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

2012

Open to Public Inspection

For calendar year 2012, or tax year beginning 01-01-2012 , and ending 12-31-2012

Name of foundation
HAU'OLI MAU LOA FOUNDATION

A Employer identification number
13-3588071

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

Room/suite

B Telephone number (see instructions)
(808) 545-4212

City or town, state, and ZIP code
HONOLULU, HI 968134814

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 ☑ 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)* ▶$ 138,402,848

J Accounting method ☐ Cash ☑ Accrual ☐ Other (specify) _ *(Part I, column (d) must be on cash basis.)*

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

Part I **Analysis of Revenue and Expenses** *(The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (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)				
	2	Check ▶ ☑ if the foundation is **not** required to attach Sch B				
	3	Interest on savings and temporary cash investments	93	93		
	4	Dividends and interest from securities	1,917,771	1,917,771		
	5a	Gross rents	53,407	53,407		
	b	Net rental income or (loss) -4,715				
	6a	Net gain or (loss) from sale of assets not on line 10	2,104,630			
	b	Gross sales price for all assets on line 6a 7,559,529				
	7	Capital gain net income (from Part IV, line 2)		2,104,630		
	8	Net short-term capital gain				
	9	Income modifications				
	10a	Gross sales less returns and allowances				
	b	Less Cost of goods sold				
	c	Gross profit or (loss) (attach schedule)				
	11	Other income (attach schedule)	3,470,392	3,528,499		
	12	**Total.** Add lines 1 through 11	7,546,293	7,604,400		
Operating and Administrative Expenses	13	Compensation of officers, directors, trustees, etc	586,337	175,901		410,436
	14	Other employee salaries and wages	354,861	0		354,861
	15	Pension plans, employee benefits	127,399	0		128,452
	16a	Legal fees (attach schedule)	26,923	0		28,081
	b	Accounting fees (attach schedule)	87,419	845		86,574
	c	Other professional fees (attach schedule)	503,479	492,117		1,719
	17	Interest				
	18	Taxes (attach schedule) (see instructions)	270,031	0		44,031
	19	Depreciation (attach schedule) and depletion	157,526	0		
	20	Occupancy	171,337	53,491		83,014
	21	Travel, conferences, and meetings	94,692	0		94,692
	22	Printing and publications				
	23	Other expenses (attach schedule)	624,819	364,268		271,094
	24	**Total operating and administrative expenses.** Add lines 13 through 23	3,004,823	1,086,622		1,502,954
	25	Contributions, gifts, grants paid	6,830,783			5,091,223
	26	**Total expenses and disbursements.** Add lines 24 and 25	9,835,606	1,086,622		6,594,177
	27	Subtract line 26 from line 12				
	a	**Excess of revenue over expenses and disbursements**	-2,289,313			
	b	**Net investment income** (if negative, enter -0-)		6,517,778		
	c	**Adjusted net income** (if negative, enter -0-)				

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

			Beginning of year	End of year	
			(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1	Cash—non-interest-bearing	1,413,488	623,740	623,740
	2	Savings and temporary cash investments	1,326,464	3,197,963	3,197,963
	3	Accounts receivable ▶ 32,174			
		Less allowance for doubtful accounts ▶	7,177	32,174	32,174
	4	Pledges receivable ▶			
		Less allowance for doubtful accounts ▶	102,363		
	5	Grants receivable			
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see page 15 of the instructions)			
	7	Other notes and loans receivable (attach schedule) ▶			
		Less allowance for doubtful accounts ▶			
	8	Inventories for sale or use			
	9	Prepaid expenses and deferred charges	138,055	125,824	125,824
	10a	Investments—U S and state government obligations (attach schedule)			
	b	Investments—corporate stock (attach schedule)			
	c	Investments—corporate bonds (attach schedule)			
	11	Investments—land, buildings, and equipment basis ▶			
		Less accumulated depreciation (attach schedule) ▶			
	12	Investments—mortgage loans			
	13	Investments—other (attach schedule)	121,312,790	133,399,413	133,399,413
	14	Land, buildings, and equipment basis ▶ 1,254,607			
		Less accumulated depreciation (attach schedule) ▶ 244,079	6,305,673	1,010,528	1,010,528
	15	Other assets (describe ▶)	13,206	13,206	13,206
	16	**Total assets** (to be completed by all filers—see the instructions Also, see page 1, item I)	130,619,216	138,402,848	138,402,848
Liabilities	17	Accounts payable and accrued expenses	262,910	276,310	
	18	Grants payable	1,075,000	2,814,560	
	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 ▶)	92,883	290,042	
	23	**Total liabilities** (add lines 17 through 22)	1,430,793	3,380,912	
Net Assets or Fund Balances		**Foundations that follow SFAS 117, check here** ▶ ☑ **and complete lines 24 through 26 and lines 30 and 31.**			
	24	Unrestricted	123,965,358	135,021,936	
	25	Temporarily restricted	5,223,065	0	
	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 page 17 of the instructions)	129,188,423	135,021,936	
	31	**Total liabilities and net assets/fund balances** (see page 17 of the instructions)	130,619,216	138,402,848	

