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EXTENDED TO AUGUST 17, 2015

Return of Private Foundation

or Section 4947(a)(1) Trust Treated as Private Foundation

OMB No 1545-0052

2014

Open to Public Inspection

Form 990-PF

Department of the Treasury  
Internal Revenue Service

Do not enter social security numbers on this form as it may be made public.  
Information about Form 990-PF and its separate instructions is at [www.irs.gov/form990pf](http://www.irs.gov/form990pf).

For calendar year 2014 or tax year beginning

, and ending

Name of foundation: **BROOKFIELD ARTS FOUNDATION, INC.**

Number and street (or P O box number if mail is not delivered to street address): **11 KEEWAYDIN DRIVE**

Room/suite: **100**

City or town, state or province, country, and ZIP or foreign postal code: **SALEM, NH 03079**

A Employer identification number: **31-1681603**

B Telephone number: **603-681-4375**

C If exemption application is pending, check here

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

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

F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here

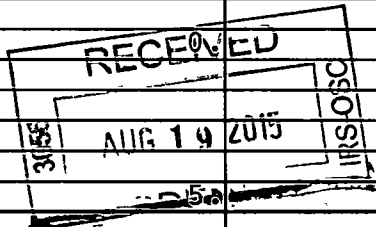
G Check all that apply:  
 Initial return  
 Final return  
 Address change  
 Initial return of a former public charity  
 Amended return  
 Name change

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

I Fair market value of all assets at end of year (from Part II, col (c), line 16): **\$ 277,590,102.**

J Accounting method:  
 Cash  
 Accrual  
 Other (specify)

Part I Analysis of Revenue and Expenses		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants, etc., received	14,834,750.			
	2 Check <input type="checkbox"/> if the foundation is not required to attach Sch. B				
	3 Interest on savings and temporary cash investments				
	4 Dividends and interest from securities	332,686.	332,686.	332,686.	STATEMENT 1
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	81,209.			
	b Gross sales price for all assets on line 6a	3,726,334.			
	7 Capital gain net income (from Part IV, line 2)		81,209.		
	8 Net short-term capital gain			81,209.	
	9 Income modifications				
	10a Gross sales less returns and allowances				
b Less Cost of goods sold					
c Gross profit or (loss)					
11 Other income	603.	603.	603.	STATEMENT 2	
12 Total. Add lines 1 through 11	15,249,248.	414,498.	414,498.		
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	0.	0.	0.	0.
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees STMT 3	1,989.	0.	0.	1,989.
	b Accounting fees STMT 4	17,753.	0.	0.	17,753.
	c Other professional fees STMT 5	499,929.	61,304.	0.	438,625.
	17 Interest				
	18 Taxes STMT 6	30,000.		0.	0.
	19 Depreciation and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
23 Other expenses STMT 7	77,918.		0.	77,913.	
24 Total operating and administrative expenses. Add lines 13 through 23	627,589.	61,309.	0.	536,280.	
25 Contributions, gifts, grants paid	0.			0.	
26 Total expenses and disbursements. Add lines 24 and 25	627,589.	61,309.	0.	536,280.	
27 Subtract line 26 from line 12:					
a Excess of revenue over expenses and disbursements	14,621,659.				
b Net investment income (if negative, enter -0-)		353,189.			
c Adjusted net income (if negative, enter -0-)			414,498.		



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LHA For Paperwork Reduction Act Notice, see instructions.

Form 990-PF (2014)

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Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only		
		Beginning of year (a) Book Value	End of year (b) Book Value (c) Fair Market Value	
Assets	1 Cash - non-interest-bearing			
	2 Savings and temporary cash investments	19,620,544.	225,558.	225,558.
	3 Accounts receivable ▶			
	Less: allowance for doubtful accounts ▶			
	4 Pledges receivable ▶			
	Less: allowance for doubtful accounts ▶			
	5 Grants receivable			
	6 Receivables due from officers, directors, trustees, and other disqualified persons			
	7 Other notes and loans receivable ▶			
	Less: allowance for doubtful accounts ▶			
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges			
	10a Investments - U.S. and state government obligations			
	b Investments - corporate stock <b>STMT 8</b>	0.	19,032,628.	19,916,176.
	c Investments - corporate bonds			
	11 Investments - land, buildings, and equipment, basis ▶			
Less: accumulated depreciation ▶				
12 Investments - mortgage loans				
13 Investments - other				
14 Land, buildings, and equipment, basis ▶				
Less: accumulated depreciation ▶				
15 Other assets (describe <b>STATEMENT 9</b> )	242,458,864.	257,448,368.	257,448,368.	
16 <b>Total assets</b> (to be completed by all filers - see the instructions. Also, see page 1, item I)	262,079,408.	276,706,554.	277,590,102.	
Liabilities	17 Accounts payable and accrued expenses			
	18 Grants payable			
	19 Deferred revenue			
	20 Loans from officers, directors, trustees, and other disqualified persons			
	21 Mortgages and other notes payable			
	22 Other liabilities (describe ▶)			
	23 <b>Total liabilities</b> (add lines 17 through 22)	0.	0.	
Net Assets or Fund Balances	<b>Foundations that follow SFAS 117, check here</b> <input checked="" type="checkbox"/> <b>and complete lines 24 through 26 and lines 30 and 31.</b>			
	24 Unrestricted	262,079,408.	276,706,554.	
	25 Temporarily restricted			
	26 Permanently restricted			
	<b>Foundations that do not follow SFAS 117, check here</b> <input type="checkbox"/> <b>and complete lines 27 through 31</b>			
	27 Capital stock, trust principal, or current funds			
	28 Paid-in or capital surplus, or land, bldg., and equipment fund			
	29 Retained earnings, accumulated income, endowment, or other funds			
30 <b>Total net assets or fund balances</b>	262,079,408.	276,706,554.		
31 <b>Total liabilities and net assets/fund balances</b>	262,079,408.	276,706,554.		

**Part III Analysis of Changes in Net Assets or Fund Balances**

1 Total net assets or fund balances at beginning of year - Part II, column (a), line 30 (must agree with end-of-year figure reported on prior year's return)	1	262,079,408.
2 Enter amount from Part I, line 27a	2	14,621,659.
3 Other increases not included in line 2 (itemize) ▶ <b>DISALLOWED LOSS DUE TO WASH SALES</b>	3	5,487.
4 Add lines 1, 2, and 3	4	276,706,554.
5 Decreases not included in line 2 (itemize) ▶	5	0.
6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	276,706,554.

**Part IV Capital Gains and Losses for Tax on Investment Income**

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co.)				(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a SEE ATTACHED				P	VARIOUS	VARIOUS
b						
c						
d						
e						
(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)			
a 3,726,334.		3,645,125.	81,209.			
b						
c						
d						
e						
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(i) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))			
(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any				
a			81,209.			
b						
c						
d						
e						
2 Capital gain net income or (net capital loss) <span style="font-size: small;">{ If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 }</span>			2	81,209.		
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c). If (loss), enter -0- in Part I, line 8			3	81,209.		

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

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

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

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

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

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col. (b) divided by col. (c))
2013	48,221,705.	18,159,048.	2.655519
2012	40,622,006.	16,133,299.	2.517898
2011	18,713,802.	16,562,755.	1.129873
2010	22,432,559.	15,918,019.	1.409256
2009	33,538,790.	14,686,596.	2.283633

2 Total of line 1, column (d)	2	9.996179
3 Average distribution ratio for the 5-year base period - divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years	3	1.999236
4 Enter the net value of noncharitable-use assets for 2014 from Part X, line 5	4	19,499,684.
5 Multiply line 4 by line 3	5	38,984,470.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	3,532.
7 Add lines 5 and 6	7	38,988,002.
8 Enter qualifying distributions from Part XII, line 4	8	15,525,784.

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

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

1a	Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1. Date of ruling or determination letter: _____ (attach copy of letter if necessary-see instructions)		
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input type="checkbox"/> and enter 1% of Part I, line 27b	1	7,064.
c	All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b).		
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	2	0.
3	Add lines 1 and 2	3	7,064.
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	4	0.
5	<b>Tax based on investment income.</b> Subtract line 4 from line 3. If zero or less, enter -0-	5	7,064.
6	Credits/Payments:		
a	2014 estimated tax payments and 2013 overpayment credited to 2014	6a	11,014.
b	Exempt foreign organizations - tax withheld at source	6b	
c	Tax paid with application for extension of time to file (Form 8868)	6c	3,700.
d	Backup withholding erroneously withheld	6d	
7	Total credits and payments. Add lines 6a through 6d	7	14,714.
8	Enter any <b>penalty</b> for underpayment of estimated tax. Check here <input checked="" type="checkbox"/> if Form 2220 is attached	8	
9	<b>Tax due.</b> If the total of lines 5 and 8 is more than line 7, enter <b>amount owed</b>	9	
10	<b>Overpayment.</b> If line 7 is more than the total of lines 5 and 8, enter the <b>amount overpaid</b>	10	7,650.
11	Enter the amount of line 10 to be: <b>Credited to 2015 estimated tax</b> <input type="checkbox"/> <b>Refunded</b> <input checked="" type="checkbox"/>	11	0.

**Part VII-A Statements Regarding Activities**

	Yes	No
1a		X
1b		X
If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities		
1c		X
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation. <input type="checkbox"/> \$ 0. (2) On foundation managers. <input type="checkbox"/> \$ 0.	
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. <input type="checkbox"/> \$ 0.	
2		X
If "Yes," attach a detailed description of the activities		
3		X
Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes		
4a		X
4b		
If "Yes," has it filed a tax return on Form 990-T for this year? N/A		
5		X
If "Yes," attach the statement required by General Instruction T		
6	X	
Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?		
7	X	
Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col (c), and Part XV		
8a	Enter the states to which the foundation reports or with which it is registered (see instructions) <input type="checkbox"/> MA	
8b	X	
If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? If "No," attach explanation		
9	X	
Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2014 or the taxable year beginning in 2014 (see instructions for Part XIV)? If "Yes," complete Part XIV		
10		X
Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses		

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

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11		X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ▶ <u>N/A</u>	13		X
14	The books are in care of ▶ <u>RUPAL POLTACK</u> Telephone no ▶ <u>603-681-4375</u> Located at ▶ <u>11 KEEWAYDIN DRIVE, SUITE 100, SALEM, NH</u> ZIP+4 ▶ <u>03079</u>			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here and enter the amount of tax-exempt interest received or accrued during the year ▶ <u>15</u> <u>N/A</u>			
16	At any time during calendar year 2014, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? See the instructions for exceptions and filing requirements for FinCEN Form 114, (formerly TD F 90-22.1). If "Yes," enter the name of the foreign country ▶	16	Yes	No X

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

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

		Yes	No
1a	During the year did the foundation (either directly or indirectly):		
(1)	Engage in the sale or exchange, or leasing of property with a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(2)	Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(3)	Furnish goods, services, or facilities to (or accept them from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(4)	Pay compensation to, or pay or reimburse the expenses of, a disqualified person? <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No		
(5)	Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(6)	Agree to pay money or property to a government official? (Exception Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.) <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b	If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? Organizations relying on a current notice regarding disaster assistance check here ▶ <input type="checkbox"/>	1b	X
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2014?	1c	X
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5)):		
a	At the end of tax year 2014, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2014? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No If "Yes," list the years ▶ _____, _____, _____, _____		
b	Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see instructions.) <u>N/A</u>	2b	
c	If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here. ▶ _____, _____, _____, _____		
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b	If "Yes," did it have excess business holdings in 2014 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969; (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest; or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? (Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2014) <u>N/A</u>	3b	
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a	X
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2014?	4b	X



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

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

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
COOPERATIVE PHILANTHROPIC SERVICES LLC 11 KEEWAYDIN DRIVE, SALEM, NH 03079	PROGRAM ADMINISTRATION	438,625.
BEACON PT COMPANY 11 KEEWAYDIN DRIVE, SALEM, NH 03079	INVESTMENT MANAGEMENT	54,649.

