Extension Attached

Form 990-PF

Department of the Treasury Internal Revenue Service

EXTENDED TO NOVEMBER 15, 2017

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

2016

Open to Public Inspection

For calendar year 2016 or tax year beginning , and ending

Name of foundation	A Employer identification number
AROHA PHILANTHROPIES	94-3131676
Number and street (or P O box number if mail is not delivered to street address) / Room/suite: 1818 OLIVER AVENUE SOUTH	B Telephone number (415) 561-6540
City or town, state or province, country, and ZIP or foreign postal code: MINNEAPOLIS, MN 55405	C If exemption application is pending, check here ▶ ☐

G Check all that apply: ☐ Initial return ☐ Initial return of a former public charity ☐ Final return ☐ Amended return ☐ Address change ☐ Name change

D 1. Foreign organizations, check here ▶ ☐

2. Foreign organizations meeting the 85% test, check here and attach computation ▶ ☐

H Check type of organization: ☒ Section 501(c)(3) exempt private foundation ☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundation

E If private foundation status was terminated under section 507(b)(1)(A), check here ▶ ☐

I Fair market value of all assets at end of year (from Part II, col (c), line 16) ▶$ 3,761,470.

J Accounting method: ☒ Cash ☐ Accrual ☐ Other (specify) (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 ▶ ☐

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a))

		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants, etc., received	0.			
	2 Check ▶ ☒ if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments				
	4 Dividends and interest from securities	101,177.	101,177.		STATEMENT 2
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	322,195.			STATEMENT 1
	b Gross sales price for all assets on line 6a 2,760,812.				
	7 Capital gain net income (from Part IV, line 2)		680,845.		
	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	244.	244.	0.	STATEMENT 3
	12 **Total.** Add lines 1 through 11	423,616.	782,266.	0.	
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	0.	0.	0.	0.
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees STMT 4	60,907.	0.	0.	60,907.
	b Accounting fees				
	c Other professional fees STMT 5	379,167.	0.	0.	379,167.
	17 Interest				
	18 Taxes STMT 6	160.	0.	0.	0.
	19 Depreciation and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings	23,886.	0.	0.	23,886.
	22 Printing and publications				
	23 Other expenses STMT 7	298,924.	9,805.	0.	289,119.
	24 **Total operating and administrative expenses.** Add lines 13 through 23	763,044.	9,805.	0.	753,079.
	25 Contributions, gifts, grants paid	3,188,731.			3,188,731.
	26 **Total expenses and disbursements.** Add lines 24 and 25	3,951,775.	9,805.	0.	3,941,810.
	27 Subtract line 26 from line 12:				
	a Excess of revenue over expenses and disbursements	-3,528,159.			
	b **Net investment income** (if negative, enter -0-)		772,461.		
	c **Adjusted net income** (if negative, enter -0-)			0.	

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623501 11-23-16 LHA For Paperwork Reduction Act Notice, see instructions.

9.27 5

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

		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1 Cash - non-interest-bearing	410,488.	81,061.	81,061.
	2 Savings and temporary cash investments	3,575,546.	2,316,988.	2,315,582.
	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 8	2,948,067.	1,007,893.	1,364,827.
	c Investments - corporate bonds			
	11 Investments - land, buildings, and equipment basis ▶			
	Less accumulated depreciation ▶			
	12 Investments - mortgage loans			
	13 Investments - other			
	14 Land, buildings, and equipment: basis ▶			
	Less accumulated depreciation ▶			
	15 Other assets (describe ▶)			
	16 Total assets (to be completed by all filers - see the instructions. Also, see page 1, item I)	6,934,101.	3,405,942.	3,761,470.
Liabilities	17 Accounts payable and accrued expenses			
	18 Grants payable			
	19 Deferred revenue			
	20 Loans from officers, directors, trustees, and other disqualified persons			
	21 Mortgages and other notes payable			
	22 Other liabilities (describe ▶)			
	23 **Total liabilities** (add lines 17 through 22)	0.	0.	
Net Assets or Fund Balances	**Foundations that follow SFAS 117, check here ▶ ☐ and complete lines 24 through 26 and lines 30 and 31.**			
	24 Unrestricted			
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here ▶ ☒ and complete lines 27 through 31.			
	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	6,934,101.	3,405,942.	
	30 **Total net assets or fund balances**	6,934,101.	3,405,942.	
	31 **Total liabilities and net assets/fund balances**	6,934,101.	3,405,942.	

