Form **990-PF**
Department of the Treasury
Internal Revenue Service

Return of Private Foundation
or Section 4947(a)(1) Nonexempt Charitable Trust
Treated as a Private Foundation
Note. The foundation may be able to use a copy of this return to satisfy state reporting requirements

OMB No 1545-0052
2011

For calendar year 2011 or tax year beginning , 2011, and ending , 20

Name of foundation: CONSUELO ZOBEL ALGER FOUNDATION
A Employer identification number: 99-0266163
Number and street (or P O box number if mail is not delivered to street address): 110 NORTH HOTEL STREET
Room/suite:
B Telephone number (see instructions): ( ) -
City or town, state, and ZIP code: HONOLULU, HI 96817

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 change

D 1. Foreign organizations, check here ▶ ☐
2 Foreign organizations meeting the 85% test, check here and attach computation ▶ ☐

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

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

I Fair market value of all assets at end of year (from Part II, col (c), line 16) ▶ $ 138,935,938.
J Accounting method ☐ Cash [X] Accrual ☐ Other (specify) (Part I, column (d) must be on cash basis.)

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

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions).)

		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants, etc, received (attach schedule)	476,695.			
	2 Check ▶ ☐ if the foundation is not required to attach Sch. B				
	3 Interest on savings and temporary cash investments	1,000,628.	1,000,628.	1,000,628.	
	4 Dividends and interest from securities	1,538,236.	1,538,236.	1,538,236.	
	5a Gross rents	103,701.	103,701.	103,701.	
	b Net rental income or (loss) 56,288.				
	6a Net gain or (loss) from sale of assets not on line 10	8,640,471.			
	b Gross sales price for all assets on line 6a 243,342,082.				
	7 Capital gain net income (from Part IV, line 2)		8,640,471.		
	8 Net short-term capital gain			157,748.	
	9 Income modifications			26,824.	
	10a Gross sales less returns and allowances				
	b Less Cost of goods sold				
	c Gross profit or (loss) (attach schedule)				
	11 Other income (attach schedule)	10,442.		10,442.	ATCH 1
	12 **Total.** Add lines 1 through 11	11,770,173.	11,283,036.	2,837,579.	
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	331,500.			549,972.
	14 Other employee salaries and wages	571,754.	25,200.	25,200.	548,013.
	15 Pension plans, employee benefits	188,372.			191,904.
	16a Legal fees (attach schedule) ATCH 2	17,564.			18,347.
	b Accounting fees (attach schedule)	134,018.			127,765.
	c Other professional fees (attach schedule)	1,350,733.	1,044,265.	1,044,265.	299,718.
	17 Interest				
	18 Taxes (attach schedule) (see instructions) **	-50,791.	28,293.	28,293.	184,072.
	19 Depreciation (attach schedule) and depletion	252,630.	24,162.	24,162.	
	20 Occupancy	29,754.			30,831.
	21 Travel, conferences, and meetings	143,656.			141,400.
	22 Printing and publications	5,152.			5,808.
	23 Other expenses (attach schedule) ATCH 4	3,359,573.	17,963.	1,366.	3,342,506.
	24 **Total operating and administrative expenses.** Add lines 13 through 23	6,333,915.	1,139,883.	1,123,286.	5,440,336.
	25 Contributions, gifts, grants paid	59,954.			
	26 **Total expenses and disbursements** Add lines 24 and 25	6,393,869.	1,139,883.	1,123,286.	5,440,336.
	27 Subtract line 26 from line 12				
	a Excess of revenue over expenses and disbursements	5,376,304.			
	b **Net investment income** (if negative, enter -0-)		10,143,153.		
	c **Adjusted net income** (if negative, enter -0-)			1,714,293.	

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Part II Balance Sheets — Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions.)

	Line	Description	Beginning of year (a) Book Value	End of year (b) Book Value	End of year (c) Fair Market Value
Assets	1	Cash - non-interest-bearing			
	2	Savings and temporary cash investments	4,980,180.	4,795,465.	4,795,465.
	3	Accounts receivable ▶ 192,294.			
		Less allowance for doubtful accounts ▶	536,338.	192,294.	192,294.
	4	Pledges receivable ▶			
		Less allowance for doubtful accounts ▶			
	5	Grants receivable			
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)			
	7	Other notes and loans receivable (attach schedule) ▶ *		* 4,206.	ATCH 5
		Less allowance for doubtful accounts ▶	30,032.	4,206.	4,206.
	8	Inventories for sale or use			
	9	Prepaid expenses and deferred charges	86,809.	90,425.	90,425.
	10 a	Investments - U.S and state government obligations (attach schedule)	13,654,814.	10,423,436.	10,423,436.
	b	Investments - corporate stock (attach schedule) ATCH 6	111,150,918.	95,060,877.	95,060,877.
	c	Investments - corporate bonds (attach schedule) ATCH 7	13,566,556.	16,883,682.	16,883,682.
	11	Investments - land, buildings, and equipment basis ▶ 922,076.			ATCH 10
		Less accumulated depreciation (attach schedule) ▶ 463,231.	496,729.	458,845.	1,058,474.
	12	Investments - mortgage loans			
	13	Investments - other (attach schedule) ATCH 9	-3,140,305.	2,292,117.	2,292,117.
	14	Land, buildings, and equipment basis ▶ 9,518,136.			ATCH 10
		Less accumulated depreciation (attach schedule) ▶ 3,298,214.	6,361,644.	6,219,922.	7,485,779.
	15	Other assets (describe ▶ ATCH 11)	898,186.	649,183.	649,183.
	16	**Total assets** (to be completed by all filers - see the instructions Also, see page 1, item I)	148,621,901.	137,070,452.	138,935,938.
Liabilities	17	Accounts payable and accrued expenses	1,899,338.	1,797,859.	
	18	Grants payable			
	19	Deferred revenue			
	20	Loans from officers, directors, trustees, and other disqualified persons			
	21	Mortgages and other notes payable (attach schedule)			
	22	Other liabilities (describe ▶ ATCH 12)	512,168.	187,168.	
	23	**Total liabilities** (add lines 17 through 22)	2,411,506.	1,985,027.	
Net Assets or Fund Balances		**Foundations that follow SFAS 117, check here ▶ [X] and complete lines 24 through 26 and lines 30 and 31.**			
	24	Unrestricted	145,791,561.	135,014,159.	
	25	Temporarily restricted	418,834.	71,266.	
	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** (see instructions)	146,210,395.	135,085,425.	
	31	**Total liabilities and net assets/fund balances** (see instructions)	148,621,901.	137,070,452.	

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	146,210,395.
2	Enter amount from Part I, line 27a	2	5,376,304.
3	Other increases not included in line 2 (itemize) ▶	3	
4	Add lines 1, 2, and 3	4	151,586,699.
5	Decreases not included in line 2 (itemize) ▶ ATTACHMENT 13	5	16,501,274.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	135,085,425.

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	SEE ATTACHMENT 8			
b				
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				

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

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

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	8,640,471.
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) (see instructions). If (loss), enter -0- in Part I, line 8	3	157,748.

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 the 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	5,559,609.	130,046,467.	0.042751
2009	5,415,034.	114,704,682.	0.047208
2008	5,686,352.	140,399,779.	0.040501
2007	5,551,857.	157,959,030.	0.035147
2006	5,070,089.	137,315,578.	0.036923

2 Total of line 1, column (d)	2	0.202530
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	0.040506
4 Enter the net value of noncharitable-use assets for 2011 from Part X, line 5	4	136,559,842.
5 Multiply line 4 by line 3	5	5,531,493.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	101,432.
7 Add lines 5 and 6	7	5,632,925.
8 Enter qualifying distributions from Part XII, line 4	8	5,528,809.

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

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

1a	Exempt operating foundations described in section 4940(d)(2), check here ▶ ☐ and enter "N/A" on line 1. Date of ruling or determination letter: (attach copy of letter if necessary - see instructions)		
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ▶ ☐ and enter 1% of Part I, line 27b	1	202,863.
c	All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b)		
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	2	
3	Add lines 1 and 2	3	202,863.
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	4	0
5	**Tax based on investment income.** Subtract line 4 from line 3. If zero or less, enter -0-	5	202,863.
6	Credits/Payments		
a	2011 estimated tax payments and 2010 overpayment credited to 2011 — 6a: 206,964.		
b	Exempt foreign organizations - tax withheld at source — 6b:		
c	Tax paid with application for extension of time to file (Form 8868) — 6c:		
d	Backup withholding erroneously withheld — 6d:		
7	Total credits and payments. Add lines 6a through 6d	7	206,964.
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	4,101.
11	Enter the amount of line 10 to be: **Credited to 2012 estimated tax** ▶ 4,101. **Refunded** ▶	11	

Part VII-A Statements Regarding Activities

			Yes	No
1a	During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	1a		X
b	Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see page 19 of the instructions for definition)?	1b		X
	If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities			
c	Did the foundation file **Form 1120-POL** for this year?	1c		X
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year (1) On the foundation ▶ $ (2) On foundation managers ▶ $			
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. ▶ $			
2	Has the foundation engaged in any activities that have not previously been reported to the IRS? *If "Yes," attach a detailed description of the activities.*	2		X
3	Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? *If "Yes," attach a conformed copy of the changes*	3		X
4a	Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a		X
b	If "Yes," has it filed a tax return on **Form 990-T** for this year?	4b	X	
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? *If "Yes," attach the statement required by General Instruction T.*	5		X
6	Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	6	X	
7	Did the foundation have at least $5,000 in assets at any time during the year? *If "Yes," complete Part II, col (c), and Part XV*	7	X	
8a	Enter the states to which the foundation reports or with which it is registered (see instructions) ▶ HAWAII			
b	If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by *General Instruction G? If "No," attach explanation*	8b	X	
9	Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2011 or the taxable year beginning in 2011 (see instructions for Part XIV)? *If "Yes," complete Part XIV*	9	X	
10	Did any persons become substantial contributors during the tax year? *If "Yes," attach a schedule listing their names and addresses*	10		X

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

			Yes	No
11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11		X
12	Did the foundation 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?	13	X	
	Website address ▶ WWW.CONSUELO.ORG			
14	The books are in care of ▶ CONSUELO ZOBEL ALGER FDN Telephone no. ▶ 808-532-3939			
	Located at ▶ 110 NORTH HOTEL STREET, HONOLULU, HI ZIP + 4 ▶ 96817			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of **Form 1041** - Check here N/A ▶ ☐			
	and enter the amount of tax-exempt interest received or accrued during the year ▶ 15			
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?	16	X	
	See the instructions for exceptions and filing requirements for Form TD F 90-22.1 If "Yes," enter the name of the foreign country ▶ PHILIPPINES			

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

			Yes	No
	File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.			
1a	During the year did the foundation (either directly or indirectly)			
	(1) Engage in the sale or exchange, or leasing of property with a disqualified person? ☐ Yes ☒ No			
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? ☐ Yes ☒ No			
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? ☐ Yes ☒ No			
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? SEE PT VIII ☒ 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)?	1b		X
	Organizations relying on a current notice regarding disaster assistance check here ▶ ☐			
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 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? ☐ Yes ☒ No			
	If "Yes," list the years ▶ ____, ____, ____, ____			
b	Are there any years listed in 2a for which the foundation is **not** applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to **all** years listed, answer "No" and attach statement - see instructions)	2b	N/A	
c	If the provisions of section 4942(a)(2) are being applied to **any** of the years listed in 2a, list the years here ▶ ____, ____, ____, ____			
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)*	3b	N/A	
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a		X
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 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)? (see instructions) ☒ 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)? **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? ATTACHMENT 14 ☒ 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** No: 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? **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 (see instructions).

(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
ATTACHMENT 15		549,972.	65,688.	0

2 Compensation of five highest-paid employees (other than those included on line 1 - see instructions). 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
ATTACHMENT 16		278,980.	60,085.	0

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 (see instructions). If none, enter "NONE."

(a) Name and address of each person paid more than $50,000	(b) Type of service	(c) Compensation
ATTACHMENT 17		720,362.
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 CONSUELO FOUNDATION PHILIPPINE BRANCH: VARIOUS PROGRAMS ON PREVENTION AND TREATMENT OF ABUSED, EXPLOITED, AND NEGLECTED WOMEN AND CHILDREN.	1,183,641.
2 CHILD AND FAMILY SERVICE PI, INC. PROJECT: PREVENTION OF CHILD ABUSE AND NEGLECT, DAY BASED CENTER FOR CICL, PILOT TEST FOR GROWING GREAT KIDS PROGRAM, AND SHELTER SERVICES.	307,279.
3 WESTERN SAMAR DEVELOPMENT FOUNDATION, INC. PROJECT: CHILD ABUSE PREVENTION NETWORK, REPRODUCTIVE HEALTH & FAMILY PLANNING SERVICES, SHELTER SERVICES FOR SURVIVORS OF ABUSE	236,359.
4 KUKUI ABC PILOT PROGRAM: PROGRAM ADDRESSES THE SPECIAL EMOTIONAL AND RELATIONSHIP NEEDS OF YOUNG CHILDREN IN FOSTER CARE WHO HAVE ATTACHMENT ISSUES.	191,726.

