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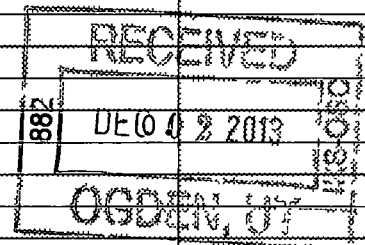
**Return of Private Foundation  
or Section 4947(a)(1) Nonexempt Charitable Trust  
Treated as a Private Foundation**

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

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

Name of foundation <b>BROOKFIELD ARTS FOUNDATION, INC.</b>		A Employer identification number <b>31-1681603</b>
Number and street (or P.O. box number if mail is not delivered to street address) <b>11 KEEWAYDIN DRIVE</b>	Room/suite <b>100</b>	B Telephone number <b>603-681-4375</b>
City or town, state, and ZIP code <b>SALEM, NH 03079</b>		C If exemption application is pending, check here <input type="checkbox"/>
G Check all that apply <input type="checkbox"/> Initial return <input type="checkbox"/> Initial return of a former public charity <input type="checkbox"/> Final return <input type="checkbox"/> Amended return <input type="checkbox"/> Address change <input type="checkbox"/> Name change		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 <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation		E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/>
I Fair market value of all assets at end of year (from Part II, col. (c), line 16) ▶ \$ <b>211,479,700.</b> (Part I, column (d) must be on cash basis.)	J Accounting method <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____	F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>

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)
Revenue	1 Contributions, gifts, grants, etc., received	39,880,945.			
	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	268,192.	268,192.	268,192.	STATEMENT 1
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	1,829,551.			
	b Gross sales price for all assets on line 6a <b>7,650,311.</b>				
	7 Capital gain net income (from Part IV, line 2)		1,829,551.		
	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)					
11 Other income					
12 Total. Add lines 1 through 11	41,978,688.	2,097,743.	268,192.		
Operating and Administrative Expenses	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	2,216.	0.	0.	2,216.
	b Accounting fees STMT 3	36,655.	0.	0.	36,655.
	c Other professional fees STMT 4	341,564.	52,580.	52,580.	288,984.
	17 Interest				
	18 Taxes STMT 5	13,150.	0.	0.	1,150.
	19 Depreciation and depletion				
	20 Occupancy				
21 Travel, conferences, and meetings					
22 Printing and publications					
23 Other expenses STMT 6	65,226.	0.	0.	65,226.	
24 Total operating and administrative expenses. Add lines 13 through 23	458,811.	52,580.	52,580.	394,231.	
25 Contributions, gifts, grants paid	13,570.			13,570.	
26 Total expenses and disbursements. Add lines 24 and 25	472,381.	52,580.	52,580.	407,801.	
27 Subtract line 26 from line 12					
a Excess of revenue over expenses and disbursements	41,506,307.				
b Net investment income (if negative, enter -0-)		2,045,163.			
c Adjusted net income (if negative, enter -0-)			215,612.		



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<b>Part II Balance Sheets</b> <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
<b>Assets</b>	1 Cash - non-interest-bearing			
	2 Savings and temporary cash investments	339,743.	360,646.	360,646.
	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 <span style="float: right;">STMT 8</span>	11,516,054.	12,746,988.	16,470,127.
	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 ▶ <span style="float: right;">STATEMENT 9</span> )	154,424,300.	194,648,927.	194,648,927.	
<b>16 Total assets</b> (to be completed by all filers)	<b>166,280,097.</b>	<b>207,756,561.</b>	<b>211,479,700.</b>	
<b>Liabilities</b>	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 ▶ )			
<b>23 Total liabilities</b> (add lines 17 through 22)	<b>0.</b>	<b>0.</b>		
<b>Net Assets or Fund Balances</b>	<b>Foundations that follow SFAS 117, check here</b> ▶ <input checked="" type="checkbox"/> <b>and complete lines 24 through 26 and lines 30 and 31.</b>			
	24 Unrestricted	166,280,097.	207,756,561.	
	25 Temporarily restricted			
	26 Permanently restricted			
	<b>Foundations that do not follow SFAS 117, check here</b> ▶ <input type="checkbox"/> <b>and complete lines 27 through 31.</b>			
	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			
<b>30 Total net assets or fund balances</b>	<b>166,280,097.</b>	<b>207,756,561.</b>		
<b>31 Total liabilities and net assets/fund balances</b>	<b>166,280,097.</b>	<b>207,756,561.</b>		

**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	166,280,097.
2 Enter amount from Part I, line 27a	2	41,506,307.
3 Other increases not included in line 2 (itemize) ▶ <b>PRIOR PERIOD ADJUSTMENT</b>	3	379,862.
4 Add lines 1, 2, and 3	4	208,166,266.
5 Decreases not included in line 2 (itemize) ▶ <b>SEE STATEMENT 7</b>	5	409,705.
<b>6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30</b>	<b>6</b>	<b>207,756,561.</b>

**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 7,650,311.		5,820,760.	1,829,551.

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) FMV 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			1,829,551.

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	1,829,551.
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	<229,032.>

**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	18,713,802.	16,562,755.	1.129873
2010	22,432,559.	15,918,019.	1.409256
2009	33,538,790.	14,686,596.	2.283633
2008	10,702,132.	20,509,113.	.521823
2007	31,019,904.	14,690,039.	2.111628

2 Total of line 1, column (d)	2	7.456213
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	1.491243
4 Enter the net value of noncharitable-use assets for 2012 from Part X, line 5	4	16,133,299.
5 Multiply line 4 by line 3	5	24,058,669.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	20,452.
7 Add lines 5 and 6	7	24,079,121.
8 Enter qualifying distributions from Part XII, line 4	8	40,642,458.

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	20,452.
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	20,452.
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	20,452.
6	Credits/Payments		
a	2012 estimated tax payments and 2011 overpayment credited to 2012	6a	32,000.
b	Exempt foreign organizations - tax withheld at source	6b	
c	Tax paid with application for extension of time to file (Form 8868)	6c	5,000.
d	Backup withholding erroneously withheld	6d	
7	Total credits and payments. Add lines 6a through 6d	7	37,000.
8	Enter any penalty for underpayment of estimated tax. Check here <input checked="" type="checkbox"/> if Form 2220 is attached	8	146.
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	16,402.
11	Enter the amount of line 10 to be credited to 2013 estimated tax <input checked="" type="checkbox"/> 16,402.   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)

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)
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)
13 Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address N/A
14 The books are in care of RICHARD G. WEIDMANN Telephone no 603-681-4375 Located at 11 KEEWAYDIN DRIVE, SUITE 100, SALEM, NH ZIP+4 03079
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? 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

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?
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?
(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)?
(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)
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)? 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?
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? If "Yes," list the years
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)
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here.
3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?
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.)
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?
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?

