	<b>a</b>	3,060,518.					
	<b>b</b> Less: cost of goods sold .....		3,388,124.				
	<b>c</b> Net income or (loss) from sales of inventory .....		-327,606.			-327,606.	
<b>Miscellaneous Revenue</b>		<b>Business Code</b>					
<b>11 a</b> OTHER INCOME	900099	385,861.			385,861.		
	<b>b</b> .....						
	<b>c</b> .....						
	<b>d</b> All other revenue .....						
	<b>e Total.</b> Add lines 11a-11d .....		385,861.				
<b>12 Total revenue.</b> See instructions .....		163,490,872.	7,621,824.	-2,603,893.	63,042,262.		

**Part IX Statement of Functional Expenses**

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

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

Do not include amounts reported on lines 6b, 7b, 8b, 9b, and 10b of Part VIII.	(A) Total expenses	(B) Program service expenses	(C) Management and general expenses	(D) Fundraising expenses
1 Grants and other assistance to governments and organizations in the United States. See Part IV, line 21				
2 Grants and other assistance to individuals in the United States. See Part IV, line 22	154,652.	154,652.		
3 Grants and other assistance to governments, organizations, and individuals outside the United States. See Part IV, lines 15 and 16	7,251.	7,251.		
4 Benefits paid to or for members				
5 Compensation of current officers, directors, trustees, and key employees	1,047,669.		1,047,669.	
6 Compensation not included above, to disqualified persons (as defined under section 4958(f)(1)) and persons described in section 4958(c)(3)(B)				
7 Other salaries and wages	24,353,751.	18,903,135.	3,382,902.	2,067,714.
8 Pension plan accruals and contributions (include section 401(k) and 403(b) employer contributions)	822,417.	593,344.	153,668.	75,405.
9 Other employee benefits	3,539,954.	2,705,498.	659,984.	174,472.
10 Payroll taxes	1,849,507.	1,428,608.	296,848.	124,051.
11 Fees for services (non-employees):				
a Management				
b Legal	12,909.		12,909.	
c Accounting	263,265.		263,265.	
d Lobbying				
e Professional fundraising services. See Part IV, line 17	42,000.			42,000.
f Investment management fees	1,782,681.		1,782,681.	
g Other. (If line 11g amount exceeds 10% of line 25, column (A) amount, list line 11g expenses on Sch O.)	2,723,817.	2,055,412.	530,175.	138,230.
12 Advertising and promotion	1,518,070.	1,103,860.	62,938.	351,272.
13 Office expenses	1,552,616.	824,646.	679,051.	48,919.
14 Information technology	509,237.	458,313.	50,924.	
15 Royalties				
16 Occupancy	4,236,395.	3,729,368.	507,027.	
17 Travel	610,195.	396,391.	139,415.	74,389.
18 Payments of travel or entertainment expenses for any federal, state, or local public officials				
19 Conferences, conventions, and meetings	71,393.	12,657.	57,798.	938.
20 Interest	288,714.		288,714.	
21 Payments to affiliates				
22 Depreciation, depletion, and amortization	6,707,770.	5,493,278.	900,824.	313,668.
23 Insurance	1,851,665.	1,636,381.	208,845.	6,439.
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 <b>ACCESSIONS</b>	31,539,380.	31,539,380.	0.	0.
b <b>POSTAGE AND SHIPPING</b>	3,483,063.	3,389,811.	62,103.	31,149.
c <b>PROGRAMS AND PREVIEWS</b>	3,287,567.	3,225,230.	46,445.	15,892.
d <b>REPAIRS &amp; MAINTENANCE</b>	1,147,729.	895,722.	252,007.	0.
e All other expenses	3,193,300.	1,449,722.	1,673,651.	69,927.
25 <b>Total functional expenses.</b> Add lines 1 through 24e	96,596,967.	80,002,659.	13,059,843.	3,534,465.
26 <b>Joint costs.</b> Complete this line only if the organization reported in column (B) joint costs from a combined educational campaign and fundraising solicitation.				

Check here  if following SOP 98-2 (ASC 958-720)

**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 .....	29,061,028.	1	69,465,257.
	2	Savings and temporary cash investments .....	54,545,715.	2	65,784,370.
	3	Pledges and grants receivable, net .....	103,956,280.	3	113,194,638.
	4	Accounts receivable, net .....	3,630,462.	4	1,343,467.
	5	Loans and other receivables from current and former officers, directors, trustees, key employees, and highest compensated employees. Complete Part II of Schedule L .....	926,100.	5	908,396.
	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 instr). Complete Part II of Sch L .....		6	
	7	Notes and loans receivable, net .....		7	
	8	Inventories for sale or use .....	1,370,898.	8	720,212.
	9	Prepaid expenses and deferred charges .....	233,427.	9	1,528,476.
	10a	Land, buildings, and equipment: cost or other basis. Complete Part VI of Schedule D .....	10a 208,991,708.		
	b	Less: accumulated depreciation .....	10b 84,922,318.	10c	124,069,390.
	11	Investments - publicly traded securities .....	726,793,676.	11	827,495,521.
	12	Investments - other securities. See Part IV, line 11 .....	280,470,963.	12	314,416,354.
	13	Investments - program-related. See Part IV, line 11 .....		13	
	14	Intangible assets .....		14	
	15	Other assets. See Part IV, line 11 .....	2,082,892.	15	2,083,301.
16	<b>Total assets.</b> Add lines 1 through 15 (must equal line 34) .....	1,315,043,286.	16	1,521,009,382.	
Liabilities	17	Accounts payable and accrued expenses .....	12,358,380.	17	20,320,030.
	18	Grants payable .....		18	
	19	Deferred revenue .....	3,438,887.	19	3,860,907.
	20	Tax-exempt bond liabilities .....		20	
	21	Escrow or custodial account liability. Complete Part IV of Schedule D .....		21	
	22	Loans and other payables to current and former officers, directors, trustees, key employees, highest compensated employees, and disqualified persons. Complete Part II of Schedule L .....		22	
	23	Secured mortgages and notes payable to unrelated third parties .....		23	
	24	Unsecured notes and loans payable to unrelated third parties .....		24	
	25	Other liabilities (including federal income tax, payables to related third parties, and other liabilities not included on lines 17-24). Complete Part X of Schedule D .....		25	0.
	26	<b>Total liabilities.</b> Add lines 17 through 25 .....	15,797,267.	26	24,180,937.
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 .....	226,462,278.	27	301,686,516.
	28	Temporarily restricted net assets .....	387,630,150.	28	509,415,110.
	29	Permanently restricted net assets .....	685,153,591.	29	685,726,819.
	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	<b>Total net assets or fund balances</b> .....	1,299,246,019.	33	1,496,828,445.	
34	<b>Total liabilities and net assets/fund balances</b> .....	1,315,043,286.	34	1,521,009,382.	

