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Form 990-PF

Department of the Treasury  
Internal Revenue ServiceReturn of Private Foundation  
or Section 4947(a)(1) Nonexempt Charitable Trust  
Treated as a Private Foundation

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

OMB No 1545-0052

2012

Open to public inspection

For calendar year 2012 or tax year beginning JUL 1, 2012, and ending JUN 30, 2013

Name of foundation <b>THE OROKAWA FOUNDATION, INC. C/O MARTIN J. EBY</b>		A Employer identification number <b>20-1850543</b>
Number and street (or P.O. box number if mail is not delivered to street address) <b>1 OLYMPIC PLACE, 8TH FLOOR</b>		B Telephone number <b>410-771-0001</b>
City or town, state, and ZIP code <b>TOWSON, MD 21204</b>		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) <b>\$ 57,404,050.</b> (Part I, column (d) must be on cash basis)		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) _____		

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a).)		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
1 Contributions, gifts, grants, etc., received				N/A	
2 Check <input checked="" type="checkbox"/> if the foundation is not required to attach Sch. B					
3 Interest on savings and temporary cash investments		253.	253.		STATEMENT 1
4 Dividends and interest from securities		267,133.	267,133.		STATEMENT 2
5a Gross rents					
b Net rental income or (loss)					
6a Net gain or (loss) from sale of assets not on line 10		1,190,052.			
b Gross sales price for all assets on line 6a		2,334,894.			
7 Capital gain net income (from Part IV, line 2)			1,190,052.		
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)					
11 Other income		3,668,600.	3,881,075.		STATEMENT 3
12 Total. Add lines 1 through 11		5,126,038.	5,338,513.		
13 Compensation of officers, directors, trustees, etc.		0.	0.		0.
14 Other employee salaries and wages					
15 Pension plans, employee benefits					
16a Legal fees					
b Accounting fees					
c Other professional fees STMT 4		89,614.	80,653.		8,961.
17 Interest					
18 Taxes STMT 5		77,719.	2,219.		0.
19 Depreciation and depletion					
20 Occupancy					
21 Travel, conferences, and meetings					
22 Printing and publications					
23 Other expenses STMT 6		2,218.	0.		2,218.
24 Total operating and administrative expenses. Add lines 13 through 23		169,551.	82,872.		11,179.
25 Contributions, gifts, grants paid		2,940,940.			2,940,940.
26 Total expenses and disbursements. Add lines 24 and 25		3,110,491.	82,872.		2,952,119.
27 Subtract line 26 from line 12		2,015,547.			
a Excess of revenue over expenses and disbursements			5,255,641.		
b Net investment income (if negative enter 0)					
c Adjusted net income (if negative enter 0)				N/A	

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LHA For Paperwork Reduction Act Notice, see instructions

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**THE OROKAWA FOUNDATION, INC.**  
**C/O MARTIN J. EBY**

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Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only			
		Beginning of year (a) Book Value	End of year (b) Book Value (c) Fair Market Value		
Assets	1 Cash - non-interest-bearing				
	2 Savings and temporary cash investments	605,406.	5,175,586.	5,175,586.	
	3 Accounts receivable ▶				
	Less: allowance for doubtful accounts ▶				
	4 Pledges receivable ▶				
	Less: allowance for doubtful accounts ▶				
	5 Grants receivable				
	6 Receivables due from officers, directors, trustees, and other disqualified persons				
	7 Other notes and loans receivable ▶				
	Less: allowance for doubtful accounts ▶				
	8 Inventories for sale or use				
	9 Prepaid expenses and deferred charges				
	10a Investments - U.S. and state government obligations				
	b Investments - corporate stock STMT 7	9,474,412.	13,962,796.	13,962,796.	
	c Investments - corporate bonds				
	11 Investments - land, buildings, and equipment basis ▶				
	Less: accumulated depreciation ▶				
	12 Investments - mortgage loans				
	13 Investments - other STMT 8	45,715,339.	38,068,639.	38,068,639.	
	14 Land, buildings, and equipment basis ▶				
	Less: accumulated depreciation ▶				
	15 Other assets (describe ▶ STATEMENT 9)	0.	197,029.	197,029.	
	16 Total assets (to be completed by all filers)	55,795,157.	57,404,050.	57,404,050.	
	Liabilities	17 Accounts payable and accrued expenses			
		18 Grants payable			
19 Deferred revenue					
20 Loans from officers, directors, trustees, and other disqualified persons					
21 Mortgages and other notes payable					
22 Other liabilities (describe ▶)		135,584.	0.		
23 Total liabilities (add lines 17 through 22)		135,584.	0.		
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ▶ <input type="checkbox"/>				
	24 Unrestricted				
	25 Temporarily restricted				
	26 Permanently restricted				
	Foundations that do not follow SFAS 117, check here ▶ <input checked="" type="checkbox"/>				
	27 Capital stock, trust principal, or current funds	0.	0.		
	28 Paid-in or capital surplus, or land, bldg., and equipment fund	0.	0.		
	29 Retained earnings, accumulated income, endowment, or other funds	55,659,573.	57,404,050.		
	30 Total net assets or fund balances	55,659,573.	57,404,050.		
	31 Total liabilities and net assets/fund balances	55,795,157.	57,404,050.		

