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Return of Private Foundation

or Section 4947(a)(1) Nonexempt Charitable Trust

Treated as a Private Foundation

2009

Department of the Treasury
Internal Revenue Service

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

For calendar year 2009, or tax year beginning , and ending

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

Use the IRS label. Otherwise, print or type. See Specific Instructions.

Name of foundation
ATHERTON FAMILY FOUNDATION
C/O BANK OF HAWAII

Number and street (or P.O. box number if mail is not delivered to street address) Room/suite
P.O. BOX 3170, DEPT. 715

City or town, state, and ZIP code
HONOLULU, HI 96802-3170

A Employer identification number
51-0175971

B Telephone number
808-694-4540

C If exemption application is pending, check here ☐

D 1. Foreign organizations, check here ☐
2. Foreign organizations meeting the 85% test, check here and attach computation ☐

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

F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ☐

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

I Fair market value of all assets at end of year (from Part II, col. (c), line 16)
\$ **90,616,810.** (Part I, column (d) must be on cash basis.)

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

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a))		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
1 Contributions, gifts, grants, etc., received				N/A	
2 Check ☒ If the foundation is not required to attach Sch. B					
3 Interest on savings and temporary cash investments		5,372.	5,372.		STATEMENT 1
4 Dividends and interest from securities		1,543,601.	1,543,601.		STATEMENT 2
5a Gross rents		1,510,368.	1,510,368.		STATEMENT 3
b Net rental income or (loss) 1,231,386.					STATEMENT 4
6a Net gain or (loss) from sale of assets not on line 10		-830,948.			
b Gross sales price for all assets on line 6a 2,314,348.					
7 Capital gain net income (from Part IV, line 2)			0.		
8 Net short-term capital gain					
9 Income modifications					
10a Gross sales less returns and allowances					
b Less: Cost of goods sold					
c Gross profit or (loss)					
11 Other income NOV. 16. 2010		171,070.	141,516.		STATEMENT 5
12 Total. Add lines 1 through 11		2,399,463.	3,200,857.		
13 Compensation of officers, directors, trustees, etc.		151,561.	113,671.		37,890.
14 Other employee salaries and wages					
15 Pension plans, employee benefits					
16a Legal fees					
b Accounting fees STMT 6		26,138.	10,721.		15,417.
c Other professional fees STMT 7		237,725.	237,725.		0.
17 Interest					
18 Taxes STMT 8		301,361.	263,661.		0.
19 Depreciation and depletion		5,672.	5,672.		
20 Occupancy					
21 Travel, conferences, and meetings		9,749.	0.		9,749.
22 Printing and publications					
23 Other expenses STMT 9		268,064.	80,850.		187,214.
24 Total operating and administrative expenses. Add lines 13 through 23		1,000,270.	712,300.		250,270.
25 Contributions, gifts, grants paid		4,526,762.			4,526,762.
26 Total expenses and disbursements. Add lines 24 and 25		5,527,032.	712,300.		4,777,032.
27 Subtract line 26 from line 12:					
a Excess of revenue over expenses and disbursements		-3,127,569.			
b Net investment income (if negative, enter -0-)			2,488,557.		
c Adjusted net income (if negative, enter -0-)				N/A	

Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value		
Assets	1 Cash - non-interest-bearing					
	2 Savings and temporary cash investments			2,986,925.	1,346,509.	1,346,509.
	3 Accounts receivable ▶					
	Less allowance for doubtful accounts ▶					
	4 Pledges receivable ▶					
	Less allowance for doubtful accounts ▶					
	5 Grants receivable					
	6 Receivables due from officers, directors, trustees, and other disqualified persons					
	7 Other notes and loans receivable ▶					
	Less allowance for doubtful accounts ▶					
	8 Inventories for sale or use					
	9 Prepaid expenses and deferred charges					
	10a Investments - U S and state government obligations					
	b Investments - corporate stock					
	c Investments - corporate bonds					
11 Investments - land, buildings, and equipment basis ▶	1,610,175.					
Less accumulated depreciation STMT 12 ▶	102,088.		1,513,759.	1,508,087.	8,954,418.	
12 Investments - mortgage loans						
13 Investments - other STMT 13			83,120,126.	84,006,079.	80,315,883.	
14 Land, buildings, and equipment basis ▶						
Less accumulated depreciation ▶						
15 Other assets (describe ▶)						
16 Total assets (to be completed by all filers)			87,620,810.	86,860,675.	90,616,810.	
Liabilities	17 Accounts payable and accrued expenses					
	18 Grants payable					
	19 Deferred revenue					
	20 Loans from officers, directors, trustees, and other disqualified persons					
	21 Mortgages and other notes payable					
22 Other liabilities (describe ▶)						
23 Total liabilities (add lines 17 through 22)			0.	0.		
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ▶ ☒					
	24 Unrestricted					
	25 Temporarily restricted			87,620,810.	86,860,675.	
	26 Permanently restricted					
	Foundations that do not follow SFAS 117, check here ▶ ☐					
	27 Capital stock, trust principal, or current funds					
	28 Paid-in or capital surplus, or land, bldg, and equipment fund					
	29 Retained earnings, accumulated income, endowment, or other funds					
30 Total net assets or fund balances			87,620,810.	86,860,675.		
31 Total liabilities and net assets/fund balances			87,620,810.	86,860,675.		

Part III Analysis of Changes in Net Assets or Fund Balances

1 Total net assets or fund balances at beginning of year - Part II, column (a), line 30 (must agree with end-of-year figure reported on prior year's return)	1	87,620,810.
2 Enter amount from Part I, line 27a	2	-3,127,569.
3 Other increases not included in line 2 (itemize) ▶ SEE STATEMENT 10	3	2,595,331.
4 Add lines 1, 2, and 3	4	87,088,572.
5 Decreases not included in line 2 (itemize) ▶ SEE STATEMENT 11	5	227,897.
6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	86,860,675.

Part IV Capital Gains and Losses for Tax on Investment Income

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

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a			
b			
c			
d			
e 2,314,348.		3,145,296.	-830,948.

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

(i) FMV as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
a			
b			
c			
d			
e			-830,948.

2 Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 }	2	-830,948.
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c). If (loss), enter -0- in Part I, line 8	3	N/A

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

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

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

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period? ☐ Yes ☒ No

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

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col. (b) divided by col. (c))
2008	4,818,688.	92,853,389.	.051896
2007	4,806,794.	102,960,940.	.046686
2006	4,362,495.	98,015,268.	.044508
2005	4,139,108.	93,380,320.	.044325
2004	4,998,817.	90,651,163.	.055143

2 Total of line 1, column (d)	2	.242558
3 Average distribution ratio for the 5-year base period - divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years	3	.048512
4 Enter the net value of noncharitable-use assets for 2009 from Part X, line 5	4	83,592,512.
5 Multiply line 4 by line 3	5	4,055,240.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	24,886.
7 Add lines 5 and 6	7	4,080,126.
8 Enter qualifying distributions from Part XII, line 4 If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate. See the Part VI instructions.	8	4,777,032.

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

1a Exempt operating foundations described in section 4940(d)(2), check here ☐ and enter "N/A" on line 1. Date of ruling or determination letter: _____ (attach copy of letter if necessary-see instructions)		1	24,886.
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here ☒ and enter 1% of Part I, line 27b			
c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b)		2	0.
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		3	24,886.
3 Add lines 1 and 2		4	0.
4 Subtitle A (Income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		5	24,886.
5 Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-			
6 Credits/Payments			
a 2009 estimated tax payments and 2008 overpayment credited to 2009	6a 43,725.		
b Exempt foreign organizations - tax withheld at source	6b		
c Tax paid with application for extension of time to file (Form 8868)	6c		
d Backup withholding erroneously withheld	6d		
7 Total credits and payments. Add lines 6a through 6d		7	43,725.
8 Enter any penalty for underpayment of estimated tax. Check here ☒ if Form 2220 is attached		8	
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed		9	
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid		10	18,839.
11 Enter the amount of line 10 to be credited to 2010 estimated tax	18,839. Refunded	11	0.

Part VII-A Statements Regarding Activities

	Yes	No
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		X
1b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see instructions for definition)? If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.		X
1c Did the foundation file Form 1120-POL for this year?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation. \$ 0. (2) On foundation managers. \$ 0.		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers \$ 0.		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? If "Yes," attach a detailed description of the activities.		X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes		X
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		X
b If "Yes," has it filed a tax return on Form 990-T for this year?		N/A
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T.		X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	X	
7 Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col. (c), and Part XV.	X	
8a Enter the states to which the foundation reports or with which it is registered (see instructions)		
HI		
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? If "No," attach explanation	X	
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2009 or the taxable year beginning in 2009 (see instructions for Part XIV)? If "Yes," complete Part XIV		X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses		X

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Part VII-A Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11		X
12	Did the foundation acquire a direct or indirect interest in any applicable insurance contract before August 17, 2008?	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ► N/A	13	X	
14	The books are in care of ► BANK OF HAWAII Telephone no. ► 808-694-4540 Located at ► 130 MERCHANT STREET, HONOLULU, HI ZIP+4 ► 96813			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here and enter the amount of tax-exempt interest received or accrued during the year	15		N/A

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

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

	Yes	No
1a During the year did the foundation (either directly or indirectly):		
(1) Engage in the sale or exchange, or leasing of property with a disqualified person?	☐ Yes ☒ No	
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	☐ Yes ☒ No	
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?	☐ Yes ☒ No	
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	☒ Yes ☐ No	
(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)?	☐ Yes ☒ No	
(6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.)	☐ Yes ☒ No	
b If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see page 20 of the instructions)? Organizations relying on a current notice regarding disaster assistance check here		X
c Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2009?		X
2 Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5)):		
a At the end of tax year 2009, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2009? If "Yes," list the years ►	☐ Yes ☒ No	
b Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see instructions.)	N/A	
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here. ►		
3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?	☐ Yes ☒ No	
b If "Yes," did it have excess business holdings in 2009 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969, (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest; or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? (Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2009.)	N/A	
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?		X
b Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2009?		X

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

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

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

☐ Yes ☒ No

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

☐ Yes ☒ No

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

☒ Yes ☐ No

(4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)?

☐ Yes ☒ No

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

☐ Yes ☒ No

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

Organizations relying on a current notice regarding disaster assistance check here

☐

5b

X

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

N/A

☐ Yes ☐ No

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

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

☐ Yes ☒ No

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

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

6b

X

7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?

☐ Yes ☒ No

b If yes, did the foundation receive any proceeds or have any net income attributable to the transaction?

N/A

7b

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

1 List all officers, directors, trustees, foundation managers and their compensation.

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
SEE STATEMENT 14		151,561.	0.	0.

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

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

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

0

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

1 Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:		
a Average monthly fair market value of securities	1a	57,932,537.
b Average of monthly cash balances	1b	1,751,148.
c Fair market value of all other assets	1c	25,181,809.
d Total (add lines 1a, b, and c)	1d	84,865,494.
e Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	0.
2 Acquisition indebtedness applicable to line 1 assets	2	0.
3 Subtract line 2 from line 1d	3	84,865,494.
4 Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	1,272,982.
5 Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	83,592,512.
6 Minimum investment return. Enter 5% of line 5	6	4,179,626.

Part XI Distributable Amount (see instructions) (Section 4942(j)(3) and (j)(5) private operating foundations and certain foreign organizations check here ☐ and do not complete this part)

1 Minimum investment return from Part X, line 6	1	4,179,626.
2a Tax on investment income for 2009 from Part VI, line 5	2a	24,886.
b Income tax for 2009 (This does not include the tax from Part VI.)	2b	
c Add lines 2a and 2b	2c	24,886.
3 Distributable amount before adjustments. Subtract line 2c from line 1	3	4,154,740.
4 Recoveries of amounts treated as qualifying distributions	4	23,250.
5 Add lines 3 and 4	5	4,177,990.
6 Deduction from distributable amount (see instructions)	6	0.
7 Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	4,177,990.

