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Return of Private Foundation

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

Treated as a Private Foundation

2010

Department of the Treasury
Internal Revenue Service

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

For calendar year 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 HAROLD K.L. CASTLE FOUNDATION		A Employer identification number 99-6005445
Number and street (or P O box number if mail is not delivered to street address) 1197 AULOA ROAD		B Telephone number 8082637073
City or town, state, and ZIP code KAILUA, HI 96734		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) \$ 164,296,272.	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		94,858.	95,343.		
4 Dividends and interest from securities		1,446,871.	1,446,871.		
5a Gross rents		5,910,381.	6,235,835.		STATEMENT 2
b Net rental income or (loss) 3,090,438.					STATEMENT 3
6a Net gain or (loss) from sale of assets not on line 10		816,500.			STATEMENT 1
b Gross sales price for all assets on line 6a 20,189,514.					
7 Capital gain/loss net income (from Part IV, line 2)			813,564.		
8 Net short-term capital gain					
9 Income modifications					
10a Gross sales/loss returns and allowances					
b Less Cost of goods sold					
c Gross profit or (loss)					
11 Other income OGDEN, UT		267,829.	267,792.		STATEMENT 4
12 Total. Add lines 1 through 11		8,536,439.	8,859,405.		
13 Compensation of officers, directors, trustees, etc		281,130.	63,711.		217,419.
14 Other employee salaries and wages		328,557.	161,256.		167,301.
15 Pension plans, employee benefits		114,668.	34,030.		80,638.
16a Legal fees STMT 5		9,219.	3,402.		5,817.
b Accounting fees STMT 6		32,302.	11,919.		20,383.
c Other professional fees STMT 7		376,288.	271,790.		113,844.
17 Interest					
18 Taxes STMT 8		601,591.	308,743.		25,601.
19 Depreciation and depletion		808,631.	804,810.		
20 Occupancy		13,904.	0.		13,904.
21 Travel, conferences, and meetings		29,775.	10,986.		18,789.
22 Printing and publications					
23 Other expenses STMT 9		1,914,868.	1,793,113.		121,755.
24 Total operating and administrative expenses Add lines 13 through 23		4,510,933.	3,463,760.		785,451.
25 Contributions, gifts, grants paid		5,206,166.			5,206,166.
26 Total expenses and disbursements Add lines 24 and 25		9,717,099.	3,463,760.		5,991,617.
27 Subtract line 26 from line 12:					
a Excess of revenue over expenses and disbursements		<1,180,660.>			
b Net investment income (if negative, enter -0-)			5,395,645.		
c Adjusted net income (if negative, enter -0-)				N/A	

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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	570,895.	5,261,752.	5,261,752.
	2 Savings and temporary cash investments	35,322,642.	6,271,891.	6,271,891.
	3 Accounts receivable ▶ 139,203.			
	Less: allowance for doubtful accounts ▶	202,449.	139,203.	139,203.
	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	241,989.	252,709.	252,709.
	10a Investments - U.S. and state government obligations			
	b Investments - corporate stock STMT 11	43,053,580.	58,970,264.	65,117,110.
	c Investments - corporate bonds			
Liabilities	11 Investments - land, buildings, and equipment basis ▶ 5,113,731.	STATEMENT 18		
	Less: accumulated depreciation ▶	5,113,731.	5,113,731.	44,899,000.
	12 Investments - mortgage loans			
	13 Investments - other STMT 12	792,292.	8,639,831.	8,972,389.
	14 Land, buildings, and equipment basis ▶ 32,866,780.	STATEMENT 18		
	Less: accumulated depreciation STMT 18 ▶ 8,001,596.	25,255,514.	24,865,184.	33,375,809.
	15 Other assets (describe ▶ STATEMENT 13)	6,117.	6,410.	6,409.
	16 Total assets (to be completed by all filers)	110,559,209.	109,520,975.	164,296,272.
	17 Accounts payable and accrued expenses	508,089.	123,393.	
	18 Grants payable			
	19 Deferred revenue	237,501.	562,955.	
	20 Loans from officers, directors, trustees, and other disqualified persons			
	21 Mortgages and other notes payable			
	22 Other liabilities (describe ▶ STATEMENT 14)	774,878.	976,552.	
	23 Total liabilities (add lines 17 through 22)	1,520,468.	1,662,900.	
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 ▶ ☒			
	and complete lines 27 through 31			
	27 Capital stock, trust principal, or current funds	109,038,741.	107,858,075.	
	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	109,038,741.	107,858,075.	
	31 Total liabilities and net assets/fund balances	110,559,209.	109,520,975.	

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	109,038,741.
2 Enter amount from Part I, line 27a	2	<1,180,660.>
3 Other increases not included in line 2 (itemize) ▶ CHANGE IN UNREALIZED GAIN/LOSS	3	8,119,776.
4 Add lines 1, 2, and 3	4	115,977,857.
5 Decreases not included in line 2 (itemize) ▶ SEE STATEMENT 10	5	8,119,782.
6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	107,858,075.

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 20,189,514.		19,375,950.	813,564.

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			813,564.

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	813,564.
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	{ If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7		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	9,597,681.	148,483,737.	.064638
2008	8,335,686.	160,921,002.	.051800
2007	7,570,711.	174,146,760.	.043473
2006	8,034,250.	164,518,046.	.048835
2005	7,545,187.	158,287,413.	.047668

2 Total of line 1, column (d)	2	.256414
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	.051283
4 Enter the net value of noncharitable-use assets for 2010 from Part X, line 5	4	155,196,519.
5 Multiply line 4 by line 3	5	7,958,943.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	53,956.
7 Add lines 5 and 6	7	8,012,899.
8 Enter qualifying distributions from Part XII, line 4	8	6,129,544.

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	107,913.
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	107,913.
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	107,913.
6 Credits/Payments:			
a 2010 estimated tax payments and 2009 overpayment credited to 2010	6a	121,600.	
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	121,600.	
8 Enter any penalty for underpayment of estimated tax. Check here ☒ if Form 2220 is attached	8	368.	
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	13,319.	
11 Enter the amount of line 10 to be Credited to 2011 estimated tax	11	13,319.	Refunded

Part VII-A Statements Regarding Activities

	Yes	No
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		X
1b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see instructions for definition)? If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.		X
1c Did the foundation file Form 1120-POL for this year?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation. ► \$ 0. (2) On foundation managers. ► \$ 0.		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. ► \$ 0.		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? If "Yes," attach a detailed description of the activities.		X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes		X
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		X
b If "Yes," has it filed a tax return on Form 990-T for this year?		
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

N/A

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 ► WWW.CASTLEFOUNDATION.ORG	13	X	
14	The books are in care of ► CARLTON K.C. AU Telephone no. ► 808-263-8900 Located at ► 1197 AULOA ROAD, KAILUA, HI ZIP+4 ► 96734			
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? ☐ 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.)	3b	X
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)?

Organizations relying on a current notice regarding disaster assistance check here

▶ ☐

5b

X

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

☒ Yes ☐ No

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

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

☐ Yes ☒ No

6b

X

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

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
SEE STATEMENT 15		281,130.	46,269.	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
MATTHEW LORIN	PROGRAM OFFICER FOR EDUCATION			
1197 AULOA ROAD, KAILUA, HI 96734	40.00	86,487.	18,933.	0.
ANN MATSUKADO	ACCOUNTING MANAGER			
1197 AULOA ROAD, KAILUA, HI 96734	36.00	74,561.	18,838.	0.
DONA ELIZABETH MURPH	GRANTS/OFFICE MANAGER			
1197 AULOA ROAD, KAILUA, HI 96734	40.00	62,174.	17,630.	0.

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

3

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
COVE DEVELOPMENT, INC. - 500 ALAKAWA STREET, BUILDING 206, HONOLULU, HI 96817	CONSTRUCTION	269,976.
HAWAII SURFACE & MAINTENANCE P.O. BOX 6600, KANEHOE, HI 96744-9178	CONSTRUCTION/BUILDING MAINTENANCE	201,199.
KLEENCO CORPORATION 3015 KOAPAKA STREET, HONOLULU, HI 96819	JANITORIAL	141,043.
SECURITAS SECURITY 401 WAIAKAMILO ROAD, HONOLULU, HI 96817	SECURITY	127,704.
CONSTRUCTORS HAWAII, INC. 740 KOHOU STREET, HONOLULU, HI 96817	CONSTRUCTION	110,924.

Total number of others receiving over \$50,000 for professional services

5

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 NOT APPLICABLE	
2	0.
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 NOT APPLICABLE	
2	0.
All other program-related investments. See instructions.	
3	
Total. Add lines 1 through 3	0.

Form 990-PF (2010)

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	59,625,629.
b	Average of monthly cash balances	1b	21,001,909.
c	Fair market value of all other assets	1c	76,932,380.
d	Total (add lines 1a, b, and c)	1d	157,559,918.
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	157,559,918.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	2,363,399.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	155,196,519.
6	Minimum investment return. Enter 5% of line 5	6	7,759,826.

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	7,759,826.
2a	Tax on investment income for 2010 from Part VI, line 5	2a	107,913.
b	Income tax for 2010. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	107,913.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	7,651,913.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	7,651,913.
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	7,651,913.

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	5,991,617.
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	137,927.
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	6,129,544.
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	6,129,544.

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				7,651,913.
2 Undistributed income, if any, as of the end of 2010				
a Enter amount for 2009 only			5,491,265.	
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: ► \$ 6,129,544.				
a Applied to 2009, but not more than line 2a			5,491,265.	
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				638,279.
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				7,013,634.
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				

N/A

- 4942(j)(3) or 4942(j)(5)

- (4) Gross investment income

[illegible]Form **990-PF** (2010)

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 STATEMENT 17				5206166.
Total				5206166.
b Approved for future payment SEE STATEMENT 17				2763607.
Total				2763607.

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.

Enter gross amounts unless otherwise indicated.		Unrelated business income		Excluded by section 512, 513, or 514		(e)
	(a) Business code	(b) Amount	(c) Exclu- sion code	(d) Amount		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	94,858.		
4 Dividends and interest from securities			14	1,446,871.		
5 Net rental income or (loss) from real estate:						
a Debt-financed property						
b Not debt-financed property			16	3,090,438.		
6 Net rental income or (loss) from personal property						
7 Other investment income	523000		01	267,829.		
8 Gain or (loss) from sales of assets other than inventory	523000		18	816,500.		
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.		5,716,496.		0.
13 Total. Add line 12, columns (b), (d), and (e)					13	5,716,496.

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

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

[illegible]

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.		

[illegible]

2a Is the foundation directly or indirectly affiliated with, or related to, one or more tax-exempt organizations described in section 501(c) of the Code (other than section 501(c)(3)) or in section 527?

☐ Yes ☒ No

b If "Yes," complete the following schedule.

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

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

**Sign
Here**

Signature of officer or trustee

Date _____

Title

Print/Type preparer's name

Preparer's signature _____

Date _____

Check ☐ if self-employed	PTIN
---	------

**Paid
Preparer
Use Only**

DEANNA C. AWA

Firm's name ► **KMH LLP**

Firm's address ► 1003 BISHOP STREET, SUITE 2400
HONOLULU, HI 96813

Phone no. 808-526-2255

FORM 990-PF GAIN OR (LOSS) FROM SALE OF ASSETS STATEMENT 1

(A) DESCRIPTION OF PROPERTY		MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
J.P. MORGAN A17106005			VARIOUS	VARIOUS
(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
846,766.	844,169.	0.	0.	2,597.

(A) DESCRIPTION OF PROPERTY		MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
J.P. MORGAN A17109009			VARIOUS	VARIOUS
(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
4,023,189.	3,820,237.	0.	0.	202,952.

