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EXTENDED TO NOVEMBER 15, 2016

Return of Private Foundation

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

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OMB No 1545-0052

2015

Open to Public Inspection

Form **990-PF**

Department of the Treasury
Internal Revenue Service

For calendar year 2015 or tax year beginning

, and ending

Name of foundation BROOKFIELD ARTS FOUNDATION, INC.		A Employer identification number 31-1681603
Number and street (or P O box number if mail is not delivered to street address) 11 KEEWAYDIN DRIVE	Room/suite 100	B Telephone number 603-681-4375
City or town, state or province, country, and ZIP or foreign postal code SALEM, NH 03079		C If exemption application is pending, check here <input type="checkbox"/>
G Check all that apply: <input type="checkbox"/> Initial return <input type="checkbox"/> Final return <input type="checkbox"/> Address change <input type="checkbox"/> Initial return of a former public charity <input type="checkbox"/> Amended return <input type="checkbox"/> Name change		D 1. Foreign organizations, check here <input type="checkbox"/> 2. Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>
H Check type of organization: <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Other taxable private foundation		E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/>
I Fair market value of all assets at end of year (from Part II, col (c), line 16) \$ 274,891,792.	J Accounting method: <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify)	F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a))		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants, etc., received	1,025,741.			
	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	385,716.	385,716.	385,716.	STATEMENT 1
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	377,532.			
	b Gross sales price for all assets on line 6a	4,771,433.			
	7 Capital gain net income (from Part IV, line 2)		377,532.		
	8 Net short-term capital gain			377,532.	
	9 Income modifications				
	10a Gross sales less returns and allowances				
b Less Cost of goods sold					
c Gross profit or (loss)					
11 Other income	3,263.	3,263.	3,263.	STATEMENT 2	
12 Total. Add lines 1 through 11	1,792,252.	766,511.	766,511.		
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	19,912.	0.	0.	19,912.
	b Accounting fees				
	c Other professional fees STMT 4	448,478.	79,027.	0.	369,451.
	17 Interest				
	18 Taxes STMT 5	3,700.	0.	0.	0.
	19 Depreciation and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
22 Printing and publications					
23 Other expenses STMT 6	73,677.	0.	0.	73,677.	
24 Total operating and administrative expenses. Add lines 13 through 23	545,767.	79,027.	0.	463,040.	
25 Contributions, gifts, grants paid	3,004,468.			3,004,468.	
26 Total expenses and disbursements. Add lines 24 and 25	3,550,235.	79,027.	0.	3,467,508.	
27 Subtract line 26 from line 12:					
a Excess of revenue over expenses and disbursements	-1,757,983.				
b Net investment income (if negative, enter -0-)		687,484.			
c Adjusted net income (if negative, enter -0-)			766,511.		

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LHA For Paperwork Reduction Act Notice, see instructions.

Form 990-PF (2015)

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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	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1 Cash - non-interest-bearing			
	2 Savings and temporary cash investments	225,558.	363,470.	363,470.
	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 STMT 7	19,032,628.	19,020,757.	18,950,705.
	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 ▶ STATEMENT 8)	257,448,368.	255,577,617.	255,577,617.	
16 Total assets (to be completed by all filers - see the instructions. Also, see page 1, item l)	276,706,554.	274,961,844.	274,891,792.	
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 Total liabilities (add lines 17 through 22)	0.	0.		
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ▶ <input checked="" type="checkbox"/> and complete lines 24 through 26 and lines 30 and 31.			
	24 Unrestricted	276,706,554.	274,961,844.	
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here ▶ <input type="checkbox"/> and complete lines 27 through 31.			
	27 Capital stock, trust principal, or current funds			
	28 Paid-in or capital surplus, or land, bldg., and equipment fund			
29 Retained earnings, accumulated income, endowment, or other funds				
30 Total net assets or fund balances	276,706,554.	274,961,844.		
31 Total liabilities and net assets/fund balances	276,706,554.	274,961,844.		

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	276,706,554.
2 Enter amount from Part I, line 27a	2	-1,757,983.
3 Other increases not included in line 2 (itemize) ▶ DISALLOWED LOSS DUE TO WASH SALES	3	13,273.
4 Add lines 1, 2, and 3	4	274,961,844.
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	274,961,844.

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		
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 4,771,433.		4,393,901.	377,532.	
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			377,532.	
b				
c				
d				
e				
2 Capital gain net income or (net capital loss)		{ If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7		2 377,532.
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		{ If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7		3 377,532.

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))
2014	15,525,784.	19,499,684.	.796207
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

2 Total of line 1, column (d)	2 8.508753
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 1.701751
4 Enter the net value of noncharitable-use assets for 2015 from Part X, line 5	4 19,548,311.
5 Multiply line 4 by line 3	5 33,266,358.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6 6,875.
7 Add lines 5 and 6	7 33,273,233.
8 Enter qualifying distributions from Part XII, line 4 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.	8 4,601,226.

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	13,750.
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	13,750.
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	4	0.
5	Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-	5	13,750.
6	Credits/Payments:		
a	2015 estimated tax payments and 2014 overpayment credited to 2015	6a	7,650.
b	Exempt foreign organizations - tax withheld at source	6b	
c	Tax paid with application for extension of time to file (Form 8868)	6c	10,000.
d	Backup withholding erroneously withheld	6d	
7	Total credits and payments Add lines 6a through 6d	7	17,650.
8	Enter any penalty for underpayment of estimated tax. Check here <input checked="" type="checkbox"/> if Form 2220 is attached	8	
9	Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9	
10	Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	3,900.
11	Enter the amount of line 10 to be: Credited to 2016 estimated tax <input type="checkbox"/> 3,900. Refunded <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
2		X
3		X
4a		X
4b		
5		X
6	X	
7	X	
8a	Enter the states to which the foundation reports or with which it is registered (see instructions) <input type="checkbox"/> <u>MA</u>	
8b	X	
9	X	
10		X

N/A

Part VII-A Statements Regarding Activities (continued)

	Yes	No
11 At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)		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)		X
13 Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ▶ N/A	X	
14 The books are in care of ▶ DANIEL M ARDITO Telephone no. ▶ 603-681-4291 Located at ▶ 11 KEEWAYDIN DRIVE, SUITE 100, SALEM, NH ZIP+4 ▶ 03079		
15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here and enter the amount of tax-exempt interest received or accrued during the year ▶ 15 N/A		
16 At any time during calendar year 2015, 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. If "Yes," enter the name of the foreign country ▶		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 2015?	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 2015, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2015? <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.) N/A c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here. ▶ _____, _____, _____	2b	
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 2015 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 2015.) N/A	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 2015?	4b	X

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

5a During the year did the foundation pay or incur any amount to:

(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? Yes No

(2) Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive? Yes No

(3) Provide a grant to an individual for travel, study, or other similar purposes? Yes No

(4) Provide a grant to an organization other than a charitable, etc., organization described in section 4945(d)(4)(A)? (see instructions) Yes No

(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? Yes No

b If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)? Yes No
Organizations relying on a current notice regarding disaster assistance check here

c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? **N/A** Yes No
If "Yes," attach the statement required by Regulations section 53.4945-5(d)

6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract? Yes No

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? Yes No
If "Yes" to 6b, file Form 8870

7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? Yes No

b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction? **N/A**

Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors

1 List all officers, directors, trustees, foundation managers and their compensation.

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
SEE STATEMENT 9		0.	0.	0.

2 Compensation of five highest-paid employees (other than those included on line 1). If none, enter "NONE."

(a) Name and address of each employee paid more than \$50,000	(b) Title, and average hours per week devoted to position	(c) Compensation	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
NONE				

Total number of other employees paid over \$50,000 ▶ 0

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

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

(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	369,450.
BEACON PT COMPANY 11 KEEWAYDIN DRIVE, SALEM, NH 03079	INVESTMENT MANAGEMENT	79,027.
WILLIS OF MASSACHUSETTS 100 HUNTINGTON AV, BOSTON, MA 02116	INSURANCE	71,352.

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 OPERATING EXPENSES RELATED TO THE CARE AND LENDING OF ART AND ANTIQUES TO MUSEUMS FOR PUBLIC DISPLAY, STUDY AND OTHER EDUCATIONAL PURPOSES. SEE STATEMENT 11	463,040.
2 ACQUISITIONS AND CONSERVATION OF ART AND ANTIQUES	1,133,718.
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	
Total. Add lines 1 through 3 ▶	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	19,846,001.
b	Average of monthly cash balances	1b	
c	Fair market value of all other assets	1c	
d	Total (add lines 1a, b, and c)	1d	19,846,001.
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	19,846,001.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	297,690.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	19,548,311.
6	Minimum investment return. Enter 5% of line 5	6	977,416.

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 2015 from Part VI, line 5	2a	
b	Income tax for 2015. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	
6	Deduction from distributable amount (see instructions)	6	
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	

Part XII Qualifying Distributions (see instructions)

1 Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes:			
a	Expenses, contributions, gifts, etc. - total from Part I, column (d), line 26	1a	3,467,508.
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	1,133,718.
3 Amounts set aside for specific charitable projects that satisfy the:			
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	4,601,226.
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	Adjusted qualifying distributions. Subtract line 5 from line 4	6	4,601,226.

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 2014	(c) 2014	(d) 2015
1 Distributable amount for 2015 from Part XI, line 7				
2 Undistributed income, if any, as of the end of 2015				
a Enter amount for 2014 only				
b Total for prior years:				
3 Excess distributions carryover, if any, to 2015:				
a From 2010				
b From 2011				
c From 2012				
d From 2013				
e From 2014				
f Total of lines 3a through e				
4 Qualifying distributions for 2015 from Part XII, line 4: ► \$				
a Applied to 2014, 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 2015 distributable amount				
e Remaining amount distributed out of corpus				
5 Excess distributions carryover applied to 2015 (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 2014. Subtract line 4a from line 2a. Taxable amount - see instr.				
f Undistributed income for 2015. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2016				
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 2010 not applied on line 5 or line 7				
9 Excess distributions carryover to 2016. Subtract lines 7 and 8 from line 6a				
10 Analysis of line 9:				
a Excess from 2011				
b Excess from 2012				
c Excess from 2013				
d Excess from 2014				
e Excess from 2015				

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 2015, 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) 2015	(b) 2014	(c) 2013	(d) 2012	
2 a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed	766,511.	414,498.	907,952.	215,612.	2,304,573.
b 85% of line 2a	651,534.	352,323.	771,759.	183,270.	1,958,887.
c Qualifying distributions from Part XII, line 4 for each year listed	4,601,226.	15,525,784.	48,301,971.	40,642,458.	109,071,439.
d Amounts included in line 2c not used directly for active conduct of exempt activities	3,004,468.	0.	0.	13,570.	3,018,038.
e Qualifying distributions made directly for active conduct of exempt activities. Subtract line 2d from line 2c	1,596,758.	15,525,784.	48,301,971.	40,628,888.	106,053,401.
3 Complete 3a, b, or c for the alternative test relied upon:					
a "Assets" alternative test - enter:					
(1) Value of all assets	274,891,792.	276,706,554.	262,079,408.	211,479,700.	1,025,157,454.
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)	255,577,617.	257,448,368.	242,458,864.	194,633,097.	950,117,946.
b "Endowment" alternative test - enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed	651,611.	649,989.	605,301.	537,777.	2,444,678.
c "Support" alternative test - enter:					
(1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)					0.
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)					0.
(3) Largest amount of support from an exempt organization					0.
(4) Gross investment income					0.