Part IX-B **Summary of Program-Related Investments** (see instructions)

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2	Amount
1 SWEAT EQUITY ADVANCES - PROVIDE FUNDS TO RESIDENTS OF SELF HELP HOUSING PROJECT FOR IMPROVEMENTS AND OTHER COSTS RELATED TO THEIR HOMES.	9,521.
2	
All other program-related investments. See instructions	
3 NONE	
Total. Add lines 1 through 3 ▶	9,521.

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	131,911,646.
b	Average of monthly cash balances	1b	5,461,253.
c	Fair market value of all other assets (see instructions)	1c	1,266,535.
d	**Total** (add lines 1a, b, and c)	1d	138,639,434.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation) 1e		
2	Acquisition indebtedness applicable to line 1 assets	2	
3	Subtract line 2 from line 1d	3	138,639,434.
4	Cash deemed held for charitable activities. Enter 1 1/2 % of line 3 (for greater amount, see instructions)	4	2,079,592.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3. Enter here and on Part V, line 4	5	136,559,842.
6	**Minimum investment return.** Enter 5% of line 5	6	6,827,992.

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

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

Part XII **Qualifying Distributions** (see instructions)

1	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes:		
a	Expenses, contributions, gifts, etc. - total from Part I, column (d), line 26	1a	5,391,857.
b	Program-related investments - total from Part IX-B	1b	9,521.
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	127,431.
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	5,528,809.
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 (see instructions)	5	0
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	5,528,809.

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

Part XIII Undistributed Income (see instructions)

	(a) Corpus	(b) Years prior to 2010	(c) 2010	(d) 2011
1 Distributable amount for 2011 from Part XI, line 7				
2 Undistributed income, if any, as of the end of 2011				
a Enter amount for 2010 only				
b Total for prior years 20 09 ,20 08 ,20 07				
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				
4 Qualifying distributions for 2011 from Part XII, line 4 ▶ $				
a Applied to 2010, but not more than line 2a				
b Applied to undistributed income of prior years (Election required - see instructions)				
c Treated as distributions out of corpus (Election required - see instructions)				
d Applied to 2011 distributable amount				
e Remaining amount distributed out of corpus				
5 Excess distributions carryover applied to 2011 (If an amount appears in column (d), the same amount must be shown in column (a).)				
6 **Enter the net total of each column as indicated below:**				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5				
b Prior years' undistributed income Subtract line 4b from line 2b				
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				
d Subtract line 6c from line 6b Taxable amount - see instructions				
e Undistributed income for 2010 Subtract line 4a from line 2a Taxable amount - see instructions				
f Undistributed income for 2011 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2012				
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)				
8 Excess distributions carryover from 2006 not applied on line 5 or line 7 (see instructions)				
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)

1a 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 ▶ 06/12/1989

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

	Tax year	Prior 3 years			(e) Total
	(a) 2011	(b) 2010	(c) 2009	(d) 2008	
2a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed	1,714,293.	4,128,392.	1,811,452.	2,206,980.	9,861,117.
b 85% of line 2a	1,457,149.	3,509,133.	1,539,734.	1,875,933.	8,381,949.
c Qualifying distributions from Part XII, line 4 for each year listed	5,528,809.	5,649,750.	5,432,929.	5,707,578.	22,319,066.
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	5,528,809.	5,649,750.	5,432,929.	5,707,578.	22,319,066.
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	4,551,995.	4,334,882.	3,823,489.	4,679,993.	17,390,359.
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 ▶ [X] 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

N/A

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

N/A

c Any submission deadlines

N/A

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

N/A

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				
ATTACHMENT 18				
Total . . . . ▶ 3a				59,954.
b Approved for future payment				
Total . . . . ▶ 3b				

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See instructions.)
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
1 Program service revenue					
a RENT-TO-OWN INCOME			16	1,200.	
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments			14	1,538,236.	
4 Dividends and interest from securities	900004	259.	14	1,000,369.	
5 Net rental income or (loss) from real estate					
a Debt-financed property					
b Not debt-financed property			16	56,288.	
6 Net rental income or (loss) from personal property					
7 Other investment income					
8 Gain or (loss) from sales of assets other than inventory			18	8,640,471.	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue a					
b MISCELLANEOUS			01	9,242.	
c					
d					
e					
12 Subtotal Add columns (b), (d), and (e)		259.		11,245,806.	

13 **Total.** Add line 12, columns (b), (d), and (e) . . . . . . 13 11,246,065.

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

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

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

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

			Yes	No
1	Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?			
a	Transfers from the reporting foundation to a noncharitable exempt organization of			
	(1) Cash	1a(1)		X
	(2) Other assets	1a(2)		X
b	Other transactions			
	(1) Sales of assets to a noncharitable exempt organization	1b(1)		X
	(2) Purchases of assets from a noncharitable exempt organization	1b(2)		X
	(3) Rental of facilities, equipment, or other assets	1b(3)		X
	(4) Reimbursement arrangements	1b(4)		X
	(5) Loans or loan guarantees	1b(5)		X
	(6) Performance of services or membership or fundraising solicitations	1b(6)		X
c	Sharing of facilities, equipment, mailing lists, other assets, or paid employees	1c		X

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

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

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

b If "Yes," complete the following schedule.

(a) Name of organization	(b) Type of organization	(c) Description of relationship

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

Signature of officer or trustee: [signature] Date: 9/20/12 Title: CFO

May the IRS discuss this return with the preparer shown below (see instructions)? ☒ Yes ☐ No

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check ☐ if self-employed	PTIN
GREGG K. FURUYA	[signature]	SEP 19 2012		P00290855
Firm's name ▶ DELOITTE TAX LLP			Firm's EIN ▶ 86-1065772	
Firm's address ▶ 1132 BISHOP ST, SUITE 1200 HONOLULU, HI 96813			Phone no 808-543-0700	

JSA
1E1493 2 000
52TOWP 1061

Schedule B
(Form 990, 990-EZ, or 990-PF)
Department of the Treasury
Internal Revenue Service

Schedule of Contributors

▶ Attach to Form 990, Form 990-EZ, or Form 990-PF.

OMB No 1545-0047

2011

Name of the organization
CONSUELO ZOBEL ALGER FOUNDATION

Employer identification number
99-0266163

Organization type (check one).

Filers of:	**Section:**
Form 990 or 990-EZ	☐ 501(c)( ) (enter number) organization
	☐ 4947(a)(1) nonexempt charitable trust **not** treated as a private foundation
	☐ 527 political organization
Form 990-PF	☒ 501(c)(3) exempt private foundation
	☐ 4947(a)(1) nonexempt charitable trust treated as a private foundation
	☐ 501(c)(3) taxable private foundation

Check if your organization is covered by the **General Rule** or a **Special Rule.**
Note. Only a section 501(c)(7), (8), or (10) organization can check boxes for both the General Rule and a Special Rule. See instructions

General Rule

☒ For an organization filing Form 990, 990-EZ, or 990-PF that received, during the year, $5,000 or more (in money or property) from any one contributor. Complete Parts I and II

Special Rules

☐ For a section 501(c)(3) organization filing Form 990 or 990-EZ that met the 33 1/3 % support test of the regulations under sections 509(a)(1) and 170(b)(1)(A)(vi) and received from any one contributor, during the year, a contribution of the greater of **(1)** $5,000 or **(2)** 2% of the amount on (i) Form 990, Part VIII, line 1h, or (ii) Form 990-EZ, line 1 Complete Parts I and II

☐ For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, total contributions of more than $1,000 for use *exclusively* for religious, charitable, scientific, literary, or educational purposes, or the prevention of cruelty to children or animals Complete Parts I, II, and III

☐ For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, contributions for use *exclusively* for religious, charitable, etc , purposes, but these contributions did not total to more than $1,000. If this box is checked, enter here the total contributions that were received during the year for an *exclusively* religious, charitable, etc , purpose. Do not complete any of the parts unless the **General Rule** applies to this organization because it received nonexclusively religious, charitable, etc , contributions of $5,000 or more during the year . . . . ▶ $ ____________

Caution. An organization that is not covered by the General Rule and/or the Special Rules does not file Schedule B (Form 990, 990-EZ, or 990-PF), but it **must** answer "No" on Part IV, line 2, of its Form 990, or check the box on line H of its Form 990-EZ or on Part I, line 2, of its Form 990-PF, to certify that it does not meet the filing requirements of Schedule B (Form 990, 990-EZ, or 990-PF)

Name of organization CONSUELO ZOBEL ALGER FOUNDATION

Employer identification number 99-0266163

Part I **Contributors** (see instructions). Use duplicate copies of Part I if additional space is needed.

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
1	INTERNATIONAL YOUTH FOUNDATION 32 SOUTH STREET, SUITE 500 BALTIMORE, MD 21202	$ 445,235.	Person [X] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution.)
2	CONTRIBUTIONS < $5000	$ 5,526.	Person [X] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution.)
3	ATALANTA SOSNOFF KAMANI KUALA'AU, 101 PARK AVENUE NEW YORK, NY 10178	$ 5,089.	Person [X] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution.)
4	BULL'S HEAD FOUNDATION 102 JOY LANE GROTON, MA 01450	$ 5,078.	Person [X] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution.)
5	DELTA TRUST - MARIA HALEY MEMORIAL P.O. BOX 17607 LITTLE ROCK, AR 72223	$ 7,913.	Person [X] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution.)
6	THE NEW YORK COMMUNITY TRUST 909 THIRD AVENUE NEW YORK, NY 10022	$ 7,854.	Person [X] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution.)

Name of organization CONSUELO ZOBEL ALGER FOUNDATION

Employer identification number 99-0266163

Part II **Noncash Property** (see instructions). Use duplicate copies of Part II if additional space is needed

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		$	
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		$	
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		$	
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		$	
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		$	
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		$	

Name of organization CONSUELO ZOBEL ALGER FOUNDATION

Employer identification number 99-0266163

Part III ***Exclusively*** **religious, charitable, etc., individual contributions to section 501(c)(7), (8), or (10) organizations that total more than $1,000 for the year.** Complete columns **(a)** through **(e)** and the following line entry.

For organizations completing Part III, enter the total of *exclusively* religious, charitable, etc., contributions of **$1,000 or less** for the year. (Enter this information once. See instructions.) ▶ $

Use duplicate copies of Part III if additional space is needed.

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held

(e) Transfer of gift

Transferee's name, address, and ZIP + 4	Relationship of transferor to transferee

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held

(e) Transfer of gift

Transferee's name, address, and ZIP + 4	Relationship of transferor to transferee

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held

(e) Transfer of gift

Transferee's name, address, and ZIP + 4	Relationship of transferor to transferee

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held

(e) Transfer of gift

Transferee's name, address, and ZIP + 4	Relationship of transferor to transferee

FORM 990PF, PART I - OTHER INCOME

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	ADJUSTED NET INCOME
MISCELLANEOUS	9,242.	9,242.
RENT-TO-OWN INCOME	1,200.	1,200.
TOTALS	10,442.	10,442.

ATTACHMENT 2

FORM 990PF, PART I - LEGAL FEES

DESCRIPTION		REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	ADJUSTED NET INCOME	CHARITABLE PURPOSES
LEGAL FEES		17,564.			18,347.
	TOTALS	17,564.			18,347.

FORM 990PF, PART I - TAXES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	ADJUSTED NET INCOME	CHARITABLE PURPOSES
CURRENT NET INVESTMENT INCOME	192,000.			132,000.
DEFERRED NET INVESTMENT INCOME	-325,000.			
PHILIPPINE INCOME TAX	24,664.	21,885.	21,885.	
PAYROLL TAXES	56,945.	6,408.	6,408.	50,914.
REAL PROPERTY TAXES	600.			600.
GENERAL EXCISE TAX				558.
TOTALS	-50,791.	28,293.	28,293.	184,072.

