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

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
**LGA FAMILY FOUNDATION
(FKA LEBURTA ATHERTON FOUNDATION)**

Number and street (or P.O. box number if mail is not delivered to street address) Room/suite
C/O BANK OF HAWAII, P.O. BOX 3170, #715

City or town, state, and ZIP code
HONOLULU, HI 96802-3170

A Employer identification number
94-3260209

B Telephone number
(808) 694-4540

C If exemption application is pending, check here ☐

D 1. Foreign organizations, check here ☐
2. Foreign organizations meeting the 65% test, check here and attach computation ☐

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

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

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

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

I Fair market value of all assets at end of year (from Part II, col. (c), line 16)
\$ 12,705,635. (Part I, column (d) must be on cash basis.)

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

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a))		(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		624.	624.		STATEMENT 1
4 Dividends and interest from securities		160,715.	160,715.		STATEMENT 2
5a Gross rents					
b Net rental income or (loss)					
6a Net gain or (loss) from sale of assets not on line 10		-7,716.			
b Gross sales price for all assets on line 6a		1,000,586.			
7 Capital gain net income (from Part IV, line 2)			0.		
8 Net short-term capital gain					
9 Income modifications					
10a Gross sales less returns and allowances					
b Less Cost of goods sold					
c Gross profit or (loss)					
11 Other income		5,983.	5,983.		STATEMENT 3
12 Total. Add lines 1 through 11		159,606.	161,339.		
13 Compensation of officers, directors, trustees, etc					0.
14 Other employee salaries and wages					
15 Pension plans, employee benefits					
16a Legal fees					
b Accounting fees STMT 4		2,800.	840.		1,960.
c Other professional fees STMT 5		15,404.	7,702.		7,702.
17 Interest					
18 Taxes					
19 Depreciation and depletion					
20 Occupancy					
21 Travel, conferences, and meetings					
22 Printing and publications					
23 Other expenses STMT 6		5.	0.		5.
24 Total operating and administrative expenses. Add lines 13 through 23		18,209.	8,542.		9,667.
25 Contributions, gifts, grants paid		550,000.			550,000.
26 Total expenses and disbursements. Add lines 24 and 25		568,209.	8,542.		559,667.
27 Subtract line 26 from line 12:					
a Excess of revenue over expenses and disbursements		-408,603.			
b Net investment income (if negative, enter -0-)			152,797.		
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	149.	2,379.	2,380.
	2 Savings and temporary cash investments	6,591,799.	589,571.	589,571.
	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 STMT 7	7,036,676.	12,628,071.	12,113,684.
	c Investments - corporate bonds			
Liabilities	11 Investments - land, buildings and equipment basis ▶			
	Less: accumulated depreciation ▶			
	12 Investments - mortgage loans			
	13 Investments - other			
	14 Land, buildings, and equipment basis ▶			
	Less: accumulated depreciation ▶			
	15 Other assets (describe ▶)			
	16 Total assets (to be completed by all filers)	13,628,624.	13,220,021.	12,705,635.
	17 Accounts payable and accrued expenses			
	18 Grants payable			
	19 Deferred revenue			
	20 Loans from officers, directors, trustees, and other disqualified persons			
	21 Mortgages and other notes payable			
	22 Other liabilities (describe ▶)			
	23 Total liabilities (add lines 17 through 22)	0.	0.	
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ▶ ☐			
	and complete lines 24 through 26 and lines 30 and 31.			
	24 Unrestricted			
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here ▶ ☒			
	and complete lines 27 through 31.			
	27 Capital stock, trust principal, or current funds	13,628,624.	13,628,624.	
28 Paid-in or capital surplus, or land, bldg., and equipment fund	0.	0.		
29 Retained earnings, accumulated income, endowment, or other funds	0.	-408,603.		
30 Total net assets or fund balances	13,628,624.	13,220,021.		
31 Total liabilities and net assets/fund balances	13,628,624.	13,220,021.		

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	13,628,624.
2 Enter amount from Part I, line 27a	2	-408,603.
3 Other increases not included in line 2 (itemize) ▶	3	0.
4 Add lines 1, 2, and 3	4	13,220,021.
5 Decreases not included in line 2 (itemize) ▶	5	0.
6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	13,220,021.

