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Return of Private Foundation
or Section 4947(a)(1) Nonexempt Charitable Trust
Treated as a Private Foundation

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

2009

For calendar year 2009, or tax year beginning

, 2009, and ending

, 20

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 Alexander C. Waterhouse, Sr. Foundation | | A Employer identification number 99-0263686 |
| | Number and street (or P.O. box number if mail is not delivered to street address) Room/suite 670 Queen St, #200 | | B Telephone number (see page 10 of the instructions) 808-592-4800 |
| | City or town, state, and ZIP code Honolulu, HI 96813 | | C If exemption application is pending, check here <input type="checkbox"/> |
| | H Check type of organization: <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation | | D 1. Foreign organizations, check here <input type="checkbox"/> 2. Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/> E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/> F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/> |
| I Fair market value of all assets at end of year (from Part II, col. (c), line 16) \$ 290,995 | | J Accounting method: <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> 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) (see page 11 of the instructions).) | | (a) Revenue and expenses per books | (b) Net investment income | (c) Adjusted net income | (d) Disbursements for charitable purposes (cash basis only) |
|---|---|------------------------------------|---------------------------|-------------------------|---|
| Revenue | 1 Contributions, gifts, grants, etc., received (attach schedule) | | | | |
| | 2 Check <input type="checkbox"/> if the foundation is not required to attach Sch. B | | | | |
| | 3 Interest on savings and temporary cash investments | | | | |
| | 4 Dividends and interest from securities | 8,829 | 8,829 | | |
| | 5a Gross rents | | | | |
| | b Net rental income or (loss) | | | | |
| | 6a Net gain or (loss) from sale of assets not on line 10 | -61,612 | | | |
| | b Gross sales price for all assets on line 6a 490,716 | | | | |
| | 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) (attach schedule) | | | | | |
| 11 Other income (attach schedule) | | | | | |
| 12 Total. Add lines 1 through 11 | -52,783 | 8,829 | | | |
| Operating and Administrative Expenses | 13 Compensation of officers, directors, trustees, etc. | 4,000 | | | 1,000 |
| | 14 Other employee salaries and wages | | | | |
| | 15 Pension plans, employee benefits | | | | |
| | 16a Legal fees (attach schedule) Sch. 1 | 6,526 | | | 6,526 |
| | b Accounting fees (attach schedule) Sch. 1 | 576 | | | |
| | c Other professional fees (attach schedule) Sch. 1 | 8,597 | 8,597 | | |
| | 17 Interest Sch. 1 | | | | |
| | 18 Taxes (attach schedule) (see page 14 of the instructions) | 447 | 147 | | |
| | 19 Depreciation (attach schedule) and depletion | | | | |
| | 20 Occupancy | | | | |
| | 21 Travel, conferences, and meetings | | | | |
| | 22 Printing and publications | | | | |
| | 23 Other expenses (attach schedule) Sch. 1 | 541 | 115 | | 5 |
| | 24 Total operating and administrative expenses. Add lines 13 through 23 | 20,687 | 8,859 | | 7,531 |
| | 25 Contributions, gifts, grants paid | 12,000 | | | 12,000 |
| 26 Total expenses and disbursements. Add lines 24 and 25 | 32,687 | 8,859 | | 19,531 | |
| 27 Subtract line 26 from line 12: | | | | | |
| a Excess of revenue over expenses and disbursements | -85,470 | | | | |
| b Net investment income (if negative, enter -0-) | | 0 | | | |
| c Adjusted net income (if negative, enter -0-) | | | | | |

| Part II Balance Sheets | | Attached schedules and amounts in the description column should be for end-of-year amounts only. (See instructions.) | | Beginning of year | End of year | |
|-----------------------------|---|--|---|-----------------------|-------------|--|
| | | (a) Book Value | (b) Book Value | (c) Fair Market Value | | |
| Assets | 1 | Cash—non-interest-bearing | 6,037 | 23,739 | 23,739 | |
| | 2 | Savings and temporary cash investments | | | | |
| | 3 | Accounts receivable ▶ | | | | |
| | | Less: allowance for doubtful accounts ▶ | | | | |
| | 4 | Pledges receivable ▶ | | | | |
| | | Less: allowance for doubtful accounts ▶ | | | | |
| | 5 | Grants receivable | | | | |
| | 6 | Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see page 16 of the instructions) | | | | |
| | 7 | Other notes and loans receivable (attach schedule) ▶ | | | | |
| | | Less: allowance for doubtful accounts ▶ | | | | |
| | 8 | Inventories for sale or use | | | | |
| | 9 | Prepaid expenses and deferred charges | | | | |
| | 10a | Investments—U.S. and state government obligations (attach schedule) | | | | |
| | b | Investments—corporate stock (attach schedule) . Sch 2 | 306,837 | 203,665 | 267,256 | |
| | c | Investments—corporate bonds (attach schedule) | | | | |
| | Liabilities | 11 | Investments—land, buildings, and equipment: basis ▶ | | | |
| | | Less: accumulated depreciation (attach schedule) ▶ | | | | |
| 12 | | Investments—mortgage loans | | | | |
| 13 | | Investments—other (attach schedule) | | | | |
| 14 | | Land, buildings, and equipment: basis ▶ | | | | |
| | | Less: accumulated depreciation (attach schedule) ▶ | | | | |
| 15 | | Other assets (describe ▶) | | | | |
| 16 | | Total assets (to be completed by all filers—see the instructions. Also, see page 1, item I) | 312,874 | 227,404 | 290,995 | |
| 17 | | Accounts payable and accrued expenses | | | | |
| 18 | | Grants payable | | | | |
| Net Assets or Fund Balances | 19 | Deferred revenue | | | | |
| | 20 | Loans from officers, directors, trustees, and other disqualified persons | | | | |
| | 21 | Mortgages and other notes payable (attach schedule) | | | | |
| | 22 | Other liabilities (describe ▶) | | | | |
| | 23 | Total liabilities (add lines 17 through 22) | | | | |
| | | Foundations that follow SFAS 117, check here ▶ <input type="checkbox"/> and complete lines 24 through 26 and lines 30 and 31. | | | | |
| | 24 | Unrestricted | | | | |
| | 25 | Temporarily restricted | | | | |
| | 26 | Permanently restricted | | | | |
| | | Foundations that do not follow SFAS 117, check here ▶ <input type="checkbox"/> and complete lines 27 through 31. | | | | |
| 27 | Capital stock, trust principal, or current funds | | | | | |
| 28 | Paid-in or capital surplus, or land, bldg., and equipment fund | | | | | |
| 29 | Retained earnings, accumulated income, endowment, or other funds | 312,874 | 227,404 | | | |
| 30 | Total net assets or fund balances (see page 17 of the instructions) | 312,874 | 227,404 | | | |
| 31 | Total liabilities and net assets/fund balances (see page 17 of the instructions) | 312,874 | 227,404 | | | |

