Form **990-PF**

Department of the Treasury
Internal Revenue Service

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

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

OMB No 1545-0052

2012

Open to Public Inspection

For calendar year 2012 or tax year beginning , 2012, and ending , 20

Name of foundation		A Employer identification number
The Brant Foundation, Inc.		06-1470051
Number and street (or P O box number if mail is not delivered to street address)	Room/suite	B Telephone number (see instructions)
80 Field Point Road	3rd Fl.	203-661-3344
City or town, state, and ZIP code		C If exemption application is pending, check here ▶ ☐
Greenwich, CT 06830		

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

D 1. Foreign organizations, check here ▶ ☐
2. Foreign organizations meeting the 85% test, check here and attach computation ▶ ☐

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

E If private foundation status was terminated under section 507(b)(1)(A), check here ▶ ☐

I Fair market value of all assets at end of year *(from Part II, col. (c), line 16)* ▶ $ 93,747,299

J Accounting method: ☑ Cash ☐ Accrual ☐ Other (specify) *(Part I, column (d) must be on cash basis)*

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** *(The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions))* STMT A

			(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1	Contributions, gifts, grants, etc., received (attach schedule)	3,072,289			
	2	Check ▶ ☐ if the foundation is **not** required to attach Sch B				
	3	Interest on savings and temporary cash investments				
	4	Dividends and interest from securities				
	5a	Gross rents				
	b	Net rental income or (loss)				
	6a	Net gain or (loss) from sale of assets not on line 10				
	b	Gross sales price for all assets on line 6a				
	7	Capital gain net income (from Part IV, line 2)				
	8	Net short-term capital gain				
	9	Income modifications				
	10a	Gross sales less returns and allowances				
	b	Less: Cost of goods sold				
	c	Gross profit or (loss) (attach schedule)				
	11	Other income (attach schedule) ATCH 1	596,302	596,302		
	12	**Total.** Add lines 1 through 11	3,668,591	596,302		
Operating and Administrative Expenses	13	Compensation of officers, directors, trustees, etc.				
	14	Other employee salaries and wages	56,793			56,793
	15	Pension plans, employee benefits				
	16a	Legal fees (attach schedule)	1,043			1,043
	b	Accounting fees (attach schedule)	1,200			1,200
	c	Other professional fees (attach schedule) ATCH 2	130,161			130,161
	17	Interest	1,278			1,278
	18	Taxes (attach schedule) (see instructions) ATCH 3	26,132			26,132
	19	Depreciation (attach schedule) and depletion				
	20	Occupancy				
	21	Travel, conferences, and meetings	6,093			6,093
	22	Printing and publications	210,419			210,419
	23	Other expenses (attach schedule) ATCH 4	1,534,686	596,302		938,384
	24	**Total operating and administrative expenses.** Add lines 13 through 23	1,967,805	596,302		1,371,503
	25	Contributions, gifts, grants paid				
	26	**Total expenses and disbursements.** Add lines 24 and 25	1,967,805	596,302		1,371,503
	27	Subtract line 26 from line 12.				
	a	**Excess of revenue over expenses and disbursements**	1,700,786			
	b	**Net investment income** (if negative, enter -0-)		0		
	c	**Adjusted net income** (if negative, enter -0-)			0	

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Part II Balance Sheets Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)

			Beginning of year	End of year	
			(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1	Cash—non-interest-bearing	55,243	3,922	3,922
	2	Savings and temporary cash investments			
	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 (attach schedule) (see instructions)			
	7	Other notes and loans receivable (attach schedule) ▶			
		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 (attach schedule)			
	b	Investments—corporate stock (attach schedule)			
	c	Investments—corporate bonds (attach schedule)			
	11	Investments—land, buildings, and equipment: basis ▶			
		Less accumulated depreciation (attach schedule) ▶			
	12	Investments—mortgage loans			
	13	Investments—other (attach schedule) ATCH 5	52,982,352	53,574,739	62,393,189
	14	Land, buildings, and equipment basis ▶ 1,850,000			
		Less: accumulated depreciation (attach schedule) ▶ 0	1,850,000	1,850,000	6,135,000
	15	Other assets (describe ▶ Attachment 6)	33,126,487	34,286,207	25,215,188
	16	**Total assets** (to be completed by all filers—see the instructions. Also, see page 1, item I)	88,014,082	89,714,868	93,747,299
Liabilities	17	Accounts payable and accrued expenses	0	0	
	18	Grants payable			
	19	Deferred revenue			
	20	Loans from officers, directors, trustees, and other disqualified persons			
	21	Mortgages and other notes payable (attach schedule)			
	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 ▶ ☐ and complete lines 24 through 26 and lines 30 and 31.**			
	24	Unrestricted			
	25	Temporarily restricted			
	26	Permanently restricted			
		Foundations that do not follow SFAS 117, check here ▶ ☐ 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	88,014,082	89,714,868	
	30	**Total net assets or fund balances** (see instructions)	88,014,082	89,714,868	
	31	**Total liabilities and net assets/fund balances** (see instructions)	88,014,082	89,714,868	

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	88,014,082
2	Enter amount from Part I, line 27a	2	1,700,786
3	Other increases not included in line 2 (itemize) ▶	3	
4	Add lines 1, 2, and 3	4	89,714,868
5	Decreases not included in line 2 (itemize) ▶	5	
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	89,714,868

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	N/A			
b				
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				

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) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
a				
b				
c				
d				
e				

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	0
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) (see instructions). If (loss), enter -0- in Part I, line 8	3	0

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 the 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))
2011			
2010			
2009			
2008			
2007			

2	**Total** of line 1, column (d)	2	
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	
4	Enter the net value of noncharitable-use assets for 2012 from Part X, line 5	4	
5	Multiply line 4 by line 3	5	
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	
7	Add lines 5 and 6	7	
8	Enter qualifying distributions from Part XII, line 4	8	N/A

