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

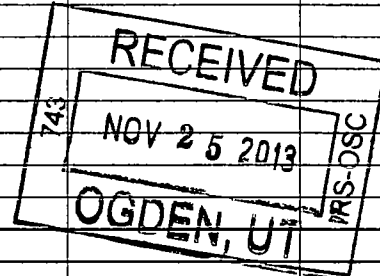
Department of the Treasury
Internal Revenue Service

Note. The foundation may be able to use a copy of this return to satisfy state reporting requirements

For calendar year 2012 or tax year beginning _____, **2012, and ending** _____, **20**

Name of foundation HALL ART FOUNDATION, INC.		A Employer identification number 26-1386173
Number and street (or P O box number if mail is not delivered to street address) 521 WEST 23RD STREET	Room/suite	B Telephone number (see instructions) (212) 256-0057
City or town, state, and ZIP code NEW YORK, NY 10011		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 checked="" type="checkbox"/> Address change	<input type="checkbox"/> Initial return of a former public charity <input type="checkbox"/> Amended return <input type="checkbox"/> Name change
H Check type of organization		D 1 Foreign organizations, check here <input type="checkbox"/> 2 Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>
<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) \$ 38,042,389.	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) (see instructions))	(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
1 Contributions, gifts, grants, etc., received (attach schedule)	605,000.			
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				
5a Gross rents				
b Net rental income or (loss)				
6a Net gain or (loss) from sale of assets not on line 10				
b Gross sales price for all assets on line 6a				
7 Capital gain net income (from Part IV, line 2)				
8 Net short-term capital gain				
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	605,000.			
13 Compensation of officers, directors, trustees, etc.	0			
14 Other employee salaries and wages				
15 Pension plans, employee benefits				
16a Legal fees (attach schedule) ATCH 1	40,847.			40,847.
b Accounting fees (attach schedule)	7,500.	2,500.		5,000.
c Other professional fees (attach schedule) *	98,906.			98,906.
17 Interest				
18 Taxes (attach schedule) (see instructions)				
19 Depreciation (attach schedule) and depletion				
20 Occupancy				
21 Travel, conferences, and meetings	2,057.			2,057.
22 Printing and publications				
23 Other expenses (attach schedule) ATCH 3	97,967.	210.		97,757.
24 Total operating and administrative expenses. Add lines 13 through 23	247,277.	2,710.		244,567.
25 Contributions, gifts, grants paid	259,620.			259,620.
26 Total expenses and disbursements Add lines 24 and 25	506,897.	2,710.	0	504,187.
27 Subtract line 26 from line 12				
a Excess of revenue over expenses and disbursements	98,103.			
b Net investment income (if negative, enter -0-)		0		
c Adjusted net income (if negative, enter -0-)				



SCANNED NOV 27 2013 Revenue Operating and Administrative Expenses

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		62,591.	160,694.	160,694.
	2	Savings and temporary cash investments		835.	835.	835.
	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				
	10 a	Investments - U S and state government obligations (attach schedule)				
	b	Investments - corporate stock (attach schedule)				
	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 ATCH 4)			34,571,829.	34,571,829.	37,880,860.
16	Total assets (to be completed by all filers - see the instructions Also, see page 1, item I)			34,635,255.	34,733,358.	38,042,389.
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 SFAS 117, check here <input type="checkbox"/>					
	and complete lines 24 through 26 and lines 30 and 31.					
	24	Unrestricted				
	25	Temporarily restricted				
	26	Permanently restricted				
	Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. <input checked="" type="checkbox"/>					
	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			34,635,255.	34,733,358.	
30	Total net assets or fund balances (see instructions)			34,635,255.	34,733,358.	
31	Total liabilities and net assets/fund balances (see instructions)			34,635,255.	34,733,358.	

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	34,635,255.
2	Enter amount from Part I, line 27a	2	98,103.
3	Other increases not included in line 2 (itemize)	3	
4	Add lines 1, 2, and 3	4	34,733,358.
5	Decreases not included in line 2 (itemize)	5	
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	34,733,358.

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					
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					
b					
c					
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					
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		
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	{ If gain, also enter in Part I, line 8, column (c) (see instructions) If (loss), enter -0- in Part I, line 8 }		3		

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))
2011	944,456.	34,275,581.	0.027555
2010	2,906,965.	289,295.	10.048445
2009	2,540,167.	477,022.	5.325052
2008	7,943,695.	1,691,285.	4.696840
2007			
2 Total of line 1, column (d)			20.097892
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			4.019578
4 Enter the net value of noncharitable-use assets for 2012 from Part X, line 5			37,427,422.
5 Multiply line 4 by line 3			150,442,442.
6 Enter 1% of net investment income (1% of Part I, line 27b)			-
7 Add lines 5 and 6			150,442,442.
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			504,187.

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 calculations. Includes items like 'Exempt operating foundations', 'Domestic foundations that meet the section 4940(e) requirements', 'Tax under section 511', 'Credits/Payments', and 'Total credits and payments'.

Part VII-A Statements Regarding Activities

Table with 10 rows for activity statements. Includes questions like 'During the tax year, did the foundation attempt to influence any national, state, or local legislation?', 'Did it spend more than \$100 during the year for political purposes?', and 'Did the foundation have unrelated business gross income of \$1,000 or more during the year?'.

Part VII-A Statements Regarding Activities (continued)

11 At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions) 11 X
12 Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions) 12 X
13 Did the foundation comply with the public inspection requirements for its annual returns and exemption application? 13 X
Website address N/A
14 The books are in care of ANDREW HALL Telephone no
Located at PO BOX 1184 SOUTHPORT, CT ZIP+4 06890
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
16 At any time during calendar year 2012, 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? 16 Yes No
See the instructions for exceptions and filing requirements for Form TD F 90-22.1 If "Yes," enter the name of the foreign country

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.