ATTACHMENT 4

FORM 990PF, PART I - OTHER EXPENSES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	ADJUSTED NET INCOME	CHARITABLE PURPOSES
INSURANCE	87,951.	596.	596.	69,088.
LICENSES/FEES	3,129.	770.	770.	2,358.
STAFF DEVELOPMENT	1,130.			1,130.
UTILITIES	46,089.			43,828.
MAINTENANCE	82,127.			82,396.
SUPPLIES	35,940.			34,116.
TELEPHONE	27,872.			27,738.
MISCELLANEOUS	19,273.			8,825.
COMMUNITY RELATIONS	61,312.			61,312.
EMPLOYEE RELATIONS	4,134.			4,134.
SECURITY	7,259.			7,310.
POSTAGE	3,354.			3,341.
MEALS & ENTERTAINMENT	23,758.			26,537.
LOSS ON SALE OF FIXED ASSET	16,582.	16,582.		
DUES & SUBSCRIPTIONS	17,982.			18,330.
LOSS ON DISPOSAL OF ASSET	15.	15.		
PROGRAM EXPENDITURES	2,860,512.			2,890,910.
CABLE/INTERNET	12,674.			12,674.
TOTALS	3,311,093.	17,963.	1,366.	3,294,027.

ATTACHMENT 5

FORM 990PF, PART II - OTHER NOTES AND LOANS RECEIVABLE

BORROWER:	KILISIMASI AND ROSALINA LAFUA
ORIGINAL AMOUNT:	12,500.
INTEREST RATE:	5.520000
DATE OF NOTE:	06/01/1999
MATURITY DATE:	06/01/2014
REPAYMENT TERMS:	MONTHLY P & I INSTALLMENTS BEGINNING 7/1/99
SECURITY PROVIDED:	2ND MORTGAGE ON RESIDENTIAL PROPERTY
PURPOSE OF LOAN:	RESIDENTIAL LOAN
DESCRIPTION AND FMV OF CONSIDERATION:	CASH - $12,500

BEGINNING BALANCE DUE .... 4,765.

ENDING BALANCE DUE .... 0.

ENDING FAIR MARKET VALUE .... 0.

BORROWER:	DENNIS & YEVETTE SAKAMOTO
ORIGINAL AMOUNT:	6,618.
INTEREST RATE:	5.330000
DATE OF NOTE:	01/31/2002
MATURITY DATE:	11/01/2017
REPAYMENT TERMS:	MONTHLY P&I INSTALLMENTS
PURPOSE OF LOAN:	ADDITIONAL PROCEEDS TO PURCHASE KE AKA HO'ONA HOME
DESCRIPTION AND FMV OF CONSIDERATION:	CASH - $6,618

BEGINNING BALANCE DUE .... 4,206.

ENDING BALANCE DUE .... 4,206.

ENDING FAIR MARKET VALUE .... 4,206.

ATTACHMENT 5 (CONT'D)

BORROWER:	INTERNATIONAL DEAF EDUCATION ASSOCIATION
ORIGINAL AMOUNT:	36,799.
DATE OF NOTE:	10/01/2008
MATURITY DATE:	10/01/2012
REPAYMENT TERMS:	ANNUAL PRINCIPAL PAYMENTS BEGINNING 10/01/09
PURPOSE OF LOAN:	CONSTRUCTION OF LIVELIHOOD CENTER IN PHILIPPINE
DESCRIPTION AND FMV OF CONSIDERATION:	PHILIPPINE PESOS - 1,749,600

BEGINNING BALANCE DUE	19,973.
ENDING BALANCE DUE	0.
ENDING FAIR MARKET VALUE	0.

BORROWER:	PHILIPPINES EMPLOYEE' HOUSING LOANS
ORIGINAL AMOUNT:	14,080.
DATE OF NOTE:	VAR
MATURITY DATE:	VAR
REPAYMENT TERMS:	VARIOUS
PURPOSE OF LOAN:	EMPLOYEE LOANS
DESCRIPTION AND FMV OF CONSIDERATION:	PHILIPPINE PESOS 690,080.

BEGINNING BALANCE DUE	1,088.
ENDING BALANCE DUE	0.
ENDING FAIR MARKET VALUE	0.

TOTAL BEGINNING OTHER NOTES AND LOANS RECEIVABLE	30,032.
TOTAL ENDING BOOK - OTHER NOTES AND LOANS RECEIVABLE	4,206.
TOTAL ENDING FMV - OTHER NOTES AND LOANS RECEIVABLE	4,206.

ATTACHMENT 6

FORM 990PF, PART II - CORPORATE STOCK

DESCRIPTION	BEGINNING BOOK VALUE	ENDING BOOK VALUE	ENDING FMV
BANK OF THE PHILIPPINE ISLANDS	11,533,866.	10,916,333.	10,916,333.
METROBANK (PHILIPPINE)	1,836,287.	668,246.	668,246.
ATALANTA SOSNOFF	25,372,771.	18,082,577.	18,082,577.
PAYDEN & RYGEL	5,216,800.	2,930,455.	2,930,455.
HBK OFFSHORE FUND	1,554,299.	1,363,500.	1,363,500.
DREYFUS INST'L RES MONEY	32,468.	475,676.	475,676.
CHARTWELL INVESTMENT PARTNERS	7,476,879.	7,565,310.	7,565,310.
MORGAN STANLEY		2,500,000.	2,500,000.
BNY DELAWARE	7,602,770.	21,299.	21,299.
FARALLON CAPITAL OFFSHORE	3,334,673.	3,280,711.	3,280,711.
OZ OVERSEAS	4,250,005.	1,939,465.	1,939,465.
ANCHORAGE CAPITAL PARTNERS	4,500,496.		
WENTWORTH, HAUSER, AND VIOLICH	11,363,719.	9,152,648.	9,152,648.
WCM	7,102,230.	6,669,135.	6,669,135.
LAURUS OFFSHORE FUND LTD.	2,129,463.	1,570,693.	1,570,693.
PENN CAPITAL	9,534,255.	7,673,270.	7,673,270.
CAMULOS PARTNERS	136,985.	6,791.	6,791.
VALENS OFFSHORE FUND	1,030,977.	694,624.	694,624.
CHINA BANK (PHILIPPINES)	1,094,520.		
VANGUARD 500 INDEX	6,047,455.		
BNY MUTUAL FUNDS		19,550,144.	19,550,144.
TOTALS	111,150,918.	95,060,877.	95,060,877.

ATTACHMENT 7

FORM 990PF, PART II - CORPORATE BONDS

DESCRIPTION		BEGINNING BOOK VALUE	ENDING BOOK VALUE	ENDING FMV
PAYDEN & RYGEL		13,566,556.	16,883,682.	16,883,682.
	TOTALS	13,566,556.	16,883,682.	16,883,682.

FORM 990-PF - PART IV
CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
		PUBLICLY TRADED SECURITIES					VARIOUS	VARIOUS
243342082.		234701611.					8,640,471.	
TOTAL GAIN(LOSS)		....					8,640,471.	

ATTACHMENT 9

FORM 990PF, PART II - OTHER INVESTMENTS

DESCRIPTION	BEGINNING BOOK VALUE	ENDING BOOK VALUE	ENDING FMV
OTHER INVESTMENTS (PAYABLES)	-3,140,305.	2,292,117.	2,292,117.
TOTALS	-3,140,305.	2,292,117.	2,292,117.

Description of Property

DEPRECIATION

Asset description	Date placed in service	Unadjusted Cost or basis	Bus. %	179 exp. reduction in basis	Basis Reduction	Basis for depreciation	Beginning Accumulated depreciation	Ending Accumulated depreciation	Method	Conv.	Life	ACRS class	MA CRS class	Current-year 179 expense	Current-year depreciation
LAND - 110 N HOTEL	VARIOUS	1,376,219	100 000												
BLDG - CHINATOWN	VARIOUS	2,671,318.	100 000			2,671,318	1,212,141.	1,295,467							83,326
EQUIPMENT	VARIOUS	164,467.	100.000			164,467	115,458.	133,001.							17,543.
SOFTWARE	VARIOUS	2,627	100 000			2,627.	2,627.	2,627.							
CONDO UNITS - PI	VARIOUS	633,074.	100.000			633,074	321,773.	348,879							27,106
LAND - WAIANAE	VARIOUS	1,522,870.	100.000			1,522,870.									
PIP-SELF HELP HOUS	VARIOUS	453,093.	100.000			453,093.									
BLDG-CITIBANK(NON)	VARIOUS	922,076.	100.000			922,076.	434,271	463,231.							28,960.
FURNITURE/FIXTURES	VARIOUS	294,940.	100.000			294,940	248,983	258,918							9,935.
KUKUI	VARIOUS	65,551.	100.000			65,551	17,550.	17,734.							184
BLDG-CITIBANK(CHAR	VARIOUS	1,603,541.	100.000			1,603,541	755,036.	805,390							50,354.
FF&E - PI	VARIOUS	247,384	100 000			247,384.	226,487.	229,173.							2,686.
OFFICE EQUIP - PI	VARIOUS	79,641	100 000			79,641.	63,845.	70,034.							6,189
COMPUTERS - PI	VARIOUS	95,306.	100 000			95,306.	44,051.	56,092.							12,041
VEHICLES - PI	VARIOUS	92,518.	100 000			92,518.	26,664.	32,801							6,137.
CONDO FURN - PI	VARIOUS	42,542.	100.000			42,542.	34,695	37,391.							2,696
CONSUELO HOME	VARIOUS	173,045.	100.000			173,045	5,234.	10,707.							5,473.
Less Retired Assets															
Subtotals		10440212.				9,063,993.	3,508,815.	3,761,445.							

Listed Property

Asset description	Date placed in service	Unadjusted Cost or basis	Bus. %	179 exp. reduction in basis	Basis Reduction	Basis for depreciation	Beginning Accumulated depreciation	Ending Accumulated depreciation	Method	Conv.	Life	ACRS class	MA CRS class	Current-year 179 expense	Current-year depreciation
Less Retired Assets															
Subtotals															
TOTALS		10440212				9,063,993	3,508,815.	3,761,445.							252,630

AMORTIZATION

Asset description	Date placed in service	Cost or basis	Accumulated amortization	Ending Accumulated amortization	Code	Life	Current-year amortization
TOTALS							

*Assets Retired

JSA
1X9024 1 000

52TOWP 1061

ATTACHMENT 10

ATTACHMENT 11

FORM 990PF, PART II - OTHER ASSETS

DESCRIPTION		BEGINNING BOOK VALUE	ENDING BOOK VALUE	ENDING FMV
OTHER ASSETS		898,186.	649,183.	649,183.
	TOTALS	898,186.	649,183.	649,183.

CONSUELO ZOBEL ALGER FOUNDATION 99-0266163

ATTACHMENT 12

FORM 990PF, PART II - OTHER LIABILITIES

DESCRIPTION		BEGINNING BOOK VALUE	ENDING BOOK VALUE
DEFERRED NET INVESTMENT INCOME		512,168.	187,168.
	TOTALS	512,168.	187,168.

ATTACHMENT 13

FORM 990PF, PART III - OTHER DECREASES IN NET WORTH OR FUND BALANCES

DESCRIPTION		AMOUNT
UNREALIZED LOSSES ON INVESTMENTS		16,264,880.
FOREIGN CURRENCY LOSS		236,394.
	TOTAL	16,501,274.

ATTACHMENT 14

FORM 990PF, PART VII-B, LINE 5C-EXPENDITURE RESPONSIBILITY STATEMENT

GRANTEE'S NAME:	ASIAN PACIFIC ISLANDERS SOCIAL WORK EDUC
GRANTEE'S ADDRESS:	DEPART OF SOCIAL WORK, 117 MCCORD HALL
CITY, STATE & ZIP:	MEMPHIS, TN 38152
GRANT DATE:	11/17/2011
GRANT AMOUNT:	5,000.
GRANT PURPOSE:	SUPPORT THE INTERNATIONAL SOCIAL WORK CONFERENCE TO BE HELD IN VIET NAM IN 2012
AMOUNT EXPENDED:	5,000.
ANY DIVERSION?	NO
DATES OF REPORTS:	09/2/2012
VERIFICATION DATE:	09/26/2012

RESULTS OF VERIFICATION:

THE GRANTOR HAS NO REASON TO DOUBT THE ACCURACY OR RELIABILITY OF THE REPORT FROM THE GRANTEE; THEREFORE, NO INDEPENDENT CERIFICATION OF THE REPORT WAS MADE

FORM 990PF, PART VIII - LIST OF OFFICERS, DIRECTORS, AND TRUSTEES

ATTACHMENT 15

NAME AND ADDRESS	TITLE AND AVERAGE HOURS PER WEEK DEVOTED TO POSITION	COMPENSATION	CONTRIBUTIONS TO EMPLOYEE BENEFIT PLANS	EXPENSE ACCT AND OTHER ALLOWANCES
JEFFREY N. WATANABE 110 NORTH HOTEL STREET HONOLULU, HI 96817	CHAIRMAN 5.00	16,000.	0	0
OVER THE YEARS, BESIDES ATTENDING QUARTERLY DAY-LONG MEETINGS, BOARD MEMBERS HAVE BEEN REQUIRED TO SPEND AT LEAST 10 DAYS PER YEAR TRAVELING THROUGHOUT THE PHILIPPINES TO VISIT THE FOUNDATION'S PROGRAM PARTNERS AND BENEFICIARIES, WHICH EXCEED THE NORMAL TIME AND COMMITMENT REQUIREMENTS OF MOST NON-PROFITS.				
PATTI J. LYONS 110 NORTH HOTEL STREET HONOLULU, HI 96817	SECRETARY 19.00			0
PATTI LYONS' COMPENSATION INCLUDES THE FOLLOWING:				
1) BOARD MEETING FEES AND HONORARIUM. TIME DEVOTED TO PATTI'S ROLE AS A BOARD MEMBER AND AUDIT COMMITTEE MEMBER IS APPROXIMATELY 19 HOURS PER WEEK.		19,000.		
2) WITHDRAWAL FROM HER DEFERRED COMPENSATION ARRANGEMENT, WHICH CONSISTS OF PART OF HER SALARY EARNED BUT NOT TAKEN DURING HER 18 YEARS AS THE FOUNDATION CEO.		218,472.		
3) CONTRIBUTIONS TO EMPLOYEE BENEFIT PLANS.			22,799.	
OVER THE YEARS, BESIDES ATTENDING QUARTERLY DAY-LONG MEETINGS, BOARD MEMBERS HAVE BEEN REQUIRED TO SPEND AT LEAST 10 DAYS PER YEAR TRAVELING THROUGHOUT THE PHILIPPINES TO VISIT THE FOUNDATION'S PROGRAM PARTNERS AND BENEFICIARIES, WHICH EXCEED THE NORMAL TIME AND COMMITMENT REQUIREMENTS OF MOST NON-PROFITS.				

