

Form **990**
Department of the Treasury
Internal Revenue Service

Return of Organization Exempt From Income Tax

Under section 501(c), 527, or 4947(a)(1) of the Internal Revenue Code (except private foundations)

Do not enter social security numbers on this form as it may be made public

Go to www.irs.gov/Form990 for instructions and the latest information.

OMB No 1545-0047
2018
Open to Public Inspection

A For the 2019 calendar year, or tax year beginning 01-01-2018, and ending 12-31-2018

- B** Check if applicable
- Address change
 - Name change
 - Initial return
 - Final return/terminated
 - Amended return
 - Application pending

C Name of organization
AEON

Doing business as

Number and street (or P O box if mail is not delivered to street address) Room/suite
901 NORTH THIRD STREET NO 150

City or town, state or province, country, and ZIP or foreign postal code
MINNEAPOLIS, MN 55401

F Name and address of principal officer
ALAN ARTHUR
901 NORTH THIRD STREET NO 150
MINNEAPOLIS, MN 55401

D Employer identification number
41-1558711

E Telephone number
(612) 341-3148

G Gross receipts \$ 18,554,442

H(a) Is this a group return for subordinates? Yes No

H(b) Are all subordinates included? Yes No
If "No," attach a list (see instructions)

H(c) Group exemption number ▶

- I** Tax-exempt status 501(c)(3) 501(c) () ◀ (insert no) 4947(a)(1) or 527
- J** Website: ▶ WWW AEON ORG
- K** Form of organization Corporation Trust Association Other ▶

L Year of formation 1986

M State of legal domicile MN

Part I Summary

1 Briefly describe the organization's mission or most significant activities TO CREATE AND SUSTAIN QUALITY AFFORDABLE HOMES THAT STRENGTHEN LIVES AND COMMUNITIES AEON ACQUIRES, IMPROVES AND PRESERVES DECENT, SAFE AND AFFORDABLE HOUSING FOR VERY LOW, LOW AND MODERATE INCOME PERSONS, REMAINING RESPONSIBLE AND RESPONSIVE TO THE COMMUNITY, NEIGHBORHOODS AND RESIDENTS IT SERVES

2 Check this box if the organization discontinued its operations or disposed of more than 25% of its net assets

3 Number of voting members of the governing body (Part VI, line 1a)	3	17
4 Number of independent voting members of the governing body (Part VI, line 1b)	4	17
5 Total number of individuals employed in calendar year 2018 (Part V, line 2a)	5	230
6 Total number of volunteers (estimate if necessary)	6	508
7a Total unrelated business revenue from Part VIII, column (C), line 12	7a	31,433
7b Net unrelated business taxable income from Form 990-T, line 34	7b	5,063

	Prior Year	Current Year
8 Contributions and grants (Part VIII, line 1h)	3,492,087	6,826,783
9 Program service revenue (Part VIII, line 2g)	11,876,278	11,727,659
10 Investment income (Part VIII, column (A), lines 3, 4, and 7d)	0	0
11 Other revenue (Part VIII, column (A), lines 5, 6d, 8c, 9c, 10c, and 11e)	-60,220	-87,576
12 Total revenue—add lines 8 through 11 (must equal Part VIII, column (A), line 12)	15,308,145	18,466,866
13 Grants and similar amounts paid (Part IX, column (A), lines 1-3)	0	0
14 Benefits paid to or for members (Part IX, column (A), line 4)	0	0
15 Salaries, other compensation, employee benefits (Part IX, column (A), lines 5-10)	5,143,793	6,021,092
16a Professional fundraising fees (Part IX, column (A), line 11e)	28,222	42,512
b Total fundraising expenses (Part IX, column (D), line 25) ▶879,965		
17 Other expenses (Part IX, column (A), lines 11a-11d, 11f-24e)	10,261,587	14,152,012
18 Total expenses Add lines 13-17 (must equal Part IX, column (A), line 25)	15,433,602	20,215,616
19 Revenue less expenses Subtract line 18 from line 12	-125,457	-1,748,750
	Beginning of Current Year	End of Year
20 Total assets (Part X, line 16)	60,512,507	62,053,411
21 Total liabilities (Part X, line 26)	49,681,008	50,306,490
22 Net assets or fund balances Subtract line 21 from line 20	10,831,499	11,746,921

Part II Signature Block

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 officer) is based on all information of which preparer has any knowledge

Sign Here

Signature of officer: *****
Date: 2019-09-12

ALAN ARTHUR PRESIDENT
Type or print name and title

Paid Preparer Use Only

Print/Type preparer's name: MAHONEYULBRICHCHRISTIANSEN & RUSS PA
Preparer's signature: [Signature]
Date: 2019-09-12
Check if self-employed
PTIN: P01919631
Firm's EIN: 41-1647057
Firm's address: 10 RIVER PARK PLAZA SUITE 800
Phone no: (651) 227-6695
SAINT PAUL, MN 55107

Part III Statement of Program Service Accomplishments

Check if Schedule O contains a response or note to any line in this Part III

1 Briefly describe the organization's mission

CREATE AND SUSTAIN QUALITY AFFORDABLE HOMES THAT STRENGTHEN LIVES AND COMMUNITIES

2 Did the organization undertake any significant program services during the year which were not listed on the prior Form 990 or 990-EZ? Yes No

If "Yes," describe these new services on Schedule O

3 Did the organization cease conducting, or make significant changes in how it conducts, any program services? Yes No

If "Yes," describe these changes on Schedule O

4 Describe the organization's program service accomplishments for each of its three largest program services, as measured by expenses. Section 501(c)(3) and 501(c)(4) organizations are required to report the amount of grants and allocations to others, the total expenses, and revenue, if any, for each program service reported

4a (Code) (Expenses \$ 7,962,776 including grants of \$) (Revenue \$ 7,425,157)

See Additional Data

4b (Code) (Expenses \$ 5,945,301 including grants of \$) (Revenue \$ 1,452,208)

See Additional Data

4c (Code) (Expenses \$ 2,714,459 including grants of \$) (Revenue \$ 2,483,929)

See Additional Data

(Code) (Expenses \$ 1,376,746 including grants of \$) (Revenue \$ 334,932)

HOUSING SERVICES HOUSING SERVICES INCLUDES ASSET MANAGEMENT, PROVIDING STEWARDSHIP OF AEON'S PORTFOLIO OF PROPERTIES, SUPPORTIVE HOUSING EFFORTS, PROVIDING SERVICES AND HOUSING FOR PEOPLE WHO HAVE EXPERIENCED HOMELESSNESS AND HELPING COUNTLESS RESIDENTS REBUILD THEIR LIVES, AND RESIDENT CONNECTIONS, WHICH SUPPORTS SUCCESSFUL RESIDENCIES AND HELPS BUILD THRIVING COMMUNITIES

4d Other program services (Describe in Schedule O)
(Expenses \$ 1,376,746 including grants of \$) (Revenue \$ 334,932)

4e Total program service expenses 17,999,282

Part IV Checklist of Required Schedules

Table with 3 columns: Question ID, Question Text, Yes, No. Rows include questions 1 through 22 regarding organizational requirements, such as political campaign activities, lobbying, and financial reporting.

Part IV Checklist of Required Schedules (continued)

Table with 3 columns: Question ID, Question Text, and Yes/No columns. Rows include questions 23 through 38 regarding compensation, tax-exempt bond issues, 501(c)(3) organizations, and other IRS requirements.

Part V Statements Regarding Other IRS Filings and Tax Compliance

Check if Schedule O contains a response or note to any line in this Part V []

Table with 3 columns: Question ID, Question Text, and Yes/No columns. Rows include questions 1a, 1b, and 1c regarding Form 1096, Forms W-2G, and backup withholding rules.

2a Enter the number of employees reported on Form W-3, Transmittal of Wage and Tax Statements, filed for the calendar year ending with or within the year covered by this return	2a	230			
b If at least one is reported on line 2a, did the organization file all required federal employment tax returns? Note. If the sum of lines 1a and 2a is greater than 250, you may be required to e-file (see instructions)	2b		Yes		
3a Did the organization have unrelated business gross income of \$1,000 or more during the year?	3a		Yes		
b If "Yes," has it filed a Form 990-T for this year? <i>If "No" to line 3b, provide an explanation in Schedule O</i>	3b		Yes		
4a At any time during the calendar year, did the organization have an interest in, or a signature or other authority over, a financial account in a foreign country (such as a bank account, securities account, or other financial account)?	4a			No	
b If "Yes," enter the name of the foreign country ▶ _____ See instructions for filing requirements for FinCEN Form 114, Report of Foreign Bank and Financial Accounts (FBAR)					
5a Was the organization a party to a prohibited tax shelter transaction at any time during the tax year?	5a			No	
b Did any taxable party notify the organization that it was or is a party to a prohibited tax shelter transaction?	5b			No	
c If "Yes," to line 5a or 5b, did the organization file Form 8886-T?	5c				
6a Does the organization have annual gross receipts that are normally greater than \$100,000, and did the organization solicit any contributions that were not tax deductible as charitable contributions?	6a			No	
b If "Yes," did the organization include with every solicitation an express statement that such contributions or gifts were not tax deductible?	6b				
7 Organizations that may receive deductible contributions under section 170(c).					
a Did the organization receive a payment in excess of \$75 made partly as a contribution and partly for goods and services provided to the payor?	7a			No	
b If "Yes," did the organization notify the donor of the value of the goods or services provided?	7b				
c Did the organization sell, exchange, or otherwise dispose of tangible personal property for which it was required to file Form 8282?	7c			No	
d If "Yes," indicate the number of Forms 8282 filed during the year	7d				
e Did the organization receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?	7e			No	
f Did the organization, during the year, pay premiums, directly or indirectly, on a personal benefit contract?	7f			No	
g If the organization received a contribution of qualified intellectual property, did the organization file Form 8899 as required?	7g				
h If the organization received a contribution of cars, boats, airplanes, or other vehicles, did the organization file a Form 1098-C?	7h				
8 Sponsoring organizations maintaining donor advised funds.					
Did a donor advised fund maintained by the sponsoring organization have excess business holdings at any time during the year?	8				
9a Did the sponsoring organization make any taxable distributions under section 4966?	9a				
b Did the sponsoring organization make a distribution to a donor, donor advisor, or related person?	9b				
10 Section 501(c)(7) organizations. Enter					
a Initiation fees and capital contributions included on Part VIII, line 12	10a				
b Gross receipts, included on Form 990, Part VIII, line 12, for public use of club facilities	10b				
11 Section 501(c)(12) organizations. Enter					
a Gross income from members or shareholders	11a				
b Gross income from other sources (Do not net amounts due or paid to other sources against amounts due or received from them)	11b				
12a Section 4947(a)(1) non-exempt charitable trusts. Is the organization filing Form 990 in lieu of Form 1041?					
b If "Yes," enter the amount of tax-exempt interest received or accrued during the year	12b				
13 Section 501(c)(29) qualified nonprofit health insurance issuers.					
a Is the organization licensed to issue qualified health plans in more than one state? Note. See the instructions for additional information the organization must report on Schedule O	13a				
b Enter the amount of reserves the organization is required to maintain by the states in which the organization is licensed to issue qualified health plans	13b				
c Enter the amount of reserves on hand	13c				
14a Did the organization receive any payments for indoor tanning services during the tax year?	14a			No	
b If "Yes," has it filed a Form 720 to report these payments? <i>If "No," provide an explanation in Schedule O</i>	14b				
15 Is the organization subject to the section 4960 tax on payment(s) of more than \$1,000,000 in remuneration or excess parachute payment(s) during the year? If "Yes," see instructions and file Form 4720, Schedule N	15			No	
16 Is the organization an educational institution subject to the section 4968 excise tax on net investment income? If "Yes," complete Form 4720, Schedule O	16			No	

Part VI Governance, Management, and Disclosure For each "Yes" response to lines 2 through 7b below, and for a "No" response to lines 8a, 8b, or 10b below, describe the circumstances, processes, or changes in Schedule O See instructions Check if Schedule O contains a response or note to any line in this Part VI



Section A. Governing Body and Management

Table with 3 columns: Question, Yes, No. Rows include: 1a Enter the number of voting members of the governing body at the end of the tax year; 1b Enter the number of voting members included in line 1a, above, who are independent; 2 Did any officer, director, trustee, or key employee have a family relationship or a business relationship with any other officer, director, trustee, or key employee?; 3 Did the organization delegate control over management duties customarily performed by or under the direct supervision of officers, directors or trustees, or key employees to a management company or other person?; 4 Did the organization make any significant changes to its governing documents since the prior Form 990 was filed?; 5 Did the organization become aware during the year of a significant diversion of the organization's assets?; 6 Did the organization have members or stockholders?; 7a Did the organization have members, stockholders, or other persons who had the power to elect or appoint one or more members of the governing body?; 7b Are any governance decisions of the organization reserved to (or subject to approval by) members, stockholders, or persons other than the governing body?; 8 Did the organization contemporaneously document the meetings held or written actions undertaken during the year by the following; 8a The governing body?; 8b Each committee with authority to act on behalf of the governing body?; 9 Is there any officer, director, trustee, or key employee listed in Part VII, Section A, who cannot be reached at the organization's mailing address? If "Yes," provide the names and addresses in Schedule O.

Section B. Policies (This Section B requests information about policies not required by the Internal Revenue Code.)

Table with 3 columns: Question, Yes, No. Rows include: 10a Did the organization have local chapters, branches, or affiliates?; 10b If "Yes," did the organization have written policies and procedures governing the activities of such chapters, affiliates, and branches to ensure their operations are consistent with the organization's exempt purposes?; 11a Has the organization provided a complete copy of this Form 990 to all members of its governing body before filing the form?; 11b Describe in Schedule O the process, if any, used by the organization to review this Form 990; 12a Did the organization have a written conflict of interest policy? If "No," go to line 13; 12b Were officers, directors, or trustees, and key employees required to disclose annually interests that could give rise to conflicts?; 12c Did the organization regularly and consistently monitor and enforce compliance with the policy? If "Yes," describe in Schedule O how this was done; 13 Did the organization have a written whistleblower policy?; 14 Did the organization have a written document retention and destruction policy?; 15 Did the process for determining compensation of the following persons include a review and approval by independent persons, comparability data, and contemporaneous substantiation of the deliberation and decision?; 15a The organization's CEO, Executive Director, or top management official; 15b Other officers or key employees of the organization; 16a Did the organization invest in, contribute assets to, or participate in a joint venture or similar arrangement with a taxable entity during the year?; 16b If "Yes," did the organization follow a written policy or procedure requiring the organization to evaluate its participation in joint venture arrangements under applicable federal tax law, and take steps to safeguard the organization's exempt status with respect to such arrangements?

Section C. Disclosure

Table with 2 columns: Question, Answer. Rows include: 17 List the States with which a copy of this Form 990 is required to be filed; 18 Section 6104 requires an organization to make its Form 1023 (or 1024-A if applicable), 990, and 990-T (501(c)(3)s only) available for public inspection. Indicate how you made these available. Check all that apply; 19 Describe in Schedule O whether (and if so, how) the organization made its governing documents, conflict of interest policy, and financial statements available to the public during the tax year; 20 State the name, address, and telephone number of the person who possesses the organization's books and records.