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? Yes X No
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? Yes X No
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? Yes X No
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? Yes X 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)? Yes X 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) Yes X 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)? 1b X
Organizations relying on a current notice regarding disaster assistance check here
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 2012? 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 2012, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2012? Yes X 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) 2b
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here
3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? Yes X No
b If "Yes," did it have excess business holdings in 2012 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 2012) 3b X
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 2012? 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... (2) Influence the outcome of any specific public election... (3) Provide a grant to an individual for travel... (4) Provide a grant to an organization other than a charitable... (5) Provide for any purpose other than religious... 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... 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? 6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract? 6b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? 7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? 7b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction?

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 (see instructions).

Table with 5 columns: (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. Row 1: ATCH 6, 0, 0, 0.

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

Table with 5 columns: (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. Row 1: NONE.

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

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

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
ATCH 7		98,906.
Total number of others receiving over \$50,000 for professional services		

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 SEE FOOTNOTE ATTACHED	504,187.
2	
3	
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 NONE	
2	
All other program-related investments See instructions	
3 NONE	
Total. Add lines 1 through 3	

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	
b	Average of monthly cash balances	1b	116,523.
c	Fair market value of all other assets (see instructions)	1c	37,880,860.
d	Total (add lines 1a, b, and c)	1d	37,997,383.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	
2	Acquisition indebtedness applicable to line 1 assets	2	
3	Subtract line 2 from line 1d	3	37,997,383.
4	Cash deemed held for charitable activities Enter 1 1/2 % of line 3 (for greater amount, see instructions)	4	569,961.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	37,427,422.
6	Minimum investment return. Enter 5% of line 5	6	1,871,371.

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 2012 from Part VI, line 5	2a	
b	Income tax for 2012 (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	504,187.
b	Program-related investments - total from Part IX-B	1b	
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	
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	504,187.
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	504,187.

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 2011	(c) 2011	(d) 2012
1 Distributable amount for 2012 from Part XI, line 7				
2 Undistributed income, if any, as of the end of 2012				
a Enter amount for 2011 only				
b Total for prior years 20____, 20____, 20____				
3 Excess distributions carryover, if any, to 2012				
a From 2007				
b From 2008				
c From 2009				
d From 2010				
e From 2011				
f Total of lines 3a through e				
4 Qualifying distributions for 2012 from Part XII, line 4 ▶ \$ _____				
a Applied to 2011, 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 2012 distributable amount				
e Remaining amount distributed out of corpus				
5 Excess distributions carryover applied to 2012 (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 2011 Subtract line 4a from line 2a Taxable amount - see instructions				
f Undistributed income for 2012 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2013				
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)				
8 Excess distributions carryover from 2007 not applied on line 5 or line 7 (see instructions)				
9 Excess distributions carryover to 2013. Subtract lines 7 and 8 from line 6a				
10 Analysis of line 9				
a Excess from 2008				
b Excess from 2009				
c Excess from 2010				
d Excess from 2011				
e Excess from 2012				

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 2012, enter the date of the ruling 01/13/2008

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	Prior 3 years			(e) Total
	(a) 2012	(b) 2011	(c) 2010	(d) 2009	
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		1.	2.	3.	6.
b 85% of line 2a		1.	2.	3.	6.
c Qualifying distributions from Part XII, line 4 for each year listed	504,187.	944,456.	2,906,965.	2,540,167.	6,895,775.
d Amounts included in line 2c not used directly for active conduct of exempt activities					
e Qualifying distributions made directly for active conduct of exempt activities Subtract line 2d from line 2c	504,187.	944,456.	2,906,965.	2,540,167.	6,895,775.
3 Complete 3a, b, or c for the alternative test relied upon					
a "Assets" alternative test - enter					
(1) Value of all assets	38,042,389.	34,635,255.	38,212,053.	33,854,983.	144,744,680.
(2) Value of assets qualifying under section 4942(j)(3)(B)(i).	34,571,829.	34,571,829.	32,321,829.	32,321,829.	133,787,316.
b "Endowment" alternative test - enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed					
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)					
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)					
(3) Largest amount of support from an exempt organization					
(4) Gross investment income					

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).)

ATTACHMENT 8

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.

N/A

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 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 Name and address (home or business)	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
<p>a Paid during the year</p> <p>ATCH 9</p>				
Total ▶ 3a				259,620.
<p>b Approved for future payment</p>				
Total ▶ 3b				

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated

Table with 5 main columns: (a) Business code, (b) Amount, (c) Exclusion code, (d) Amount, and (e) Related or exempt function income. Rows include categories like Program service revenue, Membership dues, Interest on savings, Dividends, Net rental income, etc.

12 Subtotal Add columns (b), (d), and (e) 13

13 Total. Add line 12, columns (b), (d), and (e) 13 (See worksheet in line 13 instructions to verify calculations)

Part XVI-B Relationship of Activities to the Accomplishment of Exempt Purposes

Line No. Explain below how each activity for which income is reported in column (e) of Part XVI-A contributed importantly to the accomplishment of the foundation's exempt purposes (other than by providing funds for such purposes) (See instructions)

Large empty table area for providing explanations for each activity.

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

- 1 Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (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

Table with 4 columns: (a) Line no, (b) Amount involved, (c) Name of noncharitable exempt organization, (d) Description of transfers, transactions, and sharing arrangements. Row 1 contains 'N/A' for amount and description.

2a Is the foundation directly or indirectly affiliated with, or related to, one or more tax-exempt organizations described in section 501(c) of the Code (other than section 501(c)(3)) or in section 527?
b If "Yes," complete the following schedule.

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

Sign Here: 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.
Signature of officer or trustee: [Signature] Date: 11/13/13 Title: President
May the IRS discuss this return with the preparer shown below (see instructions)? [X] Yes [] No

Paid Preparer Use Only: Print/Type preparer's name: SUSAN E VAN VELSON, CPA; Preparer's signature: Susan E Van Velson, CPA; Date: 11/7/13; Check [] if self-employed; PTIN: P00163072; Firm's name: FULVIO & ASSOCIATES, L.L.P.; Firm's EIN: 13-3311619; Firm's address: 5 W. 37TH STREET, 4TH FL. NEW YORK, NY 10018; Phone no: 212-490-3113

Schedule of Contributors

▶ Attach to Form 990, Form 990-EZ, or Form 990-PF.