(A) DESCRIPTION OF PROPERTY		MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
J.P. MORGAN A17111005			VARIOUS	VARIOUS
(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
469,597.	412,021.	0.	0.	57,576.

(A) DESCRIPTION OF PROPERTY			MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
J.P. MORGAN A17113001				VARIOUS	VARIOUS
(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS	
642,771.	544,283.	0.	0.	98,488.	

(A) DESCRIPTION OF PROPERTY			MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
J.P. MORGAN A17115006				VARIOUS	VARIOUS
(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS	
2,639,039.	2,234,169.	0.	0.	404,870.	

(A) DESCRIPTION OF PROPERTY			MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
J.P. MORGAN A17129007				VARIOUS	VARIOUS
(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS	
5,958,832.	6,131,808.	0.	0.	<172,976.>	

(A) DESCRIPTION OF PROPERTY			MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
J.P. MORGAN A17130005				VARIOUS	VARIOUS
(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS	
3,783,419.	3,438,539.	0.	0.	344,880.	

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
J.P. MORGAN A19426005	1,659,844.	1,802,571.	0.	0.	<142,727.>

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
J.P. MORGAN Q84817008	166,057.	145,217.	0.	0.	20,840.

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
J.P. MORGAN PARTNERS H&Q FUND II, L.P.	0.	0.	0.	0.	0.

CAPITAL GAINS DIVIDENDS FROM PART IV

0.

TOTAL TO FORM 990-PF, PART I, LINE 6A

816,500.

FORM 990-PF	RENTAL INCOME	STATEMENT	2
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KIND AND LOCATION OF PROPERTY	ACTIVITY NUMBER	GROSS RENTAL INCOME
RENTAL PROPERTY	1	5,910,381.
TOTAL TO FORM 990-PF, PART I, LINE 5A		5,910,381.

FORM 990-PF	RENTAL EXPENSES	STATEMENT	3
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DESCRIPTION	ACTIVITY NUMBER	AMOUNT	TOTAL
RENTAL EXPENSES		2,819,943.	
- SUBTOTAL -	1		2,819,943.
TOTAL RENTAL EXPENSES			2,819,943.
NET RENTAL INCOME TO FORM 990-PF, PART I, LINE 5B			3,090,438.

FORM 990-PF	OTHER INCOME	STATEMENT	4
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DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
OTHER INCOME	267,829.	267,829.	
LOSS ON FOREIGN CURRENCY EXCHANGE	0.	<37.>	
TOTAL TO FORM 990-PF, PART I, LINE 11	267,829.	267,792.	

FORM 990-PF	LEGAL FEES	STATEMENT	5
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DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
LEGAL FEES	9,219.	3,402.		5,817.
TO FM 990-PF, PG 1, LN 16A	9,219.	3,402.		5,817.

FORM 990-PF	ACCOUNTING FEES	STATEMENT	6
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DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ACCOUNTING FEES	32,302.	11,919.		20,383.
TO FORM 990-PF, PG 1, LN 16B	32,302.	11,919.		20,383.

FORM 990-PF	OTHER PROFESSIONAL FEES	STATEMENT	7
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DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
OTHER PROFESSIONAL FEES	150,991.	37,147.		113,844.
MANAGEMENT FEE - PARTNERSHIPS	8,573.	9,346.		0.
MANAGEMENT FEE - INVESTMENTS	216,724.	225,297.		0.
TO FORM 990-PF, PG 1, LN 16C	376,288.	271,790.		113,844.

FORM 990-PF	TAXES	STATEMENT	8
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DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
FEDERAL EXCISE TAX	267,247.	0.		0.
HAWAII GENERAL EXCISE TAX	282,866.	282,866.		0.
FOREIGN TAXES	8,406.	8,406.		0.
PAYROLL TAXES	43,072.	17,471.		25,601.
TO FORM 990-PF, PG 1, LN 18	601,591.	308,743.		25,601.

FORM 990-PF	OTHER EXPENSES		STATEMENT	9
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
INSURANCE	35,963.	11,918.		24,045.
OFFICE EXPENSE	55,163.	3,126.		52,037.
AUTO & TRUCK	2,224.	0.		2,224.
DUES & SUBSCRIPTIONS	5,369.	0.		5,369.
EVENTS	5,530.	0.		5,530.
REPAIRS & MAINTENANCE	27,539.	0.		27,539.
SERVICE FEES	7,941.	2,930.		5,011.
BUILDING & GROUNDS	1,722,811.	1,722,811.		0.
BAD DEBT EXPENSE	52,328.	52,328.		0.
TO FORM 990-PF, PG 1, LN 23	1,914,868.	1,793,113.		121,755.

FORM 990-PF	OTHER DECREASES IN NET ASSETS OR FUND BALANCES	STATEMENT	10
DESCRIPTION	AMOUNT		
CHANGE IN FMV ADJUSTMENT ROUNDING	8,119,781. 1.		
TOTAL TO FORM 990-PF, PART III, LINE 5	8,119,782.		

FORM 990-PF	CORPORATE STOCK	STATEMENT	11
DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE	
J.P. MORGAN	58,970,264.	65,117,110.	
TOTAL TO FORM 990-PF, PART II, LINE 10B	58,970,264.	65,117,110.	

FORM 990-PF	OTHER INVESTMENTS	STATEMENT	12
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DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
INVESTMENTS-OTHER BONDS	COST	214,615.	229,209.
LIMITED PARTNERSHIPS	COST	425,216.	310,330.
HEDGE FUNDS	COST	8,000,000.	8,432,850.
TOTAL TO FORM 990-PF, PART II, LINE 13		8,639,831.	8,972,389.

FORM 990-PF	OTHER ASSETS	STATEMENT	13
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DESCRIPTION	BEGINNING OF YR BOOK VALUE	END OF YEAR BOOK VALUE	FAIR MARKET VALUE
OTHER ASSETS	6,117.	6,259.	6,259.
DUE FROM BROKER	0.	151.	150.
TO FORM 990-PF, PART II, LINE 15	6,117.	6,410.	6,409.

FORM 990-PF	OTHER LIABILITIES	STATEMENT	14
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DESCRIPTION	BOY AMOUNT	EOY AMOUNT
OTHER LIABILITIES	222,916.	247,343.
FEDERAL EXCISE TAX DUE	551,962.	729,209.
TOTAL TO FORM 990-PF, PART II, LINE 22	774,878.	976,552.

FORM 990-PF

PART VIII - LIST OF OFFICERS, DIRECTORS
TRUSTEES AND FOUNDATION MANAGERS

STATEMENT 15

NAME AND ADDRESS	TITLE AND AVRG HRS/WK	COMPEN- SATION	EMPLOYEE BEN PLAN CONTRIB	EXPENSE ACCOUNT
JAMES C. MCINTOSH 1197 AULOA ROAD KAILUA, HI 96734	DIRECTOR/CHAIRMAN 0.50	0.	0.	0.
HENRY M. D'OLIER 1197 AULOA ROAD KAILUA, HI 96734	DIRECTOR/PRESIDENT/CEO 20.00	81,460.	6,622.	0.
CORBETT KALAMA 1197 AULOA ROAD KAILUA, HI 96734	DIRECTOR 0.50	0.	0.	0.
RANDOLPH G. MOORE 1197 AULOA ROAD KAILUA, HI 96734	DIRECTOR 0.50	0.	0.	0.
CARLTON K.C. AU 1197 AULOA ROAD KAILUA, HI 96734	TREASURER/CFO 4.00	30,642.	4,789.	0.
SUSAN L. SUMIDA 1197 AULOA ROAD KAILUA, HI 96734	SECRETARY 0.50	0.	0.	0.
TERRENCE R. GEORGE 1197 AULOA ROAD KAILUA, HI 96734	EXECUTIVE DIRECTOR 40.00	169,028.	34,858.	0.
TOTALS INCLUDED ON 990-PF, PAGE 6, PART VIII		281,130.	46,269.	0.

FORM 990-PF

GRANT APPLICATION SUBMISSION INFORMATION

STATEMENT 16

PART XV, LINES 2A THROUGH 2D

NAME AND ADDRESSES OF PERSON TO WHOM APPLICATIONS SHOULD BE SUBMITTED

ELIZABETH MURPH, GRANTS MANAGER/OFFICE MANAGER
1197 AULOA ROAD
KAILUA, HI 96734

TELEPHONE NUMBER

808-263-7073

FORM AND CONTENT OF APPLICATIONS

A WRITTEN PROPOSAL WITH COVER LETTER SHOULD BE SUBMITTED. THE COVER LETTER SHOULD INCLUDE A CONTACT PERSON WITH A DAYTIME PHONE NUMBER AND EMAIL ADDRESS AND SHOULD BE SIGNED BY THE ORGANIZATION'S BOARD CHAIRMAN AND EXECUTIVE DIRECTOR. THE PROPOSAL SHOULD INCLUDE A BRIEF STATEMENT OF THE ORGANIZATION'S MISSION AND GOALS; A DESCRIPTION OF THE PROJECT OR PROGRAM GOALS AND THE SPECIFIC, QUANTIFIABLE OUTCOMES THAT WOULD BE ACHIEVED IF THIS GRANT IS AWARDED; AN EXPLANATION OF HOW THE ORGANIZATION IS QUALIFIED TO ACHIEVE THESE GOALS; AN EVALUATION PLAN; AND AN INDICATION OF OTHER SOURCES OF EXPECTED FUNDING. THE OUTCOMES FROM THE PROPOSAL ARE INCLUDED IN THE GRANT AGREEMENT, AND THE GRANTEE WILL BE EXPECTED TO REPORT ON ITS PROGRESS AGAINST THESE OUTCOMES AT THE CONCLUSION OF THE GRANT. ADDITIONAL REQUIRED INFORMATION INCLUDES THE ORGANIZATION'S BUDGET FOR THE CURRENT FISCAL YEAR, THE PROPOSED PROJECT OR PROGRAM BUDGET INCLUDING DETAILS ON SOURCES AND USES OF FUNDS, THE PREVIOUS YEAR'S AUDITED FINANCIAL STATEMENTS, THE MOST RECENT IRS FORM 990, A LIST OF THE ORGANIZATION'S CURRENT OFFICES AND DIRECTORS, AND SUBMISSION OF EVIDENCE THAT THE BOARD HAS ADOPTED A CONFLICT OF INTEREST POLICY. THE FOUNDATION'S STAFF INDEPENDENTLY CONFIRM THAT THE APPLICANT (IF NOT A PUBLIC SCHOOL) RETAINS ITS CURRENT STATUS UNDER IRS SECTION 501(C)(3).

ANY SUBMISSION DEADLINES

GRANT INQUIRIES MAY BE SUBMITTED AT ANY TIME ONLINE THROUGH THE FOUNDATION'S WEBSITE, WWW.CASTLEFOUNDATION.ORG. PROPOSALS ARE REVIEWED WHEN SUBMITTED AT THE NEXT MEETING OF THE DIRECTORS. THE FOUNDATION'S DIRECTORS TYPICALLY MEET SIX TIMES EACH YEAR.

RESTRICTIONS AND LIMITATIONS ON AWARDS

GRANTS WILL BE MADE ONLY TO IRC SECTION 501(C)(3) DESIGNATED CHARITABLE ORGANIZATIONS WITH PUBLIC CHARITY STATUS WORKING FOR THE BENEFIT OF THE PEOPLE OF THE STATE OF HAWAII OR TO GOVERNMENT AGENCIES SUCH AS PUBLIC SCHOOLS.

