



See a Social Security Number? Say Something!
Report Privacy Problems to <https://public.resource.org/privacy>
Or call the IRS Identity Theft Hotline at 1-800-908-4490



Department of the Treasury
Internal Revenue ServiceReturn of Private Foundation
or Section 4947(a)(1) Nonexempt Charitable Trust
Treated as a Private Foundation

OMB No 1545-0052

2010

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

For calendar year 2010, or tax year beginning , and ending

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

Name of foundation ATHERTON FAMILY FOUNDATION C/O BANK OF HAWAII		A Employer identification number 51-0175971
Number and street (or P.O. box number if mail is not delivered to street address) P.O. BOX 3170, DEPT. 715		B Telephone number 808-694-4540
City or town, state, and ZIP code HONOLULU, HI 96802-3170		C If exemption application is pending, 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		D 1. Foreign organizations, check here ☐ 2. Foreign organizations meeting the 85% test, check here and attach computation ☐
I Fair market value of all assets at end of year (from Part II, col (c), line 16) \$ 94,424,944.	J Accounting method: ☒ Cash ☐ Accrual ☐ Other (specify) _____	E If private foundation status was terminated under section 507(b)(1)(A), check here ☐
(Part I, column (d) must be on cash basis)		F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ☐

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a))		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
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		605.	605.		STATEMENT 1
4 Dividends and interest from securities		1,634,954.	1,634,954.		STATEMENT 2
5a Gross rents		1,252,307.	1,252,307.		STATEMENT 3
b Net rental income or (loss) 890,488.					STATEMENT 4
6a Net gain or (loss) from sale of assets not on line 10		87,308.			
b Gross sales price for all assets on line 6a 12,372,927.					
7 Capital gain net income (from Part IV, line 2)			65,762.		
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		-17,122.	-15,543.		STATEMENT 5
12 Total. Add lines 1 through 11		2,958,052.	2,938,085.		
13 Compensation of officers, directors, trustees, etc		0.	0.		0.
14 Other employee salaries and wages					
15 Pension plans, employee benefits					
16a Legal fees					
b Accounting fees STMT 6		30,127.	12,988.		17,139.
c Other professional fees STMT 7		472,828.	431,532.		41,296.
17 Interest					
18 Taxes STMT 8		333,248.	318,998.		0.
19 Depreciation and depletion		5,672.	5,672.		
20 Occupancy					
21 Travel, conferences, and meetings		6,769.	0.		6,769.
22 Printing and publications					
23 Other expenses STMT 9		260,094.	78,926.		181,168.
24 Total operating and administrative expenses. Add lines 13 through 23		1,108,738.	848,116.		246,372.
25 Contributions, gifts, grants paid		4,423,330.			4,423,330.
26 Total expenses and disbursements. Add lines 24 and 25		5,532,068.	848,116.		4,669,702.
27 Subtract line 26 from line 12		-2,574,016.			
a Excess of revenue over expenses and disbursements			2,089,969.		
b Net investment income (if negative, enter -0-)					
c Adjusted net income (if negative, enter -0-)				N/A	

ATHERTON FAMILY FOUNDATION

Form 990-PF (2010)

C/O BANK OF HAWAII

51-0175971

Page **2**

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	1,346,509.	982,625.	982,625.
	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 11 ▶	107,758.	1,508,087.	1,502,417.	8,948,748.
12 Investments - mortgage loans				
13 Investments - other STMT 12	84,006,079.	82,644,153.	84,493,571.	
14 Land, buildings, and equipment: basis ▶				
Less accumulated depreciation ▶				
15 Other assets (describe ▶)				
16 Total assets (to be completed by all filers)	86,860,675.	85,129,195.	94,424,944.	
Liabilities	17 Accounts payable and accrued expenses			
	18 Grants payable			
	19 Deferred revenue			
	20 Loans from officers, directors, trustees, and other disqualified persons			
	21 Mortgages and other notes payable			
	22 Other liabilities (describe ▶)			
23 Total liabilities (add lines 17 through 22)	0.	0.		
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ▶ ☒			
	and complete lines 24 through 26 and lines 30 and 31.			
	24 Unrestricted			
	25 Temporarily restricted	86,860,675.	85,129,195.	
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here ▶ ☐			
	and complete lines 27 through 31			
	27 Capital stock, trust principal, or current funds			
	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	86,860,675.	85,129,195.		
31 Total liabilities and net assets/fund balances	86,860,675.	85,129,195.		

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	86,860,675.
2 Enter amount from Part I, line 27a	2	-2,574,016.
3 Other increases not included in line 2 (itemize) ▶ SEE STATEMENT 10	3	842,536.
4 Add lines 1, 2, and 3	4	85,129,195.
5 Decreases not included in line 2 (itemize) ▶	5	0.
6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	85,129,195.

Form **990-PF** (2010)

ATHERTON FAMILY FOUNDATION

Form 990-PF (2010)

C/O BANK OF HAWAII

51-0175971

Page 3

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 12,372,927.		12,307,165.	65,762.

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(i) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	
a			
b			
c			
d			
e			65,762.

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	65,762.
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))
2009	4,752,146.	83,592,512.	.056849
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

2 Total of line 1, column (d)	2	.244264
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	.048853
4 Enter the net value of noncharitable-use assets for 2010 from Part X, line 5	4	85,746,431.
5 Multiply line 4 by line 3	5	4,188,970.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	20,900.
7 Add lines 5 and 6	7	4,209,870.
8 Enter qualifying distributions from Part XII, line 4	8	4,669,702.

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

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

1a Exempt operating foundations described in section 4940(d)(2), check here ☐ and enter "N/A" on line 1. Date of ruling or determination letter. _____ (attach copy of letter if necessary-see instructions)			
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here ☒ and enter 1% of Part I, line 27b		1	20,900.
c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b).			
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		2	0.
3 Add lines 1 and 2		3	20,900.
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		4	0.
5 Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-		5	20,900.
6 Credits/Payments:			
a 2010 estimated tax payments and 2009 overpayment credited to 2010		6a	32,839.
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	32,839.
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	11,939.
11 Enter the amount of line 10 to be: Credited to 2011 estimated tax ☒ 11,939. 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
b 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
c 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?	X	
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 2010 or the taxable year beginning in 2010 (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

Form 990-PF (2010)

**ATHERTON FAMILY FOUNDATION
C/O BANK OF HAWAII**

Form 990-PF (2010)

51-0175971

Page 5

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 ► <u>N/A</u>	13	X	
14 The books are in care of ► <u>BANK OF HAWAII</u> Telephone no. ► <u>808-694-4540</u> Located at ► <u>130 MERCHANT STREET, HONOLULU, HI</u> ZIP+4 ► <u>96813</u>			
15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here and enter the amount of tax-exempt interest received or accrued during the year	15	N/A	
16 At any time during calendar year 2010, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? See page 20 of the instructions for exceptions and filing requirements for Form TD F 90-22.1. If "Yes," enter the name of the foreign country ►	16	Yes	No X

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 22 of the instructions)? Organizations relying on a current notice regarding disaster assistance check here	1b		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 2010?	1c		X
2 Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5)):			
a At the end of tax year 2010, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2010? If "Yes," list the years ►			
b Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see instructions.)		N/A	
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here. ►	2b		
3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?			
b If "Yes," did it have excess business holdings in 2010 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 2010)		N/A	
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a		X
b Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2010?	4b		X

Form 990-PF (2010)

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 fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)?

☐ Yes

☒ No

Organizations relying on a current notice regarding disaster assistance check here

☐

c

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

N/A

☐ Yes

☐ No

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

6a

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

☐ Yes

☒ No

b

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

☐ Yes

☒ No

If "Yes" to 6b, file Form 8870

7a

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

☐ Yes

☒ No

b

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

N/A

☐ 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.

(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 13		0.	0.	0.

2

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

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

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

0

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

3 Five highest-paid independent contractors for professional services. If none, enter "NONE."

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
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 N/A	

Part IX-B Summary of Program-Related Investments

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

Form 990-PF (2010)

ATHERTON FAMILY FOUNDATION
C/O BANK OF HAWAII

51-0175971

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	66,832,589.
b	Average of monthly cash balances	1b	2,096,524.
c	Fair market value of all other assets	1c	18,123,101.
d	Total (add lines 1a, b, and c)	1d	87,052,214.
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	87,052,214.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	1,305,783.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	85,746,431.
6	Minimum investment return. Enter 5% of line 5	6	4,287,322.

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	4,287,322.
2a	Tax on investment income for 2010 from Part VI, line 5	2a	20,900.
b	Income tax for 2010. (This does not include the tax from Part VI.)	2b	2,690.
c	Add lines 2a and 2b	2c	23,590.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	4,263,732.
4	Recoveries of amounts treated as qualifying distributions	4	39,356.
5	Add lines 3 and 4	5	4,303,088.
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	4,303,088.

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	4,669,702.
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	4,669,702.
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	20,900.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	4,648,802.

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.

