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 , and ending

Name of foundation
ROBERT F. LANGE FOUNDATION

A Employer identification number
23-7241511

Number and street (or P O box number if mail is not delivered to street address) | Room/suite
P.O. BOX 3170, DEPT. 715

B Telephone number
(808) 694-4525

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

C If exemption application is pending, check here ▶ [ ]

G Check all that apply [ ] Initial return [ ] Initial return of a former public charity [ ] Final return [ ] Amended return [ ] Address change [ ] Name 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) ▶ $ 8,423,498.

J Accounting method [X] 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))

		(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			N/A	
	2 Check ▶ [X] if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments	310.	310.		STATEMENT 1
	4 Dividends and interest from securities	272,876.	272,876.		STATEMENT 2
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	705,633.			
	b Gross sales price for all assets on line 6a 7,711,978.				
	7 Capital gain net income (from Part IV, line 2)		705,633.		
	8 Net short-term capital gain				
	9 Income modifications				
	10a Gross sales less returns and allowances				
	b Less Cost of goods sold				
	c Gross profit or (loss)				
	11 Other income	-20,418.	0.		STATEMENT 3
	12 **Total.** Add lines 1 through 11	958,401.	978,819.		
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	43,760.	19,692.		24,068.
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees				
	b Accounting fees STMT 4	3,000.	900.		2,100.
	c Other professional fees STMT 5	62,097.	62,097.		0.
	17 Interest				
	18 Taxes STMT 6	20,337.	4,156.		0.
	19 Depreciation and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses STMT 7	5.	0.		5.
	24 **Total operating and administrative expenses.** Add lines 13 through 23	129,199.	86,845.		26,173.
	25 Contributions, gifts, grants paid	430,000.			430,000.
	26 **Total expenses and disbursements.** Add lines 24 and 25	559,199.	86,845.		456,173.
	27 Subtract line 26 from line 12				
	a Excess of revenue over expenses and disbursements	399,202.			
	b **Net investment income** (if negative, enter -0-)		891,974.		
	c **Adjusted net income** (if negative, enter -0-)			N/A	

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11180909 791519 M44283 2012.04010 ROBERT F. LANGE FOUNDATION M44283 1

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

		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1 Cash - non-interest-bearing			
	2 Savings and temporary cash investments	209,646.	536,623.	536,621.
	3 Accounts receivable ▶			
	Less. allowance for doubtful accounts ▶			
	4 Pledges receivable ▶			
	Less: allowance for doubtful accounts ▶			
	5 Grants receivable			
	6 Receivables due from officers, directors, trustees, and other disqualified persons			
	7 Other notes and loans receivable ▶			
	Less: allowance for doubtful accounts ▶			
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges			
	10a Investments - U S and state government obligations			
	b Investments - corporate stock			
	c Investments - corporate bonds			
	11 Investments - land, buildings, and equipment basis ▶			
	Less: accumulated depreciation ▶			
	12 Investments - mortgage loans			
	13 Investments - other STMT 8	7,021,141.	7,093,366.	7,886,877.
	14 Land, buildings, and equipment basis ▶			
	Less. accumulated depreciation ▶			
	15 Other assets (describe ▶)			
	16 **Total assets** (to be completed by all filers)	7,230,787.	7,629,989.	8,423,498.
Liabilities	17 Accounts payable and accrued expenses			
	18 Grants payable			
	19 Deferred revenue			
	20 Loans from officers, directors, trustees, and other disqualified persons			
	21 Mortgages and other notes payable			
	22 Other liabilities (describe ▶)			
	23 **Total liabilities** (add lines 17 through 22)	0.	0.	
Net Assets or Fund Balances	**Foundations that follow SFAS 117, check here** ▶ ☐ **and complete lines 24 through 26 and lines 30 and 31.**			
	24 Unrestricted			
	25 Temporarily restricted			
	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	7,230,787.	7,629,989.	
	28 Paid-in or capital surplus, or land, bldg , and equipment fund	0.	0.	
	29 Retained earnings, accumulated income, endowment, or other funds	0.	0.	
	30 **Total net assets or fund balances**	7,230,787.	7,629,989.	
	31 **Total liabilities and net assets/fund balances**	7,230,787.	7,629,989.	

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	7,230,787.
2 Enter amount from Part I, line 27a	2	399,202.
3 Other increases not included in line 2 (itemize) ▶	3	0.
4 Add lines 1, 2, and 3	4	7,629,989.
5 Decreases not included in line 2 (itemize) ▶	5	0.
6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	7,629,989.

Part IV Capital Gains and Losses for Tax on Investment Income

	(a) List and describe the kind(s) of property sold (e g , real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co)	(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo , day, yr)	(d) Date sold (mo , day, yr.)
1a	PUBLICLY TRADED SECURITIES	P	VARIOUS	VARIOUS
b	PUBLICLY TRADED SECURITIES	P	VARIOUS	VARIOUS
c	LITIGATION PROCEEDS - PUBLICLY TRADED			
d	SECURITIES	P	VARIOUS	VARIOUS
e	CAPITAL GAINS DIVIDENDS			

	(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	5,140,935.		4,944,403.	196,532.
b	2,569,170.		2,061,942.	507,228.
c				
d	42.			42.
e	1,831.			1,831.

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				196,532.
b				507,228.
c				
d				42.
e				1,831.

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 } 2 705,633.

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

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

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

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

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period? ☐ Yes ☒ No

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

1 Enter the appropriate amount in each column for each year, see 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	455,282.	8,347,735.	.054540
2010	417,105.	7,993,933.	.052178
2009	421,053.	7,306,296.	.057629
2008	525,177.	9,116,448.	.057608
2007	534,325.	10,402,628.	.051364

2	Total of line 1, column (d)	2	.273319
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	.054664
4	Enter the net value of noncharitable-use assets for 2012 from Part X, line 5	4	8,147,524.
5	Multiply line 4 by line 3	5	445,376.
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	8,920.
7	Add lines 5 and 6	7	454,296.
8	Enter qualifying distributions from Part XII, line 4	8	456,173.

