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Return of Organization Exempt From Income Tax

OMB No 1545-0047
2012
Open to Public Inspection

Department of the Treasury
Internal Revenue Service

Under section 501(c), 527, or 4947(a)(1) of the Internal Revenue Code (except black lung benefit trust or private foundation)

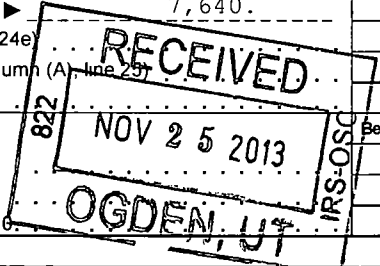
The organization may have to use a copy of this return to satisfy state reporting requirements

A For the 2012 calendar year, or tax year beginning 07/01, 2012, and ending 06/30, 2013

B Check if applicable: <input type="checkbox"/> Address change <input type="checkbox"/> Name change <input type="checkbox"/> Initial return <input type="checkbox"/> Terminated <input type="checkbox"/> Amended return <input type="checkbox"/> Application pending	C Name of organization FORWARD ARTS FOUNDATION, INC.			D Employer identification number 58-6048113	
	Doing Business As				
	Number and street (or P O box if mail is not delivered to street address) 3130 SLATON DRIVE, NW			Room/suite	
	City, town or post office, state, and ZIP code ATLANTA, GA 30305				
	F Name and address of principal officer ELEANOR K. RATCHFORD 3130 SLATON DRIVE, N.W. ATLANTA, GA 30305			E Telephone number (404) 261-0636	
I Tax-exempt status <input checked="" type="checkbox"/> 501(c)(3) <input type="checkbox"/> 501(c) () ◀ (insert no) <input type="checkbox"/> 4947(a)(1) or <input type="checkbox"/> 527			G Gross receipts \$ 2,593,397.		
J Website ▶ HTTP://WWW.SWANCOACHHOUSE.COM/			H(a) Is this a group return for affiliates? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No H(b) Are all affiliates included? <input type="checkbox"/> Yes <input type="checkbox"/> No If "No," attach a list (see instructions)		
K Form of organization <input checked="" type="checkbox"/> Corporation <input type="checkbox"/> Trust <input type="checkbox"/> Association <input type="checkbox"/> Other ▶			L Year of formation 1965 M State of legal domicile GA		

Part I Summary

Activities & Governance	1 Briefly describe the organization's mission or most significant activities THE FORWARD ARTS FOUNDATION PROVIDES SIGNIFICANT SUPPORT TO THE VISUAL ARTS IN THE ATLANTA AREA.					
	2 Check this box <input type="checkbox"/> if the organization discontinued its operations or disposed of more than 25% of its net assets					
	3 Number of voting members of the governing body (Part VI, line 1a)	3	32.			
	4 Number of independent voting members of the governing body (Part VI, line 1b)	4	32.			
	5 Total number of individuals employed in calendar year 2012 (Part V, line 2a)	5	55.			
	6 Total number of volunteers (estimate if necessary)	6	189.			
	7a Total unrelated business revenue from Part VIII, column (C), line 12	7a	1,189,913.			
	b Net unrelated business taxable income from Form 990-T, line 34	7b	23,073.			
	Revenue	8 Contributions and grants (Part VIII, line 1h)	Prior Year	729,308.	Current Year	537,840.
		9 Program service revenue (Part VIII, line 2g)		0		0
10 Investment income (Part VIII, column (A), lines 3, 4, and 7d)			3,241.		2,733.	
11 Other revenue (Part VIII, column (A), lines 5, 6d, 8c, 9c, 10c, and 11e)			1,114,635.		1,165,857.	
12 Total revenue - add lines 8 through 11 (must equal Part VIII, column (A), line 12)			1,847,184.		1,706,430.	
Expenses	13 Grants and similar amounts paid (Part IX, column (A), lines 1-3)		293,100.		174,500.	
	14 Benefits paid to or for members (Part IX, column (A), line 4)		0		0	
	15 Salaries, other compensation, employee benefits (Part IX, column (A), lines 5-10)		633,697.		665,291.	
	16a Professional fundraising fees (Part IX, column (A), line 11e)		0		0	
	b Total fundraising expenses (Part IX, column (D), line 25) ▶		7,640.			
17 Other expenses (Part IX, column (A), lines 11a-11d, 11f-24e)		730,326.		792,223.		
18 Total expenses Add lines 13-17 (must equal Part IX, column (A), line 25)		1,657,123.		1,632,014.		
19 Revenue less expenses Subtract line 18 from line 12		190,061.		74,416.		
Net Assets or Fund Balances	20 Total assets (Part X, line 16)	Beginning of Current Year	3,788,036.	End of Year	3,855,942.	
	21 Total liabilities (Part X, line 26)		111,757.		105,247.	
	22 Net assets or fund balances Subtract line 21 from line 20		3,676,279.		3,750,695.	



Part II Signature Block

Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete Declaration of preparer (other than officer) is based on all information of which preparer has any knowledge

Sign Here

Signature of officer: *Eleanor K. Ratchford* Date: _____

Type or print name and title: Eleanor K. Ratchford, Treasurer 11/15/13

Paid Preparer Use Only

Print/Type preparer's name: DEBBIE R TORRANCE Preparer's signature: *Debbie R. Torrance* Date: NOV 14 2013 Check if self-employed PTIN: P00174607

Firm's name ▶ SMITH & HOWARD, P.C. Firm's EIN ▶ 58-1250486

Firm's address ▶ 171 17TH STREET, SUITE 900 ATLANTA, GA 30363 Phone no 404-874-6244

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

For Paperwork Reduction Act Notice, see the separate instructions Form **990** (2012)

SCANNED JAN 02 2014

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

SINCE ITS FOUNDING, THE FORWARD ARTS FOUNDATION HAS PROVIDED SIGNIFICANT SUPPORT TO THE VISUAL ARTS. LEADERSHIP GRANTS FOR ART EXHIBITIONS, DONATIONS FOR SPECIFIC ACQUISITIONS AND FUNDING OF SCHOLARSHIPS FOR ARTISTS ARE AMONG THE FOUNDATION'S GIFTS.

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

Yes No

If "Yes," describe these new services on Schedule O

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

Yes No

If "Yes," describe these changes on Schedule O

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

4a (Code 722100) (Expenses \$ 824,733 including grants of \$) (Revenue \$ 1,115,782)

RESTAURANT FOR VISITORS OF THE GALLERY AND GIFT SHOP. THE RESTAURANT SUPPORTS THE ARTS BY ATTRACTING VISITORS AND BRINGING ATTENTION TO THE GALLERY. RESTAURANT IS ALSO CONVENIENT FOR GALLERY VISITORS.