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	6,934,101.
2	Enter amount from Part I, line 27a	2	-3,528,159.
3	Other increases not included in line 2 (itemize) ▶	3	0.
4	Add lines 1, 2, and 3	4	3,405,942.
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	3,405,942.

Part IV Capital Gains and Losses for Tax on Investment Income SEE ATTACHED STATEMENTS

	(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co.)	(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a				
b				
c				
d				
e				

	(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a				
b				
c				
d				
e	2,760,812.		2,079,967.	680,845.

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				
b				
c				
d				
e				680,845.

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	680,845.
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	760,445.

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))
2015	3,304,804.	6,996,751.	.472334
2014	2,587,004.	6,650,404.	.389000
2013	1,542,717.	4,084,184.	.377730
2012	704,912.	3,402,590.	.207169
2011	1,319,319.	2,020,924.	.652830

2 **Total** of line 1, column (d)	2	2.099063
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	.419813
4 Enter the net value of noncharitable-use assets for 2016 from Part X, line 5	4	5,408,936.
5 Multiply line 4 by line 3	5	2,270,742.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	7,725.
7 Add lines 5 and 6	7	2,278,467.
8 Enter qualifying distributions from Part XII, line 4	8	3,941,810.

If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate. See the Part VI instructions.

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

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 ▶ [X] and enter 1% of Part I, line 27b			1	7,725.
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	7,725.
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	7,725.
6	Credits/Payments:				
a	2016 estimated tax payments and 2015 overpayment credited to 2016	6a	78,596.		
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	78,596.
8	Enter any **penalty** for underpayment of estimated tax. Check here [X] if Form 2220 is attached			8	
9	**Tax due.** If the total of lines 5 and 8 is more than line 7, enter **amount owed** ▶			9	
10	**Overpayment.** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ▶			10	70,871.
11	Enter the amount of line 10 to be: **Credited to 2017 estimated tax** ▶	70,871.	**Refunded** ▶	11	0.

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?	1a		X
b	Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see instructions for the definition)?	1b		X
	If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities			
c	Did the foundation file **Form 1120-POL** for this year?	1c		X
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? SEE STATEMENT 9	2	X	
	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*	3		X
4a	Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a		X
b	If "Yes," has it filed a tax return on **Form 990-T** for this year? N/A	4b		
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year?	5	X	
	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?	6	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*	7	X	
8a	Enter the states to which the foundation reports or with which it is registered (see instructions) ▶ CA, MN			
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*	8b	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 2016 or the taxable year beginning in 2016 (see instructions for Part XIV)? *If "Yes," complete Part XIV*	9		X
10	Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses	10		X

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)	11		X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	X	
	Website address ▶ WWW.AROHAPHILANTHROPIES.ORG			
14	The books are in care of ▶ PEGGY TOM Telephone no. ▶ (650) 759-9610			
	Located at ▶ 2548 HALLMARK DRIVE, BELMONT, CA ZIP+4 ▶ 94002			
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 2016, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country?	16		X
	See the instructions for exceptions and filing requirements for FinCEN Form 114. If "Yes," enter the name of the foreign country ▶			