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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 PUBLICLY TRADED SECURITIES - LTCL	P	VARIOUS	VARIOUS
b CAPITAL GAINS DIVIDENDS			
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 998,236.		1,008,302.	-10,066.
b 2,350.			2,350.
c			
d			
e			

(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
a			-10,066.
b			2,350.
c			
d			
e			

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	-7,716.
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	547,220.	12,478,137.	.043854
2009	599,873.	10,960,279.	.054732
2008	708,473.	12,767,613.	.055490
2007	623,554.	14,271,901.	.043691
2006	479,560.	12,566,252.	.038163

2 Total of line 1, column (d)	2	.235930
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	.047186
4 Enter the net value of noncharitable-use assets for 2011 from Part X, line 5	4	13,498,734.
5 Multiply line 4 by line 3	5	636,951.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	1,528.
7 Add lines 5 and 6	7	638,479.
8 Enter qualifying distributions from Part XII, line 4	8	559,667.

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	3,056.
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	3,056.
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	3,056.
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		6a	17,540.
5 Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-		6b	
6 Credits/Payments:		6c	
a 2011 estimated tax payments and 2010 overpayment credited to 2011		6d	
b Exempt foreign organizations - tax withheld at source		7	17,540.
c Tax paid with application for extension of time to file (Form 8868)		8	
d Backup withholding erroneously withheld		9	
7 Total credits and payments. Add lines 6a through 6d		10	14,484.
8 Enter any penalty for underpayment of estimated tax. Check here ☒ if Form 2220 is attached		11	12,484.
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed			
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid			
11 Enter the amount of line 10 to be: Credited to 2012 estimated tax ☐ 2,000. 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 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

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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>111 S. KING STREET, HONOLULU, HI</u> ZIP+4 ► <u>96813</u>	
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here and enter the amount of tax-exempt interest received or accrued during the year	15 N/A
16	At any time during calendar year 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.		
1a	During the year did the foundation (either directly or indirectly):	Yes No
(1)	Engage in the sale or exchange, or leasing of property with a disqualified person?	Yes X No
(2)	Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	Yes X No
(3)	Furnish goods, services, or facilities to (or accept them from) a disqualified person?	Yes X No
(4)	Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	Yes X 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 X 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 X 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 X 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 X 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

Part VII-B Statements Regarding Activities for Which Form 4720 May Be Required (continued)**5a** During the year did the foundation pay or incur any amount to:

(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?

☐ Yes ☒ No

(2) Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive?

☐ Yes ☒ No

(3) Provide a grant to an individual for travel, study, or other similar purposes?

☐ Yes ☒ No

(4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)?

☐ Yes ☒ No

(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals?

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

N/A

5b

Organizations relying on a current notice regarding disaster assistance check here

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

N/A

☐ Yes ☐ No

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

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

If "Yes" to 6b, file Form 8870.

7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?☐ Yes ☒ No**b** If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction?

N/A

7b**Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors****1** List all officers, directors, trustees, foundation managers and their compensation.

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
LEBURTA G. ATHERTON	PRES / DIR			
P.O. BOX 3170				
HONOLULU, HI 968023170	0.00	0.	0.	0.
MARJORY A. NEWELL	VP / DIR			
P.O. BOX 3170				
HONOLULU, HI 968023170	0.00	0.	0.	0.
FRANK C. ATHERTON, II	SEC / DIR			
P.O. BOX 3170				
HONOLULU, HI 968023170	1.00	0.	0.	0.
BALBI A. BROOKS	TREAS / DIR			
P.O. BOX 3170				
HONOLULU, HI 968023170	0.00	0.	0.	0.

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

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

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

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

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
NONE		

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

0

Part IX-A**Summary of Direct Charitable Activities**

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

Expenses

1 N/A

2

3

4

Part IX-B**Summary of Program-Related Investments**

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

Amount

1 N/A

2

All other program-related investments. See instructions.

3

Total. Add lines 1 through 3

0.

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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	9,772,774.
b	Average of monthly cash balances	1b	3,931,524.
c	Fair market value of all other assets	1c	
d	Total (add lines 1a, b, and c)	1d	13,704,298.
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	13,704,298.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	205,564.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	13,498,734.
6	Minimum investment return. Enter 5% of line 5	6	674,937.

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	674,937.
2a	Tax on investment income for 2011 from Part VI, line 5	2a	3,056.
b	Income tax for 2011. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	3,056.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	671,881.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	671,881.
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	671,881.

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	559,667.
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	559,667.
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	559,667.