4b (Code 453220) (Expenses \$ 220,252 including grants of \$) (Revenue \$ 641,318)

GIFT SHOP OPERATED FOR VISITORS OF THE GALLERY. SALE OF SOUVENIERS RELATED TO THE ARTWORK SHOWN IN THE GALLERY CREATES INTEREST IN THE COLLECTIONS SHOWN, THEREBY PROMOTING THE ARTS.

4c (Code 713990) (Expenses \$ 320,766 including grants of \$ 175,500) (Revenue \$ 86,450)

GALLERY OPERATED TO SHOW AND SELL ARTWORK. THE PRIMARY PURPOSE OF FORWARD ARTS IS FURTHERING THE ARTS. THE GALLERY DIRECTLY SUPPORTS THE ARTS BY SHOWING AND SELLING ARTWORK.

4d Other program services (Describe in Schedule O)

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

4e Total program service expenses 1,365,751.

Part IV Checklist of Required Schedules

Table with 3 columns: Question, Yes, No. Rows 1-20b detailing various organizational requirements and their fulfillment status.

Part IV Checklist of Required Schedules (continued)

		Yes	No
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>	X	
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>	X	
23	Did the organization answer "Yes" to Part VII, Section A, line 3, 4, or 5 about compensation of the organization's current and former officers, directors, trustees, key employees, and highest compensated employees? <i>If "Yes," complete Schedule J.</i>		X
24 a	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>		X
b	Did the organization invest any proceeds of tax-exempt bonds beyond a temporary period exception?		
c	Did the organization maintain an escrow account other than a refunding escrow at any time during the year to defease any tax-exempt bonds?		
d	Did the organization act as an "on behalf of" issuer for bonds outstanding at any time during the year?		
25 a	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>		X
b	Is the organization aware that it engaged in an excess benefit transaction with a disqualified person in a prior year, and that the transaction has not been reported on any of the organization's prior Forms 990 or 990-EZ? <i>If "Yes," complete Schedule L, Part I.</i>		X
26	Was a loan to or by a current or former officer, director, trustee, key employee, highly 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>		X
27	Did the organization provide a grant or other assistance to an officer, director, trustee, key employee, substantial contributor or employee thereof, a grant selection committee member, or to a 35% controlled entity or family member of any of these persons? <i>If "Yes," complete Schedule L, Part III.</i>		X
28	Was the organization a party to a business transaction with one of the following parties (see Schedule L, Part IV instructions for applicable filing thresholds, conditions, and exceptions)		
a	A current or former officer, director, trustee, or key employee? <i>If "Yes," complete Schedule L, Part IV.</i>		X
b	A family member of a current or former officer, director, trustee, or key employee? <i>If "Yes," complete Schedule L, Part IV.</i>		X
c	An entity of which a current or former officer, director, trustee, or key employee (or a family member thereof) was an officer, director, trustee, or direct or indirect owner? <i>If "Yes," complete Schedule L, Part IV.</i>		X
29	Did the organization receive more than \$25,000 in non-cash contributions? <i>If "Yes," complete Schedule M.</i>	X	
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>		X
31	Did the organization liquidate, terminate, or dissolve and cease operations? <i>If "Yes," complete Schedule N, Part I.</i>		X
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>		X
33	Did the organization own 100% of an entity disregarded as separate from the organization under Regulations sections 301.7701-2 and 301.7701-3? <i>If "Yes," complete Schedule R, Part I.</i>		X
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>		X
35 a	Did the organization have a controlled entity within the meaning of section 512(b)(13)?		X
b	If "Yes" to line 35a, did the organization receive any payment from or engage in any transaction with a controlled entity within the meaning of section 512(b)(13)? <i>If "Yes," complete Schedule R, Part V, line 2.</i>		
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>		X
37	Did the organization conduct more than 5% of its activities through an entity that is not a related organization and that is treated as a partnership for federal income tax purposes? <i>If "Yes," complete Schedule R, Part VI.</i>		X
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.	X	

Part V Statements Regarding Other IRS Filings and Tax Compliance

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

Table with columns for question number, description, and Yes/No checkboxes. Includes questions 1a through 14b regarding IRS filings and tax compliance.

Part VI Governance, Management, and Disclosure For each "Yes" response to lines 2 through 7b below, and for a "No" response to line 8a, 8b, or 10b below, describe the circumstances, processes, or changes in Schedule O See instructions Check if Schedule O contains a response to any question in this Part VI. [X]

Section A. Governing Body and Management

Table with 3 columns: Question, Yes, No. Rows include: 1a Enter the number of voting members of the governing body at the end of the tax year; 1b If there are material differences in voting rights among members of the governing body; 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?; 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?; 4 Did the organization make any significant changes to its governing documents since the prior Form 990 was filed?; 5 Did the organization become aware during the year of a significant diversion of the organization's assets?; 6 Did the organization have members or stockholders?; 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?; 7b Are any governance decisions of the organization reserved to (or subject to approval by) members, stockholders, or persons other than the governing body?; 8 Did the organization contemporaneously document the meetings held or written actions undertaken during the year by the following; 8a The governing body?; 8b Each committee with authority to act on behalf of the governing body?; 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.

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

Table with 3 columns: Question, Yes, No. Rows include: 10a Did the organization have local chapters, branches, or affiliates?; 10b 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?; 11a Has the organization provided a complete copy of this Form 990 to all members of its governing body before filing the form?; 11b 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; 12b Were officers, directors, or trustees, and key employees required to disclose annually interests that could give rise to conflicts?; 12c Did the organization regularly and consistently monitor and enforce compliance with the policy? If "Yes," describe in Schedule O how this was done; 13 Did the organization have a written whistleblower policy?; 14 Did the organization have a written document retention and destruction policy?; 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?; 15a The organization's CEO, Executive Director, or top management official; 15b Other officers or key employees of the organization; 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?; 16b If "Yes," did the organization follow a written policy or procedure requiring the organization to evaluate its participation in joint venture arrangements under applicable federal tax law, and take steps to safeguard the organization's exempt status with respect to such arrangements?

