Form **990-PF**

Department of the Treasury
Internal Revenue Service

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.

OMB No 1545-0052

2010

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

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

Name of foundation
SAMUEL N. & MARY CASTLE FOUNDATION
C/O BANK OF HAWAII

A Employer identification number
99-6003321

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

B Telephone number
808-694-4540

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

C If exemption application is pending, check here ☐
D 1. Foreign organizations, check here ☐
2. Foreign organizations meeting the 85% test, check here and attach computation ☐

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

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

I Fair market value of all assets at end of year (from Part II, col. (c), line 16) ▶$ 42,904,033.

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

	Line		(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			N/A	
	2	Check ▶ ☒ if the foundation is not required to attach Sch B				
	3	Interest on savings and temporary cash investments	430.	430.		STATEMENT 1
	4	Dividends and interest from securities	1,002,863.	1,000,170.		STATEMENT 2
	5a	Gross rents	15,402.	15,402.		STATEMENT 3
	b	Net rental income or (loss) 9,544.				STATEMENT 4
	6a	Net gain or (loss) from sale of assets not on line 10	4,359,492.			
	b	Gross sales price for all assets on line 6a 31,534,074.				
	7	Capital gain net income (from Part IV, line 2)		4,359,492.		
	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				
	12	**Total.** Add lines 1 through 11	5,378,187.	5,375,494.		
Operating and Administrative Expenses	13	Compensation of officers, directors, trustees, etc	91,228.	0.		91,228.
	14	Other employee salaries and wages				
	15	Pension plans, employee benefits	30,666.	0.		30,666.
	16a	Legal fees				
	b	Accounting fees STMT 5	12,639.	5,300.		7,339.
	c	Other professional fees STMT 6	203,951.	152,963.		50,988.
	17	Interest				
	18	Taxes STMT 7	122,713.	713.		0.
	19	Depreciation and depletion				
	20	Occupancy	25,899.	0.		25,899.
	21	Travel, conferences, and meetings	14,595.	0.		14,595.
	22	Printing and publications	102.	0.		102.
	23	Other expenses STMT 8	78,510.	53,558.		24,952.
	24	**Total operating and administrative expenses.** Add lines 13 through 23	580,303.	212,534.		245,769.
	25	Contributions, gifts, grants paid	1,568,490.			1,568,490.
	26	**Total expenses and disbursements.** Add lines 24 and 25	2,148,793.	212,534.		1,814,259.
	27	Subtract line 26 from line 12:				
	a	Excess of revenue over expenses and disbursements	3,229,394.			
	b	**Net investment income** (if negative, enter -0-)		5,162,960.		
	c	**Adjusted net income** (if negative, enter -0-)			N/A	

RECEIVED
NOV 14 2011
OGDEN, UT
IRS-OSC
53

SCANNED NOV 17 2011

023501 12-07-10 LHA **For Paperwork Reduction Act Notice, see the instructions.**

Form **990-PF** (2010)

914

18331025 791519 135014306 2010.04000 SAMUEL N. & MARY CASTLE FOU 13501431

7

Part II Balance Sheets (Attached schedules and amounts in the description column should be for end-of-year amounts only)	Beginning of year (a) Book Value	End of year (b) Book Value	(c) Fair Market Value
Assets			
1 Cash - non-interest-bearing			
2 Savings and temporary cash investments	844,961.	1,138,844.	1,138,844.
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 ▶ 82,266.			
Less accumulated depreciation ▶	86,837.	82,266.	700,200.
12 Investments - mortgage loans			
13 Investments - other STMT 9	34,136,375.	37,076,457.	41,064,989.
14 Land, buildings, and equipment: basis ▶			
Less accumulated depreciation ▶			
15 Other assets (describe ▶)			
16 **Total assets** (to be completed by all filers)	35,068,173.	38,297,567.	42,904,033.
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			
26 Permanently restricted			
Foundations that do not follow SFAS 117, check here ▶ [X] and complete lines 27 through 31.			
27 Capital stock, trust principal, or current funds	35,068,173.	38,297,567.	
28 Paid-in or capital surplus, or land, bldg., and equipment fund	0.	0.	
29 Retained earnings, accumulated income, endowment, or other funds	0.	0.	
30 **Total net assets or fund balances**	35,068,173.	38,297,567.	
31 **Total liabilities and net assets/fund balances**	35,068,173.	38,297,567.	

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	35,068,173.
2 Enter amount from Part I, line 27a	2	3,229,394.
3 Other increases not included in line 2 (itemize) ▶	3	0.
4 Add lines 1, 2, and 3	4	38,297,567.
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	38,297,567.

Form **990-PF** (2010)

023511
12-07-10

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	31,534,074.		27,174,582.	4,359,492.

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

	(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
a				
b				
c				
d				
e				4,359,492.

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 4,359,492.

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	1,945,657.	35,614,534.	.054631
2008	2,289,741.	43,965,891.	.052080
2007	2,411,597.	50,593,618.	.047666
2006	2,351,202.	48,095,307.	.048886
2005	2,227,125.	46,380,126.	.048019

2	**Total** of line 1, column (d)	2	.251282
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	.050256
4	Enter the net value of noncharitable-use assets for 2010 from Part X, line 5	4	39,852,556.
5	Multiply line 4 by line 3	5	2,002,830.
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	51,630.
7	Add lines 5 and 6	7	2,054,460.
8	Enter qualifying distributions from Part XII, line 4	8	1,814,259.

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	103,259.
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	103,259.
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	103,259.
6 Credits/Payments:			
a 2010 estimated tax payments and 2009 overpayment credited to 2010	6a 131,038.		
b Exempt foreign organizations - tax withheld at source	6b		
c Tax paid with application for extension of time to file (Form 8868)	6c 5,000.		
d Backup withholding erroneously withheld	6d		
7 Total credits and payments. Add lines 6a through 6d		7	136,038.
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	32,779.
11 Enter the amount of line 10 to be: **Credited to 2011 estimated tax** ▶	32,779. **Refunded** ▶	11	0.

Part VII-A Statements Regarding Activities

		Yes	No
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	1a		X
b Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see instructions for definition)?	1b		X
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.			
c Did the foundation file **Form 1120-POL** for this year?	1c		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.*	2		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*	3		X
4a Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a		X
b If "Yes," has it filed a tax return on **Form 990-T** for this year? N/A	4b		
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? *If "Yes," attach the statement required by General Instruction T.*	5		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?	6	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.*	7	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*	8b	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*	9		X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses	10		X

Part VII-A Statements Regarding Activities *(continued)*

			Yes	No
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?	13	X	

Website address ▶ HTTP://FOUNDATIONCENTER.ORG/GRANTMAKER/CASTLE/

14 The books are in care of ▶ BANK OF HAWAII Telephone no. ▶ 808-694-4540

Located at ▶ 130 MERCHANT STREET, HONOLULU, HI ZIP+4 ▶ 96813

15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of **Form 1041** - Check here ▶ ☐
and enter the amount of tax-exempt interest received or accrued during the year ▶ 15 N/A

			Yes	No
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?	16		X
	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 ▶			

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

			Yes	No
	File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.			
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)?	1b		X
	Organizations relying on a current notice regarding disaster assistance check here ▶ ☐			
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? ☐ Yes ☒ No			
	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	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. ▶ ____, ____, ____, ____			
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? ☐ Yes ☒ No			
b	If "Yes," did it have excess business holdings in 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	3b		
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

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

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

(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? ☐ Yes ☒ No

(2) Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive? ☐ Yes ☒ No

(3) Provide a grant to an individual for travel, study, or other similar purposes? ☐ Yes ☒ No

(4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? ☐ Yes ☒ No

(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? ☐ Yes ☒ No

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

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? | 6b | | X

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 | 7b |

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

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

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
ALFRED L. CASTLE C/O P.O. BOX 3170 HONOLULU, HI 96802	TREASURER/EXEC DIRECTOR 40.00	91,228.	30,667.	0.
RANDOLPH MOORE C/O P.O. BOX 3170 HONOLULU, HI 96802	PRESIDENT/TRUSTEE 0.00	0.	0.	0.
JAMES C. MCINTOSH C/O P.O. BOX 3170 HONOLULU, HI 96802	VICE PRES/TRUSTEE 0.00	0.	0.	0.
CYNTHIA QUISENBERRY C/O P.O. BOX 3170 HONOLULU, HI 96802	SECRETARY/TRUSTEE 0.00	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	
2	
3	
4	

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	
2	
All other program-related investments. See instructions. 3	
Total. Add lines 1 through 3 ▶	0.