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 ▶ [X] and enter 1% of Part I, line 27b		1	8,920.
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	8,920.
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	8,920.
6	Credits/Payments			
a	2012 estimated tax payments and 2011 overpayment credited to 2012	6a 13,080.		
b	Exempt foreign organizations - tax withheld at source	6b		
c	Tax paid with application for extension of time to file (Form 8868)	6c 14,000.		
d	Backup withholding erroneously withheld	6d		
7	Total credits and payments. Add lines 6a through 6d		7	27,080.
8	Enter any **penalty** for underpayment of estimated tax. Check here [X] 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	18,160.
11	Enter the amount of line 10 to be: **Credited to 2013 estimated tax** ▶ 8,920. **Refunded** ▶		11	9,240.

Part VII-A Statements Regarding Activities

		Line	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 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 ▶ $ 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		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? N/A	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		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) ▶ HI			
b	If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by *General Instruction G? If "No," attach explanation*	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 2012 or the taxable year beginning in 2012 (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 ▶ N/A

14 The books are in care of ▶ BANK OF HAWAII Telephone no. ▶ (808) 694-4525

Located at ▶ 111 SO. KING ST., HONOLULU, HI ZIP+4 ▶ 96813

15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here ▶ ☐

and enter the amount of tax-exempt interest received or accrued during the year ▶ 15 N/A

			Yes	No
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		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 ▶			

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

File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.

			Yes	No
1a	During the year did the foundation (either directly or indirectly)			
	(1) Engage in the sale or exchange, or leasing of property with a disqualified person? ☐ Yes ☒ No			
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? ☐ Yes ☒ No			
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? ☐ Yes ☒ No			
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? ☒ Yes ☐ No			
	(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? ☐ Yes ☒ No			
	(6) Agree to pay money or property to a government official? (**Exception.** Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days) ☐ Yes ☒ No			
b	If any answer is "Yes" to 1a(1)-(6), did **any** of the acts fail to qualify under the exceptions described in Regulations section 53 4941(d)-3 or in a current notice regarding disaster assistance (see instructions)?	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 2012?	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 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 ▶ ____, ____, ____, ____			
b	Are there any years listed in 2a for which the foundation is **not** applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to **all** years listed, answer "No" and attach statement - see instructions) N/A	2b		
c	If the provisions of section 4942(a)(2) are being applied to **any** of the years listed in 2a, list the years here ▶ ____, ____, ____, ____			
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? ☐ Yes ☒ No			
b	If "Yes," did it have excess business holdings in 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.)* N/A	3b		
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a		X
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2012?	4b		X

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

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

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

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

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

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

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

b If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53 4945 or in a current notice regarding disaster assistance (see instructions)? N/A | 5b |

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

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

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

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

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? | 6b | | X

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

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

b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction? N/A | 7b |

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

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

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
SEE STATEMENT 9		43,760.	0.	0.

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

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

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

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

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

(a) Name and address of each person paid more than $50,000	(b) Type of service	(c) Compensation
NONE		
Total number of others receiving over $50,000 for professional services ▶		0

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

List the foundation's four largest direct charitable activities during the tax year Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc	Expenses
1 N/A	
2	
3	
4	

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

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2	Amount
1 N/A	
2	
All other program-related investments See instructions 3	
Total. Add lines 1 through 3 ▶	0.

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	7,935,670.
b	Average of monthly cash balances	1b	335,928.
c	Fair market value of all other assets	1c	
d	Total (add lines 1a, b, and c)	1d	8,271,598.
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	8,271,598.
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	124,074.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3 Enter here and on Part V, line 4	5	8,147,524.
6	**Minimum investment return.** Enter 5% of line 5	6	407,376.

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	407,376.
2a	Tax on investment income for 2012 from Part VI, line 5 — 2a 8,920.		
b	Income tax for 2012 (This does not include the tax from Part VI) — 2b		
c	Add lines 2a and 2b	2c	8,920.
3	Distributable amount before adjustments Subtract line 2c from line 1	3	398,456.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	398,456.
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	398,456.

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	456,173.
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	456,173.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income Enter 1% of Part I, line 27b	5	8,920.
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	447,253.

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				398,456.
2 Undistributed income, if any, as of the end of 2012				
a Enter amount for 2011 only			28,248.	
b Total for prior years ____ , ____ , ____		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 ▶ $ 456,173.				
a Applied to 2011, but not more than line 2a			28,248.	
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				398,456.
e Remaining amount distributed out of corpus	29,469.			
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	29,469.			
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 instr			0.	
f Undistributed income for 2012 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2013				0.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3)	0.			
8 Excess distributions carryover from 2007 not applied on line 5 or line 7	0.			
9 **Excess distributions carryover to 2013.** Subtract lines 7 and 8 from line 6a	29,469.			
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 29,469.				

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

1 a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2012, enter the date of the ruling ▶

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

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

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

1 Information Regarding Foundation Managers:

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

NONE

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

NONE

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

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

a The name, address, and telephone number or e-mail 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*				
CHILD AND FAMILY SERVICE 91-1841 FORT WEAVER ROAD EWA BEACH, HI 96706-1909			HEALTHY START PROGRAM	215,000.
HONOLULU ACADEMY OF ARTS 900 SOUTH BERETANIA ST. HONOLULU, HI 96814-1495			JPNSE COLLECTION CONSERVATION, DATABASE, NET ACCESS	215,000.
Total			▶ 3a	430,000.
b *Approved for future payment*				
NONE				
Total			▶ 3b	0.

