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Part III

Statement of Program Service Accomplishments

Check if Schedule O contains a response to any question in this Part III

1

Briefly describe the organization’s mission

CONDUCT ART SCHOOL AND ARTISTS IN RESIDENCY PROGRAM

2

Did the organization undertake any significant program services during the year which were not listed on the prior Form 990 or 990-EZ?

If “Yes,” describe these new services on Schedule O

3

Did the organization cease conducting, or make significant changes in how it conducts, any program services?

If “Yes,” describe these changes on Schedule O

4

Describe the organization’s program service accomplishments for each of its three largest program services, as measured by expenses Section 501(c)(3) and 501(c)(4) organizations are required to report the amount of grants and allocations to others, the total expenses, and revenue, if any, for each program service reported

4a

(Code) (Expenses \$ 1,532,281 including grants of \$ 235,674) (Revenue \$)

OX-BOW IS A SCHOOL OF ART AND ARTISTS' RESIDENCY FOR EXPERIENCED AND ASPIRING ARTISTS EACH YEAR OVER 500 ARTISTS MAKE THEIR WAY TO OUR 115 ACRE CAMPUS TO DELVE INTO THE ARTISTIC PROCESS AT OX-BOW, ARTISTS ENJOY EXTREME FOCUS, A COMMITTED COMMUNITY OF PEERS, INNOVATIVE AND RIGOROUS INTENSIVES AND AN UNPARALLELED NATURAL ENVIRONMENT OX-BOW'S ART ON THE MEADOW PROGRAM OFFERS 4 DAY WORKSHOPS THROUGHOUT THE SUMMER FOR CHILDREN, TEENS AND ADULTS THE PROGRAM IS A WAY FOR LOCAL RESIDENTS AND SHORT TERM VISITORS TO ENGAGE IN LIFE AND ARTMAKING AT OX-BOW

4b

(Code) (Expenses \$ including grants of \$) (Revenue \$)

4c

(Code) (Expenses \$ including grants of \$) (Revenue \$)

4d

Other program services (Describe in Schedule O)




















(Expenses \$ including grants of \$) (Revenue \$)

4e

Total program service expenses 1,532,281

Part IV

Checklist of Required Schedules

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

Part IV

Checklist of Required Schedules (continued)

21	Did the organization report more than \$5,000 of grants and other assistance to any government or organization in the United States on Part IX, column (A), line 1? <i>If "Yes," complete Schedule I, Parts I and II</i>	21		No
22	Did the organization report more than \$5,000 of grants and other assistance to individuals in the United States on Part IX, column (A), line 2? <i>If "Yes," complete Schedule I, Parts I and III</i>	22	Yes	
23	Did the organization answer "Yes" to Part VII, Section A, line 3, 4, or 5 about compensation of the organization's current and former officers, directors, trustees, key employees, and highest compensated employees? <i>If "Yes," complete Schedule J</i>	23		No
24a	Did the organization have a tax-exempt bond issue with an outstanding principal amount of more than \$100,000 as of the last day of the year, that was issued after December 31, 2002? <i>If "Yes," answer lines 24b through 24d and complete Schedule K. If "No," go to line 25</i>	24a		No
b	Did the organization invest any proceeds of tax-exempt bonds beyond a temporary period exception?	24b		
c	Did the organization maintain an escrow account other than a refunding escrow at any time during the year to defease any tax-exempt bonds?	24c		
d	Did the organization act as an "on behalf of" issuer for bonds outstanding at any time during the year?	24d		
25a	Section 501(c)(3) and 501(c)(4) organizations. Did the organization engage in an excess benefit transaction with a disqualified person during the year? <i>If "Yes," complete Schedule L, Part I</i>	25a		No
b	Is the organization aware that it engaged in an excess benefit transaction with a disqualified person in a prior year, and that the transaction has not been reported on any of the organization's prior Forms 990 or 990-EZ? <i>If "Yes," complete Schedule L, Part I</i>	25b		No
26	Was a loan to or by a current or former officer, director, trustee, key employee, highest compensated employee, or disqualified person outstanding as of the end of the organization's tax year? <i>If "Yes," complete Schedule L, Part II</i>	26		No
27	Did the organization provide a grant or other assistance to an officer, director, trustee, key employee, substantial contributor or employee thereof, a grant selection committee member, or to a 35% controlled entity or family member of any of these persons? <i>If "Yes," complete Schedule L, Part III</i>	27		No
28	Was the organization a party to a business transaction with one of the following parties (see Schedule L, Part IV instructions for applicable filing thresholds, conditions, and exceptions)			
a	A current or former officer, director, trustee, or key employee? <i>If "Yes," complete Schedule L, Part IV</i>	28a		No
b	A family member of a current or former officer, director, trustee, or key employee? <i>If "Yes," complete Schedule L, Part IV</i>	28b		No
c	An entity of which a current or former officer, director, trustee, or key employee (or a family member thereof) was an officer, director, trustee, or direct or indirect owner? <i>If "Yes," complete Schedule L, Part IV</i>	28c		No
29	Did the organization receive more than \$25,000 in non-cash contributions? <i>If "Yes," complete Schedule M</i>	29	Yes	
30	Did the organization receive contributions of art, historical treasures, or other similar assets, or qualified conservation contributions? <i>If "Yes," complete Schedule M</i>	30	Yes	
31	Did the organization liquidate, terminate, or dissolve and cease operations? <i>If "Yes," complete Schedule N, Part I</i>	31		No
32	Did the organization sell, exchange, dispose of, or transfer more than 25% of its net assets? <i>If "Yes," complete Schedule N, Part II</i>	32		No
33	Did the organization own 100% of an entity disregarded as separate from the organization under Regulations sections 301.7701-2 and 301.7701-3? <i>If "Yes," complete Schedule R, Part I</i>	33		No
34	Was the organization related to any tax-exempt or taxable entity? <i>If "Yes," complete Schedule R, Part II, III, or IV, and Part V, line 1</i>	34	Yes	
35a	Did the organization have a controlled entity within the meaning of section 512(b)(13)?	35a		No
b	If "Yes" to line 35a, did the organization receive any payment from or engage in any transaction with a controlled entity within the meaning of section 512(b)(13)? <i>If "Yes," complete Schedule R, Part V, line 2</i>	35b		
36	Section 501(c)(3) organizations. Did the organization make any transfers to an exempt non-charitable related organization? <i>If "Yes," complete Schedule R, Part V, line 2</i>	36		No
37	Did the organization conduct more than 5% of its activities through an entity that is not a related organization and that is treated as a partnership for federal income tax purposes? <i>If "Yes," complete Schedule R, Part VI</i>	37		No
38	Did the organization complete Schedule O and provide explanations in Schedule O for Part VI, lines 11b and 19? Note. All Form 990 filers are required to complete Schedule O	38	Yes	

Part V

Statements Regarding Other IRS Filings and Tax Compliance

Check if Schedule O contains a response to any question in this Part V

		Yes	No
1a	Enter the number reported in Box 3 of Form 1096. Enter -0- if not applicable.	70	
b	Enter the number of Forms W-2G included in line 1a. Enter -0- if not applicable.	0	
c	Did the organization comply with backup withholding rules for reportable payments to vendors and reportable gaming (gambling) winnings to prize winners?	1c	Yes
2a	Enter the number of employees reported on Form W-3, Transmittal of Wage and Tax Statements, filed for the calendar year ending with or within the year covered by this return.	2a	43
b	If at least one is reported on line 2a, did the organization file all required federal employment tax returns? Note. If the sum of lines 1a and 2a is greater than 250, you may be required to e-file (see instructions).	2b	Yes
3a	Did the organization have unrelated business gross income of \$1,000 or more during the year?	3a	No
b	If "Yes," has it filed a Form 990-T for this year? If "No," provide an explanation in Schedule O.	3b	
4a	At any time during the calendar year, did the organization have an interest in, or a signature or other authority over, a financial account in a foreign country (such as a bank account, securities account, or other financial account)?	4a	No
b	If "Yes," enter the name of the foreign country: _____ See instructions for filing requirements for Form TD F 90-22.1, Report of Foreign Bank and Financial Accounts.		
5a	Was the organization a party to a prohibited tax shelter transaction at any time during the tax year?	5a	No
b	Did any taxable party notify the organization that it was or is a party to a prohibited tax shelter transaction?	5b	No
c	If "Yes," to line 5a or 5b, did the organization file Form 8886-T?	5c	
6a	Does the organization have annual gross receipts that are normally greater than \$100,000, and did the organization solicit any contributions that were not tax deductible as charitable contributions?	6a	No
b	If "Yes," did the organization include with every solicitation an express statement that such contributions or gifts were not tax deductible?	6b	
7	Organizations that may receive deductible contributions under section 170(c).		
a	Did the organization receive a payment in excess of \$75 made partly as a contribution and partly for goods and services provided to the payor?	7a	Yes
b	If "Yes," did the organization notify the donor of the value of the goods or services provided?	7b	Yes
c	Did the organization sell, exchange, or otherwise dispose of tangible personal property for which it was required to file Form 8282?	7c	No
d	If "Yes," indicate the number of Forms 8282 filed during the year.	7d	
e	Did the organization receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?	7e	No
f	Did the organization, during the year, pay premiums, directly or indirectly, on a personal benefit contract?	7f	No
g	If the organization received a contribution of qualified intellectual property, did the organization file Form 8899 as required?	7g	No
h	If the organization received a contribution of cars, boats, airplanes, or other vehicles, did the organization file a Form 1098-C?	7h	No
8	Sponsoring organizations maintaining donor advised funds and section 509(a)(3) supporting organizations. Did the supporting organization, or a donor advised fund maintained by a sponsoring organization, have excess business holdings at any time during the year?	8	
9	Sponsoring organizations maintaining donor advised funds.		
a	Did the organization make any taxable distributions under section 4966?	9a	
b	Did the organization make a distribution to a donor, donor advisor, or related person?	9b	
10	Section 501(c)(7) organizations. Enter		
a	Initiation fees and capital contributions included on Part VIII, line 12.	10a	
b	Gross receipts, included on Form 990, Part VIII, line 12, for public use of club facilities.	10b	
11	Section 501(c)(12) organizations. Enter		
a	Gross income from members or shareholders.	11a	
b	Gross income from other sources (Do not net amounts due or paid to other sources against amounts due or received from them).	11b	
12a	Section 4947(a)(1) non-exempt charitable trusts. Is the organization filing Form 990 in lieu of Form 1041?	12a	
b	If "Yes," enter the amount of tax-exempt interest received or accrued during the year.	12b	
13	Section 501(c)(29) qualified nonprofit health insurance issuers.		
a	Is the organization licensed to issue qualified health plans in more than one state? Note. See the instructions for additional information the organization must report on Schedule O.	13a	
b	Enter the amount of reserves the organization is required to maintain by the states in which the organization is licensed to issue qualified health plans.	13b	
c	Enter the amount of reserves on hand.	13c	
14a	Did the organization receive any payments for indoor tanning services during the tax year?	14a	No
b	If "Yes," has it filed a Form 720 to report these payments? If "No," provide an explanation in Schedule O.	14b	

Part VI

Governance, Management, and Disclosure

For each "Yes" response to lines 2 through 7b below, and for a "No" response to lines 8a, 8b, or 10b below, describe the circumstances, processes, or changes in Schedule O. See instructions.

Check if Schedule O contains a response to any question in this Part VI

Section A. Governing Body and Management

		Yes	No
1a	Enter the number of voting members of the governing body at the end of the tax year	16	
If there are material differences in voting rights among members of the governing body, or if the governing body delegated broad authority to an executive committee or similar committee, explain in Schedule O			
b	Enter the number of voting members included in line 1a, above, who are independent	16	
2	Did any officer, director, trustee, or key employee have a family relationship or a business relationship with any other officer, director, trustee, or key employee?	2	No
3	Did the organization delegate control over management duties customarily performed by or under the direct supervision of officers, directors or trustees, or key employees to a management company or other person?	3	No
4	Did the organization make any significant changes to its governing documents since the prior Form 990 was filed?	4	No
5	Did the organization become aware during the year of a significant diversion of the organization's assets?	5	No
6	Did the organization have members or stockholders?	6	No
7a	Did the organization have members, stockholders, or other persons who had the power to elect or appoint one or more members of the governing body?	7a	No
b	Are any governance decisions of the organization reserved to (or subject to approval by) members, stockholders, or persons other than the governing body?	7b	No
8	Did the organization contemporaneously document the meetings held or written actions undertaken during the year by the following		
a	The governing body?	8a	Yes
b	Each committee with authority to act on behalf of the governing body?	8b	Yes
9	Is there any officer, director, trustee, or key employee listed in Part VII, Section A, who cannot be reached at the organization's mailing address? If "Yes," provide the names and addresses in Schedule O	9	No

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

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

Section C. Disclosure

17	List the States with which a copy of this Form 990 is required to be filed	MI , IL
18	Section 6104 requires an organization to make its Form 1023 (or 1024 if applicable), 990, and 990-T (501(c)(3)s only) available for public inspection. Indicate how you made these available. Check all that apply. <input type="checkbox"/> Own website <input checked="" type="checkbox"/> Another's website <input checked="" type="checkbox"/> Upon request <input type="checkbox"/> Other (explain in Schedule O)	
19	Describe in Schedule O whether (and if so, how), the organization made its governing documents, conflict of interest policy, and financial statements available to the public during the tax year	
20	State the name, physical address, and telephone number of the person who possesses the books and records of the organization	ELIZABETH CHODOS 3435 RUPPRECHT WAY SAUGATUCK, MI (269) 857-5811

Part VII

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

Check if Schedule O contains a response to any question in this Part VII

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

- 1a Complete this table for all persons required to be listed Report compensation for the calendar year ending with or within the organization's tax year
- List all of the organization's **current** officers, directors, trustees (whether individuals or organizations), regardless of amount of compensation Enter -0- in columns (D), (E), and (F) if no compensation was paid

List all of the organization's **current** key employees, if any See instructions for definition of "key employee "

List the organization's five **current** highest compensated employees (other than an officer, director, trustee or key employee) who received reportable compensation (Box 5 of Form W-2 and/or Box 7 of Form 1099-MISC) of more than \$100,000 from the organization and any related organizations

List all of the organization's **former** officers, key employees, or highest compensated employees who received more than \$100,000 of reportable compensation from the organization and any related organizations

List all of the organization's **former directors or trustees** that received, in the capacity as a former director or trustee of the organization, more than \$10,000 of reportable compensation from the organization and any related organizations

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

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

(A) Name and Title	(B) Average hours per week (list any hours for related organizations below dotted line)	(C) Position (do not check more than one box, unless person is both an officer and a director/trustee)						(D) Reportable compensation from the organization (W- 2/1099-MISC)	(E) Reportable compensation from related organizations (W- 2/1099-MISC)	(F) Estimated amount of other compensation from the organization and related organizations
		Individual trustee or director	Institutional Trustee	Officer	Key employee	Highest compensated employee	Former			
(1) TODD WARNOCK PRES EMERTUS	3 00	X						0	0	0
(2) HON PATRICIA BIRKHOLZ DIRECTOR	3 00	X						0	0	0
(3) JANET CUNNINGHAM SECRETARY	5 00	X		X				0	0	0
(4) BARBARA CARR DIRECTOR	3 00	X						0	0	0
(5) DAVID BALAS DIRECTOR	3 00	X						0	0	0
(6) DAVID GEERTS PRESIDENT	5 00	X		X				0	0	0
(7) MARYJO LEMANSKI DIRECTOR	3 00	X						0	0	0
(8) MARGARET LADD DIRECTOR	3 00	X						0	0	0
(9) PETER KRUPP VICE PRESIDE	5 00	X		X				0	0	0
(10) STEVEN MEIER DIRECTOR	3 00	X						0	0	0
(11) CAROL SAROSIK DIRECTOR	3 00	X						0	0	0
(12) PETE HOULIHAN TREASURER	3 00	X		X				0	0	0
(13) HARRY ARADER DIRECTOR	3 00	X						0	0	0
(14) LOUISE SILBERMANN DIRECTOR	3 00	X						0	0	0
(15) ELISSA TENNY DIRECTOR	3 00	X						0	0	0
(16) BEN WATSON DIRECTOR	3 00	X						0	0	0
(17) ELIZABETH CHODOS EXEC DIRECTO	40 00			X				0	0	0

Part VII

[illegible]

2 Total number of individuals (including but not limited to those listed above) who received more than \$100,000 of reportable compensation from the organization: **1**

		Yes	No
3	Did the organization list any former officer, director or trustee, key employee, or highest compensated employee on line 1a? <i>If "Yes," complete Schedule J for such individual</i>	3	No
4	For any individual listed on line 1a, is the sum of reportable compensation and other compensation from the organization and related organizations greater than \$150,000? <i>If "Yes," complete Schedule J for such individual</i>	4	No
5	Did any person listed on line 1a receive or accrue compensation from any unrelated organization or individual for services rendered to the organization? <i>If "Yes," complete Schedule J for such person</i>	5	No

Section B. Independent Contractors

1 Complete this table for your five highest compensated independent contractors that received more than \$100,000 of compensation from the organization. Report compensation for the calendar year ending with or within the organization's tax year.