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:		
a	Average monthly fair market value of securities	1a	37,992,578.
b	Average of monthly cash balances	1b	1,755,085.
c	Fair market value of all other assets	1c	711,785.
d	**Total** (add lines 1a, b, and c)	1d	40,459,448.
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	40,459,448.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	606,892.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3. Enter here and on Part V, line 4	5	39,852,556.
6	**Minimum investment return.** Enter 5% of line 5	6	1,992,628.

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	1,992,628.
2a	Tax on investment income for 2010 from Part VI, line 5	2a	103,259.		
b	Income tax for 2010. (This does not include the tax from Part VI.)	2b			
c	Add lines 2a and 2b			2c	103,259.
3	Distributable amount before adjustments. Subtract line 2c from line 1			3	1,889,369.
4	Recoveries of amounts treated as qualifying distributions			4	0.
5	Add lines 3 and 4			5	1,889,369.
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	1,889,369.

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	1,814,259.
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	1,814,259.
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	0.
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	1,814,259.

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

Part XIII **Undistributed Income** (see instructions)

	(a) Corpus	(b) Years prior to 2009	(c) 2009	(d) 2010
1 Distributable amount for 2010 from Part XI, line 7				1,889,369.
2 Undistributed income, if any, as of the end of 2010				
a Enter amount for 2009 only			1,404,370.	
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: ▶ $ 1,814,259.				
a Applied to 2009, but not more than line 2a			1,404,370.	
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				409,889.
e Remaining amount distributed out of corpus	0.			
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	0.			
b Prior years' undistributed income. Subtract line 4b from line 2b		0.		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		0.		
d Subtract line 6c from line 6b. Taxable amount - see instructions		0.		
e Undistributed income for 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				1,479,480.
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	0.			
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 ___				

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			
	(a) 2010	(b) 2009	(c) 2008	(d) 2007	(e) Total
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 ATTACHED.

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

SEE GRANTS INFORMATION STATEMENT ATTACHED.

c Any submission deadlines:

SEE GRANTS INFORMATION STATEMENT 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 ATTACHED.

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 Paid during the year				
SEE 2010 GRANTS LIST ATTACHED				1,568,490.
Total			▶ 3a	1,568,490.
b Approved for future payment				
NONE				
Total			▶ 3b	0.

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.	Unrelated business income (a) Business code	(b) Amount	Excluded by section 512, 513, or 514 (c) Exclusion code	(d) Amount	(e) Related or exempt function income
1 Program service revenue:					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments			14	430.	
4 Dividends and interest from securities			14	1,002,863.	
5 Net rental income or (loss) from real estate:					
a Debt-financed property			16	9,544.	
b Not debt-financed property					
6 Net rental income or (loss) from personal property					
7 Other investment income					
8 Gain or (loss) from sales of assets other than inventory			14	4,359,492.	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue:					
a					
b					
c					
d					
e					
12 Subtotal. Add columns (b), (d), and (e)		0.		5,372,329.	0.

13 Total. Add line 12, columns (b), (d), and (e) 13 5,372,329.

(See worksheet in line 13 instructions to verify calculations.)

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

Line No. ▼	Explain below how each activity for which income is reported in column (e) of Part XVI-A contributed importantly to the accomplishment of the foundation's exempt purposes (other than by providing funds for such purposes).

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

			Yes	No
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?			
a	Transfers from the reporting foundation to a noncharitable exempt organization of:			
	(1) Cash	1a(1)		X
	(2) Other assets	1a(2)		X
b	Other transactions:			
	(1) Sales of assets to a noncharitable exempt organization	1b(1)		X
	(2) Purchases of assets from a noncharitable exempt organization	1b(2)		X
	(3) Rental of facilities, equipment, or other assets	1b(3)		X
	(4) Reimbursement arrangements	1b(4)		X
	(5) Loans or loan guarantees	1b(5)		X
	(6) Performance of services or membership or fundraising solicitations	1b(6)		X
c	Sharing of facilities, equipment, mailing lists, other assets, or paid employees	1c		X

d If the answer to any of the above is "Yes," complete the following schedule. Column (b) should always show the fair market value of the goods, other assets, or services given by the reporting foundation. If the foundation received less than fair market value in any transaction or sharing arrangement, show in column (d) the value of the goods, other assets, or services received.

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

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

b If "Yes," complete the following schedule.

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

Sign Here

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

Alfred L Castle — Oct 11, 2011 — TREASURER

Signature of officer or trustee — Date — Title

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check ☐ if self-employed	PTIN
WENDY OTA	Wendy Ota	NOV 08 2011		P00639415
Firm's name ▶ BANK OF HAWAII			Firm's EIN ▶	
Firm's address ▶ BOX 3170 HONOLULU, HI 96802-3170			Phone no.	

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

SOURCE	AMOUNT
PACIFIC CAPITAL CASH ASSETS TRUST	430.
TOTAL TO FORM 990-PF, PART I, LINE 3, COLUMN A	430.

FORM 990-PF   DIVIDENDS AND INTEREST FROM SECURITIES   STATEMENT 2

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
BANK OF HAWAII ACCT. M28563	1,114,425.	111,562.	1,002,863.
TOTAL TO FM 990-PF, PART I, LN 4	1,114,425.	111,562.	1,002,863.

FORM 990-PF   RENTAL INCOME   STATEMENT 3

KIND AND LOCATION OF PROPERTY	ACTIVITY NUMBER	GROSS RENTAL INCOME
775 KINALAU PLACE, HONOLULU, HI	1	15,402.
TOTAL TO FORM 990-PF, PART I, LINE 5A		15,402.

FORM 990-PF   RENTAL EXPENSES   STATEMENT 4

DESCRIPTION	ACTIVITY NUMBER	AMOUNT	TOTAL
INSURANCE		141.	
GENERAL EXCISE TAX		691.	
OTHER REAL ESTATE EXPENSES		1,282.	
GE FEES		180.	
REAL ESTATE MGMT FEES		3,564.	
- SUBTOTAL -	1		5,858.
TOTAL RENTAL EXPENSES			5,858.
NET RENTAL INCOME TO FORM 990-PF, PART I, LINE 5B			9,544.

FORM 990-PF ACCOUNTING FEES STATEMENT 5

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
AUDIT FEES	7,539.	3,770.		3,769.
TAX PREPARATION FEES	5,100.	1,530.		3,570.
TO FORM 990-PF, PG 1, LN 16B	12,639.	5,300.		7,339.

FORM 990-PF OTHER PROFESSIONAL FEES STATEMENT 6

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
FUND MANAGEMENT	203,951.	152,963.		50,988.
TO FORM 990-PF, PG 1, LN 16C	203,951.	152,963.		50,988.

FORM 990-PF TAXES STATEMENT 7

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
2010 ESTIMATED TAX PAYMENTS	122,000.	0.		0.
FOREIGN TAXES WITHHELD	22.	22.		0.
GENERAL EXCISE TAX	691.	691.		0.
TO FORM 990-PF, PG 1, LN 18	122,713.	713.		0.

