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Return of Private Foundation
or Section 4947(a)(1) Nonexempt Charitable Trust
Treated as a Private Foundation

2009

Department of the Treasury
Internal Revenue Service

Note. The foundation may be able to use a copy of this return to satisfy state reporting requirements.

For calendar year 2009, or tax year beginning, _____ and ending _____

G Check all that apply: Initial return Initial return of a former public charity Final return
 Amended return Address change Name change

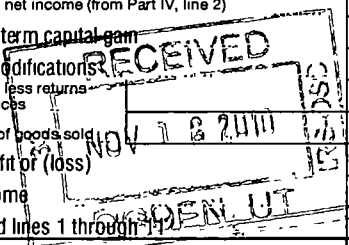
Use the IRS label. Otherwise, print or type. See Specific Instructions	Name of foundation BROOKFIELD ARTS FOUNDATION, INC.	A Employer identification number 31-1681603
	Number and street (or P O box number if mail is not delivered to street address) Room/suite 82 DEVONSHIRE STREET F9A3	B Telephone number 617-563-6806
	City or town, state, and ZIP code BOSTON, MA 02109-3605	C If exemption application is pending, check here <input type="checkbox"/> D 1. Foreign organizations, check here <input type="checkbox"/> 2. Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>

H Check type of organization: Section 501(c)(3) exempt private foundation
 Section 4947(a)(1) nonexempt charitable trust Other taxable private foundation

I Fair market value of all assets at end of year (from Part II, col. (c), line 16) **\$ 131,453,605.** (Part I, column (d) must be on cash basis)
J Accounting method: Cash Accrual Other (specify) _____
E If private foundation status was terminated under section 507(b)(1)(A), check here
F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here

Part I Analysis of Revenue and Expenses <small>(The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a))</small>	(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
1 Contributions, gifts, grants, etc., received	31,365,594.			
2 Check <input type="checkbox"/> if the foundation is not required to attach Sch B				
3 Interest on savings and temporary cash investments				
4 Dividends and interest from securities	200,909.	200,909.	200,909.	STATEMENT 1
5a Gross rents				
b Net rental income or (loss)				
6a Net gain or (loss) from sale of assets not on line 10	514,816.			
b Gross sales price for all assets on line 6a 8,003,377.				
7 Capital gain net income (from Part IV, line 2)		514,816.		
8 Net short-term capital gain			0.	
9 Income modifications				
10a Gross sales less returns and allowances				
b Less Cost of goods sold				
c Gross profit or (loss)				
11 Other income				
12 Total. Add lines 1 through 11	32,081,319.	715,725.	200,909.	
13 Compensation of officers, directors, trustees, etc	0.	0.	0.	0.
14 Other employee salaries and wages				
15 Pension plans, employee benefits				
16a Legal fees STMT 2	5,154.	0.	0.	5,154.
b Accounting fees STMT 3	25,244.	0.	0.	25,244.
c Other professional fees STMT 4	368,025.	31,753.	31,753.	336,272.
17 Interest				
18 Taxes STMT 5	10,499.	0.	0.	499.
19 Depreciation and depletion				
20 Occupancy				
21 Travel, conferences, and meetings				
22 Printing and publications				
23 Other expenses STMT 6	30,269.	0.	0.	30,269.
24 Total operating and administrative expenses. Add lines 13 through 23	439,191.	31,753.	31,753.	397,438.
25 Contributions, gifts, grants paid	75,000.			75,000.
26 Total expenses and disbursements. Add lines 24 and 25	514,191.	31,753.	31,753.	472,438.
27 Subtract line 26 from line 12:				
a Excess of revenue over expenses and disbursements	31,567,128.			
b Net investment income (if negative, enter -0-)		683,972.		
c Adjusted net income (if negative, enter -0-)			169,156.	

SCANNED NOV 22 2010 Revenue



6-16-1019

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Part II Balance Sheets <small>Attached schedules and amounts in the description column should be for end-of-year amounts only</small>		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1 Cash - non-interest-bearing			
	2 Savings and temporary cash investments	1,947,427.	872,882.	872,882.
	3 Accounts receivable ▶ Less: allowance for doubtful accounts ▶			
	4 Pledges receivable ▶ Less: allowance for doubtful accounts ▶			
	5 Grants receivable			
	6 Receivables due from officers, directors, trustees, and other disqualified persons			
	7 Other notes and loans receivable ▶ Less: allowance for doubtful accounts ▶			
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges			
	10a Investments - U.S. and state government obligations			
	b Investments - corporate stock STMT 9	15,903,868.	13,472,788.	15,995,219.
	c Investments - corporate bonds			
	11 Investments - land, buildings, and equipment: basis ▶ Less: accumulated depreciation ▶			
	12 Investments - mortgage loans			
	13 Investments - other			
14 Land, buildings, and equipment: basis ▶ Less: accumulated depreciation ▶				
15 Other assets (describe ▶ STATEMENT 10)	81,838,177.	114,585,504.	114,585,504.	
16 Total assets (to be completed by all filers)	99,689,472.	128,931,174.	131,453,605.	
Liabilities	17 Accounts payable and accrued expenses			
	18 Grants payable			
	19 Deferred revenue			
	20 Loans from officers, directors, trustees, and other disqualified persons			
	21 Mortgages and other notes payable			
	22 Other liabilities (describe ▶)			
	23 Total liabilities (add lines 17 through 22)	0.	0.	
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ▶ <input checked="" type="checkbox"/> and complete lines 24 through 26 and lines 30 and 31.			
	24 Unrestricted	99,689,472.	128,931,174.	
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here ▶ <input type="checkbox"/> and complete lines 27 through 31.			
	27 Capital stock, trust principal, or current funds			
	28 Paid-in or capital surplus, or land, bldg., and equipment fund			
	29 Retained earnings, accumulated income, endowment, or other funds			
30 Total net assets or fund balances	99,689,472.	128,931,174.		
31 Total liabilities and net assets/fund balances	99,689,472.	128,931,174.		

Part III Analysis of Changes in Net Assets or Fund Balances

1 Total net assets or fund balances at beginning of year - Part II, column (a), line 30 (must agree with end-of-year figure reported on prior year's return)	1	99,689,472.
2 Enter amount from Part I, line 27a	2	31,567,128.
3 Other increases not included in line 2 (itemize) ▶ SEE STATEMENT 7	3	1,138.
4 Add lines 1, 2, and 3	4	131,257,738.
5 Decreases not included in line 2 (itemize) ▶ SEE STATEMENT 8	5	2,326,564.
6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	128,931,174.

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co.)	(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a			
b SEE ATTACHED STATEMENTS			
c			
d			
e			

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a			
b			
c			
d			
e 8,003,377.		7,488,561.	514,816.

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	
a			
b			
c			
d			
e			514,816.

2 Capital gain net income or (net capital loss)	{ If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7	2	514,816.
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c). If (loss), enter -0- in Part I, line 8		3	<548,197.>

Part V Qualification Under Section 4940(e) for Reduced Tax on Net Investment Income

(For optional use by domestic private foundations subject to the section 4940(a) tax on net investment income.)

If section 4940(d)(2) applies, leave this part blank.

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period? Yes No

If "Yes," the foundation does not qualify under section 4940(e). Do not complete this part.

1 Enter the appropriate amount in each column for each year; see instructions before making any entries.

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col. (b) divided by col. (c))
2008	10,702,132.	20,509,113.	.521823
2007	31,019,904.	14,690,039.	2.111628
2006	1,446,078.	10,465,599.	.138174
2005	26,525,248.	7,305,375.	3.630922
2004	18,734,498.	6,055,009.	3.094050

2 Total of line 1, column (d)	2	9.496597
3 Average distribution ratio for the 5-year base period - divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years	3	1.899319
4 Enter the net value of noncharitable-use assets for 2009 from Part X, line 5	4	14,686,596.
5 Multiply line 4 by line 3	5	27,894,531.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	6,840.
7 Add lines 5 and 6	7	27,901,371.
8 Enter qualifying distributions from Part XII, line 4	8	33,545,630.

If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate. See the Part VI instructions.