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				671,881.
2 Undistributed income, if any, as of the end of 2011				
a Enter amount for 2010 only			547,623.	
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				
f Total of lines 3a through e	0.			
4 Qualifying distributions for 2011 from Part XII, line 4: ► \$ 559,667.				
a Applied to 2010, but not more than line 2a			547,623.	
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				12,044.
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).)	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 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				659,837.
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				

N/A

- ☐ 4942(j)(3) or ☐ 4942(j)(5)

- (4) Gross investment income**

[illegible]

2011.03050 LGA FAMILY FOUNDATION (FKA 13506391

LGA FAMILY FOUNDATION

Form 990-PF (2011)

(FKA LEBURTA ATHERTON FOUNDATION)

94-3260209

Page 11

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a Paid during the year				
SEE GRANT LIST ATTACHED	N/A	PUBLIC CHARITY	SEE GRANT LIST ATTACHED	550,000.
Total			3a	550,000.
b Approved for future payment				
NONE				
Total			3b	0.

Form 990-PF (2011)

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

SOURCE	AMOUNT
BANK OF HAWAII ACCOUNT NO. M27102	624.
TOTAL TO FORM 990-PF, PART I, LINE 3, COLUMN A	624.

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 2

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
BANK OF HAWAII ACCOUNT NO. M27102	163,065.	2,350.	160,715.
TOTAL TO FM 990-PF, PART I, LN 4	163,065.	2,350.	160,715.

FORM 990-PF OTHER INCOME STATEMENT 3

DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
2009 FEDERAL TAX REFUND	1,124.	0.	
2010 FEDERAL TAX REFUND	4,859.	0.	
TOTAL TO FORM 990-PF, PART I, LINE 11	5,983.	0.	

FORM 990-PF ACCOUNTING FEES STATEMENT 4

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
TAX PREP FEES	2,800.	840.		1,960.
TO FORM 990-PF, PG 1, LN 16B	2,800.	840.		1,960.

FORM 990-PF		OTHER PROFESSIONAL FEES		STATEMENT	5
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES	
FUND MANAGEMENT	15,404.	7,702.		7,702.	
TO FORM 990-PF, PG 1, LN 16C	15,404.	7,702.		7,702.	

FORM 990-PF		OTHER EXPENSES		STATEMENT	6
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES	
ANNUAL REPORT	5.	0.		5.	
TO FORM 990-PF, PG 1, LN 23	5.	0.		5.	

FORM 990-PF		CORPORATE STOCK		STATEMENT	7
DESCRIPTION			BOOK VALUE	FAIR MARKET VALUE	
COMMON & FOREIGN STOCK - SEE STATEMENT ATTACHED			12,628,071.	12,113,684.	
TOTAL TO FORM 990-PF, PART II, LINE 10B			12,628,071.	12,113,684.	

**LGA FAMILY FOUNDATION
FORM 990-PF, PART II, LINE 13
FOR YEAR ENDED 12/31/11**

94-3260209

Description	Units	Book Value	Market Value
001055102 AFLAC INC	2,000.000	94,149	86,520
002824100 ABBOTT LABORATORIES	1,000.000	48,566	56,230
02209S103 ALTRIA GROUP INC	2,000.000	17,064	59,300
053015103 AUTOMATIC DATA PROCESSING INC	3,000.000	126,989	162,030
055622104 BP PLC SPONS ADR	1,000.000	41,499	42,740
156782104 CERNER CORP	8,000.000	189,898	490,000
18383M100 CLAYMORE /BNY BRIC ETF	6,000.000	314,599	210,180
30231G102 EXXON MOBIL CORP	2,000.000	101,679	169,520
311900104 FASTENAL CO	4,000.000	80,323	174,440
343498101 FLOWERS FOODS INC	6,750.000	84,533	128,115
37733W105 GLAXOSMITHKLINE PLC ADR	2,000.000	102,820	91,260
464287374 ISHARES S&P NORTH AMERICAN NATURAL RESOURCES SECTOR INDEX FUND	6,000.000	251,460	228,000
464287556 ISHARES NASDAQ BIOTECH INDEX FUND	949.000	99,898	99,028
464288885 ISHARES MSCI EAFE GROWTH INX	11,000.000	886,395	572,110
50075N104 KRAFT FOODS INC A	1,384.000	17,506	51,706
713448108 PEPSICO INC	2,000.000	116,600	132,700
718172109 PHILIP MORRIS INTERNATIONAL	2,000.000	38,879	156,960
73935A104 POWERSHARES QQQ TRUST SER 1	25,355.000	1,499,976	1,415,570
73935X807 POWERSHARES FUNDAMENTAL PURE MID- GROWTH PORTFOLIO ETF	50,000.000	1,199,740	1,017,500
78462F103 SPDR S&P 500 ETF TRUST	37,570.000	4,999,822	4,715,035
921937835 VANGUARD TOTAL BOND MARKET ETF	10,000.000	773,130	835,400
922042858 VANGUARD MSCI EMERGING MARKETS ETF	12,000.000	641,780	458,520
922908736 VANGUARD GROWTH ETF	7,000.000	451,710	432,320
931422109 WALGREEN CO	2,000.000	32,975	66,120
97717W760 WISDOMTREE INTL S/C DVD FUND	6,000.000	416,080	262,380
TOTAL PORTFOLIO		12,628,071	12,113,684