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

			Yes	No
	File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.			
1a	During the year did the foundation (either directly or indirectly):			
	(1) Engage in the sale or exchange, or leasing of property with a disqualified person? ☐ Yes ☒ No			
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? ☐ Yes ☒ No			
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? ☐ Yes ☒ No			
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? ☐ Yes ☒ No			
	(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? ☐ Yes ☒ No			
	(6) Agree to pay money or property to a government official? (**Exception.** Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.) ☐ Yes ☒ 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)? N/A	1b		
	Organizations relying on a current notice regarding disaster assistance check here ▶ ☐			
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2016?	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 2016, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2016? ☐ Yes ☒ No			
	If "Yes," list the years ▶ ____, ____, ____, ____			
b	Are there any years listed in 2a for which the foundation is **not** applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to **all** years listed, answer "No" and attach statement - see instructions.) N/A	2b		
c	If the provisions of section 4942(a)(2) are being applied to **any** of the years listed in 2a, list the years here. ▶ ____, ____, ____, ____			
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? ☐ Yes ☒ No			
b	If "Yes," did it have excess business holdings in 2016 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 2016.)* 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 2016?	4b		X

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

			Yes	No
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
ELLEN A. MICHELSON 82 SUTHERLAND DRIVE ATHERTON, CA 94027	PRESIDENT 4.00	0.	0.	0.
ELLEN GEORGE 1818 OLIVER AVENUE SOUTH MINNEAPOLIS, MN 55405	SECRETARY 0.50	0.	0.	0.
PEGGY TOM 2548 HALLMARK DRIVE BELMONT, CA 94002	TREASURER 0.00	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 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
SEEDLING ARTFUL AGING - 1818 OLIVER AVENUE SOUTH, MINNEAPOLIS, MN 55405	PROFESSIONAL SERVICES	159,811.
SPOKE CONSULTING 133 CROSSROADS BLVD., CARMEL, CA 93923	PROFESSIONAL SERVICES	77,064.

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 SEEDING VITALITY ARTS (FORMERLY SEEDING ARTFUL AGING)	192,805.
2	
3	
4	

Part IX-B **Summary of Program-Related Investments**

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2.	Amount
1 N/A	
2	
All other program-related investments. See instructions.	
3	
Total. Add lines 1 through 3 ▶	0.

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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	5,023,873.
b	Average of monthly cash balances	1b	467,433.
c	Fair market value of all other assets	1c	
d	**Total** (add lines 1a, b, and c)	1d	5,491,306.
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	5,491,306.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	82,370.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3. Enter here and on Part V, line 4	5	5,408,936.
6	**Minimum investment return.** Enter 5% of line 5	6	270,447.

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	270,447.
2a	Tax on investment income for 2016 from Part VI, line 5 — 2a: 7,725.		
b	Income tax for 2016. (This does not include the tax from Part VI.) — 2b:		
c	Add lines 2a and 2b	2c	7,725.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	262,722.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	262,722.
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	262,722.

Part XII Qualifying Distributions (see instructions)

1	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes:		
a	Expenses, contributions, gifts, etc. - total from Part I, column (d), line 26	1a	3,941,810.
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	3,941,810.
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	7,725.
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	3,934,085.

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 2015	(c) 2015	(d) 2016
1 Distributable amount for 2016 from Part XI, line 7				262,722.
2 Undistributed income, if any, as of the end of 2016				
a Enter amount for 2015 only			0.	
b Total for prior years: ______ , ______ , ______		0.		
3 Excess distributions carryover, if any, to 2016:				
a From 2011 — 1,227,733.				
b From 2012 — 565,719.				
c From 2013 — 1,542,717.				
d From 2014 — 2,364,928.				
e From 2015 — 2,989,188.				
f Total of lines 3a through e	8,690,285.			
4 Qualifying distributions for 2016 from Part XII, line 4: ▶ $ 3,941,810.				
a Applied to 2015, 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 2016 distributable amount				262,722.
e Remaining amount distributed out of corpus	3,679,088.			
5 Excess distributions carryover applied to 2016 (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	12,369,373.			
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 2015. Subtract line 4a from line 2a. Taxable amount - see instr.			0.	
f Undistributed income for 2016. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2017				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 2011 not applied on line 5 or line 7	1,227,733.			
9 Excess distributions carryover to 2017. Subtract lines 7 and 8 from line 6a	11,141,640.			
10 Analysis of line 9:				
a Excess from 2012 — 565,719.				
b Excess from 2013 — 1,542,717.				
c Excess from 2014 — 2,364,928.				
d Excess from 2015 — 2,989,188.				
e Excess from 2016 — 3,679,088.				