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	J.P. MORGAN A17106005	P	VARIOUS	VARIOUS
b	J.P. MORGAN A17109009	P	VARIOUS	VARIOUS
c	J.P. MORGAN A17111005	P	VARIOUS	VARIOUS
d	J.P. MORGAN A17113001	P	VARIOUS	VARIOUS
e	J.P. MORGAN A17115006	P	VARIOUS	VARIOUS
f	J.P. MORGAN A17129007	P	VARIOUS	VARIOUS
g	J.P. MORGAN A17130005	P	VARIOUS	VARIOUS
h	J.P. MORGAN A19426005	P	VARIOUS	VARIOUS
i	J.P. MORGAN Q84817008	P	VARIOUS	VARIOUS
j	J.P. MORGAN PARTNERS H&Q FUND II, L.P.	P	VARIOUS	VARIOUS
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	846,766.	844,169.	2,597.
b	4,023,189.	3,819,905.	203,284.
c	469,597.	412,021.	57,576.
d	642,771.	544,283.	98,488.
e	2,639,039.	2,234,169.	404,870.
f	5,958,832.	6,131,808.	<172,976.>
g	3,783,419.	3,438,539.	344,880.
h	1,659,844.	1,802,534.	<142,690.>
i	166,057.	145,217.	20,840.
j		3,305.	<3,305.>
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			2,597.
b			203,284.
c			57,576.
d			98,488.
e			404,870.
f			<172,976.>
g			344,880.
h			<142,690.>
i			20,840.
j			<3,305.>
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	813,564.
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

Schedule of Appropriations and Payments

Fiscal Year 2010

HAROLD K.L. CASTLE FOUNDATION
12/31/2010

Recipient and/or Purpose	Tax Status	Beginning Balance 2010	Newly Allocated 2010	Amended 2010	Amount Paid 2010	Ending Balance 2010
Malama Pupukea Waimea P.O. Box 6 Haleiwa, Hawaii 96712 <i>For a one-time challenge grant to build the organizational capacity of this voluntary marine conservation organization in the Waimea and Pupukea ahupua'a</i> \$50,000.00 2010	Expenditure Responsibility Grant	\$0.00	\$50,000.00	\$0.00	\$0.00	\$50,000.00
After-School All-Stars 9225 West Sunset Blvd. Ste. 500 West Hollywood, CA 90069 <i>For After-School All-Stars Hawaii</i> \$70,000.00 2009	501(c)(3)	\$35,000.00	\$0.00	\$0.00	\$35,000.00	\$0.00
Ahahui Malama I Ka Lokahi P.O. Box 751 Honolulu, HI 96808 <i>For an unsolicited grant for organizing a public forum on the status and importance of Kawai'i Marsh (Ramsar World Wetlands Day Celebration 2010)</i> \$2,000.00 2008	501(c)(3)	\$4,000.00	\$0.00	-\$2,000.00	\$2,000.00	\$0.00
Ahahui Malama I Ka Lokahi P.O. Box 751 Honolulu, HI 96808 <i>For the February 5, 2011 World Wetlands Day event in Kailua</i> \$800.00 2010	501(c)(3)	\$0.00	\$800.00	\$0.00	\$0.00	\$800.00

Fiscal Year 2010

Recipient and/or Purpose	Tax Status	Beginning Balance 2010	Newly Allocated 2010	Amended 2010	Amount Paid 2010	Ending Balance 2010
American Youth Soccer Organization P.O. Box 911 C/O Shawn Sanekane Kailua, Hawaii 96734 <i>Windward AYSO UI9 Community Beautification Campaign</i> \$3,280.00 2008	501(c)(3)	\$3,000.00	\$0.00	\$280.00	\$3,280.00	\$0.00
American Youth Soccer Organization P.O. Box 911 C/O Shawn Sanekane Kailua, Hawaii 96734 <i>For a project to clean the street gutters along Keolu drive and to help clean the Waikatua fishpond in Kaneohe</i> \$2,715.00 2009	501(c)(3)	\$5,000.00	\$0.00	-\$2,285.00	\$2,715.00	\$0.00
American Youth Soccer Organization P.O. Box 911 C/O Shawn Sanekane Kailua, Hawaii 96734 <i>Ulupo Heiau and Kawai Nui Marsh Restoration Project</i> \$5,000.00 2009	501(c)(3)	\$5,000.00	\$0.00	\$0.00	\$5,000.00	\$0.00
Arizona Memorial Museum Association 1 Arizona Memorial Place Honolulu, HI 96818 <i>To replace and upgrade the Visitor Center at the USS Arizona Memorial</i> \$100,000.00 2005	501(c)(3)	\$20,000.00	\$0.00	\$0.00	\$20,000.00	\$0.00

Fiscal Year 2010

Recipient and/or Purpose	Tax Status	Beginning Balance 2010	Newly Allocated 2010	Amended 2010	Amount Paid 2010	Ending Balance 2010
Bishop Museum						
1525 Bernice Street Honolulu, HI 96817-0916 <i>For restoration of Hawaiian Hall and upgrades to the Science Adventure Center</i> \$1,700,000.00 2008	501(c)(3)	\$300,000.00	\$0.00	\$0.00	\$0.00	\$300,000.00
Bishop Museum						
1525 Bernice Street Honolulu, HI 96817-0916 <i>For an unsolicited grant to support the 12th Annual Bernice Pauahi Bishop Awards Dinner</i> \$25,000.00 2010	501(c)(3)	\$0.00	\$25,000.00	\$0.00	\$25,000.00	\$0.00
Boy Scouts of America						
42 Puiwa Rd Honolulu, HI 96817 <i>For Boy Scout Troop #311 and the Heeia Stream Clean Up with Hui o Ko'olaupoko</i> \$5,000.00 2009	501(c)(3)	\$5,000.00	\$0.00	\$0.00	\$0.00	\$5,000.00
Boys & Girls Club of Hawaii						
1523 Kalakaua Avenue, Suite 202 Honolulu, HI 96826 <i>Challenge grant to establish a Boys & Girls Club in Kailua</i> \$2,000,000.00 2005	501(c)(3)	\$400,000.00	\$0.00	\$0.00	\$400,000.00	\$0.00

Fiscal Year 2010

Recipient and/or Purpose	Tax Status	Beginning Balance 2010	Newly Allocated 2010	Amended 2010	Amount Paid 2010	Ending Balance 2010
Castle Medical Center 640 Ulukahi Street Kailua, HI 96734-4498 <i>For capital renovation and renewal to strengthen the hospital's ability to provide high-quality health services to Windward Oahu residents</i> \$2,000,000.00 2010	501(c)(3)	\$0.00	\$2,000,000.00	\$0.00	\$0.00	\$2,000,000.00
Center for Reform of School Systems 4544 Post Oak Place, Suite 270 Houston, TX 77027 <i>An unsolicited grant for a workshop for the Hawaii Board of Education</i> \$3,250.00 2010	501(c)(3)	\$0.00	\$3,250.00	\$0.00	\$3,250.00	\$0.00
Chamber Music Hawaii P O. Box 61939 Honolulu, HI 96839 <i>For music education outreach in Windward Oahu public schools</i> \$3,900.00 2010	501(c)(3)	\$0.00	\$3,900.00	\$0.00	\$0.00	\$3,900.00
Child and Family Service 91-1841 Fort Weaver Road Ewa Beach, HI 96706 <i>For renovation of two therapeutic group homes for youths located in Windward Oahu</i> \$165,000.00 2008	501(c)(3)	\$82,500.00	\$0.00	\$0.00	\$0.00	\$82,500.00

Fiscal Year 2010

Recipient and/or Purpose	Tax Status	Beginning Balance 2010	Newly Allocated 2010	Amended 2010	Amount Paid 2010	Ending Balance 2010
Council on Foundations Inc. 2121 Crystal Drive, Suite 700 Arlington, VA 22202 <i>For membership dues for 2010</i> \$9,135.00 2010	501(c)(3)	\$0.00	\$9,135.00	\$0.00	\$9,135.00	\$0.00
DOE - Windward Oahu District 46-169 Kamehameha Highway Kaneohe, HI 96744 <i>College Work Readiness Assessment (CWRRA) for Castle and Kahuku High Schools</i> \$8,000.00 2010	Government	\$0.00	\$8,000.00	\$0.00	\$8,000.00	\$0.00
Department of Education, State of Hawaii P. O. Box 2360 Honolulu, HI 96804 <i>For implementation of a revised Statewide Communications Plan to include a new user-friendly website and electronic newsletter</i> \$30,000.00 2010	Government	\$0.00	\$30,000.00	\$0.00	\$30,000.00	\$0.00
Department of Education, State of Hawaii P. O. Box 2360 Honolulu, HI 96804 <i>To support rulemaking assistance for the creation of an alternative certification program for principals</i> \$25,000.00 2010	Government	\$0.00	\$25,000.00	\$0.00	\$25,000.00	\$0.00

Fiscal Year 2010

Recipient and/or Purpose	Tax Status	Beginning Balance 2010	Newly Allocated 2010	Amended 2010	Amount Paid 2010	Ending Balance 2010
Easter Seal Society of Hawaii 710 Green Street Honolulu, HI 96813 <i>For renovation of new Easter Seals Hawai'i-Kailua Early Intervention Program</i> \$40,000.00 2010	501(c)(3)	\$0.00	\$40,000.00	\$0.00	\$40,000.00	\$0.00
Families & Friends Of Castle 45-386 Kaneohe Bay Drive Kaneohe, HI 96744 <i>Castle Cafe Painting</i> \$2,025.70 2008	501(c)(3)	\$2,000.00	\$0.00	\$25.70	\$2,025.70	\$0.00
Family Promise, Inc. 69 N Kainalu Drive Kailua, HI 96734 <i>For a Windward Day Center for Windward Oahu homeless families</i> \$75,000.00 2009	501(c)(3)	\$37,500.00	\$0.00	\$0.00	\$37,500.00	\$0.00
Family Promise, Inc. 69 N Kainalu Drive Kailua, HI 96734 <i>For a challenge grant which is also the final grant for this purpose, to maintain the Windward Family Center as an anchor to help move families out of homelessness rapidly</i> \$75,000.00 2010	501(c)(3)	\$0.00	\$75,000.00	\$0.00	\$0.00	\$75,000.00

Fiscal Year 2010

Recipient and/or Purpose	Tax Status	Beginning Balance 2010	Newly Allocated 2010	Amended 2010	Amount Paid 2010	Ending Balance 2010
Fishnet Ministries International	501(c)(3)	\$0.00	\$20,000.00	-\$2,290.00	\$0.00	\$17,710.00
P O. Box 6301						
Kaneohe, Hawaii 96744						
<i>For creation of a business plan and</i>						
<i>communications tools for a self-sustaining,</i>						
<i>faith-based transitional home for women</i>						
<i>preparing themselves to re-enter society</i>						
<i>after incarceration at the Women's</i>						
<i>Community Correctional Center in Kailua</i>						
\$17,710.00						
2010						
Gods Country Waimanalo	501(c)(3)	\$3,000.00	\$0.00	\$295.00	\$3,295.00	\$0.00
P. O. Box 723						
Waimanalo, Hawaii 96795						
<i>-Community clean up of Waimanalo</i>						
<i>homestead drainage canal</i>						
<i>-Give the gift of life community blood drive</i>						
\$3,295.00						
2008						
Grantees To Be Determined	501(c)(3)	-\$50,000.00	\$0.00	\$0.00	\$0.00	-\$50,000.00
146 Hekili St, Suite 203						
Kailua, HI 96734						
<i>For the 2007 Windward Youth Leadership</i>						
<i>Fund</i>						
\$0.00						
2006						
Grantees To Be Determined	501(c)(3)	\$24,911.06	\$0.00	-\$24,911.06	\$0.00	\$0.00
146 Hekili St, Suite 203						
Kailua, HI 96734						
<i>For the 2009 Windward Youth Leadership</i>						
<i>Fund</i>						
\$0.00						
2008						