(A)	(B)	(C)
Name and business address	Description of services	Compensation

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

Part VIII

Statement of Revenue

Check if Schedule O contains a response to any question in this Part VIII

			(A) Total revenue	(B) Related or exempt function revenue	(C) Unrelated business revenue	(D) Revenue excluded from tax under sections 512, 513, or 514	
Contributions, Gifts, Grants and Other Similar Amounts	1a	Federated campaigns . . .	1a				
	b	Membership dues	1b				
	c	Fundraising events	1c				
	d	Related organizations	1d	100,000			
	e	Government grants (contributions)	1e	3,500			
	f	All other contributions, gifts, grants, and similar amounts not included above	1f	259,285			
	g	Noncash contributions included in lines 1a-1f \$		30,000			
	h	Total. Add lines 1a-1f		362,785			
Program Service Revenue			Business Code				
	2a	TUITION/FEES NET OF REFUNDS		844,227	844,227		
	b	ROOM & BOARD		332,269	332,269		
	c	WORK SHOP HOSTING		50,680	50,680		
	d	OTHER PROGRAM FEES		18,645	18,645		
	e						
	f	All other program service revenue					
	g	Total. Add lines 2a-2f		1,245,821			
Other Revenue	3	Investment income (including dividends, interest, and other similar amounts)		41,069		41,069	
	4	Income from investment of tax-exempt bond proceeds . .					
	5	Royalties					
	6a	(i) Real		(ii) Personal			
		10,125					
		10,125					
	d	Net rental income or (loss)		10,125		10,125	
	7a	(i) Securities		(ii) Other			
		330,692		80,100			
		319,546		100,402			
		11,146		-20,302			
	d	Net gain or (loss)		-9,156	-9,156		
	8a						
		180,861					
		107,083					
	c	Net income or (loss) from fundraising events . .		73,778		73,778	
	9a						
	10a						
		2,893					
2,213							
c	Net income or (loss) from sales of inventory . .		680		680		
Miscellaneous Revenue		Business Code					
11a							
b							
c							
d	All other revenue						
e	Total. Add lines 11a-11d						
12	Total revenue. See Instructions		1,725,102	1,236,665		125,652	

Part IX

Statement of Functional Expenses

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

Check if Schedule O contains a response to any question in this Part IX

Do not include amounts reported on lines 6b, 7b, 8b, 9b, and 10b of Part VIII.		(A) Total expenses	(B) Program service expenses	(C) Management and general expenses	(D) Fundraising expenses
1	Grants and other assistance to governments and organizations in the United States. See Part IV, line 21.				
2	Grants and other assistance to individuals in the United States. See Part IV, line 22.	235,674	235,674		
3	Grants and other assistance to governments, organizations, and individuals outside the United States. See Part IV, lines 15 and 16.				
4	Benefits paid to or for members.				
5	Compensation of current officers, directors, trustees, and key employees.				
6	Compensation not included above, to disqualified persons (as defined under section 4958(f)(1)) and persons described in section 4958(c)(3)(B).				
7	Other salaries and wages.	538,380	343,607	113,816	80,957
8	Pension plan accruals and contributions (include section 401(k) and 403(b) employer contributions).	13,636	6,664	3,873	3,099
9	Other employee benefits.	56,606	31,553	13,700	11,353
10	Payroll taxes.	46,825	29,493	9,771	7,561
11	Fees for services (non-employees):				
a	Management.				
b	Legal.	1,461		1,461	
c	Accounting.	18,725		18,725	
d	Lobbying.				
e	Professional fundraising services. See Part IV, line 17.				
f	Investment management fees.	18,540	58	11,485	6,997
g	Other (If line 11g amount exceeds 10% of line 25, column (A) amount, list line 11g expenses on Schedule O).	15,793		4,260	11,533
12	Advertising and promotion.	44,299	44,299		
13	Office expenses.	13,987	6,613	4,091	3,283
14	Information technology.	2,195	2,195		
15	Royalties.				
16	Occupancy.	67,785	67,785		
17	Travel.	37,914	27,444	5,688	4,782
18	Payments of travel or entertainment expenses for any federal, state, or local public officials.				
19	Conferences, conventions, and meetings.				
20	Interest.	26,718	24,246	2,472	
21	Payments to affiliates.				
22	Depreciation, depletion, and amortization.	219,169	218,286	883	
23	Insurance.	40,752	28,639	8,590	3,523
24	Other expenses. Itemize expenses not covered above (List miscellaneous expenses in line 24e. If line 24e amount exceeds 10% of line 25, column (A) amount, list line 24e expenses on Schedule O):				
a	CONTRACTED FACULTY	125,862	125,862		
b	SAIC FINANCIAL AID & FEES	118,006	118,006		
c	CAMPUS FOOD	110,251	108,081	2,170	
d	REPAIRS AND MAINTENANCE	48,815	48,670		145
e	All other expenses	150,670	65,106	67,822	17,742
25	Total functional expenses. Add lines 1 through 24e.	1,952,063	1,532,281	268,807	150,975
26	Joint costs. Complete this line only if the organization reported in column (B) joint costs from a combined educational campaign and fundraising solicitation. Check here <input type="checkbox"/> if following SOP 98-2 (ASC 958-720).				

Part X

Balance Sheet

Check if Schedule O contains a response to any question in this Part X

☐

					(A)		(B)
					Beginning of year		End of year
Assets	1	Cash—non-interest-bearing			137,064	1	298,026
	2	Savings and temporary cash investments				2	
	3	Pledges and grants receivable, net			295,402	3	188,976
	4	Accounts receivable, net			2,415	4	
	5	Loans and other receivables from current and former officers, directors, trustees, key employees, and highest compensated employees Complete Part II of Schedule L				5	
	6	Loans and other receivables from other disqualified persons (as defined under section 4958(f)(1)), persons described in section 4958(c)(3)(B), and contributing employers and sponsoring organizations of section 501(c)(9) voluntary employees' beneficiary organizations (see instructions) Complete Part II of Schedule L				6	
	7	Notes and loans receivable, net				7	
	8	Inventories for sale or use			4,728	8	5,085
	9	Prepaid expenses and deferred charges			26,897	9	17,154
	10a	Land, buildings, and equipment cost or other basis Complete Part VI of Schedule D	10a	6,609,890			
	b	Less accumulated depreciation	10b	1,556,178	5,246,256	10c	5,053,712
	11	Investments—publicly traded securities			1,416,116	11	1,712,787
	12	Investments—other securities See Part IV, line 11			420,392	12	188,399
	13	Investments—program-related See Part IV, line 11				13	
	14	Intangible assets				14	
	15	Other assets See Part IV, line 11			569,270	15	306,494
16	Total assets. Add lines 1 through 15 (must equal line 34)			8,118,540	16	7,770,633	
Liabilities	17	Accounts payable and accrued expenses			54,079	17	41,040
	18	Grants payable				18	
	19	Deferred revenue			4,900	19	400
	20	Tax-exempt bond liabilities				20	
	21	Escrow or custodial account liability Complete Part IV of Schedule D				21	
	22	Loans and other payables to current and former officers, directors, trustees, key employees, highest compensated employees, and disqualified persons Complete Part II of Schedule L				22	
	23	Secured mortgages and notes payable to unrelated third parties			703,203	23	538,022
	24	Unsecured notes and loans payable to unrelated third parties				24	
	25	Other liabilities (including federal income tax, payables to related third parties, and other liabilities not included on lines 17-24) Complete Part X of Schedule D				25	150,872
	26	Total liabilities. Add lines 17 through 25			762,182	26	730,334
Net Assets or Fund Balances	Organizations that follow SFAS 117 (ASC 958), check here <input checked="" type="checkbox"/> and complete lines 27 through 29, and lines 33 and 34.						
	27	Unrestricted net assets			881,484	27	597,970
	28	Temporarily restricted net assets			5,830,646	28	5,798,101
	29	Permanently restricted net assets			644,228	29	644,228
	Organizations that do not follow SFAS 117 (ASC 958), check here <input type="checkbox"/> and complete lines 30 through 34.						
	30	Capital stock or trust principal, or current funds				30	
	31	Paid-in or capital surplus, or land, building or equipment fund				31	
	32	Retained earnings, endowment, accumulated income, or other funds				32	
	33	Total net assets or fund balances			7,356,358	33	7,040,299
34	Total liabilities and net assets/fund balances			8,118,540	34	7,770,633	

Part XI Reconciliation of Net Assets

Check if Schedule O contains a response to any question in this Part XI

1	Total revenue (must equal Part VIII, column (A), line 12)	1	1,725,102
2	Total expenses (must equal Part IX, column (A), line 25)	2	1,952,063
3	Revenue less expenses Subtract line 2 from line 1	3	-226,961
4	Net assets or fund balances at beginning of year (must equal Part X, line 33, column (A))	4	7,356,358
5	Net unrealized gains (losses) on investments	5	101,797
6	Donated services and use of facilities	6	
7	Investment expenses	7	
8	Prior period adjustments	8	
9	Other changes in net assets or fund balances (explain in Schedule O)	9	-190,895
10	Net assets or fund balances at end of year Combine lines 3 through 9 (must equal Part X, line 33, column (B))	10	7,040,299

Part XII Financial Statements and Reporting

Check if Schedule O contains a response to any question in this Part XII

		Yes	No
1	Accounting method used to prepare the Form 990 <input type="checkbox"/> Cash <input checked="" type="checkbox"/> Accrual <input type="checkbox"/> Other _____ If the organization changed its method of accounting from a prior year or checked "Other," explain in Schedule O		
2a	Were the organization's financial statements compiled or reviewed by an independent accountant? If "Yes," check a box below to indicate whether the financial statements for the year were compiled or reviewed on a separate basis, consolidated basis, or both <input type="checkbox"/> Separate basis <input type="checkbox"/> Consolidated basis <input type="checkbox"/> Both consolidated and separate basis		No
2b	Were the organization's financial statements audited by an independent accountant? If "Yes," check a box below to indicate whether the financial statements for the year were audited on a separate basis, consolidated basis, or both <input checked="" type="checkbox"/> Separate basis <input type="checkbox"/> Consolidated basis <input type="checkbox"/> Both consolidated and separate basis	Yes	
2c	If "Yes," to line 2a or 2b, does the organization have a committee that assumes responsibility for oversight of the audit, review, or compilation of its financial statements and selection of an independent accountant? If the organization changed either its oversight process or selection process during the tax year, explain in Schedule O		No
3a	As a result of a federal award, was the organization required to undergo an audit or audits as set forth in the Single Audit Act and OMB Circular A-133?		No
3b	If "Yes," did the organization undergo the required audit or audits? If the organization did not undergo the required audit or audits, explain why in Schedule O and describe any steps taken to undergo such audits		

SCHEDULE A
(Form 990 or 990EZ)

Department of the Treasury
Internal Revenue Service

Public Charity Status and Public Support

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

OMB No 1545-0047

2012

Open to Public Inspection

▶ Attach to Form 990 or Form 990-EZ. ▶ See separate instructions.

Name of the organization
OX-BOW
3435 RUPPRECHT WAY

Employer identification number
38-1081760

Part I

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

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

- 1

☐

A church, convention of churches, or association of churches described in **section 170(b)(1)(A)(i).**
- 2

☒

A school described in **section 170(b)(1)(A)(ii).** (Attach Schedule E)
- 3

☐

A hospital or a cooperative hospital service organization described in **section 170(b)(1)(A)(iii).**
- 4

☐

A medical research organization operated in conjunction with a hospital described in **section 170(b)(1)(A)(iii).** Enter the hospital's name, city, and state _____
- 5

☐

An organization operated for the benefit of a college or university owned or operated by a governmental unit described in **section 170(b)(1)(A)(iv).** (Complete Part II)
- 6

☐

A federal, state, or local government or governmental unit described in **section 170(b)(1)(A)(v).**
- 7

☐

An organization that normally receives a substantial part of its support from a governmental unit or from the general public described in **section 170(b)(1)(A)(vi).** (Complete Part II)
- 8

☐

A community trust described in **section 170(b)(1)(A)(vi)** (Complete Part II)
- 9

☐

An organization that normally receives (1) more than 33¹/₃% of its support from contributions, membership fees, and gross receipts from activities related to its exempt functions—subject to certain exceptions, and (2) no more than 33¹/₃% of its support from gross investment income and unrelated business taxable income (less section 511 tax) from businesses acquired by the organization after June 30, 1975 See **section 509(a)(2).** (Complete Part III)
- 10

☐

An organization organized and operated exclusively to test for public safety See **section 509(a)(4).**
- 11

☐

An organization organized and operated exclusively for the benefit of, to perform the functions of, or to carry out the purposes of one or more publicly supported organizations described in section 509(a)(1) or section 509(a)(2) See **section 509(a)(3).** Check the box that describes the type of supporting organization and complete lines 11e through 11h

a

☐

Type I

b

☐

Type II

c

☐

Type III - Functionally integrated

d

☐

Type III - Non-functionally integrated
- e

☐

By checking this box, I certify that the organization is not controlled directly or indirectly by one or more disqualified persons other than foundation managers and other than one or more publicly supported organizations described in section 509(a)(1) or section 509(a)(2)
- f

☐

If the organization received a written determination from the IRS that it is a Type I, Type II, or Type III supporting organization, check this box
- g

☐

Since August 17, 2006, has the organization accepted any gift or contribution from any of the following persons?

(i)

A person who directly or indirectly controls, either alone or together with persons described in (ii) and (iii) below, the governing body of the supported organization?

(ii)

A family member of a person described in (i) above?

(iii)

A 35% controlled entity of a person described in (i) or (ii) above?

h

☐

Provide the following information about the supported organization(s)
- | | Yes | No |
|----------|-----|----|
| 11g(i) | | |
| 11g(ii) | | |
| 11g(iii) | | |
- | (i) Name of supported organization | (ii) EIN | (iii) Type of organization (described on lines 1 - 9 above or IRC section (see instructions)) | (iv) Is the organization in col (i) listed in your governing document? | | (v) Did you notify the organization in col (i) of your support? | | (vi) Is the organization in col (i) organized in the U S ? | | (vii) Amount of monetary support |
|------------------------------------|----------|---|--|----|---|----|--|----|----------------------------------|
| | | | Yes | No | Yes | No | Yes | No | |
| | | | | | | | | | |
| | | | | | | | | | |
| Total | | | | | | | | | |
- For Paperwork Reduction Act Notice, see the Instructions for Form 990 or 990EZ.

Cat No 11285F

Schedule A (Form 990 or 990-EZ) 2012

Part II

Support Schedule for Organizations Described in Sections 170(b)(1)(A)(iv) and 170(b)(1)(A)(vi)
(Complete only if you checked the box on line 5, 7, or 8 of Part I or if the organization failed to qualify under Part III. If the organization fails to qualify under the tests listed below, please complete Part III.)