**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)?  **5b** X

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 **6b** X

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 **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 10		0.	0.	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."

Table with 3 columns: (a) Name and address of each person paid more than \$50,000, (b) Type of service, (c) Compensation. Includes entries for COOPERATIVE PHILANTHROPIC SERVICES LLC and STRATEGIC ADVISERS, INC.

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

0

Part IX-A Summary of Direct Charitable Activities

Table with 2 columns: Description of activity, Expenses. Includes entries for 'SEE STATEMENT 11' and 'ACQUISITIONS OF ANTIQUES AND CULTURAL ARTIFACTS'.

Part IX-B Summary of Program-Related Investments

Table with 2 columns: Description of investment, Amount. Includes entry for 'N/A' and a total line at the bottom.

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

<b>1</b> Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes		
<b>a</b> Average monthly fair market value of securities	<b>1a</b>	16,015,505.
<b>b</b> Average of monthly cash balances	<b>1b</b>	363,479.
<b>c</b> Fair market value of all other assets	<b>1c</b>	
<b>d</b> Total (add lines 1a, b, and c)	<b>1d</b>	16,378,984.
<b>e</b> Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	<b>1e</b>	0.
<b>2</b> Acquisition indebtedness applicable to line 1 assets	<b>2</b>	0.
<b>3</b> Subtract line 2 from line 1d	<b>3</b>	16,378,984.
<b>4</b> Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	<b>4</b>	245,685.
<b>5</b> Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	<b>5</b>	16,133,299.
<b>6</b> Minimum investment return. Enter 5% of line 5	<b>6</b>	806,665.

**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)

<b>1</b> Minimum investment return from Part X, line 6	<b>1</b>	
<b>2a</b> Tax on investment income for 2012 from Part VI, line 5	<b>2a</b>	
<b>b</b> Income tax for 2012 (This does not include the tax from Part VI)	<b>2b</b>	
<b>c</b> Add lines 2a and 2b	<b>2c</b>	
<b>3</b> Distributable amount before adjustments. Subtract line 2c from line 1	<b>3</b>	
<b>4</b> Recoveries of amounts treated as qualifying distributions	<b>4</b>	
<b>5</b> Add lines 3 and 4	<b>5</b>	
<b>6</b> Deduction from distributable amount (see instructions)	<b>6</b>	
<b>7</b> Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	<b>7</b>	

**Part XII Qualifying Distributions** (see instructions)

<b>1</b> Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes		
<b>a</b> Expenses, contributions, gifts, etc. - total from Part I, column (d), line 26	<b>1a</b>	407,801.
<b>b</b> Program-related investments - total from Part IX-B	<b>1b</b>	0.
<b>2</b> Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	<b>2</b>	40,234,657.
<b>3</b> Amounts set aside for specific charitable projects that satisfy the		
<b>a</b> Suitability test (prior IRS approval required)	<b>3a</b>	
<b>b</b> Cash distribution test (attach the required schedule)	<b>3b</b>	
<b>4</b> Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	<b>4</b>	40,642,458.
<b>5</b> Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b	<b>5</b>	20,452.
<b>6</b> Adjusted qualifying distributions. Subtract line 5 from line 4	<b>6</b>	40,622,006.

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)

N/A

	(a) Corpus	(b) Years prior to 2011	(c) 2011	(d) 2012
<b>1</b> Distributable amount for 2012 from Part XI, line 7				
<b>2</b> Undistributed income, if any, as of the end of 2012				
<b>a</b> Enter amount for 2011 only				
<b>b</b> Total for prior years				
<b>3</b> Excess distributions carryover, if any, to 2012				
<b>a</b> From 2007				
<b>b</b> From 2008				
<b>c</b> From 2009				
<b>d</b> From 2010				
<b>e</b> From 2011				
<b>f</b> Total of lines 3a through e				
<b>4</b> Qualifying distributions for 2012 from Part XII, line 4 ▶ \$				
<b>a</b> Applied to 2011, but not more than line 2a				
<b>b</b> Applied to undistributed income of prior years (Election required - see instructions)				
<b>c</b> Treated as distributions out of corpus (Election required - see instructions)				
<b>d</b> Applied to 2012 distributable amount				
<b>e</b> Remaining amount distributed out of corpus				
<b>5</b> Excess distributions carryover applied to 2012 (If an amount appears in column (d), the same amount must be shown in column (a))				
<b>6</b> Enter the net total of each column as indicated below:				
<b>a</b> Corpus Add lines 3f, 4c, and 4e Subtract line 5				
<b>b</b> Prior years' undistributed income Subtract line 4b from line 2b				
<b>c</b> 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				
<b>d</b> Subtract line 6c from line 6b Taxable amount - see instructions				
<b>e</b> Undistributed income for 2011 Subtract line 4a from line 2a Taxable amount - see instr				
<b>f</b> Undistributed income for 2012 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2013				
<b>7</b> Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3)				
<b>8</b> Excess distributions carryover from 2007 not applied on line 5 or line 7				
<b>9</b> Excess distributions carryover to 2013. Subtract lines 7 and 8 from line 6a				
<b>10</b> Analysis of line 9				
<b>a</b> Excess from 2008				
<b>b</b> Excess from 2009				
<b>c</b> Excess from 2010				
<b>d</b> Excess from 2011				
<b>e</b> Excess from 2012				

**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 2012, 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)

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

Tax year	Prior 3 years			(e) Total
	(a) 2012	(b) 2011	(c) 2010	
215,612.	161,323.	126,623.	169,156.	672,714.
183,270.	137,125.	107,630.	143,783.	571,807.

b 85% of line 2a

c Qualifying distributions from Part XII, line 4 for each year listed

40,642,458.	18,713,802.	22,432,559.	33,545,630.	115,334,449.
-------------	-------------	-------------	-------------	--------------

d Amounts included in line 2c not used directly for active conduct of exempt activities

