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

OMB No 1545-0052

2011

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

For calendar year 2011 or tax year beginning

, and ending

Name of foundation

ATHERTON FAMILY FOUNDATION
C/O BANK OF HAWAII

A Employer identification number

51-0175971

Number and street (or P.O. box number if mail is not delivered to street address)

P.O. BOX 3170, DEPT. 715

Room/suite

B Telephone number

808-694-4158

City or town, state, and ZIP code

HONOLULU, HI 96802-3170

C If exemption application is pending, check here ☐

G Check all that apply:

☐ Initial return☐ Initial return of a former public charity☐ Final return☐ Amended return☐ Address change☐ Name changeD 1 Foreign organizations, check here ☐2. Foreign organizations meeting the 85% test, check here and attach computation ☐

H Check type of organization:

☒ Section 501(c)(3) exempt private foundation☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundationE If private foundation status was terminated under section 507(b)(1)(A), check here ☐

I Fair market value of all assets at end of year

J Accounting method: ☒ Cash ☐ Accrual

(from Part II, col (c), line 16)

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

▶ \$ 86,493,728. (Part I, column (d) must be on cash basis)

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

255.

255.

STATEMENT 1

4 Dividends and interest from securities

1,264,963.

1,264,963.

STATEMENT 2

5a Gross rents

925,950.

925,950.

STATEMENT 3

b Net rental income or (loss)

661,877.

STATEMENT 4

6a Net gain or (loss) from sale of assets not on line 10

824,360.

b Gross sales price for all assets on line 6a

27,221,686.

7 Capital gain net income (from Part IV, line 2)

824,360.

8 Net short-term capital gain

9 Income modifications

10a Gross sales less returns and allowances

b Less Cost of goods sold

c Gross profit or (loss)

11 Other income

389,098.

389,098.

STATEMENT 5

12 Total Add lines 1 through 11

3,404,626.

3,404,626.

13 Compensation of officers, directors, trustees, etc.

0.

0.

0.

14 Other employee salaries and wages

15 Pension plans, employee benefits

16a Legal fees

b Accounting fees

STMT 6

27,772.

12,069.

15,703.

c Other professional fees

STMT 7

468,693.

406,932.

61,761.

17 Interest

18 Taxes

STMT 8

295,620.

259,136.

0.

19 Depreciation and depletion

5,672.

5,672.

20 Occupancy

21 Travel, conferences, and meetings

11,862.

0.

11,862.

22 Printing and publications

2,449.

0.

2,449.

23 Other expenses

STMT 9

233,074.

47,719.

185,355.

24 Total operating and administrative expenses Add lines 13 through 23

1,045,142.

731,528.

277,130.

25 Contributions, gifts, grants paid

4,061,962.

4,061,962.

26 Total expenses and disbursements. Add lines 24 and 25

5,107,104.

731,528.

4,339,092.

27 Subtract line 26 from line 12:

a Excess of revenue over expenses and disbursements

-1,702,478.

b Net investment income (if negative, enter -0-)

2,673,098.

c Adjusted net income (if negative, enter -0-)

N/A

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ATHERTON FAMILY FOUNDATION

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C/O BANK OF HAWAII

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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					
	2 Savings and temporary cash investments			982,625.	1,481,005.	1,481,005.
	3 Accounts receivable ▶					
	Less: allowance for doubtful accounts ▶					
	4 Pledges receivable ▶					
	Less: allowance for doubtful accounts ▶					
	5 Grants receivable					
	6 Receivables due from officers, directors, trustees, and other disqualified persons					
	7 Other notes and loans receivable ▶					
	Less: allowance for doubtful accounts ▶					
	8 Inventories for sale or use					
	9 Prepaid expenses and deferred charges					
	10a Investments - U.S. and state government obligations					
	b Investments - corporate stock					
	c Investments - corporate bonds					
11 Investments - land, buildings, and equipment basis ▶	1,610,175.					
Less accumulated depreciation STMT 11 ▶	113,430.		1,502,417.	1,496,745.	8,943,076.	
12 Investments - mortgage loans						
13 Investments - other STMT 12			82,644,153.	78,121,804.	75,886,515.	
14 Land, buildings, and equipment: basis ▶						
Less accumulated depreciation ▶						
15 Other assets (describe ▶ STATEMENT 13)			0.	183,132.	183,132.	
16 Total assets (to be completed by all filers)			85,129,195.	81,282,686.	86,493,728.	
Liabilities	17 Accounts payable and accrued expenses					
	18 Grants payable					
	19 Deferred revenue					
	20 Loans from officers, directors, trustees, and other disqualified persons					
	21 Mortgages and other notes payable					
	22 Other liabilities (describe ▶)					
23 Total liabilities (add lines 17 through 22)			0.	0.		
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ▶ ☒ and complete lines 24 through 26 and lines 30 and 31					
	24 Unrestricted					
	25 Temporarily restricted			85,129,195.	81,282,686.	
	26 Permanently restricted					
	Foundations that do not follow SFAS 117, check here ▶ ☐ and complete lines 27 through 31					
	27 Capital stock, trust principal, or current funds					
	28 Paid-in or capital surplus, or land, bldg., and equipment fund					
	29 Retained earnings, accumulated income, endowment, or other funds					
30 Total net assets or fund balances			85,129,195.	81,282,686.		
31 Total liabilities and net assets/fund balances			85,129,195.	81,282,686.		

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	85,129,195.
2 Enter amount from Part I, line 27a	2	-1,702,478.
3 Other increases not included in line 2 (itemize) ▶ RETURNED PRIOR YEAR GRANTS	3	215,723.
4 Add lines 1, 2, and 3	4	83,642,440.
5 Decreases not included in line 2 (itemize) ▶ SEE STATEMENT 10	5	2,359,754.
6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	81,282,686.

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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 27,221,686.		26,397,326.	824,360.

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			824,360.

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	824,360.
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c). If (loss), enter -0- in Part I, line 8	{ }	3	N/A

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

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

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

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period?

☐ Yes ☒ No

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

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col. (b) divided by col. (c))
2010	4,648,802.	85,746,431.	.054216
2009	4,752,146.	83,592,512.	.056849
2008	4,818,688.	92,853,389.	.051896
2007	4,806,794.	102,960,940.	.046686
2006	4,362,495.	98,015,268.	.044508

2 Total of line 1, column (d)	2	.254155
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	.050831
4 Enter the net value of noncharitable-use assets for 2011 from Part X, line 5	4	92,338,339.
5 Multiply line 4 by line 3	5	4,693,650.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	26,731.
7 Add lines 5 and 6	7	4,720,381.
8 Enter qualifying distributions from Part XII, line 4	8	4,339,092.

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.

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

1a Exempt operating foundations described in section 4940(d)(2), check here ☐ and enter "N/A" on line 1. Date of ruling or determination letter. _____ (attach copy of letter if necessary-see instructions)		1	53,462.
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here ☐ and enter 1% of Part I, line 27b		2	0.
c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b).		3	53,462.
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		4	0.
3 Add lines 1 and 2		5	53,462.
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)			
5 Tax based on investment income Subtract line 4 from line 3. If zero or less, enter -0-			
6 Credits/Payments:			
a 2011 estimated tax payments and 2010 overpayment credited to 2011	6a 42,939.		
b Exempt foreign organizations - tax withheld at source	6b		
c Tax paid with application for extension of time to file (Form 8868)	6c 57,000.		
d Backup withholding erroneously withheld	6d		
7 Total credits and payments. Add lines 6a through 6d		7	99,939.
8 Enter any penalty for underpayment of estimated tax. Check here ☒ if Form 2220 is attached		8	
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed		9	
10 Overpayment If line 7 is more than the total of lines 5 and 8, enter the amount overpaid		10	46,477.
11 Enter the amount of line 10 to be: Credited to 2012 estimated tax	46,477. Refunded	11	0.