Part VII Compensation of Officers, Directors, Trustees, Key Employees, Highest Compensated Employees, and Independent Contractors

Check if Schedule O contains a response or note to any line in this Part VII

Section A. Officers, Directors, Trustees, Key Employees, and Highest Compensated Employees

1a Complete this table for all persons required to be listed Report compensation for the calendar year ending with or within the organization's tax year

- List all of the organization's **current** officers, directors, trustees (whether individuals or organizations), regardless of amount of compensation Enter -0- in columns (D), (E), and (F) if no compensation was paid
- List all of the organization's **current** key employees, if any See instructions for definition of "key employee "
- List the organization's five **current** highest compensated employees (other than an officer, director, trustee or key employee) who received reportable compensation (Box 5 of Form W-2 and/or Box 7 of Form 1099-MISC) of more than \$100,000 from the organization and any related organizations
- List all of the organization's **former** officers, key employees, or highest compensated employees who received more than \$100,000 of reportable compensation from the organization and any related organizations
- List all of the organization's **former directors or trustees** that received, in the capacity as a former director or trustee of the organization, more than \$10,000 of reportable compensation from the organization and any related organizations

List persons in the following order individual trustees or directors, institutional trustees, officers, key employees, highest compensated employees, and former such persons

Check this box if neither the organization nor any related organization compensated any current officer, director, or trustee

(A) Name and Title	(B) Average hours per week (list any hours for related organizations below dotted line)	(C) Position (do not check more than one box, unless person is both an officer and a director/trustee)						(D) Reportable compensation from the organization (W- 2/1099-MISC)	(E) Reportable compensation from related organizations (W- 2/1099-MISC)	(F) Estimated amount of other compensation from the organization and related organizations
		Individual trustee or director	Institutional Trustee	Officer	Key employee	Highest compensated employee	Former			
(1) TOM HOFFMAN DIRECTOR	1 00	X						0	0	0
(2) TANESSA GREENE DIRECTOR	1 00	X						0	0	0
(3) JACKIE FOSTER DIRECTOR	1 00	X						0	0	0
(4) MELISSA DOWNEY DIRECTOR	1 00	X						0	0	0
(5) BILLY BROWNLEE DIRECTOR	1 00	X						0	0	0
(6) SUADO ABDI DIRECTOR	1 00	X						0	0	0
(7) KHADIJA ALI DIRECTOR	1 00	X						0	0	0
(8) JEFF MATTHEWS DIRECTOR	1 00	X						0	0	0
(9) SCOTT ANDERSON VICE CHAIR AND SECRETARY	1 00	X		X				0	0	0
(10) MARTHA SWANSON DIRECTOR	1 00	X						0	0	0
(11) KIRSTEN SPRECK DIRECTOR	1 00	X						0	0	0
(12) TAMI DIEHM DIRECTOR	1 00	X						0	0	0
(13) LYNETTE DUMALAG CHAIR	1 00	X		X				0	0	0
(14) MARTHA NEVANEN DIRECTOR	1 00	X						0	0	0
(15) ROBERT TIMPERLEY DIRECTOR	1 00	X						0	0	0
(16) SHARON MARTIN DIRECTOR	1 00	X						0	0	0
(17) ALICIA SOJOURNER DIRECTOR	1 00	X						0	0	0

Part VII Section A. Officers, Directors, Trustees, Key Employees, and Highest Compensated Employees (continued)

(A) Name and Title	(B) Average hours per week (list any hours for related organizations below dotted line)	(C) Position (do not check more than one box, unless person is both an officer and a director/trustee)						(D) Reportable compensation from the organization (W-2/1099-MISC)	(E) Reportable compensation from related organizations (W-2/1099-MISC)	(F) Estimated amount of other compensation from the organization and related organizations
		Individual trustee or director	Institutional Trustee	Officer	Key employee	Highest compensated employee	Former			
(18) CAROLINE HORTON TREASURER & CHIEF FINANCIA	50 00			X				153,649	0	18,129
(19) ALAN J ARTHUR PRESIDENT & CEO	50 00			X				197,692	0	18,902
(20) BARBARA HALVERSON VICE PRESIDENT OF PROPERTY OPERATIONS	50 00				X			157,014	0	18,791
(21) BLAKE HOPKINS VICE PRESIDENT OF HOUSING	50 00					X		135,481	0	25,916
(22) DEBRA BEHRENS CHIEF ADVANCEMENT OFFICER	50 00					X		138,163	0	22,032
(23) SCOTT REDD INTERIM CHIEF OPERATING OFFICER	50 00					X		143,914	0	15,461
(24) ROBERT NOVAK CONTROLLER	50 00					X		132,235	0	14,117
(25) ANGELA EMMRICH DIRECTOR OF HR AND ADMINISTRATION	50 00					X		104,989	0	25,093
1b Sub-Total										
c Total from continuation sheets to Part VII, Section A										
d Total (add lines 1b and 1c)								1,163,137	0	158,441

2 Total number of individuals (including but not limited to those listed above) who received more than \$100,000 of reportable compensation from the organization **8**

	Yes	No
3 Did the organization list any former officer, director or trustee, key employee, or highest compensated employee on line 1a? <i>If "Yes," complete Schedule J for such individual</i>		No
4 For any individual listed on line 1a, is the sum of reportable compensation and other compensation from the organization and related organizations greater than \$150,000? <i>If "Yes," complete Schedule J for such individual</i>	Yes	
5 Did any person listed on line 1a receive or accrue compensation from any unrelated organization or individual for services rendered to the organization? <i>If "Yes," complete Schedule J for such person</i>		No

Section B. Independent Contractors

1 Complete this table for your five highest compensated independent contractors that received more than \$100,000 of compensation from the organization Report compensation for the calendar year ending with or within the organization's tax year

(A) Name and business address	(B) Description of services	(C) Compensation

2 Total number of independent contractors (including but not limited to those listed above) who received more than \$100,000 of compensation from the organization **0**

Part VIII Statement of Revenue

Check if Schedule O contains a response or note to any line in this Part VIII

		(A) Total revenue	(B) Related or exempt function revenue	(C) Unrelated business revenue	(D) Revenue excluded from tax under sections 512 - 514
Contributions, Gifts, Grants and Other Similar Amounts	1a Federated campaigns	1a			
	b Membership dues	1b			
	c Fundraising events	1c	297,005		
	d Related organizations	1d			
	e Government grants (contributions)	1e	1,849,088		
	f All other contributions, gifts, grants, and similar amounts not included above	1f	4,680,690		
	g Noncash contributions included in lines 1a - 1f \$		3,842,190		
	h Total. Add lines 1a-1f		6,826,783		

Program Service Revenue			Business Code				
	2a RENTAL OPERATIONS		531110	6,800,681	6,800,681		
b MANAGEMENT FEES		531310	2,515,362	2,483,929	31,433		
c DEVELOPER FEES AND ACQUISITION FE		531390	1,452,208	1,452,208			
d REDUCTION IN ALLOWANCE ON ADVANCE		531390	481,305	481,305			
e OTHER		531390	334,932	334,932			
f All other program service revenue			143,171	143,171			
g Total. Add lines 2a-2f			11,727,659				

Other Revenue	3 Investment income (including dividends, interest, and other similar amounts)					
	4 Income from investment of tax-exempt bond proceeds					
	5 Royalties					
	6a Gross rents	(i) Real	(ii) Personal			
		b Less rental expenses				
		c Rental income or (loss)				
		d Net rental income or (loss)				
	7a Gross amount from sales of assets other than inventory	(i) Securities	(ii) Other			
		b Less cost or other basis and sales expenses				
		c Gain or (loss)				
		d Net gain or (loss)				
	8a Gross income from fundraising events (not including \$ 297,005 of contributions reported on line 1c) See Part IV, line 18	a	0			
		b Less direct expenses	87,576			
		c Net income or (loss) from fundraising events		-87,576		-87,576
	9a Gross income from gaming activities See Part IV, line 19	a				
b Less direct expenses						
c Net income or (loss) from gaming activities						
10a Gross sales of inventory, less returns and allowances	a					
	b Less cost of goods sold					
	c Net income or (loss) from sales of inventory					
11a Miscellaneous Revenue	Business Code					
	b					
	c					
	d All other revenue					
	e Total. Add lines 11a-11d					
12 Total revenue. See Instructions			18,466,866	11,696,226	31,433	-87,576

Part IX Statement of Functional Expenses

Section 501(c)(3) and 501(c)(4) organizations must complete all columns. All other organizations must complete column (A)

Check if Schedule O contains a response or note to any line in this Part IX

Do not include amounts reported on lines 6b, 7b, 8b, 9b, and 10b of Part VIII.	(A) Total expenses	(B) Program service expenses	(C) Management and general expenses	(D) Fundraising expenses
1 Grants and other assistance to domestic organizations and domestic governments. See Part IV, line 21.				
2 Grants and other assistance to domestic individuals. See Part IV, line 22.				
3 Grants and other assistance to foreign organizations, foreign governments, and foreign individuals. See Part IV, line 15 and 16.				
4 Benefits paid to or for members.				
5 Compensation of current officers, directors, trustees, and key employees	1,321,578	678,275	472,278	171,025
6 Compensation not included above, to disqualified persons (as defined under section 4958(f)(1)) and persons described in section 4958(c)(3)(B)				
7 Other salaries and wages	3,679,299	3,166,451	201,252	311,596
8 Pension plan accruals and contributions (include section 401 (k) and 403(b) employer contributions)	151,041	141,503	1,370	8,168
9 Other employee benefits	547,873	410,576	72,217	65,080
10 Payroll taxes	321,301	233,529	52,315	35,457
11 Fees for services (non-employees)				
a Management	237,301	237,301		
b Legal	146,424	40,872	105,552	
c Accounting	105,650	50,050	55,600	
d Lobbying				
e Professional fundraising services. See Part IV, line 17.	42,512			42,512
f Investment management fees				
g Other (If line 11g amount exceeds 10% of line 25, column (A) amount, list line 11g expenses on Schedule O)	846,869	670,627	77,719	98,523
12 Advertising and promotion				
13 Office expenses				
14 Information technology				
15 Royalties				
16 Occupancy	702,931	512,792	76,155	113,984
17 Travel				
18 Payments of travel or entertainment expenses for any federal, state, or local public officials				
19 Conferences, conventions, and meetings				
20 Interest	1,063,153	1,059,098	1,612	2,443
21 Payments to affiliates				
22 Depreciation, depletion, and amortization	1,738,852	1,705,818	13,133	19,901
23 Insurance	320,384	265,494	54,890	
24 Other expenses. Itemize expenses not covered above (List miscellaneous expenses in line 24e. If line 24e amount exceeds 10% of line 25, column (A) amount, list line 24e expenses on Schedule O.)				
a PROJECT EXPENSES	5,043,547	5,043,547		
b RENTAL OPERATIONS & UTI	2,286,045	2,286,045		
c RENTAL PROPERTY TAXES	580,944	580,944		
d PROPERTY MANAGEMENT AND	483,666	483,666		
e All other expenses	596,246	432,694	152,276	11,276
25 Total functional expenses. Add lines 1 through 24e	20,215,616	17,999,282	1,336,369	879,965
26 Joint costs. Complete this line only if the organization reported in column (B) joint costs from a combined educational campaign and fundraising solicitation. Check here <input type="checkbox"/> if following SOP 98-2 (ASC 958-720)				

Part X Balance Sheet

Check if Schedule O contains a response or note to any line in this Part IX

		(A) Beginning of year		(B) End of year
Assets	1 Cash—non-interest-bearing	3,923,428	1	4,921,234
	2 Savings and temporary cash investments	4,526,341	2	5,232,629
	3 Pledges and grants receivable, net	922,753	3	502,097
	4 Accounts receivable, net	7,353,551	4	5,162,231
	5 Loans and other receivables from current and former officers, directors, trustees, key employees, and highest compensated employees Complete Part II of Schedule L		5	
	6 Loans and other receivables from other disqualified persons (as defined under section 4958(f)(1)), persons described in section 4958(c)(3)(B), and contributing employers and sponsoring organizations of section 501(c)(9) voluntary employees' beneficiary organizations (see instructions) Complete Part II of Schedule L		6	
	7 Notes and loans receivable, net	1,982,016	7	2,778,407
	8 Inventories for sale or use		8	
	9 Prepaid expenses and deferred charges	56,993	9	136,569
	10a Land, buildings, and equipment cost or other basis Complete Part VI of Schedule D	10a 60,697,734		
	b Less accumulated depreciation	10b 24,016,702	34,405,042	10c 36,681,032
	11 Investments—publicly traded securities		11	
	12 Investments—other securities See Part IV, line 11		12	
	13 Investments—program-related See Part IV, line 11	7,342,133	13	5,814,994
	14 Intangible assets		14	823,968
	15 Other assets See Part IV, line 11	250	15	250
16 Total assets. Add lines 1 through 15 (must equal line 34)	60,512,507	16	62,053,411	
Liabilities	17 Accounts payable and accrued expenses	8,170,781	17	8,486,818
	18 Grants payable		18	
	19 Deferred revenue	53,117	19	70,817
	20 Tax-exempt bond liabilities		20	
	21 Escrow or custodial account liability Complete Part IV of Schedule D		21	
	22 Loans and other payables to current and former officers, directors, trustees, key employees, highest compensated employees, and disqualified persons Complete Part II of Schedule L		22	
	23 Secured mortgages and notes payable to unrelated third parties	41,457,110	23	41,748,855
	24 Unsecured notes and loans payable to unrelated third parties		24	
	25 Other liabilities (including federal income tax, payables to related third parties, and other liabilities not included on lines 17 - 24) Complete Part X of Schedule D		25	
	26 Total liabilities. Add lines 17 through 25	49,681,008	26	50,306,490
Net Assets or Fund Balances	Organizations that follow SFAS 117 (ASC 958), check here <input checked="" type="checkbox"/> and complete lines 27 through 29, and lines 33 and 34.			
	27 Unrestricted net assets	-195,798	27	1,502,647
	28 Temporarily restricted net assets	11,027,297	28	10,244,274
	29 Permanently restricted net assets		29	
	Organizations that do not follow SFAS 117 (ASC 958), check here <input type="checkbox"/> and complete lines 30 through 34.			
	30 Capital stock or trust principal, or current funds		30	
	31 Paid-in or capital surplus, or land, building or equipment fund		31	
	32 Retained earnings, endowment, accumulated income, or other funds		32	
33 Total net assets or fund balances	10,831,499	33	11,746,921	
34 Total liabilities and net assets/fund balances	60,512,507	34	62,053,411	

Part XI Reconciliation of Net Assets

Check if Schedule O contains a response or note to any line in this Part XI

1	Total revenue (must equal Part VIII, column (A), line 12)	1	18,466,866
2	Total expenses (must equal Part IX, column (A), line 25)	2	20,215,616
3	Revenue less expenses Subtract line 2 from line 1	3	-1,748,750
4	Net assets or fund balances at beginning of year (must equal Part X, line 33, column (A))	4	10,831,499
5	Net unrealized gains (losses) on investments	5	
6	Donated services and use of facilities	6	
7	Investment expenses	7	
8	Prior period adjustments	8	-27,043
9	Other changes in net assets or fund balances (explain in Schedule O)	9	2,691,215
10	Net assets or fund balances at end of year Combine lines 3 through 9 (must equal Part X, line 33, column (B))	10	11,746,921

Part XII Financial Statements and Reporting

Check if Schedule O contains a response or note to any line in this Part XII

- 1** Accounting method used to prepare the Form 990 Cash Accrual Other _____
 If the organization changed its method of accounting from a prior year or checked "Other," explain in Schedule O
- 2a** Were the organization's financial statements compiled or reviewed by an independent accountant?
 If 'Yes,' check a box below to indicate whether the financial statements for the year were compiled or reviewed on a separate basis, consolidated basis, or both
 Separate basis Consolidated basis Both consolidated and separate basis
- b** Were the organization's financial statements audited by an independent accountant?
 If 'Yes,' check a box below to indicate whether the financial statements for the year were audited on a separate basis, consolidated basis, or both
 Separate basis Consolidated basis Both consolidated and separate basis
- c** If "Yes," to line 2a or 2b, does the organization have a committee that assumes responsibility for oversight of the audit, review, or compilation of its financial statements and selection of an independent accountant?
 If the organization changed either its oversight process or selection process during the tax year, explain in Schedule O
- 3a** As a result of a federal award, was the organization required to undergo an audit or audits as set forth in the Single Audit Act and OMB Circular A-133?
- b** If "Yes," did the organization undergo the required audit or audits? If the organization did not undergo the required audit or audits, explain why in Schedule O and describe any steps taken to undergo such audits

	Yes	No
2a		No
2b	Yes	
2c	Yes	
3a	Yes	
3b	Yes	

Additional Data

Software ID:

Software Version:

EIN: 41-1558711

Name: AEON

Form 990 (2018)

Form 990, Part III, Line 4a:

RENTAL OPERATIONS - AEON OWNS RENTAL PROPERTIES WHICH PROVIDE HOUSING TO VERY LOW, LOW AND MODERATE INCOME PERSONS IN THE MINNEAPOLIS/SAINT PAUL METROPOLITAN AREA

Form 990, Part III, Line 4b:

HOUSING DEVELOPMENT AEON IS AN AWARD WINNING NON-PROFIT PROVIDER OF HIGH QUALITY AFFORDABLE HOUSING TO VERY LOW, LOW AND MODERATE INCOME PERSONS IN THE MINNEAPOLIS/SAINT PAUL METROPOLITAN AREA AEON CREATES OPPORTUNITIES FOR INDIVIDUALS AND FAMILIES TO HAVE A SAFE, DECENT PLACE TO CALL HOME AS OF DECEMBER 31, 2018, AEON OWNS AND OPERATES 4,192 UNITS OF AFFORDABLE HOUSING PROVIDED TO VERY LOW, LOW AND MODERATE INCOME FAMILIES

Form 990, Part III, Line 4c:

PROPERTY MANAGEMENT - AEON MANAGEMENT, LLC PROVIDES PROPERTY MANAGEMENT SERVICES TO 3,471 APARTMENT HOMES AS OF DECEMBER 31, 2018

SCHEDULE A
(Form 990 or 990-EZ)

Public Charity Status and Public Support

Complete if the organization is a section 501(c)(3) organization or a section 4947(a)(1) nonexempt charitable trust.
 Attach to Form 990 or Form 990-EZ.
 Go to www.irs.gov/Form990 for the latest information.