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	129,188,423
2	Enter amount from Part I, line 27a	2	-2,289,313
3	Other increases not included in line 2 (itemize) ▶	3	8,165,239
4	Add lines 1, 2, and 3	4	135,064,349
5	Decreases not included in line 2 (itemize) ▶	5	42,413
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	135,021,936

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 Additional Data Table			
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	See Additional Data Table			
b				
c				
d				
e				

	Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) **or** Losses (from col (h))
	(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
a	See Additional Data Table			
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	2,104,630
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	

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 page 18 of 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))
2011	5,679,811	127,465,129	0 044560
2010	5,289,596	119,080,697	0 044420
2009	3,005,045	110,189,465	0 027272
2008	2,958,973	102,755,169	0 028796
2007	884,846	26,749,154	0 033079

2	**Total** of line 1, column (d).	2	0 178127
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 035625
4	Enter the net value of noncharitable-use assets for 2012 from Part X, line 5.	4	129,830,717
5	Multiply line 4 by line 3.	5	4,625,219
6	Enter 1% of net investment income (1% of Part I, line 27b).	6	65,178
7	Add lines 5 and 6.	7	4,690,397
8	Enter qualifying distributions from Part XII, line 4.	8	6,594,177

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 page 18 of the 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	65,178
c	All other domestic foundations enter 2% of line 27b Exempt foreign organizations enter 4% of Part I, line 12, col (b)				
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)			2	0
3	Add lines 1 and 2			3	65,178
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	65,178
6	Credits/Payments				
a	2012 estimated tax payments and 2011 overpayment credited to 2012	6a	147,946		
b	Exempt foreign organizations—tax withheld at source	6b			
c	Tax paid with application for extension of time to file (Form 8868)	6c	120,000		
d	Backup withholding erroneously withheld	6d			
7	Total credits and payments Add lines 6a through 6d			7	267,946
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	202,768
11	Enter the amount of line 10 to be **Credited to 2013 estimated tax** ▶	120,000	**Refunded** ▶	11	82,768

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		No
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		No
	*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		No
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year **(1)** On the foundation ▶ $ 0 **(2)** On foundation managers ▶ $ 0			
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ▶ $ 0			
2	Has the foundation engaged in any activities that have not previously been reported to the IRS? *If "Yes," attach a detailed description of the activities.*	2		No
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		No
4a	Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a		No
b	If "Yes," has it filed a tax return on **Form 990-T** for this year?	4b		
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? *If "Yes," attach the statement required by General Instruction T.*	5		No
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	Yes	
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	Yes	
8a	Enter the states to which the foundation reports or with which it is registered (see instructions) ▶ DE			
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	Yes	
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 2012 or the taxable year beginning in 2012 (see instructions for Part XIV)? *If "Yes," complete Part XIV*	9		No
10	Did any persons become substantial contributors during the tax year? *If "Yes," attach a schedule listing their names and addresses*	10		No

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

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11		No
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		No
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	Yes	

Website address ▶WWW HAUOLIMAULOA ORG

14 The books are in care of ▶THE ORGANIZATION Telephone no ▶(808) 545-4212

Located at ▶701 BISHOP STREET HONOLULU HI ZIP +4 ▶968134814

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

16	At any time during calendar year 2012, 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		No

See instructions for exceptions and filing requirements for Form TD F 90-22 1 If "Yes", enter the name of the foreign country ▶

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

			Yes	No
	File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.			
1a	During the year did the foundation (either directly or indirectly)			
	(1) Engage in the sale or exchange, or leasing of property with a disqualified person? ☐ Yes ☑ No			
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? ☐ Yes ☑ No			
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? ☐ Yes ☑ No			
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? ☑ Yes ☐ No			
	(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? ☐ Yes ☑ No			
	(6) Agree to pay money or property to a government official? (**Exception.** Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days) ☐ Yes ☑ No			
b	If any answer is "Yes" to 1a(1)–(6), did **any** of the acts fail to qualify under the exceptions described in Regulations section 53 4941(d)-3 or in a current notice regarding disaster assistance (see page 20 of the instructions)?	1b		No
	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 2012?	1c		No
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 2012, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2012? ☐ Yes ☑ No			
	If "Yes," list the years ▶ 20____ , 20____ , 20____ , 20____			
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		
c	If the provisions of section 4942(a)(2) are being applied to **any** of the years listed in 2a, list the years here ▶ 20____ , 20____ , 20____ , 20____			
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 2012 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 2012.)*	3b		
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a		No
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 2012?	4b		No

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? ☐ 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

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
HANS BERTRAM-NOTHNAGEL C/O DEBEVOISE PLIMPTON LLP 919 THIRD AVENUE NEW YORK, NY 10022	PRESIDENT & DIRECTOR 16 50	162,579	0	0
WAYNE M PITLUCK 701 BISHOP STREET HONOLULU, HI 96813	VICE PRESIDENT & DIRECTOR 16 50	166,675	0	0
LIORA BRENER C/O DEBEVOISE PLIMPTON LLP 919 THIRD AVENUE NEW YORK, NY 10022	SECRETARY & TREASURER 0 20	0	0	0
JANIS A REISCHMANN 701 BISHOP STREET HONOLULU, HI 96813	ASSISTANT SECRETARY & DIRE 40 00	257,083	25,708	13,447