Part XII Qualifying Distributions (see instructions)

1 Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes:		
a Expenses, contributions, gifts, etc. - total from Part I, column (d), line 26	1a	4,777,032.
b Program-related investments - total from Part IX-B	1b	0.
2 Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	
3 Amounts set aside for specific charitable projects that satisfy the:		
a Suitability test (prior IRS approval required)	3a	
b Cash distribution test (attach the required schedule)	3b	
4 Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	4,777,032.
5 Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b	5	24,886.
6 Adjusted qualifying distributions. Subtract line 5 from line 4	6	4,752,146.

Note. The amount on line 6 will be used in Part V, column (b), in subsequent years when calculating whether the foundation qualifies for the section 4940(e) reduction of tax in those years.

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Part XIII Undistributed Income (see instructions)

	(a) Corpus	(b) Years prior to 2008	(c) 2008	(d) 2009
1 Distributable amount for 2009 from Part XI, line 7				4,177,990.
2 Undistributed income, if any, as of the end of 2009				
a Enter amount for 2008 only			903,473.	
b Total for prior years		0.		
3 Excess distributions carryover, if any, to 2009				
a From 2004				
b From 2005				
c From 2006				
d From 2007				
e From 2008				
f Total of lines 3a through e	0.			
4 Qualifying distributions for 2009 from Part XII, line 4 ▶ \$ 4,777,032.				
a Applied to 2008, but not more than line 2a			903,473.	
b Applied to undistributed income of prior years (Election required - see instructions)		0.		
c Treated as distributions out of corpus (Election required - see instructions)	0.			
d Applied to 2009 distributable amount				3,873,559.
e Remaining amount distributed out of corpus	0.			
5 Excess distributions carryover applied to 2009 (If an amount appears in column (d), the same amount must be shown in column (a))	0.			0.
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	0.			
b Prior years' undistributed income Subtract line 4b from line 2b		0.		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		0.		
d Subtract line 6c from line 6b. Taxable amount - see instructions		0.		
e Undistributed income for 2008 Subtract line 4a from line 2a Taxable amount - see instr.			0.	
f Undistributed income for 2009 Subtract lines 4d and 5 from line 1. This amount must be distributed in 2010				304,431.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3)	0.			
8 Excess distributions carryover from 2004 not applied on line 5 or line 7	0.			
9 Excess distributions carryover to 2010. Subtract lines 7 and 8 from line 6a	0.			
10 Analysis of line 9:				
a Excess from 2005				
b Excess from 2006				
c Excess from 2007				
d Excess from 2008				
e Excess from 2009				

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

N/A

- 1 a** If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2009, enter the date of the ruling .

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

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

b 85% of line 2a

- c**
- Qualifying distributions from Part XII,
-
- line 4 for each year listed

- d** Amounts included in line 2c not used directly for active conduct of exempt activities

- e Qualifying distributions made directly for active conduct of exempt activities.**

Subtract line 2d from line 2c

- 3** Complete 3a, b, or c for the alternative test relied upon:

- a "Assets" alternative test - enter:**
(1) Value of all assets

- (2) Value of assets qualifying under section 4942(j)(3)(B)(i)**

- b "Endowment" alternative test - enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed**

- c "Support" alternative test - enter:**

- (1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)**

- (2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)**

- (3) Largest amount of support from an exempt organization**

- (4) Gross investment income**

[illegible]

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

1 Information Regarding Foundation Managers:

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

NONE

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

NONE

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

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

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

SEE GRANTS INFORMATION STATEMENT 1 ATTACHED.

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

SEE GRANTS INFORMATION STATEMENT 1 ATTACHED.

- c Any submission deadlines:**

SEE GRANTS INFORMATION STATEMENT 1 ATTACHED.

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

SEE GRANTS INFORMATION STATEMENT 1 ATTACHED.

Part XV **Supplementary Information** (continued)

3 Grants and Contributions Paid During the Year or Approved for Future Payment				
Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i> SEE GRANTS STATEMENT 1				4,372,837.
SEE GRANTS STATEMENT 2				153,925.
Total				4,526,762.
b <i>Approved for future payment</i>				
NONE				
Total				0.

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

02-02-10	12	Form 990 11 (2009)
08481108 791519 135013704	2009.04010	ATHERTON FAMILY FOUNDATION 13501371

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

1 Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?		Yes	No
a Transfers from the reporting foundation to a noncharitable exempt organization of:			
(1) Cash		1a(1)	X
(2) Other assets		1a(2)	X
b Other transactions:			
(1) Sales of assets to a noncharitable exempt organization		1b(1)	X
(2) Purchases of assets from a noncharitable exempt organization		1b(2)	X
(3) Rental of facilities, equipment, or other assets		1b(3)	X
(4) Reimbursement arrangements		1b(4)	X
(5) Loans or loan guarantees		1b(5)	X
(6) Performance of services or membership or fundraising solicitations		1b(6)	X
c Sharing of facilities, equipment, mailing lists, other assets, or paid employees		1c	X
d If the answer to any of the above is "Yes," complete the following schedule. Column (b) should always show the fair market value of the goods, other assets, or services given by the reporting foundation. If the foundation received less than fair market value in any transaction or sharing arrangement, show in column (d) the value of the goods, other assets, or services received			

[illegible]

2a Is the foundation directly or indirectly affiliated with, or related to, one or more tax-exempt organizations described in section 501(c) of the Code (other than section 501(c)(3)) or in section 527? ☐ Yes ☒ No

b If "Yes," complete the following schedule.

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

Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete. Declaration of preparer (other than taxpayer or fiduciary) is based on all information of which preparer has any knowledge.

Sign Here	Signature of officer or trustee	Date	Title
	<i>Paul [Signature]</i>	11/10/10	VICE PRESIDENT

Paid Preparer's Use Only	Preparer's signature	Date	Check if self-employed ☐	Preparer's identifying number
	<i>[Signature]</i>	NOV 10 2010		P00743235

Firm's name (or yours if self-employed), address, and ZIP code	EIN	Phone no.
BANK OF HAWAII BOX 3170 HONOLULU, HI 96802-3170		

Form **990-PF** (2009)

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold, e.g., real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co		(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a	TOTAL SHORT TERM CAPITAL LOSSES	P	VARIOUS	VARIOUS
b	TOTAL LONG TERM CAPITAL LOSSES	P	VARIOUS	VARIOUS
c	LITIGATION PROCEEDS	P	VARIOUS	VARIOUS
d	CHASE CAPITAL K1		VARIOUS	VARIOUS
e	HMS HAWAII K1		VARIOUS	VARIOUS
f	INTERNATIONAL VENTURE K1		VARIOUS	VARIOUS
g	MONDRIAN GLOBAL K1		VARIOUS	VARIOUS
h	TECHNOLOGY VENTURE K1		VARIOUS	VARIOUS
i	WTC-CTF K1		VARIOUS	VARIOUS
j				
k				
l				
m				
n				
o				

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a 1,088,904.		1,303,446.	-214,542.
b 1,151,291.		1,201,691.	-50,400.
c 38,952.		350.	38,602.
d		13,869.	-13,869.
e		102,546.	-102,546.
f		86,983.	-86,983.
g 35,201.			35,201.
h		164,165.	-164,165.
i		272,246.	-272,246.
j			
k			
l			
m			
n			
o			

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

(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
a			-214,542.
b			-50,400.
c			38,602.
d			-13,869.
e			-102,546.
f			-86,983.
g			35,201.
h			-164,165.
i			-272,246.
j			
k			
l			
m			
n			
o			

2 Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 If (loss), enter "-0-" in Part I, line 7 }	2	-830,948.
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c). If (loss), enter "-0-" in Part I, line 8	3	N/A

RENTAL REAL ESTATE

1

[illegible]

(D) - Asset disposed

- ITC, Salvage, Bonus, Commercial Revitalization Deduction, GO Zone

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

SOURCE	AMOUNT
PACIFIC CAPITAL CASH ASSETS TRUST	5,372.
TOTAL TO FORM 990-PF, PART I, LINE 3, COLUMN A	5,372.

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 2

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
BANK OF HAWAII #M13847	1,229,995.	0.	1,229,995.
CHASE CAPITAL PARTNERS K-1	812.	0.	812.
DRAGONBRIDGE CAPITAL LLC K-1	40.	0.	40.
FOREIGN DIVIDENDS	6,554.	0.	6,554.
HMS HAWAII LP K-1	118.	0.	118.
INTL VENTURE FUND I LP K-1	171.	0.	171.
MONDRIAN GLOBAL FIXED INC. FUND LP	222,216.	0.	222,216.
TECHNOLOGY GATEWAY PTNRS II K-1	51.	0.	51.
WTC-CTF GLOBAL NATRL RESOURCES	83,644.	0.	83,644.
TOTAL TO FM 990-PF, PART I, LN 4	1,543,601.	0.	1,543,601.

FORM 990-PF RENTAL INCOME STATEMENT 3

KIND AND LOCATION OF PROPERTY	ACTIVITY NUMBER	GROSS RENTAL INCOME
RENTAL REAL ESTATE	1	1,510,368.
TOTAL TO FORM 990-PF, PART I, LINE 5A		1,510,368.

FORM 990-PF	RENTAL EXPENSES	STATEMENT	4
DESCRIPTION	ACTIVITY NUMBER	AMOUNT	TOTAL
DEPRECIATION		5,672.	
REAL PROPERTY TAXES		213,336.	
GENERAL EXCISE TAXES		39,176.	
INSURANCE		8,160.	
PROFESSIONAL SERVICES		4,500.	
REPAIRS & MAINTENANCE		871.	
GE FILING FEES		340.	
TITLE HOLDING FEES		4,500.	
OTHER REAL PROPERTY EXPENSES		2,427.	
- SUBTOTAL -	1		278,982.
TOTAL RENTAL EXPENSES			278,982.
NET RENTAL INCOME TO FORM 990-PF, PART I, LINE 5B			1,231,386.

FORM 990-PF	OTHER INCOME	STATEMENT	5
DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
CHASE CAP PARTNERS K1	-858.	-858.	
DRAGONBRIDGE PARTNERS K1	-17,474.	-17,474.	
HMS HAWAII III K1	-35,801.	-35,801.	
MONDRIAN GLOBAL K1	177,867.	177,867.	
PACIFICAP TARGETED VENTURES K1	-240.	-240.	
WTC-CTF K1	18,022.	18,022.	
FEDERAL TAX REFUND	29,554.	0.	
TOTAL TO FORM 990-PF, PART I, LINE 11	171,070.	141,516.	

FORM 990-PF	ACCOUNTING FEES			STATEMENT	6
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES	
AUDIT FEES	14,398.	7,199.		7,199.	
TAX PREPARATION FEES	11,740.	3,522.		8,218.	
TO FORM 990-PF, PG 1, LN 16B	26,138.	10,721.		15,417.	

FORM 990-PF	OTHER PROFESSIONAL FEES			STATEMENT	7
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES	
INVESTMENT FEES	198,407.	198,407.			0.
INVESTMENT FEES - WELLINGTON	39,318.	39,318.			0.
TO FORM 990-PF, PG 1, LN 16C	237,725.	237,725.			0.

FORM 990-PF	TAXES			STATEMENT	8
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES	
FOREIGN TAXES WITHHELD - MONDRIAN GLOBAL K1	1,156.	1,156.			0.
FOREIGN TAXES WITHHELD - WTC-CTF K1	9,084.	9,084.			0.
FOREIGN TAXES WITHHELD 2008 EXTENSION PAYMENT	909.	909.			0.
2008 990-T EXTENSION PAYMENT	21,000.	0.			0.
2009 2ND QUARTER ESTIMATED TAX	200.	0.			0.
2009 3RD QUARTER ESTIMATED TAX	11,000.	0.			0.
REAL PROPERTY TAXES	5,500.	0.			0.
GENERAL EXCISE TAXES	213,336.	213,336.			0.
TO FORM 990-PF, PG 1, LN 18	39,176.	39,176.			0.
	301,361.	263,661.			0.

FORM 990-PF	OTHER EXPENSES			STATEMENT	9
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES	
GRANTS ADMINISTRATION	165,000.	0.			165,000.
ANNUAL FILING FEES & MISC	994.	0.			994.
MEMBERSHIP DUES	20,770.	0.			20,770.
INTL VENTURE FUND I LP K-1	17,597.	17,597.			0.
TECHNOLOGY GATEWAY PTNRS II K-1	30,292.	30,292.			0.