13,570.	25,000.	50,000.	75,000.	163,570.
---------	---------	---------	---------	----------

e Qualifying distributions made directly for active conduct of exempt activities

40,628,888.	18,688,802.	22,382,559.	33,470,630.	115,170,879.
-------------	-------------	-------------	-------------	--------------

3 Complete 3a, b, or c for the alternative test relied upon

a "Assets" alternative test - enter

(1) Value of all assets

211,479,700.	169,608,801.	153,839,986.	131,453,605.	666,382,092.
--------------	--------------	--------------	--------------	--------------

(2) Value of assets qualifying under section 4942(j)(3)(B)(i)

194,633,097.	154,398,440.	136,383,639.	114,572,616.	599,987,792.
--------------	--------------	--------------	--------------	--------------

b "Endowment" alternative test - enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed

537,777.	552,092.	530,601.	489,553.	2,110,023.
----------	----------	----------	----------	------------

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)(iii)

				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 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 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 <i>Paid during the year</i>  HUIZHOU CULTURAL RESEARCH INSTITUTE CHENGSHI GARDEN TUNXI DIST ANHUI CHINA			SEE ATTACHED	13,570.
<b>Total</b>			▶ 3a	13,570.
b <i>Approved for future payment</i>  NONE				
<b>Total</b>			▶ 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, Form 990-EZ, or Form 990-PF.

OMB No 1545-0047

**2012**

Name of the organization

BROOKFIELD ARTS FOUNDATION, INC.

Employer identification number

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 foundationCheck 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).**LHA For Paperwork Reduction Act Notice, see the Instructions for Form 990, 990-EZ, or 990-PF. Schedule B (Form 990, 990-EZ, or 990-PF) (2012)**

Name of organization  <b>BROOKFIELD ARTS FOUNDATION, INC.</b>	Employer identification number  <b>31-1681603</b>
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**Part I Contributors** (see instructions). Use duplicate copies of Part I if additional space is needed.

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
1	EDWARD C. JOHNSON FUND  82 DEVONSHIRE STREET  BOSTON, MA 02109	\$ 39,880,945.	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.)
		\$ _____	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)

Name of organization

Employer identification number

**BROOKFIELD ARTS FOUNDATION, INC.**

**31-1681603**

**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
	_____ _____ _____	\$ _____	_____
	_____ _____ _____	\$ _____	_____
	_____ _____ _____	\$ _____	_____
	_____ _____ _____	\$ _____	_____
	_____ _____ _____	\$ _____	_____
	_____ _____ _____	\$ _____	_____
	_____ _____ _____	\$ _____	_____
	_____ _____ _____	\$ _____	_____

Name of organization  <b>BROOKFIELD ARTS FOUNDATION, INC.</b>	Employer identification number  <b>31-1681603</b>
---	---

**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) ▶ \$ \_\_\_\_\_  
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

**BROOKFIELD ARTS FOUNDATION**  
E.I.N. # 31-1681603  
ATTACHMENT TO 2012 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:**

July 1, 2010	\$25,000.00
April 28, 2011	\$25,000.00
March 30, 2012	<u>\$13,570.41</u>
Total	\$63,570.41

(3) **Purpose:** Operating support.

(4) **Amount of Grant Spent by Grantee:** \$63,570.41

(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:** August 18, 2011; October 18, 2012

(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

2012 Form 990-PF

E.I.N. 31-1681603

**Part XV – Supplementary Information**

Recipient

Huizhou Cultural Research Institute  
Anhui, China

Purpose of Grant or Contribution

Operating Support for Village China.

**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 2830 SHS ATI ALLEGHENY	P	08/16/12	10/25/12
b 1755 SHS ATI ALLEGHENY	P	12/12/11	10/25/12
c 5375 SHS ATI ALLEGHENY	P	12/09/11	10/25/12
d 990 SHS ATI ALLEGHENY	P	12/09/11	05/17/12
e 231 SHS AAPL APPLE INC	P	01/15/09	12/20/12
f 135 SHS AAPL APPLE INC	P	04/03/08	12/20/12
g 370 SHS AAPL APPLE INC	P	04/03/08	12/19/12
h 315 SHS AAPL APPLE INC	P	04/03/08	11/28/12
i 320 SHS AAPL APPLE INC	P	04/03/08	11/21/12
j 325 SHS AAPL APPLE INC	P	04/07/08	11/19/12
k 300 SHS AAPL APPLE INC	P	04/07/08	10/26/12
l 2000 SHS ABX BARRICK GO	P	10/31/12	11/01/12
m 1705 SHS ABX BARRICK GO	P	10/20/11	07/26/12
n 2050 SHS COG CABOT OIL	D	09/17/07	11/29/12
o 3605 SHS COG CABOT OIL	D	09/17/07	01/12/12

(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 76,762.		91,956.	<15,194.>
b 47,603.		81,436.	<33,833.>
c 145,794.		261,379.	<115,585.>
d 33,592.		48,142.	<14,550.>
e 120,631.		19,132.	101,499.
f 70,498.		20,494.	50,004.
g 195,497.		56,165.	139,332.
h 183,392.		47,816.	135,576.
i 179,659.		48,575.	131,084.
j 181,610.		51,079.	130,531.
k 180,746.		47,150.	133,596.
l 74,002.		81,275.	<7,273.>
m 54,305.		75,055.	<20,750.>
n 98,195.		7,995.	90,200.
o 246,405.		28,120.	218,285.

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

(i) FMV 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			** <15,194.>
b			** <33,833.>
c			** <115,585.>
d			** <14,550.>
e			101,499.
f			50,004.
g			139,332.
h			135,576.
i			131,084.
j			130,531.
k			133,596.
l			** <7,273.>
m			** <20,750.>
n			90,200.
o			218,285.