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 ▶ ☐ 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 ▶ ☑ and enter 1% of Part I, line 27b	1	
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	
3	Add lines 1 and 2	3	
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)	4	
5	**Tax based on investment income.** Subtract line 4 from line 3. If zero or less, enter -0-	5	0
6	Credits/Payments.		
a	2012 estimated tax payments and 2011 overpayment credited to 2012 — 6a		
b	Exempt foreign organizations—tax withheld at source — 6b		
c	Tax paid with application for extension of time to file (Form 8868) — 6c		
d	Backup withholding erroneously withheld — 6d		
7	Total credits and payments. Add lines 6a through 6d	7	
8	Enter any **penalty** for underpayment of estimated tax Check here ☐ 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	0
10	**Overpayment.** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ▶	10	0
11	Enter the amount of line 10 to be: **Credited to 2013 estimated tax** ▶ ____ **Refunded** ▶	11	

Part VII-A Statements Regarding Activities

		Line	Yes	No
1a	During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	1a		✔
b	Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see Instructions for the definition)?	1b		✔
	*If the answer is "Yes" to **1a** or **1b**, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.*			
c	Did the foundation file **Form 1120-POL** for this year?	1c		✔
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: **(1)** On the foundation. ▶ $ N/A **(2)** On foundation managers. ▶ $ N/A			
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. ▶ $ N/A			
2	Has the foundation engaged in any activities that have not previously been reported to the IRS? *If "Yes," attach a detailed description of the activities.*	2		✔
3	Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? *If "Yes," attach a conformed copy of the changes*	3		✔
4a	Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a		✔
b	If "Yes," has it filed a tax return on **Form 990-T** for this year?	4b		
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? *If "Yes," attach the statement required by General Instruction T.*	5		✔
6	Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	6	✔	
7	Did the foundation have at least $5,000 in assets at any time during the year? *If "Yes," complete Part II, col (c), and Part XV*	7	✔	
8a	Enter the states to which the foundation reports or with which it is registered (see instructions) ▶ Connecticut			
b	If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by *General Instruction G? If "No," attach explanation*	8b	✔	
9	Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2012 or the taxable year beginning in 2012 (see instructions for Part XIV)? *If "Yes," complete Part XIV*	9	✔	
10	Did any persons become substantial contributors during the tax year? *If "Yes," attach a schedule listing their names and addresses*	10		✔

Part VII-A Statements Regarding Activities *(continued)*

			Yes	No
11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11		✔
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		✔
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	✔	
	Website address ▶ N/A			
14	The books are in care of ▶ The Brant Foundation, Inc. Telephone no. ▶ 203-661-3344			
	Located at ▶ 80 Field Point Road, 3rd Fl. Greenwich, CT ZIP+4 ▶ 06830			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of **Form 1041**—Check here ▶ ☐ and enter the amount of tax-exempt interest received or accrued during the year ▶ 15 N/A			
16	At any time during calendar year 2012, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country?	16		✔
	See the instructions for exceptions and filing requirements for Form TD F 90-22 1 If "Yes," enter the name of the foreign country ▶			

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

			Yes	No
	File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.			
1a	During the year did the foundation (either directly or indirectly):			
	(1) Engage in the sale or exchange, or leasing of property with a disqualified person? ☐ Yes ☑ No			
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? ☐ Yes ☑ No			
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? ☐ Yes ☑ No			
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? ☐ Yes ☑ No			
	(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? ☐ Yes ☑ No			
	(6) Agree to pay money or property to a government official? (**Exception.** Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.) ☐ Yes ☑ No			
b	If any answer is "Yes" to 1a(1)-(6), did **any** of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)?	1b		
	Organizations relying on a current notice regarding disaster assistance check here ▶ ☐			
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2012?	1c		✔
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5)):			
a	At the end of tax year 2012, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2012? ☐ Yes ☑ No			
	If "Yes," list the years ▶ 20____ , 20____ , 20____ , 20____			
b	Are there any years listed in 2a for which the foundation is **not** applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to **all** years listed, answer "No" and attach statement—see instructions)	2b		
c	If the provisions of section 4942(a)(2) are being applied to **any** of the years listed in 2a, list the years here. ▶ 20____ , 20____ , 20____ , 20____			
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? ☑ Yes ☐ No			
b	If "Yes," did it have excess business holdings in 2012 as a result of **(1)** any purchase by the foundation or disqualified persons after May 26, 1969; **(2)** the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest; or **(3)** the lapse of the 10-, 15-, or 20-year first phase holding period? *(Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2012.)*	3b		✔
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a		✔
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2012?	4b		✔

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)? (see instructions) ☐ 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)? **5b**

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? **6b**

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? **7b**

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 (see instructions).

(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 Attachment 7		None	None	None

2 Compensation of five highest-paid employees (other than those included on line 1—see instructions). 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
Zoe Larson 72 Connecticut Ave. Greenwich, CT 06830	Assoc Director 40 hrs / week	36,431	0	0
Emily McElwreath 44 Finaway Road, Cos Cob, CT 06807	Communications	20,362	0	0

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 (see instructions). If none, enter "NONE."

(a) Name and address of each person paid more than $50,000	(b) Type of service	(c) Compensation
NONE		
Total number of others receiving over $50,000 for professional services . . . . ▶		

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 Attachment 8	1,371,503
2	
3	
4	

Part IX-B **Summary of Program-Related Investments** (see instructions)

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2	Amount
1 Acquisition of Fine Art for Permanent Collection	1,170,200
2 Fixtures and Equipment	2,020
All other program-related investments See instructions	
3	
Total. Add lines 1 through 3 . . . . ▶	1,172,220

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	
b	Average of monthly cash balances	1b	29,583
c	Fair market value of all other assets (see instructions)	1c	57,719,348
d	**Total** (add lines 1a, b, and c)	1d	57,748,931
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation) — 1e		
2	Acquisition indebtedness applicable to line 1 assets	2	
3	Subtract line 2 from line 1d	3	57,748,931
4	Cash deemed held for charitable activities. Enter 1 ½ % of line 3 (for greater amount, see instructions)	4	866,234
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3. Enter here and on Part V, line 4	5	56,882,697
6	**Minimum investment return.** Enter 5% of line 5	6	2,844,135

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 2012 from Part VI, line 5 — 2a		
b	Income tax for 2012 (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	1,371,503
b	Program-related investments—total from Part IX-B	1b	1,172,220
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	
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	2,543,723
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 (see instructions)	5	
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	2,543,723