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

1 a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2016, enter the date of the ruling ▶

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

	Tax year	Prior 3 years			
	(a) 2016	(b) 2015	(c) 2014	(d) 2013	(e) Total
2 a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed					
b 85% of line 2a					
c Qualifying distributions from Part XII, line 4 for each year listed					
d Amounts included in line 2c not used directly for active conduct of exempt activities					
e Qualifying distributions made directly for active conduct of exempt activities. Subtract line 2d from line 2c					
3 Complete 3a, b, or c for the alternative test relied upon: a "Assets" alternative test - enter: (1) Value of all assets					
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					
b "Endowment" alternative test - enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed					
c "Support" alternative test - enter: (1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)					
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)					
(3) Largest amount of support from an exempt organization					
(4) Gross investment income					

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

1 Information Regarding Foundation Managers:

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

ELLEN A. MICHELSON

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

NONE

2 Information Regarding Contribution, Grant, Gift, Loan, Scholarship, etc., Programs:

Check here ▶ ☐ if the foundation only makes contributions to preselected charitable organizations and does not accept unsolicited requests for funds. If the foundation makes gifts, grants, etc. (see instructions) to individuals or organizations under other conditions, complete items 2a, b, c, and d.

a The name, address, and telephone number or e-mail address of the person to whom applications should be addressed:

ELLEN A. MICHELSON, (415) 561-6540
82 SUTHERLAND DRIVE, ATHERTON, CA 94027

b The form in which applications should be submitted and information and materials they should include:

APPLICATIONS SHOULD BE MADE AS A FORMAL WRITTEN REQUEST

c Any submission deadlines:

NONE

d Any restrictions or limitations on awards, such as by geographical areas, charitable fields, kinds of institutions, or other factors:

NONE

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				
BRING ME A BOOK 570 EL CAMINO REAL REDWOOD CITY, CA 94063	NONE	PC	UNRESTRICTED	155,696.
CAMINAR 2600 S. EL CAMINO REAL, SUITE 200 SAN MATEO, CA 94403	NONE	PC	UNRESTRICTED	125,236.
COMMUNITY INITIATIVES (TAG) 354 PINE STREET, SUITE 700 SAN FRANCISCO, CA 94104	NONE	PC	UNRESTRICTED	60,000.
COMMUNITY MUSIC CENTER 544 CAPP STREET SAN FRANCISCO, CA 94110	NONE	PC	UNRESTRICTED	561,657.
COWLES CENTER FOR DANCE & PERFORMING ARTS 528 HENNEPIN AVENUE MINNEAPOLIS, MN 55403	NONE	PC	UNRESTRICTED	70,169.
Total SEE CONTINUATION SHEET(S)			▶ 3a	3,188,731.
b Approved for future payment				
NONE				
Total			▶ 3b	0.

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.	Unrelated business income		Excluded by section 512, 513, or 514		(e)
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	Related or exempt function income
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					
4 Dividends and interest from securities			14	101,177.	
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			14	244.	
8 Gain or (loss) from sales of assets other than inventory			18	322,195.	
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)		0.		423,616.	0.

13 Total. Add line 12, columns (b), (d), and (e) 13 423,616.

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

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

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

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.

(a) Line no	(b) Amount involved	(c) Name of noncharitable exempt organization	(d) Description of transfers, transactions, and sharing arrangements
		N/A	

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 [X] 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

Signature of officer or trustee: [signature] Date: 9/13/17 Title: TREASURER

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

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check if self-employed	PTIN
EDWARD L. DALEY	Edward L. Daley	8/30/2017		P00846693

Firm's name ▶ DELOITTE TAX LLP — Firm's EIN ▶ 86-1065772

Firm's address ▶ 30 ROCKEFELLER PLAZA
NEW YORK, NY 10112-0015 — Phone no. 212-492-4000