Fiscal Year 2010

Recipient and/or Purpose	Tax Status	Beginning Balance 2010	Newly Allocated 2010	Amended 2010	Amount Paid 2010	Ending Balance 2010
Grantees To Be Determined						
146 Hekili St, Suite 203	501(c)(3)	\$75,000.00	\$0.00	-\$75,000.00	\$0.00	\$0.00
Kailua, HI 96734						
<i>Support for policy reforms required by</i>						
<i>Race to the Top</i>						
\$0.00						
2009						
Grantees To Be Determined						
146 Hekili St, Suite 203	501(c)(3)	\$0.00	\$50,000.00	-\$50,000.00	\$0.00	\$0.00
Kailua, HI 96734						
<i>For the 2010 Windward Youth Leadership</i>						
<i>Fund with a specific focus on youth-led</i>						
<i>projects that restore watersheds from</i>						
<i>Kahuku to Waimanalo</i>						
\$0.00						
2010						
Grantees To Be Determined						
146 Hekili St, Suite 203	501(c)(3)	\$0.00	\$50,000.00	\$0.00	\$0.00	\$50,000.00
Kailua, HI 96734						
<i>For the 2011 Windward Youth Leadership</i>						
<i>Fund</i>						
\$50,000.00						
2010						
Hanalei Watershed Hui						
P.O. Box 1285	501(c)(3)	\$0.00	\$20,000.00	\$0.00	\$20,000.00	\$0.00
Hanalei, Hawaii 96714						
<i>For Integrated Resource Management</i>						
<i>Action and Community Resiliency Plan for</i>						
<i>Hanalei</i>						
\$20,000.00						
2010						

Fiscal Year 2010

Recipient and/or Purpose	Tax Status	Beginning Balance 2010	Newly Allocated 2010	Amended 2010	Amount Paid 2010	Ending Balance 2010
Hawaii 3R's 735 Bishop Street, Suite 336 Honolulu, HI 96813 <i>For Windward Oahu area high school science lab renovations</i> \$300,000.00 2008	501(c)(3)	\$300,000.00	\$0.00	\$0.00	\$300,000.00	\$0.00
Hawaii Association of Independent Schools Ala Moana Pacific Center 1585 Kapiolani Blvd., #1212 Honolulu, HI 96814 <i>For Travel to High Tech High</i> \$9,000.00 2010	501(c)(3)	\$0.00	\$9,000.00	\$0.00	\$9,000.00	\$0.00
Hawaii Community Foundation 1164 Bishop Street, Suite 800 Honolulu, HI 96813 <i>For a challenge grant to support community coastal restoration projects in partnership with NOAA's Community-based Restoration Program</i> \$250,000.00 2009	501(c)(3)	\$250,000.00	\$0.00	\$0.00	\$75,000.00	\$175,000.00
Hawaii Community Foundation 1164 Bishop Street, Suite 800 Honolulu, HI 96813 <i>For creation and facilitation of an Environmental Funders Group to increase the amount and effectiveness of environmental grantmaking in Hawaii</i> \$25,000.00 2009	501(c)(3)	\$12,500.00	\$0.00	\$0.00	\$12,500.00	\$0.00

Fiscal Year 2010

Recipient and/or Purpose	Tax Status	Beginning Balance 2010	Newly Allocated 2010	Amended 2010	Amount Paid 2010	Ending Balance 2010
Hawaii Community Foundation 1164 Bishop Street, Suite 800 Honolulu, HI 96813 <i>For the Hawaii Community Stabilization Initiative (CSI)</i> \$500,000.00 2009	501(c)(3)	\$400,000.00	\$0.00	\$0.00	\$0.00	\$400,000.00
Hawaii Maoli P. O. Box 1135 Honolulu, Hawaii 96807 <i>For publication of a booklet on distinguished kama'aina of Kane'ohē and for installation of informational ahupua'a boundary markers in Ko'olaupoko</i> \$53,960.00 2008	501(c)(3)	\$30,000.00	\$0.00	\$0.00	\$30,000.00	\$0.00
Hawaii Meth Project c/o MVNP 999 Bishop Street, 24th floor Honolulu, Hawaii 96813 <i>For one-time funding for education and outreach to prevent methamphetamine use among Hawaii's youth</i> \$100,000.00 2010	501(c)(3)	\$0.00	\$100,000.00	\$0.00	\$0.00	\$100,000.00
Hawaii Pastors Roundtable 87-1038 Kaipoi Street Waianae, HI 96792 <i>For one-time funding for organizational capacity building</i> \$10,000.00 2010	Expenditure Responsibility Grant	\$0.00	\$10,000.00	\$0.00	\$0.00	\$10,000.00

Fiscal Year 2010

Recipient and/or Purpose	Tax Status	Beginning Balance 2010	Newly Allocated 2010	Amended 2010	Amount Paid 2010	Ending Balance 2010
Hawaii Seafood Council 516 Kawaihae St Ste E Honolulu, HI 96825 <i>one-time support for capacity building for responsible fisheries and sustainable seafood community education and outreach</i> \$55,000.00 2009	501(c)(3)	\$55,000.00	\$0.00	\$0.00	\$55,000.00	\$0.00
Hawaii State Teachers Association 1200 Ala Kupuna Street Honolulu, HI 96819 <i>For Multi-Media Teacher Growth Portfolios</i> \$30,000.00 2010	Expenditure Responsibility Grant	\$0.00	\$30,000.00	\$0.00	\$30,000.00	\$0.00
Hawaiian Educational Council, Inc. 1585 Kapiolani Blvd. #1212 Honolulu, HI 96814 <i>For Academy 21 Leadership for 21st Century Education</i> \$200,000.00 2009	501(c)(3)	\$100,000.00	\$0.00	\$0.00	\$100,000.00	\$0.00
Honolulu Theatre for Youth 1149 Bethel Street, Suite 700 Honolulu, HI 96813 <i>For an educational theatre program to benefit Windward Oahu youth</i> \$25,000.00 2007	501(c)(3)	\$10,000.00	\$0.00	\$0.00	\$5,000.00	\$5,000.00

Fiscal Year 2010

Recipient and/or Purpose	Tax Status	Beginning Balance 2010	Newly Allocated 2010	Amended 2010	Amount Paid 2010	Ending Balance 2010
Hui Malama I Ke Kai Foundation 41-1537 Kalanianaʻole Highway, Suite 201B Waimanalo, HI 96795 <i>For a one-time grant to support the organization's leadership component as it transitions from a university project to an independent Waimanalo-based organization</i> \$79,740 00 2008	501(c)(3)	\$53,940.00	\$0.00	\$0.00	\$26,572.00	\$27,368.00
Hui Malama I Ke Kai Foundation 41-1537 Kalanianaʻole Highway, Suite 201B Waimanalo, HI 96795 <i>Waimanalo Watershed Project</i> \$5,000.00 2009	501(c)(3)	\$5,000.00	\$0.00	\$0.00	\$0.00	\$5,000.00
Hui O Koolaupoko 1051 Keolu Drive #208 Kailua, HI 96734 <i>For administration of the Windward Youth Leadership Fund Grant Program to market, vet, and evaluate the proposals and projects</i> \$7,500.00 2009	501(c)(3)	\$7,500 00	\$0 00	\$0.00	\$7,500.00	\$0.00
Hui O Koolaupoko 1051 Keolu Drive #208 Kailua, HI 96734 <i>For improvement of water quality while building social capital via the engagement and education of Windward residents.</i> \$75,000 00 2010	501(c)(3)	\$0.00	\$75,000.00	\$0 00	\$75,000.00	\$0.00

Fiscal Year 2010

Recipient and/or Purpose	Tax Status	Beginning Balance 2010	Newly Allocated 2010	Amended 2010	Amount Paid 2010	Ending Balance 2010
Iolani School 563 Kamoku Street Honolulu, HI 96826 <i>For an unsolicited grant to create the Eli McCord Witt Student Athlete Memorial Award</i> \$1,000.00 2010	501(c)(3)	\$0.00	\$1,000.00	\$0.00	\$1,000.00	\$0.00
Junior Achievement Of Hawaii 1136 Union Mall Suite 310 Honolulu, HI 96813 <i>For one-time support to Expand Financial Literacy Education classes to Windward O'ahu public schools</i>	501(c)(3)	\$2,500.00	\$0.00	\$0.00	\$2,500.00	\$0.00
Kahalu'u He'eia Broncos 47-016 Nukuwai Street Kaneohe, HI 96744 <i>Loi clean-up with Aloha Aina Health Center</i> \$5,000.00 2009	501(c)(3)	\$5,000.00	\$0.00	\$0.00	\$0.00	\$5,000.00
Kailua Canoe Club P.O. Box 177 Kailua, HI 96734 <i>A youth service project to restore He'eia wetland to naturally grow kalo and support native animal habitats</i> \$5,000.00 2009	501(c)(3)	\$5,000.00	\$0.00	\$0.00	\$0.00	\$5,000.00

Fiscal Year 2010

Recipient and/or Purpose	Tax Status	Beginning Balance 2010	Newly Allocated 2010	Amended 2010	Amount Paid 2010	Ending Balance 2010
Kailua Canoe Club P O. Box 177 Kailua, HI 96734 <i>For a new canoe to support the Kaelepulu Stream Mangrove Eradication Project, a collaborative effort between the Kailua Canoe Club and the Enchanted Lake Residents Association</i> \$20,000.00 2010	501(c)(3)	\$0.00	\$20,000.00	\$0.00	\$0.00	\$20,000.00
Kailua High School 451 Ulumanu Drive Kailua, Hawaii 96734 <i>Kailua High School Boys Basketball Program Beach Pick Up</i> \$3,000 00 2008	Government	\$3,000 00	\$0.00	\$0.00	\$3,000.00	\$0.00
State of Hawaii DOE Windward Oahu District Office 46-169 Kamehameha Highway Kaneohe, HI 96744 <i>For integrated complex area-wide training in instructional leadership that results in major improvements in student achievement</i> \$55,000 00 2010	Government	\$0 00	\$55,000.00	\$0.00	\$0.00	\$55,000 00
Kailua-Waimanalo Foursquare Church 43 Oneawa Street, Suite 203 Kailua, Hawaii 96734 <i>New Hope Kailua Beach and School Cleanup</i> \$870 00 2008	501(c)(3)	\$5,000.00	\$0.00	-\$4,130.00	\$870.00	\$0.00

Fiscal Year 2010

Recipient and/or Purpose	Tax Status	Beginning Balance 2010	Newly Allocated 2010	Amended 2010	Amount Paid 2010	Ending Balance 2010
Kakoo Oihi 46-005 Kawa St. Rm 104 Kaneohe, Hawaii 96744 <i>For Project Mahuahua Ai o Hoi, to restore the biological, socioeconomic, and cultural productivity of 420 acres of coastal wetland and lowland forest habitat in Heeia ahupuaa.</i> \$50,000.00 2010	501(c)(3)	\$0.00	\$50,000.00	\$0.00	\$50,000.00	\$0.00
Kaneohe Cultural Foundation P.O. Box 356 Kaneohe, Hawaii 96744-0356 <i>For "Camp Huaka'i" -- a Voyaging Program for Windward youth and adults aboard a Hawaiian Sailing Canoe.</i> \$20,000.00 2010	501(c)(3)	\$0.00	\$20,000.00	\$0.00	\$0.00	\$20,000.00
Kawaiahao Church 957 Punchbowl Street Honolulu, HI 96813 <i>For a capital campaign for a building that will house homeless projects, foster care programs, keiki and kupuna mentoring programs, biblical education programs, and other ministries</i> \$250,000.00 2006	501(c)(3)	\$100,000.00	\$0.00	\$0.00	\$0.00	\$100,000.00