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

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

EDWARD C. JOHNSON 3D

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

NONE

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

- a The name, address, and telephone number or e-mail 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)

3 Grants and Contributions Paid During the Year or Approved for Future Payment				
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)				
<i>a Paid during the year</i>				
MUSEUM OF FINE ARTS 465 HUNTINGTON AVENUE BOSTON, MA 02115		501(C)3	SUPPORT OF MUSEUM'S COLLECTION	3,004,468.
Total			▶ 3a	3,004,468.
<i>b Approved for future payment</i>				
NONE				
Total			▶ 3b	0.

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

Department of the Treasury
Internal Revenue Service

Schedule of Contributors

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

OMB No 1545-0047

2015

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

- | Filers of: | Section: |
|--------------------|---|
| Form 990 or 990-EZ | <input type="checkbox"/> 501(c)() (enter number) organization |
| | <input type="checkbox"/> 4947(a)(1) nonexempt charitable trust not treated as a private foundation |
| | <input type="checkbox"/> 527 political organization |
| Form 990-PF | <input checked="" type="checkbox"/> 501(c)(3) exempt private foundation |
| | <input type="checkbox"/> 4947(a)(1) nonexempt charitable trust treated as a private foundation |
| | <input type="checkbox"/> 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) (2015)

Name of organization BROOKFIELD ARTS FOUNDATION, INC.	Employer identification number 31-1681603
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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 3D 245 SUMMER STREET BOSTON, MA 02210	\$ 100,000.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
2	EDWARD C. JOHNSON FUND 11 KEEWAYDIN DR STE 100 SALEM, NH 03079	\$ 925,741.	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)

Name of organization BROOKFIELD ARTS FOUNDATION, INC.	Employer identification number 31-1681603
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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 BROOKFIELD ARTS FOUNDATION, INC.	Employer identification number 31-1681603
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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	

BROOKFIELD ARTS FOUNDATION
31-1681603
SCHEDULE OF REALIZED GAINS AND LOSSES

Date acquired	Date Sold	Quantity	Description	How acquired	Proceeds	Tax Basis	Short Term	Long Term
01/17/2014	01/20/2015	30.00	AFLAC INC	P	1,709	1,958	0	(249)
01/17/2014	05/11/2015	50.00	AFLAC INC	P	3,189	3,263	0	(74)
01/17/2014	09/14/2015	50.00	AFLAC INC	P	2,868	3,263	0	(395)
		130.00			7,766	8,484	0	(718)
08/12/2014	09/14/2015	200.00	ACTIVISION BLIZZARD	P	5,814	4,570	0	1,243
08/12/2014	09/14/2015	120.00	ACTIVISION BLIZZARD	P	3,488	2,742	0	746
08/12/2014	10/21/2015	200.00	ACTIVISION BLIZZARD	P	6,769	4,570	0	2,199
08/12/2014	10/21/2015	200.00	ACTIVISION BLIZZARD	P	6,770	4,570	0	2,200
08/12/2014	10/21/2015	700.00	ACTIVISION BLIZZARD	P	23,748	15,995	0	7,753
		1,420.00			46,589	32,448	0	14,142
01/17/2014	07/16/2015	150.00	AGILENT TECH INC	P	6,033	6,599	0	(566)
01/17/2014	01/20/2015	60.00	AGILENT TECH INC	P	2,255	2,640	0	(385)
01/17/2014	05/11/2015	60.00	AGILENT TECH INC	P	2,534	2,640	0	(106)
01/17/2014	07/16/2015	200.00	AGILENT TECH INC	P	8,043	8,801	0	(758)
01/17/2014	07/16/2015	50.00	AGILENT TECH INC	P	2,011	2,200	0	(189)
01/17/2014	07/16/2015	200.00	AGILENT TECH INC	P	8,044	8,801	0	(757)
01/17/2014	07/16/2015	200.00	AGILENT TECH INC	P	8,046	8,801	0	(754)
		920.00			36,966	40,483	0	(3,516)
04/28/2014	05/05/2015	0.02	ALPHABET INC CLC	P	9	9	0	1
01/17/2014	04/24/2015	40.00	ALPHABET INC CLC	P	22,384	22,984	0	(600)
01/17/2014	05/05/2015	0.38	ALPHABET INC CLC	P	211	218	0	(6)
01/17/2014	07/23/2015	50.00	ALPHABET INC CLC	P	32,502	28,651	0	3,850
01/17/2014	10/05/2015	40.00	ALPHABET INC CLC	P	25,398	22,921	0	2,477
04/01/2014	05/05/2015	0.01	ALPHABET INC CLC	P	5	5	0	(0)
04/02/2014	05/05/2015	0.01	ALPHABET INC CLC	P	5	5	0	(0)
04/02/2015	05/05/2015	0.03	ALPHABET INC CLC	P	17	17	0	0
		130.44			80,531	74,809	0	5,722

BROOKFIELD ARTS FOUNDATION
 31-1681603
 SCHEDULE OF REALIZED GAINS AND LOSSES

Date acquired	Date Sold	Quantity	Description	How acquired	Proceeds	Tax Basis	Short Term	Long Term
01/17/2014	04/23/2015	25.00	ALPHABET INC CL A	P	13,801	14,409	0	(608)
01/17/2014	05/11/2015	10.00	ALPHABET INC CL A	P	5,459	5,764	0	(305)
01/17/2014	09/14/2015	50.00	ALPHABET INC CL A	P	32,628	28,819	0	3,809
01/17/2014	10/21/2015	100.00	ALPHABET INC CL A	P	67,440	57,637	0	9,802
		185.00			119,328	106,629	0	12,699
04/23/2015	05/11/2015	40.00	ANALOG DEVICES INC	P	2,491	2,555	(64)	0
04/23/2015	09/14/2015	20.00	ANALOG DEVICES INC	P	1,139	1,277	(139)	0
04/24/2015	09/14/2015	40.00	ANALOG DEVICES INC	P	2,277	2,575	(297)	0
		100.00			5,907	6,407	(500)	0
01/17/2014	01/20/2015	30.00	APACHE CORP	P	1,768	2,691	0	(923)
01/17/2014	05/11/2015	40.00	APACHE CORP	P	2,550	3,588	0	(1,038)
01/17/2014	05/19/2015	100.00	APACHE CORP	P	6,196	8,454	0	(2,258)
01/17/2014	06/29/2015	400.00	APACHE CORP	P	23,042	33,817	0	(10,775)
05/08/2014	05/11/2015	20.00	APACHE CORP	P	1,275	1,765	0	(489)
05/08/2014	05/19/2015	100.00	APACHE CORP	P	6,194	8,823	0	(2,629)
07/02/2014	01/14/2015	50.00	APACHE CORP	P	2,889	4,999	(2,110)	0
07/02/2014	01/14/2015	100.00	APACHE CORP	P	5,778	9,996	(4,218)	0
07/03/2014	01/14/2015	100.00	APACHE CORP	P	5,775	9,966	(4,191)	0
07/02/2014	01/14/2015	50.00	APACHE CORP	P	2,887	4,994	(2,107)	0
07/02/2014	01/14/2015	50.00	APACHE CORP	P	2,889	4,994	(2,105)	0
07/07/2014	01/14/2015	150.00	APACHE CORP	P	8,662	14,896	(6,235)	0
07/07/2014	07/16/2015	50.00	APACHE CORP	P	2,623	4,965	0	(2,342)
07/08/2014	07/16/2015	50.00	APACHE CORP	P	2,626	4,933	0	(2,307)
07/08/2014	07/16/2015	100.00	APACHE CORP	P	5,253	9,865	0	(4,613)
07/09/2014	07/16/2015	50.00	APACHE CORP	P	2,623	4,961	0	(2,338)
07/09/2014	07/16/2015	50.00	APACHE CORP	P	2,623	4,961	0	(2,338)
07/09/2014	07/16/2015	50.00	APACHE CORP	P	2,623	4,957	0	(2,333)
07/09/2014	07/16/2015	50.00	APACHE CORP	P	2,626	4,957	0	(2,331)
07/09/2014	01/14/2015	200.00	APACHE CORP	P	11,549	19,872	(8,322)	0