**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	163,490,872.
2	Total expenses (must equal Part IX, column (A), line 25)	2	96,596,967.
3	Revenue less expenses. Subtract line 2 from line 1	3	66,893,905.
4	Net assets or fund balances at beginning of year (must equal Part X, line 33, column (A))	4	1,299,246,019.
5	Net unrealized gains (losses) on investments	5	133,732,256.
6	Donated services and use of facilities	6	-154,329.
7	Investment expenses	7	
8	Prior period adjustments	8	-2,889,406.
9	Other changes in net assets or fund balances (explain in Schedule O)	9	0.
10	Net assets or fund balances at end of year. Combine lines 3 through 9 (must equal Part X, line 33, column (B))	10	1,496,828,445.

**Part XII Financial Statements and Reporting**

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

		Yes	No
1	Accounting method used to prepare the Form 990: <input type="checkbox"/> Cash <input checked="" type="checkbox"/> Accrual <input type="checkbox"/> Other		
If the organization changed its method of accounting from a prior year or checked "Other," explain in Schedule O.			
2a	Were the organization's financial statements compiled or reviewed by an independent accountant?		X
If "Yes," check a box below to indicate whether the financial statements for the year were compiled or reviewed on a separate basis, consolidated basis, or both:			
<input type="checkbox"/> Separate basis <input type="checkbox"/> Consolidated basis <input type="checkbox"/> Both consolidated and separate basis			
b	Were the organization's financial statements audited by an independent accountant?	X	
If "Yes," check a box below to indicate whether the financial statements for the year were audited on a separate basis, consolidated basis, or both:			
<input checked="" type="checkbox"/> Separate basis <input type="checkbox"/> Consolidated basis <input type="checkbox"/> Both consolidated and separate basis			
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?	X	
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?		X
b	If "Yes," did the organization undergo the required audit or audits? If the organization did not undergo the required audit or audits, explain why in Schedule O and describe any steps taken to undergo such audits		



**SCHEDULE A**  
**(Form 990 or 990-EZ)**

Department of the Treasury  
Internal Revenue Service

**Public Charity Status and Public Support**

Complete if the organization is a section 501(c)(3) organization or a section 4947(a)(1) nonexempt charitable trust.  
▶ Attach to Form 990 or Form 990-EZ.

▶ Information about Schedule A (Form 990 or 990-EZ) and its instructions is at [www.irs.gov/form990](http://www.irs.gov/form990).

OMB No. 1545-0047

**2013**

Open to Public Inspection

Name of the organization **THE MUSEUM OF FINE ARTS, HOUSTON** Employer identification number **74-1109655**

**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?
 

	Yes	No
(i) A person who directly or indirectly controls, either alone or together with persons described in (ii) and (iii) below, the governing body of the supported organization? .....		
(ii) A family member of a person described in (i) above? .....		
(iii) A 35% controlled entity of a person described in (i) or (ii) above? .....		
- h Provide the following information about the supported organization(s).

(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	
<b>Total</b>									

LHA 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**

Calendar year (or fiscal year beginning in) ▶	(a) 2009	(b) 2010	(c) 2011	(d) 2012	(e) 2013	(f) Total
1 Gifts, grants, contributions, and membership fees received. (Do not include any "unusual grants.") .....	68,216,102.	78,424,123.	28,518,263.	175,592,483.	98,060,784.	448,811,755.
2 Tax revenues levied for the organization's benefit and either paid to or expended on its behalf .....						
3 The value of services or facilities furnished by a governmental unit to the organization without charge .....						
4 Total. Add lines 1 through 3 .....	68,216,102.	78,424,123.	28,518,263.	175,592,483.	98,060,784.	448,811,755.
5 The portion of total contributions by each person (other than a governmental unit or publicly supported organization) included on line 1 that exceeds 2% of the amount shown on line 11, column (f) .....						196,182,974.
6 Public support. Subtract line 5 from line 4.						252,628,781.

**Section B. Total Support**

Calendar year (or fiscal year beginning in) ▶	(a) 2009	(b) 2010	(c) 2011	(d) 2012	(e) 2013	(f) Total
7 Amounts from line 4 .....	68,216,102.	78,424,123.	28,518,263.	175,592,483.	98,060,784.	448,811,755.
8 Gross income from interest, dividends, payments received on securities loans, rents, royalties and income from similar sources .....	16,195,739.	17,244,980.	18,489,390.	21,193,851.	23,735,675.	96,859,635.
9 Net income from unrelated business activities, whether or not the business is regularly carried on .....						
10 Other income. Do not include gain or loss from the sale of capital assets (Explain in Part IV.) .....	1,003,812.	4,388,054.	699,894.	692,136.	385,861.	7,169,757.
11 Total support. Add lines 7 through 10 .....						552,841,147.
12 Gross receipts from related activities, etc. (see instructions) .....					12	34,368,870.

13 First five years. If the Form 990 is for the organization's first, second, third, fourth, or fifth tax year as a section 501(c)(3) organization, check this box and stop here

**Section C. Computation of Public Support Percentage**

14 Public support percentage for 2013 (line 6, column (f) divided by line 11, column (f)) .....	14	45.70 %
15 Public support percentage from 2012 Schedule A, Part II, line 14 .....	15	39.98 %

16a 33 1/3% support test - 2013. If the organization did not check the box on line 13, and line 14 is 33 1/3% or more, check this box and stop here. The organization qualifies as a publicly supported organization

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

17a 10% -facts-and-circumstances test - 2013. If the organization did not check a box on line 13, 16a, or 16b, and line 14 is 10% or more, and if the organization meets the "facts-and-circumstances" test, check this box and stop here. Explain in Part IV how the organization meets the "facts-and-circumstances" test. The organization qualifies as a publicly supported organization

b 10% -facts-and-circumstances test - 2012. If the organization did not check a box on line 13, 16a, 16b, or 17a, and line 15 is 10% or more, and if the organization meets the "facts-and-circumstances" test, check this box and stop here. Explain in Part IV how the organization meets the "facts-and-circumstances" test. The organization qualifies as a publicly supported organization

18 Private foundation. If the organization did not check a box on line 13, 16a, 16b, 17a, or 17b, check this box and see instructions

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

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

**Section A. Public Support**

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

**Section B. Total Support**

Calendar year (or fiscal year beginning in) ▶	(a) 2009	(b) 2010	(c) 2011	(d) 2012	(e) 2013	(f) Total
<b>9</b> Amounts from line 6 .....						
<b>10a</b> Gross income from interest, dividends, payments received on securities loans, rents, royalties and income from similar sources .....						
<b>b</b> Unrelated business taxable income (less section 511 taxes) from businesses acquired after June 30, 1975 .....						
<b>c</b> Add lines 10a and 10b .....						
<b>11</b> Net income from unrelated business activities not included in line 10b, whether or not the business is regularly carried on .....						
<b>12</b> Other income. Do not include gain or loss from the sale of capital assets (Explain in Part IV.) .....						
<b>13 Total support.</b> (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**

<b>15</b> Public support percentage for 2013 (line 8, column (f) divided by line 13, column (f)) .....	<b>15</b>	%
<b>16</b> Public support percentage from 2012 Schedule A, Part III, line 15 .....	<b>16</b>	%