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 1700 SHS CFWF CALFRAC WE	P	01/19/11	01/17/12
b 200 SHS CCJ CAMECO COR	P	11/30/11	08/13/12
c 8450 SHS CCJ CAMECO COR	P	11/28/11	08/13/12
d 1500 SHS CCJ CAMECO COR	P	11/30/11	08/02/12
e 3005 SHS CCJ CAMECO COR	P	11/30/11	08/01/12
f 3365 SHS CCJ CAMECO COR	P	11/30/11	02/24/12
g 850 SHS GTLS CHART INDS	P	08/17/12	11/07/12
h 750 SHS GTLS CHART INDS	P	08/16/12	11/07/12
i 2885 SHS CHKP CHECK POIN	P	06/04/12	07/09/12
j 1085 SHS CLNE CLEAN ENER	P	04/08/11	10/31/12
k 2450 SHS CLNE CLEAN ENER	P	02/07/11	10/31/12
l 1835 SHS CLNE CLEAN ENER	P	04/12/10	10/31/12
m 1049 SHS CLNE CLEAN ENER	P	11/13/09	10/31/12
n 1365 SHS CLNE CLEAN ENER	P	11/12/09	10/31/12
o 3175 SHS COH COACH INC	P	09/28/10	07/31/12

(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 44,162.		58,470.	<14,308.>
b 4,070.		3,772.	298.
c 171,952.		148,988.	22,964.
d 30,371.		28,288.	2,083.
e 61,414.		56,670.	4,744.
f 84,558.		63,459.	21,099.
g 51,982.		62,927.	<10,945.>
h 45,866.		54,876.	<9,010.>
i 129,542.		146,209.	<16,667.>
j 12,215.		18,942.	<6,727.>
k 27,583.		30,926.	<3,343.>
l 20,659.		36,621.	<15,962.>
m 11,810.		12,813.	<1,003.>
n 15,368.		16,543.	<1,175.>
o 158,918.		137,623.	21,295.

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) FMV as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
a			** <14,308.>
b			** 298.
c			** 22,964.
d			** 2,083.
e			** 4,744.
f			** 21,099.
g			** <10,945.>
h			** <9,010.>
i			** <16,667.>
j			** <6,727.>
k			** <3,343.>
l			** <15,962.>
m			** <1,003.>
n			** <1,175.>
o			** 21,295.

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 2210 SHS XRAY DENTSPLY I	P	09/17/07	10/22/12
b 1450 SHS DIS DISNEY WAL	P	05/01/08	10/02/12
c 2115 SHS DIS DISNEY WAL	P	04/29/08	10/02/12
d 1615 SHS DIS DISNEY WAL	P	05/01/08	10/01/12
e 195 SHS EW EDWARDS LI	P	12/21/11	08/09/12
f 300 SHS EW EDWARDS LI	P	12/19/11	08/09/12
g 345 SHS EW EDWARDS LI	P	12/21/11	04/13/12
h 2085 SHS EW EDWARDS LI	P	12/20/11	04/13/12
i 5305 SHS ELN ELAN CORP	P	05/30/12	08/29/12
j 9438 SHS ELN ELAN CORP	P	05/29/12	08/29/12
k 785 SHS EMR EMERSON EL	P	02/09/09	05/17/12
l 4 SHS GVDBF GIVAUDAN A	P	06/19/09	01/31/12
m 1 SHS GVDBF GIVAUDAN A	P	04/23/09	01/31/12
n 2 SHS GVDBF GIVAUDAN A	P	01/10/07	01/31/12
o 13 SHS GVDBF GIVAUDAN A	P	01/10/07	01/30/12

(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 80,463.		89,467.	<9,004.>
b 74,824.		48,143.	26,681.
c 109,140.		69,003.	40,137.
d 84,537.		53,621.	30,916.
e 19,043.		13,564.	5,479.
f 29,296.		20,244.	9,052.
g 23,713.		23,998.	<285.>
h 143,312.		146,324.	<3,012.>
i 59,952.		76,170.	<16,218.>
j 106,659.		138,809.	<32,150.>
k 36,380.		27,529.	8,851.
l 3,701.		2,264.	1,437.
m 925.		541.	384.
n 1,850.		1,715.	135.
o 12,059.		11,151.	908.

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

(i) FMV 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			<9,004.>
b			26,681.
c			40,137.
d			30,916.
e			** 5,479.
f			** 9,052.
g			** <285.>
h			** <3,012.>
i			** <16,218.>
j			** <32,150.>
k			8,851.
l			1,437.
m			384.
n			135.
o			908.

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 }

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

2

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 15 SHS GVDBF GIVAUDAN A	P	01/09/07	01/27/12
b 1000 SHS HFC HOLLYFRONT	P	01/23/12	08/17/12
c 520 SHS HFC HOLLYFRONT	P	01/12/12	08/17/12
d 225 SHS HFC HOLLYFRONT	P	08/09/11	08/17/12
e 4255 SHS HFC HOLLYFRONT	P	08/09/11	08/15/12
f 13 SHS ISRG INTUITIVE	P	06/15/11	08/09/12
g 100 SHS ISRG INTUITIVE	P	06/08/11	08/09/12
h 950 SHS MCD MCDONALDS	P	08/05/11	01/26/12
i 1910 SHS MCD MCDONALDS	P	08/03/11	01/26/12
j 85 SHS MCD MCDONALDS	P	08/12/10	01/26/12
k 185 SHS NBR NABORS IND	P	02/04/08	04/16/12
l 6000 SHS NBR NABORS IND	P	01/15/08	04/16/12
m 4295 SHS NUE NUCOR CORP	P	07/22/11	11/02/12
n 3630 SHS POT POTASH COR	P	01/12/12	09/14/12
o 193 SHS POT POTASH COR	P	03/03/09	09/14/12

(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 14,102.		12,927.	1,175.
b 39,821.		28,582.	11,239.
c 20,707.		13,973.	6,734.
d 8,960.		7,337.	1,623.
e 170,143.		138,752.	31,391.
f 6,442.		4,445.	1,997.
g 49,552.		34,362.	15,190.
h 94,025.		79,983.	14,042.
i 189,039.		163,104.	25,935.
j 8,413.		6,085.	2,328.
k 2,866.		5,386.	<2,520.>
l 92,966.		166,227.	<73,261.>
m 174,921.		177,181.	<2,260.>
n 154,272.		155,808.	<1,536.>
o 8,202.		4,957.	3,245.

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) FMV as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
a			1,175.
b			** 11,239.
c			** 6,734.
d			1,623.
e			31,391.
f			1,997.
g			15,190.
h			** 14,042.
i			** 25,935.
j			2,328.
k			<2,520.>
l			<73,261.>
m			<2,260.>
n			** <1,536.>
o			3,245.