Section A. Public Support						
Calendar year (or fiscal year beginning in) ▶	(a) 2008	(b) 2009	(c) 2010	(d) 2011	(e) 2012	(f) Total
1 Gifts, grants, contributions, and membership fees received (Do not include any "unusual grants.")						
2 Tax revenues levied for the organization's benefit and either paid to or expended on its behalf						
3 The value of services or facilities furnished by a governmental unit to the organization without charge						
4 Total. Add lines 1 through 3						
5 The portion of total contributions by each person (other than a governmental unit or publicly supported organization) included on line 1 that exceeds 2% of the amount shown on line 11, column (f)						
6 Public support. Subtract line 5 from line 4						

Section B. Total Support						
Calendar year (or fiscal year beginning in) ▶	(a) 2008	(b) 2009	(c) 2010	(d) 2011	(e) 2012	(f) Total
7 Amounts from line 4						
8 Gross income from interest, dividends, payments received on securities loans, rents, royalties and income from similar sources						
9 Net income from unrelated business activities, whether or not the business is regularly carried on						
10 Other income Do not include gain or loss from the sale of capital assets (Explain in Part IV)						
11 Total support (Add lines 7 through 10)						
12 Gross receipts from related activities, etc (see instructions)					12	
13 First five years. If the Form 990 is for the organization's first, second, third, fourth, or fifth tax year as a 501(c)(3) organization, check this box and stop here ▶						

Section C. Computation of Public Support Percentage						
14 Public support percentage for 2012 (line 6, column (f) divided by line 11, column (f))		14				
15 Public support percentage for 2011 Schedule A, Part II, line 14		15				
16a 33 1/3% support test—2012. If the organization did not check the box on line 13, and line 14 is 33 1/3% or more, check this box and stop here. The organization qualifies as a publicly supported organization						▶
b 33 1/3% support test—2011. If the organization did not check a box on line 13 or 16a, and line 15 is 33 1/3% or more, check this box and stop here. The organization qualifies as a publicly supported organization						▶
17a 10%-facts-and-circumstances test—2012. If the organization did not check a box on line 13, 16a, or 16b, and line 14 is 10% or more, and if the organization meets the "facts-and-circumstances" test, check this box and stop here. Explain in Part IV how the organization meets the "facts-and-circumstances" test The organization qualifies as a publicly supported organization						▶
b 10%-facts-and-circumstances test—2011. If the organization did not check a box on line 13, 16a, 16b, or 17a, and line 15 is 10% or more, and if the organization meets the "facts-and-circumstances" test, check this box and stop here. Explain in Part IV how the organization meets the "facts-and-circumstances" test The organization qualifies as a publicly supported organization						▶
18 Private foundation. If the organization did not check a box on line 13, 16a, 16b, 17a, or 17b, check this box and see instructions						▶

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

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

Section A. Public Support						
Calendar year (or fiscal year beginning in) ▶	(a) 2008	(b) 2009	(c) 2010	(d) 2011	(e) 2012	(f) Total
1 Gifts, grants, contributions, and membership fees received (Do not include any "unusual grants.")						
2 Gross receipts from admissions, merchandise sold or services performed, or facilities furnished in any activity that is related to the organization's tax-exempt purpose						
3 Gross receipts from activities that are not an unrelated trade or business under section 513						
4 Tax revenues levied for the organization's benefit and either paid to or expended on its behalf						
5 The value of services or facilities furnished by a governmental unit to the organization without charge						
6 Total. Add lines 1 through 5						
7a Amounts included on lines 1, 2, and 3 received from disqualified persons						
b Amounts included on lines 2 and 3 received from other than disqualified persons that exceed the greater of \$5,000 or 1% of the amount on line 13 for the year						
c Add lines 7a and 7b						
8 Public support (Subtract line 7c from line 6.)						

Section B. Total Support						
Calendar year (or fiscal year beginning in) ▶	(a) 2008	(b) 2009	(c) 2010	(d) 2011	(e) 2012	(f) Total
9 Amounts from line 6						
10a Gross income from interest, dividends, payments received on securities loans, rents, royalties and income from similar sources						
b Unrelated business taxable income (less section 511 taxes) from businesses acquired after June 30, 1975						
c Add lines 10a and 10b						
11 Net income from unrelated business activities not included in line 10b, whether or not the business is regularly carried on						
12 Other income. Do not include gain or loss from the sale of capital assets (Explain in Part IV.)						
13 Total support. (Add lines 9, 10c, 11, and 12.)						
14 First five years. If the Form 990 is for the organization's first, second, third, fourth, or fifth tax year as a 501(c)(3) organization, check this box and stop here ▶						

Section C. Computation of Public Support Percentage			
15 Public support percentage for 2012 (line 8, column (f) divided by line 13, column (f))	15		
16 Public support percentage from 2011 Schedule A, Part III, line 15	16		

Section D. Computation of Investment Income Percentage			
17 Investment income percentage for 2012 (line 10c, column (f) divided by line 13, column (f))	17		
18 Investment income percentage from 2011 Schedule A, Part III, line 17	18		
19a 33 1/3% support tests—2012. If the organization did not check the box on line 14, and line 15 is more than 33 1/3%, and line 17 is not more than 33 1/3%, check this box and stop here. The organization qualifies as a publicly supported organization ▶			
b 33 1/3% support tests—2011. If the organization did not check a box on line 14 or line 19a, and line 16 is more than 33 1/3% and line 18 is not more than 33 1/3%, check this box and stop here. The organization qualifies as a publicly supported organization ▶			
20 Private foundation. If the organization did not check a box on line 14, 19a, or 19b, check this box and see instructions ▶			

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

Facts And Circumstances Test

Explanation

SCHEDULE D
(Form 990)

Department of the Treasury
Internal Revenue Service

Supplemental Financial Statements

OMB No 1545-0047

2012

Open to Public Inspection

Name of the organization
OX-BOW
3435 RUPPRECHT WAY

Employer identification number

38-1081760

Part I

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

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

Part II

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

1

Purpose(s) of conservation easements held by the organization (check all that apply)

☐ Preservation of land for public use (e g , recreation or education) ☐ Preservation of an historically important land area

☐ Protection of natural habitat ☐ Preservation of a certified historic structure

☐ Preservation of open space

2

Complete lines 2a through 2d if the organization held a qualified conservation contribution in the form of a conservation easement on the last day of the tax year

	Held at the End of the Year
a	Total number of conservation easements
b	Total acreage restricted by conservation easements
c	Number of conservation easements on a certified historic structure included in (a)
d	Number of conservation easements included in (c) acquired after 8/17/06, and not on a historic structure listed in the National Register

3

Number of conservation easements modified, transferred, released, extinguished, or terminated by the organization during the tax year ▶ _____

4

Number of states where property subject to conservation easement is located ▶ _____

5

Does the organization have a written policy regarding the periodic monitoring, inspection, handling of violations, and enforcement of the conservation easements it holds?

☐ Yes ☐ No

6

Staff and volunteer hours devoted to monitoring, inspecting, and enforcing conservation easements during the year ▶ _____

7

Amount of expenses incurred in monitoring, inspecting, and enforcing conservation easements during the year ▶ \$ _____

8

Does each conservation easement reported on line 2(d) above satisfy the requirements of section 170(h)(4)(B)(i) and section 170(h)(4)(B)(ii)?

☐ Yes ☐ No

9

In Part XIII, describe how the organization reports conservation easements in its revenue and expense statement, and balance sheet, and include, if applicable, the text of the footnote to the organization's financial statements that describes the organization's accounting for conservation easements

Part III

Organizations Maintaining Collections of Art, Historical Treasures, or Other Similar Assets. Complete if the organization answered "Yes" to Form 990, Part IV, line 8.

1a

If the organization elected, as permitted under SFAS 116 (ASC 958), not to report in its revenue statement and balance sheet works of art, historical treasures, or other similar assets held for public exhibition, education, or research in furtherance of public service, provide, in Part XIII, the text of the footnote to its financial statements that describes these items

b

If the organization elected, as permitted under SFAS 116 (ASC 958), to report in its revenue statement and balance sheet works of art, historical treasures, or other similar assets held for public exhibition, education, or research in furtherance of public service, provide the following amounts relating to these items

(i) Revenues included in Form 990, Part VIII, line 1

▶ \$ _____

(ii) Assets included in Form 990, Part X

▶ \$ _____

2

If the organization received or held works of art, historical treasures, or other similar assets for financial gain, provide the following amounts required to be reported under SFAS 116 (ASC 958) relating to these items

a

Revenues included in Form 990, Part VIII, line 1

▶ \$ _____

b

Assets included in Form 990, Part X

▶ \$ _____

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

Cat No 52283D

Schedule D (Form 990) 2012

Part III

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

3

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

a

☐ Public exhibition

b

☐ Scholarly research

c

☐ Preservation for future generations

d

☐ Loan or exchange programs

e

☐ Other

4

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

5

During the year, did the organization solicit or receive donations of art, historical treasures or other similar assets to be sold to raise funds rather than to be maintained as part of the organization's collection?

☐ Yes

☐ No

Part IV

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

1a

Is the organization an agent, trustee, custodian or other intermediary for contributions or other assets not included on Form 990, Part X?

☐ Yes

☐ No

b

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

	Amount
1c	
1d	
1e	
1f	

2a

Did the organization include an amount on Form 990, Part X, line 21?

☐ Yes

☐ No

b

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

☐

Part V

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

	(a)Current year	(b)Prior year	b (c)Two years back	(d)Three years back	(e)Four years back
1a	Beginning of year balance	1,802,000	1,382,511	715,255	1,150,277
b	Contributions		500,000	555,050	75
c	Net investment earnings, gains, and losses	133,550	-36,039	117,291	-31,334
d	Grants or scholarships				
e	Other expenditures for facilities and programs	-39,110	-44,472	-5,085	-403,763
f	Administrative expenses				
g	End of year balance	1,896,441	1,802,000	1,382,511	715,255

2

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

a

Board designated or quasi-endowment

b

Permanent endowment

33970 %

c

Temporarily restricted endowment

66030 %

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

3a

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

(i) unrelated organizations

3a(i)

Yes

No

(ii) related organizations

3a(ii)

Yes

b

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

3b

Yes

4

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

Part VI

Land, Buildings, and Equipment. See Form 990, Part X, line 10.

Description of property	(a) Cost or other basis (investment)	(b) Cost or other basis (other)	(c) Accumulated depreciation	(d) Book value
1a	Land	26,800		26,800
b	Buildings	6,115,905	1,239,984	4,875,921
c	Leasehold improvements			
d	Equipment	467,185	316,194	150,991
e	Other			
Total. Add lines 1a through 1e (Column (d) must equal Form 990, Part X, column (B), line 10(c).)				5,053,712

Schedule D (Form 990) 2012

Part XI Reconciliation of Revenue per Audited Financial Statements With Revenue per Return				
1	Total revenue, gains, and other support per audited financial statements	1		1,617,459
2	Amounts included on line 1 but not on Form 990, Part VIII, line 12			
a	Net unrealized gains on investments	2a	101,797	
b	Donated services and use of facilities	2b		
c	Recoveries of prior year grants	2c		
d	Other (Describe in Part XIII)	2d	-190,900	
e	Add lines 2a through 2d	2e		-89,103
3	Subtract line 2e from line 1	3		1,706,562
4	Amounts included on Form 990, Part VIII, line 12, but not on line 1			
a	Investment expenses not included on Form 990, Part VIII, line 7b	4a	18,540	
b	Other (Describe in Part XIII)	4b		
c	Add lines 4a and 4b	4c		18,540
5	Total revenue Add lines 3 and 4c. (This must equal Form 990, Part I, line 12)	5		1,725,102
Part XII Reconciliation of Expenses per Audited Financial Statements With Expenses per Return				
1	Total expenses and losses per audited financial statements	1		1,933,518
2	Amounts included on line 1 but not on Form 990, Part IX, line 25			
a	Donated services and use of facilities	2a		
b	Prior year adjustments	2b		
c	Other losses	2c		
d	Other (Describe in Part XIII)	2d		
e	Add lines 2a through 2d	2e		
3	Subtract line 2e from line 1	3		1,933,518
4	Amounts included on Form 990, Part IX, line 25, but not on line 1:			
a	Investment expenses not included on Form 990, Part VIII, line 7b	4a	18,540	
b	Other (Describe in Part XIII)	4b	5	
c	Add lines 4a and 4b	4c		18,545
5	Total expenses Add lines 3 and 4c. (This must equal Form 990, Part I, line 18)	5		1,952,063

Part XIII Supplemental Information

Complete this part to provide the descriptions required for Part II, lines 3, 5, and 9, Part III, lines 1a and 4, Part IV, lines 1b and 2b, Part V, line 4, Part X, line 2, Part XI, lines 2d and 4b, and Part XII, lines 2d and 4b. Also complete this part to provide any additional information.

Identifier	Return Reference	Explanation
LIABILITY UNDER FIN 48 FOOTNOTE	SCHEDULE D, PAGE 3, PART X	THE ORGANIZATION EVALUATES ITS UNCERTAIN TAX POSITIONS USING THE PROVISIONS OF FASB ACCOUNTING STANDARDS CODIFICATION 450, CONTINGENCIES. ACCORDINGLY, A LOSS CONTINGENCY IS RECOGNIZED WHEN IT IS PROBABLE THAT A LIABILITY HAS BEEN INCURRED AS OF THE DATE OF THE FINANCIAL STATEMENTS AND THE AMOUNT OF THE LOSS CAN BE REASONABLY ESTIMATED. THE AMOUNT RECOGNIZED IS SUBJECT TO ESTIMATES AND MANAGEMENT JUDGEMENT WITH RESPECT TO THE LIKELY OUTCOME OF EACH UNCERTAIN TAX POSITION. THE AMOUNT THAT IS ULTIMATELY SUSTAINED FOR AN INDIVIDUAL UNCERTAIN TAX POSITION OR FOR ALL UNCERTAIN TAX POSITIONS IN THE AGGREGATE COULD DIFFER FROM THE AMOUNT RECOGNIZED. THE ORGANIZATION CONTINUALLY EVALUATES EXPIRING STATUTES OF LIMITATIONS, AUDITS, PROPOSED SETTLEMENTS, CHANGES IN TAX LAW AND NEW AUTHORITATIVE RULINGS. NO LOSS CONTINGENCY HAS BEEN RECOGNIZED IN THESE FINANCIAL STATEMENTS.
REVENUE AMOUNTS INCLUDED IN FINANCIALS - OTHER	SCHEDULE D, PAGE 4, PART XI, LINE 2D	UNREALIZED LOSS OF LAND HELD -190,900
EXPENSE AMOUNTS INCLUDED ON RETURN - OTHER	SCHEDULE D, PAGE 4, PART XII, LINE 4B	BOOK / TAX DEPRECIATION DIFFERENCE 5

SCHEDULE E
(Form 990 or 990-EZ)

Department of the Treasury
Internal Revenue Service

Schools

►Complete if the organization answered "Yes" to Form 990, Part IV, line 13,
or Form 990-EZ, Part VI, line 48.
► Attach to Form 990 or Form 990-EZ.

