

Form **990-PF**
 Department of the Treasury
 Internal Revenue Service

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

▶ **Do not enter social security numbers on this form as it may be made public.**
 ▶ **Go to www.irs.gov/Form990PF for instructions and the latest information.**

OMB No. 1545-0052
2019
Open to Public Inspection

For calendar year 2019, or tax year beginning 01-01-2019, and ending 12-31-2019

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) 7 WATER STREET	Room/suite	B Telephone number (see instructions) (617) 646-7418	
City or town, state or province, country, and ZIP or foreign postal code BOSTON, MA 02109		C If exemption application is pending, check here <input type="checkbox"/>	
G Check all that apply: <input type="checkbox"/> Initial return <input type="checkbox"/> Initial return of a former public charity <input type="checkbox"/> Final return <input type="checkbox"/> Amended return <input type="checkbox"/> Address change <input type="checkbox"/> Name change		D 1. Foreign organizations, check here..... <input type="checkbox"/> 2. Foreign organizations meeting the 85% test, check here and attach computation ... <input type="checkbox"/>	
H Check type of organization: <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation		E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/>	
I Fair market value of all assets at end of year (from Part II, col. (c), line 16) ▶ \$ 289,586,464		F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>	
J Accounting method: <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____ <i>(Part I, column (d) must be on cash basis.)</i>			

Part I Analysis of Revenue and Expenses <i>(The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions).)</i>		(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 (attach schedule)	100,000			
	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	1,483,626	1,483,626	119,991	
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	22,200			
	b Gross sales price for all assets on line 6a	400,000			
	7 Capital gain net income (from Part IV, line 2)		22,200		
	8 Net short-term capital gain			0	
	9 Income modifications				
	10a Gross sales less returns and allowances				
b Less: Cost of goods sold					
c Gross profit or (loss) (attach schedule)					
11 Other income (attach schedule)					
12 Total. Add lines 1 through 11	1,605,826	1,505,826	119,991		
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc.	9,380	0	0	9,380
	14 Other employee salaries and wages	753	0	0	753
	15 Pension plans, employee benefits	3,092	0	0	3,092
	16a Legal fees (attach schedule)	5,237	0	0	5,237
	b Accounting fees (attach schedule)				
	c Other professional fees (attach schedule)	366,048	0	0	366,048
	17 Interest				
	18 Taxes (attach schedule) (see instructions)	91,318	0	0	0
	19 Depreciation (attach schedule) and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses (attach schedule)	116,345	0	0	116,345
	24 Total operating and administrative expenses. Add lines 13 through 23	592,173	0	0	500,855
	25 Contributions, gifts, grants paid	0			0
26 Total expenses and disbursements. Add lines 24 and 25	592,173	0	0	500,855	
27 Subtract line 26 from line 12:					
a Excess of revenue over expenses and disbursements	1,013,653				
b Net investment income (if negative, enter -0-)		1,505,826			
c Adjusted net income (if negative, enter -0-)			119,991		

Part II Balance Sheets Attached schedules and amounts in the description column should be for end-of-year amounts only. (See instructions.)

		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	106,736	7,498	7,498
	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 (attach schedule) (see instructions)			
	7 Other notes and loans receivable (attach schedule) ▶ _____ Less: allowance for doubtful accounts ▶ _____			
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges	104,907	103,939	103,939
	10a Investments—U.S. and state government obligations (attach schedule)			
	b Investments—corporate stock (attach schedule)	23,699,244	24,801,219	30,754,241
	c Investments—corporate bonds (attach schedule)			
	11 Investments—land, buildings, and equipment: basis ▶ _____ Less: accumulated depreciation (attach schedule) ▶ _____			
	12 Investments—mortgage loans			
	13 Investments—other (attach schedule)			
	14 Land, buildings, and equipment: basis ▶ _____ Less: accumulated depreciation (attach schedule) ▶ _____			
15 Other assets (describe ▶ _____)	258,708,902	258,720,786	258,720,786	
16 Total assets (to be completed by all filers—see the instructions. Also, see page 1, item I)	282,619,789	283,633,442	289,586,464	
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 (attach schedule)			
	22 Other liabilities (describe ▶ _____)			
	23 Total liabilities (add lines 17 through 22)	0	0	
Net Assets or Fund Balances	Foundations that follow FASB ASC 958, check here ▶ <input checked="" type="checkbox"/> and complete lines 24, 25, 29 and 30.			
	24 Net assets without donor restrictions	282,619,789	283,633,442	
	25 Net assets with donor restrictions			
	Foundations that do not follow FASB ASC 958, check here ▶ <input type="checkbox"/> and complete lines 26 through 30.			
	26 Capital stock, trust principal, or current funds			
	27 Paid-in or capital surplus, or land, bldg., and equipment fund			
	28 Retained earnings, accumulated income, endowment, or other funds			
29 Total net assets or fund balances (see instructions)	282,619,789	283,633,442		
30 Total liabilities and net assets/fund balances (see instructions) .	282,619,789	283,633,442		