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
BRANT H CHILLINGWORTH 701 BISHOP STREET HONOLULU, HI 96813	SENIOR PROGRAM OFFIC 40 00	108,424	10,002	15,833
ANELA A SHIMIZU 701 BISHOP STREET HONOLULU, HI 96813	OPERATIONS MANAGER 40 00	84,450	7,775	15,674
DEBRA J SIEGEL 701 BISHOP STREET HONOLULU, HI 96813	PROPERTY MANAGER 40 00	63,556	6,281	6,003
KEAHI E MAKAIMOKU 701 BISHOP STREET HONOLULU, HI 96813	PROGRAM ASSOCIATE 40 00	50,433	3,667	10,432

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

Part VIII **Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors** ***(continued)***

3 Five highest-paid independent contractors for professional services (see instructions). If none, enter "NONE".

(a) Name and address of each person paid more than $50,000	**(b)** Type of service	**(c)** Compensation
BALL BAKER LEAKE LLP 122 EAST 42 STREET STE 810 NEW YORK, NY 10168	AUDITOR AND TAX PREPARATION	76,852
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 NONE	0
2	
3	
4	

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 NONE	0
2	
All other program-related investments See page 24 of the instructions **3**	
Total. Add lines 1 through 3 . . . . ▶	0

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc , purposes		
a	Average monthly fair market value of securities	1a	130,189,352
b	Average of monthly cash balances	1b	1,618,483
c	Fair market value of all other assets (see instructions)	1c	0
d	**Total** (add lines 1a, b, and c)	1d	131,807,835
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation) — 1e: 0		
2	Acquisition indebtedness applicable to line 1 assets	2	0
3	Subtract line 2 from line 1d	3	131,807,835
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	1,977,118
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3 Enter here and on Part V, line 4	5	129,830,717
6	**Minimum investment return.** Enter 5% of line 5	6	6,491,536

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

1	Minimum investment return from Part X, line 6	1	6,491,536
2a	Tax on investment income for 2012 from Part VI, line 5 — 2a: 65,178		
b	Income tax for 2012 (This does not include the tax from Part VI) — 2b:		
c	Add lines 2a and 2b	2c	65,178
3	Distributable amount before adjustments Subtract line 2c from line 1	3	6,426,358
4	Recoveries of amounts treated as qualifying distributions	4	0
5	Add lines 3 and 4	5	6,426,358
6	Deduction from distributable amount (see instructions)	6	0
7	**Distributable amount** as adjusted Subtract line 6 from line 5 Enter here and on Part XIII, line 1	7	6,426,358

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	6,594,177
b	Program-related investments—total from Part IX-B	1b	0
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc , purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	**Qualifying distributions.** Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	4	6,594,177
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	65,178
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	6,528,999

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 2011	(c) 2011	(d) 2012
1 Distributable amount for 2012 from Part XI, line 7				6,426,358
2 Undistributed income, if any, as of the end of 2012				
a Enter amount for 2011 only.			2,534,548	
b Total for prior years 20___, 20___, 20___		0		
3 Excess distributions carryover, if any, to 2012				
a From 2007.				
b From 2008.				
c From 2009.				
d From 2010.				
e From 2011.				
f **Total** of lines 3a through e.	0			
4 Qualifying distributions for 2012 from Part XII, line 4 ▶ $ 6,594,177				
a Applied to 2011, but not more than line 2a			2,534,548	
b Applied to undistributed income of prior years (Election required—see instructions).		0		
c Treated as distributions out of corpus (Election required—see instructions).	0			
d Applied to 2012 distributable amount.				4,059,629
e Remaining amount distributed out of corpus	0			
5 Excess distributions carryover applied to 2012 *(If an amount appears in column (d), the same amount must be shown in column (a).)*	0			0
6 **Enter the net total of each column as indicated below:**				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	0			
b Prior years' undistributed income Subtract line 4b from line 2b		0		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed.		0		
d Subtract line 6c from line 6b Taxable amount —see instructions		0		
e Undistributed income for 2011 Subtract line 4a from line 2a Taxable amount—see instructions			0	
f Undistributed income for 2012 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2013				2,366,729
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)	0			
8 Excess distributions carryover from 2007 not applied on line 5 or line 7 (see instructions) . . .	0			
9 **Excess distributions carryover to 2013.** Subtract lines 7 and 8 from line 6a	0			
10 Analysis of line 9				
a Excess from 2008. . . .				
b Excess from 2009. . . .				
c Excess from 2010. . . .				
d Excess from 2011. . . .				
e Excess from 2012. . . .				