BROOKFIELD ARTS FOUNDATION
 31-1681603
 SCHEDULE OF REALIZED GAINS AND LOSSES

Date acquired	Date Sold	Quantity	Description	How acquired	Proceeds	Tax Basis	Short Term	Long Term
		1,790.00			102,453	168,454	(29,288)	(36,714)
01/17/2014	01/20/2015	120.00	APPLE INC	P	12,834	9,346	0	3,487
01/17/2014	01/27/2015	300.00	APPLE INC	P	33,136	23,366	0	9,770
01/17/2014	03/13/2015	100.00	APPLE INC	P	12,291	7,789	0	4,502
01/17/2014	03/24/2015	100.00	APPLE INC	P	12,661	7,789	0	4,873
01/17/2014	03/25/2015	200.00	APPLE INC	P	24,835	15,577	0	9,258
01/17/2014	04/10/2015	100.00	APPLE INC	P	12,651	7,789	0	4,863
01/17/2014	04/23/2015	100.00	APPLE INC	P	12,955	7,789	0	5,166
01/17/2014	04/24/2015	100.00	APPLE INC	P	12,962	7,789	0	5,174
01/17/2014	04/24/2015	100.00	APPLE INC	P	12,968	7,789	0	5,179
01/17/2014	05/11/2015	110.00	APPLE INC	P	13,855	8,567	0	5,287
01/17/2014	05/19/2015	300.00	APPLE INC	P	38,906	23,366	0	15,540
01/17/2014	05/26/2015	100.00	APPLE INC	P	12,934	7,789	0	5,145
01/17/2014	05/26/2015	100.00	APPLE INC	P	12,968	7,789	0	5,180
01/17/2014	06/29/2015	200.00	APPLE INC	P	25,083	15,577	0	9,506
01/17/2014	07/17/2015	100.00	APPLE INC	P	12,900	7,789	0	5,111
01/17/2014	07/17/2015	100.00	APPLE INC	P	12,904	7,789	0	5,116
01/17/2014	07/17/2015	100.00	APPLE INC	P	12,905	7,789	0	5,117
01/17/2014	09/14/2015	40.00	APPLE INC	P	4,601	3,115	0	1,486
		2,370.00			294,348	184,589	0	109,759
01/17/2014	01/20/2015	20.00	ASHLAND INC NEW	P	2,376	1,987	0	390
01/17/2014	03/13/2015	100.00	ASHLAND INC NEW	P	12,259	9,935	0	2,324
01/17/2014	03/13/2015	100.00	ASHLAND INC NEW	P	12,296	9,935	0	2,361
01/17/2014	03/13/2015	100.00	ASHLAND INC NEW	P	12,367	9,935	0	2,432
01/17/2014	03/24/2015	100.00	ASHLAND INC NEW	P	12,730	9,935	0	2,796
01/17/2014	03/24/2015	100.00	ASHLAND INC NEW	P	12,734	9,935	0	2,799
01/17/2014	04/15/2015	100.00	ASHLAND INC NEW	P	12,682	9,935	0	2,747
01/17/2014	04/16/2015	60.00	ASHLAND INC NEW	P	7,618	5,961	0	1,657
01/17/2014	05/11/2015	40.00	ASHLAND INC NEW	P	5,239	3,974	0	1,265

BROOKFIELD ARTS FOUNDATION

31-1681603

SCHEDULE OF REALIZED GAINS AND LOSSES

Date acquired	Date Sold	Quantity	Description	How acquired	Proceeds	Tax Basis	Short Term	Long Term
01/17/2014	06/30/2015	100.00	ASHLAND INC NEW	P	12,187	9,935	0	2,252
01/17/2014	06/30/2015	100.00	ASHLAND INC NEW	P	12,188	9,935	0	2,253
01/17/2014	06/30/2015	100.00	ASHLAND INC NEW	P	12,192	9,935	0	2,257
01/17/2014	09/14/2015	70.00	ASHLAND INC NEW	P	7,394	6,954	0	440
		1,090.00			134,260	108,287	0	25,973
03/24/2015	03/27/2015	50.00	AUTOZONE INC	P	33,966	33,572	394	0
03/24/2015	03/27/2015	100.00	AUTOZONE INC	P	67,932	67,159	773	0
04/02/2015	05/11/2015	10.00	AUTOZONE INC	P	6,815	6,906	(92)	0
		160.00			108,713	107,637	1,076	0
09/26/2014	01/20/2015	90.00	BANK OF AMERICA CORP	P	1,375	1,536	(161)	0
09/26/2014	05/11/2015	420.00	BANK OF AMERICA CORP	P	6,912	7,167	(254)	0
09/26/2014	09/14/2015	390.00	BANK OF AMERICA CORP	P	6,195	6,655	(460)	0
09/29/2014	01/20/2015	100.00	BANK OF AMERICA CORP	P	1,530	1,714	(184)	0
09/29/2014	01/20/2015	100.00	BANK OF AMERICA CORP	P	1,528	1,707	(180)	0
09/29/2014	01/20/2015	100.00	BANK OF AMERICA CORP	P	1,530	1,707	(178)	0
		1,200.00			19,069	20,485	(1,417)	0
01/17/2014	01/20/2015	210.00	PRUDENTIAL PLC	P	4,894	4,727	0	167
01/17/2014	05/11/2015	190.00	PRUDENTIAL PLC	P	4,862	4,277	0	585
01/17/2014	09/15/2015	180.00	PRUDENTIAL PLC	P	3,826	4,052	0	(226)
		580.00			13,582	13,056	0	526
01/17/2014	01/20/2015	270.00	BG GROUP ORD	P	3,474	6,000	0	(2,526)
01/17/2014	05/11/2015	240.00	BG GROUP ORD	P	4,436	5,333	0	(897)
01/17/2014	09/15/2015	230.00	BG GROUP ORD	P	3,532	5,111	0	(1,579)
		740.00			11,442	16,444	0	(5,003)
09/19/2014	01/20/2015	11.00	BIOMARIN PHARMACEUTIK	P	1,072	769	303	0
09/19/2014	01/20/2015	19.00	BIOMARIN PHARMACEUTIK	P	1,868	1,328	540	0

BROOKFIELD ARTS FOUNDATION
 31-1681603
 SCHEDULE OF REALIZED GAINS AND LOSSES

Date acquired	Date Sold	Quantity	Description	How		Proceeds	Tax Basis	Short Term	Long Term
				acquired	0				
09/19/2014	05/11/2015	4.00	BIOMARIN PHARMACEUTIK	P	482	280	202	0	
09/19/2014	09/14/2015	20.00	BIOMARIN PHARMACEUTIK	P	2,604	1,398	1,206	0	
04/02/2015	05/11/2015	16.00	BIOMARIN PHARMACEUTIK	P	1,928	1,946	(19)	0	
		70.00			7,954	5,720	2,234	0	
01/17/2014	05/13/2015	110.00	CVS HEALTH CORP	P	11,041	7,477	0	3,564	
01/17/2014	05/21/2015	200.00	CVS HEALTH CORP	P	20,874	13,594	0	7,279	
01/17/2014	09/14/2015	70.00	CVS HEALTH CORP	P	6,992	4,758	0	2,234	
01/17/2014	01/20/2015	80.00	CVS HEALTH CORP	P	7,796	5,439	0	2,357	
01/17/2014	05/11/2015	60.00	CVS HEALTH CORP	P	6,036	4,079	0	1,957	
01/17/2014	05/12/2015	100.00	CVS HEALTH CORP	P	10,010	6,798	0	3,211	
01/17/2014	05/13/2015	400.00	CVS HEALTH CORP	P	39,863	27,194	0	12,669	
01/17/2014	05/13/2015	300.00	CVS HEALTH CORP	P	29,904	20,395	0	9,508	
01/17/2014	05/13/2015	90.00	CVS HEALTH CORP	P	9,034	6,119	0	2,915	
		1,410.00			141,550	95,854	0	45,696	
01/17/2014	01/14/2015	40.00	CAMERON INTL CORP	P	1,709	2,348	(639)	0	
01/17/2014	01/20/2015	10.00	CAMERON INTL CORP	P	413	587	0	(174)	
01/17/2014	03/13/2015	100.00	CAMERON INTL CORP	P	4,265	5,871	0	(1,605)	
01/17/2014	03/13/2015	300.00	CAMERON INTL CORP	P	12,814	17,612	0	(4,798)	
01/17/2014	03/13/2015	100.00	CAMERON INTL CORP	P	4,275	5,871	0	(1,596)	
01/17/2014	03/13/2015	100.00	CAMERON INTL CORP	P	4,294	5,871	0	(1,577)	
01/17/2014	03/16/2015	300.00	CAMERON INTL CORP	P	12,893	17,612	0	(4,719)	
01/17/2014	03/16/2015	100.00	CAMERON INTL CORP	P	4,308	5,871	0	(1,562)	
01/17/2014	03/16/2015	100.00	CAMERON INTL CORP	P	4,309	5,871	0	(1,562)	
01/17/2014	03/16/2015	200.00	CAMERON INTL CORP	P	8,624	11,741	0	(3,117)	
01/17/2014	03/16/2015	30.00	CAMERON INTL CORP	P	1,296	1,761	0	(465)	
01/17/2014	03/16/2015	100.00	CAMERON INTL CORP	P	4,341	5,871	0	(1,529)	
01/17/2014	03/16/2015	100.00	CAMERON INTL CORP	P	4,253	5,870	0	(1,617)	
01/17/2014	03/16/2015	100.00	CAMERON INTL CORP	P	4,263	5,870	0	(1,607)	
01/17/2014	03/16/2015	70.00	CAMERON INTL CORP	P	3,024	4,109	0	(1,085)	

BROOKFIELD ARTS FOUNDATION

31-1681603

SCHEDULE OF REALIZED GAINS AND LOSSES

Date acquired	Date Sold	Quantity	Description	How acquired	Proceeds	Tax Basis	Short Term	Long Term
01/17/2014	03/16/2015	300.00	CAMERON INTL CORP	P	12,994	17,611	0	(4,617)
01/17/2014	03/16/2015	100.00	CAMERON INTL CORP	P	4,341	5,870	0	(1,530)
01/17/2014	03/17/2015	13.00	CAMERON INTL CORP	P	538	763	0	(225)
01/17/2014	03/17/2015	17.00	CAMERON INTL CORP	P	709	998	0	(289)
01/17/2014	03/17/2015	100.00	CAMERON INTL CORP	P	4,265	5,870	0	(1,606)
01/17/2014	03/17/2015	100.00	CAMERON INTL CORP	P	4,267	5,870	0	(1,603)
01/17/2014	03/17/2015	100.00	CAMERON INTL CORP	P	4,279	5,870	0	(1,592)
01/17/2014	03/17/2015	100.00	CAMERON INTL CORP	P	4,284	5,870	0	(1,586)
01/17/2014	03/17/2015	100.00	CAMERON INTL CORP	P	4,286	5,870	0	(1,584)
02/04/2014	01/14/2015	300.00	CAMERON INTL CORP	P	12,818	17,921	(5,103)	0
02/13/2014	01/14/2015	60.00	CAMERON INTL CORP	P	2,564	3,642	(1,078)	0
		3,040.00			130,425	178,892	(6,820)	(41,647)
01/17/2014	01/20/2015	90.00	CAPITAL ONE FINL CORP	P	6,913	6,523	0	390
03/21/2014	05/11/2015	80.00	CAPITAL ONE FINL CORP	P	6,642	6,094	0	548
03/21/2014	09/14/2015	70.00	CAPITAL ONE FINL CORP	P	5,285	5,332	0	(47)
		240.00			18,840	17,949	0	891
01/17/2014	05/11/2015	60.00	CATERPILLAR INC DEL	P	5,314	5,509	0	(196)
01/17/2014	08/03/2015	100.00	CATERPILLAR INC DEL	P	7,666	9,182	0	(1,516)
01/17/2014	08/03/2015	300.00	CATERPILLAR INC DEL	P	23,081	27,546	0	(4,465)
01/17/2014	08/03/2015	100.00	CATERPILLAR INC DEL	P	7,698	9,182	0	(1,484)
01/17/2014	09/14/2015	30.00	CATERPILLAR INC DEL	P	2,160	2,754	0	(594)
		590.00			45,918	54,174	0	(8,256)
01/17/2014	01/20/2015	70.00	CHEVRON CORP NEW	P	7,350	8,392	0	(1,042)
01/17/2014	05/11/2015	40.00	CHEVRON CORP NEW	P	4,297	4,795	0	(499)
01/17/2014	09/14/2015	40.00	CHEVRON CORP NEW	P	3,015	4,795	0	(1,780)
		150.00			14,661	17,983	0	(3,322)
01/17/2014	01/20/2015	50.00	CISCO SYS INC	P	1,371	1,137	0	235