Form 990-PF (2010)

ATHERTON FAMILY FOUNDATION
C/O BANK OF HAWAII

Form 990-PF (2010)

51-0175971

Page 9

Part XIII Undistributed Income (see instructions)

	(a) Corpus	(b) Years prior to 2009	(c) 2009	(d) 2010
1 Distributable amount for 2010 from Part XI, line 7				4,303,088.
2 Undistributed income, if any, as of the end of 2010				
a Enter amount for 2009 only			304,431.	
b Total for prior years:		0.		
3 Excess distributions carryover, if any, to 2010:				
a From 2005				
b From 2006				
c From 2007				
d From 2008				
e From 2009				
f Total of lines 3a through e	0.			
4 Qualifying distributions for 2010 from Part XII, line 4: ▶ \$ 4,669,702.				
a Applied to 2009, but not more than line 2a			304,431.	
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 2010 distributable amount				4,303,088.
e Remaining amount distributed out of corpus	62,183.			
5 Excess distributions carryover applied to 2010 (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	62,183.			
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 2009. Subtract line 4a from line 2a. Taxable amount - see instr.			0.	
f Undistributed income for 2010. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2011				0.
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 2005 not applied on line 5 or line 7	0.			
9 Excess distributions carryover to 2011. Subtract lines 7 and 8 from line 6a	62,183.			
10 Analysis of line 9:				
a Excess from 2006				
b Excess from 2007				
c Excess from 2008				
d Excess from 2009				
e Excess from 2010	62,183.			

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 2010, enter the date of the ruling ▶

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

	Tax year	Prior 3 years			(e) Total
	(a) 2010	(b) 2009	(c) 2008	(d) 2007	
2 a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed					
b 85% of line 2a					
c Qualifying distributions from Part XII, line 4 for each year listed					
d Amounts included in line 2c not used directly for active conduct of exempt activities					
e Qualifying distributions made directly for active conduct of exempt activities. Subtract line 2d from line 2c					
3 Complete 3a, b, or c for the alternative test relied upon:					
a "Assets" alternative test - enter:					
(1) Value of all assets					
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					
b "Endowment" alternative test - enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed					
c "Support" alternative test - enter:					
(1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)					
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)					
(3) Largest amount of support from an exempt organization					
(4) Gross investment income					

Part XV Supplementary Information (Complete this part only if the foundation had \$5,000 or more in assets at any time during the year-see 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 Paid during the year				
SEE GRANTS STATEMENT 1	N/A	EXEMPT	SEE STATEMENT	4,291,505.
SEE GRANTS STATEMENT 2	NONE	N/A	SEE STATEMENT	131,825.
Total				▶ 3a 4,423,330.
b Approved for future payment				
NONE				
Total				▶ 3b 0.

Page 13

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 CAP GAINS	P	VARIOUS	VARIOUS
b	TOTAL LONG TERM CAP GAINS	P	VARIOUS	VARIOUS
c	LITIGATION PROCEEDS	P	VARIOUS	VARIOUS
d	SALE OF LLC INTEREST	P	VARIOUS	VARIOUS
e	ACADIAN EMERGING K1	P	VARIOUS	VARIOUS
f	CHASE CAPITAL PTNRS K1	P	VARIOUS	VARIOUS
g	DRAGONBRIDGE CAPITAL K1	P	VARIOUS	VARIOUS
h	HMS HAWAII K1	P	VARIOUS	VARIOUS
i	MONDRIAN GLOBAL K1	P	VARIOUS	VARIOUS
j	PACIFICAP TARGETED VENTURES K1	P	VARIOUS	VARIOUS
k	WTC-CTF K1		VARIOUS	VARIOUS
l	CAPITAL GAINS DIVIDENDS			
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 1,825,451.		1,658,770.	166,681.
b 3,784,014.		3,929,157.	-145,143.
c 39,129.			39,129.
d 6,100,000.		6,704,582.	-604,582.
e		10,842.	-10,842.
f 26,481.			26,481.
g		3,726.	-3,726.
h 5,927.			5,927.
i 11,953.			11,953.
j		88.	-88.
k 305,344.			305,344.
l 274,628.			274,628.
m			
n			
o			

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	
a			166,681.
b			-145,143.
c			39,129.
d			-604,582.
e			-10,842.
f			26,481.
g			-3,726.
h			5,927.
i			11,953.
j			-88.
k			305,344.
l			274,628.
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	65,762.
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

2010 DEPRECIATION AND AMORTIZATION REPORT

RENTAL REAL ESTATE															
Asset No	Description	Date Acquired	Method	Life	C o n v	Line No	Unadjusted Cost Or Basis	Bus % Excl	Section 179 Expense	Reduction In Basis	Basis For Depreciation	Beginning Accumulated Depreciation	Current Sec 179 Expense	Current Year Deduction	Ending Accumulated Depreciation
1	BUILDING	VARIOUS	SL	40.00		HY16	226,867.				226,867.	102,088.		5,672.	107,760.
	* TOTAL 990-PF RENTAL DEPR						226,867.				226,867.	102,088.		5,672.	107,760.

028111 05-01-10 (D) Asset disposed (D) 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	605.
TOTAL TO FORM 990-PF, PART I, LINE 3, COLUMN A	605.

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 2

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
ACADIAN EMERGING MKTS K1	20,993.	0.	20,993.
BANK OF HAWAII #M13847	1,626,605.	274,628.	1,351,977.
CHASE CAPITAL PARTNERS K-1	12,721.	0.	12,721.
HMS HAWAII LP K-1	140.	0.	140.
INTL VENTURE FUND I LP K-1	93.	0.	93.
MONDRIAN GLOBAL FIXED INC. FUND LP	174,122.	0.	174,122.
TECHNOLOGY GATEWAY PTNRS II K-1	9.	0.	9.
WTC-CTF GLOBAL NATRL RESOURCES	74,899.	0.	74,899.
TOTAL TO FM 990-PF, PART I, LN 4	1,909,582.	274,628.	1,634,954.

FORM 990-PF RENTAL INCOME STATEMENT 3

KIND AND LOCATION OF PROPERTY	ACTIVITY NUMBER	GROSS RENTAL INCOME
RENTAL REAL ESTATE	1	1,252,307.
TOTAL TO FORM 990-PF, PART I, LINE 5A		1,252,307.

FORM 990-PF RENTAL EXPENSES STATEMENT 4

DESCRIPTION	ACTIVITY NUMBER	AMOUNT	TOTAL
DEPRECIATION		5,672.	
REAL PROPERTY TAXES		207,154.	
GENERAL EXCISE TAXES		41,506.	
INSURANCE		1,852.	
PROFESSIONAL SERVICES		40,493.	
REPAIRS & MAINTENANCE		6,198.	
STATE FILING FEES		340.	
TITLE HOLDING FEES		4,500.	
OTHER - ALABAMA TAXES		54,104.	
- SUBTOTAL -	1		361,819.
TOTAL RENTAL EXPENSES			361,819.
NET RENTAL INCOME TO FORM 990-PF, PART I, LINE 5B			890,488.

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	3,905.	3,905.	
DRAGONBRIDGE PARTNERS K1	4,336.	4,336.	
HMS HAWAII III K1	-34,634.	-34,634.	
MONDRIAN GLOBAL K1	76,208.	76,208.	
PACIFICAP TARGETED VENTURES K1	-4,882.	-4,882.	
WTC-CTF K1	-3,272.	-3,272.	
ACADIAN EMERGING MKTS K1	-57,204.	-57,204.	
CHASE CAP PARTNERS K1 UBTI	-1,829.	0.	
FEDERAL TAX REFUND	250.	0.	
TOTAL TO FORM 990-PF, PART I, LINE 11	-17,122.	-15,543.	

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	14,502.	7,251.		7,251.
TAX PREPARATION FEES	14,125.	4,237.		9,888.
TAX PREPARATION FEES - ALABAMA	1,500.	1,500.		0.
TO FORM 990-PF, PG 1, LN 16B	30,127.	12,988.		17,139.

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	212,520.	212,520.		0.
FUND MANAGEMENT	165,183.	123,887.		41,296.
OTHER INVESTMENT MGMT FEES	95,125.	95,125.		0.
TO FORM 990-PF, PG 1, LN 16C	472,828.	431,532.		41,296.