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 | 312,874 |
| 2 | Enter amount from Part I, line 27a | 2 | -85,470 |
| 3 | Other increases not included in line 2 (itemize) ▶ | 3 | |
| 4 | Add lines 1, 2, and 3 | 4 | 227,404 |
| 5 | Decreases not included in line 2 (itemize) ▶ | 5 | |
| 6 | Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30 | 6 | 227,404 |

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 | Publicly traded securities - See Sch 3 | P | Various | Various |
| b | | | | |
| c | | | | |
| d | | | | |
| e | | | | |

| (e) Gross sales price | (f) Depreciation allowed (or allowable) | (g) Cost or other basis plus expense of sale | (h) Gain or (loss) (e) plus (f) minus (g) |
|-----------------------|--|---|--|
| a 490,716 | | 552,328 | -61,612 |
| b | | | |
| c | | | |
| d | | | |
| e | | | |

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 | | | |

| | | |
|--|--|---------|
| 2 Capital gain net income or (net capital loss) | <div style="display: flex; align-items: center;"> <div style="flex: 1;"> If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 </div> <div style="border-left: 1px solid black; padding-left: 5px; text-align: center;"> 2 </div> </div> | -61,612 |
| 3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c) (see pages 13 and 17 of the instructions). If (loss), enter -0- in Part I, line 8 | <div style="display: flex; align-items: center;"> <div style="flex: 1;"> If gain, also enter in Part I, line 8, column (c) (see pages 13 and 17 of the instructions). If (loss), enter -0- in Part I, line 8 </div> <div style="border-left: 1px solid black; padding-left: 5px; text-align: center;"> 3 </div> </div> | |

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 page 18 of the instructions before making any entries.

| (a) Base period years Calendar year (or tax year beginning in) | (b) Adjusted qualifying distributions | (c) Net value of noncharitable-use assets | (d) Distribution ratio (col. (b) divided by col. (c)) |
|--|--|--|---|
| 2008 | 18,451 | 374,624 | .0493 |
| 2007 | 17,905 | 392,056 | .0457 |
| 2006 | 15,144 | 350,218 | .0432 |
| 2005 | 12,312 | 343,474 | .0358 |
| 2004 | 18,860 | 353,228 | .0534 |

| | | |
|--|----------|---------|
| 2 Total of line 1, column (d) | 2 | .2274 |
| 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 | .0455 |
| 4 Enter the net value of noncharitable-use assets for 2009 from Part X, line 5 | 4 | 251,511 |
| 5 Multiply line 4 by line 3 | 5 | 11,444 |
| 6 Enter 1% of net investment income (1% of Part I, line 27b) | 6 | 0 |
| 7 Add lines 5 and 6 | 7 | 11,444 |
| 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 on page 18. | 8 | 19,531 |

Part VI Excise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or 4948—see page 18 of the instructions)

| | | | |
|----|---|----|-----|
| 1a | Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1. Date of ruling or determination letter: _____ (attach copy of letter if necessary—see instructions) | | |
| b | Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input checked="" type="checkbox"/> and enter 1% of Part I, line 27b | 1 | 0 |
| c | All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b) | | |
| 2 | Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-) | 2 | |
| 3 | Add lines 1 and 2 | 3 | 0 |
| 4 | Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-) | 4 | |
| 5 | Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0- | 5 | 0 |
| 6 | Credits/Payments: | | |
| a | 2009 estimated tax payments and 2008 overpayment credited to 2009 | 6a | 201 |
| 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 | 201 |
| 8 | Enter any penalty for underpayment of estimated tax. Check here <input type="checkbox"/> 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 | 201 |
| 11 | Enter the amount of line 10 to be: Credited to 2010 estimated tax <input checked="" type="checkbox"/> 201 Refunded <input type="checkbox"/> | 11 | |

Part VII-A Statements Regarding Activities

| | Yes | No |
|--|-------------------------------------|-------------------------------------|
| 1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign? | | <input checked="" type="checkbox"/> |
| 1b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see page 19 of the instructions for definition)? <i>If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.</i> | | <input checked="" type="checkbox"/> |
| 1c Did the foundation file Form 1120-POL for this year? | | <input checked="" type="checkbox"/> |
| d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation. ▶ \$ 0 (2) On foundation managers. ▶ \$ 0 | | |
| e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. ▶ \$ 0 | | |
| 2 Has the foundation engaged in any activities that have not previously been reported to the IRS? <i>If "Yes," attach a detailed description of the activities.</i> | | <input checked="" type="checkbox"/> |
| 3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? <i>If "Yes," attach a conformed copy of the changes.</i> | | <input checked="" type="checkbox"/> |
| 4a Did the foundation have unrelated business gross income of \$1,000 or more during the year? | | <input checked="" type="checkbox"/> |
| 4b If "Yes," has it filed a tax return on Form 990-T for this year? | | |
| 5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? <i>If "Yes," attach the statement required by General Instruction T.</i> | | <input checked="" type="checkbox"/> |
| 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? | <input checked="" type="checkbox"/> | |
| 7 Did the foundation have at least \$5,000 in assets at any time during the year? <i>If "Yes," complete Part II, col. (c), and Part XV</i> | <input checked="" type="checkbox"/> | |
| 8a Enter the states to which the foundation reports or with which it is registered (see page 19 of the instructions) ▶ Hawaii | | |
| b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? <i>If "No," attach explanation</i> | <input checked="" type="checkbox"/> | |
| 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 on page 27)? <i>If "Yes," complete Part XIV</i> | | <input checked="" type="checkbox"/> |
| 10 Did any persons become substantial contributors during the tax year? <i>If "Yes," attach a schedule listing their names and addresses</i> | | <input checked="" type="checkbox"/> |