**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	55,659,573.
2 Enter amount from Part I, line 27a	2	2,015,547.
3 Other increases not included in line 2 (itemize) ▶ PRIOR PERIOD ADJUSTMENT	3	135,583.
4 Add lines 1, 2, and 3	4	57,810,703.
5 Decreases not included in line 2 (itemize) ▶ UNREALIZED LOSS FROM INVESTMENTS	5	406,653.
6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	57,404,050.

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**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 SEE ATTACHED STATEMENT				
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 2,334,894.		1,953,741.	1,190,052.

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			1,190,052.

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	1,190,052.
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c). If (loss), enter -0- in Part I, line 8		3	N/A

**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	2,943,585.	56,750,971.	.051868
2010	2,895,961.	56,243,905.	.051489
2009	2,668,185.	51,643,780.	.051665
2008	3,180,970.	54,202,449.	.058687
2007	3,410,179.	66,696,236.	.051130

2 Total of line 1, column (d)	2	.264839
3 Average distribution ratio for the 5-year base period - divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years	3	.052968
4 Enter the net value of noncharitable-use assets for 2012 from Part X, line 5	4	57,046,710.
5 Multiply line 4 by line 3	5	3,021,650.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	52,556.
7 Add lines 5 and 6	7	3,074,206.
8 Enter qualifying distributions from Part XII, line 4	8	2,952,119.

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.

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

- 1a Exempt operating foundations described in section 4940(d)(2), check here ☐ and enter "N/A" on line 1.  
Date of ruling or determination letter: \_\_\_\_\_ (attach copy of letter if necessary-see instructions)
- b Domestic foundations that meet the section 4940(e) requirements in Part V, check here ☐ and enter 1% of Part I, line 27b
- c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b).
- 2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)
- 3 Add lines 1 and 2
- 4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)
- 5 **Tax based on investment income.** Subtract line 4 from line 3. If zero or less, enter -0-
- 6 Credits/Payments:

- a 2012 estimated tax payments and 2011 overpayment credited to 2012
- b Exempt foreign organizations - tax withheld at source
- c Tax paid with application for extension of time to file (Form 8868)
- d Backup withholding erroneously withheld

6a	50,804.
6b	
6c	50,000.
6d	

- 7 Total credits and payments. Add lines 6a through 6d
- 8 Enter any **penalty** for underpayment of estimated tax. Check here ☒ if Form 2220 is attached
- 9 **Tax due.** If the total of lines 5 and 8 is more than line 7, enter **amount owed**
- 10 **Overpayment.** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid**
- 11 Enter the amount of line 10 to be: **Credited to 2013 estimated tax** ☐ **Refunded** ☐

1	105,113.
2	0.
3	105,113.
4	0.
5	105,113.
7	100,804.
8	1,217.
9	5,526.
10	
11	

**Part VII-A Statements Regarding Activities**

- 1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?
- b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see instructions for definition)?  
*If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.*
- c Did the foundation file Form 1120-POL for this year?
- d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year:  
(1) On the foundation. ☐ \$ 0. (2) On foundation managers. ☐ \$ 0.
- e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. ☐ \$ 0.
- 2 Has the foundation engaged in any activities that have not previously been reported to the IRS?  
*If "Yes," attach a detailed description of the activities.*
- 3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? *If "Yes," attach a conformed copy of the changes*
- 4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?
- b If "Yes," has it filed a tax return on Form 990-T for this year?
- 5 Was there a liquidation, termination, dissolution, or substantial contraction during the year?  
*If "Yes," attach the statement required by General Instruction T*
- 6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either:  
• By language in the governing instrument, or  
• By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?
- 7 Did the foundation have at least \$5,000 in assets at any time during the year?  
*If "Yes," complete Part II, col. (c), and Part XV.*
- 8a Enter the states to which the foundation reports or with which it is registered (see instructions) ☐ MD
- b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? *If "No," attach explanation*
- 9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2012 or the taxable year beginning in 2012 (see instructions for Part XIV)? *If "Yes," complete Part XIV*
- 10 Did any persons become substantial contributors during the tax year? *If "Yes," attach a schedule listing their names and addresses*