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 2012, enter the date of the ruling . . . . ▶

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

	Tax year	Prior 3 years			
	(a) 2012	**(b)** 2011	**(c)** 2010	**(d)** 2009	**(e) Total**
2a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed					
b 85% of line 2a					
c Qualifying distributions from Part XII, line 4 for each year listed					
d Amounts included in line 2c not used directly for active conduct of exempt activities					
e Qualifying distributions made directly for active conduct of exempt activities Subtract line 2d from line 2c					
3 Complete 3a, b, or c for the alternative test relied upon **a** "Assets" alternative test—enter **(1)** Value of all assets					
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					
b "Endowment" alternative test— enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed . . .					
c "Support" alternative test—enter **(1)** Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)					
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)					
(3) Largest amount of support from an exempt organization					
(4) Gross investment income					

Part XV Supplementary Information (Complete this part only if the organization 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))

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

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

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

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

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

c Any submission deadlines

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

Part XV Supplementary Information (continued)

3 Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a *Paid during the year* See Additional Data Table				
Total . . . . ▶ **3a**				5,091,223
b *Approved for future payment* See Additional Data Table				
Total . . . . ▶ **3b**				2,814,560

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)
1 Program service revenue	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
a HONORARIUM TO DIRECTOR					2,500
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	93	
4 Dividends and interest from securities. . . .			14	1,917,771	
5 Net rental income or (loss) from real estate					
a Debt-financed property.			16	-4,715	
b Not debt-financed property.					
6 Net rental income or (loss) from personal property					
7 Other investment income.			14	3,528,499	
8 Gain or (loss) from sales of assets other than inventory			18	2,104,630	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory. .					
11 Other revenue a UBIT LOSS FR LTD PARTNERSHIPS	525990	-60,607			
b					
c					
d					
e					
12 Subtotal Add columns (b), (d), and (e). .		-60,607		7,546,278	2,500

13 **Total.** Add line 12, columns (b), (d), and (e). 13 7,488,171

(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)
11	THE FOUNDATION GENERATED UNRELATED BUSINESS TAXABLE LOSS (UBIT) FROM
11	INVESTMENTS IN PARTNERSHIPS

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

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

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 or fiduciary) is based on all information of which preparer has any knowledge

******	2013-11-12	******
Signature of officer or trustee	Date	Title

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

Paid Preparer Use Only

Print/Type preparer's name	Preparer's Signature	Date	Check if self-employed ▶ ☐	PTIN
JANICE PAGE CPA	JANICE PAGE CPA	2013-11-12		P00059862
Firm's name ▶	BALL BAKER LEAKE LLC		Firm's EIN ▶ 14-1845945	
Firm's address ▶	122 E 42 STREET 810 NEW YORK, NY 10168		Phone no (212) 661-1630	

Part III **Information Regarding Transfer of Property** (see instructions)

Type of property	(a) Date of transfer	(b) Description of property	(c) Fair market value on date of transfer	(d) Cost or other basis	(e) Gain recognized on transfer
Cash	03-30-2012	[redacted]	1,057,375	[redacted]	[redacted]
Stock and securities					
Installment obligations, account receivables or similar property					
Foreign currency or other property denominated in foreign currency					
Inventory					
Assets subject to depreciation recapture (see Temp Regs sec 1 367(a)-4T(b))					
Tangible property used in trade or business not listed under another category					
Intangible property					
Property to be leased (as described in final and temp Regs sec 1 367(a)-4(c)					
Property to be sold (as described in Temp Regs sec 1 367(a)-4T(d))					
Transfers of oil and gas working interests (as described in Temp Regs sec 1 367(a)-4T(e))					
Other property					

Supplemental Information Required To Be Reported (see instructions)

Part II Annualized Income Installment Method

		(a)	(b)	(c)	(d)
20 Annualization periods (see instructions)	**20**	First 2 months	First 3 months	First 6 months	First 9 months
21 Enter taxable income for each annualization period (see instructions for the treatment of extraordinary items)	**21**				
22 Annualization amounts (see instructions)	**22**	6	4	2	1 33333
23a Annualized taxable income Multiply line 21 by line 22	**23a**				
b Extraordinary items (see instructions)	**23b**				
c Add lines 23a and 23b	**23c**				
24 Figure the tax on the amount on line 23c using the instructions for Form 1120, Schedule J, line 2 (or comparable line of corporation's return)	**24**				
25 Enter any alternative minimum tax for each payment period (see instructions)	**25**				
26 Enter any other taxes for each payment period (see instructions)	**26**				
27 Total tax Add lines 24 through 26	**27**				
28 For each period, enter the same type of credits as allowed on Form 2220, lines 1 and 2c (see instructions)	**28**				
29 Total tax after credits Subtract line 28 from line 27 If zero or less, enter -0-	**29**				
30 Applicable percentage	**30**	25%	50%	75%	100%
31 Multiply line 29 by line 30	**31**				

Part III Required Installments

Note: *Complete lines 32 through 38 of one column before completing the next column.*		1st installment	2nd installment	3rd installment	4th installment
32 If only Part I or Part II is completed, enter the amount in each column from line 19 or line 31 If both parts are completed, enter the **smaller** of the amounts in each column from line 19 or line 31	**32**	0	0	0	0
33 Add the amounts in all preceding columns of line 38 (see instructions)	**33**				
34 **Adjusted seasonal or annualized income installments.** Subtract line 33 from line 32 If zero or less, enter -0-	**34**				
35 Enter 25% of line 5 on page 1 of Form 2220 in each column **Note:** *"Large corporations," see the instructions for line 10 for the amounts to enter.*	**35**	16,295	16,294	16,295	16,294
36 Subtract line 38 of the preceding column from line 37 of the preceding column	**36**		16,295	32,589	48,884
37 Add lines 35 and 36	**37**	16,295	32,589	48,884	65,178
38 **Required installments.** Enter the **smaller** of line 34 or line 37 here and on page 1 of Form 2220, line 10 (see instructions)	**38**	0	0	0	0