Part VII-A Statements Regarding Activities

	Yes	No
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		X
1b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see instructions for definition)? If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities		X
c Did the foundation file Form 1120-POL for this year?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation. \$ 0. (2) On foundation managers \$ 0.		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers \$ 0.		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? If "Yes," attach a detailed description of the activities		X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes		X
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		X
b If "Yes," has it filed a tax return on Form 990-T for this year?		
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 2011 or the taxable year beginning in 2011 (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

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Part VII-A Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11		X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ► <u>N/A</u>	13	X	
14	The books are in care of ► <u>BANK OF HAWAII</u> Telephone no ► <u>808-694-4540</u> Located at ► <u>130 MERCHANT STREET, HONOLULU, HI</u> ZIP+4 ► <u>96813</u>			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here and enter the amount of tax-exempt interest received or accrued during the year ► <u>15</u> <u>N/A</u>			
16	At any time during calendar year 2011, 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 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 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 2011?	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 2011, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2011? If "Yes," list the years ► _____, _____, _____ ☐ Yes ☒ No		
b	Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see instructions) N/A	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 2011 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 2011) N/A	3b	
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a	X
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2011?	4b	X

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

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

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

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

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

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

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

b If any answer is "Yes" to 5a(1)-(5), did **any** of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)? ☐ Yes ☒ No

Organizations relying on a current notice regarding disaster assistance check here ☐

c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? **N/A** ☐ Yes ☐ No

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

6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract? ☐ Yes ☒ No

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? ☐ Yes ☒ No

If "Yes" to 6b, file Form 8870

7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? ☐ Yes ☒ No

b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction? **N/A**

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

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

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

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

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

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

Part 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	72,889,849.
b	Average of monthly cash balances	1b	2,720,391.
c	Fair market value of all other assets	1c	18,134,267.
d	Total (add lines 1a, b, and c)	1d	93,744,507.
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	93,744,507.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	1,406,168.
5	Net value of noncharitable-use assets Subtract line 4 from line 3. Enter here and on Part V, line 4	5	92,338,339.
6	Minimum investment return Enter 5% of line 5	6	4,616,917.

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

1	Minimum investment return from Part X, line 6	1	4,616,917.
2a	Tax on investment income for 2011 from Part VI, line 5	2a	53,462.
b	Income tax for 2011. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	53,462.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	4,563,455.
4	Recoveries of amounts treated as qualifying distributions	4	215,723.
5	Add lines 3 and 4	5	4,779,178.
6	Deduction from distributable amount (see instructions)	6	0.
7	Distributable amount as adjusted Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	4,779,178.

Part XII Qualifying Distributions (see instructions)

1	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes:		
a	Expenses, contributions, gifts, etc. - total from Part I, column (d), line 26	1a	4,339,092.
b	Program-related investments - total from Part IX-B	1b	0.
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	Qualifying distributions Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	4,339,092.
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	4,339,092.

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

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Part XIII Undistributed Income (see instructions)

	(a) Corpus	(b) Years prior to 2010	(c) 2010	(d) 2011
1 Distributable amount for 2011 from Part XI, line 7				4,779,178.
2 Undistributed income, if any, as of the end of 2011			0.	
a Enter amount for 2010 only			0.	
b Total for prior years:		0.		
3 Excess distributions carryover, if any, to 2011:				
a From 2006				
b From 2007				
c From 2008				
d From 2009				
e From 2010	62,183.			
f Total of lines 3a through e	62,183.			
4 Qualifying distributions for 2011 from Part XII, line 4. ▶ \$ 4,339,092.				
a Applied to 2010, but not more than line 2a			0.	
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 2011 distributable amount				4,339,092.
e Remaining amount distributed out of corpus	0.			
5 Excess distributions carryover applied to 2011 (If an amount appears in column (d), the same amount must be shown in column (a))	62,183.			62,183.
6 Enter the net total of each column as indicated below:	0.			
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 2010. Subtract line 4a from line 2a. Taxable amount - see instr.			0.	
f Undistributed income for 2011. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2012				377,903.
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 2006 not applied on line 5 or line 7	0.			
9 Excess distributions carryover to 2012. Subtract lines 7 and 8 from line 6a	0.			
10 Analysis of line 9:				
a Excess from 2007				
b Excess from 2008				
c Excess from 2009				
d Excess from 2010				
e Excess from 2011				

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

N/A

1 a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2011, enter the date of the ruling

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

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

Tax year	Prior 3 years				(e) Total
	(a) 2011	(b) 2010	(c) 2009	(d) 2008	
b 85% of line 2a					
c Qualifying distributions from Part XII, line 4 for each year listed					
d Amounts included in line 2c not used directly for active conduct of exempt activities					
e Qualifying distributions made directly for active conduct of exempt activities. Subtract line 2d from line 2c					
3 Complete 3a, b, or c for the alternative test relied upon:					
a "Assets" alternative test - enter:					
(1) Value of all assets					
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					
b "Endowment" alternative test - enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed					
c "Support" alternative test - enter:					
(1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)					
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)					
(3) Largest amount of support from an exempt organization					
(4) Gross investment income					

Part XV Supplementary Information (Complete this part only if the foundation had \$5,000 or more in assets at any time during the year-see instructions.)**1 Information Regarding Foundation Managers:**

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

NONE

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

NONE

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

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

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

SEE GRANTS INFORMATION STATEMENT 1 ATTACHED.

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

SEE GRANTS INFORMATION STATEMENT 1 ATTACHED.

c Any submission deadlines:

SEE GRANTS INFORMATION STATEMENT 1 ATTACHED.

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

SEE GRANTS INFORMATION STATEMENT 1 ATTACHED.

Part XV Supplementary Information (continued)				
3 Grants and Contributions Paid During the Year or Approved for Future Payment				
Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a Paid during the year				
SEE GRANTS STATEMENT 1	N/A	EXEMPT	SEE STATEMENT	3,937,912.
SEE GRANTS STATEMENT 2	NONE	N/A	SEE STATEMENT	124,050.
Total			▶ 3a	4,061,962.
b Approved for future payment				
NONE				
Total			▶ 3b	0.

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		X
	(2) Other assets		X
b	Other transactions:		
	(1) Sales of assets to a noncharitable exempt organization		X
	(2) Purchases of assets from a noncharitable exempt organization		X
	(3) Rental of facilities, equipment, or other assets		X
	(4) Reimbursement arrangements		X
	(5) Loans or loan guarantees		X
	(6) Performance of services or membership or fundraising solicitations		X
c	Sharing of facilities, equipment, mailing lists, other assets, or paid employees		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		

**Sign
Here**

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

May the IRS discuss this return with the preparer shown below (see instr)?

☒ Yes ☐ No

Judith M. Dawson
Signature of officer or trustee

11/13/12
Date

► President
Title

**Paid
Preparer
Use Only**

Print/Type preparer's name

Preparer's Signature

Date _____

Check ☐ self-employed

PTIN

VERA WRIGHT

Wright

NOV 13 2012

P00024010

Firm's name ► BANK OF HAWAII

Firm's EIN ► 99-0033900

Firm's address ► P.O. BOX 3170, DEPT. 715
HONOLULU, HI 96802-3170

Phone no

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

SOURCE	AMOUNT
DREYFUS CASH MANAGEMENT FUND	37.
PACIFIC CAPITAL CASH ASSETS TRUST	218.
TOTAL TO FORM 990-PF, PART I, LINE 3, COLUMN A	255.

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 2

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
ACADIAN EMERGING MKTS K1	65,136.	0.	65,136.
BANK OF HAWAII #M13847	1,321,670.	326,259.	995,411.
CHASE CAPITAL PARTNERS K-1	10,682.	0.	10,682.
HMS HAWAII LP K-1	1,322.	0.	1,322.
INTL VENTURE FUND I LP K-1	17.	0.	17.
MONDRIAN GLOBAL FIXED INC. FUND LP	75,505.	0.	75,505.
TECHNOLOGY GATEWAY PTNRS II K-1	2.	0.	2.
WTC-CTF GLOBAL NATRL RESOURCES	116,888.	0.	116,888.
TOTAL TO FM 990-PF, PART I, LN 4	1,591,222.	326,259.	1,264,963.

FORM 990-PF RENTAL INCOME STATEMENT 3

KIND AND LOCATION OF PROPERTY	ACTIVITY NUMBER	GROSS RENTAL INCOME
RENTAL REAL ESTATE	1	884,907.
INDIANA LLC	2	41,043.
TOTAL TO FORM 990-PF, PART I, LINE 5A		925,950.

FORM 990-PF RENTAL EXPENSES STATEMENT 4

DESCRIPTION	ACTIVITY NUMBER	AMOUNT	TOTAL
DEPRECIATION		5,672.	
REAL PROPERTY TAXES		193,695.	
GENERAL EXCISE TAXES		39,768.	
INSURANCE		865.	
PROFESSIONAL SERVICES		10,294.	
REPAIRS & MAINTENANCE		110.	
GE FILING FEES		340.	
TITLE HOLDING FEES		4,500.	
OTHER - INTEREST ON ALABAMA TAXES		8,829.	
- SUBTOTAL -	1		264,073.
TOTAL RENTAL EXPENSES			264,073.
NET RENTAL INCOME TO FORM 990-PF, PART I, LINE 5B			661,877.