Part VI Excise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or 4948 - see instructions)

1a	Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1. Date of ruling or determination letter: _____ (attach copy of letter if necessary-see instructions)		
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input checked="" type="checkbox"/> and enter 1% of Part I, line 27b	1	6,840.
c	All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b)		
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	2	0.
3	Add lines 1 and 2	3	6,840.
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	4	0.
5	Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-	5	6,840.
6	Credits/Payments:		
a	2009 estimated tax payments and 2008 overpayment credited to 2009	6a	12,925.
b	Exempt foreign organizations - tax withheld at source	6b	
c	Tax paid with application for extension of time to file (Form 8868)	6c	12,000.
d	Backup withholding erroneously withheld	6d	
7	Total credits and payments. Add lines 6a through 6d	7	24,925.
8	Enter any penalty for underpayment of estimated tax. Check here <input checked="" type="checkbox"/> if Form 2220 is attached	8	
9	Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9	
10	Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	18,085.
11	Enter the amount of line 10 to be: Credited to 2010 estimated tax <input type="checkbox"/> 18,085. Refunded <input checked="" type="checkbox"/>	11	0.

Part VII-A Statements Regarding Activities

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

Part VII-A Statements Regarding Activities (continued)

Table with 3 columns: Question, Yes, No. Rows 11-15 regarding controlled entities, insurance contracts, public inspection requirements, website address, and nonexempt charitable trusts.

Part VII-B Statements Regarding Activities for Which Form 4720 May Be Required

File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.

Table with 3 columns: Question, Yes, No. Rows 1a-4b regarding Form 4720 requirements, including disqualifying acts, disaster assistance, taxes on failure to distribute income, and business holdings.

Part VII-B Statements Regarding Activities for Which Form 4720 May Be Required (continued)

5a During the year did the foundation pay or incur any amount to:

(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? Yes No

(2) Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive? Yes No

(3) Provide a grant to an individual for travel, study, or other similar purposes? Yes No

(4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? Yes No

(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? Yes No

b If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)? Yes No
 Organizations relying on a current notice regarding disaster assistance check here ▶

c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? Yes No
 If "Yes," attach the statement required by Regulations section 53.4945-5(d).

6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract? Yes No

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? Yes No
 If "Yes" to 6b, file Form 8870.

7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? Yes No

b If yes, did the foundation receive any proceeds or have any net income attributable to the transaction? Yes No

	5b	X
	6b	X
	7b	N/A

Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors

1 List all officers, directors, trustees, foundation managers and their compensation.

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
SEE STATEMENT 11		32,253.	7,683.	0.

2 Compensation of five highest-paid employees (other than those included on line 1). If none, enter "NONE."

(a) Name and address of each employee paid more than \$50,000	(b) Title, and average hours per week devoted to position	(c) Compensation	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
NONE				

Total number of other employees paid over \$50,000 ▶ 0

Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors (continued)

3 Five highest-paid independent contractors for professional services. If none, enter "NONE."

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
COOPERATIVE PHILANTHROPIC SERVICES LLC 82 DEVONSHIRE STREET, BOSTON, MA 02109	PROGRAM ADMINISTRATION	257,958.
STRATEGIC ADVISERS 82 DEVONSHIRE STREET, BOSTON, MA 02109	INVESTMENT MANAGEMENT	31,753.

Total number of others receiving over \$50,000 for professional services ▶ 0

Part IX-A Summary of Direct Charitable Activities

List the foundation's four largest direct charitable activities during the tax year. Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc	Expenses
1 SEE STATEMENT 12	438,295.
2 ACQUISITIONS OF ANTIQUES AND CULTURAL ARTIFACTS	33,073,192.
3	
4	

Part IX-B Summary of Program-Related Investments

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2	Amount
1 N/A	
2	
3 All other program-related investments See instructions	
Total. Add lines 1 through 3 ▶	0.

Part X Minimum Investment Return (All domestic foundations must complete this part. Foreign foundations, see instructions)

1 Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:		
a Average monthly fair market value of securities	1a	14,216,667.
b Average of monthly cash balances	1b	693,583.
c Fair market value of all other assets	1c	
d Total (add lines 1a, b, and c)	1d	14,910,250.
e Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	0.
2 Acquisition indebtedness applicable to line 1 assets	2	0.
3 Subtract line 2 from line 1d	3	14,910,250.
4 Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	223,654.
5 Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	14,686,596.
6 Minimum investment return. Enter 5% of line 5	6	734,330.

Part XI Distributable Amount (see instructions) (Section 4942(j)(3) and (j)(5) private operating foundations and certain foreign organizations check here and do not complete this part.)

1 Minimum investment return from Part X, line 6	1	
2a Tax on investment income for 2009 from Part VI, line 5	2a	
b Income tax for 2009. (This does not include the tax from Part VI.)	2b	
c Add lines 2a and 2b	2c	
3 Distributable amount before adjustments. Subtract line 2c from line 1	3	
4 Recoveries of amounts treated as qualifying distributions	4	
5 Add lines 3 and 4	5	
6 Deduction from distributable amount (see instructions)	6	
7 Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	

Part XII Qualifying Distributions (see instructions)

1 Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes:		
a Expenses, contributions, gifts, etc. - total from Part I, column (d), line 26	1a	472,438.
b Program-related investments - total from Part IX-B	1b	0.
2 Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	33,073,192.
3 Amounts set aside for specific charitable projects that satisfy the:		
a Suitability test (prior IRS approval required)	3a	
b Cash distribution test (attach the required schedule)	3b	
4 Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	33,545,630.
5 Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b	5	6,840.
6 Adjusted qualifying distributions. Subtract line 5 from line 4	6	33,538,790.

Note. The amount on line 6 will be used in Part V, column (b), in subsequent years when calculating whether the foundation qualifies for the section 4940(e) reduction of tax in those years.

Part XIII Undistributed Income (see instructions)

	(a) Corpus	(b) Years prior to 2008	(c) 2008	(d) 2009
1 Distributable amount for 2009 from Part XI, line 7				0.
2 Undistributed income, if any, as of the end of 2009				
a Enter amount for 2008 only			0.	
b Total for prior years:		0.		
3 Excess distributions carryover, if any, to 2009:				
a From 2004				
b From 2005				
c From 2006				
d From 2007				
e From 2008				
f Total of lines 3a through e	0.			
4 Qualifying distributions for 2009 from Part XII, line 4: ▶ \$ <u>N/A</u>				
a Applied to 2008, but not more than line 2a			0.	
b Applied to undistributed income of prior years (Election required - see instructions)		0.		
c Treated as distributions out of corpus (Election required - see instructions)	0.			
d Applied to 2009 distributable amount				0.
e Remaining amount distributed out of corpus	0.			
5 Excess distributions carryover applied to 2009 (If an amount appears in column (d), the same amount must be shown in column (a))	0.			0.
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	0.			
b Prior years' undistributed income. Subtract line 4b from line 2b		0.		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		0.		
d Subtract line 6c from line 6b. Taxable amount - see instructions		0.		
e Undistributed income for 2008. Subtract line 4a from line 2a. Taxable amount - see instr.			0.	
f Undistributed income for 2009. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2010				0.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3)	0.			
8 Excess distributions carryover from 2004 not applied on line 5 or line 7	0.			
9 Excess distributions carryover to 2010. Subtract lines 7 and 8 from line 6a	0.			
10 Analysis of line 9:				
a Excess from 2005				
b Excess from 2006				
c Excess from 2007				
d Excess from 2008				
e Excess from 2009				

Part XIV Private Operating Foundations (see instructions and Part VII-A, question 9)

1 a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2009, enter the date of the ruling ▶ 12/22/99
 b Check box to indicate whether the foundation is a private operating foundation described in section 4942(j)(3) or 4942(j)(5)

	Tax year				(e) Total
	(a) 2009	(b) 2008	(c) 2007	(d) 2006	
2 a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed	169,156.	348,134.	734,502.	523,280.	1,775,072.
b 85% of line 2a	143,783.	295,914.	624,327.	444,788.	1,508,811.
c Qualifying distributions from Part XII, line 4 for each year listed	33545630.	10702132.	31104981.	1,446,078.	76798821.
d Amounts included in line 2c not used directly for active conduct of exempt activities	75,000.	2,291,808.	314,408.	328,631.	3,009,847.
e Qualifying distributions made directly for active conduct of exempt activities. Subtract line 2d from line 2c	33470630.	8,410,324.	30790573.	1,117,447.	73788974.
3 Complete 3a, b, or c for the alternative test relied upon:					
a "Assets" alternative test - enter:					
(1) Value of all assets					0.
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					0.
b "Endowment" alternative test - enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed	489,553.	683,637.	489,668.	348,853.	2,011,711.
c "Support" alternative test - enter:					
(1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)					0.
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(ii)					0.
(3) Largest amount of support from an exempt organization					0.
(4) Gross investment income					0.