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 page 20 of the instructions) | 11 | | ✓ |
| 12 | Did the foundation acquire a direct or indirect interest in any applicable insurance contract before August 17, 2008? | 12 | | ✓ |
| 13 | Did the foundation comply with the public inspection requirements for its annual returns and exemption application? | 13 | ✓ | |
| Website address ▶ | | | | |
| 14 | The books are in care of ▶ Waterhouse, Inc. | Telephone no. ▶ | 808-592-4800 | |
| | Located at ▶ 670 Queen Street, #200, Honolulu, HI | ZIP+4 ▶ | 96813 | |
| 15 | Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041—Check here. ▶ | | <input type="checkbox"/> | |
| | and enter the amount of tax-exempt interest received or accrued during the year ▶ | 15 | | |

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

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

| | Yes | No |
|--|-----|----|
| 1a During the year did the foundation (either directly or indirectly): | | |
| (1) Engage in the sale or exchange, or leasing of property with a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No | | |
| (2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No | | |
| (3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No | | |
| (4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No | | |
| (5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No | | |
| (6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.) <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No | | |
| b If any answer is "Yes" to 1a(1)–(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see page 20 of the instructions)? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No | 1b | |
| Organizations relying on a current notice regarding disaster assistance check here ▶ <input type="checkbox"/> | | |
| 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? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No | 1c | ✓ |
| 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? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No | | |
| If "Yes," list the years ▶ 20____, 20____, 20____, 20____ | | |
| b Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement—see page 20 of the instructions.) <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No | 2b | |
| c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here. ▶ 20____, 20____, 20____, 20____ | | |
| 3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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.) <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No | 3b | |
| 4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes? | 4a | ✓ |
| 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? | 4b | ✓ |

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)? (see page 22 of the instructions) ☐ Yes ☒ No
- (5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? ☐ Yes ☒ No
- b If any answer is "Yes" to 5a(1)–(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see page 22 of the instructions)? Organizations relying on a current notice regarding disaster assistance check here ☐ **5b**
- c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? ☐ 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 **6b** ☒
- b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? ☐ Yes ☒ No **7b** ☒
- If "Yes" to 6b, file Form 8870.
- 7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? ☐ Yes ☒ No
- b If yes, did the foundation receive any proceeds or have any net income attributable to the transaction? ☐ Yes ☒ No

Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors**1 List all officers, directors, trustees, foundation managers and their compensation (see page 22 of the instructions).**

| (a) Name and address | (b) Title, and average hours per week devoted to position | (c) Compensation (if not paid, enter -0-) | (d) Contributions to employee benefit plans and deferred compensation | (e) Expense account, other allowances |
|-------------------------|---|---|---|---------------------------------------|
| See Attached Schedule 4 | | 4,000 | 0 | 0 |
| | | | | |
| | | | | |
| | | | | |
| | | | | |

2 Compensation of five highest-paid employees (other than those included on line 1—see page 23 of the instructions). If none, enter "NONE."

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

Total number of other employees paid over \$50,000 ☐ 0

Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors (continued)**3 Five highest-paid independent contractors for professional services** (see page 23 of the instructions). If none, enter "None."

| (a) Name and address of each person paid more than \$50,000 | (b) Type of service | (c) Compensation |
|---|---------------------|------------------|
| None | | |
| | | |
| | | |
| | | |
| | | |
| | | |
| Total number of others receiving over \$50,000 for professional services | | 0 |

Part IX-A Summary of Direct Charitable Activities

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

| | Expenses |
|---------------|----------|
| 1 None | |
| 2 | |
| 3 | |
| 4 | |

Part IX-B Summary of Program-Related Investments (see page 24 of the instructions)

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

| | Amount |
|---|----------|
| 1 NA | |
| 2 | |
| All other program-related investments. See page 24 of the instructions. | |
| 3 NA | |
| Total. Add lines 1 through 3 | |
| | 0 |

Part X Minimum Investment Return (All domestic foundations must complete this part. Foreign foundations, see page 24 of the 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 | 252,699 |
| b | Average of monthly cash balances | 1b | 2,642 |
| c | Fair market value of all other assets (see page 24 of the instructions) | 1c | |
| d | Total (add lines 1a, b, and c) | 1d | 255,341 |
| e | Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation). | 1e | |
| 2 | Acquisition indebtedness applicable to line 1 assets | 2 | |
| 3 | Subtract line 2 from line 1d | 3 | 255,341 |
| 4 | Cash deemed held for charitable activities. Enter 1 1/2 % of line 3 (for greater amount, see page 25 of the instructions) | 4 | 3,830 |
| 5 | Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4 | 5 | 251,511 |
| 6 | Minimum investment return. Enter 5% of line 5 | 6 | 12,576 |

Part XI Distributable Amount (see page 25 of the 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 | 12,576 |
| 2a | Tax on investment income for 2009 from Part VI, line 5 | 2a | 0 |
| b | Income tax for 2009. (This does not include the tax from Part VI.) | 2b | |
| c | Add lines 2a and 2b | 2c | 0 |
| 3 | Distributable amount before adjustments. Subtract line 2c from line 1 | 3 | 12,576 |
| 4 | Recoveries of amounts treated as qualifying distributions | 4 | |
| 5 | Add lines 3 and 4 | 5 | 12,576 |
| 6 | Deduction from distributable amount (see page 25 of the instructions) | 6 | |
| 7 | Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1 | 7 | 12,576 |

Part XII Qualifying Distributions (see page 25 of the 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 | 19,531 |
| b | Program-related investments—total from Part IX-B | 1b | |
| 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 | 19,531 |
| 5 | Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b (see page 26 of the instructions) | 5 | |
| 6 | Adjusted qualifying distributions. Subtract line 5 from line 4 | 6 | 19,531 |