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 2011	(c) 2011	(d) 2012
1	Distributable amount for 2012 from Part XI, line 7				none
2	Undistributed income, if any, as of the end of 2012:				
a	Enter amount for 2011 only			none	
b	Total for prior years 20 08 ,20 09 ,20 ____		none		
3	Excess distributions carryover, if any, to 2012:				
a	From 2007 . . . none				
b	From 2008 . . . none				
c	From 2009 . . . none				
d	From 2010 . . . none				
e	From 2011 . . . none				
f	**Total** of lines 3a through e	none			
4	Qualifying distributions for 2012 from Part XII, line 4: ▶ $ 2,543,723				
a	Applied to 2011, but not more than line 2a			none	
b	Applied to undistributed income of prior years (Election required—see instructions)		none		
c	Treated as distributions out of corpus (Election required—see instructions)	none			
d	Applied to 2012 distributable amount				none
e	Remaining amount distributed out of corpus	none			
5	Excess distributions carryover applied to 2012 *(If an amount appears in column (d), the same amount must be shown in column (a).)*	none			none
6	**Enter the net total of each column as indicated below:**				
a	Corpus. Add lines 3f, 4c, and 4e. Subtract line 5	none			
b	Prior years' undistributed income. Subtract line 4b from line 2b		none		
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		none		
d	Subtract line 6c from line 6b. Taxable amount—see instructions		none		
e	Undistributed income for 2011. Subtract line 4a from line 2a. Taxable amount—see instructions			none	
f	Undistributed income for 2012. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2013				none
7	Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)	none			
8	Excess distributions carryover from 2007 not applied on line 5 or line 7 (see instructions)	none			
9	**Excess distributions carryover to 2013.** Subtract lines 7 and 8 from line 6a	none			
10	Analysis of line 9:				
a	Excess from 2008 . . . none				
b	Excess from 2009 . . . none				
c	Excess from 2010 . . . none				
d	Excess from 2011 . . . none				
e	Excess from 2012 . . . none				

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

1a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2012, enter the date of the ruling . . . . ▶

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	Prior 3 years			
	(a) 2012	(b) 2011	(c) 2010	(d) 2009	(e) Total
2a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed	0				
b 85% of line 2a	0				
c Qualifying distributions from Part XII, line 4 for each year listed	2,543,723	11,065,780	2,996,057	2,615,767	19,221,327
d Amounts included in line 2c not used directly for active conduct of exempt activities					
e Qualifying distributions made directly for active conduct of exempt activities. Subtract line 2d from line 2c . . .	2,543,723	11,065,780	2,996,057	2,615,767	19,221,327
3 Complete 3a, b, or c for the alternative test relied upon:					
a "Assets" alternative test—enter: (1) Value of all assets .					
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					
b "Endowment" alternative test—enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed	1,896,090	1,020,830	311	320	2,917,551
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)					
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii) .					
(3) Largest amount of support from an exempt organization .					
(4) Gross investment income					

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 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).)

Peter M. Brant

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.

Peter M. Brant

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 or e-mail 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 Name and address (home or business)	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
a *Paid during the year*				
N/A				
Total . . . . ▶ **3a**				
b *Approved for future payment*				
N/A				
Total . . . . ▶ **3b**				

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See instructions.)
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
1 Program service revenue:					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments					
4 Dividends and interest from securities					
5 Net rental income or (loss) from real estate:					
a Debt-financed property					
b Not debt-financed property					
6 Net rental income or (loss) from personal property					
7 Other investment income	531120	592,387.			
8 Gain or (loss) from sales of assets other than inventory					
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue: a BOOK SALES	900099	3,915.			
b					
c					
d					
e					
12 Subtotal. Add columns (b), (d), and (e)		596,302.			

13 **Total.** Add line 12, columns (b), (d), and (e) . . . . 13 596,302.

(See worksheet in line 13 instructions to verify calculations.)

Part XVI-B Relationship of Activities to the Accomplishment of Exempt Purposes

Line No. ▼	Explain below how each activity for which income is reported in column (e) of Part XVI-A contributed importantly to the accomplishment of the foundation's exempt purposes (other than by providing funds for such purposes) (See instructions.)

Part XVII Information Regarding Transfers To and Transactions and Relationships With Noncharitable Exempt Organizations

			Yes	No
1	Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?			
a	Transfers from the reporting foundation to a noncharitable exempt organization of:			
	(1) Cash	1a(1)		✔
	(2) Other assets	1a(2)		✔
b	Other transactions:			
	(1) Sales of assets to a noncharitable exempt organization	1b(1)		✔
	(2) Purchases of assets from a noncharitable exempt organization	1b(2)		✔
	(3) Rental of facilities, equipment, or other assets	1b(3)		✔
	(4) Reimbursement arrangements	1b(4)		✔
	(5) Loans or loan guarantees	1b(5)		✔
	(6) Performance of services or membership or fundraising solicitations	1b(6)		✔
c	Sharing of facilities, equipment, mailing lists, other assets, or paid employees	1c		✔

d If the answer to any of the above is "Yes," complete the following schedule. Column (b) should always show the fair market value of the goods, other assets, or services given by the reporting foundation. If the foundation received less than fair market value in any transaction or sharing arrangement, show in column (d) the value of the goods, other assets, or services received.

(a) Line no.	(b) Amount involved	(c) Name of noncharitable exempt organization	(d) Description of transfers, transactions, and sharing arrangements
		N/A	

2a Is the foundation directly or indirectly affiliated with, or related to, one or more tax-exempt organizations described in section 501(c) of the Code (other than section 501(c)(3)) or in section 527? ☐ Yes ☑ No

b If "Yes," complete the following schedule.