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
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
1 Program service revenue					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments			14	310.	
4 Dividends and interest from securities			14	272,876.	
5 Net rental income or (loss) from real estate.					
a Debt-financed property					
b Not debt-financed property					
6 Net rental income or (loss) from personal property					
7 Other investment income	900099	-20,418.			
8 Gain or (loss) from sales of assets other than inventory			18	705,633.	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue					
a					
b					
c					
d					
e					
12 Subtotal Add columns (b), (d), and (e)		-20,418.		978,819.	0.

13 Total. Add line 12, columns (b), (d), and (e) 13 958,401.

(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)

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	

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

b If "Yes," complete the following schedule

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

Sign Here

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

Marilyn M. Muraoka (signature) | 11/4/2013 | Secretary/Treasurer

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
JAY YAMAUCHI	(signature)	OCT 17 2013		P00529803

Firm's name ▶ BANK OF HAWAII | Firm's EIN ▶ 99-0033900

Firm's address ▶ P.O. BOX 3170, DEPT. 715
HONOLULU, HI 96802-3170 | Phone no 808-694-4478

Form **990-PF** (2012)

223622
12-05-12

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

SOURCE	AMOUNT
DREYFUS CASH MANAGEMENT	310.
TOTAL TO FORM 990-PF, PART I, LINE 3, COLUMN A	310.

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 2

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
BANK OF HAWAII # M27417	274,707.	1,831.	272,876.
TOTAL TO FM 990-PF, PART I, LN 4	274,707.	1,831.	272,876.

FORM 990-PF OTHER INCOME STATEMENT 3

DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
ENERGY TRANSFER PARTNERS	-4,449.	0.	
ENERGY TRANSFER EQUITY LP	-458.	0.	
ENTERPRISE PRODUCTS PARTNERS LP	-6,008.	0.	
KINDER MORGAN ENERGY PARTNERS LP	-7,189.	0.	
PLAINS ALL AMERICAN PIPELINE LP	-729.	0.	
ONEOK PARTNERS LP	-1,585.	0.	
TOTAL TO FORM 990-PF, PART I, LINE 11	-20,418.	0.	

FORM 990-PF ACCOUNTING FEES STATEMENT 4

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
TAX PREPARATION FEE	3,000.	900.		2,100.
TO FORM 990-PF, PG 1, LN 16B	3,000.	900.		2,100.

FORM 990-PF OTHER PROFESSIONAL FEES STATEMENT 5

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
INVESTMENT MANAGEMENT FEE	62,097.	62,097.		0.
TO FORM 990-PF, PG 1, LN 16C	62,097.	62,097.		0.

FORM 990-PF TAXES STATEMENT 6

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
FOREIGN TAXES	4,156.	4,156.		0.
FEDERAL EXCISE TAX - 2011 990-PF BALANCE DUE	3,101.	0.		0.
FEDERAL EXCISE TAX - 2012 QTR 1 ESTIMATED TAX	3,270.	0.		0.
FEDERAL EXCISE TAX - 2012 QTR 2 ESTIMATED TAX	3,270.	0.		0.
FEDERAL EXCISE TAX - 2012 QTR 4 ESTIMATED TAX	3,270.	0.		0.
FEDERAL EXCISE TAX - 2012 QTR 3 ESTIMATED TAX	3,270.	0.		0.
TO FORM 990-PF, PG 1, LN 18	20,337.	4,156.		0.

FORM 990-PF OTHER EXPENSES STATEMENT 7

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

FORM 990-PF OTHER INVESTMENTS STATEMENT 8

DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
SEE ASSET DETAIL STATEMENT 1 ATTACHED	COST	6,907,381.	7,665,638.
ENERGY TRANSFER PARTNERS LP	COST	36,259.	40,698.
ENERGY TRANSFER EQUITY LP	COST	9,021.	11,188.
ENTERPRISE PRODUCTS PARTNERS LP	COST	42,658.	55,288.
KINDER MORGAN ENERGY PARTNERS LP	COST	38,993.	47,315.
ONEOK PARTNERS LP	COST	27,509.	28,939.
PLAINS ALL AMERICAN PIPELINE LP	COST	21,197.	27,415.
LINN ENERGY LLC	COST	10,348.	10,396.
TOTAL TO FORM 990-PF, PART II, LINE 13		7,093,366.	7,886,877.

FORM 990-PF PART VIII - LIST OF OFFICERS, DIRECTORS TRUSTEES AND FOUNDATION MANAGERS STATEMENT 9

NAME AND ADDRESS	TITLE AND AVRG HRS/WK	COMPEN-SATION	EMPLOYEE BEN PLAN CONTRIB	EXPENSE ACCOUNT
RUEDI F. THOENI P.O. BOX 3170 HONOLULU, HI 96802-3170	VP/DIRECTOR 0.00	0.	0.	0.
MARILYNN MATSUMOTO P.O. BOX 3170 HONOLULU, HI 96802-3170	TREAS/SEC/DIRECTOR 1.00	0.	0.	0.
DAVID FRANKLIN P.O. BOX 3170 HONOLULU, HI 96802-3170	VP/DIRECTOR 0.00	0.	0.	0.
PATTI LYONS P.O. BOX 3170 HONOLULU, HI 96802-3170	VP/DIRECTOR 0.00	0.	0.	0.
MARY F. WILLIAMSON P.O. BOX 3170 HONOLULU, HI 96802-3170	VP/DIRECTOR 0.00	0.	0.	0.
BANK OF HAWAII P.O. BOX 3170 HONOLULU, HI 96802-3170	FISCAL AGENT 1.00	43,760.	0.	0.