Fiscal Year 2010

Recipient and/or Purpose	Tax Status	Beginning Balance 2010	Newly Allocated 2010	Amended 2010	Amount Paid 2010	Ending Balance 2010
KCAA Pre-Schools of Hawaii 2707 South King Street Honolulu, HI 96826 <i>For the Center for Early Education and Development (CEED) to provide a comprehensive training program for early education professionals in Hawaii.</i> \$400,000.00 2008	501(c)(3)	\$400,000.00	\$0.00	\$0.00	\$400,000.00	\$0.00
Ke Ali'i Pauahi Foundation Kamehameha Schools 567 S. King St., Ste. 160 Honolulu, HI 96813-3036 <i>To improve educational outcomes for children aged 0-8 in Waimanalo and Koolauloa</i> \$1,250,000.00 2004	501(c)(3)	\$250,000.00	\$0.00	\$0.00	\$250,000.00	\$0.00
Ke Kula O Samuel M. Kamakau Inc. Laboratory Public Charter School 45-035 Kaneohe Bay Drive Kaneohe, HI 96744 <i>For capital support to develop a campus in Haiku Valley, Kaneohe</i> \$700,000.00 2008	Government	\$300,000.00	\$0.00	\$0.00	\$300,000.00	\$0.00
Kokua Hawaii Foundation P.O. Box 866 Haleiwa, HI 96712 <i>For the Plastic Free Kailua Campaign</i> \$23,000.00 2010	501(c)(3)	\$0.00	\$23,000.00	\$0.00	\$0.00	\$23,000.00

Fiscal Year 2010

Recipient and/or Purpose	Tax Status	Beginning Balance 2010	Newly Allocated 2010	Amended 2010	Amount Paid 2010	Ending Balance 2010
Koolau Baptist Church 45-633 Keneke Street P.O. Box 1642 Kaneohe, HI 96744 <i>For Phase II of the Master School Improvement Plan</i> \$350,000 00 2004	501(c)(3)	\$150,000 00	\$0.00	\$0.00	\$0.00	\$150,000 00
Kualoa-Heeia Ecumenical Youth Project 47-200 Wahee Road Kaneohe, HI 96744 <i>For general operational support of core agency functions and capacity to ensure continued programs and services to the north end of Kaneohe Bay and beyond.</i> \$70,000.00 2009	501(c)(3)	\$50,000.00	\$0.00	\$0.00	\$50,000.00	\$0.00
Kupu 4211 Waialae Avenue, Suite 1020 Honolulu, HI 96816 <i>For Hawaii Youth Conservation Corps Support of year-round and summer programs focusing on wetland restoration, in Windward Oahu through conserving, service, education, and invigorating communities</i> \$125,000 00 2009	501(c)(3)	\$125,000.00	\$0.00	\$0.00	\$125,000.00	\$0.00

Fiscal Year 2010

Recipient and/or Purpose	Tax Status	Beginning Balance 2010	Newly Allocated 2010	Amended 2010	Amount Paid 2010	Ending Balance 2010
Lawyers For Equal Justice P.O. Box 37952 Honolulu, HI 96837-0952 <i>For a one-time start-up funding for the Veterans Project, providing legal help to disabled veterans trying to access denied benefits and services from the Veterans Administration</i> \$60,000.00 2008	501(c)(3)	\$20,000.00	\$0.00	\$0.00	\$20,000.00	\$0.00
Le Jardin Academy Inc. 917 Kalanianaʻole Highway Kailua, HI 96734 <i>Matching grant for Phase 2 of the capital campaign</i> \$3,000,000.00 2004	501(c)(3)	\$1,525,000.00	\$0.00	\$0.00	\$0.00	\$1,525,000.00
Lighthouse Ministries / Ke Ola Hou P.O. Box 170 Waianalo, Hawaii 96795 <i>For start-up support for the Waianalo Youth & Family Collaborative Center</i> \$15,000.00 2010	501(c)(3)	\$0.00	\$15,000.00	\$0.00	\$15,000.00	\$0.00
Malama Kai Foundation P.O. Box 6882 Kamuela, HI 96743 <i>For building community capacity for effective nearshore marine conservation on Hawaii Island</i> \$100,000.00 2008	501(c)(3)	\$57,000.00	\$0.00	\$0.00	\$34,000.00	\$23,000.00

Fiscal Year 2010

Recipient and/or Purpose	Tax Status	Beginning Balance 2010	Newly Allocated 2010	Amended 2010	Amount Paid 2010	Ending Balance 2010
Maui Community Arts & Cultural Center	501(c)(3)	\$500,000.00	\$0.00	\$0.00	\$0.00	\$500,000.00
One Cameron Way Kahului, Maui, HI 96732 <i>For a challenge grant for capital funds to complete Pundy's Dream</i> \$1,000,000.00 2008						
Mental Health America of Hawaii	501(c)(3)	\$0.00	\$150.00	\$0.00	\$150.00	\$0.00
1124 Fort Street Mall Suite 205 Honolulu, HI 96813 <i>To match a contribution made by Elizabeth Murph</i> \$150.00 2010						
Hawaiian Mission Children's Society	501(c)(3)	\$110,000.00	\$0.00	\$0.00	\$60,000.00	\$50,000.00
553 S. King Street Honolulu, HI 96813-3002 <i>For the museum's education and exhibition program and a new outreach project serving schools in Windward Oahu</i> \$150,000.00 2008						
Moanalua High School	Government	\$0.00	\$0.00	\$2,837.68	\$2,837.68	\$0.00
2825 Ala Ilima Street Honolulu, HI 96818 <i>For a one-to-one matching grant for the Hawaii Public Schools model complex time-task study</i> \$110,890.68 2008						

Fiscal Year 2010

Recipient and/or Purpose	Tax Status	Beginning Balance 2010	Newly Allocated 2010	Amended 2010	Amount Paid 2010	Ending Balance 2010
Na Kama Kai P. O. Box 240039 Honolulu, HI 96824 <i>an unsolicited grant award for the 2010 Christmas card sponsored donation recipient to empower youth by creating, conducting and supporting ocean-based programs</i> \$2,500.00 2010	501(c)(3)	\$0.00	\$2,500.00	\$0.00	\$2,500.00	\$0.00
Nanakuli-Waianae Complex Area Hawaii DOE - Leeward Oahu District 601 Kamokula Boulevard Kapolei, Hawaii 96707 <i>New Tech Leadership Development for Nanakuli and Waianae High School New Tech Directors</i> \$4,000.00 2010	Government	\$0.00	\$4,000.00	\$0.00	\$4,000.00	\$0.00
National School Leaders Network Inc 1100 E Washington Rd. Hinsdale, MA 01235 <i>For the creation of a principal leadership network in all Kaimuki Complex schools</i> \$45,000 00 2010	501(c)(3)	\$0.00	\$45,000.00	\$0.00	\$0.00	\$45,000.00
Nature Conservancy, Inc. 923 Nuuanu Avenue Honolulu, HI 96817 <i>For building capacity for effective nearshore marine conservation in the Main Hawaiian Islands</i> \$1,000,000 00 2008	501(c)(3)	\$750,000 00	\$0.00	\$0.00	\$375,000.00	\$375,000.00

Fiscal Year 2010

Recipient and/or Purpose	Tax Status	Beginning Balance 2010	Newly Allocated 2010	Amended 2010	Amount Paid 2010	Ending Balance 2010
Nonprofit Finance Fund						
760 Market Street	501(c)(3)	\$50,000.00	\$0.00	\$0.00	\$50,000.00	\$0.00
Suite 333						
San Francisco, CA 94102						
<i>For expert financial consulting for six</i>						
<i>Hawaii nonprofit organizations to help</i>						
<i>weather the recession</i>						
\$93,820.00						
2009						
Oahu Church Of Christ						
99-1285 Halawa Valley Street, Unit #A-7	501(c)(3)	\$5,000.00	\$0.00	\$0.00	\$5,000.00	\$0.00
Aiea, Hawaii 96701						
<i>He'eia Stream Restoration</i>						
\$5,000.00						
2009						
Oahu Resource Conservation And Development Council						
99-193 Aiea Heights Drive, Ste 111	501(c)(3)	\$205,000.00	\$0.00	\$0.00	\$205,000.00	\$0.00
Aiea, HI 96701						
<i>Amplifying Involvement in</i>						
<i>Community-Based Marine Resources</i>						
<i>Management Through Capacity-Building.</i>						
<i>For more effective support to communities</i>						
<i>who are managing marine resources</i>						
<i>through capacity-building for HCSN and</i>						
<i>communities statewide.</i>						
\$205,000.00						
2009						

Fiscal Year 2010

Recipient and/or Purpose	Tax Status	Beginning Balance 2010	Newly Allocated 2010	Amended 2010	Amount Paid 2010	Ending Balance 2010
Oahu Resource Conservation And Development Council	501(c)(3)	\$0.00	\$11,000.00	\$0.00	\$0.00	\$11,000.00
99-193 Aiea Heights Drive, Ste 111 Aiea, HI 96701						
<i>Support for a workshop to learn lessons for Hawaii from the California Marine Life Protection Act Process</i>						
\$11,000.00 2010						
The Pacific American Foundation	501(c)(3)	\$60,000.00	\$0.00	\$0.00	\$30,000.00	\$30,000.00
146 Hekili Street Suite 203 Kailua, HI 96734						
<i>For He'e Nalu Learning Center's Nalu Studies an experiential surf and environmental science program for at-risk youth</i>						
\$90,000.00 2008						
Parents and Children Together	501(c)(3)	-\$100,000.00	\$0.00	\$0.00	\$0.00	-\$100,000.00
1485 Linapuni Street, Ste. 105 Honolulu, HI 96819						
<i>For capital funds to help purchase a transitional housing residence for women leaving the PACT short-term emergency and crisis shelter in Windward Oahu</i>						
\$200,000.00 2008						

Fiscal Year 2010

Recipient and/or Purpose	Tax Status	Beginning Balance 2010	Newly Allocated 2010	Amended 2010	Amount Paid 2010	Ending Balance 2010
Parents and Children Together						
1485 Linapuni Street, Ste. 105 Honolulu, HI 96819 <i>For 5Rs 96744, an intergenerational character education initiative in the Kaneohe community</i>	501(c)(3)	\$27,500.00	\$0.00	\$1,200.00	\$28,700.00	\$0.00
\$56,200.00 2009						
Parents and Children Together						
1485 Linapuni Street, Ste. 105 Honolulu, HI 96819 <i>One-time funding to retain the Kaneohe Community Family Center at or near its current location to maximize its service to the community</i>	501(c)(3)	\$0.00	\$12,000.00	\$0.00	\$6,000.00	\$6,000.00
\$12,000.00 2010						
Parent Participation Nursery School						
92 Kaneohe Bay Drive Kailua, HI 96734 <i>For a capital improvement project to restore, renew, and revitalize the school while making it environmentally sound, safer, and more accessible for young children</i>	501(c)(3)	\$20,000.00	\$0.00	\$0.00	\$20,000.00	\$0.00
\$20,000.00 2009						
Poailani, Inc.						
553 Kawaimui Street Kailua, HI 96734 <i>For the Pahia Center capital improvement project</i>	501(c)(3)	\$50,000.00	\$0.00	\$0.00	\$50,000.00	\$0.00
\$50,000.00 2009						

