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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.

▶ Go to www.irs.gov/Form990PF for instructions and the latest information.

OMB No 1545-0052

2018

Open to Public Inspection

For calendar year 2018, or tax year beginning 01-01-2018, and ending 12-31-2018

Name of foundation
AROKA PHILANTHROPIES
C/O FAMILY PHILANTHROPY ADVISORS

Number and street (or P.O. box number if mail is not delivered to street address)
1818 OLIVER AVENUE SOUTH

City or town, state or province, country, and ZIP or foreign postal code
MINNEAPOLIS, MN 55405

G Check all that apply

☐ Initial return

☐ Initial return of a former public charity

☐ Final return

☐ Amended return

☐ Address change

☐ Name change

H Check type of organization

☒ Section 501(c)(3) exempt private foundation

☐ Section 4947(a)(1) nonexempt charitable trust

☐ Other taxable private foundation

I Fair market value of all assets at end of year (from Part II, col (c), line 16) ▶ \$ 4,436,541

J Accounting method

☒ Cash

☐ Accrual

☐ Other (specify) _____
(Part I, column (d) must be on cash basis)

A Employer identification number
94-3131676

B Telephone number (see instructions)
(415) 561-6540

C If exemption application is pending, check here ▶ ☐

D 1. Foreign organizations, check here ▶ ☐

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

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

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) (see instructions))

	(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants, etc , received (attach schedule)	3,318,553		
	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 . . .	46,197	46,197	
	5a Gross rents			
	b Net rental income or (loss) _____			
	6a Net gain or (loss) from sale of assets not on line 10	756,331		
	b Gross sales price for all assets on line 6a _____ 1,833,526			
	7 Capital gain net income (from Part IV, line 2) . . .		1,302,212	
	8 Net short-term capital gain			
	9 Income modifications			
	10a Gross sales less returns and allowances _____			
b Less Cost of goods sold				
c Gross profit or (loss) (attach schedule)				
11 Other income (attach schedule)	663	0		
12 Total. Add lines 1 through 11	4,121,744	1,348,409		
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	0	0	0
	14 Other employee salaries and wages			
	15 Pension plans, employee benefits			
	16a Legal fees (attach schedule)	10,515	0	10,515
	b Accounting fees (attach schedule)	16,500	8,250	8,250
	c Other professional fees (attach schedule)	442,500	88,500	354,000
	17 Interest			
	18 Taxes (attach schedule) (see instructions) . . .	10	0	0
	19 Depreciation (attach schedule) and depletion . . .			
	20 Occupancy			
	21 Travel, conferences, and meetings	136,097	0	136,097
	22 Printing and publications			
	23 Other expenses (attach schedule)	252,938	125	252,663
	24 Total operating and administrative expenses. Add lines 13 through 23	858,560	96,875	761,525
	25 Contributions, gifts, grants paid	3,845,316		3,845,316
	26 Total expenses and disbursements. Add lines 24 and 25	4,703,876	96,875	4,606,841
	27 Subtract line 26 from line 12			
	a Excess of revenue over expenses and disbursements	-582,132		
	b Net investment income (if negative, enter -0-)		1,251,534	
c Adjusted net income (if negative, enter -0-) . . .				

For Paperwork Reduction Act Notice, see instructions.

Cat No 11289X

Form 990-PF (2018)

Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)			
		Beginning of year (a) Book Value	End of year (b) Book Value (c) Fair Market Value		
Assets	1	Cash—non-interest-bearing	524,076	233,140	233,140
	2	Savings and temporary cash investments	695,010	18,490	18,490
	3	Accounts receivable ▶ _____ Less allowance for doubtful accounts ▶ _____			
	4	Pledges receivable ▶ _____ Less allowance for doubtful accounts ▶ _____			
	5	Grants receivable			
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)			
	7	Other notes and loans receivable (attach schedule) ▶ _____ Less allowance for doubtful accounts ▶ _____			
	8	Inventories for sale or use			
	9	Prepaid expenses and deferred charges			
	10a	Investments—U S and state government obligations (attach schedule)			
	b	Investments—corporate stock (attach schedule)			
	c	Investments—corporate bonds (attach schedule)			
	11	Investments—land, buildings, and equipment basis ▶ _____ Less accumulated depreciation (attach schedule) ▶ _____			
	12	Investments—mortgage loans			
	13	Investments—other (attach schedule)	3,642,870	4,058,194	4,184,911
	14	Land, buildings, and equipment basis ▶ _____ Less accumulated depreciation (attach schedule) ▶ _____			
15	Other assets (describe ▶ _____)				
16	Total assets (to be completed by all filers—see the instructions Also, see page 1, item I)	4,861,956	4,309,824	4,436,541	
Liabilities	17	Accounts payable and accrued expenses			
	18	Grants payable			
	19	Deferred revenue			
	20	Loans from officers, directors, trustees, and other disqualified persons			
	21	Mortgages and other notes payable (attach schedule)			
	22	Other liabilities (describe ▶ _____)		30,000	
	23	Total liabilities (add lines 17 through 22)	0	30,000	
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	4,861,956	4,279,824	
30	Total net assets or fund balances (see instructions)	4,861,956	4,279,824		
31	Total liabilities and net assets/fund balances (see instructions) .	4,861,956	4,309,824		

