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Form 990-PF

Department of the Treasury
Internal Revenue Service

Return of Private Foundation

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

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

OMB No 1545-0052

2015

Open to Public Inspection

For calendar year 2015 or tax year beginning JUN 1, 2015, and ending MAY 31, 2016

Name of foundation THE NICHOLSON FAMILY FOUNDATION		A Employer identification number 77-0444787
Number and street (or P.O. box number if mail is not delivered to street address) 335 SPRECKELS DR. SUITE G	Room/suite	B Telephone number (831) 662-2550
City or town, state or province, country, and ZIP or foreign postal code APTOS, CA 95003		C If exemption application is pending, check here <input type="checkbox"/>
G Check all that apply: <input type="checkbox"/> Initial return <input type="checkbox"/> Final return <input type="checkbox"/> Address change <input type="checkbox"/> Initial return of a former public charity <input type="checkbox"/> Amended return <input type="checkbox"/> Name change		D 1. Foreign organizations, check here <input type="checkbox"/> 2. Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>
H Check type of organization: <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Section 501(c)(3) exempt private foundation <input checked="" 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) \$ 5,973,722.	J Accounting method: <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____	F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a))		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
1 Contributions, gifts, grants, etc., received		0.			
2 Check <input checked="" type="checkbox"/> if the foundation is not required to attach Sch B					
3 Interest on savings and temporary cash investments		253,531.	253,531.		STATEMENT 1
4 Dividends and interest from securities		43,999.	43,999.		STATEMENT 2
5a Gross rents					
b Net rental income or (loss)					
6a Net gain or (loss) from sale of assets not on line 10		94,103.			
b Gross sales price for all assets on line 6a		1,191,754.			
7 Capital gain net income (from Part IV, line 2)			94,103.		
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					STATEMENT 3
12 Total. Add lines 1 through 11		391,633.	391,633.	0.	
13 Compensation of officers, directors, trustees, etc		0.	0.	0.	0.
14 Other employee salaries and wages					
15 Pension plans, employee benefits					
16a Legal fees					
b Accounting fees STMT 4		1,980.	990.	0.	0.
c Other professional fees STMT 5		67,629.	46,029.	0.	21,600.
17 Interest					
18 Taxes STMT 6		6,758.	680.	0.	0.
19 Depreciation and depletion					
20 Occupancy					
21 Travel, conferences, and meetings					
22 Printing and publications					
23 Other expenses STMT 7		1,780.	0.	0.	1,647.
24 Total operating and administrative expenses. Add lines 13 through 23		78,147.	47,699.	0.	23,247.
25 Contributions, gifts, grants paid		245,500.			245,500.
26 Total expenses and disbursements. Add lines 24 and 25		323,647.	47,699.	0.	268,747.
27 Subtract line 26 from line 12:					
a Excess of revenue over expenses and disbursements		67,986.			
b Net investment income (if negative, enter -0-)			343,934.		
c Adjusted net income (if negative, enter -0-)				0.	

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LHA For Paperwork Reduction Act Notice, see instructions.

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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	2,119.	9,624.	9,624.
	2 Savings and temporary cash investments	2,403.	3,604.	3,604.
	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			
	c Investments - corporate bonds			
	Liabilities	11 Investments - land, buildings, and equipment, basis ▶		
Less accumulated depreciation ▶				
12 Investments - mortgage loans				
13 Investments - other STMT 8		5,497,917.	5,557,197.	5,960,494.
14 Land, buildings, and equipment, basis ▶				
Less accumulated depreciation ▶				
15 Other assets (describe ▶)				
16 Total assets (to be completed by all filers - see the instructions. Also, see page 1, item I)		5,502,439.	5,570,425.	5,973,722.
17 Accounts payable and accrued expenses				
18 Grants payable				
Net Assets or Fund Balances	19 Deferred revenue			
	20 Loans from officers, directors, trustees, and other disqualified persons			
	21 Mortgages and other notes payable			
	22 Other liabilities (describe ▶)			
23 Total liabilities (add lines 17 through 22)	0.	0.		
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ▶ <input checked="" type="checkbox"/> and complete lines 24 through 26 and lines 30 and 31.			
	24 Unrestricted	5,502,439.	5,570,425.	
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here ▶ <input type="checkbox"/> and complete lines 27 through 31.			
	27 Capital stock, trust principal, or current funds			
	28 Paid-in or capital surplus, or land, bldg., and equipment fund			
	29 Retained earnings, accumulated income, endowment, or other funds			
30 Total net assets or fund balances	5,502,439.	5,570,425.		
31 Total liabilities and net assets/fund balances	5,502,439.	5,570,425.		

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	5,502,439.
2 Enter amount from Part I, line 27a	2	67,986.
3 Other increases not included in line 2 (itemize) ▶	3	0.
4 Add lines 1, 2, and 3	4	5,570,425.
5 Decreases not included in line 2 (itemize) ▶	5	0.
6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	5,570,425.

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 LONG TERM CAP. GAIN & LOSS - SEE STATEMENT A		P	VARIOUS	VARIOUS
b SHORT TERM CAP. GAIN & LOSS - SEE STATEMENT				
c A		P	VARIOUS	VARIOUS
d CAPITAL GAINS DIVIDENDS				
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 734,457.		695,520.	38,937.
b			
c 408,423.		402,131.	6,292.
d 48,874.			48,874.
e			

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69

(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	(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
a			38,937.
b			
c			6,292.
d			48,874.
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	94,103.
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))
2014	311,546.	6,024,650.	.051712
2013	189,520.	5,651,456.	.033535
2012	230,815.	5,142,960.	.044880
2011	231,690.	4,957,934.	.046731
2010	246,680.	4,858,010.	.050778

2 Total of line 1, column (d)	2	.227636
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	.045527
4 Enter the net value of noncharitable-use assets for 2015 from Part X, line 5	4	5,920,678.
5 Multiply line 4 by line 3	5	269,551.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	3,439.
7 Add lines 5 and 6	7	272,990.
8 Enter qualifying distributions from Part XII, line 4 If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate. See the Part VI instructions.	8	268,747.

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

1a Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1. Date of ruling or determination letter: _____ (attach copy of letter if necessary-see instructions)			
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input type="checkbox"/> and enter 1% of Part I, line 27b		1	6,879.
c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col (b).			
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		2	0.
3 Add lines 1 and 2		3	6,879.
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		4	0.
5 Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-		5	6,879.
6 Credits/Payments:			
a 2015 estimated tax payments and 2014 overpayment credited to 2015	6a		
b Exempt foreign organizations - tax withheld at source	6b		
c Tax paid with application for extension of time to file (Form 8868)	6c		
d Backup withholding erroneously withheld	6d		
7 Total credits and payments. Add lines 6a through 6d	7		0.
8 Enter any penalty for underpayment of estimated tax. Check here <input type="checkbox"/> if Form 2220 is attached	8		163.
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9		7,042.
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10		
11 Enter the amount of line 10 to be: Credited to 2016 estimated tax <input type="checkbox"/> Refunded <input type="checkbox"/>	11		

Part VII-A Statements Regarding Activities

	Yes	No
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?		X
1b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see instructions for the 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		X
1c Did the foundation file Form 1120-POL for this year?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation. <input type="checkbox"/> \$ 0. (2) On foundation managers. <input type="checkbox"/> \$ 0.		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. <input type="checkbox"/> \$ 0.		
2 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		X
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		X
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		X
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		X
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?	X	
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	X	
8a Enter the states to which the foundation reports or with which it is registered (see instructions) <input type="checkbox"/> CA		
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	X	
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 2015 or the taxable year beginning in 2015 (see instructions for Part XIV)? If "Yes," complete Part XIV		X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses		X

N/A

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Part VII-A Statements Regarding Activities (continued)

	Yes	No
11 At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)		X
12 Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)		X
13 Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	X	

Website address **▶ HTTP://THENICHOLSONFAMILYFOUNDATION.ORG/**

14 The books are in care of **▶ BRUCE NICHOLSON** Telephone no. **▶ (831) 662-2550**
 Located at **▶ 335 SPRECKELS DR. SUITE G, APTOS, CA** ZIP+4 **▶ 95003**

15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here ☐ and enter the amount of tax-exempt interest received or accrued during the year **▶ 15** **N/A**

16 At any time during calendar year 2015, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country?
 See the instructions for exceptions and filing requirements for FinCEN Form 114. If "Yes," enter the name of the foreign country **▶**

	Yes	No
16		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	1b
c Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2015?		1c X
2 Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5)):		
a At the end of tax year 2015, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2015? 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	2b
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here. ▶		
3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
b If "Yes," did it have excess business holdings in 2015 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969; (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest; or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? (Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2015)	N/A	3b
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?		4a X
b Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2015?		4b X

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

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

(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?