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d

(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)
STRATEGIC PRIVATE EQUITY FUND III LP	P		
STRATEGIC PRIVATE EQUITY FUND III LP	P		
STRATEGIC PRIVATE EQUITY FUND III LP	P		
STRATEGIC PRIVATE EQUITY FUND III LP	P		
STRATEGIC PRIVATE EQUITY FUND II LP	P		
STRATEGIC PRIVATE EQUITY FUND II LP	P		
STRATEGIC PRIVATE EQUITY FUND II LP	P		
STRATEGIC GLOBAL BALANCED INST TRUST I	P		
STRATEGIC GLOBAL BALANCED INST TRUST I	P		
STRATEGIC GLOBAL BALANCED INST TRUST I	P		
STRATEGIC GLOBAL BALANCED INST TRUST I	P		
SALE OF HANAPEPE HOUSE	P		
SALE OF FURNISHINGS	P		

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h

(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)
12,113			12,113
159,168			159,168
		136	-136
		64	-64
		6,484	-6,484
687,882			687,882
		10,789	-10,789
681,208			681,208
870,123			870,123
161,906			161,906
1,449,151			1,449,151
3,488,492	204,241	5,589,522	-1,896,789
49,486	94,336	146,481	-2,659

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			**(l)** Gains (Col (h) gain minus col (k), but not less than -0-) **or** Losses (from col (h))
(i) F M V as of 12/31/69	**(j)** Adjusted basis as of 12/31/69	**(k)** Excess of col (i) over col (j), if any	
			12,113
			159,168
			-136
			-64
			-6,484
			687,882
			-10,789
			681,208
			870,123
			161,906
			1,449,151
			-1,896,789
			-2,659

Form 990PF Part XV Line 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*				
'AHA PUNANA LEO 96 PUUHONU PLACE HILO,HI 96720	N/A	NON-PROFIT	HOPE FOR KIDS TO DEVELOP/IMPLEMENT AGE APPROPRIATE MALA CURRICULUM	220,000
ALOHA HARVEST INC 3599 WAIALAE AVENUE SUITE 23 HONOLULU,HI 96816	N/A	NON-PROFIT	FIRST GENERATION OPERATING SUPPORT	300,000
CHILD AND FAMILY SERVICE 2970 KELE STREET STE 203 LIHUE,HI 96766	N/A	NON-PROFIT	SAFETY NET OPERATING SUPPORT	50,000
DOCTORS WITHOUT BORDERS 333 7TH AVENUE 2ND FL NEW YORK,NY 10001	N/A	NON-PROFIT	HUMANITARIAN RELIEF EMERGENCY RELIEF FUND	275,000
FRIENDS OF THE FUTURE (NA KAHUMOKU) 64-1032 MAMALAHOA HIGHWAY KAMUELA,HI 96743	N/A	NON-PROFIT	HOPE FOR KIDS TO EXPAND AND ENHANCE NA KAHUMOKU ECO-LEADERSHIP	110,000
GLOBAL GREENGRANTS FUND 2840 WILDERNESS PLACE BOULDER,CO 80301	N/A	NON-PROFIT	ENVIRONMENTAL FOR SMALL GRANTS IN THE GLOBAL SOUTH	125,000
HALE KIPA INC 615 PIIKOI STREET HONOLULU,HI 96814	N/A	NON-PROFIT	FIRST GENERATION FOR ORGANIZATIONAL DEVELOPMENT AND CASH FLOW	408,750
HAWAI'I ALLIANCE OF NONPROFIT ORGANIZATIONS AKA HANO 33 SOUTH KING ST STE 501 HONOLULU,HI 96813	N/A	NON-PROFIT	OPERATING SUPPORT	50,000
HAWAI'I CONSERVATION ALLIANCE FOUNDATION 677 ALA MOANA BLVD SUITE 320 HONOLULU,HI 96813	N/A	NON-PROFIT	ENVIRONMENT VARIOUS GRANTS	193,600
HAWAI'I NATURE CENTER INC 2131 MAKIKI HEIGHTS DRIVE HONOLULU,HI 96822	N/A	NON-PROFIT	FIRST GENERATION ENABLE LOW-INCOME ELEMENTARY STUDENTS TO PARTICIPATE IN PROGRAMS	225,000
HAWAI'I PACIFIC PARKS ASSOCIATION LTD (HALEAKALA NATIONAL PARK) PO BOX 74 HAWAII NATIONAL PARKS,HI 96718	N/A	NON-PROFIT	ENVIRONMENT INTERNSHIP PROGRAM AT HALEAKALA NATIONAL PARK	60,000
HO'ALA SCHOOL 1067 CALIFORNIA AVE A WAHIAWA,HI 96786	N/A	NON-PROFIT	FIRST GENERATION TUITION SCHOLARSHIP	60,000
HOA'AINA O MAKAHA 84-766 LAHAINA ST WAIANAE,HI 96792	N/A	NON-PROFIT	HOPE FOR KIDS FOR PROGRAM AND CAPITAL ENHANCEMENTS	137,500
HUI MALAMA O KE KAI FOUNDATION 41-1537 KALANIANA OLE HWY STE 201B WAIMANALO,HI 96795	N/A	NON-PROFIT	HOPE FOR KIDS FOR PROGRAM ENHANCEMENTS	152,500
INTERNATIONAL UNION FOR CONSERVATION OF NATURE & NATURAL RESOURCES UTD ST 1630 CONNECTICUT AVENUE NW SUITE 300 WASHINGTON,DC 20009	N/A	NON-PROFIT	ENVIRONMENT HAWAII GREEN GROWTH INITIATIVE FOR GENERAL SUPPORT OF THE INITIATIVE	25,000