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	4,861,956
2	Enter amount from Part I, line 27a	2	-582,132
3	Other increases not included in line 2 (itemize) ▶ _____	3	0
4	Add lines 1, 2, and 3	4	4,279,824
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	4,279,824

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e g , real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co)	(b) How acquired P—Purchase D—Donation	(c) Date acquired (mo , day, yr)	(d) Date sold (mo , day, yr)
1 a PUBLICLY TRADED SECURITIES			
b BOOK GAIN ON DONATION OF CONTRIBUTED STOCKS			
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 1,492,283		190,071	1,302,212
b 341,243		341,243	0
c			
d			
e			

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
a			1,302,212
b			0
c			
d			
e			

2 Capital gain net income or (net capital loss)	2	1,302,212
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6) If gain, also enter in Part I, line 8, column (c) (see instructions) If (loss), enter -0- in Part I, line 8	3	

Part V Qualification Under Section 4940(e) for Reduced Tax on Net Investment Income

(For optional use by domestic private foundations subject to the section 4940(a) tax on net investment income)

If section 4940(d)(2) applies, leave this part blank

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period?

☐ Yes ☒ No

If "Yes," the foundation does not qualify under section 4940(e) Do not complete this part

1 Enter the appropriate amount in each column for each year, see instructions before making any entries

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col (b) divided by col (c))
2017	4,465,298	6,567,289	0 679930
2016	3,941,810	5,408,936	0 728759
2015	3,304,804	6,996,751	0 472334
2014	2,587,004	6,650,404	0 389000
2013	1,542,717	4,084,184	0 377730

2 Total of line 1, column (d)	2	2 647753
3 Average distribution ratio for the 5-year base period—divide the total on line 2 by 5 0, or by the number of years the foundation has been in existence if less than 5 years	3	0 529551
4 Enter the net value of noncharitable-use assets for 2018 from Part X, line 5	4	3,890,483
5 Multiply line 4 by line 3	5	2,060,209
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	12,515
7 Add lines 5 and 6	7	2,072,724
8 Enter qualifying distributions from Part XII, line 4	8	4,606,841

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 ☒ and enter 1% of Part I, line 27b	1	12,515
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	12,515
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	12,515
6	Credits/Payments		
a	2018 estimated tax payments and 2017 overpayment credited to 2018	6a	58,344
b	Exempt foreign organizations—tax withheld at source	6b	
c	Tax paid with application for extension of time to file (Form 8868)	6c	0
d	Backup withholding erroneously withheld	6d	0
7	Total credits and payments. Add lines 6a through 6d.	7	58,344
8	Enter any penalty for underpayment of estimated tax. Check here ☒ if Form 2220 is attached	8	0
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	45,829
11	Enter the amount of line 10 to be Credited to 2019 estimated tax ☒ 45,829 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	No
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes? (see Instructions for definition). <i>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</i>	1b	No
c Did the foundation file Form 1120-POL for this year?	1c	No
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? <i>If "Yes," attach a detailed description of the activities</i>	2	No
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? <i>If "Yes," attach a conformed copy of the changes</i>	3	No
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?	4a	No
b If "Yes," has it filed a tax return on Form 990-T for this year?	4b	
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? <i>If "Yes," attach the statement required by General Instruction T</i>	5	No
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	Yes
7 Did the foundation have at least \$5,000 in assets at any time during the year? <i>If "Yes," complete Part II, col (c), and Part XV</i>	7	Yes
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? <i>If "No," attach explanation</i> .	8b	Yes
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 2018 or the taxable year beginning in 2018? See the instructions for Part XIV. <i>If "Yes," complete Part XIV</i>	9	No
10 Did any persons become substantial contributors during the tax year? <i>If "Yes," attach a schedule listing their names and addresses</i>	10	No

Part VII-A Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule. See instructions.	11		No
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		No
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address WWW.AROHAPHILANTHROPIES.ORG	13	Yes	
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		
16	At any time during calendar year 2018, 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 ▶	16	Yes No

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? ☐ 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. Organizations relying on a current notice regarding disaster assistance check here. ☐	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 2018?	1c	No
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 2018, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2018? ☐ Yes ☒ No If "Yes," list the years ▶ 20____, 20____, 20____, 20____		
b	Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement—see instructions).	2b	
c	If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here ▶ 20____, 20____, 20____, 20____		
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 2018 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 2018).	3b	
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a	No
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 2018?	4b	No