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 - ACADIAN K1	3,009.	3,009.		0.
FOREIGN TAXES WITHHELD - CHASE CAP. K1	2,338.	2,338.		0.
FOREIGN TAXES WITHHELD - MONDRIAN K1	1,663.	1,663.		0.
FOREIGN TAXES WITHHELD - WTC-CTF K1	8,352.	8,352.		0.
FOREIGN TAXES WITHHELD	872.	872.		0.
2010 ESTIMATED TAXES	14,000.	0.		0.
2010 EXTENSION PAYMENT - 990T	250.	0.		0.
REAL PROPERTY TAXES	207,154.	207,154.		0.
GENERAL EXCISE TAXES	41,506.	41,506.		0.
OTHER - ALABAMA TAXES	54,104.	54,104.		0.
TO FORM 990-PF, PG 1, LN 18	333,248.	318,998.		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	167,500.	0.		167,500.	
ANNUAL FILING FEES & MISC	2,417.	0.		2,417.	
MEMBERSHIP DUES	11,251.	0.		11,251.	
NTL VENTURE FUND I LP K-1	6,859.	6,859.		0.	
TECHNOLOGY GATEWAY PTNRS II					
-1	1,780.	1,780.		0.	
MONDRIAN GLOBAL K1	2,768.	2,768.		0.	
PACIFICAP TARGET K1	1,310.	1,310.		0.	
CHASE CAPITAL K1	9,524.	9,524.		0.	
WTC-CTF K1	1,698.	1,698.		0.	
CADIAN EMERGING MKTS K1	1,604.	1,604.		0.	
INSURANCE	1,852.	1,852.		0.	
PROFESSIONAL SERVICES	40,493.	40,493.		0.	
REPAIRS & MAINTENANCE	6,198.	6,198.		0.	
SE FILING FEES	340.	340.		0.	
TITLE HOLDING FEES	4,500.	4,500.		0.	
TO FORM 990-PF, PG 1, LN 23	260,094.	78,926.		181,168.	

FORM 990-PF	OTHER INCREASES IN NET ASSETS OR FUND BALANCES			STATEMENT	10
DESCRIPTION	AMOUNT				
RETURNED PRIOR YEAR GRANTS	39,356.				
ADJUSTMENT TO BOOK VALUE OF PARTNERSHIPS	488,780.				
PARTNERSHIP BOOK/TAX DIFFERENCES	306,755.				
TAX/AUDIT TIMING DIFFERENCES	7,645.				
TOTAL TO FORM 990-PF, PART III, LINE 3	842,536.				

FORM 990-PF	DEPRECIATION OF ASSETS HELD FOR INVESTMENT			STATEMENT	11
DESCRIPTION	COST OR OTHER BASIS	ACCUMULATED DEPRECIATION	BOOK VALUE		
BUILDING	226,867.	107,760.	119,107.		
TOTAL TO FM 990-PF, PART II, LN 11	226,867.	107,760.	119,107.		

FORM 990-PF OTHER INVESTMENTS STATEMENT 12

DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
CHASE CAPITAL PTNRS PRIVATE EQUITY	COST		
FUND OF FUNDS II		428,295.	428,295.
DRAGONBRIDGE CAPITAL LLC	COST	7,351.	7,351.
MS HAWAII III LP	COST	716,900.	716,900.
INTERNATIONAL VENTURE FUND I LP	COST	407,210.	407,210.
PACIFICAP TARGETED VENTURES LP	COST	144,988.	144,988.
TECHNOLOGY GATEWAY PARTNERSHIP II LP	COST	210,456.	210,456.
SEE OTHER INVESTMENTS STATEMENT ATTACHED	COST	65,315,827.	67,165,245.
ATHERTON FAMILY FDN ALABAMA LLC	COST	0.	0.
ATHERTON FAMILY FDN INDIANA LLC	COST	1,213,231.	1,213,231.
IONDRIAN GLOBAL FI FUND LP	COST	6,641,159.	6,641,159.
WTC-CTF GLOBAL NATL RES.	COST	6,380,832.	6,380,832.
ACADIAN EMERGING MKTS	COST	1,177,904.	1,177,904.
TOTAL TO FORM 990-PF, PART II, LINE 13		82,644,153.	84,493,571.

FORM 990-PF PART VIII - LIST OF OFFICERS, DIRECTORS STATEMENT 13
 TRUSTEES AND FOUNDATION MANAGERS

NAME AND ADDRESS	TITLE AND AVRG HRS/WK	COMPEN- SATION	EMPLOYEE BEN PLAN CONTRIB	EXPENSE ACCOUNT
UDITH DAWSON 11 SOUTH KING STREET HONOLULU, HI 96813	PRESIDENT/DIRECTOR 1.00	0.	0.	0.
JOAN H. ROHLFING 11 SOUTH KING STREET HONOLULU, HI 96813	VICE PRES/SECTY/DIRECTOR 0.00	0.	0.	0.
ROBIN MIDKIFF 11 SOUTH KING STREET HONOLULU, HI 96813	VICE PRES/DIRECTOR 0.00	0.	0.	0.
FRANK ATHERTON 11 SOUTH KING STREET HONOLULU, HI 96813	VICE PRES/TREAS/DIRECTOR 0.00	0.	0.	0.
PATRICIA GILES 11 SOUTH KING STREET HONOLULU, HI 96813	VICE PRES/DIRECTOR 0.00	0.	0.	0.
PAUL MORGAN 11 SOUTH KING STREET HONOLULU, HI 96813	VICE PRES/DIRECTOR 0.00	0.	0.	0.
TOTALS INCLUDED ON 990-PF, PAGE 6, PART VIII		0.	0.	0.

Atherton Family Foundation
TIN: 51-0175971
2010 Grants List
Form 990PF, page 11, Part XV, item 3a

Organization	Address	Project Description	Payment Amount
Academy of the Pacific	913 Alewa Drive Honolulu, HI 96817	Repair of the Atherton Building	25,000.00
Adult Friends for Youth	3375 Koapaka Street #B290 Honolulu, HI 96819	Pacific Islander Girls Peace Project	15,000.00
Alaka'ina Foundation	530 Kapiolani Blvd., #530 Honolulu, HI 96814	The Digital Bus on Moloka'i	15,000.00
Alexander & Baldwin Sugar Museum	P.O. Box 125 Puunene, HI 96784	Museum Education Program	21,700.00
Aloha House	444 Hana Highway, Suite 201 Kahului, HI 96732	Purchase of 15 Passenger Van	5,000.00
Aloha United Way	200 N. Vineyard Blvd., Ste. 700 Honolulu, HI 96817	Farrington Complex Early Childhood Screening Project	20,000.00
Aloha United Way	200 N. Vineyard Blvd., Ste. 700 Honolulu, HI 96817	2010 Annual Campaign	250,000.00
Alternative Structures International	P.O. Box 39 Wai'anae, HI 96792	Kahumana Organic Farm	20,000.00
American Red Cross - Hawaii Chapter	4155 Diamond Head Rd. Honolulu, HI 96816	Red Cross - Disaster Truck for Maui	20,000.00
Anchorage Waldorf Education Association	P O. Box 243264 Anchorage, AK 99524	General Support - Aurora Waldorf School of Alaska	1,000.00
Aoao O Na Loko Ia O Maui	P O Box 1371 Kihei, HI 96753	Hawaiian Cultural Paddling Tour of Ko'ie'ie Fishpond	10,000.00
ARC of Maui County	95 Mahalani Street, Suite 17 Wailuku, HI 96793	Purchase of therapeutic equipment for severe physically impaired individuals	4,800.00
Arts of Kona	P O Box 2491 Kailua-Kona, HI 96745	Championing the Arts	5,000.00
Best Buddies International Inc	100 SE 2nd Street, Suite 2200 Miami, FL 33131	Best Buddies Maui County Middle and High School Expansion Project	10,000.00
Big Brothers Big Sisters of Honolulu, Inc.	418 Kuwili Street, Ste. 106 Honolulu, HI 96817	Capacity Building: Final Phase	2,617.00
Big Island Resource Conservation and Development Council	Hilo Lagoon Centre 101 Aupuni St., Ste. 229A Hilo, HI 96720	Habi At Baro	5,000.00
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	5,000.00
Board of Regents of the University of Nebraska	3835 Holdredge Street Lincoln, NE 68583	Edward Weston and Jean Charlot, a Book by Lew Andrews	3,000.00
Book Trust	201 Linden Street, Suite 202 Fort Collins, CO 80524	Start-up: Book Trust Oahu	10,000.00
Camp Mokuleia Inc	68-729 Farrington Highway Waialua, HI 96791	Turning the Corner at Camp Mokuleia	25,000.00
Cathedral Church of St Andrew	229 Queen Emma Square Honolulu, HI 96813	St. Andrew's Restoration, Phase I: Renovation of Davies Hall	60,000.00

Atherton Family Foundation
TIN: 51-0175971
2010 Grants List
Form 990PF, page 11, Part XV, item 3a