**Section D. Computation of Investment Income Percentage**

<b>17</b> Investment income percentage for 2013 (line 10c, column (f) divided by line 13, column (f)) .....	<b>17</b>	%
<b>18</b> Investment income percentage from 2012 Schedule A, Part III, line 17 .....	<b>18</b>	%

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

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

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



**SCHEDULE D**  
**(Form 990)**

Department of the Treasury  
Internal Revenue Service

**Supplemental Financial Statements**

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

▶ Information about Schedule D (Form 990) and its instructions is at [www.irs.gov/form990](http://www.irs.gov/form990)

OMB No. 1545-0047

**2013**

Open to Public Inspection

Name of the organization

THE MUSEUM OF FINE ARTS, HOUSTON

Employer identification number

74-1109655

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

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

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

- 1 Purpose(s) of conservation easements held by the organization (check all that apply).
- Preservation of land for public use (e.g., recreation or education)     Preservation of an historically important land area
- Protection of natural habitat     Preservation of a certified historic structure
- Preservation of open space
- 2 Complete lines 2a through 2d if the organization held a qualified conservation contribution in the form of a conservation easement on the last day of the tax year.
- |  | Held at the End of the Tax Year |
|--|---------------------------------|
| a Total number of conservation easements .....   | 2a                              |
| b Total acreage restricted by conservation easements .....   | 2b                              |
| c Number of conservation easements on a certified historic structure included in (a) .....   | 2c                              |
| d Number of conservation easements included in (c) acquired after 8/17/06, and not on a historic structure listed in the National Register ..... | 2d                              |
- 3 Number of conservation easements modified, transferred, released, extinguished, or terminated by the organization during the tax year ▶ \_\_\_\_\_
- 4 Number of states where property subject to conservation easement is located ▶ \_\_\_\_\_
- 5 Does the organization have a written policy regarding the periodic monitoring, inspection, handling of violations, and enforcement of the conservation easements it holds? .....
- Yes  No
- 6 Staff and volunteer hours devoted to monitoring, inspecting, and enforcing conservation easements during the year ▶ \_\_\_\_\_
- 7 Amount of expenses incurred in monitoring, inspecting, and enforcing conservation easements during the year ▶ \$ \_\_\_\_\_
- 8 Does each conservation easement reported on line 2(d) above satisfy the requirements of section 170(h)(4)(B)(i) and section 170(h)(4)(B)(ii)? .....
- Yes  No
- 9 In Part XIII, describe how the organization reports conservation easements in its revenue and expense statement, and balance sheet, and include, if applicable, the text of the footnote to the organization's financial statements that describes the organization's accounting for conservation easements.

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

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

- 1a If the organization elected, as permitted under SFAS 116 (ASC 958), not to report in its revenue statement and balance sheet works of art, historical treasures, or other similar assets held for public exhibition, education, or research in furtherance of public service, provide, in Part XIII, the text of the footnote to its financial statements that describes these items.
- b If the organization elected, as permitted under SFAS 116 (ASC 958), to report in its revenue statement and balance sheet works of art, historical treasures, or other similar assets held for public exhibition, education, or research in furtherance of public service, provide the following amounts relating to these items:
- (i) Revenues included in Form 990, Part VIII, line 1 .....
- ▶ \$ \_\_\_\_\_
- (ii) Assets included in Form 990, Part X .....
- ▶ \$ \_\_\_\_\_
- 2 If the organization received or held works of art, historical treasures, or other similar assets for financial gain, provide the following amounts required to be reported under SFAS 116 (ASC 958) relating to these items:
- a Revenues included in Form 990, Part VIII, line 1 .....
- ▶ \$ \_\_\_\_\_
- b Assets included in Form 990, Part X .....
- ▶ \$ \_\_\_\_\_

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

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

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

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

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

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

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

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

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

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

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

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

	(a) Current year	(b) Prior year	(c) Two years back	(d) Three years back	(e) Four years back
1a Beginning of year balance	1,047,024,665.	995,323,099.	1,012,962,776.	813,907,371.	756,642,104.
b Contributions	1,584,236.	1,462,414.	788,704.	45,026,888.	10,184,688.
c Net investment earnings, gains, and losses	192,484,595.	100,531,810.	31,839,451.	202,761,960.	97,440,410.
d Grants or scholarships					
e Other expenditures for facilities and programs	50,837,689.	46,851,111.	46,908,472.	45,130,319.	47,042,366.
f Administrative expenses	3,521,800.	3,441,547.	3,359,360.	3,603,124.	3,317,465.
g End of year balance	1,186,734,007.	1,047,024,665.	995,323,099.	1,012,962,776.	813,907,371.

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

- a Board designated or quasi-endowment  16.89 %
- b Permanent endowment  57.78 %
- c Temporarily restricted endowment  25.33 %

The percentages in lines 2a, 2b, and 2c should equal 100%.

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

	Yes	No
(i) unrelated organizations		X
(ii) related organizations		X
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.

Description of property	(a) Cost or other basis (investment)	(b) Cost or other basis (other)	(c) Accumulated depreciation	(d) Book value
1a Land		28,362,087.		28,362,087.
b Buildings		166,391,176.	77,696,900.	88,694,276.
c Leasehold improvements				
d Equipment		14,238,445.	7,225,418.	7,013,027.
e Other				
<b>Total.</b> Add lines 1a through 1e. (Column (d) must equal Form 990, Part X, column (B), line 10(c).)				124,069,390.

**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) MULTI STRATEGY HEDGE		
(B) FUNDS	25,059,379.	END-OF-YEAR MARKET VALUE
(C) PRIVATE EQUITY FUNDS	160,214,820.	END-OF-YEAR MARKET VALUE
(D) VENTURE CAPITAL FUNDS	16,983,133.	END-OF-YEAR MARKET VALUE
(E) ENERGY/NATURAL RESOURCES		
(F) FUNDS	85,149,306.	END-OF-YEAR MARKET VALUE
(G) DISTRESSED DEBT FUNDS	6,888,409.	END-OF-YEAR MARKET VALUE
(H) REAL ESTATE FUNDS	20,121,307.	END-OF-YEAR MARKET VALUE
<b>Total.</b> (Col. (b) must equal Form 990, Part X, col. (B) line 12.)	<b>314,416,354.</b>	

**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)		
<b>Total.</b> (Col. (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)	
<b>Total.</b> (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)	
<b>Total.</b> (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.

1	Total revenue, gains, and other support per audited financial statements		1	302,256,151.
2	Amounts included on line 1 but not on Form 990, Part VIII, line 12:			
a	Net unrealized gains on investments	2a	133,732,256.	
b	Donated services and use of facilities	2b		
c	Recoveries of prior year grants	2c		
d	Other (Describe in Part XIII.)	2d	5,033,023.	
e	Add lines 2a through 2d	2e		138,765,279.
3	Subtract line 2e from line 1	3		163,490,872.
4	Amounts included on Form 990, Part VIII, line 12, but not on line 1:			
a	Investment expenses not included on Form 990, Part VIII, line 7b	4a		
b	Other (Describe in Part XIII.)	4b		
c	Add lines 4a and 4b	4c		0.
5	Total revenue. Add lines 3 and 4c. (This must equal Form 990, Part I, line 12.)	5		163,490,872.