FORM 990PF, PART VIII - LIST OF OFFICERS, DIRECTORS, AND TRUSTEES

ATTACHMENT 15 (CONT'D)

NAME AND ADDRESS	TITLE AND AVERAGE HOURS PER WEEK DEVOTED TO POSITION	COMPENSATION	CONTRIBUTIONS TO EMPLOYEE BENEFIT PLANS	EXPENSE ACCT AND OTHER ALLOWANCES
CONSTANCE H. LAU 110 NORTH HOTEL STREET HONOLULU, HI 96817	TREASURER/INV COMMITTEE CHAIR 5.00	16,000.	0	0

OVER THE YEARS, BESIDES ATTENDING QUARTERLY DAY-LONG MEETINGS, BOARD MEMBERS HAVE BEEN REQUIRED TO SPEND AT LEAST 10 DAYS PER YEAR TRAVELING THROUGHOUT THE PHILIPPINES TO VISIT THE FOUNDATION'S PROGRAM PARTNERS AND BENEFICIARIES, WHICH EXCEED THE NORMAL TIME AND COMMITMENT REQUIREMENTS OF MOST NON-PROFITS.

NAME AND ADDRESS	TITLE AND AVERAGE HOURS PER WEEK DEVOTED TO POSITION	COMPENSATION	CONTRIBUTIONS TO EMPLOYEE BENEFIT PLANS	EXPENSE ACCT AND OTHER ALLOWANCES
I. PATRICK GRIGGS 110 NORTH HOTEL STREET HONOLULU, HI 96817	DIRECTOR/AUDIT COMMITTEE CHAIR 8.00	19,000.	0	0

OVER THE YEARS, BESIDES ATTENDING QUARTERLY DAY-LONG MEETINGS, BOARD MEMBERS HAVE BEEN REQUIRED TO SPEND AT LEAST 10 DAYS PER YEAR TRAVELING THROUGHOUT THE PHILIPPINES TO VISIT THE FOUNDATION'S PROGRAM PARTNERS AND BENEFICIARIES, WHICH EXCEED THE NORMAL TIME AND COMMITMENT REQUIREMENTS OF MOST NON-PROFITS.

NAME AND ADDRESS	TITLE AND AVERAGE HOURS PER WEEK DEVOTED TO POSITION	COMPENSATION	CONTRIBUTIONS TO EMPLOYEE BENEFIT PLANS	EXPENSE ACCT AND OTHER ALLOWANCES
ALEJANDRO Z. PADILLA 110 NORTH HOTEL STREET HONOLULU, HI 96817	DIRECTOR 6.00	16,000.	0	0

OVER THE YEARS, BESIDES ATTENDING QUARTERLY DAY-LONG MEETINGS, BOARD MEMBERS HAVE BEEN REQUIRED TO SPEND AT LEAST 10 DAYS PER YEAR TRAVELING THROUGHOUT THE PHILIPPINES TO VISIT THE FOUNDATION'S PROGRAM PARTNERS AND BENEFICIARIES, WHICH EXCEED THE NORMAL TIME AND COMMITMENT REQUIREMENTS OF MOST NON-PROFITS.

FORM 990PF, PART VIII - LIST OF OFFICERS, DIRECTORS, AND TRUSTEES

ATTACHMENT 15 (CONT'D)

NAME AND ADDRESS	TITLE AND AVERAGE HOURS PER WEEK DEVOTED TO POSITION	COMPENSATION	CONTRIBUTIONS TO EMPLOYEE BENEFIT PLANS	EXPENSE ACCT AND OTHER ALLOWANCES
ROBERT S. TSUSHIMA 110 NORTH HOTEL STREET HONOLULU, HI 96817	DIRECTOR 6.00	15,500.	0	0
DONALD W. LAYDEN 110 NORTH HOTEL STREET HONOLULU, HI 96817	DIRECTOR 7.00	15,500.	0	0
HOYT H. ZIA 110 NORTH HOTEL STREET HONOLULU, HI 96817	DIRECTOR 5.00	14,500.	0	0

ROBERT S. TSUSHIMA: OVER THE YEARS, BESIDES ATTENDING QUARTERLY DAY-LONG MEETINGS, BOARD MEMBERS HAVE BEEN REQUIRED TO SPEND AT LEAST 10 DAYS PER YEAR TRAVELING THROUGHOUT THE PHILIPPINES TO VISIT THE FOUNDATION'S PROGRAM PARTNERS AND BENEFICIARIES, WHICH EXCEED THE NORMAL TIME AND COMMITMENT REQUIREMENTS OF MOST NON-PROFITS.

DONALD W. LAYDEN: OVER THE YEARS, BESIDES ATTENDING QUARTERLY DAY-LONG MEETINGS, BOARD MEMBERS HAVE BEEN REQUIRED TO SPEND AT LEAST 10 DAYS PER YEAR TRAVELING THROUGHOUT THE PHILIPPINES TO VISIT THE FOUNDATION'S PROGRAM PARTNERS AND BENEFICIARIES, WHICH EXCEED THE NORMAL TIME AND COMMITMENT REQUIREMENTS OF MOST NON-PROFITS.

HOYT H. ZIA: OVER THE YEARS, BESIDES ATTENDING QUARTERLY DAY-LONG MEETINGS, BOARD MEMBERS HAVE BEEN REQUIRED TO SPEND AT LEAST 10 DAYS PER YEAR TRAVELING THROUGHOUT THE PHILIPPINES TO VISIT THE FOUNDATION'S PROGRAM PARTNERS AND BENEFICIARIES, WHICH EXCEED THE NORMAL TIME AND COMMITMENT REQUIREMENTS OF MOST NON-PROFITS.

FORM 990PF, PART VIII - LIST OF OFFICERS, DIRECTORS, AND TRUSTEES

ATTACHMENT 15 (CONT'D)

NAME AND ADDRESS	TITLE AND AVERAGE HOURS PER WEEK DEVOTED TO POSITION	COMPENSATION	CONTRIBUTIONS TO EMPLOYEE BENEFIT PLANS	EXPENSE ACCT AND OTHER ALLOWANCES
JON K. MATSUOKA 110 NORTH HOTEL STREET HONOLULU, HI 96817	PRESIDENT & CEO 60.00	200,000.	42,889.	0
	GRAND TOTALS	549,972.	65,688.	0

990PF, PART VIII - COMPENSATION OF THE FIVE HIGHEST PAID EMPLOYEES

ATTACHMENT 16

NAME AND ADDRESS	TITLE AND AVERAGE HOURS PER WEEK DEVOTED TO POSITION	COMPENSATION	CONTRIBUTIONS TO EMPLOYEE BENEFIT PLANS	EXPENSE ACCT AND OTHER ALLOWANCES
PATRIA WESTON-LEE 110 NORTH HOTEL STREET HONOLULU, HI 96817	SENIOR PROGRAM SPEC 40.00	63,000.	14,595.	0
REYNELLE SHIM 110 NORTH HOTEL STREET HONOLULU, HI 96817	SENIOR ACCOUNTANT 40.00	57,981.	14,154.	0
JONATHAN SAN VUONG 110 NORTH HOTEL STREET HONOLULU, HI 96817 COMPENSATION INCLUDES $8,059 PAYMENT FROM A DEFERRED COMPENSATION ARRANGEMENT, WHICH WAS PREVIOUSLY REPORTED AS DEFERRED COMPENSATION IN PART VIII, COLUMN D, IN THE YEAR THAT THE COMPENSATION WAS DEFERRED.	CFO & DIR OF OPER 60.00	157,999.	31,336.	0
	TOTAL COMPENSATION	278,980.	60,085.	0

990PF, PART VIII- COMPENSATION OF THE FIVE HIGHEST PAID PROFESSIONALS

ATTACHMENT 17

NAME AND ADDRESS	TYPE OF SERVICE	COMPENSATION
DELOITTE & TOUCHE LLP 1132 BISHOP ST. SUITE 1200 HONOLULU, HI 96813	AUDIT/TAX CONSULTING	196,531.
ATLAS INSURANCE AGENCY, INC 1100 ALAKEA ST, 28TH FL HONOLULU, HI 96813	INSURANCE CONSULTANT	70,420.
UNIVERSITY OF HAWAII AT MANOA 1800 EAST WEST ROAD HONOLULU, HI 96822	EVAL. OF PROGRAM	153,772.
MORGAN STANLEY SMITH BARNEY 733 BISHOP STREET ST, STE 2800 HONOLULU, HI 96813	INVESTMENT	299,639.
TOTAL COMPENSATION		720,362.

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR

ATTACHMENT 18

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
PAPAKOLEA COMMUNITY DEVELOPMENT CORPORATION 2150 TANTALUS DRIVE HONOLULU, HI 96813	NONE PUBLIC CHARITY	HO'OIKAIKA PROJECT WILL 1) SUPPORT THE DEVELOPMENT AND OPERATIONS OF YOUTH AFTER-SCHOOL CONCESSION STAND AND GARDEN, 2) DIRECTLY PROVIDE 20 FAMILIES AND SCHOOL-COMMUNITY GARDEN WITH AQUAPONIC SYSTEMS OR RAISED GARDEN BOXES.	25,000.
ASIAN PACIFIC ISLANDERS SOCIAL WORK EDUCATOR ASS UNIVERSITY OF MEMPHIS, DEPARTMENT OF SOCIAL WORK 117 MCCORD HALL MEMPHIS, TN 38152	NONE SOCIAL WELFARE ORG	SUPPORT THE INTERNATIONAL SOCIAL WORK CONFERENCE TO BE HELD IN VIET NAM IN 2012. A GRANT OF $15,000 WAS ACCRUED DURING 2011. HOWEVER, ONLY $5,000 WAS DISTRIBUTED TO THE ORGANIZATION IN 2012. SEE ATTACHMENT 14.	15,000.
INTERNATIONAL DEAF EDUCATION ASSOCIATION PO BOX 20715 BILLINGS, MT 59104	NONE PUBLIC CHARITY	SUPPORT THE DEVELOPMENT OF LIVELIHOOD CENTER IN PHILIPPINE.	19,954.
TULOY FOUNDATION, INC. TULOY SA DON BOSCO STREETCHILDREN 1770 ALABANG-ZAPOTE ROAD COR SAN JOSE ALABANG, MUNTINLUPA CITY PHILIPPINES	NONE PUBLIC CHARITY	SUPPORT ITS AQUAPONICS PROJECT FOR FOOD SECURITY. SEE ATTACHED AFFIDAVIT - ATTACHMENT 19	48,480.
		TOTAL CONTRIBUTIONS PAID	108,434.

Affidavit by:

Fr. Marciano "Rocky" G. Evangelista, SDB, President & Founder

TULOY FOUNDATION, INC.

For the benefit of:

CONSUELO ZOBEL ALGER FOUNDATION

August 22, 2012

This affidavit must be written in English and contain the substantive information indicated.