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 29 (must agree with end-of-year figure reported on prior year's return)	1	282,619,789
2 Enter amount from Part I, line 27a	2	1,013,653
3 Other increases not included in line 2 (itemize) ▶ _____	3	0
4 Add lines 1, 2, and 3	4	283,633,442
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 29 .	6	283,633,442

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.)
1 a 15810.28 UNITS FIDELITY CONTRAFUND		2018-02-09	2019-04-01
b 6470.45 UNITS FIDELITY CONTRAFUND		2017-12-08	2019-08-01
c 8658.14 UNITS FIDELITY CONTRAFUND		2018-02-09	2019-08-01
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 200,000		193,138	6,862
b 85,539		78,894	6,645
c 114,461		105,768	8,693
d			
e			

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col.(h))
(i) 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			6,862
b			6,645
c			8,693
d			
e			

2 Capital gain net income or (net capital loss)	2	22,200
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) (see instructions). If (loss), enter -0- in Part I, line 8	3	0

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 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))
2018	559,620	26,864,104	0.020832
2017	513,808	23,299,440	0.022052
2016	3,457,687	18,886,729	0.183075
2015	4,601,226	19,548,311	0.235377
2014	15,525,784	19,499,684	0.796207

2 Total of line 1, column (d)	2	1.257543
3 Average distribution ratio for the 5-year base period—divide the total on line 2 by 5.0, or by the number of years the foundation has been in existence if less than 5 years	3	0.251509
4 Enter the net value of noncharitable-use assets for 2019 from Part X, line 5	4	27,898,074
5 Multiply line 4 by line 3	5	7,016,617
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	15,058
7 Add lines 5 and 6	7	7,031,675
8 Enter qualifying distributions from Part XII, line 4	8	512,739

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)

Table with 11 rows for excise tax calculation. Includes questions about exempt foundations, tax under section 511, and tax due. Total tax due is 39,557.

Part VII-A Statements Regarding Activities

Table with 10 rows for statements regarding activities. Includes questions about political campaigns, political expenditures, and state reporting. Includes Yes/No columns.

Part VII-A Statements Regarding Activities (continued)

Table with 3 columns: Question, Yes, No. Rows 11-14 regarding controlled entities, donor advised funds, public inspection requirements, and books in care.

Located at 11 KEEWAYDIN DRIVE SUITE 100 SALEM NH ZIP+4 03079

Table with 3 columns: Question, Yes, No. Rows 15-16 regarding nonexempt charitable trusts and foreign accounts.

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.

Main table with 3 columns: Question, Yes, No. Rows 1a-4b regarding Form 4720 exceptions and requirements.