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

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

1	Total expenses and losses per audited financial statements		1	101,784,319.
2	Amounts included on line 1 but not on Form 990, Part IX, line 25:			
a	Donated services and use of facilities	2a	154,329.	
b	Prior year adjustments	2b		
c	Other losses	2c		
d	Other (Describe in Part XIII.)	2d	5,033,023.	
e	Add lines 2a through 2d	2e		5,187,352.
3	Subtract line 2e from line 1	3		96,596,967.
4	Amounts included on Form 990, Part IX, line 25, but not on line 1:			
a	Investment expenses not included on Form 990, Part VIII, line 7b	4a		
b	Other (Describe in Part XIII.)	4b		
c	Add lines 4a and 4b	4c		0.
5	Total expenses. Add lines 3 and 4c. (This must equal Form 990, Part I, line 18.)	5		96,596,967.

**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.

PART III, LINE 1A:

SCHEDULE D, PART III, LINE 1:

WITH APPROXIMATELY 67,674 WORKS, THE MUSEUM'S PERMANENT COLLECTION OF WORLD ART SPANS 6,000 YEARS AND SIX CONTINENTS. THE MUSEUM ACQUIRES ITS ART COLLECTION THROUGH PURCHASES OR BY GIFTS. THE COST OF ALL ART OBJECTS PURCHASED, TOGETHER WITH THE VALUE OF ART OBJECTS OBTAINED BY GIFT (FOR WHICH THE MUSEUM RECEIVES A REASONABLE ESTIMATE), IS REPORTED AS A PART OF COLLECTION EXPENSE. IN ACCORDANCE WITH POLICIES FOLLOWED BY MANY ART MUSEUMS, NO VALUE HAS BEEN ASSIGNED IN THE STATEMENT OF FINANCIAL POSITION TO THE MUSEUM'S ART COLLECTION.

PART III, LINE 4:



**Part XIII** Supplemental Information (continued)

COLLECTION OF WORLD ART AND ART EDUCATION. SEE SCHEDULE O

DESCRIPTION OF ORGANIZATION'S EXEMPT PURPOSE.

PART XI, LINE 2D - OTHER ADJUSTMENTS:

COST OF GOODS SOLD

FUNDRAISING DIRECT EXPENSES

PART XII, LINE 2D - OTHER ADJUSTMENTS:

COST OF GOODS SOLD

FUNDRAISING DIRECT EXPENSES

SCHEDULE D, PART V, LINE 4

OPERATIONS OF THE MUSEUM AND ACCESSIONS FOR ART PURCHASES

SCHEDULE D, PART XII, LINE 2A

DONATED LEGAL SERVICES

**SCHEDULE F  
(Form 990)**

Department of the Treasury  
Internal Revenue Service

**Statement of Activities Outside the United States**

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

▶ Attach to Form 990. ▶ See separate instructions.

▶ Information about Schedule F (Form 990) and its instructions is at [www.irs.gov/form990](http://www.irs.gov/form990).

OMB No. 1545-0047

**2013**

Open to Public  
Inspection

Name of the organization

**THE MUSEUM OF FINE ARTS, HOUSTON**

Employer identification number

**74-1109655**

**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
EUROPE (INCLUDING ICELAND & GREENLAND)	1	1	PROGRAM SERVICES		155,083.
CENTRAL AMERICA & THE CARIBBEAN			INVESTMENTS		68,003,609.
EAST ASIA AND THE PACIFIC			INVESTMENTS		2,707,980.
EUROPE (INCLUDING ICELAND & GREENLAND)			INVESTMENTS		11,603,215.
NORTH AMERICA			INVESTMENTS		4,898,805.
<b>3 a</b> Sub-total .....	1	1			87,368,692.
<b>b</b> Total from continuation sheets to Part I .....	0	0			0.
<b>c</b> Totals (add lines 3a and 3b) .....	1	1			87,368,692.

**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)

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)
LIVING EXPENSES	EUROPE (INCLUDING ICELAND & GREENLAND)	3	4,200	CHECK	3,051	TRAVEL	BOOK

**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

Schedule F (Form 990) 2013

**Part V** Supplemental Information

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

## SCHEDULE F, PART I, LINE 2

IN 2007, THE MUSEUM OF FINE ARTS, HOUSTON BEGAN A PROJECT CONCEIVED BY NANCY BROWN NEGLEY AND FUNDED BY THE BROWN FOUNDATION INC., OF HOUSTON TO CREATE AN INTERNATIONAL RESIDENCY PROGRAM FOR TALENTED MIDCAREER SCHOLARS, ARTISTS, AND OTHERS ACTIVE IN THE HUMANITIES. THE BROWN FOUNDATION FELLOWS ARE INVITED TO SPEND ONE TO THREE MONTHS ON THEIR SPECIAL PROJECTS AT THE DORA MAAR HOUSE, A BEAUTIFUL, EIGHTEENTH CENTURY COUNTRY HOME IN THE SOUTH OF FRANCE THAT WAS PREVIOUSLY OWNED BY DORA MAAR, ARTIST PHOTOGRAPHER, AND PABLO PICASSO'S MUSE.

THE WORK CARRIED OUT BY GWEN STRAUSS, ON-SITE DIRECTOR OF THE BROWN FOUNDATION FELLOWS PROGRAM, IS CRITICAL. SHE INITIATES CONTACT WITH THE FELLOWS BEFORE THEY ARRIVE, MEETS THEM AT THEIR PLANES OR TRAINS, AND ENSURES THAT THEY HAVE THE INFORMATION, EQUIPMENT, AND CONTACTS THEY NEED FOR PRODUCTIVE RESIDENCIES. THE MUSEUM OF FINE ARTS, HOUSTON STAFF MEMBER, DIRECTOR OF THE DORA MAAR HOUSE, VISITS AND MONITORS THE PROGRAMS THREE TO SIX TIMES A YEAR.

ALL SCHOLARSHIP FUNDS ARE USED TO PAY FOR THE FELLOWS' LIVING EXPENSES DURING THEIR STAY AT DORA MAAR. GRANT RECIPIENTS RECEIVE CASH REIMBURSEMENT FOR QUALIFYING EXPENSES. EACH PERSON WHO RECEIVES A FELLOWSHIP AGREES TO DO SOMETHING FOR THE VILLAGE OF MENERBES TO THANK ITS RESIDENTS FOR THEIR HOSPITALITY.

THE DORA MAAR HOUSE IS ORGANIZED UNDER THE LAWS OF FRANCE WITH THE APPROPRIATE BY-LAWS AND ARTICLES OF INCORPORATION WHICH ARE REGISTERED

**Part V** Supplemental Information

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

WITH THE FRENCH GOVERNMENT.

SCHEDULE F, PART I, LINE 3 COLUMN (E)

MANAGES FACILITY FOR RESEARCH. SEE SCHEDULE O DESCRIPTION OF PROGRAM

ACCOMPLISHMENTS FOR MORE DETAIL.