Part XV Supplementary Information (Complete this part only if the foundation had \$5,000 or more in assets at any time during the year-see the instructions.)

1 **Information Regarding Foundation Managers:**
 a List any managers of the foundation who have contributed more than 2% of the total contributions received by the foundation before the close of any tax year (but only if they have contributed more than \$5,000). (See section 507(d)(2).)
EDWARD C. JOHNSON 3D
 b List any managers of the foundation who own 10% or more of the stock of a corporation (or an equally large portion of the ownership of a partnership or other entity) of which the foundation has a 10% or greater interest.

NONE

2 **Information Regarding Contribution, Grant, Gift, Loan, Scholarship, etc., Programs**
 Check here if the foundation only makes contributions to preselected charitable organizations and does not accept unsolicited requests for funds. If the foundation makes gifts, grants, etc. (see instructions) to individuals or organizations under other conditions, complete items 2a, b, c, and d.
 a The name, address, and telephone number of the person to whom applications should be addressed:

 b The form in which applications should be submitted and information and materials they should include:

 c Any submission deadlines:

 d Any restrictions or limitations on awards, such as by geographical areas, charitable fields, kinds of institutions, or other factors:

Part XV Supplementary Information (continued)

3 Grants and Contributions Paid During the Year or Approved for Future Payment				
Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
<i>a Paid during the year</i>				
HUIZHOU CULTURAL RESEARCH INSTITUTE CHENGSHI GARDEN TUNXI DIST ANHUI CHINA			SEE ATTACHED	75,000.
Total			▶ 3a	75,000.
<i>b Approved for future payment</i>				
NONE				
Total			▶ 3b	0.

Schedule B

(Form 990, 990-EZ, or 990-PF)

Department of the Treasury
Internal Revenue Service

Schedule of Contributors

▶ Attach to Form 990, 990-EZ, or 990-PF.

OMB No 1545-0047

2009

Name of the organization

Employer identification number

BROOKFIELD ARTS FOUNDATION, INC.

31-1681603

Organization type (check one):

Filers of:

Section:

Form 990 or 990-EZ

501(c)() (enter number) organization

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

527 political organization

Form 990-PF

501(c)(3) exempt private foundation

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

501(c)(3) taxable private foundation

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

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

General Rule

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

Special Rules

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

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

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

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

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

Schedule B (Form 990, 990-EZ, or 990-PF) (2009)

Name of organization BROOKFIELD ARTS FOUNDATION, INC.	Employer identification number 31-1681603
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Part I Contributors (see instructions)

(a) No.	(b) Name, address, and ZIP + 4	(c) Aggregate contributions	(d) Type of contribution
1	EDWARD C. JOHNSON FUND 82 DEVONSHIRE STREET BOSTON, MA 02109	\$ 24,640,594.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
2	FIDELITY FOUNDATION 82 DEVONSHIRE STREET BOSTON, MA 02109	\$ 6,725,000.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
		\$ _____	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
		\$ _____	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
		\$ _____	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
		\$ _____	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)

BROOKFIELD ARTS FOUNDATION, INC.

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold, e.g., real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co.	(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a 2595 SHS GENERAL MLS INC	P	10/28/08	01/02/09
b 63.875 SHS (360) FIDELITY JAPAN SMALLER	P	12/18/00	01/12/09
c 525 SHS VIVENDI	P	12/20/05	01/12/09
d 2120 SHS CISCO SYS INC	P	01/15/08	01/12/09
e 2025 SHS VIVENDI	P	12/20/05	01/13/09
f 1095 SHS CANADIAN PAC RY LTD	P	05/02/08	01/14/09
g 880 SHS CANADIAN PAC RY LTD	P	10/28/08	01/15/09
h 10417 SHS DISH NETWORK CORP CL A (S/T PORTION)	P	12/08/08	01/15/09
i 10417 SHS DISH NETWORK CORP CL A (L/T PORTION)	P	VARIOUS	01/15/09
j 1216 SHS ECHOSTAR HOLDING CORP	P	01/03/08	01/20/09
k 3175 SHS ALCOA INC	P	11/03/08	01/21/09
l 1115 SHS ECHOSTAR HOLDING CORP (L/T PORTION)	P	VARIOUS	01/21/09
m 1115 SHS ECHOSTAR HOLDING CORP (S/T PORTION)	P	05/02/08	01/21/09
n 16350 SHS INTEL CORP CALIF	D	03/10/93	01/21/09
o 11330 SHS ALCOA INC	P	11/03/08	01/22/09

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a 157,064.		167,825.	<10,761.>
b 441.		554.	<113.>
c 15,000.		16,520.	<1,520.>
d 34,562.		55,113.	<20,551.>
e 56,852.		63,721.	<6,869.>
f 33,965.		77,220.	<43,255.>
g 27,038.		46,612.	<19,574.>
h 125,737.		220,844.	<95,107.>
i		29,494.	<29,494.>
j 16,588.		43,631.	<27,043.>
k 26,814.		37,611.	<10,797.>
l 15,176.		29,326.	<14,150.>
m		6,392.	<6,392.>
n 214,660.		59,775.	154,885.
o 93,957.		127,543.	<33,586.>

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69

(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
a			** <10,761.>
b			<113.>
c			<1,520.>
d			** <20,551.>
e			<6,869.>
f			** <43,255.>
g			** <19,574.>
h			** <95,107.>
i			<29,494.>
j			<27,043.>
k			** <10,797.>
l			<14,150.>
m			** <6,392.>
n			154,885.
o			** <33,586.>

2 Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 If (loss), enter "-0-" in Part I, line 7 }	2
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c). If (loss), enter "-0-" in Part I, line 8 }	3

BROOKFIELD ARTS FOUNDATION, INC.

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold, e.g., real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co.	(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a 1086 SHS ECHOSTAR HOLDING CORP	P	05/02/08	01/22/09
b 764 SHS ECHOSTAR HOLDING CORP	P	04/29/08	01/23/09
c 78.508 SHS (360) FIDELITY JAPAN SMALLER	P	12/18/00	01/28/09
d 8150 SHS INTEL CORP CALIF	D	03/10/93	02/03/09
e 2630 SHS BERKLEY W R CORP	P	10/28/08	02/05/09
f 6650 SHS NESTLE SA CHAM ETVEVEY SHS	P	03/27/08	02/09/09
g 2630 SHS BERKLEY W R CORP	P	10/21/08	02/09/09
h 105 SHS MARUSAN SECURITIES ORD SHS	P	05/08/08	02/09/09
i 154 SHS YAMADA DENKI CO LTD (JP;9831)	P	12/30/08	02/09/09
j 2041 SHS YAMADA DENKI CO LTD (JP;9831)	P	12/30/08	02/12/09
k 170 SHS MARUSAN SECURITIES ORD SHS	P	05/08/08	02/17/09
l 812 SHS MARUSAN SECURITIES ORD SHS	P	05/08/08	02/18/09
m 312 SHS MARUSAN SECURITIES ORD SHS	P	05/08/08	02/18/09
n 1304 SHS MARUSAN SECURITIES ORD SHS	P	05/08/08	02/19/09
o 71 SHS MARUSAN SECURITIES ORD SHS	P	05/08/08	02/19/09

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a 14,162.		34,329.	<20,167.>
b 10,490.		23,099.	<12,609.>
c 517.		681.	<164.>
d 111,083.		29,796.	81,287.
e 64,672.		61,119.	3,553.
f 218,341.		330,044.	<111,703.>
g 65,519.		60,857.	4,662.
h 523.		763.	<240.>
i 6,233.		10,590.	<4,357.>
j 89,328.		135,538.	<46,210.>
k 808.		1,236.	<428.>
l 3,729.		5,903.	<2,174.>
m 1,424.		2,268.	<844.>
n 5,775.		9,480.	<3,705.>
o 314.		516.	<202.>

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69

(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
a			** <20,167.>
b			** <12,609.>
c			<164.>
d			81,287.
e			** 3,553.
f			** <111,703.>
g			** 4,662.
h			** <240.>
i			** <4,357.>
j			** <46,210.>
k			** <428.>
l			** <2,174.>
m			** <844.>
n			** <3,705.>
o			** <202.>

2 Capital gain net income or (net capital loss) (If gain, also enter in Part I, line 7 If (loss), enter "-0-" in Part I, line 7)	2
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c). If (loss), enter "-0-" in Part I, line 8	3

BROOKFIELD ARTS FOUNDATION, INC.