Organization	Address	Project Description	Payment Amount
Catholic Charities Hawaii	Clarence T.C. Ching Campus 1822 Ke`eumoku Street Honolulu, HI 96822	Acquisition and Renovation of a New Social Service Community Center	100,000.00
Chaminade University of Honolulu	3140 Waiialae Avenue Honolulu, HI 96816-1578	Eiben Hall Renovation Project	25,000.00
Child and Family Service	200 N. Vineyard Blvd. Bldg. B Honolulu, HI 96817	Sexual Assault Prevention and Education	5,000.00
Child and Family Service	91-1841 Fort Weaver Rd. Ewa Beach, HI 96706-1909	10th Anniversary Campaign	50,000.00
Church of the Crossroads	1212 University Avenue Honolulu, HI 96826	Institute for Healing of Memories	5,000.00
Community Clinic of Maui Inc	48 Lono Avenue Kahului, HI 96732	Information Technology (IT) Support for Improved Outcomes	10,000.00
Craigside Retirement Residence	15 Craigside Place Honolulu, HI 96817	The Atherton Family Foundation Solarium	50,000.00
Daughters of Hawaii	2913 Pali Hwy Honolulu, HI 96817	Preserving Lineage Records	15,000.00
Diamond Head Theatre	520 Makapuu Avenue Honolulu, HI 96816	Butts in Seats	10,000.00
Domestic Violence Action Center	P.O. Box 3198 Honolulu, HI 96801	Technology Support	5,000.00
Easter Seals Hawaii	710 Green St. Honolulu, HI 96813	Capital campaign	50,000.00
Ebb & Flow Arts	Box 1081 Kula, HI 96790	Scaling Haleakala Curriculum at Kihei Elementary School, Maui	5,000.00
Effective Planning Innovative Communication, Inc	1130 N. Nimitz Highway, # C-210 Honolulu, HI 96817	Jim Casey Youth Opportunities Initiative Hawaii	50,000.00
Family Life Center	95 South Kane Street Kahului, HI 96732	Emergency Shelter Renovation - Phase 2	15,000.00
Family Promise of Hawaii	69 N. Kailua Drive Kailua, HI 96734	Double Clients Served and Assist Homeless Families to Achieve Sustainable Independence	15,000.00
Family Support Services of West Hawaii	75-127 Lunapule Rd., Ste 11 Kailua-Kona, HI 96740	Na Makuakane Maika'i 'O Hawai'i - Great Fathers of Hawaii	10,000.00
Fractured Atlas Productions, Inc	248 W. 35th St., Suite 1202 New York, NY 10001	Paradise Transformed	10,000.00
Friends of Diamond Head Clubhouse	3627 Kilauea Ave., #410 Honolulu, HI 96816	Computer Enhancement Project	5,000.00
Friends of Missing Child Center - Hawaii	PO Box 1479 Honolulu, HI 96806	Bloodhounds for Hawaii and Honolulu Police Departments	9,400.00
Friends of the Leeward Coast Public Charter School	89-195 Farrington Hwy Waianae, HI 96792	Athletic Area	20,000.00
Garden Island Resource Conservation and Development, Inc	3083 Akahi Street, Suite 204 Lihue, HI 96766-1102	Koke'e Resource Conservation Program Promoting Voluntourism to Protect Habitat for Endangered Species	5,000.00
Girl Scouts of Hawaii	420 Wyllie Street Honolulu, HI 96817	General Support	1,000.00

Atherton Family Foundation
TIN: 51-0175971
2010 Grants List
Form 990PF, page 11, Part XV, item 3a

Organization	Address	Project Description	Payment Amount
Good Beginnings Alliance	33 S King St #200 Honolulu, HI 96813	General Support	1,000.00
Good Beginnings Alliance	33 S King St #200 Honolulu, HI 96813	Advocacy and Leadership Engagement for Hawaii's Keiki (over 3 years)	75,000.00
Grantmakers for Children, Youth & Families Inc	8757 Georgia Avenue, Suite 540 Silver Spring, MD20910	2010 Membership dues	500.00
Grantmakers in the Arts	604 West Galer St Seattle, WA 98119-3253	General support	1,500.00
Gregory House Programs	770 Kapiolani Blvd., #503 Honolulu, HI 96813	Gregory House Residential Care Home Renovation	10,000.00
Hale 'Aina 'Ohana	PO Box 3108 Honolulu, HI 96802-3108	Exploring Charcuterie and Sausage Making	5,000.00
Hale Kipa, Inc	615 Piikoi St Ste. 203 Honolulu, HI 96814	Youth Desktop Virtualization Project	10,000.00
Hale 'Opio Kauai, Inc	2959 Umi St Lihue, HI 96766	Kaua'i Teen Court	10,000.00
Haleiwa Main Street	P O Box 878 Haleiwa, HI 96712	North Shore Historic Preservation Project	10,000.00
Hamakua Youth Foundation Inc	45-3438 Mamane St. Bldg 2 Honokaa, HI 96727	Living Hawaiian Culture	10,000.00
Hands In Helping Out, Inc	3632 Salt Lake Blvd., #4 Honolulu, HI 96818-2127	Helping Out Program	1,000.00
Hawaii Alliance for Arts Education	PO BOX 3948 Honolulu, HI 96812-3948	Arts Support for FY2010-2011	20,000.00
Hawaii Architectural Foundation	119 Merchant St , Ste. 402 Honolulu, HI 96813	Hawaii's Forgotten Japanese Temples	10,000.00
Hawaii Branch of the International Dyslexia Association	P.O. Box 61610 Honolulu, HI 96839-1610	The Odyssey Project	20,000.00
Hawaii Branch of the International Dyslexia Association	P.O. Box 61610 Honolulu, HI 96839-1610	General Support	5,000.00
Hawaii Community Foundation	1164 Bishop Street, Suite 800 Honolulu, HI 96813	Community Stabilization Initiative	100,000.00
Hawaii Community Foundation	1164 Bishop Street, Suite 800 Honolulu, HI 96813	Community Scholarship Fund	25,000.00
Hawaii Community Reinvestment Corporation	3465 Waialae Ave., Suite 393 Honolulu, HI 96816	HCRC Investment Fund Project	25,000.00
Hawaii Foodbank	2611 Kilihaui Street Honolulu, HI 96819	General Support	1,000.00
Hawaii Forest Institute	P. O. Box 66 O'okala, HI 96774	Ho'ola Ka Makana'a Forest Stewardship and Education Project	10,000.00
Hawaii HomeOwnership Center	1259 Aala St. #201 Honolulu, HI 96817	Oahu Affordable Housing Acquisition, Rehab, & Resale Project	15,000.00
Hawaii Island Adult Care, Inc	34 Rainbow Drive Hilo, HI 96720	Technology	5,000.00
Hawaii Island Humane Society	74-5225 Queen Kaahumanu Hwy Kailua-Kona, HI 96740	HIHS Spay and Neuter Program	15,000.00

Atherton Family Foundation
TIN: 51-0175971
2010 Grants List
Form 990PF, page 11, Part XV, item 3a

Organization	Address	Project Description	Payment Amount
Hawaii Island Land Trust Malama Ka Aina Pulama Na Mea OIwi	P. O. Box 976 Kealahakua, HI 96750	Capacity Building Support	5,000.00
Hawaii Island United Way, Inc	142 Kinoole Street, Suite A Hilo, HI 96720	2010-2011 Annual Campaign	10,000.00
Hawaii Labor Heritage Council	P.O. Box 235493 Honolulu, HI 96823-3508	Edward Nakamura Biography Book Project	5,000.00
Hawaii Nature Center	2131 Makiki Heights Drive Honolulu, HI 96822	Wailua Environmental Education Center at Kauai	50,000.00
Hawaii Opera Theatre	987 Waimanu St Honolulu, HI 96814-3319	Orchestra	25,000.00
Hawaii Performing Arts Company, Ltd	2833 East Manoa Road Honolulu, HI 96822	2009-2010 Community Outreach Program	5,000.00
Hawaii Preparatory Academy	65-1692 Kohala Mountain Road Kamuela, HI 96743	Stanford W Shutes Track	100,000.00
Hawaii Preparatory Academy	65-1692 Kohala Mountain Road Kamuela, HI 96743	General Support	3,000.00
Hawaii Public Television Foundation dba PBS Hawaii	P. O. Box 11673 Honolulu, HI 96828	Hiki No: Student News Network of Hawaii	25,000.00
Hawaii Youth Opera Chorus	P.O. Box 22304 Honolulu, HI 96823	Computer System Upgrade	3,000.00
Hawaiian Humane Society	2700 Waialae Avenue Honolulu, HI 96826	Community Information Van	15,000.00
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	1,000.00
Hawaiian Railway Society	PO Box 60369 Ewa Beach, HI 96706	Move and Assemble Locomotive #85 from Maui Back to Oahu	10,000.00
Hawaiian Railway Society	PO Box 60369 Ewa Beach, HI 96706	General Support	5,000.00
Helping Hands Hawaii	2100 North Nimitz Highway Honolulu, HI 96813	Seasonal Support for Community Clearinghouse	5,000.00
Hilo Medical Center Foundation	1190 Waiianuenue Ave., #629 Hilo, HI 96720	Long Term Care Van	20,000.00
Historic Hawaii Foundation	680 Iwilei Road, Ste 690 Honolulu, HI 96817	Preservation Resource Center	33,000.00
Historic Waimea Theater & Cultural Arts Center	P.O. Box 903 Waimea, HI 96796	West Kauai Business & Professional Association: Waimea Russian Fort Elisabeth Visual Prominence Restoration	10,000.00
Hoa Aina 'O Makaha	84-766 Lahaina St Wai'anae, HI 96792	A School in the Garden/Ho'oulu I Na Keiki	10,000.00
Hoaloha Kai Montessori School	1339 Hunakai St Honolulu, HI 96816	Classroom Materials and Playground Improvements	5,000.00
Holy Nativity School	5286 Kalaniana'ole Hwy Honolulu, HI 96825-1883	Facilities Refresh	20,000.00