2012

Name of the organization HALL ART FOUNDATION, INC.	Employer identification number 26-1386173
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Organization type (check one)

Filers of:

Section:

Form 990 or 990-EZ

501(c)() (enter number) organization

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

527 political organization

Form 990-PF

501(c)(3) exempt private foundation

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

501(c)(3) taxable private foundation

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

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

General Rule

For an organization filing Form 990, 990-EZ, or 990-PF that received, during the year, \$5,000 or more (in money or property) from any one contributor. Complete Parts I and II.

Special Rules

For a section 501(c)(3) organization 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) and received from any one contributor, during the year, a contribution 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 a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, total contributions of more than \$1,000 for use *exclusively* for religious, charitable, scientific, literary, or educational purposes, or the prevention of cruelty to children or animals. Complete Parts I, II, and III.

For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, contributions for use *exclusively* for religious, charitable, etc., purposes, but these contributions did not total to 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 of \$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 Part I, line 2 of its Form 990-PF, to certify that it does not meet the filing requirements of Schedule B (Form 990, 990-EZ, or 990-PF).

Name of organization HALL ART FOUNDATION, INC.

Employer identification number
26-1386173

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	ANDREW J. & CHRISTINE C. HALL P.O. BOX 1184 SOUTHPORT, CT 06890-1184	\$ 425,000.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
2	ANDREW J & CHRISTINE C HALL FOUNDATION P.O. BOX 428 SOUTHPORT, CT 06890-0428	\$ 80,000.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
3	ANDREW J & CHRISTINE C HALL FOUNDATION P.O. BOX 428 SOUTHPORT, CT 06890-0428	\$ 100,000.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)

ATTACHMENT 1

FORM 990PF, PART I - LEGAL FEES

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>	<u>ADJUSTED NET INCOME</u>	<u>CHARITABLE PURPOSES</u>
MORRISON COHEN LLP	5,588.			5,588.
DONALD R DUBENDORF	3,654.			3,654.
MICHAEL D YOUNG LLC	31,605.			31,605.
TOTALS	<u>40,847.</u>			<u>40,847.</u>

ATTACHMENT 2

FORM 990PF, PART I - OTHER PROFESSIONAL FEES

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>CHARITABLE PURPOSES</u>
CONSULTING FEES	98,906.	98,906.
TOTALS	<u>98,906.</u>	<u>98,906.</u>

ATTACHMENT 3

FORM 990PF, PART I - OTHER EXPENSES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	CHARITABLE PURPOSES
BANK CHARGES	210.		
INSURANCE	19,944.		19,944.
CRATING, HANDLING & TRANSPORT	71,445.		71,445.
CT CORP	568.		568.
VT SECTY OF STATE	100.		100.
ADVERTISEMENT	4,200.		4,200.
WEBSITE DESIGN	1,500.		1,500.
	<u>97,967.</u>	<u>210.</u>	<u>97,757.</u>
TOTALS	<u>97,967.</u>	<u>210.</u>	<u>97,757.</u>

ATTACHMENT 4

FORM 990PF, PART II - OTHER ASSETS

<u>DESCRIPTION</u>	<u>ENDING BOOK VALUE</u>	<u>ENDING FMV</u>
ARTWORK PORTFOLIO DEPOSITS FOR ARTWORK	34,571,829.	33,880,860.
TOTALS	<u>34,571,829.</u>	<u>33,880,860.</u>



Attoe, Dan

Complicated Animals 2008
Neon sculpture, neon lights, animation, wires, transformer
192 x 185 (75" x 72" in)

ATTOE0809.01 Hall Art Foundation 21-Apr-08 Acquisition 20,000.00 USD



Attoe, Dan

The End of the Day 2007
Oil on canvas on panel
31 x 31 (12" x 12" in)

ATTOE0809.02 Hall Art Foundation 21-Apr-08 Acquisition 10,000.00 USD



Attoe, Dan

Looking for Warmth 2008
Neon sculpture in multiple parts, neon light, animation, wires,
transformers, plexiglass panels
170 x 275 (66" x 108" in)

ATTOE0809.03 Hall Art Foundation 12-Jun-08 Acquisition 20,000.00 USD



Attoe, Dan

Men are Women 2008
Neon sculpture, neon lights, animation, wires, transformers
205 x 175 (80-1/2" x 69" in)

ATTOE0809.04 Hall Art Foundation 12-Jun-08 Acquisition 20,000.00 USD



Attoe, Dan

Waste Your Life 2008
Neon sculpture, neon light, animation, wires, transformer
178 x 61 (70" x 24" in)

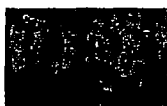
ATTOE0809.05 Hall Art Foundation 12-Jun-08 Acquisition 20,000.00 USD



Baselitz, Georg

Regimergrün 1991
Oil on canvas
290 x 290 (114" x 114" in)

BASEL0810.01 Hall Art Foundation 18-Dec-08 Appraisal (Asset) 360,000.00 USD



Baselitz, Georg

Bilddreizehn 1993
Oil on canvas
285 x 457 (112" x 180" in)

BASEL0810.02 Hall Art Foundation 18-Dec-08 Appraisal (Asset) 480,000.00 USD



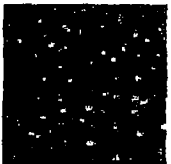
Baselitz, Georg
Foto Frivol (Frivolous Photo) 2002
Oil on Canvas
290 x 290 (114" x 114" in)
BASEL0810.03 Hall Art Foundation

18-Dec-08 Appraisal (Asset) 657,000.00 USD



Bleckner, Ross
New Radical 2000
Oil on linen
213 x 365 (84" x 144" in)
BLECK0810.04 Hall Art Foundation

18-Dec-08 Appraisal (Asset) 71,700.00 USD



Bleckner, Ross
Blue Star 2001
Oil on linen
270 x 270 (106-1/2" x 106-1/2" in)
BLECK0810.05 Hall Art Foundation

18-Dec-08 Appraisal (Asset) 69,310.00 USD



Bradley, Joe
Superman 2008
Grease pencil on canvas
177 x 152 (70" x 60" in)
BRADLO808.01 Hall Art Foundation