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.		5b
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? If "Yes," attach the statement required by Regulations section 53.4945–5(d)	☐ Yes ☐ No	
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? If "Yes" to 6b, file Form 8870		6b No
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?		7b
8	Is the foundation subject to the section 4960 tax on payment(s) of more than \$1,000,000 in remuneration or excess parachute payment during the year?	☐ Yes ☒ No	

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

1 List all officers, directors, trustees, foundation managers and their compensation. See instructions				
(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 1818 OLIVER AVENUE SOUTH MINNEAPOLIS, MN 55405	PRESIDENT 4 00	0	0	0
ELLEN GEORGE 1818 OLIVER AVENUE SOUTH MINNEAPOLIS, MN 55405	SECRETARY 0 50	0	0	0
PEGGY TOM 1818 OLIVER AVENUE SOUTH MINNEAPOLIS, MN 55405	TREASURER 2 00	0	0	0
2 Compensation of five highest-paid employees (other than those included on line 1—see instructions). 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 (see instructions). If none, enter "NONE".

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
FAMILY PHILANTHROPY ADVISORS INC	CONSULTING	471,645
1818 OLIVER AVENUE SOUTH		
MINNEAPOLIS, MN 55405		
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)	285,971
2	
3	
4	

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

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

Part X Minimum Investment Return (All domestic foundations must complete this part. Foreign foundations, see instructions.)

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes		
a	Average monthly fair market value of securities.	1a	3,215,958
b	Average of monthly cash balances.	1b	733,771
c	Fair market value of all other assets (see instructions).	1c	0
d	Total (add lines 1a, b, and c).	1d	3,949,729
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	3,949,729
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions).	4	59,246
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4.	5	3,890,483
6	Minimum investment return. Enter 5% of line 5.	6	194,524

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	194,524
2a	Tax on investment income for 2018 from Part VI, line 5.	2a	12,515
b	Income tax for 2018 (This does not include the tax from Part VI).	2b	
c	Add lines 2a and 2b.	2c	12,515
3	Distributable amount before adjustments. Subtract line 2c from line 1.	3	182,009
4	Recoveries of amounts treated as qualifying distributions.	4	0
5	Add lines 3 and 4.	5	182,009
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	182,009

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	4,606,841
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	4,606,841
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b. See instructions.	5	12,515
6	Adjusted qualifying distributions. Subtract line 5 from line 4.	6	4,594,326

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 2017	(c) 2017	(d) 2018
1 Distributable amount for 2018 from Part XI, line 7				182,009
2 Undistributed income, if any, as of the end of 2018				
a Enter amount for 2017 only.			0	
b Total for prior years 20____, 20____, 20____		0		
3 Excess distributions carryover, if any, to 2018				
a From 2013.	1,542,717			
b From 2014.	2,364,928			
c From 2015.	2,989,188			
d From 2016.	3,679,088			
e From 2017.	4,161,988			
f Total of lines 3a through e.	14,737,909			
4 Qualifying distributions for 2018 from Part XII, line 4 ▶ \$ <u>4,606,841</u>				
a Applied to 2017, 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 2018 distributable amount.				182,009
e Remaining amount distributed out of corpus	4,424,832			
5 Excess distributions carryover applied to 2018 (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	19,162,741			
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 2017 Subtract line 4a from line 2a Taxable amount—see instructions			0	
f Undistributed income for 2018 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2019				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 2013 not applied on line 5 or line 7 (see instructions).	1,542,717			
9 Excess distributions carryover to 2019. Subtract lines 7 and 8 from line 6a	17,620,024			
10 Analysis of line 9				
a Excess from 2014.	2,364,928			
b Excess from 2015.	2,989,188			
c Excess from 2016.	3,679,088			
d Excess from 2017.	4,161,988			
e Excess from 2018.	4,424,832			

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

1a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2018, enter the date of the ruling. ▶

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

2a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed

	Tax year	Prior 3 years			(e) Total
	(a) 2018	(b) 2017	(c) 2016	(d) 2015	
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

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

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

a The name, address, and telephone number or e-mail address of the person to whom applications should be addressed
ELLEN A MICHELSON
1818 OLIVER AVENUE SOUTH
MINNEAPOLIS, MN 55405
(612) 377-8400

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	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i> See Additional Data Table				
Total			▶ 3a	
b <i>Approved for future payment</i>				
Total			▶ 3b	

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated

	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	(e) (See instructions)
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	46,197	
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.					
8 Gain or (loss) from sales of assets other than inventory			18	756,331	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue					
a <u>OTHER INCOME</u>			01	663	
b _____					
c _____					
d _____					
e _____					
12 Subtotal. Add columns (b), (d), and (e). . .		0		803,191	0
13 Total. Add line 12, columns (b), (d), and (e).			13		803,191

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

[illegible]

Part XVII

- | | | |
|---|----|----|
| c Sharing of facilities, equipment, mailing lists, other assets, or paid employees. | 1c | No |
|---|----|----|