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 610 SHS POT POTASH COR	P	03/03/09	08/21/12
b 1500 SHS POT POTASH COR	P	03/03/09	08/03/12
c 1250 SHS POT POTASH COR	P	05/18/11	06/04/12
d 304 SHS POT POTASH COR	P	03/11/09	06/04/12
e 2572 SHS POT POTASH COR	P	03/03/09	06/04/12
f 900 SHS POT POTASH COR	P	03/11/09	05/17/12
g 65 SHS RINIF RINNAI COR	P	02/22/12	05/11/12
h 500 SHS RINIF RINNAI COR	P	08/08/11	05/11/12
i 143 SHS RINIF RINNAI COR	P	08/05/11	05/11/12
j 375 SHS RINIF RINNAI COR	P	08/05/11	05/10/12
k 20 SHS RINIF RINNAI COR	P	08/05/11	05/09/12
l 310 SHS RINIF RINNAI COR	P	08/04/11	05/09/12
m 315 SHS RINIF RINNAI COR	P	08/04/11	05/08/12
n 400 SHS RINIF RINNAI COR	P	08/04/11	05/07/12
o 215 SHS RINIF RINNAI COR	P	08/04/11	05/02/12

(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 26,241.		15,670.	10,571.
b 64,081.		38,529.	25,552.
c 46,325.		68,893.	<22,568.>
d 11,266.		7,924.	3,342.
e 95,318.		66,065.	29,253.
f 35,012.		23,458.	11,554.
g 4,584.		4,759.	<175.>
h 35,258.		36,185.	<927.>
i 10,084.		10,842.	<758.>
j 26,359.		28,433.	<2,074.>
k 1,411.		1,516.	<105.>
l 21,873.		23,604.	<1,731.>
m 22,586.		23,985.	<1,399.>
n 28,970.		30,457.	<1,487.>
o 15,434.		16,371.	<937.>

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) FMV as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col (j), if any	
a			10,571.
b			25,552.
c			<22,568.>
d			3,342.
e			29,253.
f			11,554.
g			** <175.>
h			** <927.>
i			** <758.>
j			** <2,074.>
k			** <105.>
l			** <1,731.>
m			** <1,399.>
n			** <1,487.>
o			** <937.>

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 185 SHS RINIF RINNAI COR	P	08/03/11	05/02/12
b 265 SHS RINIF RINNAI COR	P	08/03/11	05/01/12
c 265 SHS RINIF RINNAI COR	P	08/03/11	04/27/12
d 69 SHS SSNLF SAMSUNG EL	P	08/07/12	08/20/12
e 70 SHS SSNLF SAMSUNG EL	P	08/06/12	08/20/12
f 433 SHS SWPIF SAWAI PHAR	P	08/03/11	04/20/12
g 217 SHS SWPIF SAWAI PHAR	P	08/03/11	04/19/12
h 374 SHS SWPIF SAWAI PHAR	P	08/03/11	04/18/12
i 256 SHS SWPIF SAWAI PHAR	P	08/03/11	04/17/12
j 140 SHS SWPIF SAWAI PHAR	P	11/12/09	04/17/12
k 55 SHS SWPIF SAWAI PHAR	P	10/27/09	04/17/12
l 45 SHS SWPIF SAWAI PHAR	P	10/26/09	04/17/12
m 70 SHS SWPIF SAWAI PHAR	P	10/23/09	04/17/12
n 70 SHS SWPIF SAWAI PHAR	P	10/22/09	04/17/12
o 70 SHS SWPIF SAWAI PHAR	P	10/21/09	04/17/12

(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 13,281.		14,557.	<1,276.>
b 19,303.		20,852.	<1,549.>
c 19,140.		20,852.	<1,712.>
d 77,209.		79,297.	<2,088.>
e 78,328.		80,606.	<2,278.>
f 44,972.		44,911.	61.
g 22,439.		22,507.	<68.>
h 38,894.		38,791.	103.
i 26,714.		26,552.	162.
j 14,609.		7,788.	6,821.
k 5,739.		3,130.	2,609.
l 4,696.		2,574.	2,122.
m 7,305.		3,989.	3,316.
n 7,305.		4,048.	3,257.
o 7,305.		4,035.	3,270.

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

(i) FMV 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			** <1,276.>
b			** <1,549.>
c			** <1,712.>
d			** <2,088.>
e			** <2,278.>
f			** 61.
g			** <68.>
h			** 103.
i			** 162.
j			** 6,821.
k			** 2,609.
l			** 2,122.
m			** 3,316.
n			** 3,257.
o			** 3,270.

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 233 SHS SWPIF SAWAI PHAR	P	07/21/10	04/16/12
b 46 SHS SWPIF SAWAI PHAR	P	10/22/09	04/16/12
c 80 SHS SWPIF SAWAI PHAR	P	08/05/10	04/13/12
d 65 SHS SWPIF SAWAI PHAR	P	07/29/10	04/13/12
e 65 SHS SWPIF SAWAI PHAR	P	07/28/10	04/13/12
f 102 SHS SWPIF SAWAI PHAR	P	07/21/10	04/13/12
g 2010 SHS SLB SCHLUMBERG	P	12/30/08	03/22/12
h 685 SHS SHW SHERWIN WI	D	05/15/01	10/01/12
i 925 SHS SHW SHERWIN WI	D	05/15/01	08/09/12
j 970 SHS SHW SHERWIN WI	D	05/15/01	06/11/12
k 1090 SHS SHW SHERWIN WI	D	05/15/01	05/17/12
l 3500 SHS SHW SHERWIN WI	D	05/15/01	02/24/12
m 1525 SHS SHPGF SHIRE ORD	P	07/11/12	11/16/12
n 4846 SHS SHPGF SHIRE ORD	P	07/10/12	11/16/12
o 1490 SHS SWK STANLEY BL	P	12/20/10	10/17/12

(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 24,591.		19,605.	4,986.
b 4,855.		2,660.	2,195.
c 8,415.		7,163.	1,252.
d 6,837.		5,859.	978.
e 6,837.		5,776.	1,061.
f 10,730.		8,582.	2,148.
g 144,002.		82,001.	62,001.
h 101,790.		14,866.	86,924.
i 130,534.		20,074.	110,460.
j 126,649.		21,051.	105,598.
k 126,380.		23,655.	102,725.
l 352,684.		75,956.	276,728.
m 41,750.		44,025.	<2,275.>
n 132,670.		139,367.	<6,697.>
o 102,661.		97,424.	5,237.