An English translation must be provided for any supporting documents that are not written in English

The undersigned, to assist the Consuelo Zobel Alger Foundation, a private foundation in the United States of America, determine whether **TULOY FOUNDATION, INC.** (name of organization) (Organization) is the equivalent of a public charity described in section 509(a)(1), (2) or (3) of the United States Internal Revenue Code or a private operating foundation described in section 4942(j)(3) of the Code, makes the following statement:

1. I am the **President & Founder** (*title of principal officer*) of the Organization.

2. The Organization was created by **Corporation Code of the Philippines, Batas Pambansa Blg. 68** (*identify statue, charter, or other document*) in **1996** (year), and is operated exclusively for (*check applicable box or boxes*):

   - [x] charitable
   - [ ] religious
   - [ ] scientific
   - [ ] literary
   - [x] educational
   - [ ] fostering national or international amateur sports competition, or
   - [ ] prevention of cruelty to children or animals

   purpose under the laws of **Philippines** (*the country in which the Organization was formed*)

3. The activities of the Organization have included **Providing residential care and educational programs to street children ages 9-18 years old** (*describe past and current activities and operations*) and will include **(See Attached)** (*describe future activities and operations*). (*If more space is required, please attach a separate page.*)
4. Copies of the charter, bylaws, and other documents pursuant to which the Organization is governed are attached.
5. The laws and customs applicable to the Organization do not permit any of its income or assets to be distributed to or applied for the benefit of a private person or non-charitable organization other than pursuant to the conduct of the Organization's charitable activities, or as payment of reasonable compensation for services rendered or as payment representing the fair market value of property which the Organization has purchased.
6. The Organization has no shareholders or members who have a proprietary interest in the income or assets of the Organization.

7. In the event that the Organization were to be liquidated or dissolved, under the laws and customs applicable, or under the governing instruments, all its assets would be distributed to another not-for-profit organization for charitable, religious, scientific, literary, or educational purposes, or to a government instrumentality. A copy of the relevant statutory law or provisions in the governing instruments controlling the distribution of the Organization's assets on liquidation is attached.
8. The laws and customs applicable to the Organization do not permit the Organization, other than as an insubstantial part of its activities,

   (a) to engage in activities that are not for religious, charitable, scientific, literary, or educational purposes; or
   (b) to attempt to influence legislation, by propaganda or otherwise.

9. The laws and customs applicable to the Organization do not permit the Organization directly or indirectly to participate or intervene in any political campaign on behalf of, or in opposition to, any candidate for public office.

10. The Organization is not controlled by or operated in connection with any organization, other than as follows_________N/A______________________________(describe the exception situation).

11. Is the Organization's status as a charitable trust, public charity, or private operating foundation dependent upon its financial support?

    [x] Yes   [ ] No

    If yes, see instructions for attachment 3.

12. Is the Organization an operating foundation?

    [ ] Yes   [X] No

    If yes, see instructions for attachment 4.

13. Is the Organization a school?

    [X] Yes   [ ] No

    If yes, has the Organization adopted and does the Organization operate pursuant to a racially non-discriminatory policy, such as the following:

"The school admits the students of any race to all the rights, privileges, programs, and activities generally accorded or made available to students at that school. The school does not discriminate on the basis of race in administration of its educational policies, admission policies, scholarship and loan programs, and athletic and other school-administered programs."

[X] *Yes* [ ] *No* [ ] *N/A*

____________________ (Signature)

Fr. Marciano "Rocky" G. Evangelista, SDB (Name)

President & Founder (Title)

TULOY FOUNDATION, INC. (Organization)

List of Attachments

1. Copy of Charter, Articles, Bylaws or other documents pursuant to which the Organization is governed.

2. Copy of statutory law or provisions in the governing instruments controlling the distribution of the Organization's assets on liquidation.

3. Schedule of support (only required if item 11 of affidavit applics)

   Provide a schedule of the Organization's support for the four most recently completed years. This schedule should also calculate the Organization's percentage of public support. Public support generally includes:

   - Gifts, grants and contributions.
   - Membership fees,
   - The value of services or facilities furnished by the governmental unit without charge

   Excess contributions are amounts received from donors which exceed 2% of the Organization's support (less gross receipts from admissions, merchandize sold, or services provided) for the four most recently completed taxable years. Excess contributions are not considered public support.

   For your convenience, a blank schedule is provided which can be used for the purpose of provided the information. An example of a completed support schedule is also provided.

   If you need further instructions on how to complete this schedule, please contact us.

4. Foundation tests (**only required if item 12 of the affidavit applies)**

   Provide a schedule showing that the Organization met

   - The income test, and
   - One of the alternative tests (the assets test, the endowment test, or the support test)

   To meet the income test, the Organization must spend at least 85% of the smaller of its adjusted net income or its minimum investment return directly for the active conduct of the Organization's exempt purpose

   The organization must also meet one of the alternative tests described below:

   - Assets test – 65% or more of the Organization's assets are devoted directly to the Organization's exempt purpose.
   - Endowment test – The Organization normally makes qualifying distributions directly for the active conduct of the Organization's exempt purpose. This amount must also be 2/3 or more than the Organization's minimum investment return.
   - Support test – The organization normally receives 85% or more of its support from the public and from five or more exempt organizations. Not more than 25% of the support normally may be received from any one of the exempt organizations and not more than ½ of the support normally may be received from gross investment income.

For your convenience, a blank schedule is provided which can be used for the purpose of providing the information.

If you need further instructions on how to complete this schedule, please contact us.

ATTACHMENT 3

PART II Support Schedule for Organizations Described in Sections 180 (b)(1)(A)(iv) and 170(b)(A)(vi)
(Following Format of Form 990, Schedule A, Part III)

Section A. Public Support

	Calendar year (or fiscal year beginning in) >	(a) 2007	(b) 2008	(c) 2009	(d) 2010	(e) 2011	(f) Total
1	Gifts, grants, contributions, and membership fees received. (Do not include any "unusual grants.")...	P48,595,746	P55,193,510	P42,661,294	P53,370,745	P60,904,134	P260,725,429
2	Tax revenues levied for the organization's benefit and either paid to or expended on its behalf. . . .	-	-	-	-	-	-
3	The value of services or facilities furnished by governmental unit to the organization without charge.	-	-	-	-	-	-
4	**Total.** Add lines 1 through 3	P48,595,746	P55,193,510	P42,661,294	P53,370,745	P60,904,134	P260,725,429
5	The portion of total contributions by each person (other than a governmental unit or publicly supported organization) included on line 1 that exceeds 2% of the amount shown on line 11, column (f).						
6	**Public support.** Subtract line 5 from line 4.	P48,595,746	P55,193,510	P42,661,294	P53,370,745	P60,904,134	P260,725,429

Section B. Public Support

	Calendar year (or fiscal year beginning in) >	(a) 2007	(b) 2008	(c) 2009	(d) 2010	(e) 2011	(f) Total
7	Amounts from line 4	P48,595,746	P55,193,510	P42,661,294	P53,370,745	P60,904,134	P260,725,429
8	Gross income from interest, dividends, payments received on securities loans, rents, royalties and income from similar sources	1,898,609	89,142	2,790,674	1,198,642	1,437,057	7,414,119
9	Net income from unrelated business activities, whether or not the business is regularly carried on	-	-	-	-	-	-
10	Other income. Do not include gain or loss from the sale of capital assets (Explain in Part IV	1,520,050	336,912	776,961	394,843	324,578	3,353,344
11	**Total Support.** Add lines 7 through 10	P52,014,400	P55,619,564	P46,228,929	P54,964,230	P62,665,769	P271,492,892

12 **Gross receipts from related activities, etc. (see instructions)** 12

13 **First five years. If the Form 990 is for the organization's firs, second, third, fourth, or fifth tax year as a section 501(c)(3) organization, check this box and stop here** > ☐

Section C. Computation of Public Support Percentage

14	Public support percentage for 2011 (line 6, column (f) divided by line 11, column (f)	14	96%
15	Public support percentage from 2010 Schedule A, Part II, line 14	15	97%

16a **33 1/3% support test-2011.** If the organization did not check the box on line 13, and line 14 is 33 1/3% or more, check this box and **stop here.** The organization qualifies as a publicly supported organization. . . . . . . > ☒

b **33 1/3% support test-2010.** If the organization did not check a box on line 13 or 16a, and line 15 is 33 1/3 % or more, check this box and **stop here.** The organization qualifies as a publicly supported organization . . . . . > ☒

17a **10%-facts-and-circumstances test-2011.** If the organization did not check a box on line 13, 16a, or 16b, and line 14 is 10% or more, and if the organization meets the "facts-and-circumstances" test, check this box and > ☐

stop here. Explain in Part IV how the organization meets the "facts-and-circumstances" test. The organization qualifies as a publicly supported organization. . . . .

b **10%-facts-and-circumstances test-2010.** If the organization did not check a box on line 13, 16a, 16b, or 17a, and line 15 is 10% or more, and if the organization meets the "facts-and circumstances" test, check this box and stop here. Explain in Part IV how the organization meets the "facts-and-circumstances" test. The organization qualifies as a publicly supported organization . . . . > ☐

18 **Private foundation.** If the organization did not check a box on line 13, 16a, 16b, 17a, or 17b, check this box and see instructions. . . . . > ☐

II VISION-MISSION-GOALS-OBJECTIVES

BASIC CREED

- Birthright of every child toward human dignity;
- The call of every person to a personal and communitarian relationship with God;
- The capability of these wounded children to bounce back; and
- God's providence for those who trust in Him and those who take care of the least of the brethren.

VISION

Street children REDEEMED from helplessness and EMPOWERED to choose right.

MISSION

We aim to be a center of excellence in the reintegration of street children into mainstream society through a comprehensive program of caring, healing, and teaching.

FUNDAMENTAL STRATEGY

Following St. John Bosco's teaching, we believe in the use of LOVING KINDNESS, REASON, AND RELIGION, as well as training for self-direction and independence.

STATEMENT 19

GOAL

We aim to help these children acquire values, habits, and capabilities for self-direction and their eventual reintegration into the mainstream of society.

PROGRAM PURPOSE

The Tuloy sa Don Bosco Street Children Program aims to promote a comprehensive approach in order to meet the physical, economic, psycho-social, moral and spiritual needs of street children. This is achieved by increasing their access to social services, health care, education, training, and placement services, bringing them to a level where they can be employed. This approach implies adopting multiple levels of intervention to deal with the clientele's various needs.

OBJECTIVES

1. To rescue poor and abandoned youth, especially street children from their degrading conditions.
2. To provide shelter to boys and girls where they can experience a nurturing atmosphere, as well as provide the street children's basic needs – food, clothing, shelter, healthcare, values and spiritual/moral formation, and recreation.
3. To provide the necessary psycho-social interventions for healing and to register and verify genuine and observable changes in the behavior, values, and attitude of the children individually and as a group after having spent time in the Center.
4. To provide street children with opportunities for basic education, and Voc-Tech or non Voc-Tech skills training for productive employment as well as opportunities that allow the development of the full potential of children.
5. To prepare/assist the trainees for eventual employment with outside firms (or within the Foundation) through apprenticeship on-the-job training (OJT) in industries and other venues of work.
6. To prepare former street children for eventual reintegration with their families or, if that is not possible, into their own community.
7. To maintain credibility and sustainability in the community, among partners, benefactors, industries, government agencies (such as DepEd, DSWD, and TESDA), children, and the society in general.

TULOY REHABILITATION PROGRAM

With the goal of transforming street children into good Christians and productive citizens, Tuloy has developed and implemented a six-phase program to ensure a gradual, balanced and systematic approach for their growth and development. These are:

Phase	Objective
I. Motivation	Inspire and encourage children to leave the streets permanently.
II. Humanization	Change of basic human habits in personal hygiene, table manners, discipline and orderliness.
III. Direction Setting	Coping with hurts and pains, psychological traumas, catering to moral-spiritual needs.
IV. Capacity Building	Goal setting, suitability and capability for academic and/or vocational-technology skills training.
V. Pre-integration	Exposure to the world of work through on-the-job training (OJT) or apprenticeship.
VI. Reintegration	Entering the world of work and resettlement.

Tuloy subscribes to the teachings of St. John Bosco in his approach to youth. It adopts the preventive system of using reason, loving kindness and religion in handling child development. It does not believe in punitive or severe punishment and instead, it applies the rewards: merit and demerit system in instilling discipline and in the moral formation of the child. Any form of physical punishment is prohibited.

PLANS

1. Install and implement a system for evaluation of the children's progress and performance of the staff.
2. Open the residential program and school to more children (total number of 500 for 2002). The Streetchildren Village targets a total number of 800 to 1000 when completed.
3. Develop and improve programs for instruction, formation, and skills training to be implemented by teachers and instructors at a level of efficiency and standard required by agencies like DSWD, DECS, and TESDA.
4. Discover, and nurture the children's potentials and offer opportunities for further development.

STRATEGIES

1. Develop a system of data collection from the child and all the people who interact with him to arrive at a complete and balanced assessment of his performance.
2. Provide the necessary information and requirements for admission to other street children centers and potential clientele in depressed communities.