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

Part XIII Undistributed Income (see page 26 of the instructions)

| | (a) Corpus | (b) Years prior to 2008 | (c) 2008 | (d) 2009 |
|---|---------------|----------------------------|---------------|---------------|
| 1 Distributable amount for 2009 from Part XI, line 7 | | | | 12,576 |
| 2 Undistributed income, if any, as of the end of 2009: | | | | |
| a Enter amount for 2008 only | | | 17,930 | |
| b Total for prior years: 20____, 20____, 20____ | | | | |
| 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: ► \$ 19,531 | | | | |
| a Applied to 2008, but not more than line 2a | | | 17,930 | |
| b Applied to undistributed income of prior years (Election required—see page 26 of the instructions) | | 0 | | |
| c Treated as distributions out of corpus (Election required—see page 26 of the instructions) | 0 | | | |
| d Applied to 2009 distributable amount | | | | 1,601 |
| 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 page 27 of the instructions | | 0 | | |
| e Undistributed income for 2008. Subtract line 4a from line 2a. Taxable amount—see page 27 of the instructions | | | 0 | |
| f Undistributed income for 2009. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2010 | | | | 10,975 |
| 7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see page 27 of the instructions) | 0 | | | |
| 8 Excess distributions carryover from 2004 not applied on line 5 or line 7 (see page 27 of the instructions) | 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 page 27 of the instructions and Part VII-A, question 9)

1a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2009, enter the date of the ruling ☐ 4942(j)(3) or ☐ 4942(j)(5)

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

| | Prior 3 years | | | | (e) Total |
|--|---------------|----------|----------|----------|-----------|
| | (a) 2009 | (b) 2008 | (c) 2007 | (d) 2006 | |
| 2a 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 % of minimum investment return shown in Part X, line 6 for each year listed | | | | | |
| c "Support" alternative test—enter: | | | | | |
| (1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties) | | | | | |
| (2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii) | | | | | |
| (3) Largest amount of support from an exempt organization | | | | | |
| (4) Gross investment income | | | | | |

Part XV Supplementary Information (Complete this part only if the foundation had \$5,000 or more in assets at any time during the year—see page 28 of 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 page 28 of the 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:

Alexander C. Waterhouse, Sr. Foundation, 670 Queen St, #200, Honolulu, HI 96813

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

Letter Format - See Attached Schedule 5

c Any submission deadlines:

None

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

None

Part XV Supplementary Information (continued)**3 Grants and Contributions Paid During the Year or Approved for Future Payment**

| Recipient Name and address (home or business) | If recipient is an individual, show any relationship to any foundation manager or substantial contributor | Foundation status of recipient | Purpose of grant or contribution | Amount |
|---|--|--------------------------------------|-------------------------------------|---------------|
| a <i>Paid during the year</i> See Attached Schedule 6 | | | | 12,000 |
| Total | | | ▶ 3a | 12,000 |
| b <i>Approved for future payment</i> | | | | |
| Total | | | ▶ 3b | 0 |

| | | |
|---|--------------|-------------------------------------|
| 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) | <input checked="" type="checkbox"/> |
| (2) Other assets | 1a(2) | <input checked="" type="checkbox"/> |
| b Other transactions: | | |
| (1) Sales of assets to a noncharitable exempt organization | 1b(1) | <input checked="" type="checkbox"/> |
| (2) Purchases of assets from a noncharitable exempt organization | 1b(2) | <input checked="" type="checkbox"/> |
| (3) Rental of facilities, equipment, or other assets | 1b(3) | <input checked="" type="checkbox"/> |
| (4) Reimbursement arrangements | 1b(4) | <input checked="" type="checkbox"/> |
| (5) Loans or loan guarantees | 1b(5) | <input checked="" type="checkbox"/> |
| (6) Performance of services or membership or fundraising solicitations | 1b(6) | <input checked="" type="checkbox"/> |
| c Sharing of facilities, equipment, mailing lists, other assets, or paid employees | 1c | <input checked="" type="checkbox"/> |
| 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 |
|--------------------------|--------------------------|---------------------------------|
| | | |
| | | |
| | | |
| | | |
| | | -2- |

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 8/14/10

Vice President
Title

**Paid
Preparer's
Use Only**

Preparer's
signature 

Date _____

Check if self-employed ► ☐

Preparer's Identifying
number (see **Signature** on
page 30 of the instructions)

Firm's name (or yours if self-employed), address, and ZIP code

EIN ►

Phone no.

Alexander C. Waterhouse, Sr. Foundation
Schedule to Tax Return - Form 990-PF
Year - 12/31/09

99-0263686

| | (a) Expenses per Books | (b) Net Investment Income | (d) Disbursement for Charitable Purposes |
|--|------------------------------|---------------------------------|--|
| Schedule 1 - Operating and Administrative Expenses | | | |
| Form 990-PF - Part I | | | |
| Line 16a - Legal Fees | | | |
| Cades Schutte | 6,180 | | 6,180 |
| Rinesmith Sekiguchi | 346 | | 346 |
| | <u>6,526</u> | | <u>6,526</u> |
| Line 16b - Accounting Fees | | | |
| Ikeda & Wong, CPA | <u>576</u> | | |
| Line 16c - Other Professional Fees | | | |
| Investment Management Services | | | |
| Denis Wong & Associates | <u>8,597</u> | <u>8,597</u> | |
| Line 18 - Taxes | | | |
| Form 990-PF - Taxes Paid | 300 | | |
| Foreign taxes paid | 147 | 147 | |
| | <u>447</u> | <u>147</u> | |
| Line 23 - Other Expenses | | | |
| Insurance | 421 | | |
| DCCA filing fee | 5 | | 5 |
| Investment fees | 115 | 115 | |
| | <u>541</u> | <u>115</u> | <u>5</u> |

Newport Investment Securities Inc.
4100 Newport Place, Suite 630
Newport Beach, CA 92660
(949) 271-1560

Alexander C. Waterhouse, Sr. Foundation
Schedule to Form 990-PF
Year - 12/31/09
Schedule 2 - Investments - Corporate Stock
Part II, Line 10b