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

(i) FMV 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			4,986.
b			2,195.
c			1,252.
d			978.
e			1,061.
f			2,148.
g			62,001.
h			86,924.
i			110,460.
j			105,598.
k			102,725.
l			276,728.
m			** <2,275.>
n			** <6,697.>
o			5,237.

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 310 SHS SWK STANLEY BL	P	12/20/10	05/17/12
b 1380 SHS SYK STRYKER CO	P	09/28/10	05/23/12
c 1625 SHS SYK STRYKER CO	P	09/24/10	05/23/12
d 860 SHS TD TORONTO-DO	P	11/11/10	01/09/12
e 435 SHS TOT TOTAL SPON	P	10/23/08	03/29/12
f 360 SHS TOT TOTAL SPON	P	10/14/08	03/29/12
g 765 SHS TOT TOTAL SPON	P	10/13/08	03/29/12
h 2082 SHS TOTDF TOTO LTD N	P	02/16/12	04/12/12
i 1802 SHS TOTDF TOTO LTD N	P	02/16/12	04/11/12
j 1695 SHS TOTDF TOTO LTD N	P	02/17/12	04/10/12
k 771 SHS TOTDF TOTO LTD N	P	02/16/12	04/10/12
l 1255 SHS TOTDF TOTO LTD N	P	02/17/12	04/09/12
m 1348 SHS TOLWF TRICAN WEL	P	01/19/11	01/17/12
n 2060 SHS UN UNILEVER N	P	11/30/11	01/11/12
o 9290 SHS UN UNILEVER N	P	11/22/11	01/11/12

(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 20,318.		20,269.	49.
b 70,302.		68,651.	1,651.
c 82,783.		80,259.	2,524.
d 64,437.		62,874.	1,563.
e 21,910.		20,416.	1,494.
f 18,132.		19,130.	<998.>
g 38,531.		38,374.	157.
h 14,973.		16,033.	<1,060.>
i 12,968.		13,877.	<909.>
j 12,315.		13,084.	<769.>
k 5,602.		5,937.	<335.>
l 9,208.		9,688.	<480.>
m 21,947.		28,306.	<6,359.>
n 67,344.		70,078.	<2,734.>
o 303,702.		305,231.	<1,529.>

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) FMV as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
a			49.
b			1,651.
c			2,524.
d			1,563.
e			1,494.
f			<998.>
g			157.
h			** <1,060.>
i			** <909.>
j			** <769.>
k			** <335.>
l			** <480.>
m			** <6,359.>
n			** <2,734.>
o			** <1,529.>

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 45 SHS VOD VODAFONE G	P	09/03/10	11/13/12
b 5900 SHS VOD VODAFONE G	P	09/01/10	11/13/12
c			
d			
e			
f			
g			
h			
i			
j			
k			
l			
m			
n			
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 1,158.		1,112.	46.
b 151,809.		143,649.	8,160.
c			
d			
e			
f			
g			
h			
i			
j			
k			
l			
m			
n			
o			

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

(i) FMV 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			46.
b			8,160.
c			
d			
e			
f			
g			
h			
i			
j			
k			
l			
m			
n			
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	1,829,551.
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	<229,032.>

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 1

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
LESS: FOREIGN TAXES PAID	<12,811.>	0.	<12,811.>
NATIONAL FINANCIAL SERVICES LLC	281,003.	0.	281,003.
TOTAL TO FM 990-PF, PART I, LN 4	268,192.	0.	268,192.

FORM 990-PF LEGAL FEES STATEMENT 2

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
SULLIVAN & WORCESTER	2,216.	0.	0.	2,216.
TO FM 990-PF, PG 1, LN 16A	2,216.	0.	0.	2,216.

FORM 990-PF ACCOUNTING FEES STATEMENT 3

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
PRICEWATERHOUSECOOPERS	36,655.	0.	0.	36,655.
TO FORM 990-PF, PG 1, LN 16B	36,655.	0.	0.	36,655.

FORM 990-PF OTHER PROFESSIONAL FEES STATEMENT 4

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
PROGRAM ADMINISTRATION	246,157.	0.	0.	246,157.
INVESTMENT MANAGEMENT	52,580.	52,580.	52,580.	0.
RESTORATION & CONSERVATION OF ANTIQUES	5,452.	0.	0.	5,452.
CONSULTANTS FEES	37,375.	0.	0.	37,375.
TO FORM 990-PF, PG 1, LN 16C	341,564.	52,580.	52,580.	288,984.

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	12,000.	0.	0.	0.	
STATE FILING FEES	1,150.	0.	0.	1,150.	
TO FORM 990-PF, PG 1, LN 18	13,150.	0.	0.	1,150.	

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	64,909.	0.	0.	64,909.	
OTHER FEES	178.	0.	0.	178.	
MISCELLANEOUS EXPENSE	139.	0.	0.	139.	
TO FORM 990-PF, PG 1, LN 23	65,226.	0.	0.	65,226.	

FORM 990-PF	OTHER DECREASES IN NET ASSETS OR FUND BALANCES	STATEMENT	7
DESCRIPTION		AMOUNT	
ADJUSTMENT TO RECONCILE INVESTMENTS TO CONTRIBUTION VALUE		409,705.	
TOTAL TO FORM 990-PF, PART III, LINE 5		409,705.	

FORM 990-PF	CORPORATE STOCK		STATEMENT	8
DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE		
PUBLICLY TRADED SECURITIES (SEE ATTACHED)	12,746,988.	16,470,127.		
TOTAL TO FORM 990-PF, PART II, LINE 10B	12,746,988.	16,470,127.		