FORM 990-PF OTHER INCOME STATEMENT 5

(A) REVENUE OR BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
668.	668.	
-2,574.	-2,574.	
-24,954.	-24,954.	
420,145.	420,145.	
-3,095.	-3,095.	
-740.	-740.	
-674.	-674.	
322.	322.	
389,098.	389,098.	

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
AUDIT FEES	14,607.	7,304.		7,303.
TAX PREPARATION FEES	12,000.	3,600.		8,400.
ALABAMA TAX PREP	1,165.	1,165.		0.
TO FORM 990-PF, PG 1, LN 16B	27,772.	12,069.		15,703.

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
FUND MANAGEMENT	176,459.	114,698.		61,761.
INVESTMENT MGMT FEES	292,234.	292,234.		0.
TO FORM 990-PF, PG 1, LN 16C	468,693.	406,932.		61,761.

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
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REAL PROPERTY TAXES	193,695.	193,695.	0.
GENERAL EXCISE TAXES	39,768.	39,768.	0.
TO FORM 990-PF, PG 1, LN 18	295,620.	259,136.	0.

FORM 990-PF	OTHER EXPENSES	STATEMENT	9
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(A) (B) (C) (D)

FORM 990-PF	OTHER DECREASES IN NET ASSETS OR FUND BALANCES	STATEMENT	10
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DESCRIPTION	AMOUNT
ADJUSTMENT TO BOOK VALUE OF PARTNERSHIPS	2,359,754.
TOTAL TO FORM 990-PF, PART III, LINE 5	2,359,754.

FORM 990-PF DEPRECIATION OF ASSETS HELD FOR INVESTMENT STATEMENT 11

DESCRIPTION	COST OR OTHER BASIS	ACCUMULATED DEPRECIATION	BOOK VALUE
BUILDING	226,867.	113,430.	113,437.
TOTAL TO FM 990-PF, PART II, LN 11	226,867.	113,430.	113,437.

FORM 990-PF OTHER INVESTMENTS STATEMENT 12

DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
CHASE CAPITAL PTNRS PRIVATE EQUITY FUND OF FUNDS II	COST	322,075.	322,075.
DRAGONBRIDGE CAPITAL LLC	COST	0.	0.
HMS HAWAII III LP	COST	552,077.	552,077.
INTERNATIONAL VENTURE FUND I LP	COST	311,675.	311,675.
PACIFICAP TARGETED VENTURES LP	COST	140,648.	140,648.
TECHNOLOGY GATEWAY PARTNERSHIP II LP	COST	0.	0.
SEE OTHER INVESTMENTS STATEMENT ATTACHED	COST	69,192,230.	66,956,941.
ATHERTON FAMILY FDN INDIANA LLC	COST	0.	0.
MONDRIAN GLOBAL FI FUND LP	COST	0.	0.
WTC-CTF GLOBAL NATL RES.	COST	5,120,981.	5,120,981.
ACADIAN EMERGING MKTS	COST	2,482,118.	2,482,118.
TOTAL TO FORM 990-PF, PART II, LINE 13		78,121,804.	75,886,515.

FORM 990-PF OTHER ASSETS STATEMENT 13

DESCRIPTION	BEGINNING OF YR BOOK VALUE	END OF YEAR BOOK VALUE	FAIR MARKET VALUE
ASSETS FROM TECHNOLOGY GATEWAY DISTRIB	0.	183,132.	183,132.
TO FORM 990-PF, PART II, LINE 15	0.	183,132.	183,132.

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

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

ATHERTON FAMILY FOUNDATION

TIN 51-0175971

Form 990-PF, page 2, Part II, line 13 - Other Investments

Year ended December 31, 2011

CUSIP/ Description	Units	Book Value	Market Value
018490102 ALLERGAN INC	1,875.000	122,899	164,513
037833100 APPLE INC	880 000	92,903	356,400
04314H832 ARTISAN EMERGING MARKETS FUND CL ADV	211,060 256	2,977,545	2,437,746
057224107 BAKER HUGHES INC	2,850 000	160,198	138,624
108747502 BRIDGEWAY BLUE CHIP 35 INDEX	368,210 269	2,681,588	2,732,120
151020104 CELGENE CORP	4,010.000	298,258	271,076
192446102 COGNIZANT TECH SOLUTIONS CORP	2,825 000	177,695	181,676
25470F104 DISCOVERY COMMUNICATIONS A	2,625.000	106,493	107,546
256677105 DOLLAR GENERAL CORP	4,100 000	134,617	168,674
302130109 EXPEDITORS INTL WASH INC	3,425 000	135,021	140,288
315616102 F5 NETWORKS INC	1,195.000	96,472	126,813
354613101 FRANKLIN RES INC	750 000	94,233	72,045
369604103 GENERAL ELECTRIC CO	9,450.000	194,639	169,250
38259P508 GOOGLE INC CL A	160 000	68,318	103,344
411511306 HARBOR INTL FD	192,248 520	11,918,692	10,083,435
46120E602 INTUITIVE SURGICAL INS	245 000	69,799	113,437
517834107 LAS VEGAS SANDS CORP	2,500 000	111,048	106,825
53700T207 LITMAN GREGORY MASTERS INTERNATIONAL FUND CL INS	402,752.133	6,048,571	5,066,622
543069108 LONGLEAF PARTNERS SBI	131,838.578	3,695,122	3,513,498
61166W101 MONSANTO CO	1,800 000	124,884	126,126
641069406 NESTLE SA SPONS ADR FOR REG SH	2,100 000	104,112	121,271
64110D104 NETAPP INC	2,925.000	81,478	106,090
654106103 NIKE INC CL B	1,000.000	79,032	96,370
693390551 PIMCO TOTAL RETURN II-INSTL	633,195 301	6,384,605	6,680,210
718172109 PHILIP MORRIS INTERNATIONAL	2,250 000	151,617	176,580
74005P104 PRAXAIR INC	1,075 000	106,511	114,918
741503403 PRICELINE COM INC	309 000	77,045	144,522
779376102 ROVI CORP	1,225 000	70,506	30,111
78572M105 SABMILLER PLC SPONS ADR	3,300 000	97,033	116,239
806857108 SCHLUMBERGER LTD	2,750 000	177,467	187,853
82481R106 SHIRE PLC ADR	2,050 000	148,274	212,995
855244109 STARBUCKS CORP	2,900 000	102,850	133,429
880208400 TEMPLETON GLOBAL BOND FUND CL AD	351,093 101	4,492,458	4,343,022
88032Q109 TENCENT HOLDINGS LTD	5,200 000	124,003	104,515
88579Y101 3M CO	2,050.000	176,813	167,547
886547108 TIFFANY & CO	580 000	38,637	38,431
922031828 VANGUARD INTERMEDIATE TERM TREAS FD ADM	560,733 505	6,304,298	6,560,582
922040100 VANGUARD INSTITUTIONAL INDEX FD	59,686.262	6,789,210	6,866,308
92826C839 VISA INC CL A SHARES	2,575 000	194,937	261,440
988498101 YUM! BRANDS INC	1,875 000	93,664	110,644
LLC001162 FORESTER DIVERSIFIED LTD	1 000	7,000,000	6,995,923
LPTN03237 THE WEATHERLOW OFFSHORE FD 1 LTD	7,088 684	7,088,684	7,207,883
Total Portfolio		69,192,230	66,956,941