08-Dec-17 Acquisition 7,500.00 USD



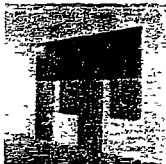
Bradley, Joe
On The Cross 2008
Grease pencil on canvas
254 x 165 (100" x 65" in)
BRADLO808.02 Hall Art Foundation

08-Dec-17 Acquisition 12,500.00 USD






Bradley, Joe
ABC Painting 2008
Vinyl on wood stretchers
289 x 175 (114" x 69" in)
BRADLO809.06 Hall Art Foundation

15-Jul-08 Acquisition 18,000.00 USD


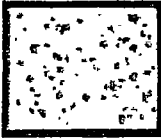

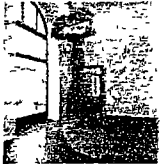





Bradley, Joe
Peter and Paul 2008
Vinyl on wood stretchers
233 x 213 (92" x 84" in)
BRADLO809.07 Hall Art Foundation

15-Jul-08 Acquisition 18,000.00 USD

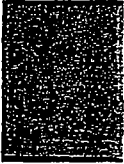






	Bradley, Joe Fisherman 2008 Vinyl on wood stretchers 218 x 241 (86" x 95" in)				
BRADL0809.08	Hall Art Foundation	15-Jul-08	Acquisition	18,000.00	USD
	van der Broek, Koen Viaduct 2002 Oil on canvas 280 x 420 (110" x 165" in)				
BROEK0809.09	Hall Art Foundation	11-Dec-08	Appraisal (FMV)	50,000.00	USD
	Charlton, Alan Corner Painting in 12 Parts 2004 acrylic on cotton duck canvas 175 x 22 (69" x 9" in) each, 175 x 165 (69" x 65" in) each wall				
CHARL0809.10	Hall Art Foundation	11-Dec-08	Appraisal (FMV)	32,000.00	USD
	Charlton, Alan Corner Painting in 8 Parts 2004 acrylic on cotton duck canvas 175 x 36 (69" x 14" in) each, 175 x 165 (69" x 65" in) each wall				
CHARL0809.11	Hall Art Foundation	11-Dec-08	Appraisal (FMV)	32,000.00	USD
	Cognee, Philippe Rome 2003 Wax painting on canvas, triptych 200 x 468 (78" x 184" in)				
COGNE0809.12	Hall Art Foundation	11-Dec-08	Appraisal (FMV)	65,000.00	USD
	Craig-Martin, Michael Wrench 2002 Acrylic on canvas 289 x 81 (114" x 32" in)				
CRAIG0809.13	Hall Art Foundation	11-Dec-08	Appraisal (FMV)	85,000.00	USD
	Eliasson, Olafur Waterfall 2004 Scaffolding, water 600 x 700 x 1000 (236" x 275" x 393" in) lwh				
ELIAS0807.01	Hall Art Foundation	29-Aug-09	Converted Acq.	572,100.00	USD
TBG 9938					



	Fetting, Rainer Ricky III 1981 Oil, Synthetic Resin and Coloured Chalk on Canvas 221 x 170 (87" x 67" in) FETTIO809.14 Hall Art Foundation	11-Dec-08	Appraisal (FMV)	45,400.00	USD
	Fischl, Eric Scenes from Late Paradise: The Parade 2006-2007 Oil on linen 193 x 274 (76" x 108" in) FISCH0801.01 Hall Art Foundation	01-Jan-10	Acquisition	1,100,000.00	USD
	Fischl, Eric Scenes from Late Paradise: The Drink 2006-2007 Oil on linen 190 x 243 (75" x 96" in) FISCH0801.02 Hall Art Foundation	01-Jan-10	Acquisition	1,100,000.00	USD
	Fischl, Eric Scenes from Late Paradise: Beached 2006-2007 Oil on linen 193 x 304 (76" x 120" in) FISCH0801.03 Hall Art Foundation	01-Jan-10	Acquisition	1,100,000.00	USD
	Fischl, Eric Scenes from Late Paradise: The Stupidity 2006-2007 Oil on linen 213 x 274 (84" x 108" in) FISCH0801.04 Hall Art Foundation	01-Jan-10	Acquisition	1,100,000.00	USD
	Fischl, Eric Scenes from Late Paradise. The Welcome 2006-2007 Oil on Linen 198 x 218 (78" x 86" in) FISCH0801.05 Hall Art Foundation	01-Jan-10	Acquisition	1,100,000.00	USD
	Fischl, Eric Woman Surrounded by Dogs 1979-1980 Oil on Linen 165 x 243 (65" x 96" in) FISCH0810.06 Hall Art Foundation	18-Dec-08	Appraisal (Asset)	396,800.00	USD

	Foerg, Guenther Untitled 1987 Acrylic, lead on wood, 10 parts Each: 60 x 40 (23-1/2" x 16" in) FOERG0809.15 Hall Art Foundation	11-Dec-08	Appraisal (FMV)	160,000.00	USD
	Foerg, Guenther Untitled 2007 Acrylic, crayon on canvas 220 x 260 (86" x 102" in) FOERG0809.16 Hall Art Foundation	11-Dec-08	Appraisal (FMV)	92,250.00	USD
	Fonseca, Caio 5th Street #10, C00.10 2000 Acrylic on canvas 167 x 350 (66" x 138" in) FONSE0809.17 Hall Art Foundation	11-Dec-08	Appraisal (FMV)	150,000.00	USD
	Gelitin, Cock Juice Joe 2004 Mixed media sculpture, fabric, foam, steel, lights 460 x 280 x 180 (180" x 110" x 72" in) GELITO809.18 Hall Art Foundation	11-Dec-08	Appraisal (FMV)	72,000.00	USD
	Gerhard, Till Versuchsgott 2007 Oil on Canvas 230 x 300 (90-1/2" x 118" in) GERHA0809.19 Hall Art Foundation	11-Dec-08	Appraisal (FMV)	35,700.00	USD
	Gormley, Antony Distillate 2003 Mild steel blocks 27 x 200 x 55 (11" x 79" x 22" in) GORML0809.20 Hall Art Foundation	11-Dec-08	Appraisal (FMV)	420,000.00	USD
	Halley, Peter Red Cell Over Two Horizontal Prisons 2008 Acrylic, roll-a-tex on canvas 184 x 119 (72-1/2" x 47" in) HALLE0802.01 Hall Art Foundation MBG#10100	17-Nov-08	Acquisition	68,000.00	USD