(a) Name of organization	(b) Type of organization	(c) Description of relationship

Sign Here

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 taxpayer) is based on all information of which preparer has any knowledge

▶ [signature] 11/14/13 ▶ President

Signature of officer or trustee Date Title

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

Paid Preparer Use Only	Print/Type preparer's name	Preparer's signature	Date	Check ☐ if self-employed	PTIN
	JACLYN R WOOD	Jaclyn R Wood	11/14/2013		P00743448
	Firm's name ▶ PRICEWATERHOUSECOOPERS LLP			Firm's EIN ▶	13-4008324
	Firm's address ▶ 1021 EAST CARY STREET, SUITE 1250 RICHMOND, VA 23219			Phone no	804-697-1900

Schedule B
(Form 990, 990-EZ, or 990-PF)
Department of the Treasury
Internal Revenue Service

Schedule of Contributors

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

OMB No 1545-0047

2012

Name of the organization	Employer identification number
THE BRANT FOUNDATION, INC.	06-1470051

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, total contributions of more than $1,000 for use *exclusively* for religious, charitable, scientific, literary, or educational purposes, or the prevention of cruelty to children or animals Complete Parts I, II, and III

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

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

Name of organization THE BRANT FOUNDATION, INC.

Employer identification number 06-1470051

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

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
1	PETER M. BRANT 385 TACONIC ROAD GREENWICH, CT 06830	$ 3,072,289.	Person [X] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution)
		$	Person [ ] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution)
		$	Person [ ] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution)
		$	Person [ ] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution)
		$	Person [ ] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution)
		$	Person [ ] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution)

Name of organization THE BRANT FOUNDATION, INC.

Employer identification number 06-1470051

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

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		$	

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		$	

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		$	

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		$	

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		$	

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		$	

Name of organization THE BRANT FOUNDATION, INC.

Employer identification number 06-1470051

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

For organizations completing Part III, enter the total of *exclusively* religious, charitable, etc , contributions of **$1,000 or less** for the year (Enter this information once See instructions) ▶ $

Use duplicate copies of Part III if additional space is needed

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

(e) Transfer of gift

Transferee's name, address, and ZIP + 4	Relationship of transferor to transferee

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

(e) Transfer of gift

Transferee's name, address, and ZIP + 4	Relationship of transferor to transferee

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

(e) Transfer of gift

Transferee's name, address, and ZIP + 4	Relationship of transferor to transferee

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

(e) Transfer of gift

Transferee's name, address, and ZIP + 4	Relationship of transferor to transferee

STATEMENT A

FORM 990PF, PART I - CONTRIBUTIONS, GIFTS AND GRANTS RECEIVED

NAME AND ADDRESS	DATE	DIRECT PUBLIC SUPPORT
PETER M. BRANT 385 TACONIC ROAD GREENWICH, CT 06830	VARIOUS	3,072,289
TOTAL CONTRIBUTION AMOUNT		3,072,289

ATTACHMENT 1

FORM 990PF, PART I - OTHER INCOME

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
BRANT FAMILY LLC K-1	592,387.	592,387.
BOOK SALES	3,915.	3,915.
TOTALS	596,302.	596,302.

FORM 990PF, PART I - OTHER PROFESSIONAL FEES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	CHARITABLE PURPOSES
ADMIN & ACCOUNTING COST	108,925.	108,925.
COMPUTER CONSULTING	18,236.	18,236.
OTHER CONSULTING	3,000.	3,000.
TOTALS	130,161.	130,161.

ATTACHMENT 3

FORM 990PF, PART I - TAXES

DESCRIPTION		REVENUE AND EXPENSES PER BOOKS	CHARITABLE PURPOSES
PAYROLL TAXES		4,958.	4,958.
REAL ESTATE TAXES		21,174.	21,174.
	TOTALS	26,132.	26,132.

FORM 990PF, PART I - OTHER EXPENSES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	CHARITABLE PURPOSES
HEAT AND UTILITIES	73,398.	28,519.	44,879.
REPAIRS, MAINTENANCE, SECURITY	117,072.	45,488.	71,584.
INSURANCE	25,348.	9,849.	15,499.
STATIONARY AND OFFICE EXPENSES	33,356.	12,960.	20,396.
MISCELLANEOUS OTHER EXPENSES	354.	138.	216.
EXHIBITION COST	611,943.	237,771.	374,172.
FUNCTION EXPENSES	417,591.	162,255.	255,336.
EXHIBITION SHIPPING & INSTALL	196,689.	76,423.	120,266.
WEBSITE COSTS	58,935.	22,899.	36,036.
TOTALS	1,534,686.	596,302.	938,384.

ATTACHMENT 5

FORM 990PF, PART II - OTHER INVESTMENTS

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
BRANT FAMILY LLC	53,574,739.	62,393,189.
TOTALS	53,574,739.	62,393,189.

ATTACHMENT 6

FORM 990PF, PART II - OTHER ASSETS

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
ARCHITECTURAL & LEGAL FEES	2,126,233.	*
ART	22,574,144.	24,850,950.
LIBRARY & RESEARCH BOOKS	26,786.	26,786.
FOUNDATION BLDG IMPROVEMENTS	9,221,592.	*
FIXTURES & EQUIPMENT	312,125.	312,125.
DEPOSITS	25,327.	25,327.
TOTALS	34,286,207.	25,215,188.

* - INDICATES FAIR MARKET VALUE INCLUDED IN THE APPRAISED VALUE OF BUILDINGS LISTED ON PAGE 2, PART II, LINE 14.

FORM 990PF, PART VIII - LIST OF OFFICERS, DIRECTORS, AND TRUSTEES

ATTACHMENT 7

NAME AND ADDRESS	TITLE AND AVERAGE HOURS PER WEEK DEVOTED TO POSITION	COMPENSATION	CONTRIBUTIONS TO EMPLOYEE BENEFIT PLANS	EXPENSE ACCT AND OTHER ALLOWANCES
PETER M. BRANT 385 TACONIC ROAD GREENWICH, CT 06831	PRES./DIR. MEETINGS AND 3 HRS/WEEK	0	0	0
JEAN M. BICKLEY 2437 BEDFORD STREET STANFORD, CT 06905	SEC./TREAS 2 HRS/WEEK	0	0	0
RYAN A. BRANT 80 FIELD POINT ROAD 3RD FLOOR GREENWICH, CT 06830	DIRECTOR MEETINGS	0	0	0
CHRISTOPHER BRANT 80 FIELD POINT ROAD 3RD FLOOR GREENWICH, CT 06830	DIRECTOR MEETINGS	0	0	0
ALLISON D. BRANT 80 FIELD POINT ROAD 3RD FLOOR GREENWICH, CT 06830	DIRECTOR & REGISTRAR MEETINGS AND 24 HRS/WEEK	0	0	0