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

Part VIII		
3 Five highest-paid independent contractors for professional services (see instructions). 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 11 KEEWAYDIN DR STE 100 SALEM, NH 03079	PROGRAM ADMINISTRATIVE SERVICES	336,392
WILLIS OF MASSACHUSETTS 100 HUNTINGTON AV BOSTON, MA 02116	INSURANCE	65,367
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 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 AND THE DECORATIVE ARTS. THE FOUNDATION SEEKS TO PROMOTE RESEARCH INTO TECHNIQUES OF MANUFACTURE, CONSTRUCTION, ORIGINAL USE AND OWNERSHIP PATTERNS OF THESE OBJECTS, 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 THE GENERAL PUBLIC AND TO THE SCHOLARLY COMMUNITY; 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.")	0
2 DURING 2019 THE FOUNDATION HAD ON LOAN 579 OBJECTS FROM THE FOUNDATION'S COLLECTION TO THE FOLLOWING MAJOR MUSEUMS FOR DISPLAY TO THE PUBLIC: ART INSTITUTE OF CHICAGO (ILLINOIS), CLARK ART INSTITUTE (MASSACHUSETTS), HIDCOTE, NATIONAL TRUST UK (ENGLAND), HISTORIC NEW ENGLAND (MASSACHUSETTS), MUSEUM OF EARLY SOUTHERN DECORATIVE ARTS (NORTH CAROLINA), MUSEUM OF FINE ARTS, BOSTON (MASSACHUSETTS), PEABODY ESSEX MUSEUM (MASSACHUSETTS), PORTLAND MUSEUM OF ART (MAINE), ST. GEORGE'S FOUNDATION (BERMUDA), AND YALE UNIVERSITY ART GALLERY (CONNECTICUT). THE FOUNDATION HAS ON LOAN AN HISTORIC HOUSE, COMPLETE WITH ITS FURNISHINGS, WHICH NUMBER 519 OBJECTS IN TOTAL. IN 2019, FOUR OBJECTS FROM THE COLLECTION WERE INCLUDED IN NEW PUBLICATIONS. DURING 2019, THE FOUNDATION HOSTED ONE VISIT FROM ART HISTORY SCHOLARS OR RESEARCHERS ALLOWING THEM TO EXAMINE IN DETAIL OBJECTS FROM THE COLLECTION. THE RESULTS OF THEIR RESEARCH WILL EVENTUALLY BE PUBLISHED IN DISSERTATIONS, MUSEUM PUBLICATIONS	500,855
3 THE FOUNDATION (A) CARES FOR AND CONSERVES OBJECTS FROM ITS COLLECTION AND (B) SEEKS TO PROMOTE RESEARCH INTO (I) TECHNIQUES OF MANUFACTURE, CONSTRUCTION AND THE LIKE AND (II) SCIENTIFIC ANALYSIS OF MATERIALS AND ORIGINAL TECHNIQUES. IN 2019, 48 OBJECTS FROM THE COLLECTION UNDERWENT CONSERVATION TREATMENT. THIS TREATMENT INCLUDED STABILIZING FRAGILE OBJECTS IN PREPARATION FOR A DIGITAL SCANNING EFFORT, AS WELL AS MINOR CLEANING FOR EXHIBITION. 182 FRAGILE DOCUMENTS AND PHOTOGRAPHS WERE DIGITALLY SCANNED ALLOWING THE OBJECTS TO BE MORE AVAILABLE FOR RESEARCH WHILE PRESERVING THE ORIGINAL MATERIALS. ANNUAL INTERIOR CONSERVATION WORK WAS COMPLETED ON THE HISTORIC HOUSE, INCLUDING CONTINUED STABILIZATION OF THE ORIGINAL WALLPAPER, A DEEP CLEANING OF THE INTERIOR AND THE OBJECTS WHICH ARE ON VIEW IN THE HOUSE AS WELL AS CONTINUED WORK TO DOCUMENT THE CONDITION OF EACH OBJECT CURRENTLY ON VIEW AND THEIR MOUNTING SYSTEMS. THE FOUNDATION CONTINUED TO WORK WITH EXTERIOR REPAIR SPECIALISTS	11,885
4	

Part IX-B Summary of Program-Related Investments (see instructions)

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2.	Amount
1	
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	28,322,918
b	Average of monthly cash balances.	1b	0
c	Fair market value of all other assets (see instructions).	1c	0
d	Total (add lines 1a, b, and c).	1d	28,322,918
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	28,322,918
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions).	4	424,844
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	27,898,074
6	Minimum investment return. Enter 5% of line 5.	6	1,394,904

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 2019 from Part VI, line 5.	2a	
b	Income tax for 2019. (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	500,855
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	11,884
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	512,739
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. See instructions.	5	0
6	Adjusted qualifying distributions. Subtract line 5 from line 4.	6	512,739

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)

	(a) Corpus	(b) Years prior to 2018	(c) 2018	(d) 2019
1 Distributable amount for 2019 from Part XI, line 7				
2 Undistributed income, if any, as of the end of 2019:				
a Enter amount for 2018 only.				
b Total for prior years: 20___, 20___, 20___				
3 Excess distributions carryover, if any, to 2019:				
a From 2014.				
b From 2015.				
c From 2016.				
d From 2017.				
e From 2018.				
f Total of lines 3a through e.				
4 Qualifying distributions for 2019 from Part XII, line 4: ▶ \$ _____				
a Applied to 2018, 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 2019 distributable amount.				
e Remaining amount distributed out of corpus				
5 Excess distributions carryover applied to 2019. (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 2018. Subtract line 4a from line 2a. Taxable amount—see instructions				
f Undistributed income for 2019. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2020				
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 2014 not applied on line 5 or line 7 (see instructions).				
9 Excess distributions carryover to 2020. Subtract lines 7 and 8 from line 6a				
10 Analysis of line 9:				
a Excess from 2015.				
b Excess from 2016.				
c Excess from 2017.				
d Excess from 2018.				
e Excess from 2019.				