Fiscal Year 2010

Recipient and/or Purpose	Tax Status	Beginning Balance 2010	Newly Allocated 2010	Amended 2010	Amount Paid 2010	Ending Balance 2010
Friends of Kailua High School	501(c)(3)	\$3,295.00	\$0.00	\$0.00	\$3,295.00	\$0.00
451 Ulumanu Drive						
Kailua, Hawaii 96734						
<i>Kailua High School 2010 Project Green</i>						
\$3,295.00						
2008						
PTA Hawaii Congress Kalaheo High PTSA	501(c)(3)	\$21,840.00	\$0.00	\$0.00	\$0.00	\$21,840.00
730 Ilanaa Street						
Kailua, HI 96734						
<i>\$70.00 per student participant in the 1997</i>						
<i>"Project Graduation" celebration</i>						
\$13,160.00						
1996						
Pta Hawaii Congress	501(c)(3)	\$9,884.83	\$0.00	\$0.00	\$9,884.83	\$0.00
281 Ilihaa Street						
Kailua, HI 96734						
<i>For the Akahi Elementary</i>						
<i>Student-Designed, Community-Built</i>						
<i>Playground Project</i>						
\$90,000.00						
2008						
Salvation Army - Hawaiian and Pacific Islands Division	501(c)(3)	\$500,000.00	\$0.00	\$0.00	\$250,000.00	\$250,000.00
Divisional Headquarters						
2950 Manoa Road						
Honolulu, HI 96822						
<i>For the Salvation Army Kroc Center</i>						
<i>Hawaii, a new community center in the</i>						
<i>Ewa Villages/East Kapolei area</i>						
\$1,000,000.00						
2006						

Fiscal Year 2010

Recipient and/or Purpose	Tax Status	Beginning Balance 2010	Newly Allocated 2010	Amended 2010	Amount Paid 2010	Ending Balance 2010
Seabury Hall 480 Olinda Road Makawao, Maui, HI 96768 <i>For capital expansion and improvements</i> \$1,000,000.00 2006	501(c)(3)	\$1,000,000.00	\$0.00	\$0.00	\$250,000.00	\$750,000.00
St. Anthony of Padua 148 Makawao Street, #A Kailua, HI 96734 <i>Clean-up and Restoration/Enhancement of the Hamakua Marsh Wildlife Sanctuary</i> \$5,000.00 2009	501(c)(3)	\$5,000.00	\$0.00	\$0.00	\$0.00	\$5,000.00
Teach For America 500 Ala Moana Blvd Suite 3-400 Honolulu, HI 96813 <i>To recruit outstanding teachers to close the achievement gap in Hawaii's public schools</i> \$750,000.00 2007	501(c)(3)	\$500,000.00	\$0.00	\$0.00	\$250,000.00	\$250,000.00
Teach For America 500 Ala Moana Blvd. Suite 3-400 Honolulu, HI 96813 <i>For support to create an alumni relations position at Teach For America, Hawaii</i> \$120,000.00 2009	501(c)(3)	\$120,000.00	\$0.00	\$0.00	\$0.00	\$120,000.00

Fiscal Year 2010

Recipient and/or Purpose	Tax Status	Beginning Balance 2010	Newly Allocated 2010	Amended 2010	Amount Paid 2010	Ending Balance 2010
Tri-Isle Resource Conservation & Development Council, Inc. 77 Hookele St., Ste 202 Kahului, HI 96732-3516 <i>For building Malama Maunaloa's capacity to restore Maunaloa Bay and its adjacent watersheds</i> \$37,500.00 2009	501(c)(3)	\$12,500.00	\$0.00	\$0.00	\$12,500.00	\$0.00
Tri-Isle Resource Conservation & Development Council, Inc. 77 Hookele St., Ste 202 Kahului, HI 96732-3516 <i>Commission on Accreditation for Law Enforcement Agencies (CALEA) accreditation for Hawaii DLNR - Division of Conservation and Resources Enforcement (DOCARE)</i> \$60,000.00 2010	501(c)(3)	\$0.00	\$60,000.00	\$0.00	\$60,000.00	\$0.00
Tri-Isle Resource Conservation & Development Council, Inc. 77 Hookele St., Ste 202 Kahului, HI 96732-3516 <i>For community outreach to fishing leaders and other user groups by the Maui Nui Marine Resource Council</i> \$10,000.00 2010	501(c)(3)	\$0.00	\$10,000.00	\$0.00	\$10,000.00	\$0.00

Fiscal Year 2010

Recipient and/or Purpose	Tax Status	Beginning Balance 2010	Newly Allocated 2010	Amended 2010	Amount Paid 2010	Ending Balance 2010
Tri-Isle Resource Conservation & Development Council, Inc.						
77 Hookele St., Ste 202 Kahului, HI 96732-3516 <i>For Roi Round-up, a grassroots effort to conserve native fisheries through the removal of three introduced, invasive species, including roi (Peacock Grouper), toau (Blacktail Snapper), and taape (Blue-line Snapper)</i>	501(c)(3)	\$0.00	\$10,000.00	\$0.00	\$10,000.00	\$0.00
\$10,000.00 2010						
Tri-Isle Resource Conservation & Development Council, Inc.						
77 Hookele St., Ste 202 Kahului, HI 96732-3516 <i>A challenge grant to build Malama Maunahua's capacity to restore Maunahua Bay and its adjacent watersheds</i>	501(c)(3)	\$0.00	\$25,000.00	\$0.00	\$0.00	\$25,000.00
\$25,000.00 2010						
Trinity Presbyterian Church, Inc.						
875 Aulua Road Kailua, HI 96734 <i>For capital support to double the number of classes in Junior Kindergarten through Sixth Grade and to build a middle and high school program</i>	501(c)(3)	\$250,000.00	\$0.00	\$0.00	\$50,000.00	\$200,000.00
\$500,000.00 2007						

Fiscal Year 2010

Recipient and/or Purpose	Tax Status	Beginning Balance 2010	Newly Allocated 2010	Amended 2010	Amount Paid 2010	Ending Balance 2010
University of Hawaii Foundation P. O. Box 11270 Honolulu, HI 96828-0270 <i>For an assessment of the differences in nearshore soft-bottom fish assemblages between a bay where lay-gillnets are banned (Kailua) and another where lay-gillnets are allowed (Waimanalo)</i> \$500,000.00 2007	501(c)(3)	\$300,000.00	\$0.00	\$0.00	\$100,000.00	\$200,000.00
University of Hawaii Foundation P. O. Box 11270 Honolulu, HI 96828-0270 <i>For continued implementation of the Hawaii P-20 Initiative Strategic Plan and a supplemental fund for improving new teacher training, mentoring and retention using The New Teacher Center of the University of California at Santa Cruz</i> \$1,399,000.00 2008	501(c)(3)	\$386,000.00	\$0.00	\$0.00	\$386,000.00	\$0.00
University of Hawaii Foundation P. O. Box 11270 Honolulu, HI 96828-0270 <i>For the Pacific Center for Environmental Studies</i> \$85,000.00 2008	501(c)(3)	\$45,000.00	\$0.00	\$0.00	\$15,000.00	\$30,000.00
University of Hawaii Foundation P. O. Box 11270 Honolulu, HI 96828-0270 <i>For work to restore Maunahua Bay and its adjacent watersheds</i> \$70,000.00 2008	501(c)(3)	\$20,000.00	\$0.00	\$0.00	\$20,000.00	\$0.00

Fiscal Year 2010

Recipient and/or Purpose	Tax Status	Beginning Balance 2010	Newly Allocated 2010	Amended 2010	Amount Paid 2010	Ending Balance 2010
University of Hawaii Foundation	501(c)(3)	\$45,356.00	\$0.00	\$0.00	\$45,356.00	\$0.00
P. O. Box 11270						
Honolulu, HI 96828-0270						
<i>For the University of Hawaii Sea Grant</i>						
<i>College Program's Community Based</i>						
<i>Coral Reef Awareness and Management in</i>						
<i>West Hawaii</i>						
\$95,356.00						
2009						
University of Hawaii Foundation	501(c)(3)	\$0.00	\$80,000.00	\$0.00	\$50,000.00	\$30,000.00
P. O. Box 11270						
Honolulu, HI 96828-0270						
<i>For the Waikiki Ecosystem Restoration</i>						
<i>Project (Phase II)</i>						
\$80,000.00						
2010						
University of Hawaii Foundation	501(c)(3)	\$0.00	\$5,000.00	\$0.00	\$5,000.00	\$0.00
P. O. Box 11270						
Honolulu, HI 96828-0270						
<i>A Summit on Higher Education: Raising</i>						
<i>Hawaii's Competitive Edge</i>						
\$5,000.00						
2010						
University of Hawaii Foundation	501(c)(3)	\$0.00	\$150,000.00	\$0.00	\$0.00	\$150,000.00
P. O. Box 11270						
Honolulu, HI 96828-0270						
<i>For implementation of the Hawaii's P-3</i>						
<i>Demonstration Project model in Windward</i>						
<i>Oahu to achieve literacy by grade three</i>						
\$150,000.00						
2010						

Fiscal Year 2010

Recipient and/or Purpose	Tax Status	Beginning Balance 2010	Newly Allocated 2010	Amended 2010	Amount Paid 2010	Ending Balance 2010
University of Hawaii Foundation	501(c)(3)	\$0.00	\$106,197.00	\$0.00	\$50,000.00	\$56,197.00
P. O. Box 11270						
Honolulu, HI 96828-0270						
<i>For the University of Hawaii Sea Grant</i>						
<i>College Program's Community Based</i>						
<i>Coral Reef Awareness and Management</i>						
<i>Project in West Hawaii</i>						
\$106,197 00						
2010						
Veterans Of Foreign Wars Windward Post	501(c)(19)	\$5,000.00	\$0.00	-\$5,000 00	\$0.00	\$0.00
No 10154 Veterans Of Foreign						
46280 Heeia St						
Kaneohe, Hawaii 96744						
<i>For Venturing Crew 303's Clearing Out</i>						
<i>Invasive Species</i>						
\$0.00						
2009						
Waimanalo Hawaiian Homes Association	501(c)(3)	\$0.00	\$15,000.00	\$0.00	\$0.00	\$15,000.00
PO Box 353						
Waimanalo, Hawaii 96795-0353						
<i>For intensive leadership training of</i>						
<i>Waimanalo-based and other Windward</i>						
<i>community leaders</i>						
\$15,000.00						
2010						
Waipahu Foursquare Church	501(c)(3)	\$0 00	\$2,500.00	\$0 00	\$2,500 00	\$0.00
94-877 Lumiana Street						
Building 12						
Waipahu, HI 96797						
<i>To match a contribution made by Ann</i>						
<i>Matsukado</i>						
\$2,500.00						
2010						

Fiscal Year 2010

Recipient and/or Purpose	Tax Status	Beginning Balance 2010	Newly Allocated 2010	Amended 2010	Amount Paid 2010	Ending Balance 2010
The Wildlife Society	501(c)(3)	\$240,000.00	\$0.00	\$0.00	\$120,000.00	\$120,000.00
1421 Aalapapa Drive						
Kailua, HI 96734						
<i>For the Kawaiwi Marsh Wetland</i>						
<i>Restoration and Habitat Enhancement</i>						
<i>Project</i>						
\$240,000.00						
2006						
Windward Arts Council	501(c)(3)	\$1,800.00	\$0.00	\$0.00	\$1,800.00	\$0.00
P.O. Box 1704						
Kailua, HI 96734						
<i>For Windward Arts Council Teen Arts</i>						
<i>Achievement Awards for 2008, 2009 and</i>						
<i>2010</i>						
\$5,400.00						
2008						
Windward Baptist Church	501(c)(3)	\$125,000.00	\$0.00	\$0.00	\$0.00	\$125,000.00
47528 Kamehameha Hwy						
Kaneohe, HI 96744						
<i>For support for repairs, land purchase and</i>						
<i>capacity building for the Rebuilders</i>						
<i>Addictions Ministry (RAM).</i>						
\$158,600.00						
2007						
Windward Oahu District Office	Government	\$0.00	\$2,500.00	\$0.00	\$2,500.00	\$0.00
46-169 Kamehameha Highway						
Kaneohe, HI 96744						
<i>For training support for School</i>						
<i>Community Council members in the</i>						
<i>Kailua-Kalaheo Complex Area</i>						
\$2,500.00						
2010						