FORM 990PF, PART VIII - LIST OF OFFICERS, DIRECTORS, AND TRUSTEES

ATTACHMENT 7 (CONT'D)

NAME AND ADDRESS	TITLE AND AVERAGE HOURS PER WEEK DEVOTED TO POSITION	COMPENSATION	CONTRIBUTIONS TO EMPLOYEE BENEFIT PLANS	EXPENSE ACCT AND OTHER ALLOWANCES
KELLY B. BRANT 80 FIELD POINT ROAD 3RD FLOOR GREENWICH, CT 06830	DIRECTOR MEETINGS	0	0	0
	GRAND TOTALS	0	0	0

The Brant Foundation **ID # 06-1470051**
Attachment to Form 990 PF - 2012 **Attachment 8**
Part IX - A - Summary of Direct Charitable Activities

The Brant Foundation was formed in 1996 for the purposes of acquiring, either through purchase, donation or loan, artwork of the Twentieth Century and to foster and promote knowledge, appreciation and the continuing development of such art

Activities of The Brant Foundation commenced in 1996 as the Directors considered various methods and determined which would best achieve the Foundation's objectives, as set forth in the Articles of Incorporation In 1996, the Directors contributed the property and building to the Foundation, in which exhibition and study space would ultimately be constructed Architectural plans and a model were commenced in 1999, detailing possible renovations to the building that would be required in order to properly store and present fine works of art. Directors of other foundations and gallery owners visited the building and offered their insights regarding the space.

The Directors have contributed the funds necessary to pay the operating, administrative, legal and accounting costs of the Foundation as well as the cost of architectural fees, construction costs and the costs of maintaining the Foundation's property.

The Foundation has acquired a number of works of art and it is anticipated that the Foundation will increase the size of its permanent collection of art, over time, now that the Brant Foundation Art Study Center has been completed

Solicitation for financial support or further contributions of art from other parties, who consider the Foundation's objectives to be important, will be considered in the future. The Directors have met with museums and prospective future supporters on an ongoing basis since inception to explain their goals and have partnered with a number of other institutions to achieve the Foundation's purposes. Toward these ends, the Foundation has obtained loans of fine art and antiques, which in turn, the Foundation has loaned to museums and other foundations, both nationally and locally and abroad, making such art available to the public for exhibition and scholarly study. This method contributed to immediate progress towards the Foundation's purposes while the renovations to the Foundation's permanent facility were being completed

The Brant Foundation participated in the production of the film "Pollock", based on the biography "Jackson Pollock, An American Saga", by Steven Naifeh and Gregory White Smith. Jackson Pollock is acknowledged as one of the premiere abstract expressionist painters of the Twentieth Century.

The Brant Foundation Art Study Center was designed by New York architect Richard Gluckman, who renovated a 1902 stone barn to create a space which includes three galleries with skylights and a video viewing room. In choosing Mr. Gluckman for this project, Peter Brant says. "I chose Richard as the architect for his friendly approach and respect for art Having knowledge of Richard's other art related projects, I knew he was the best person to transform the turn-of-the-century stone building into a modem exhibition space, while maintaining the integrity and beauty of the original structure In addition, Richard always considers the space and light needed to best display fine works of art."

The Brant Foundation Art Study Center will present long-term exhibitions, curated primarily from the collection. All of the shows will be put together with works on loan from our collections as well as from other collections, with important pieces by the artist or artists we will be showing Each exhibition will have a catalogue printed to coincide with the show. Mr Brant states, "I've been involved in collecting and studying art since I was about 17 Seeing museums and other collections has been an important part of my life By opening this center it will give me the ability to curate shows myself and invite guest curators here too."

During the inaugural exhibition, The Brant Foundation, Inc. hosted numerous visitors including. school groups ranging in age from elementary school through graduate programs at Yale, residents of senior citizen homes, other community clubs, artists, collectors, and boards and curators of other museums Additionally, the exhibition was open to the general public by appointment and many tours were provided for other groups and individuals on that basis.

Highlights for 2012 included:

The Foundation continued its mission by making a variety of works, by different artists, photographers and craftsmen, available to other Foundations, individuals, the art community, and museums for scholarly study, examination and loan. During 2012, the Foundation made additional acquisitions of art for its permanent collection which it will use for future exhibitions.

Peter M Brant, President of The Brant Foundation, Inc , was pleased to continue to support the Whitney Museum of American Art as member of the Whitney Circle and to support the Whitney Museum's Annual Fund to ensure the Whitney's mission remains strong· The Whitney is an institution dedicated to the voices and visions of living artists. As such, the museum prize's independence and authenticity, and promotes creativity and innovation. The Museum first opened its doors in 1931 and has been home to artists who helped define the future of American Art. Support of the Whitney is vital to champion American art through the acquisition of new works, special exhibitions, lectures, research, conservation, publications and more

The Brant Foundation continued to present its fall 2011 exhibition featuring the work of artist David Altmejd. The exhibition featured extraordinary new bodies of work including large Plexiglas sculptures which shared the space with a more ethereal group of works These Plexiglas structures contain entire landscapes that are immensely and painstakingly detailed. Their scale and composition both encourage a close reading of details and yet purposefully disallow the viewer to grasp the whole all at once In addition, Altmejd intervenes into the architecture of the space with large scale sculptures scraped out of and embedded within the walls of the gallery Just as the Plexiglas works represent a material shift from the exterior surface to the interior structure, between the inside and the outside, the embedded plaster sculptures turn space itself into an analogue of Altmejd's investigation into notions of interiority and exteriority in his practice As definitions between inside and outside become blurred, Altmejd shows them at once to be both malleable distinctions and part of a continuum. At stake in these works is the fantasy of unity and containment Just as Altmejd has shown how bodies can be so violently acted upon by interior and exterior forces, in his work the apparent neutrality and solidity of architecture is shown to be unable to contain the overflow of ideologies and agendas embedded within—the body of the space bursting and the walls becoming a porous membrane. While these bodies of work seem so clearly new in Altmejd's practice, they are also visions into the whole of his existing oeuvre. It is the strength and uniqueness of Altmejd's visual vocabulary that allows him the freedom to develop his work in such radical ways. The bravery with which Altmejd approaches the invention of new bodies of work is an organic extension of the larger conceptual concerns at the core of his practice. Altmejd's work makes evident how growth and transformation is only possible from decay and how a sense of a work being alive is perceived most fully when beauty is contrasted with the abject. Set against a prevailing cultural and political headwind valuing tradition, certainty, and stasis, Altmejd's work is a physical manifestation of an ideology of growth, change, and perpetual movement. Indeed, Altmejd's work mimics the complexity achieved in the natural world through the continual layering of elements and structures built up over millennia. Whether Altmejd begins from a point of symmetry or from a point of disorder, his works are ultimately shaped by the individual choices made at each point of construction. These works suggest the organic logic of the crowd where individual decisions can collectively generate a more intelligent whole. Large plaster sculptures embedded within the gallery walls extend the scope of the exhibition to fill the entire space Standing figures, also in plaster, are arrayed through the gallery