99-0263686

Statement of Account

Pg 1 of 2

ALEXANDER C WATERHOUSE SR FNDTN
ATTN EDWIN KOBASHIGAWA

Account Information
Account Number: 14199814

Statement Period

December 1, 2009 to December 31, 2009

Portfolio Positions

| Cash & Equivalents | Symbol/ Cusip | Account Type | Quantity | Current Price | Current Value | Cost | Estimated Annual Income | Estimated Current Yield |
|-------------------------------------|------------------|-----------------|----------|------------------|------------------|------------------|----------------------------|----------------------------|
| Cash | | Cash | | | 438.15 | 438.15 | | |
| Money Market Fund | | MoneyFund | | | 19,033.13 | 19,033.13 | 25.50 | 0.13% |
| Total Cash & Equivalents | | | | | 19,471.28 | 19,471.28 | 25.50 | 0.13% |
| Equities | | | | | | | | |
| AT&T INC | T | Cash | 100 | 28.03 | 2,803.00 | 2,728.20 | 168.00 | 5.99% |
| US00206R1023 | | | | | | | | |
| APPLE COMPUTER INC | AAPL | Cash | 50 | 210.732 | 10,536.60 | 4,816.50 | | |
| ARCELOR MITTAL NY REGISTRY | MT | Cash | 200 | 45.75 | 9,150.00 | 7,536.46 | 127.40 | 1.39% |
| US03938L1044 | | | | | | | | |
| CELGENE CORP | CELG | Cash | 150 | 55.68 | 8,352.00 | 7,850.25 | | |
| CENTURYTEL INC | CTL | Cash | 200 | 36.21 | 7,242.00 | 6,782.96 | 560.00 | 7.73% |
| CISCO SYSTEMS INC | CSCO | Cash | 300 | 23.94 | 7,182.00 | 6,523.50 | | |
| ISIN US17275R1023 | | | | | | | | |
| CONOCOPHILLIPS | COP | Cash | 100 | 51.07 | 5,107.00 | 5,234.25 | 200.00 | 3.92% |
| DUKE ENERGY CORP | DUK | Cash | 200 | 17.21 | 3,442.00 | 3,171.50 | 182.00 | 5.58% |
| ERIE INDEMNITY COMPANY CL A | ERIE | Cash | 150 | 39.02 | 5,853.00 | 5,737.50 | 288.00 | 4.92% |
| GENERAL ELECTRIC CO | GE | Cash | 900 | 15.13 | 13,617.00 | 10,801.62 | 360.01 | 2.64% |
| US3696041033 | | | | | | | | |
| GOOGLE INC - CL A | GOOG | Cash | 30 | 619.98 | 18,599.40 | 10,749.10 | | |
| INTUITIVE SURGICAL INC | ISRG | Cash | 40 | 303.43 | 12,137.20 | 4,865.10 | | |
| ISHARES MSCI BRAZIL INDEX | EWZ | Cash | 125 | 74.61 | 9,326.25 | 5,520.92 | 27.75 | 0.30% |
| MAY REALLOC & REQ AMENDED 1099 | | | | | | | | |
| ISHARES MSCI HONG KONG INDEX | EWI | Cash | 300 | 15.66 | 4,698.00 | 4,864.50 | 124.80 | 2.66% |
| MAY REALLOC & REQ AMENDED 1099 | | | | | | | | |
| JOHNSON & JOHNSON | JNJ | Cash | 100 | 64.41 | 6,441.00 | 6,352.49 | 196.00 | 3.04% |
| KLA-TENCOR CORP | KLAC | Cash | 200 | 36.16 | 7,232.00 | 6,273.50 | 120.00 | 1.66% |
| MEADWESTVACO CORP | MWV | Cash | 300 | 28.63 | 8,589.00 | 5,749.47 | 276.00 | 3.21% |
| MEDICAL PROPERTIES TRUST INC | MPW | Cash | 1,500 | 10.00 | 15,000.00 | 11,452.50 | 1,200.00 | 8.00% |
| MERCK & CO | MRK | Cash | 115 | 36.54 | 4,202.10 | 3,672.55 | 174.80 | 4.16% |
| US58833Y1055 | | | | | | | | |

Newport Coast Securities Inc.
4100 Newport Place, Suite 630
Newport Beach, CA 92660
(949) 271-1560

Alexander C. Waterhouse, Sr. Foundation
Schedule to Form 990-PF
Year - 12/31/09

Statement of Account

Schedule 2 - Investments - Corporate Stock
Part II, Line 10b

Pg 2 of 2

ALEXANDER C WATERHOUSE SR FNDTN
ATTN EDWIN KOBASHIGAWA

Account Information
Account Number: 14199814

Statement Period
December 1, 2009 to December 31, 2009

Portfolio Positions

| Symbol/ Cusip | Account Type | Quantity | Current Price | Current Value | Cost | Estimated Annual Income | Estimated Current Yield |
|---|-----------------|-----------|------------------|----------------------|----------------------|----------------------------|----------------------------|
| MESABI TRUST CBI REPORTABLE ON 1099-MISC | Cash | 500 | 12.80 | 6,400.00 | 6,132.26 | 440.00 | 6.88% |
| NICHOLAS-APPLGATE CONVERTIBLE INCOME FUND | Cash | 7,500 | 9.27 | 69,525.00 | 50,353.25 | 8,100.01 | 11.65% |
| NOVELLUS SYSTEMS US6700081010 | Cash | 350 | 23.34 | 8,169.00 | 6,468.50 | | |
| PORTELEO BRASILEIRO SA ADR 1ADR:2ORD US71654V4086 2616580 | Cash | 300 | 47.68 | 14,304.00 | 7,649.66 | 106.79 | 0.75% |
| PROGRESS ENERGY INC VISA INC - CLASS A SHARES | Cash | 100 60 | 41.01 87.46 | 4,101.00 5,247.60 | 3,933.49 3,420.00 | 248.00 30.00 | 6.05% 0.57% |
| Total Equities | | | | 267,256.35 | 207,665.07 | 12,839.58 | 4.84% |
| Total Account Net Assets/Equity | | | | 286,727.43 | 223,136.21 | 12,965.06 | 4.52% |

Account value and totals are based only on priced securities. We may be unable to price all securities in your account. For municipal securities and some other fixed income securities, prices are approximate (not actual market bids) and are provided only as a general guide. They do not necessarily reflect actual market prices. For current prices, please contact your financial consultant.