☐ Yes ☒ No

(2) Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive?

☐ Yes ☒ No

(3) Provide a grant to an individual for travel, study, or other similar purposes?

☐ Yes ☒ No

(4) Provide a grant to an organization other than a charitable, etc., organization described in section 4945(d)(4)(A)? (see instructions)

☐ Yes ☒ No

(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals?

☐ Yes ☒ No

b If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)?

N/A

5b

Organizations relying on a current notice regarding disaster assistance check here

☒

c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant?

N/A

☐ Yes ☐ No

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

6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?

☐ Yes ☒ No

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?

6b

X

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 NICHOLSON	PRESIDENT			
335 SPRECKELS DR., SUITE G				
APTOS, CA 95003	3.00	0.	0.	0.
MARTHA MCALIISTER	SECRETARY/VICE PRESIDENT			
335 SPRECKELS DR., SUITE G				
APTOS, CA 95003	1.00	0.	0.	0.
KATHLEEN HULL	DIRECTOR			
335 SPRECKELS DR., SUITE G				
APTOS, CA 95003	1.00	0.	0.	0.
JOHN NICHOLSON	DIRECTOR			
335 SPRECKELS DR., SUITE G				
APTOS, CA 95003	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

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Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors (continued)**3** Five highest-paid independent contractors for professional services. If none, enter "NONE."

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
NONE		

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

0

Part IX-A Summary of Direct Charitable Activities

List the foundation's four largest direct charitable activities during the tax year. Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc.

	Expenses
1 SEE STATEMENT 9	50,000.
2 SEE STATEMENT 10	15,000.
3 SEE STATEMENT 11	15,000.
4 SEE STATEMENT 12	10,000.

Part IX-B Summary of Program-Related Investments

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2.

	Amount
1 N/A	0.
2	
All other program-related investments. See instructions.	
3	
Total. Add lines 1 through 3	0.

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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	3,440,395.
b	Average of monthly cash balances	1b	35,446.
c	Fair market value of all other assets	1c	2,535,000.
d	Total (add lines 1a, b, and c)	1d	6,010,841.
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	6,010,841.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	90,163.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	5,920,678.
6	Minimum investment return. Enter 5% of line 5	6	296,034.

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	296,034.
2a	Tax on investment income for 2015 from Part VI, line 5	2a	6,879.
b	Income tax for 2015. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	6,879.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	289,155.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	289,155.
6	Deduction from distributable amount (see instructions)	6	0.
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	289,155.

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	268,747.
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	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	268,747.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b	5	0.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	268,747.

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 2014	(c) 2014	(d) 2015
1 Distributable amount for 2015 from Part XI, line 7				289,155.
2 Undistributed income, if any, as of the end of 2015				
a Enter amount for 2014 only			0.	
b Total for prior years:		0.		
3 Excess distributions carryover, if any, to 2015:				
a From 2010				10,114.
b From 2011				
c From 2012				
d From 2013				
e From 2014				22,181.
f Total of lines 3a through e	32,295.			
4 Qualifying distributions for 2015 from Part XII, line 4: ▶ \$				268,747.
a Applied to 2014, 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 2015 distributable amount				268,747.
e Remaining amount distributed out of corpus	0.			
5 Excess distributions carryover applied to 2015 (If an amount appears in column (d), the same amount must be shown in column (a).)	20,408.			20,408.
6 Enter the net total of each column as indicated below:				
a Corpus: Add lines 3f, 4c, and 4e. Subtract line 5	11,887.			
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 2014. Subtract line 4a from line 2a. Taxable amount - see instr.			0.	
f Undistributed income for 2015. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2016				0.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (Election may be required - see instructions)	0.			
8 Excess distributions carryover from 2010 not applied on line 5 or line 7	0.			
9 Excess distributions carryover to 2016. Subtract lines 7 and 8 from line 6a	11,887.			
10 Analysis of line 9:				
a Excess from 2011				
b Excess from 2012				
c Excess from 2013				
d Excess from 2014				11,887.
e Excess from 2015				

N/A

	4942(i)(3) or		4942(i)(5)
--	---------------	--	------------

(4) Gross investment income

[illegible]

N/A

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
a Paid during the year				
SEE STATEMENT B	NONE			245,500.
Total			3a	245,500.
b Approved for future payment				
NONE				
Total			3b	0.

Part XVII

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

		Yes	No
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	1a(1)	X
	(2) Other assets	1a(2)	X
b	Other transactions:		
	(1) Sales of assets to a noncharitable exempt organization	1b(1)	X
	(2) Purchases of assets from a noncharitable exempt organization	1b(2)	X
	(3) Rental of facilities, equipment, or other assets	1b(3)	X
	(4) Reimbursement arrangements	1b(4)	X
	(5) Loans or loan guarantees	1b(5)	X
	(6) Performance of services or membership or fundraising solicitations	1b(6)	X
c	Sharing of facilities, equipment, mailing lists, other assets, or paid employees	1c	X
d	If the answer to any of the above is "Yes," complete the following schedule. Column (b) should always show the fair market value of the goods, other assets, or services given by the reporting foundation. If the foundation received less than fair market value in any transaction or sharing arrangement, show in column (d) the value of the goods, other assets, or services received.		

[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		

**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.

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

☒ Yes ☐ No

Signature of officer or trustee

Date _____

Title

Print/Type preparer's name

Preparer's signature

Date

Check ☐ if self-employed

PTIN

**Paid
Preparer
Use Only**

ISABEL CHIU, CPA

Firm's name ▶ ISABEL CHIU & CO., LLP

Firm's address ► 838 N. HILLVIEW DRIVE
MILPITAS, CA 95035

P00185602

Firm's EIN ► 77-0546629

Phone no. 408-942-9689

Form **990-PF** (2015)

THE NICHOLSON FAMILY FOUNDATION
GRANTS AND CONTRIBUTIONS
PAID DURING THE YEAR 2015 / 2016

<u>RECIPIENT NAME AND ADDRESS</u>	<u>RECIPIENT STATUS</u>	<u>PURPOSE OF GRANT</u>	<u>RECIPIENT RELATIONSHIP</u>	<u>AMOUNT</u>
BAYCAT 2415 THIRD STREET #230 SAN FRANCISCO, CA 94107	PUBLIC EXEMPT ORG	YOUTH POWERED MEDIA	N/A	5,000.
BIG BROTHERS / BIG SISTERS 1500 - 41ST AVE, STE 250 CAPITOLA, CA 95010	PUBLIC EXEMPT ORG	ENRICHMENT & MENTORING PROGRAM	N/A	10,000.
CAMPING UNLIMITED 4610 WHITESANDS CT 1070 RIVER STREET SANTA CRUZ, CA 95060	PUBLIC EXEMPT ORG	CAMP KREM SCHOLARSHIPS	N/A	10,000.
CHAPTER 510 2301 TELEGRAPH AVE OAKLAND, CA 94612	PUBLIC EXEMPT ORG	CREATIVE WRITING CLASSES	N/A	10,000.
CHILDREN'S VISION FIRST 1007 GEN. KENNEDY AVE #210 SAN FRANCISCO, CA 94129	PUBLIC EXEMPT ORG	VISION PROGRAMS FOR YOUTH	N/A	10,000.
COASTAL KIDS HOME CARE 1172 S. MAIN ST. #126 SALINAS, CA 93901	PUBLIC EXEMPT ORG	CLINIC ON WHEELS HOMECARE	N/A	7,500.
DIENTES COMMUNITY DENTAL 930 MISSION STREET SANTA CRUZ, CA 95060	PUBLIC EXEMPT ORG	OUTREACH DENTAL HEALTH CLINICS	N/A	10,000.
EAST BAY AGENCY FOR CHILDREN 303 VAN BUREN AVE. OAKLAND, CA 94610	PUBLIC EXEMPT ORG	BALLET FOLKLORICO AFTER-SCHOOL	N/A	5,000.
FOODWHAT?! 1156 HIGH STREET SANTA CRUZ, CA 95126	PUBLIC EXEMPT ORG	OPERATIONAL SUPPORT	N/A	5,000.
GEORGE MARK CHILDREN'S HOUSE 2121 GEORGE MARK LANE SAN LEANDRO, CA 94578	PUBLIC EXEMPT ORG	DEBT PRINCIPAL REDUCTION	N/A	50,000.
GIRL VENTURES 3543 - 18TH STREET #18 SAN JOSE, CA 95150	PUBLIC EXEMPT ORG	YOUTH DEVELOPMENT & LEADERSHIP PROGRAMS	N/A	10,000.