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold, e.g., real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co.	(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a 2631 SHS AVNET INC	P	06/05/08	02/19/09
b 1129 SHS MARUSAN SECURITIES ORD SHS	P	05/08/08	02/20/09
c 83 SHS MARUSAN SECURITIES ORD SHS	P	05/08/08	02/20/09
d 2359 SHS AVNET INC	P	06/05/08	02/20/09
e 646 SHS MARUSAN SECURITIES ORD SHS	P	05/08/08	02/23/09
f 66 SHS MARUSAN SECURITIES ORD SHS	P	05/08/08	02/23/09
g 911 SHS MARUSAN SECURITIES ORD SHS	P	05/08/08	02/24/09
h 266 SHS MARUSAN SECURITIES ORD SHS	P	05/08/08	02/24/09
i 19850 SHS DAIWA SECURITIES CO LTD ORD	P	09/20/99	02/25/09
j 896 SHS MARUSAN SECURITIES ORD SHS	P	05/08/08	02/25/09
k 178 SHS MARUSAN SECURITIES ORD SHS	P	05/08/08	02/25/09
l 749 SHS MARUSAN SECURITIES ORD SHS	P	05/08/08	02/26/09
m 91 SHS MARUSAN SECURITIES ORD SHS	P	05/08/08	02/26/09
n 544 SHS MARUSAN SECURITIES ORD SHS	P	05/08/08	02/27/09
o 73 SHS MARUSAN SECURITIES ORD SHS	P	05/08/08	02/27/09

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a 47,536.		82,000.	<34,464.>
b 4,879.		8,207.	<3,328.>
c 360.		603.	<243.>
d 40,296.		72,541.	<32,245.>
e 2,658.		4,696.	<2,038.>
f 275.		480.	<205.>
g 3,651.		6,623.	<2,972.>
h 1,071.		1,934.	<863.>
i 72,567.		120,072.	<47,505.>
j 3,677.		6,514.	<2,837.>
k 720.		1,294.	<574.>
l 3,064.		5,445.	<2,381.>
m 367.		662.	<295.>
n 2,190.		3,955.	<1,765.>
o 298.		531.	<233.>

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69

(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
a			** <34,464.>
b			** <3,328.>
c			** <243.>
d			** <32,245.>
e			** <2,038.>
f			** <205.>
g			** <2,972.>
h			** <863.>
i			** <47,505.>
j			** <2,837.>
k			** <574.>
l			** <2,381.>
m			** <295.>
n			** <1,765.>
o			** <233.>

2 Capital gain net income or (net capital loss) (If gain, also enter in Part I, line 7 If (loss), enter "-0-" in Part I, line 7)	2	
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c). If (loss), enter "-0-" in Part I, line 8	3	

BROOKFIELD ARTS FOUNDATION, INC.

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold, e.g., real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co.	(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a 574 SHS MARUSAN SECURITIES ORD SHS	P	05/08/08	03/02/09
b 42 SHS MARUSAN SECURITIES ORD SHS	P	05/08/08	03/02/09
c 2709 SHS MARUSAN SECURITIES ORD SHS	P	05/08/08	03/03/09
d 3898 SHS MARUSAN SECURITIES ORD SHS	P	05/08/08	03/04/09
e 1185 SHS BURLINGTON NORTHERN SANTA FE	P	02/04/08	03/05/09
f 1350 SHS ANALOG DEVICES INC	P	10/29/08	03/09/09
g 640 SHS CUMMINS INC	P	01/02/09	03/09/09
h 320 SHS ROGERS COMMUNICATIONS INC	P	02/03/06	03/09/09
i 4860 SHS SHERWIN WILLIAMS CO	D	06/04/01	03/09/09
j 6675 SHS TORONTO DOMINION BK ONT	P	02/26/09	03/09/09
k 2595 SHS WEYERHAEUSER CO	P	01/02/09	03/09/09
l 4020 SHS NABORS INDUSTRIES LTD	P	09/20/07	03/13/09
m 5780 SHS ALTRIA GROUP INC	P	03/09/09	03/13/09
n 255 SHS INTUITIVE SURGICAL INC	P	01/21/09	03/19/09
o 148.9 SHS (360) FIDELITY JAPAN SMALLER	P	12/18/00	03/25/09

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a 2,286.		4,173.	<1,887.>
b 167.		305.	<138.>
c 10,562.		19,694.	<9,132.>
d 15,042.		28,337.	<13,295.>
e 62,811.		100,399.	<37,588.>
f 24,349.		28,443.	<4,094.>
g 12,524.		17,727.	<5,203.>
h 6,339.		6,979.	<640.>
i 212,117.		105,808.	106,309.
j 178,580.		212,796.	<34,216.>
k 50,248.		80,527.	<30,279.>
l 35,616.		125,392.	<89,776.>
m 96,013.		91,666.	4,347.
n 24,731.		24,680.	51.
o 880.		1,292.	<412.>

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69

(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
a			** <1,887.>
b			** <138.>
c			** <9,132.>
d			** <13,295.>
e			** <37,588.>
f			** <4,094.>
g			** <5,203.>
h			<640.>
i			106,309.
j			** <34,216.>
k			** <30,279.>
l			<89,776.>
m			** 4,347.
n			** 51.
o			<412.>

2 Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 If (loss), enter "-0-" in Part I, line 7 }	2	
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c). If (loss), enter "-0-" in Part I, line 8	3	

BROOKFIELD ARTS FOUNDATION, INC.

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold, e.g., real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co.	(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a 1009000 SHS (2014) FIMM PRIME MMKT PORTINST CL	P	03/24/09	03/27/09
b 3085 SHS MONSANTO CO NEW	D	11/08/02	04/01/09
c 4975 SHS SHERWIN WILLIAMS CO	D	06/04/01	04/01/09
d 5160 SHS SHISEIDO CO LTD	P	10/20/08	04/02/09
e 176 SHS ATHENAHEALTH INC	P	12/31/08	04/07/09
f 602 SHS ATHENAHEALTH INC	P	01/02/09	04/08/09
g 80 SHS EXXON MOBIL CORP.	P	10/28/08	04/20/09
h 30 SHS GIVAUDAN AGRTS EXP 04/27/2009	P	01/10/07	04/24/09
i 370 SHS ALCON INC	P	01/09/07	04/22/09
j 750 SHS ABBOTT LABS	P	03/12/09	04/22/09
k 410 SHS EXXON MOBIL CORP.	P	10/28/08	04/22/09
l 250 SHS PHARMACEUTICAL PROD DEV INC	P	07/19/07	04/22/09
m 1510 SHS ROCHE HLDGS AG BASEL DIV RTS CTF	P	01/26/09	04/23/09
n 1530 SHS ABBOTT LABS	P	03/12/09	04/23/09
o 3750 SHS SAP AKTIENGESELLSCHAFT	P	02/11/08	05/01/09

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a 1,009,000.		1,009,000.	0.
b 257,898.		26,123.	231,775.
c 260,591.		108,105.	152,486.
d 75,040.		105,175.	<30,135.>
e 4,198.		6,464.	<2,266.>
f 14,429.		21,856.	<7,427.>
g 5,245.		5,667.	<422.>
h 295.			295.
i 32,409.		42,602.	<10,193.>
j 32,139.		35,003.	<2,864.>
k 26,718.		29,044.	<2,326.>
l 4,646.		8,411.	<3,765.>
m 173,323.		226,655.	<53,332.>
n 65,630.		71,406.	<5,776.>
o 140,486.		180,132.	<39,646.>

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69

(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
a			** 0.
b			231,775.
c			152,486.
d			** <30,135.>
e			** <2,266.>
f			** <7,427.>
g			** <422.>
h			295.
i			<10,193.>
j			** <2,864.>
k			** <2,326.>
l			<3,765.>
m			** <53,332.>
n			** <5,776.>
o			<39,646.>

2 Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 If (loss), enter "-0-" in Part I, line 7 }	2	
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c). If (loss), enter "-0-" in Part I, line 8 }	3	

BROOKFIELD ARTS FOUNDATION, INC.