JOHN LOCKWOOD P.O. BOX 3170 HONOLULU, HI 96802-3170	PRES/DIRECTOR 1.00	0.	0.	0.
TOTALS INCLUDED ON 990-PF, PAGE 6, PART VIII		43,760.	0.	0.

Robert F. Lange Foundation
Attachment to Form 990-PF
Asset Detail
For the Year Ended 12/31/12

23-7241511

Description	Units	Book Value	Market Value
00206R102 AT&T INC	847.000	25,317 85	28,552 00
002824100 ABBOTT LABORATORIES	638.000	35,312.92	41,789.00
00507V109 ACTIVISION BLIZZARD INC	2,405.000	27,681.31	25,541.00
008281AL1 AFRICAN DEVELOPMENT BANK SUB NOTES 6.875% 10/15/2015	30,000.000	35,079.30	34,353.00
00971T101 AKAMAI TECHNOLOGIES	770.000	28,266.16	31,501.00
02076X102 ALPHA NATURAL RESOURCES INC	3,075 000	27,870.26	29,951.00
025816AQ2 AMERICAN EXPRESS CO SR UNSECURED 4.875% 07/15/2013	30,000 000	31,658.40	30,698.00
026874CS4 AMERICAN INTL GROUP NOTES 3.8% 03/22/2017	5,000.000	4,989.85	5,412.00
030420103 AMERICAN WATER WORKS CO INC	1,079.000	34,240.77	40,063.00
054536107 AXA SP ADR	250.000	8,483 50	4,400.00
055262505 BASF SE SP ADR	625.000	33,281.00	58,628 00
05534B760 BCE INC	246.000	10,148.41	10,563 00
055451AK4 BHP FINANCE USA LTD COMPANY GUARNT 1.875% 11/21/2016	25,000 000	25,541.25	25,777 00
05565QBF4 BP CAPITAL MARKETS PLC SR UNSECURED 5.25% 11/07/2013	20,000 000	19,987 00	20,812 00
06050TKN1 BANK OF AMERICA NA SUB NOTES 5.3% 03/15/2017	35,000 000	34,847 93	39,365 00
063671101 BANK OF MONTREAL	203 000	11,510.12	12,444.00
064159AL0 BANK OF NOVA SCOTIA N Y AGY SR UNSECURED 1 85% 01/12/2015	20,000 000	20,143.95	20,482.00
066716AG6 AID-TUNISIA UNSECURED 1 686% 07/16/2019	15,000.000	15,277 05	14,925.00
071813109 BAXTER INTL INC	359.000	21,285 50	23,931.00
075887BB4 BECTON DICKINSON & CO SR UNSECURED 1 75% 11/08/2016	15,000.000	15,465 75	15,443 00
084664BD2 BERKSHIRE HATHAWAY FIN COMPANY GUARNT 4 6% 05/15/2013	20,000.000	21,553 80	20,310.00
084670AV0 BERKSHIRE HATHAWAY INC SR UNSECURED 3 2% 02/11/2015	45,000.000	45,995.40	47,375.00
088606108 BHP BILLITON LTD SP ADR	1,100 000	47,025 00	86,262 00
09247X101 BLACKROCK INC	155.000	29,431 65	32,040 00
110448107 BRITISH AMERICAN TOB-SP ADR	500.000	35,464 30	50,625.00
112585104 BROOKFIELD ASSET MANAGEMENT INC CL A	325.000	9,586 70	11,911.00
125509109 CIGNA CORP	585.000	29,300.25	31,274 00
12572Q105 CME GROUP INC	345 000	19,505.42	17,481 00
126650100 CVS/CAREMARK CORP	580.000	25,990.32	28,043.00
12673P105 CA INC	791 000	19,831.01	17,386.00
127097103 CABOT OIL & GAS CORP CLASS A	580.000	28,090.39	28,849.00
136375102 CANADIAN NATIONAL RAILWAY	650 000	32,336.67	59,157 00
136385101 CANADIAN NATURAL RESOURCES	450 000	12,891 00	12,992 00
13645T100 CANADIAN PACIFIC RAILWAY LTD	650.000	39,391.25	66,053 00
14040H105 CAPITAL ONE FINANCIAL CORP	480.000	19,998 91	27,806 00
143658300 CARNIVAL CORP	730.000	27,738 39	26,842 00
166764AA8 CHEVRON CORP SR UNSECURED 1.104% 12/05/2017-2017	10,000.000	10,000 00	10,070.00
167486HM4 CHICAGO IL BUILD AMERICA BONDS TAXABLE C 6 207% 01/01/2036	35,000.000	35,838.25	38,009.00
172062101 CINCINNATI FINL CORP	579.000	18,005 68	22,674 00
172967DY4 CITIGROUP INC SUB NOTES 5 5% 02/15/2017	25,000.000	24,904 75	27,713 00
18683K101 CLIFFS NATURAL RESOURCES	905.000	28,383 52	34,906.00
191219BS2 COCA COLA ENTERPRISES INC NOTES 5% 08/15/2013	15,000.000	16,341 60	15,428.00
20030NAP6 COMCAST CORP COMPANY GUARNT 6 5% 01/15/2017	15,000.000	16,647.00	18,091.00
205363104 COMPUTER SCIENCES CORP	800 000	28,242.08	32,040 00
21871D103 CORELOGIC INC	1,000 000	24,376 30	26,920 00
219350105 CORNING INC	2,170.000	27,428 80	27,385.00
23636T100 DANONE SPONS ADR	525 000	8,151.50	6,908 00
25243Q205 DIAGEO PLC SP ADR	325.000	25,729 51	37,889 00
253868103 DIGITAL REALTY TRUST INC	326 000	21,710 85	22,132 00
254067101 DILLARDS INC CL A	340.000	28,793 14	28,482 00
257469AJ5 DOMINION RESOURCES INC SR NOTES SER F PUTABLE 8/15 5 25% 08/01/2033	25,000 000	24,506 15	28,502 00
257867101 R R DONNELLEY & SONS CO	984 000	14,200 99	8,846 00
26439RAH9 DUKE CAPITAL CORP SENIOR NOTES 8% 10/01/2019	10,000.000	11,697 00	13,207 00
277432100 EASTMAN CHEMICAL CO	460.000	25,612 24	31,303.00
278642AC7 EBAY INC SR UNSECURED 3 25% 10/15/2020	25,000.000	25,294 25	26,965.00
293570107 ENSIGN ENERGY SERVICES INC	525.000	8,913 38	8,111.00
298785FU5 EUROPEAN INVT BK SR UNSECURED 1 75% 03/15/2017	25,000.000	25,400.25	25,947 00
31288FB37 FEDERAL HOME LOAN MORTGAGE CORP POOL # C76358 5% 02/01/2033 OFV 144000	22,560.160	23,226.39	24,502 00
3128K82C9 FEDERAL HOME LOAN MORTAGE CORP POOL # A47971 5% 08/01/2035 OFV 94000	35,848.350	37,147.83	39,057 00