2018

Open to Public Inspection

Department of the Treasury
Internal Revenue Service

Name of the organization
AEON

Employer identification number

41-1558711

Part I Reason for Public Charity Status (All organizations must complete this part.) See instructions.

The organization is not a private foundation because it is (For lines 1 through 12, check only one box.)

- 1 A church, convention of churches, or association of churches described in **section 170(b)(1)(A)(i).**
- 2 A school described in **section 170(b)(1)(A)(ii).** (Attach Schedule E (Form 990 or 990-EZ))
- 3 A hospital or a cooperative hospital service organization described in **section 170(b)(1)(A)(iii).**
- 4 A medical research organization operated in conjunction with a hospital described in **section 170(b)(1)(A)(iii).** Enter the hospital's name, city, and state _____
- 5 An organization operated for the benefit of a college or university owned or operated by a governmental unit described in **section 170(b)(1)(A)(iv).** (Complete Part II)
- 6 A federal, state, or local government or governmental unit described in **section 170(b)(1)(A)(v).**
- 7 An organization that normally receives a substantial part of its support from a governmental unit or from the general public described in **section 170(b)(1)(A)(vi).** (Complete Part II)
- 8 A community trust described in **section 170(b)(1)(A)(vi)** (Complete Part II)
- 9 An agricultural research organization described in **170(b)(1)(A)(ix)** operated in conjunction with a land-grant college or university or a non-land grant college of agriculture See instructions Enter the name, city, and state of the college or university _____
- 10 An organization that normally receives (1) more than 33 1/3% of its support from contributions, membership fees, and gross receipts from activities related to its exempt functions—subject to certain exceptions, and (2) no more than 33 1/3% of its support from gross investment income and unrelated business taxable income (less section 511 tax) from businesses acquired by the organization after June 30, 1975 See **section 509(a)(2).** (Complete Part III)
- 11 An organization organized and operated exclusively to test for public safety See **section 509(a)(4).**
- 12 An organization organized and operated exclusively for the benefit of, to perform the functions of, or to carry out the purposes of one or more publicly supported organizations described in **section 509(a)(1)** or **section 509(a)(2).** See **section 509(a)(3).** Check the box in lines 12a through 12d that describes the type of supporting organization and complete lines 12e, 12f, and 12g
 - a **Type I.** A supporting organization operated, supervised, or controlled by its supported organization(s), typically by giving the supported organization(s) the power to regularly appoint or elect a majority of the directors or trustees of the supporting organization **You must complete Part IV, Sections A and B.**
 - b **Type II.** A supporting organization supervised or controlled in connection with its supported organization(s), by having control or management of the supporting organization vested in the same persons that control or manage the supported organization(s) **You must complete Part IV, Sections A and C.**
 - c **Type III functionally integrated.** A supporting organization operated in connection with, and functionally integrated with, its supported organization(s) (see instructions) **You must complete Part IV, Sections A, D, and E.**
 - d **Type III non-functionally integrated.** A supporting organization operated in connection with its supported organization(s) that is not functionally integrated The organization generally must satisfy a distribution requirement and an attentiveness requirement (see instructions) **You must complete Part IV, Sections A and D, and Part V.**
 - e Check this box if the organization received a written determination from the IRS that it is a Type I, Type II, Type III functionally integrated, or Type III non-functionally integrated supporting organization
 - f Enter the number of supported organizations _____
 - g Provide the following information about the supported organization(s)

(i) Name of supported organization	(ii) EIN	(iii) Type of organization (described on lines 1- 10 above (see instructions))	(iv) Is the organization listed in your governing document?		(v) Amount of monetary support (see instructions)	(vi) Amount of other support (see instructions)
			Yes	No		
Total						

Part II Support Schedule for Organizations Described in Sections 170(b)(1)(A)(iv), 170(b)(1)(A)(vi), and 170(b)(1)(A)(ix)

(Complete only if you checked the box on line 5, 7, 8, or 9 of Part I or if the organization failed to qualify under Part III. If the organization fails to qualify under the tests listed below, please complete Part III.)

Section A. Public Support

	Calendar year (or fiscal year beginning in) ▶	(a) 2014	(b) 2015	(c) 2016	(d) 2017	(e) 2018	(f) Total
1	Gifts, grants, contributions, and membership fees received (Do not include any "unusual grant.")	9,873,608	5,242,097	4,206,239	3,492,087	6,826,783	29,640,814
2	Tax revenues levied for the organization's benefit and either paid to or expended on its behalf						
3	The value of services or facilities furnished by a governmental unit to the organization without charge						
4	Total. Add lines 1 through 3	9,873,608	5,242,097	4,206,239	3,492,087	6,826,783	29,640,814
5	The portion of total contributions by each person (other than a governmental unit or publicly supported organization) included on line 1 that exceeds 2% of the amount shown on line 11, column (f)						1,558,759
6	Public support. Subtract line 5 from line 4						28,082,055

Section B. Total Support

	Calendar year (or fiscal year beginning in) ▶	(a) 2014	(b) 2015	(c) 2016	(d) 2017	(e) 2018	(f) Total
7	Amounts from line 4	9,873,608	5,242,097	4,206,239	3,492,087	6,826,783	29,640,814
8	Gross income from interest, dividends, payments received on securities loans, rents, royalties and income from similar sources				32,043	41,058	73,101
9	Net income from unrelated business activities, whether or not the business is regularly carried on						
10	Other income Do not include gain or loss from the sale of capital assets (Explain in Part VI.)						
11	Total support. Add lines 7 through 10						29,713,915
12	Gross receipts from related activities, etc. (see instructions)					12	47,190,002

13 First five years. If the Form 990 is for the organization's first, second, third, fourth, or fifth tax year as a section 501(c)(3) organization, check this box and **stop here**

Section C. Computation of Public Support Percentage

14	Public support percentage for 2018 (line 6, column (f) divided by line 11, column (f))	14	94.510%
15	Public support percentage for 2017 Schedule A, Part II, line 14	15	94.980%

16a 33 1/3% support test—2018. If the organization did not check the box on line 13, and line 14 is 33 1/3% or more, check this box and **stop here.** The organization qualifies as a publicly supported organization

b 33 1/3% support test—2017. If the organization did not check a box on line 13 or 16a, and line 15 is 33 1/3% or more, check this box and **stop here.** The organization qualifies as a publicly supported organization

17a 10%-facts-and-circumstances test—2018. If the organization did not check a box on line 13, 16a, or 16b, and line 14 is 10% or more, and if the organization meets the "facts-and-circumstances" test, check this box and **stop here.** Explain in Part VI how the organization meets the "facts-and-circumstances" test. The organization qualifies as a publicly supported organization

b 10%-facts-and-circumstances test—2017. If the organization did not check a box on line 13, 16a, 16b, or 17a, and line 15 is 10% or more, and if the organization meets the "facts-and-circumstances" test, check this box and **stop here.** Explain in Part VI how the organization meets the "facts-and-circumstances" test. The organization qualifies as a publicly supported organization

18 Private foundation. If the organization did not check a box on line 13, 16a, 16b, 17a, or 17b, check this box and see instructions

Part III Support Schedule for Organizations Described in Section 509(a)(2)

(Complete only if you checked the box on line 10 of Part I or if the organization failed to qualify under Part II. If the organization fails to qualify under the tests listed below, please complete Part II.)

Section A. Public Support

Calendar year (or fiscal year beginning in) ►		(a) 2014	(b) 2015	(c) 2016	(d) 2017	(e) 2018	(f) Total
1	Gifts, grants, contributions, and membership fees received (Do not include any "unusual grants.")						
2	Gross receipts from admissions, merchandise sold or services performed, or facilities furnished in any activity that is related to the organization's tax-exempt purpose						
3	Gross receipts from activities that are not an unrelated trade or business under section 513						
4	Tax revenues levied for the organization's benefit and either paid to or expended on its behalf						
5	The value of services or facilities furnished by a governmental unit to the organization without charge						
6	Total. Add lines 1 through 5						
7a	Amounts included on lines 1, 2, and 3 received from disqualified persons						
b	Amounts included on lines 2 and 3 received from other than disqualified persons that exceed the greater of \$5,000 or 1% of the amount on line 13 for the year						
c	Add lines 7a and 7b						
8	Public support. (Subtract line 7c from line 6)						

Section B. Total Support

Calendar year (or fiscal year beginning in) ►		(a) 2014	(b) 2015	(c) 2016	(d) 2017	(e) 2018	(f) Total
9	Amounts from line 6						
10a	Gross income from interest, dividends, payments received on securities loans, rents, royalties and income from similar sources						
b	Unrelated business taxable income (less section 511 taxes) from businesses acquired after June 30, 1975						
c	Add lines 10a and 10b						
11	Net income from unrelated business activities not included in line 10b, whether or not the business is regularly carried on						
12	Other income. Do not include gain or loss from the sale of capital assets (Explain in Part VI.)						
13	Total support. (Add lines 9, 10c, 11, and 12.)						

14 First five years. If the Form 990 is for the organization's first, second, third, fourth, or fifth tax year as a section 501(c)(3) organization, check this box and **stop here** ►

Section C. Computation of Public Support Percentage

15	Public support percentage for 2018 (line 8, column (f) divided by line 13, column (f))	15	
16	Public support percentage from 2017 Schedule A, Part III, line 15	16	

Section D. Computation of Investment Income Percentage

17	Investment income percentage for 2018 (line 10c, column (f) divided by line 13, column (f))	17	
18	Investment income percentage from 2017 Schedule A, Part III, line 17	18	

19a 33 1/3% support tests—2018. If the organization did not check the box on line 14, and line 15 is more than 33 1/3%, and line 17 is not more than 33 1/3%, check this box and **stop here.** The organization qualifies as a publicly supported organization ►

b 33 1/3% support tests—2017. If the organization did not check a box on line 14 or line 19a, and line 16 is more than 33 1/3% and line 18 is not more than 33 1/3%, check this box and **stop here.** The organization qualifies as a publicly supported organization ►

20 Private foundation. If the organization did not check a box on line 14, 19a, or 19b, check this box and see instructions ►

Part IV Supporting Organizations

(Complete only if you checked a box on line 12 of Part I. If you checked 12a of Part I, complete Sections A and B. If you checked 12b of Part I, complete Sections A and C. If you checked 12c of Part I, complete Sections A, D, and E. If you checked 12d of Part I, complete Sections A and D, and complete Part V.)

Section A. All Supporting Organizations

		Yes	No
1	Are all of the organization's supported organizations listed by name in the organization's governing documents? If "No," describe in Part VI how the supported organizations are designated. If designated by class or purpose, describe the designation. If historic and continuing relationship, explain.		
	1		
2	Did the organization have any supported organization that does not have an IRS determination of status under section 509(a)(1) or (2)? If "Yes," explain in Part VI how the organization determined that the supported organization was described in section 509(a)(1) or (2).		
	2		
3a	Did the organization have a supported organization described in section 501(c)(4), (5), or (6)? If "Yes," answer (b) and (c) below.		
	3a		
b	Did the organization confirm that each supported organization qualified under section 501(c)(4), (5), or (6) and satisfied the public support tests under section 509(a)(2)? If "Yes," describe in Part VI when and how the organization made the determination.		
	3b		
c	Did the organization ensure that all support to such organizations was used exclusively for section 170(c)(2)(B) purposes? If "Yes," explain in Part VI what controls the organization put in place to ensure such use.		
	3c		
4a	Was any supported organization not organized in the United States ("foreign supported organization")? If "Yes" and if you checked 12a or 12b in Part I, answer (b) and (c) below.		
	4a		
b	Did the organization have ultimate control and discretion in deciding whether to make grants to the foreign supported organization? If "Yes," describe in Part VI how the organization had such control and discretion despite being controlled or supervised by or in connection with its supported organizations.		
	4b		
c	Did the organization support any foreign supported organization that does not have an IRS determination under sections 501(c)(3) and 509(a)(1) or (2)? If "Yes," explain in Part VI what controls the organization used to ensure that all support to the foreign supported organization was used exclusively for section 170(c)(2)(B) purposes.		
	4c		
5a	Did the organization add, substitute, or remove any supported organizations during the tax year? If "Yes," answer (b) and (c) below (if applicable). Also, provide detail in Part VI , including (i) the names and EIN numbers of the supported organizations added, substituted, or removed, (ii) the reasons for each such action, (iii) the authority under the organization's organizing document authorizing such action, and (iv) how the action was accomplished (such as by amendment to the organizing document).		
	5a		
b	Type I or Type II only. Was any added or substituted supported organization part of a class already designated in the organization's organizing document?		
	5b		
c	Substitutions only. Was the substitution the result of an event beyond the organization's control?		
	5c		
6	Did the organization provide support (whether in the form of grants or the provision of services or facilities) to anyone other than (i) its supported organizations, (ii) individuals that are part of the charitable class benefited by one or more of its supported organizations, or (iii) other supporting organizations that also support or benefit one or more of the filing organization's supported organizations? If "Yes," provide detail in Part VI .		
	6		
7	Did the organization provide a grant, loan, compensation, or other similar payment to a substantial contributor (defined in section 4958(c)(3)(C)), a family member of a substantial contributor, or a 35% controlled entity with regard to a substantial contributor? If "Yes," complete Part I of Schedule L (Form 990 or 990-EZ).		
	7		
8	Did the organization make a loan to a disqualified person (as defined in section 4958) not described in line 7? If "Yes," complete Part I of Schedule L (Form 990 or 990-EZ).		
	8		
9a	Was the organization controlled directly or indirectly at any time during the tax year by one or more disqualified persons as defined in section 4946 (other than foundation managers and organizations described in section 509(a)(1) or (2))? If "Yes," provide detail in Part VI .		
	9a		
b	Did one or more disqualified persons (as defined in line 9a) hold a controlling interest in any entity in which the supporting organization had an interest? If "Yes," provide detail in Part VI .		
	9b		
c	Did a disqualified person (as defined in line 9a) have an ownership interest in, or derive any personal benefit from, assets in which the supporting organization also had an interest? If "Yes," provide detail in Part VI .		
	9c		
10a	Was the organization subject to the excess business holdings rules of section 4943 because of section 4943(f) (regarding certain Type II supporting organizations, and all Type III non-functionally integrated supporting organizations)? If "Yes," answer line 10b below.		
	10a		
b	Did the organization have any excess business holdings in the tax year? (Use Schedule C, Form 4720, to determine whether the organization had excess business holdings.)		
	10b		