HAF owned artwork as of September, 2011

	<p>Halley, Peter Violet Cell Over Two Horizontal Prisons 2008 Acrylic, roll-a-tex on canvas 183 x 112 (72" x 44" in) HALLE0802.02 Hall Art Foundation MBG#10101</p>	17-Nov-08	Acquisition	68,000.00 USD
	<p>Halley, Peter Stacked Prisons 2008 Acrylic, roll-a-tex on canvas 183 x 99 (72" x 39" in) HALLE0802.03 Hall Art Foundation MBG#10102</p>	17-Nov-08	Acquisition	68,000.00 USD
	<p>Halley, Peter Intent 2008 Acrylic, roll-a-tex on canvas 190 x 183 (75" x 72" in) HALLE0802.04 Hall Art Foundation MBG#10103</p>	17-Nov-08	Acquisition	98,000.00 USD
	<p>Halley, Peter Free in Deed 2008 Acrylic, roll-a-tex on canvas 190 x 183 (75" x 72" in) HALLE0802.05 Hall Art Foundation MBG#10104</p>	17-Nov-08	Acquisition	100,000.00 USD
	<p>Heck, Kati Kein Zeit Fur Meisterwerke (Himmelfahrtskommando) 2007 Oil on canvas 304 x 523 (119-1/2" x 206" in) HECKK0809.21 Hall Art Foundation</p>	11-Dec-08	Appraisal (FMV)	65,000.00 USD
	<p>Heck, Kati Euter der Goetter oder unterwegs was vergessen 2008 Oil, charcoal on canvas 248 x 299 (98" x 118" in) HECKK0809.22 Hall Art Foundation</p>	11-Dec-08	Appraisal (FMV)	35,000.00 USD
	<p>Hirst, Damien The Martyrdom of St. Andrew 2003 Nickel plated stainless steel and glass cabinet 180 x 90 x 24 (70" x 35" x 9" in) HIRST0809.23 Hall Art Foundation</p>	11-Dec-08	Appraisal (FMV)	900,000.00 USD

	<p>Hirst, Damien Syphilis 2003 Mixed media and resin on canvas 137 x 101 (54" x 40" in) HIRST0809.24 Hall Art Foundation</p>	11-Dec-08	Appraisal (FMV)	400,000.00	USD
	<p>Kapoor, Anish Untitled 1992 Resin and pigment 120 x 120 x 80 (47" x 47" x 31" in) KAPOO0809.25 Hall Art Foundation</p>	11-Dec-08	Appraisal (FMV)	500,000.00	USD
	<p>Kapoor, Anish White Dark XII 2004 Fiberglass and paint 122 x 122 x 57 (48" x 48" x 22" in) KAPOO0809.26 Hall Art Foundation</p>	11-Dec-08	Appraisal (FMV)	362,500.00	USD
	<p>Kiefer, Anselm The Women of the Revolution 1992 Installation composed of 26 beds, 29 tags and various unique elements. Dimensions vary with installation (400m2) KIEFE0809.27 Hall Art Foundation</p>	11-Dec-08	Appraisal (FMV)	1,000,000.00	USD
	<p>Kiefer, Anselm A.E.I.O.U (Elisabeth von Oesterreich) 1987 Lead and paint 280 x 330 x 20 (110" x 130" x 7" in) KIEFE0809.45 Hall Art Foundation</p>	11-Dec-08	Appraisal (FMV)	975,000.00	USD
	<p>Kiefer, Anselm Air-Battle England 1988 Lead and paint 330 x 280 x 25 (130" x 110" x 9" in) KIEFE0809.46 Hall Art Foundation</p>	11-Dec-08	Appraisal (FMV)	975,000.00	USD
	<p>Kiefer, Anselm Rorate Caeli et Nubes Pluant Iustum 2005-2006 Oil, acrylic and shellac on canvas with lead planes 280 x 760 (110" x 299" in) KIEFE0809.47 Hall Art Foundation</p>	11-Dec-08	Appraisal (FMV)	1,725,000.00	USD

	Kiefer, Anselm Aperiatu Terra et Germinet Salvatorem 2005-2006 Oil, acrylic, emulsion and shellac on canvas 280 x 760 (110" x 299" in) KIEFE0809.48 Hall Art Foundation	11-Dec-08	Appraisal (FMV)	1,725,000.00	USD
	Kiefer, Anselm Nachricht vom Fall Trojas 2005-2006 Oil, acrylic, emulsion and shellac on canvas 280 x 760 (110" x 299" in) KIEFE0809.49 Hall Art Foundation	11-Dec-08	Appraisal (FMV)	1,725,000.00	USD
	Kiefer, Anselm Olympe - Für Victor Hugo 2005-2006 Oil, acrylic, emulsion and shellac on canvas 280 x 570 (110" x 224" in) KIEFE0809.50 Hall Art Foundation	11-Dec-08	Appraisal (FMV)	1,725,000.00	USD
	Kiefer, Anselm Etroits sont les Vaisseaux 2002 Reinforced concrete, lead, earth 150 x 2500 x 280 (60" x 960" x 110" in) KIEFE1001 01 Hall Art Foundation	14-Dec-10	Appraisal (Dona.)	750,000.00	USD
	Kruger, Barbara Untitled (Unacknowledged/Untold/Unafraid...) 2007 Oil, acrylic, emulsion and shellac on canvas 256 x 342 (101" x 135" in) KRUGE0809.28 Hall Art Foundation	11-Dec-08	Appraisal (FMV)	175,000.00	USD
	Kruger, Barbara Untitled (I know what you're thinking) 1996 Photographic silkscreen on vinyl 305 x 305 (120" x 120" in) KRUGE0810.07 Hall Art Foundation	18-Dec-08	Appraisal (Asset)	250,000.00	USD
	Meese, Jonathan DER KÄMPFER de LARGE (Der Zeushagen von Troja de NEUTRAL 200 Bronze 266 x 130 x 210 (104" x 51" x 82" in) MEESE0806.01 Hall Art Foundation MEE/S 222/AP	12-Dec-08	Converted Acq.	346,900.00	USD