Robert F. Lange Foundation
Attachment to Form 990-PF
Asset Detail
For the Year Ended 12/31/12

23-7241511

Description	Units	Book Value	Market Value
3128LXB25 FEDERAL HOME LOAN MORTGAGE CORP POOL # G01857 5% 10/01/2033 OFV 77000	16,382.210	16,878.81	17,792.00
3128LXE97 FEDERAL HOME LOAN MORTGAGE CORP POOL # G01960 5% 12/01/2035 OFV 37000	8,204 930	8,570 32	8,832.00
3128LXEK2 FEDERAL HOME LOAN MORTGAGE CORP POOL # G01938 5 5% 09/01/2035 OFV 20000	3,861.520	4,125.77	4,192.00
3128M7DH6 FEDERAL HOME LOAN MTGE CORP POOL # G05204 6% 01/01/2036 OFV 65000	20,615.710	21,814.01	22,925.00
3128PQFE6 FEDERAL HOME LOAN MTGE CORP POOL # J11065 4 5% 10/01/2024 OFV 52000	23,847.340	24,763.97	25,910 00
312935MB2 FEDERAL HOME LOAN MTGE CORP POOL # A88454 4 5% 09/01/2039 OFV 21000	11,275 370	11,752.82	12,099.00
31297TXD0 FEDERAL HOME LOAN MTGE CORP POOL # A37876 5% 09/01/2035 OFV 44000	13,163.490	13,749 70	14,214.00
3133EC4C5 FEDERAL FARM CREDIT BANK UNSECURED 2.48% 11/21/2024-2013	25,000.000	24,950.00	24,869.00
3134G3V98 FEDERAL HOME LOAN MTGE CORP UNSECURED .7% 11/21/2016-2013	20,000.000	20,000.00	20,034.00
3136G0QU8 FEDERAL NATIONAL MTGE ASSOC UNSECURED MULTI-STEP UP NOTE 1% 07/17/2017-	15,000.000	14,998.50	15,042.00
31371KXY2 FEDERAL NATIONAL MORTGAGE ASSN POOL # 254595 6% 01/01/2033 OFV 104000	6,071.280	6,410.88	6,782.00
31371MLB1 FEDERAL NATIONAL MORTGAGE ASSN POOL # 256022 5.5% 12/01/2035 OFV 71000	14,911.760	15,620 05	16,295.00
3137EADB2 FEDERAL HOME LOAN MORTGAGE CORP NOTES 2 375% 01/13/2022	20,000.000	19,871.04	20,893.00
31398ABG6 FEDERAL NATIONAL MTGE ASSN NOTES 5 5% 05/10/2027-2017	10,000.000	9,950.00	11,863.00
31402QYZ8 FEDERAL NATIONAL MORTGAGE ASSN POOL #735228 5 5% 02/01/2035 OFV 101000	18,669 650	19,657 83	20,425.00
31402RJV2 FEDERAL NATIONAL MORTGAGE ASSN POOL # 735676 5% 07/01/2035 OFV 25000	5,297.880	5,436.96	5,764.00
31405QS82 FEDERAL NATIONAL MORTGAGE ASSN POOL # 796243 6% 11/01/2034 OFV 62000	4,713.700	4,977.37	5,242.00
31407CW37 FEDERAL NATIONAL MORTGAGE ASSN POOL # 826966 5 5% 06/01/2035 OFV 68000	12,618.360	13,194 07	13,789.00
31407L6S1 FEDERAL NATIONAL MTGE ASSOC POOL # 834381 6% 08/01/2035 OFV 101558	23,808 800	25,140.59	26,233.00
31407YC56 FEDERAL NATIONAL MORTGAGE ASSN POOL # 844392 6 5% 11/01/2035 OFV 59000	9,040.460	9,707 19	10,724 00
31410FYE9 FEDERAL NATIONAL MORTGAGE ASSN POOL # 888209 5 5% 05/01/2036 OFV 52000	12,258 550	12,768 02	13,396.00
31412MLE6 FEDERAL NATIONAL MTGE ASSN POOL # 929225 5 5% 03/01/2023 OFV 51000	15,198.850	16,177 29	16,438 00
31412U4V9 FEDERAL NATIONAL MTGE ASSOC POOL # 935636 4% 09/01/2024 OFV 24000	10,074 170	10,384.27	10,794.00
31416BN53 FEDERAL NATIONAL MTGE ASSOC POOL # 995112 5 5% 07/01/2036 OFV 45000	14,226.890	14,971.60	15,565.00