Fiscal Year 2010

Recipient and/or Purpose	Tax Status	Beginning Balance 2010	Newly Allocated 2010	Amended 2010	Amount Paid 2010	Ending Balance 2010
Young Womens Christian Association of Oahu	501(c)(3)	\$0.00	\$15,000.00	\$0.00	\$15,000.00	\$0.00
1040 Richards Street Honolulu, HI 96813						
<i>For the YWCA Strategic Restructuring Plan for Kokokahi</i>						
\$15,000.00						
2010						
Grand Totals (119 items)		\$10,441,526.89	\$3,373,932.00	-\$160,977.68	\$5,206,166.21	\$8,448,315.00
	APPROVED AND PAID IN 2010		<610,325>			
	APPROVED IN 2010 FOR FUTURE YEARS		<u>\$2,763,607.</u>			

FORM 990-PF, PART II, BALANCE SHEETS, LINE 11:

COST BASIS				
DESCRIPTION	BEGINNING BALANCE	ADDITIONS	DISPOSALS	RECLASS BALANCE
REAL ESTATE FOR LEASE	3,534,866			3,534,866
LAND	1,578,865			1,578,865
	5,113,731	-	-	5,113,731

FORM 990-PF, PART II, BALANCE SHEETS, LINE 14:

COST BASIS				
DESCRIPTION	BEGINNING BALANCE	ADDITIONS	DISPOSALS	RECLASS BALANCE
146 HEKILI - BUILDING & IMPROVEMENTS	2,096,463	11,785		2,108,248
MERCH. ROW - BUILDING & IMPROVEMENTS	2,405,657	63,478		2,469,135
KAILUA VILLAGE - BLDG & IMPROVEMENT	1,675,323			1,675,323
145 HEKILI - BUILDING & IMPROVEMENTS	-			-
151 HEKILI - BUILDING & IMPROVEMENTS	6,008,351	301,092		6,309,443
609 KAILUA - BLDG & IMPROVEMENTS	4,397,492	9,941		4,407,433
591 KAILUA - BLDG & IMPROVEMENTS	6,620,891	1		6,620,892
PARKING GARAGE - BLDG	7,549,453	1		7,549,454
FOUNDATION OFFICE	1,637,276	32,003		1,669,279
	32,390,906	418,301	-	32,809,207
FURNITURE & FIXTURES	148,152		(90,579)	57,573
	32,539,058	418,301	(90,579)	32,866,780

ACCUMULATED DEPRECIATION			
BEGINNING BALANCE	DEPRECIATION	DISPOSALS	ENDING BALANCE
1,998,237	20,479		2,018,716
2,367,171	12,796		2,379,967
443,980	45,459		489,439
-			-
72,932	188,535		261,467
621,028	113,310		734,338
641,736	187,496		829,232
1,020,410	193,934		1,214,344
	42,802		42,802
7,165,494	804,811	-	7,970,305
118,050	3,820	(90,579)	31,291
7,283,544	808,631	(90,579)	8,001,596

SUBSTANTIATION OF EXERCISE OF EXPENDITURE RESPONSIBILITY

HAROLD K. L. CASTLE FOUNDATION
TIN: 99-6005445
TAX YEAR ENDED: DECEMBER 31, 2010

FORM 990-PF, PART VII-B, LINE 5

The following information is provided in accordance with IRC Sec. 4945(h)(3) and Reg. 53-4945-5(d) to demonstrate that the foundation exercised expenditure responsibility in regard to its grants.

Name and Address of Grantee:	LUA, Inc. 1171 Akula Place Kailua, HI 96734
Amount of Grant:	\$ \$50,000.00
Date of Grant:	- o Approved on October 27, 2004 - o Grant period is from 10/27/2004 to 12/31/2010 - o Payments to date: 1. \$25,000.00 Scheduled: 12/27/2004 -- Check No: 7089 Paid: 12/27/2004 2. \$25,000.00 Scheduled: 12/1/2005 -- Check No 819 Paid: 12/1/2005 Grand Total=\$50,000.00
Purpose of Grant:	To establish the Pa Alaka'i Leadership Training Center in Kailua
Amounts Expended by Grantee:	Grantee has expended approximately \$50,000.00 as of December 31, 2009.
To the Grantor's knowledge, has Grantee diverted a portion of funds from the purpose of the grant?	To our knowledge, the grantee has not diverted any portion of the grant funds, or the income therefrom. A final report is due on February 1, 2011.
Dates of Reports Received from the Grantee:	Dates of emails from and meetings with the grantee reporting on their progress. • May 24, 2005 • April 21, 2006 (extended with approval of Terrence George from the original due date of December 1, 2005). • IRS 501©(3) nonprofit status achieved March 2, 2007 with exemption effective as of November 23, 2004 • April 30, 2007 • March 31, 2008 • August 28, 2008 (no-cost extension; new end date of Dec. 31, 2008) • September 16, 2009 • October 7, 2009 • November 3, 2009 (no-cost extension; new end date of Dec. 31, 2010 approved by Directors on Oct. 26, 2009.) • July 30, 2011

Dates and Results of any Verification of the Grantee's Reports:	To verify the contents of the report and to monitor the progress of the project, Terrence George and/or Grants Manager Elizabeth Murph spoke and/or corresponded with Mr Thomas K. Kaulukukui Jr on September 16, October 7, and November 3, 2009 and on July 1 (by letter), July 2 (by telephone) August 1, 2011 (by email) sheet to monitor the grantee's progress. The project has been completed, and the grantee is now completing their final financial report.
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SUBSTANTIATION OF EXERCISE OF EXPENDITURE RESPONSIBILITY

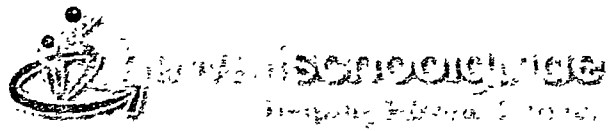
HAROLD K. L. CASTLE FOUNDATION
TIN: 99-6005445
TAX YEAR ENDED: DECEMBER 31, 2010

FORM 990-PF, PART VII-B, LINE 5

The following information is provided in accordance with IRC Sec. 4945(h)(3) and Reg. 53-4945-5(d) to demonstrate that the foundation exercised expenditure responsibility in regard to its grants.

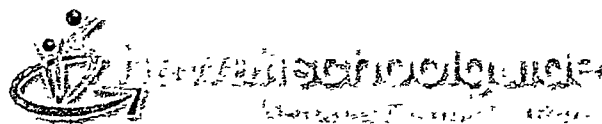
Name and Address of Grantee:	New Distinction Corporation 2540 Ferdinand Avenue Honolulu, HI 96822
Amount of Grant:	\$40,000
Date of Grant:	- o Approved February 19, 2009 to New Distinction Corp. (originally authorized on July 11, 2008 as a grant to Community Links Hawaii, as fiscal sponsor for the same work; since rescinded due to inability of both groups to agree on a fiscal sponsorship contract.) - o Grant period is from July 11, 2008 to July 11, 2010. - o The one-and-only payment of \$40,000 was made on May 14, 2009. The grant money was originally paid to Community Links on August 21, 2008, and returned in its entirety by them on March 10, 2009 after the original grant was rescinded.
Purpose of Grant:	For one-time startup support for HawaiiSchoolGuide.com, a one-stop online resource for information on all Hawaii schools from preschool to college. Specifically, it is the grantee's intent to develop a website with the following functionality: 1. Search: Fully customizable and filtered search function, making it simple for parents to look for schools that are within geographic proximity and/or fill specific educational needs. 2. School Statistics & Demographic Information: Enrollment rates, teacher-to-student ratio, staff directory, tuition reports, percentage of students receiving tuition assistance... Tools are also available to create customizable charts comparing multiple schools' statistics. Information about the school's surrounding community including real estate information is included. 3. Mini Sites & School Central Admin: Each school may have a mini website including easy to use online school admin area for updates of information which will update the main site in real time along with creating syndicated content for any site subscribing to their data feed. 4. Financial Aid, Deadlines and Requirements Checklist:

	Parents and students can generate a consolidated checklist with deadlines and requirements needed for the schools of interest. This will also include access to information on how to apply and a database of financial aid offered. 5. School News, Information and Comments: Important news, articles, facts and resources pertaining to Hawaii public and private schools will be posted. Site users will be able to post comments on related school topics. 6. Schools Quick Request: Allows user to fill out one simple form and directly request information from multiple schools. 7. Forum/Social Networking: Online forum to answer any and all questions relating to schools in Hawaii with dedicated sections for parents, teachers and students. 8. School Calendar: A calendar feature to allow schools to publish schedules such as school days and holidays, exam schedules, plays, recitals and other extracurricular events, PTSA meetings, open house, application deadlines for enrollees and other important school events for parents and students to keep track.
Amounts Expended by Grantee:	Since the grant was originally made to the 501c3 fiscal sponsor, Community Links Hawaii, which had not spent any funds before the original grant was rescinded, no grant funds had been expended as of December 31, 2008. Based on a September 10, 2009 telephone conversation between Foundation Program Officer Matthew Lorin and New Distinction Corporation staff member Kari Leong, the Grantee has expended approximately \$36,000 to date. In their final report received September 23, 2009, the Grantee reported having expended \$40,000.00. Detail of expenditures along with an expenditure timeline are attached at Tab A.
To the Grantor's knowledge, has Grantee diverted a portion of funds from the purpose of the grant?	To our knowledge, the grantee has not diverted any portion of the grant funds, or the income therefrom.
Dates of Reports Received from the Grantee:	See attachment listing dates of emails from and meetings with the grantee reporting on their progress. Final report was received on September 23, 2009. Grant was formally closed on December 9, 2009.
Dates and Results of any Verification of the Grantee's Reports:	To verify the contents of the report and to monitor the progress of the project, Terrence George and/or Matthew Lorin (Education Program Officer) met with Evan Leong, Executive Director, on three occasions as noted on the attached sheet at Tab B to monitor the grantee's progress.