OMB No 1545-0047

2012

Open to Public Inspection

Name of the organization
OX-BOW
3435 RUPPRECHT WAY

Employer identification number

38-1081760

Part I		YES	NO	
<div>1</div> <div>Does the organization have a racially nondiscriminatory policy toward students by statement in its charter, bylaws, other governing instrument, or in a resolution of its governing body?</div>	1	Yes		
	2	Yes		
	3	Yes		
	4a	Yes		
	4b	Yes		
<div>2</div> <div>Does the organization include a statement of its racially nondiscriminatory policy toward students in all its brochures, catalogues, and other written communications with the public dealing with student admissions, programs, and scholarships?</div>	4c	Yes		
	4d	Yes		
	5a		No	
	5b		No	
	5c		No	
<div>3</div> <div>Has the organization publicized its racially nondiscriminatory policy through newspaper or broadcast media during the period of solicitation for students, or during the registration period if it has no solicitation program, in a way that makes the policy known to all parts of the general community it serves? If "Yes," please describe If "No," please explain If you need more space use Part II</div>	5d		No	
	5e		No	
	5f		No	
	5g		No	
	5h		No	
<div>4</div> <div>Does the organization maintain the following?</div> <div>a Records indicating the racial composition of the student body, faculty, and administrative staff?</div> <div>b Records documenting that scholarships and other financial assistance are awarded on a racially nondiscriminatory basis?</div> <div>c Copies of all catalogues, brochures, announcements, and other written communications to the public dealing with student admissions, programs, and scholarships?</div> <div>d Copies of all material used by the organization or on its behalf to solicit contributions?</div> <div>If you answered "No" to any of the above, please explain If you need more space, use Part II</div>	6a		No	
	6b		No	
	7	Yes		
	<div>5</div> <div>Does the organization discriminate by race in any way with respect to</div> <div>a Students' rights or privileges?</div> <div>b Admissions policies?</div> <div>c Employment of faculty or administrative staff?</div> <div>d Scholarships or other financial assistance?</div> <div>e Educational policies?</div> <div>f Use of facilities?</div> <div>g Athletic programs?</div> <div>h Other extracurricular activities?</div> <div>If you answered "Yes" to any of the above, please explain If you need more space, use Part II</div>			
<div>6a</div> <div>Does the organization receive any financial aid or assistance from a governmental agency?</div> <div>b Has the organization's right to such aid ever been revoked or suspended?</div> <div>If you answered "Yes" to either line 6a or line 6b, explain on Part II</div>				
<div>7</div> <div>Does the organization certify that it has complied with the applicable requirements of sections 4 01 through 4 05 of Rev Proc 75-50, 1975-2 C B 587, covering racial nondiscrimination? If "No," explain on Part II</div>				

Part III Supplemental Information. Complete this part to provide the explanations required by Part I, lines 3, 4d, 5h, 6b, and 7, as applicable. Also complete this part to provide any other additional information (see instructions)

Identifier	Return Reference	Explanation
PUBLICATION OF NONDISCRIMINATORY POLICY IN MEDIA EXPLANATION	SCHEDULE E LINE 3	NONDISCRIMINATION POLICY APPEARS IN SCHOOL CATALOG AND IT APPEARS ON REGISTRATION FORM AS WELL

OMB No 1545-0047

Open to Public Inspection

Complete if the organization answered "Yes" to Form 990, Part IV, lines 17, 18, or 19, or if the organization entered more than \$15,000 on Form 990-EZ, line 6a. Form 990-EZ filers are not required to complete this part.

Name of the organization O X-BOW 3435 RUPPRECHT WAY	Employer identification number 38-1081760
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Part I Fundraising Activities. Complete if the organization answered "Yes" to Form 990, Part IV, line 17.

1 Indicate whether the organization raised funds through any of the following activities. Check all that apply.

a <input type="checkbox"/> Mail solicitations	e <input type="checkbox"/> Solicitation of non-government grants
b <input type="checkbox"/> Internet and email solicitations	f <input type="checkbox"/> Solicitation of government grants
c <input type="checkbox"/> Phone solicitations	g <input type="checkbox"/> Special fundraising events
d <input type="checkbox"/> In-person solicitations	

2a Did the organization have a written or oral agreement with any individual (including officers, directors, trustees or key employees listed in Form 990, Part VII) or entity in connection with professional fundraising services? ☐ **Yes** ☐ **No**

b If "Yes," list the ten highest paid individuals or entities (fundraisers) pursuant to agreements under which the fundraiser is to be compensated at least \$5,000 by the organization.

(i) Name and address of individual or entity (fundraiser)	(ii) Activity	(iii) Did fundraiser have custody or control of contributions?		(iv) Gross receipts from activity	(v) Amount paid to (or retained by) fundraiser listed in col (i)	(vi) Amount paid to (or retained by) organization
		Yes	No			
Total ▶						

3 List all states in which the organization is registered or licensed to solicit funds or has been notified it is exempt from registration or licensing

MI, IL

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

		(a) Event #1	(b) Event #2	(c) Other events	(d) Total events
		BENEFITS & AUCTION (event type)	(event type)	(total number)	(add col (a) through col (c))
Revenue	1	Gross receipts	180,861		180,861
	2	Less Contributions . . .			
	3	Gross income (line 1 minus line 2)	180,861		180,861
Direct Expenses	4	Cash prizes			
	5	Noncash prizes . . .			
	6	Rent/facility costs . . .			
	7	Food and beverages .			
	8	Entertainment			
	9	Other direct expenses .	107,083		107,083
	10	Direct expense summary Add lines 4 through 9 in column (d) ▶			
	11	Net income summary Combine line 3, column (d), and line 10 ▶			
					73,778

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

		(a) Bingo	(b) Pull tabs/Instant bingo/progressive bingo	(c) Other gaming	(d) Total gaming (add col (a) through col (c))
Revenue	1	Gross revenue			
	2	Cash prizes			
Direct Expenses	3	Non-cash prizes			
	4	Rent/facility costs			
	5	Other direct expenses . . .			
	6	Volunteer labor	<div><input type="checkbox"/> Yes</div> <div><input type="checkbox"/> No</div>	<div><input type="checkbox"/> Yes</div> <div><input type="checkbox"/> No</div>	<div><input type="checkbox"/> Yes</div> <div><input type="checkbox"/> No</div>
	7	Direct expense summary Add lines 2 through 5 in column (d) ▶			
	8	Net gaming income summary Combine lines 1 and 7 in column (d) ▶			

9 Enter the state(s) in which the organization operates gaming activities _____

a Is the organization licensed to operate gaming activities in each of these states? ☐ Yes ☐ No

b If "No," explain _____

10a Were any of the organization's gaming licenses revoked, suspended or terminated during the tax year? ☐ Yes ☐ No

b If "Yes," explain _____

Does the organization operate gaming activities with nonmembers? ☐ Yes ☐ No

12 Is the organization a grantor, beneficiary or trustee of a trust or a member of a partnership or other entity formed to administer charitable gaming? ☐ Yes ☐ No

13 Indicate the percentage of gaming activity operated in



a The organization's facility	13a	
b An outside facility	13b	

14 Enter the name and address of the person who prepares the organization's gaming/special events books and records

Name 

Address 

15a Does the organization have a contract with a third party from whom the organization receives gaming revenue? ☐ Yes ☐ No

b If "Yes," enter the amount of gaming revenue received by the organization  \$ _____ and the amount of gaming revenue retained by the third party  \$ _____


c If "Yes," enter name and address of the third party

Name 

Address 

16 Gaming manager information

Name 


Gaming manager compensation  \$

Description of services provided 

☐ Director/officer ☐ Employee ☐ Independent contractor

17 Mandatory distributions

a Is the organization required under state law to make charitable distributions from the gaming proceeds to retain the state gaming license? ☐ Yes ☐ No

b Enter the amount of distributions required under state law distributed to other exempt organizations or spent in the organization's own exempt activities during the tax year  \$ _____

Part IV Supplemental Information. Complete this part to provide the explanations required by Part I, line 2b, columns (iii) and (v), and Part III, lines 9, 9b, 10b, 15b, 15c, 16, and 17b, as applicable. Also complete this part to provide any additional information (see instructions).

Identifier	Return Reference	Explanation
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Schedule I
(Form 990)

Department of the Treasury
Internal Revenue Service

Grants and Other Assistance to Organizations,
Governments and Individuals in the United States
Complete if the organization answered "Yes," to Form 990, Part IV, line 21 or 22.
▶ Attach to Form 990

OMB No 1545-0047

2012

Open to Public
Inspection

Name of the organization
OX-BOW
3435 RUPPRECHT WAY

Employer identification number
38-1081760

Part I

General Information on Grants and Assistance

- 1 Does the organization maintain records to substantiate the amount of the grants or assistance, the grantees' eligibility for the grants or assistance, and the selection criteria used to award the grants or assistance? ☒ Yes ☐ No
- 2 Describe in Part IV the organization's procedures for monitoring the use of grant funds in the United States

Part II

Grants and Other Assistance to Governments and Organizations in the United States. Complete if the organization answered "Yes" to Form 990, Part IV, line 21, for any recipient that received more than \$5,000. Part II can be duplicated if additional space is needed.

(a) Name and address of organization or government	(b) EIN	(c) IRC Code section if applicable	(d) Amount of cash grant	(e) Amount of non-cash assistance	(f) Method of valuation (book, FMV, appraisal, other)	(g) Description of non-cash assistance	(h) Purpose of grant or assistance

2 Enter total number of section 501(c)(3) and government organizations listed in the line 1 table ▶

3 Enter total number of other organizations listed in the line 1 table ▶

Part III

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

(a)Type of grant or assistance	(b)Number of recipients	(c)Amount of cash grant	(d)Amount of non-cash assistance	(e)Method of valuation (book, FMV, appraisal, other)	(f)Description of non-cash assistance
(1) WORK STUDY SCHOLARSHIPS	71	70,480			
(2) RESIDENCY SCHOLARSHIPS	14	23,840			
(3) SCHOLARSHIPS	122	141,354			

Part IV

Supplemental Information.
Complete this part to provide the information required in Part I, line 2, Part III, column (b), and any other additional information

Identifier	Return Reference	Explanation
PROCEDURES FOR MONITORING THE USE OF GRANT FUNDS INSIDE THE UNITED STATES	SCHEDULE I, PAGE 1, PART I, LINE 2	SCHOLARSHIP AWARDS ARE NOT PAID DIRECTLY TO THE STUDENTS AMOUNT AWARDED REDUCES THE TOTAL AMOUNT OF TUITION, FEES, ROOM OR BOARD INVOICED THEREFORE OX-BOW KNOWS THAT THE FUNDS ARE BEING UTILIZED AS INTENDED
ADDITIONAL INFORMATION	SCHEDULE I, PAGE 4, PART IV	WORK SCHOLARSHIPS ARE AWARDED ON A FIRST COME FIRST SERVE BASIS NEED BASED SCHOLARSHIPS ARE EVALUATED BASED ON STUDENTS FINANCIAL SITUATION REMAINING SCHOLARSHIPS AWARDED BY JURY OF 5 TO 6 PEOPLE BASED ON MERIT

SCHEDULE M
(Form 990)

Noncash Contributions

OMB No 1545-0047

2012

Open to Public Inspection

Department of the Treasury
Internal Revenue Service

►Complete if the organizations answered "Yes" on Form 990, Part IV, lines 29 or 30.
► Attach to Form 990.

Name of the organization
OX-BOW
3435 RUPPRECHT WAY

Employer identification number

38-1081760

Part I

Types of Property

	(a) Check if applicable	(b) Number of contributions or items contributed	(c) Noncash contribution amounts reported on Form 990, Part VIII, line 1g	(d) Method of determining noncash contribution amounts
1 Art—Works of art	X	1	30,000	MARKET
2 Art—Historical treasures				
3 Art—Fractional interests				
4 Books and publications				
5 Clothing and household goods				
6 Cars and other vehicles				
7 Boats and planes				
8 Intellectual property				
9 Securities—Publicly traded				
10 Securities—Closely held stock				
11 Securities—Partnership, LLC, or trust interests				
12 Securities—Miscellaneous				
13 Qualified conservation contribution—Historic structures				
14 Qualified conservation contribution—Other				
15 Real estate—Residential				
16 Real estate—Commercial				
17 Real estate—Other				
18 Collectibles				
19 Food inventory				
20 Drugs and medical supplies				
21 Taxidermy				
22 Historical artifacts				
23 Scientific specimens				
24 Archeological artifacts				
25 Other ► (_____)				
26 Other ► (_____)				
27 Other ► (_____)				
28 Other ► (_____)				

29 Number of Forms 8283 received by the organization during the tax year for contributions for which the organization completed Form 8283, Part IV, Donee Acknowledgement29

30a During the year, did the organization receive by contribution any property reported in Part I, lines 1-28 that it must hold for at least three years from the date of the initial contribution, and which is not required to be used for exempt purposes for the entire holding period?

31 If "Yes," describe the arrangement in Part II

32a Does the organization have a gift acceptance policy that requires the review of any non-standard contributions?

33a Does the organization hire or use third parties or related organizations to solicit, process, or sell noncash contributions?

33b If "Yes," describe in Part II

33 If the organization did not report an amount in column (c) for a type of property for which column (a) is checked, describe in Part II

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

Cat No 51227J

Schedule M (Form 990) (2012)

Part II

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

Identifier	Return Reference	Explanation
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SCHEDULE O
(Form 990 or 990-EZ)Department of the Treasury
Internal Revenue Service**Supplemental Information to Form 990 or 990-EZ****Complete to provide information for responses to specific questions on
Form 990 or to provide any additional information.**
▶ **Attach to Form 990 or 990-EZ.**

OMB No 1545-0047

2012**Open to Public
Inspection**Name of the organization
OX-BOW
3435 RUPPRECHT WAY**Employer identification number**

38-1081760

Identifier	Return Reference	Explanation
ORGANIZATION'S PROCESS USED TO REVIEW FORM 990	FORM 990, PAGE 6, PART VI, LINE 11B	RETURN REVIEWED BY TREASURER AND EXECUTIVE DIRECTOR PRIOR TO SUBMISSION
ENFORCEMENT OF CONFLICTS POLICY	FORM 990, PAGE 6, PART VI, LINE 12C	COMPLIANCE WITH POLICY IS MONITORED ANNUALLY AND WILL BE ENFORCED
COMPENSATION PROCESS FOR TOP OFFICIAL	FORM 990, PAGE 6, PART VI, LINE 15A	THE BOARD REVIEWS AND APPROVES COMPENSATION OF THE EXECUTIVE DIRECTOR AS PART OF THE REVIEW PROCESS, SALARY DATA FROM COMPARABLE ORGANIZATIONS IS CONSIDERED A FORMAL POLICY EXISTS WITH REGARDS TO THE DETERMINATION OF COMPENSATION THE DECISION MAKING PROCESS WAS NOT CONTEMPORANEOUSLY SUBSTANTIATED, HOWEVER THE BOARD APPROVED THE WAGES
COMPENSATION PROCESS FOR OFFICERS	FORM 990, PAGE 6, PART VI, LINE 15B	THERE ARE NO OTHER OFFICERS OR KEY EMPLOYEES THAT ARE COMPENSATED NO BOARD MEMBERS ARE COMPENSATED
GOVERNING DOCUMENTS DISCLOSURE EXPLANATION	FORM 990, PAGE 6, PART VI, LINE 19	INTERESTED PARTIES MAY OBTAIN A COPY OF THE FORM 990 AND 1023 BY CONTACTING THE OFFICES OF OX-BOW THE FORM 990 IS ALSO AVAILABLE ON GUIDESTAR
RECONCILIATION OF CHANGES - OTHER	FORM 990, PART XI, LINE 9	UNREALIZED LOSS OF LAND HELD -190,900 BOOK / TAX DEPRECIATION DIFFERENCE 5

SCHEDULE R
(Form 990)

Department of the Treasury
Internal Revenue Service

Related Organizations and Unrelated Partnerships

▶ Complete if the organization answered "Yes" to Form 990, Part IV, line 33, 34, 35, 36, or 37.
▶ Attach to Form 990. ▶ See separate instructions.

OMB No 1545-0047

2012

Open to Public Inspection

Name of the organization
OX-BOW
3435 RUPPRECHT WAY

Employer identification number

38-1081760

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

(a) Name, address, and EIN (if applicable) of disregarded entity	(b) Primary activity	(c) Legal domicile (state or foreign country)	(d) Total income	(e) End-of-year assets	(f) Direct controlling entity

Part II Identification of Related Tax-Exempt Organizations (Complete if the organization answered "Yes" to Form 990, Part IV, line 34 because it had one or more related tax-exempt organizations during the tax year.)

(a) Name, address, and EIN of related organization	(b) Primary activity	(c) Legal domicile (state or foreign country)	(d) Exempt Code section	(e) Public charity status (if section 501(c)(3))	(f) Direct controlling entity	(g) Section 512(b)(13) controlled entity?	
						Yes	No
(1) ART INSTITUTE OF CHICAGO 37 S WABASH CHICAGO, IL 60603 36-2167725	SEE NOTES	IL	501C3	2	N/A		No

Part III

Identification of Related Organizations Taxable as a Partnership (Complete if the organization answered "Yes" to Form 990, Part IV, line 34 because it had one or more related organizations treated as a partnership during the tax year.)