BROOKFIELD ARTS FOUNDATION

31-1681603

SCHEDULE OF REALIZED GAINS AND LOSSES

Date acquired	Date Sold	Quantity	Description	How acquired	Proceeds	Tax Basis	Short Term	Long Term
01/17/2014	03/20/2015	800.00	CISCO SYS INC	P	22,733	18,185	0	4,548
01/17/2014	03/20/2015	800.00	CISCO SYS INC	P	22,759	18,185	0	4,574
01/17/2014	03/20/2015	1,800.00	CISCO SYS INC	P	51,305	40,915	0	10,390
01/17/2014	03/23/2015	1,910.00	CISCO SYS INC	P	54,454	43,415	0	11,038
01/17/2014	03/23/2015	500.00	CISCO SYS INC	P	14,281	11,365	0	2,916
		5,860.00			166,902	133,201	0	33,701
01/17/2014	01/20/2015	90.00	CITIGROUP INC	P	4,256	4,740	0	(483)
01/17/2014	05/11/2015	90.00	CITIGROUP INC	P	4,834	4,740	0	94
01/17/2014	09/14/2015	80.00	CITIGROUP INC	P	4,048	4,213	0	(165)
		260.00			13,139	13,693	0	(554)
01/17/2014	01/20/2015	40.00	EBAY INC COM	P	2,099	2,121	0	(22)
01/17/2014	04/23/2015	100.00	EBAY INC COM	P	5,870	5,303	0	567
01/17/2014	04/23/2015	100.00	EBAY INC COM	P	5,872	5,303	0	569
01/17/2014	04/24/2015	100.00	EBAY INC COM	P	5,889	5,303	0	586
01/17/2014	04/24/2015	200.00	EBAY INC COM	P	11,825	10,605	0	1,219
01/17/2014	05/11/2015	100.00	EBAY INC COM	P	5,809	5,303	0	507
01/17/2014	05/19/2015	100.00	EBAY INC COM	P	5,911	5,303	0	608
01/17/2014	05/19/2015	200.00	EBAY INC COM	P	11,828	10,605	0	1,223
01/17/2014	05/26/2015	200.00	EBAY INC COM	P	11,713	10,605	0	1,108
01/17/2014	05/26/2015	100.00	EBAY INC COM	P	5,857	5,303	0	555
01/17/2014	06/29/2015	100.00	EBAY INC COM	P	5,934	5,303	0	632
01/17/2014	06/29/2015	100.00	EBAY INC COM	P	5,967	5,303	0	664
01/17/2014	07/17/2015	100.00	EBAY INC COM	P	6,499	5,303	0	1,196
01/17/2014	07/17/2015	100.00	EBAY INC COM	P	6,502	5,303	0	1,199
01/17/2014	07/17/2015	100.00	EBAY INC COM	P	6,529	5,303	0	1,226
01/17/2014	09/14/2015	120.00	EBAY INC COM	P	3,065	2,633	0	431
		1,860.00			107,168	94,900	0	12,268
01/17/2014	01/20/2015	110.00	EXPRESS SCRIPTS HLDG CO	P	9,105	8,104	0	1,001

BROOKFIELD ARTS FOUNDATION

31-1681603

SCHEDULE OF REALIZED GAINS AND LOSSES

Date acquired	Date Sold	Quantity	Description	How acquired	Proceeds	Tax Basis	Short Term	Long Term
01/17/2014	05/11/2015	60.00	EXPRESS SCRIPTS HLDG CO	P	5,146	4,420	0	726
01/17/2014	05/12/2015	100.00	EXPRESS SCRIPTS HLDG CO	P	8,574	7,367	0	1,207
01/17/2014	05/13/2015	700.00	EXPRESS SCRIPTS HLDG CO	P	60,258	51,571	0	8,686
01/17/2014	05/14/2015	1,000.00	EXPRESS SCRIPTS HLDG CO	P	86,540	73,673	0	12,867
01/17/2014	06/30/2015	400.00	EXPRESS SCRIPTS HLDG CO	P	35,612	29,469	0	6,143
01/17/2014	07/16/2015	100.00	EXPRESS SCRIPTS HLDG CO	P	9,084	7,367	0	1,717
01/17/2014	07/16/2015	100.00	EXPRESS SCRIPTS HLDG CO	P	9,086	7,367	0	1,719
01/17/2014	07/16/2015	100.00	EXPRESS SCRIPTS HLDG CO	P	9,086	7,367	0	1,719
01/17/2014	07/16/2015	200.00	EXPRESS SCRIPTS HLDG CO	P	18,191	14,735	0	3,456
01/17/2014	07/16/2015	480.00	EXPRESS SCRIPTS HLDG CO	P	43,714	35,363	0	8,351
01/17/2014	07/16/2015	20.00	EXPRESS SCRIPTS HLDG CO	P	1,821	1,473	0	349
01/17/2014	07/17/2015	100.00	EXPRESS SCRIPTS HLDG CO	P	9,085	7,364	0	1,721
01/17/2014	07/17/2015	100.00	EXPRESS SCRIPTS HLDG CO	P	9,090	7,364	0	1,725
01/17/2014	08/03/2015	100.00	EXPRESS SCRIPTS HLDG CO	P	8,853	7,364	0	1,488
01/17/2014	08/03/2015	100.00	EXPRESS SCRIPTS HLDG CO	P	8,861	7,364	0	1,496
01/17/2014	08/03/2015	100.00	EXPRESS SCRIPTS HLDG CO	P	8,864	7,364	0	1,499
01/17/2014	09/14/2015	120.00	EXPRESS SCRIPTS HLDG CO	P	10,050	8,837	0	1,212
01/17/2014	11/19/2015	600.00	EXPRESS SCRIPTS HLDG CO	P	50,449	44,187	0	6,262
		4,590.00			401,467	338,124	0	63,343
09/15/2014	01/20/2015	10.00	FMC CORP	P	556	636	(80)	0
02/24/2015	03/24/2015	100.00	FMC CORP	P	5,895	6,925	(1,030)	0
02/24/2015	03/24/2015	100.00	FMC CORP	P	5,891	7,434	(1,544)	0
02/25/2015	03/24/2015	100.00	FMC CORP	P	5,893	6,425	(532)	0
02/25/2015	03/25/2015	100.00	FMC CORP	P	5,907	7,969	(2,061)	0
02/25/2015	05/11/2015	11.00	FMC CORP	P	651	707	(56)	0
02/25/2015	09/14/2015	20.00	FMC CORP	P	785	1,285	(500)	0
04/02/2015	05/11/2015	19.00	FMC CORP	P	1,125	1,490	(365)	0
		460.00			26,704	32,872	(6,168)	0
01/17/2014	01/20/2015	20.00	FEDEX CORP	P	3,535	2,820	0	715

BROOKFIELD ARTS FOUNDATION

31-1681603

SCHEDULE OF REALIZED GAINS AND LOSSES

Date acquired	Date Sold	Quantity	Description	How acquired	Proceeds	Tax Basis	Short Term	Long Term
01/17/2014	04/15/2015	100.00	FEDEX CORP	P	16,937	14,101	0	2,836
01/17/2014	04/15/2015	100.00	FEDEX CORP	P	16,946	14,101	0	2,845
01/17/2014	04/16/2015	50.00	FEDEX CORP	P	8,463	7,050	0	1,412
01/17/2014	07/16/2015	100.00	FEDEX CORP	P	16,942	14,101	0	2,841
08/12/2014	09/14/2015	40.00	FEDEX CORP	P	5,980	5,942	0	38
		410.00			68,803	58,114	0	10,689
01/17/2014	01/20/2015	50.00	FIDELITY NATL INFORM SVI	P	3,121	2,631	0	490
04/01/2014	05/11/2015	40.00	FIDELITY NATL INFORM SVI	P	2,576	2,154	0	422
07/31/2014	09/14/2015	50.00	FIDELITY NATL INFORM SVI	P	3,416	2,842	0	574
		140.00			9,113	7,626	0	1,487
01/17/2014	01/14/2015	1,800.00	FREEMPORT MCMORAN INC	P	34,017	65,712	(31,695)	0
01/17/2014	01/20/2015	60.00	FREEMPORT MCMORAN INC	P	1,121	2,190	0	(1,070)
01/17/2014	05/11/2015	90.00	FREEMPORT MCMORAN INC	P	2,074	3,286	0	(1,212)
01/17/2014	09/14/2015	70.00	FREEMPORT MCMORAN INC	P	763	2,555	0	(1,792)
		2,020.00			37,975	73,744	(31,695)	(4,074)
01/17/2014	01/20/2015	70.00	GENERAL MOTORS CO	P	2,331	2,693	0	(362)
01/17/2014	05/11/2015	70.00	GENERAL MOTORS CO	P	2,456	2,693	0	(237)
01/17/2014	09/14/2015	70.00	GENERAL MOTORS CO	P	2,127	2,693	0	(566)
		210.00			6,913	8,078	0	(1,165)
01/17/2014	01/20/2015	90.00	GILEAD SCIENCES	P	9,197	7,069	0	2,128
01/17/2014	05/11/2015	50.00	GILEAD SCIENCES	P	5,209	3,927	0	1,282
01/17/2014	09/14/2015	40.00	GILEAD SCIENCES	P	4,353	3,142	0	1,211
		180.00			18,759	14,138	0	4,621
12/19/2014	05/11/2015	16.00	HALLIBURTON CO	P	747	643	104	0
12/19/2014	09/14/2015	50.00	HALLIBURTON CO	P	1,820	2,009	(190)	0
04/02/2015	05/11/2015	44.00	HALLIBURTON CO	P	2,054	1,957	97	0