	Yes	No
1a		X
1b		X
1c		X
2		X
3		X
4a	X	
4b	X	
5		X
6	X	
7	X	
8b	X	
9		X
10		X

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

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11		X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ► N/A	13	X	
14	The books are in care of ► MARTIN J. EBY Telephone no. ► (410) 771-0001 Located at ► 1 OLYMPIC PLACE, 8TH FLOOR, TOWSON, MD ZIP+4 ► 21204			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here and enter the amount of tax-exempt interest received or accrued during the year ► 15 N/A			
16	At any time during calendar year 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? See the instructions for exceptions and filing requirements for Form TD F 90-22.1. If "Yes," enter the name of the foreign country ►	16	Yes	No X

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

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

	Yes	No
1a During the year did the foundation (either directly or indirectly):		
(1) Engage in the sale or exchange, or leasing of property with a disqualified person?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
(6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.)	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
b If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? Organizations relying on a current notice regarding disaster assistance check here	N/A	
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?		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? If "Yes," list the years ►	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
b Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see instructions.)	N/A	
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here. ►		
3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
b If "Yes," did it have excess business holdings in 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.)	N/A	
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?		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?		X

**Part VII-B. Statements Regarding Activities for Which Form 4720 May Be Required** (continued)**5a** During the year did the foundation pay or incur any amount to:

- (1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?
- (2) Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive?
- (3) Provide a grant to an individual for travel, study, or other similar purposes?
- (4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)?
- (5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals?

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

N/A

Organizations relying on a current notice regarding disaster assistance check here

**c** If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant?☐ Yes ☐ No

If "Yes," attach the statement required by Regulations section 53.4945-5(d)

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

6b

If "Yes" to 6b, file Form 8870.

**7a** At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?☐ Yes ☒ No**b** If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction?

N/A

7b

**Part VIII. Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors****1** List all officers, directors, trustees, foundation managers and their compensation.

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
BRUCE CLELAND 1 OLYMPIC PLACE, 8TH FLOOR TOWSON, MD 21204	PRESIDENT & TREASURER 1.00	0.	0.	0.
ISOBEL CLELAND 1 OLYMPIC PLACE, 8TH FLOOR TOWSON, MD 21204	VICE PRESIDENT & SECRETARY 1.00	0.	0.	0.

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

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

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

0





**Part 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	11,838,997.
b	Average of monthly cash balances	1b	2,948,725.
c	Fair market value of all other assets	1c	43,127,720.
d	<b>Total</b> (add lines 1a, b, and c)	1d	57,915,442.
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	57,915,442.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	868,732.
5	<b>Net value of noncharitable-use assets.</b> Subtract line 4 from line 3. Enter here and on Part V, line 4	5	57,046,710.
6	<b>Minimum investment return.</b> Enter 5% of line 5	6	2,852,336.

**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	2,852,336.
2a	Tax on investment income for 2012 from Part VI, line 5	2a	105,113.
b	Income tax for 2012. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	105,113.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	2,747,223.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	2,747,223.
6	Deduction from distributable amount (see instructions)	6	0.
7	<b>Distributable amount as adjusted.</b> Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	2,747,223.

**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	2,952,119.
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	
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	<b>Qualifying distributions.</b> Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	2,952,119.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b	5	0.
6	<b>Adjusted qualifying distributions.</b> Subtract line 5 from line 4	6	2,952,119.