**Part II Fundraising Events.** Complete if the organization answered "Yes" to Form 990, Part IV, line 18, or reported more than \$15,000 of fundraising event contributions and gross income on Form 990-EZ, lines 1 and 6b. List events with gross receipts greater than \$5,000.

		(a) Event #1	(b) Event #2	(c) Other events	(d) Total events	
		GALA BALL	ONE GREAT NIGHT	7	(add col. (a) through col. (c))	
		(event type)	(event type)	(total number)		
Revenue	1	Gross receipts	2,007,212.	522,724.	2,281,718.	4,811,654.
	2	Less: Contributions	1,953,012.	486,524.	2,134,633.	4,574,169.
	3	Gross income (line 1 minus line 2)	54,200.	36,200.	147,085.	237,485.
Direct Expenses	4	Cash prizes				
	5	Noncash prizes				
	6	Rent/facility costs				
	7	Food and beverages	90,283.	106,622.	395,279.	592,184.
	8	Entertainment	58,304.	400.	33,300.	92,004.
	9	Other direct expenses	233,326.	78,967.	648,418.	960,711.
	10	Direct expense summary. Add lines 4 through 9 in column (d)				1,644,899.
	11	Net income summary. Subtract line 10 from line 3, column (d)				-1,407,414.

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

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

9 Enter the state(s) in which the organization operates gaming activities: \_\_\_\_\_  
 a Is the organization licensed to operate gaming activities in each of these states?  Yes  No  
 b If "No," explain: \_\_\_\_\_  
 \_\_\_\_\_  
 10a Were any of the organization's gaming licenses revoked, suspended or terminated during the tax year?  Yes  No  
 b If "Yes," explain: \_\_\_\_\_  
 \_\_\_\_\_





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

(a) Type of grant or assistance	(b) Number of recipients	(c) Amount of cash grant	(d) Amount of non-cash assistance	(e) Method of valuation (book, FMV, appraisal, other)	(f) Description of non-cash assistance
LIVING EXPENSES	19	31,707.	35,774.	BOOK	AIRFARE AND SHIPPING
SCHOOL SCHOLARSHIPS	316	87,171.	0.	BOOK	N/A

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

SCHEDULE I, PART I, LINE 2  
 GRANTEES MUST MAKE A PRESENTATION OF WORK IN ORDER TO  
 RECEIVE FINANCIAL ASSISTANCE FOR SCHOLARSHIPS AND LIVING EXPENSES.  
 SCHOLARSHIP FUNDS ARE DIRECTLY APPLIED TO RECIPIENTS' TUITION ACCOUNTS  
 OR USED TO COVER DIRECT TRAVEL EXPENSES FOR QUALIFYING PROGRAMS ON  
 THEIR BEHALF. THE GLASSELL SCHOOL OF ART OFFERS A VARIETY OF CLASSES,  
 WORKSHOPS, AND EDUCATIONAL OPPORTUNITIES FOR STUDENTS DIVERSE IN AGE,  
 INTERESTS, EXPERIENCE LEVEL, AND NEED. THE JUNIOR SCHOOL OFFERS  
 YEAR-ROUND ART CLASSES AND WORKSHOPS FOR CHILDREN AGES FOUR THROUGH

Part IV Supplemental Information

EIGHTEEN. THIS YEAR'S ENROLLMENT REACHED 6,645, INCLUDING 316 STUDENTS RECEIVING TUITION SCHOLARSHIPS. SOME OF THESE SCHOLARSHIPS ARE AWARDED IN RECOGNITION OF TALENT THROUGH PROGRAMS SUCH AS SKETCHING COMPETITION; OTHERS ARE BASED ON NEED, THUS ENSURING ACCESS TO ART EDUCATION FOR YOUNG PEOPLE THROUGHOUT THE COMMUNITY. THE STUDIO SCHOOL OF THE GLASELL SCHOOL OF ART OFFERS COURSES IN ART HISTORY AND STUDIO ART TO ADULTS. THE CORE ARTIST-IN-RESIDENCE PROGRAM AND THE CORE CRITICAL PROGRAM INCLUDE EIGHT ARTISTS AND THREE CRITICAL WRITERS. EACH IS A NINE-MONTH POSTGRADUATE PROGRAM RENEWABLE FOR A SECOND TERM UPON SUCCESSFUL COMPLETION OF THE FIRST YEAR. THE CORE ARTISTS MOUNT AN EXHIBITION OF THEIR WORK IN THE LAURA LEE BLANTON GALLERY, WHICH IS ACCOMPANIED BY A CATALOGUE THAT DOCUMENTS THE ARTISTS' PRODUCTION OVER THE COURSE OF THE YEAR AND INCLUDES ESSAYS CONTRIBUTED BY THE CRITICAL STUDIES RESIDENTS.

**SCHEDULE J  
(Form 990)**

**Compensation Information**

OMB No. 1545-0047

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

**2013**

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

Open to Public Inspection

Department of the Treasury  
Internal Revenue Service

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

Name of the organization

**THE MUSEUM OF FINE ARTS, HOUSTON**

Employer identification number

**74-1109655**

**Part I Questions Regarding Compensation**

		Yes	No								
<p><b>1a</b> 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.</p> <table style="width: 100%; border: none;"> <tr> <td style="width: 50%; border: none;"><input type="checkbox"/> First-class or charter travel</td> <td style="width: 50%; border: none;"><input checked="" type="checkbox"/> Housing allowance or residence for personal use</td> </tr> <tr> <td style="border: none;"><input type="checkbox"/> Travel for companions</td> <td style="border: none;"><input type="checkbox"/> Payments for business use of personal residence</td> </tr> <tr> <td style="border: none;"><input type="checkbox"/> Tax indemnification and gross-up payments</td> <td style="border: none;"><input checked="" type="checkbox"/> Health or social club dues or initiation fees</td> </tr> <tr> <td style="border: none;"><input type="checkbox"/> Discretionary spending account</td> <td style="border: none;"><input type="checkbox"/> Personal services (e.g., maid, chauffeur, chef)</td> </tr> </table>	<input type="checkbox"/> First-class or charter travel	<input checked="" 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 checked="" 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)			
<input type="checkbox"/> First-class or charter travel	<input checked="" 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 checked="" 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)										
<p><b>b</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 .....</p>	<b>1b</b>	X									
<p><b>2</b> 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? .....</p>	<b>2</b>	X									
<p><b>3</b> 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.</p> <table style="width: 100%; border: none;"> <tr> <td style="width: 50%; border: none;"><input checked="" type="checkbox"/> Compensation committee</td> <td style="width: 50%; border: none;"><input type="checkbox"/> Written employment contract</td> </tr> <tr> <td style="border: none;"><input type="checkbox"/> Independent compensation consultant</td> <td style="border: none;"><input checked="" type="checkbox"/> Compensation survey or study</td> </tr> <tr> <td style="border: none;"><input type="checkbox"/> Form 990 of other organizations</td> <td style="border: none;"><input checked="" type="checkbox"/> Approval by the board or compensation committee</td> </tr> </table>	<input checked="" type="checkbox"/> Compensation committee	<input 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					
<input checked="" type="checkbox"/> Compensation committee	<input 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										
<p><b>4</b> 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:</p>											
<p><b>a</b> Receive a severance payment or change-of-control payment? .....</p>	<b>4a</b>		X								
<p><b>b</b> Participate in, or receive payment from, a supplemental nonqualified retirement plan? .....</p>	<b>4b</b>	X									
<p><b>c</b> Participate in, or receive payment from, an equity-based compensation arrangement? .....</p> <p>If "Yes" to any of lines 4a-c, list the persons and provide the applicable amounts for each item in Part III.</p>	<b>4c</b>		X								
<p><b>Only section 501(c)(3) and 501(c)(4) organizations must complete lines 5-9.</b></p>											
<p><b>5</b> 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:</p>											
<p><b>a</b> The organization? .....</p>	<b>5a</b>		X								
<p><b>b</b> Any related organization? .....</p> <p>If "Yes" to line 5a or 5b, describe in Part III.</p>	<b>5b</b>		X								
<p><b>6</b> 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:</p>											
<p><b>a</b> The organization? .....</p>	<b>6a</b>		X								
<p><b>b</b> Any related organization? .....</p> <p>If "Yes" to line 6a or 6b, describe in Part III.</p>	<b>6b</b>		X								
<p><b>7</b> 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 .....</p>	<b>7</b>	X									
<p><b>8</b> 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 .....</p>	<b>8</b>		X								
<p><b>9</b> If "Yes" to line 8, did the organization also follow the rebuttable presumption procedure described in Regulations section 53.4958-6(c)? .....</p>	<b>9</b>										