Section C. Disclosure

- 17 List the states with which a copy of this Form 990 is required to be filed GA,
18 Section 6104 requires an organization to make its Forms 1023 (or 1024 if applicable), 990, and 990-T (Section 501(c)(3)s only) available for public inspection Indicate how you made these available Check all that apply
[] Own website [] Another's website [X] Upon request [] Other (explain in Schedule O)
19 Describe in Schedule O whether (and if so, how), the organization made its governing documents, conflict of interest policy, and financial statements available to the public during the tax year
20 State the name, physical address, and telephone number of the person who possesses the books and records of the organization ELEANOR K RATCHFORD 3130 SLATON DRIVE, N W ATLANTA, GA 30305 (404) 261-9855

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, and highest compensated employees who received more than \$100,000 of reportable compensation from the organization and any related organizations
- List all of the organization's former directors or trustees that received, in the capacity as a former director or trustee of the organization, more than \$10,000 of reportable compensation from the organization and any related organizations

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

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

(A) Name and Title	(B) Average hours per week (list any hours for related organizations below 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) MRS. WILLIAM B. ASTROP BOARD MEMBER	1.00	X					0	0	0	
(2) MRS. BEAUMONT ALLEN BOARD MEMBER	1.00	X					0	0	0	
(3) MRS. GUS J. BENNETT BOARD MEMBER	1.00	X					0	0	0	
(4) MRS. DAMERON BLACK, III BOARD MEMBER	1.00	X					0	0	0	
(5) MS. JEAN FOSTER CALDWELL BOARD MEMBER	1.00	X					0	0	0	
(6) MRS. WILLIAM LAFAYETTE BEERY I BOARD MEMBER	1.00	X					0	0	0	
(7) THE HONORABLE ANNE COX CHAMBER BOARD MEMBER	1.00	X					0	0	0	
(8) MRS. THOMAS C. CHUBB BOARD MEMBER	1.00	X					0	0	0	
(9) MRS. JAMES K. CHRISTIANS BOARD MEMBER	1.00	X					0	0	0	
(10) MRS. EDWARD S. CROFT III BOARD MEMBER	1.00	X					0	0	0	
(11) MRS. ROBERT G. EDGE BOARD MEMBER	1.00	X					0	0	0	
(12) MRS. ROBERT GLENN BOARD MEMBER	1.00	X					0	0	0	
(13) MRS. EVERETTE DOFFERMYRE BOARD MEMBER	1.00	X					0	0	0	
(14) MRS. W. BARRETT HOWELL BOARD MEMBER	1.00	X					0	0	0	

Part VII Section A. Officers, Directors, Trustees, Key Employees, and Highest Compensated Employees (continued)

(A) Name and title	(B) Average hours per week (list any hours for related organizations below 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			
(15) MRS. CARL W. KNOBLOCH BOARD MEMBER	1.00	X					0	0	0	
(16) MRS. J. HICKS LANIER II BOARD MEMBER	1.00	X					0	0	0	
(17) MRS. BERNARD GRAY BOARD MEMBER	1.00	X					0	0	0	
(18) MRS. WILLIAM C. RAWSON BOARD MEMBER	1.00	X					0	0	0	
(19) MRS. H. ENGLISH ROBINSON, JR. BOARD MEMBER	1.00	X					0	0	0	
(20) MRS. TOM GREENE BOARD MEMBER	1.00	X					0	0	0	
(21) MRS. REBECCA SMITH BOARD MEMBER	1.00	X					0	0	0	
(22) MRS. LAURA SPEARMAN BOARD MEMBER	1.00	X					0	0	0	
(23) MRS. MASON W. STEPHENSON BOARD MEMBER	1.00	X					0	0	0	
(24) MRS. JEFFREY M. HEHIR BOARD MEMBER	1.00	X					0	0	0	
(25) MRS. EUGENE P. HOOFF BOARD MEMBER	1.00	X					0	0	0	
1b Sub-total							0	0	0	
c Total from continuation sheets to Part VII, Section A							52,808.	0	0	
d Total (add lines 1b and 1c)							52,808.	0	0	

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 **0**

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

Section B. Independent Contractors

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

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

2 Total number of independent contractors (including but not limited to those listed above) who received more than \$100,000 in compensation from the organization **0**

Part VII Section A. Officers, Directors, Trustees, Key Employees, and Highest Compensated Employees (continued)

(A) Name and title	(B) Average hours per week (list any hours for related organizations below 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			
(26) MRS. REBECCA D. WARNER BOARD MEMBER	1.00	X						0	0	0
(27) MRS. J. REESE LANIER, JR. BOARD MEMBER	1.00	X						0	0	0
(28) MRS. RICHARD B. MORGAN BOARD MEMBER	1.00	X						0	0	0
(29) MRS. BARTOW MORGAN, JR. BOARD MEMBER	1.00	X						0	0	0
(30) MRS. MCKEE NUNNALLY, JR. BOARD MEMBER	1.00	X						0	0	0
(31) MRS. MARK C. WEST BOARD MEMEBER	1.00	X						0	0	0
(32) MRS. W. SPALDING WHITE, JR. BOARD MEMBER	1.00	X						0	0	0
(33) MS. FLORENCE HOLMES EXECUTIVE DIRECTOR	40.00			X				52,808.	0	0
1b Sub-total										
c Total from continuation sheets to Part VII, Section A										
d Total (add lines 1b and 1c)										

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 ▶ 0

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

Section B. Independent Contractors

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

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

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

Part VIII Statement of Revenue

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

X

				(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	108,500				
	c Fundraising events	1c	294,389				
	d Related organizations	1d					
	e Government grants (contributions) . .	1e					
	f All other contributions, gifts, grants, and similar amounts not included above . .	1f	134,951				
	g Noncash contributions included in lines 1a-1f \$		140,598				
	h Total. Add lines 1a-1f			537,840			
Program Service Revenue	Business Code						
	2a _____						
	b _____						
	c _____						
	d _____						
	e _____						
	f All other program service revenue						
	g Total. Add lines 2a-2f			0			
Other Revenue	3 Investment income (including dividends, interest, and other similar amounts). ATTACHMENT 1			2,733			2,733
	4 Income from investment of tax-exempt bond proceeds			0			
	5 Royalties			0			
		(i) Real	(ii) Personal				
	6a Gross rents	89,841					
	b Less rental expenses						
	c Rental income or (loss)	89,841					
	d Net rental income or (loss)			89,841		89,841	
		(i) Securities	(ii) Other				
	7a Gross amount from sales of assets other than inventory						
	b Less cost or other basis and sales expenses						
	c Gain or (loss)						
	d Net gain or (loss)			0			
	8a Gross income from fundraising events (not including \$ 298,064 of contributions reported on line 1c) See Part IV, line 18		ATCH 2				
	a	192,700					
	b Less direct expenses	257,853					
	c Net income or (loss) from fundraising events		ATCH 3	-65,153			
	9a Gross income from gaming activities See Part IV, line 19						
a							
b Less direct expenses							
c Net income or (loss) from gaming activities			0				
10a Gross sales of inventory, less returns and allowances							
a	1,753,709						
b Less cost of goods sold	629,114	ATCH 4					
c Net income or (loss) from sales of inventory			1,124,595		1,084,603	39,992	
Miscellaneous Revenue			Business Code				
11a MISCELLANEOUS	722100		16,574		15,469	1,105	
b _____							
c _____							
d All other revenue							
e Total. Add lines 11a-11d			16,574				
12 Total revenue. See instructions			1,706,430		1,189,913	43,830	