Part IV Supporting Organizations (continued)

		Yes	No
11	Has the organization accepted a gift or contribution from any of the following persons?		
a	A person who directly or indirectly controls, either alone or together with persons described in (b) and (c) below, the governing body of a supported organization?		
b	A family member of a person described in (a) above?		
c	A 35% controlled entity of a person described in (a) or (b) above? <i>If "Yes" to a, b, or c, provide detail in Part VI</i>		

Section B. Type I Supporting Organizations

		Yes	No
1	Did the directors, trustees, or membership of one or more supported organizations have the power to regularly appoint or elect at least a majority of the organization's directors or trustees at all times during the tax year? <i>If "No," describe in Part VI how the supported organization(s) effectively operated, supervised, or controlled the organization's activities. If the organization had more than one supported organization, describe how the powers to appoint and/or remove directors or trustees were allocated among the supported organizations and what conditions or restrictions, if any, applied to such powers during the tax year.</i>		
2	Did the organization operate for the benefit of any supported organization other than the supported organization(s) that operated, supervised, or controlled the supporting organization? <i>If "Yes," explain in Part VI how providing such benefit carried out the purposes of the supported organization(s) that operated, supervised or controlled the supporting organization.</i>		

Section C. Type II Supporting Organizations

		Yes	No
1	Were a majority of the organization's directors or trustees during the tax year also a majority of the directors or trustees of each of the organization's supported organization(s)? <i>If "No," describe in Part VI how control or management of the supporting organization was vested in the same persons that controlled or managed the supported organization(s).</i>		

Section D. All Type III Supporting Organizations

		Yes	No
1	Did the organization provide to each of its supported organizations, by the last day of the fifth month of the organization's tax year, (i) a written notice describing the type and amount of support provided during the prior tax year, (ii) a copy of the Form 990 that was most recently filed as of the date of notification, and (iii) copies of the organization's governing documents in effect on the date of notification, to the extent not previously provided?		
2	Were any of the organization's officers, directors, or trustees either (i) appointed or elected by the supported organization (s) or (ii) serving on the governing body of a supported organization? <i>If "No," explain in Part VI how the organization maintained a close and continuous working relationship with the supported organization(s).</i>		
3	By reason of the relationship described in (2), did the organization's supported organizations have a significant voice in the organization's investment policies and in directing the use of the organization's income or assets at all times during the tax year? <i>If "Yes," describe in Part VI the role the organization's supported organizations played in this regard.</i>		

Section E. Type III Functionally-Integrated Supporting Organizations

1	Check the box next to the method that the organization used to satisfy the Integral Part Test during the year (see instructions)		
a	<input type="checkbox"/> The organization satisfied the Activities Test. Complete line 2 below.		
b	<input type="checkbox"/> The organization is the parent of each of its supported organizations. Complete line 3 below.		
c	<input type="checkbox"/> The organization supported a governmental entity. Describe in Part VI how you supported a government entity (see instructions).		
2	Activities Test Answer (a) and (b) below.		
a	Did substantially all of the organization's activities during the tax year directly further the exempt purposes of the supported organization(s) to which the organization was responsive? <i>If "Yes," then in Part VI identify those supported organizations and explain how these activities directly furthered their exempt purposes, how the organization was responsive to those supported organizations, and how the organization determined that these activities constituted substantially all of its activities.</i>	Yes	No
b	Did the activities described in (a) constitute activities that, but for the organization's involvement, one or more of the organization's supported organization(s) would have been engaged in? <i>If "Yes," explain in Part VI the reasons for the organization's position that its supported organization(s) would have engaged in these activities but for the organization's involvement.</i>		
3	Parent of Supported Organizations Answer (a) and (b) below.		
a	Did the organization have the power to regularly appoint or elect a majority of the officers, directors, or trustees of each of the supported organizations? <i>Provide details in Part VI.</i>		
b	Did the organization exercise a substantial degree of direction over the policies, programs and activities of each of its supported organizations? <i>If "Yes," describe in Part VI the role played by the organization in this regard.</i>		

Part V Type III Non-Functionally Integrated 509(a)(3) Supporting Organizations

- Check here if the organization satisfied the Integral Part Test as a qualifying trust on Nov. 20, 1970 (explain in Part VI). **See instructions.** All other Type III non-functionally integrated supporting organizations must complete Sections A through E.

Section A - Adjusted Net Income		(A) Prior Year	(B) Current Year (optional)
1	Net short-term capital gain	1	
2	Recoveries of prior-year distributions	2	
3	Other gross income (see instructions)	3	
4	Add lines 1 through 3	4	
5	Depreciation and depletion	5	
6	Portion of operating expenses paid or incurred for production or collection of gross income or for management, conservation, or maintenance of property held for production of income (see instructions)	6	
7	Other expenses (see instructions)	7	
8	Adjusted Net Income (subtract lines 5, 6 and 7 from line 4)	8	
Section B - Minimum Asset Amount		(A) Prior Year	(B) Current Year (optional)
1	Aggregate fair market value of all non-exempt-use assets (see instructions for short tax year or assets held for part of year)	1	
a	Average monthly value of securities	1a	
b	Average monthly cash balances	1b	
c	Fair market value of other non-exempt-use assets	1c	
d	Total (add lines 1a, 1b, and 1c)	1d	
e	Discount claimed for blockage or other factors (explain in detail in Part VI)		
2	Acquisition indebtedness applicable to non-exempt use assets	2	
3	Subtract line 2 from line 1d	3	
4	Cash deemed held for exempt use. Enter 1-1/2% of line 3 (for greater amount, see instructions)	4	
5	Net value of non-exempt-use assets (subtract line 4 from line 3)	5	
6	Multiply line 5 by .035	6	
7	Recoveries of prior-year distributions	7	
8	Minimum Asset Amount (add line 7 to line 6)	8	
Section C - Distributable Amount			Current Year
1	Adjusted net income for prior year (from Section A, line 8, Column A)	1	
2	Enter 85% of line 1	2	
3	Minimum asset amount for prior year (from Section B, line 8, Column A)	3	
4	Enter greater of line 2 or line 3	4	
5	Income tax imposed in prior year	5	
6	Distributable Amount. Subtract line 5 from line 4, unless subject to emergency temporary reduction (see instructions)	6	
7	<input type="checkbox"/> Check here if the current year is the organization's first as a non-functionally-integrated Type III supporting organization (see instructions)		

Part V Type III Non-Functionally Integrated 509(a)(3) Supporting Organizations (continued)

Section D - Distributions	Current Year
1 Amounts paid to supported organizations to accomplish exempt purposes	
2 Amounts paid to perform activity that directly furthers exempt purposes of supported organizations, in excess of income from activity	
3 Administrative expenses paid to accomplish exempt purposes of supported organizations	
4 Amounts paid to acquire exempt-use assets	
5 Qualified set-aside amounts (prior IRS approval required)	
6 Other distributions (describe in Part VI) See instructions	
7 Total annual distributions. Add lines 1 through 6	
8 Distributions to attentive supported organizations to which the organization is responsive (provide details in Part VI) See instructions	
9 Distributable amount for 2018 from Section C, line 6	
10 Line 8 amount divided by Line 9 amount	

Section E - Distribution Allocations (see instructions)	(i) Excess Distributions	(ii) Underdistributions Pre-2018	(iii) Distributable Amount for 2018
1 Distributable amount for 2018 from Section C, line 6			
2 Underdistributions, if any, for years prior to 2018 (reasonable cause required-- explain in Part VI) See instructions			
3 Excess distributions carryover, if any, to 2018			
a From 2013.			
b From 2014.			
c From 2015.			
d From 2016.			
e From 2017.			
f Total of lines 3a through e			
g Applied to underdistributions of prior years			
h Applied to 2018 distributable amount			
i Carryover from 2013 not applied (see instructions)			
j Remainder Subtract lines 3g, 3h, and 3i from 3f			
4 Distributions for 2018 from Section D, line 7			
\$			
a Applied to underdistributions of prior years			
b Applied to 2018 distributable amount			
c Remainder Subtract lines 4a and 4b from 4			
5 Remaining underdistributions for years prior to 2018, if any Subtract lines 3g and 4a from line 2 If the amount is greater than zero, explain in Part VI See instructions			
6 Remaining underdistributions for 2018 Subtract lines 3h and 4b from line 1 If the amount is greater than zero, explain in Part VI See instructions			
7 Excess distributions carryover to 2019. Add lines 3j and 4c			
8 Breakdown of line 7			
a Excess from 2014.			
b Excess from 2015.			
c Excess from 2016.			
d Excess from 2017.			
e Excess from 2018.			

Additional Data

Software ID:

Software Version:

EIN: 41-1558711

Name: AEON

Part VI Supplemental Information. Provide the explanations required by Part II, line 10, Part II, line 17a or 17b, Part III, line 12, Part IV, Section A, lines 1, 2, 3b, 3c, 4b, 4c, 5a, 6, 9a, 9b, 9c, 11a, 11b, and 11c, Part IV, Section B, lines 1 and 2, Part IV, Section C, line 1, Part IV, Section D, lines 2 and 3, Part IV, Section E, lines 1c, 2a, 2b, 3a and 3b, Part V, line 1, Part V, Section B, line 1e, Part V Section D, lines 5, 6, and 8, and Part V, Section E, lines 2, 5, and 6 Also complete this part for any additional information (See instructions)

Facts And Circumstances Test

SCHEDULE C
(Form 990 or 990-EZ)

Department of the Treasury
Internal Revenue Service

Political Campaign and Lobbying Activities
For Organizations Exempt From Income Tax Under section 501(c) and section 527

▶Complete if the organization is described below. ▶Attach to Form 990 or Form 990-EZ.
▶Go to www.irs.gov/Form990 for instructions and the latest information.

OMB No 1545-0047

2018

Open to Public Inspection

If the organization answered "Yes" on Form 990, Part IV, Line 3, or Form 990-EZ, Part V, line 46 (Political Campaign Activities), then
 ● Section 501(c)(3) organizations Complete Parts I-A and B Do not complete Part I-C
 ● Section 501(c) (other than section 501(c)(3)) organizations Complete Parts I-A and C below Do not complete Part I-B
 ● Section 527 organizations Complete Part I-A only
If the organization answered "Yes" on Form 990, Part IV, Line 4, or Form 990-EZ, Part VI, line 47 (Lobbying Activities), then
 ● Section 501(c)(3) organizations that have filed Form 5768 (election under section 501(h)) Complete Part II-A Do not complete Part II-B
 ● Section 501(c)(3) organizations that have NOT filed Form 5768 (election under section 501(h)) Complete Part II-B Do not complete Part II-A
If the organization answered "Yes" on Form 990, Part IV, Line 5 (Proxy Tax) (see separate instructions) or Form 990-EZ, Part V, line 35c (Proxy Tax) (see separate instructions), then
 ● Section 501(c)(4), (5), or (6) organizations Complete Part III

Name of the organization AEON	Employer identification number 41-1558711
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Part I-A Complete if the organization is exempt under section 501(c) or is a section 527 organization.

- 1 Provide a description of the organization's direct and indirect political campaign activities in Part IV (see instructions for definition of "political campaign activities")
- 2 Political campaign activity expenditures (see instructions) ▶ \$ _____
- 3 Volunteer hours for political campaign activities (see instructions) _____

Part I-B Complete if the organization is exempt under section 501(c)(3).

- 1 Enter the amount of any excise tax incurred by the organization under section 4955 ▶ \$ _____
- 2 Enter the amount of any excise tax incurred by organization managers under section 4955 ▶ \$ _____
- 3 If the organization incurred a section 4955 tax, did it file Form 4720 for this year? Yes No
- 4a Was a correction made? Yes No
- b If "Yes," describe in Part IV

Part I-C Complete if the organization is exempt under section 501(c), except section 501(c)(3).

- 1 Enter the amount directly expended by the filing organization for section 527 exempt function activities ▶ \$ _____
- 2 Enter the amount of the filing organization's funds contributed to other organizations for section 527 exempt function activities ▶ \$ _____
- 3 Total exempt function expenditures Add lines 1 and 2 Enter here and on Form 1120-POL, line 17b ▶ \$ _____
- 4 Did the filing organization file **Form 1120-POL** for this year? Yes No
- 5 Enter the names, addresses and employer identification number (EIN) of all section 527 political organizations to which the filing organization made payments For each organization listed, enter the amount paid from the filing organization's funds Also enter the amount of political contributions received that were promptly and directly delivered to a separate political organization, such as a separate segregated fund or a political action committee (PAC) If additional space is needed, provide information in Part IV

(a) Name	(b) Address	(c) EIN	(d) Amount paid from filing organization's funds If none, enter -0-	(e) Amount of political contributions received and promptly and directly delivered to a separate political organization If none, enter -0-
1				
2				
3				
4				
5				
6				

Part II-A Complete if the organization is exempt under section 501(c)(3) and filed Form 5768 (election under section 501(h)).

- A** Check if the filing organization belongs to an affiliated group (and list in Part IV each affiliated group member's name, address, EIN, expenses, and share of excess lobbying expenditures)
- B** Check if the filing organization checked box A and "limited control" provisions apply

Limits on Lobbying Expenditures
(The term "expenditures" means amounts paid or incurred.)

	(a) Filing organization's totals	(b) Affiliated group totals
--	----------------------------------	-----------------------------

- 1a** Total lobbying expenditures to influence public opinion (grass roots lobbying)
- b** Total lobbying expenditures to influence a legislative body (direct lobbying)
- c** Total lobbying expenditures (add lines 1a and 1b)
- d** Other exempt purpose expenditures
- e** Total exempt purpose expenditures (add lines 1c and 1d)
- f** Lobbying nontaxable amount Enter the amount from the following table in both columns

If the amount on line 1e, column (a) or (b) is:	The lobbying nontaxable amount is:
Not over \$500,000	20% of the amount on line 1e
Over \$500,000 but not over \$1,000,000	\$100,000 plus 15% of the excess over \$500,000
Over \$1,000,000 but not over \$1,500,000	\$175,000 plus 10% of the excess over \$1,000,000
Over \$1,500,000 but not over \$17,000,000	\$225,000 plus 5% of the excess over \$1,500,000
Over \$17,000,000	\$1,000,000

- g** Grassroots nontaxable amount (enter 25% of line 1f)
- h** Subtract line 1g from line 1a If zero or less, enter -0-
- i** Subtract line 1f from line 1c If zero or less, enter -0-
- j** If there is an amount other than zero on either line 1h or line 1i, did the organization file Form 4720 reporting section 4911 tax for this year?

Yes No

4-Year Averaging Period Under section 501(h)

(Some organizations that made a section 501(h) election do not have to complete all of the five columns below. See the separate instructions for lines 2a through 2f.)

Lobbying Expenditures During 4-Year Averaging Period

Calendar year (or fiscal year beginning in)	(a) 2015	(b) 2016	(c) 2017	(d) 2018	(e) Total
2a Lobbying nontaxable amount					
b Lobbying ceiling amount (150% of line 2a, column(e))					
c Total lobbying expenditures					
d Grassroots nontaxable amount					
e Grassroots ceiling amount (150% of line 2d, column (e))					
f Grassroots lobbying expenditures					

Part II-B Complete if the organization is exempt under section 501(c)(3) and has NOT filed Form 5768 (election under section 501(h)).