THE NICHOLSON FAMILY FOUNDATION
GRANTS AND CONTRIBUTIONS 2015 / 2016
PAGE 2

<u>RECIPIENT NAME AND ADDRESS</u>	<u>RECIPIENT STATUS</u>	<u>PURPOSE OF GRANT</u>	<u>RECIPIENT RELATIONSHIP</u>	<u>AMOUNT</u>
HOLY NAMES UNIVERSITY 3500 MOUNTAIN BLVD. OAKLAND, CA 94619	PUBLIC EXEMPT ORG	EARLY ADMIT SCHOLARSHIP PROGRAM	N/A	10,000.
KALA ART INSTITUTE 1060 HEINZ STREET BERKELEY, CA 94710	PUBLIC EXEMPT ORG	ARTISTS IN SCHOOL PROGRAMS	N/A	7,500.
LEARN TO DISCOVER 27 ALTA DRIVE LA SELVA BEACH, CA 95076	PUBLIC EXEMPT ORG	STEM CLASSES AFTER-SCHOOL SCHOLARSHIPS	N/A	2,000.
LOAVES AND FISHES 150 2 ND STREET WATSONVILLE, CA 95076	PUBLIC EXEMPT ORG	HOLIDAY FOOD & GIFT PROGRAMS	N/A	2,000.
PAJARO VALLEY SHELTER SERVICES 115 BRANNAN STREET WATSONVILLE, CA 95076	PUBLIC EXEMPT ORG	PART TIME CASE MANAGER	N/A	10,000.
PERFORMING ARTS WORKSHOP 1661 TENNESSEE STREET SAN FRANCISCO, CA 94107	PUBLIC EXEMPT ORG	ARTIST IN RESIDENCY PROGRAMS	N/A	5,000.
PIEDMONT COMMUNITY CHURCH 400 HIGHLAND AVENUE PIEDMONT, CA 94611	PUBLIC EXEMPT ORG	TO ASSIST FOOD & GIFT HOLIDAY PROGRAMS	N/A	2,000.
PIE RANCH 2080 CABRILLO HWY PESCADERO, CA 94060	PUBLIC EXEMPT ORG	HOME SLICE YOUTH INTERNSHIP PROGRAM	N/A	10,000.
SACRED HEART SCHOOLS 150 VALPARAISO AVENUE ATHERTON, CA 94027	PUBLIC EXEMPT ORG	TO ASSIST FOOD & GIFT HOLIDAY PROGRAMS	N/A	1,000.
SAN FRANCISCO ART & FILM 540 ALABAMA STREET SAN FRANCISCO, CA 94110	PUBLIC EXEMPT ORG	OPERTIONAL SUPPORT	N/A	5,000.
SAN FRANCISCO MIME TROUPE 855 TREAT AVENUE SAN FRANCISCO, CA 94110	PUBLIC EXEMPT ORG	YOUTH THEATER PROGRAM	N/A	5,000.

THE NICHOLSON FAMILY FOUNDATION
GRANTS AND CONTRIBUTIONS 2015 / 2016
PAGE 3

<u>RECIPIENT NAME AND ADDRESS</u>	<u>RECIPIENT STATUS</u>	<u>PURPOSE OF GRANT</u>	<u>RECIPIENT RELATIONSHIP</u>	<u>AMOUNT</u>
SANTA CRUZ COMMUNITY HEALTH CENTERS 316 N FIRST STREET #100 SALINAS, CA 93901	PUBLIC EXEMPT ORG	CRADKE TO CAREER PROGRAM LIVE OAK	N/A	15,000.
SECOND HARVEST FOOD BANK P.O. BOX 990 WATSONVILLE, CA 95077	PUBLIC EXEMPT ORG	TO ASSIST FOOD & GIFT HOLIDAY PROGRAMS	N/A	2,000.
THE EPISCOPAL CHURCH OF ST. JOHN THE BAPTIST 125 CANTERBURY DRIVE APTOS, CA 95003	PUBLIC EXEMPT ORG	SUMMER CAMP SCHOLARSHIPS	N/A	1,000.
THE IMAGINE BUS PROJECT 1012 TOURNEY AVENUE SAN FRANCISCO, CA 94129	PUBLIC EXEMPT ORG	OPERATIONAL SUPPORT FOR YOUTH STUDIO	N/A	15,000.
UNITED ROOTS 2781 TELEGRAPH AVE OAKLAND, CA 94612	PUBLIC EXEMPT ORG	YOUTH HUB PROGRAM	N/A	5,000.
VALLEY CHURCHES UNITED P.O. BOX 367 BEN LOMAND, CA 95005	PUBLIC EXEMPT ORG	HOLIDAY FOOD & GIFT PROGRAMS	N/A	2,000.
VIA SERVICES 2851 PARK AVENUE SANTA CLARA, CA 95050	PUBLIC EXEMPT ORG	OPERTIONAL & TRAVEL SUPPORT	N/A	7,500.
VOLUNTEER CENTER OF SANTA CRUZ COUNTY 1010 EMELINE AVENUE SANTA CRUZ, CA 95060	PUBLIC EXEMPT ORG	TO ASSIST FOOD & GIFT HOLIDAY PROGRAMS	N/A	1000.
WILDLIFE ASSOCIATES PO BOX 3098 HALF MOON BAY, CA 94109	PUBLIC EXEMPT ORG	AT-RISK YOUTH PROGRAMS	N/A	5,000.

THE NICHOLSON FAMILY FOUNDATION

Fiscal Year Ending May 31, 2016

GRANTS MADE

1. BAYCAT \$5,000.00
2415 Third Street #230
San Francisco, CA 94107

This grant went to support BAYCAT's Youth Powered Media Arts program which consists of digital media arts education programs in film, graphic arts, and music to build artistic, social and academic skills low opportunity youth in both middle and high schools in the Bay Area.

2. BIG BROTHERS / BIG SISTERS (3/3) \$10,000.00
1500 - 41st Avenue, Suite 250
Capitola, CA 95010

To aid with operational expenses, this final installment of a three-year Multi Year Grant to total \$30,000.00, will help Big Brothers / Big Sisters of Santa Cruz County serve 1000 youth over three-years through their One to One Mentoring program and after school Enrichment and Mentoring program.

3. CAMPING UNLIMITED \$10,000.00
4610 Whitesands Court
El Sobrante, CA 94803

Camping Unlimited runs Camp Krem in Boulder Creek, an overnight camp for youth with developmental special needs and serves over 500 campers each year. The grant went towards scholarship funds for campers from Santa Clara and Santa Cruz counties.

4. CHAPTER 510 \$10,000.00
2301 Telegraph Avenue
Oakland, CA 94612

To aid with weekly creative writing classes for students at North Oakland Community Charter School. The students write, illustrate and create their own books and perform their works at the local public library. An anthology of the project was printed and distributed at the Oakland Book Festival at City Hall on May 29, 2016.