**BROOKFIELD ARTS FOUNDATION****2012 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>
8,055	Amphenol Corp.	\$ 394,394	\$ 570,007
4,515	Analog Devices Inc.	154,566	189,901
12,000	Cabot Oil & Gas Corp.	224,040	596,880
17,460	Canadian Natural Resources Ltd.	449,944	504,070
4,800	Caterpillar Inc.	371,496	430,121
17,187	Cree Inc.	517,158	584,014
3,270	Cummins Inc.	321,295	354,305
5,951	Danaher Corp.	335,455	332,661
4,875	Walt Disney Co.	158,436	242,726
23,060	EMC Corp.	354,825	583,418
2,440	Ecolab Inc.	163,537	175,436
1,880	Edwards Lifesciences	126,861	169,520
3,445	Emerson Electric Co.	139,804	182,447
17,320	Finning International Inc.	326,758	427,388
21,090	General Electric Co.	414,384	442,679
14,729	Goldcorp Inc.	484,338	540,554
765	Google Inc.	434,763	541,146
4,640	Halliburton Co.	135,272	160,962
2,001	Heartware International Inc.	152,954	167,984
12,520	Holly Corp.	323,150	582,806
8,000	Honda Motor Co. Ltd.	266,461	294,640
1,795	Idexx Laboratories Inc.	151,869	166,576
22,280	Intel Corp.	476,970	459,414
1,575	International Business Machines	140,101	301,691
1,003	Intuitive Surgical Inc.	408,719	491,841
259	Landauer Inc.	15,997	15,853
13,980	Lowe's Companies Inc.	322,856	496,570
4,215	Merck & Co. Inc.	163,758	172,562
3,655	Monsanto Co.	299,714	345,946
13,580	New Gold Inc.	149,677	149,787
18,300	Oracle Corp.	411,130	609,756
6,665	Qualcomm Inc.	349,102	412,294
2,220	Resmed Inc.	70,088	92,285
5,600	Schein Henry Inc.	421,137	450,352
5,265	Schlumberger Ltd.	235,187	364,857

**BROOKFIELD ARTS FOUNDATION**

**2012 FORM 990-PF**

**E.I.N. 31-1681603**

Part II, Line 10b, Investments - Corporate Stock

<u>Number of</u>	<u>Description</u>	<u>Cost</u>	<u>Value</u>
<u>shares</u>			
5,950	Sherwin Williams Co.	341,573	915,229
4,120	Silver Wheaton Corp.	161,554	148,650
4,665	Smucker J M Co.	241,864	402,310
9,075	Suncor Energy Inc.	328,995	299,294
1,245	Syngenta AG Basel	328,626	499,800
12,375	Teck Resources Ltd.	444,336	449,830
4,215	Toronto Dominion Bank	291,910	355,451
2,575	Trex Co. Inc.	77,057	95,867
1,580	United Technologies Corp.	102,025	129,576
9,545	Wells Fargo & Co.	334,476	326,248
9,151	Westport Innovations Inc.	228,376	244,423
<b>Total Investments</b>		<b>\$ 12,746,988</b>	<b>\$ 16,470,127</b>

FORM 990-PF	OTHER ASSETS		STATEMENT	9
DESCRIPTION	BEGINNING OF YR BOOK VALUE	END OF YEAR BOOK VALUE	FAIR MARKET VALUE	
ANTIQUES (AT BOOK VALUE)	154,398,440.	194,633,097.	194,633,097.	
DIVIDENDS RECEIVABLE	25,860.	15,830.	15,830.	
TO FORM 990-PF, PART II, LINE 15	154,424,300.	194,648,927.	194,648,927.	

FORM 990-PF      PART VIII - LIST OF OFFICERS, DIRECTORS  
TRUSTEES AND FOUNDATION MANAGERS      STATEMENT 10

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 * 11 KEEWAYDIN DRIVE SALEM, NH 03079	VICE PRESIDENT ≈ 6.00	0.	0.	0.
RICHARD G. WEIDMANN * 11 KEEWAYDIN DRIVE SALEM, NH 03079	TREASURER < 5.00	0.	0.	0.
MELANIE S. SOMMER, ESQ. 11 KEEWAYDIN DRIVE SALEM, NH 03079	SECRETARY/DIRECTOR < 5.00	0.	0.	0.
THOMAS J. EBERHARDT * 11 KEEWAYDIN DRIVE SALEM, NH 03079	ASSISTANT TREASURER < 5.00	0.	0.	0.
* SEE ATTACHED STATEMENT	0.00	0.	0.	0.
TOTALS INCLUDED ON 990-PF, PAGE 6, PART VIII		0.	0.	0.

FORM 990-PF

SUMMARY OF DIRECT CHARITABLE ACTIVITIES

STATEMENT 11

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 2012, A HISTORIC HOUSE AND 36 OTHER OBJECTS INCLUDING VARIOUS ANTIQUES, WORKS OF ART AND HISTORIC ARTIFACTS OWNED BY THE FOUNDATION WERE ON PUBLIC DISPLAY IN FOUR MAJOR MUSEUMS AND VIEWED BY HUNDREDS OF THOUSANDS OF VISITORS. IN ADDITION, 7 OBJECTS WERE CONSERVED.

EXPENSES

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

421,436.

**BROOKFIELD ARTS FOUNDATION**  
**SCHEDULE OF COLLECTION**

*December 31, 2012*

		<b>Cost</b>
Historic House and Furnishings	\$	16,945,934
Painting		13,769,836
Painting		11,506,767
Painting		3,291,909
Cup		2,103,680
Flatware		1,600,000
Couvert		1,600,000
Figure, Group		1,276,597
Ewer and Basin		1,089,989
Chest of drawers		970,726
Figure, Horse		849,042
Clock, Automaton		720,035
Sofa		712,377
Over Mantel and Fireboard, Set		636,782
Tureen and Cover		480,730
Vase		430,798
Screen, Folding		417,235
Cup and Saucer		375,241
Ewer		366,323
Chalice		275,037
Candelabra, Pair		254,445
Painting		236,568
Tazza		235,746
Chest on frame		217,163
Table, Drawing		190,935
Figure, Amida, Triad		172,989
Chair, Arm		164,063
Sofa		161,500
Box, Ruff		150,464
Figure, Boy		140,150
Sofa		138,358
Candelabra, Pair		130,498
Painting		124,504
Painting		109,484
Plate, Pair		81,638
Desk		22,209
Clock, Table		13,251

**BROOKFIELD ARTS FOUNDATION  
SCHEDULE OF COLLECTION**

*December 31, 2012*

	<u>Cost</u>
Painting	\$ 17,004,772
Ewer and Basin	12,109,317
Painting	9,683,696
Zun	9,002,303
Necklace	8,901,373
Service, Silver	7,375,512
Painting	7,290,140
Painting	7,122,640
Seal	5,925,562
Cabinet on Stand	5,617,882
Painting	4,276,409
Painting	3,000,000
Painting	2,357,428
Ewer	2,155,334
Painting	2,126,669
Painting	2,123,788
Sword, Presentation	2,029,553
Rug	1,620,000
Painting	1,586,308
Box, Scroll, Pair	1,417,619
Jar, Butter-Tea	1,398,652
Painting	962,848
Basin	940,983
Thangka	917,861
Screen, Folding	917,785
Cup, Covered	775,750
Ewer and Basin	735,213
Screen, Folding	640,347
Cabinet, Square-Corner, Pair	627,454
Thangka	623,109
Vase, Pair	597,115
Pagoda	594,249
Necessaire	566,630
Figure	554,054
Pot, Wine	545,371