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

**Part IX-A** Summary of Direct Charitable Activities

List the foundation's four largest direct charitable activities during the tax year. Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc.	Expenses
1 RESTORATION AND CONSERVATION OF ART AND ANTIQUES, AND LENDING OF ART AND ANTIQUES TO MUSEUMS FOR PUBLIC DISPLAY, STUDY AND OTHER EDUCATIONAL PURPOSES. SEE STATEMENT 11	536,280.
2 ACQUISITIONS OF ART AND ANTIQUES	14,989,504.
3	
4	

**Part IX-B** Summary of Program-Related Investments

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2.	Amount
1 N/A	
2	
All other program-related investments. See instructions.	
3	
<b>Total.</b> Add lines 1 through 3 <span style="float: right;">▶</span>	0.

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:		
a	Average monthly fair market value of securities	1a	19,796,633.
b	Average of monthly cash balances	1b	
c	Fair market value of all other assets	1c	
d	<b>Total</b> (add lines 1a, b, and c)	1d	19,796,633.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	0.
2	Acquisition indebtedness applicable to line 1 assets	2	0.
3	Subtract line 2 from line 1d	3	19,796,633.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	296,949.
5	<b>Net value of noncharitable-use assets</b> Subtract line 4 from line 3. Enter here and on Part V, line 4	5	19,499,684.
6	<b>Minimum investment return.</b> Enter 5% of line 5	6	974,984.

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

1	Minimum investment return from Part X, line 6	1	
2a	Tax on investment income for 2014 from Part VI, line 5	2a	
b	Income tax for 2014. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	
6	Deduction from distributable amount (see instructions)	6	
7	<b>Distributable amount</b> as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	

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

1	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes:		
a	Expenses, contributions, gifts, etc. - total from Part I, column (d), line 26	1a	536,280.
b	Program-related investments - total from Part IX-B	1b	0.
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	14,989,504.
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	<b>Qualifying distributions</b> Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	15,525,784.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b	5	0.
6	<b>Adjusted qualifying distributions.</b> Subtract line 5 from line 4	6	15,525,784.

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

**Part XIII Undistributed Income** (see instructions)

N/A

	(a) Corpus	(b) Years prior to 2013	(c) 2013	(d) 2014
1 Distributable amount for 2014 from Part XI, line 7				
2 Undistributed income, if any, as of the end of 2014				
a Enter amount for 2013 only				
b Total for prior years:				
3 Excess distributions carryover, if any, to 2014				
a From 2009				
b From 2010				
c From 2011				
d From 2012				
e From 2013				
f Total of lines 3a through e				
4 Qualifying distributions for 2014 from Part XII, line 4: ▶ \$				
a Applied to 2013, but not more than line 2a				
b Applied to undistributed income of prior years (Election required - see instructions)				
c Treated as distributions out of corpus (Election required - see instructions)				
d Applied to 2014 distributable amount				
e Remaining amount distributed out of corpus				
5 Excess distributions carryover applied to 2014 (If an amount appears in column (d), the same amount must be shown in column (a).)				
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5				
b Prior years' undistributed income. Subtract line 4b from line 2b				
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed				
d Subtract line 6c from line 6b. Taxable amount - see instructions				
e Undistributed income for 2013. Subtract line 4a from line 2a. Taxable amount - see instr.				
f Undistributed income for 2014. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2015				
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (Election may be required - see instructions)				
8 Excess distributions carryover from 2009 not applied on line 5 or line 7				
9 Excess distributions carryover to 2015. Subtract lines 7 and 8 from line 6a				
10 Analysis of line 9:				
a Excess from 2010				
b Excess from 2011				
c Excess from 2012				
d Excess from 2013				
e Excess from 2014				

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

**1 a** If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2014, enter the date of the ruling ▶ 12/22/99  
**b** Check box to indicate whether the foundation is a private operating foundation described in section  4942(j)(3) or  4942(j)(5)

	Tax year				(e) Total
	(a) 2014	(b) 2013	(c) 2012	(d) 2011	
<b>2 a</b> Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed	414,498.	907,952.	215,612.	161,323.	1,699,385.
<b>b</b> 85% of line 2a	352,323.	771,759.	183,270.	137,125.	1,444,477.
<b>c</b> Qualifying distributions from Part XII, line 4 for each year listed	15,525,784.	48,301,971.	40,642,458.	18,713,802.	123,184,015.
<b>d</b> Amounts included in line 2c not used directly for active conduct of exempt activities	0.	0.	13,570.	25,000.	38,570.
<b>e</b> Qualifying distributions made directly for active conduct of exempt activities. Subtract line 2d from line 2c	15,525,784.	48,301,971.	40,628,888.	18,688,802.	123,145,445.
<b>3</b> Complete 3a, b, or c for the alternative test relied upon:					
<b>a</b> "Assets" alternative test - enter:					
<b>(1)</b> Value of all assets	276,706,554.	262,079,408.	211,479,700.	169,608,801.	919,874,463.
<b>(2)</b> Value of assets qualifying under section 4942(j)(3)(B)(i)	257,448,368.	242,458,864.	194,633,097.	154,398,440.	848,938,769.
<b>b</b> "Endowment" alternative test - enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed	649,989.	605,301.	537,777.	552,092.	2,345,159.
<b>c</b> "Support" alternative test - enter:					
<b>(1)</b> Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)					0.
<b>(2)</b> Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)					0.
<b>(3)</b> Largest amount of support from an exempt organization					0.
<b>(4)</b> Gross investment income					0.

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

**1 Information Regarding Foundation Managers:**

**a** List any managers of the foundation who have contributed more than 2% of the total contributions received by the foundation before the close of any tax year (but only if they have contributed more than \$5,000). (See section 507(d)(2).)

**EDWARD C. JOHNSON 3D**

**b** List any managers of the foundation who own 10% or more of the stock of a corporation (or an equally large portion of the ownership of a partnership or other entity) of which the foundation has a 10% or greater interest.

**NONE**

**2 Information Regarding Contribution, Grant, Gift, Loan, Scholarship, etc., Programs:**

Check here  if the foundation only makes contributions to preselected charitable organizations and does not accept unsolicited requests for funds. If the foundation makes gifts, grants, etc. (see instructions) to individuals or organizations under other conditions, complete items 2a, b, c, and d.

**a** The name, address, and telephone number or e-mail address of the person to whom applications should be addressed:

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

**c** Any submission deadlines:

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

**Part XV** Supplementary Information (continued)

<b>3 Grants and Contributions Paid During the Year or Approved for Future Payment</b>					
Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount	
Name and address (home or business)					
<b>a Paid during the year</b>					
NONE					
<b>Total</b>				<b>▶ 3a</b>	0.
<b>b Approved for future payment</b>					
NONE					
<b>Total</b>				<b>▶ 3b</b>	0.





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

Department of the Treasury  
Internal Revenue Service

**Schedule of Contributors**

▶ Attach to Form 990, Form 990-EZ, or Form 990-PF.  
▶ Information about Schedule B (Form 990, 990-EZ, or 990-PF) and  
its instructions is at [www.irs.gov/form990](http://www.irs.gov/form990).

OMB No 1545-0047

**2014**

Name of the organization <b>BROOKFIELD ARTS FOUNDATION, INC.</b>	Employer identification number <b>31-1681603</b>
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Organization type (check one)

Filers of:

Section:

Form 990 or 990-EZ

501(c)( ) (enter number) organization

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

527 political organization

Form 990-PF

501(c)(3) exempt private foundation

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

501(c)(3) taxable private foundation

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

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

**General Rule**

For an organization filing Form 990, 990-EZ, or 990-PF that received, during the year, contributions totaling \$5,000 or more (in money or property) from any one contributor. Complete Parts I and II. See instructions for determining a contributor's total contributions.

**Special Rules**

For an organization described in section 501(c)(3) filing Form 990 or 990-EZ that met the 33 1/3% support test of the regulations under sections 509(a)(1) and 170(b)(1)(A)(vi), that checked Schedule A (Form 990 or 990-EZ), Part II, line 13, 16a, or 16b, and that received from any one contributor, during the year, total contributions of the greater of (1) \$5,000 or (2) 2% of the amount on (i) Form 990, Part VIII, line 1h, or (ii) Form 990-EZ, line 1. Complete Parts I and II.

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

For an organization described in section 501(c)(7), (8), or (10) filing Form 990 or 990-EZ that received from any one contributor, during the year, contributions *exclusively* for religious, charitable, etc., purposes, but no such contributions totaled more than \$1,000. If this box is checked, enter here the total contributions that were received during the year for an *exclusively* religious, charitable, etc., purpose. Do not complete any of the parts unless the **General Rule** applies to this organization because it received *nonexclusively* religious, charitable, etc., contributions totaling \$5,000 or more during the year. ▶ \$ \_\_\_\_\_

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

LHA For Paperwork Reduction Act Notice, see the Instructions for Form 990, 990-EZ, or 990-PF. Schedule B (Form 990, 990-EZ, or 990-PF) (2014)

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

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
1	EDWARD C. JOHNSON FUND  11 KEEWAYDIN DR STE 100  SALEM, NH 03079	\$ 14,834,750.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions )
		\$ _____	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions )
		\$ _____	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions )
		\$ _____	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions )
		\$ _____	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions )
		\$ _____	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions )
		\$ _____	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions )

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

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

Name of organization <b>BROOKFIELD ARTS FOUNDATION, INC.</b>	Employer identification number <b>31-1681603</b>
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**Part III** Exclusively religious, charitable, etc., contributions to organizations described in section 501(c)(7), (8), or (10) that total more than \$1,000 for the year from any one contributor. Complete columns (a) through (e) and the following line entry. For organizations completing Part III, enter the total of exclusively religious, charitable, etc., contributions of \$1,000 or less for the year (Enter this info once) ▶ \$ \_\_\_\_\_  
Use duplicate copies of Part III if additional space is needed

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
(e) Transfer of gift			
Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee	
(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
(e) Transfer of gift			
Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee	
(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
(e) Transfer of gift			
Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee	
(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
(e) Transfer of gift			
Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee	

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 1

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	(A) REVENUE PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME
DOMESTIC AND FOREIGN DIVIDENDS	333,632.	0.	333,632.	333,632.	333,632.
LESS: FOREIGN TAXES PAID	-946.	0.	-946.	-946.	-946.
TO PART I, LINE 4	332,686.	0.	332,686.	332,686.	332,686.