BROOKFIELD ARTS FOUNDATION
 31-1681603
 SCHEDULE OF REALIZED GAINS AND LOSSES

Date acquired	Date Sold	Quantity	Description	How acquired	Proceeds	Tax Basis	Short Term	Long Term
		110.00			4,621	4,609	12	0
01/17/2014	01/20/2015	90.00	HOME DEPOT INC	P	9,231	7,298	0	1,933
01/17/2014	05/11/2015	50.00	HOME DEPOT INC	P	5,604	4,055	0	1,550
01/17/2014	09/14/2015	50.00	HOME DEPOT INC	P	5,712	4,055	0	1,657
		190.00			20,547	15,407	0	5,140
01/17/2014	01/20/2015	30.00	HONEYWELL INTL INC COM	P	2,933	2,700	0	233
01/17/2014	05/11/2015	30.00	HONEYWELL INTL INC COM	P	3,070	2,700	0	370
01/17/2014	09/14/2015	30.00	HONEYWELL INTL INC COM	P	2,955	2,700	0	255
		90.00			8,959	8,101	0	858
01/17/2014	01/20/2015	190.00	JPMORGAN CHASE AND CC	P	10,612	11,139	0	(527)
03/21/2014	05/11/2015	150.00	JPMORGAN CHASE AND CC	P	9,807	9,113	0	694
03/21/2014	09/14/2015	170.00	JPMORGAN CHASE AND CC	P	10,565	10,328	0	237
08/25/2014	05/11/2015	30.00	JPMORGAN CHASE AND CC	P	1,961	1,848	113	0
		540.00			32,946	32,429	113	403
01/17/2014	05/11/2015	30.00	KELLOGG COMPANY	P	1,907	1,822	0	84
01/17/2014	09/14/2015	40.00	KELLOGG COMPANY	P	2,647	2,430	0	217
01/17/2014	05/11/2015	10.00	KELLOGG COMPANY	P	636	609	0	26
		80.00			5,189	4,862	0	327
01/17/2014	01/20/2015	30.00	KEYSIGHT TECHNOLOGIES I	P	1,026	1,007	0	19
01/17/2014	05/11/2015	30.00	KEYSIGHT TECHNOLOGIES I	P	1,025	1,007	0	18
01/17/2014	09/14/2015	30.00	KEYSIGHT TECHNOLOGIES I	P	964	1,007	0	(43)
		90.00			3,015	3,021	0	(6)
01/17/2014	03/24/2015	100.00	KRAFT FOODS GROUP INC	P	6,137	5,463	0	673
01/17/2014	03/24/2015	100.00	KRAFT FOODS GROUP INC	P	6,140	5,463	0	677
01/17/2014	03/24/2015	100.00	KRAFT FOODS GROUP INC	P	6,158	5,463	0	694

BROOKFIELD ARTS FOUNDATION
31-1681603
SCHEDULE OF REALIZED GAINS AND LOSSES

Date acquired	Date Sold	Quantity	Description	How acquired	Proceeds	Tax Basis	Short Term	Long Term
01/17/2014	03/24/2015	35.00	KRAFT FOODS GROUP INC	P	2,159	1,912	0	247
01/17/2014	03/25/2015	1,295.00	KRAFT FOODS GROUP INC	P	105,027	70,747	0	34,280
01/17/2014	01/20/2015	30.00	KRAFT FOODS GROUP INC	P	1,942	1,639	0	303
01/17/2014	03/23/2015	100.00	KRAFT FOODS GROUP INC	P	6,212	5,463	0	749
01/17/2014	03/23/2015	100.00	KRAFT FOODS GROUP INC	P	6,215	5,463	0	751
01/17/2014	03/23/2015	100.00	KRAFT FOODS GROUP INC	P	6,222	5,463	0	758
01/17/2014	03/23/2015	100.00	KRAFT FOODS GROUP INC	P	6,222	5,463	0	759
01/17/2014	03/24/2015	100.00	KRAFT FOODS GROUP INC	P	6,144	5,463	0	681
01/17/2014	03/24/2015	65.00	KRAFT FOODS GROUP INC	P	4,010	3,551	0	459
01/17/2014	03/24/2015	105.00	KRAFT FOODS GROUP INC	P	6,492	5,737	0	755
		2,330.00			169,079	127,292	0	41,787
01/17/2014	01/20/2015	30.00	MCDONALDS CORP	P	2,703	2,850	0	(147)
01/17/2014	05/11/2015	30.00	MCDONALDS CORP	P	2,906	2,850	0	56
01/17/2014	09/14/2015	20.00	MCDONALDS CORP	P	1,919	1,900	0	19
		80.00			7,528	7,601	0	(72)
01/17/2014	01/20/2015	70.00	MEDTRONIC, INC	P	5,002	4,151	0	851
01/17/2014	01/27/2015	4,820.00	MEDTRONIC, INC	P	370,899	285,849	0	85,050
04/08/2014	01/27/2015	100.00	MEDTRONIC, INC	P	7,695	6,141	1,554	0
		4,990.00			383,596	296,141	1,554	85,901
01/17/2014	09/14/2015	10.00	MERCK & CO INC	P	521	520	0	1
01/17/2014	01/20/2015	100.00	MERCK & CO INC	P	6,187	5,202	0	985
01/17/2014	05/11/2015	90.00	MERCK & CO INC	P	5,414	4,682	0	732
01/17/2014	09/14/2015	80.00	MERCK & CO INC	P	4,169	4,162	0	7
		280.00			16,291	14,566	0	1,725
01/17/2014	01/20/2015	100.00	MONDELEZ INTERNATIONA	P	3,656	3,505	0	151
01/17/2014	05/11/2015	80.00	MONDELEZ INTERNATIONA	P	3,143	2,804	0	339
01/17/2014	09/14/2015	80.00	MONDELEZ INTERNATIONA	P	3,352	2,804	0	548

BROOKFIELD ARTS FOUNDATION

31-1681603

SCHEDULE OF REALIZED GAINS AND LOSSES

Date acquired	Date Sold	Quantity	Description	How acquired	Proceeds	Tax Basis	Short Term	Long Term
		260.00			10,152	9,113	0	1,038
03/16/2015	05/11/2015	30.00	MONSANTO CO	P	3,561	3,540	21	0
03/16/2015	09/14/2015	70.00	MONSANTO CO	P	6,299	8,260	(1,961)	0
		100.00			9,860	11,801	(1,941)	0
01/17/2014	01/20/2015	110.00	NCR CORP	P	2,828	4,072	0	(1,244)
01/17/2014	04/28/2015	108.00	NCR CORP	P	3,005	3,998	0	(993)
01/17/2014	04/28/2015	92.00	NCR CORP	P	2,564	3,406	0	(841)
01/17/2014	04/28/2015	24.00	NCR CORP	P	670	888	0	(218)
01/17/2014	05/11/2015	150.00	NCR CORP	P	4,186	5,553	0	(1,367)
01/17/2014	05/26/2015	100.00	NCR CORP	P	2,959	3,702	0	(743)
01/17/2014	05/26/2015	200.00	NCR CORP	P	5,946	7,404	0	(1,458)
01/17/2014	05/26/2015	200.00	NCR CORP	P	5,947	7,404	0	(1,457)
01/17/2014	05/26/2015	200.00	NCR CORP	P	5,957	7,404	0	(1,447)
01/17/2014	07/23/2015	300.00	NCR CORP	P	9,389	11,106	0	(1,717)
01/17/2014	09/14/2015	150.00	NCR CORP	P	3,989	5,553	0	(1,564)
04/02/2015	04/28/2015	76.00	NCR CORP	P	2,122	2,942	(821)	0
		1,710.00			49,561	63,432	(821)	(13,050)
01/17/2014	01/20/2015	60.00	OCCIDENTAL PETROLEUM	P	4,611	5,291	0	(680)
01/17/2014	05/11/2015	50.00	OCCIDENTAL PETROLEUM	P	3,837	4,409	0	(571)
01/17/2014	05/19/2015	100.00	OCCIDENTAL PETROLEUM	P	7,571	8,818	0	(1,246)
01/17/2014	05/19/2015	200.00	OCCIDENTAL PETROLEUM	P	15,144	17,635	0	(2,491)
01/17/2014	06/29/2015	50.00	OCCIDENTAL PETROLEUM	P	3,852	4,409	0	(557)
01/17/2014	06/29/2015	100.00	OCCIDENTAL PETROLEUM	P	7,744	8,818	0	(1,074)
01/17/2014	06/29/2015	100.00	OCCIDENTAL PETROLEUM	P	7,766	8,818	0	(1,051)
01/17/2014	07/16/2015	300.00	OCCIDENTAL PETROLEUM	P	21,743	26,453	0	(4,710)
		960.00			72,269	84,649	0	(12,381)
01/17/2014	01/20/2015	40.00	OMNICOM GROUP	P	2,905	2,992	0	(86)

BROOKFIELD ARTS FOUNDATION
 31-1681603
 SCHEDULE OF REALIZED GAINS AND LOSSES

Date acquired	Date Sold	Quantity	Description	How acquired	Proceeds	Tax Basis	Short Term	Long Term
01/17/2014	05/11/2015	40.00	OMNICO GROUP	P	3,074	2,992	0	82
01/17/2014	06/09/2015	300.00	OMNICO GROUP	P	21,830	22,438	0	(608)
01/17/2014	09/14/2015	10.00	OMNICO GROUP	P	652	748	0	(96)
		390.00			28,462	29,170	0	(708)
01/17/2014	01/20/2015	120.00	ORACLE CORP	P	5,192	4,594	0	598
01/17/2014	04/24/2015	100.00	ORACLE CORP	P	4,270	3,828	0	441
01/17/2014	04/24/2015	100.00	ORACLE CORP	P	4,273	3,828	0	445
01/17/2014	04/24/2015	220.00	ORACLE CORP	P	9,451	8,423	0	1,029
01/17/2014	05/11/2015	50.00	ORACLE CORP	P	2,180	1,914	0	266
01/17/2014	05/19/2015	200.00	ORACLE CORP	P	8,840	7,657	0	1,183
01/17/2014	05/26/2015	100.00	ORACLE CORP	P	4,309	3,828	0	481
01/17/2014	05/26/2015	200.00	ORACLE CORP	P	8,621	7,657	0	964
01/17/2014	05/26/2015	200.00	ORACLE CORP	P	8,627	7,657	0	970
01/17/2014	06/29/2015	200.00	ORACLE CORP	P	8,080	7,657	0	423
01/17/2014	06/29/2015	200.00	ORACLE CORP	P	8,080	7,657	0	423
01/17/2014	06/29/2015	200.00	ORACLE CORP	P	8,081	7,657	0	424
01/17/2014	06/29/2015	200.00	ORACLE CORP	P	8,081	7,657	0	424
01/17/2014	06/29/2015	200.00	ORACLE CORP	P	8,082	7,657	0	425
01/17/2014	06/29/2015	200.00	ORACLE CORP	P	8,082	7,657	0	425
01/17/2014	06/29/2015	800.00	ORACLE CORP	P	32,337	30,627	0	1,709
03/18/2014	04/24/2015	420.00	ORACLE CORP	P	18,043	16,266	0	1,777
04/16/2014	04/23/2015	100.00	ORACLE CORP	P	4,320	3,999	0	321
04/16/2014	04/24/2015	60.00	ORACLE CORP	P	2,578	2,400	0	178
07/31/2014	09/14/2015	60.00	ORACLE CORP	P	2,226	2,443	0	(217)
		3,930.00			163,751	151,063	0	12,688
01/17/2014	07/23/2015	200.00	PAYPAL HLDGS INC	P	7,370	6,217	0	1,154
01/17/2014	07/23/2015	200.00	PAYPAL HLDGS INC	P	7,372	6,217	0	1,155
01/17/2014	07/23/2015	200.00	PAYPAL HLDGS INC	P	7,515	6,217	0	1,298
01/17/2014	09/14/2015	40.00	PAYPAL HLDGS INC	P	1,326	1,243	0	82