Form 990PF Part XV Line 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*				
KA HALE A KE OLA HOMELESS RESOURCE CENTER 670 WAIALE ROAD WAILUKU,HI 96793	N/A	NON-PROFIT	SAFETY NET OPERATING SUPPORT	50,000
KA'ALA FARM INC PO BOX 630 WAIANAE,HI 96792	N/A	NON-PROFIT	HOPE FOR KIDS TO EXPAND AND ENHANCE WORK WITH THE NATURAL RESOURCES ACADEMY	135,000
KHM INTERNATIONAL AKA KA HONUA MOMANA PO BOX 482188 KAUNAKAKAI,HI 96748	N/A	NON-PROFIT	HOPE FOR KIDS TO HELP THE ORGANIZATION BUILD CAPACITY	100,000
KOKUA KALIHI VALLEY 2239 N SCHOOL ST HONOLULU,HI 96819	N/A	NON-PROFIT	HOPE FOR KIDS PROGRAM AND CAPITAL ENHANCEMENTS	165,000
KUPU 4211 WAIALAE AVE STE 1020 HONOLULU,HI 96816	N/A	NON-PROFIT	ENVIRONMENT AND HOPE FOR KIDS VARIOUS GRANTS	213,500
MA KA HANA KA 'IKE BUILDING PROGRAM PO BOX 968 HANA,HI 96713	N/A	NON-PROFIT	HOPE FOR KIDS BUILDING PROGRAM	185,000
MAUI FOOD BANK 760 KOLU STREET WAILUKU,HI 96793	N/A	NON-PROFIT	SAFETY NET OPERATING SUPPORT	55,000
NATIONAL TROPICAL BOTANICAL GARDEN 3530 PAPALINA ROAD KALAHEO,HI 96741	N/A	NON-PROFIT	ENVIRONMENT GERMPLASM FACILITIES PLANNING	75,000
ROMAN CATHOLIC CHURCH STATE OF HAWAII 140 B HOLOMUA ST HILO,HI 96820	N/A	NON-PROFIT	SAFETY NET GENERAL OPERATING SUPPORT FOR THE OFFICE OF SOCIAL MINISTRIES	90,000
SAVE THE CHILDREN 54 WILTON ROAD WESTPORT,CT 06880	N/A	NON-PROFIT	HUMANITARIAN RELIEF ALLIANCE COOPERATION IN EMERGENCIES/LIBERIA/HAKIMA/TURKEY	425,000
STATE OF HAWAI'I DEPARTMENT OF EDUCATION 3060 EIWA ST LIHUE,HI 96766	N/A	NON-PROFIT	FIRST GENERATION RESOURCE TEACHER AT KOKE'E DISCOVERY CENTER	57,000
STORYBOOK THEATRE OF HAWAII 3814 HANNAPEPE ROAD PO BOX 820 HANAPEPE,HI 96716	N/A	NON-PROFIT	FIRST GENERATION OPERATING SUPPORT	20,000
THE KOHALA CENTER INC PO BOX 437462 KAMUELA,HI 96743	N/A	NON-PROFIT	HOPE FOR KIDS EXPAND/ENHANCE SCHOOL GARDEN NETWORK	137,500
THE NATURE CONSERVANCY 923 NUUANU AVE HONOLULU,HI 96817	N/A	NON-PROFIT	ENVIRONMENT MARINE FELLOWS	100,000
UNIVERSITY OF HAWAI'I AT HILO 640 NORTH AOHOKU STREET SUITE 105 HILO,HI 96720	N/A	NON-PROFIT	ENVIRONMENT PACIFIC ISLAND PROGRAMS FOR EXPLORING SCIENCE INTERNSHIP PROJECT	100,000

Form 990PF Part XV Line 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*				
UNIVERSITY OF HAWAI'I FOUNDATION 2444 DOLE STREET HONOLULU,HI 96828	N/A	NON-PROFIT	ENVIRONMENT VARIOUS GRANTS	445,182
UNIVERSITY OF HAWAI'I 2444 DOLE STREET HONOLULU,HI 96828	N/A	NON-PROFIT	ENVIRONMENT CGAPS FEDERAL INSPECTION & PREVENTION PRIORITIES	208,191
WAIPA FOUNDATION PO BOX 1189 HANALEI,HI 96714	N/A	NON-PROFIT	HOPE FOR KIDS EXPANSION OF THE YOUTH OUTREACH	137,500
Total . . . . ▶ **3a**				5,091,223