Altmejd's works suggest a kind of infinite lineage with each work both exploring a particular idea and contributing to the opening of another Rather than creating terminal artworks, complete and ossified, Altmejd's works are manifestations of objects that are always transforming and forever open Rather than crafting puzzles for viewers to solve, Altmejd generates structures and landscapes to inhabit The opening was attended by many notable artists, gallerists, collectors, museum Directors, etc. and was a grand success

Peter M Brant, President of The Brant Foundation, Inc , was pleased to host Dieter Buchhart of Foundation Beyeler in Basel, Fabrice Hergott, Director of Musee d'Art moderne de la Ville de Paris at The Brant Foundation Art Study Center in the presence of artist David Altmejd to see his current show Mr Brant was also pleased to host Si and Victoria Newhouse and noted Gallerist, Larry Gagosian, to see the exhibition by David Altmejd.

Peter M. Brant, President of The Brant Foundation, Inc was pleased to support the exhibition, "Notations· The Cage Effect Today", held February 17 – April 21, 2012 at Hunter College/Time Square Gallery Along with support from Mr. Brant and The Brant Foundation, the exhibition was made possible with the support of the Young Arts, the core program of the National Foundation for Advancement in the Arts, Agnes Gund, The Ruth Stanton Foundation, The Foundation To-Life, Colección Patricia Phelps de Cisneros, and Arts Across the Curriculum at Hunter College

As 2012 marked the centennial of John Cage's birth, this exhibition commemorated the widespread effect of the artist's six decades of assiduous, and relentless inventive creation on subsequent generations of artists. Cage has been described as the most important artist of the second half of the 20th century, influencing many artists from Jasper Johns to Gerhard Richter, Robert Rauschenberg to Ellsworth Kelly, Nam June Paik to Yoko Ono, and from Joseph Beuys to Hélio Oiticica—each of whom played a significant role in the configuration of today's art world. Cage has never been more vital than today—as seen through the legions of artists around the globe who tenaciously explore many of the tropes that Cage left behind *Notations The Cage Effect Today* examined the reverberation of his diverse influence throughout North America, Asia, Europe, and Latin America. Some 28 artists selected for inclusion in the exhibition included Waltercio Caldas, Hanne Darboven, Liz Deschenes, David Lamelas, Christian Marclay, Kaz Oshiro, and Fred Sandback among many others. These artists and their contemporaries have been inspired by John Cage's multifarious approach to making art Only through a close examination of what succeeding generations of artists have to say is it possible to measure the far-reaching extent of Cage's unique legacy

The Hunter College Art Galleries, under the auspices of the Department of Art and Art History, has been a vital aspect of the New York cultural landscape since its inception over a quarter-century ago. This exhibition, curated by Joachim Pissarro, Bershad Professor of Art History and Director of the Hunter College Art Galleries, together with Bibi Calderaro, Julio Grinblatt (MFA '10) and Michelle Yun, was the result of an educational process developed with graduate students, who have been engaged in the curatorial process at every level. This project underscored the Galleries' unique ability to share the highest levels of academic scholarship and curatorial connoisseurship with the student community and the general public, thus facilitating a dynamic cultural exchange

Notations The Cage Effect Today, was accompanied by a fully illustrated catalogue with essays by Dr Pissarro, Bibi Calderaro and Julio Grinblatt and included plate entries by graduate students. The book will be distributed by Charta Editions, Milan A plethora of public programming including inter-disciplinary concerts, film screenings and a mushroom hunting event were organized to complement the exhibition.
www hunter cuny edu/art/galleries.

Peter M Brant, President of The Brant Foundation, Inc was pleased to participate in the opening of the Whitney Biennial 2012, the latest iteration of the Museum's signature exhibition Curated by Whitney curator Elisabeth Sussman and independent curator Jay Sanders, the exhibition highlighted the practices of fifty-one contemporary artists and was comprised of works including paintings, sculptures, photographs, and installations from both emerging and established artists Additionally, through a series of special performances and residencies, time-based mediums such as theater, dance, and music were featured prominently in the exhibition A film and video portion of the exhibition highlighted both avant-garde cinema and independent feature films. This widened focus recognizes the increasingly interdisciplinary approaches of artists working today, while building on the Whitney's pioneering history of presenting live performances and durational art in tandem with contemporary art objects.

Peter M. Brant, President of The Brant Foundation, Inc was pleased to serve on the Host committee for the ART FOR WATER auction to benefit Waterkeeper Alliance. Art for Water featured works by Marina Abramović, Gregory Crewdson, Olafur Eliasson, Willem de Kooning, Shepard Fairey, Jon Kessler, Jeff Koons, Robert Longo, Catherine Opie, Raymond Pettibon, Josh Smith, Frank Stella, John Waters, and Dustin Yellin, and many extraordinary others. The evening, hosted by Jeff Koons and Robert F Kennedy, Jr., benefited Waterkeeper Alliance, the world's largest and fastest growing clean water advocacy group and is the voice for the world's water. This auction raised significant funds that will enable them to continue to fight in communities across the globe for their right to clean water.