Account Activity

| Cash Account | Entry/Trade Date | Account Type | Transaction | Quantity | Description | Price | Amount |
|--------------|------------------|--------------|---------------|----------|-----------------------------------|---------|------------|
| | 12/01/09 | Cash | Sold | -225 | OPENING BALANCE | | 0.00 |
| | | | | | COMMUNITY HEALTH SYSTEMS NABPT | 30.5901 | 6,875.07 |
| | 12/01/09 | Cash | Cash Dividend | | CONOCOPHILLIPS | | 50.00 |
| | 12/01/09 | Cash | Sold | -300 | DELL COMPUTER INC NABEM | 13.8801 | 4,156.39 |
| | 12/01/09 | Cash | Bought | 100 | JOHNSON & JOHNSON NABOI | 63.4999 | (6,357.49) |

Schedule 2

Schedule 3 - Capital Gains and Losses

Form 990-PF, Part IV - Capital Gains and Losses for Tax on Investment Income

| <u>(a) Description of Property</u> | <u>(b) How Acquired</u> | <u>(c) Date Acquired</u> | <u>(d) Date Sold</u> | <u>(e) Sale Price</u> | <u>(g) Cost of Basis</u> | <u>(h) Gain or (Loss)</u> |
|------------------------------------|-----------------------------|------------------------------|--------------------------|---------------------------|------------------------------|-------------------------------|
| 100 sh Suncor Energy | P | 03/12/08 | 01/07/09 | \$2,288.99 | \$10,918.82 | (\$8,629.84) |
| 100 sh Suncor Energy | P | 05/27/08 | 01/07/09 | \$2,288.99 | \$0.00 | \$2,288.99 |
| 100 sh Caterpillar Inc | P | 03/31/08 | 02/03/09 | \$2,967.85 | \$7,981.46 | (\$5,013.61) |
| 400 sh AT&T | P | 10/29/08 | 02/20/09 | \$9,128.62 | \$11,314.00 | (\$2,185.38) |
| 2,000 sh Ivanhoe Mines | P | 12/26/08 | 02/20/09 | \$8,529.95 | \$5,306.20 | \$3,223.75 |
| 100 sh Verizon | P | Various | 02/20/09 | \$2,779.98 | \$3,973.90 | (\$1,193.92) |
| 300 sh JP Morgan Chase | P | 10/07/08 | 03/06/09 | \$4,643.97 | \$12,660.00 | (\$8,016.03) |
| 150 sh Wal-Mart | P | 11/14/08 | 03/13/09 | \$7,143.75 | \$8,344.29 | (\$1,200.54) |
| 2,000 sh Powershares | P | 03/13/09 | 03/20/09 | \$5,769.96 | \$5,270.00 | \$499.96 |
| 2,000 sh Ultra Financials | P | 03/13/09 | 03/20/09 | \$4,619.97 | \$5,020.00 | (\$400.03) |
| 500 sh Ivanhoe Mines | P | 01/26/09 | 03/27/09 | \$2,839.98 | \$1,623.75 | \$1,216.23 |
| 800 sh Ultra S&P 500 | P | 10/13/08 | 03/31/09 | \$15,606.90 | \$26,261.00 | (\$10,654.10) |
| 800 sh Ultra Semiconductor | P | 09/24/08 | 03/31/09 | \$11,933.93 | \$26,325.00 | (\$14,391.07) |
| 300 sh Peabody Energy | P | Various | 04/01/09 | \$7,468.95 | \$12,824.09 | (\$5,355.14) |
| 130 sh Ultrashort Midcap 400 | P | 03/31/09 | 04/03/09 | \$6,619.87 | \$7,738.21 | (\$1,118.34) |
| 100 sh Ultrashort S&P 500 | P | 03/31/09 | 04/03/09 | \$7,034.96 | \$7,913.60 | (\$878.64) |
| 163 sh Johnson & Johnson | P | Various | 04/09/09 | \$8,110.49 | \$8,046.95 | \$63.54 |
| 200 sh Pepsico | P | Various | 04/09/09 | \$10,088.23 | \$9,564.11 | \$524.12 |
| 700 sh Pfizer | P | 11/04/08 | 04/14/09 | \$9,020.76 | \$13,040.00 | (\$4,019.24) |
| 225 sh Alnylam Pharmatic | P | 02/01/08 | 04/17/09 | \$4,118.62 | \$7,587.00 | (\$3,468.38) |
| 200 sh Wal-Mart | P | 11/14/08 | 04/21/09 | \$9,535.74 | \$11,125.71 | (\$1,589.97) |
| 50 sh Apple | P | 02/25/09 | 04/13/09 | \$5,824.84 | \$4,749.40 | \$1,075.44 |
| 137 sh Sunpower corp | P | Various | 05/05/09 | \$3,610.82 | \$7,262.97 | (\$3,652.15) |
| 1,000 sh Ame Med Sys | P | 08/05/08 | 05/06/09 | \$14,025.62 | \$17,350.00 | (\$3,324.38) |
| 500 sh Las Vegas Sands | P | 04/24/09 | 05/06/09 | \$5,513.85 | \$3,342.86 | \$2,170.99 |
| 65 sh Visa Inc | P | 04/01/09 | 05/06/09 | \$4,254.98 | \$3,705.00 | \$549.98 |
| 225 sh Aflac | P | 04/14/09 | 05/12/09 | \$7,500.80 | \$5,737.50 | \$1,763.30 |
| 100 sh Petroleo Brasileiro | P | Various | 05/13/09 | \$3,709.57 | \$955.66 | \$2,753.91 |
| 200 sh Petroleo Brasileiro | P | 05/07/08 | 05/13/09 | \$7,419.13 | \$1,911.33 | \$5,507.80 |
| 1,500 sh Ivanhoe Mines | P | 01/26/09 | 05/29/09 | \$7,974.78 | \$4,871.25 | \$3,103.53 |
| 100 sh Sunoco Inc | P | 01/07/09 | 06/03/09 | \$2,829.92 | \$4,427.00 | (\$1,597.08) |
| 400 sh Asaiinfo Holdings | P | 04/14/09 | 06/19/09 | \$7,594.10 | \$6,787.00 | \$807.10 |
| 200 sh Asaiinfo Holdings | P | 04/21/09 | 06/19/09 | \$3,797.05 | \$3,529.66 | \$267.39 |
| 25 sh Aflac | P | 04/14/09 | 06/23/09 | \$756.46 | \$637.50 | \$118.96 |
| 200 sh Aflac | P | 04/21/09 | 06/23/09 | \$6,051.70 | \$5,302.40 | \$749.30 |
| 100 sh Stryker Corp | P | 08/05/08 | 06/23/09 | \$4,002.65 | \$6,656.63 | (\$2,653.98) |
| 3 sh Berkshire Hathaway | P | 10/08/08 | 06/30/09 | \$8,619.21 | \$12,300.00 | (\$3,680.79) |
| 125 sh China Southern Airlines | P | 06/02/09 | 07/13/09 | \$1,667.82 | \$1,881.25 | (\$213.43) |
| 225 sh Ishare Ftse/Xinhua China | P | 08/12/08 | 07/13/09 | \$8,267.78 | \$9,737.50 | (\$1,469.72) |
| 125 sh Ishares MSCI Brazil | P | 04/09/09 | 07/13/09 | \$6,273.90 | \$5,729.58 | \$544.32 |
| 400 sh Ultra Semiconductor | P | 04/09/09 | 07/13/09 | \$7,857.30 | \$7,238.00 | \$619.30 |
| 225 sh Ishares MSCI Emerging | P | 04/16/09 | 07/14/09 | \$7,061.87 | \$6,593.50 | \$468.37 |
| 100 sh Ishares MSCI Emerging | P | 05/05/09 | 07/14/09 | \$3,138.61 | \$3,176.00 | (\$37.39) |
| 1,600 sh Las Vegas Sands | P | Various | 07/15/09 | \$12,841.00 | \$13,109.32 | (\$268.32) |
| 500 sh Sandridge Energy | P | 05/08/09 | 07/15/09 | \$4,592.34 | \$5,460.00 | (\$867.66) |
| 125 sh Shanda Interactive | P | 04/17/09 | 07/15/09 | \$6,608.88 | \$6,395.75 | \$213.13 |
| 75 sh Shanda Interactive | P | 04/24/09 | 07/15/09 | \$3,965.32 | \$3,620.00 | \$345.32 |