FORM 990-PF OTHER INCOME STATEMENT 2

DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME
FX GAIN/LOSS ON FOREIGN TRADES	603.	603.	603.
TOTAL TO FORM 990-PF, PART I, LINE 11	603.	603.	603.

FORM 990-PF LEGAL FEES STATEMENT 3

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
LEGAL	1,989.	0.	0.	1,989.
TO FM 990-PF, PG 1, LN 16A	1,989.	0.	0.	1,989.

FORM 990-PF	ACCOUNTING FEES			STATEMENT 4
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
AUDIT AND ACCOUNTING	17,753.	0.	0.	17,753.
TO FORM 990-PF, PG 1, LN 16B	17,753.	0.	0.	17,753.

FORM 990-PF	OTHER PROFESSIONAL FEES			STATEMENT 5
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
PROGRAM ADMINISTRATION	438,625.	0.	0.	438,625.
INVESTMENT MANAGEMENT	61,304.	61,304.	0.	0.
TO FORM 990-PF, PG 1, LN 16C	499,929.	61,304.	0.	438,625.

FORM 990-PF	TAXES			STATEMENT 6
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
FEDERAL EXCISE	30,000.	0.	0.	0.
TO FORM 990-PF, PG 1, LN 18	30,000.	0.	0.	0.

FORM 990-PF	OTHER EXPENSES			STATEMENT 7
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
INSURANCE	76,424.	0.	0.	76,424.
ADR FEES	5.	5.	0.	0.
STATE FILING FEES	1,489.	0.	0.	1,489.
TO FORM 990-PF, PG 1, LN 23	77,918.	5.	0.	77,913.

FORM 990-PF CORPORATE STOCK STATEMENT 8

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
SEE ATTACHED SCHEDULE	19,032,628.	19,916,176.
TOTAL TO FORM 990-PF, PART II, LINE 10B	19,032,628.	19,916,176.

FORM 990-PF OTHER ASSETS STATEMENT 9

DESCRIPTION	BEGINNING OF YR BOOK VALUE	END OF YEAR BOOK VALUE	FAIR MARKET VALUE
ANTIQUES (AT BOOK VALUE)	242,458,864.	257,448,368.	257,448,368.
TO FORM 990-PF, PART II, LINE 15	242,458,864.	257,448,368.	257,448,368.

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

NAME AND ADDRESS	TITLE AND AVRG HRS/WK	COMPEN-SATION	EMPLOYEE BEN PLAN CONTRIB	EXPENSE ACCOUNT
EDWARD C. JOHNSON 3D 82 DEVONSHIRE STREET, F9A3 BOSTON, MA 02109	PRESIDENT/DIRECTOR < 5.00	0.	0.	0.
CHRISTOPHER C. CURTIS ONE POST OFFICE SQUARE BOSTON, MA 02109	DIRECTOR < 5.00	0.	0.	0.
TARA CEDERHOLM * 11 KEEWAYDIN DRIVE SALEM, NH 03079	VICE PRESIDENT < 6.00	0.	0.	0.
RUPAL POLTACK * 11 KEEWAYDIN DRIVE SALEM, NH 03079	TREASURER < 5.00	0.	0.	0.
MELANIE S. SOMMER, ESQ. 11 KEEWAYDIN DRIVE SALEM, NH 03079	SECRETARY/DIRECTOR < 5.00	0.	0.	0.

DANIEL ARDITO \*  
11 KEEWAYDIN DRIVE  
SALEM, NH 03079

ASSISTANT TREASURER  
< 5.00

0.

0.

0.

RICHARD WEIDMANN  
11 KEEWAYDIN DRIVE  
SALEM, NH 03079

ASSISTANT TREASURER  
< 5.00

0.

0.

0.

\* SEE ATTACHED STATEMENT

TOTALS INCLUDED ON 990-PF, PAGE 6, PART VIII

0.

0.

0.

Brookfield Arts Foundation  
 31-1681603  
 Schedule of Investments

<u>Quantity</u>	<u>Description</u>	<u>Total Tax Cost</u>	<u>Market Value</u>
9,070.00	ACTIVISION BLIZZARD	206,921.63	182,760.50
4,160.00	AFLAC INC	270,388.35	254,134.40
4,800.00	AGILENT TECH INC	208,340.26	196,512.00
5,350.00	APACHE CORP	475,543.92	335,284.50
10,110.00	APPLE INC	787,423.43	1,115,941.80
4,280.00	ASHLAND INC NEW	425,202.24	512,572.80
34,900.00	BANK OF AMERICA CORP	594,023.15	624,361.00
20,250.00	BG GROUP ORD	444,825.90	273,123.82
1,800.00	BIOMARIN PHARMACEUTICALS INC	124,356.24	162,720.00
3,040.00	CAMERON INTL CORP	178,892.37	151,848.00
7,000.00	CAPITAL ONE FINL CORP	510,988.78	577,850.00
1,460.00	CATERPILLAR INC DEL	134,039.47	133,633.80
3,390.00	CHEVRON CORP NEW	406,411.06	380,290.20
5,860.00	CISCO SYS INC	133,201.48	162,995.90
7,460.00	CITIGROUP INC	391,137.80	403,660.60
2,820.00	COPA HOLDINGS SA	353,458.34	292,264.80
5,460.00	CVS HEALTH CORP	371,140.78	525,852.60
5,390.00	EBAY INC COM	285,815.43	302,486.80
5,250.00	EXPRESS SCRIPTS HLDG CO	386,729.70	444,517.50
1,500.00	FEDEX CORP	211,772.97	260,490.00
3,820.00	FIDELITY NATL INFORM SVCS INC	203,189.46	237,604.00
1,900.00	FMC CORP	118,897.01	108,357.00
8,870.00	FREEMPORT MCMORAN INC	321,998.90	207,203.20
5,980.00	GENERAL MOTORS CO	230,023.43	208,761.80
3,840.00	GILEAD SCIENCES	301,595.91	361,958.40
860.00	GOOGLE INC CL A	491,029.24	456,367.60
530.00	GOOGLE INC-CL C	303,366.94	278,992.00
3,500.00	HALLIBURTON CO	137,803.60	137,655.00
4,440.00	HOME DEPOT INC	360,043.84	466,066.80
2,770.00	HONEYWELL INTL INC COM	249,326.33	276,778.40
9,700.00	INVESCO LTD	340,573.04	383,344.00
15,180.00	JPMORGAN CHASE AND CO	889,914.04	949,964.40
3,520.00	KELLOGG COMPANY	221,104.14	230,348.80
2,400.00	KEYSIGHT TECHNOLOGIES INC	79,453.96	81,048.00
2,330.00	KRAFT FOODS GROUP INC	127,291.61	145,997.80
2,350.00	MCDONALDS CORP	223,255.28	220,195.00
4,990.00	MEDTRONIC, INC	296,141.06	360,278.00
7,600.00	MERCK & CO INC	395,211.24	431,604.00
7,030.00	MONDELEZ INTERNATIONAL INC	246,410.11	255,364.75
8,100.00	NCR CORP	288,762.85	236,034.00
4,300.00	OCCIDENTAL PETROLEUM CORP	379,109.58	346,623.00
3,500.00	OMNICOM GROUP	261,778.36	271,145.00
9,220.00	ORACLE CORP	352,520.31	414,623.40
4,530.00	PEPSICO INC	372,836.63	428,356.80

Brookfield Arts Foundation  
 31-1681603  
 Schedule of Investments

<u>Quantity</u>	<u>Description</u>	<u>Total Tax Cost</u>	<u>Market Value</u>
11,560.00	PFIZER INC	360,011.63	360,094.00
5,870.00	PHILIP MORRIS INTL	490,343.23	478,111.50
16,062.00	PRUDENTIAL PLC	361,233.77	373,668.84
7,070.00	QUALCOMM INC	528,079.99	525,513.10
3,640.00	RAYMOND JAMES FINL	196,915.74	208,535.60
3,910.00	SOLARWINDS INC COM	159,575.00	194,835.30
5,130.00	STATE STREET CORP	377,224.32	402,705.00
6,340.00	TJX COS INC NEW	384,727.64	434,797.20
1,420.00	TRIUMPH GROUP INC	111,281.54	95,452.40
2,590.00	TRW AUTOMOTIVE HLDGS	196,893.68	266,381.50
3,300.00	UNITED PARCEL SERVICE INC CL B	328,238.31	366,861.00
3,870.00	UNITED TECHNOLOGIES CORP	441,796.47	445,050.00
2,020.00	VALEANT PHARMACEUTICALS INTL	278,985.80	290,081.29
6,640.00	VERIZON COMMUNICATIONS	318,062.30	310,619.20
4,990.00	VIACOM INC CL B	407,008.60	375,497.50
		<u>19,032,628.16</u>	<u>19,916,175.61</u>

ACTIVITY ONE

Brookfield Arts Foundation (the "Foundation") was founded in 2000 to establish, maintain and operate an educational organization for the purpose of improving popular and scholarly understanding of art or craft. The Foundation seeks to promote research into techniques of manufacture, construction and the like and into the scientific analysis of materials and of original techniques; to provide care and conserve objects owned by the Foundation; with the intent of making the results of research on such objects available both to other scholars and to the general public; to publically exhibit such objects owned by the Foundation (the "Collection") often in collaboration with public exhibits of similar objects owned by others; and to make grants and loans of such objects to other organizations which are exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the "Code.") The Foundation is organized as a non-profit corporation under the laws of the State of Delaware.

During 2014 the Foundation had on loan 55 objects from the Collection to six different, major museums for display to the public, including two international museums. As listed on the schedule of assets the Foundation has on loan an historic house and its furnishings, which number 539

In 2014, two objects from the Collection were included in new publications.

In 2014, the Foundation hosted seven visits from scholars or researchers in particular specialties to examine in detail objects from the Collection.

In 2014, 12 objects from the collection underwent conservation treatment. This treatment included stabilizing fragile objects as well as extensive treatments on objects with more complex condition issues, with the goal of future public display in mind

BROOKFIELD ARTS FOUNDATION, INC

2014 FORM 990-PF

E.I.N. 31-1681603

**PART VIII – LIST OF OFFICERS, DIRECTORS, TRUSTEES AND  
FOUNDATION MANAGERS – ATTACHMENT TO STATEMENT 9**

The Foundation has no employees. It is a party to an administrative services agreement with Cooperative Philanthropic Services LLC, 11 Keewaydin Drive, Salem, NH 03079, which provides the Foundation with the necessary administrative services to conduct its activities. Through this arrangement, Tara Cederholm, Rupal Poltack, Melanie S. Sommer, Daniel Ardito and Richard Weidmann are indirectly compensated for their services devoted to the Foundation.