5. CHILDREN'S VISION FIRST \$10,000.00
1007 General Kennedy Avenue #210
San Francisco, CA 94129

This grant helped fund Children's Vision First and their vision programs that include free eye exams and glasses for children in need across Alameda, San Francisco, San Mateo, and Santa Clara counties. They also address the gaps that occur for family access with the Affordable Care Act.

6. COASTAL KIDS HOME CARE \$7,500.00
1172 S. Main Street #126
Salinas, CA 93901

Supported the Clinic on Wheels program that brings medical care and social services into the homes of disadvantaged families. This grant had a specific focus in the service areas of Santa Clara and Santa Cruz counties.

7. DIENTES COMMUNITY DENTAL \$10,000.00
930 Mission Street
Santa Cruz, CA 95060

This grant aided their Outreach program that offers oral health education in conjunction with dental services provided on school grounds through temporary clinics in 20 area schools with 96% of the patients at or below poverty level.

8. EAST BAY AGENCY FOR CHILDREN \$5,000.00
303 Van Buren Avenue
Oakland, CA 94610

East Bay Agency for Children (EBAC) mission is to improve the wellbeing of children, youth and families by reducing the impact of trauma and social inequities. The grant supported Ballet Forklórico after school program at East Oakland Pride Elementary School, one of the worst stressor areas of Oakland.

9. FOODWHAT?! \$5,000.00
1156 High Street
Santa Cruz, CA 95126

To aid in the engagement of Santa Cruz county teens in food justice issues and sustainable agriculture with internships, job training, management and community education programs provided through their farm site on the UC Santa Cruz campus.

10. GEORGE MARK CHILDREN'S HOUSE \$50,000.00
2121 George Mark Lane
San Leandro, CA 94578

This annual grant goes towards debt principal reduction for the George Mark Children's House; a freestanding pediatric hospice and palliative care facility for children and their families.

11. GIRL VENTURES \$10,000.00
3543 - 18th Street #18
San Francisco, CA 94110

Aided with support for the Youth Development and Leadership programs that enables diverse girls to gain confidence, leadership and collaboration skills through a curriculum of rock climbing and other focused physically challenging and skill building outdoor adventures.

12. HOLY NAMES UNIVERSITY \$10,000.00
3500 Mountain Blvd.
Oakland, CA 94619

This one time only grant went towards scholarships for their Early Admit program that provides mentoring and workshops to students from under-served schools in Alameda and Contra Costa counties with the expressed goal to help them gain access to college and specially early admittance and scholarship to Holy Names University.

13. KALA ART INSTITUTE \$7,500.00
1060 Heinz Street
Berkeley, CA 94710

This grant was awarded to help fund their Artists In Schools (AIS) program. AIS serves over 2,500 youth in Alameda county public schools, both on school sites and in Kala's own community classroom in West Berkeley throughout the year.

14. LEARN TO DISCOVER \$2,000.00
27 Alta Drive
La Selva Beach, CA 95076

Aided the scholarship fund for low-income families that have students that would like to participate in these afterschool STEM (Science, Technology, Engineering, and Math) classes and workshops.

15. PAJARO VALLEY SHELTER SERVICES (2/3) \$10,000.00
115 Brannan Street
Watsonville, CA 95076

This is the second installment of a three-year multi-year grant to total \$30,000.00 and supports a part-time case manager position for their shelter services site in Watsonville that serve women, children and families with transitional housing and social service needs.

16. PERFORMING ARTS WORKSHOP \$5,000.00
1661 Tennessee Street
San Francisco, CA 94107

This grant supported the Artists-in-Residency program in schools and community settings. The program engages more than 4400 students from preschool through grade 12 with yearlong classes in dance, music, theater, and poetry / spoken word. The mission is to help youth develop critical thinking, creative expression, and essential learning skills through deep engagement in artistic methods.

- | | | |
|-----|--|-------------|
| 17. | PIE RANCH (1/3)
2080 Cabrillo Hwy.
Pescadero, CA 94060 | \$10,000.00 |
|-----|--|-------------|

This was the first installment of a three-year multi-year grant to total \$30,000.00 and went towards their HomeSlice Youth Internship program. The student interns come from high schools in San Mateo and San Francisco counties. They live and work on the farm 4 days and three nights each week during the summer and work on all aspects of this working farm. The education continues throughout the school year by managing their schools community garden and by advocating for sustainable food justice models.

- | | | |
|-----|---|------------|
| 18. | SAN FRANCISCO ART & FILM
540 Alabama Street
San Francisco, CA 94110 | \$5,000.00 |
|-----|---|------------|

This second installment of a grant to total \$10,000.00 went towards support of their programs that include, free tickets to cultural events around San Francisco, Cine Club which screens free films on Friday nights, as well as Art Saturdays where museum and gallery tours are offered. Each program includes engaging group discussions with mentors that delve into context, concept and history.

- | | | |
|-----|---|------------|
| 19. | SAN FRANCISCO MIME TROUPE (SFMT)
855 Treat Avenue
San Francisco, CA 94110 | \$5,000.00 |
|-----|---|------------|

This was the second installment of a grant to total \$10,000.00 to support SFMT's Youth Theater Program. This program is available in the Fall and Spring semesters for bilingual student groups from varied school sites throughout San Francisco to write, stage and perform original theater.

- | | | |
|-----|---|-------------|
| 20. | SANTA CRUZ COMMUNITY HEALTH CENTERS (1/2)
125 Water Street
Santa Cruz, CA 95060 | \$15,000.00 |
|-----|---|-------------|

This first installment of a two-year multi-year grant to total \$30,000.00 supports the Cradle to Career (C2C) program with the Live Oak School District. This program tracks 60 families as their children move from infancy to college with a focus on prevention of common health and behavioral issues by bringing ECGHC services into the classroom.

21. THE EPISCOPAL CHURCH OF ST. JOHN THE BAPTIST \$1,000.00
125 Canterbury Drive
Aptos, CA 95003

This was a discretionary fund grant to aid scholarships for underserved youth to attend St. John's summer camp program.

22. THE IMAGINE BUS PROJECT (2/2) \$15,000.00
1012 Tourney Avenue
San Francisco, CA 94129

The Imagine Bus Project has been re-focusing their mission to further emphasis the work with youth in Juvenile Hall. They are looking to model their *Youth Studio* program so it can easily be expanded into several counties. In addition, they are putting a needed focus on opportunities and growth outside of the system once a youth has been released from detention with their *Creative Futures* training and mentorship program. This is the final installment of a two-year multi-year grant to total \$30,000.00

23. UNITED ROOTS OAKLAND \$5,000.00
2781 Telegraph Avenue
Oakland, CA 94612

This was the second installment to total a \$10,000.00 grant to pilot the Youth HUB Fellowship Program, which is a multi-sector collaboration between Impact HUB Oakland, United Roots, and Youth SEED. This yearlong program mentors underserved youth as they create their own social enterprises.

24. VIA SERVICES \$7,500.00
2851 Park Avenue
Santa Clara, CA 95050

To aid with travel expenses for youth with development disabilities and their families specifically to and from Via West campus activities, skill building, and excursions.

25. WILDLIFE ASSOCIATES \$5,000.00
PO BOX 3098
Half Moon Bay, CA 94109

This was the first payment of a two-part grant for a total of \$10,000.00 to support the At-Risk Youth program. The program offers opportunities for youth from juvenile hall, foster care, family shelters and other area centers to come spend time working with and caring for animals on the sanctuary.