(a) Name, address, and EIN of related organization	(b) Primary activity	(c) Legal domicile (state or foreign country)	(d) Direct controlling entity	(e) Predominant income(related, unrelated, excluded from tax under sections 512- 514)	(f) Share of total income	(g) Share of end-of-year assets	(h) Disproportionate allocations?		(i) Code V—UBI amount in box 20 of Schedule K-1 (Form 1065)	(j) General or managing partner?		(k) Percentage ownership
							Yes	No		Yes	No	

Part IV

Identification of Related Organizations Taxable as a Corporation or Trust (Complete if the organization answered "Yes" to Form 990, Part IV, line 34 because it had one or more related organizations treated as a corporation or trust during the tax year.)

(a) Name, address, and EIN of related organization	(b) Primary activity	(c) Legal domicile (state or foreign country)	(d) Direct controlling entity	(e) Type of entity (C corp, S corp, or trust)	(f) Share of total income	(g) Share of end- of-year assets	(h) Percentage ownership	(i) Section 512 (b)(13) controlled entity?	
								Yes	No

Part V

Transactions With Related Organizations (Complete if the organization answered "Yes" to Form 990, Part IV, line 34, 35b, or 36.)

Note. Complete line 1 if any entity is listed in Parts II, III, or IV of this schedule

1

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

a

Receipt of (i) interest (ii) annuities (iii) royalties or (iv) rent from a controlled entity

b

Gift, grant, or capital contribution to related organization(s)

c

Gift, grant, or capital contribution from related organization(s)

d

Loans or loan guarantees to or for related organization(s)

e

Loans or loan guarantees by related organization(s)

f

Dividends from related organization(s)

g

Sale of assets to related organization(s)

h

Purchase of assets from related organization(s)

i

Exchange of assets with related organization(s)

j

Lease of facilities, equipment, or other assets to related organization(s)

k

Lease of facilities, equipment, or other assets from related organization(s)

l

Performance of services or membership or fundraising solicitations for related organization(s)

m

Performance of services or membership or fundraising solicitations by related organization(s)

n

Sharing of facilities, equipment, mailing lists, or other assets with related organization(s)

o

Sharing of paid employees with related organization(s)

p

Reimbursement paid to related organization(s) for expenses

q

Reimbursement paid by related organization(s) for expenses

r

Other transfer of cash or property to related organization(s)

s

Other transfer of cash or property from related organization(s)

Yes

No

1a

No

1b

No

1c

Yes

1d

No

1e

No

1f

No

1g

No

1h

No

1i

No

1j

No

1k

No

1l

Yes

1m

Yes

1n

Yes

1o

No

1p

Yes

1q

No

1r

No

1s

Yes

2 If the answer to any of the above is "Yes," see the instructions for information on who must complete this line, including covered relationships and transaction thresholds

(a) Name of other organization	(b) Transaction type (a-s)	(c) Amount involved	(d) Method of determining amount involved
(1) ART INSTITUTE OF CHICAGO	M	119,579	CASH
(2) ART INSTITUTE OF CHICAGO	C	100,000	CASH
(3) ART INSTITUTE OF CHICAGO	S	26,548	CASH

Provide the following information for each entity taxed as a partnership through which the organization conducted more than five percent of its activities (measured by total assets or gross revenue) that was not a related organization. See instructions regarding exclusion for certain investment partnerships.

[illegible]

Part VII

Supplemental Information

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

Identifier	Return Reference	Explanation
ADDITIONAL INFORMATION	SCHEDULE R	THE SCHOOL OF THE ART INSTITUTE OF CHICAGO RECEIVES ENDOWED DONATIONS THAT HAVE BEEN RESTRICTED FOR OXBOWS USE EARNINGS ON THE ENDOWED FUNDS AND OTHER AMOUNTS INTENDED FOR CURRENT USE ARE PASSED THROUGH TO OXBOW IN COMPLIANCE WITH THE DONOR WISHES

Software ID:
Software Version:
EIN: 38-1081760
Name: OX-BOW
3435 RUPPRECHT WAY

Form **4562**

Department of the Treasury
Internal Revenue Service (99)

Depreciation and Amortization
(Including Information on Listed Property)

▶ See separate instructions. ▶ Attach to your tax return.

OMB No 1545-0172

2012

Attachment
Sequence No **179**

Name(s) shown on return
OX-BOW
3435 RUPPRECHT WAY

Business or activity to which this form relates
INDIRECT DEPRECIATION

Identifying number

38-1081760

Part I Election To Expense Certain Property Under Section 179

Note: If you have any listed property, complete Part V before you complete Part I.

1	Maximum amount (see instructions)	1	500,000
2	Total cost of section 179 property placed in service (see instructions)	2	
3	Threshold cost of section 179 property before reduction in limitation (see instructions)	3	2,000,000
4	Reduction in limitation Subtract line 3 from line 2 If zero or less, enter -0-	4	
5	Dollar limitation for tax year Subtract line 4 from line 1 If zero or less, enter -0- If married filing separately, see instructions	5	

6	(a) Description of property	(b) Cost (business use only)	(c) Elected cost	
6				
7	Listed property Enter the amount from line 29	7		
8	Total elected cost of section 179 property Add amounts in column (c), lines 6 and 7	8		
9	Tentative deduction Enter the smaller of line 5 or line 8	9		
10	Carryover of disallowed deduction from line 13 of your 2011 Form 4562	10		
11	Business income limitation Enter the smaller of business income (not less than zero) or line 5 (see instructions)	11		
12	Section 179 expense deduction Add lines 9 and 10, but do not enter more than line 11	12		
13	Carryover of disallowed deduction to 2013 Add lines 9 and 10, less line 12	13		

Note: Do not use Part II or Part III below for listed property. Instead, use Part V.

Part II Special Depreciation Allowance and Other Depreciation (Do not include listed property) (See instructions)

14	Special depreciation allowance for qualified property (other than listed property) placed in service during the tax year (see instructions)	14	
15	Property subject to section 168(f)(1) election	15	
16	Other depreciation (including ACRS)	16	204,395

Part III MACRS Depreciation (Do not include listed property.) (See instructions.)

Section A

17	MACRS deductions for assets placed in service in tax years beginning before 2012	17	14,769
18	If you are electing to group any assets placed in service during the tax year into one or more general asset accounts, check here		

Section B—Assets Placed in Service During 2012 Tax Year Using the General Depreciation System

(a) Classification of property	(b) Month and year placed in service	(c) Basis for depreciation (business/investment use only—see instructions)	(d) Recovery period	(e) Convention	(f) Method	(g) Depreciation deduction
19a 3-year property						
b 5-year property						
c 7-year property						
d 10-year property						
e 15-year property						
f 20-year property						
g 25-year property			25 yrs		S/L	
h Residential rental property			27 5 yrs	MM	S/L	
			27 5 yrs	MM	S/L	
i Nonresidential real property			39 yrs	MM	S/L	
				MM	S/L	

Section C—Assets Placed in Service During 2012 Tax Year Using the Alternative Depreciation System

20a Class life					S/L	
b 12-year			12 yrs		S/L	
c 40-year			40 yrs	MM	S/L	

Part IV Summary (see instructions)

21	Listed property Enter amount from line 28	21	
22	Total. Add amounts from line 12, lines 14 through 17, lines 19 and 20 in column (g), and line 21 Enter here and on the appropriate lines of your return Partnerships and S corporations—see instructions	22	219,164
23	For assets shown above and placed in service during the current year, enter the portion of the basis attributable to section 263A costs	23	

Part V

Listed Property (Include automobiles, certain other vehicles, certain computers, and property used for entertainment, recreation, or amusement.)
Note: For any vehicle for which you are using the standard mileage rate or deducting lease expense, complete **only** 24a, 24b, columns (a) through (c) of Section A, all of Section B, and Section C if applicable.

Section A—Depreciation and Other Information (Caution: See the instructions for limits for passenger automobiles.)

24a Do you have evidence to support the business/investment use claimed? <input type="checkbox"/> Yes <input type="checkbox"/> No						24b If "Yes," is the evidence written? <input type="checkbox"/> Yes <input type="checkbox"/> No		
(a) Type of property (list vehicles first)	(b) Date placed in service	(c) Business/ investment use percentage	(d) Cost or other basis	(e) Basis for depreciation (business/investment use only)	(f) Recovery period	(g) Method/ Convention	(h) Depreciation/ deduction	(i) Elected section 179 cost
25Special depreciation allowance for qualified listed property placed in service during the tax year and used more than 50% in a qualified business use (see instructions)						25		
26 Property used more than 50% in a qualified business use								
		%						
		%						
		%						
27 Property used 50% or less in a qualified business use								
		%				S/L -		
		%				S/L -		
		%				S/L -		
28 Add amounts in column (h), lines 25 through 27 Enter here and on line 21, page 1						28		
29 Add amounts in column (i), line 26 Enter here and on line 7, page 1							29	

Section B—Information on Use of Vehicles

Complete this section for vehicles used by a sole proprietor, partner, or other "more than 5% owner," or related person
If you provided vehicles to your employees, first answer the questions in Section C to see if you meet an exception to completing this section for those vehicles

30 Total business/investment miles driven during the year (do not include commuting miles)	(a) Vehicle 1		(b) Vehicle 2		(c) Vehicle 3		(d) Vehicle 4		(e) Vehicle 5		(f) Vehicle 6	
31 Total commuting miles driven during the year												
32 Total other personal(noncommuting) miles driven												
33 Total miles driven during the year Add lines 30 through 32												
34 Was the vehicle available for personal use during off-duty hours?	Yes	No	Yes	No	Yes	No	Yes	No	Yes	No	Yes	No
35 Was the vehicle used primarily by a more than 5% owner or related person?												
36 Is another vehicle available for personal use?												

Section C—Questions for Employers Who Provide Vehicles for Use by Their Employees

Answer these questions to determine if you meet an exception to completing Section B for vehicles used by employees who are not more than 5% owners or related persons (see instructions)

37 Do you maintain a written policy statement that prohibits all personal use of vehicles, including commuting, by your employees?	Yes	No
38 Do you maintain a written policy statement that prohibits personal use of vehicles, except commuting, by your employees? See the instructions for vehicles used by corporate officers, directors, or 1% or more owners		
39 Do you treat all use of vehicles by employees as personal use?		
40 Do you provide more than five vehicles to your employees, obtain information from your employees about the use of vehicles, and retain the information received?		
41 Do you meet the requirements concerning qualified automobile demonstration use? (See instructions)		
Note: If your answer to 37, 38, 39, 40, or 41 is "Yes," do not complete Section B for the covered vehicles		

Part VI Amortization

(a) Description of costs	(b) Date amortization begins	(c) Amortizable amount	(d) Code section	(e) Amortization period or percentage	(f) Amortization for this year
42 Amortization of costs that begins during your 2012 tax year (see instructions)					
43 Amortization of costs that began before your 2012 tax year				43	
44 Total. Add amounts in column (f) See the instructions for where to report				44	

TY 2012 GeneralDependencySmall**Name:** OX-BOW

3435 RUPPRECHT WAY

EIN: 38-1081760**Business Name or Person Name:****Taxpayer Identification Number:****Form, Line or Instruction****Reference:****Regulations Reference:****Description:** PREPARER NOTE**Attachment Information:** PART IV 30 - ARTWORK DONATED FOR SALE AT BENEFIT
AUCTIONS

TY 2012 GeneralDependencySmall**Name:** OX-BOW

3435 RUPPRECHT WAY

EIN: 38-1081760**Business Name or Person Name:****Taxpayer Identification Number:****Form, Line or Instruction
Reference:****Regulations Reference:****Description:** OUT OF BONUS DEPR-ALL PROP

Attachment Information: YEAR ENDED: DECEMBER 31, 2012 38-1081760 OX-BOW 3435
RUPPRECHT WAY PO BOX 216 SAUGATUCK, MI 49453 ELECTING
OUT OF BONUS DEPRECIATION ALLOWANCE FOR ALL ELIGIBLE
DEPRECIABLE PROPERTY THE TAXPAYER ELECTS OUT OF FIRST-
YEAR BONUS DEPRECIATION ALLOWANCE UNDER IRC SECTION 168
(K) FOR ALL ELIGIBLE ASSET CLASSES OF DEPRECIABLE PROPERTY
ACQUIRED AFTER DECEMBER 31, 2007. THIS ELECTION APPLIES TO
ALL ELIGIBLE DEPRECIABLE PROPERTY PLACED IN SERVICE DURING
THE TAX YEAR.

OX-BOW
FINANCIAL STATEMENTS
DECEMBER 31, 2012 and 2011

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INDEPENDENT AUDITOR'S REPORT

Holland, Michigan
April 30, 2013

Board of Directors
Ox-Bow
Saugatuck, Michigan

We have audited the accompanying financial statements of Ox-Bow (a nonprofit organization), which comprise the statements of financial position as of December 31, 2012 and 2011, and the related statements of activities, cash flows and functional expenses for the years then ended, and the related notes to the financial statements.

Management's Responsibility for the Financial Statements

Management is responsible for the preparation and fair presentation of these financial statements in accordance with accounting principles generally accepted in the United States of America; this includes the design, implementation, and maintenance of internal control relevant to the preparation and fair presentation of financial statements that are free from material misstatement, whether due to fraud or error.

Auditor's Responsibility

Our responsibility is to express an opinion on these financial statements based on our audits. We conducted our audits in accordance with auditing standards generally accepted in the United States of America. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement.


An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal control relevant to the entity's preparation and fair presentation of the financial statements in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the entity's internal control. Accordingly, we express no such opinion. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of significant accounting estimates made by management, as well as evaluating the overall presentation of the financial statements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion.

Opinion

In our opinion, the financial statements referred to above present fairly, in all material respects, the financial position of Ox-Bow, of Saugatuck, Michigan as of December 31, 2012 and 2011, and the changes in its net assets and its cash flows for the years then ended in conformity with accounting principles generally accepted in the United States of America.

DELONG & BROWER, P C



CERTIFIED PUBLIC ACCOUNTANTS

OX-BOW
STATEMENTS OF FINANCIAL POSITION
DECEMBER 31, 2012 AND 2011

ASSETS	2012	2011
CURRENT ASSETS		
Cash and Cash Equivalents	\$ 298,026	\$ 137,064
Accounts Receivable, net of allowance	-	2,415
Contributions Receivable, net of non-current portion and allowances	117,418	105,220
Receivable From Related Party	-	1,976
Inventory	5,085	4,728
Prepaid Expenses	17,154	26,897
Donated Land Held for Sale	245,000	535,800
Total Current Assets	<u>682,683</u>	<u>814,100</u>
PROPERTY, PLANT, AND EQUIPMENT		
Land, Buildings, and Improvements	6,142,705	6,130,055
Furniture and Equipment	467,185	455,000
Construction in Progress	-	6,391
Total Property, Plant, and Equipment	6,609,890	6,591,446
Less: Accumulated Depreciation	<u>(1,556,178)</u>	<u>(1,345,190)</u>
Net Book Value	<u>5,053,712</u>	<u>5,246,256</u>
OTHER ASSETS		
Investments	1,901,186	1,836,508
Contributions Receivable, net of current portion and allowances	71,558	190,182
Artwork on Display	61,494	31,494
Total Other Assets	<u>2,034,238</u>	<u>2,058,184</u>
TOTAL ASSETS	<u><u>\$7,770,633</u></u>	<u><u>\$8,118,540</u></u>

LIABILITIES AND NET ASSETS	2012	2011
CURRENT LIABILITIES		
Accounts Payable	\$ 23,070	\$ 36,735
Payable to a Related Party	150,872	-
Current Portion of Long-term Debt	537,389	75,000
Current Portion of Capital Lease Obligation	289	182
Short-Term Debt Payable	-	90,000
Deferred Revenue	400	4,900
Accrued Wages, Payroll Withholdings, and Accruals	<u>17,970</u>	<u>17,344</u>
Total Current Liabilities	<u>729,990</u>	<u>224,161</u>
LONG-TERM LIABILITIES		
Debt, net of current portion	-	537,389
Capital Lease Obligation, net of current portion	<u>344</u>	<u>632</u>
Total Long-Term Liabilities	<u>344</u>	<u>538,021</u>
NET ASSETS		
Unrestricted Net Assets	597,970	881,484
Temporarily Restricted Net Assets	5,798,101	5,830,646
Permanently Restricted Net Assets	<u>644,228</u>	<u>644,228</u>
Total Net Assets	<u>7,040,299</u>	<u>7,356,358</u>
TOTAL LIABILITIES AND NET ASSETS	<u><u>\$ 7,770,633</u></u>	<u><u>\$ 8,118,540</u></u>

The accompanying notes are an integral part of these statements.