'ORM 990-PF OTHER EXPENSES STATEMENT 8

)ESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
IEMBERSHIP DUES	500.	0.		500.
)PERATING EXPENSES	7,146.	0.		7,146.
ANNUAL REPORT	5.	0.		5.
ACADEMIA - OUTSIDE SERVICES	15,000.	0.		15,000.
[NSURANCE - LIABILITY	2,301.	0.		2,301.
[NVESTMENT ADVISORY FEES	48,391.	48,391.		0.
[NSURANCE	141.	141.		0.
)THER REAL ESTATE EXPENSES	1,282.	1,282.		0.
3E FEES	180.	180.		0.
REAL ESTATE MGMT FEES	3,564.	3,564.		0.
TO FORM 990-PF, PG 1, LN 23	78,510.	53,558.		24,952.

FORM 990-PF OTHER INVESTMENTS STATEMENT 9

DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
SEE INV-1 ATTACHED	COST	37,076,457.	41,064,989.
TOTAL TO FORM 990-PF, PART II, LINE 13		37,076,457.	41,064,989.

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	SHORT TERM CAPITAL GAINS	P	VARIOUS	VARIOUS
b	LONG TERM CAPITAL GAINS	P	VARIOUS	VARIOUS
c	SALE OF REAL PROPERTY	P	VARIOUS	VARIOUS
d	LITIGATION PROCEEDS	P	VARIOUS	VARIOUS
e	LOSS ON FRACTIONAL SHARES	P	VARIOUS	VARIOUS
f	CAPITAL GAINS DIVIDENDS			
g				
h				
i				
j				
k				
l				
m				
n				
o				

	(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a	20,095,777.		18,167,714.	1,928,063.
b	11,235,235.		8,999,779.	2,235,456.
c	76,000.		7,070.	68,930.
d	15,500.			15,500.
e			19.	-19.
f	111,562.			111,562.
g				
h				
i				
j				
k				
l				
m				
n				
o				

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

	(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
a				1,928,063.
b				2,235,456.
c				68,930.
d				15,500.
e				-19.
f				111,562.
g				
h				
i				
j				
k				
l				
m				
n				
o				

2	Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7; If (loss), enter "-0-" in Part I, line 7 }	2	4,359,492.
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

023591
05-01-10

Samuel N. & Mary Castle Foundation
TIN: 99-6003321
2010 Grantees Names and Addresses

Organization	Description	Amount Awarded
Susan Doyle President & CPO Aloha United Way 200 N. Vineyard Blvd., Suite 700 Honolulu, HI 96817-3938	Farrington Complex Early Childhood Screening Project ($10,000 a year for 3 years) 1st payment	10,000
Susan Doyle President & CPO Aloha United Way 200 N. Vineyard Blvd., Suite 700 Honolulu, HI 96817-3938	Farrington Complex Early Childhood Screening Project ($10,000 a year for 3 years) 2nd payment for 2011	10,000
Br. Bernard Ploeger President Chaminade University of Honolulu 3140 Waialae Avenue Honolulu, HI 96816-1578	Early Education Student Scholarships ($35,000) and $35,000 as partial support for Early Childhood Development Professor (1st year payment of a $105,000 pledge)	70,000
Br. Bernard Ploeger President Chaminade University of Honolulu 3140 Waialae Avenue Honolulu, HI 96816-1578	Castle Collegues Pre-School Director's Training Program for 2010-2011	80,000
Helena Ogle Preschool Director First United Methodist Church Preschool 1020 S. Beretania Street Honolulu, HI 96814	Purchase of Furniture for Classrooms	12,000
Stephanie McGencey Executive Director Grantmakers for Children, Youth & Families 8757 Georgia Avenue, Suite 540 Silver Spring, MD 20910	Operating Support	3,000
Stephanie McGencey Executive Director Grantmakers for Children, Youth & Families 8757 Georgia Avenue, Suite 540 Silver Spring, MD 20910	Operating Support and GCYF National Conference	2,000

Samuel N. & Mary Castle Foundation
TIN: 99-6003321
2010 Grantees Names and Addresses

Louise King Lanzilotti Managing Director Honolulu Theatre for Youth 1149 Bethel Street, Suite 700 Honolulu, HI 96813	Support for 2010 Season Theatrical Productions	10,000
Pualani Colburn School Director Ka Hale O Na Keiki Preschool 45-3668 Honoka'a-Waipio Road Honoka'a, HI 96727	Renovation of Classrooms	10,000
Pualani Colburn School Director Ka Hale O Na Keiki Preschool 45-3668 Honoka'a-Waipio Road Honoka'a, HI 96727	Renovation of Classrooms	4,000
Christina Cox President KCAA Pre-Schools of Hawaii 2707 South King Street Honolulu, HI 96826	Capital Improvements	25,000
Deanna Arecchi Principal Saint Michael's School 67-340 Haona Street Waialua, HI 96791	Capital Improvements	5,000
Lisa Foster Principal Star of the Sea Early Learning Center 4470 Aliikoa Street, Suite 100 Honolulu, HI 96821	Classroom and Playground Renovation project	25,000
Mark Jeffers Executive Director The Storybook Theater of Hawaii 3814 Hanapepe Road PO Box 820 Hanapepe, Kauai 96716	Children Programs in Kauai	7,500

Samuel N. & Mary Castle Foundation
TIN: 99-6003321
2010 Grantees Names and Addresses

Timothy E. Johns President & CEO Bishop Museum 1525 Bernice Street Honolulu, HI 96817-2704	Pre-School Teacher Training to Use Museum Materials	11,900
Gregory Dunn Executive Director Hawaii Nature Center 2131 Makiki Heights Drive Honolulu, HI 96822	Professional Development for Pre-School Teachers	15,000
Col. John Bates Executive Director Honolulu Armed Services YMCA of the USA 1057 North Road Honolulu, HI 96818-5005	Support of Programs for Military Families with Young Children	25,000
Penni Taketa Co-Director `Ae Kamali`i Preschool 2943 Kress Street, Suite B Lihue, HI 96766-1324	Playground Improvements	12,000
Monica Adams Grants, Development Director Bay Clinic, Inc. 224 Haili Street, Bld. B Hilo, HI 96720	Pediatric Care Management Program	14,000
Raymond Sanborn President Kama`aina Care, Inc. 156C Hamakua Drive Kailua, HI 96734	Pre-School Teacher Training	10,000
Adrian Allan Headmaster Le Jardin Academy 917 Kalanianaole Hwy Kailua, HI 96734	Junior School Playground Structure	25,000

Samuel N. & Mary Castle Foundation
TIN: 99-6003321
2010 Grantees Names and Addresses

Sandra Theunick Head of School St. Andrew's Priory School 224 Queen Emma Square Honolulu, HI 96813	Pre-School Playground Equipment	10,000
Duane Yee Executive Director Variety School of Hawaii 710 Palekaua Street Honolulu, HI 96816	Early Childhood Program	15,000
Douglas Mersberg Executive Director Waianae Coast Early Childhood Services 84-1061 Noholio Road Waianae, HI 96792	Capital Improvements to Pre-School and Infant-Toddler Sites	15,000
Helen Souza Pre-School Director St. Joseph's Early Learning Center 1294 Makawao Avenue Makawao, HI 96768	Playground & School Facility Renovations	20,000
Martha Vockrodt-Moran Executive Director Friends of the D.T. Fleming Arboretum at Pu'u Mahoe, Inc. 2625 A Olinda Road Makawao, HI 96768	Workshop & Parking Expansion Project	15,000
Patricia Ane Executive Director Hawaii Mothers' Milk 1319 Punahou Street Honolulu, HI 96826	Facility Renovations	15,000
Reverend James Reid Senior Pastor Friendship Bible Church (Friendship Christian Schools) 91-1130 Renton Road Ewa Beach, HI 96706	Capital Improvements and Renovation of Pre-School	30,000

Samuel N. & Mary Castle Foundation
TIN: 99-6003321
2010 Grantees Names and Addresses