Atherton Family Foundation
TIN: 51-0175971
2010 Grants List
Form 990PF, page 11, Part XV, item 3a

Organization	Address	Project Description	Payment Amount
Honokaa United Methodist Church	P. O. Box 39 Honokaa, HI 96727	Large Capacity Cesspool Closure	9,000.00
Honolulu Academy of Arts	900 South Beretania Street Honolulu, HI 96814	Academy Art Center Facility Improvements	40,000.00
Honolulu Academy of Arts	900 South Beretania Street Honolulu, HI 96814	General Support	1,000.00
Honolulu Symphony Society	650 Iwilei Rd., Ste. 202 Honolulu, HI 96817	2010 Annual grant	15,000.00
Honolulu Theatre for Youth	1149 Bethel St., Suite 700 Honolulu, HI 96813	Artistic Perspective. Developing Reflective Skills in Students	10,000.00
Hope Help and Healing Kauai	P.O. Box 662227 Lihue, HI 96766	Building a Foundation of Support	10,000.00
Horizons Academy of Maui	740 Haiku Rd. Haiku, HI 96708	Support to Purchase a Van for Special Needs Students	10,000.00
Hospice Hawaii	860 Iwilei Road Honolulu, HI 96817	Technology Equipment for Conference Room	15,000.00
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
Hui Malama Learning Center	375 Mahalani Street Wailuku, HI 96793	Na Ka 'Aina ke 'Ola (With Land There is Life)	2,000.00
IHS, The Institute for Human Services, Inc.	546 Ka`aahi St Honolulu, HI 96817	General Support	1,000.00
Innovations Public Charter School Foundation	75-5815 Ka'ahumanu Hwy Kailua-Kona, HI 96740	Third/Fourth Grade Classroom Building	50,000.00
Junior Achievement of Hawaii, Inc.	1136 Union Mall, Suite 310 Honolulu, HI 96813	Financial Literacy Education Program	5,000.00
Ka Hale Pomaika'i	P.O. Box 1895 Kaunakakai, HI 96748	Moloka'i Outreach Recovery Enhancement	15,000.00
Ka Ohana O Honuapo	P.O. Box 903 Naalehu, HI 96772	Honu'apo Wetlands Planning Project	10,000.00
Kahilu Theatre Foundation	P.O. Box 549 Kamuela, HI 96743	Makana Series	3,000.00
Kalahikiola Congregational Church	P. O. Box 159 Kapaa, HI 96755	General Support	2,500.00
Kauai Community Players	PO Box 343 Lihue, HI 96766	Puhi Playhouse Stage Lighting Project	10,000.00
Kauai Food Bank Inc	3285 A Waapa Road Lihue, HI 96766	Keiki Cafe, Year VII	10,000.00
Kauai Pacific School	P.O. Box 1136 Kilauea, HI 96754	Classroom Yurt Upgrade and Repair	10,000.00
Kaua'i Planning and Action Alliance	2959 Umi Street, Suite 201 Lihue, HI 96766	Enhancing Skills in Kauai Nonprofits	5,000.00
KauKau Wagon	P.O. Box 1801 Aiea, HI 96701	Hunger Expansion Project	10,000.00

Atherton Family Foundation
TIN: 51-0175971
2010 Grants List
Form 990PF, page 11, Part XV, item 3a

Organization	Address	Project Description	Payment Amount
KCAA Preschools of Hawaii	2707 S. King Street Honolulu, HI 96826	KCAA Preschools Center for Early Education and Development (CEED)	100,000.00
Kilauea Drama & Entertainment Network	HCR 3 Box 13089 Kea'au, HI 96749	Living History Program	5,000.00
Koa Institute	3432A Kaha Drive Kihei, HI 96753	Georgia O'Keeffe's Hawai'i	5,000.00
Kokua Kalihi Valley Comprehensive Family Services	2239 North School St Honolulu, HI 96819	Renovation of the P&P Building	25,000.00
Kona Adult Day Center, Inc	P.O. Box 1360 Kealahou, HI 96750	Purchase & Installation of Photovoltaic System & Solar Heater	10,000.00
Kona Music Society	PO Box 5007 Kailua-Kona, HI 96745	Kona Music Society Concert Enhancement	3,000.00
Kona Outdoor Circle Educ Ctr & Sadie Seymour Botanical	76-6280 Kuakini Hwy Kailua-Kona, HI 96740	Kealahou's Heiau Hale Wa'a	7,500.00
Kuikahi Mediation Center, Inc	120 Keawe St., Suite 203 Hilo, HI 96720	Strengthening Communication/Information Systems	5,000.00
Kupu	3569 Harding Ave., Unit A Honolulu, HI 96816	Development of Kupu Programming	25,000.00
La a Kea Foundation	PO Box 790994 Paia, HI 96779	Building a Container Barn	15,000.00
La Pietra - Hawaii School for Girls	2933 Poni Moi Road Honolulu, HI 96815	General Support	5,000.00
Lahaina Arts Association	648 Wharf Street #103 Lahaina, HI 96761	Capacity Building Through Targeted Business Development/Fundraising	5,000.00
Le Jardin Academy	917 Kalaniana'ole Highway Kailua, HI 96734	Le Jardin Academy Capital Campaign Phase IIA	50,000.00
Lighthouse Ministries	PO Box 170 Waimanalo, HI 96795	Ke Ola Hou Small Group Support	7,500.00
Lihue Pop Warner Association	P. O. Box 1935 Lihue, HI 96766	Rolling With the Tackles in 2010	2,500.00
Malaai - The Culinary Garden of Waimea Middle School	P O. Box 6954 Kamuela, HI 96743	Produce Washing Stations	7,500.00
Malama Kahalawai	P O. Box 13240 Lahaina, HI 96761	Creation of the Kahalawai Watershed Conservation Center	25,000.00
Malama Kai Foundation	P O. Box 6882 Kamuela, HI 96743	Supporting Coastal & Marine Protection Programs with Web-based Systems	5,000.00
Manoa Valley Church	2728 Huapala St. Honolulu, HI 96822	Building for the Future: Caring for our Keiki and Kupuna	25,000.00
Manne Mammal Center	2000 Bunker Rd. Fort Cronkhite Sausalito, CA 94965	Hawaiian Monk Seal Healthcare Facility	50,000.00
Maryknoll Schools	1526 Alexander St. Honolulu, HI 96822	Maryknoll Art Center	50,000.00
Mau'i AIDS Foundation	1935 Main Street, Suite 101 Wailuku, HI 96793	Information Technology (IT) System Upgrade	5,000.00

Atherton Family Foundation
TIN: 51-0175971
2010 Grants List
Form 990PF, page 11, Part XV, item 3a

Organization	Address	Project Description	Payment Amount
Maui Coastal Land Trust	PO Box 965 Wailuku, HI 96793	Hawaiian Islands Land Trust Merger Organizational Capacity Building (over three years)	50,000.00
Maui County Community Television	333 Dairy Rd , Ste 104 Kahului, HI 96732-2449	The Arrive Alive Project	5,000.00
Maui Family YMCA	250 Kanaloa Ave Kahului, HI 96732	Strengthening Community by Expanding the Experience	50,000.00
Maui Food Bank, Inc	760 Kolu Street Wailuku, HI 96793	Maui Food Bank Facility Improvement Project	20,000.00
Maui Huliau Foundation	P.O. Box 977 Ha'iku, HI 96708	Huliau Environmental Filmmaking Club	3,865.00
Maui Humane Society	P O Box 1047 Puunene, HI 96784	Maui Humane Society Expansion Project	10,000.00
Maui Inc., Habitat for Humanity	P O. Box 5034 Kahului, HI 96732	Restore Renovations	15,000.00
Maui Tomorrow Foundation, Inc	55 N. Church St., Suite A-5 Wailuku, HI 96793	Malama Hamakua Community-Based Watershed Plan	5,000.00
Maui United Way	270 Hookahi St, Suite 301 Wailuku, HI 96768	2010-2011 Annual Campaign	10,000.00
Maui Youth and Family Services Inc	PO Box 790006 Paia, HI 96779-0006	Gap Funding for Organizational Restructuring of Adolescent Outpatient and Intensive Outpatient Services	10,000.00
Mental Health America of Hawai'i	1124 Fort Street Mall, Room 205 Honolulu, HI 96813	Preventing Suicides Among Youth of Our Military	10,000.00
Moanalua Gardens Foundation	1352 Pineapple Place Honolulu, HI 96819	Kamananui (Moanalua) Valley Stewardship Project Manager	10,000.00
Mohala Farms	P O. Box 204 Waialua, HI 96791	Organic Education Project	10,000.00
Molokai Community Service Council	P.O. Box 2047 Kaunakakai, HI 96748	Molokai Arts Center, Inc.: A New Home for The Molokai Potters Guild	10,000.00
Molokai Community Service Council	P.O. Box 2047 Kaunakakai, HI 96748	2010-2011 Annual Campaign - Friendly Isle United Way	6,000.00
Molokai Occupational Center	PO Box 1019 Kaunakakai, HI 96748	Landscaping and Maintenance Equipment Project	5,000.00
Molokai Ohana Health Care Inc	PO Box 2040 Kaunakakai, HI 96748	Molokai Community Health Center Capital Improvement Project	25,000.00
Mutual Housing Association of Hawai'i Inc	900 Fort St. Mall, Suite 1690 Honolulu, HI 96813	Expansion and Renovation of Lihue Court Townhomes Learning Center	10,000.00
National Tropical Botanical Garden	3530 Papalina Rd Kalaheo, HI 96741	Botanical Research Center	50,000.00
Navy Hale Keiki School	153 Bougainville Drive Honolulu, HI 96818	Restroom Renovations	10,000.00
North Hawaii Hospice, Inc	65-1328 Kawaihae Rd Kamuela, HI 96743	Implementation of an electronic Patient Record System	5,123.00
North Kohala Community Resource Center	P O. Box 2 Hawi, HI 96719	North Kohala Visitor Welcome Center	25,000.00