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

*December 31, 2014*

Historic House and Furnishings	16,799,300
Cabinet, Pair	15,045,682
Painting	13,769,836
Ewer and Basin	12,115,679
Painting	11,506,767
Zun	9,002,303
Cabinet on Stand	5,626,741
Altar Set	3,500,000
Painting	3,291,909
Ewer and Basin	2,919,516
Cup, Double	2,247,305
Cup	2,103,680
Flatware	1,600,000
Couvert	1,600,000
Table Top	1,492,707
Figure, Group	1,276,597
Cup, Covered	1,229,432
Painting	1,199,548
Chest of drawers	970,726
Dish, Sideboard	950,622
Figure, Horse	849,042
Sofa	712,377
Over Mantel and Fireboard, Set	636,782
Cup, Covered	486,883
Tureen and Cover	480,730
Cup, Covered	462,353
Painting	397,964
Cup and Saucer	375,241
Ewer	366,323
Candelabra, Pair	281,255
Chalice	275,037
Candelabra, Pair	254,445
Painting	236,568
Tazza	235,746
Chest on frame	217,163
Table, Drawing	190,935
Figure, Amida, Triad	172,989
Cup, Covered	169,052
Sofa	161,500
Box, Ruff	150,464
Bowl	150,235

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

*December 31, 2014*

Figure, Boy	140,150
Sofa	138,358
Candelabra, Pair	130,498
Painting	124,504
Painting	117,911
Painting	109,484
Painting	82,358
Plate, Pair	81,638
Chair, Side	53,904
Chair, Side	48,784
Desk	22,211
Painting	15,866
Clothes Press	13,500
Clock, Table	13,251
Miscellaneous objects	4,931
Painting	17,004,772
Painting	9,683,696
Painting	9,470,000
Necklace	8,901,373
Dish Cover, Pair	7,902,689
Service, Silver	7,383,296
Painting	7,290,140
Painting	7,122,640
Seal	5,925,562
Painting	4,500,000
Painting	4,276,409
Painting	3,000,000
Painting	2,927,792
Painting	2,357,428
Ewer	2,155,334
Painting	2,126,669
Painting	2,123,788
Sword, Presentation	2,029,553
Service, Toilet with Mirror	1,987,433
Rug	1,620,000
Painting	1,586,308
Box, Scroll, Pair	1,418,677
Jar, Butter-Tea	1,398,652
Painting	1,200,000
Chart, Set of Three	1,165,149
Ewer and Basin	1,089,989

**BROOKFIELD ARTS FOUNDATION  
SCHEDULE OF COLLECTION**

*December 31, 2014*

Painting	962,848
Basin	940,983
Thangka	917,861
Screen, Folding	917,785
Ewer	824,087
Cup, Covered	775,750
Ewer and Basin	735,213
Clock, Automaton	720,035
Screen, Folding	640,347
Cabinet, Square-Corner, Pair	627,454
Thangka	623,109
Dish	607,042
Vase, Pair	597,115
Pagoda	594,249
Necessaire	569,386
Figure	554,054
Pot, Wine	545,371
Box, Scroll	517,559
Box	489,031
Basin	453,463
Table	431,247
Vase	430,798
Fountain, Sake	419,173
Screen, Folding	417,235
Figure	382,801
Pillow	382,801
Tapestry	304,462
Dish, Set	302,211
Screen, Floor	290,079
Dish	282,114
Tapestry	281,450
Sconce	266,500
Chest	247,493
Chuang	229,627
Robe	229,107
Chair, Pair	223,239
Album	207,045
Bible	200,000
Bible	200,000
Painting	197,172
Robe	182,543

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

*December 31, 2014*

Chair, Arm	164,063
Saucer	150,000
Clock, Automation	149,696
Cabinet, Display	147,021
Tankard	141,506
Screen, Pair	139,085
Mirror	113,878
Painting	112,653
Screen, Folding	112,334
Table, Altar, Waistless	104,441
Painting	96,843
Box	93,835
Cabinet	91,549
Table, Dressing	88,750
Screen, Folding	88,262
Jar	80,589
Vase	72,530
Cup and Saucer	69,750
Needlework	59,579
Gueridon, Pair	59,317
Koro	54,089
Textile, Panel	46,958
Frame	45,582
Suit of Armor	44,335
Figure, Pair	42,427
Table, Game	38,850
Dish	38,280
Screen, Pair	37,089
Tea Set	36,141
Sternboard	35,558
Painting	32,615
Textile	30,085
Figure, Pair	28,461
Figure, Fisherman	27,527
Table, Dressing	26,460
Album, Woodblock Print	23,076
Painting	22,793
Dish	22,162
Scroll	22,081
Bench, Waisted	21,947
Table, Dressing	20,959

**BROOKFIELD ARTS FOUNDATION  
SCHEDULE OF COLLECTION**

*December 31, 2014*

Robe	20,443
Chest	20,298
Table, Card	20,112
Table, Coffe	20,000
Musical Instrument	18,834
Beaker, Pair	18,000
Table, Work	17,221
Figure	15,484
Textile	14,998
Table, Dressing	14,298
Basket	13,000
Rug	12,800
Ewer	11,420
Basket	11,278
Box	11,056
Box	10,591
Frame, Folding	10,278
Settee	10,249
Stand	10,068
Bed	10,020
Miscellaneous objects	348,795
<b>Total collection</b>	<b>257,448,368</b>

BROOKFIELD ARTS FOUNDATION

31-1681603

Schedule of realized gains and losses

Gain or Loss

Date Acquired	Date Sold	Quantity	Identifier	Description	How acquired	Proceeds	Description	Short Term	Long Term
01/17/2014	06/03/2014	40.00	001055102	AFLAC INC	P	2,435.20	2,611.78	(176.58)	-
01/17/2014	08/12/2014	30.00	001055102	AFLAC INC	P	1,753.81	1,958.84	(205.03)	-
01/17/2014	09/09/2014	60.00	001055102	AFLAC INC	P	3,613.42	3,917.67	(304.25)	-
01/17/2014	09/26/2014	100.00	001055102	AFLAC INC	P	5,832.54	6,529.45	(696.91)	-
01/17/2014	09/26/2014	270.00	001055102	AFLAC INC	P	15,781.38	17,629.52	(1,848.13)	-
01/17/2014	09/26/2014	330.00	001055102	AFLAC INC	P	19,288.36	21,536.91	(2,248.55)	-
		830.00				48,704.71	54,184.16	(5,479.45)	-
01/17/2014	06/03/2014	40.00	00846U101	AGILENT TECH INC	P	2,265.60	2,431.45	(165.85)	-
01/17/2014	08/12/2014	30.00	00846U101	AGILENT TECH INC	P	1,610.11	1,823.59	(213.48)	-
01/17/2014	09/09/2014	60.00	00846U101	AGILENT TECH INC	P	3,438.23	3,647.18	(208.95)	-
		130.00				7,313.94	7,902.22	(588.28)	-
01/17/2014	02/13/2014	370.00	037411105	APACHE CORP	P	29,419.02	31,280.59	(1,861.57)	-
01/17/2014	06/03/2014	30.00	037411105	APACHE CORP	P	2,739.07	2,691.29	47.78	-
01/17/2014	02/13/2014	100.00	037411105	APACHE CORP	P	7,951.09	8,467.85	(516.76)	-
07/01/2014	09/09/2014	60.00	037411105	APACHE CORP	P	5,834.58	6,053.10	(218.52)	-
07/01/2014	12/19/2014	40.00	037411105	APACHE CORP	P	2,515.20	4,035.40	(1,520.20)	-
07/02/2014	12/19/2014	50.00	037411105	APACHE CORP	P	3,128.05	4,999.05	(1,871.01)	-
07/03/2014	12/19/2014	50.00	037411105	APACHE CORP	P	3,128.05	5,007.48	(1,879.44)	-
07/03/2014	12/19/2014	50.00	037411105	APACHE CORP	P	3,144.00	5,007.48	(1,863.48)	-
08/12/2014	12/19/2014	10.00	037411105	APACHE CORP	P	628.80	1,037.24	(408.44)	-
		760.00				58,487.85	68,579.48	(10,091.63)	-
01/17/2014	02/25/2014	20.00	037833100	APPLE INC	P	10,455.44	10,903.98	(448.54)	-
01/17/2014	03/21/2014	10.00	037833100	APPLE INC	P	5,273.03	5,451.99	(178.96)	-
01/17/2014	04/08/2014	80.00	037833100	APPLE INC	P	41,895.33	43,615.94	(1,720.61)	-
01/17/2014	04/16/2014	10.00	037833100	APPLE INC	P	5,155.11	5,451.99	(296.88)	-
01/17/2014	05/08/2014	20.00	037833100	APPLE INC	P	11,833.58	10,903.98	929.60	-
01/17/2014	06/03/2014	10.00	037833100	APPLE INC	P	6,343.16	5,451.99	891.17	-
01/17/2014	07/31/2014	400.00	037833100	APPLE INC	P	38,492.89	31,154.24	7,338.65	-
01/17/2014	08/12/2014	120.00	037833100	APPLE INC	P	11,469.66	9,346.27	2,123.39	-
01/17/2014	09/09/2014	120.00	037833100	APPLE INC	P	12,011.95	9,346.27	2,665.68	-
01/17/2014	09/26/2014	600.00	037833100	APPLE INC	P	60,249.09	46,731.36	13,517.73	-
01/17/2014	12/17/2014	100.00	037833100	APPLE INC	P	10,905.73	7,788.56	3,117.17	-
01/17/2014	12/19/2014	100.00	037833100	APPLE INC	P	11,209.20	7,788.56	3,420.64	-
		1,590.00				225,294.17	193,935.15	31,359.02	-
01/17/2014	04/08/2014	430.00	044209104	ASHLAND INC NEW	P	40,968.07	42,718.92	(1,750.85)	-
01/17/2014	06/03/2014	40.00	044209104	ASHLAND INC NEW	P	4,129.96	3,973.85	156.11	-
01/17/2014	08/12/2014	30.00	044209104	ASHLAND INC NEW	P	3,065.38	2,980.39	84.99	-
01/17/2014	09/09/2014	60.00	044209104	ASHLAND INC NEW	P	6,382.36	5,960.78	421.58	-