**BROOKFIELD ARTS FOUNDATION  
SCHEDULE OF COLLECTION**

*December 31, 2012*

	<u>Cost</u>
Box, Scroll	\$ 517,559
Basin	453,463
Painting	387,416
Figure	382,801
Pillow	382,801
Tapestry	304,462
Dish, Set	302,211
Screen, Floor	290,079
Dish	282,114
Tapestry	281,450
Sconce	266,500
Chest	247,493
Chuang	229,627
Robe	223,239
Chair, Pair	217,429
Bible	200,000
Bible	200,000
Painting	197,172
Robe	182,543
Cabinet, Display	147,021
Tankard	141,506
Screen, Pair	139,085
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
Screen, Folding	88,262
Jar	80,589
Painting	79,301
Vase	72,530
Needlework	59,579
Gueridon, Pair	59,317

**BROOKFIELD ARTS FOUNDATION  
SCHEDULE OF COLLECTION**

*December 31, 2012*

	<u>Cost</u>
Koro	\$ 54,089
Chair, Side	53,761
Chair, Side	48,641
Textile, Panel	46,958
Frame	45,582
Suit of Armor	44,335
Figure, Pair	42,427
Table, Game	38,850
Dish	38,280
Screen, Pair	37,089
Tea Set	36,141
Sternboard	35,558
Painting	32,615
Textile	30,085
Figure, Pair	28,461
Figure, Fisherman	27,527
Table, Dressing	26,460
Album, Woodblock Print	23,076
Painting	22,793
Dish	22,162
Scroll	22,081
Bench, Waisted	21,947
Table, Dressing	20,959
Robe	20,443
Chest	20,298
Table, Card	20,112
Table, Coffe	20,000
Musical Instrument	18,834
Beaker, Pair	18,000
Table, Work	17,221
Painting	15,866
Textile	14,998
Table, Dressing	14,298
Clothes Press	13,500
Basket	13,000
Rug	12,800

**BROOKFIELD ARTS FOUNDATION  
SCHEDULE OF COLLECTION**

*December 31, 2012*

	<u>Cost</u>
Ewer	\$ 11,420
Basket	11,278
Miscellaneous objects	<u>274,591</u>
<b>Total collection, at cost</b>	<b><u><u>\$ 194,633,097</u></u></b>

Brookfield Arts Foundation

2012 Form 990-PF

E.I.N. 31-1681603

**Part VIII – List of Officers, Directors, Trustees and Foundation Managers –  
Attachment to Statement 10**

The Foundation has no employees. The Foundation is a party to an administrative services agreement with Cooperative Philanthropic Services LLC, 11 Keewaydin Drive, Salem, NH 03079, which provides the Foundation with the necessary administrative services to conduct its activities. Total paid to Cooperative Philanthropic Services LLC in 2012 was \$246,157. Through these arrangements, Tara Cederholm, Richard G. Weidmann, Melanie S. Sommer, and Thomas J. Eberhardt are indirectly compensated for their services devoted to the Foundation.

- 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 File by the due date for filing your return See instructions	Name of exempt organization or other filer, see instructions <b>BROOKFIELD ARTS FOUNDATION, INC.</b>	Employer identification number (EIN) or <b>31-1681603</b>
	Number, street, and room or suite no. If a P.O. box, see instructions. <b>11 KEEWAYDIN DRIVE, NO. 100</b>	Social security number (SSN)
	City, town or post office, state, and ZIP code. For a foreign address, see instructions. <b>SALEM, NH 03079</b>	

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

**04**

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.**

**THOMAS J. EBERHARDT**

- The books are in the care of **11 KEEWAYDIN DRIVE, SUITE 100 - SALEM, NH 03079**  
Telephone No. **603-681-4375** 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.
- 4 I request an additional 3-month extension of time until **NOVEMBER 15, 2013**.
- 5 For calendar year **2012**, or other tax year beginning \_\_\_\_\_, and ending \_\_\_\_\_.
- 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 REQUIRED IN ORDER TO PREPARE AND FILE A COMPLETE AND ACCURATE RETURN PENDING THE RECEIPT OF EXTERNAL INFORMATION.**

<b>8a</b> 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.	<b>8a</b>	\$ <b>37,000.</b>
<b>b</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.	<b>8b</b>	\$ <b>37,000.</b>
<b>c Balance due.</b> Subtract line 8b from line 8a. Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions.	<b>8c</b>	\$ <b>0.</b>

**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  Title **Assistant Treasurer** Date **08/09/2013**

## Application for Extension of Time To File an Exempt Organization Return

OMB No. 1545-1709

▶ **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.*

**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](http://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.*

<b>Type or print</b>	Name of exempt organization or other filer, see instructions. <b>BROOKFIELD ARTS FOUNDATION, INC.</b>	Employer identification number (EIN) or <b>31-1681603</b>
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. <b>11 KEEWAYDIN DRIVE, NO. 100</b>	Social security number (SSN)
	City, town or post office, state, and ZIP code. For a foreign address, see instructions. <b>SALEM, NH 03079</b>	

Enter the Return code for the return that this application is for (file a separate application for each return) **04**

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

**THOMAS J. EBERHARDT**

• The books are in the care of ▶ **11 KEEWAYDIN DRIVE, SUITE 100 - SALEM, NH 03079**  
 Telephone No. ▶ **603-681-4375** 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.

**1** I request an automatic 3-month (6 months for a corporation required to file Form 990-T) extension of time until **AUGUST 15, 2013**, to file the exempt organization return for the organization named above. The extension is for the organization's return for:  
 ▶  calendar year **2012** or  
 ▶  tax year beginning \_\_\_\_\_, and ending \_\_\_\_\_

**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

<b>3a</b> 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.	<b>3a</b>	\$	37,000.
<b>b</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.	<b>3b</b>	\$	32,000.
<b>c</b> <b>Balance due.</b> Subtract line 3b from line 3a. Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions.	<b>3c</b>	\$	5,000.

**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.

Form **8868** (Rev. 1-2013)