Mark Sugimoto Superintendent Hanalani Schools 94-294 Anania Drive Mililani, HI 96789	Completion of Early Education Center Capital Project	50,000
Anne Findlay-Chamberlain Senior Pastor Manoa Valley Church Pre-School 2728 Huapala Street Honolulu, HI 96822	Pre-School Renovation	35,000
Rodrigo Almosara Executive Director Springs of Living Water 94-133 Pahu Street Waipahu, HI 96797	Capital Improvement and Equipment	10,000
Rev. Prof. Gregory Johnson Priest-in-Charge St. Timothy's Children's Center, Inc. 98-939 Moanalua Road Aiea, HI 96701	Pre-School Construction to Needed to Re-open School in 2011	50,000
Br. Bernard Ploeger President Chaminade University of Honolulu 3140 Waialae Avenue Honolulu, HI 96816-1578	Early Education Student Scholarships	35,000
Liz Chun Executive Director Good Beginnings Alliance 33 S. King Street, Suite 200 Honolulu, HI 96813	Operating Support	60,000
Liz Chun Executive Director Good Beginnings Alliance 33 S. King Street, Suite 200 Honolulu, HI 96813	Hawaii Island Early Childhood Conference	8,000
Liz Chun Executive Director Good Beginnings Alliance 33 S. King Street, Suite 200 Honolulu, HI 96813	3-year Campaign to Build Public Awareness of Children's Issues	50,000

Samuel N. & Mary Castle Foundation
TIN: 99-6003321
2010 Grantees Names and Addresses

Robert Buss Executive Director Hawaii Council for the Humanities 3599 Waialae Ave., Room 23 Honolulu, HI 96816	Public Humanities Programs For Public And Private Schools in the 2010-2011Academic Year	15,000
Karen Jayne Executive Director Imua Family Services 95 Mahalani Steet, Suite 19A Wailuku, HI 96793	Pre-School Teacher Training	5,000
Phyllis Kunimura Director Kauai Independent Daycare Services, Inc. 1346 Inia Street Kapaa, HI 96746	Time for Me Program for At-Risk Children on Kauai	10,000
Christina Cox President KCAA Pre-Schools of Hawaii 2707 South King Street Honolulu, HI 96826	Data Collection & Individual Child Assessment at the P-3 Farrington Complex	25,000
Donna Vuchinich Chief Executive Officer University of Hawaii Foundation 2444 Dole Street, Bachman Hall 105 Honolulu, HI 96822	Early Education Scholarships for Current or Prospective Pre-School Teachers	50,000
Donna Vuchinich Chief Executive Officer University of Hawaii Foundation 2444 Dole Street, Bachman Hall 105 Honolulu, HI 96822	Support of a 3-year DOE Windward PK-3 Complex	75,000
Jeanine Atebara Executive Director YWCA of Hawai'i Island 145 Ululani Street Hilo, HI 96720	Continuing Education for Pre-School Teachers	5,000

Samuel N. & Mary Castle Foundation
TIN: 99-6003321
2010 Grantees Names and Addresses

Steven Albert Executive Director Rainbow School 56-463 Kamehameha Hwy. Kahuku, HI 96731-2201	Renovation of Pre-School Classrooms in Mililani	15,000
Michael Robinson President Kapiolani Health Foundation 55 Merchant Street, Suite 2600 Honolulu, HI 96813	Capital Campaign to Renovate Hospital/ Neo-Natal Care Facilities	50,000
Daniel Moore Principal Kauai Christian Academy P.O. Box 1121 4000 Kilauea Road Kilauea, HI 96754	Capital Campaign for School Gymnasium	60,000
Joseph J. Schmidt Headmaster Seabury Hall 480 Olinda Rd. Makawao, Hawaii 96768	Construction of Creative Arts Center	100,000
Stella Wong Vice President of Programs Catholic Charities 1822 Ke'eaumoku Street Honolulu, HI 96822	Mary Tenney Castle Emergency Fund for Families with Young Children	50,000
Thomas Woods Executive Director Mission Houses Museum 553 S. King Street Honolulu, HI 96813-3002	3-year Educational Outreach Program	100,000
Christina Cox President KCAA Pre-Schools of Hawaii 2707 South King Street Honolulu, HI 96826	Pre-School Tuition Assistance	20,000

Samuel N. & Mary Castle Foundation
TIN: 99-6003321
2010 Grantees Names and Addresses

Chuck Larson Executive Director Seagull Schools 1300 Kailua Road Kailua, HI 96734	Pre-School Tuition Assistance	10,000
Raymond Sanborn President Kama`aina Care, Inc. 156C Hamakua Drive Kailua, HI 96734	Pre-School Tuition Assistance	10,000
Douglas Mersberg Executive Director Waianae Coast Early Childhood Services 84-1061 Noholio Road Waianae, HI 96792	Pre-School Tuition Assistance	20,000
Helena Ogle Director First United Methodist Church Pre-School 1020 S. Beretania Street Honolulu, HI 96814	Pre-School Tuition Assistance	16,000
Jeanine Atebara CEO YWCA Hawaii Island 145 Ululani Street Hilo, HI 96720	Pre-School Tuition Assistance	20,000
Angeline Geldhof Executive Director Hawaii Montessori School 64-1058 Mamalahoa Highway Kamuela, HI 96743	Pre-School Tuition Assistance	8,000
Marci Whitman Director Aloha School Early Learning Center 5-5344 Kuhio Hwy P.O. Box 1408 Hanalei, HI 9671	Pre-School Tuition Assistance	20,000

Samuel N. & Mary Castle Foundation
TIN: 99-6003321
2010 Grantees Names and Addresses

Penni Taketa Co-Director AE Kamali'i Pre-School 2943 Kress Street, Suite B Lihue, HI 96766-1324	Pre-School Tuition Assistance	19,000
Dawna Krueger Director Iao Pre-School 2371 W. Vineyard Street Wailuku, HI 96793-1626	Pre-School Tuition Assistance	10,000
Melanie Nishita Pre-School Director Kahului Baptist Preschool 309 South Puunene Avenue Kahului, HI 96732-2910	Pre-School Tuition Assistance	20,000
Gail Shin Program Administrator E Malama I Na Keiki O Lanai Preschool 751 Fraser Avenue P.O. Box 630327 Lanai City, HI 96763	Pre-School Tuition Assistance	27,000
Council on Foundations	General Operations Support	4,090
	TOTAL:	**1,568,490**

SAMUEL & MARY CASTLE FOUNDATION
TIN: 99-6003321
FORM 990, PAGE 2, PART II, BALANCE SHEET, LINE 13 - "INVESTMENTS - OTHER"
YEAR ENDED DECEMBER 31, 2010