The Brant Foundation was pleased to present the opening of its spring exhibition "Karen Kilimnik" at The Brant Foundation Art Study Center Mr Brant said "I think she's one of the great American artists She's off the radar, living in Philadelphia in her own world." A bit of that world — magical, romantic and nostalgic — has been created in Greenwich Her exhibition, which runs through September, includes installations, paintings, photographs and drawings made from 1982 to this year. Some are site specific, like the "Fountain of Youth," which consists of six feet of boxwood hedges, grass, ivy and a stone garden fountain as well as glass perfume bottles on the upper gallery, while below will be a chinoiserie-theme installation where early drawings will hang with custom wallpaper, furniture, garden seats, fans and lanterns "I'm still working on an entrance of snow drifts," Ms. Kilimnik said. The exhibition will include one of her most popular works, "The Hellfire Club Episode of the Avengers," a 1989 installation that pays homage to a 1966 episode of the British spy show featuring the character Mrs. Peel in a dominatrix costume that was banned by American censors. The installation includes props framed by velvet curtains as well as two drawings of British manor houses, black-and-white images of the show's stars, and a soundtrack sampling harpsichord music, the "Avengers" theme, Madonna and the Pet Shop Boys." This exhibition will welcome the visitor to the imaginative, idiosyncratic world of artist Karen Kilimnik, whose three-decade career features paintings, drawings, photographs, and installation pieces, much of which is based on appropriated or found objects and image, revealing a wry fascination with the trappings of the cosmopolitan world celebrity, pop culture, European history, and the decorative arts. The artist said it's wonderful to have the opportunity to show in such an idyllic setting, with nature, wildlife, and horses around. Usually museums and galleries are in cities, and it's so refreshing to just be out in the country " The exhibition is open to the public by appointment and will be shown through September

In May, 2012 - Peter M Brant was pleased to accept, on behalf of the Whitney Museum and its Board of Trustees, the 21st annual American Art Award at their gala dinner The museum is extremely greatful for Mr Brant's invaluable commitment to the Whitney's collection over the past several decades. Mr. Brant made gifts of work by Andy Warhol, Bruce Nauman, and Joseph Kosuth in the 1970's, and was involved in acquiring seminal objects by Dan Flavin and Frank Stella, and has assisted recently by helping to acquire a Karen Kilimnik installation, all of which have added meaningfully to the breadth of the Museum's collection In the very spirit of the Whitney's visionary founder, Gertrude Vanderbilt Whitney, you are a great patron of the arts and a champion of important artists of our time.

In September, 2012, the Brant Foundation, Inc was pleased to be presented with a "2012 Greenwich Preservation Award" as part of the 81st Annual Meeting of the Greenwich Historical Society. Greenwich Preservation Awards celebrate the architectural heritage and honor individuals, organizations and projects of historical and architectural significance that demonstrate the aesthetic, cultural of economic benefits of preservation. This year, The Brant Foundation was among the honorees " for adaptive use of the stone barn as Art Study Center " www greenwichhistory org

In November, 2012 the Brant Foundation, Inc. was pleased to open its fall show, ***I wanted to be an artist but all I got was this lousy career***, an exhibition of works by **Nate Lowman.** The exhibition featured recent and new work including paintings, collage and sculpture and continued through March 2013

Dusted with mythological fear, loathing, and spiritual desertification, Nate Lowman's work cuts up and reassembles the movies, the street, history, and the news From a bank teller window shot through with bullets, to black crucifixes modeled on New York City tow truck equipment, to blonde, spectral Marilyn, scarred and bloodied by de Kooning's violent brushstrokes, Lowman gravitates toward crimes, absurdities, slip-ups, tragedies, travesties, laughing stocks, write-offs, and disasters. "People treat images the same way that they treat vacation," he says. "I'm trying not to be a tourist all the time –or at least not concerning the interpretation of information."

Functioning like "membranes" -as Sherrie Levine once described her own works made from appropriated images -"permeable from both sides so there is an easy flow between the past and the future, between my history and yours,"* Lowman's work weaves public history with personal memory, with the result that we feel a strange familiarity in looking over his bikini postcards, magazine clippings, bumper stickers, bullethole decals, car air freshener trees, and smiley faces, as if being reminded of something we already know.

Spread in alkyd dots across a canvas, torn from a tabloid, found on the sidewalk, pasted to the fridge, buried in a shoebox· in Lowman's artistic system, available images and the messages they contain are reprogrammed as expressive tools and keyed into art history His technique involves themes and indexes –chairs, people pointing at or holding things, swiss cheese -he has a taste for the derelict –battered and broken doors from the refuse heap, flattened aluminum cans, chewing gum, rusted gas pumps like those at abandoned gas stations, passed at high speed on obsolescent highways -and he mingles these souvenirs of the recently bygone with signs that the end is near -ripe crops covered in snow, x-rayed truckfuls of human traffic, flooded suburbs, a smiling ice cream cone announcing *I'll Be Dead Soon*

In the room-size installation *Four Seasons* (2009-2012) –the baroque theme also visited by Cy Twombly, Richard Prince, and Gerhard Richter –each season takes on the qualities of a verb rather than a noun. Wintering, Springing, Summering, and Falling· Jamie Foxx wields his image-damaging Swastika boogie board in Hawaii, snow falls at Ski Dubai, the winter resort built into a shopping mall in the United Arab Emirates, a man drops from the WTC's crumbling North tower; Tonya Harding stumbles on the Olympic ice, Jenna Bush wipes out drunk on the pages of the *National Enquirer*; workers in Cancun picket for fair wages, throwing a wrench in spring break

With guilt, innocence, and meanings always in flux, Lowman prefers to focus on the language of images themselves, and how to treat them like the living things they are The parade of criminals and victims circulated in the Associated Press photos –OJ Simpson, John Walker Lindh, Oliver North, Lindsay Lohan, Nicole Brown Simpson, Amadou Diallo –are inevitably shifting, and to watch them rise and fall, like tracking a storm, or watching paint dry, is to hope for the end to come so that you can be here to see it.