Meese, Jonathan

DIE KÄMPFERIN de Large (KRIEMHILD de Stehender PUPPE, wie Burgfrä

Bronze

253 x 120 x 80 (99" x 47" x 31" in)

MEESE0806.02 Hall Art Foundation
MEE/S 223/AP

12-Dec-08 Converted Acq. 300,200.00 USD



Mir, Aleksandra

Bad Weather 2007

Installed environment, 21 drawings, furniture, drawing supplies, music

Dimensions variable

MIRAL0810.08 Hall Art Foundation

29-Sep-07 Acquisition 150,000.00 USD

Noland, Kenneth

Across Center 1965

Acrylic on canvas

112 x 602 (44" x 237" in)

NOLANO809.29 Hall Art Foundation

11-Dec-08 Appraisal (FMV) 200,000.00 USD



Oursler, Tony

Shock-Rock 2002

Video-projection on two ovals made out of fiberglass

170 x 177 (67" x 70" in)

OURSLO809.30 Hall Art Foundation

11-Dec-08 Appraisal (FMV) 115,000.00 USD



Paeffgen, C.O.

Untitled 1987-95

Acrylic on canvas

292 x 177 (115" x 70" in)

PAEFF0809.31 Hall Art Foundation

11-Dec-08 Appraisal (FMV) 61,000.00 USD



Paik, Nam June

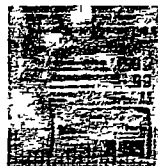
Cro-Magnon Man 1991

Aluminum, cathode tubes, wiring, antennae

149 x 167 x 81 (59" x 66" x 32" in)

PAIKNO809.31 Hall Art Foundation

11-Dec-08 Appraisal (FMV) 190,000.00 USD



Polke, Sigmar








Lummerbraten 1982



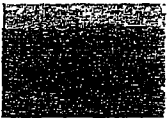




Acrylic on cotton

330 x 292 (130" x 115" in)

POLKE0809.33 Hall Art Foundation

11-Dec-08 Appraisal (FMV) 1,046,800.00 USD

	Rauschenberg, Robert Dairy Cage - Open - Unit 1 1971 Wood on paper board container 217 x 95 (85" x 37" in) RAUSC0809.34 Hall Art Foundation	11-Dec-08	Appraisal (FMV)	514,700.00 USD
	Rubins, Nancy Drawing 2003 Graphite on paper 340 x 340 x 90 (134" x 134" x 36" in) RUBIN0809.35 Hall Art Foundation	11-Dec-08	Appraisal (FMV)	48,000.00 USD
	Ruscha, Ed Pretty Girls vs Evil and Trouble 1979 Oil on canvas 56 x 404.5 (22" x 159-1/4" in) RUSCH0809.36 Hall Art Foundation	11-Dec-08	Appraisal (FMV)	500,000.00 USD
	Salle, David Lightening 2002 Oil on linen 202 x 345.5 (79-1/2" x 136" in) SALLE0809.37 Hall Art Foundation	11-Dec-08	Appraisal (FMV)	180,000.00 USD
	Salle, David Untitled (Interior with Duck) 1999 Oil and acrylic on three canvases 106 x 167 (42" x 66" in) SALLE0810.09 Hall Art Foundation	18-Dec-08	Appraisal (Asset)	84,000.00 USD
	Salle, David Sweet Dreams 2000 Oil and acrylic on canvas 242.5 x 183 (95-1/2" x 72" in) SALLE0810.10 Hall Art Foundation	11-May-06	Acquisition	156,000.00 USD
	Salle, David Untitled (It goes without saying that the flour sack strikes the rat dead) Oil and acrylic on canvas 213 x 264 (84" x 104" in) SALLE0810.11 Hall Art Foundation	18-Dec-08	Appraisal (Asset)	132,000.00 USD

	Savu, Serban The Edge of the Empire 2008 Oil on canvas 126 x 190 (49-1/2" x 75" in) SAVUS0901.01 Hall Art Foundation	06-Mar-09	Acquisition	18,270.00	USD
	Savu, Serban Peripheral View 2008 Oil on canvas 33 x 33 (13" x 13" in) SAVUS0901.02 Hall Art Foundation	06-Mar-09	Acquisition	5,115.00	USD
	Savu, Serban They Cannot Hear Us 2008 Oil on canvas 30 x 42 (11-3/4" x 16-1/2" in) SAVUS0901.03 Hall Art Foundation	06-Mar-09	Acquisition	5,115.00	USD
	Scharf, Kenny Time Flies When You're Having Fun 2005 Oil on canvas (diptych) 269 x 678 (106" x 267" in) SCHAR0809.38 Hall Art Foundation	11-Dec-08	Appraisal (FMV)	200,000.00	USD
	Scharf, Kenny Chips Galore aka Chip Chip Hooray! aka Mother Chip! aka Where the Ch Oil, acrylic, and silkscreen ink on linen 274 x 365 (108" x 144" in) SCHAR0810.12 Hall Art Foundation	18-Dec-08	Appraisal (Asset)	200,000.00	USD
	Scharf, Kenny Chocolate Donut in Space 2007 Oil on linen 243 x 243 (96" x 96" in) SCHAR0810.13 Hall Art Foundation	18-Dec-08	Appraisal (Asset)	160,000.00	USD
	Schnabel, Julian Untitled (Treatise on Melancholia) 1989 Oil, gesso on tarp 457 x 457 (180" x 180" in) SCHNA0803.01 Hall Art Foundation P89.0073	17-Nov-08	Acquisition	500,000.00	USD



Schnabel, Julian
Untitled (Treatise on Melancholia) 1989
Oil, gesso on tarp
457 x 457 (180" x 180" in)
SCHNA0803.02 Hall Art Foundation
P89.0074