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold, e.g., real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co.	(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a 70 SHS (360) FIDELITY JAPAN SMALLER	P	12/18/00	05/18/09
b 10835 SHS DIRECTV GROUP INC	P	05/01/08	06/04/09
c 31 SHS GIVAUDAN AGRTS EXP 06/24/2009 (L/T PORTION	P	VARIOUS	06/19/09
d 31 SHS GIVAUDAN AGRTS EXP 06/24/2009 (S/T PORTION	P	04/23/09	06/19/09
e 172 SHS PHARMACEUTICAL PROD DEV INC	P	07/19/07	07/07/09
f 955 SHS CEPHALON INC	P	01/02/09	07/09/09
g 1230 SHS GENZYME CORP	P	01/22/09	07/09/09
h 150 SHS PHARMACEUTICAL PROD DEV INC	P	07/19/07	07/09/09
i 370 SHS PHARMACEUTICAL PROD DEV INC	P	07/19/07	07/15/09
j 833 SHS PHARMACEUTICAL PROD DEV INC	P	07/19/07	07/22/09
k 2810 SHS ENI S P A SPONSORED ADR	P	03/12/09	07/31/09
l 8394 SHS MONSANTO CO NEW	D	11/08/02	09/11/09
m 755 SHS HEWLETT PACKARD CO	P	12/30/08	09/16/09
n 1035 SHS MONSANTO CO NEW	D	11/08/02	09/16/09
o 1036 SHS MONSANTO CO NEW	P	11/08/02	09/21/09

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a 491.		608.	<117.>
b 239,156.		275,466.	<36,310.>
c 793.			793.
d 26.			26.
e 3,656.		5,787.	<2,131.>
f 51,447.		73,791.	<22,344.>
g 66,245.		84,221.	<17,976.>
h 3,146.		5,047.	<1,901.>
i 7,771.		12,449.	<4,678.>
j 15,929.		28,026.	<12,097.>
k 130,509.		98,550.	31,959.
l 655,078.		71,080.	583,998.
m 34,436.		27,126.	7,310.
n 82,155.		8,764.	73,391.
o 81,606.		8,773.	72,833.

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	
a			<117.>
b			<36,310.>
c			793.
d			** 26.
e			<2,131.>
f			** <22,344.>
g			** <17,976.>
h			<1,901.>
i			<4,678.>
j			<12,097.>
k			** 31,959.
l			583,998.
m			** 7,310.
n			73,391.
o			72,833.

2 Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 If (loss), enter "-0-" in Part I, line 7 }	2	
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c). If (loss), enter "-0-" in Part I, line 8 }	3	

BROOKFIELD ARTS FOUNDATION, INC.

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold, e.g., real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co.	(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a 4966 SHS CISCO SYS INC	P	01/25/08	09/23/09
b 585 SHS QUALCOMM INC	P	06/04/09	10/19/09
c 2600 SHS ROGERS COMMUNICATIONS INC (L/T PORTION)	P	VARIOUS	10/19/09
d 2600 SHS ROGERS COMMUNICATIONS INC (S/T PORTION)	P	10/31/08	10/19/09
e 145 SHS UNITED TECHNOLOGIES CORP	P	04/09/07	10/19/09
f 3870 SHS ROGERS COMMUNICATIONS INC	P	10/31/08	10/20/09
g 500000 SHS (2014) FIMM PRIME MMKT PORTINST CL	P	09/16/09	10/28/09
h 625 SHS CHINA MOBILE HONG KONG LTD	P	11/03/08	11/04/09
i 3250 SHS CVS CAREMARK CORP	P	04/12/07	11/10/09
j 1785 SHS ANALOG DEVICES INC	P	10/29/08	11/20/09
k 1805 SHS LINEAR TECHNOLOGY CORP	P	06/25/09	11/20/09
l 2035 SHS NUVASIVE INC	P	05/14/08	11/20/09
m 1445 SHS BRITISH AMERICAN TOBACCO PLC	P	03/17/09	11/30/09
n 300 SHS BRITISH AMERN TOB PLC	P	03/16/09	11/30/09
o 1795 SHS PHILIP MORRIS INTL INC	P	03/13/09	11/30/09

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a 114,117.		128,060.	<13,943.>
b 24,598.		26,332.	<1,734.>
c 69,790.		66,620.	3,170.
d		4,540.	<4,540.>
e 9,500.		9,431.	69.
f 103,420.		112,800.	<9,380.>
g 500,000.		500,000.	0.
h 29,815.		28,355.	1,460.
i 97,576.		113,652.	<16,076.>
j 48,995.		37,608.	11,387.
k 47,708.		41,113.	6,595.
l 69,818.		81,162.	<11,344.>
m 43,579.		35,065.	8,514.
n 18,219.		14,414.	3,805.
o 87,019.		64,364.	22,655.

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69

(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
a			<13,943.>
b			** <1,734.>
c			3,170.
d			** <4,540.>
e			69.
f			** <9,380.>
g			** 0.
h			1,460.
i			<16,076.>
j			11,387.
k			** 6,595.
l			<11,344.>
m			** 8,514.
n			** 3,805.
o			** 22,655.

2 Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 If (loss), enter "-0-" in Part I, line 7 }	2
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c). If (loss), enter "-0-" in Part I, line 8 }	3

BROOKFIELD ARTS FOUNDATION, INC.

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold, e.g., real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co.	(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a 1525 SHS BRITISH AMERICAN TOBACCO PLC	P	03/17/09	12/01/09
b 1150 SHS CUMMINS INC	P	12/31/08	12/02/09
c 9110 SHS WEATHERFORD INTERNATIONAL LT REG (S/T PO	P	12/30/08	12/07/09
d 9110 SHS WEATHERFORD INTERNATIONAL LT REG (L/T PO	P	VARIOUS	12/07/09
e 3355 SHS SMITH INTERNATIONAL, INC	P	09/28/09	12/07/09
f 3330 SHS WEATHERFORD INTERNATIONAL LT REG	P	12/30/08	12/11/09
g 12760 SHS WEATHERFORD INTERNATIONAL LT REG	P	12/30/08	12/14/09
h 710 SHS PHILIP MORRIS INTL INC	P	03/13/09	12/16/09
i 1830 SHS PHILIP MORRIS INTL INC	P	03/13/09	12/18/09
j 4390 SHS THORATEC CORP	P	09/16/09	12/18/09
k 740 SHS CHINA MOBILE HONG KONG LTD	P	12/03/08	12/23/09
l 404 SHS CHINA MOBILE HONG KONG LTD	P	11/03/08	12/24/09
m 1266 SHS CHINA MOBILE HONG KONG LTD	P	12/01/08	12/24/09
n GIVAUDAN RIGHTS ISSUANCE - BASIS ADJUSTMENT	P	VARIOUS	VARIOUS
o			

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a 47,953.		36,310.	11,643.
b 50,175.		30,687.	19,488.
c 146,701.		146,528.	173.
d		2,417.	<2,417.>
e 88,182.		90,209.	<2,027.>
f 52,895.		34,411.	18,484.
g 202,117.		130,062.	72,055.
h 35,570.		25,459.	10,111.
i 88,781.		62,839.	25,942.
j 117,548.		128,082.	<10,534.>
k 33,253.		33,978.	<725.>
l 18,171.		18,329.	<158.>
m 56,740.		57,090.	<350.>
n		1,138.	<1,138.>
o			

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69

(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
a			** 11,643.
b			** 19,488.
c			** 173.
d			<2,417.>
e			** <2,027.>
f			** 18,484.
g			** 72,055.
h			** 10,111.
i			** 25,942.
j			** <10,534.>
k			<725.>
l			<158.>
m			<350.>
n			** <1,138.>
o			

2 Capital gain net income or (net capital loss) (If gain, also enter in Part I, line 7 If (loss), enter "-0-" in Part I, line 7)	2	514,816.
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c). If (loss), enter "-0-" in Part I, line 8	3	<548,197.>

Election Pursuant to IRC Sec. 307(b)(2) to
Allocate Basis to Stock Rights

Brookfield Arts Foundation, Inc.
82 Devonshire Street, F9A3
Boston, MA 02109-3605

Employer Identification Number: 31-1681603

For the Year Ending December 31, 2009

Brookfield Arts Foundation, Inc. hereby Elects, pursuant to IRC Sec. 307(b)(2) and Reg. Sec. 1.307-2, to allocate a portion of basis in stock held prior to an IRC Sec. 305(a) distribution that occurred on June 17, 2009 to stock rights received pursuant to that distribution.