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 X

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	156,500.	156,500.		
2 Grants and other assistance to individuals in the United States See Part IV, line 22	18,000.	18,000.		
3 Grants and other assistance to governments, organizations, and individuals outside the United States See Part IV, lines 15 and 16	0			
4 Benefits paid to or for members	0			
5 Compensation of current officers, directors, trustees, and key employees ATCH. 5	53,230.	34,863.	10,727.	7,640.
6 Compensation not included above, to disqualified persons (as defined under section 4958(f)(1)) and persons described in section 4958(c)(3)(B)	0			
7 Other salaries and wages	554,387.	510,802.	43,585.	
8 Pension plan accruals and contributions (include section 401(k) and 403(b) employer contributions)	0			
9 Other employee benefits	0			
10 Payroll taxes	57,674.	53,037.	4,637.	
11 Fees for services (non-employees)				
a Management	0			
b Legal	0			
c Accounting	26,200.	14,014.	12,186.	
d Lobbying	0			
e Professional fundraising services See Part IV, line 17	0			
f Investment management fees	0			
g Other (If line 11g amount exceeds 10% of line 25, column (A) amount list line 11g expenses on Schedule O)	13,163.	11,963.	1,200.	
12 Advertising and promotion	22,116.	22,116.		
13 Office expenses	163,121.	149,465.	13,656.	
14 Information technology	0			
15 Royalties	0			
16 Occupancy	243,873.	241,762.	2,111.	
17 Travel	0			
18 Payments of travel or entertainment expenses for any federal, state, or local public officials	0			
19 Conferences, conventions, and meetings	57,915.	1,538.	56,377.	
20 Interest	0			
21 Payments to affiliates	0			
22 Depreciation, depletion, and amortization	118,097.	37,852.	80,245.	
23 Insurance	49,715.	48,289.	1,426.	
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 CURATOR FEES	20,000.	20,000.		
b WEBSITE	13,220.	8,121.	5,099.	
c GIFTS & FLOWERS EXPENSE	7,310.	7,018.	292.	
d LICENSES & PERMITS EXPENSE	6,431.	6,401.	30.	
e All other expenses	51,062.	24,010.	27,052.	
25 Total functional expenses Add lines 1 through 24e	1,632,014.	1,365,751.	258,623.	7,640.
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)	0			

Part X Balance Sheet

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

		(A) Beginning of year		(B) End of year
Assets	1 Cash - non-interest-bearing	0	1	0
	2 Savings and temporary cash investments	3,120,192.	2	3,239,312.
	3 Pledges and grants receivable, net	0	3	0
	4 Accounts receivable, net	17,382.	4	30,894.
	5 Loans and other receivables from current and former officers, directors, trustees, key employees, and highest compensated employees Complete Part II of Schedule L	0	5	0
	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	0	6	0
	7 Notes and loans receivable, net	0	7	0
	8 Inventories for sale or use	120,265.	8	127,159.
	9 Prepaid expenses and deferred charges	30,664.	9	34,251.
	10a Land, buildings, and equipment cost or other basis Complete Part VI of Schedule D	10a 2,545,193.		
	b Less accumulated depreciation	10b 2,120,867.	10c 499,533.	424,326.
	11 Investments - publicly traded securities	0	11	0
	12 Investments - other securities See Part IV, line 11	0	12	0
	13 Investments - program-related See Part IV, line 11	0	13	0
	14 Intangible assets	0	14	0
	15 Other assets See Part IV, line 11	0	15	0
16 Total assets. Add lines 1 through 15 (must equal line 34)	3,788,036.	16	3,855,942.	
Liabilities	17 Accounts payable and accrued expenses	111,757.	17	105,247.
	18 Grants payable	0	18	0
	19 Deferred revenue	0	19	0
	20 Tax-exempt bond liabilities	0	20	0
	21 Escrow or custodial account liability Complete Part IV of Schedule D	0	21	0
	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	0	22	0
	23 Secured mortgages and notes payable to unrelated third parties	0	23	0
	24 Unsecured notes and loans payable to unrelated third parties	0	24	0
	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	0	25	0
	26 Total liabilities. Add lines 17 through 25	111,757.	26	105,247.
Net Assets or Fund Balances	Organizations that follow SFAS 117 (ASC 958), check here <input checked="" type="checkbox"/> X and complete lines 27 through 29, and lines 33 and 34.			
	27 Unrestricted net assets	3,583,376.	27	3,706,107.
	28 Temporarily restricted net assets	92,903.	28	44,588.
	29 Permanently restricted net assets	0	29	0
	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	3,676,279.	33	3,750,695.	
34 Total liabilities and net assets/fund balances.	3,788,036.	34	3,855,942.	

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	1,706,430.
2	Total expenses (must equal Part IX, column (A), line 25)	2	1,632,014.
3	Revenue less expenses Subtract line 2 from line 1	3	74,416.
4	Net assets or fund balances at beginning of year (must equal Part X, line 33, column (A))	4	3,676,279.
5	Net unrealized gains (losses) on investments	5	0
6	Donated services and use of facilities	6	0
7	Investment expenses	7	0
8	Prior period adjustments	8	0
9	Other changes in net assets or fund balances (explain in Schedule O)	9	0
10	Net assets or fund balances at end of year Combine lines 3 through 9 (must equal Part X, line 33, column (B))	10	3,750,695.

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		X
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	X	
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	X	
3a	As a result of a federal award, was the organization required to undergo an audit or audits as set forth in the Single Audit Act and OMB Circular A-133?		X
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 990-EZ)

Public Charity Status and Public Support

OMB No 1545-0047

2012

Open to Public Inspection

Department of the Treasury
Internal Revenue Service

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

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

Name of the organization

FORWARD ARTS FOUNDATION, INC.