Atherton Family Foundation
TIN: 51-0175971
2011 Grants List

Organization	Address	Project Description	Check Date	Payment Amount
4 Ag Hawaii, Inc.	P.O. Box 210 Haleiwa, HI 96712-0210	Buy Local, It Matters Educational Initiative - Statewide	6/27/2011	25,000
Adult Friends for Youth	3375 Koapaka Street #B290 Honolulu, HI 96819	Youth Gangs and High-Risk Youth Prevention and Intervention Program	6/27/2011	10,000
After-School All-Stars	9255 Sunset Blvd, Ste 500 Los Angeles, CA 90069	After-School All-Stars After-School Programs at Hawaii's Public Middle Schools	2/25/2011	15,000
AIDS Community Care Team	4348 Waiialae Avenue #420 Honolulu, HI 96816	HIV/AIDS Community Information Outreach Project	6/27/2011	10,000
Alexander & Baldwin Sugar Museum	P.O. Box 125 Puunene, HI 96784	Museum Education Program	10/27/2011	19,500
Aloha House	444 Hana Highway, Suite 201 Kahului, HI 96732	Request for Funds for Technology Upgrades	10/27/2011	5,000
Aloha International Piano Festival & Competition	1325 Aupapaohe Street Kailua, HI 96734	Aloha International Piano Master Classes	2/25/2011	2,000
Aloha United Way	200 N. Vineyard Blvd., Ste. 700 Honolulu, HI 96817	Farrington Complex Early Childhood Screening Project	4/21/2011	20,000
Aloha United Way	200 N. Vineyard Blvd., Ste. 700 Honolulu, HI 96817	2011 Annual Campaign	12/16/2011	250,000
Alzheimer's Disease and Related Disorders Association	1050 Ala Moana Blvd., Ste. 2610 Honolulu, HI 96814-4924	What's Next? Learning to Feel Better...and Care Better	10/27/2011	10,000
American Bird Conservancy	4249 Loudoun Ave. The Plains, VA 20198	Protecting Hawaii's Imperiled Forest Birds	6/27/2011	10,000
Ballet Hawaii	650 Iwiler Road Box 221 Honolulu, HI 96817	Ballet Hawaii Dance Center: New Site Renovation	10/27/2011	15,000
Basketball Maui	380 Huki Lii Place Kihei, HI 96753	Basketball Maui Organizational Plan	6/27/2011	10,000
Bay Clinic Inc.	224 Haili Street, Bldg. B Hilo, HI 96720	Ka'u Family Health Center Construction Project	12/16/2011	25,000
Big Island Resource Conservation and Development Council	101 Aupuni Street, Suite 115 Hilo, HI 96720	Hawaii Homegrown Food Network Ho'oulu ka 'Ulu (Revitalizing Breadfruit)-Tree Inventory Project	5/4/2011	10,000
Big Island Sustainable Communities Association	P O. Box 4653 Hilo, HI 96720	Community Empowerment: Honomu Computer Resource Center	2/25/2011	3,500
Bishop Museum	1525 Bernice St Honolulu, HI 96817-2704	Hawaiian Hall Restoration Project Phase II	11/3/2011	100,000
Bishop Museum	1525 Bernice Street Honolulu, HI 96817	General support	12/16/2011	2,500
Blue Planet Foundation	55 Merchant Street, Ste 1700 Honolulu, HI 96813	CFL Exchange Program	2/25/2011	5,000
Camp Mokuleia Inc	68-729 Farrington Highway Wai'alua, HI 96791	Turning the Corner at Camp Mokuleia	3/23/2011	25,000
Castle Medical Center	640 Ulukahiki St. Kailua, HI 96734-4498	Capital Expansion Project	6/27/2011	25,000
Catholic Charities Hawaii	Clarence T.C. Ching Campus 1822 Ke'eaumoku Street Honolulu, HI 96822	Acquisition and Renovation of a New Social Service Community Center	12/30/2011	100,000
Central Union Church of Honolulu	1660 S. Beretania St. Honolulu, HI 96826	Campaign Redevelopment Project, Phases I and IA	12/16/2011	100,000
Child and Family Service	200 N. Vineyard Blvd., Bldg. B Honolulu, HI 96817	Hale Ohana Playground	12/16/2011	7,500

Atherton Family Foundation
TIN: 51-0175971
2011 Grants List

Organization	Address	Project Description	Check Date	Payment Amount
Circles of Light	P.O. Box 347 Lihue, HI 96766	Creative Art Programs	12/16/2011	5,500
Community Health Outreach Work to Prevent Aids	677 Ala Moana Blvd., Suite 226 Honolulu, HI 96813	The CHOWzine	2/25/2011	5,000
Community Life Resource Center	615 Keawe St. Honolulu, HI 96813	The Giving Tree's Food Pantry Program	5/4/2011	21,014
Conservation International Foundation	2011 Crystal Drive, Suite 500 Arlington, VA 22202	Hawaii Fish Trust	6/27/2011	50,000
Craigside Retirement Residence	15 Craigside Place Honolulu, HI 96817	The Atherton Family Foundation Solarium	6/29/2011	50,000
Domestic Violence Action Center	P.O. Box 3198 Honolulu, HI 96801	Survivors Thrive: Mental Health Services to Domestic Violence Action Center Clients	12/16/2011	9,500
Eastside Domestic Violence Program	P.O. Box 6398 Bellevue, WA 98008	General support	12/16/2011	3,000
East-West Center	1601 East-West Road Honolulu, HI 96848-1601	APEC 2011 Hawaii Host Committee	5/4/2011	25,000
Effective Planning Innovative Communication, Inc.	1130 N. Nimitz Highway, # C-210 Honolulu, HI 96817	Jim Casey Youth Opportunities Initiative Hawaii	3/16/2011	50,000
Episcopal Church on West Kauai	P.O. Box 247 Ele'ele, HI 96752	Kekaha Community Garden	12/16/2011	5,000
FACE - Faith in Action for Community Equity	1352 Liliha Street, Room 2 Honolulu, HI 96817	Chinatown Affordable Housing Preservation Project	6/27/2011	10,000
Family Programs Hawai'i	250 Vineyard St. Honolulu, HI 96813-2445	Project Visitation Expansion to East Hawaii	10/27/2011	10,000
Family Support Services of West Hawaii	75-127 Lunapule Rd., Ste 11 Kailua, HI 96740	Family Support Hawaii	6/27/2011	10,000
Filipino Community Center, Inc.	94-428 Mokuola St., Ste. 302 Waipahu, HI 96797	FilCom Center Computer Competency Project	5/4/2011	10,000
First Years Hawaii	410A Bates St. Honolulu, HI 96817	Family Child Care Informational Forum	2/25/2011	1,000
Friends Of Challenger Center Hawaii	900 Fort Street Mall, Suite 920 Honolulu, HI 96813	Challenger Center Hawaii	12/16/2011	10,000
Friends of Hawaii Robotics	2640 Ipulei Place Honolulu, HI 96816	WHS For Inspiration and Recognition in Science & Technology (FIRST) Robotics Program	10/27/2011	5,000
Friends of Ko'olau Clubhouse	46-016 alaloa Street Kaneohe, HI 96744	Outreach Expansion Pack	6/27/2011	4,000
Friends of the Library of Hawaii	690 Pohukaina Street Honolulu, HI 96813	Waikoloa Region: This I Believe	2/25/2011	2,500
Friends of Waikiki Aquarium	2777 Kalalaua Ave., Honolulu, HI 96815	Making a Splash: The Hawaiian Streams Education Project	2/25/2011	5,000
Good Beginnings Alliance	33 S King St#200 Honolulu, HI 96813	Good Beginnings Alliance- Public Will Building Campaign	10/27/2011	75,000
Good Beginnings Alliance	33 S King St., 200 Honolulu, HI 96813	Be My Voice Campaign	12/16/2011	5,000
Grantmakers in the Arts	4055 21st Avenue West, #100 Seattle, WA 98199-1247	General Support	5/2/2011	1,500
H-5 - Hawaii Helping the Hungry Have Hope	615 North King Street Honolulu, HI 96817	Kalaeloa Shuttle	6/27/2011	10,000