As required by Reg. Sec. 1.307-2, the election is made with respect to all the rights received by Brookfield Arts Foundation, Inc. in respect of all the stock of the same class owned by Brookfield Arts Foundation, Inc. in the issuing corporation at the time of the distribution. The rights to which the election applies are designated below:

<u>Type of Stock</u>	<u>Number of shares</u>
Givaudan Ag	31

FORM 990-PF		DIVIDENDS AND INTEREST FROM SECURITIES		STATEMENT	1
SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT		
FIDELITY BROKERAGE SERVICES LLC	8.	0.	8.		
LESS: FOREIGN TAXES PAID	<18,260.>	0.	<18,260.>		
STRATEGIC ADVISERS INC.	219,161.	0.	219,161.		
TOTAL TO FM 990-PF, PART I, LN 4	200,909.	0.	200,909.		

FORM 990-PF		LEGAL FEES			STATEMENT	2
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES		
SULLIVAN & WORCESTER	5,154.	0.	0.	5,154.		
TO FM 990-PF, PG 1, LN 16A	5,154.	0.	0.	5,154.		

FORM 990-PF		ACCOUNTING FEES			STATEMENT	3
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES		
PRICEWATERHOUSECOOPERS	25,244.	0.	0.	25,244.		
TO FORM 990-PF, PG 1, LN 16B	25,244.	0.	0.	25,244.		

FORM 990-PF		OTHER PROFESSIONAL FEES			STATEMENT	4
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES		
PROGRAM ADMINISTRATION	257,958.	0.	0.	257,958.		
INVESTMENT MANAGEMENT	31,753.	31,753.	31,753.	0.		
RESTORATION & CONSERVATION OF ANTIQUES	22,172.	0.	0.	22,172.		
CONSULTANTS FEES	56,142.	0.	0.	56,142.		
TO FORM 990-PF, PG 1, LN 16C	368,025.	31,753.	31,753.	336,272.		

FORM 990-PF	TAXES			STATEMENT	5
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES	
FEDERAL EXCISE	10,000.	0.	0.	0.	
STATE FILING FEES	499.	0.	0.	499.	
TO FORM 990-PF, PG 1, LN 18	10,499.	0.	0.	499.	

FORM 990-PF	OTHER EXPENSES			STATEMENT	6
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES	
INSURANCE	29,372.	0.	0.	29,372.	
MISCELLANEOUS EXPENSE	897.	0.	0.	897.	
TO FORM 990-PF, PG 1, LN 23	30,269.	0.	0.	30,269.	

FORM 990-PF	OTHER INCREASES IN NET ASSETS OR FUND BALANCES	STATEMENT	7
DESCRIPTION		AMOUNT	
COST BASIS ALLOCATION TO GIVAUDAN RIGHTS PER IRC SEC 307(B)(2)		1,138.	
TOTAL TO FORM 990-PF, PART III, LINE 3		1,138.	

FORM 990-PF	OTHER DECREASES IN NET ASSETS OR FUND BALANCES	STATEMENT	8
DESCRIPTION		AMOUNT	
ADJUSTMENT TO RECONCILE INVESTMENTS TO CONTRIBUTION VALUE		2,326,564.	
TOTAL TO FORM 990-PF, PART III, LINE 5		2,326,564.	

FORM 990-PF	CORPORATE STOCK	STATEMENT	9
DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE	
PUBLICLY TRADED SECURITIES (SEE ATTACHED)	13,472,788.	15,995,219.	
TOTAL TO FORM 990-PF, PART II, LINE 10B	13,472,788.	15,995,219.	

FORM 990-PF	OTHER ASSETS	STATEMENT	10
DESCRIPTION	BEGINNING OF YR BOOK VALUE	END OF YEAR BOOK VALUE	FAIR MARKET VALUE
ANTIQUES (AT BOOK VALUE)	81,496,708.	114,572,616.	114,572,616.
DUE FROM BROKER	328,875.	0.	0.
DIVIDENDS RECEIVABLE	12,594.	12,888.	12,888.
TO FORM 990-PF, PART II, LINE 15	81,838,177.	114,585,504.	114,585,504.

BROOKFIELD ARTS FOUNDATION
2009 FORM 990-PF
E.I.N 31-1681603

Part II, Line 10b, Investments - Corporate Stock

<u>Number of</u> <u>shares</u>	<u>Description</u>	<u>Cost</u>	<u>Value</u>
4,773	Agnico Eagle Mines Ltd.	\$ 157,831	\$ 257,742
2,825	Alcon Inc.	266,101	464,289
5,540	Amphenol Corp.	211,557	255,837
920	Anadarko Petroleum Corp.	59,541	57,426
2,675	Analog Devices Inc.	56,360	84,477
2,521	Apple Inc.	372,921	531,255
1,866	Asml Holdings NV	35,750	63,634
1,333	Asmld Holdings NV	25,617	45,442
2,585	Barrick Gold Corp.	72,664	101,797
2,795	Boeing Co.	120,135	151,293
26,780	Cabot Oil & Gas Corp.	999,965	1,167,340
16,165	Cameco Corp.	528,394	520,028
20,600	Canadian Natural Resources Ltd.	1,061,724	1,482,170
2,600	Cenovus Energy Inc.	57,679	65,520
338,340	China South Locomotive Rolling Stock	162,467	248,726
6,640	Cisco Systems Inc.	159,110	158,962
2,414	Clean Energy Fuels Corp.	29,357	37,200
5,540	Coca- Cola Co.	290,846	315,780
4,530	CSL Ltd.	103,659	132,204
2,720	Dentsply International Inc.	110,113	95,662
3,280	Ecolab Inc.	123,369	146,222
23,060	EMC Corp.	354,825	402,858
3,230	Emerson Electric Co.	113,271	137,598
2,600	Encana Corp.	63,393	84,214
35	Givaudan AG	29,308	27,937
10,729	Goldcorp Inc.	301,247	422,079
1,663	Haemonetics Corp.	92,423	91,714
5,155	Halliburton Co.	150,660	155,114
760	Hewlett Packard Company	27,305	39,148
6,200	Honda Motor Co. Ltd.	202,137	210,463
3,800	International Business Machines	345,035	497,420
3,985	Intuit Inc.	119,398	122,459
1,025	Intuitive Surgical Inc.	99,203	311,016
11,215	Juniper Networks Inc	304,401	299,104
3,115	J.M. Smucker Co.	134,999	192,351
259	Landauer Inc.	15,997	15,903

BROOKFIELD ARTS FOUNDATION
2009 FORM 990-PF
E.I.N 31-1681603

Part II, Line 10b, Investments - Corporate Stock

<u>Number of</u> <u>shares</u>	<u>Description</u>	<u>Cost</u>	<u>Value</u>
3,085	Linear Technology Corp.	69,091	94,278
18,171	Marusan Securities	132,097	98,770
7,695	Mediatek Inc.	125,268	134,224
3,950	Merck & Co Inc.	110,681	144,333
13,355	Mitsubishi Estate Ltd.	236,284	212,039
8,755	Nabors Industries Ltd.	247,116	191,647
2,575	National Oilwell Varco Inc.	167,247	113,532
7,200	Oracle Corp.	130,583	176,616
5,085	Paychex Inc.	152,513	155,804
2,165	Philip Morris International Inc.	73,481	104,331
2,335	Potash Corp Sask Inc	180,738	253,348
5,220	Qualcomm Inc.	234,965	241,477
496	Sawai Pharmaceutical Co. Ltd.	28,222	28,293
9,405	Schlumberger Ltd.	401,398	612,171
22,445	Sherwin Williams Co.	1,334,766	1,383,734
10,815	St Joe Co.	288,312	312,445
3,250	Stanley Electric Co. Ltd.	65,421	65,147
1,245	Syngenta AG	338,648	351,256
11,700	Teva Pharmaceutical Industries Ltd.	501,277	657,306
37,290	Toshiba Corp.	209,760	204,696
3,160	Total S.A.	165,521	202,366
330	Towa Pharmaceutical Co. Ltd.	16,448	15,243
2,065	Transocean Ltd.	170,503	170,982
1,580	United Technologies Corp.	102,025	109,668
10,055	Walt Disney Co.	329,204	324,274
69,420	Want Want Chinaholdings Ltd.	30,281	48,705
2,385	Westport Innovations Inc.	27,419	27,618
1,276	Fidelity Select Energy Services	115,850	74,196
1,834	Fidelity Select Energy	115,850	80,956
1,608	Fidelity Japan Smaller Companies Fund	13,057	13,380
	Total investments	<u>\$ 13,472,788</u>	<u>\$ 15,995,219</u>