Employer identification number

58-6048113

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

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

- 1 A church, convention of churches, or association of churches described in section 170(b)(1)(A)(i).
 - 2 A school described in section 170(b)(1)(A)(ii). (Attach Schedule E)
 - 3 A hospital or a cooperative hospital service organization described in section 170(b)(1)(A)(iii).
 - 4 A medical research organization operated in conjunction with a hospital described in section 170(b)(1)(A)(iii). Enter the hospital's name, city, and state _____
 - 5 An organization operated for the benefit of a college or university owned or operated by a governmental unit described in section 170(b)(1)(A)(iv) (Complete Part II)
 - 6 A federal, state, or local government or governmental unit described in section 170(b)(1)(A)(v).
 - 7 An organization that normally receives a substantial part of its support from a governmental unit or from the general public described in section 170(b)(1)(A)(vi). (Complete Part II)
 - 8 A community trust described in section 170(b)(1)(A)(vi). (Complete Part II)
 - 9 An organization that normally receives (1) more than 33 1/3 % of its support from contributions, membership fees, and gross receipts from activities related to its exempt functions - subject to certain exceptions, and (2) no more than 33 1/3% of its support from gross investment income and unrelated business taxable income (less section 511 tax) from businesses acquired by the organization after June 30, 1975 See section 509(a)(2). (Complete Part III)
 - 10 An organization organized and operated exclusively to test for public safety See section 509(a)(4).
 - 11 An organization organized and operated exclusively for the benefit of, to perform the functions of, or to carry out the purposes of one or more publicly supported organizations described in section 509(a)(1) or section 509(a)(2) See section 509(a)(3). Check the box that describes the type of supporting organization and complete lines 11e through 11h
 - a Type I b Type II c Type III-Functionally integrated d Type III-Non-functionally integrated
- e By checking this box, I certify that the organization is not controlled directly or indirectly by one or more disqualified persons other than foundation managers and other than one or more publicly supported organizations described in section 509(a)(1) or section 509(a)(2)
- f If the organization received a written determination from the IRS that it is a Type I, Type II, or Type III supporting organization, check this box
- g Since August 17, 2006, has the organization accepted any gift or contribution from any of the following persons?
- (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?

	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	
(A)									
(B)									
(C)									
(D)									
(E)									
Total									

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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

Table with 7 columns: (a) 2008, (b) 2009, (c) 2010, (d) 2011, (e) 2012, (f) Total. Rows include: 1 Gifts, grants, contributions, and membership fees received; 2 Tax revenues levied for the organization's benefit; 3 The value of services or facilities furnished by a governmental unit; 4 Total Add lines 1 through 3; 5 The portion of total contributions by each person; 6 Public support Subtract line 5 from line 4.

Section B. Total Support

Table with 7 columns: (a) 2008, (b) 2009, (c) 2010, (d) 2011, (e) 2012, (f) Total. Rows include: 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; 10 Other income Do not include gain or loss from the sale of capital assets; 11 Total support. Add lines 7 through 10; 12 Gross receipts from related activities, etc; 13 First five years If the Form 990 is for the organization's first, second, third, fourth, or fifth tax year as a section 501(c)(3) organization, check this box and stop here.

Section C. Computation of Public Support Percentage

Table with 2 columns: Percentage, %. Rows include: 14 Public support percentage for 2012 (line 6, column (f) divided by line 11, column (f)); 15 Public support percentage from 2011 Schedule A, Part II, line 14; 16a 33 1/3% support test - 2012; b 33 1/3% support test - 2011; 17a 10%-facts-and-circumstances test - 2012; b 10%-facts-and-circumstances test - 2011; 18 Private foundation. If the organization did not check a box on line 13, 16a, 16b, 17a, or 17b, check this box and see instructions.

Part III Support Schedule for Organizations Described in Section 509(a)(2)
 (Complete only if you checked the box on line 9 of Part I or if the organization failed to qualify under Part II.
 If the organization fails to qualify under the tests listed below, please complete Part II)

Section A. Public Support

Calendar year (or fiscal year beginning in) ▶	(a) 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")	550,573	390,084	466,066	782,774	537,840	2,727,337
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	320,782	306,089	318,010	335,201	335,527	1,615,609
3 Gross receipts from activities that are not an unrelated trade or business under section 513						0
4 Tax revenues levied for the organization's benefit and either paid to or expended on its behalf						0
5 The value of services or facilities furnished by a governmental unit to the organization without charge						0
6 Total Add lines 1 through 5	871,355	696,173	784,076	1,117,975	873,367	4,342,946
7a Amounts included on lines 1, 2, and 3 received from disqualified persons	70,560	63,462	65,334	107,370	4,350	311,076
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						0
c Add lines 7a and 7b	70,560	63,462	65,334	107,370	4,350	311,076
8 Public support (Subtract line 7c from line 6)						4,031,870

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	871,355	696,173	784,076	1,117,975	873,367	4,342,946
10a Gross income from interest, dividends, payments received on securities loans, rents, royalties and income from similar sources	66,751	30,005	12,097	4,506	2,733	116,092
b Unrelated business taxable income (less section 511 taxes) from businesses acquired after June 30, 1975						0
c Add lines 10a and 10b	66,751	30,005	12,097	4,506	2,733	116,092
11 Net income from unrelated business activities not included in line 10b, whether or not the business is regularly carried on	34,757	7,686	115,872	160,719	139,277	458,311
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)	972,863	733,864	912,045	1,283,200	1,015,377	4,917,349

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

Section C. Computation of Public Support Percentage

15 Public support percentage for 2012 (line 8, column (f) divided by line 13, column (f))	15	81.99%
16 Public support percentage from 2011 Schedule A, Part III, line 15	16	80.36%

Section D. Computation of Investment Income Percentage

17 Investment income percentage for 2012 (line 10c, column (f) divided by line 13, column (f))	17	2.36%
18 Investment income percentage from 2011 Schedule A, Part III, line 17	18	2.41%

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)

**SCHEDULE D
(Form 990)**

Supplemental Financial Statements

OMB No 1545-0047

2012

Open to Public Inspection

Department of the Treasury
Internal Revenue Service

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

Name of the organization

Employer identification number

FORWARD ARTS FOUNDATION, INC.