BROOKFIELD ARTS FOUNDATION  
31-1681603

Schedule of realized gains and losses

						How		Gain or Loss		
				acquired						
Date	Date Sold	Quantity	Identifier	Description	Proceeds	Description	Short Term	Long Term		
Acquired										
01/17/2014	09/15/2014	100 00	044209104	ASHLAND INC NEW	10,691 55	9,934 63	756 92	-		
01/17/2014	09/16/2014	100 00	044209104	ASHLAND INC NEW	10,722 02	9,934 63	787 39	-		
01/17/2014	09/26/2014	100 00	044209104	ASHLAND INC NEW	10,562 92	9,934 63	628 29	-		
01/17/2014	09/26/2014	100 00	044209104	ASHLAND INC NEW	10,594 49	9,934 63	659 86	-		
		960 00			97,116 75	95,372 46	1,744 29	-		
01/17/2014	06/04/2014	158 00	0709954	PRUDENTIAL PLC	3,627 40	3,556 69	70 71	-		
01/17/2014	08/13/2014	140 00	0709954	PRUDENTIAL PLC	3,222 07	3,151 49	70 58	-		
01/17/2014	09/10/2014	240 00	0709954	PRUDENTIAL PLC	5,519 80	5,402 56	117 24	-		
01/17/2014	09/29/2014	97 00	0709954	PRUDENTIAL PLC	2,211 30	2,183 53	27 77	-		
01/17/2014	09/29/2014	1,986 00	0709954	PRUDENTIAL PLC	45,331 13	44,706 19	624 94	-		
01/17/2014	09/29/2014	1,767 00	0709954	PRUDENTIAL PLC	40,452 93	39,776 35	676 58	-		
01/17/2014	09/29/2014	400 00	0709954	PRUDENTIAL PLC	9,195 71	9,004 27	191 44	-		
		4,788 00			109,560 34	107,781 08	1,779 26	-		
01/17/2014	06/04/2014	200 00	0876289	BG GROUP ORD	4,106 38	4,444 42	(338 04)	-		
01/17/2014	08/13/2014	120 00	0876289	BG GROUP ORD	2,305 16	2,666 65	(361 49)	-		
01/17/2014	09/10/2014	230 00	0876289	BG GROUP ORD	4,468 42	5,111 08	(642 66)	-		
		550 00			10,879 96	12,222 16	(1,342 20)	-		
01/17/2014	03/27/2014	280 00	111320107	BROADCOM CORP	8,622 79	8,157 60	465 19	-		
01/17/2014	04/01/2014	270 00	111320107	BROADCOM CORP	8,413 53	7,866 26	547 27	-		
01/17/2014	04/02/2014	170 00	111320107	BROADCOM CORP	5,284 76	4,952 83	331 93	-		
01/17/2014	04/03/2014	170 00	111320107	BROADCOM CORP	5,280 31	4,952 83	327 48	-		
01/17/2014	04/04/2014	1,680 00	111320107	BROADCOM CORP	51,418 78	48,945 60	2,473 18	-		
01/17/2014	03/27/2014	400 00	111320107	BROADCOM CORP	12,318 28	11,663 40	654 88	-		
		2,970 00			91,338 45	86,538 51	4,799 94	-		
01/17/2014	06/03/2014	40 00	126650100	CVS HEALTH CORP	3,093 99	2,719 39	374 60	-		
01/17/2014	08/12/2014	70 00	126650100	CVS HEALTH CORP	5,467 76	4,758 93	708 83	-		
01/17/2014	09/09/2014	60 00	126650100	CVS HEALTH CORP	4,838 60	4,079 09	759 51	-		
		170 00			13,400 35	11,557 41	1,842 94	-		
01/17/2014	12/05/2014	760 00	13057Q107	CALIFORNIA RES CORP	4,824 21	6,214 59	(1,390 38)	-		
01/17/2014	12/05/2014	1,000 00	13057Q107	CALIFORNIA RES CORP	6,347 64	8,179 49	(1,831 85)	-		
		1,760 00			11,171 85	14,394 08	(3,222 23)	-		
02/13/2014	12/17/2014	100 00	13342B105	CAMERON INTL CORP	4,667 81	6,070 09	(1,402 28)	-		
02/13/2014	12/17/2014	100 00	13342B105	CAMERON INTL CORP	4,671 88	6,070 09	(1,398 21)	-		
02/13/2014	12/17/2014	100 00	13342B105	CAMERON INTL CORP	4,674 77	6,070 09	(1,395 32)	-		
02/13/2014	12/17/2014	120 00	13342B105	CAMERON INTL CORP	5,609 84	7,284 11	(1,674 27)	-		
02/13/2014	12/17/2014	200 00	13342B105	CAMERON INTL CORP	9,360 02	12,140 18	(2,780 16)	-		

BROOKFIELD ARTS FOUNDATION

31-1681603

Schedule of realized gains and losses

						How		Gain or Loss		
				acquired						
Date	Date Sold	Quantity	Identifier	Description	Proceeds	Description	Short Term	Long Term		
Acquired										
04/03/2014	06/03/2014	40 00	13342B105	CAMERON INTL CORP	2,518 40	2,560 75	(42 35)	-		
04/03/2014	08/12/2014	30 00	13342B105	CAMERON INTL CORP	2,133 00	1,920 56	212 44	-		
04/03/2014	09/08/2014	80 00	13342B105	CAMERON INTL CORP	5,636 46	5,121 50	514 96	-		
04/04/2014	09/08/2014	220 00	13342B105	CAMERON INTL CORP	15,500 27	14,083 43	1,416 84	-		
04/04/2014	09/09/2014	30 00	13342B105	CAMERON INTL CORP	2,120 70	1,920 47	200 23	-		
04/04/2014	09/15/2014	100 00	13342B105	CAMERON INTL CORP	7,084 82	6,401 56	683 26	-		
04/04/2014	09/15/2014	100 00	13342B105	CAMERON INTL CORP	7,087 24	6,401 56	685 68	-		
04/04/2014	09/15/2014	100 00	13342B105	CAMERON INTL CORP	7,087 24	6,401 56	685 68	-		
04/04/2014	12/17/2014	100 00	13342B105	CAMERON INTL CORP	4,670 55	6,401 56	(1,731 01)	-		
04/04/2014	12/17/2014	180 00	13342B105	CAMERON INTL CORP	8,414 76	11,522 81	(3,108 05)	-		
		1,600 00			91,237 76	100,370 33	(9,132 57)	-		
03/21/2014	06/03/2014	50 00	14040H105	CAPITAL ONE FINL CORP	3,925 48	3,808 70	116 78	-		
03/21/2014	08/12/2014	50 00	14040H105	CAPITAL ONE FINL CORP	3,940 83	3,808 70	132 13	-		
03/21/2014	09/09/2014	80 00	14040H105	CAPITAL ONE FINL CORP	6,536 53	6,093 93	442 60	-		
		180 00			14,402 84	13,711 33	691 51	-		
01/17/2014	09/15/2014	330 00	149123101	CATERPILLAR INC DEL	34,481 99	30,300 96	4,181 03	-		
01/17/2014	12/12/2014	300 00	149123101	CATERPILLAR INC DEL	27,179 35	27,546 32	(366 97)	-		
01/17/2014	12/17/2014	400 00	149123101	CATERPILLAR INC DEL	35,755 85	36,728 43	(972 58)	-		
04/08/2014	06/03/2014	20 00	149123101	CATERPILLAR INC DEL	2,060 38	2,062 52	(2 14)	-		
04/08/2014	08/12/2014	10 00	149123101	CATERPILLAR INC DEL	1,021 95	1,031 26	(9 31)	-		
04/08/2014	09/09/2014	40 00	149123101	CATERPILLAR INC DEL	4,295 84	4,125 04	170 80	-		
04/08/2014	09/15/2014	170 00	149123101	CATERPILLAR INC DEL	17,763 45	17,531 41	232 04	-		
		1,270 00			122,558 81	119,325 93	3,232 88	-		
01/17/2014	02/25/2014	70 00	166764100	CHEVRON CORP NEW	8,020 86	8,392 03	(371 17)	-		
01/17/2014	06/03/2014	30 00	166764100	CHEVRON CORP NEW	3,651 35	3,596 59	54 76	-		
01/17/2014	08/12/2014	20 00	166764100	CHEVRON CORP NEW	2,510 71	2,397 72	112 99	-		
01/17/2014	09/09/2014	40 00	166764100	CHEVRON CORP NEW	4,995 82	4,795 45	200 37	-		
01/17/2014	09/26/2014	300 00	166764100	CHEVRON CORP NEW	36,475 84	35,965 86	509 98	-		
		460 00			55,654 58	55,147 65	506 93	-		
01/17/2014	03/18/2014	1,230 00	17275R102	CISCO SYS INC	26,164 64	27,960 89	(1,796 25)	-		
01/17/2014	04/30/2014	770 00	17275R102	CISCO SYS INC	17,662 03	17,503 97	158 06	-		
01/17/2014	06/03/2014	90 00	17275R102	CISCO SYS INC	2,197 23	2,045 92	151 31	-		
01/17/2014	07/24/2014	1,600 00	17275R102	CISCO SYS INC	41,282 92	36,371 89	4,911 03	-		
01/17/2014	08/12/2014	40 00	17275R102	CISCO SYS INC	979 51	909 30	70 21	-		
01/17/2014	09/09/2014	110 00	17275R102	CISCO SYS INC	2,708 86	2,500 57	208 29	-		
01/17/2014	09/15/2014	60 00	17275R102	CISCO SYS INC	1,497 63	1,363 95	133 68	-		
01/17/2014	09/15/2014	400 00	17275R102	CISCO SYS INC	9,977 88	9,092 25	885 63	-		
01/17/2014	09/15/2014	340 00	17275R102	CISCO SYS INC	8,486 54	7,728 41	758 13	-		