OX-BOW
STATEMENTS OF ACTIVITIES
YEARS ENDED DECEMBER 31, 2012 AND 2011

				(MEMO)	
	UNRESTRICTED	TEMPORARILY RESTRICTED	PERMANENTLY RESTRICTED	2012 TOTAL	2011 TOTAL
REVENUE & SUPPORT					
Program Revenue					
Tuition & Drop Fees	\$ 817,627	\$ -	\$ -	\$ 817,627	\$ 771,434
Lab Fees	26,600	-	-	26,600	29,200
Room & Board	303,944	-	-	303,944	287,100
Residency	28,325	-	-	28,325	29,225
Art on the Meadow	18,645	-	-	18,645	14,920
Total Program Revenue	1,195,141	-	-	1,195,141	1,131,879
Developmental Support					
Alumni Membership	225	-	-	225	2,175
Annual Fund Contributions	42,280	-	-	42,280	38,600
General Donations & Grants	7,456	42,580	-	50,036	65,237
Non-Cash Contributions	30,000	-	-	30,000	-
Benefits, Net	73,778	-	-	73,778	107,320
Scholarship Contributions	-	71,115	-	71,115	57,143
Fellowship and Scholarship	-	-	-	-	13,208
Residency Grants & Contributions	-	33,000	-	33,000	26,410
SAIC Sponsorship	100,000	-	-	100,000	60,000
Capital & Campaign Contributions	-	36,129	-	36,129	23,379
Loss on Sale of Land Held for Sale	(19,900)	-	-	(19,900)	-
Total Developmental Support	233,839	182,824	-	416,663	393,472
Other Revenue					
Retail Revenue, Net	680	-	-	680	490
Facility Rental & Supporting Services	60,805	-	-	60,805	49,985
Loss on Sale of Fixed Assets	(402)	-	-	(402)	-
Insurance Settlement	-	-	-	-	7,329
Unrealized Loss on Land Held for Sale	(190,900)	-	-	(190,900)	-
Realized Gain on Investments	18	6,907	4,226	11,151	38,678
Unrealized Gain (Loss) on Investments	941	63,189	37,667	101,797	(92,444)
Interest and Dividends	444	25,237	15,388	41,069	33,539
Less. Investment Fees	(58)	(11,485)	(6,997)	(18,540)	(15,649)
Total Other Revenue	(128,472)	83,848	50,284	5,660	21,928
Net Assets Released from Restrictions	349,501	(299,217)	(50,284)	-	-
TOTAL REVENUE & SUPPORT	1,650,009	(32,545)	-	1,617,464	1,547,279
EXPENSES					
Program Expenses	1,532,223	-	-	1,532,223	1,498,467
Supporting Services	257,322	-	-	257,322	224,126
Fundraising	143,978	-	-	143,978	170,971
TOTAL EXPENSES	1,933,523	-	-	1,933,523	1,893,564
CHANGE IN NET ASSETS	(283,515)	(32,545)	-	(316,060)	(346,285)
NET ASSETS - BEGINNING OF YEAR	881,484	5,830,646	644,228	7,356,358	7,702,643
NET ASSETS - END OF YEAR	\$ 597,970	\$ 5,798,101	\$ 644,228	\$ 7,040,299	\$ 7,356,358

The accompanying notes are an integral part of these statements

OX-BOW
STATEMENTS OF CASH FLOWS
YEARS ENDED DECEMBER 31, 2012 AND 2011

	2012	2011
CASH FLOWS FROM OPERATING ACTIVITIES		
Change in Net Assets	\$ (316,060)	\$ (346,285)
Adjustments to Reconcile Change in Net Assets to Net Cash Provided by Operating Activities.		
Depreciation and Amortization	219,169	215,809
Unrealized Loss on Land Held for Sale	190,900	
Unrealized (Gain) Loss on Investments	(101,797)	92,444
Realized (Gain) on Sale of Investments	(11,151)	(38,678)
Noncash Contributions Received	(30,000)	-
Loss on Disposal of Assets	20,302	-
Decrease (Increase) in:		
Receivables	110,817	537,543
Inventory	(357)	3,888
Prepaid Expenses	9,743	(3,416)
Increase (Decrease) in:		
Accounts Payable	(13,665)	8,890
Payable to a Related Party	150,872	(85,878)
Deferred Revenue	(4,500)	(66,200)
Payroll Withholdings and Accruals	626	(1,924)
Insurance Settlement Advance	-	(7,329)
NET CASH PROVIDED BY OPERATING ACTIVITIES	<u>224,900</u>	<u>308,864</u>
CASH FLOWS FROM INVESTING ACTIVITIES		
Proceeds from Sale of Investments	348,780	396,652
Proceeds from Sale of Equipment	100	-
Proceeds from Sale of Art Work on Display	-	500
Proceeds from Sale of Donated Real Estate	80,000	-
Purchase of Property, Plant, and Equipment	(27,126)	(43,204)
Purchase of Investments	(300,510)	(795,961)
NET CASH PROVIDED BY (USED FOR) INVESTING ACTIVITIES	<u>101,244</u>	<u>(442,013)</u>
CASH FLOWS FROM FINANCING ACTIVITIES		
Borrowing on Line of Credit	-	90,000
Repayment on Line of Credit	(90,000)	
Repayment on Long-term Debt	(75,182)	(37,615)
NET CASH PROVIDED BY (USED FOR) FINANCING ACTIVITIES	<u>(165,182)</u>	<u>52,385</u>
NET INCREASE (DECREASE) IN CASH	160,962	(80,764)
CASH AT BEGINNING OF PERIOD	<u>137,064</u>	<u>217,828</u>
CASH AT END OF PERIOD	<u><u>\$ 298,026</u></u>	<u><u>\$ 137,064</u></u>

The accompanying notes are an integral part of these statements.

OX-BOW
STATEMENTS OF FUNCTIONAL EXPENSES
YEARS ENDED DECEMBER 31, 2012 AND 2011

					(MEMO)
	PROGRAM	SUPPORTING SERVICES	FUND- RAISING	2012 TOTAL	2011 TOTAL
Program Expense					
Faculty & Visiting Artists Contracted	\$ 125,862	\$ -	\$ -	\$ 125,862	\$ 116,489
Campus Wages	234,252	19,701	-	253,953	236,501
Other Contracted Services	1,665	75	300	2,040	11,775
Campus Payroll Taxes	19,851	1,700	-	21,551	20,674
Campus Employee Benefits	19,896	2,814	-	22,710	19,950
Faculty & Visiting Artists Travel	14,621	-	-	14,621	18,960
Scholarships	141,354	-	-	141,354	116,463
SAIC Financial Aid & Fees	118,006	-	-	118,006	119,579
Work Study Scholarships	70,480	-	-	70,480	70,965
Residency Scholarships & Stipends	23,840	-	-	23,840	24,660
Campus Utilities	67,785	-	-	67,785	71,568
Instructional Supplies & Equipment	34,813	-	-	34,813	36,354
Campus Furniture & Equipment, Repairs & Maintenance	48,670	-	145	48,815	35,071
Direct Marketing	44,299	-	-	44,299	69,053
Insurance	28,639	5,875	3,523	38,037	39,842
Campus Food & Kitchen Supplies	108,081	2,170	-	110,251	94,203
Community Programming & Contributions	175	10,150	426	10,751	3,620
Bad Debt Expense	1,781	-	(1,335)	446	(10,766)
Total Program Expense	1,104,070	42,485	3,059	1,149,614	1,094,961
Development Expense					
Direct Fund Development	-	-	5,737	5,737	10,453
Administrative Expense					
Administrative Wages	109,355	94,115	80,957	284,427	325,620
Administrative Payroll Taxes	9,642	8,071	7,561	25,274	26,097
Administrative Employee Benefits	18,321	14,759	14,452	47,532	42,480
Professional Services	-	24,446	11,533	35,979	33,287
Staff Travel and Mileage	12,823	5,688	4,782	23,293	28,171
Auto Lease and Insurance	7,441	6,876	1,708	16,025	16,945
Insurance - Directors and Officers	-	2,715	-	2,715	2,469
Telephone & Computer Charges	10,855	42,083	5,810	58,748	17,200
Office Expense	6,613	4,091	3,283	13,987	16,010
Bank & Credit Card Charges	5,538	1,551	4,357	11,446	11,905
Miscellaneous	5,033	7,087	739	12,859	16,058
Total Administrative Expense	185,621	211,482	135,182	532,285	536,242
Interest Expense	24,246	2,472	-	26,718	36,099
Depreciation	218,286	883	-	219,169	215,809
TOTAL EXPENSES	\$ 1,532,223	\$ 257,322	\$ 143,978	\$ 1,933,523	\$ 1,893,564

The accompanying notes are an integral part of these statements

OX-BOW
NOTES TO FINANCIAL STATEMENTS
DECEMBER 31, 2012 AND 2011

1) NATURE OF ACTIVITIES

Ox-Bow conducts a school of the arts offering degree and non-degree courses. It also provides life-long learning opportunities within the surrounding community. Student artists are provided with a studio, housing, dining facilities and an environment that nurtures the creative process.

2) SIGNIFICANT ACCOUNTING POLICIES

- a) The financial statements of Ox-Bow have been prepared on the accrual basis of accounting in accordance with accounting principles generally accepted in the United States of America.
- b) Acquisitions of property, plant and equipment in excess of \$ 500 are capitalized. Property, plant and equipment acquired after 1996 are carried at cost or, if donated, at the approximate fair value at the date of donation. Since detailed records of the cost of assets acquired prior to 1997 were not kept, on December 31, 1996 those assets were recorded at their estimated cost and depreciation commenced on that date. For both financial reporting and income tax purposes, depreciation is computed using the straight-line method over the useful lives of the assets.
- c) Artwork on display that had been received as a gift prior to 2000 has not been recorded in the statement of financial position. Artwork acquired in 2000 and thereafter is recorded at cost. Donated artwork is recorded at its fair value on the date received.
- d) The Organization classifies net assets into three categories for accounting and reporting purposes – unrestricted, temporarily restricted or permanently restricted. Unrestricted net assets are not subject to specific donor-imposed restrictions and may be used as the Organization sees fit in furtherance of its missions. Temporarily restricted net assets carry specific donor-imposed restrictions on the expenditure or other use of contributed funds. Temporary restrictions may expire either because of the passage of time or because the restriction was fulfilled. When temporary restrictions have been satisfied they are reported as released from restrictions. Permanently restricted net assets are those subject to donor-imposed restrictions that will never lapse, thus requiring the assets to be maintained permanently as endowed funds.
- e) Inventories of school and art supplies are stated at the lower of cost or market.
- f) A number of volunteers have donated time to the Organization's program, special events and supporting services. The value of the contributed services meeting the criteria for recognition under FASB Accounting Standards Codification 605, *Revenue Recognition* was not material and therefore has not been reflected in the financial statements.
- g) Functional expenses have been allocated between program services, supporting services and fundraising based on specific identification and management estimates.
- h) The preparation of financial statements in conformity with accounting principles generally accepted in the United States of America requires management to make estimates and judgments that affect the amounts reported in the financial statements and accompanying notes. Accordingly, actual results could differ from those estimates.
- i) For purposes of the statement of cash flows, the Organization considers all highly liquid investments with original maturities of three months or less to be cash equivalents.

OX-BOW
NOTES TO FINANCIAL STATEMENTS (CONTINUED)
DECEMBER 31, 2012 AND 2011

2) SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

- j) Investments in equity and debt securities are carried at fair value based upon quoted market prices. Investments are exposed to various risks such as interest rate, credit and overall market volatility. It is possible that changes in the value of investment securities could materially change in the near term and affect amounts reported in the financial statements.
- k) The Organization maintains cash deposits at financial institutions which at times may exceed FDIC limits. The Organization has not experienced any losses on such accounts and believes it is not exposed to any significant credit risk on cash and cash equivalents.
- l) The carrying amounts of receivables and payables approximate fair value because of the short-term maturity of those instruments.
- m) The Financial Accounting Standards Board issued Accounting Standards Codification 958, *Not-for-Profit Entities*. Under FASB ASC 958, net asset classification of donor-restricted endowment funds are subject to an enacted version of the Uniform Prudent Management of Institutional Funds Act of 2006 (UPMIFA). It also improves disclosures about endowment funds. The State of Michigan adopted UPMIFA September 10, 2009.
- n) The Organization has a policy to record all known asset retirement obligations when the fair value of the liability can be estimated. At year-end, there were no legal obligations to perform an asset retirement activity.
- o) The Organization does not record the fair market value of non-cash inventory contributed that is subsequently sold at fundraising auctions, except for the amount of art inventory held at previous fiscal year-end or in the collection with the amount previously recorded as a gift-in-kind contribution. If these donations had been recorded, contribution revenue and the related cost of goods sold reflected in these statements would both have been \$97,054 higher.

3) TAX-EXEMPT ORGANIZATION

The Organization is exempt from federal income taxes under Internal Revenue Code Section 501(c)(3). However, income from certain activities not directly related to the Organization's tax-exempt purposes may be subject to taxation as unrelated business income. For the years ended December 31, 2012 and 2011, no income was subject to taxation. In addition, the Organization qualified for the charitable contribution deduction under Section 170(b)(1)(A) and has been classified as an organization that is not a private foundation under 509(a)(2).

OX-BOW
NOTES TO FINANCIAL STATEMENTS (CONTINUED)
DECEMBER 31, 2012 AND 2011

4) PROPERTY, PLANT, EQUIPMENT AND DEPRECIATION

A breakdown of fixed assets as of December 31, 2012 was as follows:

	Cost	Accum. Deprec./Amort.	Net Book Value
Land	\$ 26,800	\$ -	\$ 26,800
Buildings & Improvements	6,115,905	1,239,984	4,875,921
Furniture & Equipment	444,434	299,126	145,308
Software	21,767	16,545	5,222
Capital Lease	984	523	461
Total	<u>\$ 6,609,890</u>	<u>\$ 1,556,178</u>	<u>\$ 5,053,712</u>

A breakdown of fixed assets as of December 31, 2011 was as follows:

	Cost	Accum. Deprec./Amort.	Net Book Value
Land	\$ 26,800	\$ -	\$ 26,800
Buildings & Improvements	6,103,255	1,068,792	5,034,463
Furniture & Equipment	435,749	263,688	172,061
Software	18,267	12,433	5,834
Construction in Progress	6,391	-	6,391
Capital Lease	984	277	707
Total	<u>\$ 6,591,446</u>	<u>\$ 1,345,190</u>	<u>\$ 5,246,256</u>

Total depreciation and amortization expense recognized for the years ended December 31, 2012 and 2011 was \$ 219,169 and \$ 215,809, respectively.

5) DEFERRED REVENUE

Deferred revenue for the year ended December 31, 2012 consists of pre-payment of participants fees for 2013 Ceramics workshop in advance of the event. Deferred revenue for the year ended December 31, 2011 consisted of winter benefit tickets sold in advance of the event.

OX-BOW
NOTES TO FINANCIAL STATEMENTS (CONTINUED)
DECEMBER 31, 2012 AND 2011

6) CONTRIBUTIONS RECEIVABLE

Unconditional promises to give at December 31, 2012 and 2011, which are net of the allowance for uncollectible contributions and discounted to present value, were as follows:

	<u>2012</u>	<u>2011</u>
Capital Improvement and Campus Maintenance	\$ 157,671	\$ 281,323
Scholarship Contributions	21,255	7,621
Annual Fund & Other Unrestricted	10,050	4,958
Grant Payments Receivable	-	1,500
Total	<u>\$ 188,976</u>	<u>\$ 295,402</u>
Collectible in the Following Periods:		
Year One	\$ 117,418	\$ 105,220
Year Two	61,811	78,092
Year Three	4,334	40,418
Year Four	1,608	35,650
Year Five and Thereafter	3,805	36,002
Total	<u>\$ 188,976</u>	<u>\$ 295,382</u>

Management has evaluated the need for both an allowance for uncollectible contributions and a discount to present value. Risk factors including the inherent nature of the promises to give, consideration of the specific donors, and timing of the anticipated payments were considered when establishing the allowance and calculating the discount to present value. The allowance for uncollectible contributions was established in the amount of \$ 500 and \$ 3,931 at December 31, 2012 and 2011, respectively. At 12/31/2012, a discount to present value was established at 5.5%, for a total of \$ 9,339. During 2011, a discount to present value was established at 5.5%, for a total of \$ 35,969.