17-Nov-08 Acquisition 500,000.00 USD



Schnabel, Julian
Untitled (Treatise on Melancholia) 1989
Oil, gesso on tarp
457 x 457 (180" x 180" in)
SCHNA0803.03 Hall Art Foundation
P89.0075

17-Nov-08 Acquisition 500,000.00 USD



Schnabel, Julian
Untitled (Treatise on Melancholia) 1989
Oil, gesso on tarp
457 x 609 (180" x 240" in)
SCHNA0803.04 Hall Art Foundation
P89.0076

17-Nov-08 Acquisition 500,000.00 USD



Schnabel, Julian
Untitled (Treatise on Melancholia) 1989
Gesso on tarp
457 x 457 (180" x 180" in)
SCHNA0803.05 Hall Art Foundation
P89.0142

17-Nov-08 Acquisition 500,000.00 USD



Schnabel, Julian
Oliver Cromwell 1990
Patinated bronze
122 x 488 x 51 (48" x 192" x 20" in)
SCHNA0804.01 Hall Art Foundation
S90.09.05

16-Dec-08 Acquisition 166,666.66 USD



Schnabel, Julian
Celtic Hook 1987
Patinated bronze
434 x 289 x 22 (171" x 114" x 9" in)
SCHNA0804.02 Hall Art Foundation
S87.04.02

16-Dec-08 Acquisition 166,666.67 USD



Schnabel, Julian
Si Tacuisses 1990
Patinated bronze with oil paint
347 x 228 x 167 (137" x 90" x 66" in)
SCHNA0804.03 Hall Art Foundation
S90.08.05

16-Dec-08 Acquisition 166,666.67 USD



Schnabel, Julian

MacBeth 1989
Patinated bronze
300 x 150 x 150 (120" x 60" x 60" in)
SCHNA0804.04 Hall Art Foundation
S89.08.04

16-Dec-08 Acquisition 166,666.66 USD



Schnabel, Julian

Idiota 1988
Patinated bronze
538 x 508 x 40 (212" x 200" x 16" in)
SCHNA0804.05 Hall Art Foundation
S88.01.03

16-Dec-08 Acquisition 166,666.67 USD



Schnabel, Julian

Joe 1983
Patinated bronze
370 x 223 x 121 (146" x 88" x 48" in)
SCHNA0804.06 Hall Art Foundation
S83.08.

16-Dec-08 Acquisition 166,666.67 USD



Schnabel, Julian

Treasure Chest 1983
Oil, bondo, epoxy, wax and ceramic plates on panels
274 x 365 x 45 (108" x 144" x 18" in)
SCHNA0805.01 Hall Art Foundation

26-Nov-08 Acquisition 302,500.00 USD



Skreber, Dirk

Untitled (Ultraviolence) 1999
Oil on canvas
230 x 325.5 (90-1/2" x 128" in)
SKREB0809.39 Hall Art Foundation

11-Dec-08 Appraisal (FMV) 270,000.00 USD



Sonnier, Keith

Untitled 1969
Four neon tubes, spraypaint, cables and transformer
236 x 139 x 63 (93" x 55" x 25" in)
SONNIO809.40 Hall Art Foundation

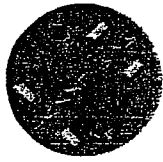
11-Dec-08 Appraisal (FMV) 67,000.00 USD



Keith, Sonnier

Neon Wrapping Neon with Six Loops 1969
Two neon tubes, two light bulbs, cables and transformer
190 x 213 x 22 (75" x 84" x 9" in)
SONNIO809.41 Hall Art Foundation

11-Dec-08 Appraisal (FMV) 61,900.00 USD



Sonnier, Keith
Abaca Code C-VIII 1976
Pigment on manila hemp
197.5 x 197.5 (77-3/4" x 77-3/4" in)
SONNIO809.42 Hall Art Foundation

11-Dec-08 Appraisal (FMV) 20,600.00 USD

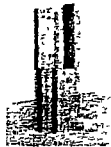
Sonnier, Keith
Untitled 1967
Satin, gossamer and wooden box
20 x 74 x 385 (7" x 29" x 151" in)
SONNIO809.43 Hall Art Foundation

11-Dec-08 Appraisal (FMV) 31,000.00 USD



Sonnier, Keith
Cycladic Extrusion II 1988
Neon, wires, aluminum
190 x 214 x 81 (75" x 84" x 32" in)
SONNIO810.14 Hall Art Foundation

18-Dec-08 Appraisal (Asset) 145,000.00 USD



Sonnier, Keith
Column I 1981
Neon, enamel and aluminium
200 x 81 x 40 (79" x 32" x 16" in)
SONNIO810.15 Hall Art Foundation

18-Dec-08 Appraisal (Asset) 130,000.00 USD



Sonnier, Keith
Lac Prison 1981
Neon, glass and aluminum
183 x 244 x 61 (72" x 96" x 24" in)
SONNIO810.16 Hall Art Foundation

18-Dec-08 Appraisal (Asset) 163,000.00 USD



Sonnier, Keith
Kiosk II 1987
Neon and aluminum
299 x 200 x 200 (118" x 79" x 79" in)
SONNIO810.17 Hall Art Foundation

18-Dec-08 Appraisal (Asset) 180,000.00 USD



Sonnier, Keith
Charioteer 1988
Neon and aluminum
200 x 381 x 64 (79" x 150" x 25" in)
SONNIO810.18 Hall Art Foundation

18-Dec-08 Appraisal (Asset) 180,000.00 USD



Sonnier, Keith
New Orleans Dyad 1A 1989
Neon, glass mirror and aluminum
187 x 185 x 20 (74" x 73" x 8" in)
SONNIO810.19 Hall Art Foundation

18-Dec-08 Appraisal (Asset) 145,000.00 USD



Sonnier, Keith
Washer 1989
Neon, glass and aluminum
152 x 86 x 20 (60" x 34" x 8" in)
SONNIO810.20 Hall Art Foundation

18-Dec-08 Appraisal (Asset) 72,000.00 USD



West, Franz
Les Pommes D'Adam 2007
Suite of 4 sculptures, epoxy, metal, paint, concrete
Dimensions vary with installation. Heights from 6.5 - 8.5m (20 - 28ft)
WESTFO809.44 Hall Art Foundation