BROOKFIELD ARTS FOUNDATION

31-1681603

Schedule of realized gains and losses

Gain or Loss

Date	Date Acquired	Date Sold	Quantity	Identifier	Description	How acquired	Proceeds	Description	Short Term	Long Term	Gain or Loss	
											Short Term	Long Term
01/17/2014	01/17/2014	09/26/2014	1,000.00	17275R102	CISCO SYS INC	P	25,005.31	22,730.63	2,274.68	-	-	-
01/17/2014	01/17/2014	12/05/2014	400.00	17275R102	CISCO SYS INC	P	11,013.36	9,092.25	1,921.11	-	-	-
01/17/2014	01/17/2014	12/10/2014	1,000.00	17275R102	CISCO SYS INC	P	27,043.40	22,730.63	4,312.77	-	-	-
01/17/2014	01/17/2014	12/10/2014	400.00	17275R102	CISCO SYS INC	P	10,825.36	9,092.25	1,733.11	-	-	-
			7,440.00				184,844.67	169,122.89	15,721.78	-	-	-
01/17/2014	01/17/2014	06/03/2014	60.00	172967424	CITIGROUP INC	P	2,867.22	3,159.85	(292.63)	-	-	-
01/17/2014	01/17/2014	08/12/2014	50.00	172967424	CITIGROUP INC	P	2,397.36	2,633.21	(235.85)	-	-	-
01/17/2014	01/17/2014	09/09/2014	90.00	172967424	CITIGROUP INC	P	4,613.85	4,739.78	(125.93)	-	-	-
			200.00				9,878.43	10,532.85	(654.42)	-	-	-
01/17/2014	01/17/2014	03/26/2014	1,040.00	247916208	DENBURY RESOURCES INC	P	16,879.20	16,993.38	(114.18)	-	-	-
01/17/2014	01/17/2014	04/09/2014	1,080.00	247916208	DENBURY RESOURCES INC	P	18,134.50	17,646.97	487.53	-	-	-
01/17/2014	01/17/2014	04/28/2014	1,590.00	247916208	DENBURY RESOURCES INC	P	26,982.37	25,980.26	1,002.11	-	-	-
01/17/2014	01/17/2014	04/29/2014	630.00	247916208	DENBURY RESOURCES INC	P	10,768.07	10,294.07	474.00	-	-	-
01/17/2014	01/17/2014	05/08/2014	670.00	247916208	DENBURY RESOURCES INC	P	11,212.70	10,947.66	265.04	-	-	-
01/17/2014	01/17/2014	05/08/2014	520.00	247916208	DENBURY RESOURCES INC	P	8,717.31	8,496.69	220.62	-	-	-
01/17/2014	01/17/2014	06/03/2014	80.00	247916208	DENBURY RESOURCES INC	P	1,315.69	1,307.18	8.51	-	-	-
01/17/2014	01/17/2014	07/01/2014	1,200.00	247916208	DENBURY RESOURCES INC	P	21,944.38	19,607.75	2,336.63	-	-	-
01/17/2014	01/17/2014	07/02/2014	1,300.00	247916208	DENBURY RESOURCES INC	P	23,555.42	21,241.73	2,313.69	-	-	-
01/17/2014	01/17/2014	07/03/2014	700.00	247916208	DENBURY RESOURCES INC	P	12,681.00	11,437.85	1,243.15	-	-	-
01/17/2014	01/17/2014	07/07/2014	1,700.00	247916208	DENBURY RESOURCES INC	P	30,331.63	27,777.64	2,553.99	-	-	-
01/17/2014	01/17/2014	07/08/2014	2,000.00	247916208	DENBURY RESOURCES INC	P	35,480.01	32,679.58	2,800.43	-	-	-
01/17/2014	01/17/2014	07/09/2014	100.00	247916208	DENBURY RESOURCES INC	P	1,762.79	1,633.98	128.81	-	-	-
01/17/2014	01/17/2014	07/09/2014	200.00	247916208	DENBURY RESOURCES INC	P	3,539.20	3,267.96	271.24	-	-	-
01/17/2014	01/17/2014	07/09/2014	1,400.00	247916208	DENBURY RESOURCES INC	P	24,905.04	22,875.70	2,029.34	-	-	-
01/17/2014	01/17/2014	07/10/2014	200.00	247916208	DENBURY RESOURCES INC	P	3,492.75	3,267.96	224.79	-	-	-
01/17/2014	01/17/2014	07/10/2014	1,110.00	247916208	DENBURY RESOURCES INC	P	19,476.82	18,137.17	1,339.65	-	-	-
			15,520.00				271,178.88	253,593.52	17,585.36	-	-	-
01/17/2014	01/17/2014	03/21/2014	280.00	278642103	EBAY INC COM	P	15,915.08	14,847.55	1,067.53	-	-	-
01/17/2014	01/17/2014	04/08/2014	360.00	278642103	EBAY INC COM	P	19,611.12	19,089.71	521.41	-	-	-
01/17/2014	01/17/2014	04/11/2014	350.00	278642103	EBAY INC COM	P	18,846.30	18,559.44	286.86	-	-	-
01/17/2014	01/17/2014	06/03/2014	50.00	278642103	EBAY INC COM	P	2,512.01	2,651.35	(139.34)	-	-	-
01/17/2014	01/17/2014	08/12/2014	40.00	278642103	EBAY INC COM	P	2,108.69	2,121.08	(12.39)	-	-	-
01/17/2014	01/17/2014	09/09/2014	70.00	278642103	EBAY INC COM	P	3,764.00	3,711.89	52.11	-	-	-
01/17/2014	01/17/2014	09/26/2014	400.00	278642103	EBAY INC COM	P	21,026.93	21,210.79	(183.86)	-	-	-
			1,550.00				83,784.13	82,191.82	1,592.31	-	-	-
01/17/2014	01/17/2014	04/07/2014	480.00	30212P303	EXPEDIA INC	P	32,742.82	34,252.12	(1,509.30)	-	-	-
01/17/2014	01/17/2014	04/08/2014	930.00	30212P303	EXPEDIA INC	P	64,183.18	66,363.49	(2,180.31)	-	-	-
01/17/2014	01/17/2014	04/07/2014	100.00	30212P303	EXPEDIA INC	P	6,821.42	7,144.85	(323.43)	-	-	-

BROOKFIELD ARTS FOUNDATION

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Schedule of realized gains and losses

												Gain or Loss					
Date		Quantity		Identifier		Description		How acquired		Proceeds		Description		Short Term		Long Term	
Acquired	Date Sold																
			1,510 00								103,747 42	107,760 46		(4,013 04)			
01/17/2014	06/03/2014	60 00	30219G108			EXPRESS SCRIPTS HLDG CO		P		4,156 59	4,420 40			(263 81)			
01/17/2014	08/12/2014	120 00	30219G108			EXPRESS SCRIPTS HLDG CO		P		8,575 23	8,840 79			(265 56)			
01/17/2014	09/09/2014	60 00	30219G108			EXPRESS SCRIPTS HLDG CO		P		4,464 81	4,420 40			44 41			
01/17/2014	12/17/2014	100 00	30219G108			EXPRESS SCRIPTS HLDG CO		P		7,955 07	7,367 33			587 74			
01/17/2014	12/17/2014	100 00	30219G108			EXPRESS SCRIPTS HLDG CO		P		7,978 52	7,367 33			611 19			
		440 00								33,130 22	32,416 24			713 98			
01/17/2014	02/11/2014	70 00	31428X106			FEDEX CORP		P		9,324 12	9,870 46			(546 34)			
01/17/2014	03/26/2014	40 00	31428X106			FEDEX CORP		P		5,333 58	5,640 26			(306 68)			
01/17/2014	06/03/2014	10 00	31428X106			FEDEX CORP		P		1,410 27	1,410 07			0 20			
01/17/2014	08/07/2014	100 00	31428X106			FEDEX CORP		P		14,584 12	14,100 66			483 46			
01/17/2014	08/08/2014	100 00	31428X106			FEDEX CORP		P		14,746 26	14,100 66			645 60			
01/17/2014	03/26/2014	70 00	31428X106			FEDEX CORP		P		9,333 76	10,413 13			(1,079 37)			
08/12/2014	09/09/2014	20 00	31428X106			FEDEX CORP		P		3,011 10	2,970 85			40 25			
		410 00								57,743 21	58,506 07			(762 86)			
04/01/2014	06/03/2014	30 00	31620M106			FIDELITY NATL INFORM SVCS INC		P		1,600 60	1,615 20			(14 60)			
07/31/2014	09/09/2014	40 00	31620M106			FIDELITY NATL INFORM SVCS INC		P		2,294 68	2,273 38			21 30			
08/12/2014	09/09/2014	10 00	31620M106			FIDELITY NATL INFORM SVCS INC		P		573 67	572 02			1 65			
		80 00								4,468 95	4,460 60			8 35			
01/17/2014	06/03/2014	70 00	35671D857			FREEPORT MCMORAN INC		P		2,351 64	2,555 48			(203 84)			
01/17/2014	08/12/2014	130 00	35671D857			FREEPORT MCMORAN INC		P		4,759 79	4,745 89			13 90			
01/17/2014	09/09/2014	110 00	35671D857			FREEPORT MCMORAN INC		P		3,781 34	4,015 76			(234 42)			
		310 00								10,892.77	11,317 13			(424 36)			
01/17/2014	06/03/2014	50 00	37045V100			GENERAL MOTORS CO		P		1,737 53	1,923 37			(185 84)			
01/17/2014	08/12/2014	150 00	37045V100			GENERAL MOTORS CO		P		5,025 65	5,770 11			(744 46)			
01/17/2014	09/09/2014	70 00	37045V100			GENERAL MOTORS CO		P		2,294 73	2,692 72			(397 99)			
		270 00								9,057 91	10,386 20			(1,328 29)			
01/17/2014	02/25/2014	110 00	375558103			GILEAD SCIENCES		P		9,194 69	8,639 64			555 05			
01/17/2014	03/21/2014	390 00	375558103			GILEAD SCIENCES		P		28,242 02	30,631 45			(2,389 43)			
01/17/2014	04/08/2014	520 00	375558103			GILEAD SCIENCES		P		36,630 96	40,841 93			(4,210 97)			
01/17/2014	06/03/2014	40 00	375558103			GILEAD SCIENCES		P		3,275 98	3,141 69			134 29			
01/17/2014	08/12/2014	40 00	375558103			GILEAD SCIENCES		P		3,703 05	3,141 69			561 36			
01/17/2014	08/28/2014	300 00	375558103			GILEAD SCIENCES		P		32,146 21	23,562 65			8,583 56			
01/17/2014	09/09/2014	60 00	375558103			GILEAD SCIENCES		P		6,367 36	4,712 53			1,654 83			
01/17/2014	09/17/2014	100 00	375558103			GILEAD SCIENCES		P		10,265 05	7,854 22			2,410 83			
01/17/2014	09/17/2014	100 00	375558103			GILEAD SCIENCES		P		10,271 76	7,854 22			2,417 54			