Conditional promises to give consist of donations in the amount of \$ 190,000 that are payable to the Organization upon the donors' deaths. In addition, a donor has pledged a percentage of the proceeds of the sale of a specific piece of real estate to be sold upon his death, however, no estimate of the value of this donation is currently available. Conditional promises are not recorded in the financial records.

7) TERMINATED SPONSORSHIP & NEW STRATEGIC ALLIANCE

On April 1, 1995, The Art Institute of Chicago (AIC) agreed to sponsor Ox-Bow by providing sufficient funding each year to satisfy each of Ox-Bow's reasonable and necessary expenses for the following:

- a) Continued annual operation of art programs on Ox-Bow properties in a manner and scope at least equivalent to the level of programming previously provided in the community.
- b) Repair and maintenance of the facilities to keep them in a safe condition in compliance with Ox-Bow's mission and all applicable building codes, ordinances and insurance requirements, including deferred maintenance of the facilities.

OX-BOW
NOTES TO FINANCIAL STATEMENTS (CONTINUED)
DECEMBER 31, 2012 AND 2011

7) TERMINATED SPONSORSHIP & NEW STRATEGIC ALLIANCE (CONTINUED)

- c) Development and implementation of a comprehensive advancement plan for Ox-Bow, including annual fund-raising activities, mailing list development, corporate and foundation relations, governmental relations, alumni affairs, major gifts, capital campaign and public relations.

As part of the agreement, Ox-Bow agreed to maintain all risk, comprehensive public liability and property damage insurance. Per the agreement AIC was able to appoint, approve and/or remove Ox-Bow's Board members. That right was not exercised in the five years prior to termination.

This sponsorship agreement in place at December 31, 2011, and June 30, 2012 terminated on July 1, 2012 when School of the Art Institute Chicago and Ox-Bow signed a Termination of Sponsorship Agreement so that Ox-Bow and SAIC could enter a new Strategic Alliance Agreement, which became effective July 1, 2012.

Key provisions of the new agreement are as follows:

- a) Term of the agreement is 99 years. If either party decides to terminate the agreement prematurely they could face sanctions of up to \$ 1,000,000 for Ox-Bow and \$ 500,000 for SAIC. The parties have the right and obligation to review the financial obligations and provisions of the agreement and to make mutually agreed upon modifications.
- b) Pre-approved courses offered by Ox-Bow will qualify for student credit from SAIC, assuming they are taught by faculty pre-approved by SAIC. Ox-Bow agrees not to make a similar arrangement with other colleges.
- c) SAIC will continue to provide registration, billing & collections services for For-Credit courses offered by Ox-Bow and to provide office space to Ox-Bow at their Chicago facility. In exchange, SAIC will charge an administrative fee of \$ 40,000 and request reimbursement for services used by Ox-Bow. Fees may be increased in the future.
- d) SAIC will appoint two persons to the Ox-Bow board.
- e) SAIC agrees to contribute \$ 100,000 to Ox-Bow for 2012. The contribution will be increased annually based upon an approved formula.
- f) Ox-Bow tuition cost and fees will be set by SAIC and equivalent to what SAIC's charges their students. Ox-Bow will establish room and board fees. Financial aid or discounts may be extended to students by either party based upon restrictions identified in the agreement.
- g) Amounts collected by SAIC on behalf of Ox-Bow will be forwarded to Ox-Bow according to a pre-approved installment schedule.
- h) The agreement identifies both SAIC and Ox-Bow as independent contractors and not partners or joint ventures or agents of one another.

The Art Institute of Chicago has provided \$ 100,000 of direct sponsorship to Ox-Bow in 2012 and \$ 60,000 in direct sponsorship in 2011.

OX-BOW
NOTES TO FINANCIAL STATEMENTS (CONTINUED)
DECEMBER 31, 2012 AND 2011

8) CASH FLOW INFORMATION

Cash paid for interest for the year ended December 31, 2012 and 2011, was \$ 27,389 and \$ 36,225, respectively.

9) TEMPORARILY RESTRICTED NET ASSETS

Temporarily restricted net assets were increased by restricted giving for scholarships and campus improvements, grants for Residency Programming; and, by one contribution restricted for marketing and one restricted for use in fiscal year 2013. Investment gains on Endowment Funds also increased temporarily restricted net assets. Net assets were released from donor restrictions during the year by recognizing depreciation on long-lived assets, incurring expenditures related to the construction or purchase of facilities and equipment, the awarding of scholarships, and payment of summer fellows' wages and related payroll taxes. Temporarily restricted net assets were also increased and released from donor restrictions by a grant for, and expenses incurred by, the community programs run on campus in 2012. Net assets were temporarily restricted for the following purposes at December 31:

	<u>2012</u>	<u>2011</u>
Long-lived assets from temporarily restricted contributions	\$ 4,456,604	\$ 4,605,499
Residency program	54,713	46,256
Summer Fellows payroll expenses and student scholarships	1,048,670	1,007,336
Student scholarships	156,139	150,295
General Contributions Restricted for Purpose or Time	2,000	-
Campus maintenance, improvements or scholarships net of Allowance for Uncollectible Accounts Receivable	4,500	(3,931)
Investment gains restricted for campus improvements and student scholarships	75,475	25,191
Total Temporarily Restricted Net Assets	<u>\$ 5,798,101</u>	<u>\$ 5,830,646</u>

OX-BOW
NOTES TO FINANCIAL STATEMENTS (CONTINUED)
DECEMBER 31, 2012 AND 2011

10) TRANSACTIONS WITH RELATED PARTIES

The Art Institute of Chicago (AIC) provides sponsorship (see note 7) and performs a number of services for Ox-Bow. They collect tuition, fees and room and board of students who will receive credit for their classes. They provide an accounting by student of all charges, scholarships and financial aid awards. They age student receivables and provide both short and long-term financing. They also provide office space and IT support for staff working in the Chicago office. In return, Ox-Bow paid AIC an administrative fee of \$ 40,000 for Ox-Bow fiscal year 2012 under the terms of the Strategic Alliance Agreement effective July 1, 2012. Ox-Bow also reimbursed AIC for actual costs incurred by the Chicago office for postage, copy services, telephone, and new computer equipment. Ox-Bow accepted financial aid awarded to credit students by AIC. The total amounts paid to AIC for services and reimbursements during 2012 and 2011 were \$ 168,976 and \$ 129,237, respectively.

AIC was in a position to exert control over Ox-Bow through June 30, 2012. As a result AIC prepared financial statements on a consolidated basis with Ox-Bow utilizing AIC's fiscal year end of June 30. A summary of AIC's financial information for the years ended June 30, 2012 and June 30, 2011, respectively, follows (in thousands).

	<u>2012</u>	<u>2011</u>
Assets	\$ 1,359,576	\$ 1,423,042
Liabilities	(396,545)	(409,082)
Net Assets	<u>\$ 963,031</u>	<u>\$ 1,013,960</u>
Operating Revenue	\$ 231,380	\$ 245,757
Expenses	(211,334)	(209,959)
Nonoperating Revenue & (Expenses)	(70,975)	123,453
Change in Net Assets	<u>\$ (50,929)</u>	<u>\$ 159,251</u>

As a number of Ox-Bow's Board members are associated with AIC, the Organization put a conflict of interest policy in place that requires all Board members and staff to act in the best interests of Ox-Bow without regard to their personal interests. All conflicts of interest must be disclosed. Board members who have a conflict of interest may not vote on, approve or recommend action in any matter involving the conflict of interest.

11) CONCENTRATION OF RISK

The Organization maintains its bank deposit and money market accounts at financial institutions and brokerage firms. The balances, at times, may exceed insured limits. As of December 31, 2012 the uninsured balances in bank and brokerage accounts were \$ 3,606 and \$ 188,399, respectively. In addition, \$ 1,712,787 was held in uninsured marketable securities. As of December 31, 2011 the uninsured balances in bank and brokerage accounts were \$ 0 and \$ 370,392, respectively. \$ 1,466,115 was held in uninsured marketable securities and certificates of deposit.

OX-BOW
NOTES TO FINANCIAL STATEMENTS (CONTINUED)
DECEMBER 31, 2012 AND 2011

12) INDIRECT FINANCIAL SUPPORT

A number of individuals in the past have donated large sums of money to the Art Institute of Chicago (AIC) with the express intent that the funds, or the investment earnings thereon, be used exclusively to help AIC support Ox-Bow specifically through facility improvement or expansion, repair and maintenance or by providing scholarships for Ox-Bow students. These funds are invested and earnings thereon are available to Ox-Bow in accordance with AIC's investment and spending policy.

13) ADVERTISING

The Organization expenses marketing costs as they are incurred. Direct marketing expense for the years ended December 31, 2012 and 2011 was \$ 44,299 and \$ 69,053, respectively.

14) COMMITMENTS AND CONTINGENCIES

Land use and interpretation of donor restrictions placed on contributions are reviewed periodically. At this time management does not foresee any potential liabilities arising from these issues.

The Organization has a commitment to enter into a building project to extend the roofing of the current Ceramics Studio area to cover the outdoor area of the studio and the kilns and wood storage currently exposed. As of December 31, 2012 no work on the project had taken place. It is expected to be completed in 2013 and be funded by one donor. Ox-Bow held \$ 5,000 in temporarily restricted contributions from this donor for the project at December 31, 2012. In March 2013, Ox-Bow received an Additional \$ 3,000 from same donor to fund this capital project. The expected total cost for project is approximately \$ 10,000.

15) RETIREMENT PLAN

The Organization has a 401(k) retirement plan. Eligible employees, with one year of service, may contribute to the plan with pre-tax salary deferrals. In addition, the Organization may make a discretionary contribution on behalf of the employees. For the years ended December 31, 2012 and 2011, Ox-Bow made employer contributions of \$ 13,636 and \$ 13,280, respectively. Retirement costs including administrative fees for this same period were \$ 14,566 and \$ 14,325, respectively.

OX-BOW
NOTES TO FINANCIAL STATEMENTS (CONTINUED)
DECEMBER 31, 2012 AND 2011

16) INVESTMENTS

The Organization carries investments in marketable securities with readily determinable fair values in the Statement of Financial Position. Unrealized gains and losses are included in the change in net assets in the accompanying Statement of Activities. Investments as of December 31, 2012 and 2011 are summarized as follows:

For the year ended December 31, 2012:

	<u>Cost</u>	<u>Fair Value</u>	<u>Carrying Value</u>
<u>Unrestricted:</u>			
Equity Securities	\$ 3,067	\$ 4,018	\$ 4,018
Fixed Income Securities	973	970	970
Cash Equivalents	308	308	308
Total Unrestricted	<u>4,348</u>	<u>5,296</u>	<u>5,296</u>
<u>Temporarily Restricted:</u>			
Equity Securities	626,637	736,126	736,126
Fixed Income Securities	392,629	391,359	391,358
Cash Equivalents	124,178	124,177	124,178
Total Temporarily Restricted	<u>1,143,444</u>	<u>1,251,662</u>	<u>1,251,662</u>
<u>Permanently Restricted:</u>			
Equity Securities	322,529	378,883	378,883
Fixed Income Securities	202,085	201,431	201,431
Cash Equivalents	63,914	63,914	63,914
Total Permanently Restricted	<u>588,528</u>	<u>644,228</u>	<u>644,228</u>
Grand Total	<u>\$ 1,736,320</u>	<u>\$ 1,901,186</u>	<u>\$ 1,901,186</u>

The following schedule summarizes the investment return and its classification in the statement of activities for the year ended December 31, 2012:

	<u>Unrestricted</u>	<u>Temporarily Restricted</u>	<u>Permanently Restricted</u>	<u>Total</u>
Interest and dividends	\$ 139	\$ 25,237	\$ 15,388	\$ 40,763
Realized gains	18	6,907	4,226	11,152
Unrealized gains/(losses)	941	63,189	37,667	101,797
Total investment return	<u>\$ 1,098</u>	<u>\$ 95,332</u>	<u>\$ 57,281</u>	<u>\$ 153,712</u>

Investment interest and dividends of \$ 40,673 from the schedule above plus bank interest totals \$ 41,069.

OX-BOW
NOTES TO FINANCIAL STATEMENTS (CONTINUED)
DECEMBER 31, 2012 AND 2011

16) INVESTMENTS (CONTINUED)

An annual total of \$ 18,540 in Investment Fees were deducted from the Organization's major Investment account and allocated along with other gains and losses among restricted and unrestricted funds in the account. Taking these fees into consideration, the Net investment returns in 2012 were \$ 1,041, \$ 83,847, and \$ 50,284 for Unrestricted, Temporarily Restricted, and Permanently Restricted, respectively.

For the year ended December 31, 2011:

	Cost	Fair Value	Carrying Value
<u>Unrestricted:</u>			
Equity Securities	\$ 6,721	\$ 7,268	\$ 7,268
Fixed Income Securities	4,439	4,438	4,438
Cash Equivalents	2,549	2,549	2,549
Total Unrestricted	<u>13,709</u>	<u>14,255</u>	<u>14,255</u>
<u>Temporarily Restricted:</u>			
Equity Securities	485,760	526,215	526,215
Fixed Income Securities	414,085	414,012	414,012
Cash Equivalents	237,798	237,798	237,798
Total Temporarily Restricted	<u>1,137,643</u>	<u>1,178,025</u>	<u>1,178,025</u>
<u>Permanently Restricted:</u>			
Equity Securities	265,648	287,772	287,772
Fixed Income Securities	226,451	226,411	226,411
Cash Equivalents	130,045	130,045	130,045
Total Permanently Restricted	<u>622,144</u>	<u>644,228</u>	<u>644,228</u>
Grand Total	<u>\$ 1,773,496</u>	<u>\$ 1,836,508</u>	<u>\$ 1,836,508</u>

The following schedule summarizes the investment return and its classification in the statement of activities for the year ended December 31, 2011:

	Unrestricted	Restricted	Restricted	Total
Interest and dividends	\$ 302	\$ 18,398	\$ 13,972	\$ 32,672
Realized gains	339	20,382	17,957	38,678
Unrealized gains (losses)	(1,010)	(56,760)	(34,674)	(92,444)
Total investment return	<u>\$ (369)</u>	<u>\$ (17,980)</u>	<u>\$ (2,745)</u>	<u>\$ (21,094)</u>

Investment interest and dividends of \$ 32,672 from the schedule above plus bank interest totals \$ 33,539.

OX-BOW
NOTES TO FINANCIAL STATEMENTS (CONTINUED)
DECEMBER 31, 2012 AND 2011

16) INVESTMENTS (CONTINUED)

An annual total of \$ 15,649 in Investment Fees were deducted from the Organization's major Investment account and allocated along with other gains and losses among restricted and unrestricted funds in the account. Taking these fees into consideration, the Net investment returns in 2011 were \$ (467), \$ (26,714), and \$ (9,532) for Unrestricted, Temporarily Restricted, and Permanently Restricted, respectively.

17) FAIR VALUE OF FINANCIAL INSTRUMENTS

Financial Instruments

The following methods and assumptions were used by the Organization in estimating its fair value disclosures for financial instruments:

- Cash and cash equivalents: The carrying amounts reported in the statement of financial position represent fair values. These instruments have short maturities.
- Short-term and endowment investments: The fair values of investments are based on quoted market prices for those or similar investments.