Form 990PF Part XV Line 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
b *Approved for future payment*				
ALOHA HARVEST INC3599 WAIALAE AVENUE SUITE 23 HONOLULU, HI 96816	N/A	NON-PROFIT	FIRST GENERATION OPERATING SUPPORT	200,000
BISHOP MUSEUM1525 BERNICE STREET HONOLULU, HI 96817	N/A	NON-PROFIT	ENVIRONMENTAL CGAPS STATE BIOFOULING RISK ASSESSMENT	20,000
DOCTORS WITHOUT BORDERS333 7TH AVENUE 2ND FL NEW YORK, NY 10001	N/A	NON-PROFIT	HUMANITARIAN RELIEF EMERGENCY RELIEF FUND	1,100,000
HALE KIPA INC615 PIIKOI STREET HONOLULU, HI 96814	N/A	NON-PROFIT	FIRST GENERATION FOR ORGANIZATIONAL DEVELOPMENT AND CASH FLOW	300,000
HAWAI'I ALLIANCE OF NONPROFIT ORGANIZATIONS AKA HANO33 SOUTH KING ST STE 501 HONOLULU, HI 96813	N/A	NON-PROFIT	OPERATING SUPPORT	100,000
KUPU4211 WAIALAE AVE STE 1020 HONOLULU, HI 96816	N/A	NON-PROFIT	ENVIRONMENT INTERNSHIP PROJECT	125,000
SAVE THE CHILDREN54 WILTON ROAD WESTPORT, CT 06880	N/A	NON-PROFIT	HUMANITARIAN RELIEF ALLIANCE COOPERATION IN EMERGENCIES AND 3YR SUPPORT	425,000
STORYBOOK THEATRE OF HAWAII 3814 HANNAPEPE ROAD PO BOX 820 HANAPEPE, HI 96716	N/A	NON-PROFIT	FIRST GENERATION OPERATING SUPPORT	20,000
THE NATURE CONSERVANCY923 NUUANU AVE HONOLULU, HI 96817	N/A	NON-PROFIT	ENVIRONMENT MERINE FELLOWS	100,000
UNIVERSITY OF HAWAI'I AT HILO 640 NORTH AOHOKU STREET SUITE 105 HILO, HI 96720	N/A	NON-PROFIT	ENVIRONMENT THE PACIFIC ISLAND PROGRAMS FOR EXPLORING ESIENCE INTERNSHIP PROJECT	100,000
UNIVERSITY OF HAWAI'I FOUNDATION2444 DOLE STREET HONOLULU, HI 96828	N/A	NON-PROFIT	ENVIRONMENT FOR GRADUATE ASSISTANTSHIP	324,560
Total . . . . ▶ **3b**				2,814,560

TY 2012 Accounting Fees Schedule

Name: HAU'OLI MAU LOA FOUNDATION

EIN: 13-3588071

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
BALL BAKER LEAKE LLP	76,852	0		76,852
AKAMINE OYADOMARI & KOSAKI CPAS INC	10,567	845		9,722

Note: To capture the full content of this document, please select landscape mode (11" x 8.5") when printing.

TY 2012 Depreciation Schedule

Name: HAU'OLI MAU LOA FOUNDATION

EIN: 13-3588071

Description of Property	Date Acquired	Cost or Other Basis	Prior Years' Depreciation	Computation Method	Rate / Life (# of years)	Current Year's Depreciation Expense	Net Investment Income	Adjusted Net Income	Cost of Goods Sold Not Included
EQUIPMENT	2008-12-15	8,945	5,897	SL	5 000000000000	1,789	0		
FURNITURE & FIXTURE-TRNA	2008-05-31	146,481	74,985	SL	7 000000000000	19,351	0		
FURNITURE & FIXTURE	2008-11-21	1,274	568	SL	7 000000000000	182	0		
LAND-TRNA	2008-05-31	3,539,916		L		0	0		
BUILDING-TRNA	2008-05-31	1,770,084	162,636	SL	39 000000000000	43,463	0		
EQUIPMENT	2009-09-02	3,011	1,606	SL	5 000000000000	602	0		
LEASEHOLD IMPROVEMENTS	2010-06-01	1,093,444	109,003	SL	15 000000000000	72,896	0		
FURNITURE & FIXTURE	2010-06-15	93,377	21,566	SL	7 000000000000	13,340	0		
EQUIPMENT	2010-06-15	24,980	8,534	SL	5 000000000000	4,996	0		
LEASEHOLD IMPROVEMENTS	2011-07-01	6,873	164	SL	15 000000000000	458	0		
EQUIPMENT	2011-12-29	2,247		SL	5 000000000000	449	0		

TY 2012 General Explanation Attachment

Name: HAU'OLI MAU LOA FOUNDATION

EIN: 13-3588071

Identifier	Return Reference	Explanation
		PAGE 3, PART IV, CAPITAL INVESTEMNT INCOME NEGATIVE GROSS PROCEEDS PRESENTED ON THE CAPITAL GAINS SCHEDULE REPRESENT A RECONCILIATION OFREPORTED GAINS TO DIRECT PROCEEDS RECEIVED FROM SALES THE NEGATIVE FIGURE IS REQUIRED TO RECONCILE TO FLOW THROUGH CAPITAL RESULTS FROM THE UNDERLYING PARTNERSHIPS