DESCRIPTION	Units	Book Value	Market Value
AT&T INC	2,795.000	76,093.02	82,117.00
ABBOTT LABORATORIES	540.000	27,045.58	25,871.00
ABERDEEN ASIA-PACIFIC EX-JAPAN EQUITY FUND INSTITUTIONAL CLASS	86,889.155	882,707.07	1,074,819.00
AGILENT TECHNOLOGIES INC	710.000	20,015.33	29,415.00
AIR PRODUCTS & CHEMICAL INC	140.000	10,718.40	12,733.00
ALABAMA POWER CO BONDS SER 1 5.65% 03/15/2035-2015	175,000.000	170,969.75	174,960.00
ALEXION PHARMACEUTICALS INC	450.000	25,844.18	36,248.00
ALLSTATE CORP	860.000	24,728.01	27,417.00
ALTERA CORPORATION	1,490.000	50,708.83	53,014.00
ALTRIA GROUP INC	1,520.000	33,920.93	37,422.00
AMAZON.COM INC	214.000	14,989.48	38,520.00
AMERICAN ELECTRIC POWER CO	710.000	25,387.40	25,546.00
AMERICAN EXPRESS CO	2,830.000	123,723.30	121,464.00
AMERISOURCEBERGEN CORP	1,304.000	31,661.55	44,492.00
AMERIPRISE FINANCIAL INC	500.000	21,464.00	28,775.00
AMGEN INC	362.000	18,576.53	19,874.00
APACHE CORP	1,040.000	95,617.62	123,999.00
APACHE FINANCE CANADA COMPANY GUARNT 7.75% 12/15/2029	65,000.000	77,780.65	83,520.00
APPLE INC	643.000	150,828.29	207,406.00
AUTOZONE INC	180.000	37,073.88	49,066.00
AVALONBAY COMMUNITIES	190.000	19,396.89	21,385.00
BP CAPITAL MARKETS PLC SR UNSECURED 5.25% 11/07/2013	80,000.000	79,948.00	86,641.00
BAIDU INC ADR	190.000	16,489.09	18,341.00
BANK OF AMERICA CORP	5,895.000	70,534.30	78,639.00
BANK OF AMERICA NA SUB NOTES 5.3% 03/15/2017	40,000.000	39,826.20	40,537.00
BANK OF NEW YORK MELLON CORP	1,410.000	36,369.69	42,582.00
BAXTER INTL INC	1,100.000	51,362.76	55,682.00
BERKSHIRE HATHAWAY FIN COMPANY GUARNT 4.6% 05/15/2013	45,000.000	48,496.05	48,404.00
BEST BUY CO INC	1,080.000	37,898.17	37,033.00
BHP BILLITON LTD SP ADR	290.000	21,723.61	26,947.00
BOEING CO	170.000	11,792.41	11,094.00
BORGWARNER INC	570.000	26,247.59	41,245.00
BOSTON PROPERTIES INC	110.000	9,400.60	9,471.00
BURLINGTON NORTH SANTA FE PASS THRU CERTS SER 02-2 5.14% 01/15/2021 OFV 75000	61,766.160	63,773.55	55,345.00
CVS/CAREMARK CORP	430.000	13,164.49	14,951.00
CARNIVAL CORP	320.000	11,470.02	14,755.00
CATERPILLAR INC	170.000	10,682.01	15,922.00

SAMUEL & MARY CASTLE FOUNDATION
TIN: 99-6003321
FORM 990, PAGE 2, PART II, BALANCE SHEET, LINE 13 - "INVESTMENTS - OTHER"
YEAR ENDED DECEMBER 31, 2010

DESCRIPTION	Units	Book Value	Market Value
CATERPILLAR FINANCIAL SERVICES NOTES 6.2% 09/30/2013	125,000.000	124,866.25	140,335.00
CELGENE CORP	280.000	15,799.39	16,559.00
CHEVRON CORP	895.000	64,270.18	81,669.00
CISCO SYSTEMS	1,900.000	36,454.35	38,437.00
CISCO SYSTEMS NOTES 5.5% 02/22/2016	105,000.000	104,520.15	119,817.00
COCA COLA CO	540.000	33,577.58	35,516.00
COGNIZANT TECH SOLUTIONS CORP	1,190.000	73,029.47	87,215.00
COLUMBIA ACORN INTERNATIONAL FUND CL Z	19,309.777	697,855.34	790,156.00
COMCAST CORP COMPANY GUARNT 6.5% 01/15/2017	100,000.000	110,980.00	115,277.00
CONOCOPHILLIPS	1,610.000	86,785.99	109,641.00
COVANCE INC	430.000	17,528.52	22,106.00
CUMMINS ENGINE INC	280.000	21,250.84	30,803.00
DANAHER CORP	650.000	25,568.99	30,661.00
DEERE & CO	380.000	25,662.81	31,559.00
DELL INC	1,560.000	20,442.86	21,138.00
DISNEY WALT CO	930.000	31,309.43	34,884.00
DOMINION RESOURCES INC SR NOTES SER F PUTABLE 8/15 5.25% 08/01/2033	125,000.000	119,993.75	137,598.00
DOVER CORP	820.000	39,772.12	47,929.00
DUKE CAPITAL CORP SENIOR NOTES 8% 10/01/2019	115,000.000	134,515.50	140,100.00
EMC CORP	3,840.000	79,951.49	87,936.00
EBAY INC	950.000	20,064.00	26,439.00
ECOLAB INC	1,630.000	80,495.92	82,185.00
EMERSON ELECTRIC CO	660.000	33,281.62	37,732.00
ERICSSON (LM) TEL CO SP ADR	1,040.000	11,507.81	11,991.00
EXPRESS SCRIPTS	2,160.000	97,505.21	116,748.00
EXXON MOBIL CORP	597.000	28,173.31	43,653.00
FASTENAL CO	560.000	28,578.20	33,550.00
FEDERAL HOME LOAN MORTGAGE CORP POOL # C76358 5% 02/01/2033 OFV 745000	205,965.480	212,047.89	217,044.00
FEDERAL HOME LOAN MORTAGE CORP POOL # A47971 5% 08/01/2035 OFV 381000	233,430.420	241,892.27	246,180.00
FEDERAL HOME LOAN MORTGAGE CORP POOL # G01857 5% 10/01/2033 OFV 390000	165,317.780	170,328.97	174,210.00
FEDERAL HOME LOAN MORTGAGE CORP POOL # G01938 5.5% 09/01/2035 OFV 140000	59,417.390	63,483.77	63,691.00
FEDERAL HOME LOAN MTGE CORP POOL # G05204 6% 01/01/2036 OFV 338000	196,913.890	208,359.52	216,406.00
FEDERAL HOME LOAN MTGE CORP POOL # J11065 4.5% 10/01/2024 OFV 264000	232,177.520	241,101.85	244,947.00
FEDERAL HOME LOAN MTGE CORP POOL # A37876 5% 09/01/2035 OFV 200000	104,268.000	108,911.18	109,877.00

SAMUEL & MARY CASTLE FOUNDATION
TIN: 99-6003321
FORM 990, PAGE 2, PART II, BALANCE SHEET, LINE 13 - "INVESTMENTS - OTHER"
YEAR ENDED DECEMBER 31, 2010

DESCRIPTION	Units	Book Value	Market Value
FEDERAL NATIONAL MTGE ASSN NOTES 5.18% 03/27/2023-2013	100,000.000	101,810.00	106,957.00
FEDERAL NATIONAL MTGE ASSOC NOTES 4% 04/22/2019-2010	100,000.000	100,000.00	105,962.00
FEDERAL NATIONAL MORTGAGE ASSN POOL # 256022 5.5% 12/01/2035 OFV 358000	164,810.070	172,638.56	177,237.00
FEDERAL NATIONAL MTGE ASSN NOTES 5.5% 05/10/2027-2017	50,000.000	49,750.00	53,665.00
FEDERAL NATIONAL MORTGAGE ASSN POOL #735228 5.5% 02/01/2035 OFV 513000	184,221.190	193,971.96	198,285.00
FEDERAL NATIONAL MORTGAGE ASSN POOL # 735676 5% 07/01/2035 OFV 128000	54,613.370	56,046.96	57,694.00
FEDERAL NATIONAL MORTGAGE ASSN POOL # 796243 6% 11/01/2034 OFV 317000	79,137.330	83,564.07	86,807.00
FEDERAL NATIONAL MORTGAGE ASSN POOL # 814915 5.5% 03/01/2035 OFV 305000	109,188.790	115,032.10	117,524.00
FEDERAL NATIONAL MORTGAGE ASSN POOL # 826966 5.5% 06/01/2035 OFV 398000	162,649.270	170,070.14	174,913.00
FEDERAL NATIONAL MTGE ASSOC POOL # 834381 6% 08/01/2035 OFV 521000	174,666.230	184,436.62	190,612.00
FEDERAL NATIONAL MORTGAGE ASSN POOL # 844392 6.5% 11/01/2035 OFV 359000	107,496.130	115,423.97	119,930.00
FEDERAL NATIONAL MORTGAGE ASSN POOL # 888209 5.5% 05/01/2036 OFV 263000	125,385.850	130,597.20	134,840.00
FEDERAL NATIONAL MTGE ASSN POOL # 929225 5.5% 03/01/2023 OFV 227000	118,294.610	125,909.82	128,294.00
FEDERAL NATIONAL MTGE ASSOC POOL # 995112 5.5% 07/01/2036 OFV 230000	139,683.270	146,994.82	150,347.00
FIFTH THIRD BANCORP	925.000	12,790.13	13,579.00
FORTUNE BRANDS INC	510.000	22,895.99	30,728.00
FREEPORT MCMORAN COPPER & GOLD CLASS B	1,110.000	82,048.00	133,300.00
GATX CORP NOTES 8.75% 05/15/2014	50,000.000	49,875.00	58,012.00
GOVT NATIONAL MTGE ASSOC POOL # 737442 4% 09/15/2040 OFV 200000	198,548.720	205,777.13	200,538.00
GENERAL DYNAMICS CORP	325.000	20,417.67	23,062.00
GENERAL ELECTRIC CO	5,476.000	76,442.78	100,156.00
GENERAL ELECTRIC CO NOTES 5% 02/01/2013	155,000.000	154,420.30	165,690.00
GENERAL ELECTRIC CAPITAL CORP NOTES 5.72% 08/22/2011-2009	150,000.000	150,000.00	154,172.00
GEORGIA POWER COMPANY SR UNSECURED 4.9% 09/15/2013	50,000.000	50,646.00	54,548.00
GILEAD SCIENCES INC	2,360.000	82,987.28	85,526.00
GOLDMAN SACHS GROUP INC	893.000	143,018.03	150,167.00