623622 11-23-16

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	6,654 SHS AMPHENOL	D	06/16/15	04/06/16
b	DFA EMERGING MKTS CORE EQTY PORT INSTL	P	VARIOUS	VARIOUS
c	DFA INTL SMALL CAP VALUE PORT INSTL	P	VARIOUS	VARIOUS
d	DFA INTL SMALL CO PORT INSTL	P	VARIOUS	VARIOUS
e	DFA INTL VALUE PORT INSTL	P	VARIOUS	VARIOUS
f	DFA ONE YEAR FIXED INCM PORT INSTL	P	VARIOUS	VARIOUS
g	DFA US LARGE CAP VALUE PORT INSTL	P	VARIOUS	VARIOUS
h	DFA US SMALL CAP VALUE PORT INSTL	P	VARIOUS	VARIOUS
i	PIMCO FOREIGN BD USD HED GED CL INST	P	VARIOUS	VARIOUS
j	PIMCO SHORT TERM INSTL CL	P	VARIOUS	VARIOUS
k	VANGUARD 500 INDEX FD ADMIRAL SHRS	P	VARIOUS	VARIOUS
l	VANGUARD FTSE DEVELOPED MARKETS ETF	P	VARIOUS	VARIOUS
m	VANGUARD INFLATION PROTECTED SECS ADM SHR	P	VARIOUS	VARIOUS
n	VANGUARD SHORT TERM BOND INDEX FUND ADMIRAL SHRS	P	VARIOUS	VARIOUS
o	VANGUARD TOTAL BOND MKT INDEX ADMIRAL SHR	P	VARIOUS	VARIOUS

	(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	386,745.		21,626.	365,119.
b	130,400.		146,214.	-15,814.
c	100,000.		108,014.	-8,014.
d	66,800.		76,060.	-9,260.
e	66,500.		84,312.	-17,812.
f	64,700.		73,994.	-9,294.
g	224,923.		224,986.	-63.
h	54,200.		55,232.	-1,032.
i	140,800.		146,271.	-5,471.
j	296,976.		301,297.	-4,321.
k	230,000.		225,297.	4,703.
l	122,000.		121,592.	408.
m	245,000.		249,533.	-4,533.
n	141,015.		164,199.	-23,184.
o	81,600.		81,340.	260.

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) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
a				** 365,119.
b				-15,814.
c				-8,014.
d				-9,260.
e				-17,812.
f				** -9,294.
g				-63.
h				-1,032.
i				-5,471.
j				-4,321.
k				4,703.
l				408.
m				** -4,533.
n				-23,184.
o				260.

2 Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 / If (loss), enter "-0-" in Part I, line 7 }	2	
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c). If (loss), enter "-0-" in Part I, line 8	3	

623591
04-01-16

** (SHORT-TERM)

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	CAPITAL GAIN DISTRIBUTIONS	P	VARIOUS	VARIOUS
b	BOOK GAIN ON DONATION OF CONTRIBUTED SECURITY	D		
c				
d				
e				
f				
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	14,801.			14,801.
b	394,352.			394,352.
c				
d				
e				
f				
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				** 14,801.
b				** 394,352.
c				
d				
e				
f				
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	680,845.
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	760,445.

** (SHORT-TERM)

AROHA PHILANTHROPIES 94-3131676

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
DESTINY ARTS CENTER 970 GRACE AVENUE OAKLAND, CA 94608	NONE	PC	UNRESTRICTED	45,000.
ENGAGE 240 E. VERDUGO AVENUE, SUITE 100 BURBANK, CA 91502	NONE	PC	UNRESTRICTED	300,000.
ERIC CARLE MUSEUM OF PICTURE BOOK ART INC 125 W BAY ROAD AMHERST, MA 01002	NONE	PC	UNRESTRICTED	12,250.
FROM THE HEART PRODUCTIONS 1455 MANDALAY BEACH ROAD OXNARD, CA 93035	NONE	PC	UNRESTRICTED	5,000.
GRAFTON COUNTY SENIOR CITIZENS COUNCIL, INC. PO BOX 433 10 CAMPBELL STREET LEBANON, NH 03766	NONE	PC	UNRESTRICTED	24,625.
GRANTMAKERS IN THE ARTS 4055 21ST AVENUE WEST SUITE 100 SEATTLE, WA 98199	NONE	PC	UNRESTRICTED	30,000.
INTEGRACE FAIRHAVEN 7200 THIRD AVENUE SYKESVILLE, MD 21784	NONE	PC	UNRESTRICTED	10,750.
JOHNSON CITY PUBLIC LIBRARY 100 WEST MILLARD STREET JOHNSON CITY, TN 37604	NONE	PC	UNRESTRICTED	18,250.
KESHET DANCE COMPANY 4121 CUTLER AVENUE NE ALBUQUERQUE, NM 87110	NONE	PC	UNRESTRICTED	20,250.
LIFETIME ARTS 81 CENTRE AVENUE, SUITE 307 NEW ROCHELLE, NY 10801	NONE	PC	CORNERSTONE PROJECT & MAURA O'MALLEY	257,426.
Total from continuation sheets				2,215,973.