31620M106 FIDELITY NATIONAL INFO SVCS INC	810.000	28,310.72	28,196.00
337932107 FIRSTENERGY CORP	690.000	24,258.73	28,814 00
344849104 FOOT LOCKER INC	775 000	27,946 73	24,893.00
361448AG8 GATX CORP NOTES 8.75% 05/15/2014	10,000 000	9,975 00	11,004.00
3620ARHT1 GOVT NATIONAL MTGE ASSOC POOL # 737442 4% 09/15/2040 OFV 40000	33,128 530	34,334 63	36,801.00
36296UZD5 GNMA MORTGAGE POOL CTFS POOL #701940 4 5% 06/15/2039 OFV 36000	27,773.090	28,814.60	30,960.00
369604103 GENERAL ELECTRIC CO	1,748 000	30,520.51	36,691.00
36962G2P8 GENERAL ELECTRIC CAPITAL CORP SR UNSECURED 439% 03/20/2014	15,000 000	14,182 20	14,972 00
373334FT3 GEORGIA POWER COMPANY SR UNSECURED 4 9% 09/15/2013	10,000.000	10,129 20	10,309.00
3735412H3 GEORGIA ST MUNI ELEC AUTH TAXABLE-SUB GEN RESOLUTION 4 43% 01/01/2022	25,000 000	25,000 00	27,629.00
37733W105 GLAXOSMITHKLINE PLC ADR	683.000	30,010.00	29,690 00
40414L109 HCP INC	482.000	19,662 28	21,767.00
413875AJ4 HARRIS CORP SR UNSECURED 5% 10/01/2015	10,000 000	9,464 60	10,965.00
413875AK1 HARRIS CORP SR UNSECURED 5 95% 12/01/2017	20,000.000	20,626.30	23,305.00
423074103 HEINZ H J CO	356.000	18,838.52	20,534.00
438670Q79 HONOLULU HAWAII CITY & CNTY TXBL-SER G 2.512% 11/01/2022	25,000.000	25,000.00	25,350.00
438670VH1 HONOLULU HAWAII CITY & CNTY BUILD AMERICA BONDS 6 25% 09/01/2031-2019	10,000.000	10,000.00	11,387 00
438670WB3 HONOLULU HAWAII CITY & CNTY BUILD AMERICA BDS TAXABLE-SER A 3 424%	10,000.000	10,000.00	11,062 00
440452AE0 HORMEL FOODS CORP SR UNSECURED 4 125% 04/15/2021	25,000.000	28,119.75	28,129.00
458140100 INTEL CORP	1,295 000	30,339.78	26,703.00
4581X0BX5 INTERAMERICAN DEVELOP BK SR UNSECURED 3 2% 08/07/2042	15,000 000	14,893.95	14,841.00
459200101 INT'L BUSINESS MACHINES	165 000	26,655 34	31,606.00
460146103 INTERNATIONAL PAPER CO	657 000	20,610 68	26,175 00
464287804 ISHARES S&P SM CAP 600	9,870 000	452,303.84	770,847 00
466000122 IVY HIGH INCOME FUND CL I	50,053.669	404,934.18	427,458.00
47103C571 JANUS HIGH-YIELD FUND CL I	45,584.471	404,334.26	424,847 00
478160104 JOHNSON & JOHNSON	434 000	28,682 97	30,423 00
494550BL9 KINDER MORGAN ENERGY PARTNERS LP SR UNSECURED 3 95% 09/01/2022-2022	20,000 000	19,856.45	21,385 00
514886AC4 LANDESBANK BADEN-WURTTEMBERG SUBORDINATED 7 625% 02/01/2023	15,000.000	19,726 05	19,475 00
532457108 LILLY ELI & CO	470 000	18,742 90	23,180 00
534187109 LINCOLN NATL CORP	1,100.000	22,800 69	28,490.00
540424108 LOEWS CORP	690.000	28,283.79	28,118.00
552953101 MGM MIRAGE	2,535.000	28,037.35	29,507 00
56501R106 MANULIFE FINANCIAL CORP	250 000	7,029 59	3,398 00
565849AK2 MARATHON OIL CORP SR UNSECURED 2.8% 11/01/2022-2022	25,000 000	25,180 50	25,155.00