SAMUEL & MARY CASTLE FOUNDATION
TIN: 99-6003321
FORM 990, PAGE 2, PART II, BALANCE SHEET, LINE 13 - "INVESTMENTS - OTHER"
YEAR ENDED DECEMBER 31, 2010

DESCRIPTION	Units	Book Value	Market Value
GOLDMAN SACHS GROUP INC SUB NOTES 5.625% 01/15/2017	50,000.000	49,765.00	52,872.00
GOODRICH CORPORATION	350.000	26,434.49	30,825.00
GOOGLE INC CL A	215.000	105,507.01	127,704.00
HANCOCK JOHN BK & THRIFT BANK & THRIFT OPPORTUNITY FUND	650.000	10,184.01	11,193.00
HARBOR INTL FD	25,655.797	1,180,822.37	1,553,459.00
HARBOR INTERNATIONAL GROWTH FUND	128,065.584	991,234.91	1,584,171.00
HARRIS CORP SR UNSECURED 5% 10/01/2015	75,000.000	70,321.35	79,296.00
HARRIS CORP SR UNSECURED 5.95% 12/01/2017	50,000.000	49,826.00	55,752.00
HEINZ H J CO	450.000	20,671.52	22,257.00
HESS CORP	540.000	30,414.20	41,332.00
HEWLETT-PACKARD CO	610.000	28,544.40	25,681.00
HONEYWELL INTERNATIONAL INC	690.000	30,328.47	36,680.00
HONOLULU HAWAII CITY & CNTY BUILD AMERICA BONDS 6.25% 09/01/2031-2019	55,000.000	55,000.00	55,525.00
HONOLULU HAWAII CITY & CNTY BUILD AMERICA BDS TAXABLE-SER A 3.424% 12/01/2017	45,000.000	45,000.00	43,908.00
HOSPIRA INC	380.000	19,528.39	21,162.00
HOUSEHOLD FINANCE CORP NOTES 6.375% 10/15/2011	55,000.000	50,806.25	57,338.00
HUMANA INC	735.000	29,902.14	40,234.00
HUNT JB TRANSPRT SVCS INC	540.000	19,516.63	22,037.00
INTEL CORP	2,850.000	59,025.49	59,936.00
INT'L BUSINESS MACHINES	417.000	43,578.64	61,199.00
JP MORGAN CHASE & CO	2,733.000	111,047.43	115,934.00
JACOBS ENGINEERING GROUP INC	2,150.000	80,048.48	98,578.00
JANUS TRITON FUND CL T	63,370.163	911,141.21	1,040,538.00
JOHNSON & JOHNSON	907.000	48,174.86	56,098.00
JOHNSON & JOHNSON SR NOTES 5.15% 07/15/2018	100,000.000	99,547.00	113,802.00
JOHNSON CONTROLS	850.000	24,661.39	32,470.00
JP MORGAN CHASE BANK SUBORDINATED 6% 10/01/2017	50,000.000	53,191.50	55,428.00
KELLOGG CO	520.000	26,293.70	26,562.00
KEYCORP NEW	1,590.000	13,435.50	14,072.00
KIMBERLY CLARK CORP	240.000	15,681.60	15,130.00
KIMBERLY CLARK CORP NOTES 6.125% 08/01/2017	50,000.000	49,848.50	58,354.00
KINDER MORGAN ENERGY PARTNERS LP NOTES 7.125% 03/15/2012	55,000.000	56,492.70	58,673.00
LABORATORY CORP AMERICA HOLDINGS	340.000	25,706.58	29,893.00
ESTEE LAUDER COMPANIES INC CL A	450.000	23,959.96	36,315.00
LAZARD EMERGING MARKETS PORTFOLIO	51,480.169	847,228.61	1,121,238.00
LINCOLN NATL CORP	540.000	13,599.41	15,017.00

SAMUEL & MARY CASTLE FOUNDATION
TIN: 99-6003321
FORM 990, PAGE 2, PART II, BALANCE SHEET, LINE 13 - "INVESTMENTS - OTHER"
YEAR ENDED DECEMBER 31, 2010

DESCRIPTION	Units	Book Value	Market Value
LINEAR TECHNOLOGY CORP	1,745.000	53,290.11	60,360.00
MARATHON OIL CORP	1,530.000	52,708.43	56,656.00
MASTERCARD INC CLASS A	75.000	13,929.20	16,808.00
MAUI CNTY HAWAII TAXABLE-SER A-RECOVERY ZONE ECONOMIC DEV BDS 4.559% 06/01/2022-2020	60,000.000	60,000.00	57,106.00
MCDONALDS CORP	980.000	69,285.41	75,225.00
MERCANTILE BANKSHARES CORP SUB NOTES SER B 4.625% 04/15/2013	125,000.000	131,810.00	131,365.00
MERCK & CO INC	1,650.000	59,663.02	59,466.00
MERRILL LYNCH & CO SR UNSECURED SER MTN FLT QTRLY .53344% 06/05/2012	115,000.000	115,000.00	113,921.00
METLIFE INC INC	680.000	28,190.42	30,219.00
MICROSOFT CORP	3,765.000	98,297.35	105,081.00
MORGAN STANLEY SR UNSECURED 5.75% 10/18/2016	90,000.000	89,824.50	95,983.00
NATIONAL RURAL UTILITIES COLLATERAL TRUST 10.375% 11/01/2018	55,000.000	54,580.35	75,868.00
NESTLE SA SPONS ADR FOR REG SH	560.000	27,675.20	32,893.00
NEW VALLEY GENERATION IV TVA PASS THRU CERTS 4.687% 01/15/2022 OFV 225000	176,262.460	178,626.13	192,750.00
NEW YORK N Y TAXABLE-BUILD AMER BDS-F-1 4.937% 12/01/2019	100,000.000	100,000.00	99,447.00
NEXTERA ENERGY INC	660.000	35,219.38	34,313.00
NIKE INC CL B	740.000	54,969.20	63,211.00
NORTHERN TRUST CORP	200.000	9,652.00	11,082.00
OREILLY AUTOMOTIVE INC	440.000	20,976.60	26,695.00
OCCIDENTAL PETROLEUM CORP	760.000	60,931.70	74,556.00
ORACLE	1,790.000	42,499.88	56,027.00
P G & E CORPORATION COMMON	520.000	23,585.22	24,877.00
PNC FINANCIAL SERVICES GROUP	570.000	35,481.76	34,610.00
PACCAR INC	270.000	12,378.91	15,482.00
PARKER-HANNIFIN CORP	740.000	49,066.29	63,862.00
PARTNERRE FINANCE COMPANY GUARNT 6.875% 06/01/2018	105,000.000	104,065.50	114,994.00
PEABODY ENERGY CORP	965.000	46,133.83	61,741.00
PEPSICO INC	1,375.000	80,094.40	89,829.00
PERRIGO CO.	1,280.000	82,571.77	81,062.00
PFIZER INC	3,806.000	60,077.33	66,643.00
PHARMACIA CORPORATION DEBENTURES 6.75% 12/15/2027	150,000.000	179,136.00	175,038.00
PHILIP MORRIS INTERNATIONAL	420.000	21,847.98	24,583.00
PITNEY BOWES INC NOTES SER MTN 5.25% 01/15/2037	50,000.000	47,733.50	50,665.00