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

- 2d Is the foundation an entity or individual, animated (with) or related to, one or more tax-exempt organizations described in section 501(c) (other than section 501(c)(3)) or in section 5373? ☐ Yes ☒ No

- b** If "Yes," complete the following schedule

Sign _____ May the IRS discuss this

(see instr)? ☒ Yes ☐ No

Form **990-PF** (2018)

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment				
Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
ADVANTURE SCIENCE CENTER 800 FORT NEGLEY BLVD NASHVILLE, TN 37203	NONE	PC	UNRESTRICTED	10,318
ALBUQUERQUE MUSEUM FOUNDATION 207 GRIEGOS RD NE ALBUQUERQUE, NM 87107	NONE	PC	UNRESTRICTED	10,125
AMERICAN ALLIANCE OF MUSEUMS 2451 CRYSTAL DR STE 1005 ARLINGTON, VA 22202	NONE	PC	UNRESTRICTED	261,580
Total ▶ 3a				3,845,316

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment				
Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
ANCHORAGE MUSEUM ASSOCIATION 625 C ST ANCHORAGE, AK 99501	NONE	PC	UNRESTRICTED	12,500
CHARTER HOUSE211 2ND ST ROCHESTER, MN 55901	NONE	PC	UNRESTRICTED	12,500
CHILDREN'S THEATRE COMPANY 2400 3RD AVE S MINNEAPOLIS, MN 55404	NONE	PC	UNRESTRICTED	50,121
Total ▶ 3a				3,845,316

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment				
Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
COMMONBOND COMMUNITIES 1080 MONTREAL AVE SAINT PAUL, MN 55116	NONE	PC	UNRESTRICTED	12,500
COMMUNITY MUSIC CENTER 544 CAPP ST SAN FRANCISCO, CA 94110	NONE	PC	UNRESTRICTED	40,075
COWLES CENTER FOR DANCE & THE PERFORMING ARTS 528 HENNEPIN AVE STE 200 MINNEAPOLIS, MN 55403	NONE	PC	UNRESTRICTED	85,662
Total ▶ 3a				3,845,316

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment				
Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a Paid during the year				
CRAFT & FOLK ART MUSEUM 5814 WILSHIRE BLVD LOS ANGELES, CA 90036	NONE	PC	UNRESTRICTED	10,500
CREATIVE AGING INTERNATIONAL 4461 N LAKE DR MILWAUKEE, WI 53211	NONE	PC	UNRESTRICTED	5,000
EAGAN ART HOUSE 3981 LEXINGTON AVE S EAGAN, MN 55122	NONE	PC	UNRESTRICTED	6,250
Total ▶ 3a				3,845,316

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment				
Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
EAST SIDE ARTS COUNCIL 977 PAYNE AVE SAINT PAUL, MN 55130	NONE	PC	UNRESTRICTED	20,000
EPISCOPAL HOMES OF MINNESOTA 490 EAST LYNNHURST AVE ST PAUL, MN 55104	NONE	PC	UNRESTRICTED	6,250
ERIC CARLE MUSEUM OF PICTURE BOOK ART INC 125 WEST BAY RD AMHERST, MA 01002	NONE	PC	UNRESTRICTED	35,300
Total ▶ 3a				3,845,316

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment				
Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
FILM NORTH550 VANDALIA ST STE 120 SAINT PAUL, MN 55114	NONE	PC	UNRESTRICTED	58,750
FRANCISCAN SISTERS OF LITTLE FALLS 116 8TH AVE SE LITTLE FALLS, MN 56345	NONE	PC	UNRESTRICTED	6,250
GARFIELD PARK CONSERVATORY ALLIANCE 300 N CENTRAL PARK AVE CHICAGO, IL 60624	NONE	PC	UNRESTRICTED	12,500
Total ▶ 3a				3,845,316

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment				
Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
GRAFTON COUNTY SENIOR CITIZENS COUNCIL INC PO BOX 433 10 CAMPBELL ST LEBANON, NH 03766	NONE	PC	UNRESTRICTED	48,068
GREATER TWIN CITIES YOUTH SYMPHONIES 408 SAINT PETER ST STE 300 SAINT PAUL, MN 55102	NONE	PC	UNRESTRICTED	60,146
HEARD MUSEUM2301 N CENTRAL AVE PHOENIX, AZ 85004	NONE	PC	UNRESTRICTED	12,500
Total ▶ 3a				3,845,316

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment				
Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
HIGHPOINT CENTER FOR PRINTMAKING 912 WEST LAKE ST MINNEAPOLIS, MN 55408	NONE	PC	UNRESTRICTED	5,000
IN THE HEART OF THE BEAST 1500 EAST LAKE ST MINNEAPOLIS, MN 55407	NONE	PC	UNRESTRICTED	5,000
INTEGRACE FAIRHAVEN 7200 THIRD AVE SYKESVILLE, MD 21784	NONE	PC	UNRESTRICTED	21,100
Total ▶ 3a				3,845,316