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

Schedule J (Form 990) 2013



Part III Supplemental Information

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

PART I, LINE 1A:

HOUSING ALLOWANCE - RECEIVED BY THE DIRECTOR. HOUSING ALLOWANCE, ALONG WITH ALL OTHER COMPENSATION, WAS CONSIDERED WHEN SETTING TOTAL COMPENSATION USING THE METHODS INDICATED IN SCHEDULE J, LINE 3.

SOCIAL CLUB DUES - RECEIVED BY THE DIRECTOR. CLUB DUES ARE PAID BY THE ORGANIZATION AND ARE USED EXCLUSIVELY FOR THE ORGANIZATION'S BUSINESS PURPOSES. THE NONTAXABLE CLUB DUES ARE HELD BY THE DIRECTOR.

PART I, LINE 4B:

THE ORGANIZATION HAS A DEFERRED COMPENSATION AGREEMENT FOR SENIOR STAFF. AN AMOUNT OF DEFERRED COMPENSATION WAS PAID FROM THE PLAN DURING THE CALENDAR YEAR TO GWENDOLYN H. GOFFE, \$2,155,416.

PART I, LINE 7:

THE COMPENSATION COMMITTEE DETERMINES BONUSES BY REVIEWING PERFORMANCE OVER THE PREVIOUS YEAR AND ACCESSING ACCOMPLISHMENTS MADE TO GROW, PROTECT, PRESENT, AND PRESERVE THE ASSETS AND PROGRAMS OF THE MUSEUM



Part III Supplemental Information

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

OF FINE ARTS, HOUSTON. PRIOR TO FINAL APPROVAL OF NON-FIXED PAYMENTS, THE  
TOTAL COMPENSATION PACKAGE, INCLUDING BONUSES, ARE REVIEWED USING THE  
METHODS INDICATED IN SCHEDULE J, LINE 3.





**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](http://www.irs.gov/form990)

Name of the organization

**THE MUSEUM OF FINE ARTS, HOUSTON**

Employer identification number

**74-1109655**

**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	1,515	18,469,072.	MARKET VALUE
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	26	24,513,712.	MARKET VALUE
10 Securities - Closely held stock .....				
11 Securities - Partnership, LLC, or trust interests .....				
12 Securities - Miscellaneous .....				
13 Qualified conservation contribution - Historic structures .....				
14 Qualified conservation contribution - Other .....				
15 Real estate - Residential .....				
16 Real estate - Commercial .....				
17 Real estate - Other .....				
18 Collectibles .....				
19 Food inventory .....				
20 Drugs and medical supplies .....				
21 Taxidermy .....				
22 Historical artifacts .....				
23 Scientific specimens .....				
24 Archeological artifacts .....				
25 Other ▶ ( .....				
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** **82**

	Yes	No
30a During the year, did the organization receive by contribution any property reported in Part I, lines 1 - 28, that it must hold for at least three years from the date of the initial contribution, and which is not required to be used for exempt purposes for the entire holding period? .....		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	
32a Does the organization hire or use third parties or related organizations to solicit, process, or sell noncash contributions? .....	X	
b If "Yes," describe in Part II.		
33 If the organization did not report an amount in column (c) for a type of property for which column (a) is checked, describe in Part II.		

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

Schedule M (Form 990) (2013)

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

SCHEDULE M, PART I, COLUMN (B):

THE AMOUNTS IN COLUMN B OF PART I DESCRIBE THE NUMBER OF  
ITEMS CONTRIBUTED DURING THE TAX YEAR.

SCHEDULE M, LINE 32B:

THE ORGANIZATION HIRES AN OUTSIDE THIRD PARTY TO DISPOSE  
OF NONCASH CONTRIBUTIONS.

**SCHEDULE O**  
(Form 990 or 990-EZ)

Department of the Treasury  
Internal Revenue Service

**Supplemental Information to Form 990 or 990-EZ**

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

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

OMB No. 1545-0047

**2013**

Open to Public  
Inspection

Name of the organization

THE MUSEUM OF FINE ARTS, HOUSTON

Employer identification number

74-1109655

FORM 990, PART I, LINE 1, DESCRIPTION OF ORGANIZATION MISSION:

CHARITABLE, SCIENTIFIC, LITERARY, AND EDUCATIONAL PURPOSES, INCLUDING  
THE OPERATION AND MAINTENANCE OF ONE OR MORE MUSEUM FACILITIES AND, IN  
CONNECTION THEREWITH, THE OPERATION AND MAINTENANCE OF AN ARTS SCHOOL  
AND THE CONDUCT OF SUCH OTHER CHARITABLE, SCIENTIFIC, LITERARY, AND  
EDUCATIONAL ACTIVITIES AS ARE CUSTOMARILY CARRIED ON BY A MUSEUM AND  
WHICH ARE APPROVED BY THE BOARD OF TRUSTEES.

FORM 990, PART III, LINE 1, DESCRIPTION OF ORGANIZATION MISSION:

AND MAINTENANCE OF AN ARTS SCHOOL AND THE CONDUCT OF SUCH OTHER  
CHARITABLE, SCIENTIFIC, LITERARY, AND EDUCATIONAL ACTIVITIES AS ARE  
CUSTOMARILY CARRIED ON BY A MUSEUM AND WHICH ARE APPROVED BY THE BOARD  
OF TRUSTEES.

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

MEMBERSHIP ACTIVITIES

EXPENSES \$ 1,471,510. INCLUDING GRANTS OF \$ 0. REVENUE \$ 2,630,105.