LGA Family Foundation
TIN: 94-3260209
2011 Grants List

Payee	Purpose	Amount
Daughters of Hawaii 2913 Pali Highway Honolulu, HI 96817	In Memory of Ellin Burkland	\$1,000
Daughters of Hawaii 2913 Pali Highway Honolulu, HI 96817	In Memory of Evanita Midkiff	\$1,000
Kona Hospital Foundation 79-1019 Haukapila Street Kealahou, HI 96750	In Memory of Barbara Wilcox	\$1,000
Outrigger Duke Kahanamoku Fdn P.O. Box 2498 Honolulu, HI 96750	In Memory of Dean Eyre	\$1,000
Cystic Fibrosis Foundation 6931 Arlington Road, 2nd floor Bethesda, MD 20814	Support mission	\$30,000
Food Allergy & Anaphylaxis Network 11781 Lee Jackson Hwy., #160 Fairfax, VA 22033-3309	Support mission and programs	\$20,000
Creutzfeldt-Jakob Disease Fdn 3632 W Market St., Suite 105N Akron, OH 44333	In Memory of Rick Vandruff	\$1,000
Children's Defense Fund 25 E Street, N.W. Washington, DC 20001	Freedom Schools program - Calif.	\$25,000
Special Olympics Colorado 384 Inverness Parkway, Suite 100 Englewood, CO 80112	Ski equip, travel & uniforms-Durango	\$10,000

LGA Family Foundation
TIN: 94-3260209
2011 Grants List

Payee	Purpose	Amount
Long Beach BLAST 737 Pine Ave # 201 Long Beach, CA 90813	Better Learning for all Students Today	\$15,000
Child Guidance Center 525 Cabrillo Park Drive, Suite 300 Santa Ana, CA 92701	Treatment and assessment programs	\$10,000
Long Beach Educational Fdn 1515 Hughes Way Long Beach, CA 90810	Save LBUSD Middle School Sports	\$20,000
American Red Cross, Hawaii Chapter 4155 Diamond Head Road Honolulu, HI 96816	Statewide Disaster Services	\$25,000
Central Union Church 1660 South Beretania Street Honolulu, HI 96826	Rebuild Preschool	\$100,000
Hawaii Island Humane Society 74-5225 Queen Kaahumanu Highway Kailua-Kona, HI 96740	Wish list equipment	\$3,000
Colorado School of Mines Foundation 1500 Illinois Street Golden, CO 80401	In Memory of Don Miller	\$2,000
Parker School 65-1224 Lindsey Road Kamuela, HI 96743	Technology & resource Ctr Building	\$25,000
Waimea Middle School - Mala'ai 74-5225 Queen Kaahumanu Highway Kailua-Kona, HI 96740	Culinary garden equipment	\$35,000

LGA Family Foundation
TIN: 94-3260209
2011 Grants List

Payee	Purpose	Amount
Honolulu Academy of Arts 900 South Beretania Street Honolulu, HI 96814	In Memory of Martha Mist	\$1,000
Hulihee Palace 75-5718 Ali'i Drive Kailua-Kona, Hawai'i 96740	Repair tsunami damage to building	\$10,000
Aloha Theater 79-7384 Mamalahoa Hwy. Kainaliu, HI 96750	House lighting, exit lights & sink	\$25,000
Children's Hospital Colorado Foundation 13123 East 16th Avenue, Box 045 Aurora, Colorado 80045	In Memory of Kathy Cannon	\$1,000
Aquarium of the Pacific 100 Aquarium Way Long Beach, CA 90802	Legacy Project	\$10,000
Camp Fire USA 1100 Walnut Street, Suite 1900 Kansas City, Missouri 64106-2197	Urban forest and Fireplace Lodge	\$10,000
Long Beach Public Library 111 West Park Avenue Long Beach, NY 11561	General Fund	\$10,000
Long Beach Rotary Charitable Foundation 1119 Queens Highway, Suite 103 Long Beach, CA 90802-6390	Reading by 9	\$5,000
Hawaiian Mission Children's Society dba Mission Houses Museum 553 South King Street Honolulu, HI 96813-3002	Support mission	\$10,000