TY 2012 Investments - Other Schedule

Name: HAU'OLI MAU LOA FOUNDATION

EIN: 13-3588071

Category/ Item	Listed at Cost or FMV	Book Value	End of Year Fair Market Value
STRATEGIC PRIVATE EQUITY FD II, LLC	AT COST	5,033,166	5,033,166
GLOBAL BALANCED INST TRUST I	AT COST	123,065,965	123,065,965
STRATEGIC PRIVATE EQUITY FD III, LP	AT COST	5,300,232	5,300,232
NORTHERN TRUST #9285	AT COST	50	50

TY 2012 Land, Etc. Schedule

Name: HAU'OLI MAU LOA FOUNDATION

EIN: 13-3588071

Category / Item	Cost / Other Basis	Accumulated Depreciation	Book Value	End of Year Fair Market Value
EQUIPMENT	8,945	7,686	1,259	
FURNITURE & FIXTURE	1,274	750	524	
EQUIPMENT	3,011	2,208	803	
LEASEHOLD IMPROVEMENTS	1,093,444	181,899	911,545	
FURNITURE & FIXTURE	93,377	34,906	58,471	
EQUIPMENT	24,980	13,530	11,450	
LEASEHOLD IMPROVEMENTS	6,873	622	6,251	
EQUIPMENT	2,247	449	1,798	

TY 2012 Legal Fees Schedule

Name: HAU'OLI MAU LOA FOUNDATION

EIN: 13-3588071

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
DEBEVOISE & PLIMPTON LLP	5,729	0		1,887
PITLUCK KIDO & AIPA LLLP	7,271	0		7,271
CADES SCHUTTE LLP	242	0		242
GOODSILL ANDERSON QUINN & STIFEL	13,681	0		18,681

TY 2012 Other Assets Schedule

Name: HAU'OLI MAU LOA FOUNDATION

EIN: 13-3588071

Description	Beginning of Year - Book Value	End of Year - Book Value	End of Year - Fair Market Value
SECURITY DEPOSIT	13,206	13,206	13,206

TY 2012 Other Decreases Schedule

Name: HAU'OLI MAU LOA FOUNDATION

EIN: 13-3588071

Description	Amount
VALUE DECREASE IN BENEFICIAL INTEREST IN TRUST	42,413

TY 2012 Other Expenses Schedule

Name: HAU'OLI MAU LOA FOUNDATION

EIN: 13-3588071

Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
PROGRAM EXPENSES	80,772	0		80,772
DELAWARE FRANCHISE TAX	284	284		0
OFFICE SUPPLIES	2,972	0		2,972
PROPERTY EXPENSE	43,340	0		46,133
UTILITIES	9,840	0		9,766
REPAIRS AND MAINTENANCE	7,809	0		7,809
ADMINISTRATIVE EXPENSES	100,806	0		108,630
CONSULTING EXPENSE	14,358	0		14,358
STRATEGIC PRIVATE EQUITY FUND II LLC	140,611	140,611		0
STRATEGIC PRIVATE EQUITY FUND III LP	218,742	218,742		0
POSTAGE AND DELIVERY	654	0		654
UTILITIES	4,631	4,631		0

TY 2012 Other Income Schedule

Name: HAU'OLI MAU LOA FOUNDATION

EIN: 13-3588071

Description	Revenue And Expenses Per Books	Net Investment Income	Adjusted Net Income
STRATEGIC PRIVATE EQUITY FUND III LP	37,412	37,412	37,412
STRATEGIC GLOBAL BALANCED INSTITUTIONAL TRUST I	1,961	1,961	1,961
STRATEGIC GLOBAL BALANCED INSTITUTIONAL TRUST I	3,428,519	3,428,519	3,428,519
STRATEGIC PRIVATE EQUITY FUND III LP	6,714	6,714	6,714
STRATEGIC PRIVATE EQUITY FUND II LP	44,134	44,134	44,134
STRATEGIC GLOBAL BALANCED INSTITUTIONAL TRUST I	9,759	9,759	9,759
HONORARIUM TO DIRECTOR	2,500		2,500
UBIT LOSS FR LTD PARTNERSHIPS	-60,607		-60,607

TY 2012 Other Increases Schedule

Name: HAU'OLI MAU LOA FOUNDATION

EIN: 13-3588071

Description	Amount
UNREALIZED GAIN	8,165,239

TY 2012 Other Liabilities Schedule

Name: HAU'OLI MAU LOA FOUNDATION

EIN: 13-3588071

Description	Beginning of Year - Book Value	End of Year - Book Value
PENSION PLAN PAYABLE	2,896	2,073
DEFERRED RENT BENEFITS	19,987	54,969
DEFERRED EXCISE TAX PAYABLE	70,000	233,000

TY 2012 Other Professional Fees Schedule

Name: HAU'OLI MAU LOA FOUNDATION

EIN: 13-3588071

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
INVESTMENT MGMT FEES	501,760	492,117		0
BECKER COMMUNICATIONS INC	1,719	0		1,719

TY 2012 Taxes Schedule

Name: HAU'OLI MAU LOA FOUNDATION

EIN: 13-3588071

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
FEDERAL EXCISE TAX	226,000	0		0
PAYROLL TAXES	44,031	0		44,031