FORM 990, PART III, LINE 4A - DESCRIPTION OF PROGRAM SERVICES:

ESTABLISHED IN 1900 AS A MODEST EDUCATION INITIATIVE TO BRING ART TO  
HOUSTON PUBLIC SCHOOLS, THE MUSEUM OF FINE ARTS, HOUSTON (MFAH) REMAINS  
STEADFAST IN ITS MISSION TO SERVE AS A PLACE FOR ALL PEOPLE THROUGH  
EXCELLENCE IN THE COLLECTION, EXHIBITION, PRESERVATION, CONSERVATION,  
AND INTERPRETATION OF ART. TO THAT END, MFAH PUBLIC PROGRAMMING  
ACTIVELY SEEKS TO CONNECT THE INSTITUTION WITH THE COMMUNITY THROUGH  
EXHIBITIONS AND ACTIVITIES HELD ACROSS HOUSTON. EACH YEAR, VISITORS

Name of the organization

THE MUSEUM OF FINE ARTS, HOUSTON

Employer identification number

74-1109655

ENGAGE WITH THE MUSEUM'S PERMANENT COLLECTION OF OVER 60,000 MASTERPIECES FROM AROUND THE WORLD, AND WITH THE ARTISTS AND OBJECTS FEATURED IN SPECIAL PRESENTATIONS AND PROGRAMS. BY PROVIDING A BROAD RANGE OF EDUCATIONAL AND ARTISTIC ACTIVITIES, THE MUSEUM SEEKS TO CAPTURE THE VIBRANT PATCHWORK OF HOUSTON'S UNIQUE CULTURE AND TO RESPOND TO THE INTERESTS AND NEEDS OF A DIVERSE POPULATION. THUS, THE VISION OF INCLUSION AND ACCESSIBILITY ON WHICH THE MFAH WAS FOUNDED ENDURES ON ITS INNOVATIVE PROGRAMS, WHICH ENGAGE THE ENTIRE COMMUNITY IN THE ARTS AND IN CELEBRATION OF THE DIVERSE FORMS OF CREATIVITY THAT INTRIGUE, INSPIRE, AND EXCITE US ALL.

## FORM 990, PART III, LINE 4B - DESCRIPTION OF PROGRAM SERVICES:

THE MFAH IS THE LARGEST CULTURAL INSTITUTION SOUTH OF CHICAGO, WEST OF WASHINGTON, D.C., AND EAST OF LOS ANGELES, WITH A TOTAL OF 300,000 SQUARE FEET OF SPACE DEDICATED TO THE DISPLAY OF ART. THE MAJORITY OF THE MUSEUM'S EXHIBITIONS AND ACTIVITIES TAKE PLACE ON ITS MAIN CAMPUS, WHICH COMPRISES THE CAROLINE WIESS LAW BUILDING, THE AUDREY JONES BECK BUILDING, THE GLASSELL SCHOOL OF ART, THE GLASSELL JUNIOR SCHOOL, AND THE LILLIE AND HUGH ROY CULLEN SCULPTURE GARDEN. WITHIN THESE BUILDINGS, EXHIBITION GALLERIES AND AN EDUCATIONAL RESOURCE CENTER RESIDE ALONGSIDE THE OLDEST REPERTORY CINEMA IN HOUSTON AND ONE OF THE LARGEST ART LIBRARIES IN THE SOUTHWEST. THE ROSINE BUILDING ENCOMPASSES THE MFAH ARCHIVES - ONE OF THE COUNTRY'S FIRST PUBLIC ART MUSEUM RECORDS REPOSITORIES - AND A STATE-OF-THE-ART CONSERVATION AND STORAGE FACILITY. NEARBY ARE TWO REMARKABLE HOUSE MUSEUMS - BAYOU BEND, GIVEN TO THE MUSEUM BY TEXAS PHILANTHROPIST IMA HOGG, AND RIENZI, THE FORMER HOME OF ART PATRONS CARROLL AND HARRIS MASTERSON, III - PROVIDING EXQUISITE SETTINGS FOR VISITORS TO EXPERIENCE THE MUSEUM'S

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RENOWNED AMERICAN AND EUROPEAN DECORATIVE ARTS COLLECTIONS IN CONTEXT.

OVER THE YEARS, THE MFAH HAS BEEN PRIVILEGED TO ACQUIRE OUTSTANDING WORKS OF ART REPRESENTING A WIDE VARIETY OF GEOGRAPHIC REGIONS AND HISTORIC PERIODS. PARTICULAR STRENGTHS LIE IN PRE-COLUMBIAN ART, RENAISSANCE AND BAROQUE PAINTING AND SCULPTURE, 19TH- AND 20TH-CENTURY ART, AFRICAN-AMERICAN ART, PHOTOGRAPHY, AND LATIN AMERICAN ART. BAYOU BEND HOUSES ONE OF THE FINEST ASSEMBLAGES OF EARLY AMERICAN FURNITURE, SILVER, CERAMICS, AND PAINTINGS OUTSIDE OF NEW ENGLAND; AND RIENZI SHOWCASES ONE OF THE MOST IMPORTANT COLLECTIONS OF ENGLISH PORCELAIN OUTSIDE OF THE UNITED KINGDOM.

CHIEF AMONG THE MUSEUM'S CURRENT ACQUISITION, EXHIBITION, AND SCHOLARSHIP PRIORITIES ARE THE ARTS OF THE AMERICAS, THE ISLAMIC WORLD, AND ASIA. IN 2001, THE MFAH ESTABLISHED THE INTERNATIONAL CENTER FOR THE ARTS OF THE AMERICAS, A RESEARCH INSTITUTION DESIGNED TO ADDRESS THE WIDESPREAD LAG IN SCHOLARSHIP AND COLLECTION OF LATIN AMERICAN AND LATINO ART. THE MUSEUM HAS ESTABLISHED A NEW DEPARTMENT OF ISLAMIC ART, WHICH IS DEVOTED TO BUILDING A RENOWNED PERMANENT COLLECTION, ORGANIZING INNOVATIVE EXHIBITIONS OF ISLAMIC ART, AND HOSTING STIMULATING EDUCATIONAL AND INTERPRETIVE PROGRAMS. AT THE SAME TIME, THE MUSEUM IS ALSO DEEPENING ITS COMMITMENT TO ASIAN ART, ACTIVELY SEEKING TO INCREASE ITS RELEVANT HOLDINGS AND PROMOTE CULTURAL UNDERSTANDING, BEGINNING WITH THE DECEMBER 2007 OPENING OF THE NEWLY RENOVATED ARTS OF KOREA GALLERY, FOLLOWED BY THE ESTABLISHMENT OF THE INDONESIAN GOLD GALLERY AND THE MAY 2009 OPENING OF THE NIDHIKA AND PERSHANT MEHTA ARTS OF INDIA GALLERY. THIS WORK TO EXPLORE THE RICH TRADITIONS OF EACH COUNTRY BY JUXTAPOSING ANCIENT AND CONTEMPORARY



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WORKS CONTINUED WITH THE ESTABLISHMENT OF DEDICATED GALLERIES FOR THE ART OF CHINA AND JAPAN IN 2010.