STATEMENT 19

REPUBLIC OF THE PHILIPPINES

SECURITIES AND EXCHANGE COMMISSION

SEC Building, EDSA, Greenhills
City of Mandaluyong, Metro Manila

Company Reg. No. A199606747

CERTIFICATE OF FILING
OF
AMENDED ARTICLES OF INCORPORATION

KNOW ALL PERSONS BY THESE PRESENTS:

THIS IS TO CERTIFY that the amended articles of incorporation of the

TULOY FOUNDATION, INC.
[Amending the Prefatory Paragraph and adding Article IX thereto.]

copy annexed, adopted on June 22, 2004 by majority vote of the Board of Trustees and by the vote of at least two-thirds of the members of the corporation, and certified under oath by the Corporate Secretary and a majority of the said board was approved by the Commission on this date pursuant to the provisions of Section 16 of the Corporation Code of the Philippines, Batas Pambansa Blg. 68, approved on May 1, 1980, and copies thereof are filed with the Commission.

IN WITNESS WHEREOF, I have hereunto set my hand and caused the seal of this Commission to be affixed at Mandaluyong City, Metro Manila, Philippines, this 10th day of April, Two Thousand Six.

BENITO A. CATARAN
Director
Company Registration and Monitoring Department

REPUBLIKA NG PILIPINAS

STATEMENT 19

COVER SHEET

TULOY FOUNDATION, INC.
(Company's Full Name)

Tuloy Sa Don Bosco Streetchildren Village, Alabang-Zapote Rd.
Cor. San Jose Village, Alabang, Muntinlupa City
(Company's Address: No. Street City/Town/Province)

(02) 775-04-84 & (02) 775-04-85
(Company's Telephone Number)

December 31
(Fiscal Year Ending)
(Month & Day)

Any day in April
(Annual Meeting)

FOUNDATION
(FORM TYPE)

(Amendment Designation if Applicable)

(Secondary License Type, if any)

LCU 4-7-06

Cashier

DTU

S.E.C. Reg. No.

Central Receiving Unit

File No.

Document I.D.

STATEMENT 19

REPUBLIC OF THE PHILIPPINES
DEPARTMENT OF FINANCE
SECURITIES AND EXCHANGE COMMISSION
SEC Building, EDSA, Greenhills
City of Mandaluyong, Metro Manila

100
KALAYAAN

Company Reg. No. A199606747

CERTIFICATE OF FILING OF AMENDED ARTICLES OF INCORPORATION

KNOW ALL MEN BY THESE PRESENTS:

THIS IS TO CERTIFY that the amended articles of incorporation of the

TULOY FOUNDATION, INC.
(Amending Articles III & VI thereof.)

copy annexed, adopted August 14, 2001 by majority vote of the Board of Trustees and by at least two-thirds (2/3) of the members of the corporation, and certified under oath by the Secretary and a majority of the said board was approved by the Commission on this date pursuant to the provisions of Section 16 of the Corporation Code of the Philippines (Batas Pambansa Blg. 68), approved on May 1, 1980, and copies thereof are filed with the Commission.

IN WITNESS WHEREOF, I have hereunto set my hand and caused the seal of this Commission to be affixed at Mandaluyong City, Metro Manila, Philippines, this 8th day of November, Two Thousand One.

BENITO A. CATAHAN
Director
Company Registration and Monitoring Department

Republic of the Philippines

Securities and Exchange Commission

EDSA, Greenhills, Mandaluyong

Metro Manila

S.E.C. Reg. No. A1996-06747

EXPRESS LANE

TO ALL TO WHOM THESE PRESENTS MAY COME, GREETINGS:

WHEREAS, Articles of Incorporation and By-Laws duly signed and acknowledged for the organization of the

TULOY FOUNDATION, INC.

...der and in accordance with the provisions of the Corporation Code of the Philippines, ...as Pambansa Blg. 68, approved on May 1, 1980, were presented for filing in this ...mission on September 23, 1996, and a copy of said Articles and ...aws are hereto attached;

...NOW, THEREFORE, by virtue of the powers and duties vested in me by law, ...reby certify that the said Articles of Incorporation and By-Laws were, after due ...ation to determine whether they are in accordance with law, duly registered in this ...sion on the 23rd day of September, Anno Domini ... Hundred and Ninety-six.

IN TESTIMONY WHEREOF, I have hereunto set my hand and caused the seal of this Commission to be affixed at Mandaluyong, Metro Manila, Philippines, this 23rd day of September, year of our Lord nineteen hundred and ninety-six.

ELNORA E. ADVIENTO
Director
Corporate and Legal Department

SEC EXPRESS LANE
FORM NO. 1-NS (Ordinary Non-Stock) 088131

AMENDED

ARTICLES OF INCORPORATION
Of

TULOY FOUNDATION, INC.
Name of Corporation

KNOW ALL MEN BY THESE PRESENTS:

The undersigned incorporators, all of legal age and a majority of whom are residents of the Philippines, have this day voluntarily agreed to form a **non stock, non profit corporation under the laws of the Republic of the Philippines** As amended on June 22, 2004

AND WE HEREBY CERTIFY:

FIRST : That the name of the said association shall be:

TULOY FOUNDATION, INC.

SECOND: That the purpose or purposes for which such corporation is incorporated are:

(a) provide rehabilitation, education, and vocational training to poor, abandoned, and marginalized children and youth of the Philippines;

(b) build a network of structures with the corresponding programs that will serve center-based and community-based poor and abandoned youth and children;

(c) provide marginalized youth and children with decent basic human services such as food, clothing, and shelter;

(d) establish facilities for basic work education, and design programs for employment through technical and vocational education and training;

(e) extend services to industries, the business sector, and academe to complement and enhance the vocational training programs;

(f) provide vital services of any form of Filipino children and youth;

(g) promote healthy life style and behaviour in children and youth;

Note: Submit mode of operation or how to carry out the purposes of the Corporation on a separate sheet
(All information requested for in this form should be typewritten)

AND IN FURTHERANCE OF THE PURPOSES AFORESAID,

(a) to accept and give gifts, contributions, endowments, grants, bequests and devises of any kind, to be utilized directly for the active conduct of the projects and activities constituting the purposes of the Foundation;

(b) to conduct or aid in the conduct of research investigations and examinations on matters relevant to the purposes of the Foundation;

(c) to hold, buy, sell, exchange, hire, rent or lease and to mortgage or otherwise encumber any real or personal property including land, and to invest or re-invest its funds, money or properties in such undertakings and pursue such lawful activities as may be desired or necessary to carry out the purposes and objectives of the Foundation;

(d) to do everything necessary and suitable for the attainment of any or all of the objectives of the Foundation, and to contract accordingly;

(e) to exercise all corporate powers granted and authorized by the laws including the powers expressly conferred by the Corporation Code, the powers incidental to the existence of the Foundation, and the powers necessary to the exercise of its express and incidental powers.

088131

THIRD: That the principal office of the association is located in the City/Municipality of Alabang, Muntinlupa City, Philippines.

As amended on 14 August 2001.

FOURTH: That the term for which the said association is to exist is Fifty (50) years from and after the date of incorporation.

FIFTH: That the names, nationalities and residences of the incorporators of the association are as follows:

Name	Nationality	Residence
1. URQUICO, DANILO	Filipino	Alger Foundation, Citibank Centre
		Paseo de Roxas, Makati
2. EVANGELISTA, MARCIANO	Filipino	Don Bosco Parish
G.		Pasay Road, Makati
3. JOSE MARI, LEGASPI	Filipino	Don Bosco Parish
		Pasay Road, Makati
4. GO, CATHERINE S.	Filipino	Century Plaza
		120 Perea Street,
		Legaspi Village, Makati
5. FABIE, NELIA V.	Filipino	U. 44 Eurovilla Home
		Sta. Ana, Manila

SIXTH: That the number of trustees of the association shall be FIFTEEN (15), and the names, nationalities and residences of the first trustees of the association are as follows: As amended on 14 August 2001.

Name	Nationality	Residence
1. URQUICO, DANILO	Filipino	Alger Foundation, Citibank Centre
		Paseo de Roxas, Makati
2. EVANGELISTA, MARCIANO	Filipino	Don Bosco Parish, Pasay Road, Makati
G.		
3. LEGASPI, JOSE MARI	Filipino	Don Bosco Parish, Pasay Road, Makati
4. GO, CATHERINE S.	Filipino	Century Plaza, 120 Perea Street,
		Legaspi Village, Makati
5. FABIE, NELIA V.	Filipino	U. 44 Eurovilla Home, Sta. Ana
		Manila

(Don't write on margin — sign on the spaces provided for signatures on the last page of the articles)

SEVENTH: That the present members of the association with their contributions are the following:

(List of additional members should be submitted to the Securities & Exchange Commission.)

Name	Contribution
1. Urquico, Danilo	P 10,000.00
2. Evangelista, Marciano G.	P 10,000.00
3. Legaspi, Jose Mari	P 10,000.00
4. Go, Catherine S.	P 10,000.00
5. Fabie, Nelia V.	P 10,000.00

EIGHT : That Catherine S. Go has been elected by the members as Treasurer of the association to act as such until his/her successor is duly elected and qualified in accordance with the by-laws, and that as such Treasurer, he/she has been authorized to receive for and in the name and for the benefit of the association, all contributions or donations paid or given by the members.

NINTH : **That in the event of dissolution , the existing assets of Tuloy Foundation, Inc. will be passed on to another accredited NGO or organization of similar purpose or purposes, or to the State for public purpose or purposes, or would be distributed by a competent court of justice to another accredited NGO to be used in such manner as in judgment of said court shall best accomplish the general purpose for which the dissolved organization was organized.**

That no part of the property or income of the corporation shall inure to the benefit of any member, trustee or officer and that they do not receive compensation or remuneration for their service to the aforementioned organization.

That the level of administrative expenses shall not exceed thirty (30%) percent of the total fund used during the fiscal year.

As amended on June 22, 2004

088131

IN WITNESS WHEREOF, we have hereunto signed this Articles of Incorporation, this 18th day of September, 1996, in the City/Municipality of Makati City Province of Metro Manila, Republic of the Philippines.

DANILO URQUICO

FR. MARCIANO EVANGELISTA, SDB.

FR. JOSE MARI LEGASPI, SDB

MS. CATHERINE H. (?)

MRS. NILIA V. FARIN

Signed in the presence of:

(Don't sign on margins, sign on the spaces provided for signatures on the last page of the articles)

STATEMENT 19

(NON-STOCK CORPORATION)

CENTRAL RECEIVING UNIT
Received by:

TRUSTEES' CERTIFICATE

KNOW ALL MEN BY THESE PRESENTS:

We, the undersigned majority of the trustees and the Corporate Secretary of TULOY FOUNDATION, INC., do hereby certify that the Articles of Incorporation of said corporation was amended by a majority vote of the trustees and the vote of two-thirds (2/3) of its membership at a meeting held on JUNE 22, 2004 at the principal office of the corporation.

The amended provisions of the attached Amended Articles of Incorporation/By-laws refer to the first paragraph on the first page of the Articles of Incorporation and the Ninth Article

In witness whereof, we have hereunto signed this certificate this 13th day of AUGUST, 2004 at ALABANG, MUNTINLUPA CITY.

FR. MARCIANO EVANGELISTA, SDB TIN: N/A	AURORA LAZO TIN: 201-704-239
CATHERINE GO TIN: 135-554-560	NELIA FABIE TIN: 146-649-108
DIVINA ABAD SANTOS TIN: 122-328-207	FR. JOSE MARIE LEGASPI, SDB TIN: 213-981-131-30
ANNE MARIE CHANCO TIN: 123-481-778	FELICITAS RIXHON TIN: 100-906-932
ATTY. NICASIO CABANEIRO Corporate Secretary TIN: 115-929-467	DANIEL URQUICO TIN: 150-110-786

SUBSCRIBED AND SWORN to before me this 29 SEP 2004 day of ________ 200__ in CITY OF MUNTINLUPA by the above-named persons who exhibited to me their Community Tax Certificate as follows:

NAME	COMM. TAX CERT NO.	DATE/PLACE ISSUED
Fr. Rocky Evangelista, SDB	09534344	01/06/04 Muntinlupa City
Aurora Lazo	14774875	02/27/04 Manila
Catherine Go	09534349	01/06/04 Muntinlupa City
Nelia Fabie	02669006	02/04/04 Makati City
Divina Abad Santos	15178991	01/13/04 Makati City
Anne Marie Chanco	12384981	02/02/04 Manila
Daniel Urquico	16915936	02/17/04 Baguio City
Fr. Jose Marie Legaspi, SDB	02654969	03/08/04 Makati City
Felicitas Rixhon	15222644	02/04/04 Makati City
Atty. Nicasio Cabaneiro	00616392	02/27/04 Manila

ATTY. RAUL R. CORRO
NOTARY PUBLIC
UNTIL DEC. 31, 2004
PTR NO. ... 5896
CITY OF MUNTINLUPA
ON JAN. ... 2004
TIN NO. ...340-326
IBP # 04108 / PASIG CITY
ROLL NO. 38515

NOTARY PUBLIC

Doc. No. 279;
Page No. 56;
Book No. XVII;
Series of 2004.