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

1a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2019, enter the date of the ruling. 1999-12-22

b Check box to indicate whether the organization is a private operating foundation described in section 4942(j)(3) or 4942(j)(5)

	Tax year				(e) Total
	(a) 2019	(b) 2018	(c) 2017	(d) 2016	
2a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed	119,991	109,562	117,316	445,526	792,395
b 85% of line 2a	101,992	93,128	99,719	378,697	673,536
c Qualifying distributions from Part XII, line 4 for each year listed	512,739	559,620	513,808	3,457,687	5,043,854
d Amounts included in line 2c not used directly for active conduct of exempt activities	0	0	0	0	0
e Qualifying distributions made directly for active conduct of exempt activities. Subtract line 2d from line 2c	512,739	559,620	513,808	3,457,687	5,043,854
3 Complete 3a, b, or c for the alternative test relied upon:					
a "Assets" alternative test—enter:					
(1) Value of all assets	289,482,524	282,996,725	284,588,582	279,119,066	1,136,186,897
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)	258,720,786	258,708,902	258,678,976	258,622,728	1,034,731,392
b "Endowment" alternative test— enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed.	929,936	895,470	776,648	629,557	3,231,611
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).)

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.

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. to individuals or organizations under other conditions, complete items 2a, b, c, and d. See instructions

a The name, address, and telephone number or email 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)				
a <i>Paid during the year</i>				
Total	▶ 3a			0
b <i>Approved for future payment</i>				
Total	▶ 3b			0

Information Regarding Transfers To and Transactions and Relationships With Noncharitable Exempt Organizations

Part XVII

- 1 Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?
a Transfers from the reporting foundation to a noncharitable exempt organization of:
(1) Cash.
(2) Other assets.
b Other transactions:
(1) Sales of assets to a noncharitable exempt organization.
(2) Purchases of assets from a noncharitable exempt organization.
(3) Rental of facilities, equipment, or other assets.
(4) Reimbursement arrangements.
(5) Loans or loan guarantees.
(6) Performance of services or membership or fundraising solicitations.
c Sharing of facilities, equipment, mailing lists, other assets, or paid employees.
d If the answer to any of the above is "Yes," complete the following schedule. Column (b) should always show the fair market value of the goods, other assets, or services given by the reporting foundation.

Table with 3 columns: Question, Yes, No. Rows correspond to items 1a(1), 1a(2), 1b(1) through 1b(6), and 1c.

Table with 4 columns: (a) Line No., (b) Amount involved, (c) Name of noncharitable exempt organization, (d) Description of transfers, transactions, and sharing arrangements.

2a Is the foundation directly or indirectly affiliated with, or related to, one or more tax-exempt organizations described in section 501(c) (other than section 501(c)(3)) or in section 527? [] Yes [x] No

Table with 3 columns: (a) Name of organization, (b) Type of organization, (c) Description of relationship.

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

Sign Here

Signature of officer or trustee: ***** Date: 2020-11-12 Title: *****

May the IRS discuss this return with the preparer shown below (see instr.) [x] Yes [] No

Paid Preparer Use Only

Table with 5 columns: Print/Type preparer's name (JOHN K GRAHAM), Preparer's Signature, Date (2020-11-10), Check if self-employed (checked), PTIN (P00041039), Firm's name (SULLIVAN & WORCESTER LLP), Firm's EIN (04-2387531), Firm's address (ONE POST OFFICE SQUARE, BOSTON, MA 02109), Phone no. (617) 338-2800.

Form 990PF Part VIII Line 1 - List all officers, directors, trustees, foundation managers and their compensation

(a) Name and address	Title, and average hours per week (b) devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	Expense account, (e) other allowances
EDWARD C JOHNSON IV 7 WATER STREET 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
DANIEL ARDITO 11 KEEWAYDIN DRIVE SALEM, NH 03079	TREASURER 1.00	9,380	2,795	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

TY 2019 General Explanation Attachment**Name:** BROOKFIELD ARTS FOUNDATION INC**EIN:** 31-1681603**General Explanation Attachment**

Identifier	Return Reference	Explanation	
1		FORM 990-PF PART XIV PRIVATE OPERATING FOUNDATIONS	PART XIV HAS BEEN CORRECTED TO SHOW THE CORRECT ADJUSTED NET INCOME OF THE FOUNDATION IN YEARS 2018-2016. ON PRIOR YEAR RETURNS ADJUSTED NET INCOME WAS ERRONEOUSLY SHOWN TO INCLUDE LONG TERM CAPITAL GAINS AND CAPITAL GAIN DIVIDENDS FROM MUTUAL FUNDS. SEE SECTION 4942(F)(2)(B) AND REV. RUL. 73320. THE ADJUSTMENT IS MADE TO SHOW THE CORRECT ADJUSTED NET INCOME.