BROOKFIELD ARTS FOUNDATION

31-1681603

SCHEDULE OF REALIZED GAINS AND LOSSES

Date acquired	Date Sold	Quantity	Description	How		Proceeds	Tax Basis	Short Term	Long Term
				acquired					
		640.00				23,583	19,893	0	3,690
01/17/2014	01/20/2015	60.00	PEPSICO INC	P		5,800	4,939	0	861
01/17/2014	05/11/2015	50.00	PEPSICO INC	P		4,824	4,116	0	708
01/17/2014	09/14/2015	60.00	PEPSICO INC	P		5,452	4,939	0	513
		170.00				16,075	13,994	0	2,082
01/17/2014	01/20/2015	150.00	PFIZER INC	P		4,895	4,671	0	224
01/17/2014	09/14/2015	60.00	PFIZER INC	P		1,952	1,868	0	83
04/08/2014	05/11/2015	140.00	PFIZER INC	P		4,753	4,381	0	373
04/08/2014	09/14/2015	70.00	PFIZER INC	P		2,277	2,190	0	87
		420.00				13,877	13,111	0	766
01/17/2014	01/20/2015	70.00	PHILIP MORRIS INTL	P		5,792	5,844	0	(51)
04/08/2014	05/11/2015	70.00	PHILIP MORRIS INTL	P		5,928	5,887	0	42
04/08/2014	09/14/2015	70.00	PHILIP MORRIS INTL	P		5,534	5,887	0	(353)
		210.00				17,255	17,617	0	(362)
01/17/2014	06/29/2015	100.00	QUALCOMM INC	P		6,245	7,466	0	(1,221)
01/17/2014	06/29/2015	100.00	QUALCOMM INC	P		6,256	7,466	0	(1,210)
01/17/2014	06/29/2015	400.00	QUALCOMM INC	P		25,028	29,865	0	(4,836)
01/17/2014	06/29/2015	100.00	QUALCOMM INC	P		6,260	7,466	0	(1,206)
01/17/2014	06/29/2015	100.00	QUALCOMM INC	P		6,261	7,466	0	(1,205)
01/17/2014	06/29/2015	100.00	QUALCOMM INC	P		6,261	7,466	0	(1,205)
01/17/2014	06/29/2015	40.00	QUALCOMM INC	P		2,505	2,986	0	(482)
01/17/2014	06/29/2015	100.00	QUALCOMM INC	P		6,263	7,466	0	(1,204)
01/17/2014	06/29/2015	100.00	QUALCOMM INC	P		6,263	7,466	0	(1,203)
01/17/2014	06/29/2015	100.00	QUALCOMM INC	P		6,302	7,466	0	(1,164)
01/17/2014	06/29/2015	100.00	QUALCOMM INC	P		6,303	7,466	0	(1,163)
01/17/2014	06/29/2015	100.00	QUALCOMM INC	P		6,305	7,466	0	(1,162)
01/17/2014	06/29/2015	100.00	QUALCOMM INC	P		6,306	7,466	0	(1,161)

BROOKFIELD ARTS FOUNDATION

31-1681603

SCHEDULE OF REALIZED GAINS AND LOSSES

Date acquired	Date Sold	Quantity	Description	How		Proceeds	Tax Basis	Short Term	Long Term
				acquired					
01/17/2014	06/29/2015	100.00	QUALCOMM INC	P		6,307	7,466	0	(1,159)
01/17/2014	06/30/2015	100.00	QUALCOMM INC	P		6,272	7,466	0	(1,194)
01/17/2014	06/30/2015	100.00	QUALCOMM INC	P		6,280	7,466	0	(1,186)
01/17/2014	01/20/2015	90.00	QUALCOMM INC	P		6,419	6,721	0	(302)
01/17/2014	03/24/2015	100.00	QUALCOMM INC	P		6,891	7,468	0	(577)
01/17/2014	03/24/2015	100.00	QUALCOMM INC	P		6,891	7,468	0	(576)
01/17/2014	03/24/2015	100.00	QUALCOMM INC	P		6,894	7,468	0	(574)
01/17/2014	05/11/2015	10.00	QUALCOMM INC	P		689	747	0	(58)
01/17/2014	06/29/2015	90.00	QUALCOMM INC	P		5,631	6,721	0	(1,090)
01/17/2014	06/29/2015	100.00	QUALCOMM INC	P		6,260	7,468	0	(1,208)
01/17/2014	06/29/2015	60.00	QUALCOMM INC	P		3,757	4,481	0	(724)
07/24/2014	09/14/2015	60.00	QUALCOMM INC	P		3,235	4,558	0	(1,323)
04/10/2015	05/11/2015	100.00	QUALCOMM INC	P		6,886	7,491	(605)	0
04/28/2015	06/29/2015	60.00	QUALCOMM INC	P		3,751	4,566	(815)	0
04/28/2015	06/29/2015	40.00	QUALCOMM INC	P		2,500	2,908	(407)	0
04/28/2015	06/29/2015	10.00	QUALCOMM INC	P		626	727	(101)	0
		2,760.00				175,845	206,167	(1,928)	(28,394)
01/17/2014	01/20/2015	70.00	RAYMOND JAMES FINL	P		3,596	3,799	0	(203)
01/17/2014	05/11/2015	40.00	RAYMOND JAMES FINL	P		2,320	2,171	0	149
01/17/2014	09/14/2015	40.00	RAYMOND JAMES FINL	P		2,053	2,171	0	(118)
		150.00				7,969	8,141	0	(172)
02/24/2015	04/01/2015	100.00	SALIX PHARMACEUTICALS I	P		17,300	15,714	1,586	0
02/24/2015	04/01/2015	100.00	SALIX PHARMACEUTICALS I	P		17,300	15,714	1,586	0
02/24/2015	04/01/2015	200.00	SALIX PHARMACEUTICALS I	P		34,600	31,422	3,178	0
02/24/2015	04/01/2015	900.00	SALIX PHARMACEUTICALS I	P		155,700	141,345	14,355	0
		1,300.00				224,900	204,194	20,706	0
01/17/2014	01/20/2015	10.00	SOLARWINDS INC COM	P		474	408	0	66
01/17/2014	04/23/2015	100.00	SOLARWINDS INC COM	P		5,138	4,081	0	1,057

BROOKFIELD ARTS FOUNDATION
 31-1681603
 SCHEDULE OF REALIZED GAINS AND LOSSES

Date acquired	Date Sold	Quantity	Description	How		Tax Basis	Short Term	Long Term
				acquired	Proceeds			
01/17/2014	04/23/2015	100.00	SOLARWINDS INC COM	P	5,161	4,081	0	1,080
01/17/2014	05/11/2015	40.00	SOLARWINDS INC COM	P	1,939	1,632	0	307
01/17/2014	05/26/2015	200.00	SOLARWINDS INC COM	P	9,517	8,162	0	1,355
01/17/2014	05/26/2015	200.00	SOLARWINDS INC COM	P	9,520	8,162	0	1,357
01/17/2014	09/14/2015	90.00	SOLARWINDS INC COM	P	3,661	3,673	0	(12)
01/17/2014	11/05/2015	200.00	SOLARWINDS INC COM	P	11,630	8,162	0	3,468
01/17/2014	11/06/2015	300.00	SOLARWINDS INC COM	P	17,455	12,244	0	5,211
01/17/2014	11/09/2015	100.00	SOLARWINDS INC COM	P	5,789	4,081	0	1,708
01/17/2014	11/10/2015	300.00	SOLARWINDS INC COM	P	17,410	12,244	0	5,167
01/17/2014	11/23/2015	500.00	SOLARWINDS INC COM	P	29,032	20,406	0	8,626
		2,140.00			116,727	87,338	0	29,389
01/17/2014	01/20/2015	70.00	STATE STREET CORP	P	5,104	5,185	0	(82)
01/17/2014	05/11/2015	60.00	STATE STREET CORP	P	4,709	4,444	0	264
01/17/2014	09/14/2015	60.00	STATE STREET CORP	P	4,255	4,444	0	(190)
		190.00			14,067	14,074	0	(7)
01/17/2014	01/20/2015	80.00	TJX COS INC NEW	P	5,261	4,960	0	301
01/17/2014	02/24/2015	100.00	TJX COS INC NEW	P	6,703	6,200	0	503
01/17/2014	02/24/2015	100.00	TJX COS INC NEW	P	6,704	6,200	0	504
01/17/2014	02/24/2015	200.00	TJX COS INC NEW	P	13,409	12,400	0	1,009
01/17/2014	02/24/2015	100.00	TJX COS INC NEW	P	6,708	6,200	0	508
01/17/2014	02/24/2015	100.00	TJX COS INC NEW	P	6,716	6,200	0	516
01/17/2014	05/11/2015	70.00	TJX COS INC NEW	P	4,693	4,340	0	353
01/17/2014	09/14/2015	60.00	TJX COS INC NEW	P	4,249	3,720	0	529
		810.00			54,443	50,221	0	4,222
01/17/2014	01/20/2015	30.00	TRW AUTOMOTIVE HLDGS	P	3,067	2,281	0	786
01/17/2014	03/23/2015	100.00	TRW AUTOMOTIVE HLDGS	P	10,467	7,602	0	2,865
01/17/2014	03/23/2015	100.00	TRW AUTOMOTIVE HLDGS	P	10,468	7,602	0	2,866
01/17/2014	03/23/2015	100.00	TRW AUTOMOTIVE HLDGS	P	10,468	7,602	0	2,866