26. A series of small grants are made each year to organizations in November and December to assist with food and gift programs for the needy during the holiday season. The grants were made to:

- A. Loaves and Fishes \$2,000.00
150 - 2nd Street
Watsonville, CA 95076
- B. Piedmont Community Church \$2,000.00
400 Highland Avenue
Piedmont, CA 94611
- C. Sacred Heart Schools \$1,000.00
150 Valparaiso Avenue
Atherton, CA 94027
- D. Second Harvest Food Bank \$2,000.00
P.O. Box 990
Watsonville, CA 95077
- E. Valley Churches United \$2,000.00
P.O. Box 367
Ben Lomond, CA 95005
- F. Volunteer Center of Santa Cruz County \$1000.00
Watsonville Volunteer Center
1010 Emeline Avenue, Building C
Santa Cruz, CA 95060

THE NICHOLSON FAMILY FOUNDATION
FY 2015/2016 SECURITIES SOLD

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PRINTED 06/27/16

STOCKS/FUNDS	DATE BOUGHT	NUMBER SHARES	DIV/REIN SHARES	UNIT PRICE	CURR YR FEES	TOTAL	DATE SOLD	NUMBER SHARES	UNIT PRICE	FEES	TOTAL	GAIN / (LOSS)
<u>SRIFLEXED INCOME</u>												
ACCESS CAPITAL COMMUNITY INVESTMENT	08/14/13	188 253		9 22	0 00	1,551 29	06/15/15	188 253	9 24	0 00	1,554 86	3 37
ACCESS CAPITAL COMMUNITY INVESTMENT	08/26/13	0 715		9 18	0 00	6 56	06/15/15	0 715	9 24	0 00	6 61	0 05
ACCESS CAPITAL COMMUNITY INVESTMENT	09/04/13	2 153		9 13	0 00	19 66	06/15/15	2 153	9 24	0 00	19 89	0 23
ACCESS CAPITAL COMMUNITY INVESTMENT	11/20/13	4 224		9 26	0 00	39 11	06/15/15	4 224	9 24	0 00	39 03	(0 08)
ACCESS CAPITAL COMMUNITY INVESTMENT	01/29/14	12 451		9 26	0 00	115 30	06/15/15	12 451	9 24	0 00	115 05	(0 25)
ACCESS CAPITAL COMMUNITY INVESTMENT	04/02/14	35 364		9 19	0 00	325 00	06/15/15	35 364	9 24	0 00	326 76	1 76
CALVERT BOND PORTFOLIO (NAME CHANGE 3/7/1)	08/14/13	4 844		15 60	0 00	75 56	03/11/16	4 844	15 78	0 00	76 44	0 88
CRA QUALIFIED INVESTMENT INSTI	01/08/15	19 976		10 81	0 00	215 94	02/24/16	19 976	10 88	0 00	217 34	1 40
CALVERT ULTRASHORT INCOME	08/14/13	43 459		15 54	0 00	675 35	06/26/15	43 459	15 56	0 00	676 22	0 87
CALVERT ULTRASHORT INCOME	08/21/13	5 718		15 54	0 00	88 86	06/26/15	5 718	15 56	0 00	88 97	0 11
CALVERT ULTRASHORT INCOME	08/26/13	8 675		15 54	0 00	134 81	06/26/15	8 675	15 56	0 00	134 98	0 17
CALVERT ULTRASHORT INCOME	08/28/13	1 978		15 54	0 00	30 74	06/26/15	1 978	15 56	0 00	30 78	0 04
CALVERT ULTRASHORT INCOME	09/04/13	7 003		15 53	0 00	108 76	06/26/15	7 003	15 56	0 00	108 87	0 21
CALVERT ULTRASHORT INCOME	11/20/13	7 510		15 58	0 00	117 01	06/26/15	7 510	15 56	0 00	116 86	(0 15)
CALVERT ULTRASHORT INCOME	01/29/14	15 925		15 59	0 00	248 27	06/26/15	15 925	15 58	0 00	247 79	(0 48)
CALVERT ULTRASHORT INCOME	04/02/14	18 862		15 60	0 00	294 25	06/26/15	18 862	15 58	0 00	293 49	(0 76)
DOMINI SOCIAL BOND	08/14/13	0 867		11 12	0 00	9 65	06/26/15	0 867	11 04	0 00	9 57	(0 08)
TEMPLETON GLOBAL BOND	08/14/13	137 307		12 97	0 00	1,780 87	06/01/15	137 307	12 45	0 00	1,709 47	(71 40)
TEMPLETON GLOBAL BOND	08/26/13	0 791		12 76	0 00	10 09	06/01/15	0 791	12 45	0 00	9 85	(0 24)
TEMPLETON GLOBAL BOND	09/04/13	1 927		12 81	0 00	24 68	06/01/15	1 927	12 45	0 00	23 99	(0 69)
TEMPLETON GLOBAL BOND	11/20/13	3 525		13 11	0 00	46 21	06/01/15	3 525	12 45	0 00	43 89	(2 32)
TEMPLETON GLOBAL BOND	01/29/14	12 119		12 79	0 00	155 00	06/01/15	12 119	12 45	0 00	150 88	(4 12)
TEMPLETON GLOBAL BOND	04/02/14	28 305		13 13	0 00	384 77	06/01/15	29 305	12 45	0 00	364 85	(19 92)
LONG TERM SUBTOTAL						116,008 20					104,130 54	(11,877 66)
<u>FIRST AFFIRMATIVE PORTFOLIO</u>												
<u>SHORT TERM</u>												
<u>DYNAMIC GROWTH</u>												
CALVERT GLOBAL WATER FUND	09/09/15	145 762		15 71	0 00	2,289 92	03/14/16	145 762	15 39	0 00	2,243 28	(46 64)
CRA QUALIFIED INVESTMENT INSTI	01/08/15	45 192		10 81	0 00	488 53	09/09/15	45 192	10 77	0 00	486 72	(1 81)
DOMINI INTERNATIONAL SOCIAL EQUITY	09/09/15	2,212 978		7 50	0 00	16,597 34	03/14/16	2,212 978	7 28	0 00	16,110 48	(486 86)
DOMINI SOCIAL BOND INVESTOR	09/09/15	462 923		11 13	0 00	5,152 33	03/14/16	462 923	11 16	0 00	5,166 22	13 89
PARNASSUS EQUITY INCOME	09/09/15	222 476		39 30	0 00	8,743 31	03/14/16	222 476	37 31	0 00	8,300 58	(442 73)
PAX WORLD HIGH YIELD INST	03/09/15	881 560		7 05	0 00	6,215 00	09/09/15	881 560	6 74	0 00	5,941 71	(273 29)
PORTFOLIO 21	09/09/15	36 898		35 35	0 00	1,304 34	03/14/16	36 898	34 45	0 00	1,271 14	(33 20)
PRAXIS VALUE INDEX	03/14/16	1 346		11 15	0 00	15 01	03/18/16	1 346	11 37	0 00	15 30	0 29
TIAA CREF INSTL REAL ESTATE SEC	01/14/16	108 779		14 17	0 00	1,541 40	03/14/16	108 779	14 93	0 00	1,624 07	82 67
<u>SRIFLEXED INCOME</u>												
ACCESS CAPITAL COMMUNITY INVESTMENT 1	06/15/15	226 126		9 24	0 00	2,089 41	06/26/15	226 126	9 20	0 00	2,080 36	(9 05)
ACCESS CAPITAL COMMUNITY INVESTMENT 1	09/15/15	19 096		9 24	0 00	176 44	02/24/16	19 096	9 26	0 00	176 83	0 39
CALVERT SHORT DURATION INCOME Y	01/06/15	0 698		16 22	0 00	11 33	06/26/15	0 698	16 16	0 00	11 28	(0 05)
CALVERT GREEN BOND Y	01/06/15	0 726		15 40	0 00	11 18	06/26/15	0 726	15 05	0 00	10 93	(0 25)
CRA QUALIFIED INVESTMENT INSTI	01/08/15	0 737		10 81	0 00	7 97	06/26/15	0 737	10 69	0 00	7 88	(0 09)
TIAA CREF SOCIAL CHOICE BOND INSTL	02/13/15	4 024		10 37	0 00	41 72	06/26/15	4 024	10 17	0 00	40 92	(0 80)
SHORT TERM SUBTOTAL						44,685 23					43,487 70	(1,197 53)
FIRST AFFIRMATIVE PORTFOLIO TOTAL						160,693 43					147,618 24	(13,075 19)