Atherton Family Foundation
TIN: 51-0175971
2010 Grants List
Form 990PF, page 11, Part XV, item 3a

Organization	Address	Project Description	Payment Amount
North Kohala Community Resource Center	P O. Box 2 Hawi, HI 96719	Roots Advocates For Youth- Roots Skate Park	15,000.00
North Kohala Community Resource Center	P O. Box 2 Hawi, HI 96719	King Kamehameha Statue Maintenance	5,000.00
Nova Arts Foundation, Inc	P.O. Box 670 Kailua, HI 96734	IONA's Marketing Development Program	5,000.00
Oahu Resource Conservation & Development Council	99-193 Aiea Heights Drive, #111 Aiea, HI 96701	PONO: Campaign to Save the Critically Endangered Hawaiian Monk Seal	10,000.00
Oahu Resource Conservation & Development Council	99-193 Aiea Heights Drive, #111 Aiea, HI 96701	General Support	1,000.00
Ohi'a Productions, Inc	2051 Young Street, #125 Honolulu, HI 96826	Superhero Smarts	5,000.00
Pacific American Foundation	146 Hekili Street #203 Kailua, HI 96734	NALU Studies	10,000.00
Pacific and Asian Affairs Council	1601 East-West Rd, 4th Flr. Honolulu, HI 96848	High School Global Education Outreach Program	20,000.00
Pacific Aviation Museum Pearl Harbor	90 Nakolo Place Suite 25 Honolulu, HI 96819	Museum Education Program	37,500.00
Pacific Cancer Foundation	227 Mahalaní Street, Suite 99 Wailuku, HI 96793	Oncology Patient Navigation Program	10,000.00
Parish of St. Clements Inc	1515 Wilder Ave Honolulu, HI 96822	Restoration of the Lefferts Cooke Memorial Organ	25,000.00
Parker School	65-1224 Lindsey Road Kamuela, HI 96743	General Support	2,000.00
Partners in Development	2040 Bachelot Street Honolulu, HI 96817	Baibala Hemolele Project	100,000.00
Planned Parenthood of Hawaii	1350 S. King Street, Ste. 309 Honolulu, HI 96814	Strengthening the PPH Education and Training Program	5,000.00
Punahou School	1601 Punahou Street Honolulu, HI 96822	Kindergarten-First Grade (K-1) Project	200,000.00
Punahou School	1601 Punahou Street Honolulu, HI 96822	General Support	5,000.00
Re-Use Hawaii	PO Box 161291 Honolulu, HI 96816	Re-use Hawaii's Deconstruction Project Development	15,000.00
Shriners Hospital for Children	1310 Punahou Street Honolulu, HI 96826	Shriners Hospitals for Children Honolulu new building project of entire facility	50,000.00
Small World Preschool	P.O. Box 636 Kamuela, HI 96743-0636	Playground Improvements - Concrete Riding Oval Track and Playground Safety Surface Installation	6,000.00
Small World Preschool	P.O. Box 636 Kamuela, HI 96743-0636	General Support	1,500.00
Society for Kona's Education & Art	P.O. Box 256 Honaunau, HI 96726	Upper Elementary Art-Integrated Curriculum Strand Project	3,000.00
Special Education Center of Hawaii	708 Palekua St Honolulu, HI 96816-4755	Renovations for SECOH's Ewa Beach Community Center and Founder's Center	10,000.00

Atherton Family Foundation
TIN: 51-0175971
2010 Grants List
Form 990PF, page 11, Part XV, item 3a

Organization	Address	Project Description	Payment Amount
Springs of Living Water	94-133 Pahu St Waipahu, HI 96797	School Classroom, Website and Office Equipment Upgrade	5,000.00
St. Francis Healthcare Foundation of Hawaii	2228 Liliha Street Suite 205 Honolulu, HI 96817	Renovation of Sister Maureen Keleher and Maunce J Sullivan Family Hospice Center	25,000.00
St. Francis School	2707 Pamoia Rd Honolulu, HI 96822	Gymnasium complex	15,000.00
St. Joseph School - Hilo	1000 Ululani Street Hilo, HI 96720-3999	Locker Room Renovation	25,000.00
St. Michael and All Angels' Episcopal Church	4364 Hardy St Lihue, HI 96766	The Goodale Center for Ministry Project	10,000.00
St. Theresa School, Kauai	P O Box 277 Kekaha, HI 96752	St. Theresa School Retrofit Program	5,000 00
State of HI-DOE, Leeward District Office	601 Kamokila Blvd. Room 418 Kapolei, HI 96707	CAPE Principals Leadership Academy - Sheldon Oshiro	5,000 00
State of HI-DOE, Waialeale Elementary School	94-1035 Kukula St Waipahu, HI 96797	CAPE Principals Leadership Academy - Carmelita Minami	5,000.00
Surfrider Spirit Sessions	P O Box 1677 Kailua, HI 96734	Surfrider Spirit Sessions Program	15,000.00
Teach For America	99-080 Kauhale St C-20 Aiea, HI 96701	Expanding the Impact of Teach For America Hawaii (over 3 years)	25,000 00
Teen Challenge of the Hawaiian Islands	15-3410 Shell Rd Pahoa, HI 96778	Substance Abuse Education and Outreach Program	3,000.00
The Arc in Hawaii	3989 Diamond Head Rd Honolulu, HI 96816	Purchase of 2 Van	25,000.00
The Arc of Hilo	1099 Waiianuenue Ave Hilo, HI 96720	Arc of Hilo Community & Training Center	25,000.00
The Bella Project	P.O. Box 195 Honolulu, HI 96810	Annual Dress Giveaway Event - The Bella Boutique	2,500.00
The Foundation Center	79 Fifth Ave New York, NY10003-3076	General Support	2,000.00
The Friends of the D.T. Fleming Arboretum	P O. Box 101 Makawao, HI 96768	Campground Development	5,000.00
The Friends of the Palace Theater	38 Haili St Hilo, HI 96720	Building Maintenance: Tenting and Fumigation	5,000.00
The Hawaii Academy of Recording Arts	PO Box 821 Honolulu, HI 96808	Organizational Strengthening Project	5,000.00
The Kohala Center, Inc	P O. Box 437462 Kamuela, HI 96743	KWP: Watershed Education and Stewardship on Kohala Mountain	20,000.00
The Maui Farm Inc	P.O. Box 1776 Makawao, HI 96768	Challenge Grant to Enhance The Maui Farm's Annual Giving Program	5,000.00
The Path Clinic	845 22nd Avenue Honolulu, HI 96816	The Parenting Path	10,000.00
The Salvation Army	2950 Manoa Road Honolulu, HI 96822	Ray and Joan Kroc Corps Community Center	50,000 00
Tri-Isle Resource Conservation and Development Council	77 Hookele St , Suite 202 Kahului, HI 96732	Malama Maunaloa Core Capacity Building	50,000 00

Atherton Family Foundation
TIN: 51-0175971
2010 Grants List
Form 990PF, page 11, Part XV, item 3a