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Date		How			Gain or Loss				
Acquired	Date Sold	Quantity	Identifier	Description	acquired	Proceeds	Description	Short Term	Long Term
01/17/2014	09/17/2014	812 00	375558103	GILEAD SCIENCES	P	83,576 12	63,776 24	19,799 88	-
01/17/2014	09/17/2014	88 00	375558103	GILEAD SCIENCES	P	9,071 65	6,911 71	2,159 94	-
		<u>2,560 00</u>				<u>232,744 85</u>	<u>201,067 96</u>	<u>31,676 89</u>	-
01/17/2014	02/03/2014	20 00	38259P508	GOOGLE INC CL A	P	22,727 28	23,019 36	(292 08)	-
01/17/2014	02/12/2014	10 00	38259P508	GOOGLE INC CL A	P	11,820 75	11,509 68	311 07	-
01/17/2014	02/25/2014	10 00	38259P508	GOOGLE INC CL A	P	12,151 89	11,509 68	642 21	-
01/17/2014	03/21/2014	10 00	38259P508	GOOGLE INC CL A	P	11,947 46	11,509 68	437 78	-
01/17/2014	06/03/2014	10 00	38259P508	GOOGLE INC CL A	P	5,524 08	5,763 72	(239 64)	-
		<u>60 00</u>				<u>64,171 46</u>	<u>63,312 12</u>	<u>859 34</u>	-
01/17/2014	04/08/2014	110 00	38259P706	GOOGLE INC-CL C	P	60,754 82	63,205 62	(2,450 80)	-
01/17/2014	04/11/2014	30 00	38259P706	GOOGLE INC-CL C	P	16,009 33	17,237 90	(1,228 57)	-
01/17/2014	08/12/2014	10 00	38259P706	GOOGLE INC-CL C	P	5,595 25	5,745 97	(150 72)	-
01/17/2014	09/26/2014	100 00	38259P706	GOOGLE INC-CL C	P	57,744 25	57,459 65	284 60	-
		<u>250 00</u>				<u>140,103 65</u>	<u>143,649 13</u>	<u>(3,545 48)</u>	-
01/17/2014	02/25/2014	100 00	437076102	HOME DEPOT INC	P	7,981 01	8,109 52	(128 51)	-
01/17/2014	04/08/2014	610 00	437076102	HOME DEPOT INC	P	47,143 91	49,468 05	(2,324 14)	-
01/17/2014	06/03/2014	40 00	437076102	HOME DEPOT INC	P	3,211 58	3,243 81	(32 23)	-
01/17/2014	08/12/2014	40 00	437076102	HOME DEPOT INC	P	3,292 26	3,243 81	48 45	-
01/17/2014	08/25/2014	100 00	437076102	HOME DEPOT INC	P	9,111 41	8,109 52	1,001 89	-
01/17/2014	08/25/2014	100 00	437076102	HOME DEPOT INC	P	9,115 34	8,109 52	1,005 82	-
01/17/2014	09/09/2014	70 00	437076102	HOME DEPOT INC	P	6,244 86	5,676 66	568 20	-
01/17/2014	09/26/2014	140 00	437076102	HOME DEPOT INC	P	12,986 04	11,353 32	1,632 72	-
01/17/2014	09/26/2014	260 00	437076102	HOME DEPOT INC	P	24,116 93	21,083 65	3,033 28	-
		<u>1,460 00</u>				<u>123,203 34</u>	<u>118,397 85</u>	<u>4,805 49</u>	-
01/17/2014	02/13/2014	130 00	438516106	HONEYWELL INTL INC COM	P	12,197 04	11,701 40	495 64	-
01/17/2014	06/03/2014	20 00	438516106	HONEYWELL INTL INC COM	P	1,837 98	1,800 21	37 77	-
01/17/2014	08/12/2014	40 00	438516106	HONEYWELL INTL INC COM	P	3,690 25	3,600 43	89 82	-
01/17/2014	09/09/2014	40 00	438516106	HONEYWELL INTL INC COM	P	3,769 05	3,600 43	168 62	-
		<u>230 00</u>				<u>21,494 32</u>	<u>20,702 47</u>	<u>791 85</u>	-
01/17/2014	04/08/2014	700 00	44919P508	IAC / INTERACTIVECRP	P	48,323 10	50,248 96	(1,925 85)	-
01/17/2014	04/10/2014	540 00	44919P508	IAC / INTERACTIVECRP	P	36,937 97	38,763 48	(1,825 51)	-
01/17/2014	03/06/2014	110 00	44919P508	IAC / INTERACTIVECRP	P	8,629 21	7,898 52	730 69	-
01/17/2014	03/21/2014	130 00	44919P508	IAC / INTERACTIVECRP	P	9,542 24	9,334 62	207 62	-
01/17/2014	04/04/2014	140 00	44919P508	IAC / INTERACTIVECRP	P	9,740 89	10,052 67	(311 78)	-
01/17/2014	04/08/2014	820 00	44919P508	IAC / INTERACTIVECRP	P	56,607 07	58,879 91	(2,272 84)	-
		<u>2,440 00</u>				<u>169,780 48</u>	<u>175,178 16</u>	<u>(5,397 68)</u>	-

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Schedule of realized gains and losses

Date		Date Sold	Quantity	Identifier	Description	How acquired	Proceeds	Description	Short Term	Long Term	Gain or Loss
Acquired											
03/21/2014	06/03/2014	120 00	46625H100	JPMORGAN CHASE AND CO	P	6,631 63	7,290 63	(659 00)	-	-	-
03/21/2014	08/12/2014	100 00	46625H100	JPMORGAN CHASE AND CO	P	5,596 72	6,075 53	(478 81)	-	-	-
03/21/2014	09/09/2014	30 00	46625H100	JPMORGAN CHASE AND CO	P	1,766 24	1,822 66	(56 42)	-	-	-
08/25/2014	09/09/2014	100 00	46625H100	JPMORGAN CHASE AND CO	P	5,887 45	6,451 50	(564 05)	-	-	-
		350 00				19,882 04	21,640 32	(1,758 28)	-	-	-
01/17/2014	06/03/2014	20 00	487836108	KELLOGG COMPANY	P	1,359 59	1,218 57	141 02	-	-	-
01/17/2014	08/12/2014	50 00	487836108	KELLOGG COMPANY	P	3,152 34	3,046 43	105 92	-	-	-
01/17/2014	09/09/2014	20 00	487836108	KELLOGG COMPANY	P	1,268 74	1,218 57	50 17	-	-	-
		90 00				5,780 67	5,483 57	297 11	-	-	-
01/17/2014	06/03/2014	20 00	50076Q106	KRAFT FOODS GROUP INC	P	1,148 60	1,092 67	55 93	-	-	-
01/17/2014	08/12/2014	50 00	50076Q106	KRAFT FOODS GROUP INC	P	2,776 35	2,731 68	44 68	-	-	-
01/17/2014	09/09/2014	30 00	50076Q106	KRAFT FOODS GROUP INC	P	1,721 71	1,639 01	82 71	-	-	-
		100 00				5,646 66	5,463 35	183 31	-	-	-
01/17/2014	06/03/2014	20 00	580135101	MCDONALDS CORP	P	2,011 58	1,900 19	111 39	-	-	-
01/17/2014	08/12/2014	60 00	580135101	MCDONALDS CORP	P	5,587 98	5,700 56	(112 58)	-	-	-
01/17/2014	09/09/2014	30 00	580135101	MCDONALDS CORP	P	2,723 98	2,850 28	(126 30)	-	-	-
		110 00				10,323 54	10,451 03	(127 49)	-	-	-
04/08/2014	05/15/2014	320 00	585055106	MEDTRONIC, INC	P	19,166 55	19,651 60	(485 05)	-	-	-
04/08/2014	06/03/2014	40 00	585055106	MEDTRONIC, INC	P	2,407 20	2,456 45	(49 25)	-	-	-
04/08/2014	08/12/2014	30 00	585055106	MEDTRONIC, INC	P	1,842 60	1,842 34	0 26	-	-	-
04/08/2014	09/09/2014	50 00	585055106	MEDTRONIC, INC	P	3,267 34	3,070 56	196 78	-	-	-
		440 00				26,683 69	27,020 95	(337 26)	-	-	-
01/17/2014	06/03/2014	100 00	58933Y105	MERCK & CO INC	P	5,753 02	5,202 18	550 84	-	-	-
01/17/2014	08/12/2014	150 00	58933Y105	MERCK & CO INC	P	8,523 58	7,803 28	720 31	-	-	-
01/17/2014	09/09/2014	80 00	58933Y105	MERCK & CO INC	P	4,843 77	4,161 75	682 02	-	-	-
		330 00				19,120 37	17,167 21	1,953 17	-	-	-
01/17/2014	06/03/2014	60 00	609207105	MONDELEZ INTERNATIONAL INC	P	2,253 43	2,103 07	150 36	-	-	-
01/17/2014	08/12/2014	170 00	609207105	MONDELEZ INTERNATIONAL INC	P	6,031 60	5,958 71	72 89	-	-	-
01/17/2014	09/09/2014	80 00	609207105	MONDELEZ INTERNATIONAL INC	P	2,831 81	2,804 10	27 71	-	-	-
		310 00				11,116 84	10,865 88	250 96	-	-	-
01/17/2014	06/03/2014	60 00	62886E108	NCR CORP	P	1,938 44	2,221 15	(282 71)	-	-	-
01/17/2014	08/12/2014	50 00	62886E108	NCR CORP	P	1,504 38	1,850 96	(346 58)	-	-	-
01/17/2014	09/09/2014	90 00	62886E108	NCR CORP	P	2,990 29	3,331 72	(341 43)	-	-	-
		200 00				6,433 11	7,403 83	(970 72)	-	-	-

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Schedule of realized gains and losses

Gain or Loss

Date		Quantity	Identifier	Description	How acquired	Proceeds	Description	Short Term	Long Term
Acquired	Date Sold								
01/17/2014	06/03/2014	60.00	674599105	OCCIDENTAL PETROLEUM CORP	P	6,002.15	5,486.89	515.26	-
01/17/2014	08/12/2014	80.00	674599105	OCCIDENTAL PETROLEUM CORP	P	7,943.70	7,315.86	627.84	-
01/17/2014	09/09/2014	50.00	674599105	OCCIDENTAL PETROLEUM CORP	P	4,917.31	4,572.41	344.90	-
01/17/2014	12/19/2014	100.00	674599105	OCCIDENTAL PETROLEUM CORP	P	8,026.41	8,817.64	(791.23)	-
		290.00				26,889.57	26,192.81	696.76	-
01/17/2014	08/12/2014	20.00	681919106	OMNICOM GROUP	P	1,416.89	1,495.88	(78.99)	-
01/17/2014	09/09/2014	40.00	681919106	OMNICOM GROUP	P	2,853.47	2,991.75	(138.28)	-
01/17/2014	06/03/2014	30.00	681919106	OMNICOM GROUP	P	2,110.29	2,248.76	(138.47)	-
01/17/2014	08/12/2014	70.00	681919106	OMNICOM GROUP	P	4,959.12	5,247.10	(287.98)	-
		160.00				11,339.77	11,983.48	(643.71)	-
04/16/2014	06/03/2014	70.00	68389X105	ORACLE CORP	P	2,892.73	2,799.57	93.16	-
07/31/2014	08/12/2014	20.00	68389X105	ORACLE CORP	P	776.75	814.38	(37.63)	-
07/31/2014	09/09/2014	110.00	68389X105	ORACLE CORP	P	4,460.03	4,479.09	(19.06)	-
		200.00				8,129.51	8,093.04	36.47	-
01/17/2014	06/03/2014	40.00	713448108	PEPSICO INC	P	3,499.18	3,292.62	206.56	-
01/17/2014	08/12/2014	100.00	713448108	PEPSICO INC	P	9,098.14	8,231.56	866.58	-
01/17/2014	09/09/2014	60.00	713448108	PEPSICO INC	P	5,475.18	4,938.93	536.25	-
		200.00				18,072.50	16,463.11	1,609.39	-
01/17/2014	02/14/2014	710.00	717081103	PFIZER INC	P	22,631.16	22,109.75	521.41	-
04/08/2014	05/15/2014	310.00	717081103	PFIZER INC	P	8,938.74	9,700.15	(761.41)	-
04/08/2014	06/03/2014	90.00	717081103	PFIZER INC	P	2,640.47	2,816.17	(175.70)	-
04/08/2014	08/12/2014	80.00	717081103	PFIZER INC	P	2,228.63	2,503.26	(274.63)	-
04/08/2014	09/09/2014	130.00	717081103	PFIZER INC	P	3,773.11	4,067.80	(294.69)	-
		1,320.00				40,212.11	41,197.13	(985.02)	-
04/08/2014	06/03/2014	50.00	718172109	PHILIP MORRIS INTL	P	4,379.47	4,204.75	174.72	-
04/08/2014	08/12/2014	40.00	718172109	PHILIP MORRIS INTL	P	3,340.66	3,363.80	(23.14)	-
04/08/2014	09/09/2014	70.00	718172109	PHILIP MORRIS INTL	P	5,852.76	5,886.66	(33.90)	-
		160.00				13,572.89	13,455.21	117.68	-
01/17/2014	06/03/2014	50.00	747525103	QUALCOMM INC	P	4,000.98	3,733.85	267.13	-
07/24/2014	08/12/2014	120.00	747525103	QUALCOMM INC	P	8,856.02	9,115.92	(259.90)	-
07/24/2014	09/09/2014	80.00	747525103	QUALCOMM INC	P	6,052.54	6,077.28	(24.74)	-
		250.00				18,909.54	18,927.05	(17.51)	-
01/17/2014	09/26/2014	100.00	754730109	RAYMOND JAMES FINL	P	5,459.27	5,427.22	32.05	-
01/17/2014	09/26/2014	510.00	754730109	RAYMOND JAMES FINL	P	27,877.08	27,678.80	198.29	-
01/17/2014	06/03/2014	30.00	754730109	RAYMOND JAMES FINL	P	1,439.80	1,630.16	(190.36)	-