SAMUEL & MARY CASTLE FOUNDATION
TIN: 99-6003321
FORM 990, PAGE 2, PART II, BALANCE SHEET, LINE 13 - "INVESTMENTS - OTHER"
YEAR ENDED DECEMBER 31, 2010

DESCRIPTION	Units	Book Value	Market Value
PRES&FELLOWS OF HARVARD BONDS 6.3% 10/01/2037-2016	150,000.000	156,076.50	162,260.00
PROCTER & GAMBLE CO	1,210.000	72,801.22	77,839.00
PRUDENTIAL FINANCIAL INC	590.000	33,330.93	34,639.00
744573106 PUBLIC SERVICE ENT GROUP INC	1,470.000	47,970.66	46,761.00
QUALCOMM INC	1,500.000	57,761.10	74,235.00
QUEST DIAGNOSTICS INC	350.000	16,896.99	18,890.00
RESOLUTION FUNDING CORP BONDS 8.875% 07/15/2020	250,000.000	368,972.50	349,065.00
ROGERS COMMUNICATIONS INC CL B	460.000	16,353.41	15,930.00
SALESFORCE.COM INC	190.000	19,584.19	25,080.00
SCHWAB CHARLES CORP SR NOTES SER A 6.375% 09/01/2017	40,000.000	39,887.60	45,140.00
SCIENCE APPLICATIONS INTL CORP SR UNSECURED 5.5% 07/01/2033	125,000.000	115,668.75	120,321.00
SECURITY EQUITY FUND MID CAP VALUE FUND CL I	79,367.795	934,695.21	946,064.00
SEMPRA ENERGY	360.000	18,542.02	18,893.00
SMALL BUSINESS ADMIN BONDS US GOVT GUARANTEE 6.344% 08/10/2011 OFV 275000	4,611.310	4,611.31	4,746.00
SMITH INTERNATIONAL INC SENIOR NOTES 6% 06/15/2016	125,000.000	125,835.50	145,550.00
STAPLES INC	440.000	8,891.39	10,019.00
STERICYCLE INC	1,080.000	69,347.12	87,394.00
TJX COMPANIES INC	410.000	14,051.52	18,200.00
TARGET CORP	960.000	51,186.02	57,725.00
TEMPLETON GLOBAL BOND FD GLOBAL BOND FD-AD	37,495.144	490,092.55	508,434.00
TENNESSEE VALLEY AUTH NOTES 5.5% 07/18/2017	80,000.000	81,884.00	92,194.00
TENNESSEE VALLEY AUTH NOTES 4.5% 04/01/2018	130,000.000	129,964.90	140,916.00
THERMO FISHER SCIENTIFIC INC	715.000	32,493.93	39,582.00
TIME WARNER CABLE INC	450.000	26,458.02	29,714.00
TRAVELERS COS INC	142.000	6,964.84	7,911.00
US BANCORP	4,720.000	118,550.84	127,298.00
UNION PACIFIC CORP	650.000	49,756.53	60,229.00
HOUSING URBAN DEVELOPMENT US GOVT GUARANT 3.44% 08/01/2011	100,000.000	100,000.00	101,779.00
US TREASURY BONDS 4.5% 08/15/2039	310,000.000	329,151.18	318,333.00
US TREASURY NOTES 4.75% 05/15/2014	220,000.000	220,309.38	245,729.00
US TREASURY NOTES 4.25% 11/15/2014	75,000.000	79,728.52	82,916.00
US TREASURY NOTES 4.25% 08/15/2015	135,000.000	140,906.25	149,481.00
US TREASURY NOTES N/B 3.375% 06/30/2013	140,000.000	147,864.06	149,068.00
US TREASURY NOTES 1.5% 07/15/2012	135,000.000	134,820.70	137,241.00
US TREASURY NOTES 3.625% 02/15/2020	80,000.000	87,793.75	83,025.00

SAMUEL & MARY CASTLE FOUNDATION
TIN: 99-6003321
FORM 990, PAGE 2, PART II, BALANCE SHEET, LINE 13 - "INVESTMENTS - OTHER"
YEAR ENDED DECEMBER 31, 2010

DESCRIPTION	Units	Book Value	Market Value
UNITED STATES STEEL CORP	240.000	11,477.40	14,021.00
UNITED TECHNOLOGIES CORP	920.000	65,170.07	72,422.00
UNITEDHEALTH GROUP INC	755.000	23,234.08	27,263.00
VANGUARD TOTAL BOND MARKET ETF	19,795.000	1,594,964.28	1,588,945.00
VANGUARD EUROPE PACIFIC ETF	117,982.000	3,959,252.65	4,265,049.00
VANGUARD EMERGING MARKETS ETF	47,040.000	1,993,912.70	2,264,788.00
VARIAN MEDICAL SYSTEMS INC	935.000	52,341.29	64,777.00
VANGUARD TOTAL STOCK MARKET ETF	132,893.000	8,163,581.48	8,628,742.00
VERIZON COMMUNICATIONS	520.000	15,270.58	18,606.00
VISA INC CL A SHARES	1,470.000	106,825.64	103,459.00
VORNADO RLTY TR	170.000	14,558.39	14,166.00
WABCO HOLDINGS INC W/I	410.000	15,961.10	24,981.00
WAL-MART STORES INC	1,130.000	58,147.20	60,941.00
WAL-MART STORES INC SR UNSECURED 6.5% 08/15/2037	100,000.000	100,988.00	117,485.00
WAL-MART STORES INC NOTES 3.2% 05/15/2014	50,000.000	49,993.50	52,297.00
WAL-MART STORES INC SENIOR NOTES 3.25% 10/25/2020	75,000.000	75,000.00	70,489.00
WASTE MANAGEMENT INC	450.000	15,533.73	16,592.00
WATSON PHARMACEUTICAL	715.000	28,489.05	36,930.00
WELLS FARGO COMPANY	1,428.000	28,165.89	44,254.00
WELLS FARGO COMPANY SUB NOTES 5% 11/15/2014	125,000.000	129,207.50	132,734.00
WISCONSIN ENERGY CORP	280.000	15,409.41	16,481.00
ACCENTURE PLC CL A	200.000	8,019.00	9,698.00
COVIDIEN PLC	750.000	28,161.98	34,245.00
INGERSOLL-RAND PLC	500.000	18,869.00	23,545.00
TRANSOCEAN LTD	610.000	32,432.60	42,401.00
TYCO INTERNATIONAL LTD	285.000	10,655.40	11,810.00
Total value of portfolio		37,076,456.67	41,064,989.00

Samuel N. and Mary CASTLE FOUNDATION

Mission & Core Values

Officers & Trustees

History of the Foundation

Henry and Dorothy Castle Memorial Fund

Message from the President

Message from the Executive Director

Key Staff

Conflict of Interest Statement

Grantmaking Priorities

Early Childhood Funders Collaborative Policy Statement

Grantmaking Policies

Request for Proposals
- Student Tuition Assistance

2011 Grantees

2010 Grantees

2009 Grantees

Submitting a Proposal

Post-Grant Evaluations

Grant Contracts

Financial Statements

Grantmaking Policies

Regardless of priority status, there are certain policies with which applicant organizations must comply.