**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				2,747,223.
2 Undistributed income, if any, as of the end of 2012			0.	
a Enter amount for 2011 only			0.	
b Total for prior years:		0.		
3 Excess distributions carryover, if any, to 2012:				
a From 2007	156,095.			
b From 2008	497,140.			
c From 2009	105,492.			
d From 2010	131,844.			
e From 2011	156,046.			
f Total of lines 3a through e	1,046,617.			
4 Qualifying distributions for 2012 from Part XII, line 4: ▶ \$ 2,952,119.				
a Applied to 2011, but not more than line 2a			0.	
b Applied to undistributed income of prior years (Election required - see instructions)		0.		
c Treated as distributions out of corpus (Election required - see instructions)	0.			
d Applied to 2012 distributable amount				2,747,223.
e Remaining amount distributed out of corpus	204,896.			
5 Excess distributions carryover applied to 2012 (If an amount appears in column (d), the same amount must be shown in column (a))	0.			0.
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	1,251,513.			
b Prior years' undistributed income. Subtract line 4b from line 2b		0.		
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		0.		
d Subtract line 6c from line 6b. Taxable amount - see instructions		0.		
e Undistributed income for 2011. Subtract line 4a from line 2a. Taxable amount - see instr.			0.	
f Undistributed income for 2012. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2013				0.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3)	0.			
8 Excess distributions carryover from 2007 not applied on line 5 or line 7	156,095.			
9 Excess distributions carryover to 2013. Subtract lines 7 and 8 from line 6a	1,095,418.			
10 Analysis of line 9:				
a Excess from 2008	497,140.			
b Excess from 2009	105,492.			
c Excess from 2010	131,844.			
d Excess from 2011	156,046.			
e Excess from 2012	204,896.			

N/A

Form **990-PF** (2012)

**Part XV** Supplementary Information (continued)

<b>3 Grants and Contributions Paid During the Year or Approved for Future Payment</b>				
Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
<b>a Paid during the year</b>				
BALTIMORE EDUCATIONAL SCHOLARSHIP TRUST INC. 808 NORTH CHARLES ST., SUITE 200C BALTIMORE, MD 21201	N/A	501(C)(3)	ENDOWMENT FUND	35,000.
BOYS HOPE GIRLS HOPE 250 S PRESIDENT ST BALTIMORE, MD 21202	N/A	501(C)(3)	ENDOWMENT FUND	50,000.
CAMP SUNSHINE 35 ACADIA ROAD CASCO, ME 04015	N/A	501(C)(3)	ENDOWMENT FUND	300,000.
CHESAPEAKE BAY FOUNDATION 6 HERNDON AVENUE ANNAPOLIS, MD 21403	N/A	501(C)(3)	ENDOWMENT FUND	250,000.
COMMUNITY HEALTH CHARITIES OF MARYLAND 1777 REISTERTOWN ROAD, SUITE 354 BALTIMORE, MD 21208	N/A	501(C)(3)	ENDOWMENT FUND	35,000.
<b>Total</b>	<b>SEE CONTINUATION SHEET(S)</b>			<b>2,940,940.</b>
<b>b Approved for future payment</b>				
NONE				
<b>Total</b>				<b>0.</b>

### Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.		Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income
	(a) Business code	(b) Amount	(c) Exclu- sion code	(d) Amount		
1 Program service revenue:						
a _____						
b _____						
c _____						
d _____						
e _____						
f _____						
g Fees and contracts from government agencies						
2 Membership dues and assessments						
3 Interest on savings and temporary cash investments			14	253.		
4 Dividends and interest from securities			14	267,133.		
5 Net rental income or (loss) from real estate:						
a Debt-financed property						
b Not debt-financed property						
6 Net rental income or (loss) from personal property						
7 Other investment income	525990	<212,475.>	14	3,881,075.		
8 Gain or (loss) from sales of assets other than inventory			18	1,190,052.		
9 Net income or (loss) from special events						
10 Gross profit or (loss) from sales of inventory						
11 Other revenue:						
a _____						
b _____						
c _____						
d _____						
e _____						
12 Subtotal. Add columns (b), (d), and (e)		<212,475.>		5,338,513.		0.
13 Total. Add line 12, columns (b), (d), and (e)						5,126,038.

(See worksheet in line 13 instructions to verify calculations.)

### Relationship of Activities to the Accomplishment of Exempt Purposes

223621  
12-05-12

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

- |       | Yes | No |
|-------|-----|----|
| 1a(1) |     | X  |
| 1a(2) |     | X  |
| 1b(1) |     | X  |
| 1b(2) |     | X  |
| 1b(3) |     | X  |
| 1b(4) |     | X  |
| 1b(5) |     | X  |
| 1b(6) |     | X  |
| 1c    |     | X  |

[illegible]

- 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? ☐ Yes ☒ No
- b** If "Yes," complete the following schedule.

(a) Name of organization	(b) Type of organization	(c) Description of relationship
N/A		

May the IRS discuss this return with the preparer shown below (see instr.)?