IN SEPTEMBER 2010, BAYOU BEND COLLECTION AND GARDENS, THE MFAH HOUSE MUSEUM FOR AMERICAN DECORATIVE ARTS, OPENED THE LORA JEAN KILROY VISITOR AND EDUCATION CENTER. THE VISITOR CENTER FEATURES AN ORIENTATION GALLERY, A LIBRARY, A RETAIL SHOP, TWO MEETING ROOMS, PUBLIC TERRACES, AND AMPLE PARKING. DESIGNED BY HOUSTON ARCHITECT LESLIE K. ELKINS, THE BUILDING ACHIEVED A LEED SILVER CERTIFICATION FOR ITS ENVIRONMENTAL EFFICIENCIES.

FORM 990, PART III, LINE 4C - DESCRIPTION OF PROGRAM SERVICES:

OFFERING ART EDUCATION, STUDIO INSTRUCTION, AND COMMUNITY OUTREACH, THE MFAH IS DEDICATED TO SUPPORTING RESEARCH AND CULTIVATING INNOVATION WITHIN THE ARTS AND RELATED DISCIPLINES. THE MFAH IS PARTNERING WITH RICE UNIVERSITY TO STRENGTHEN ART INSTRUCTION AT UNDERGRADUATE AND GRADUATE LEVELS.

THE MFAH IS PARTNERING WITH RICE UNIVERSITY TO PURSUE LEADING-EDGE SCIENTIFIC RESEARCH AIMED AT ADVANCING CURRENT TECHNIQUES FOR ART CONSERVATION. WITH GENEROUS SUPPORT FROM THE ANDREW W. MELLON FOUNDATION, THE MUSEUM HAS ESTABLISHED A RESEARCH SCIENCE PROGRAM DEDICATED TO THOROUGH SCIENTIFIC INVESTIGATION AND ANALYSIS OF WORKS OF ART. IN A RELATED EFFORT, THE MUSEUM DEVELOPED AN ART CONSERVATION DATABASE (ACD), A WEB-BASED DATABASE THAT WILL PROVIDE A SYSTEM FOR EASILY ACCESSING CONSERVATION RECORDS, INFORMING ALL COLLECTION PROCEDURES AND POLICIES, AND SERVING AS A NATIONAL MODEL FOR CONSERVATION DATA MANAGEMENT AND COLLECTION CARE. IN ACKNOWLEDGMENT OF

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THE ACD'S IMPACT ON THE FIELD, THE INSTITUTE FOR MUSEUM AND LIBRARY SERVICES HAS RECOGNIZED THE MUSEUM WITH A NATIONAL LEADERSHIP AWARD.

FORM 990, PART VI, SECTION A, LINE 2:

THE FOLLOWING MFAH BOARD MEMBERS SHARE A FAMILY RELATIONSHIP:

CORNELIA LONG, MARY CULLEN, ROSE CULLEN, MARTHA LONG, AND NINA ZILKHA - FAMILY RELATIONSHIP

NANCY NEGLEY AND HOLBROOK DORN - FAMILY RELATIONSHIP

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

FORM 990 WAS DISTRIBUTED TO THE AUDIT COMMITTEE VIA A DELIVERY SERVICE PRIOR TO FILING. THE DOCUMENT WAS REVIEWED BY THE CHIEF FINANCIAL OFFICER, IN PERSON, WITH THE CONTROLLER. A PAID INDEPENDENT ACCOUNTING FIRM REVIEWED FORM 990. THE CFO, CONTROLLER, AND DIRECTOR WERE AVAILABLE TO ALL MEMBERS OF THE AUDIT COMMITTEE TO ANSWER QUESTIONS.

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

ALL TRUSTEES AND COMMITTEE MEMBERS, VOTING OR NON-VOTING, RECEIVE A CONFLICT OF INTEREST QUESTIONNAIRE AT THE START OF EACH FISCAL YEAR. THE COMPLETED FORMS ARE RETURNED TO THE OFFICE OF THE CHIEF FINANCIAL OFFICER. EACH TRUSTEE COMMITTEE CHAIR IS FAMILIAR WITH THE MUSEUM OF FINE ARTS, HOUSTON'S CONFLICT OF INTEREST POLICY AND ENFORCES THE POLICY AT THE COMMITTEE LEVEL AS REQUIRED. ANY CONFLICTS IDENTIFIED AT A COMMITTEE MEETING ARE REFLECTED IN THE COMMITTEE MINUTES AND THE CONFLICTED PARTY LEAVES THE ROOM AND DOES NOT PARTICIPATE IN THE VOTE.

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FORM 990, PART VI, SECTION B, LINE 15:

THE MUSEUM OF FINE ARTS, HOUSTON HAS A COMPENSATION SUB-COMMITTEE CHAIRED BY THE CHAIRMAN OF THE BOARD. THE COMMITTEE INCLUDES FIVE VOTING TRUSTEE MEMBERS AND ONE COMMITTEE CONSULTANT. COMPARATIVE DATA FOR SIMILAR POSITIONS IN THE UNITED STATES MUSEUMS ARE REVIEWED ALONG WITH A MINIMUM OF A FOUR TO FIVE YEAR COMPENSATION HISTORY. ADDITIONALLY, THE COMMITTEE ESTABLISHES SPECIFIC CRITERIA FOR COMPENSATION DECISIONS.

FORM 990, PART VI, SECTION C, LINE 19:

ALL DOCUMENTS REQUIRED BY LAW TO BE MADE AVAILABLE TO THE PUBLIC ARE AVAILABLE. THE ANNUAL REPORT, INCLUDING THE AUDITED FINANCIAL STATEMENTS, IS MADE AVAILABLE THROUGH THE MUSEUM OF FINE ARTS, HOUSTON WEBSITE.





**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
<b>a</b> Receipt of (i) interest (ii) annuities (iii) royalties or (iv) rent from a controlled entity		X
<b>b</b> Gift, grant, or capital contribution to related organization(s)		X
<b>c</b> Gift, grant, or capital contribution from related organization(s)		X
<b>d</b> Loans or loan guarantees to or for related organization(s)		X
<b>e</b> Loans or loan guarantees by related organization(s)		X
<b>f</b> Dividends from related organization(s)		X
<b>g</b> Sale of assets to related organization(s)		X
<b>h</b> Purchase of assets from related organization(s)		X
<b>i</b> Exchange of assets with related organization(s)		X
<b>j</b> Lease of facilities, equipment, or other assets to related organization(s)		X
<b>k</b> Lease of facilities, equipment, or other assets from related organization(s)		X
<b>l</b> Performance of services or membership or fundraising solicitations for related organization(s)		X
<b>m</b> Performance of services or membership or fundraising solicitations by related organization(s)		X
<b>n</b> Sharing of facilities, equipment, mailing lists, or other assets with related organization(s)		X
<b>o</b> Sharing of paid employees with related organization(s)		X
<b>p</b> Reimbursement paid to related organization(s) for expenses		X
<b>q</b> Reimbursement paid by related organization(s) for expenses		X
<b>r</b> Other transfer of cash or property to related organization(s)		X
<b>s</b> 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)				
(2)				
(3)				
(4)				
(5)				
(6)				