For each "Yes" response on lines 1a through 1i below, provide in Part IV a detailed description of the lobbying activity

	(a)		(b)
	Yes	No	Amount
1 During the year, did the filing organization attempt to influence foreign, national, state or local legislation, including any attempt to influence public opinion on a legislative matter or referendum, through the use of			
a Volunteers?	Yes		
b Paid staff or management (include compensation in expenses reported on lines 1c through 1i)?		No	
c Media advertisements?		No	
d Mailings to members, legislators, or the public?		No	
e Publications, or published or broadcast statements?		No	
f Grants to other organizations for lobbying purposes?		No	
g Direct contact with legislators, their staffs, government officials, or a legislative body?		No	
h Rallies, demonstrations, seminars, conventions, speeches, lectures, or any similar means?	Yes		772
i Other activities?		No	
j Total Add lines 1c through 1i			772
2a Did the activities in line 1 cause the organization to be not described in section 501(c)(3)?		No	
b If "Yes," enter the amount of any tax incurred under section 4912			
c If "Yes," enter the amount of any tax incurred by organization managers under section 4912			
d If the filing organization incurred a section 4912 tax, did it file Form 4720 for this year?			

Part III-A Complete if the organization is exempt under section 501(c)(4), section 501(c)(5), or section 501(c)(6).

	Yes	No
1 Were substantially all (90% or more) dues received nondeductible by members?	1	
2 Did the organization make only in-house lobbying expenditures of \$2,000 or less?	2	
3 Did the organization agree to carry over lobbying and political expenditures from the prior year?	3	

Part III-B Complete if the organization is exempt under section 501(c)(4), section 501(c)(5), or section 501(c)(6) and if either (a) BOTH Part III-A, lines 1 and 2, are answered "No" OR (b) Part III-A, line 3, is answered "Yes."

1 Dues, assessments and similar amounts from members	1
2 Section 162(e) nondeductible lobbying and political expenditures (do not include amounts of political expenses for which the section 527(f) tax was paid).	
a Current year	2a
b Carryover from last year	2b
c Total	2c
3 Aggregate amount reported in section 6033(e)(1)(A) notices of nondeductible section 162(e) dues	3
4 If notices were sent and the amount on line 2c exceeds the amount on line 3, what portion of the excess does the organization agree to carryover to the reasonable estimate of nondeductible lobbying and political expenditure next year?	4
5 Taxable amount of lobbying and political expenditures (see instructions)	5

Part IV Supplemental Information

Provide the descriptions required for Part I-A, line 1, Part I-B, line 4, Part I-C, line 5, Part II-A (affiliated group list), Part II-A, lines 1 and 2 (see instructions), and Part II-B, line 1 Also, complete this part for any additional information

Return Reference	Explanation
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SCHEDULE D
(Form 990)

Department of the Treasury
Internal Revenue Service

Supplemental Financial Statements

▶ Complete if the organization answered "Yes," on Form 990, Part IV, line 6, 7, 8, 9, 10, 11a, 11b, 11c, 11d, 11e, 11f, 12a, or 12b.
▶ Attach to Form 990.
▶ Go to www.irs.gov/Form990 for the latest information.

OMB No 1545-0047
2018
Open to Public Inspection

Name of the organization
AEON

Employer identification number
41-1558711

Part I Organizations Maintaining Donor Advised Funds or Other Similar Funds or Accounts.
Complete if the organization answered "Yes" on Form 990, Part IV, line 6.

	(a) Donor advised funds	(b) Funds and other accounts
1 Total number at end of year		
2 Aggregate value of contributions to (during year)		
3 Aggregate value of grants from (during year)		
4 Aggregate value at end of year		
5 Did the organization inform all donors and donor advisors in writing that the assets held in donor advised funds are the organization's property, subject to the organization's exclusive legal control?		<input type="checkbox"/> Yes <input type="checkbox"/> No
6 Did the organization inform all grantees, donors, and donor advisors in writing that grant funds can be used only for charitable purposes and not for the benefit of the donor or donor advisor, or for any other purpose conferring impermissible private benefit?		<input type="checkbox"/> Yes <input type="checkbox"/> No

Part II Conservation Easements. Complete if the organization answered "Yes" on Form 990, Part IV, line 7.

1 Purpose(s) of conservation easements held by the organization (check all that apply)

Preservation of land for public use (e g , recreation or education) Preservation of an historically important land area
 Protection of natural habitat Preservation of a certified historic structure
 Preservation of open space

2 Complete lines 2a through 2d if the organization held a qualified conservation contribution in the form of a conservation easement on the last day of the tax year

	Held at the End of the Year
a Total number of conservation easements	2a
b Total acreage restricted by conservation easements	2b
c Number of conservation easements on a certified historic structure included in (a)	2c
d Number of conservation easements included in (c) acquired after 7/25/06, and not on a historic structure listed in the National Register	2d

3 Number of conservation easements modified, transferred, released, extinguished, or terminated by the organization during the tax year ▶ _____

4 Number of states where property subject to conservation easement is located ▶ _____

5 Does the organization have a written policy regarding the periodic monitoring, inspection, handling of violations, and enforcement of the conservation easements it holds? Yes No

6 Staff and volunteer hours devoted to monitoring, inspecting, handling of violations, and enforcing conservation easements during the year ▶ _____

7 Amount of expenses incurred in monitoring, inspecting, handling of violations, and enforcing conservation easements during the year ▶ \$ _____

8 Does each conservation easement reported on line 2(d) above satisfy the requirements of section 170(h)(4)(B)(i) and section 170(h)(4)(B)(ii)? Yes No

9 In Part XIII, describe how the organization reports conservation easements in its revenue and expense statement, and balance sheet, and include, if applicable, the text of the footnote to the organization's financial statements that describes the organization's accounting for conservation easements

Part III Organizations Maintaining Collections of Art, Historical Treasures, or Other Similar Assets.
Complete if the organization answered "Yes" on Form 990, Part IV, line 8.

1a If the organization elected, as permitted under SFAS 116 (ASC 958), not to report in its revenue statement and balance sheet works of art, historical treasures, or other similar assets held for public exhibition, education, or research in furtherance of public service, provide, in Part XIII, the text of the footnote to its financial statements that describes these items

b If the organization elected, as permitted under SFAS 116 (ASC 958), to report in its revenue statement and balance sheet works of art, historical treasures, or other similar assets held for public exhibition, education, or research in furtherance of public service, provide the following amounts relating to these items

(i) Revenue included on Form 990, Part VIII, line 1 ▶ \$ _____

(ii) Assets included in Form 990, Part X ▶ \$ _____

2 If the organization received or held works of art, historical treasures, or other similar assets for financial gain, provide the following amounts required to be reported under SFAS 116 (ASC 958) relating to these items

a Revenue included on Form 990, Part VIII, line 1 ▶ \$ _____

b Assets included in Form 990, Part X ▶ \$ _____

Part III Organizations Maintaining Collections of Art, Historical Treasures, or Other Similar Assets (continued)

- 3** Using the organization's acquisition, accession, and other records, check any of the following that are a significant use of its collection items (check all that apply)
- a** Public exhibition
 - b** Scholarly research
 - c** Preservation for future generations
 - d** Loan or exchange programs
 - e** Other
- 4** Provide a description of the organization's collections and explain how they further the organization's exempt purpose in Part XIII
- 5** During the year, did the organization solicit or receive donations of art, historical treasures or other similar assets to be sold to raise funds rather than to be maintained as part of the organization's collection? Yes No

Part IV Escrow and Custodial Arrangements.

Complete if the organization answered "Yes" on Form 990, Part IV, line 9, or reported an amount on Form 990, Part X, line 21.

- 1a** Is the organization an agent, trustee, custodian or other intermediary for contributions or other assets not included on Form 990, Part X? Yes No
- b** If "Yes," explain the arrangement in Part XIII and complete the following table
- | | Amount |
|--|--------|
| c Beginning balance | |
| d Additions during the year | |
| e Distributions during the year | |
| f Ending balance | |
- 2a** Did the organization include an amount on Form 990, Part X, line 21, for escrow or custodial account liability? . . . Yes No
- b** If "Yes," explain the arrangement in Part XIII Check here if the explanation has been provided in Part XIII

Part V Endowment Funds. Complete if the organization answered "Yes" on Form 990, Part IV, line 10.

	(a) Current year	(b) Prior year	(c) Two years back	(d) Three years back	(e) Four years back
1a Beginning of year balance					
b Contributions					
c Net investment earnings, gains, and losses					
d Grants or scholarships					
e Other expenditures for facilities and programs					
f Administrative expenses					
g End of year balance					

- 2** Provide the estimated percentage of the current year end balance (line 1g, column (a)) held as
- a** Board designated or quasi-endowment ▶
 - b** Permanent endowment ▶
 - c** Temporarily restricted endowment ▶
- The percentages on lines 2a, 2b, and 2c should equal 100%
- 3a** Are there endowment funds not in the possession of the organization that are held and administered for the organization by
- | | | |
|--|-----|----|
| (i) unrelated organizations | Yes | No |
| (ii) related organizations | | |
| b If "Yes" on 3a(ii), are the related organizations listed as required on Schedule R? | | |
- 4** Describe in Part XIII the intended uses of the organization's endowment funds

Part VI Land, Buildings, and Equipment.

Complete if the organization answered "Yes" on Form 990, Part IV, line 11a. See Form 990, Part X, line 10.

Description of property	(a) Cost or other basis (investment)	(b) Cost or other basis (other)	(c) Accumulated depreciation	(d) Book value
1a Land		3,380,637		3,380,637
b Buildings		54,328,683	21,784,810	32,543,873
c Leasehold improvements		1,322,484	927,565	394,919
d Equipment		1,665,930	1,304,327	361,603
e Other				
Total. Add lines 1a through 1e (Column (d) must equal Form 990, Part X, column (B), line 10(c)) . . . ▶				36,681,032

Part VII Investments—Other Securities. Complete if the organization answered "Yes" on Form 990, Part IV, line 11b. See Form 990, Part X, line 12.

(a) Description of security or category (including name of security)	(b) Book value	(c) Method of valuation Cost or end-of-year market value
(1) Financial derivatives		
(2) Closely-held equity interests		
(3) Other _____		
(A)		
(B)		
(C)		
(D)		
(E)		
(F)		
(G)		
(H)		
Total. (Column (b) must equal Form 990, Part X, col (B) line 12.) ▶		

Part VIII Investments—Program Related. Complete if the organization answered 'Yes' on Form 990, Part IV, line 11c. See Form 990, Part X, line 13.

(a) Description of investment	(b) Book value	(c) Method of valuation Cost or end-of-year market value
(1) TOWERS TWO PRESERVATION JV LLC	747,670	C
(2) SEASONS PARK PRESERVATION JV LLC	1,479,077	C
(3) TOWERS ONE PRESERVATION JV LLC	1,107,820	C
(4) PROVINCES PRESERVATION JV LLC	112,002	C
(5) AEON CONSOLIDATION LLC	245,440	C
(6) LAND - 36TH AND NICOLLET	360,000	C
(7) LAND - AEON BIG LAKE STATION LLC	688,712	C
(8) OTHER ENTITIES	987,173	C
(9) COMO PRESERVATION LLC	87,100	C
Total. (Column (b) must equal Form 990, Part X, col (B) line 13.) ▶	5,814,994	

Part IX Other Assets. Complete if the organization answered 'Yes' on Form 990, Part IV, line 11d. See Form 990, Part X, line 15

(a) Description	(b) Book value
(1)	
(2)	
(3)	
(4)	
(5)	
(6)	
(7)	
(8)	
(9)	
Total. (Column (b) must equal Form 990, Part X, col (B) line 15.) ▶	

Part X Other Liabilities. Complete if the organization answered 'Yes' on Form 990, Part IV, line 11e or 11f. See Form 990, Part X, line 25.

1. (a) Description of liability	(b) Book value
(1) Federal income taxes	
(2)	
(3)	
(4)	
(5)	
(6)	
(7)	
(8)	
(9)	
Total. (Column (b) must equal Form 990, Part X, col (B) line 25.) ▶	

2. Liability for uncertain tax positions In Part XIII, provide the text of the footnote to the organization's financial statements that reports the organization's liability for uncertain tax positions under FIN 48 (ASC 740) Check here if the text of the footnote has been provided in Part XIII

Part XI Reconciliation of Revenue per Audited Financial Statements With Revenue per Return

Complete if the organization answered 'Yes' on Form 990, Part IV, line 12a.

1	Total revenue, gains, and other support per audited financial statements		1	
2	Amounts included on line 1 but not on Form 990, Part VIII, line 12			
a	Net unrealized gains (losses) on investments	2a		
b	Donated services and use of facilities	2b		
c	Recoveries of prior year grants	2c		
d	Other (Describe in Part XIII)	2d		
e	Add lines 2a through 2d		2e	
3	Subtract line 2e from line 1		3	
4	Amounts included on Form 990, Part VIII, line 12, but not on line 1			
a	Investment expenses not included on Form 990, Part VIII, line 7b	4a		
b	Other (Describe in Part XIII)	4b		
c	Add lines 4a and 4b		4c	
5	Total revenue Add lines 3 and 4c . (This must equal Form 990, Part I, line 12)		5	

Part XII Reconciliation of Expenses per Audited Financial Statements With Expenses per Return.

Complete if the organization answered 'Yes' on Form 990, Part IV, line 12a.

1	Total expenses and losses per audited financial statements		1	
2	Amounts included on line 1 but not on Form 990, Part IX, line 25			
a	Donated services and use of facilities	2a		
b	Prior year adjustments	2b		
c	Other losses	2c		
d	Other (Describe in Part XIII)	2d		
e	Add lines 2a through 2d		2e	
3	Subtract line 2e from line 1		3	
4	Amounts included on Form 990, Part IX, line 25, but not on line 1:			
a	Investment expenses not included on Form 990, Part VIII, line 7b	4a		
b	Other (Describe in Part XIII)	4b		
c	Add lines 4a and 4b		4c	
5	Total expenses Add lines 3 and 4c . (This must equal Form 990, Part I, line 18)		5	

Part XIII Supplemental Information

Provide the descriptions required for Part II, lines 3, 5, and 9, Part III, lines 1a and 4, Part IV, lines 1b and 2b, Part V, line 4, Part X, line 2, Part XI, lines 2d and 4b, and Part XII, lines 2d and 4b Also complete this part to provide any additional information

Return Reference	Explanation
See Additional Data Table	

Part XIII Supplemental Information *(continued)*

Return Reference	Explanation

Additional Data

Software ID:

Software Version:

EIN: 41-1558711

Name: AEON

Form 990, Schedule D, Part VIII - Investments Program Related

(a) Description of investment	(b) Book value	(c) Method of valuation Cost or end-of-year market value
(1)TOWERS TWO PRESERVATION JV LLC	747,670	C
(2)SEASONS PARK PRESERVATION JV LLC	1,479,077	C
(3)TOWERS ONE PRESERVATION JV LLC	1,107,820	C
(4)PROVINCES PRESERVATION JV LLC	112,002	C
(5)AEON CONSOLIDATION LLC	245,440	C
(6)LAND - 36TH AND NICOLLET	360,000	C
(7)LAND - AEON BIG LAKE STATION LLC	688,712	C
(8)OTHER ENTITIES	987,173	C
(9)COMO PRESERVATION LLC	87,100	C