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
MACPHAIL CENTER FOR MUSIC 501 S 2ND ST MINNEAPOLIS, MN 55401	NONE	PC	UNRESTRICTED	294,801.
MATEO LODGE 420 CASSIA STREET REDWOOD CITY, CA 94063	NONE	PC	UNRESTRICTED	55,000.
MINNESOTA OPERA 620 NORTH FIRST STREET MINNEAPOLIS, MN 55401	NONE	PC	UNRESTRICTED	15,050.
MOMENTUM FOR MENTAL HEALTH 438 NORTH WHITE RD SAN JOSE, CA 95127	NONE	PC	UNRESTRICTED	100,032.
NATIONAL GUILD FOR COMMUNITY ARTS EDUCATION 520 8TH AVENUE, SUITE 302 NEW YORK, NY 10018	NONE	PC	UNRESTRICTED	25,000.
NEWARK MUSEUM ASSOCIATION 49 WASHINGTON STREET NEWARK, NJ 07102	NONE	PC	UNRESTRICTED	20,000.
PARAMOUNT THEATRE AND VISUAL ARTS CENTER 913 WEST ST GERMAIN STREET ST CLOUD, MN 56301	NONE	PC	UNRESTRICTED	20,125.
PEOPLE, INC. 1219 NORTH FOREST ROAD WILLIAMSVILLE, NY 14221	NONE	PC	UNRESTRICTED	40,000.
PERFORMING ARTS WORKSHOP 1661 TENNESSEE STREET, UNIT 3-O SAN FRANCISCO, CA 94107	NONE	PC	UNRESTRICTED	75,000.
PILLSBURY HOUSE THEATRE 3501 CHICAGO AVENUE SOUTH MINNEAPOLIS, MN 55407	NONE	PC	UNRESTRICTED	45,000.
Total from continuation sheets				

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
PROJECT SUCCESS ONE GROVELAND TERRACE, SUITE 300 MINNEAPOLIS, MN 55403	NONE	PC	SANFORD MIDDLE SCHOOL, EDISON HIGH SCHOOL, AND UNRESTRICTED	343,177.
SCHOOL ONE 220 UNIVERSITY AVENUE PROVIDENCE, RI 02906	NONE	PC	UNRESTRICTED	8,500.
SILICON VALLEY CREATES 38 WEST SANTA CLARA STREET SAN JOSE, CA 95113	NONE	PC	UNRESTRICTED	14,000.
SPACE ONE ELEVEN 2409 SECOND AVENUE NORTH BIRMINGHAM, AL 35203	NONE	PC	UNRESTRICTED	15,625.
STAGEBRIDGE 2501 HARRISON ST. OAKLAND, CA 94612	NONE	PC	UNRESTRICTED	65,000.
TALLER PUERTORRIQUENO INC 2600 NORTH 5TH STREET PHILADELPHA, PA 19133	NONE	PC	UNRESTRICTED	17,500.
TEACHERS & WRITERS COLLABORATIVE 540 PRESIDENT STREET 3RD FLOOR BROOKLYN, NY 11215	NONE	PC	UNRESTRICTED	17,250.
TU DANCE PO BOX 40405 SAINT PAUL, MN 55104	NONE	PC	UNRESTRICTED	35,000.
TWIN CITIES PUBLIC TV 172 EAST 4TH STREET SAINT PAUL, MN 55101	NONE	PC	UNRESTRICTED	256,112.
UMRC FOUNDATION INC 805 WEST MIDDLE STREET CHELSEA, MI 48118	NONE	PC	UNRESTRICTED	21,250.
Total from continuation sheets				