BROOKFIELD ARTS FOUNDATION

31-1681603

SCHEDULE OF REALIZED GAINS AND LOSSES

Date acquired	Date Sold	Quantity	Description	How		Proceeds	Tax Basis	Short Term	Long Term
				acquired					
01/17/2014	03/24/2015	100.00	TRW AUTOMOTIVE HLDGS	P		10,467	7,602	0	2,865
01/17/2014	03/24/2015	100.00	TRW AUTOMOTIVE HLDGS	P		10,469	7,602	0	2,867
01/17/2014	03/24/2015	200.00	TRW AUTOMOTIVE HLDGS	P		20,956	15,204	0	5,752
01/17/2014	03/25/2015	100.00	TRW AUTOMOTIVE HLDGS	P		10,464	7,602	0	2,862
01/17/2014	03/25/2015	100.00	TRW AUTOMOTIVE HLDGS	P		10,465	7,602	0	2,863
01/17/2014	03/25/2015	100.00	TRW AUTOMOTIVE HLDGS	P		10,467	7,602	0	2,864
01/17/2014	03/25/2015	100.00	TRW AUTOMOTIVE HLDGS	P		10,467	7,602	0	2,865
01/17/2014	03/25/2015	100.00	TRW AUTOMOTIVE HLDGS	P		10,468	7,602	0	2,866
01/17/2014	03/26/2015	100.00	TRW AUTOMOTIVE HLDGS	P		10,462	7,602	0	2,860
01/17/2014	03/26/2015	100.00	TRW AUTOMOTIVE HLDGS	P		10,466	7,602	0	2,864
01/17/2014	03/26/2015	100.00	TRW AUTOMOTIVE HLDGS	P		10,466	7,602	0	2,864
01/17/2014	03/26/2015	100.00	TRW AUTOMOTIVE HLDGS	P		10,467	7,602	0	2,865
01/17/2014	03/26/2015	100.00	TRW AUTOMOTIVE HLDGS	P		10,467	7,602	0	2,865
01/17/2014	03/27/2015	100.00	TRW AUTOMOTIVE HLDGS	P		10,466	7,602	0	2,864
01/17/2014	03/27/2015	100.00	TRW AUTOMOTIVE HLDGS	P		10,467	7,602	0	2,865
01/17/2014	03/27/2015	100.00	TRW AUTOMOTIVE HLDGS	P		10,467	7,602	0	2,865
01/17/2014	03/27/2015	100.00	TRW AUTOMOTIVE HLDGS	P		10,468	7,602	0	2,866
01/17/2014	03/27/2015	100.00	TRW AUTOMOTIVE HLDGS	P		10,468	7,602	0	2,866
01/17/2014	03/27/2015	100.00	TRW AUTOMOTIVE HLDGS	P		10,468	7,602	0	2,866
01/17/2014	03/27/2015	100.00	TRW AUTOMOTIVE HLDGS	P		10,468	7,602	0	2,866
01/17/2014	03/27/2015	100.00	TRW AUTOMOTIVE HLDGS	P		10,468	7,602	0	2,866
01/17/2014	03/30/2015	60.00	TRW AUTOMOTIVE HLDGS	P		6,272	4,561	0	1,710
		2,590.00				271,032	196,894	0	74,138
03/23/2015	03/23/2015	100.00	THERMO FISHER SCIENTIFI	P		13,834	13,834	0	0
03/23/2015	03/23/2015	100.00	THERMO FISHER SCIENTIFI	P		13,856	13,856	0	0
03/23/2015	03/27/2015	100.00	THERMO FISHER SCIENTIFI	P		13,381	13,859	(477)	0
03/23/2015	03/23/2015	100.00	THERMO FISHER SCIENTIFI	P		13,842	13,842	0	0
03/23/2015	03/23/2015	100.00	THERMO FISHER SCIENTIFI	P		13,845	13,845	0	0
03/23/2015	03/27/2015	100.00	THERMO FISHER SCIENTIFI	P		13,381	13,821	(440)	0
03/23/2015	03/27/2015	100.00	THERMO FISHER SCIENTIFI	P		13,381	13,839	(458)	0

BROOKFIELD ARTS FOUNDATION
 31-1681603
 SCHEDULE OF REALIZED GAINS AND LOSSES

Date acquired	Date Sold	Quantity	Description	How		Proceeds	Tax Basis	Short Term	Long Term
				acquired	disposed				
03/24/2015	03/27/2015	100.00	THERMO FISHER SCIENTIFI	P		13,381	13,771	(390)	0
03/23/2015	03/27/2015	100.00	THERMO FISHER SCIENTIFI	P		13,381	13,856	(475)	0
03/23/2015	03/27/2015	100.00	THERMO FISHER SCIENTIFI	P		13,381	13,845	(463)	0
03/23/2015	03/27/2015	100.00	THERMO FISHER SCIENTIFI	P		13,381	13,842	(460)	0
03/23/2015	03/27/2015	100.00	THERMO FISHER SCIENTIFI	P		13,381	13,834	(453)	0
		1,200.00				162,426	166,044	(3,617)	0
01/17/2014	01/20/2015	20.00	TRIUMPH GROUP INC	P		1,194	1,568	0	(373)
01/17/2014	03/23/2015	100.00	TRIUMPH GROUP INC	P		5,818	7,838	0	(2,020)
01/17/2014	03/23/2015	100.00	TRIUMPH GROUP INC	P		5,820	7,838	0	(2,018)
01/17/2014	03/23/2015	100.00	TRIUMPH GROUP INC	P		5,821	7,838	0	(2,017)
01/17/2014	03/23/2015	200.00	TRIUMPH GROUP INC	P		11,662	15,677	0	(4,015)
01/17/2014	03/24/2015	100.00	TRIUMPH GROUP INC	P		5,812	7,838	0	(2,026)
01/17/2014	03/24/2015	100.00	TRIUMPH GROUP INC	P		5,813	7,838	0	(2,025)
01/17/2014	03/24/2015	200.00	TRIUMPH GROUP INC	P		11,678	15,677	0	(3,999)
01/17/2014	03/25/2015	100.00	TRIUMPH GROUP INC	P		5,671	7,834	0	(2,163)
01/17/2014	03/25/2015	100.00	TRIUMPH GROUP INC	P		5,674	7,834	0	(2,160)
01/17/2014	03/25/2015	100.00	TRIUMPH GROUP INC	P		5,694	7,834	0	(2,140)
01/17/2014	03/26/2015	100.00	TRIUMPH GROUP INC	P		5,612	7,834	0	(2,222)
01/17/2014	03/26/2015	100.00	TRIUMPH GROUP INC	P		5,679	7,834	0	(2,155)
01/22/2015	03/27/2015	100.00	TRIUMPH GROUP INC	P		5,728	6,365	(637)	0
01/22/2015	03/26/2015	100.00	TRIUMPH GROUP INC	P		5,650	6,736	(1,086)	0
01/22/2015	03/27/2015	100.00	TRIUMPH GROUP INC	P		5,738	6,292	(554)	0
01/23/2015	03/27/2015	100.00	TRIUMPH GROUP INC	P		5,743	6,412	(670)	0
		1,820.00				104,807	137,087	(2,947)	(29,333)
06/30/2015	09/14/2015	150.00	TWENTY-FIRST CENTURY FI	P		3,927	4,895	(967)	0
		150.00				3,927	4,895	(967)	0
01/17/2014	01/20/2015	20.00	UNITED PARCEL SERVICE IN	P		2,193	1,990	0	203
01/17/2014	05/11/2015	40.00	UNITED PARCEL SERVICE IN	P		4,007	3,980	0	27

BROOKFIELD ARTS FOUNDATION
 31-1681603
 SCHEDULE OF REALIZED GAINS AND LOSSES

Date acquired	Date Sold	Quantity	Description	How		Proceeds	Tax Basis	Short Term	Long Term
				acquired					
01/17/2014	09/14/2015	40.00	UNITED PARCEL SERVICE IN	P		3,851	3,980	0	(130)
01/17/2014	01/20/2015	20.00	UNITED PARCEL SERVICE IN	P		2,193	2,052	0	141
		120.00				12,244	12,002	0	242
01/17/2014	05/11/2015	30.00	UNITED TECHNOLOGIES CC	P		3,529	3,429	0	100
01/17/2014	09/14/2015	40.00	UNITED TECHNOLOGIES CC	P		3,655	4,571	0	(916)
07/22/2014	01/20/2015	50.00	UNITED TECHNOLOGIES CC	P		5,810	6,032	(222)	0
07/22/2014	05/11/2015	20.00	UNITED TECHNOLOGIES CC	P		2,353	2,411	(59)	0
		140.00				15,347	16,444	(281)	(816)
04/08/2014	01/20/2015	90.00	VERIZON COMMUNICATIO	P		4,281	4,318	(37)	0
04/08/2014	05/11/2015	80.00	VERIZON COMMUNICATIO	P		3,984	3,838	0	145
04/08/2014	09/14/2015	70.00	VERIZON COMMUNICATIO	P		3,177	3,359	0	(182)
		240.00				11,441	11,515	(37)	(37)
01/17/2014	01/20/2015	70.00	VIACOM INC CL B	P		4,565	5,812	0	(1,247)
01/17/2014	09/14/2015	50.00	VIACOM INC CL B	P		2,162	4,152	0	(1,990)
12/22/2014	05/11/2015	60.00	VIACOM INC CL B	P		3,926	5,660	(1,734)	0
12/22/2014	09/14/2015	10.00	VIACOM INC CL B	P		432	943	(511)	0
		190.00				11,085	16,567	(2,245)	(3,237)
01/17/2014	01/20/2015	20.00	VALEANT PHARMACEUTIC/	P		3,113	2,762	0	351
01/17/2014	02/24/2015	600.00	VALEANT PHARMACEUTIC/	P		119,308	82,867	0	36,441
01/17/2014	02/24/2015	400.00	VALEANT PHARMACEUTIC/	P		80,023	55,245	0	24,779
01/17/2014	05/11/2015	10.00	VALEANT PHARMACEUTIC/	P		2,233	1,381	0	851
01/17/2014	09/14/2015	10.00	VALEANT PHARMACEUTIC/	P		2,223	1,381	0	842
01/17/2014	10/21/2015	595.00	VALEANT PHARMACEUTIC/	P		60,402	82,177	0	(21,775)
01/17/2014	10/21/2015	285.00	VALEANT PHARMACEUTIC/	P		30,899	39,362	0	(8,463)
01/17/2014	10/21/2015	100.00	VALEANT PHARMACEUTIC/	P		11,459	13,811	0	(2,352)
04/02/2015	10/21/2015	5.00	VALEANT PHARMACEUTIC/	P		508	991	(483)	0
		2,025.00				310,168	279,976	(483)	30,674