MONDRIAN GLOBAL K1	3,519.	3,519.	0.
PACIFICAP TARGET K1	1,161.	1,161.	0.
CHASE CAPITAL K1	5,573.	5,573.	0.
WTC-CTF K1	1,910.	1,910.	0.
DRAGONBRIDGE K1	450.	0.	450.
INSURANCE	8,160.	8,160.	0.
PROFESSIONAL SERVICES	4,500.	4,500.	0.
REPAIRS & MAINTENANCE	871.	871.	0.
GE FILING FEES	340.	340.	0.
TITLE HOLDING FEES	4,500.	4,500.	0.
OTHER REAL PROPERTY EXPENSES	2,427.	2,427.	0.
TO FORM 990-PF, PG 1, LN 23	268,064.	80,850.	187,214.

FORM 990-PF OTHER INCREASES IN NET ASSETS OR FUND BALANCES STATEMENT 10

DESCRIPTION	AMOUNT
RETURNED PRIOR YEAR GRANTS	23,250.
ADJUSTMENT TO BOOK VALUE OF PARTNERSHIPS	2,536,743.
TAX/AUDIT TIMING DIFFERENCES	35,338.
TOTAL TO FORM 990-PF, PART III, LINE 3	2,595,331.

FORM 990-PF OTHER DECREASES IN NET ASSETS OR FUND BALANCES STATEMENT 11

DESCRIPTION	AMOUNT
PARTNERSHIP BOOK/TAX DIFFERENCES	95,997.
PRIOR PERIOD ADJUSTMENTS	131,900.
TOTAL TO FORM 990-PF, PART III, LINE 5	227,897.

FORM 990-PF DEPRECIATION OF ASSETS HELD FOR INVESTMENT STATEMENT 12

DESCRIPTION	COST OR OTHER BASIS	ACCUMULATED DEPRECIATION	BOOK VALUE
BUILDING	226,867.	102,088.	124,779.
TOTAL TO FM 990-PF, PART II, LN 11	226,867.	102,088.	124,779.

FORM 990-PF

OTHER INVESTMENTS

STATEMENT 13

DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
CHASE CAPITAL PTNRS PRIVATE EQUITY FUND OF FUNDS II	COST	482,059.	482,059.
DRAGONBRIDGE CAPITAL LLC	COST	9,858.	9,858.
HMS HAWAII III LP	COST	757,691.	757,691.
INTERNATIONAL VENTURE FUND I LP	COST	413,976.	413,976.
PACIFICAP TARGETED VENTURES LP	COST	151,325.	151,325.
TECHNOLOGY GATEWAY PARTNERSHIP II LP	COST	212,233.	212,233.
SEE OTHER INVESTMENTS STATEMENT ATTACHED	COST	63,121,395.	59,431,199.
ATHERTON FAMILY FDN ALABAMA LLC	COST	6,623,765.	6,623,765.
ATHERTON FAMILY FDN INDIANA LLC	COST	1,213,231.	1,213,231.
MONDRIAN GLOBAL FI FUND LP	COST	5,568,673.	5,568,673.
WTC-CTF GLOBAL NATL RES.	COST	5,451,873.	5,451,873.
TOTAL TO FORM 990-PF, PART II, LINE 13		84,006,079.	80,315,883.

FORM 990-PF PART VIII - LIST OF OFFICERS, DIRECTORS STATEMENT 14
 TRUSTEES AND FOUNDATION MANAGERS

NAME AND ADDRESS	TITLE AND AVRG HRS/WK	COMPEN- SATION	EMPLOYEE BEN PLAN CONTRIB	EXPENSE ACCOUNT
JUDITH DAWSON 111 SOUTH KING STREET HONOLULU, HI 96813	PRESIDENT/DIRECTOR 1.00	0.	0.	0.
JOAN H. ROHLFING 111 SOUTH KING STREET HONOLULU, HI 96813	VICE PRES/SECTY/DIRECTOR 0.00	0.	0.	0.
ROBIN MIDKIFF 111 SOUTH KING STREET HONOLULU, HI 96813	VICE PRES/DIRECTOR 0.00	0.	0.	0.
FRANK ATHERTON 111 SOUTH KING STREET HONOLULU, HI 96813	VICE PRES/TREAS/DIRECTOR 0.00	0.	0.	0.
PATRICIA GILES 111 SOUTH KING STREET HONOLULU, HI 96813	VICE PRES/DIRECTOR 0.00	0.	0.	0.
PAUL MORGAN 111 SOUTH KING STREET HONOLULU, HI 96813	VICE PRES/DIRECTOR 0.00	0.	0.	0.
BANK OF HAWAII 111 SOUTH KING STREET HONOLULU, HI 96813	AGENT 10.00	151,561.	0.	0.
TOTALS INCLUDED ON 990-PF, PAGE 6, PART VIII		151,561.	0.	0.

**Application for Extension of Time To File an
Exempt Organization Return**

OMB No. 1545-1709

▶ File a separate application for each return.

- If you are filing for an **Automatic 3-Month Extension**, complete only **Part I** and check this box ☒
 - If you are filing for an **Additional (Not Automatic) 3-Month Extension**, complete only **Part II** (on page 2 of this form).
- Do not complete Part II unless you have already been granted an automatic 3-month extension on a previously filed Form 8868.**

Part I Automatic 3-Month Extension of Time. Only submit original (no copies needed).

A corporation required to file Form 990-T and requesting an automatic 6-month extension - check this box and complete Part I only ☐

All other corporations (including 1120-C filers), partnerships, REMICs, and trusts must use Form 7004 to request an extension of time to file income tax returns.

Electronic Filing (e-file). Generally, you can electronically file Form 8868 if you want a 3-month automatic extension of time to file one of the returns noted below (6 months for a corporation required to file Form 990-T). However, you cannot file Form 8868 electronically if (1) you want the additional (not automatic) 3-month extension or (2) you file Forms 990-BL, 6069, or 8870, group returns, or a composite or consolidated Form 990-T. Instead, you must submit the fully completed and signed page 2 (Part II) of Form 8868. For more details on the electronic filing of this form, visit www.irs.gov/efile and click on e-file for Charities & Nonprofits.

Type or print	Name of Exempt Organization ATHERTON FAMILY FOUNDATION C/O BANK OF HAWAII	Employer identification number 51-0175971
File by the due date for filing your return. See instructions	Number, street, and room or suite no. If a P.O. box, see instructions. P.O. BOX 3170, DEPT. 715	
	City, town or post office, state, and ZIP code. For a foreign address, see instructions. HONOLULU, HI 96802-3170	

Check type of return to be filed (file a separate application for each return):

- | | | |
|---|---|------------------------------------|
| ☐ Form 990 | ☐ Form 990-T (corporation) | ☐ Form 4720 |
| ☐ Form 990-BL | ☐ Form 990-T (sec. 401(a) or 408(a) trust) | ☐ Form 5227 |
| ☐ Form 990-EZ | ☐ Form 990-T (trust other than above) | ☐ Form 6069 |
| ☒ Form 990-PF | ☐ Form 1041-A | ☐ Form 8870 |

BANK OF HAWAII

- The books are in the care of ▶ **130 MERCHANT STREET - HONOLULU, HI 96813**

Telephone No. ▶ **808-694-4540**

FAX No. ▶

- If the organization does not have an office or place of business in the United States, check this box ☐
- If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) _____. If this is for the whole group, check this box ☐. If it is for part of the group, check this box ☐ and attach a list with the names and EINs of all members the extension will cover.

- 1** I request an automatic 3-month (6-months for a corporation required to file Form 990-T) extension of time until **AUGUST 15, 2010**, to file the exempt organization return for the organization named above. The extension is for the organization's return for:
- ▶ ☒ calendar year **2009** or
- ▶ ☐ tax year beginning _____, and ending _____.

- 2** If this tax year is for less than 12 months, check reason: ☐ Initial return ☐ Final return ☐ Change in accounting period

3a If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions.	3a	\$	27,562.
b If this application is for Form 990-PF or 990-T, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit.	3b	\$	43,725.
c Balance Due. Subtract line 3b from line 3a. Include your payment with this form, or, if required, deposit with FTD coupon or, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions.	3c	\$	0.

Caution. If you are going to make an electronic fund withdrawal with this Form 8868, see Form 8453-EO and Form 8879-EO for payment instructions.

LHA For Privacy Act and Paperwork Reduction Act Notice, see Instructions.

Form **8868** (Rev. 4-2009)

- If you are filing for an **Additional (Not Automatic) 3-Month Extension**, complete only **Part II** and check this box ☒ **X**
- Note.** Only complete Part II if you have already been granted an automatic 3-month extension on a previously filed Form 8868.
- If you are filing for an **Automatic 3-Month Extension**, complete only **Part I** (on page 1).

Part II Additional (Not Automatic) 3-Month Extension of Time. Only file the original (no copies needed).

Type or print File by the extended due date for filing the return. See instructions.	Name of Exempt Organization ATHERTON FAMILY FOUNDATION C/O BANK OF HAWAII	Employer identification number 51-0175971
	Number, street, and room or suite no. If a P.O. box, see instructions. P.O. BOX 3170, DEPT. 715	For IRS use only
	City, town or post office, state, and ZIP code. For a foreign address, see instructions. HONOLULU, HI 96802-3170	

Check type of return to be filed (File a separate application for each return):

- ☐ Form 990 ☐ Form 990-EZ ☐ Form 990-T (sec. 401(a) or 408(a) trust) ☐ Form 1041-A ☐ Form 5227 ☐ Form 8870
☐ Form 990-BL ☒ Form 990-PF ☐ Form 990-T (trust other than above) ☐ Form 4720 ☐ Form 6069

STOP! Do not complete Part II if you were not already granted an automatic 3-month extension on a previously filed Form 8868.**BANK OF HAWAII**

- The books are in the care of **▶ 130 MERCHANT STREET - HONOLULU, HI 96813**
Telephone No. **▶ 808-694-4540** FAX No. **▶**
- If the organization does not have an office or place of business in the United States, check this box ☐
- If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) **_____**. If this is for the whole group, check this box ☐. If it is for part of the group, check this box ☐ and attach a list with the names and EINs of all members the extension is for.

- 4 I request an additional 3-month extension of time until **NOVEMBER 15, 2010.**
- 5 For calendar year **2009**, or other tax year beginning **_____**, and ending **_____**.
- 6 If this tax year is for less than 12 months, check reason: ☐ Initial return ☐ Final return ☐ Change in accounting period
- 7 State in detail why you need the extension
MORE TIME IS NEEDED TO GATHER INFORMATION REQUIRED TO FILE A COMPLETE AND ACCURATE RETURN.

8a If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions.	8a	\$	0.
b If this application is for Form 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit and any amount paid previously with Form 8868.	8b	\$	43,725.
c Balance Due. Subtract line 8b from line 8a. Include your payment with this form, or, if required, deposit with FTD coupon or, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions.	8c	\$	0.

Signature and Verification

Under penalties of perjury, I declare that I have examined this form, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete, and that I am authorized to prepare this form.