Organization	Address	Project Description	Payment Amount
Tri-Isle Resource Conservation and Development Council	77 Hookele St , Suite 202 Kahului, HI 96732	Kahikinui Oral History Project	5,000.00
Trinity Church Central Oahu, Inc	95-388 Wika 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	Funding for Hawaii Native Lands Program Coordinator Position	5,000.00
United Way of Kauai	P.O. Box 1087 Lihue, HI 96766	2010-2011 Annual Campaign	10,000 00
University of Hawaii Foundation	2444 Dole St., Bachman 105 Honolulu, HI 96822	President's Discretionary Fund	25,000 00
University of Hawaii Foundation	2444 Dole St., Bachman 105 Honolulu, HI 96822	Ha Paepae Na'auao Project - The B. Krauss Ethnobotanical Garden	19,000.00
University of the Nations	75-5851 Kuakini Highway Kailua-Kona, HI 96740	24 Frames of Light Editing Facility	5,000 00
USS Missouri Memorial Association, Inc.	PO Box 879 Aiea, HI 96701	Providing Hawaii's Title 1 schools STEM and U.S History curriculum support	10,000 00
Volcano Art Center	P.O. Box 129 Volcano, HI 96785	Education Center Infrastructure Essentials	20,000 00
Volcano Art Center	P.O. Box 129 Volcano, HI 96785	General Support	5,000 00
Wai'alae School Foundation	1045 19th Avenue Honolulu, HI 96816	School Computer Request	10,000 00
Waikiki Health Center	277 Ohua Avenue Honolulu, HI 96815	Replacement of Aging Clinical Equipment to Improve Patient Care	10,000 00
Waimea Country School	P.O. Box 399 Kamuela, HI 96743	Technology Improvement Project	6,000.00
Waioli Corporation	P.O. Box 1631 Lihue, HI 96766	Office and Curatorial Equipment Project	5,000.00
Washington Place Foundation	P. O. Box 873 Honolulu, HI 96808	Research to Support the Care and Restoration of Washington Place	50,000 00
Washington Place Foundation	P O. Box 873 Honolulu, HI 96808	General Support	4,500.00
Wilcox Health Foundation	3-3420 Kukio Highway Lihue, HI 96766	SpyGlass Equipment	10,000.00
Women in Need	85-979 Farrington Hwy Unit D Waianae, HI 96792	WIN Substance Abuse Relapse Prevention	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 Oahu	1040 Richards Street Honolulu, HI 96813	Capital campaign - Phase I	100,000.00
			<u>4,291,505.00</u>

Atherton Family Foundation
TIN: 51-0175971
2010 Scholarship Grant List
Form 990PF, page 11, Part XV, item 3a

Juliette M. Atherton Scholarship
Scholarship Grants 1/1/2010 to 12/31/2010

<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		
Pacarro, Joelle	Scholarship	\$3,500.00
Tanoue, Matthew	Scholarship	\$3,500.00
	Subtotal	\$7,000.00
Biola Univ. - Talbot School of Theology Financial Aid Office 13800 Biola Ave La Mirada, CA 90639		
Bartosik, David	Scholarship	\$3,500.00
	Subtotal.	\$3,500.00
Biola University Financial Aid Office 13800 Biola Avenue La Mirada, CA 90639		
Fuyuki, Emi	Scholarship	\$3,500.00
Rawlings, Bethany	Scholarship	\$3,500.00
	Subtotal	\$7,000.00
Gowen, Molly	Scholarship	\$3,500.00
	Subtotal	\$3,500.00

Atherton Family Foundation
TIN: 51-0175971
2010 Scholarship Grant List
Form 990PF, page 11, Part XV, item 3a

Juliette M. Atherton Scholarship
Scholarship Grants 1/1/2010 to 12/31/2010

<u>Grantee</u> <u>For the Benefit of</u>	<u>Grant Purpose</u>	<u>Grant Amount</u>
Cornell University Scholarship Division PO Box 752 Ithaca, NY 14851		
Lee, Aleks	Scholarship	\$3,500.00
	Subtotal	\$3,500.00
Fuller Theological Seminary Financial Aid Office 135 N Oakland Avenue Pasadena, CA 91182		
Kapahu, William	Scholarship	\$1,750.00
Miller, Gregory	Scholarship	\$3,000.00
	Subtotal	\$4,750.00
Golden Gate Baptist Theological Seminary Financial Aid Office 201 Seminary Drive Mill Valley, CA 94941-3197		
Miura, Shane	Scholarship	\$3,500.00
Uyeda, Robert	Scholarship	\$3,500.00
	Subtotal	\$7,000.00

Atherton Family Foundation
TIN: 51-0175971
2010 Scholarship Grant List
Form 990PF, page 11, Part XV, item 3a

Juliette M. Atherton Scholarship
Scholarship Grants 1/1/2010 to 12/31/2010

<u>Grantee</u> <u>For the Benefit of</u>	<u>Grant Purpose</u>	<u>Grant Amount</u>
Holy Names Univ 3499 Mountain Blvd 3500 Mountain Blvd Oakland, CA 94619		
Afuola, Fa'aluaina	Scholarship	\$3,500.00
	Subtotal	\$3,500.00
Hope International University Financial Aid Office 2500 E Nutwood Ave Fullerton, CA 92831-3199		
Welsh, Andrew	Scholarship	\$3,500.00
	Subtotal	\$3,500.00
Kapiolani Community College Financial Aid Office 4303 Diamond Head Road Honolulu, HI 96816		
Lathrop, Connor	Scholarship	\$375.00
	Subtotal	\$375.00
King's College and Seminary Financial Aid Office 14800 Sherman Way Van Nuys, CA 91405-2233		
Valente, David	Scholarship	\$2,000.00
	Subtotal	\$2,000.00

Atherton Family Foundation
TIN: 51-0175971
2010 Scholarship Grant List
Form 990PF, page 11, Part XV, item 3a

Juliette M. Atherton Scholarship
Scholarship Grants 1/1/2010 to 12/31/2010

<u>Grantee</u> <u>For the Benefit of</u>	<u>Grant Purpose</u>	<u>Grant Amount</u>
Massachusetts Inst of Technology Financial Aid Office 77 Massachusetts Ave. Rm 11-320 Cambridge, MA 02139		
Lee, Anders	Scholarship	\$3,500.00
	Subtotal	\$3,500.00
North Park University Financial Aid Office 3225 W Foster Ave. Chicago, IL 60626-4895		
Gaskins, Hannah	Scholarship	\$3,500.00
	Subtotal	\$3,500.00
Pacific University Financial Aid Office 2043 College Way Forest Grove, OR 97116		
Boro, Kameron	Scholarship	\$3,500.00
Patterson, Joy	Scholarship	\$3,500.00
	Subtotal.	\$7,000.00

Atherton Family Foundation
TIN: 51-0175971
2010 Scholarship Grant List
Form 990PF, page 11, Part XV, item 3a

Juliette M. Atherton Scholarship
Scholarship Grants 1/1/2010 to 12/31/2010

<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	\$2,200.00
	Subtotal	\$2,200.00
Pensacola Christian College Financial Aid Office Box 18000 Pensacola, FL 32523-9160		
Kamakawiwoole, Shawnah	Scholarship	\$3,500.00
	Subtotal	\$3,500.00
Point Loma Nazarene University Financial Aid Office 3900 Lomaland Drive San Diego, CA 92106		
Kailimai, William	Scholarship	\$3,500.00
	Subtotal	\$3,500.00
Southeastern University Financial Aid Office 1000 Longfellowm Blvd Lakeland, FL 33801-6034		
Sahagun, Sarah	Scholarship	\$3,500.00
	Subtotal	\$3,500.00

Atherton Family Foundation
TIN: 51-0175971
2010 Scholarship Grant List
Form 990PF, page 11, Part XV, item 3a

Juliette M. Atherton Scholarship
Scholarship Grants 1/1/2010 to 12/31/2010

<u>Grantee</u> <u>For the Benefit of</u>	<u>Grant Purpose</u>	<u>Grant Amount</u>
Southern Oregon University Financial Aid Office 1250 Siskiyou Boulevard Ashland, OR 97520		
Lathrop, Zachary	Scholarship	\$3,500.00
	Subtotal	\$3,500.00
Southwestern Assemblies of God University Financial Aid Office 1200 Sycamore St Waxachie, TX 75165		
Galiza, Silvin	Scholarship	\$3,300.00
	Subtotal	\$3,300.00
St. Olaf College Financial Aid Office 1520 St. Olaf Ave. Northfield, MN 55057-1098		
Shimkus, Emily	Scholarship	\$3,500.00
	Subtotal	\$3,500.00
Univ of Arizona Scholarship Development Office 1111 N. Cherry Ave. Tucson, AZ 85721-0109		
Tanoue, Nathan	Scholarship	\$1,750.00
	Subtotal	\$1,750.00

Atherton Family Foundation
TIN: 51-0175971
2010 Scholarship Grant List
Form 990PF, page 11, Part XV, item 3a

Juliette M. Atherton Scholarship
Scholarship Grants 1/1/2010 to 12/31/2010

<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, Kimo	Scholarship	\$2,850.00
Tomita, Hannah	Scholarship	\$3,150.00
	Subtotal	\$6,000.00
 Univ of Hawaii at Manoa Financial Aid Office 2600 Campus Road, Room 112 Honolulu, HI 96822		
Afuola, Fasia	Scholarship	\$3,500.00
Miller, Simon	Scholarship	\$800.00
Peich, Charis	Scholarship	\$3,100.00
Tapia, Merizza	Scholarship	\$3,500.00
Vallejo-Sanderson, Alexander	Scholarship	\$3,500.00
	Subtotal	\$14,400.00
 Univ of Hawaii Center-Maui Financial Aid Office 2600 Campus Road, Room 112 Honolulu, HI 96822		
Waiau, Leopold	Scholarship	\$3,500.00
	Subtotal	\$3,500.00

Atherton Family Foundation
TIN: 51-0175971
2010 Scholarship Grant List
Form 990PF, page 11, Part XV, item 3a