Atherton Family Foundation
TIN: 51-0175971
2011 Grants List

Organization	Address	Project Description	Check Date	Payment Amount
Habitat for Humanity West Hawaii	P O. Box 4619 Kailua-Kona, HI 96745	Sustainable Homebuilding	2/25/2011	15,000
Hale Aloha O Hilo Habitat for Humanity	700 Manono St., Suite 102 Hilo, HI 96720	Hale Aloha O Hilo Habitat for Humanity ReStore Expansion	2/25/2011	20,000
Hale 'Opio Kaua'i, Inc.	2959 Umi St Lihue, HI 96766	Ke Kahua O Ka Malamalama	6/27/2011	10,000
Haleakala Waldorf School	4160 Lower Kula Road Kula, HI 96790	HWS Classroom Roof Replacements	5/4/2011	10,000
Hana Arts	P.O. Box 686 Hana, HI 96713	Education in Ceramics	5/4/2011	6,000
Hawaii Academy of Performing Arts	1159 Nuuanu Ave. Honolulu, HI 96817	Chinatown Art Corps	12/16/2011	10,000
Hawaii Alliance for Arts Education	PO BOX 3948 Honolulu, HI 96812-3948	Performing Arts Learning Centers	10/27/2011	20,000
Hawaii Alliance for Community-Based Economic Development	677 Ala Moana Blvd., Ste 702 Honolulu, HI 96813	South Hilo-Puna Leadership Development	12/16/2011	5,000
Hawaii Association of Independent Schools	1585 Kapiolani Blvd., #1212 Honolulu, HI 96814	Grow Hawaii	5/4/2011	15,000
Hawaii Autism Foundation	P. O. Box 2775 Honolulu, HI 96803	Atherton Foundation Visiting Autism Physician Grant Request	12/16/2011	4,250
Hawaii Branch of the International Dyslexia	705 South King St., Suite 206 Honolulu, HI 96813	The Odyssey Project	5/4/2011	15,000
Hawaii Branch of the International Dyslexia	705 South King St., Suite 206 Honolulu, HI 96813	General support	12/16/2011	5,000
Hawaii Centers for Independent Living	414 Kuwili St., Ste. 102 Honolulu, HI 96817	Project Kokua	6/27/2011	5,000
Hawaii Community Foundation	827 Fort Street Mall Honolulu, HI 96813	Community Stabilization Initiative	1/13/2011	100,000
Hawaii Community Foundation	1164 Bishop Street, Suite 800 Honolulu, HI 96813	Community Scholarship Fund	5/2/2011	25,000
Hawaii Forest Institute	P O. Box 66 O'okala, HI 96774	Hui La'au Kama'aina La'Opua Forest Stewardship and Education Project	10/27/2011	10,000
Hawaii HomeOwnership Center	1259 Aala St. #201 Honolulu, HI 96817	Hope for Homeownership Mobile Workshops	12/16/2011	10,000
Hawaii International Child Placement & Family Services, Inc.	1168 Waimanu Street Honolulu, HI 96714	Technology Upgrade Project	10/27/2011	4,000
Hawaii International Film Festival	1001 Bishop Street, Ste 745, ASB Honolulu, HI 96813	HIFF Digital Technology Project	6/27/2011	10,000
Hawaii Island United Way, Inc.	142 Kinoole Street, Suite A Hilo, HI 96720	2011-2012 Annual Campaign	12/16/2011	10,000
Hawaii Opera Theatre	987 Waimanu Street Honolulu, HI 96814	Grand Opera Season 2012-Orchestra	10/27/2011	15,000
Hawaii Peace and Justice	2426 Oahu Ave. Honolulu, HI 96822	Rise Up! Roots of Liberation	10/11/2011	10,000
Hawaii Preparatory Academy	65-1692 Kohala Mountain Road Kamuela, HI 96743	Stanford W. Shutes Track	12/2/2011	100,000
Hawaii Preparatory Academy	65-1692 Kohala Mountain Road Kamuela, HI 96743	Support for the Gates Performing Art Center in Honor of Phyllis Richards	12/16/2011	2,000
Hawaii Preparatory Academy	65-1692 Kohala Mountain Road Kamuela, HI 96743	General support	12/16/2011	2,500

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Organization	Address	Project Description	Check Date	Payment Amount
Hawaii Public Television Foundation dba PBS Hawaii	P.O. Box 11673 Honolulu, HI 96828	Hiki No: Student News Network of Hawaii	4/12/2011	25,000
Hawaii State Coalition Against Domestic Violence	716 Umi Street, Ste 210 Honolulu, HI 96819-2337	Building Healthcare Champions Against Domestic Violence	6/27/2011	10,000
Hawaii Technology Institute	629 Pohukaina Street Honolulu, HI 96813	Career Transition: Skills Upgrade	6/27/2011	10,000
Hawaii Theatre Center	1132 Bishop St., Ste. 1404 Honolulu, HI 96813	HTC Capital Improvement - Phase I	1/26/2011	75,000
Hawaii Wildlife Center	P.O. Box 551752 Kapa'au, HI 96755	Help Us Soar! Wildlife Care, Response and Conservation Program	12/16/2011	20,000
Hawaiian Humane Society	2700 Wai'aleae Avenue Honolulu, HI 96826	Animal Sterilization Program	6/27/2011	10,000
Hawaiian Islands Land Trust	PO Box 965 Wailuku, HI 96793	Hawaiian Islands Land Trust Merger: Organizational Capacity Building	10/27/2011	50,000
Hawaiian Mission Children's Society	553 S. King St. Honolulu, HI 96813	Searching History through Primary Source Digitization	12/16/2011	25,000
Hawaiian Mission Children's Society	553 S. King St. Honolulu, HI 96813	General support	12/16/2011	1,500
Hawaiian Railway Society	PO Box 60369 Ewa Beach, HI 96706	General support	12/16/2011	2,500
Hawaii's Volcano Circus, Ltd.	RR2 Box 4524 Pahoa, HI 96778	HICCUP Youth Circus Camps 2011	2/25/2011	5,000
H'i'ilei Aloha LLC	711 Kapiolani Blvd., Suite 1430 Honolulu, HI 96813	H'i'ipaka LLC: Waimea Valley Native Plant Nursery Project	5/4/2011	10,000
Hongwanji Mission School	1728 Pali Highway Honolulu, HI 96813	Upgrading Existing HMS Preschool Playground	2/25/2011	25,000
Honolulu Academy of Arts	900 South Beretania Street Honolulu, HI 96814	General support	12/16/2011	3,000
Honolulu Habitat for Humanity	1136 Union Mall, Ste 510 Honolulu, HI 96813-2711	Honolulu Habitat for Humanity Home Support	6/27/2011	10,000
Hood College	401 Rosemont Ave. Frederick, MD 21701	General support	12/16/2011	500
Ho'oulu Lahur	P.O. Box 2177 Pahoa, HI 96778	Halau o Kahiwhiwa Iaua o Aana. Hula Ki'i: The Traditional Folk Art of Hawaiian Puppetry	5/4/2011	5,000
Hospice of Hilo	1011 Wai'aleae Avenue Hilo, HI 96720	Construction of the first In-Patient Neighbor Island Hospice	10/19/2011	50,000
Hualalai Academy	74-4966 Kealakaa Street Kailua-Kona, HI 96740	Fund for Educational Environment	12/16/2011	25,000
Hui Malama i Ke Kai Foundation	41-1537 Kalaniano'le Hwy , #201B Waimanalo, HI 96795	HMKF 2011-2012 Capacity Building & Organizational Leadership Project	2/25/2011	15,000
Iao Congregational Church	2371 West Vineyard St. Wailuku, HI 96793	Iao United Church of Christ Micronesian Ministry	6/27/2011	5,000
IHS, The Institute for Human Services, Inc.	546 Ka'aahi St. Honolulu, HI 96817	Construction of Job Skills Training Center at IHS	2/25/2011	25,000
IHS, The Institute for Human Services, Inc	546 Ka'aahi St. Honolulu, HI 96817	General support	12/16/2011	1,000
Island Pacific Academy	909 Haumea Street Kapolei, HI 96707	Building Community: Fulfilling the Vision	6/21/2011	50,000
Ka Hale O Na Keiki Inc	45-3668 Honokaa Waipio Rd. Honokaa, HI 96727	Scholarship Project	6/27/2011	5,000

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Organization	Address	Project Description	Check Date	Payment Amount
Ka 'Ohana O Kalaupapa	P.O. Box 1111 Kalaupapa, HI 96742	Kalaupapa Traveling Exhibit	5/4/2011	10,000
KAHEA: The Hawaiian Environmental Alliance	P.O. Box 37368 Honolulu, HI 96837	Environmental Justice for Waianae	2/25/2011	10,000
Kalahikiola Congregational Church	P.O. Box 159 Kapaau, HI 96755	General support	12/16/2011	3,000
Kama'aina Care, Inc.	156C Hamakua Dr Kailua, HI 96734	Preschool Accreditation Project	5/4/2011	10,000
Kauai Christian Academy	PO Box 1121 Kilauea, HI 96754-9999	KCA Gym Construction	6/27/2011	12,500
Kauai Habitat for Humanity	P.O. Box 28 Eleele, HI 96705	Seed Money for House Renovation Project	6/27/2011	10,000
Kauai Historical Society	P.O. Box 1778 Lihue, HI 96766	Kauai Public Outreach Package	12/16/2011	4,500
Kauai Hospice, Inc.	4457 Pahee Street Lihue, HI 96766	Bereavement Care Program	5/4/2011	10,000
Kauai Humane Society	P.O. Box 3330 Lihue, HI 96766	Humane Rescue Vehicle	10/27/2011	15,000
Kauai Search and Rescue	P.O. Box 173 Kilauea, HI 96754	Renewal of Current Liability Insurance	2/25/2011	885
Kauai United Way	P.O. Box 1087 Lihue, HI 96766	2011-2012 Annual Campaign	12/16/2011	10,000
KCAA Preschools of Hawaii	2707 S. King Street Honolulu, HI 96826	KCAA Preschools Center for Early Education and Development (CEED)	3/10/2011	100,000
KCAA Pre-Schools of Hawaii	2707 S. King St. Honolulu, HI 96826	Building fund	12/16/2011	2,500
KCAA Pre-Schools of Hawaii	2707 S. King St. Honolulu, HI 96826	Munel Preschool Ventilation System Repairs	12/20/2011	9,000
KHM International	P.O. Box 482188 Kaunakakai, HI 96748	Kauhale O Molokai	6/8/2011	25,000
Kokua Kalihi Valley Comprehensive Family Services	2239 North School St. Honolulu, HI 96819	Renovation of the P&P Building	7/29/2011	25,000
Kumu Kahua	46 Merchant St. Honolulu, HI 96813	Office Computer	6/27/2011	5,000
La a Kea Foundation	PO Box 790994 Paia, HI 96779	Completion of the Interior of a Container Barn/Office/Clubhouse	8/17/2011	5,000
La Pietra - Hawaii School for Girls	2933 Poni Moi Road Honolulu, HI 96815	General support	12/16/2011	5,000
Leadership Kauai	P.O. Box 1567 Lihue, HI 96766	Pi'ina Hoku Youth Leadership Training Expansion	10/27/2011	10,000
Lihue Christian Church & Ae Kamali'i Preschool	2943 Kress St. Lihue, HI 96766	Playground Sand for National Association for the Education of Young Children Accreditation	6/27/2011	2,000
Lokelani 'Ohana	2315 Kahekili Hwy Wailuku, HI 96793	Hydroponic Facility for Lokelani 'Ohana Waihe'e Farm	2/25/2011	8,000
Ma Ka Hana Ka Ike Building Program	P.O. Box 968 Hana, HI 96713	Malama Na Kupuna	6/27/2011	5,000
Malaai - The Culinary Garden of Waimea Middle School	P.O. Box 543 Kamuela, HI 96743	Growing Garden Leaders	10/27/2011	5,000
Malama Kauai	P.O. Box 80 Kilauea, HI 96754	Kaua'i Digital Tour Guide	2/25/2011	5,000