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STOCKS/FUNDS	DATE BOUGHT	NUMBER SHARES	DIV REIN SHARES	UNIT PRICE	CURR YR FEES	TOTAL	DATE SOLD	NUMBER SHARES	UNIT PRICE	FEES	TOTAL	GAIN / (LOSS)
<u>NIA - DOMINI/GREEN ALPHA PORTFOLIO</u>												
LONG TERM												
ARCADIS NV	08/14/14	189 000		30 85	9 99	5,840 64	05/18/16	189 000	15 95	15 00	2,999 66	(2,840 98)
ARCADIS NV	11/06/14	69 000		29 80	9 99	2,066 19	05/18/16	69 000	15 95	4 95	1,095 84	(970 55)
CANCER GENETICS INC	08/14/14	440 000		9 10	9 99	4,013 95	12/08/15	440 000	2 92	19 97	1,264 74	(2,749 21)
CELLEX THERAPEUTICS INC	08/14/14	81 000		15 03	6 00	1,223 43	10/22/15	81 000	12 58	19 97	998 87	(224 58)
NORTEX AG	08/14/14	669 000		19 89	9 99	13,383 30	05/17/16	669 000	27 55	19 95	18,411 00	5,027 70
ORASURE TECHNOLOGIES INC	08/14/14	260 000		7 87	0 00	2,046 20	05/25/16	260 000	7 23	5 00	1,875 79	(170 41)
ORASURE TECHNOLOGIES INC	08/14/14	867 000		7 87	9 99	6,833 28	05/25/16	867 000	7 23	17 04	6,254 66	(578 62)
SANLAM LTD	08/14/14	2,071 000		6 10	9 99	12,643 09	05/18/16	2,071 000	3 86	36 02	7,960 94	(4,682 15)
SKF AB	08/14/14	330 000		24 33	9 99	8,038 89	05/18/16	330 000	17 78	19 95	5,847 85	(2,191 04)
ST MICROELECTRONICS	08/14/14	812 000		8 15	9 99	6,827 79	05/18/16	812 000	5 34	19 95	4,313 04	(2,314 75)
STOREBRAND USA	08/14/14	2,216 000		5 65	9 99	12,530 39	05/18/16	2,216 000	4 02	38 19	8,874 34	(3,656 05)
VERASTEM INC	08/14/14	339 000		9 19	9 99	3,125 37	12/08/15	339 000	1 93	19 96	634 34	(2,491 03)
WOLTERS KLUWER NV	08/14/14	135 000		27 23	9 99	3,686 04	05/18/16	135 000	38 07	19 95	5,119 08	1,433 04
LONG TERM SUBTOTAL						82,058 56					65,649 95	(16,408 61)
<u>NIA - DOMINI/GREEN ALPHA PORTFOLIO</u>												
SHORT TERM												
AXFOOD AB NEW ORD	07/28/15	294 000		16 99	19 95	5,016 22	05/18/16	294 000	17 87	19 95	5,235 15	218 93
DIALIGHT PLC	08/14/14	509 000		14 60	9 99	7,441 34	07/27/15	509 000	7 00	19 95	3,543 05	(3,898 29)
DIALIGHT PLC	12/17/14	190 000		12 48	9 99	2,381 19	07/27/15	190 000	7 00	0 00	1,330 00	(1,051 19)
SUNEDISON INC	09/11/15	320 000		11 02	19 95	3,546 35	12/08/15	320 000	3 43	19 97	1,077 63	(2,468 72)
SHORT TERM SUBTOTAL						18,385 10					11,185 83	(7,199 27)
NIA - DOMINI/GREEN ALPHA PORTFOLIO TOTAL						100,443 66					76,835 78	(23,607 86)
<u>THE NICHOLSON FAMILY FOUNDATION</u>												
LONG TERM TOTAL						695,519 99					734,457 39	38,937 40
SHORT TERM TOTAL						402,130 50					408,423 00	6,292 50
GRAND TOTAL						1,097,650 49					1,142,880 39	45,228 90

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STOCKS/FUNDS	DATE BOUGHT	NUMBER SHARES	DIV REIN SHARES	UNIT PRICE	CURR YR FEES	TOTAL	DATE SOLD	NUMBER SHARES	UNIT PRICE	FEES	TOTAL	GAIN / (LOSS)
<u>BURKE PORTFOLIO</u>												
<u>LONG TERM</u>												
DIREXION SM CAP BULL	07/25/14	320 000		71 60	9 99	22,921 13	02/24/16	320 000	42 32	10 29	13,532 11	(9,389 02)
DIREXION S&P 500 BULL	07/25/14	384 000		78 09	9 99	29,996 20	02/24/16	384 000	65 67	10 54	25,204 94	(4,791 26)
DIREXION EMERG MKT BULL	07/25/14	886 000		33 94	9 99	30,079 06	02/24/16	886 000	8 71	10 16	7,706 99	(22,372 07)
PROSHARES ULTRA BIOTECH	03/20/14	418 000		47 90	9 99	20,032 78	02/24/16	418 000	38 85	10 35	16,230 62	(3,802 16)
<u>LONG TERM SUBTOTAL</u>						103,029 17					62,674 66	(40,354 51)
<u>BURKE PORTFOLIO</u>												
<u>SHORT TERM</u>												
DIREXION CHINA BULL	08/28/14	740 000		33 91	9 99	25,103 32	07/09/15	740 000	29 68	10 40	21,954 28	(3,149 04)
PROSHARES ULTRAPRO QQQ	02/26/15	443 000		112 35	9 99	49,781 70	02/24/16	443 000	79 33	10 76	35,131 32	(14,650 38)
<u>SHORT TERM SUBTOTAL</u>						74,885 02					57,065 60	(17,799 42)
<u>BURKE PORTFOLIO TOTAL</u>						177,914 19					119,760 26	(58,153 93)
<u>SCHARF PORTFOLIO</u>												
<u>LONG TERM</u>												
ADVANCE AUTO PARTS INC	09/15/09	26 000		38 98	0 00	1,013 56	07/24/15	26 000	168 86	4 50	4,385 78	3,372 22
ADVANCE AUTO PARTS INC	11/12/09	33 000		38 60	0 00	1,273 72	07/24/15	33 000	168 86	4 63	5,567 65	4,293 93
ADVANCE AUTO PARTS INC	11/12/09	66 000		38 60	2 00	2,549 43	11/05/15	66 000	200 31	9 19	13,211 46	10,662 03
AFLAC INC	10/27/08	78 000		37 51	1 95	2,927 73	07/08/15	78 000	60 51	0 00	4,719 71	1,791 98
AFLAC INC	06/16/09	222 000		31 74	15 00	7,061 10	07/08/15	222 000	60 51	9 28	13,423 74	6,362 64
AFLAC INC	06/16/09	3 000		31 74	0 00	95 22	07/24/15	3 000	62 03	0 00	186 07	90 85
AFLAC INC	08/10/11	161 000		36 44	8 95	5,875 82	07/24/15	161 000	62 03	9 68	9,976 35	4,100 53
AFLAC INC	05/01/12	480 000		45 70	0 00	21,933 89	07/24/15	480 000	62 03	0 00	29,772 00	7,838 11
ALLERGAN PLC	08/30/13	37 000		239 86	0 00	8,874 93	01/15/16	37 000	295 01	9 15	10,908 04	2,031 11
AMERICAN INTL GROUP NEW	09/17/12	302 000		34 69	4 00	10,481 10	07/24/15	302 000	63 70	9 30	19,226 86	8,745 76
APACHE CORP	12/18/12	217 000		79 81	5 95	17,324 20	01/08/16	217 000	36 57	9 38	7,925 50	(9,398 70)
APACHE CORP	05/02/13	428 000		73 87	8 95	31,826 85	01/08/16	428 000	36 57	0 00	15,650 38	(15,876 47)
BAIDU INC ADR	05/13/13	157 000		93 89	4 50	14,745 21	01/08/16	157 000	173 02	9 58	27,154 83	12,409 62
BAXTER INTERNATIONAL	12/23/13	946 000		38 06	0 00	36,003 30	08/21/15	946 000	38 70	9 62	36,601 34	598 04
CHINA MOBILE LTD	02/19/14	149 000		47 58	2 00	7,091 32	08/21/15	149 000	63 14	9 12	9,398 46	2,307 14
CHINA MOBILE LTD	02/19/14	80 000		47 58	0 95	3,807 29	01/08/16	80 000	51 78	7 00	4,135 77	328 48
CHINA MOBILE LTD	02/27/14	310 000		47 83	4 00	14,832 01	01/08/16	310 000	51 78	10 28	16,042 98	1,210 97
DENTSPLY INTL INC	10/01/14	11 000		45 36	0 00	498 96	10/26/15	11 000	58 58	0 00	644 35	145 39
DENTSPLY INTL INC	10/16/14	747 000		44 72	8 95	33,418 08	10/26/15	747 000	58 58	21 40	43,735 54	10,317 46
DOLLAR GENERAL CORP	12/12/12	128 000		44 33	2 00	5,675 84	08/18/15	128 000	80 11	9 14	10,244 97	4,569 13
EBAY INC	09/18/14	1,291 000		20 62	0 00	26,626 60	11/16/15	1,291 000	28 30	9 62	36,524 13	9,897 53
MARKEL CORP	10/07/13	58 000		518 89	8 95	30,104 30	06/11/15	58 000	786 90	9 78	45,630 44	15,526 14
MICROSOFT CORP	04/11/08	388 000		28 29	3 95	10,981 87	01/12/16	388 000	52 53	9 33	20,371 22	9,389 35
MOTOROLA SOLUTIONS INC	10/27/14	154 000		62 84	2 00	9,879 98	04/07/16	154 000	75 13	9 20	11,560 11	1,880 13
NOVARTIS A G (ALCON MERGER)	04/12/11	87 000		54 52	0 00	4,743 33	08/24/15	87 000	97 02	9 11	8,431 88	3,688 55
NOVARTIS A G (ALCON MERGER)	04/12/11	287 000		54 52	0 00	15,647 53	11/24/15	287 000	86 39	9 41	24,785 44	9,137 91
PAYPAL HOLDINGS INC	09/18/14	1,291 000		31 89	0 00	41,176 28	01/14/16	1,291 000	32 88	9 73	42,441 45	1,265 17
SALLY BEAUTY HOLDINGS	07/14/14	1,133 000		25 02	8 85	28,354 61	09/04/15	1,133 000	25 91	9 49	28,347 79	893 18
<u>LONG TERM SUBTOTAL</u>						394,424 06					502,002 24	107,578 18