Signature **▶ *John Oumoto*** Title **▶ VICE PRESIDENT, BANK OF HAWAII** Date **▶ AUG 06 2010**

Form 8868 (Rev. 4-2009)

ATHERTON FAMILY FOUNDATION
TIN: 51-0175971
FORM 990-PF, PAGE 3, PART IV, CAPITAL GAINS AND LOSSES
YEAR ENDED DECEMBER 31, 2009

Description	Sold	Acquired	Proceeds	Cost	Gain/Loss
** SHORT TERM CAPITAL GAIN (LOSS)					
38 SHARES OF KRISPY KREME DOUGHNUTS INC WT EXP	3/23/2009	2/4/2009	0.37	0.00	0.37
1900 SHARES OF HOLOGIC INC	1/8/2009	7/31/2008	21,872.48	35,245.00	(13,372.52)
1000 SHARES OF HOLOGIC INC	1/9/2009	7/31/2008	10,680.23	18,550.00	(7,869.77)
600 SHARES OF STATE STREET CORP	1/21/2009	10/13/2008	9,704.23	26,799.00	(17,094.77)
1000 SHARES OF STATE STREET CORP COMMON	1/21/2009	10/14/2008	16,173.70	56,301.30	(40,127.60)
500 SHARES OF STATE STREET CORP	1/21/2009	11/4/2008	8,086.85	22,970.20	(14,883.35)
500 SHARES OF AMAZON.COM INC	2/2/2009	9/19/2008	29,708.18	40,836.70	(11,128.52)
25 SHARES OF AUTOMATIC DATA PROCESSING INC	2/2/2009	7/31/2008	902.57	1,075.09	(172.52)
1875 SHARES OF AUTOMATIC DATA PROCESSING INC	2/2/2009	8/5/2008	67,692.55	82,379.25	(14,686.70)
700 SHARES OF NOVO NORDISK A S ADR	2/5/2009	9/8/2008	36,448.37	37,280.46	(832.09)
2000 SHARES OF INVESCO LTD	3/2/2009	7/31/2008	21,310.88	46,960.00	(25,649.12)
1280 SHARES OF INVESCO LTD	3/2/2009	8/1/2008	13,638.96	29,195.90	(15,556.94)
790 SHARES OF INVESCO LTD	3/3/2009	8/1/2008	7,902.40	18,019.35	(10,116.95)
1400 SHARES OF INVESCO LTD	3/3/2009	10/14/2008	14,004.26	24,803.24	(10,798.98)
1150 SHARES OF ALLERGAN INC	4/6/2009	7/31/2008	55,016.15	59,891.54	(4,875.39)
250 SHARES OF ALLERGAN INC	4/6/2009	8/1/2008	11,960.03	12,780.75	(820.72)
250 SHARES OF AMAZON.COM INC	4/22/2009	9/18/2008	20,291.65	18,680.15	1,611.50
50 SHARES OF AMAZON.COM INC	4/22/2009	9/19/2008	4,058.33	4,083.67	(25.34)
200 SHARES OF AMAZON.COM INC	4/23/2009	9/18/2008	15,990.82	14,944.12	1,046.70
200 SHARES OF INTUITIVE SURGICAL INS	5/15/2009	9/30/2008	30,202.34	48,008.40	(17,806.06)
25 SHARES OF INTUITIVE SURGICAL INS	5/15/2009	10/14/2008	3,775.29	5,612.17	(1,836.88)
1725 SHARES OF AUTOMATIC DATA PROCESSING INC	5/19/2009	7/31/2008	61,847.07	74,181.39	(12,334.32)
185 SHARES OF MASTERCARD INC CLASS A	6/5/2009	10/13/2008	30,975.33	29,600.22	1,375.11
275 SHARES OF MASTERCARD INC CLASS A	6/5/2009	10/14/2008	46,044.40	48,892.80	(2,848.40)
120 SHARES OF MASTERCARD INC CLASS A	6/5/2009	4/24/2009	20,092.10	20,312.81	(220.71)
700 SHARES OF ALLERGAN INC	6/16/2009	8/1/2008	30,744.74	35,786.10	(5,041.36)
200 SHARES OF ALLERGAN INC	6/17/2009	8/1/2008	8,912.75	10,224.60	(1,311.85)
500 SHARES OF ALLERGAN INC	6/17/2009	10/3/2008	22,281.87	24,194.45	(1,912.58)
500 SHARES OF RESEARCH IN MOTION	6/18/2009	9/18/2008	38,445.81	45,976.45	(7,530.64)
400 SHARES OF RESEARCH IN MOTION	6/18/2009	9/19/2008	30,756.65	41,602.44	(10,845.79)
100 SHARES OF RESEARCH IN MOTION	6/18/2009	10/14/2008	7,689.16	6,709.87	979.29
200 SHARES OF AMAZON.COM INC	7/17/2009	9/18/2008	17,151.36	14,944.12	2,207.24
400 SHARES OF AMAZON.COM INC	7/17/2009	10/14/2008	34,302.71	24,729.52	9,573.19
75 SHARES OF INTUITIVE SURGICAL INS	8/5/2009	10/14/2008	17,576.87	16,836.51	740.36
5 SHARES OF INTUITIVE SURGICAL INS	8/5/2009	10/21/2008	1,171.79	933.44	238.35
300 SHARES OF RESEARCH IN MOTION	8/13/2009	10/14/2008	21,561.20	20,129.61	1,431.59
200 SHARES OF RESEARCH IN MOTION	8/13/2009	2/2/2009	14,374.13	11,354.68	3,019.45
500 SHARES OF RESEARCH IN MOTION	8/13/2009	4/2/2009	35,935.32	27,809.30	8,126.02
700 SHARES OF EXPEDITORS INTL WASH INC	9/2/2009	4/30/2009	22,402.36	24,424.82	(2,022.46)
110 SHARES OF INTUITIVE SURGICAL INS	9/11/2009	10/21/2008	26,606.67	20,535.61	6,071.06

ATHERTON FAMILY FOUNDATION
TIN: 51-0175971
FORM 990-PF, PAGE 3, PART IV, CAPITAL GAINS AND LOSSES
YEAR ENDED DECEMBER 31, 2009

Description	Sold	Acquired	Proceeds	Cost	Gain/Loss
45 SHARES OF INTUITIVE SURGICAL INS	9/11/2009	10/29/2008	10,884.54	7,719.30	3,165.24
875 SHARES OF EXPEDITORS INTL WASH INC	9/28/2009	4/2/2009	30,828.09	26,251.40	4,576.69
700 SHARES OF EXPEDITORS INTL WASH INC	9/28/2009	4/6/2009	24,662.48	21,238.42	3,424.04
700 SHARES OF EXPEDITORS INTL WASH INC	9/28/2009	4/22/2009	24,662.48	24,109.19	553.27
800 SHARES OF VISA INC CL A SHARES	10/2/2009	10/14/2008	54,156.28	47,378.40	6,777.88
495 SHARES OF PHARMACEUTICAL PRODUCT DEVEL	11/2/2009	12/18/2008	10,614.31	13,611.86	(2,997.55)
805 SHARES OF PHARMACEUTICAL PRODUCT DEVEL	11/2/2009	12/22/2008	17,261.65	22,928.65	(5,667.00)
1342.124 UNITS OF WELLINGTON CTF GLOBAL NATURAL RESOURCES PORTFOLIO	1/30/2009	9/30/2008	8,871.44	13,689.66	(4,818.22)
1084.716 UNITS OF WELLINGTON CTF GLOBAL NATURAL RESOURCES PORTFOLIO	4/30/2009	9/30/2008	8,146.22	11,064.10	(2,917.88)
1162.789 UNITS OF WELLINGTON CTF GLOBAL NATURAL RESOURCES PORTFOLIO	7/31/2009	9/30/2008	10,523.24	11,860.45	(1,337.21)

**** TOTAL SHORT TERM CAPITAL GAIN (LOSS)**
1,088,903.62 1,303,446.46 (214,542.84)
**** LONG TERM CAPITAL GAIN (LOSS)**

100 SHARES OF CVS/CAREMARK CORP	8/25/2009	7/31/2008	3,642.08	3,720.00	(77.92)
200 SHARES OF SEI CORP	8/25/2009	8/5/2008	3,790.26	4,685.86	(895.60)
75 SHARES OF NORTHERN TRUST CORP	10/21/2009	10/13/2008	4,048.66	4,588.69	(540.03)
725 SHARES OF NORTHERN TRUST CORP	10/21/2009	10/14/2008	39,137.02	46,643.75	(7,506.73)
235 SHARES OF GENZYME CORP	11/13/2009	7/31/2008	12,030.35	18,111.97	(6,081.62)
1200 SHARES OF CVS/CAREMARK CORP	12/15/2009	7/31/2008	38,243.37	44,640.00	(6,396.63)
500 SHARES OF CVS/CAREMARK CORP	12/21/2009	7/31/2008	16,092.53	18,600.00	(2,507.47)
700 SHARES OF CVS/CAREMARK CORP	12/21/2009	8/1/2008	22,529.55	25,263.77	(2,734.22)
10233.637 SHARES OF LAZARD EMERGING INCOME LTD	11/30/2009	7/30/2008	1,000,000.00	1,023,363.70	(23,363.70)
1183.646 UNITS OF WELLINGTON CTF GLOBAL NATURAL RESOURCES PORTFOLIO	10/30/2009	9/30/2008	11,777.28	12,073.19	(295.91)

**** TOTAL LONG TERM CAPITAL GAIN (LOSS)**
1,151,291.10 1,201,690.93 (50,399.83)

ATHERTON FAMILY FOUNDATION
 TIN: 51-0175971
 FORM 990PF, PART II, LINE 13
 YEAR ENDED 12/31/2009

Description	Units	Book Value	Market Value
ADOBE SYSTEMS INC	3,020.00	108,060	111,076
APPLE INC	1,000.00	110,096	210,732
BARD C R INC	1,450.00	134,132	112,955
BAXTER INTL INC	1,400.00	74,283	82,152
BRIDGEWAY BLUE CHIP 35 INDEX	290,041.45	2,088,705	1,960,680
CVS/CAREMARK CORP	1,190.00	42,948	38,330
CELGENE CORP	5,735.00	430,130	319,325
CISCO SYSTEMS	6,250.00	130,144	149,625
COGNIZANT TECH SOLUTIONS CORP	4,925.00	136,380	223,250
DOLBY LABORATORIES INC CL A	3,050.00	118,353	145,577
GEN-PROBE INC	2,625.00	151,260	112,665
GENZYME CORP	3,490.00	266,525	171,045
GOOGLE INC CL A	448.00	204,020	277,751
HARBOR INTL FD	188,896.94	11,773,510	10,364,775
INTUITIVE SURGICAL INS	310.00	38,604	94,063
LONGLEAF PARTNERS SBI	109,219.83	3,074,733	2,631,106
MASTERS SELECT INTERNATIONAL FUND	347,898.60	5,267,616	4,540,077
MONSANTO CO	2,495.00	283,554	203,966
NESTLE SA SPONS ADR FOR REG SH	3,300.00	142,225	160,251
NETAPP INC	3,100.00	86,513	106,516
NORTHERN TRUST CORP	850.00	47,835	44,540
NOVO NORDISK A S ADR	2,290.00	116,509	146,217
PIMCO TOTAL RETURN II-INSTL	1,246,498.01	12,620,312	13,025,904
PEPSICO INC	2,141.00	127,775	130,173
PHARMACEUTICAL PRODUCT DEVEL	1,900.00	50,397	44,536
QUALCOMM INC	2,980.00	153,356	137,855
SEI CORP	7,400.00	171,862	129,648
ST. JUDE MEDICAL INC	1,800.00	67,787	66,204
CHARLES SCHWAB CORP	5,700.00	112,448	107,274
STATE STREET CORP COMMON	2,670.00	119,958	116,252
STRYKER CORP	3,000.00	192,739	151,110
TARGET CORP	2,100.00	101,506	101,577
VANGUARD INSTITUTIONAL INDEX FD	63,089.37	7,217,816	6,433,854
VARIAN MEDICAL SYSTEMS INC	3,450.00	158,770	161,633
VISA INC CL A SHARES	825.00	43,494	72,155
WESTERN UNION	7,550.00	180,405	142,318
LAZARD EMERGING INCOME LTD	19,766.36	1,976,636	1,931,510
THE WEATHERLOW OFFSHORE FD 1 LTD	15,000.00	15,000,000	14,472,527
Total Portfolio		63,121,395	59,431,204