Also on view in The Brant Foundation Art Study Center library will be a selection of chairs and artworks from Mr. Brant and Lowman's personal collections Featuring artists Andrew Kuo, Josh Smith, Dash Snow, Leo Fitzpatrick, Joe Bradley, Paul McCarthy, Ray Johnson, Lizzi Bougatsos, Dan Colen and Hanna Liden among others

Nate Lowman was born in 1979 in Las Vegas and received a BS from New York University in 2001 Lowman's recent exhibitions include *Swiss Cheese and the Doors A One Night Stand*, Massimo de Carlo, Milan (2012), *Cats & Dogs Hanna Liden and Nate Lowman*, Carlson Gallery, London (2011); *Three Amigos*, American Academy in Rome, Rome (2010), *TRASH LANDING*, Maccarone + Gavin Brown's enterprise, New York (2009); *Fill You With Holes*, Carlson Gallery, London (2009), *The Natriot Act*, Astrup Fearnley Museum, Oslo (2009), among others. His work has been included in notable group exhibitions, including those at P.S 1 Contemporary Art Center, Queens, New York (2005); Hessel Museum of Art and the Center for Curatorial Studies Galleries, both at Bard College, Annandale-on-Hudson, New York, and Serpentine Gallery, London (all 2006), New Museum of Contemporary Art, New York (2007), and Busan Biennial, Busan, South Korea (2008). A suite of works was also included in *Haunted Contemporary Photography/Video/Performance*, Solomon R. Guggenheim Museum, New York (2010) Lowman lives and works in New York City.
Nate Lowman is represented by Maccarone, New York, Carlson Gallery, London; and Massimo De Carlo, Milan

The Brant Foundation Art Study Center has a mission to promote education and appreciation of contemporary art and design, by making works available to institutions and individuals for scholarly study and examination The Brant Foundation Art Study Center presents long-term exhibitions curated primarily from the collection The collection is remarkable in that scores of artists are represented in depth, including works from the earliest period of their practice through their most recent works Currently, The Brant Foundation, Inc , established in 1996, lends works to more than a dozen exhibitions per year

2012 990 Returns Found in Account F949

Total Record Count: 1 **Report Date: 5/2/2013**

**** - Federal Only*

Locator	Tax Type	Taxpayer Name	ClientCode	Alerts	Jurisdiction	FedForm	Federal Service Center	Filing Type	Filing Status	Date Sent	Date Ack	DCN	Debts***	PIN***	EIC***	Direct Debit From IRS***	Direct Debit In Locators	Create Date
B8Y0FS	990	THE BRANT FOUNDATION, INC		N	FED	8868		First Extensi on	Accepted	5/1/2013 2 23 00 PM	5/1/2013 2 56 00 PM						N	5/1/2013 2 17 18 PM

Form **8868** (Rev January 2013)

Department of the Treasury Internal Revenue Service

Application for Extension of Time To File an Exempt Organization Return

▶ File a separate application for each return.

OMB No 1545-1709

- If you are filing for an **Automatic 3-Month Extension, complete only Part I** and check this box . . . . ▶ [X]
- 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

Electronic filing *(e-file)*. You can electronically file Form 8868 if you need a 3-month automatic extension of time to file (6 months for a corporation required to file Form 990-T), or an additional (not automatic) 3-month extension of time You can electronically file Form 8868 to request an extension of time to file any of the forms listed in Part I or Part II with the exception of Form 8870, Information Return for Transfers Associated With Certain Personal Benefit Contracts, which must be sent to the IRS in paper format (see instructions) For more details on the electronic filing of this form, visit *www irs gov/efile* and click on *e-file for Charities & Nonprofits*

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

Enter filer's identifying number, see instructions

Type or print		
File by the due date for filing your return See instructions	Name of exempt organization or other filer, see instructions THE BRANT FOUNDATION, INC.	Employer identification number (EIN) or 06-1470051
	Number, street, and room or suite no If a P O box, see instructions 80 FIELD POINT ROAD, 3RD FLOOR	Social security number (SSN)
	City, town or post office, state, and ZIP code For a foreign address, see instructions GREENWICH, CT 06830	

Enter the Return code for the return that this application is for (file a separate application for each return) . . . . [0][4]

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

- The books are in the care of ▶ THE BRANT FOUNDATION, INC.

Telephone No ▶ 203 661-3344 FAX No ▶ 203 661-3349

- 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

1 I request an automatic 3-month (6 months for a corporation required to file Form 990-T) extension of time until 08/15 , 20 13 , to file the exempt organization return for the organization named above The extension is for the organization's return for

▶ [X] calendar year 20 12 or

▶ [ ] tax year beginning ________, 20 ____, and ending ________, 20 ____

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

3a	If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits See instructions	**3a**	$ 0
b	If this application is for 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	**3b**	$ 0
c	**Balance due.** Subtract line 3b from line 3a Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System) See instructions	**3c**	$ 0

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

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

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)

Enter filer's identifying number, see instructions

Type or print	Name of exempt organization or other filer, see instructions THE BRANT FOUNDATION, INC.	Employer identification number (EIN) or 06-1470051
File by the due date for filing your return See instructions	Number, street, and room or suite no If a P O box, see instructions 80 FIELD POINT ROAD, 3RD FLOOR	Social security number (SSN)
	City, town or post office, state, and ZIP code For a foreign address, see instructions GREENWICH, CT 06830	

Enter the Return code for the return that this application is for (file a separate application for each return) 0 4

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

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

● The books are in the care of ▶ THE BRANT FOUNDATION, INC.

Telephone No ▶ 203 661-3344 FAX No ▶ 203 661-3349

● 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

4 I request an additional 3-month extension of time until 11/15 , 20 13

5 For calendar year 2012 , or other tax year beginning ______ , 20 ____ , and ending ______ , 20 ____

6 If the tax year entered in line 5 is for less than 12 months, check reason [ ] Initial return [ ] Final return [ ] Change in accounting period

7 State in detail why you need the extension ADDITIONAL TIME IS NEEDED TO GATHER INFORMATION NECESSARY TO ACCURATELY COMPLETE THE 2012 TAX RETURN

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**	$ 0
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**	$ 0
c	**Balance Due.** Subtract line 8b from line 8a Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System) See instructions	**8c**	$ 0

Signature and Verification must be completed for Part II only.

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 ▶ Jaclyn R Lucas Title ▶ P00743448 CPA PAID PREPARER Date ▶ 08/07/2013

JSA
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