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Organization	Address	Project Description	Check Date	Payment Amount
Malama Na Makua A Keiki	388 Ano St. Kahului, HI 96732	Malama Family Recovery Center Early Learning Center for Infants and Young Children	5/4/2011	5,000
Manoa Valley Church	2728 Huapala St. Honolulu, HI 96822	Building for the Future: Caring for our Keiki and Kupuna	10/6/2011	25,000
Manoa Valley Theatre	2833 East Manoa Road Honolulu, HI 96822	2010-2011 Community Outreach Program	2/25/2011	3,000
Marine Mammal Center	2000 Bunker Rd. Fort Cronkhite Sausalito, CA 94965	Hawaiian Monk Seal Healthcare Facility	12/16/2011	50,000
Maryknoll Schools	1526 Alexander St. Honolulu, HI 96822	Maryknoll Art Center	2/28/2011	50,000
Maui Academy of Performing Arts	81 N. Church St. Wailuku, HI 96793	Summer Under the Stars Audio System	6/27/2011	10,000
Maui Food Bank, Inc.	760 Kolu Street Wailuku, HI 96793	Maui Food Bank Facility Improvement Project	2/11/2011	20,000
Maui Pops Orchestra Inc.	P.O. Box 532357 Kihei, HI 96753	Maui Pops Orchestra Student Concerts	12/16/2011	5,000
Maui United Way	270 Hookahi St, Suite 301 Wailuku, HI 96768	2011-2012 Annual Campaign	12/16/2011	10,000
Maui Youth and Family Services Inc.	PO Box 790006 Pala, HI 96779-0006	Purchase a used 4 door sedan	10/27/2011	7,500
Mental Health America of Hawai'i	1124 Fort Street Mall, Room 205 Honolulu, HI 96813	Stop Youth Suicide & Bullying on Neighbor Islands	12/16/2011	10,000
Mid-Pacific Institute	2445 Kaala Street Honolulu, HI 96822	Building on Excellence Campaign	12/16/2011	100,000
Mililani Community Church	95-801 Kipapa Dr , Room 2 Mililani, HI 96789	Phase I Early Education Building	5/4/2011	25,000
Molokai Baptist Church	PO Box 555 Ho'olehua, HI 96729-0555	AWANA - Molokai Ministry	12/16/2011	1,500
Molokai Community Service Council	P.O. Box 2047 Kaunakakai, HI 96748	2011-2012 Annual Campaign - Friendly Isle United Way	12/16/2011	6,000
Molokai Ohana Health Care Inc.	PO Box 2040 Kaunakakai, HI 96748	Molokai Community Health Center Capital Improvement Project	6/9/2011	25,000
National Kidney Foundation Inc of Hawaii, Inc	1314 S. King St., # 305 Honolulu, HI 96814	Infrastructure Improvements to Advance Education Programs on Maui	2/25/2011	4,983
North Kohala Community Resource Center	P O. Box 2 Hawi, HI 96719	Living Journals, the Story of Monty Richards	5/4/2011	4,000
Oahu Choral Society	4348 Waialae Avenue #214 Honolulu, HI 96816	Choral Masterworks for Hawaii	6/27/2011	5,000
Pacific and Asian Affairs Council	1601 East-West Rd, 4th Flr Honolulu, HI 96848	High School Global Education Outreach Program	12/16/2011	20,000
Pacific Aviation Museum Pearl Harbor	90 Nakolo Place Suite 25 Honolulu, HI 96819	Pacific Aviation Museum Pearl Harbor	10/27/2011	13,000
Pacific News Service	275 9th St. San Francisco, CA 94103	The Beat Within, Hawaii	2/25/2011	5,000
Pacific Resources for Education and Learning	900 Fort St. Mall, Ste. 1300 Honolulu, HI 96813	E Ho'omau!	6/27/2011	10,000
Paia Youth Council, Inc.	P. O. Box 790999 Paia, HI 96779	Paia Youth Cultural Center Building Repairs	5/4/2011	10,000

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Palama Settlement	810 North Vineyard Blvd. Honolulu, HI 96817	The Culture Club Project	12/16/2011	10,000
Papa Ola Lokahi	894 Queen St. Honolulu, HI 96813	Ola Na Inoa: A Name Gazetteer for Hawaiian Deities, Dignitaries and Other Notables	6/27/2011	5,000
Parker School	65-1224 Lindsey Road Kamuela, HI 96743	Foundation for the Future	10/27/2011	50,000
Partners in Development	2040 Bachelot Street Honolulu, HI 96817	Baibala Hemolele Project	6/21/2011	100,000
Phocused	33 S. King St. #501 Honolulu, HI 96813	Human Services Summit and Collective	12/16/2011	10,000
Planned Parenthood of Hawaii	1350 S. King Street, Ste. 309 Honolulu, HI 96814	Comprehensive Reproductive and Sexual Health Programs Across Hawaii	10/27/2011	10,000
Project Vision Hawaii	2938 Pacific Heights Road Honolulu, HI 96813	Growing for Better Vision	6/27/2011	20,000
Punahou School	1601 Punahou Street Honolulu, HI 96822	Kindergarten-First Grade (K-1) Project	12/2/2011	200,000
Punahou School	1601 Punahou Street Honolulu, HI 96822	General support	12/16/2011	5,000
Rainbow School	56-463 Kamehameha Hwy Kahuku, HI 96731-2201	Repair Playground Surface	6/27/2011	5,000
Real Ongoing Opportunities To Soar, Inc.	P.O. Box 975 Haiku, HI 96708	Request for Computer Purchase Funding	2/25/2011	6,000
Seabury Hall	480 Olinda Road Makawao, HI 96768	Creative Arts Center	10/27/2011	50,000
Small World Preschool	P O. Box 636 Kamuela, HI 96743-0636	General support	12/16/2011	2,000
Special Education Center of Hawaii	708 Palekaua St. Honolulu, HI 96816-4755	Adult Day Care Facility Relocation and Renovation	9/8/2011	10,000
Special Olympics Hawaii, Inc.	P.O. Box 3295 Honolulu, HI 96801	Neighbor Island Athlete Training, Competitions and Healthcare	5/4/2011	5,000
St. Andrew's Priory School	224 Queen Emma Square Honolulu, HI 96813	Curriculum Mapping	5/4/2011	10,000
St. Catherine's Preschool	5021 Kawaihau Road Kapaa, HI 96746	Playground Improvements - Shade Structure	12/16/2011	10,000
St. Joseph School - Hilo	1000 Ululani Street Hilo, HI 96720-3999	Locker Room Renovation	12/16/2011	25,000
St. Michael and All Angels' Episcopal Church	4364 Hardy St. Lihue, HI 96766	Children and Youth Performing Arts Program	10/27/2011	5,000
St. Peters Episcopal Church	1317 Queen Emma Street Honolulu, HI 96813	St. Peter's Organ	10/27/2011	20,000
Surfrider Spirit Sessions	P.O. Box 1677 Kailua, HI 96734	Surfrider Spirit Sessions Program	6/27/2011	10,000
Sustainable Molokai	P O. Box 1715 Kaunakakai, HI 96748	Molokai Sustainable Agriculture Vocational Training. Summer Camp	5/4/2011	10,000
Sutter Health Pacific dba Kahi Mohala Hospital	91-2301 Old Fort Weaver Road Ewa Beach, HI 96706	Lehua A Adult Inpatient Unit Renovation	6/27/2011	10,000
Teach For America	99-080 Kauhale St. C-20 Aiea, HI 96701	Expanding the Impact of Teach For America Hawaii	4/14/2011	25,000
The Actors Group	625 Keawe Street Honolulu, HI 96813	Young Playwrights Project	12/16/2011	4,000