BROOKFIELD ARTS FOUNDATION
 31-1681603
 SCHEDULE OF REALIZED GAINS AND LOSSES

Date acquired	Date Sold	Quantity	Description	How		Proceeds	Tax Basis	Short Term	Long Term
				acquired	Realized				
01/27/2015	05/11/2015	14.00	MEDTRONIC PLC	P		1,060	1,077	(17)	0
01/27/2015	09/14/2015	60.00	MEDTRONIC PLC	P		4,097	4,617	(520)	0
04/02/2015	05/11/2015	46.00	MEDTRONIC PLC	P		3,482	3,567	(85)	0
		120.00				8,639	9,261	(622)	0
01/17/2014	01/20/2015	120.00	INVESCO LTD	P		4,299	4,213	0	86
01/17/2014	05/11/2015	120.00	INVESCO LTD	P		4,961	4,213	0	747
01/17/2014	09/14/2015	100.00	INVESCO LTD	P		3,243	3,511	0	(268)
		340.00				12,503	11,938	0	566
TOTAL REALIZED GAIN/LOSS						4,771,433	4,393,901	(66,081)	443,613

FORM 990-PF	DIVIDENDS AND INTEREST FROM SECURITIES	STATEMENT	1
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SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
DOMESTIC AND FOREIGN DIVIDENDS	385,716.	0.	385,716.	385,716.	385,716.
TO PART I, LINE 4	385,716.	0.	385,716.	385,716.	385,716.

FORM 990-PF	OTHER INCOME	STATEMENT	2
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DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
FX GAIN/LOSS ON FOREIGN TRADES	3,263.	3,263.	3,263.
TOTAL TO FORM 990-PF, PART I, LINE 11	3,263.	3,263.	3,263.

FORM 990-PF	LEGAL FEES	STATEMENT	3
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DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
LEGAL	19,912.	0.	0.	19,912.
TO FM 990-PF, PG 1, LN 16A	19,912.	0.	0.	19,912.

FORM 990-PF	OTHER PROFESSIONAL FEES	STATEMENT	4
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DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
PROGRAM ADMINISTRATION	369,451.	0.	0.	369,451.
INVESTMENT MANAGEMENT	79,027.	79,027.	0.	0.
TO FORM 990-PF, PG 1, LN 16C	448,478.	79,027.	0.	369,451.

FORM 990-PF	TAXES	STATEMENT	5
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DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
FEDERAL EXCISE	3,700.	0.	0.	0.
TO FORM 990-PF, PG 1, LN 18	3,700.	0.	0.	0.

FORM 990-PF	OTHER EXPENSES	STATEMENT	6
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DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
INSURANCE	71,352.	0.	0.	71,352.
STATE FILING FEES	1,397.	0.	0.	1,397.
INSTALLATION AND TRANSPORT	928.	0.	0.	928.
TO FORM 990-PF, PG 1, LN 23	73,677.	0.	0.	73,677.

FORM 990-PF	CORPORATE STOCK	STATEMENT	7
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DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
SEE ATTACHED SCHEDULE	19,020,757.	18,950,705.
TOTAL TO FORM 990-PF, PART II, LINE 10B	19,020,757.	18,950,705.

FORM 990-PF	OTHER ASSETS	STATEMENT	8
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DESCRIPTION	BEGINNING OF YR BOOK VALUE	END OF YEAR BOOK VALUE	FAIR MARKET VALUE
ANTIQUES (AT BOOK VALUE)	257,448,368.	255,577,617.	255,577,617.
TO FORM 990-PF, PART II, LINE 15	257,448,368.	255,577,617.	255,577,617.

BROOKFIELD ARTS FOUNDATION
31-1681603
SCHEDULE OF INVESTMENTS

<u>Quantity</u>	<u>Description</u>	<u>Tax Cost</u>	<u>Market Value</u>
7,650.000	ACTIVISION BLIZZARD	174,473.87	296,131.50
4,072.000	AFLAC INC	264,593.42	243,912.80
3,926.000	AGILENT TECH INC	169,810.90	164,146.06
1,150.000	ALLIANCE DATA SYSTEMS CORP	338,436.92	318,055.50
675.000	ALPHABET INC CL A	384,400.51	525,156.75
437.000	ALPHABET INC CL C	248,427.95	331,630.56
5,915.000	ANALOG DEVICES INC	363,202.94	327,217.80
4,401.000	APACHE CORP	350,465.65	195,712.47
7,896.000	APPLE INC	622,455.02	831,132.96
3,323.000	ASHLAND INC NEW	333,893.22	341,272.10
456.000	AUTOZONE INC	305,742.20	338,310.96
34,016.000	BANK OF AMERICA CORP	578,476.08	572,489.28
19,697.000	BG GROUP ORD	430,919.54	285,960.25
1,746.000	BIOMARIN PHARMACEUTICALS INC	120,582.71	182,910.96
7,423.000	CAPITAL ONE FINL CORP	547,024.04	535,792.14
1,677.000	CATERPILLAR INC DEL	148,369.08	113,968.92
3,267.000	CHEVRON CORP NEW	391,288.56	293,899.32
7,264.000	CITIGROUP INC	380,786.74	375,912.00
2,820.000	COPA HOLDINGS SA	353,458.34	136,093.20
4,105.000	CVS HEALTH CORP	280,971.75	401,345.85
3,575.000	EBAY INC COM	78,530.42	98,241.00
704.000	EXPRESS SCRIPTS HLDG CO	52,357.22	61,536.64
1,204.000	FEDEX CORP	171,693.74	179,383.96
5,183.000	FIDELITY NATL INFORM SVCS INC	293,269.41	314,089.80
2,159.000	FMC CORP	135,544.88	84,481.67
6,911.000	FREEMPORT MCMORAN INC	249,437.92	46,787.47
5,821.000	GENERAL MOTORS CO	223,829.13	197,972.21
3,695.000	GILEAD SCIENCES	290,938.13	373,897.05
5,534.000	HALLIBURTON CO	216,967.60	188,377.36
4,292.000	HOME DEPOT INC	349,474.57	567,617.00
2,704.000	HONEYWELL INTL INC COM	243,734.33	280,053.28
9,451.000	INVESCO LTD	332,283.74	316,419.48
14,775.000	JPMORGAN CHASE AND CO	865,688.47	975,593.25
3,491.000	KELLOGG COMPANY	219,647.12	252,294.57
2,932.000	KEYSIGHT TECHNOLOGIES INC	95,340.61	83,063.56
2,296.000	MCDONALDS CORP	218,164.45	271,249.44
4,846.000	MEDTRONIC PLC	372,899.70	372,754.32
7,388.000	MERCK & CO INC	384,557.97	390,234.16
6,838.000	MONDELEZ INTERNATIONAL INC	239,810.28	306,615.92

BROOKFIELD ARTS FOUNDATION
 31-1681603
 SCHEDULE OF INVESTMENTS

<u>Quantity</u>	<u>Description</u>	<u>Tax Cost</u>	<u>Market Value</u>
4,135.000	MONSANTO CO	470,367.33	407,380.20
9,066.000	NCR CORP	298,803.51	221,754.36
3,383.000	OCCIDENTAL PETROLEUM CORP	297,681.80	228,724.63
3,140.000	OMNICOM GROUP	234,993.97	237,572.40
6,268.000	ORACLE CORP	240,296.82	228,970.04
3,055.000	PAYPAL HLDGS INC	95,076.58	110,591.00
4,405.000	PEPSICO INC	363,179.46	440,147.60
11,244.000	PFIZER INC	350,515.62	362,956.32
5,710.000	PHILIP MORRIS INTL	476,617.06	501,966.10
15,632.000	PRUDENTIAL PLC	351,977.70	352,743.56
5,238.000	QUALCOMM INC	375,730.52	261,821.43
3,521.000	RAYMOND JAMES FINL	190,561.05	204,112.37
3,904.000	SOLARWINDS INC COM	151,398.09	229,945.60
4,987.000	STATE STREET CORP	366,647.11	330,937.32
1,550.000	THERMO FISHER SCIENTIFIC INC	207,345.76	219,867.50
5,580.000	TJX COS INC NEW	338,003.03	395,677.80
7,650.000	TWENTY-FIRST CENTURY FOX INC	249,065.43	207,774.00
3,211.000	UNITED PARCEL SERVICE INC CL B	319,251.31	308,994.53
4,469.000	UNITED TECHNOLOGIES CORP	499,166.76	429,336.83
4,990.000	UNITEDHEALTH GROUP INC	596,948.22	587,023.60
6,463.000	VERIZON COMMUNICATIONS	309,692.24	298,719.86
5,150.000	VIACOM INC CL B	415,488.28	211,974.00
		19,020,756.78	18,950,704.56

FORM 990-PF PART VIII - LIST OF OFFICERS, DIRECTORS TRUSTEES AND FOUNDATION MANAGERS STATEMENT 9

NAME AND ADDRESS	TITLE AND AVRG HRS/WK	COMPEN-SATION	EMPLOYEE BEN CONTRIBUT	PLAN EXPENSE	ACCOUNT
EDWARD C. JOHNSON 3D 245 SUMMER STREET BOSTON, MA 02210	PRESIDENT/DIRECTOR 5.00	0.	0.	0.	
EDWARD C. JOHNSON IV 11 KEEWAYDIN DRIVE SALEM, NH 03079	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.	
DANIEL ARDITO * 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.	
RICHARD WEIDMANN 11 KEEWAYDIN DRIVE SALEM, NH 03079	ASSISTANT TREASURER 5.00	0.	0.	0.	
MONICA LEWIS 11 KEEWAYDIN DRIVE SALEM, NH 03079	ASSISTANT SECRETARY 5.00	0.	0.	0.	

* SEE ATTACHED STATEMENT

TOTALS INCLUDED ON 990-PF, PAGE 6, PART VIII	0.	0.	0.		
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BROOKFIELD ARTS FOUNDATION, INC

2015 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, Melanie S. Sommer and Daniel Ardito are indirectly compensated for their services devoted to the Foundation.

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 2015 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 2015, two objects from the Collection were included in new publications.

In 2015, the Foundation hosted visits from scholars or researchers in particular specialties to examine in detail objects from the Collection.

In 2015, 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.