Robert F. Lange Foundation
Attachment to Form 990-PF
Asset Detail
For the Year Ended 12/31/12

23-7241511

Description	Units	Book Value	Market Value
577285Y86 MAUI CNTY HAWAII TAXABLE-SER A-RECOVERY ZONE ECONOMIC DEV BDS 4 559% 06/01/2022-2020	15,000 000	15,000 00	16,665.00
57772K101 MAXIM INTEGRATED	722.000	18,717 06	21,227.00
587405AB7 MERCANTILE BANKSHARES CORP SUB NOTES SER B 4 625% 04/15/2013	40,000.000	41,168.40	40,459.00
58933Y105 MERCK & CO INC	471.000	17,280.99	19,283 00
595017104 MICROCHIP TECHNOLOGY INC	508.000	18,148.76	16,556.00
60871R209 MOLSON COORS BREWING CO B	600.000	24,209.10	25,674.00
61166W101 MONSANTO CO	330 000	28,349.11	31,235.00
628530107 MYLAN LABS	1,100.000	28,798.44	30,195.00
62889KAC5 NCUA GUARANTEED NOTES US GOVT GUARANTEED 2.35% 06/12/2017	25,000.000	25,868.75	26,592.00
636274300 NATIONAL GRID PLC SP ADR	576.000	27,756.92	33,085.00
641069406 NESTLE SA SPONS ADR FOR REG SH	875.000	32,911.25	56,973.00
645918YF4 NEW JERSEY ST ECON DEV AUTH TAXABLE-REF-SCH FACS CONSTR-DD-2 3 641%	20,000.000	20,673.20	21,415.00
649081AA4 NEW VALLEY GENERATION IV TVA PASS THRU CERTS 4 687% 01/15/2022 OFV 15000	10,408.910	9,574 01	11,840.00
65473P105 NISOURCE INC	2,207 000	50,807.79	54,932.00
66987V109 NOVARTIS AG ADR (SDFS)	540.000	31,356 63	34,182.00
681936100 OMEGA HEALTHCARE INVESTORS INC	462 000	10,374 91	11,019.00
70212FAA1 PARTNERRE FINANCE COMPANY GUARNT 6.875% 06/01/2018	20,000 000	19,822.00	24,282.00
703395103 PATTERSON COMPANIES INC	830 000	28,607 20	28,411 00
707887105 PENN WEST PETROLEUM LTD	2,100 000	30,376.50	22,806.00
717081103 PFIZER INC	854 000	16,835 24	21,418.00
73755L107 POTASH CORP OF SASKATCHEWAN INC COMMON NO PAR	1,500 000	27,053.50	61,035.00
740816AB9 PRES&FELLOWS OF HARVARD BONDS 6.3% 10/01/2037-2016	25,000 000	26,040 40	29,019.00
74340W103 PROLOGIS INC	780 000	27,541 64	28,462.00
74762E102 QUANTA SERVICES INC	1,000.000	27,408 60	27,290.00
75886F107 REGENERON PHARMACEUTICALS INC	150.000	21,815 73	25,661.00
7591EP100 REGIONS FINANCIAL CORP	4,300.000	27,494.63	30,659.00
767204100 RIO TINTO PLC SPON ADR	1,000 000	57,838 00	58,090.00
78355HJL4 RYDER SYSTEM INC NOTES SER MTN 5 85% 03/01/2014	20,000 000	20,081.20	21,040.00
78440X101 SL GREEN REALTY CORP	365 000	27,798 66	27,977.00
78462F103 SPDR S&P 500 ETF TRUST	5,122 000	749,919 70	729,424.00
786514208 SAFEWAY INC	1,750.000	29,797 60	31,658.00
806857108 SCHLUMBERGER LTD	775.000	51,316 28	53,706 00
81721M109 SENIOR HOUSING PROP TRUST	452.000	10,051.96	10,685.00
822582AS1 SHELL INTERNATIONAL SR UNSECURED 2.375% 08/21/2022	5,000 000	4,978 35	5,023.00
822582AU6 SHELL INTERNATIONAL SR UNSECURED 625% 12/04/2015	5,000.000	4,998 80	5,018.00
847560109 SPECTRA ENERGY CORP W/I	521.000	16,048.99	14,265 00
85771P102 STATOIL ASA SPON ADR	1,073 000	26,713 94	26,868.00
867224107 SUNCOR ENERGY INC	650.000	25,651.67	21,437.00
871503108 SYMANTEC CORP	1,455 000	27,709 17	27,383 00
871607107 SYNOPSYS INC	800.000	24,564 08	25,468.00
872540109 TJX COMPANIES INC	650.000	29,733 93	27,593.00
87425E103 TALISMAN ENERGY INC	650 000	11,281 50	7,365.00
878742204 TECK RESOURCES LTD CL B	475.000	17,376 64	17,266.00
88031M109 TENARIS SA ADR	1,275 000	51,042 02	53,448.00
880591CS9 TENNESSEE VALLEY AUTH BONDS 5 88% 04/01/2036	25,000 000	29,120 50	34,736.00
880591EN8 TENNESSEE VALLEY AUTH UNSECURED 1 875% 08/15/2022	75,000 000	74,911.50	74,404.00
881609101 TESORO CORP COM	750 000	28,839 68	33,038.00
883203101 TEXTRON INC	1,150 000	28,045 63	28,509 00
89151E109 TOTAL SA SP ADR	451.000	20,064 80	23,457.00
89233P5S1 TOYOTA MOTOR CREDIT CORP SR UNSECURED 2 05% 01/12/2017	15,000 000	15,565 95	15,514.00
896818101 TRIUMPH GROUP INC	460 000	29,286.45	30,038.00
902494103 TYSON FOODS INC CL A	1,500 000	23,087.85	29,100.00
903914109 ULTRA PETROLEUM CORP	1,320 000	28,514.51	23,932.00
904764AP2 UNILEVER CAPITAL CORP SR UNSECURED .85% 08/02/2017	15,000 000	14,887 35	14,849 00
904784709 UNILEVER N V -NY SHARES	1,000 000	35,694.54	38,300.00
912810QA9 US TREASURY BONDS 3 5% 02/15/2039	100,000 000	117,962 50	113,047 00
912828CJ7 US TREASURY 4.75% 05/15/2014	70,000.000	70,014 05	74,320.00
912828EE6 US TREASURY 4 25% 08/15/2015	10,000.000	10,437 50	11,018 00

Robert F. Lange Foundation
Attachment to Form 990-PF
Asset Detail
For the Year Ended 12/31/12