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Gain or Loss

Date Acquired	Date Sold	Quantity	Identifier	Description	How acquired	Proceeds	Description	Short Term	Long Term
01/17/2014	06/03/2014	20 00	87264S106	TRW AUTOMOTIVE HLDGS	P	1,679 99	1,520 97	159 02	-
01/17/2014	08/12/2014	20 00	87264S106	TRW AUTOMOTIVE HLDGS	P	1,962 32	1,520 97	441 35	-
01/17/2014	09/09/2014	30 00	87264S106	TRW AUTOMOTIVE HLDGS	P	2,972 38	2,281 46	690 92	-
		600 00				49,448 64	45,629 12	3,819 52	-
01/17/2014	06/03/2014	10 00	896818101	TRIUMPH GROUP INC	P	682 19	783 83	(101 64)	-
01/17/2014	08/12/2014	30 00	896818101	TRIUMPH GROUP INC	P	1,918 29	2,351 49	(433 20)	-
01/17/2014	09/09/2014	10 00	896818101	TRIUMPH GROUP INC	P	676 06	783 83	(107 77)	-
		50 00				3,276 54	3,919 15	(642 61)	-
01/17/2014	02/11/2014	140 00	911312106	UNITED PARCEL SERVICE INC CL B	P	13,463 85	13,930 20	(466 35)	-
01/17/2014	06/03/2014	30 00	911312106	UNITED PARCEL SERVICE INC CL B	P	3,084 07	3,077 94	6 13	-
01/17/2014	08/12/2014	50 00	911312106	UNITED PARCEL SERVICE INC CL B	P	4,795 31	5,129 90	(334 59)	-
01/17/2014	09/09/2014	40 00	911312106	UNITED PARCEL SERVICE INC CL B	P	3,891 05	4,103 91	(212 86)	-
		260 00				25,234 28	26,241 95	(1,007 67)	-
01/17/2014	06/03/2014	40 00	913017109	UNITED TECHNOLOGIES CORP	P	4,695 55	4,571 35	124 20	-
01/17/2014	08/12/2014	120 00	913017109	UNITED TECHNOLOGIES CORP	P	12,563 94	13,714 04	(1,150 10)	-
07/22/2014	09/09/2014	50 00	913017109	UNITED TECHNOLOGIES CORP	P	5,419 29	6,032 45	(613 16)	-
		210 00				22,678 78	24,317 83	(1,639 05)	-
04/08/2014	06/03/2014	50 00	92343V104	VERIZON COMMUNICATIONS	P	2,450 51	2,398 95	51 56	-
04/08/2014	08/12/2014	50 00	92343V104	VERIZON COMMUNICATIONS	P	2,413 86	2,398 95	14 91	-
04/08/2014	09/09/2014	70 00	92343V104	VERIZON COMMUNICATIONS	P	3,409 81	3,358 53	51 28	-
		170 00				8,274 18	8,156 42	117 76	-
01/17/2014	04/08/2014	540 00	92553P201	VIACOM INC CL B	P	45,117 10	44,837 02	280 08	-
01/17/2014	06/03/2014	30 00	92553P201	VIACOM INC CL B	P	2,586 98	2,490 95	96 03	-
01/17/2014	08/12/2014	30 00	92553P201	VIACOM INC CL B	P	2,381 99	2,490 95	(108 96)	-
01/17/2014	09/09/2014	40 00	92553P201	VIACOM INC CL B	P	3,163 06	3,321 26	(158 20)	-
01/17/2014	04/08/2014	100 00	92553P201	VIACOM INC CL B	P	8,355 02	8,321 85	33 17	-
		740 00				61,604 15	61,462 02	142 13	-
03/26/2014	08/12/2014	80 00	B0TNJH9	COPA HOLDINGS SA	P	10,125 25	11,047 18	(921 93)	-
		80 00				10,125 25	11,047 18	(921 93)	-
01/17/2014	03/21/2014	200 00	B3XSX46	VALEANT PHARMACEUTICALS INTL	P	27,564 85	27,622 36	(57 51)	-
01/17/2014	04/08/2014	200 00	B3XSX46	VALEANT PHARMACEUTICALS INTL	P	23,575 30	27,622 36	(4,047 06)	-
01/17/2014	08/12/2014	50 00	B3XSX46	VALEANT PHARMACEUTICALS INTL	P	5,372 29	6,905 59	(1,533 30)	-
01/17/2014	09/09/2014	30 00	B3XSX46	VALEANT PHARMACEUTICALS INTL	P	3,605 60	4,143 35	(537 75)	-
		480 00				60,118 04	66,293 65	(6,175 61)	-

BROOKFIELD ARTS FOUNDATION  
31-1681603

Schedule of realized gains and losses

						How		Gain or Loss			
Date	Acquired	Date Sold	Quantity	Identifier	Description	acquired	Proceeds	Description	Short Term	Long Term	
01/17/2014		02/14/2014	100.00	BFRT3W7	ALLEGION PLC	P	4,960.42	4,799.35	161.07	-	
01/17/2014		03/12/2014	1,300.00	BFRT3W7	ALLEGION PLC	P	69,429.34	62,391.53	7,037.81	-	
			1,400.00				74,389.76	67,190.88	7,198.88	-	
09/18/2014		09/19/2014	600.00	BP41ZD1	ALIBABA GROUP HOLDING LIMITED	P	54,383.21	40,820.00	13,563.21	-	
			600.00				54,383.21	40,820.00	13,563.21	-	
01/17/2014		03/12/2014	1,900.00	G47791101	INGERSOLL-RAND PLC	P	111,736.05	118,822.49	(7,086.44)	-	
01/17/2014		07/22/2014	100.00	G47791101	INGERSOLL-RAND PLC	P	6,434.13	6,253.82	180.31	-	
01/17/2014		07/22/2014	600.00	G47791101	INGERSOLL-RAND PLC	P	38,611.14	37,522.89	1,088.25	-	
01/17/2014		08/12/2014	30.00	G47791101	INGERSOLL-RAND PLC	P	1,786.81	1,876.14	(89.33)	-	
01/17/2014		09/09/2014	10.00	G47791101	INGERSOLL-RAND PLC	P	580.76	625.38	(44.62)	-	
01/17/2014		09/26/2014	1,660.00	G47791101	INGERSOLL-RAND PLC	P	95,036.18	103,813.33	(8,777.15)	-	
			4,300.00				254,185.07	268,914.05	(14,728.98)	-	
01/17/2014		09/26/2014	100.00	G491BT108	INVECO LTD	P	4,002.98	3,511.06	491.91	-	
01/17/2014		09/26/2014	600.00	G491BT108	INVECO LTD	P	24,107.12	21,066.37	3,040.75	-	
01/17/2014		09/26/2014	300.00	G491BT108	INVECO LTD	P	12,008.93	10,549.55	1,459.38	-	
04/08/2014		06/03/2014	100.00	G491BT108	INVECO LTD	P	3,664.06	3,516.71	147.35	-	
04/08/2014		08/12/2014	80.00	G491BT108	INVECO LTD	P	3,059.81	2,813.37	246.44	-	
04/08/2014		09/09/2014	120.00	G491BT108	INVECO LTD	P	4,826.51	4,220.05	606.46	-	
04/08/2014		09/26/2014	200.00	G491BT108	INVECO LTD	P	8,005.95	7,033.42	972.53	-	
04/08/2014		09/26/2014	300.00	G491BT108	INVECO LTD	P	12,054.88	10,550.13	1,504.75	-	
			1,800.00				71,730.24	63,260.67	8,469.57	-	
<b>TOTAL REALIZED GAINS (LOSSES)</b>								<b>3,726,334.41</b>	<b>3,645,124.95</b>	<b>81,209.46</b>	-

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

OMB No 1545-1709

Department of the Treasury  
Internal Revenue Service

▶ **File a separate application for each return.**  
▶ **Information about Form 8868 and its instructions is at [www.irs.gov/form8868](http://www.irs.gov/form8868).**

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

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

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

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

Part I only

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

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

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

04

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

**RUPAL POLTACK**

- The books are in the care of ▶ **11 KEEWAYDIN DRIVE, SUITE 100 - SALEM, NH 03079**

Telephone No ▶ **603-681-4375**

Fax No ▶ \_\_\_\_\_

- If the organization does not have an office or place of business in the United States, check this box
- If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) \_\_\_\_\_ If this is for the whole group, check this box . If it is for part of the group, check this box  and attach a list with the names and EINs of all members the extension is for.

**1** I request an automatic 3-month (6 months for a corporation required to file Form 990-T) extension of time until **AUGUST 15, 2015**, to file the exempt organization return for the organization named above. The extension is for the organization's return for  calendar year **2014** or  tax year beginning \_\_\_\_\_, and ending \_\_\_\_\_.

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

<b>3a</b> If this application is for Forms 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions.	<b>3a</b>	\$	<b>14,714.</b>
<b>b</b> If this application is for Forms 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit.	<b>3b</b>	\$	<b>11,014.</b>
<b>c</b> <b>Balance due.</b> Subtract line 3b from line 3a. Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions.	<b>3c</b>	\$	<b>3,700.</b>

**Caution.** If you are going to make an electronic funds withdrawal (direct debit) with this Form 8868, see Form 8453-EO and Form 8879-EO for payment instructions.