- Organizations submitting proposals must be tax exempt, publicly supported and charitable as determined by the Internal Revenue Service. The Trustees will not review proposals from organizations that cannot confirm their 501 (c)(3) status.
- Grants are primarily awarded to organizations located within the state of Hawaii, for programs and projects benefiting the people of Hawaii.
- Programs or projects for which funds are requested must be in response to a documented community need, and not solely an organizational need.
- Grants may be awarded for innovative programs, demonstration projects and "start-up" funding. Program and project support does not generally exceed three years, and funding must be applied for on a yearly basis.
- Grants are awarded for partial funding of a program, as the Foundation rarely serves as the sole funder of an organization or project. Support rarely exceeds 50% of the program or project budget.
- Grants are generally not made to government funded entities, such as public and charter schools.
- Grants are generally not made to endowment funds.
- Grants are generally not made to third party regranting organizations.
- All grants are made directly to applicant organizations serving the public.
- An organization is generally not awarded more than one grant in any calendar year.
- Proposals may be hand-delivered by the deadline date or

Informational Links

HOME

mailed to the Foundation offices. Mailed proposals must be postmarked by the established deadline to be reviewed at the next meeting. The deadlines are February 1 for the April meeting, June 1 for the August/September meeting, and October 1 for the December meeting.

- If additional information is required because the original proposal is incomplete, the proposal may be deferred to the next meeting of the Trustees.

- All funded organizations are required to submit a final grant report within a year of the grant award date. This report should include a financial statement for the period in which grant monies were spent, and a brief narrative section describing the outcome of the funded program or project. Organizations not submitting such reports will be disqualified from future grants consideration. A project evaluation booklet is available from the Foundation office or on the Web site.

- Generally, organizations will not be eligible for program or project support beyond 3 years. Subsequent to a 3-year grant, an organization should not apply for additional support for at least one calendar year.

- Because of the often prohibitive cost of constructing new K-12 schools, the Foundation prefers to fund existing schools and encourages strategic use of existing space and structures.

- The Foundation prefers funding existing pre-schools, but will consider grants to start-up pre-schools which have demonstrated broad-based and sources of financial support and a solid business plan for sustainability.

- The Foundation does not fund scholarships for school tuition, conferences, student travel or special events.

Additional Requirements for Start-Up Pre-Schools & Kindergartens

Capital Project Proposals

- Any organization asking for funds to renovate or alter leased facilities must possess a current lease for at least 5 years. Larger terms are preferred by the Trustees.

- There are additional policies and guidelines that apply to organizations seeking funds in connection with major capital campaigns.

- The Trustees have defined this category as including requests of $50,000 or more for the construction, renovation or acquisition of land or buildings or major equipment and furnishings. As only limited resources are available for capital requests, priority for funding goes to projects which are invited by Trustees or in which a Trustee is involved.

- Capital proposals of more than $25,000 are considered by the Trustees at the December meeting only. Deadline for submission is October 1.

- Pledge commitments will generally be limited to three years.

- During the period a recipient is receiving pledge payments, the Trustees will generally not consider any other funding requests from that organization.

- The Foundation will generally not consider additional grants to an organization receiving a capital grant of $50,000 or more.

- Organizations requesting support for capital projects should demonstrate substantial financial support from their board of directors and the community they serve.

- Colleges and universities must demonstrate that their capital request will advance early childhood education, care and well-being in Hawai‘i.

Low-Income Tuition Assistance for Accredited Pre-Schools Request for Proposals 2011

The Trustees of the Samuel N. & Mary Castle Foundation, in recognition of our historical role of supporting access for all of Hawaii's children to high-quality early education programs, and mindful of the current deep economic recession, will select and invite applications from eligible high quality schools for a limited pool of assistance. The initiative is a pilot project to help trustees determine bow best to assist Hawaii's families to benefit from a strong early education.

In 2011, the Trustees have identified $200,000 for tuition assistance. Schools awarded funds will administer the grant award, determine which low-income families children will be assisted, and will submit a final report to the foundation office when all funds are expended. Names of recipients need not be included in the report but the number of children assisted and the results of their pre-school attendance should be included.

---

1. All eligible applicants must be accredited by either NAEYC (National Association for the Education of Young Children) or NECPA (National Early Childhood Program Accreditation), Montessori accreditation or, WASC (Western Association of Schools and Colleges).
2. Eligible schools will typically enroll large numbers of DHS-qualified low-income students and will be prepared to quantify that number.
3. Pre-Schools which are part of PK-grade 6 or grade 8 schools may be accredited through the comprehensive Western Association of Schools and Colleges.

What is needed for a complete application:

I. Include a cover letter on official stationary signed by the pre-school director and chairman of the school board.
II. Proposal narratives must be a maximum of four pages and include the following information:
   - Brief description of the applicant organization, its purpose, its history, its governance, and its current enrollment.
   - Concise summary of the scholarship/tuition aid program with a statement of need, measurable program objectives, description of how the activity is to be carried out, an indication of the population to be

Informational Links

HOME

served, and the plan for evaluating its effectiveness.

- How many students will be helped if the Samuel N. & Mary Castle Foundation funds the request.
- Statement as to qualification of individual(s) responsible for carrying out the program.
- How is the pre-school planning to get additional funds to assist low-income families.

III. A current revenue and expense budget for the scholarship/tuition aid program, indicating other funding sources and the duration of time over which funds will be needed.

- Current organization operating budget (indicate start and end date of fiscal year).
- Income Statement for organization's most recent completed fiscal year (indicate start and end date of fiscal year). Audited financial statements are preferred.

IV. A copy of the following must be included in your request:

- List of Board members with their professional or business affiliation; and statement as to active participants of board members.

V. One Copy of the following items must be included with the proposal packet:

- Internal Revenue Service letter advising that the organization is tax-exempt under Section 501 (c)(3) of the Code, and its foundation status under 509 (a) (if not submitted in earlier applications).
- Organization's charter and by-laws, if not previously submitted or amended.
- All applications are due by October 1, 2011 and grant awards will be made by December 15, 2011. Applications need not be formal and should be as brief as appropriate to present necessary facts about the applying organization and the scholarship program for which the grant is being sought. Do not bind the request and submit 2 copies.

VI. The proposal is to be sent to the following mailing address:
Samuel N. & Mary Castle Foundation
733 Bishop Street, Suite 1275
Pacific Guardian Center, Makai Tower
Honolulu, Hawaii 96813

VII. News of the award may be shared with the media and in-house newsletters, etc. Please inform parents of children receiving an award that the funds came from the Samuel N. & Mary Castle Foundation.

Reporting Guidelines for Final Report We look forward to learning from your progress, challenges and successes. The report must be signed by the School Head and Board Chair/President. Feel free to contact us if you have questions or require further clarification of our reporting procedures. The final report should be submitted 12 months after the receipt of the award. Any unused funds should be returned to the Foundation. Please consult with Foundation staff should the school have any questions about the award.

PART XV - GRANTS INFORMATION

The following must also be provided in the report narrative:

- One page narrative about the scholarship/tuition aid program.
- Number of students assisted from Samuel N. & Mary Castle Foundation and amount of awards for each student (students should remain anonymous).
- A copy of the document the student is given that indicates notification of the awarding foundation and the dollar amount.

• 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 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 SAMUEL N. & MARY CASTLE FOUNDATION C/O BANK OF HAWAII	**Employer identification number** 99-6003321
	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	

Enter the Return code for the return that this application is for (file a separate application for each return) 0 4

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.

• The books are in the care of ▶ BANK OF HAWAII
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 INFORMATION REQUIRED TO FILE A COMPLETE AND ACCURATE RETURN.

8a	If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions.	8a	$ 136,038.
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	$ 136,038.
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 ▶ [signature] Title ▶ VICE PRES. BANK OF HAWAII Date ▶ 8/05/11

023842
01-24-11