Schedule 3 - Capital Gains and Losses - Continuation

| (a) Description of Property | (b) How Acquired | (c) Date Acquired | (d) Date Sold | (e) Sale Price | (g) Cost of Basis | (h) Gain or (Loss) |
|-----------------------------------|---------------------|----------------------|------------------|---------------------|----------------------|-----------------------|
| 125 sh Adobe systems | P | 04/28/09 | 07/24/09 | \$3,971.13 | \$3,301.25 | \$669.88 |
| 200 sh Schlumberger Ltd | P | Various | 07/27/09 | \$11,238.73 | \$7,280.64 | \$3,958.09 |
| 125 sh China Southern Airlines | P | 06/02/09 | 07/31/09 | \$2,220.56 | \$1,881.25 | \$339.31 |
| 375 sh China Southern Airlines | P | 07/27/09 | 07/31/09 | \$6,661.68 | \$6,228.49 | \$433.19 |
| 45 sh Amazon | P | 06/03/09 | 08/13/09 | \$3,795.34 | \$3,880.10 | (\$84.76) |
| 150 sh Apache Corp | P | 01/19/06 | 08/18/09 | \$12,634.15 | \$11,067.45 | \$1,566.70 |
| 200 sh Stryker Corp | P | 08/05/08 | 08/28/09 | \$8,190.80 | \$13,313.27 | (\$5,122.47) |
| 225 sh Ishare Ftse/Xinhua China | P | 08/12/08 | 09/02/09 | \$8,697.50 | \$9,737.50 | (\$1,040.00) |
| 300 sh Powershares | P | 08/31/09 | 09/04/09 | \$6,707.85 | \$6,532.50 | \$175.35 |
| 75 sh Apollo | P | 07/14/09 | 09/08/09 | \$4,871.11 | \$4,902.00 | (\$30.89) |
| 75 sh Apollo | P | 07/20/09 | 09/08/09 | \$4,871.11 | \$4,995.75 | (\$124.64) |
| 300 sh Southern Copper | P | 07/27/09 | 09/15/09 | \$8,530.25 | \$7,630.05 | \$900.20 |
| 80 sh Gilead Sciences Inc | P | Various | 09/21/09 | \$3,666.79 | \$1,077.00 | \$2,589.79 |
| 60 sh Medtronic Inc | P | 12/02/05 | 09/21/09 | \$2,236.14 | \$3,351.00 | (\$1,114.86) |
| 90 sh Medtronic Inc | P | 01/19/06 | 09/21/09 | \$3,354.21 | \$5,411.85 | (\$2,057.64) |
| 100 sh Medtronic Inc | P | 02/04/09 | 09/21/09 | \$3,726.89 | \$3,513.00 | \$213.89 |
| 200 sh Alcoa Inc | P | 09/15/09 | 09/29/09 | \$2,664.95 | \$2,612.31 | \$52.64 |
| 500 sh China Southern Airlines | P | 08/03/09 | 09/29/09 | \$8,036.04 | \$9,692.50 | (\$1,656.46) |
| 500 sh China Southern Airlines | P | 09/22/09 | 09/29/09 | \$8,036.04 | \$8,507.47 | (\$471.43) |
| 125 sh Cephalon Inc | P | 08/28/09 | 10/07/09 | \$6,873.56 | \$7,117.50 | (\$243.94) |
| 450 sh Alcoa Inc | P | 09/15/09 | 10/20/09 | \$6,170.85 | \$5,877.69 | \$293.16 |
| 75 sh Alnylam Pharmatic | P | 02/01/08 | 10/20/09 | \$1,507.21 | \$2,529.00 | (\$1,021.79) |
| 150 sh Alnylam Pharmatic | P | 05/15/08 | 10/20/09 | \$3,014.42 | \$4,544.20 | (\$1,529.78) |
| 500 sh Fairchild Semiconductor | P | 08/31/09 | 10/20/09 | \$4,392.62 | \$5,037.50 | (\$644.88) |
| 150 sh Ultra Industrial Proshares | P | 10/20/09 | 10/26/09 | \$4,240.39 | \$4,397.55 | (\$157.16) |
| 350 sh Bank of America | P | 05/08/09 | 10/27/09 | \$5,382.33 | \$5,005.47 | \$376.86 |
| 200 sh Sunoco Inc | P | 10/20/09 | 11/09/09 | \$5,542.35 | \$6,549.48 | (\$1,007.13) |
| 100 sh Proshare ultra Gold | P | 10/30/09 | 11/12/09 | \$4,627.38 | \$4,124.49 | \$502.89 |
| 100 sh Proshare ultra Silver | P | 10/30/09 | 11/12/09 | \$6,070.52 | \$5,454.46 | \$616.06 |
| 225 sh Community Health Sys | P | 10/07/09 | 12/01/09 | \$6,875.07 | \$7,511.25 | (\$636.18) |
| 300 sh Dell | P | 08/31/09 | 12/01/09 | \$4,156.39 | \$4,738.50 | (\$582.11) |
| 225 sh Ishare Ftse/Xinhua China | P | 09/28/09 | 12/23/09 | \$9,385.98 | \$9,340.48 | \$45.50 |
| 425 sh Powershares | P | 09/28/09 | 12/23/09 | \$10,064.70 | \$9,880.21 | \$184.49 |
| | | | | \$490,715.79 | \$552,328.31 | (\$61,612.52) |