The estimated fair values of the Organization's financial instruments for the year ended December 31, 2012 are as follows:

	Cost <u>12/31/2012</u>	Value <u>12/31/2012</u>	Value <u>12/31/2012</u>
Financial Assets:			
Greenleaf Trust:			
Equity Investments	\$ 950,719	\$ 1,116,834	\$ 1,116,834
Fixed Income	595,688	593,760	593,760
Cash & Cash Equivalents	188,399	188,399	188,399
 Mellon Investors:			
Equity Investments	<u>1,514</u>	<u>2,193</u>	<u>2,193</u>
 Totals	<u><u>\$ 1,736,320</u></u>	<u><u>\$ 1,901,186</u></u>	<u><u>\$ 1,901,186</u></u>

OX-BOW
NOTES TO FINANCIAL STATEMENTS (CONTINUED)
DECEMBER 31, 2012 AND 2011

17) FAIR VALUE OF FINANCIAL INSTRUMENTS (CONTINUED)

The estimated fair values of the Organization's financial instruments for the year ended December 31, 2011 are as follows:

	Cost	Fair Market	Carrying
	12/31/2011	Value	Value
<u>Financial Assets:</u>	<u>12/31/2011</u>	<u>12/31/2011</u>	<u>12/31/2011</u>
Greenleaf Trust:			
Equity Investments	\$ 756,615	\$ 819,628	\$ 819,628
Fixed Income	594,975	594,861	594,861
Certificate of Deposit	50,000	50,000	50,000
Cash & Cash Equivalents	370,392	370,392	370,392
Mellon Investors:			
Equity Investments	<u>1,514</u>	<u>1,627</u>	<u>1,627</u>
Totals	<u>\$ 1,773,496</u>	<u>\$ 1,836,508</u>	<u>\$ 1,836,508</u>

Fair Value Measurements

In accordance with authoritative guidance on fair value measurements and disclosures under generally accepted accounting principles (GAAP), Ox-Bow discloses the fair value of its investments in a hierarchy that prioritizes the inputs to valuation techniques used to measure fair value. The hierarchy gives the highest priority to unadjusted quoted prices in active markets for identical assets or liabilities (level 1 measurements) and lowest priority to unobservable inputs (level 3 measurements). The three levels of the fair value hierarchy are as follows:

Level 1 – inputs are quoted prices (unadjusted) in active markets for identical investments that Ox-Bow has the ability to access at the measurement date.

Level 2 – quoted prices in markets that are not considered to be active or financial instruments for which all significant inputs are observable, either directly or indirectly.

Level 3 – significant unobservable inputs which may include an organization's own assumptions in determining fair value.

The table on the following page presents Ox-Bow's fair value hierarchy for the financial assets measured at fair value on a recurring basis:

OX-BOW
NOTES TO FINANCIAL STATEMENTS (CONTINUED)
DECEMBER 31, 2012 AND 2011

17) FAIR VALUE OF FINANCIAL INSTRUMENTS (CONTINUED)

Fair Value Measurements at December 31, 2012 using:

	Fair Value	Quoted Prices In Active Markets For Identical Assets (Level 1)
Cash and cash equivalents	\$ 188,399	\$ 188,399
Short-term investments	2,193	2,193
Long-term investments	1,710,594	1,710,594

Fair Value Measurements at December 31, 2011 using:

	Fair Value	Quoted Prices In Active Markets For Identical Assets (Level 1)
Cash and cash equivalents	\$ 370,392	\$ 370,392
Short-term investments	1,627	1,627
Long-term investments	1,464,489	1,464,489

18) PERMANENTLY RESTRICTED NET ASSETS & ENDOWMENT

Permanently restricted net assets consist of one endowed fund that originated from a restricted donation. With the adoption of UPMIFA, the amount reported as permanently restricted endowed net assets were adjusted as of December 31, 2009 to fair value and the net investment returns on the underlying invested assets were subsequently reflected in temporarily restricted net assets.

Return Objectives and Risk Parameters of Endowed Funds

The primary investment objective for the endowed funds is to provide for long-term growth of principal without undue exposure to risk. Therefore, the primary focus is on long-term capital appreciation and income generation is a secondary concern.

Strategies Employed for Achieving Objectives

Ox-Bow utilizes a diversified asset allocation strategy that places a greater emphasis on equity-based investments to achieve its investment objectives.

OX-BOW
NOTES TO FINANCIAL STATEMENTS (CONTINUED)
DECEMBER 31, 2012 AND 2011

18) PERMANENTLY RESTRICTED NET ASSETS & ENDOWMENT (CONTINUED)

Management and the Finance Committee Chair understand that UPMIFA is in place and that the Organization needs to be in compliance with its requirements and guidelines. The Organization believes that they fall within these guidelines based on the key factors that inform the spending policy and the percentage allowed by the spending policy. Ox-Bow's spending policy states that the Organization may spend up to five percent of its endowment funds average fair market value based on the previous four quarters. This is two percentage points lower than the threshold of seven percent established by UPMIFA. Additionally, while Ox-Bow's spending policy allows for spending into the historical dollar value of a particular fund, Ox-Bow's finance committee and Board manage funds, so that funds maintain the support of the Organization. Moreover, Ox-Bow's guiding principle when dealing with donor designated funds is to follow donor intent. While many donors use the term endowment, Ox-Bow understands that their desire is for immediate distributions to be made per their designation. The key factors used in evaluating the spending and distribution of any particular gift include:

- The mission of the Organization
- The purpose of the fund as defined by the donor
- General economic conditions
- The need of potential students and campus requirements
- The expected total return from income and appreciation of investments
- Other resources of the Organization
- The investment policy

In cases where Ox-Bow designates donor restricted funds to function as endowments, they are classified as temporarily restricted net assets, and in cases where a donor refers to their contribution as an endowment, but in accordance with Ox-Bow's spending policy agrees that it may fall below the historical gift value, it is classified as temporarily restricted.

The Board, in interpreting the intent of the endowment gift from Metternich, determined that distributions in any year are limited to the sum of the fund's net earnings on investments plus net capital gains for the year. Up to 50% of the fund distributions in a given fiscal year may be applied to maintenance and improvements of Ox-Bow's Saugatuck, Michigan campus. The balance of that year's distributions are applied to scholarships, grants, and other financial assistance to students and artists participating in Ox-Bow's educational programs as Ox-Bow's governing Board shall choose in its sole discretion. The gift from Metternich is classified as permanently restricted and presented at Fair Market Value per adoption of UPMIFA.

OX-BOW
NOTES TO FINANCIAL STATEMENTS (CONTINUED)
DECEMBER 31, 2012 AND 2011

18) PERMANENTLY RESTRICTED NET ASSETS & ENDOWMENT (CONTINUED)

Endowment Net Asset Composition by Type of Fund at December 31, 2012

	Unrestricted	Temporarily Restricted	Permanently Restricted	Total
Donor-Restricted for Purpose and Principal Restriction Endowment	\$ -	\$ -	\$ 644,228	\$ 644,228
Donor-Restricted for Purpose and as Term Endowment	-	1,210,598	-	1,210,598
Donor-Restricted for Purpose and Board Designated as Term Endowment	-	41,615	-	41,615
Board Designated as Endowment from Unrestricted	-	-	-	-
Total Funds	<u>\$ -</u>	<u>\$ 1,252,213</u>	<u>\$ 644,228</u>	<u>\$ 1,896,441</u>

Endowment Net Asset Composition by Type of Fund at December 31, 2011

Donor-Restricted for Purpose and Principal Restriction Endowment	\$ -	\$ -	\$ 644,228	\$ 644,228
Donor-Restricted for Purpose and as Term Endowment	-	1,116,629	-	1,116,629
Donor-Restricted for Purpose and Board Designated as Term Endowment	-	41,143	-	41,143
Board-Designated as Endowment from Unrestricted	-	-	-	-
Total Funds	<u>\$ -</u>	<u>\$ 1,157,772</u>	<u>\$ 644,228</u>	<u>\$ 1,802,000</u>

OX-BOW
NOTES TO FINANCIAL STATEMENTS (CONTINUED)
DECEMBER 31, 2012 AND 2011

18) PERMANENTLY RESTRICTED NET ASSETS & ENDOWMENT (CONTINUED)

Changes In Endowment Net Assets for the Year Ended December 31, 2012

	Unrestricted	Temporarily Restricted	Permanently Restricted	Total
Endowment Net Assets, 1/1/12	\$ -	\$ 1,157,772	\$ 644,228	\$ 1,802,000
Net Investment Return				
On Endowed Net Assets	-	83,267	50,284	133,550
Appropriations of Endowed Assets				
Limited To Fund Earnings	-	50,284	(50,284)	-
Appropriation for Purpose	-	(39,110)	-	(39,110)
Contributions	-	-	-	-
Adjustment and Transfers	-	-	-	-
Total Endowed Net Assets at 12/31/12	\$ -	\$ 1,252,212	\$ 644,228	\$ 1,896,441

Changes In Endowment Net Assets for the Year Ended December 31, 2011

	Unrestricted	Temporarily Restricted	Permanently Restricted	Total
Endowment Net Assets, 1/1/11	\$ -	\$ 738,283	\$ 644,228	\$ 1,382,511
Net Investment Return				
On Endowed Net Assets	-	(26,507)	(9,532)	(36,039)
Appropriations of Endowed Assets				
Limited To Fund Earnings	-	(9,532)	9,532	-
Appropriation for Purpose	-	(44,472)	-	(44,472)
Contributions	-	500,000	-	500,000
Total Endowed Net Assets at 12/31/11	\$ -	\$ 1,157,772	\$ 644,228	\$ 1,802,000

OX-BOW
NOTES TO FINANCIAL STATEMENTS (CONTINUED)
DECEMBER 31, 2012 AND 2011

19) LONG-TERM DEBT

Long-term debt consisted of the following at December 31:

Note payable to the Bank of Holland, with monthly payments of interest only, at 5.5%, and semi-annual principal payments of \$ 37,500. Payments were first required on July 10, 2011. A total of \$ 37,500 was paid on the principal during 2011. The note matured and then was refinanced on January 10, 2012 for \$ 574,889 at an interest rate of 4.25%.

	<u>2012</u>	<u>2011</u>
Total at December 31,	\$ 537,389	\$ 612,389
Less Current Portion	<u>(537,389)</u>	<u>(75,000)</u>
Long-term Debt, net of current portion	<u>\$ 0</u>	<u>\$ 537,389</u>

Maturities of long-term debt as calculated at December 31, 2012 are as follows:

<u>December 31,</u>	
2013	\$ 537,389
2014	-
2015	-
2016	-
2017	-
Thereafter	-

In March 2013 the note was restructured. Monthly payments of principal and interest began in April 2013 at \$ 4,034 per month. The principal balance at time of restructure was \$ 499,899. An additional \$ 25,000 was added to the note and the interest rate increased to 4.5%.

20) LINE OF CREDIT

The Organization had available a \$ 50,000 unsecured bank line of credit with an interest rate of 4.50% until August 24, 2011 when the line of credit was increase to \$ 100,000. The balance owed was \$ 90,000 at December 31, 2011. The balance owed was \$ 0 at December 31, 2012.

Interest expense on the line of credit was \$ 2,126 and \$ 500 for the years ended December 31, 2012 and 2011, respectively.

OX-BOW
NOTES TO FINANCIAL STATEMENTS (CONTINUED)
DECEMBER 31, 2012 AND 2011

21) OPERATING AND CAPITAL LEASES

The Organization had an operating lease on a vehicle in the amount of \$ 655 per month that was scheduled to run until January of 2012. That lease was terminated early before the end of 2011 and all termination fees were paid or accrued as lease expense in 2011. The organization entered into a new lease on a different vehicle in October 2011. The monthly payments were \$ 671 per month and scheduled to run until October 2014. On October 1, 2012, when the total amount due for contractual payoff of the lease was \$ 36,892, Ox-Bow exchanged the vehicle and paid \$ 2,892 to a dealership to assume the non-cancelable operating lease. The total lease expense for 2012 and 2011 was \$ 8,935 and \$ 9,459, respectively. At December 31, 2012 Ox-Bow has no liability on non-cancelable operating leases.

The Organization has a capital lease agreement for a credit card machine that had an initial fair market value of \$ 984. The agreement requires 48 monthly installments of \$ 44. At December 31, 2012, future minimum lease payments under the capital lease were as follows:

2013	\$ 528
2014	418
2015	-
2016	-
2017	-
Total	<u>946</u>
Less: Amount representing interest	<u>(314)</u>
Present value of future minimum	
lease payments	632
Less: Current portion	<u>(288)</u>
Long-term portion	<u><u>\$ 344</u></u>

Lease amortization expense for the years ended December 31, 2012 and 2011 was \$ 246 and \$ 246, respectively.

22) SUBSEQUENT EVENTS

The Organization has evaluated all subsequent events through April 30, 2013, the date the financial statements were available to be issued.

OX-BOW
NOTES TO FINANCIAL STATEMENTS (CONTINUED)
DECEMBER 31, 2012 AND 2011

23) UNCERTAIN TAX POSITIONS

The Organization evaluates its uncertain tax positions using the provisions of FASB Accounting Standards Codification 450, *Contingencies* (formerly Statement of Financial Accounting Standards No. 5, *Accounting for Contingencies*). Accordingly, a loss contingency is recognized when it is probable that a liability has been incurred as of the date of the financial statements and the amount of the loss can be reasonably estimated. The amount recognized is subject to estimate and management judgment with respect to the likely outcome of each uncertain tax position. The amount that is ultimately sustained for an individual uncertain tax position or for all uncertain tax positions in the aggregate could differ from the amount recognized. The Organization continually evaluates expiring statutes of limitations, audits, proposed settlements, changes in tax law and new authoritative rulings. No loss contingency has been recognized in these financial statements.

24) ADJUSTMENTS AND TRANSFERS WITH NET ASSETS

Upon adoption of the Uniform Prudent Management of Institutional Funds Act (UPMIFA) on September 10, 2009, the Organization began to reflect prior year declines in the fair value of endowed assets in the restricted net assets accounts. They also reclassified certain restricted net assets based on management's interpretation of the law. The adjustments and transfers are reflected in footnote 18. For additional information on the adoption of UPMIFA see Note 2.

25) LAND DONATED FOR SALE

Ox-Bow received a donation of land located in Douglas, Michigan in April, 2010. The land was valued by Ox-Bow at the proposed realtor listing price of \$ 535,800. In 2012, one parcel of the total donated land that had been carried at \$ 99,900, was sold for \$ 80,000. After realtor commissions, title, closing fees, and transfer taxes were deducted, the Organization received \$ 72,774 on this sale.

An independent appraisal of the remaining parcel of contributed land held for sale was conducted in 2012. When results of that appraisal were evaluated the Organization's Board of Directors voted to reduce the value of the property and its listing price down to fair market value of \$ 245,000. The real estate had been carried at \$ 435,900.

Since real estate values are typically subject to market fluctuations, the actual selling price may differ from this estimate. The factors used to determine this estimate have been evaluated by management and the valuation has been determined to be materially accurate as of December 31, 2012.

OX-BOW
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26) FUNDRAISING ACTIVITIES

Ox-Bow holds two large auction style fundraisers and a few smaller auctions during the year. Items auctioned off consist of donated art and dinner parties. Total benefit proceeds include both ticket and auction sales.

For the year-ended December 31, 2012 and 2011, benefit revenues and expenses were as follows:

	2012	2011
Benefit Proceeds	\$ 180,861	\$ 215,969
Cost of Benefit	(107,083)	(108,649)
Benefits, Net	<u>\$ 73,778</u>	<u>\$ 107,320</u>

Ox-Bow records the proceeds from the sale of donated items as auction sales. However, they do not record as revenue the fair market value of donated fundraiser inventory that is subsequently sold at one of the auctions. Had the donated inventory items been recorded as a contribution when received and later as a cost of goods sold, then both benefit proceeds and cost of the benefit would have been higher by approximately \$ 97,074 for 2012 and \$ 107,709 for 2011.

27) OX-SHOP, CAMPUS STORE

Store sales and expenses were as follows for the year ended December 31, 2012 and 2011.

	2012	2011
Sales	\$ 2,893	\$ 3,753
Cost of Goods Sold	(2,213)	(3,263)
Gross Profit	<u>\$ 680</u>	<u>\$ 490</u>

The Ox-Shop on campus exists primarily for the convenience of students who wish to purchase art supplies for their use on campus. Any gross profit generated is only meant to finance future inventory purchases or subsidize staffing expenses. The shop is not run to generate a net profit.

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28) RECLASSIFICATION

Certain amounts shown on the financial statements for December 31, 2011 have been reclassified to conform with the December 31, 2012 presentation in order to provide a more meaningful basis for comparison.