Atherton Family Foundation

TIN: 51-0175971

2009 Grant List

Form 990PF, page 11, Part XV, Item 3a

Organization	Address	Project Description	Amount Paid
Academy of the Pacific	913 Alewa Drive Honolulu, HI 96817	Repair of the Atherton Building	25,000.00
After-School All-Stars	9255 Sunset Blvd, Ste 500 Los Angeles, CA 90069	After-School All-Stars	15,000.00
Aha Punana Leo Inc.	96 Pu'uhonu Place Hilo, HI 96720	Punana Leo o Waimea playground	10,000.00
Alexander & Baldwin Sugar Museum	P.O. Box 125 Puunene, HI 96784	Preserving Historic Structures and Collections	18,525.00
Aloha Harvest	3599 Walalae Ave - PH Honolulu, HI 96816	Capacity Building	50,000.00
Aloha Medical Mission	1314 S. King Street, Ste. 503 Honolulu, HI 96814	Reaching Out the Uninsured and the Underserved to Improve Healthcare - PIPELINE PROJECT	25,000.00
Aloha United Way	200 N. Vineyard Blvd., #700 Honolulu, HI 96817	2009 Annual campaign	250,000.00
Alu Like, Inc.	458 Keawe Honolulu, HI 96813	ALU LIKE Statewide Financial Literacy Project	20,000.00
Alzheimer's Disease and Related Disorders Association	1050 Ala Moana Blvd., #2610 Honolulu, HI 96814-4924	Family Caregiver Training and Support Programs	5,000.00
American Bird Conservancy	4249 Loudoun Ave. the Plains, VA 20198	Hawaiian Endangered Bird Program	15,000.00
American Red Cross - Hawaii State Chapter	4155 Diamond Head Road Honolulu, HI 96816	Red Cross - Disaster Truck for Hilo	25,000.00
Anchorage Waldorf Education Association	P.O. Box 243264 Anchorage, AK 99524	General Support - Aurora Waldorf School of Alaska	500.00
Arthritis Foundation, Inc. Hawaii Branch	615 Piikoi St., Ste 1109 Honolulu, HI 96814-3802	Life Improvement Series Instructor Training	6,860.00
Arts of Kona	P.O. Box 2491 Kailua-Kona, HI 96745	Championing the Arts	7,000.00
Ballet Hawaii	650 Iwilei Road Box 221 Honolulu, HI 96817	Portable Sprung Floor	10,000.00
Bishop Museum	1525 Bernice St. Honolulu, HI 96817-2704	Hawaiian Hall Restoration Project Phase II	100,000.00
Bishop Museum	1525 Bernice Street Honolulu, HI 96817	General Support	4,500.00
Camp Mokuleia Inc.	68-729 Farrington Highway Waialua, HI 96791	2007 Lodge Renovation	25,000.00
Catholic Charities Hawai'i	200 North Vineyard, Ste. 200 Honolulu, HI 96817	Acquisition and Renovation of a New Social Service Community Center	100,000.00
Community Links Hawaii	1003 Bishop St., Suite 2605 Honolulu, HI 96813	Pacific Survivor Center: Health Professionals Trafficking Awareness Project	10,000.00
Community Links Hawaii	1003 Bishop St., Suite 2605 Honolulu, HI 96813	Interisland Terminal: Competition for New Community Architecture	2,700.00
Damien Memorial School	1401 Houghtailing Street Honolulu, HI 96817	Purchase and installation of new gymnasium bleacher system	30,000.00
Dance Pioneers	500 Lunalilo Home Rd. #17H Honolulu, HI 96825	From the Horse's Mouth Hawai'i	4,000.00
East Hawaii Cultural Council	141 Kalakaua Street Hilo, HI 96720	Keiki Art Project	10,000.00
Easter Seals Hawaii	710 Green St. Honolulu, HI 96813	Capital campaign	50,000.00
East-West Center	1601 East-West Road Honolulu, HI 96848-1601	Protecting the Permanent Collection of the East West Center	10,000.00
Epiphany Church	1041 10th Ave. Honolulu, HI 96816	Capital campaign	25,000.00
FACE - Faith in Action for Community Equity	1352 Liliha Street, Room 2 Honolulu, HI 96817	Maui Housing Equity Project	20,000.00

Atherton Family Foundation

TIN: 51-0175971

2009 Grant List

Form 990PF, page 11, Part XV, item 3a

Organization	Address	Project Description	Amount Paid
Family Programs Hawai'i	680 Ala Moana Blvd., #200 Honolulu, HI 96813	Volunteer Management Program	10,000.00
Family Promise of Hawaii	69 N. Kainalu Drive Kailua, HI 96734	Assist Homeless Families to Achieve Sustainable Independence	15,000.00
Friends of Bond Memorial Library		Educational Materials for New Bond Memorial Public Library	5,000.00
Friends of Falls of Clyde	P.O. Box 25008 Honolulu, HI 96825	Vessel maintenance and assessment	45,000.00
Friends of Ko'olau Clubhouse	46-016 Alaloa St. Kaneohe, HI 96744	Staying Connected	3,000.00
Fun Day Foundation	95 Mahalani Street, Suite 24 Wailuku, HI 96793	Shelter from the Storm Year 2	5,000.00
Giving Back	P.O. Box 791339 Paia, HI 96779	Brain Gym: Kupuna Kokua Site Coordinator/Facilitator Training Manual	10,000.00
Good Beginnings Alliance	33 S. King St., Ste. 200 Honolulu, HI 96813	General Support	2,000.00
Good Beginnings Alliance	33 S King St #200 Honolulu, HI 96813	Advocacy and Leadership Engagement for Hawaii's Kelki (over 3 years)	75,000.00
Goodwill Industries of Hawaii, Inc.	2610 Kilihaui Street Honolulu, HI 96819	Ohana Career and Learning Center Capital Campaign (final pymt)	50,000.00
Grantmakers for Children, Youth & Families	8757 Georgia Avenue #540 Silver Spring, MD 20910	2009 Membership Dues	500.00
Gregory House Programs	770 Kapiolani Blvd., #503 Honolulu, HI 96813	Gregory House Programs IT Infrastructure Improvements	10,000.00
Habitat for Humanity Leeward Oahu, Inc.	85-671 Farrington Highway, Wai'anae, HI 96792	Leeward Habitat ReStore	20,000.00
Halau Ku Mana Public Charter School	2101 Makiki Heights Drive Honolulu, HI 96822	Ho'okahua Hou: Creating a Campus for Halau Ku Mana in Makiki Valley	50,000.00
Hale Makua	472 Kaulana Street Kahului, HI 96732	Consultation for Organizational Development of Maui PACE	5,000.00
Hale Opio o Kauai	2959 Umi St Lihue, HI 96766	Group Home: Replacement of Flooring	9,895.00
Hanalani Schools	94-294 Anania Dr. Mililani, HI 96789	Three Year Capital Campaign	25,000.00
Hawaii Alliance for Community-Based Economic Development	677 Ala Moana Blvd., Ste 702 Honolulu, HI 96813	Supporting communities & organizations in Hawaii through the use of new computers	3,000.00
Hawaii Architectural Foundation	119 Merchant St., Ste. 402 Honolulu, HI 96813	Hawaii's Forgotten Japanese Temples	10,000.00
Hawaii Canines for Independence, Inc.		Outside Training and Exercise Yards	10,000.00
Hawaii Capital Cultural Coalition	1001 Bishop St., Ste. 2800 Honolulu, HI 96813	Effort to Establish a National Heritage Area in the Downtown/Nuuanu Area	20,000.00
Hawaii Children's Theatre	P.O. Box 662295 Lihue, HI 96766	Scholarship Fund and Microphones	1,800.00
Hawaii Community Foundation	1164 Bishop Street, Suite 800 Honolulu, HI 96813	Community Scholarship Fund	25,000.00
Hawaii Conference of the United Church of Christ	1848 Nu'uuanu Ave. Honolulu, HI 96817	Roof Restoration Project - Po'okela Church	25,000.00
Hawaii HomeOwnership Center	560 Nimitz Hwy Suite 213 Honolulu, HI 96817	Hawaii Foreclosure Prevention Counseling Project	20,000.00
Hawaii Island United Way, Inc.	142 Kinoole Street, Suite A Hilo, HI 96720	2009-2010 Annual campaign	10,000.00
Hawaii Literacy, Inc.	200 N. Vineyard Blvd. #320 Honolulu, HI 96817	Adult Literacy Program	10,000.00
Hawaii Montessori School	64-1058 Mamalahoa Highway Kamuela, HI 96743	Infant Toddler Program Expansion	15,000.00
Hawaii Preparatory Academy	65-1692 Kohala Mountain Rd Kamuela, HI 96743	Stanford W. Shutes Track	100,000.00

Atherton Family Foundation

TIN: 51-0175971

2009 Grant List

Form 990PF, page 11, Part XV, Item 3a

Organization	Address	Project Description	Amount Paid
Hawaii Preparatory Academy	65-1692 Kohala Mountain Rd Kamuela, HI 96743	General support - Theater Department	4,000.00
Hawaii Public Radio	738 Kaheka Street Honolulu, HI 96814	Assuring Continuity of Service for Hawaii Public Radio During Times of Emergency	25,000.00
Hawaii State Coalition Against Domestic Violence		Technology Development for Improved Responses to Domestic Violence	10,000.00
Hawaii Theatre Center	1132 Bishop St., Ste. 1404 Honolulu, HI 96813	HTC Educational Programming	10,000.00
Hawaii Youth Opera Chorus	P.O. Box 22304 Honolulu, HI 96823	E Mele Kakou Outreach	5,000.00
Hawaiian Kamalii Inc.	P.O. Box 5053 Kahului, HI 96732	Purchase of Audio Visual System	5,000.00
Hawaiian Mission Children's Society	553 S. King St. Honolulu, HI 96813	MHM Primary Source Digitization and Internet Access Project	25,000.00
Hawaiian Mission Children's Society	553 S. King St. Honolulu, HI 96813	General Support	1,500.00
HIDA - Hawaii Branch of the International Dyslexia Associati	P.O. Box 61610 Honolulu, HI 96839-1610	The Odyssey Project and Expanded Teacher Training Program	25,000.00
Hilo Medical Center Foundation	1190 Waianuenue Ave., #629 Hilo, HI 96720	Rural Family Practice Program	25,000.00
Hilo United Methodist Church	374 Waianuenue Ave. Hilo, HI 96720	Peanut Butter Ministry	1,270.00
Historic Hawaii Foundation	680 Iwilei Road, Ste 690 Honolulu, HI 96817	Preservation Resource Center	33,000.00
Holy Nativity School	5286 Kalaniana'ole Hwy Honolulu, HI 96825-1883	Playground Safety Solutions	15,000.00
Honolulu Academy of Arts	900 S. Beretania St. Honolulu, HI 96814-1495	The Ambassador Outreach Program	30,000.00
Honolulu Academy of Arts	900 South Beretania Street Honolulu, HI 96814	General support	10,000.00
Honolulu Symphony Society	650 Iwilei Rd., Ste. 202 Honolulu, HI 96817	2009 Annual Grant	30,000.00
Honolulu Theatre for Youth	229 Queen Emma Square Tenney Theatre, St Andrew's Cathedral Honolulu, HI 96819-1910	Neighborhood Bridges	10,000.00
Hospice Maui, Inc.	400 Mahalani St. Wailuku, HI 96793	Increased Office Space for Hospice Maui	25,000.00
Hospice of Hilo	1011 Waianuenue Avenue Hilo, HI 96720	Construction of the first In-Patient Neighbor Island Hospice	50,000.00
Hualalai Academy	74-4966 Kealakaa Street Kailua-Kona, HI 96740	Fund for Educational Environment	25,000.00
HUGS-Help, Understanding Group Support	3636 Kilauea Avenue Honolulu, HI 96816-2318	Neighbor Island Outreach Extension	5,000.00
Hui Malama Learning Center	375 Mahalani Street Wailuku, HI 96793	Preparing for Tomorrow: Sustainability Across a Middle & High School Curriculum	5,000.00
Hui No'eau Visual Arts Center	2841 Baldwin Avenue Makawao, HI 96768	Kaluanui Preservation and Stewardship Program	25,000.00
Hui O Mana Ka Pu uwai Outrigger Canoe Club	6590 A Puupilo Road Kapaa, HI 96746	Expand the role of traditional Outrigger canoe paddling and its values on Kauai	16,000.00
Hula Preservation Society	P.O. Box 6274 Kaneohe, HI 96744	I Ulu Pono I Na Hula Makamae	10,000.00
IHS, The Institute for Human Services, Inc.	546 Ka' aahi St. Honolulu, HI 96817	Emergency Shelter Renovations	25,000.00
Imua Family Services	95 Mahalani St., Ste. 19A Wailuku, HI 96793	Early Childhood Development Program Demonstration Project, 3rd year request	10,000.00
Innovations Public Charter School Foundation	75-5815 Ka'ahumanu Hwy. Kailua-Kona, HI 96740	Third/Fourth Grade Classroom Building	100,000.00