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment				
Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
JOHN MICHAEL KOHLER ARTS CENTER 608 NEW YORK AVE SHEBOYGAN, WI 53081	NONE	PC	UNRESTRICTED	12,500
JOHNSON CITY PUBLIC LIBRARY 100 W MILLARD ST JOHNSON CITY, TN 37604	NONE	PC	UNRESTRICTED	48,117
JOHNSON MEMORIAL HEALTH SERVICES FOUNDATION 1282 WALNUT ST DAWSON, MN 56232	NONE	PC	UNRESTRICTED	6,250
Total ▶ 3a				3,845,316

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment				
Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
KESHET DANCE COMPANY 4121 CUTLER AVE NE ALBUQUERQUE, NM 87110	NONE	PC	UNRESTRICTED	40,500
LACMA5905 WILSHIRE BLVD LOS ANGELES, CA 90036	NONE	PC	UNRESTRICTED	45,565
LIFETIME ARTS271 NORTH AVE STE 901 NEW ROCHELLE, NY 10801	NONE	PC	UNRESTRICTED	541,009
Total ▶ 3a				3,845,316

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment				
Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
LOFT LITERARY CENTER SUITE 200 OPEN BOOK 1011 WASHINGTON AVE S MINNEAPOLIS, MN 55415	NONE	PC	UNRESTRICTED	5,000
LOUISIANA MUSEUM FOUNDATION 1000 BOURBON ST B429 NEW ORLEANS, LA 70116	NONE	PC	UNRESTRICTED	9,900
LUNDSTRUM CENTER FOR THE PERFORMING ARTS 1617 N 2ND ST MINNEAPOLIS, MN 55411	NONE	PC	UNRESTRICTED	35,000
Total ▶ 3a				3,845,316

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment				
Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
MACPHAIL CENTER FOR MUSIC 501 S 2ND ST MINNEAPOLIS, MN 55401	NONE	PC	UNRESTRICTED	276,671
MATEO LODGE420 CASSIA ST REDWOOD CITY, CA 94063	NONE	PC	UNRESTRICTED	101,576
MINNEAPOLIS INSTITUTE OF ARTS 2400 3RD AVE S MINNEAPOLIS, MN 55404	NONE	PC	UNRESTRICTED	57,009
Total ▶ 3a				3,845,316

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment				
Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
MINNESOTA CONSERVATORY OF THE ARTS 1164 W HOWARD ST WINONA, MN 55987	NONE	PC	UNRESTRICTED	6,250
MINNESOTA OPERA620 N FIRST ST MINNEAPOLIS, MN 55401	NONE	PC	UNRESTRICTED	40,925
MINNESOTA YOUTH SYMPHONIES 790 CLEVELAND AVE S 203 SAINT PAUL, MN 55116	NONE	PC	UNRESTRICTED	5,000
Total ▶ 3a				3,845,316

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment				
Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
MUSEO DE HISTORIA ANTROPOLOGIA Y ARTE 6 AVENIDA UNIVERSIDAD STE 601 SAN JUAN, PR 00925	NONE	PC	UNRESTRICTED	12,500
MUSEUM L-A35 CANAL ST STE A7 LEWISTON, ME 04240	NONE	PC	UNRESTRICTED	10,125
MUSEUM OF CONTEMPORARY ART TUCSON 265 S CHURCH AVE TUCSON, AZ 85701	NONE	PC	UNRESTRICTED	12,500
Total ▶ 3a				3,845,316

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment				
Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
NAPLES BOTANICAL GARDEN 4820 BAYSHORE DR NAPLES, FL 34112	NONE	PC	UNRESTRICTED	9,390
NATIONAL ASSEMBLY OF STATE ARTS AGENCIES 1200 18TH ST NW STE 1100 WASHINGTON, DC 20036	NONE	PC	UNRESTRICTED	15,000
NATIONAL GUILD FOR COMMUNITY ARTS EDUCATION 520 8TH AVE 302 NEW YORK, NY 10018	NONE	PC	UNRESTRICTED	140,633
Total ▶ 3a				3,845,316

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment				
Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
NATIONAL MUSEUM OF MEXICAN ART 1852 W 19TH ST CHICAGO, IL 60608	NONE	PC	UNRESTRICTED	12,293
NEON MUSEUM770 LAS VEGAS BLVD N LAS VEGAS, NV 89101	NONE	PC	UNRESTRICTED	12,500
NEWARK MUSEUM ASSOCIATION 49 WASHINGTON ST NEWARK, NJ 07102	NONE	PC	UNRESTRICTED	32,664
Total ▶ 3a				3,845,316