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
YMCA OF ROCK RIVER VALLEY 220 EAST STATE STREET SUITE 400 ROCKFORD, IL 61104	NONE	PC	UNRESTRICTED	9,000.
Total from continuation sheets				

FORM 990-PF GAIN OR (LOSS) FROM SALE OF ASSETS STATEMENT 1

(A) DESCRIPTION OF PROPERTY				MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
6,654 SHS AMPHENOL				DONATED	06/16/15	04/06/16

(B) GROSS SALES PRICE	(C) VALUE AT TIME OF ACQ.	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
386,745.	380,276.	0.	0.	6,469.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
DFA EMERGING MKTS CORE EQTY PORT INSTL	PURCHASED	VARIOUS	VARIOUS

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
130,400.	146,214.	0.	0.	-15,814.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
DFA INTL SMALL CAP VALUE PORT INSTL	PURCHASED	VARIOUS	VARIOUS

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
100,000.	108,014.	0.	0.	-8,014.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
DFA INTL SMALL CO PORT INSTL	PURCHASED	VARIOUS	VARIOUS

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
66,800.	76,060.	0.	0.	-9,260.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
DFA INTL VALUE PORT INSTL	PURCHASED	VARIOUS	VARIOUS

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
66,500.	84,312.	0.	0.	-17,812.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
DFA ONE YEAR FIXED INCM PORT INSTL	PURCHASED	VARIOUS	VARIOUS

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
64,700.	73,994.	0.	0.	-9,294.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
DFA US LARGE CAP VALUE PORT INSTL	PURCHASED	VARIOUS	VARIOUS

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
224,923.	224,986.	0.	0.	-63.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
DFA US SMALL CAP VALUE PORT INSTL	PURCHASED	VARIOUS	VARIOUS

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
54,200.	55,232.	0.	0.	-1,032.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
PIMCO FOREIGN BD USD HED GED CL INST	PURCHASED	VARIOUS	VARIOUS

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
140,800.	146,271.	0.	0.	-5,471.

AROHA PHILANTHROPIES 94-3131676

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
PIMCO SHORT TERM INSTL CL	PURCHASED	VARIOUS	VARIOUS

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
296,976.	301,297.	0.	0.	-4,321.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
VANGUARD 500 INDEX FD ADMIRAL SHRS	PURCHASED	VARIOUS	VARIOUS

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
230,000.	225,297.	0.	0.	4,703.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
VANGUARD FTSE DEVELOPED MARKETS ETF	PURCHASED	VARIOUS	VARIOUS

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
122,000.	121,592.	0.	0.	408.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
VANGUARD INFLATION PROTECTED SECS ADM SHR	PURCHASED	VARIOUS	VARIOUS

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
245,000.	249,533.	0.	0.	-4,533.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
VANGUARD SHORT TERM BOND INDEX FUND ADMIRAL SHRS	PURCHASED	VARIOUS	VARIOUS

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
141,015.	164,199.	0.	0.	-23,184.

(A) DESCRIPTION OF PROPERTY		MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
VANGUARD TOTAL BOND MKT INDEX ADMIRAL SHR		PURCHASED	VARIOUS	VARIOUS

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
81,600.	81,340.	0.	0.	260.

(A) DESCRIPTION OF PROPERTY		MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
CAPITAL GAIN DISTRIBUTIONS		PURCHASED	VARIOUS	VARIOUS

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
14,801.	0.	0.	0.	14,801.

(A) DESCRIPTION OF PROPERTY		MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
BOOK GAIN ON DONATION OF CONTRIBUTED SECURITY		DONATED		

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
394,352.	0.	0.	0.	394,352.