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Organization	Address	Project Description	Check Date	Payment Amount
The Foundation Center	79 Fifth Ave. New York, NY 10003-3076	General Support	11/17/2011	2,000
The Friends of the Palace Theater	38 Haili St. Hilo, HI 96720	Re-roofing the Theater (aka The Crown Project)	12/16/2011	5,000
The Kohala Center, Inc.	P.O. Box 437462 Kamuela, HI 96743	Hawaii Island Science-based Environmental Education for Students (HI-SEES)	6/27/2011	20,000
The Lamb of God Church and Bible School	612 Isenberg St. Honolulu, HI 96826	Computer Upgrade 2010	5/4/2011	3,000
The Nature Conservancy of Hawaii	923 Nu'uauu Ave. Honolulu, HI 96817	Community-based Marine Conservation and the Marine Fellowship Program	2/25/2011	50,000
The Salvation Army	2950 Manoa Road Honolulu, HI 96822	Ray and Joan Kroc Corps Community Center	8/3/2011	50,000
Three Ring Ranch Inc.	75-809 Keaolani Drive Kailua-Kona, HI 96740	Expanding Three Ring Ranch Wildlife Rehab to All Islands	5/4/2011	15,000
Tri-Isle Resource Conservation and Development Council	77 Hookele St., Suite 202 Kahului, HI 96732	Kihei Community Association: Kamaole Beach Park III Access Ramps	6/27/2011	4,000
Trinity Church Central Oahu, Inc.	95-388 Wika Street Mililani, HI 96789	Community Outreach and Education Building and Classroom Building	2/11/2011	25,000
Trinity University	PO Box 555 Ho'olehua, HI 96729-0555	The Last Atoll - Journeys to the Far End of the Hawaiian Archipelago	12/16/2011	3,000
University of Hawaii Foundation	2444 Dole St., Bachman 105 Honolulu, HI 96822	President's Discretionary Fund	2/18/2011	25,000
Volcano Art Center	P.O. Box 129 Volcano, HI 96785	Education Center Infrastructure Essentials	10/6/2011	20,000
Volcano Art Center	P.O. Box 129 Volcano, HI 96785	General support	12/16/2011	2,500
Volunteer Legal Services Hawaii	545 Queen Street, #100 Honolulu, HI 96813	Re-employment and Community Service Program	6/27/2011	10,000
Waialua Community Association Inc.	66-434 Kamehameha Hwy Haleiwa, HI 96712	Fence and Kitchen Completion and New Bathroom for Cottages	12/16/2011	10,000
Waikiki Health Center	277 Ohua Avenue Honolulu, HI 96815	Expansion of Healthcare Services to New PATH Clinic Site	10/27/2011	7,500
Waipahu United Church of Christ	94-330 Mokuola Street Waipahu, HI 96797-3313	Waipahu UCC Community Center Renovation	5/4/2011	25,000
Washington Place Foundation	P.O. Box 873 Honolulu, HI 96808	General support	12/16/2011	3,000
WCC, Inc.	P O. Box 384287 Waikoloa, HI 96738	Hui Wa'a O Waiakea: In Support of the Culture of Building Hawaiian Outrigger Canoes	5/4/2011	5,000
WCC, Inc.	P O. Box 384287 Waikoloa, HI 96738	Build A Koa Outrigger Canoe	5/4/2011	5,000
Whale Trust	300 Paani Place Paia, HI 96779	Whale Trust Fund Development and Enhanced Electronic Communication	12/16/2011	1,780
Windward Community Arts Council	P.O. Box 1704 Kailua, HI 96734	Star Poets Project	2/25/2011	3,000
YMCA of Honolulu, Metropolitan Office	1441 Pali Hwy Honolulu, HI 96813	General support	12/16/2011	8,500
YMCA of Honolulu, Metropolitan Office	1441 Pali Hwy. Honolulu, HI 96813	Construction of New Leeward YMCA	10/6/2011	50,000

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YMCA of Kauai	Box 1786 Lihue, HI 96766	The Kauai Ohana YMCA Facility	1/10/2011	25,000
YWCA of Kauai	3094 Elua St. Lihue, HI 96766	Agency Expansion, Relocation and Building Renovation	12/16/2011	20,000
YWCA of Oahu	1040 Richards Street Honolulu, HI 96813	Capital campaign - Phase I	6/27/2011	100,000
				<u>3,937,912</u>

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Juliette M. Atherton Scholarship
Scholarship Grants 1/1/2011 to 12/31/2011

<u>Grantee</u> <u>For the Benefit of</u>	<u>Grant Purpose</u>	<u>Grant Amount</u>
Azusa Pacific University Financial Aid Office P O Box 7000 Azusa, CA 91702-7000		
Fuyuki, Ken	Scholarship	\$4,000 00
Manley, Colton	Scholarship	\$4,000.00
Pacarro, Joelle	Scholarship	\$4,000 00
Tanoue, Matthew	Scholarship	\$4,000 00
	Subtotal	\$16,000 00
Biola University Financial Aid Office 13800 Biola Avenue La Mirada, CA 90639		
Fuyuki, Emi	Scholarship	\$4,000 00
Tomita, Jacob	Scholarship	\$1,600 00
	Subtotal	\$5,600 00
California Baptist University Financial Aid Office 8432 Magnolia Avenue Riverside, CA 92504		
Watanabe, Hikari	Scholarship	\$4,000 00
	Subtotal	\$4,000.00

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Juliette M. Atherton Scholarship
Scholarship Grants 1/1/2011 to 12/31/2011

<u>Grantee</u> <u>For the Benefit of</u>	<u>Grant Purpose</u>	<u>Grant Amount</u>
Fuller Theological Seminary Financial Aid Office 135 N Oakland Avenue Pasadena, CA 91182		
Miller, Gregory	Scholarship	\$2,750 00
Stringer, Daniel	Scholarship	\$1,950 00
	Subtotal	\$4,700 00
George Fox University Financial Aid Office 414 North Meridian Newberg, OR 97132		
Pena, James	Scholarship	\$4,000 00
	Subtotal	\$4,000 00
Golden Gate Baptist Theological Seminary Financial Aid Office 201 Seminary Drive Mill Valley, CA 94941-3197		
Galacia, Matthew	Scholarship	\$4,000 00
Higa, Carlos	Scholarship	\$3,650 00
Uyeda, Robert	Scholarship	\$3,650 00
	Subtotal	\$11,300 00
Hawaii Pacific University Financial Aid Office 1164 Bishop Street, #201 Honolulu, HI 96813		
Patterson, Joanna	Scholarship	\$4,000 00
	Subtotal	\$4,000 00

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Juliette M. Atherton Scholarship
Scholarship Grants 1/1/2011 to 12/31/2011

<u>Grantee</u> <u>For the Benefit of</u>	<u>Grant Purpose</u>	<u>Grant Amount</u>
Holy Names Univ Financial Aid Office 3500 Mountain Blvd Oakland, CA 94619		
Afuola, Fa'alua'ina	Scholarship	\$4,000 00
	Subtotal	\$4,000 00
Kapiolani Community College Financial Aid Office 4303 Diamond Head Road Honolulu, HI 96816		
Seki, Yuya	Scholarship	\$1,250 00
	Subtotal	\$1,250 00
Loyola Marymount University Financial Aid Office Xavier Hall 1LMU Dr , Suite 200 Los Angeles, CA 90045-2659		
Honold, Jordan	Scholarship	\$4,000 00
	Subtotal	\$4,000 00
North Park University Financial Aid Office 3225 W Foster Ave Chicago, IL 60626-4895		
Gaskins, Hannah	Scholarship	\$4,000 00
Gaskins, Caleb	Scholarship	\$4,000 00
	Subtotal	\$8,000 00
Oregon State University Financial Aid Office Administrative Services A218 Corvallis, OR 97331		
Mau, Rachel	Scholarship	\$4,000 00
Napuelua-Ah Yee, Keaka	Scholarship	\$4,000 00
	Subtotal	\$8,000 00