Atherton Family Foundation

TIN: 51-0175971

2009 Grant List

Form 990PF, page 11, Part XV, item 3a

Organization	Address	Project Description	Amount Paid
Japan-America Society of Hawaii	220 S. King St., Suite 1595 Honolulu, HI 96813	Japan Perspectives School Programs	10,000.00
Junior Achievement of Hawaii	1136 Union Mall, Suite 310 Honolulu, HI 96813	Financial Literacy Education Program	10,000.00
Juvenile Diabetes Research Foundation, Hawaii Chapter	1019 Walmanu St., #214 Honolulu, HI 96814	Preventing the Misdiagnosis of Type I Diabetes Among Healthcare Professionals	750.00
Ka 'Aha Hui Na'auao	95-1168 Makaikali St # 113 Mililani, HI 96789	Ka Papa 'Oihana	5,000.00
Ka Ohana O Honuapo	P.O. Box 903 Naalehu, HI 96772	Honu'apo Restoration and Education Project	5,000.00
Ka 'Ohana O Kalaupapa	P.O. Box 1111 Kalaupapa, HI 96742	"Bringing Our Families Home"	15,000.00
Kahikuonalani United Church of Christ	757 Ho'omalua St. Pearl City, HI 96782	Kahikuonalani Church 2010 Restoration and Community Development	10,000.00
Kahilu Theatre Foundation	P.O. Box 549 Kamuela, HI 96743	Makana Series	2,000.00
Kaiola Canoe Club	P.O. Box 3502 Lihue, HI 96766	Kaiola Canoe Club Youth Program	15,000.00
Kalahikiola Congregational Church	P. O. Box 159 Kapaau, HI 96755	General support	4,000.00
Kalihi Ahupua'a Ulu Pono Ahahui	P.O. Box 17673 Honolulu, HI 96817	Exploring the Kalihi Ahupua'a: Building Environmental Stewardship Through Science	25,000.00
KAMP Hawaii, Inc.	P. O. Box 13041 Aiea, HI 96701	KAMP Hawaii "Life Mentoring Programs" Leeward and Kalihi Oahu	10,000.00
Kanu Hawaii	1363 Manu-Mele St. Kailua, HI 96734	Environmental Awareness & Action	10,000.00
Kauai Economic Opportunity, Inc	2804 Wehe Road Lihue, HI 96766	Roof Replacement - KEO Main Office	20,000.00
Kauai Food Bank Inc.		Keiki Cafe Year 6	5,000.00
Kauai Habitat for Humanity	P.O. Box 394 Lawai, HI 96765	Capacity Building	10,000.00
Kauai Historical Society	P.O. Box 1778 Lihue, HI 96766	Organizational Update Plan	5,000.00
Kaumakapili Church United Church of Christ	766 N King St. Honolulu, HI 96817	Makamuakauana	25,000.00
KCAA Pre-Schools of Hawaii	2707 S. King St. Honolulu, HI 96826	General support	5,000.00
Kihei Baptist Chapel	1655 S. Kihei Road Kihei, HI 96753	Kihei Baptist School Playground renovation	3,000.00
Kokua Kalihi Valley Comprehensive Family Services	2239 North School St. Honolulu, HI 96819	Renovation of the P&P Building	25,000.00
Kona Historical Society	P.O. Box 398 Captain Cook, HI 96704	Kalukalu Homestead Ranch Capital Campaign Phase II	50,000.00
Kona Hospital Foundation	79-1019 Haukapila Street Kealahou, HI 96750	Kona Community Hospital's Emergency Department Renovation Project (Phase II)	25,000.00
Kona Skatepark Association	76-6246 Alii Drive, #365 Kailua-Kona, HI 96740	Kona Skatepark	25,000.00
Koolauloa Community Health and Wellness Center, Inc.	P.O. Box 395 Kahuku, HI 96731	Emergency Generators	9,680.00
Kualoa-Heeia Ecumenical Youth Project	47-200 Waihee Rd. Kaneohe, HI 96744	Ho'ohuli	20,000.00
Kuikahi Mediation Center, Inc.	120 Keawe St., Suite 203 Hilo, HI 96720	Ku'ikahi Mediation Equipment Project	10,000.00
Kukui Children's Foundation	1875 Kihi St. Honolulu, HI 96821	Kukui Children's Center	50,000.00
Lahaina Arts Association	648 Wharf Street #103 Lahaina, HI 96761	Art Outreach Children's Art Classes & Family Strengthening Art Sessions	40,000.00

Atherton Family Foundation

TIN: 51-0175971

2009 Grant List

Form 990PF, page 11, Part XV, item 3a

Organization	Address	Project Description	Amount Paid
Le Jardin Academy		Le Jardin Academy Capital Campaign Phase IIA	50,000.00
Lihue Lutheran Church	4602 Hoomana Rd. Lihue, HI 96766	Mobile Munchies	10,000.00
Lihue Pop Warner Association		Touch Down for Safety	12,000.00
Lokelani 'Ohana	2315 Kahekili Hwy Wailuku, HI 96793	Saori Weaving and Creative Arts Program Materials Request	5,000.00
Ma Ka Hana Ka Ike Building Program	P. O. Box 968 Hana, HI 96713	Malama Na Kupuna	7,500.00
Malama Kauai		Malama Kauai Community Garden	10,000.00
Marimed Foundation	45-021 Likeke Place Kaneohe, HI 96744-2426	Consolidation of At-Risk Youth Services	4,175.00
Maui Economic Development Board Inc.	590 Lipoa Parkway, Ste. 103 Kihei, HI 96753	Development of Scenario-Testing Model for Community Consensus Building on Maui's Water Resources	10,000.00
Maui Family YMCA	250 Kanaloa Ave. Kahului, HI 96732	Strengthening Community by Expanding the Experience	75,000.00
Maui United Way	270 Hookahi St, Suite 301 Wailuku, HI 96768	2009-2010 Annual campaign	10,000.00
Mediation Center of Molokai	PO Box 1708 Kaunakakai, HI 96748	Violence-Prevention Classes for Molokai	10,000.00
Mediation Services of Maui, Inc.	95 Mahalani St., Suite 25 Wailuku, HI 96793	Organizational Conflict Resolution Program	5,000.00
Mental Health America of Hawai'i	1124 Fort Street Mall, #205 Honolulu, HI 96813	Preventing Adolescent Suicide	10,000.00
Mental Health Kokua	1221 Kapiolani Blvd., Ste 345 Honolulu, HI 96814	Wellness House renovations	15,000.00
Mililani Presbyterian Church	95-410 Kuahelani St. Mililani, HI 96789	Capital Expansion and Renovation Project	30,000.00
Mohala Farms	P.O. Box 204 Waialua, HI 96791	Mohala Farms Strategic Planning Project	5,000.00
Molokai Community Service Council	P.O. Box 2047 Kaunakakai, HI 96748	2009-2010 Annual campaign - Friendly Isle United Way	6,000.00
National Kidney Foundation of Hawaii	1314 S. King St., # 305 Honolulu, HI 96814	Technological Improvements for Early Intervention Programs	3,000.00
National Tropical Botanical Garden	3530 Papalina Rd. Kalaheo, HI 96741	Botanical Research Center	50,000.00
North Hawaii Women & Children's Services	65-1229 A Opelo Road Hana Hou Cottage #6 Kamuela, HI 96743	Schools Attuned Plus Mentoring, 3rd request	25,000.00
North Kohala Community Resource Center	P.O. Box 2 Hawaii, HI 96719	Living Journals: A Storyteller's Story: The Life of Kindy Sproat	4,000.00
Organ Donor Center of Hawaii	1149 Bethel St., Suite 801 Honolulu, HI 96813	Donor Registry Marketing	10,000.00
Outreach for Grieving Youth Alliance	P.O. Box 11260 Honolulu, HI 96828	Kids hurt too: healing young hearts	5,000.00
Pacific and Asian Affairs Council	1601 East-West Rd, 4th Flr. Honolulu, HI 96848	College and Community International Affairs Outreach Program	25,000.00
Pacific Aviation Museum Pearl Harbor	90 Nakolo Place Suite 25 Honolulu, HI 96819	Museum Education Program	37,500.00
Pacific Aviation Museum Pearl Harbor	90 Nakolo Place Suite 25 Honolulu, HI 96819	Aviation Education Center	50,000.00
Pacific Tsunami Museum, Inc.	P.O. Box 806 Hilo, HI 96721	Condenser Replacement	20,000.00
Palolo Chinese Home	2459 10th Avenue Honolulu, HI 96816	Phase III - Renovation of Farm Hall and Upper Campus Entry	35,000.00

Atherton Family Foundation

TIN: 51-0175971

2009 Grant List

Form 990PF, page 11, Part XV, item 3a

Organization	Address	Project Description	Amount Paid
Parent Participation Nursery School	92 Kaneohe Bay Dr. Kailua, HI 96734	Kindergarten Preparedness & Enrichment Program	5,152.00
Parish of St. Clements Inc.	1515 Wilder Ave. Honolulu, HI 96822	Restoration of the Lefferts Cooke Memorial Organ	25,000.00
Partners In Development	2040 Bachelot Street Honolulu, HI 96817	Balbala Hemolele Project	100,000.00
PATCH (People Attentive to Children)	650 Iwilei Road, Suite 205 Honolulu, HI 96817	Preschool Scholarships	25,000.00
Pohai Nani Foundation	45-090 Namoku Street Kaneohe, HI 96744	Pohai Nani Wellness Center	25,000.00
Punahou School	1601 Punahou Street Honolulu, HI 96822	Kindergarten-First Grade (K-1) Project	200,000.00
Rainbow School	56-463 Kamehameha Hwy Kahuku, HI 96731-2201	Kaneohe Playground Grant	10,000.00
Sacred Hearts Academy	3253 Waiialae Avenue Honolulu, HI 96816	Construction of a new performing arts center	100,000.00
Save The Foodbasket, Inc.	46-115 Miki Place Kaneohe, HI 96744	Rural Home Delivery	5,000.00
Small World Preschool	P.O. Box 636 Kamuela, HI 96743-0636	Preschool Program Expansion/Kitchen Upgrade Supplement	25,000.00
St. Andrew's Priory School	224 Queen Emma Square Honolulu, HI 96813	Strong and Gracious Girls	10,000.00
St. Catherine's Preschool	5021 Kawaihau Road Kapaa, HI 96746	Re-roof Elementary Building	25,000.00
St. Francis Healthcare Foundation of Hawaii	2228 Liliha Street Suite 205 Honolulu, HI 96817	Renovation of Sister Maureen Keleher and Maurice J. Sullivan Family Hospice Center	25,000.00
St. Joseph School - Hilo	1000 Ululani Street Hilo, HI 96720-3999	Concluding the Strategic Planning Process for 2007-2010	10,000.00
St. Michael and All Angels' Episcopal Church	4364 Hardy St. Lihue, HI 96766	Renovation of Loaves & Fishes Food Pantry	5,000.00
Storybook Theatre of Hawaii	P.O. Box 820 Hanapepe, HI 96716	Phase VI: The Spark M. Matsunaga International Children's Garden for Peace	15,000.00
Susannah Wesley Community Center	1117 Kaili Street Honolulu, HI 96819	Susannah Wesley Community Center	25,000.00
Sustain Hawaii	3442 Waiialae Avenue Honolulu, HI 96816	Maternal Pick-up Program	20,000.00
Sutter Health Pacific dba Kahi Mohala Hospital	91-2301 Old Fort Weaver Rd Ewa Beach, HI 96706	Lokelani child and adolescent inpatient unit renovation	10,000.00
T.J. Mahoney & Associates, Inc.	524 Kaaahi Street Honolulu, HI 96817	Computer Classes for Women Transitioning from Prison to the Community	13,530.00
Teach For America	99-080 Kauhale St. C-20 Aiea, HI 96701	Expanding the Impact of Teach For America Hawaii	25,000.00
The Food Basket Inc.	140-B Holomua St. Hilo, HI 96720	General Support	10,000.00
The Foundation Center	79 Fifth Ave. New York, NY 10003-3076	2009 General Operating Support	2,000.00
The Friends of the Palace Theater	38 Haili St. Hilo, HI 96720	Fire Safety Improvements	12,000.00
The Island of Hawaii YMCA	P. O. Box 7067 Kamuela, HI 96743	YMCA. Keeping Our Promise	50,000.00
The Kohala Center, Inc.	P.O. Box 437462 Kamuela, HI 96743	Hidden Jewels: Science Integration at Kohala Elementary School, 2nd request	25,000.00
The Nature Conservancy of Hawaii	923 Nu'uuanu Ave. Honolulu, HI 96817	The Nature Conservancy's Marine Internship Program	25,000.00
The Salvation Army	2950 Manoa Road Honolulu, HI 96822	Ray and Joan Kroc Corps Community Center	50,000.00
The Bay Clinic	311 Kalaniana'ole Ave Hilo, HI 96720	Mobile Dental Van for Rural Hawai'i Island	15,000.00