58-6048113

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

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

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

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

<input type="checkbox"/> Preservation of land for public use (e g , recreation or education)	<input type="checkbox"/> Preservation of an historically important land area
<input type="checkbox"/> Protection of natural habitat	<input type="checkbox"/> Preservation of a certified historic structure
<input type="checkbox"/> Preservation of open space	

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

	Held at the End of the Tax Year
a Total number of conservation easements	2a
b Total acreage restricted by conservation easements	2b
c Number of conservation easements on a certified historic structure included in (a)	2c
d Number of conservation easements included in (c) acquired after 8/17/06, and not on a historic structure listed in the National Register	2d

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

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

5 Does the organization have a written policy regarding the periodic monitoring, inspection, handling of violations, and enforcement of the conservation easements it holds? Yes No

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

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

8 Does each conservation easement reported on line 2(d) above satisfy the requirements of section 170(h)(4)(B)(i) and section 170(h)(4)(B)(ii)? Yes No

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

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

1a If the organization elected, as permitted under SFAS 116 (ASC 958), not to report in its revenue statement and balance sheet works of art, historical treasures, or other similar assets held for public exhibition, education, or research in furtherance of public service, provide, in Part XIII, the text of the footnote to its financial statements that describes these items

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

(i) Revenues included in Form 990, Part VIII, line 1 ▶ \$ _____

(ii) Assets included in Form 990, Part X ▶ \$ _____

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

a Revenues included in Form 990, Part VIII, line 1 ▶ \$ _____

b Assets included in Form 990, Part X ▶ \$ _____

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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?

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?
b If "Yes," explain the arrangement in Part XIII and complete the following table
c Beginning balance
d Additions during the year
e Distributions during the year
f Ending balance
2a Did the organization include an amount on Form 990, Part X, line 21?
b If "Yes," explain the arrangement in Part XIII. Check here if the explanation has been provided in Part XIII.

Table with 2 columns: Description, Amount. Rows: 1c Beginning balance, 1d Additions during the year, 1e Distributions during the year, 1f Ending balance.

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

Table with 6 columns: (a) Current year, (b) Prior year, (c) Two years back, (d) Three years back, (e) Four years back. Rows: 1a Beginning of year balance, b Contributions, c Net investment earnings, gains, and losses, d Grants or scholarships, e Other expenditures for facilities and programs, f Administrative expenses, g End of year balance.

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 %
c Temporarily restricted endowment 100.0000 %
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
(ii) related organizations

Table with 2 columns: Yes, No. Rows: 3a(i), 3a(ii), 3b.

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

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

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

Table with 5 columns: Description of property, (a) Cost or other basis (investment), (b) Cost or other basis (other), (c) Accumulated depreciation, (d) Book value. Rows: 1a Land, b Buildings, c Leasehold improvements, d Equipment, e Other, Total.

Part VII Investments - Other Securities. See Form 990, Part X, line 12

Table with 3 columns: (a) Description of security or category, (b) Book value, (c) Method of valuation. Rows include (1) Financial derivatives, (2) Closely-held equity interests, (3) Other (A-I), and Total.

Part VIII Investments - Program Related. See Form 990, Part X, line 13

Table with 3 columns: (a) Description of investment type, (b) Book value, (c) Method of valuation. Rows (1) through (10) and Total.

Part IX Other Assets. See Form 990, Part X, line 15

Table with 2 columns: (a) Description, (b) Book value. Rows (1) through (10) and Total.

Part X Other Liabilities. See Form 990, Part X, line 25

Table with 2 columns: (a) Description of liability, (b) Book value. Rows 1. (1) Federal income taxes, (2) through (11), and Total.

2. FIN 48 (ASC 740) Footnote In Part XIII, provide the text of the footnote to the organization's financial statements that reports the organization's liability for uncertain tax positions under FIN 48 (ASC 740) Check here if the text of the footnote has been provided in Part XIII. [X]

Part XIII Supplemental Information (continued)

SCHEDULE D, PART IV, QUESTION 4

AMOUNTS ARE SET ASIDE FOR FUTURE USE BY THE ORGANIZATION FOR VARIOUS ITEMS INCLUDING EDUCATION, REPAIRS, FLEA MARKET AND GALLERY EXPENSES.

SCHEDULE D, PART X, QUESTION 2

THE FOUNDATION IS EXEMPT FROM INCOME TAXES UNDER SECTION 501(C)(3) OF THE INTERNAL REVENUE CODE. ACCORDINGLY, NO PROVISION FOR INCOME TAXES HAS BEEN REFLECTED IN THE ACCOMPANYING STATEMENT OF FINANCIAL POSITION.

THE FOUNDATION ANNUALLY EVALUATES ALL FEDERAL AND STATE INCOME TAX POSITIONS. THIS PROCESS INCLUDES AN ANALYSIS OF WHETHER THESE INCOME TAX POSITIONS THE FOUNDATION TAKES MEET THE DEFINITION OF AN UNCERTAIN TAX POSITION UNDER THE INCOME TAXES TOPIC OF THE FINANCIAL ACCOUNTING STANDARDS CODIFICATION.

IN THE NORMAL COURSE OF BUSINESS, THE FOUNDATION IS SUBJECT TO EXAMINATION BY THE FEDERAL AND STATE TAXING AUTHORITIES. IN GENERAL, THE FOUNDATION IS NO LONGER SUBJECT TO TAX EXAMINATIONS FOR TAX YEARS ENDING BEFORE JUNE 30, 2010.

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	
		FLEA MARKET (event type)	FASHION SHOW (event type)	2. (total number)	(add col (a) through col (c))	
Revenue	1	Gross receipts	313,371.	144,141.	33,252.	490,764.
	2	Less Contributions	183,663.	114,401.		298,064.
	3	Gross income (line 1 minus line 2)	129,708.	29,740.	33,252.	192,700.
Direct Expenses	4	Cash prizes				
	5	Noncash prizes				
	6	Rent/facility costs				
	7	Food and beverages				
	8	Entertainment				
	9	Other direct expenses	189,130.	42,448.	26,275.	257,853.
	10	Direct expense summary Add lines 4 through 9 in column (d)				(257,853.)
11	Net income summary Combine line 3, column (d), and line 10				-65,153.	

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

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

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 _____

10 a Were any of the organization's gaming licenses revoked, suspended or terminated during the tax year? Yes No
 b If "Yes," explain _____

- 11 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 ▶ _____

- 15 a 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 to be 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 explanation 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)

**SCHEDULE I
(Form 990)**

Department of the Treasury
Internal Revenue Service

OMB No 1545-0047

2012

**Open to Public
Inspection**

**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.

Name of the organization

FORWARD ARTS FOUNDATION, INC.