BROOKFIELD ARTS FOUNDATION
SCHEDULE OF COLLECTION

December 31, 2009

<u>Objects on loan at museums</u>	<u>Cost</u>
Historic House and Furnishings	\$ 16,941,751
Painting	7,122,640
Figure, Elephant	1,276,597
Ewer And Basin	1,089,989
Figure, Horse	849,042
Clock, Automaton	720,035
Sofa	712,377
Pot, Wine	545,371
Basin	453,463
Cup And Saucer	375,241
Ewer	366,323
Chalice	275,037
Chest	247,493
Painting	236,568
Tazza	235,746
Table, Drawing, Adjustable	190,935
Chair, Arm	164,063
Sofa	161,500
Box, Ruff	150,464
Figure, Boy	140,150
Sofa, Miniature	138,358
Painting	124,504
Painting	109,484
Plate, Pair	81,638
Desk	22,211
Clock, Table	13,251
Box, Snuff	11,056
Book, Set	9,474
Figure, Group	5,587
	<hr/>
Total objects on loan at museums	\$ 32,770,348

BROOKFIELD ARTS FOUNDATION
SCHEDULE OF COLLECTION

December 31, 2009

Objects in storage

Painting	\$ 17,004,772
Painting	13,451,380
Painting	9,677,419
Zun	9,002,303
Painting	7,290,140
Seal	5,917,210
Painting	2,357,428
Ewer	2,155,334
Painting	1,586,308
Jar, Butter-Tea	1,398,652
Chest	970,591
Painting	962,848
Basin	940,983
Screen, Folding	917,785
Cup, Covered	775,750
Screen, Folding	640,347
Over Mantel And Fireboard, Set	636,782
Cabinet, Square-Corner, Pair	627,454
Vase	430,798
Screen, Folding	417,235
Painting	385,311
Tapestry	304,462
Screen, Floor	290,079
Sconce	266,500
Chuang	229,627
Robe	223,239
Chair, Arm, Pair	217,429
Painting	197,172
Figure	159,330
Cabinet, Display	147,021
Tankard	141,506
Mirror	113,878
Painting	112,653
Screen, Folding	112,334
Table, Altar, Waistless	104,441
Painting	96,843
Box	93,835
Cabinet	91,549
Table, Dressing	88,750

BROOKFIELD ARTS FOUNDATION
SCHEDULE OF COLLECTION

December 31, 2009

<u>Objects in storage, continued</u>	<u>Cost</u>
Screen, Folding	\$ 88,262
Painting	61,708
Needlework, Set Of Four	59,579
Gueridon, Pair	59,317
Textile, Panel	46,958
Frame	45,582
Suit Of Armor	44,335
Figure, Guanyin, Pair	42,427
Table, Game	38,850
Sternboard	35,558
Tea Set	35,443
Painting	32,615
Textile	30,085
Figure, Hound, Pair	28,461
Figure, Fisherman	27,527
Table, Dressing	26,460
Album, Woodblock Print	23,076
Painting	22,793
Scroll	22,081
Bench, Waisted	21,947
Table, Dressing	20,959
Robe	20,443
Chest	20,298
Table, Card	20,112
Table, Coffar	20,000
Beaker, Pair	18,000
Table, Work	17,221
Textile	14,998
Table, Dressing	14,298
Painting	13,466
Basket	13,000
Rug	12,800
Ewer	11,420
Basket	11,278
Box	10,591
Frame, Folding	10,278
Stand, Wash	10,068
Bed, Tall Post	10,020
Pillow	8,158

BROOKFIELD ARTS FOUNDATION
SCHEDULE OF COLLECTION

December 31, 2009

Objects in storage, continued

Netsuke	\$ 8,107
Box, Sutra	7,808
Ink Stone	7,760
Box, Hat	6,500
Vase	5,994
Painting	5,720
Mirror, Wall	5,000
Needlework, Sampler	5,000
Chair, Side, Set	5,000
Miscellaneous objects	<u>137,430</u>
Total objects in storage	<u>\$ 81,802,268</u>
Total collection, at cost	<u><u>\$ 114,572,616</u></u>

FORM 990-PF PART VIII - LIST OF OFFICERS, DIRECTORS TRUSTEES AND FOUNDATION MANAGERS STATEMENT 11

NAME AND ADDRESS	TITLE AND AVRG HRS/WK	COMPEN- SATION	EMPLOYEE BEN PLAN CONTRIB	EXPENSE ACCOUNT
EDWARD C. JOHNSON 3D 82 DEVONSHIRE STREET, F9A3 BOSTON, MA 02109	PRESIDENT/DIRECTOR < 5.00	0.	0.	0.
CHRISTOPHER C. CURTIS C/O SULLIVAN & WORCESTER, 1 POST OFFICE SQUARE BOSTON, MA 02109	DIRECTOR < 5.00	0.	0.	0.
TARA CEDERHOLM * 82 DEVONSHIRE STREET, F9A3 BOSTON, MA 02109	VICE PRESIDENT < 5.00	24,359.	6,015.	0.
CHARLES L. NICKERSON * 82 DEVONSHIRE STREET, F9A3 BOSTON, MA 02109	TREASURER < 5.00	2,847.	262.	0.
MELANIE S. SOMMER, ESQ. 82 DEVONSHIRE STREET, F9A3 BOSTON, MA 02109	SECRETARY/DIRECTOR < 5.00	0.	0.	0.
THOMAS J. EBERHARDT * 82 DEVONSHIRE STREET, F9A3 BOSTON, MA 02109	ASSISTANT TREASURER < 5.00	3,677.	1,024.	0.
THOMAS B. CHILDS * 82 DEVONSHIRE STREET, F9A3 BOSTON, MA 02109	ASSISTANT TREASURER < 5.00	1,370.	382.	0.

* SEE ATTACHED STATEMENT

TOTALS INCLUDED ON 990-PF, PAGE 6, PART VIII	32,253.	7,683.	0.
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Brookfield Arts Foundation

2009 Form 990-PF

E.I.N. 31-1681603

**Part VIII – List of Officers, Directors, Trustees and Foundation Managers –
Attachment to Statement 11**

The Foundation has no employees. It is a party to an investment management with Strategic Advisers, Inc., 82 Devonshire Street, Boston, MA 02109. The Foundation is also a party to an administrative services agreement with Cooperative Philanthropic Services LLC, Inc., 82 Devonshire Street, Boston, MA 02109, which provides the Foundation with the necessary administrative services to conduct its activities. Through this arrangement, Tara Cederholm, Charles L. Nickerson, Thomas J. Eberhardt and Thomas B. Childs are indirectly compensated for their services devoted to the Foundation.

FORM 990-PF

SUMMARY OF DIRECT CHARITABLE ACTIVITIES

STATEMENT 12

ACTIVITY ONE

RESTORATION AND CONSERVATION OF ART AND ANTIQUES, AND LENDING OF ART AND ANTIQUES TO MUSEUMS FOR PUBLIC DISPLAY, STUDY AND OTHER EDUCATIONAL PURPOSES. DURING 2009, A HISTORIC HOUSE AND VARIOUS ANTIQUES, WORKS OF ART AND HISTORIC ARTIFACTS OWNED BY THE FOUNDATION WERE ON PUBLIC DISPLAY IN THREE MAJOR MUSEUMS AND VIEWED BY HUNDREDS OF THOUSANDS OF VISITORS. IN ADDITION, 13 OBJECTS WERE CONSERVED.

EXPENSES

TO FORM 990-PF, PART IX-A, LINE 1

438,295.

Brookfield Arts Foundation

2009 Form 990-PF

E.I.N. 31-1681603

Part XV – Supplementary Information

Recipient

Huizhou Cultural Research Institute
Anhui, China

Purpose of Grant or Contribution

To support the acquisition,
renovation and operation of Zhong
Xian Di, a 17th century structure.

BROOKFIELD ARTS FOUNDATION
E.I.N. # 31-1681603
ATTACHMENT TO 2009 FORM 990-PF
RETURN OF PRIVATE FOUNDATION

STATEMENT REQUIRED BY REG. §53.4945-5(d)

INFORMATION WITH RESPECT TO EXPENDITURE RESPONSIBILITY GRANTS

(1) **Grantee:** Huizhou Cultural Research Institute
Room 402, Unit 1, Building 6
Chengshi Garden
Tunxi District, Huangshan
Anhui, China 245000

(2) **Dates and Amounts Paid:**

March 26, 2009	\$ 50,000
<u>September 8, 2009</u>	<u>\$ 25,000</u>
Total	\$ 75,000

(3) **Purpose:** To acquire and restore the historic Zhong Xian Di building in the village of Huang Cun in Anhui province.