CAPITAL GAINS DIVIDENDS FROM PART IV	0.
TOTAL TO FORM 990-PF, PART I, LINE 6A	322,195.

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
CHARLES SCHWAB #SF 1875-9326	59,336.	0.	59,336.	59,336.	0.
PERSHING #XA3-001098	41,841.	0.	41,841.	41,841.	0.
TO PART I, LINE 4	101,177.	0.	101,177.	101,177.	0.

FORM 990-PF — OTHER INCOME — STATEMENT 3

DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME
OTHER INCOME	244.	244.	0.
TOTAL TO FORM 990-PF, PART I, LINE 11	244.	244.	0.

FORM 990-PF — LEGAL FEES — STATEMENT 4

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
LEGAL AND PROFESSIONAL FEES	60,907.	0.	0.	60,907.
TO FM 990-PF, PG 1, LN 16A	60,907.	0.	0.	60,907.

FORM 990-PF — OTHER PROFESSIONAL FEES — STATEMENT 5

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ADMINISTRATION	379,167.	0.	0.	379,167.
TO FORM 990-PF, PG 1, LN 16C	379,167.	0.	0.	379,167.

FORM 990-PF — TAXES — STATEMENT 6

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
FEDERAL TAXES	160.	0.	0.	0.
TO FORM 990-PF, PG 1, LN 18	160.	0.	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
MISCELLANEOUS EXPENSES	1,387.	0.	0.	1,387.
BROKERAGE FEES	9,743.	9,743.	0.	0.
COMMUNICATION FEES	263,403.	0.	0.	263,403.
OFFICE SUPPLIES	3,418.	0.	0.	3,418.
MEMBERSHIP FEES	3,750.	0.	0.	3,750.
INSURANCE	1,882.	0.	0.	1,882.
BANK FEES	62.	62.	0.	0.
CONSULTING PROJECT FEES	6,779.	0.	0.	6,779.
DATA STORAGE FEE	8,500.	0.	0.	8,500.
TO FORM 990-PF, PG 1, LN 23	298,924.	9,805.	0.	289,119.

FORM 990-PF — CORPORATE STOCK — STATEMENT 8

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
1,132 SHS GOLDMAN SACHS	59,996.	271,057.
171 SHS PROCTER & GAMBLE	13,810.	14,378.
3,387 SHS ALBEMARLE CORP	118,139.	291,553.
6,654 SHS AMPHENOL CORP (SOLD IN 2016)	0.	0.
4,356 SHS KROGER	161,172.	150,326.
8,015 SHS CHARLES SCHWAB	263,934.	316,352.
7,275 SHS BANK OF AMERICA	125,930.	160,778.
1,471 SHS JAZZ PHARMACEUTICALS	266,803.	160,383.
NONDIVIDEND DISTRIBUTIONS	-1,891.	0.
TOTAL TO FORM 990-PF, PART II, LINE 10B	1,007,893.	1,364,827.

FORM 990-PF — STATEMENT OF ACTIVITIES NOT PREVIOUSLY REPORTED PART VII-A, LINE 2 — STATEMENT 9

EXPLANATION

SEEDING VITALITY ARTS (FORMERLY SEEDING ARTFUL AGING)
THE INITIATIVE IS DESIGNED TO SUPPORT THE DEVELOPMENT AND EXPANSION OF SUCCESSFUL VITALITY ARTS PROGRAMS WHICH INSPIRE AND ENABLE OLDER ADULTS TO LEARN, MAKE AND SHARE THE ARTS IN WAYS THAT ARE NOVEL, COMPLEX AND SOCIALLY ENGAGING.

GENERAL EXPLANATION STATEMENT 10

FORM/LINE IDENTIFIER

FORM 990-PF, PART I, LINE 25 - INFORMATION ON GRANTS

EXPLANATION:

ALTHOUGH THE FOUNDATION DISTRIBUTED 84.78% OF ITS TOTAL ASSETS, THERE IS NO PLAN IN PLACE TO CLOSE DOWN THE FOUNDATION: THIS WAS SIMPLY A YEAR WITH GREATER THAN AVERAGE GRANTMAKING.