☒ Yes ☐ No

Phone no. (410) 771-0001

Form **990-PF** (2012)

**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	DF DENT #3378	P		
b	DF DENT #3378	P		
c	TD AMERITRADE #7090	P		
d	TD AMERITRADE #7090	P		
e	TD AMERITRADE #7090 - CGD	P		
f	CAPITAL GAIN/LOSS THROUGH PASS-THROUGH ENTITIES	P		
g				
h				
i				
j				
k				
l				
m				
n				
o				

(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 179,237.		156,379.	22,858.
b 441,378.		404,065.	37,313.
c 49,817.		46,994.	2,823.
d 1,664,462.		1,346,303.	318,159.
e			100,610.
f			708,289.
g			
h			
i			
j			
k			
l			
m			
n			
o			

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
(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			22,858.
b			37,313.
c			2,823.
d			318,159.
e			100,610.
f			708,289.
g			
h			
i			
j			
k			
l			
m			
n			
o			

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	1,190,052.
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c). If (loss), enter "-0-" in Part I, line 8 }	3	N/A

THE OROKAWA FOUNDATION, INC.  
C/O MARTIN J. EBY

20-1850543

**Part XV** Supplementary Information

**3 Grants and Contributions Paid During the Year (Continuation)**

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
CYSTIC FIBROSIS 6931 ARLINGTON RD. BETHESDA, MD 20814	N/A	501(C)(3)	ENDOWMENT FUND	50,000.
HABITAT FOR HUMANITY 3741 COMMERCE DRIVE, SUITE 309 BALTIMORE, MD 21211	N/A	501(C)(3)	ENDOWMENT FUND	200,000.
LEUKEMIA & LYMPHOMA SOCIETY 11350 MCCORMICK ROAD, EXECUTIVE PLAZA III, SUITE 100 HUNT VALLEY, MD 21031	N/A	501(C)(3)	LEUKEMIA & LYMPHOMA RESEARCH	257,500.
MOVEABLE FEAST INC. 901 N. MILTON AVE. BALTIMORE, MD 21203	N/A	501(C)(3)	ENDOWMENT FUND	500.
ODYSSEY SCHOOL 3257 BRIDLE RDG STEVENSON, MD 21153	N/A	501(C)(3)	ENDOWMENT FUND	75,000.
PAUL'S PLACE OUTREACH CENTER, INC. 5603 NORTH CHARLES STREET BALTIMORE, MD 21210	N/A	501(C)(3)	ENDOWMENT FUND	300,000.
ROBIN HOOD FOUNDATION 826 BROADWAY, 7TH FLOOR NEW YORK, NY 10003	N/A	501(C)(3)	ENDOWMENT FUND	50,000.
SPECIAL OLYMPICS 1133 19TH STREET, NW WASHINGTON, DC 20036	N/A	501(C)(3)	ENDOWMENT FUND	50,000.
ST. IGNATIUS LOYOLA ACADEMY 740 NORTH CALVERT STREET BALTIMORE, MD 21202	N/A	501(C)(3)	ENDOWMENT FUND	75,000.
ST. JUDES CHILDREN HOSPITAL 100 N. MAIN STREET WINSTON SALEM, NC 27150	N/A	501(C)(3)	ENDOWMENT FUND	50,000.
Total from continuation sheets				2,270,940.