STATEMENT 19

STATEMENT 19

COMPANY DATA MAINTENANCE FORM
GENERAL / BUSINESS / COMPANY RELATIONSHIP INFORMATION
(FOR DOMESTIC COMPANIES ONLY)

SEC NUMBER / A1996067 47 FOR SEC TO PROVIDE: MAINTENANCE NO.: /_/_/_/_/_/_/_/_/ TRANSACTION DATE /_/_/_/_/_/_/

FILL-UP INSTRUCTIONS – Type or print legibly. Light-shaded boxes are to be filled up by the SEC. Check appropriate boxes.
FILL UP ONLY THOSE ITEMS FOR WHICH AMENDMENTS OR CHANGES ARE TO BE MADE. Refer to the back of this page for additional instructions.

CURRENT COMPANY NAME (This must always be provided).
TULOY FOUNDATION, INC.

RESTRICT USE BY OTHERS? [ ] YES [ ] NO

RESERVATION NUMBER | NEW COMPANY NAME

GENERAL INFORMATION

COMPANY TYPE [ ] DS - DOMESTIC STOCK [✓] DN - DOMESTIC NON-STOCK [ ] DP - DOMESTIC PARTNERSHIP

CHANGE FROM STOCK TO NON-STOCK? [ ] YES

CHANGE IN PRIMARY PURPOSE? [ ] YES

PRINCIPAL OFFICE ADDRESS
ALABANG, MUNTINLUPA CITY, PHILIPPINES

AREA CODE | POSTAL CODE | TEL. NO (02) 7750683, 7750485 | FAX NO (02) 7750483

BUSINESS OFFICE ADDRESS
TULOY SA DON BOSCO STREETCHILDREN VILLAGE, ALABANG - ZAPOTE RD. COR. SAN JOSE VILLAGE, ALABANG, MUNTINLUPA CITY

AREA CODE | POSTAL CODE 1770 | TEL. NO (02) 7750683, 7750485 | FAX NO (02) 7750483

BUSINESS INFORMATION

PARTNERSHIP TYPE
[ ] L - LIMITED
[ ] G - GENERAL

TYPE OF ENTERPRISE

INDUSTRY CODE	TERM OF EXISTENCE	END DATE OF EXISTENCE	FISCAL YEAR END (MM/DD)	ANNUAL MEETING (For domestic companies only)
	50 YEARS	2046	12/31	[ ] F-FIXED (MM/DD) /_/_/ [ ] V-VARIABLE ANY DAY IN APRIL

NUMBER OF	DIRECTORS (if stock co.)	TRUSTEES (if non-stock co.)	PARTNERS (if partnership)	STOCKHOLDERS (if stock co.)
		15		

TYPE OF NON-STOCK CORPORATION	TOTAL CONTRIBUTION (of non-stock companies)	% OF FOREIGN MEMBERSHIP (Of non-stock companies)	TOTAL CONTRIBUTION (Of domestic partnership)
	₱50,000.00		Filipino: Foreign:

COMPANY RELATIONSHIP – List all companies related to registrant. (Use additional sheets, if necessary.)

RELATIONSHIP TYPE (RELN TYPE)
M - DISSOLVED COMPANY (If due to merger)
V - DISSOLVED COMPANY (If change in company type)
S - PARENT COMPANY (If registrant is a subsidiary)
A - AFFILIATE (Of registrant)
O - OTHERS ________

MAIN IND.	RELN TYPE	SEC NUMBER	COMPANY NAME	START DATE	END DATE

MAIN IND - A (NEW), E (UPDATE EXISTING), OR D (DELETE) RELATIONSHIP

INDICATE START (IF NEW) OR END DATE OF RELATIONSHIP

CERTIFIED CORRECT: FR. MARCIANO EVANGELISTA, SDB
(Signature over printed name)

POSITION: PRESIDENT & PROJECT DIRECTOR

DATE: ________

PROCESSING ASSIGNED | DATA CONTROL CLERK | DATA ENCODED BY
DATE REVIEWED | DATE REVIEWED | DATE ENCODED

Republic of the Philippines

Securities and Exchange Commission

EDSA, Greenhills, Mandaluyong
Metro-Manila

S.E.C. Reg. No. A1996 06747

EXPRESS LANE

TO ALL TO WHOM THESE PRESENTS MAY COME, GREETINGS:

WHEREAS, Articles of Incorporation and By-Laws duly signed and acknowledged for the organization of the

TULOY FOUNDATION, INC.

der and in accordance with the provisions of the Corporation Code of the Philippines, s Pambansa Blg. 68, approved on May 1, 1980, were presented for filing in this mission on September 23, 1996, and a copy of said Articles and ws are hereto attached;

OW, THEREFORE, by virtue of the powers and duties vested in me by law, I by certify that the said Articles of Incorporation and By-Laws were, after due tion to determine whether they are in accordance with law, duly registered in this ion on the 23rd day of September, Anno Domini, Hundred and Ninety-six.

IN TESTIMONY WHEREOF, I have hereunto set my hand and caused the seal of this Commission to be affixed at Mandaluyong, Metro-Manila, Philippines, this 23rd day of September, in the year of our Lord nineteen hundred and ninety-six

STATEMENT 19

SEC Number ______________
File Number ______________

TULOY FOUNDATION INC.

(Company's Full Name)

MAKATI CITY, METRO MANILA

(Company's Address)

892-47-88

(Telephone Number)

DEC. 31

(Fiscal Year Ending)
(month & day)

FOUNDATION

Form Type

Amendment Designation (If applicable)

Period Ended Date

(Secondary License Type and File Number)

SN - A199606747
FN - 207862

STATEMENT 19

PHILIPPINES 2000

September 23, 1996

PERFECTO R. YASAY JR.
Chairman
Securities and Exchange Commission
SEC Building, EDSA Greenhills
Mandaluyong City

Dear Chairman Yasay:

This is to endorse favorably the application of Tuloy Foundation Incorporated for registration with the SEC. The Department is working closely with Fr. Rocky Evangelista, Project Director of the said Foundation, to help alleviate the condition of streetchildren.

Very truly yours,

Lina B. Laigo

LINA B. LAIGO
Secretary

REPUBLIKA NG PILIPINAS
KAGAWARAN NG KAGALINGANG PANLIPUNAN
AT PAGPAPAUNLAD
SOCIAL WELFARE AND DEVELOPMENT

STATEMENT 19

SEC EXPRESS LANE
FORM NO. 1-NS (Ordinary Non-Stock)

088131

ARTICLES OF INCORPORATION

OF

TULOY FOUNDATION, INC.

Name of Corporation

KNOW ALL MEN BY THESE PRESENTS:

The undersigned incorporators, all of legal age and a majority of whom are residents of the Philippines, have this day voluntarily agreed to form a non-stock corporation under the laws of the Republic of the Philippines.

AND WE HEREBY CERTIFY:

FIRST: That the name of the said association shall be:

TULOY FOUNDATION, INC.

SECOND: That the purpose or purposes for which such corporation is incorporated are:

(a) provide rehabilitation, education, and vocational training to poor, abandoned, and marginalized children and youth of the Philippines;

(b) build a network of structures with the corresponding programs that will serve center-based and community-based poor and abandoned youth and children;

(c) provide marginalized youth and children with decent basic human services such as food, clothing, and shelter;

(d) establish facilities for basic work education, and design programs for employment through technical and vocational education and training;

(e) extend services to industries, the business sector, and academe to complement and enhance the vocational training programs;

(Don't sign on margins, sign on the spaces provided for signatures on the last page of the articles)

STATEMENT 19

AND IN FURTHERANCE OF THE PURPOSES AFORESAID,

(a) to accept and give gifts, contributions, endowments, grants, bequests and devises of any kind, to be utilized directly for the active conduct of the projects and activities constituting the purposes of the Foundation;

(b) to conduct or aid in the conduct of research investigations and examinations on matters relevant to the purposes of the Foundation;

(c) to hold, buy, sell, exchange, hire, rent or lease and to mortgage or otherwise encumber any real or personal property including land, and to invest or re-invest its funds, money or properties in such undertakings and pursue such lawful activities as may be desired or necessary to carry out the purposes and objectives of the Foundation;

(d) to do everything necessary and suitable for the attainment of any or all of the objectives of the Foundation, and to contract accordingly;

(e) to exercise all corporate powers granted and authorized by the laws including the powers expressly conferred by the Corporation Code, the powers incidental to the existence of the Foundation, and the powers necessary to the exercise of its express and incidental powers.

– nothing follows –

088131

THIRD: That the principal office of the association is located in the City/Municipality of Makati City, Metro Manila, Philippines.

FOURTH: That the term for which the said association is to exist is Fifty (50) years from and after the date of incorporation.

FIFTH: That the names, nationalities and residences of the incorporators of the association are as follows:

Name	Nationality	Residence
1. URQUICO, DANILO	Filipino	Alger Foundation, Citibank Centre Paseo de Roxas, Makati
2. EVANGELISTA, MARCIANO G.	Filipino	Don Bosco Parish Pasay Road, Makati
3. JOSE MARI, LEGASPI	Filipino	Don Bosco Parish Pasay Road, Makati
4. GO, CATHERINE S.	Filipino	Century Plaza 120 Perea Street, Legaspi Village, Makati
5. FABIE, NELIA V.	Filipino	U. ## Eurovilla Home Sta. Ana, Manila

SIXTH: That the number of trustees of the association shall be Five (5), and the names, nationalities and residences of the first trustees of the association are as follows:

Name	Nationality	Residence
1. URQUICO, DANILO	Filipinio	Alger Foundation, Citibank Centre Paseo de Roxas, Makati
2. EVANGELISTA, MARCIANO G.	Filipino	Don Bosco Parish, Pasay Road, Maka
3. LEGASPI, JOSE MARI	Filipino	Don Bosco Parish, Pasay Road, Maka
4. GO, CATHERINE S.	Filipino	Century Plaza, 120 Perea Street, Legaspi Village, Makati

STATEMENT 10

(Don't sign on margins, sign on the spaces provided for signatures on the last page of the articles)

088131

SEVENTH: That the present members of the association with their contributions are the following:

(List of additional members, should be submitted to the Securities & Exchange Commission.)

Name	Contribution
1. URQUICO, DANILO	₱10,000.00
2. EVANGELISTA, MARCIANO G.	₱10,000.00
3. LEGASPI, JOSE MARI	₱10,000.00
4. GO, CATHERINE S.	₱10,000.00
5. FABIE, NELIA V.	₱10,000.00

EIGHTH: That Catherine S. Go has been elected by the members as Treasurer of the association to act as such until his/her successor is duly elected and qualified in accordance with the by-laws, and that as such Treasurer, he/she has been authorized to receive for and in the name and for the benefit of the association, all contributions or donations paid or given by the members.

STATEMENT 19

IN WITNESS WHEREOF, we have hereunto signed this Articles of

(Don't sign on margins, sign on the spaces provided for signatures on the last page of the articles)

088131

DANILO URQUICO

FR. MARCIANO EVANGELISTA, SDB.

FR. JOSE MARI LEGASPI, SDB

MS. CATHERINE S. GO

MRS. MELJA V. FARIE

Signed in the presence of:

(Don't sign on margins, sign on the spaces provided for signatures on the last page of the articles)

088131

ACKNOWLEDGMENT

REPUBLIC OF THE PHILIPPINES) S.S.
__________________________)

BEFORE ME, a Notary Public, for and in Makati City, Philippines, this 19th day of September, 1996, personally appeared the following persons with their corresponding Residence Certificate Nos.:

Name	Res. Cert. No.	Date/Place Issued
Danilo Urquico	10559801	1/5/96; Makati
Marciano G. Evangelista	14229140	2/22/96; Makati
Jose Mari B. Legaspi	14229141	2/26/96; Makati
Catherine S. Go	13283948	2/12/96; Quezon City
Nelia V. Fabie	19304245	2/27/96; Manila

known to me and to me known to be the same persons who executed the foregoing Articles of Incorporation constituting of five (5) pages, including this page where the acknowledgment is written, and they acknowledged to me that the same is their free act and voluntary deed.

WITNESS MY HAND AND SEAL on the day first above-written.