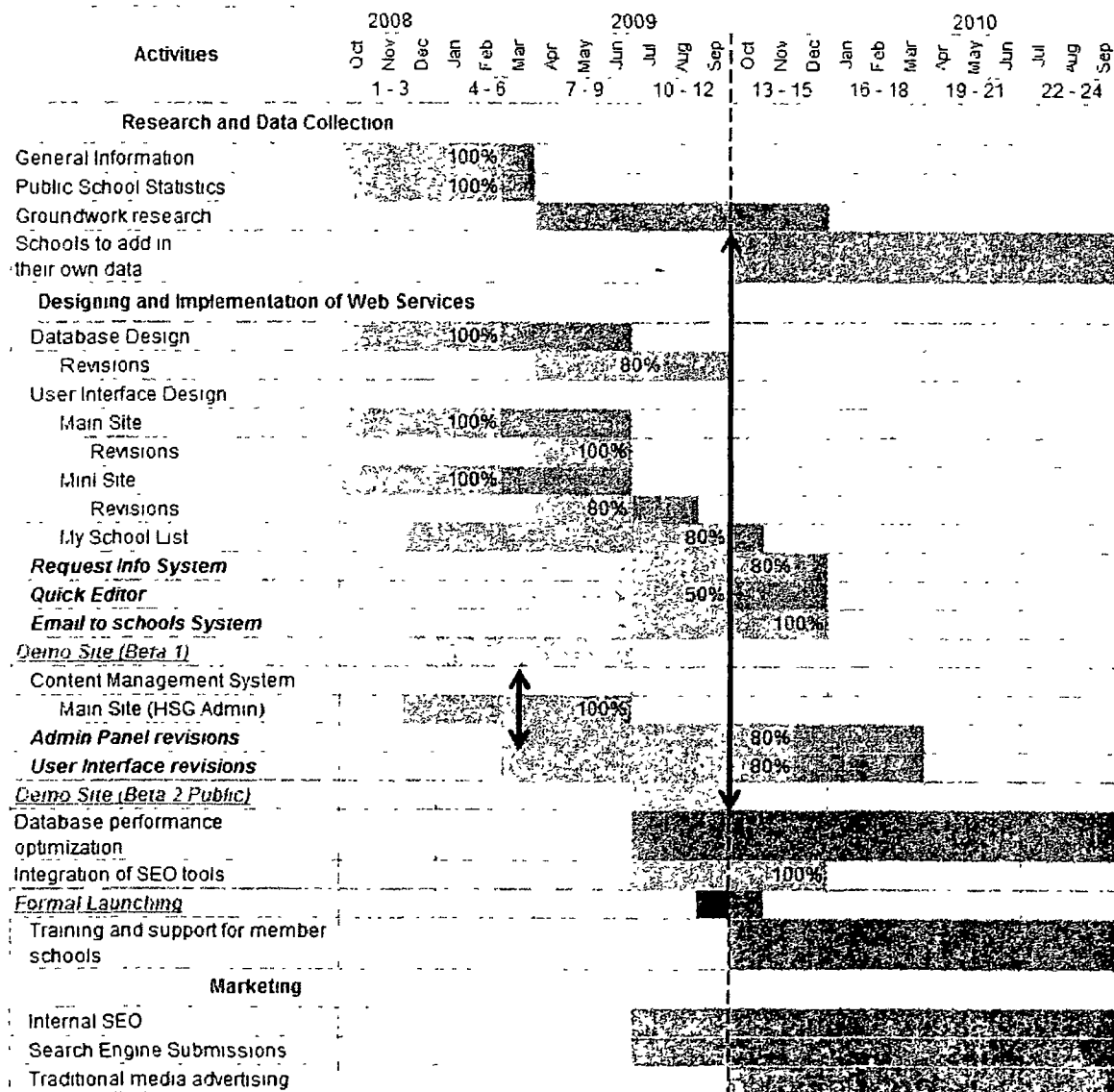


Final Budget

Allocation	Amount
Personnel	\$ 21,500.00
Consultant Fees	\$ 16,420.77
Wireless	\$ 809.07
Advertising/Promotions	-
Legal Services	\$ 920.16
Rent	\$ 350.00
Accounting	-
Total	\$ 40,000.00



Development Timeline
As of 23 September 2009



Scheduled Activity
Percent Completed
Ongoing

Tab B

Emails and Meetings relating to Grant #3187 between Harold K.L. Castle Foundation & New Distinction Corporation

	From	Email Subject	Received	Size
1	KARI LEONG	Re: Letter attached	9/30/2008	9 KB
2	KARI LEONG	Re: mcinerny address	9/30/2008	8 KB
3	KARI LEONG	RE: mcinerny address	9/29/2008	8 KB
4	KARI LEONG	mcinerny address	9/28/2008	8 KB
5	Kari	letter	9/24/2008	8 KB

	Date	Meeting Subject	Attendees
1	12/5/08	Community Links/HSG to clear up status of HSG	TRG/ML
2	1/7/09	Matt/Kari Leong re possible alignments, relationships and partnerships	ML/KL
3	5/19/09	KL/Robin Danner re possible alignment	KL/RD

SUBSTANTIATION OF EXERCISE OF EXPENDITURE RESPONSIBILITY

HAROLD K. L. CASTLE FOUNDATION
TIN: 270855937
TAX YEAR ENDED: DECEMBER 31, 2010

FORM 990-PF, PART VII-B, LINE 5

The following information is provided in accordance with IRC Sec. 4945(h)(3) and Reg. 53-4945-5(d) to demonstrate that the foundation exercised expenditure responsibility in regard to its grants.

Name and Address of Grantee:	Malama Pupukea Waimea P.O. Box 6 Haleiwa, Hawaii 96712
Amount of Grant:	\$ \$50,000.00
Date of Grant:	- o Approved December 7, 2010 - o Grant period is from 12/15/2010 to 12/15/2012 - o One payment to date: - o Check no. 5689 for \$25,000.00 dated 2/10/11
Purpose of Grant:	For a one-time challenge grant to build the organizational capacity of this voluntary marine conservation organization in the Waimea and Pupukea ahupua'a
Amounts Expended by Grantee:	Grantee has expended no grant finding in 2010. Approximately \$25,000.00 has been expended in 2011.
To the Grantor's knowledge, has Grantee diverted a portion of funds from the purpose of the grant?	To our knowledge, the grantee has not diverted any portion of the grant funds, or the income therefrom.
Dates of Reports Received from the Grantee:	Emails: 1. From Denise Antolini Sent Mon 11/15/2010 5:52 PM re application and strategic plan efforts, with Strategic Plan and relevant minutes attached. 2. From Denise Antolini Sent Thu 1/6/2011 8:28 PM re revised outcomes and budget with those items attached as well as a resume for a prospective Executive Director
Dates and Results of any Verification of the Grantee's Reports:	To verify the contents of the report and to monitor the progress of the project, Terrence George met with grantee Board Chair Denise Antolini on July 12, 2011 and on July 30, 2011 to monitor the grantee's progress. Mr. George also corresponded with Ms. Antolini by email on November 16 and December 1, 2010 regarding progress on grant outcomes.

SUBSTANTIATION OF EXERCISE OF EXPENDITURE RESPONSIBILITY

HAROLD K. L. CASTLE FOUNDATION

TIN: 273474121

TAX YEAR ENDED: DECEMBER 31, 2010

FORM 990-PF, PART VII-B, LINE 5

The following information is provided in accordance with IRC Sec. 4945(h)(3) and Reg. 53-4945-5(d) to demonstrate that the foundation exercised expenditure responsibility in regard to its grants.

Name and Address of Grantee:	Hawai Pastors Roundtable 87-1038 Kaipoi Street Waianae, HI 96792
Amount of Grant:	\$10,000.00
Date of Grant:	- o Approved December 7, 2010 - o Grant period is from 12/15/2010 to 12/15/2011 - o Payments to date: none in 2010
Purpose of Grant:	For one-time funding for organizational capacity building
Amounts Expended by Grantee:	Grantee expended no grant funds in 2010.
To the Grantor's knowledge, has Grantee diverted a portion of funds from the purpose of the grant?	To our knowledge, the grantee has not diverted any portion of the grant funds, or the income therefrom.
Dates of Reports Received from the Grantee:	Reports are not due until January 15, 2012. Terrence George met with the grantee's Executive Director, Leo J. Bogee, Jr., approximately one week prior to submission of the online pre-proposal inquiry dated October 10, 2010.
Dates and Results of any Verification of the Grantee's Reports:	To monitor the progress of the project, Terrence George called Don Horner, co-founding board member of the organization, on approximately May 15, 2011 after receiving a copy of a letter of resignation from the grantee's Executive Director, Mr. Leo J Bogee Jr. on approximately May 10, 2011. Mr. Horner indicated that Mr. Bogee's departure had to do with a mismatch for the position, and confirmed that no grant funds had been diverted.

SUBSTANTIATION OF EXERCISE OF EXPENDITURE RESPONSIBILITY

HAROLD K. L. CASTLE FOUNDATION
TIN: 99-0145127
TAX YEAR ENDED: DECEMBER 31, 2010

FORM 990-PF, PART VII-B, LINE 5

The following information is provided in accordance with IRC Sec. 4945(h)(3) and Reg. 53-4945-5(d) to demonstrate that the foundation exercised expenditure responsibility in regard to its grants.

Name and Address of Grantee:	Hawaii State Teachers Association 1200 Ala Kupuna Street Honolulu, HI 96819
Amount of Grant:	\$ \$30,000.00
Date of Grant:	- o Approved May 6, 2010 - o Grant period is from 11/1/2010 to 8/31/2011 - o Payments to date: Grant paid in full - o Check no. 5480 dated 11/10/10 for \$30,000.00
Purpose of Grant:	For Multi-Media Teacher Growth Portfolios
Amounts Expended by Grantee:	Grantee expended no monies from the grant in calendar year 2010.
To the Grantor's knowledge, has Grantee diverted a portion of funds from the purpose of the grant?	To our knowledge, the grantee has not diverted any portion of the grant funds, or the income therefrom.
Dates of Reports Received from the Grantee:	Reports are not due until August 31, 2011. On April 20, 2011 we received an email from the grantee's Executive Assistant, Joanna Barroga, indicating that no monies from the grant were expended in calendar year 2011.
Dates and Results of any Verification of the Grantee's Reports:	To verify the contents of the report and to monitor the progress of the project, Terrence George with HSTA Executive Director Alvin Nagasako prior to the grant period, on July 6, 2010 and just after the start of the grant period, on November 2, 2010; subsequently, Mr. George met with HSTA's key implementer of the grant activities, Ms. Karen Aka, on June 24, July 13, and August 11, 2011 to monitor the grantee's progress.

Form **8868**

(Rev. January 2011)

Department of the Treasury
Internal Revenue Service**Application for Extension of Time To File an
Exempt Organization Return**

OMB No. 1545-1709

► File a separate application for each return.

- If you are filing for an **Automatic 3-Month Extension**, complete only **Part I** and check this box ☒ **X**
- If you are filing for an **Additional (Not Automatic) 3-Month Extension**, complete only **Part II** (on page 2 of this form).

Do not complete Part II unless you have already been granted an automatic 3-month extension on a previously filed Form 8868

Electronic filing (e-file). You can electronically file Form 8868 if you need a 3-month automatic extension of time to file (6 months for a corporation required to file Form 990-T), or an additional (not automatic) 3-month extension of time. You can electronically file Form 8868 to request an extension of time to file any of the forms listed in Part I or Part II with the exception of Form 8870, Information Return for Transfers Associated With Certain Personal Benefit Contracts, which must be sent to the IRS in paper format (see instructions). For more details on the electronic filing of this form, visit www.irs.gov/efile and click on *e-file for Charities & Nonprofits*.

Part I Automatic 3-Month Extension of Time. Only submit original (no copies needed).A corporation required to file Form 990-T and requesting an automatic 6-month extension—check this box and complete Part I only ☐*All other corporations (including 1120-C filers), partnerships, REMICs, and trusts must use Form 7004 to request an extension of time to file income tax returns.*

Type or print File by the due date for filing your return. See instructions.	Name of exempt organization HAROLD K.L. CASTLE FOUNDATION		Employer identification number 99-6005445
	Number, street, and room or suite no. If a P.O. box, see instructions 1199 Auloa Road		
	City, town or post office, state, and ZIP code. For a foreign address, see instructions Kailua HI 96744		

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-T (corporation)	07
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

- The books are in the care of ► **CARLTON AU**

Telephone No. ► **808 263-8900**

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.

- 1 I request an automatic 3-month (6 months for a corporation required to file Form 990-T) extension of time until **8/15/2011**, to file the exempt organization return for the organization named above. The extension is for the organization's return for
 ► ☒ calendar year **2010**, or
 ► ☐ tax year beginning _____, and ending _____

- 2 If the tax year entered in line 1 is for less than 12 months, check reason: ☐ Initial return ☐ Final return
☐ Change in accounting period

3a If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions.	3a	\$
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.	3b	\$
c Balance due. Subtract line 3b from line 3a. Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions.	3c	\$ 0

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

For Paperwork Reduction Act Notice, see Instructions.

(HTA)

Form **8868** (Rev. 1-2011)

- 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
	HAROLD K L. CASTLE FOUNDATION	99-6005445
	Number, street, and room or suite no. If a P.O. box, see instructions	
	1199 Aulua Road	
City, town or post office, state, and ZIP code. For a foreign address, see instructions		
Kailua		HI 96744

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.

- The books are in the care of ☐ Telephone No ☐ 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 11/15/2011
- 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 Additional time is needed to gather the necessary information to file a complete and accurate tax 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	\$
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	\$
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 *William D. Miller* Title Agent/CPA Date 8/8/11