Atherton Family Foundation

TIN: 51-0175971

2009 Grant List

Form 990PF, page 11, Part XV, Item 3a

Organization	Address	Project Description	Amount Paid
The Movement Center	1215 Center St., #211 Honolulu, HI 96816	Sound System Equipment Request	4,000.00
Three Ring Ranch Inc.	75-809 Keaolani Drive Kailua-Kona, HI 96740	12kw net metered photovoltaic system	15,000.00
Tri-Isle Resource Conservation and Development Council	210 Imi Kala St., Ste. 208 Wailuku, HI 96793-1268	Environmental Volunteering for Visitors and Kama'aina	10,000.00
Trinity Church Central Oahu, Inc.	95-388 Wikaio Street Mililani, HI 96789	Community Outreach and Education Building and Classroom Building	25,000.00
Trust for Public Land	116 New Montgomery 3rd Flr. San Francisco, CA 94105	Continued funding for Hawaii Native Lands Program Coordinator Position	10,000.00
United Cerebral Palsy Association of Hawaii	414 Kuwili Street, Suite 105 Honolulu, HI 96817	"Every Body's Different" Exhibit	5,000.00
United Way of Kauai	P.O. Box 1087 Lihue, HI 96766	2009-2010 Annual campaign	10,000.00
University of Hawaii Foundation	Bachman Hall 105 2444 Dole St. Honolulu, HI 96822	Enrichment Fund	25,000.00
Vipassana Hawaii	184 Crescent Lane Glenwood Springs, CO 81601	Hawai'i Insight Meditation Center: Pre-Construction Planning Phase	10,000.00
Virginia Mason Medical Center	1100 Ninth Avenue Seattle, WA 98101	General support - Bailey-Boushay House	2,000.00
Volcano Art Center	P.O. Box 129 Volcano, HI 96785	Operational Assistance	10,000.00
Volcano Art Center	P.O. Box 129 Volcano, HI 96785	General support	5,000.00
Waialua Community Association	66-434 Kamehameha Hwy. Haleiwa, HI 96712	Historic Haleiwa Gym Kitchen & Threshold Renovation	15,000.00
Waikiki Health Center	277 Ohua Avenue Honolulu, HI 96815	Patients First-A Safety and Quality Care Program	10,000.00
Waimanalo Health Center	41-1347 Kalaniana'ole Highway Waimanalo, HI 96795	The Dental Start-Up Capital Improvement Project	25,000.00
Waioli Corporation	P.O. Box 1631 Lihue, HI 96766	Museum copier and filing system project	10,000.00
Waipahu United Church of Christ	94-330 Mokuola Street Waipahu, HI 96797	Waipahu United Church of Christ Community Center	25,000.00
Washington Place Foundation	P.O. Box 873 Honolulu, HI 96808	General support	3,000.00
West Hawaii Community Health Center	75-5751 Kuakini Hwy #203 Kailua-Kona, HI 96740	Keiki Health Center Expansion	10,000.00
Windward Arts Council	P.O. Box 1704 Kailua, HI 96734	The Star Poets Project	4,000.00
Women In Need	85-979 Farrington Hwy Unit D Waianae, HI 96792	WIN Bridge To Success - Case Management	10,000.00
YMCA of Honolulu, Metropolitan Office	1441 Pali Hwy. Honolulu, HI 96813	General support	8,500.00
YMCA of Honolulu, Metropolitan Office	1441 Pali Hwy. Honolulu, HI 96813	Construction of New Leeward YMCA	50,000.00
YMCA of Kauai	Box 1786 Lihue, HI 96766	The Kauai Ohana YMCA Facility	25,000.00
YWCA of Hawaii Island	145 Ululani Street Hilo, HI 96720	Preschool and Playground Expansion Project	25,000.00
YWCA of Hawaii Island	145 Ululani Street Hilo, HI 96720	Hamakua Youth Foundation: Living Hawaiian Culture	15,000.00
YWCA of Oahu	1040 Richards Street Honolulu, HI 96813	Capital campaign - Phase I	100,000.00

4,372,837.00

Juliette M. Atherton Scholarship

Scholarship Grants 1/1/2009 to 12/31/2009

<u>Grantee</u> <u>For the Benefit of</u>	<u>Grant Purpose</u>	<u>Grant Amount</u>
Azusa Pacific University Financial Aid Office P. O. Box 7000 Azusa, CA 91702-7000		
Tanoue, Matthew	Scholarship	\$3,500.00
	Subtotal:	\$3,500.00
Biola Univ. - Talbot School of Theology Financial Aid Office 13800 Biola Ave La Mirada, CA 90639		
Campbell, Benjamin	Scholarship	\$3,000.00
	Subtotal:	\$3,000.00
Biola University Financial Aid Office 13800 Biola Avenue La Mirada, CA 90639		
Fuyuki, Emi	Scholarship	\$3,500.00
Rawlings, Bethany	Scholarship	\$1,150.00
Tomita, Jacob	Scholarship	\$2,500.00
	Subtotal:	\$7,150.00

Juliette M. Atherton Scholarship

Scholarship Grants 1/1/2009 to 12/31/2009

<u>Grantee</u> <u>For the Benefit of</u>	<u>Grant Purpose</u>	<u>Grant Amount</u>
Boston College Financial Aid Office 140 Commonwealth Ave Boston, MA 02467		
Lee, Joseph	Scholarship	\$3,500.00
	Subtotal:	\$3,500.00
Boston University Financial Aid Office 881 Commonwealth Avenue Boston, MA 02215		
Lathrop, Jessie	Scholarship	\$3,500.00
	Subtotal:	\$3,500.00
Cal Poly State Univ-San Luis Obispo Financial Aid Office Attn. Yvonne Ramos San Luis Obispo, CA 93407		
Hara, Nathan	Scholarship	\$500.00
	Subtotal:	\$500.00
Chapman University Financial Aid Office One University Drive Orange, CA 92866-1031		
Stinton, Eric	Scholarship	\$3,500.00
Takara, Christyn	Scholarship	\$2,450.00
	Subtotal:	\$5,950.00

Juliette M. Atherton Scholarship

Scholarship Grants 1/1/2009 to 12/31/2009

<u>Grantee</u> <u>For the Benefit of</u>	<u>Grant Purpose</u>	<u>Grant Amount</u>
Concordia University-Chicago Financial Aid Office 7400 Augusta River Forest, IL 60305-1499		
Gowen, Molly	Scholarship	\$2,300.00
	Subtotal:	\$2,300.00
Concordia University-Irvine Financial Aid Office 1530 Concordia W Irvine, CA 92612-3299		
Barshaw, Jana	Scholarship	\$3,500.00
	Subtotal:	\$3,500.00
Cornell University Scholarship Division PO Box 752 Ithaca, NY 14851		
Lee, Aleks	Scholarship	\$2,500.00
	Subtotal:	\$2,500.00
DeVry University - California Financial Aid Office 901 Corporate Ctr Dr. Pomona, CA 91768-2642		
Higashi, Shayna-Ann	Scholarship	\$1,750.00
	Subtotal:	\$1,750.00

Juliette M. Atherton Scholarship

Scholarship Grants 1/1/2009 to 12/31/2009

<u>Grantee</u> <u>For the Benefit of</u>	<u>Grant Purpose</u>	<u>Grant Amount</u>
Fuller Theological Seminary Financial Aid Office 135 N. Oakland Avenue Pasadena, CA 91182		
Haglund, Michael	Scholarship	\$3,000.00
Higashi, Guy	Scholarship	\$4,350.00
Tweedie, James	Scholarship	\$1,500.00
	Subtotal:	\$8,850.00
Gardner-Webb University Financial Aid Office PO BOX 997 Boiling Springs, NC 28017-0997		
Suesz, Chelsea	Scholarship	\$2,600.00
	Subtotal:	\$2,600.00
Golden Gate Baptist Theological Seminary Financial Aid Office 201 Seminary Drive Mill Valley, CA 94941-3197		
Miura, Shane	Scholarship	\$2,150.00
	Subtotal:	\$2,150.00
Hawaii Pacific University Financial Aid Office 1164 Bishop Street, #201 Honolulu, HI 96813		
Gross, Brandon	Scholarship	\$1,900.00
	Subtotal:	\$1,900.00

Juliette M. Atherton Scholarship

Scholarship Grants 1/1/2009 to 12/31/2009

<u>Grantee</u> <u>For the Benefit of</u>	<u>Grant Purpose</u>	<u>Grant Amount</u>
Holy Names Univ Financial Aid Office 3500 Mountain Blvd. Oakland, CA 94619		
Afuola, Fa'aluaaina	Scholarship	\$3,500.00
	Subtotal:	\$3,500.00
Kapiolani Community College Financial Aid Office 4303 Diamond Head Road Honolulu, HI 96816		
Gumm, Molly	Scholarship	\$600.00
	Subtotal:	\$600.00
Kauai Community College Financial Aid Office 3-1901 Kaumualii Hwy Lihue, HI 96766-9591		
Metcalf, Christopher Andrew	Scholarship	\$1,900.00
	Subtotal:	\$1,900.00
Leeward Community College Financial Aid Office 96-045 Ala Ike Pearl City, HI 96782		
Teves, Rachael	Scholarship	\$500.00
	Subtotal:	\$500.00

Juliette M. Atherton Scholarship

Scholarship Grants 1/1/2009 to 12/31/2009

<u>Grantee</u> <u>For the Benefit of</u>	<u>Grant Purpose</u>	<u>Grant Amount</u>
Loyola Marymount University		
Financial Aid Office		
Xavier Hall 1LMU Dr., Suite 200		
Los Angeles, CA 90045-2659		
Honold, Jordan	Scholarship	\$3,500.00
	Subtotal:	\$3,500.00
Master's College and Seminary		
Financial Aid Office		
21726 Placerita Canyon Rd.		
Newhall, CA 91322		
Knapp, Hannah	Scholarship	\$1,800.00
	Subtotal:	\$1,800.00
Maul Community College		
Financial Aid Office		
310 Ka'ahumanu Ave		
Kahului, HI 96732		
Blevins, Cheyenne	Scholarship	\$475.00
Collins, Jacob	Scholarship	\$1,000.00
	Subtotal:	\$1,475.00
Pacific University		
Financial Aid Office		
2043 College Way		
Forest Grove, OR 97116		
Patterson, Joy	Scholarship	\$2,550.00
	Subtotal:	\$2,550.00

Juliette M. Atherton Scholarship

Scholarship Grants 1/1/2009 to 12/31/2009

<u>Grantee</u> <u>For the Benefit of</u>	<u>Grant Purpose</u>	<u>Grant Amount</u>
Patrick Henry College Financial Aid Office One Patrick Henry Circle Purcellville, VA 20132		
Kamakawiwoole, Aaron-Christopher	Scholarship	\$3,500.00
Kamakawiwoole, Joshua-Lane	Scholarship	\$2,000.00
	Subtotal.	\$5,500.00
Portland State University Financial Aid Office P.O. Box 851 Portland, OR 97207-0851		
Waiau, Leopold	Scholarship	\$3,500.00
	Subtotal:	\$3,500.00
Southeastern University Financial Aid Office 1000 Longfellowm Blvd Lakeland, FL 33801-6034		
Sahagun, Sarah	Scholarship	\$2,500.00
	Subtotal:	\$2,500.00
Southern Oregon University Financial Aid Office 1250 Siskiyou Boulevard Ashland, OR 97520		
Fuataga, Apaau	Scholarship	\$3,500.00
Lathrop, Zachary	Scholarship	\$2,850.00
	Subtotal:	\$6,350.00