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STOCKS/FUNDS	DATE BOUGHT	NUMBER SHARES	DIV REIN SHARES	UNIT PRICE	CURR YR FEES	TOTAL	DATE SOLD	NUMBER SHARES	UNIT PRICE	FEES	TOTAL	GAIN / (LOSS)
<u>SCHARF PORTFOLIO</u>												
<u>SHORT TERM</u>												
AON PLC	09/04/15	130 000		90 28	3 00	11,739 81	5/6/2016	130 000	104 56	9 25	13,583 91	1,844 10
BAIDU INC ADR	03/25/15	41 000		207 82	4 50	8,525 08	01/08/16	41 000	173 02	0 00	7,093 89	(1,431 19)
COGNIZANT TECH	10/12/14	482 000		44 23	4 85	21,323 28	08/06/15	482 000	67 20	6 75	32,382 54	11,059 26
COGNIZANT TECH	10/29/14	167 000		46 54	2 00	7,774 64	08/06/15	167 000	67 20	3 00	11,219 02	3,444 38
COGNIZANT TECH	10/29/14	599 000		46 54	6 95	27,886 09	08/12/15	599 000	67 60	9 70	40,483 42	12,597 33
MOTOROLA SOLUTIONS INC	10/27/14	170 000		62 84	2 00	10,885 48	09/04/15	170 000	66 05	8 16	11,219 65	534 17
NIELSON HOLDINGS PLC	04/06/16	296 000		45 93	1 00	13,595 07	04/06/16	296 000	52 55	9 29	15,546 43	1,951 36
SAP SPONSORED	03/02/15	189 000		70 86	3 00	13,395 11	01/20/16	189 000	77 60	9 22	14,657 10	1,261 99
SMITH & NEPHEW ADR	08/07/15	1,066 000		36 52	23 66	38,951 85	05/20/16	1,066 000	31 62	9 70	33,695 73	(5,256 12)
SMITH & NEPHEW ADR	08/21/15	27 000		35 62	0 00	961 81	05/20/16	27 000	31 62	0 00	853 70	(108 11)
SMITH & NEPHEW ADR	08/21/15	1,120 000		35 62	24 47	39,921 67	05/20/16	1,120 000	33 81	9 78	37,856 30	(2,065 37)
TARGET CORP	07/16/14	519 000		59 99	7 95	31,144 58	05/27/15	519 000	80 36	9 72	41,694 84	10,550 26
UNION PACIFIC CORP	08/28/15	442 000		86 57	8 95	38,270 68	05/16/16	442 000	82 32	9 74	36,377 34	(1,893 34)
SHORT TERM SUBTOTAL						264,175 15					296,663 87	32,488 72
SCHARF PORTFOLIO TOTAL						658,599 21					798,666 11	140,066 90
<u>FIRST AFFIRMATIVE PORTFOLIO</u>												
<u>LONG TERM</u>												
<u>DYNAMIC GROWTH</u>												
ARIEL APPRECIATION FUND	04/02/14	106 643		55 99	0 00	5,970 94	09/09/15	106 643	50 90	0 00	5,428 13	(542 81)
ARIEL APPRECIATION FUND	04/02/14	105 603		55 99	0 00	5,912 71	03/14/16	105 603	44 51	0 00	4,700 39	(1,212 32)
CALVERT SOCIAL INVESTMENT EQUITY	04/02/14	13 172		48 46	0 00	638 32	09/11/15	13 172	48 56	0 00	639 63	1 31
CALVERT SOCIAL INVESTMENT EQUITY	04/02/14	301 335		48 46	0 00	14,602 69	03/14/16	301 335	39 47	0 00	11,893 69	(2,709 00)
CCM ALTERNATIVE INCOME	08/25/14	459 253		10 49	0 00	4,817 56	09/09/15	459 253	9 79	0 00	4,496 09	(321 47)
DOMINI INTERNATIONAL SOCIAL EQUITY	04/02/14	1,829 887		8 26	0 00	15,114 87	03/14/16	1,829 887	7 28	0 00	13,321 57	(1,793 30)
DOMINI INTERNATIONAL SOCIAL EQUITY	08/25/14	64 696		8 35	0 00	540 21	03/14/16	64 696	7 28	0 00	470 99	(69 22)
EFTS PHYSICAL PRECIOUS METAL	04/02/14	7 009		69 70	0 00	488 49	09/11/15	7 009	55 74	0 00	390 64	(97 85)
EFTS PHYSICAL PRECIOUS METAL	04/02/14	9 131		69 70	0 00	636 43	03/14/16	9 131	59 37	0 00	542 10	(94 33)
EFTS PHYSICAL PRECIOUS METAL	04/02/14	0 083		69 70	0 00	57 8	03/18/16	0 083	60 52	0 00	5 02	(0 76)
FORWARD REAL ESTATE	04/02/14	258 765		16 06	0 00	4,155 77	09/09/15	258 765	16 06	0 00	4,155 77	0 00
FORWARD REAL ESTATE	04/02/14	79 401		16 06	0 00	1,275 18	01/14/16	79 401	13 39	0 00	1,063 18	(212 00)
FORWARD REAL ESTATE	08/25/14	28 331		17 49	0 00	495 51	01/14/16	28 331	13 39	0 00	379 35	(116 16)
HENNESSY GAS UTILITY INDEX	04/02/14	208 182		28 47	0 00	5,926 94	09/09/15	208 182	26 90	0 00	5,600 10	(326 84)
MARKETFIELD FUND	04/02/14	323 830		18 33	0 00	5,935 80	08/09/15	323 830	15 20	0 00	4,922 22	(1,013 58)
MARKETFIELD FUND	04/02/14	35 593		17 60	0 00	626 44	09/09/15	35 593	15 20	0 00	541 01	(85 43)
PARNASSUS EQUITY INCOME	04/02/14	123 125		37 24	0 00	4,585 18	03/14/16	123 125	37 31	0 00	4,593 79	8 61
PIMCO GLOBAL BOND UNHEDGED	04/02/14	630 315		9 49	0 00	5,981 69	09/09/15	630 315	8 92	0 00	5,622 41	(359 28)
PIMCO GLOBAL BOND UNHEDGED	08/25/14	27 153		9 66	0 00	262 30	09/09/15	27 153	8 92	0 00	242 20	(20 10)
PORTFOLIO 21	04/02/14	377 035		41 35	0 00	15,590 40	03/14/16	377 035	34 45	0 00	12,988 85	(2,601 55)
TIAA CREF INSTL SOCIAL CHOICE BOND	10/10/14	1,460 240		10 35	0 00	15,113 48	03/14/16	1,460 240	10 20	0 00	14,894 45	(219 03)
TIAA CREF INSTL SOCIAL CHOICE EQUITY	04/02/14	46 650		14 57	0 00	679 69	09/09/15	46 650	14 54	0 00	678 29	(1 40)