LGA Family Foundation
TIN: 94-3260209
2011 Grants List

Payee	Purpose	Amount
American Cancer Society, Hawaii Pacific 2370 Nuuanu Avenue Honolulu, HI 96817	Hope Lodge Hawaii	\$100,000
REHAB Foundation Rehabilitation Hospital of the Pacific, 1st Flr 226 North Kuakini Street Honolulu, HI 96817	Rebuild and renovate facility	\$33,000
The Food Basket, Inc. 140-B Holomua Street Hilo, HI 96720	To buy food	\$10,000
	Total	<u>\$550,000</u>

FILED 01/26/2012 09:26 AM
Business Registration Division
DEPT. OF COMMERCE AND
CONSUMER AFFAIRS
State of Hawaii

STATE OF HAWAII
DEPARTMENT OF COMMERCE AND CONSUMER AFFAIRS
Business Registration Division
335 Merchant Street
Mailing Address: P.O. Box 40, Honolulu, Hawaii 96810
Phone No. (808) 586-2727



ARTICLES OF AMENDMENT TO CHANGE CORPORATE NAME

(Section 414D-183, Hawaii Revised Statutes)

PLEASE TYPE OR PRINT LEGIBLY IN BLACK INK

The undersigned, duly authorized officers of the corporation submitting these Articles of Amendment, certify as follows:

1. The present name of the corporation is:

107455D2 The LeBurta Atherton Foundation

2. The name of the corporation is changed to:

LGA Family Foundation

3. The amendment to change the corporation name was adopted on: December 21, 2011

(Month Day Year)

(Check one)

☐ at a meeting of the *members*:

Designation (class) Of membership	Total Number of Memberships (votes) outstanding	Total Number of Votes Entitled to be Cast By each Class	Number of Votes Cast by each class For Amendment	Number of Votes Cast by each class Against Amendment

OR

☐ by written consent of the *members* holding at least eighty per cent of the voting power.

OR

☒ by a sufficient vote of the *Board of Directors* or *Incorporators* because member approval was not required.

4. Check one:

☐ The written approval of a specified person or persons named in the articles of incorporation was obtained.

☒ The written approval of a specified person or persons is not required.

The undersigned certifies under the penalties of Section 414D-12, Hawaii Revised Statutes, that the undersigned has read the above statements, I/we are authorized to make this change, and that the statements are true and correct.

Signed this 10th day of January, 2012

Frank C. Atherton, Secretary

(Type/Print Name & Title)

(Type/Print Name & Title)

Frank C. Atherton

(Signature of Officer)

(Signature of Officer)

SEE INSTRUCTIONS ON REVERSE SIDE. The articles must be signed by at least one officer of the corporation.

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

RETURN OF PRIVATE FOUNDATION
FORM 990-PF

FYE	EIN	NAME	GR TO 2012 EST	REFUND
12/31/2011	99-6002220	J RENNY & MARGARET M L CATTON TRUST	221	0
12/31/2011	99-0312706	CHUN FDN IN MEMEORY OF SAY CHONG CHUN, CHEW HOONG LUM CHUN & BOWMAN MICHAEL CHUN	200	1,071
12/31/2011	99-6038031	DOROTHEA SLOGGETT COOKE TRUST	1,800	5,396
12/31/2011	99-6044219	COTTINGTON TRUST FOR GIFTED CHILDREN	264	0
2/29/2012	99-6002297	HAWAII MEDICAL LIBRARY INC ENDOWMENT FUND	716	0
12/31/2011	99-0263964	MARION W HOBART MEMORIAL FUN	2,320	3,666
12/31/2011	94-3260209	LGA FAMILY FOUNDATION(FKA LEBURTA ATHERTON FUND)	2,000	12,484

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. LEBURTA ATHERTON FOUNDATION C/O BANK OF HAWAII	Employer identification number (EIN) or ☒ 94-3260209
	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)

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	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 ► **111 S. KING 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	\$ 3,056.
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	\$ 17,540.
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.

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

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

Application for Extension of Time To File an Exempt Organization Return

OMB No. 1545-1709

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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 or other filer, see instructions. LGA FAMILY FOUNDATION (FKA LEBURTA ATHERTON FOUNDATION)	Employer identification number (EIN) or ☒ 94-3260209
	Number, street, and room or suite no. If a P.O. box, see instructions C/O BANK OF HAWAII, P.O. BOX 3170, #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)

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	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

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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	\$	3,056.
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	\$	17,540.
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.

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