THE OROKAWA FOUNDATION, INC.  
C/O MARTIN J. EBY

20-1850543

**Part XV Supplementary Information**

**3 Grants and Contributions Paid During the Year (Continuation)**

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
ST. TIMOTHY'S SCHOOL 8400 GREENSPRING AVE STEVENSON, MD 21153	N/A	501(C)(3)	ENDOWMENT FUND	1,000.
THE CAROLINE FREISS CENTER 900 SOMERSET STREET BALTIMORE, MD 21202	N/A	501(C)(3)	ENDOWMENT FUND	25,000.
UMMS FOUNDATION 110 SOUTH PACA STREET, 9TH FLOOR BALTIMORE, MD 21201	N/A	501(C)(3)	ENDOWMENT FUND	500.
WORLDWIDE ORPHANS FOUNDATION 151 EAST 62ND ST SUITE 1A NEW YORK, NY 10021	N/A	501(C)(3)	ENDOWMENT FUND	78,500.
HUDSON VALLEY ANIMAL RESCUE P.O. BOX 122 PLEASANTVILLE, NY 10570	N/A	501(C)(3)	ENDOWMENT FUND	10,000.
AUTISM SPEAKS 1 EAST 33RD STREET, 4TH FLOOR NEW YORK, NY 10016	N/A	501(C)(3)	ENDOWMENT FUND	250.
THE PRINCESS MARGARET CANCER FOUNDATION 10TH FLOOR, 700 UNIVERSITY AVE TORONTO, ONTARIO, CANADA M5G 0A1	N/A	501(C)(3)	ENDOWMENT FUND	2,690.
YMCA OF CENTRAL MD 101 N WACKER DRIVE CHICAGO, IL 60606	N/A	501(C)(3)	ENDOWMENT FUND	460,000.
UNIVERSITY OF BALTIMORE FOUNDATION 1130 NORTH CHARLES STREET BALTIMORE, MD 21201	N/A	501(C)(3)	ENDOWMENT FUND	400,000.
UNIVERSITY OF MARYLAND ST. JOSEPH MEDICAL CENTER 7601 OSLER DR TOWSON, MD 21204	N/A	501(C)(3)	ENDOWMENT FUND	75,000.
<b>Total from continuation sheets</b>				

20-1850543

### 3 Grants and Contributions Paid During the Year (Continuation)

223631  
05-01-12

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FORM 990-PF INTEREST ON SAVINGS AND TEMPORARY CASH INVESTMENTS STATEMENT 1

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SOURCE	AMOUNT
INTEREST INCOME #3378	13.
INTEREST INCOME #7090	240.
TOTAL TO FORM 990-PF, PART I, LINE 3, COLUMN A	253.

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FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 2

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SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
DIVIDEND INCOME #3378	18,899.	0.	18,899.
DIVIDEND INCOME #7090	248,234.	0.	248,234.
TOTAL TO FM 990-PF, PART I, LN 4	267,133.	0.	267,133.

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FORM 990-PF OTHER INCOME STATEMENT 3

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DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
INCOME THROUGH OTHER PASS THROUGH ENTITIES	2,205,796.	2,205,796.	
INCOME THROUGH PASS THROUGH ENTITIES	1,030,851.	1,030,851.	
STRUCTURED INVESTMENTS	644,428.	644,428.	
INCOME THROUGH PASS THROUGH ENTITIES	<212,475.>	0.	
TOTAL TO FORM 990-PF, PART I, LINE 11	3,668,600.	3,881,075.	

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FORM 990-PF	OTHER PROFESSIONAL FEES	STATEMENT	4
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DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ADVISORY FEES	89,614.	80,653.		8,961.
TO FORM 990-PF, PG 1, LN 16C	89,614.	80,653.		8,961.

FORM 990-PF	TAXES	STATEMENT	5
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DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
FOREIGN TAXES PAID	2,219.	2,219.		0.
U.S. INCOME TAX	75,500.	0.		0.
TO FORM 990-PF, PG 1, LN 18	77,719.	2,219.		0.

FORM 990-PF	OTHER EXPENSES	STATEMENT	6
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DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
MISCELLANEOUS	2,218.	0.		2,218.
TO FORM 990-PF, PG 1, LN 23	2,218.	0.		2,218.

FORM 990-PF	CORPORATE STOCK	STATEMENT	7
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DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
PUBLICLY TRADED STOCK INVESTMENTS	13,962,796.	13,962,796.
TOTAL TO FORM 990-PF, PART II, LINE 10B	13,962,796.	13,962,796.

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FORM 990-PF	OTHER INVESTMENTS	STATEMENT	8
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DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
INVESTMENTS IN PASS-THROUGH ENTITIES	FMV	34,897,827.	34,897,827.
STRUCTURED INVESTMENTS	FMV	3,170,812.	3,170,812.
TOTAL TO FORM 990-PF, PART II, LINE 13		38,068,639.	38,068,639.

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FORM 990-PF	OTHER ASSETS	STATEMENT	9
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DESCRIPTION	BEGINNING OF YR BOOK VALUE	END OF YEAR BOOK VALUE	FAIR MARKET VALUE
ACCRUED INTEREST RECEIVABLE	0.	197,029.	197,029.
TO FORM 990-PF, PART II, LINE 15	0.	197,029.	197,029.

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FORM 990-PF	PART XV - LINE 1A LIST OF FOUNDATION MANAGERS	STATEMENT	10
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## NAME OF MANAGER

BRUCE CLELAND  
ISOBEL CLELAND