11-Dec-08 Appraisal (FMV) 800,000.00 USD

Total current value: 33,880,860.00 USD

FORM 990PF, PART VII-A, LINE 10 - NEW SUBSTANTIAL CONTRIBUTORS

ATTACHMENT 5

<u>NAME AND ADDRESS</u>	<u>DATE</u>	<u>DIRECT PUBLIC SUPPORT</u>
ANDREW J. & CHRISTINE C. HALL P.O. BOX 1184 SOUTHPORT, CT 06890-1184	12/18/2012	425,000.
TOTAL CONTRIBUTION AMOUNTS		<u>425,000.</u>

FORM 990PF, PART VIII - LIST OF OFFICERS, DIRECTORS, AND TRUSTEES

ATTACHMENT 6

<u>NAME AND ADDRESS</u>	<u>TITLE AND AVERAGE HOURS PER WEEK DEVOTED TO POSITION</u>	<u>COMPENSATION</u>	<u>CONTRIBUTIONS TO EMPLOYEE BENEFIT PLANS</u>	<u>EXPENSE ACCT AND OTHER ALLOWANCES</u>
ANDREW J. HALL PO BOX 1184 SOUTHPORT, CT 06890	PRESIDENT 5.00	0	0	0
CHRISTINE C. HALL PO BOX 1184 SOUTHPORT, CT 06890	SECRETARY / TREASURER 5.00	0	0	0
DAVID TOBEY 145 CENTRAL PARK WEST NEW YORK, NY 10023	VICE PRESIDENT 2.00	0	0	0
SIR NORMAN ROSENTHAL 47 LEXINGTON STREET LONDON W1F 9AW UNITED KINGDOM	DIRECTOR 2.00	0	0	0
EMMA HALL 259 WEST 4TH STREET NEW YORK, NY 10014	DIRECTOR 2.00	0	0	0

FORM 990PF, PART VIII - LIST OF OFFICERS, DIRECTORS, AND TRUSTEES

ATTACHMENT 6 (CONT'D)

NAME AND ADDRESS	TITLE AND AVERAGE HOURS PER WEEK DEVOTED TO POSITION	COMPENSATION	CONTRIBUTIONS TO EMPLOYEE BENEFIT PLANS	EXPENSE ACCT AND OTHER ALLOWANCES
HARRY PHILBRICK C/O ALDRICH CONTEMPORARY ART MUSEUM 258 MAIN STREET RIDGEFIELD, CT 06877	DIRECTOR 2.00	0	0	0
GRAND TOTALS		0	0	0

990PF, PART VIII- COMPENSATION OF THE FIVE HIGHEST PAID PROFESSIONALSATTACHMENT 7

<u>NAME AND ADDRESS</u>	<u>TYPE OF SERVICE</u>	<u>COMPENSATION</u>
ART CONFIDENT LLC C/O HALL ART FOUNDATION PO BOX 1184 SOUTHPORT, CT 06890	CONSULTING	98,906.
	TOTAL COMPENSATION	<u>98,906.</u>

FORM 990PF, PART XV - INFORMATION REGARDING FOUNDATION MANAGERS

ANDREW J. HALL
CHRISTINE C. HALL

FORM 990PE, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR

ATTACHMENT 9

RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR

AND

FOUNDATION STATUS OF RECIPIENT

RECIPIENT NAME AND ADDRESS

PURPOSE OF GRANT OR CONTRIBUTION

AMOUNT

MASS MOCA FOUNDATION INC.
1040 MASS MOCA WAY
NORTH ADAMS, MA 02147

NONE
501(C) (3)

TO ENABLE THE ORGANIZATION TO CONTINUE ITS
CHARITABLE PURPOSE AS A CONTEMPORARY ART MUSEUM

259,620.

TOTAL CONTRIBUTIONS PAID

259,620.

FEDERAL FOOTNOTES

FORM 990-PF PART IX-A SUMMARY OF DIRECT CHARITABLE ACTIVITIES

HALL ART FOUNDATION IS ORGANIZED AND OPERATED AS A PRIVATE OPERATING FOUNDATION FOR THE PURPOSE OF DEVELOPING EXHIBITIONS OF FINE ART FOR THE CULTURAL AND EDUCATIONAL BENEFIT OF THE GENERAL PUBLIC.

DURING THE PREVIOUS YEAR, 2011, HALL ART FOUNDATION CONTINUED ITS ACQUISITION OF WORKS OF ART THROUGH PURCHASES FOR THE PURPOSE OF BEING ABLE TO DEVELOP EXHIBITS OF WORKS OF FINE ART.

DURING THE CURRENT YEAR, 2012, HALL ART FOUNDATION HAS A COMMITMENT OF \$4,000,000, WHICH HAS BEEN PAID AS DEPOSITS FOR ADDITIONAL WORKS OF ART. THE FOUNDATION ALSO PAID FEES OF \$98,906 TO INDEPENDENT ART CONSULTANTS AND INCURRED OTHER DIRECT CHARITABLE EXPENSES OF \$97,757. THE FOUNDATION HAS ALSO INCURRED LEGAL FEES OF \$40,847 TO FURTHER ITS EXEMPT PURPOSE.

DURING THE CURRENT YEAR, 2012, HALL ART FOUNDATION CONTINUED TO SUPPORT PUBLIC EXHIBITS AT MASS MOCA (THE MASSACHUSETTS MUSEUM OF CONTEMPORARY ART) HAVING FINALIZED ITS NEGOTIATIONS FOR THE JOINT DEVELOPMENT OF EXHIBITION SPACE AT MASS MOCA. THE FINAL AGREEMENT, FOR THE DEVELOPMENT OF SPACE KNOWN AS BUILDING 15, WAS REACHED IN JUNE, 2010. THE TOTAL AMOUNT OF CONTRIBUTIONS DURING 2012 TO MASS MOCA WAS \$259,620.

THE TOTAL OF THE DIRECT EXPENSES OF HALL ART FOUNDATION FOR THE ACTIVE CONDUCT OF ITS CHARITABLE ACTIVITIES DURING 2011 WAS \$504,187.