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment				
Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
OHIO HISTORY CONNECTION 800 E 17TH AVE COLUMBUS, OH 43221	NONE	PC	UNRESTRICTED	12,500
PARAMOUNT THEATRE AND VISUAL ARTS CENTER 913 WEST ST GERMAIN ST ST CLOUD, MN 56301	NONE	PC	UNRESTRICTED	48,000
PARK SQUARE THEATRE 20 W SEVENTH PL SAINT PAUL, MN 55102	NONE	PC	UNRESTRICTED	11,250
Total ► 3a				3,845,316

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment				
Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a Paid during the year				
PEOPLE INCORPORATED 2060 CENTRE POINT BLVD 3 SAINT PAUL, MN 55120	NONE	PC	UNRESTRICTED	70,892
PILLSBURY HOUSE THEATRE 3501 CHICAGO AVE S MINNEAPOLIS, MN 55407	NONE	PC	UNRESTRICTED	51,250
PROJECT SUCCESS ONE GROVELAND TER STE 300 MINNEAPOLIS, MN 55403	NONE	PC	UNRESTRICTED	427,320
Total ▶ 3a				3,845,316

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment				
Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
RUMRIVER ART CENTER 2665 4TH AVE 103 ANOKA, MN 55303	NONE	PC	UNRESTRICTED	8,750
RUTGERS CAMDEN CENTER FOR THE ARTS 314 LINDEN ST CAMDEN, NJ 08102	NONE	PC	UNRESTRICTED	12,375
SCHOOL ONE220 UNIVERSITY AVE PROVIDENCE, RI 02906	NONE	PC	UNRESTRICTED	20,295
Total ► 3a				3,845,316

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment				
Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
SILICON VALLEY CREATES 38 WEST SANTA CLARA ST SAN JOSE, CA 95113	NONE	PC	UNRESTRICTED	25,000
SILK ROAD RISING 150 N MICHIGAN AVE STE 1970 801 CHICAGO, IL 60601	NONE	PC	UNRESTRICTED	19,000
SMITHSONIAN INSTITUTION PO BOX 37012 MRC 035 WASHINGTON, DC 20013	NONE	PC	UNRESTRICTED	12,500
Total ▶ 3a				3,845,316

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment				
Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
SPACE ONE ELEVEN 2409 SECOND AVE N BIRMINGHAM, AL 35203	NONE	PC	UNRESTRICTED	30,371
SPEED ART MUSEUM2035 S 3RD ST LOUISVILLE, KY 40208	NONE	PC	UNRESTRICTED	12,500
STAGES THEATRE COMPANY 1111 MAIN ST HOPKINS, MN 55104	NONE	PC	UNRESTRICTED	5,000
Total ▶ 3a				3,845,316

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment				
Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a Paid during the year				
STEPPING STONE THEATRE FOR YOUTH DEVELOPMENT 55 VICTORIA ST N SAINT PAUL, MN 55104	NONE	PC	UNRESTRICTED	5,000
SYRACUSE YMCA340 MONTGOMERY ST SYRACUSE, NY 13202	NONE	PC	UNRESTRICTED	20,000
TALLER PUERTORRIQUENO INC 2600 N 5TH ST PHILADELPHIA, PA 19133	NONE	PC	UNRESTRICTED	35,000
Total ▶ 3a				3,845,316

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment				
Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
TASKS UNLIMITED2419 NICOLLET AVE MINNEAPOLIS, MN 55404	NONE	PC	UNRESTRICTED	104,170
TEACHERS & WRITERS COLLABORATIVE 540 PRESIDENT ST 3RD FLR BROOKLYN, NY 11215	NONE	PC	UNRESTRICTED	35,000
TEXTILE CENTER OF MINNESOTA 3000 UNIVERSITY AVE SE MINNEAPOLIS, MN 55414	NONE	PC	UNRESTRICTED	13,750
Total ▶ 3a				3,845,316

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment				
Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
THE OLANA PARTNERSHIPPO BOX 199 HUDSON, NY 12534	NONE	PC	UNRESTRICTED	12,500
THEATRE 55308 PRINCE ST STE 270 ST PAUL, MN 55101	NONE	PC	UNRESTRICTED	10,000
TOUCHSTONE MENTAL HEALTH 2312 SNELLING AVE MINNEAPOLIS, MN 55404	NONE	PC	UNRESTRICTED	52,400
Total ▶ 3a				3,845,316

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment				
Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
TU DANCEPO BOX 40405 SAINT PAUL, MN 55104	NONE	PC	UNRESTRICTED	41,250
TWIN CITIES PUBLIC TV 172 EAST 4TH ST SAINT PAUL, MN 55101	NONE	PC	UNRESTRICTED	246,709
UNION COUNTY HERITAGE MUSEUM 114 CLEVELAND ST NEW ALBANY, MS 38652	NONE	PC	UNRESTRICTED	12,370
Total ▶ 3a				3,845,316