Employer identification number

58-6048113

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 Yes No

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

1	(a) Name and address of organization or government	(b) EIN	(c) IRC 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
(1)	HIGH MUSEUM OF ART 1280 PEACHTREE STREET NE, ATLANTA, GA 30309	58-0633971	501(C)(3)	100,000				PAINTING
(2)	ATLANTA CONTEMPORARY ART CENTER 535 MEANS STREET NW, ATLANTA, GA 30318	58-1174492	501(C)(3)	10,000				ARTIST STUDIO PROGRA
(3)	EMORY UNIVERSITY -- MICHAEL C. CARLOS MUSEUM 1599 CLIFTON ROAD 3RD FLOOR	58-0566256	501(C)(3)	20,000				STATUE
(4)	GEORGIA MUSEUM OF ART 90 CARLTON STREET ATHENS, GA 30602	58-6033837	501(C)(3)	25,000				LEAD SPONSOR OF THE
(5)	-----							
(6)	-----							
(7)	-----							
(8)	-----							
(9)	-----							
(10)	-----							
(11)	-----							
(12)	-----							

- 2 Enter total number of section 501(c)(3) and government organizations listed in the line 1 table 4
- 3 Enter total number of other organizations listed in the line 1 table 4

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

Schedule I (Form 990) (2012)

Part III Grants and Other Assistance to Individuals in the United States. Complete if the organization answered "Yes" on 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 EMERGING ARTISTS	5	18,000			
2					
3					
4					
5					
6					
7					

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

SCHEDULE I, PART I, QUESTION 2

EAF ANNUALLY REVIEWS THE STATUS OF EACH GRANT TO ENSURE THAT GRANTS HAVE BEEN USED FOR THE PURPOSE GIVEN.

**SCHEDULE M
(Form 990)**

Department of the Treasury
Internal Revenue Service

Noncash Contributions

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

OMB No 1545-0047

2012

**Open To Public
Inspection**

Name of the organization

FORWARD ARTS FOUNDATION, INC.

Employer identification number

58-6048113

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.	10,000.	PROCEEDS FROM SALE
2 Art - Historical treasures				
3 Art - Fractional interests				
4 Books and publications				
5 Clothing and household goods	X		126,207.	PROCEEDS FROM SALE
6 Cars and other vehicles				
7 Boats and planes				
8 Intellectual property				
9 Securities - Publicly traded	X	1.	4,391.	FAIR MARKET VALUE
10 Securities - Closely held stock				
11 Securities - Partnership, LLC, or trust interests				
12 Securities - Miscellaneous				
13 Qualified conservation contribution - Historic structures				
14 Qualified conservation contribution - Other				
15 Real estate - Residential				
16 Real estate - Commercial				
17 Real estate - Other				
18 Collectibles				
19 Food inventory				
20 Drugs and medical supplies				
21 Taxidermy				
22 Historical artifacts				
23 Scientific specimens				
24 Archeological artifacts				
25 Other ▶ (_____)				
26 Other ▶ (_____)				
27 Other ▶ (_____)				
28 Other ▶ (_____)				

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

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

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

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.

SCHEDULE M PART I

ON SCHEDULE M IN NUMBERS OF CONTRIBUTIONS OR ITEMS CONTRIBUTED COLUMN,
"UNDETERMINED AMOUNT OF ITEMS" IS USED AS THOUSANDS OF ITEMS ARE DONATED
THROUGH THE YEAR TO BE SOLD AT ANNUAL FUNDRAISER- FLEA MARKET. THE ITEMS
GENERALLY RANGE IN VALUE FROM \$2 TO \$100. IN THE CASE OF THE SECURITIES,
THE NUMBER OF CONTRIBUTIONS IS THE NUMBER OF INDIVIDUALS THAT DONATED
SECURITIES.

SCHEDULE M PART I LINE 32B

WHEN FAF RECEIVES MARKETABLE SECURITIES, FAF USES A BROKERAGE FIRM TO
SELL THE MARKETABLE SECURITIES.

SCHEDULE O
(Form 990 or 990-EZ)

Department of the Treasury
Internal Revenue Service

Supplemental Information to Form 990 or 990-EZ

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

OMB No 1545-0047

2012

**Open to Public
Inspection**

Name of the organization

FORWARD ARTS FOUNDATION, INC.

Employer identification number

58-6048113

PART VI, QUESTION 6

PROSPECTIVE MEMBERS ARE NOMINATED BY CURRENT MEMBERS. THE BOARD OF
DIRECTORS APPROVES ALL NOMINATIONS BEFORE FULL MEMBERSHIP IS EXTENDED.

PART VI, QUESTION 8B

THE EXECUTIVE COMMITTEE AND FINANCE COMMITTEE MEETINGS ARE DOCUMENTED.
OTHER COMMITTEE MEETINGS ARE NOT DOCUMENTED. EACH COMMITTEE REPORTS
MEETING DISCUSSIONS TO THE BOARD OF DIRECTORS. MOST COMMITTEE ACTIONS ARE
REQUIRED TO BE APPROVED BY THE BOARD OF DIRECTORS.

PART VI, QUESTION 11B

FORM 990 IS REVIEWED BY THE TREASURER AND CHAIRMAN BEFORE FILING. RETURN
COPIES ARE AVAILABLE UPON REQUEST.

PART VI, QUESTION 12C

THE CONFLICT OF INTEREST POLICY IS GIVEN TO EVERY BOARD MEMBER, ALL
MANAGEMENT STAFF AND ANY EMPLOYEE WITH PURCHASING POWER WITHIN THE
FORWARD ARTS FOUNDATION. EACH PERSON IS ASKED, AFTER READING THE POLICY,
TO SIGN THAT THEY UNDERSTAND AND TO INDICATE ANY CONFLICTS AS DEFINED BY
THE POLICY. THE SIGNED PAPERS ARE KEPT IN THE INDIVIDUAL EMPLOYEE'S FILE
AND THE BOARD'S IS KEPT IN A SEPARATE FILE. THIS POLICY IS DISCUSSED AND
RENEWED ON A YEARLY BASIS.

PART VI, QUESTION 15

DURING THE PROCESS FOR DETERMINING COMPENSATION, THE FAF GATHERS MARKET

Name of the organization FORWARD ARTS FOUNDATION, INC.	Employer identification number 58-6048113
---	--

INTELLIGENCE ON THE POSITION, DISCUSSES PROPOSED SALARY RANGE WITH ITS ACCOUNTING FIRM AND OTHER CONSULTANTS (AS NEEDED) AND REVIEWS INTERNAL SALARY STRUCTURE.

PART VI, QUESTION 19

INFORMATION IS MADE AVAILABLE TO THE PUBLIC UPON REQUEST.