23-7241511

Description	Units	Book Value	Market Value
912828HH6 US TREASURY 4 25% 11/15/2017	40,000.000	41,201 56	46,838.00
912828MP2 US TREASURY 3 625% 02/15/2020	20,000 000	20,458.59	23,369 00
912828TV2 US TREASURY 1.25% 10/31/2019	31,000.000	31,432.30	31,257.00
912828TY6 US TREASURY 1 625% 11/15/2022	40,000.000	40,117.18	39,562.00
91912E105 VALE SA SP ADR	3,000.000	44,598.42	62,880.00
91913Y100 VALERO ENERGY CORP	810.000	19,674 90	27,637 00
919794107 VALLEY NATIONAL BANCORP COMMON	1,097 000	13,445 67	10,202.00
92343V104 VERIZON COMMUNICATIONS	670.000	19,860.41	28,991.00
92857W209 VODAFONE GROUP PLC SP ADR	648 000	17,365.69	16,323.00
931142CK7 WAL-MART STORES INC SR UNSECURED 6 5% 08/15/2037	20,000.000	20,197 60	28,124.00
931142CZ4 WAL-MART STORES INC SENIOR NOTES 3 25% 10/25/2020	20,000.000	19,923.80	21,775.00
931422109 WALGREEN CO	700 000	20,775.09	25,907.00
942683103 WATSON PHARMACEUTICAL	320 000	18,739.39	27,520.00
949746CR0 WELLS FARGO COMPANY SUB NOTES 5% 11/15/2014	15,000 000	15,504.90	16,092.00
949746NX5 WELLS FARGO COMPANY SR UNSECURED 5 625% 12/11/2017	15,000 000	14,937 60	17,891.00
962166104 WEYERHAEUSER CO	1,000 000	24,309.70	27,820.00
969457100 WILLIAMS COMPANIES INC	1,414 000	42,626.06	46,294.00
98310W108 WYNDHAM WORLDWIDE CORP	590 000	31,414.55	31,394.00
984332106 YAHOO! INC	1,400 000	27,314.00	27,860.00
984851204 YARA INTERNATIONAL ASA ADR	100.000	1,780.00	4,920.00
G16962105 BUNGE LIMITED	410.000	26,949.71	29,803.00
G29183103 EATON CORP PLC	639 200	33,178 06	34,632.00
G47791101 INGERSOLL-RAND PLC	725 000	28,818.68	34,771.00
G6359F103 NABORS INDUSTRIES LTD	325.000	10,154.75	4,696.00
G6852T105 PARTNERRE LTD	225.000	16,815.75	18,110 00
G7945E105 SEADRILL LTD	955 000	33,669 29	35,144 00
H27013103 WEATHERFORD INTL LTD	2,500.000	53,192 42	27,975.00
H5833N103 NOBLE CORP	1,425.000	49,366 72	49,619.00
H8817H100 TRANSOCEAN LTD	849 000	72,184.50	37,916.00
N22717107 CORE LABORATORIES N V COMMON	125.000	5,958.50	13,664.00
Total Portfolio		**6,907,839.20**	**7,665,638.00**

BANK OF HAWAII
P.O. BOX 3170, DEPT. 715
HONOLULU, HI 96802-3170

RETURN OF PRIVATE FOUNDATION
FORM 990-PF

FYE	EIN	NAME	TAX DUE
12/31/2012	23-7241511	ROBERT F. LANGE FOUNDATION	0.00

CERTIFIED MAIL NO.
7013 0600 0001 5067 3991

11/12/2013

- If you are filing for an **Additional (Not Automatic) 3-Month Extension, complete only Part II** and check this box ▶ [X]

Note. Only complete Part II if you have already been granted an automatic 3-month extension on a previously filed Form 8868.

- If you are filing for an **Automatic 3-Month Extension, complete only Part I** (on page 1).

Part II **Additional (Not Automatic) 3-Month Extension of Time.** Only file the original (no copies needed).

Enter filer's identifying number, see instructions

Type or print File by the due date for filing your return. See instructions.	Name of exempt organization or other filer, see instructions ROBERT F. LANGE FOUNDATION	Employer identification number (EIN) or 23-7241511
	Number, street, and room or suite no. If a P.O. box, see instructions. P.O. BOX 3170, DEPT. 715	Social security number (SSN)
	City, town or post office, state, and ZIP code. For a foreign address, see instructions. HONOLULU, HI 96802-3170	

Enter the Return code for the return that this application is for (file a separate application for each return) 0 4

Application Is For	**Return Code**	**Application Is For**	**Return Code**
Form 990 or Form 990-EZ	01	[illegible]	[illegible]
Form 990-BL	02	Form 1041-A	08
Form 4720 (individual)	03	Form 4720	09
Form 990-PF	04	Form 5227	10
Form 990-T (sec. 401(a) or 408(a) trust)	05	Form 6069	11
Form 990-T (trust other than above)	06	Form 8870	12

STOP! Do not complete Part II if you were not already granted an automatic 3-month extension on a previously filed Form 8868.

- The books are in the care of ▶ BANK OF HAWAII 111 SO. KING ST., HONOLULU, HI - 96813
  Telephone No. ▶ (808) 694-4525 FAX No. ▶
- If the organization does not have an office or place of business in the United States, check this box ▶ [ ]
- If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) ______. If this is for the whole group, check this box ▶ [ ]. If it is for part of the group, check this box ▶ [ ] and attach a list with the names and EINs of all members the extension is for.

4 I request an additional 3-month extension of time until NOVEMBER 15, 2013.

5 For calendar year 2012, or other tax year beginning ______, and ending ______.

6 If the tax year entered in line 5 is for less than 12 months, check reason: [ ] Initial return [ ] Final return [ ] Change in accounting period

7 State in detail why you need the extension
ADDITIONAL TIME IS NEEDED TO GATHER THE INFORMATION NECESSARY TO FILE A COMPLETE AND ACCURATE RETURN.

8a	If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions.	8a	$ 27,080.
b	If this application is for Form 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit and any amount paid previously with Form 8868.	8b	$ 27,080.
c	**Balance due.** Subtract line 8b from line 8a. Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions.	8c	$ 0.

Signature and Verification must be completed for Part II only.

Under penalties of perjury, I declare that I have examined this form, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete, and that I am authorized to prepare this form.

Signature ▶ BANK OF HAWAII By [signature] Vice President Title ▶ Date ▶ AUG 02 2013

223842
01-21-13