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment				
Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
UNITED METHODIST RETIREMENT COMMUNITIES FOUNDATION 805 W MIDDLE ST 4 CHELSEA, MI 48118	NONE	PC	UNRESTRICTED	50,000
VOCALLESSENCE1900 NICOLLET AVE MINNEAPOLIS, MN 55403	NONE	PC	UNRESTRICTED	80,533
WALKER ART CENTER INC 725 VINELAND PL MINNAPOLIS, MN 55403	NONE	PC	UNRESTRICTED	29,500
Total ▶ 3a				3,845,316

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment				
Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
WALKER METHODIST FOUNDATION 3737 BRYANT AVE SOUTH MINNAPOLIS, MN 55409	NONE	SO I	UNRESTRICTED	8,750
YMCA OF ROCK RIVER VALLEY 220 E STATE ST STE 400 ROCKFORD, IL 61104	NONE	PC	UNRESTRICTED	14,509
YOUTH PERFORMANCE COMPANY 3338 UNIVERSITY AVE SE MINNEAPOLIS, MN 55414	NONE	PC	UNRESTRICTED	5,000
Total ► 3a				3,845,316

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment				
Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
ZENON DANCE COMPANY & SCHOOL 528 HENNEPIN AVE 400 MINNEAPOLIS, MN 55403	NONE	PC	UNRESTRICTED	5,000
Total ▶ 3a				3,845,316

TY 2018 Accounting Fees Schedule**Name:** AROHA PHILANTHROPIES

C/O FAMILY PHILANTHROPY ADVISORS

EIN: 94-3131676

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
ACCOUNTING	16,500	8,250		8,250

TY 2018 Investments - Other Schedule**Name:** AROHA PHILANTHROPIES

C/O FAMILY PHILANTHROPY ADVISORS

EIN: 94-3131676**Investments Other Schedule 2**

Category/ Item	Listed at Cost or FMV	Book Value	End of Year Fair Market Value
00717 SHS GOLDMAN SACHS	AT COST	38,001	119,775
33874 SHS PROCTER & GAMBLE	AT COST	3,162,790	3,113,698
11067 SHS AMPHENOL CORP	AT COST	777,235	896,648
00422 SHS JAZZ PHARMACEUTICALS	AT COST	80,168	54,790

TY 2018 Legal Fees Schedule

Name: AROHA PHILANTHROPIES
C/O FAMILY PHILANTHROPY ADVISORS

EIN: 94-3131676

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
LEGAL AND PROFESSIONAL	10,515	0		10,515

TY 2018 Other Expenses Schedule**Name:** AROHA PHILANTHROPIES

C/O FAMILY PHILANTHROPY ADVISORS

EIN: 94-3131676**Other Expenses Schedule**

Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
DATA STORAGE	4,861	0		4,861
INSURANCE	1,279	0		1,279
BROKERAGE FEES	0	0		0
COMMUNICATION FEES	36,963	0		36,963
SEEDING VITALITY ARTS INITIATIVE	207,642	0		207,642
MEMBERSHIP FEES	1,250	0		1,250
OFFICE SUPPLIES	668	0		668
BANK FEES	125	125		0
CALIFORNIA REGISTRY OF CHARITABLE TRUSTS	150	0		0

TY 2018 Other Income Schedule

Name: AROHA PHILANTHROPIES

C/O FAMILY PHILANTHROPY ADVISORS

EIN: 94-3131676

Other Income Schedule

Description	Revenue And Expenses Per Books	Net Investment Income	Adjusted Net Income
OTHER INCOME	663		663

TY 2018 Other Liabilities Schedule**Name:** AROHA PHILANTHROPIES

C/O FAMILY PHILANTHROPY ADVISORS

EIN: 94-3131676

Description	Beginning of Year - Book Value	End of Year - Book Value
WELLS FARGO - VISA EAM	0	30,000

TY 2018 Other Professional Fees Schedule

Name: AROHA PHILANTHROPIES
C/O FAMILY PHILANTHROPY ADVISORS

EIN: 94-3131676

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
ADMINISTRATION	442,500	88,500		354,000

TY 2018 Taxes Schedule

Name: AROHA PHILANTHROPIES
C/O FAMILY PHILANTHROPY ADVISORS

EIN: 94-3131676

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
CALIFORNIA FRANCHISE TAX BOARD	10	0		0

Schedule B (Form 990, 990-EZ, or 990-PF) Department of the Treasury Internal Revenue Service	Schedule of Contributors ▶ Attach to Form 990, 990-EZ, or 990-PF ▶ Go to <u>www.irs.gov/Form990</u> for the latest information	OMB No 1545-0047
		2018
Name of the organization AROKA PHILANTHROPIES C/O FAMILY PHILANTHROPY ADVISORS		Employer identification number 94-3131676

Organization type (check one)

Filers of:	Section:
Form 990 or 990-EZ	☐ 501(c)() (enter number) organization
	☐ 4947(a)(1) nonexempt charitable trust not treated as a private foundation
	☐ 527 political organization
Form 990-PF	☒ 501(c)(3) exempt private foundation
	☐ 4947(a)(1) nonexempt charitable trust treated as a private foundation
	☐ 501(c)(3) taxable private foundation

Check if your organization is covered by the **General Rule** or a **Special Rule**.
Note. Only a section 501(c)(7), (8), or (10) organization can check boxes for both the General Rule and a Special Rule. See instructions

General Rule

- ☒ For an organization filing Form 990, 990-EZ, or 990-PF that received, during the year, contributions totaling \$5,000 or more (in money or other property) from any one contributor. Complete Parts I and II. See instructions for determining a contributor's total contributions.