Juliette M. Atherton Scholarship

Scholarship Grants 1/1/2009 to 12/31/2009

<u>Grantee</u> <u>For the Benefit of</u>	<u>Grant Purpose</u>	<u>Grant Amount</u>
Southwestern Baptist Theological Seminary Financial Aid Office P.O. Box 22000 Fort Worth, TX 76122		
Miller, Robert	Scholarship	\$3,450.00
Tamashiro, Alan	Scholarship	\$3,450.00
	Subtotal:	\$6,900.00
St. Olaf College Financial Aid Office 1520 St. Olaf Ave. Northfield, MN 55057-1098		
Shimkus, Emily	Scholarship	\$2,350.00
	Subtotal:	\$2,350.00
Univ of Arizona Scholarship Development Office 1111 N. Cherry Ave. Tucson, AZ 85721-0109		
Tanoue, Nathan	Scholarship	\$3,500.00
	Subtotal:	\$3,500.00
Univ of Hawaii – West Oahu Financial Aid Office 96-043 Ala Ike Street Pearl City, HI 96782		
So'o, Sharon	Scholarship	\$3,500.00
	Subtotal:	\$3,500.00

Juliette M. Atherton Scholarship

Scholarship Grants 1/1/2009 to 12/31/2009

<u>Grantee</u> <u>For the Benefit of</u>	<u>Grant Purpose</u>	<u>Grant Amount</u>
Univ of Hawaii at Hilo		
Financial Aid Office		
200 W Kawili Street		
Hilo, HI 96720-4091		
Apaka, Kensy	Scholarship	\$850.00
Apaka, Kimo	Scholarship	\$1,200.00
Welsh, Carys	Scholarship	\$500.00
	Subtotal:	\$2,550.00
Univ of Hawaii at Manoa		
Financial Aid Office		
2600 Campus Road, Room 112		
Honolulu, HI 96822		
Couch, Christin	Scholarship	\$2,300.00
Gross, Jonathan	Scholarship	\$2,250.00
Gross, Jordan	Scholarship	\$1,700.00
Lilley, Seth	Scholarship	\$1,550.00
Miller, Evan	Scholarship	\$2,150.00
Miller, Simon	Scholarship	\$2,350.00
Miller, Emily	Scholarship	\$2,850.00
Peich, Charis	Scholarship	\$3,500.00
Tapia, Merizza	Scholarship	\$1,900.00
Vallejo-Sanderson, Alexander	Scholarship	\$700.00
	Subtotal:	\$21,250.00

Juliette M. Atherton Scholarship

Scholarship Grants 1/1/2009 to 12/31/2009

<u>Grantee</u> <u>For the Benefit of</u>	<u>Grant Purpose</u>	<u>Grant Amount</u>
Univ of Maine-Farmington Business Office 224 Main Street Farmington, ME 04938		
Carr, Esther	Scholarship	\$3,050.00
	Subtotal.	\$3,050.00
Univ of Puget Sound Financial Aid & Scholarships 1500 North Warner Tacoma, WA 98416-1039		
Higa, Kelcy	Scholarship	\$2,300.00
Young, Elisabeth	Scholarship	\$3,500.00
	Subtotal:	\$5,800.00
Univ of Texas Austin Financial Aid Office Financial Aid Austin, TX 78712		
Kirchner, Angela	Scholarship	\$600.00
	Subtotal:	\$600.00
Virginia Theological Seminary Financial Aid Office Alexandria, VA 22304		
Loyola, Leo	Scholarship	\$500.00
	Subtotal:	\$500.00

Juliette M. Atherton Scholarship

Scholarship Grants 1/1/2009 to 12/31/2009

<u>Grantee</u> <u>For the Benefit of</u>	<u>Grant Purpose</u>	<u>Grant Amount</u>
Warner Pacific College Financial Aid Office 2219 SE 68th Avenue Portland, OR 97215		
Waiau, Jennifer	Scholarship	\$3,500.00
	Subtotal:	\$3,500.00
Washington State Univ-Pullman Office of Scholarship Services Pullman, WA 99164-1728		
Victor, Daniel	Scholarship	\$2,850.00
	Subtotal:	\$2,850.00
Westmont College Financial Aid Office 955 La Paz Rd Santa Barbara, CA 93108		
Ross, Hannah	Scholarship	\$2,650.00
	Subtotal:	\$2,650.00
Wheaton College-MA Financial Aid Office 26 E Main St. Norton, MA 02766		
Kai, Jessie	Scholarship	\$3,500.00
	Subtotal:	\$3,500.00

Juliette M. Atherton Scholarship

Scholarship Grants 1/1/2009 to 12/31/2009

<u>Grantee</u> <u>For the Benefit of</u>	<u>Grant Purpose</u>	<u>Grant Amount</u>
Whitworth University Financial Aid Office 300 W. Hawthorne Rd, MS 0107 Spokane, WA 99251		
Honold, Jeremy	Scholarship	\$2,100.00
	Subtotal:	\$2,100.00
Yale University Financial Aid Office P.O. Box 208288, Yale Station New Haven, CT 06520-8288		
Lee, Annika	Scholarship	\$3,000.00
	Subtotal:	\$3,000.00
	Total Grants:	\$153,925.00

ABOUT

GRANT SEEKERS

GRANTS LIST

ATHERTON FAMILY
FOUNDATION



Grant Application Guidelines

Priorities

The Foundation makes grants for programs and projects that benefit the people of Hawai'i. The fields of greatest interest are arts, culture, and humanities; community development; education; environment; health; human services; spiritual development; and youth development.

Eligibility and restrictions

- Applicants must have 501(c)(3) status or must apply through a fiscal sponsor with 501(c)(3) status. The Foundation does not make grants to organizations classified under 509(a)(3) of the Internal Revenue Code.
- The Hawai'i Department of Education and its several Complex Areas are eligible for grants for demonstration projects with potential for system reform. The Foundation makes grants to individual Hawai'i Department of Education schools only under these circumstances: (1) the Principal has participated in the Principals' Leadership Academy, (2) the grant amount is \$5,000 or less, and (3) the Principal has not previously initiated a grant request under this program that resulted in funding by the Foundation to any DOE school.
- The Foundation does not make grants to the University of Hawai'i other than an annual grant to the University of Hawai'i Foundation.
- The Foundation does not fund conferences, festivals, and similar one-time events; activities that have already occurred; lobbying; loans; funds for re-granting and grants to individuals or for the benefit of identified individuals (except scholarships through the Juliette M. Atherton Scholarship Fund and the Community Scholarship Fund of the Hawai'i Community Foundation).
- The Foundation generally does not fund endowments or operating support.
- The Foundation does not serve as the sole funder of any organization.
- A grantee may not receive more than one grant in any calendar year, except that a grantee serving as the fiscal sponsor for another organization may receive a second grant for its own project.
- The term of a grant is usually one year. In the case of a multi-year pledge, payments are released in twelve-month intervals, and each payment is contingent on receipt of a satisfactory progress report. The Foundation generally does not fund a program for more than three consecutive years.
- The Foundation does not accept incomplete applications or applications from organizations with overdue final reports.
- Grantees must not use the Founders' names on donor recognition plaques or similar items without the Foundation's prior approval.

Application procedures

- Download the grant application cover sheet posted on this website.
- Complete the cover sheet. Attach proposal narrative and all other required documents listed below.
- Use single-sided white 8 1/2 x 11 inch paper.
- No binding or staples. Clips are acceptable.
- No additional copies are required.
- No cover letters, business cards, videos, CDs.
- Application materials will not be returned.
- Mail or deliver application package to:

Atherton Family Foundation
1164 Bishop Street, Suite 800
Honolulu, HI 96813

Proposal narrative

- Maximum 5 single-spaced pages. Minimum 12-point font and 1-inch margins. Use these headings:
 - Organization: Describe the organization, including mission and history, year established, geographic reach, staff size, and staff capabilities to conduct the proposed work.
 - Problem or opportunity: Describe the problem or opportunity to be addressed by the project. Describe the population that will benefit from the project, including an estimate of size or numbers.

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Activities: Describe the activities to be performed, and the services or products to be delivered, including quantities and a timeline. If the project is a partnership, describe each partner's role. Explain why you chose this approach to the problem or opportunity.

Expected results: Explain how participants or the community will benefit. (Provide specific, measurable expected results.) Describe the plan to determine the effectiveness of the project.

Funding plan: Explain the project budget, including adjustments to be made if not all anticipated funding is received. Describe the plan, if any, to continue funding the project after the grant period ends.

Addendum for Major Capital Requests (Renovations or New Construction)

Include the following information if you are submitting a major capital request:

Capital campaign: Describe how the capital campaign is being conducted and the experience of board members and staff with capital campaigns. Identify how much funding has been secured as of the date of the proposal. The Foundation is rarely a lead funder.

Construction: Describe the form of site control, including relevant terms of long-term leases or purchase agreements if not under ownership. Describe the status and timeline for design and engineering work and the status of required permits. Provide the source for cost estimates. Describe who will manage the design and construction phases and their experience in this work.

Please contact staff at (808) 566-5537 with questions about capital

Additional required documents

- Project budget showing:
 - ☐ Anticipated income (source, amount restrictions, and whether secured or pending)
 - ☐ Anticipated expenses (overall expenses, and expenses for which Atherton grant will be used)
- Board of directors list
- IRS 501(c)(3) determination letter (not required if applying through a fiscal sponsor)
- Organization's annual operating budget for the current year
- Organization's balance sheet for the most recently completed fiscal year
- Organization's income statement (or profit/loss statement) for the most recently completed fiscal year

Audited financial statements are preferred but not required.

Local units of national organizations must submit local unit financial information.

Fiscal sponsors

If a fiscal sponsor is involved, please see additional requirement listed on grant application cover sheet.

Deadlines

Applications postmarked or delivered by the first business day in:	...will be considered at the Board of Directors' meeting in:	...and applicants will receive decision letters in:
December	February	early March
February	April	early May
April	June	early July
August	October	early November
October	December	late December



HAWAII COMMUNITY
FOUNDATION



PRINT

Juliette M. Atherton Scholarship - Minister's Sons & Daughters

Description

The Board of Directors of the Atherton Family Foundation sets aside a portion of the Foundation's income each year to be used for scholarships. These scholarships perpetuate Mrs. Atherton's interest in sustaining Protestant Christian endeavors in Hawai'i.

Requirements

Be a dependent son or daughter of an ordained and active Protestant minister in an established denomination in Hawai'i.

Applicants must provide in their personal statement the following information: minister's current position, church/parish name, denomination, place & date of ordination and name of seminary attended.

Supplemental Materials Required

Applicants must provide the following information in their Personal Statement (or on a separate sheet of paper):

- 1) The minister's current position.
- 2) The minister's church/parish name.
- 3) Minister's denomination & place & date of ordination.
- 4) Name of seminary attended by minister.

CLOSE WINDOW



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Juliette M. Atherton Scholarship - Seminary Studies

Description

The Board of Directors of the Atherton Family Foundation sets aside a portion of the Foundation's income each year to be used for scholarships. These scholarships perpetuate Mrs. Atherton's interest in sustaining Protestant Christian endeavors in Hawai'i.

Requirements

Attend an accredited graduate school of theology with the goal of being ordained in an established Protestant denomination.

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Atherton Family Foundation

TIN: 51-0175971

Year ended: 12/31/2009



HAWAII COMMUNITY
FOUNDATION



PRINT

Juliette M. Atherton Scholarships for Ordained Protestant Ministers

Requirements

Be an ordained Protestant minister.

Be a graduate of an accredited school of theology.

Be pursuing an advanced degree (generally a doctorate) related to your ministerial profession at an accredited institution.

Please note that the Atherton Foundation no longer supports continuing education for ordained ministers. Download the application form [here](#) or contact the Hawaii Community Foundation Scholarship Department at 808-566-5570.

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