TY 2019 Investments Corporate Stock Schedule**Name:** BROOKFIELD ARTS FOUNDATION INC**EIN:** 31-1681603**Investments Corporation Stock Schedule**

Name of Stock	End of Year Book Value	End of Year Fair Market Value
FIDELITY CONTRAFUND	18,032,081	23,849,543
FIDELITY LOW PRICED STOCK FUND	6,769,138	6,904,698

TY 2019 Legal Fees Schedule**Name:** BROOKFIELD ARTS FOUNDATION INC**EIN:** 31-1681603

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
LEGAL	5,237	0	0	5,237

TY 2019 Other Assets Schedule**Name:** BROOKFIELD ARTS FOUNDATION INC**EIN:** 31-1681603**Other Assets Schedule**

Description	Beginning of Year - Book Value	End of Year - Book Value	End of Year - Fair Market Value
ANTIQUES (AT BOOK VALUE)	258,708,902	258,720,786	258,720,786

TY 2019 Other Expenses Schedule**Name:** BROOKFIELD ARTS FOUNDATION INC**EIN:** 31-1681603**Other Expenses Schedule**

Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
INSURANCE	65,367	0	0	65,367
STATE FILING FEES	1,509	0	0	1,509
INSTALLATION AND TRANSPORT	49,469	0	0	49,469

TY 2019 Other Professional Fees Schedule**Name:** BROOKFIELD ARTS FOUNDATION INC**EIN:** 31-1681603

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
PROGRAM ADMINISTRATION	366,048	0	0	366,048

TY 2019 Taxes Schedule**Name:** BROOKFIELD ARTS FOUNDATION INC**EIN:** 31-1681603

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
FEDERAL EXCISE	91,318	0	0	0

Schedule B
(Form 990, 990-EZ,
or 990-PF)
Department of the Treasury
Internal Revenue Service

Schedule of Contributors
▶ Attach to Form 990, 990-EZ, or 990-PF.
▶ Go to www.irs.gov/Form990 for the latest information.

OMB No. 1545-0047
2019

Name of the organization
BROOKFIELD ARTS FOUNDATION INC

Employer identification number
31-1681603

Organization type (check one):

Filers of:

Section:

Form 990 or 990-EZ

501(c)() (enter number) organization

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

527 political organization

Form 990-PF

501(c)(3) exempt private foundation

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

501(c)(3) taxable private 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 other 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 33¹/₃% 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. Don't 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 isn't covered by the General Rule and/or the Special Rules doesn't 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 990PF, Part I, line 2, to certify that it doesn't meet the filing requirements of Schedule B (Form 990, 990-EZ, or 990-PF).

Name of organization
BROOKFIELD ARTS FOUNDATION INC

Employer identification number
31-1681603

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	<input checked="" type="checkbox"/> Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash (Complete Part II for noncash contributions.)
		\$	<input type="checkbox"/> Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash (Complete Part II for noncash contributions.)
		\$	<input type="checkbox"/> Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash (Complete Part II for noncash contributions.)
		\$	<input type="checkbox"/> Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash (Complete Part II for noncash contributions.)
		\$	<input type="checkbox"/> Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash (Complete Part II for noncash contributions.)
		\$	<input type="checkbox"/> Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash (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			
(a) No. from Part I	(b) Description of noncash property given <small>(see instructions). Use duplicate copies of Part II if additional space is needed.</small>	(c) FMV (or estimate) (See instructions)	(d) Date received
-	_____ _____ _____	_____ \$	_____
-	_____ _____ _____	_____ \$	_____
-	_____ _____ _____	_____ \$	_____
-	_____ _____ _____	_____ \$	_____
-	_____ _____ _____	_____ \$	_____

Name of organization
 BROOKFIELD ARTS FOUNDATION INC

Employer identification number
 31-1681603

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 information once. See instructions.) ▶ \$ _____
 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	
_____ _____		_____ _____	