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Juliette M. Atherton Scholarship
Scholarship Grants 1/1/2011 to 12/31/2011

<u>Grantee</u> <u>For the Benefit of</u>	<u>Grant Purpose</u>	<u>Grant Amount</u>
Pacific School of Religion Financial Aid Office 1798 Scenic Avenue Berkeley, CA 94709		
Ogawa, Terry Yasuko	Scholarship	\$3,400 00
Wong, Frances	Scholarship	\$1,000 00
	Subtotal	\$4,400 00
Pacific University Financial Aid Office 2043 College Way Forest Grove, OR 97116		
Boro, Kameron	Scholarship	\$4,000 00
Patterson, Joy	Scholarship	\$4,000 00
	Subtotal	\$8,000 00
Pensacola Christian College Financial Aid Office Box 18000 Pensacola, FL 32523-9160		
Kamakawiwoole, Shawnah	Scholarship	\$2,750 00
	Subtotal	\$2,750 00
Point Loma Nazarene University Financial Aid Office 3900 Lomaland Drive San Diego, CA 92106		
Kailimai, William	Scholarship	\$4,000 00
	Subtotal	\$4,000 00
Seattle Pacific University Financial Aid Office 3307 Third Ave West Seattle, WA 98119		
Jarman, John	Scholarship	\$3,800 00
	Subtotal	\$3,800.00

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Juliette M. Atherton Scholarship
Scholarship Grants 1/1/2011 to 12/31/2011

<u>Grantee</u> <u>For the Benefit of</u>	<u>Grant Purpose</u>	<u>Grant Amount</u>
Southern Oregon University Financial Aid Office 1250 Siskiyou Boulevard Ashland, OR 97520		
Timoteo, Nathaniel	Scholarship	\$4,000 00
	Subtotal	\$4,000 00
Univ of Hawaii at Manoa Financial Aid Office 2600 Campus Road, Room 112 Honolulu, HI 96822		
Guerrero, Angelica	Scholarship	\$4,000 00
Isara, Janell	Scholarship	\$1,950 00
Lilley, Seth	Scholarship	\$1,000 00
Vallejo-Sanderson, Alexander	Scholarship	\$1,550 00
	Subtotal	\$8,500 00
Univ of Hawaii Maui College Financial Aid Office 310 Ka'ahumanu Ave Kahului, HI 96732		
Baz, Maileani	Scholarship	\$1,750 00
	Subtotal	\$1,750 00
Warner Pacific College Financial Aid Office 2219 SE 68th Avenue Portland, OR 97215		
Waiau, Jennifer	Scholarship	\$4,000 00
	Subtotal	\$4,000.00

Atherton Family Foundation
TIN: 51-0175971

Juliette M. Atherton Scholarship
Scholarship Grants 1/1/2011 to 12/31/2011

<u>Grantee</u> <u>For the Benefit of</u>	<u>Grant Purpose</u>	<u>Grant Amount</u>
Westmont College Financial Aid Office 955 La Paz Rd Santa Barbara, CA 93108		
Ross, Hannah	Scholarship	\$4,000 00
	Subtotal	\$4,000 00
Whitworth University Financial Aid Office 300 W Hawthorne Rd, MS 0107 Spokane, WA 99251		
Honold, Jeremy	Scholarship	\$4,000 00
	Subtotal	\$4,000 00
	Total Grants:	\$124,050.00

**Atherton Family Foundation
Grant Application Guidelines
2012**

Priorities

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

Eligibility and restrictions.

- Applicants must have 501(c)(3) status or must apply through a fiscal sponsor with 501(c)(3) status. The Foundation does not make grants to organizations classified under 509(a)(3) of the Internal Revenue Code.
- The Hawai'i Department of Education and its several Complex Areas are eligible for grants for demonstration projects with potential for system reform. The Foundation makes grants to individual Hawai'i Department of Education schools only under these circumstances: (1) the Principal has participated in the Principals' Leadership Academy, (2) the grant amount is \$5,000 or less, and (3) the Foundation has not made a grant to the school previously. The Foundation does not make grants to the University of Hawai'i other than an annual grant to the University of Hawai'i Foundation.
- The Foundation does not fund conferences, festivals, and similar one-time events; activities that have already occurred; lobbying; loans; funds for re-granting and grants to individuals or for the benefit of identified individuals (except scholarships through the Juliette M. Atherton Fund and the Community Scholarship Fund of the Hawai'i Community Foundation).
- The Foundation generally does not fund endowments or operating support.
- The Foundation does not serve as the sole funder of any organization.
- The Foundation will award no more than one grant to an organization at a time and no more than one grant in any calendar year. A grantee serving as the fiscal sponsor for another organization may receive a second grant for its own project. All previous grants must be completed with the submission of a final report before an organization is eligible to apply for a new grant.
- The term of a grant is usually one year. In the case of a multi-year pledge, payments are released in twelve-month intervals, and each payment is contingent on receipt of a satisfactory progress report. The Foundation generally does not fund a program for more than three consecutive years.
- The Foundation does not accept incomplete applications or applications from organizations with overdue final reports.
- Grantees must not use the Founders' names on donor recognition plaques or similar items without the Foundation's prior approval.

Application procedures

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

Atherton Family Foundation
827 Fort Street
Honolulu HI 96813-4317

Proposal narrative

- Maximum 5 single-spaced pages. Minimum 12-point font and 1-inch margins. Use these headings:

Organization: Describe the organization, including mission and history, year established, geographic reach, staff size, and staff capabilities to conduct the proposed work.

Problem or opportunity: Describe the problem or opportunity to be addressed by the project. Describe the population that will benefit from the project, including an estimate of size or numbers.

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

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

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

Addendum for Major Capital Requests (Renovations or New Construction)

Requests for funds to support a major capital project may be submitted at any of the regularly scheduled meetings. The maximum grant for major capital projects will be \$200,000, normally paid out over three years. Please include the following information if you are submitting a major capital request:

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

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

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

Additional required documents

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

Audited financial statements are preferred but not required.

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

Fiscal sponsors

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

Deadlines

Applications postmarked or delivered by:	will be considered at the Board of Directors meeting in:
March 1, 2012	May
June 1, 2012	August
September 4, 2012	November
December 3, 2012	February

TIN: 51-0175971

YE: 12/31/2011

ABOUT

GRANT SEEKERS

GRANTS LIST

ATHERTON FAMILY
FOUNDATION

Scholarship Program

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

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

For sons and daughters of Protestant ministers and seminary students, applications will be available beginning November 2009 for the 2001-2011 academic year. Application materials, including the application form, transcript of grades, and personal letter must be postmarked on or before February 25, 2011.

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

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

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

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GRANT INFORMATION STATEMENT

BANK OF HAWAII
P.O. BOX 3170
HONOLULU, HI 96802

RETURN OF PRIVATE FOUNDATION
FORM 990-PF

FYE	EIN	NAME	CR TO 2012 EST	REFUND
12/31/2011	51-0175971	ATHERTON FAMILY FOUNDATION	46,477	0
6/30/2012	26-6026352	GEAR UP HAWAII SHOLARSHIP TRUST	0	224
6/30/2012	99-6003339	IDA M POPE MEMORIAL SCHOLARSHP FUND	320	207

Application for Extension of Time To File an Exempt Organization Return

OMB No 1545-1709

► **File a separate application for each return.**

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

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

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	Name of exempt organization or other filer, see instructions ATHERTON FAMILY FOUNDATION C/O BANK OF HAWAII	Employer identification number (EIN) or ☒ 51-0175971
	Number, street, and room or suite no. If a P O box, see instructions. P.O. BOX 3170, DEPT. 715	Social security number (SSN) ☐
	City, town or post office, state, and ZIP code. For a foreign address, see instructions HONOLULU, HI 96802-3170	

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

0 4

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	01	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

BANK OF HAWAII

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

Telephone No ► **808-694-4540**

FAX No ►

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

- 1 I request an automatic 3-month (6 months for a corporation required to file Form 990-T) extension of time until **AUGUST 15, 2012**, to file the exempt organization return for the organization named above. The extension is for the organization's return for ☒ calendar year **2011** 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	\$	99,939.
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	\$	42,939.
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	\$	57,000.

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

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

Form **8868** (Rev. 1-2012)