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

SOURCE	(A) REVENUE PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME
OTHER INTEREST INCOME	31.	31.	31.
THE NICHOLSON FAMILY PARTNERSHIP	253,500.	253,500.	253,500.
TOTAL TO PART I, LINE 3	253,531.	253,531.	253,531.

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 2

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
AFFIRMATIVE	10,585.	7,922.	2,663.	2,663.	2,663.
BURKE INVESTMENT	16,454.	11,366.	5,088.	5,088.	5,088.
GREEN ALPHA INVESTMET	3,638.	0.	3,638.	3,638.	3,638.
SCHARF INVESTMENT	24,864.	0.	24,864.	24,864.	24,864.
SCHWAB INVESTMETN	37,332.	29,586.	7,746.	7,746.	7,746.
TO PART I, LINE 4	92,873.	48,874.	43,999.	43,999.	43,999.

FORM 990-PF OTHER INCOME STATEMENT 3

DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
REFUNDS/DISTRIBUTIONS	0.	0.	0.
EQUITY EARNING PARTNERSHIP	0.	0.	0.
TOTAL TO FORM 990-PF, PART I, LINE 11	0.	0.	0.

FORM 990-PF	ACCOUNTING FEES	STATEMENT	4
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DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ACCOUNTING FEE	1,980.	990.	0.	0.
TO FORM 990-PF, PG 1, LN 16B	1,980.	990.	0.	0.

FORM 990-PF	OTHER PROFESSIONAL FEES	STATEMENT	5
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DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
INVESTMENT ADVISOR FEES	31,629.	31,629.	0.	0.
OTHER PROFESSIONAL EXPENSES	36,000.	14,400.	0.	21,600.
TO FORM 990-PF, PG 1, LN 16C	67,629.	46,029.	0.	21,600.

FORM 990-PF	TAXES	STATEMENT	6
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DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
STATE INCOME TAXES	10.	0.	0.	0.
FEDERAL EXCISE TAXES	6,068.	0.	0.	0.
FOREIGN TAX PAID	680.	680.	0.	0.
TO FORM 990-PF, PG 1, LN 18	6,758.	680.	0.	0.

FORM 990-PF	OTHER EXPENSES			STATEMENT	7
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES	
FILING FEES AND LICENSES	75.	0.	0.	95.	
DUES	1,250.	0.	0.	1,250.	
FIRST AFFIRM-ADJ TO BALANCE	11.	0.	0.	0.	
SUBSCRIPTIONS	142.	0.	0.	0.	
MISCELLANEOUS	302.	0.	0.	302.	
TO FORM 990-PF, PG 1, LN 23	1,780.	0.	0.	1,647.	

FORM 990-PF	OTHER INVESTMENTS		STATEMENT	8
DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE	
BURKE INVESTMENT	FMV	495,750.	533,215.	
CHARLES SCHWAB PORTFOLIO	FMV	463,599.	536,567.	
SCHARF INVESTMENT	FMV	1,642,766.	1,954,891.	
FIRST AFFIRMATIVE	FMV	188,688.	189,919.	
NIA-DOMINI	FMV	231,394.	210,902.	
NOTES RECEIVABLE	COST	2,535,000.	2,535,000.	
TOTAL TO FORM 990-PF, PART II, LINE 13		5,557,197.	5,960,494.	

FORM 990-PF	SUMMARY OF DIRECT CHARITABLE ACTIVITIES	STATEMENT	9
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ACTIVITY ONE

GEORGE MARK CHILDREN'S HOUSE - THIS ANNUAL GRANT GOES TOWARDS DEBT PRINCIPAL REDUCTION FOR THE GEORGE MARK CHILDREN'S HOUSE; A FREE-STANDING PEDIATRIC HOSPICE AND PALLIATIVE CARE FACILITY FOR CHILDREN AND THEIR FAMILIES.

	EXPENSES
TO FORM 990-PF, PART IX-A, LINE 1	50,000.

FORM 990-PF	SUMMARY OF DIRECT CHARITABLE ACTIVITIES	STATEMENT 10
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ACTIVITY TWO

SANTA CRUZ COMMUNITY HEALTH CENTERS - THIS FIRST INSTALLMENT OF A TWO-YEAR GRANT TO TOTAL \$30,000 SUPPORTS THE CRADLE TO CAREER PROGRAM WITH THE LIVE OAK SCHOOL DISTRICT. THIS PROGRAM TRACKS 60 FAMILIES AS THEIR CHILDREN MOVE FROM INFANCY TO COLLEGE WITH A FOCUS ON PREVENTION OF COMMON HEALTH AND BEHAVIORAL ISSUES BY BRING ECGHC SERVICES INTO THE CLASSROOM.

EXPENSES

TO FORM 990-PF, PART IX-A, LINE 2

15,000.

FORM 990-PF	SUMMARY OF DIRECT CHARITABLE ACTIVITIES	STATEMENT 11
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ACTIVITY THREE

IMAGINE BUS PROJECT - IMAGINE BUS PROJECT HAS BEEN RE-FOCUSING THEIR MISSION TO FURTHER EMPHASIS THE WORK WITH YOUTH IN JUVENILE HALL. THEY ARE LOOKING TO MODEL THEIR YOUTH STUDIO PROGRAM SO IT CAN EASILY BE EXPANDED INTO SEVERAL COUNTIES. IN ADDITION, THEY ARE PUTTING A NEEDED FOCUS ON OPPORTUNITIES AND GROWTH OUTSIDE OF THE SYSTEM ONCE A YOUTH HAS BEEN RELEASED FROM DETENTION WITH THEIR CREATIVE FUTURES TRAINING AND MENTORSHIP PROGRAM. THIS IS THE FINAL OF TWO INSTALLMENTS OF A TWO-YEAR MULTI-YEAR GRANT TO TOTAL \$30,000.

EXPENSES

TO FORM 990-PF, PART IX-A, LINE 3

15,000.

FORM 990-PF

SUMMARY OF DIRECT CHARITABLE ACTIVITIES

STATEMENT 12

ACTIVITY FOUR

BIG BROTHERS/BIG SISTERS - TO AID WITH OPERATIONAL EXPENSES, THIS FINAL INSTALLMENT OF A THREE-YEAR MULTI YEAR GRANT TO TOTAL \$30,000 WILL HELP BIG BROTHERS/BIG SISTERS OF SANTA CRUZ COUNTY SERVE 1,000 YOUTH OVER THREE YEARS THROUGH THEIR ONE TO ONE MENTORING PROGRAM AND AFTER SCHOOL ENRICHMENT AND MENTORING PROGRAM.

EXPENSES

TO FORM 990-PF, PART IX-A, LINE 4

10,000.