ATTACHMENT 1

FORM 990, PART VIII - INVESTMENT INCOME

DESCRIPTION	(A) TOTAL REVENUE	(B) RELATED OR EXEMPT REVENUE	(C) UNRELATED BUSINESS REV.	(D) EXCLUDED REVENUE
INTEREST INCOME	2,733.			2,733.
TOTALS	<u>2,733.</u>			<u>2,733.</u>

ATTACHMENT 2

FORM 990, PART VIII - EXCLUDED CONTRIBUTIONS

DESCRIPTION	AMOUNT
FLEA MARKET	183,663.
FASHION SHOW	114,401.
TOTAL	<u>298,064.</u>

ATTACHMENT 3

FORM 990, PART VIII - FUNDRAISING EVENTS

DESCRIPTION	GROSS INCOME	DIRECT EXPENSES	NET INCOME
FLEA MARKET	129,708.	189,130.	-59,422.
FASHION SHOW	29,740.	42,448.	-12,708.
COOKBOOK	7,712.	4,117.	3,595.

Name of the organization FORWARD ARTS FOUNDATION, INC.	Employer identification number 58-6048113
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ATTACHMENT 3 (CONT'D)

FORM 990, PART VIII - FUNDRAISING EVENTS

<u>DESCRIPTION</u>	<u>GROSS INCOME</u>	<u>DIRECT EXPENSES</u>	<u>NET INCOME</u>
FLEA PREVIEW PARTY	25,540.	22,158.	3,382.
TOTALS	<u>192,700.</u>	<u>257,853.</u>	<u>-65,153.</u>

ATTACHMENT 4

FORM 990, PART VIII - GROSS SALES AND COST OF GOODS SOLD

GROSS SALES LESS RETURNS AND ALLOWANCES	1,753,709.
INVENTORY AT BEGINNING OF YEAR	
PURCHASES	
SALARIES AND WAGES	
OTHER COSTS	629,114.
SUBTOTAL	<u>629,114.</u>
MINUS ENDING INVENTORY	
COST OF GOODS SOLD	<u>629,114.</u>

ATTACHMENT 5

FORM 990, PART IX - COMPENSATION OF OFFICERS, DIRECTORS, ETC.

<u>NAME</u>	<u>PROGRAM SERVICES</u>	<u>MANAGEMENT AND GENERAL</u>	<u>FUNDRAISING</u>
MS. FLORENCE HOLMES COMPENSATION:	34,863.	10,727.	7,640.
TOTALS	<u>34,863.</u>	<u>10,727.</u>	<u>7,640.</u>

Name of the organization FORWARD ARTS FOUNDATION, INC.	Employer identification number 58-6048113
---	--

ATTACHMENT 6

FORM 990, PART X - PREPAID EXPENSES AND DEFERRED CHARGES

<u>DESCRIPTION</u>	<u>ENDING BOOK VALUE</u>
PREPAID ADVERTISING	6,372.
PREPAID FLEA EXPENSES	22,879.
FASHION SHOW	5,000.
TOTALS	<u>34,251.</u>

SUPPLEMENT TO RENT AND ROYALTY SCHEDULE

OTHER INCOME

RENTAL INCOME

89,841.
89,841.

RENT AND ROYALTY SUMMARY

<u>PROPERTY</u>	<u>TOTAL INCOME</u>	<u>DEPLETION/ DEPRECIATION</u>	<u>OTHER EXPENSES</u>	<u>ALLOWABLE NET INCOME</u>
ROOM RENTALS	89,841.			89,841.
TOTALS	<u>89,841.</u>			<u>89,841.</u>

ESTIMATED TAX WORKSHEET FOR FORM 990-W

A	2013 Estimated Tax		A	
B	Enter 100 % of Line A	B		
C	Enter 100 % of tax on 2012 FORM 990-T	C	3,461.	
D	Required Annual Payment (Smaller of lines B or C)	D		
E	Income tax withheld (if applicable)	E		
F	Balance (As rounded to the nearest multiple of)	F		27,461.

Record of Estimated Tax Payments

Payment number	(a) Date	(b) Amount	(c) 2012 overpayment credit applied	(d) Total amount paid and credited (add (b) and (c))
1	10/15/2013	4,211.	3,539.	7,750.
2	12/15/2013	7,750.		7,750.
3	03/15/2014	7,750.		7,750.
4	06/15/2014	7,750.		7,750.
Total		27,461.	3,539.	31,000.

ESTIMATED PAYMENTS MUST BE MADE USING THE ELECTRONIC FEDERAL TAX PAYMENTS SYSTEM (EFTPS). THIS WORKSHEET MERELY PROVIDES THE AMOUNTS WHICH NEED TO BE PAID VIA THE ABOVE METHOD.

**Estimated Tax on Unrelated Business Taxable
Income for Tax-Exempt Organizations**

(Worksheet)

Department of the Treasury
Internal Revenue Service

(and on Investment Income for Private Foundations)

(Keep for your records. Do not send to the Internal Revenue Service.)

2013

1	Unrelated business taxable income expected in the tax year	1	
2	Tax on the amount on line 1. See instructions for tax computation	2	3,461.
3	Alternative minimum tax (see instructions)	3	
4	Total Add lines 2 and 3.	4	3,461.
5	Estimated tax credits (see instructions)	5	7,000.
6	Subtract line 5 from line 4	6	-3,539.
7	Other taxes (see instructions).	7	
8	Total Add lines 6 and 7.	8	-3,539.
9	Credit for federal tax paid on fuels (see instructions)	9	
10a	Subtract line 9 from line 8 Note. If less than \$500, the organization is not required to make estimated tax payments Private foundations, see instructions	10a	-3,539.
b	Enter the tax shown on the 2012 return (see instructions) Caution. If zero or the tax year was for less than 12 months, skip this line and enter the amount from line 10a on line 10c.	10b	3,461.
c	2013 Estimated Tax Enter the smaller of line 10a or line 10b If the organization is required to skip line 10b, enter the amount from line 10a on line 10c	10c	

		(a)	(b)	(c)	(d)
11	Installment due dates (see instructions)	11			
12	Required installments. Enter 25% of line 10c in columns (a) through (d) unless the organization uses the annualized income installment method, the adjusted seasonal installment method, or is a "large organization" (see instructions)	12			
13	2012 Overpayment (see instructions)	13			
14	Payment due. (Subtract line 13 from line 12)	14			

For Paperwork Reduction Act Notice, see instructions

Form **990-W** (2013)