Supplemental Information

Return Reference	Explanation
PART X, LINE 2	AEON, EAST VILLAGE HOUSING CORPORATION, AND THE LANDING APARTMENTS ARE MINNESOTA NONPROFIT CORPORATIONS AND ARE EXEMPT FROM INCOME TAXES UNDER SECTION 501(C)(3) OF THE INTERNAL REVENUE CODE AND APPLICABLE MINNESOTA STATUTES, EXCEPT TO THE EXTENT THEY HAVE TAXABLE INCOME FROM ACTIVITIES THAT ARE NOT RELATED TO THEIR EXEMPT PURPOSES AEON HAD UNRELATED BUSINESS INCOME OF \$31,433 IN 2018 AND \$36,784 IN 2017 FOR PROPERTY MANAGEMENT FEES RECEIVED FROM UNRELATED ENTITIES MANAGEMENT BELIEVES EAST VILLAGE HOUSING CORPORATION AND THE LANDING APARTMENTS DID NOT HAVE ANY UNRELATED BUSINESS INCOME IN 2018 OR 2017 THE LIMITED PARTNERSHIPS ARE NOT TAXABLE ENTITIES ACCORDINGLY, INCOME AND LOSSES ARE PASSED THROUGH TO THE PARTNERS THE TAX STATUS OF THE LIMITED LIABILITY COMPANIES IS DETERMINED ON AN ENTITY BY ENTITY BASIS INCOME AND LOSSES OF WHOLLY OWNED LLC'S DETERMINED TO BE NON-TAXABLE ENTITIES ARE INCLUDED IN THE TAX RETURN OF AEON INCOME AND LOSSES OF LLC'S DETERMINED TO BE TAXABLE ENTITIES ARE SUBJECT TO FEDERAL AND STATE CORPORATE INCOME TAXES NO INCOME TAXES WERE PAID IN 2018 AND 2017 AEON IS NOT CURRENTLY UNDER EXAMINATION BY ANY TAXING JURISDICTION FEDERAL AND STATE TAX AUTHORITIES NO LONGER HAVE THE RIGHT TO EXAMINE TAX YEARS PRIOR TO 2015 ANY INTEREST OR PENALTIES ASSOCIATED WITH TAX POSITIONS ARE REPORTED AS SUCH WITHIN THE MANAGEMENT AND GENERAL EXPENSES CATEGORY THERE WERE NO SUCH INTEREST OR PENALTIES RECORDED IN THE ACCOMPANYING FINANCIAL STATEMENTS MANAGEMENT BELIEVES AEON DOES NOT HAVE ANY UNCERTAIN TAX POSITIONS THAT ARE MATERIAL TO THE FINANCIAL STATEMENTS

SCHEDULE G
(Form 990 or 990-EZ)

Department of the Treasury
Internal Revenue Service

**Supplemental Information Regarding
Fundraising or Gaming Activities**

Complete if the organization answered "Yes" on Form 990, Part IV, lines 17, 18, or 19, or if the organization entered more than \$15,000 on Form 990-EZ, line 6a
 Attach to Form 990 or Form 990-EZ.
 Go to www.irs.gov/Form990 for instructions and the latest information

OMB No 1545-0047

2018

Open to Public Inspection

Name of the organization
AEON

Employer identification number
41-1558711

Part I Fundraising Activities. Complete if the organization answered "Yes" on Form 990, Part IV, line 17. Form 990-EZ filers are not required to complete this part.

- 1** Indicate whether the organization raised funds through any of the following activities. Check all that apply.
- a** Mail solicitations
 - b** Internet and email solicitations
 - c** Phone solicitations
 - d** In-person solicitations
 - e** Solicitation of non-government grants
 - f** Solicitation of government grants
 - g** Special fundraising events
- 2a** Did the organization have a written or oral agreement with any individual (including officers, directors, trustees or key employees listed in Form 990, Part VII) or entity in connection with professional fundraising services? Yes No
- b** If "Yes," list the ten highest paid individuals or entities (fundraisers) pursuant to agreements under which the fundraiser is to be compensated at least \$5,000 by the organization

(i) Name and address of individual or entity (fundraiser)	(ii) Activity	(iii) Did fundraiser have custody or control of contributions?		(iv) Gross receipts from activity	(v) Amount paid to (or retained by) fundraiser listed in col (i)	(vi) Amount paid to (or retained by) organization
		Yes	No			
1 SUE JAMES CONSULTING 73 EAST LAKE STREET 3702 CHICAGO, IL 60601	CONSULTING		No	0	7,525	-7,525
2 GOEPPINGER PATRON PARTNERS LLC 250 3RD AVENUE NORTH SUITE 550 MINNEAPOLIS, MN 55401	CONSULTING		No	0	7,380	-7,380
3 RUSSELL HERDER 275 MARKET STREET SUITE 319 MINNEAPOLIS, MN 55405	CONSULTING		No	0	25,000	-25,000
4						
5						
6						
7						
8						
9						
10						
Total					39,905	-39,905

3 List all states in which the organization is registered or licensed to solicit contributions or has been notified it is exempt from registration or licensing

MN

Part II Fundraising Events. Complete if the organization answered "Yes" on Form 990, Part IV, line 18, or reported more than \$15,000 of fundraising event contributions and gross income on Form 990-EZ, lines 1 and 6b. List events with gross receipts greater than \$5,000.

Revenue		(a)Event #1	(b) Event #2	(c)Other events	(d)
		BEYOND BRICKS AND MORTAR (event type)	(event type)	(total number)	Total events (add col (a) through col (c))
Revenue	1 Gross receipts	297,005			297,005
	2 Less Contributions	297,005			297,005
	3 Gross income (line 1 minus line 2)				
Direct Expenses	4 Cash prizes				
	5 Noncash prizes				
	6 Rent/facility costs	13,100			13,100
	7 Food and beverages	20,013			20,013
	8 Entertainment				
	9 Other direct expenses	54,463			54,463
	10 Direct expense summary Add lines 4 through 9 in column (d) ▶				87,576
	11 Net income summary Subtract line 10 from line 3, column (d) ▶				-87,576

Part III Gaming. Complete if the organization answered "Yes" on Form 990, Part IV, line 19, or reported more than \$15,000 on Form 990-EZ, line 6a.

Revenue		(a) Bingo	(b) Pull tabs/Instant bingo/progressive bingo	(c) Other gaming	(d) Total gaming (add col (a) through col (c))
		1 Gross revenue			
Direct Expenses	2 Cash prizes				
	3 Noncash prizes				
	4 Rent/facility costs				
	5 Other direct expenses				
	6 Volunteer labor	<input type="checkbox"/> Yes _____ % <input type="checkbox"/> No	<input type="checkbox"/> Yes _____ % <input type="checkbox"/> No	<input type="checkbox"/> Yes _____ % <input type="checkbox"/> No	
7 Direct expense summary Add lines 2 through 5 in column (d) ▶					
8 Net gaming income summary Subtract line 7 from line 1, column (d) ▶					

9 Enter the state(s) in which the organization conducts gaming activities _____

a Is the organization licensed to conduct gaming activities in each of these states? Yes No

b If "No," explain _____

10a Were any of the organization's gaming licenses revoked, suspended or terminated during the tax year? Yes No

b If "Yes," explain _____

- 11** Does the organization conduct gaming activities with nonmembers? Yes No
- 12** Is the organization a grantor, beneficiary or trustee of a trust or a member of a partnership or other entity formed to administer charitable gaming? Yes No
- 13** Indicate the percentage of gaming activity conducted in
- | | | |
|----------|-----------------------------|---|
| a | The organization's facility | % |
| b | An outside facility | % |

14 Enter the name and address of the person who prepares the organization's gaming/special events books and records

Name ▶

Address ▶

15a Does the organization have a contract with a third party from whom the organization receives gaming revenue? Yes No

b If "Yes," enter the amount of gaming revenue received by the organization ▶ \$ _____ and the amount of gaming revenue retained by the third party ▶ \$ _____

c If "Yes," enter name and address of the third party

Name ▶

Address ▶

16 Gaming manager information

Name ▶

Gaming manager compensation ▶ \$

Description of services provided ▶

Director/officer Employee Independent contractor

17 Mandatory distributions

- a** Is the organization required under state law to make charitable distributions from the gaming proceeds to retain the state gaming license? Yes No
- b** Enter the amount of distributions required under state law distributed to other exempt organizations or spent in the organization's own exempt activities during the tax year ▶ \$ _____

Part IV Supplemental Information. Provide the explanations required by Part I, line 2b, columns (iii) and (v); and Part III, lines 9, 9b, 10b, 15b, 15c, 16, and 17b, as applicable. Also provide any additional information. See instructions.

Return Reference	Explanation
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Schedule J
(Form 990)

Compensation Information

OMB No 1545-0047

For certain Officers, Directors, Trustees, Key Employees, and Highest Compensated Employees
▶ **Complete if the organization answered "Yes" on Form 990, Part IV, line 23.**
▶ **Attach to Form 990.**
▶ **Go to www.irs.gov/Form990 for instructions and the latest information.**

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Department of the Treasury
Internal Revenue Service

Name of the organization
AEON

Employer identification number
41-1558711

Part I Questions Regarding Compensation

	Yes	No
1a Check the appropriate box(es) if the organization provided any of the following to or for a person listed on Form 990, Part VII, Section A, line 1a Complete Part III to provide any relevant information regarding these items		
<input type="checkbox"/> First-class or charter travel <input type="checkbox"/> Travel for companions <input type="checkbox"/> Tax indemnification and gross-up payments <input type="checkbox"/> Discretionary spending account		
<input type="checkbox"/> Housing allowance or residence for personal use <input type="checkbox"/> Payments for business use of personal residence <input type="checkbox"/> Health or social club dues or initiation fees <input type="checkbox"/> Personal services (e.g., maid, chauffeur, chef)		
b If any of the boxes in line 1a are checked, did the organization follow a written policy regarding payment or reimbursement or provision of all of the expenses described above? If "No," complete Part III to explain	1b	
2 Did the organization require substantiation prior to reimbursing or allowing expenses incurred by all directors, trustees, officers, including the CEO/Executive Director, regarding the items checked in line 1a?	2	
3 Indicate which, if any, of the following the filing organization used to establish the compensation of the organization's CEO/Executive Director Check all that apply Do not check any boxes for methods used by a related organization to establish compensation of the CEO/Executive Director, but explain in Part III		
<input type="checkbox"/> Compensation committee <input type="checkbox"/> Independent compensation consultant <input checked="" type="checkbox"/> Form 990 of other organizations		
<input type="checkbox"/> Written employment contract <input checked="" type="checkbox"/> Compensation survey or study <input checked="" type="checkbox"/> Approval by the board or compensation committee		
4 During the year, did any person listed on Form 990, Part VII, Section A, line 1a, with respect to the filing organization or a related organization		
a Receive a severance payment or change-of-control payment?	4a	No
b Participate in, or receive payment from, a supplemental nonqualified retirement plan?	4b	No
c Participate in, or receive payment from, an equity-based compensation arrangement? If "Yes" to any of lines 4a-c, list the persons and provide the applicable amounts for each item in Part III	4c	No
Only 501(c)(3), 501(c)(4), and 501(c)(29) organizations must complete lines 5-9.		
5 For persons listed on Form 990, Part VII, Section A, line 1a, did the organization pay or accrue any compensation contingent on the revenues of		
a The organization?	5a	No
b Any related organization? If "Yes," on line 5a or 5b, describe in Part III	5b	No
6 For persons listed on Form 990, Part VII, Section A, line 1a, did the organization pay or accrue any compensation contingent on the net earnings of		
a The organization?	6a	No
b Any related organization? If "Yes," on line 6a or 6b, describe in Part III	6b	No
7 For persons listed on Form 990, Part VII, Section A, line 1a, did the organization provide any nonfixed payments not described in lines 5 and 6? If "Yes," describe in Part III	7	No
8 Were any amounts reported on Form 990, Part VII, paid or accrued pursuant to a contract that was subject to the initial contract exception described in Regulations section 53.4958-4(a)(3)? If "Yes," describe in Part III	8	No
9 If "Yes" on line 8, did the organization also follow the rebuttable presumption procedure described in Regulations section 53.4958-6(c)?	9	

Part II Officers, Directors, Trustees, Key Employees, and Highest Compensated Employees. Use duplicate copies if additional space is needed.

For each individual whose compensation must be reported on Schedule J, report compensation from the organization on row (i) and from related organizations, described in the instructions, on row (ii) Do not list any individuals that are not listed on Form 990, Part VII

Note. The sum of columns (B)(i)-(iii) for each listed individual must equal the total amount of Form 990, Part VII, Section A, line 1a, applicable column (D) and (E) amounts for that individual

(A) Name and Title		(B) Breakdown of W-2 and/or 1099-MISC compensation			(C) Retirement and other deferred compensation	(D) Nontaxable benefits	(E) Total of columns (B)(i)-(D)	(F) Compensation in column (B) reported as deferred on prior Form 990
		(i) Base compensation	(ii) Bonus & incentive compensation	(iii) Other reportable compensation				
1 CAROLINE HORTON TREASURER & CHIEF FINANCIA	(i)	153,649	0	0	0	18,129	171,778	0
	(ii)	0	0	0	0	0	0	0
2 ALAN J ARTHUR PRESIDENT & CEO	(i)	197,692	0	0	0	18,902	216,594	0
	(ii)	0	0	0	0	0	0	0
3 BARBARA HALVERSON VICE PRESIDENT OF PROPERTY OPERATION	(i)	157,014	0	0	0	18,791	175,805	0
	(ii)	0	0	0	0	0	0	0
4 BLAKE HOPKINS VICE PRESIDENT OF HOUSING	(i)	135,481	0	0	0	25,916	161,397	0
	(ii)	0	0	0	0	0	0	0
5 DEBRA BEHRENS CHIEF ADVANCEMENT OFFICER	(i)	138,163	0	0	0	22,032	160,195	0
	(ii)	0	0	0	0	0	0	0
6 SCOTT REDD INTERIM CHIEF OPERATING OFFICER	(i)	143,914	0	0	0	15,461	159,375	0
	(ii)	0	0	0	0	0	0	0

Part III **Supplemental Information**

Provide the information, explanation, or descriptions required for Part I, lines 1a, 1b, 3, 4a, 4b, 4c, 5a, 5b, 6a, 6b, 7, and 8, and for Part II. Also complete this part for any additional information.

Schedule L
(Form 990 or 990-EZ)

Transactions with Interested Persons

OMB No 1545-0047

▶ **Complete if the organization answered "Yes" on Form 990, Part IV, lines 25a, 25b, 26, 27, 28a, 28b, or 28c, or Form 990-EZ, Part V, line 38a or 40b.**
 ▶ **Attach to Form 990 or Form 990-EZ.**
 ▶ **Go to www.irs.gov/Form990 for the latest information.**

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Department of the Treasury
Internal Revenue Service

Name of the organization AEON	Employer identification number 41-1558711
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Part I Excess Benefit Transactions (section 501(c)(3), section 501(c)(4), and 501(c)(29) organizations only)
 Complete if the organization answered "Yes" on Form 990, Part IV, line 25a or 25b, or Form 990-EZ, Part V, line 40b

1	(a) Name of disqualified person	(b) Relationship between disqualified person and organization	(c) Description of transaction	(d) Corrected?	
				Yes	No

2 Enter the amount of tax incurred by organization managers or disqualified persons during the year under section 4958 ▶ \$ _____

3 Enter the amount of tax, if any, on line 2, above, reimbursed by the organization ▶ \$ _____

Part II Loans to and/or From Interested Persons.
 Complete if the organization answered "Yes" on Form 990-EZ, Part V, line 38a, or Form 990, Part IV, line 26, or if the organization reported an amount on Form 990, Part X, line 5, 6, or 22

(a) Name of interested person	(b) Relationship with organization	(c) Purpose of loan	(d) Loan to or from the organization?		(e) Original principal amount	(f) Balance due	(g) In default?		(h) Approved by board or committee?		(i) Written agreement?	
			To	From			Yes	No	Yes	No	Yes	No
Total						▶	\$					

Part III Grants or Assistance Benefiting Interested Persons.
 Complete if the organization answered "Yes" on Form 990, Part IV, line 27.

(a) Name of interested person	(b) Relationship between interested person and the organization	(c) Amount of assistance	(d) Type of assistance	(e) Purpose of assistance

Part IV Business Transactions Involving Interested Persons.

Complete if the organization answered "Yes" on Form 990, Part IV, line 28a, 28b, or 28c.