Alexander C. Waterhouse, Sr. Foundation
99-0263686
Form 990-PF
Year – Dec 31, 2009

SCHEDULE 5

Part XV, Line 2b, Supplementary Information

The following procedures will be followed in determining which organizations will receive grants from the Foundation.

- I. Only those organizations described under IRC §509(a)(1), (2) or (3) will be allowed to apply for grant monies.
 - A. To substantiate such status, a copy of their ruling or determination letter will be required upon submission of their application for funds.
- II. During the review process the organization requesting funds will be checked against the most current Cumulative List of Organizations (described in Section 170(c) of the Internal Revenue Code of 1986) as published by the Department of Treasury. A check will also be made by review of published Internal Revenue Bulletins to ensure that the organization's exempt status has not been revoked.
- III. Upon approval of the grant, the grantee organization will be issued a letter setting out the terms of such grant.
- IV. The Foundation will not earmark any grants to any secondary grantee as described under IRC Reg. §53.4945-5(a)(6).

Alexander C. Waterhouse, Sr. Foundation
 EIN: 99-0263686
 Schedule to Form 990-PF
 Year - 12/31/09

Schedule 6 - Grants and Contributions Paid During the Year.
 Part XV, Line 3a - Grants and Contributions.

| <u>Recipient's Name and Address</u> | <u>Relationship to Foundation Manager</u> | <u>Foundation Status of Recipient</u> | <u>Purpose of Grant or Contribution</u> | <u>Amount</u> |
|---|---|---|--|------------------|
| Bishop Museum 1525 Bernice St Honolulu, HI 96817 | N/A | 501 (c) (3) | Educational | \$ 2,000 |
| Boys & Girls Club of Hawaii 1523 Kalakaua Ave #202 Honolulu, HI 96826 | N/A | 501 (c) (3) | Provides programs and services for underprivileged children | \$ 100 |
| He'e Nalu Learning Center P. O. Box 1677 Kailua, HI 96734 | N/A | 501 (c) (3) | Educational | \$ 500 |
| Japan America Society of Hawaii P. O. Box 1412 Honolulu, HI 96806 | N/A | 501 (c) (3) | Promote relations between Japan & US | \$ 500 |
| Lunalilo Home 501 Kekauluohi Street Honolulu, HI 96825 | N/A | 501 (c) (3) | Adult care | \$ 200 |
| New Mexico Military Institute 101 West College Blvd Roswell, New Mexico 88201 | N/A | 501 (c) (3) | Educational | \$ 3,000 |
| Palama Settlement 810 N. Vineyard Blvd Honolulu, HI 96817 | N/A | 501 (c) (3) | Provide programs, services and activities for underprivileged youth & adults | \$ 3,000 |
| United Okinawa Association 94-587 Ukee Street Waipahu, HI 96797 | N/A | 501 (c) (3) | Promote & perpetuate Okinawa culture | \$ 200 |
| University of Hawaii Men's Basketball 1337 Lower Campus Road Honolulu, HI 96822 | N/A | 501 (c) (3) | Educational | \$ 500 |
| Waialae Baptist Church 1047 21st Avenue Honolulu, HI 96816 | N/A | 501 (c) (3) | Religious education | \$ 2,000 |
| Total | | | | <u>\$ 12,000</u> |

Alexander C. Waterhouse, Sr. Foundation

EIN: 99-0263686

Attachment to Form 990-PF

Year - 12/31/09

SCHEDULE 4 - OFFICERS AND DIRECTORS

Form 990-PF, Pg 6, Part VIII - Officers and Directors

| (a) NAME & ADDRESS | (b) TITLE/HOURS | (c) COMPENSATION | (d) EMPLOYEE BENEFITS | (e) EXPENSE ACCOUNT |
|--|--|---------------------|-----------------------------|---------------------------|
| Stanley Y. Mukai 729 Elepaio Street Honolulu, HI 96816 | President Secretary <u>Director</u> Part-Time | 0 | 0 | 0 |
| Bert A. Kobayashi 2210 Armstrong St. Honolulu, HI 96822 | <u>Director</u> Part-Time | 0 | 0 | 0 |
| Edwin Kobashigawa 60 N. Beretania Street #904 Honolulu, HI 96817 | Vice President <u>Treasurer</u> Part-Time | 4,000 | 0 | 0 |
| Gilbert J. Matsumoto 1060 Young St. #301 Honolulu, HI 96814 | <u>Director</u> Part-Time | 0 | 0 | 0 |
| Total | | 4,000 | 0 | 0 |