Juliette M. Atherton Scholarship
Scholarship Grants 1/1/2010 to 12/31/2010

<u>Grantee</u> <u>For the Benefit of</u>	<u>Grant Purpose</u>	<u>Grant Amount</u>
 Univ of Puget Sound Financial Aid & Scholarships 1500 North Warner Tacoma, WA 98416-1039		
Higa, Kelcy	Scholarship	\$3,500.00
Young, Elisabeth	Scholarship	\$3,500.00
	Subtotal	\$7,000.00
 Univ of the South-Theology Financial Aid Office Sewanee, TN 37375		
Nelson III, Benjamin	Scholarship	\$3,000.00
	Subtotal	\$3,000.00
 Virginia Theological Seminary Financial Aid Office Alexandria, VA 22304		
Loyola, Leo	Scholarship	\$3,050.00
	Subtotal	\$3,050.00

Atherton Family Foundation
TIN: 51-0175971
2010 Scholarship Grant List
Form 990PF, page 11, Part XV, item 3a

Juliette M. Atherton Scholarship
Scholarship Grants 1/1/2010 to 12/31/2010

<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 Financial Aid PO Box 641068 Pullman, WA 99164-1068		
Victor, Daniel	Scholarship	\$3,500.00
	Subtotal	\$3,500.00
Westmont College Financial Aid Office 955 La Paz Rd Santa Barbara, CA 93108		
Ross, Hannah	Scholarship	\$3,500.00
	Subtotal	\$3,500.00
	Total Grants:	\$131,825.00

Atherton Family Foundation
Grant Application Guidelines
2012

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 Foundation has not made a grant to the school previously. 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 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.
- The Foundation will award no more than one grant to an organization at a time and no more than one grant in any calendar year. A grantee serving as the fiscal sponsor for another organization may receive a second grant for its own project. All previous grants must be completed with the submission of a final report before an organization is eligible to apply for a new grant.
- 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
827 Fort Street
Honolulu HI 96813-4317

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

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)

Requests for funds to support a major capital project may be submitted at any of the regularly scheduled meetings. The maximum grant for major capital projects will be \$200,000, normally paid out over three years. Please 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 requests.

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	will be considered at the Board of Directors meeting in:
December 1, 2011	February
February 15, 2012	May
June 1, 2012	August
August 15, 2012	November
December 3, 2012	February

PIN: 51-0175971
YEAR ENDED 12/31/10

ABOUT

GRANT SEEKERS

GRANTS LIST

ATHERTON FAMILY
FOUNDATION

Scholarship Program

The Juliette M. Atherton Scholarship was named in memory of Mrs. Atherton to ensure the continued association of her name and her special interest in Christianity with the Foundation. The scholarship benefits three categories of individuals: dependent sons or daughters of ordained, active Protestant ministers in Hawai'i pursuing undergraduate studies; individuals from Hawai'i pursuing graduate theological studies at a Protestant seminary with the goal of ordination; and active, ordained Protestant ministers residing in Hawai'i wishing to continue their education. Scholarship recipients are selected based on their financial need and academic promise.

For the 2010-2011 academic year, scholarship awards totaled \$143,200 to 46 students. The Directors also award an annual grant to support the Community Scholarship Fund of the Hawai'i Community Foundation.

For sons and daughters of Protestant ministers and seminary students, applications will be available beginning November 2009 for the 2010-2011 academic year. Application materials, including the application form, transcript of grades, and personal letter must be postmarked on or before February 25, 2011.

Ordained Protestant ministers wishing to continue their education should contact scholarship staff for application information

Sons or daughters of ministers and ministers applying for continuing education grants must provide the place and date of ordination, and name of the seminary attended to confirm eligibility.

To obtain an application form for the 2010-2011 academic year, write to Scholarships, 827 Fort Street, Honolulu, HI 96813. An online version of the application will also be available starting in January 2011 at www.hawaiicommunityfoundation.org. You may also call the scholarship department at 808-566-5570 (toll-free from Neighbor Islands 1-888-731-3863).

[Home](#) | [About Us](#) | [Grant Seekers](#) | [Grants List](#) | [Contact Us](#)

Copyright © 2010 Atherton Family Foundation All rights reserved

GRANTS INFORMATION STATEMENT

ATHERTON FAMILY FOUNDATION
TIN: 51-0175971
FORM 990PF, PART II, LINE 13
YEAR ENDED 12/31/10

DESCRIPTION	Units	Book Value	Market Value
ADOBE SYSTEMS INC	4,620	154,262.92	142,204.00
ALLERGAN INC	1,800	113,495.52	123,606.00
ALTERA CORPORATION	2,800	61,526.84	99,624.00
APPLE INC	1,000	110,095.70	322,560.00
BAKER HUGHES INC	1,900	95,684.84	108,623.00
C.H. ROBINSON WORLDWIDE INC	2,900	184,983.98	232,551.00
CELGENE CORP	5,535	414,789.25	327,340.00
COGNIZANT TECH SOLUTIONS CORP	2,925	77,047.39	214,373.00
DANONE SPONS ADR	3,800	48,307.37	47,941.00
DISCOVERY COMMUNICATIONS A	1,500	64,630.72	62,550.00
DOLBY LABORATORIES INC CL A	400	27,067.58	26,680.00
EXPEDITORS INTL WASH INC	3,100	115,023.06	169,260.00
F5 NETWORKS INC	870	60,084.18	113,239.00
GOOGLE INC CL A	448	204,019.50	266,099.00
INTUITIVE SURGICAL INS	595	182,846.84	153,361.00
JUNIPER NETWORKS INC	4,400	144,147.92	162,448.00
MCDONALDS CORP	1,750	120,906.15	134,330.00
NESTLE SA SPONS ADR FOR REG SH	2,500	125,919.97	146,845.00
NETAPP INC	3,600	101,882.61	197,856.00
NOVO NORDISK A S ADR	790	37,569.55	88,930.00
OMNICOM GROUP	2,600	118,639.23	119,080.00
PEPSICO INC	2,141	127,774.51	139,872.00
PRAXAIR INC	1,400	107,489.12	133,658.00
PRICELINE.COM INC	500	102,953.16	199,775.00
ROVI CORP	900	52,043.85	55,809.00
SABMILLER PLC SPONS ADR	2,600	72,189.58	91,855.00
SCHLUMBERGER LTD	3,050	198,970.31	254,675.00
SHIRE PLC ADR	1,700	122,406.12	123,046.00
STATE STREET CORP COMMON	2,875	123,332.15	133,228.00
TARGET CORP	2,600	126,663.23	156,338.00
TENCENT HOLDINGS LTD	3,400	78,543.50	73,872.00
3M CO	1,600	133,202.21	138,080.00
VARIAN MEDICAL SYSTEMS INC	1,750	68,405.12	121,240.00
INVESCO LTD	5,300	118,791.00	127,518.00
LAZARD EMERGING INCOME LTD	13,297	1,976,636.30	1,999,995.00
LAZARD EMERGING INCOME LTD SERIES II	4,500	450,000.00	447,692.00
THE WEATHERLOW OFFSHORE FD 1 LTD	15,000	15,000,000.00	15,682,946.00
PIMCO TOTAL RETURN II-INSTL	1,286,015	13,089,153.51	13,323,120.00
ARTISAN EMERGING MARKETS FUND CL ADV	71,621	1,007,017.79	1,164,559.00

OTHER INVESTMENTS STATEMENT

ATHERTON FAMILY FOUNDATION
TIN: 51-0175971
FORM 990PF, PART II, LINE 13
YEAR ENDED 12/31/10

DESCRIPTION	Units	Book Value	Market Value
BRIDGEWAY BLUE CHIP 35 INDEX	295,038	2,124,878.57	2,168,528.00
HARBOR INTL FD	191,681	11,938,166.19	11,606,263.00
LONGLEAF PARTNERS SBI	109,759	3,090,024.32	3,101,800.00
MASTERS SELECT INTERNATIONAL FUND	349,501	5,291,661.94	5,259,984.00
VANGUARD INSTITUTIONAL INDEX FD	64,359	7,352,593.85	7,401,892.00
Total Portfolio		65,315,827.45	67,165,245.00

- 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 your return. See instructions.	Name of exempt organization	Employer identification number
	ATHERTON FAMILY FOUNDATION C/O BANK OF HAWAII	51-0175971
	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	

Enter the Return code for the return that this application is for (file a separate application for each return) **04**

Application Is For	Return Code	Application Is For	Return Code
Form 990	01		
Form 990-BL	02	Form 1041-A	08
Form 990-EZ	03	Form 4720	09
Form 990-PF	04	Form 5227	10
Form 990-T (sec. 401(a) or 408(a) trust)	05	Form 6069	11
Form 990-T (trust other than above)	06	Form 8870	12

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, 2011.**

5 For calendar year **2010**, or other tax year beginning , and ending .

6 If the tax year entered in line 5 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 DATA REQUIRED TO PREPARE 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	\$	20,719.
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	\$	32,839.
c Balance due. Subtract line 8b from line 8a. Include your payment with this form, 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 Smith** Title **VICE PRES. BANK OF HAWAII** Date **AUG 04 2011**