(a) Name of interested person	(b) Relationship between interested person and the organization	(c) Amount of transaction	(d) Description of transaction	(e) Sharing of organization's revenues?	
				Yes	No
(1) ALAN ARTHUR	ALAN ARTHUR IS THE PRESIDENT OF AEON AND EAST VILLAGE HOUSING CORPORATION	22,000	AEON LEASED COMMERCIAL SPACE FROM EAST VILLAGE HOUSING CORPORATION		No
(2) ALAN ARTHUR	ALAN ARTHUR IS THE PRESIDENT OF AEON AND EAST VILLAGE HOUSING CORPORATION	88,521	AEON MANAGEMENT, LLC MANAGES EAST VILLAGE HOUSING CORPORATION		No
(3) ALAN ARTHUR	ALAN ARTHUR IS THE PRESIDENT OF AEON AND EAST VILLAGE HOUSING CORPORATION	2,357,423	AEON HAS A 7% RESIDUAL RECEIPTS NOTE WITH EAST VILLAGE HOUSING CORPORATION		No
(4) ALAN ARTHUR	ALAN ARTHUR IS THE PRESIDENT OF AEON AND EAST VILLAGE HOUSING CORPORATION	94,354	ASSET MANAGEMENT FEE RECEIVED BY AEON FROM EAST VILLAGE HOUSING CORPORATION		No
(5) ALAN ARTHUR	EXEC VP OF THE LANDING AND PRESIDENT OF AEON OWNER OF AEON MANAGEMENT LLC	35,170	AEON MANAGEMENT, LLC IS THE PROPERTY MANAGEMENT AGENT OF THE LANDING		No

Part V Supplemental Information

Provide additional information for responses to questions on Schedule L (see instructions)

Return Reference	Explanation
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SCHEDULE M
(Form 990)

Noncash Contributions

OMB No 1545-0047
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▶ **Complete if the organizations answered "Yes" on Form 990, Part IV, lines 29 or 30.**
▶ **Attach to Form 990.**
▶ **Go to www.irs.gov/Form990 for the latest information.**

Department of the Treasury
Internal Revenue Service

Name of the organization
AEON

Employer identification number
41-1558711

Part I Types of Property

	(a) Check if applicable	(b) Number of contributions or items contributed	(c) Noncash contribution amounts reported on Form 990, Part VIII, line 1g	(d) Method of determining noncash contribution amounts
1 Art—Works of art				
2 Art—Historical treasures				
3 Art—Fractional interests				
4 Books and publications				
5 Clothing and household goods				
6 Cars and other vehicles				
7 Boats and planes				
8 Intellectual property				
9 Securities—Publicly traded				
10 Securities—Closely held stock				
11 Securities—Partnership, LLC, or trust interests				
12 Securities—Miscellaneous				
13 Qualified conservation contribution—Historic structures				
14 Qualified conservation contribution—Other				
15 Real estate—Residential				
16 Real estate—Commercial				
17 Real estate—Other				
18 Collectibles				
19 Food inventory				
20 Drugs and medical supplies				
21 Taxidermy				
22 Historical artifacts				
23 Scientific specimens				
24 Archeological artifacts				
25 Other ▶ (LAND)	X	1	2,400,000	
26 Other ▶ (FORGIVENESS OF DEBT)	X	1	1,442,190	
27 Other ▶ (_____)				
28 Other ▶ (_____)				

29 Number of Forms 8283 received by the organization during the tax year for contributions for which the organization completed Form 8283, Part IV, Donee Acknowledgement **29** 1

	Yes	No
30a During the year, did the organization receive by contribution any property reported in Part I, lines 1 through 28, that it must hold for at least three years from the date of the initial contribution, and which is not required to be used for exempt purposes for the entire holding period?		No
b If "Yes," describe the arrangement in Part II		
31 Does the organization have a gift acceptance policy that requires the review of any nonstandard contributions?		No
32a Does the organization hire or use third parties or related organizations to solicit, process, or sell noncash contributions?		No
b If "Yes," describe in Part II		
33 If the organization did not report an amount in column (c) for a type of property for which column (a) is checked, describe in Part II		

Part II **Supplemental Information.**

Provide the information required by Part I, lines 30b, 32b, and 33, and whether the organization is reporting in Part I, column (b), the number of contributions, the number of items received, or a combination of both. Also complete this part for any additional information.

Return Reference

Explanation

SCHEDULE O
(Form 990 or 990-EZ)**Supplemental Information to Form 990 or 990-EZ**

Complete to provide information for responses to specific questions on Form 990 or 990-EZ or to provide any additional information.

▶ Attach to Form 990 or 990-EZ.

▶ Go to www.irs.gov/Form990 for the latest information.

OMB No 1545-0047

2018**Open to Public Inspection**

Department of the Treasury

Name of the organization

AEON

Employer identification number

41-1558711

990 Schedule O, Supplemental Information

Return Reference	Explanation
FORM 990, PART VI, SECTION A, LINE 6	AEON'S MEMBERSHIP CONSISTS OF PEOPLE WHO LIVE IN THE SERVICE AREA, COME TO ANNUAL MEETINGS, AND SUPPORT AEON'S MISSION THE MEMBERS DO NOT ELECT THE BOARD OF DIRECTORS, BUT DO VOTE ON CHANGES IN THE GOVERNING DOCUMENTS, FILE MINUTES, ETC

990 Schedule O, Supplemental Information

Return Reference	Explanation
FORM 990, PART VI, SECTION A, LINE 7B	AEON'S MEMBERS DO NOT ELECT THE BOARD OF DIRECTORS, BUT THEY DO APPROVE CHANGES IN THE GOVERNING DOCUMENTS

990 Schedule O, Supplemental Information

Return Reference	Explanation
FORM 990, PART VI, SECTION B, LINE 11B	THE 990 IS REVIEWED AND FINALIZED BY THE CONTROLLER AND THE CHIEF FINANCIAL OFFICER BEFORE GOING TO THE PRESIDENT AND BOARD TO REVIEW AND ACCEPT

990 Schedule O, Supplemental Information

Return Reference	Explanation
FORM 990, PART VI, SECTION B, LINE 12C	BOARD MEMBERS AND EMPLOYEES ARE REQUIRED TO SIGN OFF ON A CONFLICT OF INTEREST STATEMENT ANNUALLY AT THE BEGINNING OF EACH BOARD MEETING BOARD MEMBERS ARE ASKED TO DISCLOSE ANY EXISTING CONFLICTS OF INTEREST ANY POTENTIAL CONFLICTS OF INTEREST ARE REVIEWED AND ADDRESSED BY THE PRESIDENT AND BOARD

990 Schedule O, Supplemental Information

Return Reference	Explanation
FORM 990, PART VI, SECTION B, LINE 15A	REVIEW OF THE PRESIDENT/CEO'S SALARY IS COMPLETED USING UPDATED SALARY SURVEYS AND OTHER COMPARATIVE SALARY DATA. THE BOARD MUST APPROVE ANY REVISED COMPENSATION FOR THE PRESIDENT/CEO VIA A SALARY CHANGE MEMO. THE PRESIDENT/CEO, DIRECTOR HR, AND BOARD OF DIRECTORS ALSO COMPARE OFFICER AND KEY EMPLOYEE SALARIES AGAINST THE MARKETPLACE, USING VARIOUS UPDATED SALARY SURVEYS AND DATA, TO ENSURE THEY ARE REASONABLE.

990 Schedule O, Supplemental Information

Return Reference	Explanation
FORM 990, PART VI, SECTION C, LINE 19	THE ORGANIZATION MAKES ITS GOVERNING DOCUMENTS AVAILABLE TO THE PUBLIC UPON REQUEST

990 Schedule O, Supplemental Information

Return Reference	Explanation
FORM 990, PART XI, LINE 9	CAPITAL TRANSFER - COMO PRESERVATION LIMITED PARTNERSHIP 1,290,929 CAPITAL TRANSFER - LAMOREAUX LIMITED PARTNERSHIP 1,400,286

990 Schedule O, Supplemental Information

Return Reference	Explanation
FORM 990, PART XII, LINE 2C	THE PROCESS HAS NOT CHANGED FROM THE PRIOR YEAR

**SCHEDULE R
(Form 990)**

Related Organizations and Unrelated Partnerships

OMB No 1545-0047

2018

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Inspection**

▶ **Complete if the organization answered "Yes" on Form 990, Part IV, line 33, 34, 35b, 36, or 37.**
▶ **Attach to Form 990.**
▶ **Go to www.irs.gov/Form990 for instructions and the latest information.**

Department of the Treasury
Internal Revenue Service

Name of the organization
AEON

Employer identification number

41-1558711

Part I Identification of Disregarded Entities Complete if the organization answered "Yes" on Form 990, Part IV, line 33.

See Additional Data Table

(a) Name, address, and EIN (if applicable) of disregarded entity	(b) Primary activity	(c) Legal domicile (state or foreign country)	(d) Total income	(e) End-of-year assets	(f) Direct controlling entity

Part II Identification of Related Tax-Exempt Organizations Complete if the organization answered "Yes" on Form 990, Part IV, line 34 because it had one or more related tax-exempt organizations during the tax year.

(a) Name, address, and EIN of related organization	(b) Primary activity	(c) Legal domicile (state or foreign country)	(d) Exempt Code section	(e) Public charity status (if section 501(c)(3))	(f) Direct controlling entity	(g) Section 512(b)(13) controlled entity?	
						Yes	No
(1) EAST VILLAGE HOUSING CORPORATION 901 NORTH THIRD STREET SUITE 150 MINNEAPOLIS, MN 55401 41-1907818	RENTAL REAL ESTATE	MN	501(C)(3)	LINE 9	N/A		No
(2) THE LANDING APARTMENTS 901 NORTH THIRD STREET SUITE 150 MINNEAPOLIS, MN 55401 45-4914706	RENTAL REAL ESTATE	MN	501(C)(3)	LINE 9	N/A		No

Part III Identification of Related Organizations Taxable as a Partnership Complete if the organization answered "Yes" on Form 990, Part IV, line 34 because it had one or more related organizations treated as a partnership during the tax year.

See Additional Data Table

(a) Name, address, and EIN of related organization	(b) Primary activity	(c) Legal domicile (state or foreign country)	(d) Direct controlling entity	(e) Predominant income(related, unrelated, excluded from tax under sections 512- 514)	(f) Share of total income	(g) Share of end-of-year assets	(h) Disproportionate allocations?		(i) Code V-UBI amount in box 20 of Schedule K-1 (Form 1065)	(j) General or managing partner?		(k) Percentage ownership
							Yes	No		Yes	No	

Part IV Identification of Related Organizations Taxable as a Corporation or Trust Complete if the organization answered "Yes" on Form 990, Part IV, line 34 because it had one or more related organizations treated as a corporation or trust during the tax year.

(a) Name, address, and EIN of related organization	(b) Primary activity	(c) Legal domicile (state or foreign country)	(d) Direct controlling entity	(e) Type of entity (C corp, S corp, or trust)	(f) Share of total income	(g) Share of end-of- year assets	(h) Percentage ownership	(i) Section 512(b) (13) controlled entity?	
								Yes	No
(1) MINNEAPOLIS HOUSING CORPORATION 901 NORTH THIRD STREET SUITE 150 MINNEAPOLIS, MN 55401 41-1853479	APARTMENT HOMES	MN	AEON	C	-11	-361	100 000 %	Yes	
(2) AEON CONSOLIDATION LLC 901 NORTH THIRD STREET SUITE 150 MINNEAPOLIS, MN 55401 81-2916088	RENTAL REAL ESTATE	MN	AEON	C	231,256	2,894,736	100 000 %		No
(3) OHP PRESERVATION GP LLC 901 NORTH THIRD STREET SUITE 150 MINNEAPOLIS, MN 55401 27-1417715	RENTAL REAL ESTATE	MN	AEON	C	-61	-11,199	100 000 %		No
(4) SOUTH QUARTER IV LLC 901 NORTH THIRD STREET SUITE 150 MINNEAPOLIS, MN 55401 47-1216687	RENTAL REAL ESTATE	MN	AEON	C	-99	-448	100 000 %		No

Part V Transactions With Related Organizations Complete if the organization answered "Yes" on Form 990, Part IV, line 34, 35b, or 36.

Note. Complete line 1 if any entity is listed in Parts II, III, or IV of this schedule

	Yes	No
1 During the tax year, did the organization engage in any of the following transactions with one or more related organizations listed in Parts II-IV?		
a Receipt of (i) interest, (ii) annuities, (iii) royalties, or (iv) rent from a controlled entity	1a Yes	
b Gift, grant, or capital contribution to related organization(s)	1b Yes	
c Gift, grant, or capital contribution from related organization(s)	1c	No
d Loans or loan guarantees to or for related organization(s)	1d Yes	
e Loans or loan guarantees by related organization(s)	1e	No
f Dividends from related organization(s)	1f Yes	
g Sale of assets to related organization(s)	1g Yes	
h Purchase of assets from related organization(s)	1h	No
i Exchange of assets with related organization(s)	1i	No
j Lease of facilities, equipment, or other assets to related organization(s)	1j	No
k Lease of facilities, equipment, or other assets from related organization(s)	1k Yes	
l Performance of services or membership or fundraising solicitations for related organization(s)	1l Yes	
m Performance of services or membership or fundraising solicitations by related organization(s)	1m Yes	
n Sharing of facilities, equipment, mailing lists, or other assets with related organization(s)	1n Yes	
o Sharing of paid employees with related organization(s)	1o Yes	
p Reimbursement paid to related organization(s) for expenses	1p Yes	
q Reimbursement paid by related organization(s) for expenses	1q Yes	
r Other transfer of cash or property to related organization(s)	1r	No
s Other transfer of cash or property from related organization(s)	1s	No

2 If the answer to any of the above is "Yes," see the instructions for information on who must complete this line, including covered relationships and transaction thresholds

See Additional Data Table

(a) Name of related organization	(b) Transaction type (a-s)	(c) Amount involved	(d) Method of determining amount involved

Part VI Unrelated Organizations Taxable as a Partnership Complete if the organization answered "Yes" on Form 990, Part IV, line 37.

Provide the following information for each entity taxed as a partnership through which the organization conducted more than five percent of its activities (measured by total assets or gross revenue) that was not a related organization. See instructions regarding exclusion for certain investment partnerships.