(4) **Amount of Grant Spent by Grantee:** \$ 75,000

(5) **Diversion:**

To the knowledge of the foundation, and based on the report furnished by the grantee, no part of the grant funds have been used for other than their intended purpose.

(6) **Date of Report(s) Received from Grantee:** May 20, 2010

(7) **Verification:**

Brookfield Arts Foundation reviewed the Grant Report but did not undertake any verification of the grantee's report, as there has not been any reason to doubt its accuracy or reliability (Reg. 53.4945-5(c)).

BROOKFIELD ARTS FOUNDATION
E.I.N. # 31-1681603
ATTACHMENT TO 2009 FORM 990-PF
RETURN OF PRIVATE FOUNDATION

STATEMENT REQUIRED BY REG. §53.4945-5(d)

INFORMATION WITH RESPECT TO EXPENDITURE RESPONSIBILITY GRANTS

(1) **Grantee:** Huizhou Cultural Research Institute
Room 402, Unit 1, Building 6
Chengshu Garden
Tunxi District, Huangshan
Anhui, China 245000

(2) **Dates and Amounts Paid:**

March 20, 2008	\$ 225,000
May 5, 2008	\$ 225,000
<u>December 2, 2008</u>	<u>\$ 50,000</u>
Total	\$500,000

(3) **Purpose:** To acquire and restore the historic Zhong Xian Di building in the village of Huang Cun in Anhui province.

(4) **Amount of Grant Spent by Grantee:** \$ 500,000

(5) **Diversion:**

To the knowledge of the foundation, and based on the report furnished by the grantee, no part of the grant funds have been used for other than their intended purpose.

(6) **Date of Report(s) Received from Grantee:** June 8, 2009; July 29, 2010

(7) **Verification:**

Brookfield Arts Foundation reviewed the Grant Report but did not undertake any verification of the grantee's report, as there has not been any reason to doubt its accuracy or reliability (Reg. 53.4945-5(c)).

Application for Extension of Time To File an Exempt Organization Return

▶ File a separate application for each return.

- If you are filing for an **Automatic 3-Month Extension**, complete only **Part I** and check this box
- If you are filing for an **Additional (Not Automatic) 3-Month Extension**, complete only **Part II** (on page 2 of this form)

Do not complete Part II unless you have already been granted an automatic 3-month extension on a previously filed Form 8868.

Part I Automatic 3-Month Extension of Time. Only submit original (no copies needed).

A corporation required to file Form 990-T and requesting an automatic 6-month extension - check this box and complete Part I only

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

Electronic Filing (e-file). Generally, you can electronically file Form 8868 if you want a 3-month automatic extension of time to file one of the returns noted below (6 months for a corporation required to file Form 990-T). However, you cannot file Form 8868 electronically if (1) you want the additional (not automatic) 3-month extension or (2) you file Forms 990-BL, 6069, or 8870, group returns, or a composite or consolidated Form 990-T. Instead, you must submit the fully completed and signed page 2 (Part II) of Form 8868. For more details on the electronic filing of this form, visit www.irs.gov/efile and click on e-file for Charities & Nonprofits

Type or print File by the due date for filing your return See instructions	Name of Exempt Organization BROOKFIELD ARTS FOUNDATION, INC.	Employer identification number 31-1681603
	Number, street, and room or suite no. If a P.O. box, see instructions. 82 DEVONSHIRE STREET, NO. F9A3	
	City, town or post office, state, and ZIP code. For a foreign address, see instructions. BOSTON, MA 02109-3605	

Check type of return to be filed (file a separate application for each return):

- | | | |
|---|---|------------------------------------|
| <input type="checkbox"/> Form 990 | <input type="checkbox"/> Form 990-T (corporation) | <input type="checkbox"/> Form 4720 |
| <input type="checkbox"/> Form 990-BL | <input type="checkbox"/> Form 990-T (sec. 401(a) or 408(a) trust) | <input type="checkbox"/> Form 5227 |
| <input type="checkbox"/> Form 990-EZ | <input type="checkbox"/> Form 990-T (trust other than above) | <input type="checkbox"/> Form 6069 |
| <input checked="" type="checkbox"/> Form 990-PF | <input type="checkbox"/> Form 1041-A | <input type="checkbox"/> Form 8870 |

CHARLES L. NICKERSON

- The books are in the care of ▶ **82 DEVONSHIRE STREET (F9A3), BOSTON, MA - 02109-3605**
Telephone No. ▶ **617-563-1111** FAX No. ▶ _____
- If the organization does not have an office or place of business in the United States, check this box
- If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) _____ If this is for the whole group, check this box . If it is for part of the group, check this box and attach a list with the names and EINs of all members the extension will cover.

1 I request an automatic 3-month (6-months for a corporation required to file Form 990-T) extension of time until **AUGUST 15, 2010**, to file the exempt organization return for the organization named above. The extension is for the organization's return for:
▶ calendar year **2009** or
▶ tax year beginning _____, and ending _____

2 If this tax year is for less than 12 months, check reason: Initial return Final return Change in accounting period

3a If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions.	3a	\$ 24,925.
b If this application is for Form 990-PF or 990-T, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit.	3b	\$ 12,925.
c Balance Due. Subtract line 3b from line 3a. Include your payment with this form, or, if required, deposit with FTD coupon or, if required, by using EFTPS (Electronic Federal Tax Payment System) See instructions.	3c	\$ 12,000.

Caution. If you are going to make an electronic fund withdrawal with this Form 8868, see Form 8453-EO and Form 8879-EO for payment instructions.

LHA For Privacy Act and Paperwork Reduction Act Notice, see Instructions.

If you are filing for an **Additional (Not Automatic) 3-Month Extension**, complete only Part II and check this box

Note. Only complete Part II if you have already been granted an automatic 3-month extension on a previously filed Form 8868.

If you are filing for an **Automatic 3-Month Extension**, complete only Part I (on page 1).

Part II Additional (Not Automatic) 3-Month Extension of Time. Only file the original (no copies needed)		
Type or print File by the extended due date for filing the return. See instructions	Name of Exempt Organization	Employer identification number
	BROOKFIELD ARTS FOUNDATION, INC.	31-1681603
	Number, street, and room or suite no. If a P.O. box, see instructions.	For IRS use only
	82 DEVONSHIRE STREET, NO. F9A3	
	City, town or post office, state, and ZIP code. For a foreign address, see instructions.	
	BOSTON, MA 02109-3605	

Check type of return to be filed (File a separate application for each return):

- Form 990
- Form 990-EZ
- Form 990-T (sec. 401(a) or 408(a) trust)
- Form 1041-A
- Form 5227
- Form 8870
- Form 990-BL
- Form 990-PF
- Form 990-T (trust other than above)
- Form 4720
- Form 6069

STOP! Do not complete Part II if you were not already granted an automatic 3-month extension on a previously filed Form 8868.

CHARLES L. NICKERSON

The books are in the care of **82 DEVONSHIRE STREET (F9A3), BOSTON, MA - 02109-3605**

Telephone No **617-563-1111**

FAX No.

If the organization does not have an office or place of business in the United States, check this box

If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) . If this is for the whole group, check this box . If it is for part of the group, check this box and attach a list with the names and EINs of all members the extension is for.

I request an additional 3-month extension of time until **NOVEMBER 15, 2010.**

For calendar year **2009**, or other tax year beginning _____, and ending _____.

If this tax year is for less than 12 months, check reason: Initial return Final return Change in accounting period

State in detail why you need the extension

ADDITIONAL TIME IS REQUIRED IN ORDER TO PREPARE AND FILE A COMPLETE AND ACCURATE RETURN PENDING THE RECEIPT OF EXTERNAL INFORMATION.

8a If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions.	8a	\$	6,840.
b If this application is for Form 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit and any amount paid previously with Form 8868	8b	\$	24,925.
c Balance Due. Subtract line 8b from line 8a. Include your payment with this form, or, if required, deposit with FTD coupon or, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions	8c	\$	0.

Signature and Verification

Under penalties of perjury, I declare that I have examined this form, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete, and that I am authorized to prepare this form.

Signature **Marlene A. Limoli** Title **CPA**

Date **8/11/2010**