NOTARY PUBLIC
Until December 31, 19
PTR No.
Issued at
On

ROMMEL U. MERCADO
NOTARY PUBLIC
UNTIL DECEMBER 31, 1997
PTR # 0395194; 04/19/96; MAKATI CITY

Doc. No. 85;
Page No. 18;
Book No. 2;

STATEMENT 19

088131

Section 6. Order of Business — The order of business at the annual meeting of the members shall be as follows:

a. Proof of service of the required notice of the meeting, except when such notice is waived by the members constituting a quorum.

b. Proof of the presence of a quorum.

c. Reading and approval of the minutes of the previous annual meeting, except when such reading is dispensed with by a majority vote of those present.

d. Unfinished business.

e. Report of the President.

f. Election of the Trustees for the ensuing year.

g. Other matters.

The order of business at any meeting may be changed by a vote of a majority of the members present.

Section 7. Voting Proxy — Members shall be entitled to one vote, and they may vote either in person or by proxy, which shall be in writing and filed with the Secretary of the Association before the scheduled meeting.

ARTICLE II

Trustees

Section 1. Board of Trustees — The corporate powers of the association shall be exercised, its business conducted and its property controlled by the Board of Trustees.

Section 2. Qualifications — No members shall be eligible for election to the Board of Trustees unless he has the following qualifications:

1. Good Moral Character
2.
3.
4.

STATEMENT 19

(Don't sign on margins, sign on the spaces provided for signatures on the last page of the articles)

088131

Section 3. Disqualification of Directors, Trustees or Officers — No member convicted by final judgment of an offense punishable by imprisonment for a period exceeding six (6) years, or a violation of this code, committed within five (5) years prior to the date of his election or appointment, shall qualify as a trustee or officer.

ARTICLE III

Officers

Section 1. Officers — The officers of the association shall be a President, a Vice-President, a Secretary, a Treasurer and an Auditor. They shall be elected by the Board of Trustees from among themselves. The Board may combine compatible offices in a single person.

Section 2. Term of Office of Officers — All officers of the association shall hold office for one year and until their successors are duly elected and qualified.

ARTICLE IV

Functions & Powers of Officers

Section 1. President — The President shall be the Chief Executive Officer of the association. In addition to duties as such. He shall preside in all meetings of the Board of Trustees and those of the members of the association.

He shall execute all resolutions and/or decisions of the Board of Trustees. He shall be charged with directing and overseeing the activities of the association. He shall appoint and have control over all employees of the association, review and approve expense vouchers. Together with the Secretary of the association, he shall present to the Board of Trustees and the members an annual budget and, from time to time as may be necessary, supplemental budgets. He shall submit to the Board as soon as possible after the close of each fiscal year, and to the members of each annual meeting, a complete report of the activities and operations of the association for the fiscal year under his term.

Section 2. Vice-President — The Vice President if qualified, shall exercise all powers and perform all duties of the President during the incapacity of the later and shall perform duties that maybe

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association and affix such seal to any paper or instrument requiring the same. He shall have custody of the correspondence files and all other papers that are to be kept by the Treasurer. He shall maintain the members' register, have charge of the bulletin board at the principal office of the association. He shall also perform all such other duties and work as the Board of Trustees may from time to time assign to him.

Section 4. Treasurer — The Treasurer shall have charge of the funds, receipts and disbursements of the association. He shall keep all moneys and other valuables of the association in such bank or banks as the Board of Trustees may designate. He shall keep and have charge of the books of accounts which shall be open to inspection by any member of the Board of Trustees, whenever required, an account of financial condition of the association and of all transactions made by him as Treasurer. He shall also perform such other duties and functions as may be assigned to him from time to time by the Board of Trustees. He shall post a bond in such amount as may be fixed by the Board of Trustees.

Section 5. Auditor — He shall examine financial records and audit money. He shall also perform other functions as may be provided for by the Board of Trustees.

ARTICLE V

Members

Section 1. Qualifications for Membership — The board shall determine the qualifications of an applicant for membership.

Section 2. Rights of Members — A member shall have the following rights:

a. To exercise the rights to vote on all matter relating to the affairs of the association;

b. To be eligible to any elective or appointive office of the association;

c. To participate in all deliverations/meetings of the association;

d. To avail of all the facilities of the association;

e. To examine all the records or books of the association during business hours.

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Section 3. Duties and Responsibilities of the Members — A member shall have the following duties and responsibilities:

a. To obey and comply with the by-laws, rules and regulations that may be promulgated by the association from time to time;

b. To attend all meetings that may be called by the Board of Trustees;

c. To pay membership dues and other assessments of the association.

ARTICLE VI

Suspension, Expulsion and Termination of Membership

Suspension, expulsion and termination of membership, shall be in accordance with the rules and regulations of the association.

Any member of the association may file charges against a member by filing a written complaint with the Secretary of the association. The Board of Trustees shall call a special meeting of the members to consider the charges. The affirmative vote of 1/3 of all the members of the association shall be necessary to suspend a member; Provided that where the penalty is expulsion, the affirmative vote of 2/3 of all the members shall be necessary to expel a member.

ARTICLE VII

Fund

Section 1. Funds — The funds of the association shall be derived from admission fees, annual dues and special assessments of members, gifts, donations or benefits.

Section 2. Fees and Dues — Every member of the association shall, in addition to the membership fee pay dues and/or assessments that may be imposed by the association from time to time.

Section 3. Disbursements — Withdrawal from the funds of the association, whether by check or any other instrument shall be signed by the Treasurer and countersigned by the President. If necessary, the Board of Trustees may designate other signatories.

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Section 4. Fiscal Year — The fiscal year of the association shall be from January 1st to December 31st of each year.

ARTICLE VIII

Corporate Seal

Section 1. Form — The corporate seal of the association shall be in such form and design as may be determined by the Board.

ARTICLE IX

Amendments of the By-Laws

Section 1. Amendments — These by-laws, or any provision thereof, may be amended or repealed by a majority vote of the members and by a majority vote of the Trustees at any regular or special meeting duly held for the purpose.

Adopted this 18th day of September, 19 96 in Makati City by the affirmative vote of the undersigned members representing a majority of the members of the association in a special meeting duly held for the purpose.

(Note: 1. If filed with Articles of Incorporation, should be signed by all incorporators;
2. If filed after incorporation, should be signed by majority of the members and should submit director's certificate for the adoption of the by-laws)

DANILO URQUICO

FR. MARCIANO EVANGELISTA SDB

FR. JOSE MARI LEGASPI SDB

CATHERINE S. GO.

NELIA V. FABIE

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SECRETARY'S CERTIFICATE

That I, ANDRES B. STA. MARIA, Secretary
(name)

of TILOY FOUNDATION, INC.,
(name of corporation)

a corporation in the process of registration, hereby certify:

That at the special meeting of the Board of Directors of the corporation held on September 18, 1996 ____________ at the corporation's Office during which a quorum was present, the following resolution was duly approved:

> "RESOLVED, that the association will comply with the SEC Requirements for non-stock corporations dated May 24, 1963 in the course of its operation."

In witness whereof, I hereby affix my signature this 18th day of September 1996 at Makati City.

abstamaria

ANDRES B. STA. MARIA
Secretary

ATTESTED BY:

MARCIANO G. BUANGELISTA
(President)

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September 19, 1996
(Date)

The Chairman
Securities and Exchange Commission
EDSA Mandaluyong
Metro Manila

Madam:

In connection with the registration of the Articles of Incorporation/Partnership of the

TULOY FOUNDATION, INC.

I, the undersigned representative and on behalf of the organizers thereof, hereby manifest our willingness to change its corporate name in the event another person, firm or entity has acquired a prior right to the use of the said firm name or one deceptively or confusingly similar to it.

Very truly yours,

ANDRES B. STA. MARIA
(Name)
5/F, SyCipLaw-All Asia Center
105 Paseo de Roxas, Makati City, MM
(Address)

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REGISTRATION DATA SHEET

GENERAL / BUSINESS / COMPANY RELATIONSHIP INFORMATION

(FOR DOMESTIC COMPANIES ONLY)

SEC NUMBER /__/__/__/__/__/__/__/__/__/__/__/

FILL UP INSTRUCTIONS – Type or print legibly. Light-shaded boxes and codes are to be filled up by the SEC, including the SEC number. Check the appropriate boxes. Refer to the back of this form for additional instructions.

COMPANY NAME

TULOY FOUNDATION, INC.

GENERAL INFORMATION

COMPANY TYPE [ ] DS - DOMESTIC STOCK [✓] DN - DOMESTIC NON-STOCK [ ] DP - DOMESTIC PARTNERSHIP | DATE REGISTERED

PRINCIPAL OFFICE ADDRESS

Tuloy sa Don Bosco I Bldg., Don Bosco Parish, Pasay Road, Makati City

POSTAL CODE | TEL NO. 8924788 , 8924789 | FAX NO. 8924789

SAME AS ABOVE. | POSTAL CODE | TEL NO. 8924788 , 8924789 | FAX NO. 8924789

BUSINESS INFORMATION

TYPE OF ENTERPRISE

[ ] L LIMITED
[ ] G - GENERAL

[ ] E - EXPORT
[ ] D - FIA-DOMESTIC

[ ] H - FIA-HOLDING
[ ] R - FIA REPRESENTATIVE OFF
[ ] S - SUBIC REGISTERED

[ ] F FINANCIAL INSTITUTION
[ ] Z - EPZA-REGISTERED
[ ] B - BOI-REGISTERED

TERM OF EXISTENCE: 50 years YEARS

FISCAL YEAR END (MM/DD): Dec. 31

ANNUAL MEETING (For domestic companies only): [ ] FIXED / / [✓] VARIABLE any day in April

NON-STOCK CORPORATION (Refer to the back page for the classifications). F, Foundation

TOTAL CONTRIBUTION (Of domestic non stock companies): ₱50,000.00

% OF FOREIGN MEMBERSHIP (Of domestic non stock companies)

COMPANY RELATIONSHIP – List all companies related to registrant. (Use additional sheets, if necessary)

RELATIONSHIP TYPE (RELN TYPE)

C - DISSOLVED COMPANY (If due to consolidation)
V - DISSOLVED COMPANY (If change in company type)
S - PARENT COMPANY (If registrant is a subsidiary)
A - AFFILIATE (Of the registrant)
O - OTHERS

RELN TYPE	SEC NUMBER	COMPANY NAME

CERTIFIED CORRECT: ANDRES B. STA. MARIA
(Signature over printed name)

POSITION: Secretary
DATE: 9/18/96

DATA CONTROL CLERK: | DATA ENCODED BY:
DATE REVIEWED: | DATE ENCODED:

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REGISTRATION DATA SHEET
INCORPORATORS/TRUSTEES/OFFICERS INFORMATION
(FOR DOMESTIC NON STOCK CORPORATION)

SEC NUMBER / / / / / / / / / /

FILL-UP INSTRUCTIONS . Type ... light-shaded ... codes are to be filled up by the SEC, including the SEC number.

COMPANY NAME: TULOY FOUNDATION, INC.

INCORPORATORS ... sheets, if necessary. Refer to the back of this page for additional instructions.) | NO. OF TRUSTEES / DIRECTORS

NAME (Company Name, if company) (Last name, first name, M.I., if person)	SEC NO / BIRTHDATE	NAT'L CODE	NATIONALITY	TR	INC	OFR
URQUICO, DANILO	10/20/53		Filipino	M	I	
EVANGELISTA, MARCIANO (FR.) -SDB	3/6/43		Filipino	C	I	
LEGASPI, JOSE MARI (FR.) -SDB	12/11/59		Filipino	M	I	
FABIE, NELIA	7/4/55		Filipino	M	I	[illegible]
GO, CATHERINE S.	3/2/49		Filipino	M	I	CFO
STA. MARIA, ANDRES B.	9/17/48		Filipino	N	N	COS

CERTIFIED CORRECT: ANDRES B. STA. MARIA (Signature over printed name)

POSITION: Secretary

DATE: 9/18/96

PROCESSING ATTORNEY: | DATA CONTROL CLERK: | DATA ENCODER:

DATE REVIEWED: 9/20/96 | DATE REVIEWED | DATE ENCODED:

INSTRUCTIONS FOR FILLING UP THE COLUMNS:

TRUSTEE INDICATOR –
C - CHAIRMAN
M - MEMBER
N - NEITHER

INCORPORATOR (INC'R) INDICATOR –
I - INCORPORATOR
N - NOT APPLICABLE

OFFICER (OFR) INDICATOR –
PRE - PRESIDENT
CEO - CHIEF EXEC. OFFICER
CFO - TREASURER
COO - CHIEF OPERATING OFFICER
COS - CORPORATE SECRETARY
LEG - LEGAL COUNSEL
AUD - EXTERNAL AUDITOR
GOV - GOVERNMENT REPRESENTATIVE
OTH - OTHERS
N - NONE