(a) Name, address, and EIN of entity	(b) Primary activity	(c) Legal domicile (state or foreign country)	(d) Predominant income (related, unrelated, excluded from tax under sections 512-514)	(e) Are all partners section 501(c)(3) organizations?		(f) Share of total income	(g) Share of end-of-year assets	(h) Disproportionate allocations?		(i) Code V-UBI amount in box 20 of Schedule K-1 (Form 1065)	(j) General or managing partner?		(k) Percentage ownership
				Yes	No			Yes	No		Yes	No	

Part VII **Supplemental Information**

Provide additional information for responses to questions on Schedule R (see instructions)

Return Reference	Explanation

Additional Data

Software ID:
Software Version:
EIN: 41-1558711
Name: AEON

Form 990, Schedule R, Part I - Identification of Disregarded Entities

(a) Name, address, and EIN (if applicable) of disregarded entity	(b) Primary Activity	(c) Legal Domicile (State or Foreign Country)	(d) Total income	(e) End-of-year assets	(f) Direct Controlling Entity
(1) 1822 PARK AVENUE LLC 901 NORTH THIRD STREET SUITE 150 MINNEAPOLIS, MN 55401 27-3369335	RENTAL REAL ESTATE	MN	196,822	2,620,493	N/A
(1) AEON ELLIOT LLC 901 NORTH THIRD STREET SUITE 150 MINNEAPOLIS, MN 55401 47-1417034	RENTAL REAL ESTATE	MN	0	0	N/A
(2) AEON LP LLC 901 NORTH THIRD STREET SUITE 150 MINNEAPOLIS, MN 55401 45-3631375	RENTAL REAL ESTATE	MN	0	0	N/A
(3) AEON MANAGEMENT LLC 901 NORTH THIRD STREET SUITE 150 MINNEAPOLIS, MN 55401 26-2321867	PROPERTY MANAGEMENT	MN	2,121,981	985,203	N/A
(4) AEON PHILLIPS LLC 901 NORTH THIRD STREET SUITE 150 MINNEAPOLIS, MN 55401 41-1558711	RENTAL REAL ESTATE	MN	0	0	N/A
(5) AEON PORTFOLIO LLC 901 NORTH THIRD STREET SUITE 150 MINNEAPOLIS, MN 55401 41-1558711	RENTAL REAL ESTATE	MN	0	0	N/A
(6) AEON PRESERVATION GP LLC 901 NORTH THIRD STREET SUITE 150 MINNEAPOLIS, MN 55401	RENTAL REAL ESTATE	MN	0	0	N/A
(7) AEON PROSPECT PARK LLC 901 NORTH THIRD STREET SUITE 150 MINNEAPOLIS, MN 55401 41-1558711	RENTAL REAL ESTATE	MN	1,442,190	0	N/A
(8) ALLIANCE ADDITION LLC 901 NORTH THIRD STREET SUITE 150 MINNEAPOLIS, MN 55401 27-0937852	RENTAL REAL ESTATE	MN	493,176	8,547,185	N/A
(9) AUGUSTANA VILLAGE LP 901 NORTH THIRD STREET SUITE 150 MINNEAPOLIS, MN 55401 41-1834606	RENTAL REAL ESTATE	MN	929,888	7,664,072	N/A
(10) CHICAGO APARTMENTS LLC 901 NORTH THIRD STREET SUITE 150 MINNEAPOLIS, MN 55401 45-3809393	RENTAL REAL ESTATE	MN	752,295	2,198,534	N/A
(11) COMO PRESERVATION LLC 901 NORTH THIRD STREET SUITE 150 MINNEAPOLIS, MN 55401 41-1558711	RENTAL REAL ESTATE	MN	955,698	110,399	N/A
(12) PHILLIPS REDESIGN LP 901 NORTH THIRD STREET SUITE 150 MINNEAPOLIS, MN 55401 41-1834607	RENTAL REAL ESTATE	MN	1,067,385	2,509,985	N/A
(13) SOUTH QUARTER IV LLC 901 NORTH THIRD STREET SUITE 150 MINNEAPOLIS, MN 55401 47-1216687	RENTAL REAL ESTATE	MN	0	0	N/A
(14) SP TOWERS IMPACT INVESTMENT LLC 901 NORTH THIRD STREET SUITE 150 MINNEAPOLIS, MN 55401 82-2719741	RENTAL REAL ESTATE	MN	0	3,346,134	N/A
(15) THE CREST APARTMENTS LLC 901 NORTH THIRD STREET SUITE 150 MINNEAPOLIS, MN 55401 41-1629949	RENTAL REAL ESTATE	MN	1,184,876	2,792,126	N/A
(16) YOUTH HOUSING LIMITED PARTNERSHIP 901 NORTH THIRD STREET SUITE 150 MINNEAPOLIS, MN 55401 41-1839971	RENTAL REAL ESTATE	MN	443,943	1,866,418	N/A
(17) 3601 NICOLLET LLC 901 NORTH THIRD STREET SUITE 150 MINNEAPOLIS, MN 55401	RENTAL REAL ESTATE	MN	0	360,000	N/A
(18) AEON ACQUISITION LLC 901 NORTH THIRD STREET SUITE 150 MINNEAPOLIS, MN 55401 81-2401592	RENTAL REAL ESTATE	MN	0	0	N/A
(19) AEON BIG LAKE STATION LLC 901 NORTH THIRD STREET SUITE 150 MINNEAPOLIS, MN 55401 82-3609611	RENTAL REAL ESTATE	MN	0	777,235	N/A

Form 990, Schedule R, Part I - Identification of Disregarded Entities

(a) Name, address, and EIN (if applicable) of disregarded entity	(b) Primary Activity	(c) Legal Domicile (State or Foreign Country)	(d) Total income	(e) End-of-year assets	(f) Direct Controlling Entity
(21) AEON RAMSEY 2 LLC 901 NORTH THIRD STREET SUITE 150 MINNEAPOLIS, MN 55401 82-3659964	RENTAL REAL ESTATE	MN	0	0	N/A
(1) SEASONS PARK 1 LLC 901 NORTH THIRD STREET SUITE 150 MINNEAPOLIS, MN 55401 82-2130376	RENTAL REAL ESTATE	MN	0	0	N/A
(2) AEON TOWERS ONE LLC 901 NORTH THIRD STREET SUITE 150 MINNEAPOLIS, MN 55401 82-2772673	RENTAL REAL ESTATE	MN	0	0	N/A
(3) AEON TOWERS TWO LLC 901 NORTH THIRD STREET SUITE 150 MINNEAPOLIS, MN 55401 82-2781050	RENTAL REAL ESTATE	MN	0	888	N/A
(4) LAMOREAUX LIMITED PARTNERSHIP 901 NORTH THIRD STREET SUITE 150 MINNEAPOLIS, MN 55401 41-1998084	RENTAL REAL ESTATE	MN	312,499	4,404,399	N/A
(5) CARRINGTON DRIVE HOLDINGS LLC 901 NORTH THIRD STREET SUITE 150 MINNEAPOLIS, MN 55401	RENTAL REAL ESTATE	MN	239,807	9,422,573	N/A
(6) AEON HOLDINGS LLC 901 NORTH THIRD STREET SUITE 150 MINNEAPOLIS, MN 55401	RENTAL REAL ESTATE	MN	0	0	N/A
(7) PARKVIEW VILLA LLC 901 NORTH THIRD STREET SUITE 150 MINNEAPOLIS, MN 55401	RENTAL REAL ESTATE	MN	0	0	N/A

Form 990, Schedule R, Part III - Identification of Related Organizations Taxable as a Partnership

(a) Name, address, and EIN of related organization	(b) Primary activity	(c) Legal Domicile (State or Foreign Country)	(d) Direct Controlling Entity	(e) Predominant income(related, unrelated, excluded from tax under sections 512-514)	(f) Share of total income	(g) Share of end-of- year assets	(h) Disproportionate allocations?		(i) Code V-UBI amount in Box 20 of Schedule K-1 (Form 1065)	(j) General or Managing Partner?		(k) Percentage ownership
							Yes	No		Yes	No	
(1) ALLIANCE LIMITED PARTNERSHIP 901 NORTH THIRD STREET SUITE 150 MINNEAPOLIS, MN 55401 41-1834604	RENTAL REAL ESTATE	MN	N/A	RENTAL REVENUE	-23,252	3,958,811		No		Yes		99 050 %
(1) BARNABAS HOUSING LIMITED PARTNERSHIP 901 NORTH THIRD STREET SUITE 150 MINNEAPOLIS, MN 55401 41-1998081	RENTAL REAL ESTATE	MN	N/A	RENTAL REVENUE	-19	2,187,931		No		Yes		0 010 %
(2) CLOVER FIELD SINCLAIR LIMITED PARTNERSHIP 901 NORTH THIRD STREET SUITE 150 MINNEAPOLIS, MN 55401 20-5740994	RENTAL REAL ESTATE	MN	N/A	RENTAL REVENUE	-353,123	556,232		No		Yes		0 010 %
(3) CRANE ORDWAY LIMITED PARTNERSHIP 901 NORTH THIRD STREET SUITE 150 MINNEAPOLIS, MN 55401 20-0084489	RENTAL REAL ESTATE	MN	N/A	RENTAL REVENUE	-19	687,199		No		Yes		0 010 %
(4) FRANKLIN PORTLAND GATEWAY PHASE I LP 901 NORTH THIRD STREET SUITE 150 MINNEAPOLIS, MN 55401 54-2075020	RENTAL REAL ESTATE	MN	N/A	RENTAL REVENUE	-130,019	-104,564		No		Yes		0 010 %
(5) FRANKLIN PORTLAND GATEWAY PHASE II LP 901 NORTH THIRD STREET SUITE 150 MINNEAPOLIS, MN 55401 56-2369948	RENTAL REAL ESTATE	MN	N/A	RENTAL REVENUE	-42,139	421,263		No		Yes		0 010 %
(6) FRANKLIN PORTLAND GATEWAY PHASE III LP 901 NORTH THIRD STREET SUITE 150 MINNEAPOLIS, MN 55401 20-2351852	RENTAL REAL ESTATE	MN	N/A	RENTAL REVENUE	-12	189,939		No		Yes		0 010 %
(7) FRANKLIN PORTLAND GATEWAY PHASE IV LP 901 NORTH THIRD STREET SUITE 150 MINNEAPOLIS, MN 55401 26-0504632	RENTAL REAL ESTATE	MN	N/A	RENTAL REVENUE	-99	3,601,932		No		Yes		0 010 %
(8) M RIPLEY LIMITED PARTNERSHIP 901 NORTH THIRD STREET SUITE 150 MINNEAPOLIS, MN 55401 73-1651459	RENTAL REAL ESTATE	MN	N/A	RENTAL REVENUE	-31	2,677,166		No		Yes		0 010 %
(9) REN BOX SP LIMITED PARTNERSHIP 901 NORTH THIRD STREET SUITE 150 MINNEAPOLIS, MN 55401 27-1679344	RENTAL REAL ESTATE	MN	N/A	RENTAL REVENUE	-19	301,129		No		Yes		0 010 %
(10) SIENNA GREEN I LIMITED PARTNERSHP 901 NORTH THIRD STREET SUITE 150 MINNEAPOLIS, MN 55401 27-1218470	RENTAL REAL ESTATE	MN	N/A	RENTAL REVENUE	-20	101,423		No		Yes		0 010 %
(11) SIENNA GREEN II LIMITED PARTNERSHP 901 NORTH THIRD STREET SUITE 150 MINNEAPOLIS, MN 55401 27-3799093	RENTAL REAL ESTATE	MN	N/A	RENTAL REVENUE	-10	30,357		No		Yes		0 010 %
(12) AEON PRESERVATION LIMITED PARTNERSHIP 901 NORTH THIRD STREET SUITE 150 MINNEAPOLIS, MN 55401 46-3015808	RENTAL REAL ESTATE	MN	N/A	RENTAL REVENUE	-101	9,721,961		No		Yes		0 010 %
(13) IKM LIMITED PARTNERSHIP 901 NORTH THIRD STREET SUITE 150 MINNEAPOLIS, MN 55401 81-0962531	RENTAL REAL ESTATE	MN	N/A	RENTAL REVENUE	-27	435,167		No		Yes		0 010 %
(14) OHP PRESERVATION LIMITED PARTNERSHIP 901 NORTH THIRD STREET SUITE 150 MINNEAPOLIS, MN 55401 47-5445444	RENTAL REAL ESTATE	MN	N/A	RENTAL REVENUE	-61	2,994,548		No		Yes		0 010 %

Form 990, Schedule R, Part III - Identification of Related Organizations Taxable as a Partnership												
(a) Name, address, and EIN of related organization	(b) Primary activity	(c) Legal Domicile (State or Foreign Country)	(d) Direct Controlling Entity	(e) Predominant income(related, unrelated, excluded from tax under sections 512-514)	(f) Share of total income	(g) Share of end-of-year assets	(h) Disproprtionate allocations?		(i) Code V-UBI amount in Box 20 of Schedule K-1 (Form 1065)	(j) General or Managing Partner?		(k) Percentage ownership
							Yes	No		Yes	No	
(16) PARKVIEW LIMITED PARTNERSHIP 901 NORTH THIRD STREET SUITE 150 MINNEAPOLIS, MN 55401 80-0929267	RENTAL REAL ESTATE	MN	N/A	RENTAL REVENUE	-31	7,860,745		No		Yes		0 010 %
(1) GOLDEN SUN PRESERVATION LLC 901 NORTH THIRD STREET SUITE 150 MINNEAPOLIS, MN 55401 81-2669541	RENTAL REAL ESTATE	MN	N/A	RENTAL REVENUE		1,432,856		No		Yes		13 500 %
(2) SEASONS PARK PRESERVATION JV LLC 901 NORTH THIRD STREET SUITE 150 MINNEAPOLIS, MN 55401 82-2139664	RENTAL REAL ESTATE	MN	N/A	RENTAL REVENUE	-30,060	3,817,436		No		Yes		10 000 %
(3) TOWERS ONE PRESERVATION JV LLC 901 NORTH THIRD STREET SUITE 150 MINNEAPOLIS, MN 55401 82-2772898	RENTAL REAL ESTATE	MN	N/A	RENTAL REVENUE	-13,100	5,580,709		No		Yes		10 000 %
(4) TOWERS TWO PRESERVATION JV LLC 901 NORTH THIRD STREET SUITE 150 MINNEAPOLIS, MN 55401 82-2781088	RENTAL REAL ESTATE	MN	N/A	RENTAL REVENUE	-16,313	2,711,292		No		Yes		10 000 %
(5) RAMSEY STATION APARTMENTS LP 901 NORTH THIRD STREET SUITE 150 MINNEAPOLIS, MN 55401 82-1595145	RENTAL REAL ESTATE	MN	N/A	RENTAL REVENUE	-39	5,437,911		No		Yes		0 500 %
(6) COMO PRESERVATION LP 901 NORTH THIRD STREET SUITE 150 MINNEAPOLIS, MN 55401 82-1744348	RENTAL REAL ESTATE	MN	N/A	RENTAL REVENUE	-3	9,578,348		No		Yes		0 500 %
(7) PROSPECT PARK LIMITED PARTNERSHIP 901 NORTH THIRD STREET SUITE 150 MINNEAPOLIS, MN 55401 82-4465218	RENTAL REAL ESTATE	MN	N/A	RENTAL REVENUE		4,414,940		No		Yes		0 010 %

Form 990, Schedule R, Part V - Transactions With Related Organizations

	(a) Name of related organization	(b) Transaction type(a-s)	(c) Amount Involved	(d) Method of determining amount involved
(1)	ALLIANCE LIMITED PARTNERSHIP	D	589,636	LOAN BALANCE
(1)	BARNABAS HOUSING LIMITED PARTNERSHIP	D	433,550	LOAN BALANCE
(2)	CLOVERFIELD SINCLAIR LIMITED PARTNERSHIP	D	810,000	LOAN BALANCE
(3)	CRANE ORDWAY LIMITED PARTNERSHIP	D	544,678	LOAN BALANCE
(4)	M RIPLEY LIMITED PARTNERSHIP	D	1,311,498	LOAN BALANCE
(5)	REN BOX SP LIMITED PARTNERSHIP	D	507,976	LOAN BALANCE
(6)	EAST VILLAGE HOUSING CORPORATION	D	2,357,423	LOAN BALANCE
(7)	FRANKLIN PORTLAND GATEWAY PHASE IV LP	D	4,634,423	LOAN BALANCE
(8)	AEON PRESERVATION LIMITED PARTNERSHIP	D	7,295,826	LOAN BALANCE
(9)	AEON PRESERVATION LIMITED PARTNERSHIP	L	1,217,949	DEVELOPER FEE PAID
(10)	PARKVIEW LIMITED PARTNERSHIP	D	6,592,440	LOAN BALANCE
(11)	OHP PRESERVATION LIMITED PARTNERSHIP	D	500,000	LOAN BALANCE
(12)	IKM LIMITED PARTNERSHIP	D	301,688	LOAN BALANCE
(13)	PARKVIEW LIMITED PARTNERSHIP	L	346,375	DEVELOPER FEE PAID
(14)	COMO PRESERVATION LIMITED PARTNERSHIP	D	2,256,593	LOAN BALANCE
(15)	FRANKLIN PORTLAND GATEWAY PHASE IV LP	L	11,929	DEVELOPER FEE PAID
(16)	IKM LIMITED PARTNERSHIP	L	226,822	DEVELOPER FEE PAID
(17)	OHP PRESERVATION LIMITED PARTNERSHIP	L	643,979	DEVELOPER FEE PAID
(18)	PROSPECT PARK LIMITED PARTNERSHIP	D	1,704,633	LOAN BALANCE
(19)	RAMSEY STATION APARTMENTS LIMITED PARTNERSHIP	D	500,000	LOAN BALANCE