Special Rules

- ☐ For an organization described in section 501(c)(3) filing Form 990 or 990-EZ that met the 33¹/₃% support test of the regulations under sections 509(a)(1) and 170(b)(1)(A)(vi), that checked Schedule A (Form 990 or 990-EZ), Part II, line 13, 16a, or 16b, and that received from any one contributor, during the year, total contributions of the greater of (1) \$5,000 or (2) 2% of the amount on (i) Form 990, Part VIII, line 1h, or (ii) Form 990-EZ, line 1. Complete Parts I and II.
- ☐ For an organization described in section 501(c)(7), (8), or (10) filing Form 990 or 990-EZ that received from any one contributor, during the year, total contributions of more than \$1,000 *exclusively* for religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals. Complete Parts I, II, and III.
- ☐ For an organization described in section 501(c)(7), (8), or (10) filing Form 990 or 990-EZ that received from any one contributor, during the year, contributions *exclusively* for religious, charitable, etc., purposes, but no such contributions totaled more than \$1,000. If this box is checked, enter here the total contributions that were received during the year for an *exclusively* religious, charitable, etc., purpose. Don't complete any of the parts unless the **General Rule** applies to this organization because it received *nonexclusively* religious, charitable, etc., contributions totaling \$5,000 or more during the year. . . . ▶ \$ _____

Caution. An organization that isn't covered by the General Rule and/or the Special Rules doesn't file Schedule B (Form 990, 990-EZ, or 990-PF), but it **must** answer "No" on Part IV, line 2, of its Form 990, or check the box on line H of its Form 990-EZ or on its Form 990PF, Part I, line 2, to certify that it doesn't meet the filing requirements of Schedule B (Form 990, 990-EZ, or 990-PF).

Name of organization AROHA PHILANTHROPIES C/O FAMILY PHILANTHROPY ADVISORS	Employer identification number 94-3131676
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Part I Contributors (See instructions) Use duplicate copies of Part I if additional space is needed			
(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
1	ELLEN A MICHELSON 100 3RD AVENUE SOUTH 3802 MINNEAPOLIS, MN 55401	\$ 3,318,553	Person ☒ Payroll ☐ Noncash ☒ (Complete Part II for noncash contributions)
(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
-		\$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions)
(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
-		\$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions)
(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
-		\$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions)
(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
-		\$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions)
(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
-		\$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions)
(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
-		\$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions)

Name of organization AROHA PHILANTHROPIES C/O FAMILY PHILANTHROPY ADVISORS	Employer identification number 94-3131676
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Part II Noncash Property			
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (See instructions)	(d) Date received
1	10,500 SHARES OF PROCTER & GAMBLE	\$ 1,005 848	2018-12-13
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (See instructions)	(d) Date received
1	3,000 SHARES OF PROCTER & GAMBLE	\$ 287 385	2018-12-13
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (See instructions)	(d) Date received
1	22,000 SHARES OF PROCTER & GAMBLE	\$ 2,025 320	2018-12-28
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (See instructions)	(d) Date received
		\$	
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (See instructions)	(d) Date received
		\$	
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (See instructions)	(d) Date received
		\$	

Name of organization AROH PHILANTHROPIES C/O FAMILY PHILANTHROPY ADVISORS	Employer identification number 94-3131676
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Part III	Exclusively religious, charitable, etc., contributions to organizations described in section 501(c)(7), (8), or (10) that total more than \$1,000 for the year from any one contributor. Complete columns (a) through (e) and the following line entry. For organizations completing Part III, enter the total of exclusively religious, charitable, etc., contributions of \$1,000 or less for the year. (Enter this information once. See instructions.) ► \$ _____ Use duplicate copies of Part III if additional space is needed
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(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
	(e) Transfer of gift		
	Transferee's name, address, and ZIP 4		Relationship of transferor to transferee
(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
	(e) Transfer of gift		
	Transferee's name, address, and ZIP 4		Relationship of transferor to transferee
(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
	(e) Transfer of gift		
	Transferee's name, address, and ZIP 4		Relationship of transferor to transferee
(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
	(e) Transfer of gift		
	Transferee's name, address, and ZIP 4		Relationship of transferor to transferee